

Neuberger Berman High Yield Strategies Fund Inc.
Form POS AMI
May 10, 2010

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1940 Act Registration No. 811-22396

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

FORM N-2

(Check appropriate box or boxes)

REGISTRATION STATEMENT UNDER
THE INVESTMENT COMPANY ACT OF 1940

Amendment No.1

Neuberger Berman High Yield Strategies Fund Inc.
(Exact name of Registrant as specified in charter)
c/o Neuberger Berman Management LLC
605 Third Avenue
New York, New York 10158-0180
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code: (212) 476-9000

Robert Conti, Chief Executive Officer
c/o Neuberger Berman Management LLC
605 Third Avenue, 2nd Floor
New York, NY 10158
(Name and Address of Agent for Service)

With copies to:
Arthur C. Delibert, Esq.
K&L Gates LLP
1601 K Street, N.W.
Washington, D. C. 20006
(Names and Addresses of Agents for Service of Process)

Neuberger Berman High Yield Strategies Fund
Neuberger Berman Income Opportunity Fund Inc.
605 Third Avenue
New York, New York 10158-0180

Joint Annual Meeting of Stockholders to be held June 11, 2010

May __, 2010

Dear Stockholder:

You are being asked to vote on proposed reorganizations related to Neuberger Berman High Yield Strategies Fund (NYSE: NHS) (“NHS”) and Neuberger Berman Income Opportunity Fund Inc. (NYSE Amex: NOX) (“NOX”). As described in more detail below, if you approve the proposed Agreement and Plan of Reorganization (the “Agreement”), both NHS and NOX would be reorganized into a newly formed Maryland corporation, named Neuberger Berman High Yield Strategies Fund Inc. (“New NHS,” and together with NHS and NOX, the “Funds,” and each, a “Fund”), which will have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks as NHS and NOX. You are also being asked to vote on the election of Trustees/Directors of NHS and NOX, in the event that the Agreement is not approved or, if it is approved, until the dissolution of NHS and NOX.

The respective Boards of Trustees/Directors of NHS and NOX (each, a “Board”) have called a joint annual meeting of shareholders/stockholders of NHS and NOX (the “Meeting”) to be held on June 11, 2010, at 605 Third Avenue, 41st Floor, New York, New York 10158-3698, at 2:30 p.m. Eastern time, in order to vote on the Agreement and the election of Trustees/Directors. The Agreement provides for a conversion (the “Conversion”) followed by a merger (the “Merger,” and together with the Conversion, the “Reorganization”). In the Conversion, NHS would convert into New NHS, a newly formed Maryland corporation named Neuberger Berman High Yield Strategies Fund Inc. NHS would then dissolve under applicable state law. After the Conversion, NOX would transfer its assets to New NHS in exchange for shares of common stock and preferred stock of New NHS and the assumption by New NHS of NOX’s liabilities and NOX would dissolve under applicable state law. The attached combined Proxy Statement and Prospectus asks for your approval of the Reorganization.

The Trustees/Directors of NHS and NOX believe that the Reorganization could benefit shareholders/stockholders of NHS and NOX by providing, for example, the potential for lower operating expenses through both economies of scale and the elimination of certain duplicative costs, enhanced market liquidity for shares of New NHS, and portfolio management efficiencies and greater diversification of portfolio holdings due to New NHS’s larger size.

Accordingly, after careful consideration, the Boards of NHS and NOX unanimously recommend that you support the Reorganization and vote “FOR” the proposed Agreement and “FOR” each nominee.

Detailed information about the proposed Reorganization and Agreement and each nominee is contained in the enclosed materials.

As a result of the Reorganization, holders of common shares of NHS and common stock of NOX would receive newly issued shares of common stock of New NHS, the aggregate net asset value of which will equal the aggregate net asset value of the applicable Fund’s common shares or stock they held immediately prior to the Reorganization. NHS common shareholders will receive the same number of shares of common stock of NHS as they held immediately prior to the Reorganization. NOX common stockholders will receive a different number of shares that will be based on

the relative net asset value of NOX and New NHS, which generally will not include fractional shares of New NHS common stock. Instead, each former holder of NOX common stock will receive cash in an amount equal to the value of the fractional shares of New NHS common stock that stockholder would otherwise have received in the Reorganization. In addition, holders of preferred shares of NHS and preferred stock of NOX would receive newly issued shares of preferred stock of New NHS. The aggregate liquidation preference and number of shares of New NHS preferred stock received in the Reorganization will equal the aggregate liquidation

preference and number of shares of NHS preferred shares and NOX preferred stock held by a preferred shareholder/stockholder immediately prior to the Reorganization. Each share of newly issued New NHS preferred stock will have a liquidation preference of \$25,000, which is the same liquidation preference per share as NHS's and NOX's preferred shares/stock.

New NHS is registered as a closed-end, non-diversified management investment company and is expected to be listed on the NYSE Amex. NHS is registered as a closed-end, diversified management investment company and is listed on the New York Stock Exchange. NOX is registered as a closed-end, non-diversified management investment company and is listed on the NYSE Amex. New NHS will have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks as NHS and NOX. Each Fund's investment objective is to seek high total return (income plus capital appreciation). Under normal market conditions, NHS invests at least 80% of its net assets, including assets attributable to any outstanding preferred shares, plus the aggregate principal amount of any borrowings, in high yield debt securities of U.S. and foreign issuers. Under normal market conditions, NOX and New NHS each invest at least 80% of its total assets in high yield debt securities of U.S. and foreign issuers. High yield debt securities include securities that are rated below investment grade by a nationally recognized statistical rating organization or are unrated debt securities determined to be of comparable quality by the Fund's investment manager.

The Conversion of NHS is not contingent on the approval of the Agreement by NOX stockholders. Accordingly, if NHS shareholders approve the Agreement, the Conversion will occur even if NOX stockholders do not approve the Agreement. However, if the Agreement is not approved by NHS shareholders, the Merger of NOX will not occur even if NOX stockholders approve the Agreement.

Your vote is very important to us regardless of the number of shares you own. Whether or not you plan to attend the Meeting in person, please read the Proxy Statement and Prospectus and cast your vote promptly. To vote, simply date, sign and return the proxy card in the enclosed postage-paid envelope or follow the instructions on the proxy card for voting by touch-tone telephone or on the Internet. If we do not hear from you, our proxy solicitor, Broadridge Financial Solutions, Inc., may contact you.

It is important that your vote be received no later than the time of the Meeting.

Sincerely,

Robert Conti
President and Chief Executive Officer
Neuberger Berman High Yield Strategies Fund
Neuberger Berman Income Opportunity Fund Inc.

Neuberger Berman High Yield Strategies Fund
Neuberger Berman Income Opportunity Fund Inc.

Important News For Stockholders

While we encourage you to read the full text of the enclosed combined Proxy Statement and Prospectus (the “Proxy Statement/Prospectus”), here is a brief overview of the proposals to be voted upon. Please refer to the more complete information contained elsewhere in the Proxy Statement/Prospectus about the proposals. For ease of reading, “stock” and “stockholders” have been used in certain places to describe, respectively, the shares of NHS (as defined below) and the shareholders of NHS.

Questions and Answers about the Reorganization and Agreement

Q: Why am I being asked to vote?

A: You are being asked to vote on proposed reorganizations related to Neuberger Berman High Yield Strategies Fund (“NHS”) and Neuberger Berman Income Opportunity Fund Inc. (“NOX”). As described in more detail below, if you approve the proposed agreement, both NHS and NOX would be reorganized into a newly formed Maryland corporation, named Neuberger Berman High Yield Strategies Fund Inc. (“New NHS,” and together with NHS and NOX, the “Funds,” and each, a “Fund”), which will have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks as NHS and NOX.

In addition, stockholders of NHS and NOX are being asked to approve the election of five Class II Trustees/Directors (“Directors”) to serve on the Board of each Fund until the annual meeting of stockholders in 2013, or until their successors are elected and qualified, in the event that the proposed agreement is not approved or, if it is approved, to serve until the dissolution of NHS and NOX. Each of the nominees currently serves as a Director of the Funds. In this capacity, they are fiduciaries and have an obligation to serve in the best interests of the stockholders. Directors review Fund performance, oversee Fund activities and review contractual arrangements with service providers that provide services to the Fund.

Q: Why is a stockholder meeting being held?

A: The joint stockholder meeting is being held to ask you to approve an Agreement and Plan of Reorganization (“Agreement”). The Agreement provides for a conversion (“Conversion”) followed by a merger (“Merger,” and together with the Conversion, the “Reorganization”). In the Conversion, NHS would convert into New NHS, a newly formed Maryland corporation named Neuberger Berman High Yield Strategies Fund Inc. NHS would then dissolve under applicable state law. After the Conversion, NOX would transfer its assets to New NHS in exchange for shares of common stock and preferred stock of New NHS and the assumption by New NHS of NOX’s liabilities and NOX would dissolve under applicable state law. You are also being asked to vote on the election of Directors of NHS and NOX.

Q: Why is the Reorganization being recommended?

A: In February 2010, the Board of NHS, including all of the Directors who are not “interested persons” of the Funds under the Investment Company Act of 1940, as amended (the “Independent Directors”), unanimously approved the Conversion and the subsequent Merger, and the Board of NOX, including all of the Independent Directors, unanimously approved the Merger. The Directors of NHS and NOX believe that the Reorganization could benefit stockholders of NHS and NOX. The Funds have the same investment objective and the same investment

manager, portfolio managers and Directors. The Directors of NHS and NOX believe that the Reorganization could provide, for example, the potential for lower operating expenses through both economies of scale and the elimination of certain duplicative costs, enhanced market liquidity for shares of New NHS, and portfolio management efficiencies and greater diversification of portfolio holdings due to New NHS's larger size. The Proxy Statement/Prospectus contains a further explanation of the reasons that the Boards of NHS and NOX recommend the Reorganization.

Q: How will the Reorganization affect me?

A: As a result of the Reorganization, holders of common stock of NHS and NOX would receive newly issued shares of common stock of New NHS, the aggregate net asset value of which will equal the aggregate net asset value of the applicable Fund's common stock they held immediately prior to the Reorganization. NHS common stockholders will receive the same number of shares of common stock of NHS as they held immediately prior to the Reorganization. NOX common stockholders will receive a different number of shares that will be based on the relative net asset value of NOX and New NHS, which generally will not include fractional shares of New NHS common stock. Instead, each former holder of NOX common stock will receive cash in an amount equal to the value of the fractional shares of New NHS common stock that such stockholder would otherwise have received in the Reorganization (except with respect to NOX common stock held in a Distribution Reinvestment Plan account, for which that stockholder will receive fractional shares). In addition, holders of preferred shares of NHS and preferred stock of NOX would receive newly issued shares of preferred stock of New NHS. The aggregate liquidation preference and number of shares of New NHS preferred stock received in the Reorganization will equal the aggregate liquidation preference and number of shares of NHS preferred shares and NOX preferred stock held by a preferred stockholder immediately prior to the Reorganization. Each share of newly issued New NHS preferred stock will have a liquidation preference of \$25,000, which is the same liquidation preference per share as each share of preferred stock of NHS and NOX. As noted above, the Funds have the same investment objective, investment manager, portfolio managers and Board.

Q: Are the investment objective and principal investment policies of New NHS similar to those of NHS and NOX?

A: Yes. New NHS has the same investment objective and substantially similar principal investment policies, invests in substantially similar markets and presents substantially similar general risks as NHS and NOX. However, New NHS has more flexibility than NHS or NOX with respect to certain of its investment policies, which permit New NHS greater flexibility in portfolio management. For example, New NHS will not have a limit on its investment in illiquid securities and may invest a greater percentage of its assets in foreign securities and securities that are rated Caa/CCC or lower by a rating agency or unrated securities determined by the Fund's investment manager to be of comparable quality. Each Fund's investment objective is to seek high total return (income plus capital appreciation). Under normal market conditions, NHS invests at least 80% of its net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings, in high yield debt securities of U.S. and foreign issuers. Under normal market conditions, NOX and New NHS each invest at least 80% of its total assets in high yield debt securities of U.S. and foreign issuers. High yield debt securities include securities that are rated below investment grade by a nationally recognized statistical rating organization or are unrated debt securities determined to be of comparable quality by the Fund's investment manager.

Q: Will the Reorganization affect my distributions?

A: Common Stockholders of the Funds. After the Reorganization, the timing and level of distributions received by NHS common stockholder and NOX common stockholders as New NHS common stockholders is not currently expected to change significantly, although there can be no assurance that this will be the case.

Common stockholders of both NHS and NOX receive distributions on a monthly basis. New NHS will also pay distributions to common stockholders on a monthly basis. NHS common stockholders will receive the same number of shares of common stock of New NHS as they currently hold. Accordingly, although there can be no assurance, the level of distributions received by NHS common stockholders is not currently expected to change significantly. Because NHS and NOX historically have paid different distributions per share of common stock due in part to the different net asset values and since the amount of shares received by NOX common stockholders will be based on net asset value, the number of shares received by NOX common stockholders will partially offset the difference in the distribution per share. For example, on March 31, 2010, NOX paid distributions of \$0.0575 per share and NHS paid distributions of \$0.11 per share. If the Reorganization occurred on that date, NOX common stockholders

would have received 0.5796 shares of New NHS common stock for each share of NOX common stock and the amount of distributions they would have received on shares of New NHS common stock they received would have been \$0.0637, which would have been more than the distributions they received if they remained NOX common stockholders. Accordingly, although there can be no assurance, the level of distributions received by NOX common stockholders is not currently expected to change significantly.

Preferred Stockholders of the Funds. The preferred stockholders of both NHS and NOX receive distributions quarterly. After the Reorganization, New NHS will pay preferred stockholders distributions quarterly. In addition, New NHS preferred stock will use the same methodology for setting the distribution rate for its preferred stock as is currently used by NHS, which is substantially similar to the methodology used by NOX.

Q: How will the Reorganization affect fees and expenses?

A: After the Reorganization, New NHS is expected to have lower expenses than the current expenses of NHS or NOX, although there can be no assurance that this will be the case. If only the Conversion occurs, New NHS is expected to have the same expenses as the current expenses of NHS, although there can be no assurance that this will be the case.

NHS and NOX have the same contractual investment advisory fee but a different administration fee and definition of “managed assets.” NHS currently pays an annual rate of 0.05% of average daily managed assets (as defined below) for administrative services. NOX currently pays an annual rate of 0.25% of average daily managed assets (as defined below) for administrative services. New NHS will pay the same administrative fee rate that NHS currently pays except that the definition of managed assets will change as described below. NHS defines “managed assets” to mean net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings. NOX defines “managed assets” to mean total assets minus liabilities other than the aggregate indebtedness entered into for purposes of leverage. New NHS will use the same definition for “managed assets” used by NOX. This will not result in any change in the amount of managed assets when compared to the amount of managed assets calculated using the NHS definition because the only leverage outstanding immediately after the Reorganization will be preferred stock and notes. However, there can be no assurance that this will be case in the future if a different form of leverage is utilized by New NHS.

NHS and NOX also have different fee waiver agreements with respect to the management fees. Neuberger Berman Management LLC (“NB Management”) has voluntarily agreed to waive a portion of the management fee it is entitled to receive from NHS at an annual rate of 0.05% of average daily managed assets. NB Management has contractually agreed to waive a portion of the management fee it is entitled to receive from NOX until October 31, 2011 on a sliding scale and has agreed to voluntarily extend that waiver for an additional year, as described in the Proxy Statement/Prospectus. If the Reorganization occurs, NB Management has voluntarily agreed to waive a portion of the management fee it is entitled to receive from New NHS at an annual rate of 0.05% of average daily managed assets. This voluntary waiver is expected to remain in effect until July 1, 2012, but may be changed or terminated by NB Management at any time. If only the Conversion occurs, New NHS will adopt the same voluntary fee waiver currently adopted by NHS and NOX will continue with the same fee waivers.

As a result of these differences, after the Reorganization, total expenses paid by common stockholders of NHS and NOX (excluding distributions paid on each Fund’s preferred stock and interest paid on each Fund’s notes) are expected to decline from 1.60% and 2.64%, respectively, (as of December 31, 2009 and October 31, 2009, respectively) to approximately 1.31% in New NHS (as of December 31, 2009). These numbers and the below numbers include the effect of the contractual and voluntary management fee waivers, as discussed above, for each Fund as of December 31, 2009 for New NHS and NHS and October 31, 2009 for NOX. Including distributions paid on preferred stock and

interest paid on notes, total expenses paid by common stockholders of NHS and NOX are expected to decline from 3.06% and 4.95%, respectively, (as of December 31, 2009 and October 31, 2009, respectively) to approximately 2.62% in New NHS (as of December 31, 2009). As noted above, if only the Conversion occurs, New NHS is expected to have the same expenses as the current expenses of NHS, although there can be no assurance that this will be the case.

Although there can be no assurance, the leverage provided by the preferred stock and borrowings of New NHS following the Reorganization is expected to provide a net benefit to common stockholders of New NHS in the form of increased income to New NHS and increased distributions to common stockholders even after considering distributions paid on preferred stock and interest paid on notes. As discussed above, New NHS is expected to have lower expenses than the current expenses of NHS or NOX, although there can be no assurance that this will be the case. As a result, although there can be no assurance, the Reorganization is expected to provide a net benefit to common stockholders of NHS and NOX.

Q: Who will pay for the Reorganization?

A: Each of NHS and NOX will pay \$200,000 of the first \$400,000 of the costs of the Reorganization. NB Management, the Funds' investment manager, will pay any costs incurred in connection with the Reorganization above \$400,000.

Q: Will I have to pay any sales load, commission or other similar fee in connection with the Reorganization?

A: No. You will not pay any sales loads or commissions in connection with the Reorganization. However, up to \$400,000 of the costs associated with the Reorganization will be borne by NHS and NOX, and therefore will be borne by the common stockholders of NHS and NOX.

Q: Will I have to pay any taxes as a result of the Reorganization?

A: The Conversion and Merger are intended to qualify as tax-free reorganizations within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming the Conversion and Merger qualify for such treatment, you generally will not recognize a gain or loss for federal income tax purposes as a direct result of the Conversion and Merger. Common stockholders of NOX, however, will recognize gain or loss with respect to cash they receive pursuant to the Merger in lieu of fractional shares. As a condition to the closing of the Reorganization, NHS and NOX will receive an opinion of counsel to the effect that the Conversion and Merger, respectively, will qualify for such treatment. Opinions of counsel are not binding on the Internal Revenue Service or the courts. You should talk to your tax adviser about any state, local and other tax consequences of the Reorganization. See "Information about the Proposed Reorganization—Federal Income Tax Consequences."

Q: How does the Board recommend that I vote on the Agreement?

A: The Board of each Fund, including all of the Independent Directors, unanimously recommends that you vote "FOR" the Agreement.

Q: What happens if the Agreement is not approved?

A: If stockholders do not approve the Agreement, NOX and NHS will continue as separate investment companies, and the Board of each Fund will separately consider whether any alternatives would be in the best interests of its stockholders, including re-proposing the Agreement.

Q: What happens if only stockholders of one Fund approve the Agreement?

A: The Conversion of NHS is not contingent on the approval of the Agreement by NOX. Accordingly, the Conversion will occur even if NOX stockholders do not approve the Agreement. However, if the Agreement is not approved by NHS stockholders, the Merger of NOX will not occur even if NOX stockholders approve the Agreement.

Q: When is the Reorganization expected to occur?

A: If stockholders of both NHS and NOX approve the Agreement, the Reorganization is expected to occur during the summer of 2010.

Q: I am a stockholder who holds a small number of shares. Why should I vote?

A: Your vote makes a difference. If many stockholders like you fail to vote their shares, NHS and NOX may not receive enough votes to go forward with the stockholders meeting.

Q: How can I vote?

A: There are a number of ways to vote your shares:

By Mail: You may vote by dating, signing and returning the enclosed proxy card(s) in the postage paid envelope. Please note that if you sign and date the proxy card but give no voting instructions, your shares will be voted "FOR" the Agreement and "FOR" each nominee.

By Phone: You may vote by telephone by calling the number on your proxy card(s).

Via the Internet: You may vote through the Internet by visiting the website listed on your proxy card(s).

In Person: If you plan to attend the stockholders meeting, you may vote in person.

Q: Who gets to vote?

A: If you owned shares of common or preferred stock of NHS or NOX at the close of business on April 1, 2010, you are entitled to vote those shares, even if you are no longer a stockholder of either Fund.

Q: Whom do I call if I have questions?

A: If you have any questions about the proposals or the voting instructions, please call Broadridge Financial Solutions, Inc., at 866-615-7264 (Monday through Friday, 9:30 a.m. to 9:00 p.m. and Saturdays 10:00 a.m. to 6:00 p.m. Eastern time) or call NB Management at 877-461-1899 (Monday through Friday, 8:00 a.m. to 6:00 p.m., Eastern time).

Your vote is important. Please vote promptly to avoid the expense of additional solicitation.

Neuberger Berman High Yield Strategies Fund
Neuberger Berman Income Opportunity Fund Inc.
605 Third Avenue
New York, New York 10158-0180

NOTICE OF JOINT ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

NOTICE IS HEREBY GIVEN that a Joint Annual Meeting of Stockholders (“Meeting”) of each of the above-referenced funds (the “Funds”) will be held on June 11, 2010, at 2:30 p.m. Eastern time, at the offices of Neuberger Berman LLC, 605 Third Avenue, 41st Floor, New York, New York 10158-3698, for the following purposes:

(1) To approve an Agreement and Plan of Reorganization pursuant to which (a) Neuberger Berman High Yield Strategies Fund (“NHS”) would convert to a newly formed Maryland corporation, named Neuberger Berman High Yield Strategies Fund Inc. (“New NHS”) (“Conversion”) and NHS would dissolve under applicable state law, and (b) after the Conversion, Neuberger Berman Income Opportunity Fund Inc. (“NOX”) would transfer its assets to New NHS in exchange for shares of common stock and preferred stock of New NHS and the assumption by New NHS of NOX’s liabilities and NOX would dissolve under applicable state law.

(2) To elect five Class II Trustees/Directors (“Directors”) as outlined below:

(a) Four Class II Directors, C. Anne Harvey, George W. Morriss, Jack L. Rivkin and Tom D. Seip, to be elected by the holders of common stock and preferred stock, voting together as a single class, such Directors to serve until the annual meeting of stockholders in 2013, or until their successors are elected and qualified; and

(b) One Class II Director, John Cannon, to be elected by the holders of preferred stock, voting separately as a single class, such Director to serve until the annual meeting of stockholders in 2013, or until his successor is elected and qualified; and

(3) To consider and act upon any other business that may properly come before the Meeting or any adjournments thereof.

You are entitled to vote at the Meeting and any adjournments thereof if you owned Fund shares at the close of business on April 1, 2010 (“Record Date”). If you attend the Meeting, you may vote your shares in person. If you do not expect to attend the Meeting, please review the enclosed materials and follow the instructions that appear on the enclosed proxy card(s). If you have any questions about the proposal or the voting instructions, please call 877-461-1899. The appointed proxies will vote in their discretion on any other business that may properly come before the Meeting or any adjournments or postponements thereof.

Each Fund will admit to the Meeting: (1) all stockholders of record of the Fund as of the Record Date, (2) persons holding proof of beneficial ownership thereof at the Record Date, such as a letter or account statement from a broker, (3) persons who have been granted proxies, and (4) such other persons that the Fund, in its sole discretion, may elect to admit. All persons wishing to be admitted to the Meeting must present photo identification. If you plan to attend

the Meeting, please call 877-461-1899.

Unless proxy cards submitted by corporations and partnerships are signed by the appropriate persons as indicated in the voting instructions on the proxy cards, they will not be voted. For ease of reading, “stock” and “stockholders” have been used in certain places in this notice to describe, respectively, the shares of NHS and the shareholders of NHS.

By order of the each Board,

Claudia A. Brandon
Secretary
Neuberger Berman High Yield Strategies Fund
Neuberger Berman Income Opportunity Fund Inc.

May __, 2010
New York, New York

Instructions for Signing Proxy Cards

The following general rules for signing proxy cards may be of assistance to you and avoid the time and expense to the Funds involved in validating your vote if you fail to sign your proxy card properly.

1. Individual Accounts: Sign your name exactly as it appears in the registration on the proxy card.
2. Joint Accounts: Any party may sign, but the name of the party signing should conform exactly to the name shown in the registration on the proxy card.
3. Other Accounts: The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

Registration	Valid Signature
Corporate Accounts	
(1) ABC Corp.....	ABC Corp. John Doe, Treasurer
(2) ABC Corp.....	John Doe
(3) ABC Corp.....	John Doe, Trustee
c/o John Doe, Treasurer.....	
(4) ABC Corp. Profit Sharing Plan.....	
Trust Accounts	
(1) ABC Trust.....	Jane B. Doe, Trustee Jane B. Doe
(2) Jane B. Doe, Trustee u/t/d 12/28/78....	
Custodian or Estate Accounts	
(1) John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA.....	John B. Smith John B. Smith, Jr., Executor
(2) John B. Smith.....	

YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES OF STOCK YOU OWN.
PLEASE RETURN YOUR PROXY CARD(S) PROMPTLY.

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You may receive more than one proxy card depending on how you hold shares of a Fund. Please fill out and return each proxy card.

Stockholders are invited to attend the Meeting in person. Any stockholder who does not expect to attend the Meeting is urged to review the enclosed materials and follow the instructions that appear on the enclosed proxy card(s).

To avoid the additional expense to the Funds of further solicitation, we ask your cooperation in voting your proxy promptly, no matter how large or small your holdings may be.

Proxy Statement For:

Neuberger Berman High Yield Strategies Fund
Neuberger Berman Income Opportunity Fund Inc.
605 Third Avenue
New York, New York 10158-0180
877-461-1899

Prospectus For:

Neuberger Berman High Yield Strategies Fund Inc.
605 Third Avenue
New York, New York 10158-0180
877-461-1899

This combined Proxy Statement and Prospectus (the "Proxy Statement/Prospectus") is being furnished in connection with the solicitation of proxies by the Boards of Trustees/Directors (each, a "Board," and collectively, the "Boards") of Neuberger Berman High Yield Strategies Fund ("NHS") and Neuberger Berman Income Opportunity Fund Inc. ("NOX") for a Joint Annual Meeting of Stockholders of NHS and NOX (the "Meeting"). The Meeting will be held on June 11, 2010, at 2:30 p.m. Eastern time, at the offices of Neuberger Berman LLC ("NB LLC"), 605 Third Avenue, 41st Floor, New York, New York 10158-3698. At the Meeting, common and preferred stockholders of NHS and NOX will be asked to consider and act upon the following:

- (1) To approve an Agreement and Plan of Reorganization ("Agreement") pursuant to which (a) NHS would convert to a newly formed Maryland corporation, named Neuberger Berman High Yield Strategies Fund Inc. ("New NHS," and together with NHS and NOX, the "Funds," and each, a "Fund") ("Conversion") and NHS would dissolve under applicable state law, and (b) after the Conversion, NOX would transfer its assets to New NHS in exchange for shares of common stock and preferred stock of New NHS and the assumption by New NHS of NOX's liabilities and NOX would dissolve under applicable state law ("Merger," and together with the Conversion, the "Reorganization");
- (2) To elect five Class II Trustees/Directors ("Directors") as outlined below:
 - (a) Four Class II Directors, C. Anne Harvey, George W. Morriss, Jack L. Rivkin and Tom D. Seip, to be elected by the holders of common stock and preferred stock, voting together as a single class, such Directors to serve until the annual meeting of stockholders in 2013, or until their successors are elected and qualified; and
 - (b) One Class II Director, John Cannon, to be elected by the holders of preferred stock, voting separately as a single class, such Director to serve until the annual meeting of stockholders in 2013, or until his successor is elected and qualified; and
- (3) To consider and act upon any other business that may properly come before the Meeting or any adjournments thereof.

For ease of reading, "stockholders" has been used in certain places in the Proxy Statement/Prospectus to describe the shareholders of NHS. It is expected that the Notice of Joint Annual Meeting, this Proxy Statement/Prospectus and form of proxy first will be mailed to stockholders on or about May __, 2010.

Proposed Reorganization and Election of Directors

If the Agreement is approved and the Reorganization occurs, holders of common shares of beneficial interest, no par value per share, of NHS (the “NHS Common Shares”) and holders of common stock, par value \$0.0001 per share, of NOX (the “NOX Common Stock”) each would receive newly issued shares of common stock, par value \$0.0001 per share, of New NHS (the “New NHS Common Stock,” and together with NHS Common Shares and NOX Common Stock, the “Common Stock”), the aggregate net asset value of which will equal the aggregate net asset value of NHS Common Shares and NOX Common Stock they held immediately prior to the Reorganization. Holders of NHS Common Shares (“NHS Common Shareholders”) will receive the same number of NHS Common Shares as they held immediately prior to the Reorganization. Holders of NOX Common Stock (“NOX Common Stockholders”) will receive a different number of shares that will be based on the relative net asset value of NOX and New NHS, which generally will not include fractional shares of New NHS Common Stock. Instead, each former NOX Common Stockholder will receive cash in an amount equal to the value of the fractional shares of New NHS Common Stock that stockholder would otherwise have received in the Reorganization (except with respect to NOX common stock held in a Distribution Reinvestment Plan account, for which that stockholder will receive fractional shares). Although New NHS Common Stock received in the Reorganization will have the same total net asset value as NHS Common Shares and NOX Common Stock held immediately before the Reorganization (disregarding fractional shares for NOX Common Stockholders), its stock price on the NYSE Amex may be greater or less than that of NHS Common Shares or NOX Common Stock, based on current market prices existing at the time of the Reorganization.

In addition, if the Agreement is approved and the Reorganization occurs, holders of NHS’s Perpetual Preferred Shares, Series A, no par value per share, with a liquidation preference of \$25,000 per share plus an amount equal to accumulated but unpaid dividends thereon (whether or not declared) (“NHS Preferred Shares,” and together with NHS Common Shares, “NHS Shares”) and holders of NOX’s Perpetual Preferred Shares, Series A, par value \$0.0001 per share, with a liquidation preference of \$25,000 per share plus an amount equal to accumulated but unpaid dividends thereon (whether or not declared) (“NOX Preferred Stock,” and together with NOX Common Stock, “NOX Stock”) would receive newly issued shares of New NHS’s Perpetual Preferred Shares, Series A, par value \$0.0001 per share, with a liquidation preference of \$25,000 per share plus an amount equal to accumulated but unpaid dividends thereon (whether or not declared) (“New NHS Preferred Stock,” and together with New NHS Common Stock, “New NHS Stock”) (NHS Preferred Shares, NOX Preferred Stock and New NHS Preferred Stock, collectively, “Preferred Stock”; Common Stock and Preferred Stock, collectively, the “Stock”). New NHS Preferred Stock will have substantially the same rights, preferences, and distribution payment periods as NHS Preferred Shares and NOX Preferred Stock, except that New NHS Preferred Stock will only be entitled to one vote per share, unlike NHS Preferred Shares which are entitled to one vote for each dollar of liquidation preference. The aggregate liquidation preference and number of shares of New NHS Preferred Stock received by holders of NHS Preferred Shares (“NHS Preferred Shareholders,” together with NHS Common Shareholders, “NHS Shareholders”) and holders of NOX Preferred Shares (“NOX Preferred Stockholders,” together with NOX Common Stockholders, “NOX Stockholders”) will equal the aggregate liquidation preference and number of NHS Preferred Shares and shares of NOX Preferred Stock held by such holder immediately prior to the Reorganization.

New NHS would also issue notes (“New NHS Notes”) in the same principal amounts as, and having terms substantially similar to, the privately placed notes issued by NHS (“NHS Notes”) and NOX (“NOX Notes,” and together with NHS Notes and New NHS Notes, the “Notes”). New NHS Notes will be distributed to each holder of NHS Notes and NOX Notes in exchange for NHS Notes and NOX Notes held by such holder. The principal amount of New NHS Notes received by holders of NHS Notes and NOX Notes will equal the principal amount of NHS Notes and NOX Notes held such holder immediately prior to the Reorganization.

If NOX Stockholders do not approve the Agreement and NHS Shareholders approve the Agreement, NHS Common Shareholders would receive shares of newly issued New NHS Common Stock, the aggregate net asset value of which will equal the aggregate net asset value of NHS Common Shares they held immediately prior to the Conversion, NHS Preferred Shareholders would receive shares of newly issued New NHS Preferred Stock and holders of NHS Notes

would receive newly issued New NHS Notes. New NHS Preferred Stock will have the same rights, preferences, and distribution payment periods as NHS Preferred Shares, except that New NHS Preferred Stock will only be entitled to one vote per share unlike NHS Preferred Shares which are entitled to one vote for each dollar of liquidation preference. New NHS Notes will have terms substantially similar to NHS Notes.

Assuming both NHS Shareholders and NOX Stockholders approve the Agreement and all other conditions to the consummation of the Reorganization are satisfied or waived, the Funds will make the appropriate filings under applicable state law to effect the Reorganization. The date the Funds effect the Reorganization is referred to in this Proxy Statement/Prospectus as the “Closing Date.”

In addition, NHS Shareholders and NOX Stockholders are being asked to approve the election of five Class II Directors to serve on the Board of each Fund until the annual meeting of Stockholders in 2013, or until their successors are elected and qualified, in the event that the Agreement is not approved or, if it is approved, until the dissolution of NHS and NOX. In this capacity, they are fiduciaries and have an obligation to serve in the best interests of the Stockholders. Directors review Fund performance, oversee Fund activities and review contractual arrangements with service providers that provide services to the Fund. Each of the nominees currently serves as a Director of NHS and NOX.

Required Vote

With respect to Proposal 1, because the Agreement has been approved unanimously by the Boards of NHS and NOX, including all of the Directors who are not “interested persons” of the Funds under the Investment Company Act of 1940, as amended (the “1940 Act”) (the “Independent Directors”), approval of the Agreement requires the affirmative vote of the holders of a majority of NHS Shares and NOX Stock, each voting together as a single class, and a majority of the holders of NHS Preferred Shares, voting separately.

With respect to Proposal 2, the election of a nominee to the Board of NHS requires the affirmative vote of a plurality of the votes cast at the Meeting and the election of a nominee to the Board of NOX requires the affirmative vote of a majority of its outstanding shares. See “Voting Information” below.

Rationale for the Reorganization

The Boards of NHS and NOX, including all of the Independent Directors of each Fund, believe that the Reorganization could benefit the stockholders of NHS and NOX. Independent Directors are those who are not associated with the Funds’ investment manager or sub-adviser or their affiliates or with any broker-dealer used by the Funds, the investment manager or the sub-adviser in the past six months. In recommending the Reorganization, the Board of NHS and NOX, with the advice of counsel to its Independent Directors, considered a number of factors, including the following: (1) the expected benefits to the Funds and their stockholders; (2) the fact that the Funds have the same investment objective and substantially similar principal investment strategies, policies and risks; (3) the expense ratios of the Funds and information as to specific fees and expenses of the Funds, including waivers of management fees; (4) the fact that the Reorganization has been structured to qualify as a tax-free reorganization for federal income tax purposes; (5) the potential for lower operating expenses through both economies of scale and the elimination of certain duplicative costs; (6) the potential for enhanced liquidity in the market for shares of New NHS Common Stock; (7) the potential for portfolio management efficiencies and greater diversification of portfolio holdings due to New NHS’s large size; (8) the benefits of New NHS obtaining assets without incurring the commission expenses and generally greater other expenses associated with offering new shares of stock; and (9) the fact that Neuberger Berman Management LLC (“NB Management”) is capping Reorganization costs at \$400,000.

Board Recommendation

Accordingly, the Boards of NHS and NOX, including all of the Independent Directors of each Fund, unanimously recommend that you vote FOR the Agreement and FOR each nominee.

Information about the Funds

NHS was organized in Delaware on April 8, 2003; NOX was incorporated in Maryland on April 17, 2003; New NHS was incorporated in Maryland on March 18, 2010. NHS is registered as a closed-end, diversified management investment company; New NHS and NOX are registered as closed-end, non-diversified management investment companies. NHS Common Shares are listed on the New York Stock Exchange (“NYSE”) under the

symbol “NHS.” NOX Common Stock is listed on the NYSE Amex under the symbol “NOX.” New NHS Common Stock is expected to be listed on NYSE Amex under the symbol “NHS.”

NB Management acts as each Fund’s investment manager and Neuberger Berman Fixed Income LLC (“NBFI”) acts as each Fund’s sub-adviser. NB LLC also acts as a sub-adviser (collectively, the investment manager and the sub-advisers are referred to as “Neuberger Berman”) for NOX.

New NHS has the same investment objective and substantially similar principal investment policies, invests in substantially similar markets and presents substantially similar general risks as NHS and NOX. Each Fund’s investment objective is to seek high total return (income plus capital appreciation). Under normal market conditions, NHS invests at least 80% of its net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings, in high yield debt securities of U.S. and foreign issuers. Under normal market conditions, each of NOX and New NHS invests at least 80% of its total assets in high yield debt securities of U.S. and foreign issuers. High yield debt securities include securities that are rated below investment grade by a nationally recognized statistical rating organization (“rating agency”) or are unrated debt securities determined to be of comparable quality by the Fund’s investment manager.

This Proxy Statement/Prospectus serves as a prospectus for New NHS under the Securities Act of 1933, as amended (the “Securities Act”), in connection with the issuance of New NHS Common Stock in the Reorganization. You should retain this Proxy Statement/Prospectus for future reference, as it sets forth concisely information about the Funds that you should know before voting on the Reorganization and because it will be the only prospectus you receive for your New NHS Common Stock.

A Statement of Additional Information (“SAI”) dated May __, 2010, which contains additional information about the Reorganization and the Funds, has been filed with the Securities and Exchange Commission (the “SEC”). The SAI, as well as NHS’s and NOX’s Annual Report to Stockholders for the fiscal year ended December 31, 2009 and October 31, 2009, respectively, which highlight certain important information such as investment performance and expense and financial information, are incorporated by reference into this Proxy Statement/Prospectus. You may receive free of charge a copy of the SAI, or the annual report for NHS or NOX, by calling 877-461-1899 or by writing NHS or NOX at 605 Third Avenue, New York, New York 10158-0180.

In addition, you can copy and review this Proxy Statement/Prospectus and the complete registration statement filing on Form N-14 containing this Proxy Statement/Prospectus and any of the above-referenced documents at the SEC’s Public Reference Room in Washington, DC. You may obtain information about the operation of the Public Reference Room by calling the SEC at 202-551-8090. Reports and other information about each Fund are available on the EDGAR Database on the SEC’s Internet site at www.sec.gov. You may also obtain copies of this information, after paying a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the SEC’s Public Reference Room, 100 F Street, N.E., Washington, DC 20549.

Reports, proxy statements and other information concerning NHS may be inspected at the offices of the NYSE, 20 Broad Street, New York, New York 10005. Reports, proxy statements and other information concerning NOX may be inspected at the offices of the NYSE Amex, 86 Trinity Place, New York, New York 10006.

The Securities and Exchange Commission has not approved or disapproved these securities nor passed upon the accuracy or adequacy of this Proxy Statement/Prospectus. Any representation to the contrary is a criminal offense.

The date of this Proxy Statement/Prospectus is May __, 2010.

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PROPOSAL 1 — TO APPROVE AN AGREEMENT AND PLAN OF REORGANIZATION PURSUANT TO WHICH (1) NHS WOULD CONVERT INTO NEW NHS AND NHS WOULD DISSOLVE UNDER APPLICABLE STATE LAW AND, (2) AFTER SUCH CONVERSION, NOX WOULD TRANSFER ITS ASSETS TO NEW NHS IN EXCHANGE FOR SHARES OF COMMON STOCK AND PREFERRED STOCK OF NEW NHS AND THE ASSUMPTION BY NEW NHS OF NOX'S LIABILITIES AND NOX WOULD DISSOLVE UNDER APPLICABLE STATE LAW

SUMMARY

This summary is qualified in its entirety by reference to the additional information contained elsewhere in this Proxy Statement/Prospectus and the Agreement, a form of which is attached to this Proxy Statement/Prospectus as Appendix A.

Proposed Reorganization

In February 2010, the Boards of NHS and NOX, including all of the Independent Directors, unanimously approved the Reorganization and the Agreement, which provides for the following:

- New NHS will acquire all of the assets and assume all of the liabilities of NHS. After this acquisition, New NHS will acquire all of the assets and assume all of the liabilities of NOX. The net asset value (the “NAV”) of New NHS will be computed as of 4:00 p.m., Eastern Time, on the Closing Date;
- New NHS will issue New NHS Common Stock in an amount equal to the value of NHS's net assets attributable to NHS Common Shares outstanding immediately prior to the Reorganization and NOX's net assets attributable to NOX Common Stock outstanding immediately prior to the Reorganization and cause such New NHS Common Stock to be listed on the NYSE Amex. Those shares will be distributed to NHS Common Shareholders and NOX Common Stockholders of record in proportion to their respective holdings of NHS Common Shares and NOX Common Shares immediately prior to the Reorganization. NHS Common Shareholders and NOX Common Stockholders each will receive newly issued shares of New NHS Common Stock, the aggregate net asset value of which will equal the aggregate net asset value of the applicable Fund's Common Stock they held immediately prior to the Reorganization. NHS Common Stockholders will receive the same number of NHS Common Shares as they held immediately prior to the Reorganization. NOX Common Stockholders will receive a different number of shares that will be based on the relative net asset value of NOX and New NHS, which generally will not include fractional shares of New NHS Common Stock. Instead, each former NOX Common Stockholder will receive cash in an amount equal to the value of the fractional shares of New NHS Common Stock that stockholder would otherwise have received in the Reorganization (except with respect to NOX Common Stock held in a Distribution Reinvestment Plan account, for which that stockholder will receive fractional shares);
- New NHS will issue New NHS Preferred Stock, which will have substantially the same rights, preferences, and distribution payment periods as NHS Preferred Shares and NOX Preferred Stock, except that New NHS Preferred Stock will only be entitled to one vote per share, unlike NHS Preferred Shares, which are entitled to one

vote for each dollar of liquidation preference. Those shares will be distributed to NHS Preferred Shareholders and NOX Preferred Shareholders. The aggregate liquidation preference and number of shares of New NHS Preferred Stock received by a Preferred Stockholder in the Reorganization will equal the aggregate liquidation preference and number of shares of NHS Preferred Shares and/or NOX Preferred Stock held by the Preferred Stockholder immediately prior to the Reorganization. After the Reorganization, distribution rates will continue to be set in the same manner as set forth in the organizational documents for NHS Preferred Shares, which is substantially similar to the methodology set forth in the organizational documents for NOX Preferred Stock;

- New NHS will issue privately placed notes in the same principal amounts as, and having terms substantially similar to, the privately placed notes issued by NHS and NOX. New NHS Notes will be distributed to each holder of NHS Notes and NOX Notes in exchange for NHS Notes and NOX Notes held by such holder. The principal amount of New NHS Notes received by holders of NHS Notes and NOX

Notes will equal the principal amount of NHS Notes and NOX Notes held by such holder immediately prior to the Reorganization;

- After the Reorganization, NHS and NOX each will (1) de-list from the applicable exchange, (2) de-register with the SEC and (3) dissolve under applicable state law.

If the Agreement is not approved or approved only by NOX, NHS and NOX will continue as separate investment companies, and the Boards of NHS and NOX will separately consider alternatives it determines to be in the best interests of stockholders, including re-proposing the Reorganization.

If the Agreement is approved only by NHS, the Conversion will occur and NHS will be converted into New NHS and NHS would dissolve under applicable state law. However, New NHS and NOX will continue as separate investment companies and the Boards of New NHS and NOX will separately consider alternatives it determines to be in the best interests of stockholders, including re-proposing the Reorganization.

Although there can be no assurance that this will be the case, it is expected that the Reorganization will benefit NHS Shareholders and NOX Stockholders by providing, for example, the potential for economies of scale, a lower operating expense ratio, enhanced market liquidity for New NHS Common Stock, including the potential to reduce the extent to which shares trade at a discount to their net asset value, and portfolio management efficiencies and greater diversification of portfolio holdings due to New NHS's larger size.

If stockholders of both NHS and NOX approve the Agreement, the Closing Date of the Reorganization is expected to occur during the summer of 2010. If only NHS Shareholders approve the Agreement, the Closing Date of the Conversion is expected to occur during the summer of 2010.

Board Recommendation

For the reasons set forth below in "Information about the Proposed Reorganization—Reasons for the Reorganization and Board Considerations," the Board of NHS, including all of its Independent Directors, has determined that participation in the Conversion and subsequent Merger is in the best interests of NHS and New NHS and that the interests of the existing stockholders of NHS will not be diluted as a result of its effecting the Conversion and subsequent Merger, and the Board of NOX, including all of its Independent Directors, has determined that participation in the Merger is in the best interests of NOX and that the interests of the existing stockholders of NOX will not be diluted as a result of its effecting the Merger. The Boards of NHS and NOX, therefore, are hereby submitting the Agreement to NHS Shareholders and NOX Stockholders and unanimously recommend that NHS Shareholders and NOX Stockholders vote "FOR" the Agreement.

Required Vote

Because the Agreement has been approved unanimously by the Board of NHS, including all of the Independent Directors of NHS, under NHS's Amended and Restated Declaration of Trust (which, as hereafter amended, restated or supplemented from time to time, is, together with the By-laws, referred to as the "Declaration of Trust") approval of the Agreement requires the affirmative vote of the holders of a majority of NHS Shares, voting together as a single class, and the holders of a majority of NHS Preferred Shares, voting separately.

Because the Agreement has been approved unanimously by the Board of NOX, including all of the Independent Directors of NOX, under NOX's Articles of Incorporation (which, as hereafter amended, restated or supplemented from time to time, are, together with the Articles Supplementary, referred to as the "Articles") approval of the

Agreement requires the affirmative vote of the holders of a majority of the shares of NOX Stock, voting together as a single class. See “Voting Information” below.

Tax Matters

Each of the Conversion and Merger is intended to qualify as a tax-free “reorganization” for federal income tax purposes. If the Conversion and Merger so qualify, NHS Shareholders and NOX Stockholders will recognize no

gain or loss on the receipt of New NHS Shares in connection with the Conversion and Merger, except that NOX Common Stockholders will recognize gain or loss with respect to cash they receive pursuant to the Merger in lieu of fractional New NHS Common Stock. Additionally, NHS and NOX each will recognize no gain or loss as a result of the Conversion or Merger, respectively, or as a result of their dissolution. For more information about the federal income tax consequences of the Reorganization, see “Information about the Proposed Reorganization—Federal Income Tax Consequences” below.

Comparison of Investment Objective and Principal Investment Policies

The Funds have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks. There are no significant differences between the investment objective and principal investment policies of the Funds. However, New NHS has more flexibility than NHS or NOX with respect to certain of its investment policies, which permit New NHS greater flexibility in portfolio management. For example, New NHS will not have a limit on its investment in illiquid securities and may invest a greater percentage of its assets in foreign securities and securities that are rated Caa/CCC or lower by a rating agency or unrated securities determined by the Manager to be of comparable quality.

Each Fund’s investment objective is to seek high total return (income plus capital appreciation). Under normal market conditions, NHS invests at least 80% of its net assets, including assets attributable to any outstanding preferred shares, plus the aggregate principal amount of any borrowings, in high yield debt securities of U.S. and foreign issuers. Under normal market conditions, NOX and New NHS each invest at least 80% of its total assets in high yield debt securities of U.S. and foreign issuers. High yield debt securities include securities that are rated below investment grade by a rating agency or are unrated debt securities determined to be of comparable quality by the Fund’s investment manager. For ease of reading, the following description uses “total assets” and as applied to NHS means “net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings.” To the extent not invested in high yield debt securities, each Fund may invest a portion of its assets (normally, not more than 20% of a Fund’s total assets) in other securities and financial instruments, including investment grade debt securities, equity securities and derivatives.

Each Fund invests primarily in securities of U.S. issuers, but may also invest in securities of foreign issuers. Up to 25% of New NHS’s total assets and 20% of NHS’s and NOX’s total assets may be invested in securities of foreign issuers traded outside of the U.S. In addition, each of NHS and NOX may invest up to 20% of its total assets in restricted securities and other illiquid investments. These securities and investments may be subject to legal or other restrictions on resale and lack a liquid secondary market. Liquid securities purchased by a Fund may subsequently become illiquid.

In addition to the issuance of the Preferred Stock and Notes, each Fund may issue additional preferred stock or notes, borrow money or use a variety of additional strategies to increase funds available for investment. This practice, which is known as leverage, is speculative and involves significant risks.

Securities purchased by each Fund may have fixed or variable principal payments and various types of interest rate and dividend payment and reset terms, including fixed rate, variable rate, floating rate, zero coupon, contingent, deferred, payment in kind and auction rate features.

A Fund is not intended to be a complete investment program, and there is no assurance that the Fund will achieve its objective.

The preceding summary of the Funds’ investment objective and certain policies should be considered in conjunction with the discussion below under “Comparison of Investment Objective, Strategies and Principal Risks of Investing in

the Funds—Investment Objective, Strategies and Principal Risks,” “—Additional Investment Activities” and “—Risk Factors.”

Dividends and other Distributions

Common Stockholders of the Funds. After the Reorganization, the timing and level of distributions received by NHS Common Shareholder and NOX Common Stockholders as New NHS Common Stockholders is not currently expected to change significantly, although there can be no assurance that this will be the case.

Both NHS Common Shareholders and NOX Common Stockholders receive distributions on a monthly basis. New NHS will also pay distributions to its common stockholders on a monthly basis. NHS Common Stockholders will receive the same number of shares of New NHS Common Stock as they currently hold. Accordingly, although there can be no assurance, the level of distributions received by NHS Common Stockholders is not currently expected to change significantly. Because NHS and NOX historically have paid different distributions per share of Common Stock due in part to the different net asset values and since the amount of shares received by NOX Common Stockholders will be based on net asset value, the number of shares received by NOX Common Stockholders will partially offset the difference in the distribution per share. For example, on March 31, 2010, NOX paid distributions of \$0.0575 per share and NHS paid distributions of \$0.11 per share. If the Reorganization occurred on that date, NOX Common Stockholders would have received 0.5796 shares of New NHS Common Stock for each share of NOX Common Stock and the amount of distributions they would have received on shares of New NHS Common Stock they received would have been \$0.0637, which would have been more than the distributions they received if they remained NOX Common Stockholders. Accordingly, although there can be no assurance, the level of distributions received by NOX Common Stockholders is not currently expected to change significantly.

Preferred Stockholders of the Funds. The preferred stockholders of both NHS and NOX receive distributions quarterly. After the Reorganization, New NHS will continue to pay preferred stockholders distributions quarterly. In addition, New NHS Preferred Stock will use the same methodology for setting the distribution rate as is currently used by NHS Preferred Shares, which is substantially similar to the methodology used by NOX.

Purchase and Redemption Procedures

Purchase and Sale. Purchase and sale procedures for the Funds' Common Stock are similar. Investors typically purchase and sell shares of the Funds' Common Stock through a registered broker-dealer on the NYSE or NYSE Amex, as applicable. Each Fund's Preferred Stock is privately placed and subject to certain transfer restrictions.

Redemption Procedures. Redemption procedures for the Funds are similar. The Common Stock of each Fund has no redemption rights. However, the Board of each Fund may consider open market share repurchases of, or tendering for, Common Stock to seek to reduce or eliminate any discount from net asset value at which the Common Stock trade. Each Fund's ability to repurchase, or tender for, its Common Stock may be limited by the 1940 Act asset coverage requirements and by any rating agency requirements.

Provided certain conditions are met, the Preferred Stock of each Fund are redeemable at the option of each Fund, at a price equal to \$25,000 per share plus, in each case, accumulated and unpaid dividends (including additional dividends, if any) on the redemption date.

Effect on Expenses

As a result of the Reorganization, total expenses paid by NHS Common Shareholders and NOX Common Stockholders (excluding distributions paid on Preferred Stock and interest paid on Notes) are expected to decline from 1.60% and 2.64%, respectively, (as of December 31, 2009 and October 31, 2009, respectively) to approximately 1.31% in New NHS (as of December 31, 2009). These numbers and the below numbers include the effect of the contractual and voluntary management fee waivers, as discussed below, for each Fund as of December 31, 2009 for

New NHS and NHS and October 31, 2009 for NOX. Including distributions paid on Preferred Stock and interest paid on Notes, total expenses paid by NHS Common Shares and NOX Commons Stock are expected to decline from 3.06% and 4.95%, respectively, (as of December 31, 2009 and October 31, 2009, respectively) to

approximately 2.62% in New NHS (as of December 31, 2009). If only the Conversion occurs, New NHS is expected to have the same expenses as the current expenses of NHS, although there can be no assurance that this will be the case.

Although there can be no assurance, the leverage provided by the Preferred Stock and Notes to New NHS following the Reorganization is expected to provide a net benefit to holders of New NHS Common Stock in the form of increased income to New NHS and increased distributions to holders of Common Stock even after considering distributions paid on Preferred Stock and interest paid on Notes. As discussed above, New NHS is expected to have lower expenses than the current expenses of NHS or NOX, although there can be no assurance that this will be the case. As a result, although there can be no assurance, the Reorganization is expected to provide a net benefit to NHS Common Shareholders and NOX Common Stockholders.

NB Management is entitled to receive fees as investment manager and administrator of NHS, payable monthly, calculated at an annual rate equal to 0.65% of the Fund's average daily net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings. NB Management is entitled to receive fees as investment manager and administrator of NOX, payable monthly, calculated at an annual rate equal to 0.85% of the Fund's average daily total assets minus liabilities other than the aggregate indebtedness entered into for purposes of leverage. NB Management is entitled to receive fees as investment manager and administrator of New NHS, payable monthly, calculated at an annual rate equal to 0.65% of the Fund's average daily total assets minus liabilities other than the aggregate indebtedness entered into for purposes of leverage. As the context requires, (i) with respect to NHS, net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings and (ii) with respect to NOX and New NHS, total assets minus liabilities other than the aggregate indebtedness entered into for purposes of leverage are defined to mean "Managed Assets."

NB Management has contractually agreed to waive a portion of the management fees it is entitled to receive from NOX in the amounts, and for the time periods, set forth below.

NOX	
Fiscal Period Ending	Percentage Waived of the Fund's average daily Managed Assets
October 31, 2010	0.13%
2011	0.07%

In addition to this contractual waiver, NB Management also has voluntarily agreed to extend for one year the contractual fee waivers currently in place for NOX so that it will waive a portion of the management fees it is entitled to receive from NOX in the amounts, and for the time periods, set forth below.

NOX	
Fiscal Period Ending	Percentage Waived of the Fund's average daily Managed Assets
October 31, 2010	0.19%
2011	0.13%
2012	0.07%

For NHS, NB Management has agreed to voluntarily waive a portion of the management fee it is entitled to receive from NHS at an annual rate of 0.05% of average daily Managed Assets. For New NHS, NB Management has agreed to voluntarily waive a portion of the management fee it is entitled to receive from New NHS at an annual rate of 0.05% of average daily Managed Assets. This voluntary waiver is expected to remain in effect until July 1, 2012, but may be changed or terminated by NB Management at any time. If only the Conversion occurs, New NHS will adopt the same voluntary fee waiver currently adopted by NHS and NOX will continue with the same fee waivers.

Each Fund utilizes leverage, or will utilize leverage, through the issuance of Preferred Stock and Notes in an effort to increase the Fund's income available for distribution to holders of its Common Stock. Each Fund,

including New NHS following the Reorganization, may redeem its Preferred Stock or prepay its Notes based on procedures detailed in its governing documents. NB Management continually monitors the benefits and costs of each Fund's Preferred Stock and Notes to the holders of that Fund's Common Stock. Should the holders of a Fund's Common Stock no longer receive a net benefit from the leverage provided by the Fund's outstanding Preferred Stock and Notes for a sustained period of time, the Fund may consider redeeming some or all of its outstanding Preferred Stock or Notes.

Fee Table and Expense Example

The tables below (1) compare the fees and expenses of NHS and NOX as of December 31, 2009 and October 31, 2009, respectively, and (2) show the estimated fees and expenses of New NHS, on a pro forma basis, as if the Reorganization occurred on December 31, 2009. The estimates are based on the contracts and agreements in effect as of December 31, 2009 and reflect the operating expense accrual rates on that date, which are based on NHS's and NOX's net assets as of December 31, 2009 and October 31, 2009, respectively. Accordingly, the actual fees and expenses of NHS, NOX and New NHS as of the Closing Date of the Reorganization may differ from those reflected in the tables below due to changes in net assets from those at October 31, 2009 and December 31, 2009. No amount of any prior fee waiver or expense reimbursement to NHS or NOX may be recovered by any person.

Changes in net assets may result from market appreciation or depreciation and other factors occurring between that date and the Closing Date. As a general matter, changes (positive or negative) in NHS's or NOX's expense ratio resulting from fluctuations in the net assets of that Fund will be borne by the stockholders of New NHS. For information concerning the net assets of each Fund as of December 31, 2009, please see "Capitalization."

The expenses of NHS and NOX as of December 31, 2009 and October 31, 2009, respectively, and pro forma expenses following the Reorganization are set forth below. The percentages in the table below are percentages of the each respective Fund's net assets attributable to Common Stock.

Fee Table

	ACTUAL NHS	NOX	PRO FORMA (assuming Reorganization occurs) New NHS
Common Stockholder Transaction Expenses(1)			
Sales Load (as a percentage of offering price)(2)	None	None	None
Distribution Reinvestment Plan Fees(3)	None	None	None

(Unaudited)	ACTUAL (Assuming Leverage as Described Above)	NOX	PRO FORMA (assuming Reorganization occurs) New NHS
Annual Expenses (as a percentage of net assets)			

attributable to common
shares)^

Management Fee*	0.98	1.40	0.85
Interest Payments on Notes	1.05	1.55	0.88
Other Expenses(4)	0.62	1.24	0.46
Total Annual Expenses	2.65	4.19	2.19
Distributions on Preferred Stock(5)	0.41	0.76	0.43
Total Annual Fund Operating Expenses and Distributions on	3.06	4.95	2.62

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Preferred Stock			
Minus: Expense Waiver	---(6)	0.31(7)	---(8)
Net Annual Fund Operating Expenses and Distributions on Preferred Stock	3.06	4.64	2.62

^ Does not reflect the effect of expense offset arrangements.

* Management fees include both the management fee and administration fee.

(1) No expense information is presented with respect to Preferred Stock or Notes because they do not bear any transaction or operating expenses of NHS or NOX and will not bear any transaction or operating expenses of New NHS.

(2) Common Stock purchased on the secondary market is not subject to sales charges but may be subject to brokerage commissions or other charges. The table does not include an underwriting commission paid by stockholders in the initial offering of each Fund.

(3) Each participant in the distribution reinvestment plan pays a proportionate share of the brokerage commissions incurred with respect to open market purchases in connection with such plan.

(4) In connection with the Reorganization, there are certain other transaction expenses not reflected in “Other Expenses” which include, but are not limited to: costs related to the preparation, printing and distributing of this Proxy Statement/Prospectus to stockholders; costs related to preparation and distribution of materials distributed to Boards; expenses incurred in connection with the preparation of the Agreement and the registration statement on Form N-14; SEC filing fees; legal and audit fees; portfolio transfer taxes (if any); and any similar expenses incurred in connection with the Reorganization. Each of NHS and NOX will pay \$200,000 of the first \$400,000 of the costs of the Reorganization.

(5) Distribution rates on shares of Preferred Stock are set as set forth in the Articles Supplementary by reference to a reference rate. Prevailing interest rate, yield curve and market circumstances at the time at which the rate on Preferred Shares for the next dividend period are set substantially influence the rate. As these factors change over time, so too do the distribution rates set.

(6) NB Management has voluntarily agreed to waive a portion of the management fee it is entitled to receive from NHS at an annual rate of 0.05% of its average daily Managed Assets. If this waiver were reflected, “Net Annual Fund Operating Expenses and Distributions on Preferred Stock” would have been 3.01%. Because the management and administrative fees are based on Managed Assets, the dollar amount of such fees is higher due to the issuance of the Preferred Stock and Notes.

(7) NB Management has contractually agreed to waive a portion of the management fee it is entitled to receive from NOX at an annual rate of 0.19% of its average daily Managed Assets from October 31, 2008 through October 31, 2009, 0.13% thereafter through October 31, 2010, and 0.07% thereafter through October 31, 2011. NB Management has not agreed to waive any portion of its fees or expenses beyond October 31, 2011, however, NB Management has voluntarily agreed to extend for one year these contractual fee waivers. As a result, currently, the total waiver remains at an annual rate of 0.19% of NOX's average daily Managed Assets even though the contractual waiver is at an annual rate of 0.13% of NOX's average daily Managed Assets. Because the management and administrative fees are based on Managed Assets, the dollar amount of such fees is higher due to the issuance of the Preferred Stock and Notes.

(8) NB Management has voluntarily agreed to waive a portion of the management fee it is entitled to receive from New NHS at a rate of 0.05% of average daily Managed Assets. This voluntary waiver is expected to remain in effect until July 1, 2012, but may be changed or terminated by NB Management at any time. If this waiver were reflected, "Net Annual Fund Operating Expenses and Distributions on Preferred Stock" would have been 2.57%. Because the management and administrative fees are based on Managed Assets, the dollar amount of such fees is higher due to the issuance of the Preferred Stock and Notes.

Example

The following example helps you compare the costs of investing in the Funds' Common Shares with the costs of investing in other funds. The example reflects the total expenses of the Funds excluding distributions paid on Preferred Stock and including interest paid on Notes. The example assumes that you invest \$1,000 in Common Stock for the periods shown, that your investment has a 5% return each year, that you reinvest all distributions and dividends, that the Funds' operating expenses remain the same (excluding distributions paid on Preferred Stock and including interest paid on Notes) and that the contractual management fee waiver described above is in effect. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
NHS	\$29	\$82	\$141	\$298
NOX	\$39	\$121	\$208	\$432
New NHS (assuming Reorganization occurs)	\$22	\$69	\$117	\$252

COMPARISON OF PRINCIPAL RISKS OF INVESTING IN THE FUNDS

The Funds have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks. Below are the primary risks of investing in New NHS. Unless indicated otherwise, the risks for investing in NHS and NOX are the same. For a more complete description of the risks of investing in New NHS (to which the word “Fund” refers in this section), please refer to Appendix B. Risk is inherent in all investing. Therefore, before investing in New NHS, you should consider certain risks carefully. In this section and Appendix B, the term “Manager” refers to NB Management or NBF, as appropriate.

Investment Risk

An investment in the Fund is subject to investment risk, including the possible loss of the entire amount that you invest.

Market Risk

Your investment in Fund shares will represent an indirect investment in high yield debt securities owned by the Fund, substantially all of which are traded in the over-the-counter markets. The value of the Fund’s portfolio securities will fluctuate, sometimes rapidly and unpredictably. The Fund’s use of leverage magnifies market risk.

Credit Risk

Credit risk is the risk that an issuer of a debt security, or the counterparty to a derivative contract or other obligation, becomes unwilling or unable to meet its obligation to make interest and principal payments when due. In general, lower-rated debt securities carry a greater degree of credit risk and the prices of such securities are more sensitive to negative developments, such as a decline in the issuer’s revenues or a general economic downturn, than are the prices of higher-rated debt securities. Fixed income securities of below investment grade quality are predominantly speculative with respect to the issuer’s capacity to pay interest and repay principal when due and therefore involve a greater risk of default. If the recent adverse conditions in the credit markets continue to adversely affect the broader economy, the credit quality of issuers of fixed income securities in which the Fund may invest would be more likely to decline, all other things being equal. If rating agencies lower their ratings of debt securities in the Fund’s portfolio, the value of those obligations could decline, which could reduce the asset coverage on Preferred Stock and Notes and negatively impact the rating agencies’ ratings of Preferred Stock or Notes and increase the dividend or interest rate that the Fund must pay on Preferred Stock or Notes. Even if an issuer does not actually default, adverse changes in the issuer’s financial condition, management performance or financial leverage or a reduced demand for the issuer’s goods and services may negatively affect its credit rating or presumed creditworthiness. These developments would adversely affect the market value of the issuer’s obligations and, correspondingly, the net asset value of the Fund.

Risks of Below Investment Grade Securities

Below investment grade debt securities (also called “high-yield debt securities”) are commonly referred to as “junk bonds.” Investment in high yield debt securities involves substantial risk of loss. Below investment grade debt

securities are considered predominantly speculative with respect to an issuer's capacity to pay interest and repay principal and are susceptible to default or decline in market value due to real or perceived adverse economic and business developments relating to the issuer or the industry in general. The market value of these securities tends to be volatile. Ratings of a security may not accurately reflect the actual credit risk associated with such security. To the extent that the rating assigned to a security is downgraded by any rating agency, the market price and liquidity of such security may be adversely affected. If a negative perception of the high yield debt securities

market develops, the price and liquidity of high yield debt securities could be depressed and this negative perception may last for a significant period of time. Issuers of below investment grade debt securities may be highly leveraged and may not have available to them more traditional methods of financing. Below investment grade securities are less liquid than investment grade securities. There are fewer dealers in the market for high-yield securities than for investment grade securities. The prices quoted by different dealers may vary significantly and the spread between the bid and asked price is generally much higher than for high-quality instruments. Under adverse market or economic conditions, the secondary market for high-yield debt securities may contract further, independent of any specific adverse changes in the condition of a particular issuer, and these instruments may become illiquid. As a result, the Fund could find it more difficult to sell these securities or may be able to sell the securities only at prices lower than if such securities were widely traded. Prices realized upon the sale of such lower-rated or unrated securities under these circumstances may be less than the prices used in calculating the Fund's net asset value.

Interest Rate Risk

Interest rate risk is the risk that fixed-income investments such as preferred stocks and debt securities will decline in value because of changes in interest rates. When market interest rates rise, the market value of such securities generally will fall. Generally, the longer the maturity of a fixed-income security, the more its value falls in response to a given rise in interest rates. The Fund's investment in such securities means that its net assets and the asset coverage for Preferred Stock and Notes will tend to decline if market interest rates rise. Fluctuations in the value of the Fund's securities will not affect interest income derived from securities already owned by the Fund, but will be reflected in the Fund's net asset value. Because the Fund's portfolio maturity is expected to be initially within the intermediate range (2 to 7 years), the net asset value of the Fund and the market price of Common Shares are likely to fluctuate more in response to changes in interest rates than if the Fund invested primarily in short-term debt securities.

Reinvestment Risk

Income from the Fund's investments will decline if and when the Fund invests the proceeds from matured, traded or called debt securities at market interest rates that are below the Fund's current earnings rate. A decline in income could affect the Fund's overall return or its market price.

Call Risk

Some debt securities allow the issuer to call them for early repayment. Issuers of such securities will often call them when interest rates are low or declining. To the extent this occurs, the Fund may not benefit fully from the increase in market value that other debt securities experience when rates decline. In addition, the Fund likely would have to reinvest the proceeds of the payoff at current yields, which will likely be lower than those paid by the callable security that was paid off.

Below investment grade securities frequently have call features that allow the issuer to redeem the security at dates prior to its stated maturity at a specified price (typically greater than par) only if certain prescribed conditions are met ("call protection"). An issuer may redeem a below investment grade security if, for example, the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer. For premium bonds (bonds acquired at prices that exceed their par or principal value) purchased by the Fund, prepayment risk may be enhanced.

Extension Risk

During periods of rising interest rates, the average life of certain types of securities may be extended because of slower than expected principal payments. This may lock in a below-market interest rate, increase the security's

duration and reduce the value of the security.

Variable and Floating Rate Risk

The Fund may invest in variable and floating rate securities that provide for adjustment in the interest rate paid on the securities on a periodic basis or when there is a change in a specified reference rate. These interest rate reset features may result in a reduction in the interest payable to the Fund with respect to floating rate and variable rate securities if interest rates fall.

Management Risk

The Fund is subject to management risk because it is an actively managed investment portfolio. The Manager will apply investment techniques and risk analyses in making investment decisions for the Fund, but there can be no guarantee that these will produce the desired results.

Counterparty Risk

The Fund will be subject to various risks, including credit risk, with respect to counterparties in connection with certain types of investment transactions, including transactions in certain options and other derivatives (such as interest rate and credit default swaps). If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Fund may experience significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding. The Fund may obtain only a limited recovery or may obtain no recovery in such circumstances.

Risks of Leveraged Structure

Leverage Risk. NHS and NOX each have Preferred Stock and Notes outstanding and it is expected that New NHS will have Preferred Stock and Notes outstanding after the Reorganization. Assuming such Preferred Stock and Notes are outstanding, the Fund's leveraged capital structure would create special risks not associated with unleveraged funds having a similar investment objective and policies. These include the possibility of higher volatility of the Fund's net asset value and the asset coverage of Preferred Stock and Notes. In addition, increases and decreases in the value of the Fund's portfolio will be magnified when the Fund uses leverage.

The use of leverage may limit the Fund's flexibility and may require that the Fund sell other portfolio investments to pay Fund expenses, to maintain assets in an amount sufficient to cover the Fund's leveraged exposure or to meet other obligations at a time when it may be disadvantageous to sell such assets.

The Preferred Stock and Notes pay distributions or interest based on short-term interest rates. The proceeds of Preferred Stock and Notes would be used to buy portfolio securities. If short-term interest rates rise, distributions rates on Preferred Stock and interest rates on Notes may rise so that the amount of distributions to be paid to holders of Preferred Stock and the amount of interest to be paid to holders of Notes exceeds the income from the portfolio securities. Because income from the Fund's entire investment portfolio would be available to pay distributions on Preferred Shares and interest on Notes, however, dividend rates on Preferred Stock and interest rates on Notes would need to greatly exceed the Fund's net portfolio income before the Fund's ability to pay dividends on Preferred Stock and interest on Notes would be jeopardized. If long-term interest rates rise, this could negatively impact the value of the Fund's investment portfolio, reducing the amount of assets serving as asset coverage for Preferred Stock and Notes.

Rating Agency and Asset Coverage Risk. A rating agency could downgrade any Preferred Stock or Notes issued by the Fund, which would increase their dividend rate or interest rate. The value of the Fund's investment portfolio may decline, reducing the asset coverage for Preferred Stock and Notes. The Fund may be forced to redeem Preferred Stock or prepay Notes to meet regulatory or rating agency requirements or may voluntarily redeem Preferred Stock or

prepay Notes.

In addition to these risks, certain general risks of investing in the Fund, as described in this section, may under certain circumstances limit the Fund's ability to pay dividends, pay interest or meet its asset coverage requirements on any outstanding Preferred Stock and Notes.

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Convertible Security Risk

Convertible securities generally offer lower interest or dividend yields than non-convertible fixed-income securities of similar credit quality because of the potential for capital appreciation. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. However, a convertible security's market value also tends to reflect the market price of the common stock of the issuing company, particularly when that stock price is greater than the convertible security's "conversion price." The conversion price is defined as the predetermined price or exchange ratio at which the convertible security can be converted or exchanged for the underlying common stock. As the market price of the underlying common stock declines below the conversion price, the price of the convertible security tends to be increasingly influenced more by the yield of the convertible security. Thus, it may not decline in price to the same extent as the underlying common stock. In the event of a liquidation of the issuing company, holders of convertible securities would be paid before that company's common stockholders. Consequently, an issuer's convertible securities generally entail less risk than its common stock. However, convertible securities fall below debt obligations of the same issuer in order of preference or priority in the event of a liquidation and are typically unrated or rated lower than such debt obligations.

Direct Debt Instruments Risk

Direct debt includes interests in bank loans, notes and other interests in amounts owed to financial institutions by borrowers, such as companies and governments, including emerging market countries. The direct debt in which a Fund may invest may be rated below investment grade by S&P or Moody's (BB or lower by S&P or Ba or lower by Moody's) or, if unrated by either of those entities, considered by the Manager to be of comparable quality. Direct debt instruments are interests in amounts owed by corporate, governmental, or other borrowers (including emerging market countries) to lenders or lending syndicates. Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. The borrower may be in financial distress or may default or have a right to borrow additional cash from the owners of direct debt. If the Fund does not receive scheduled interest or principal payments on such indebtedness, the Fund's share price and yield could be adversely affected. Direct debt instruments may involve a risk of insolvency of the lending bank or intermediary. In addition, there may be fewer legal protections for owners of direct debt than conventional debt securities. Direct indebtedness of developing countries involves a risk that the governmental entities responsible for the repayment of the debt may be unable or unwilling to pay interest and repay principal when due.

Direct debt instruments may have floating interest rates. These interest rates will vary depending on the terms of the underlying loan and market conditions. Consequently, the value of direct debt instruments held by a Fund may be expected to fluctuate less than the value of other fixed rate high-yield securities as a result of changes in the interest rate environment.

Corporate Loans Risk. The secondary dealer market for corporate loans is not as well developed as the secondary dealer market for high yield debt securities and, therefore, presents increased risks relating to liquidity and pricing. By purchasing a participation interest (which represent interests in loans made by a third party), the Fund will acquire some or all of the interest of a bank or other lending institution in a loan to a corporate borrower. Unlike a direct interest in a loan, ownership of a participation interest typically gives the Fund a contractual relationship only with the lender, and not with the borrower. In such cases, the Fund will have the right to receive payments of principal, interest and any fees to which it is entitled only from the lender that sold the participation and only if such lender receives payment from the borrower. In addition, the Fund may not be able to exercise any remedies that the lender would have under the corporate loan if the Fund buys a participation interest. Participation interests are designed to give corporate loan investors preferential treatment over investors in an issuer's high yield debt securities in the event the credit quality of the issuer deteriorates. Even when these arrangements exist, however, there can be no assurance that the principal and interest owed on the corporate loan will be repaid in full.

Bank Loans Risk. Bank loans are generally subject to legal or contractual restrictions on resale. Bank loans are not currently listed on any securities exchange or automatic quotation system. As a result, there may not be a recognized, liquid public market for bank loan interests and it may be difficult for a Fund to value bank loans. Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the

borrower for payment of principal and interest. The borrower may be in financial distress or may default or have a right to borrow additional cash from the owners of direct debt. If the Fund does not receive scheduled interest or principal payments on such indebtedness, the Fund's share price and yield could be adversely affected. Direct debt instruments may involve a risk of insolvency of the lending bank or intermediary. In addition, there may be fewer legal protections for owners of direct debt than conventional debt securities. If the Fund acquires a participation interest in a loan, the Fund may not be able to control the exercise of any remedies that the lender would have under the loan. In addition, the Fund normally will have to rely on the participating lender to demand and receive payments in respect of the loans, and to pay those amounts on to the Fund; the Fund will be subject to the risk that the lender may be unwilling or unable to do so. In such a case, the Fund would not likely have any rights against the borrower directly.

Asset-Backed Securities Risk

The investment characteristics of asset-backed securities (including mortgage-backed securities) differ from those of traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time. Thus, asset-backed securities (including mortgage-backed securities) are subject to prepayment risk (the risk that the issuer of a security may exercise its option to prepay principal earlier than scheduled, forcing the Fund to reinvest in lower yielding securities) and to extension risk (the risk that an issuer of a security will make principal payments slower than anticipated by the investor) to a greater degree than many other fixed income securities. Because mortgage derivatives and structured securities have embedded leverage features, small changes in interest rates or prepayment rates may cause large and sudden price movements. Mortgage derivatives can also become illiquid and hard to value in declining markets.

Derivatives Risk

Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index (or relationship between two indexes). The Fund may invest in a variety of derivative instruments, such as options, futures contracts and swap agreements, and may engage in short sales for hedging purposes or to seek to enhance its returns. The Fund may use derivatives as a substitute for taking a position in an underlying high-yield security or other asset and/or as part of a strategy designed to reduce exposure to other risks, such as interest rate risk. The Fund also may use derivatives to add leverage to the portfolio. The Fund's use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks described elsewhere in this section, such as illiquidity risk, interest rate risk, credit risk, leverage risk and management risk. Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation. Changes in the credit quality of the companies that serve as the Fund's counterparties with respect to its derivative transactions will affect the value of those instruments. By using derivatives that expose the Fund to counterparties, the Fund assumes the risk that its counterparties could experience financial hardships that could call into question their continued ability to perform their obligations. In addition, in the event of the insolvency of a counterparty to a derivative, transaction, the Fund will be treated as a general creditor of such counterparty, and will not have any claim with respect to the underlying security. As a result, concentrations of such derivatives in any one counterparty would subject the Fund to an additional degree of risk with respect to defaults by such counterparty. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index. If the Fund invests in a derivative instrument, it could lose more than the principal amount invested. The use of derivatives also may increase the amount of taxes payable by to holders of Preferred Stock on distributions made to them. Also, suitable derivative transactions may not be available in all circumstances, and there can be no assurance that the Fund will engage in these transactions to reduce exposure to other risks when that would be beneficial.

Interest Rate Transactions Risk

If the Fund enters into interest rate hedging transactions, a decline in interest rates may result in a decline in the net amount receivable (or increase the net amount payable) by the Fund under the hedging transaction, which could result in a decline in the Fund's net assets.

Risks of Zero Coupon Securities, Pay-in-Kind Securities and Discount Obligations

Zero coupon securities are generally more sensitive to changes in interest rates than debt obligations of comparable maturities that make current interest payments. This means that when interest rates fall, the value of zero coupon securities rises more rapidly than securities paying interest on a current basis. However, when interest rates rise, their value falls more dramatically. Other discount obligations and pay-in-kind securities also are subject to greater fluctuations in market value in response to changing interest rates than debt securities of comparable maturities that make current distributions of interest in cash. Because federal tax law requires that accrued original issue discount and “interest” on pay-in-kind securities be included currently in the Fund’s income, the Fund might be required to distribute as a dividend an amount that is greater than the total amount of cash it actually receives.

Inflation Risk

Inflation risk is the risk that the value of assets or income from the Fund’s investments will be worth less in the future as inflation decreases the value of payments at future dates.

Deflation Risk

Deflation risk is the risk that prices throughout the economy decline over time—the opposite of inflation. Deflation may have an adverse affect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the Fund’s portfolio.

Illiquidity Risk

The Fund may invest in securities that are illiquid at the time of investment, which means a security that cannot be sold within seven days at a price that approximates the price at which the Fund is carrying it. The prices of illiquid securities tend to be volatile and may not be readily ascertainable. The Fund may not be able to sell illiquid securities when it desires to do so or to sell such securities at prices equal to the values used in calculating the Fund’s net asset value. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities traded on national securities exchanges or in the over-the-counter markets. In addition, the Fund may hold restricted securities and may be prohibited from disposing of such illiquid securities for specified periods of time. Restricted securities may sell at prices that are lower than, and may entail registration expenses and other costs that are higher than those for, similar securities that are not subject to restrictions on resale. Similar risks are associated with certain derivatives in which the Fund may invest.

Foreign Securities Risk

The Fund may invest in international stock markets. The behavior of these markets is unpredictable, particularly in the short term. Although foreign stocks offer added diversification potential, world markets may all react in similar fashion to important economic or political developments.

Foreign securities can be riskier than comparable U.S. securities. This is in part because some foreign markets are less developed and foreign governments, economies, laws, tax codes and securities firms may be less stable. There is also a higher chance that key information about the issuer, the markets or the local government or economy will be unavailable, incomplete or inaccurate. Additional risks include exposure to currency fluctuations, less liquidity, less developed or less efficient trading markets, social, political or economic instability, nationalization or expropriation of assets, and differing auditing and legal standards. As a result, foreign securities can fluctuate more widely in price than comparable U.S. securities, and they may also be less liquid. Over a given period of time, foreign securities may underperform U.S. securities – sometimes for years. The Fund could also underperform if the Portfolio Managers invest

in countries or regions whose economic performance falls short.

Changes in currency exchange rates bring an added dimension of risk. Currency fluctuations could erase investment gains or add to investment losses.

Equity Securities Risk

Investments in equity securities entail substantial risks. The values and prices of equity securities depend on business, economic and other factors affecting those issuers. In addition, the values of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Although equity securities have historically generated higher average total returns than debt securities over the long-term, equity securities also have experienced significantly more volatility in those returns and, in certain periods, have significantly under-performed relative to debt securities.

Portfolio Turnover

Due to the limited duration of the Fund's debt security investments, the Fund may have a high portfolio turnover rate. The Fund may engage in active and frequent trading when considered appropriate by the Manager, which may result in increased transaction costs and realized capital gains. A higher portfolio turnover rate results in correspondingly greater brokerage commissions and other transaction expenses that are borne by the Fund, which would reduce the amount of income available for distributions or interest payments.

Terrorism Risks

Some of the U.S. securities markets were closed for a four-day period as a result of the terrorist attacks on the World Trade Center and Pentagon on September 11, 2001. These terrorist attacks, the war in Iraq and its aftermath, the continuing presence in Iraq and other geopolitical events have led to, and may in the future lead to, increased short-term market volatility and may have long-term effects on U.S. and world economies and markets. Those events could also have an acute effect on individual issuers, related groups of issuers, or issuers concentrated in a single geographic area. A similar disruption of the financial markets or other terrorist attacks could adversely impact interest rates, auctions, secondary trading, ratings, credit risk, inflation and other factors relating to portfolio securities and adversely affect Fund service providers and the Funds' operations. High yield debt securities tend to be more volatile than investment grade debt securities. Thus, these events and any actions resulting from them may have a greater impact on the prices and volatility of high yield debt securities in the Fund's portfolio than on investment grade debt securities.

Recent Market Conditions

Recent events have resulted in fixed income instruments experiencing unusual liquidity issues, increased price volatility and, in some cases, credit downgrades and increased likelihood of default. Because the situation in the markets is widespread and largely unprecedented, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces, or to predict the duration of these market events.

Government Intervention in Financial Markets

The recent instability in the financial markets has led the U.S. Government to take a number of unprecedented actions designed to support certain financial institutions and segments of the financial markets that have experienced extreme volatility, and in some cases a lack of liquidity. Federal, state, and other governments, their regulatory agencies or self regulatory organizations may take additional actions that affect the regulation of the securities in which the Fund invests, or the issuers of such securities, in ways that are unforeseeable. Issuers of corporate fixed income securities

might seek protection under the bankruptcy laws. Legislation or regulation may also change the way in which the Fund itself is regulated. Such legislation or regulation could limit or preclude the Fund's ability to achieve its investment objective. The Manager will monitor developments and seek to manage the

Fund's portfolio in a manner consistent with achieving the Fund's investment objective, but there can be no assurance that it will be successful in doing so.

Non-Diversification Risk

The Fund, unlike NHS, which is diversified, is permitted to be non-diversified. This means that the percentage of the Fund's assets invested in any single issuer is not limited by the 1940 Act. Investing a higher percentage of its assets in any one issuer would increase the Fund's risk of loss, because the value of its shares would be more susceptible to adverse events affecting that issuer.

Anti-Takeover Provisions

The Fund's Articles and Bylaws include provisions that could limit the ability of other entities or persons to acquire control of the Fund or convert the Fund to an open-end fund. If the Fund were converted to open-end status, the Fund would have to redeem Preferred Stock and prepay Notes. By resolution of the Boards, NOX and New NHS have opted into the Maryland Control Share Acquisition Act and the Maryland Business Combination Act. In general, the Maryland Control Share Acquisition Act provides that "control shares" of a Maryland corporation acquired in a control share acquisition may not be voted except to the extent approved by stockholders at a special meeting by a vote of two-thirds of the votes entitled to be cast on the matter (excluding shares owned by the acquirer and by officers or by directors who are employees of the corporation). In general, the Maryland Business Combination Act prohibits an interested stockholder (a stockholder that holds 10% or more of the voting power of the outstanding stock of the corporation) of a Maryland corporation from engaging in a business combination with the corporation for a period of five years after the most recent date on which the interested stockholder became an interested stockholder. See Appendix D for additional information.

INFORMATION ABOUT THE PROPOSED REORGANIZATION

Agreement and Plan of Reorganization

The following is a summary of material terms and conditions of the Agreement. This summary is qualified in its entirety by reference to the form of the Agreement attached as Appendix A to this Proxy Statement/Prospectus. Under the Agreement, NHS will transfer its assets to New NHS on the Closing Date in exchange for New NHS Stock and New NHS's assumption of NHS's liabilities. Thereafter, NOX will transfer its assets to New NHS in exchange for New NHS Stock and New NHS's assumption of NOX's liabilities. NHS and NOX will then (1) de-list from the applicable exchange, (2) de-register with the SEC and (3) dissolve under applicable state law.

NHS Common Shareholders and NOX Common Stockholders each will receive newly issued New NHS Common Stock, the aggregate net asset value of which will equal the aggregate net asset value of NHS Common Shares and NOX Common Stock they held immediately prior to the Reorganization. NHS Common Stockholders will receive the same number of NHS Common Shares as they held immediately prior to the Reorganization. NOX Common Stockholders will receive a different number of shares that will be based on the relative net asset value of NOX and New NHS, which generally will not include fractional shares of New NHS Common Stock. Instead, New NHS will pay cash to each former NOX Common Stockholder in an amount equal to the value of the fractional shares of New NHS Common Stock that stockholder would otherwise have received in the Merger or New NHS's transfer agent will aggregate all the fractional shares (other than the fractional share the agent for NOX's Distribution Reinvestment Plan will be entitled to receive), sell them on the NYSE Amex, and distribute the cash proceeds thereof (net of transaction costs) to those stockholders (other than that agent) in proportion to the fractional shares they otherwise would have been entitled to receive. Although New NHS Common Stock received in the Reorganization will have the same total net asset value as NHS Common Shares and NOX Common Stock held immediately before the Reorganization

(disregarding fractional shares for NOX Common Stockholders), their stock price on the NYSE Amex may be greater or less than that of New NHS Common Stock, based on current market prices persisting at the time of the Reorganization.

In addition, if the Agreement is approved and the Reorganization occurs, NHS Preferred Shareholders and NOX Preferred Stockholders will receive newly issued shares of New NHS Preferred Stock. New NHS Preferred

Stock will have substantially the same rights, preferences, and distribution payment periods as NHS Preferred Shares and NOX Preferred Stock, except that New NHS Preferred Stock will only be entitled to one vote per share, unlike NHS Preferred Shares, which are entitled to one vote for each dollar of liquidation preference. The aggregate liquidation preference and number of shares of New NHS Preferred Stock received in the Reorganization will equal the aggregate liquidation preference and number of shares of NHS Preferred Shares and NOX Preferred Stock held by a Preferred Stockholder immediately prior to the Reorganization.

New NHS will also issue New NHS Notes in the same principal amounts as, and having terms substantially similar to, NHS Notes and NOX Notes. New NHS Notes will be distributed to each holder of NHS Notes and NOX Notes in exchange for NHS Notes and NOX Notes held by such holder. The principal amount of New NHS Notes received by holders of NHS Notes and NOX Notes will equal the principal amount of NHS Notes and NOX Notes held such holder immediately prior to the Reorganization.

If NOX Stockholders do not approve the Agreement but NHS Shareholders do approve the Agreement, the Conversion will still take place. NHS Common Shareholders will receive newly issued New NHS Common Stock, the aggregate net asset value of which will equal the aggregate net asset value of NHS Common Shares they held immediately prior to the Conversion, NHS Preferred Shareholders will receive newly issued New NHS Preferred Stock and holder of NHS Notes will receive newly issued New NHS Notes. New NHS Preferred Stock will have the same rights, preferences, and distribution payment periods as NHS Preferred Shares, except that New NHS Preferred Stock will only be entitled to one vote per share unlike NHS Preferred Shares which are entitled to one vote for each dollar of liquidation preference. New NHS Notes will have terms substantially similar to NHS Notes.

No sales charge or fee of any kind will be charged to NHS Shareholders or NOX Stockholders in connection with their receipt of shares of New NHS Stock in the Reorganization.

NHS Shareholders and NOX Stockholders are not entitled to demand the fair value of their shares on a reorganization; therefore, NHS Shareholders and NOX Stockholders will be bound by the terms of the Agreement, if it is approved. However, any NHS Common Shareholder or NOX Common Stockholder may sell his or her Common Stock on the NYSE or NYSE Amex, as applicable, at any time prior to the Reorganization.

The Agreement may be terminated and the Reorganization abandoned, whether before or after approval by NHS Shareholders or NOX Stockholders, at any time prior to the Closing Date, (1) by any Fund (a) in the event of the another Fund's material breach of any representation, warranty or covenant contained in the Agreement to be performed on or before the Closing Date, (b) if a condition to its obligations has not been met and it reasonably appears that that condition will not or cannot be met or (c) if the Closing has not occurred by the end of the last calendar quarter of 2010, or another date as to which the Funds agree, or (2) by the Funds' mutual agreement.

If the dividends and/or other distributions NOX previously paid for its current taxable year do not equal or exceed the sum of its (1) "investment company taxable income," computed without regard to any deduction for dividends paid, plus (2) "net capital gain," after reduction by any capital loss carryover, for that year through the Closing Date, then on or immediately before that date NOX will declare and pay (a) to the holders of NOX Preferred Stock all accumulated due and unpaid dividends and (b) to the holders of NOX Common Stock one or more distributions in an amount large enough so that, together with those previous distributions and the dividends described in (a), it will have distributed substantially all (and in any event not less than 98%) of that sum.

The Agreement provides that any Fund may waive compliance with any of the terms or conditions made therein for its benefit -- other than the requirements that (a) certain securities law requirements be satisfied and (b) the Fund receive the opinion of K&L Gates LLP ("Counsel") that the Conversion or the Merger, as applicable, will constitute a tax-free

reorganization for federal income tax purposes -- if, in the judgment of that Fund's Board, such waiver will not have a material adverse effect on its stockholders' interests.

Each of NHS and NOX will pay \$200,000 of the first \$400,000 of the costs of the Reorganization. Such expenses include all costs related to the preparation and distribution of this Proxy Statement/Prospectus, proxy solicitation expenses, SEC registration fees, NYSE Amex listing fees and related legal and accounting fees. NB Management will pay any expenses above \$400,000 that are incurred in connection with the Reorganization.

With respect to NHS, approval of the Agreement will require the affirmative vote of a majority of the outstanding NHS Shares, voting together as a single class, and the outstanding NHS Preferred Shares, voting separately. With respect to NOX, approval of the Agreement will require the affirmative vote of a majority of the outstanding NOX Shares, voting together as a single class. See "Voting Information" below.

Reasons for the Reorganization and Board Considerations

The proposed Reorganization was presented simultaneously to the Boards of NHS and NOX for consideration and was approved by each Board in February 2010. In considering the proposal, the Boards of NHS and NOX did not identify any single factor or piece of information as all-important or controlling. Following extensive discussions, based on its evaluation of all factors material to NHS and NOX, including those described below, the Board of NHS, including all of its Independent Directors, determined that participation in the Conversion and subsequent Merger is in the best interests of NHS and New NHS and that the interests of the existing stockholders of NHS will not be diluted as a result of its effecting the Conversion and subsequent Merger, and the Board of NOX, including all of its Independent Directors, determined that participation in the Merger is in the best interests of NOX and that the interests of the existing stockholders of NOX will not be diluted as a result of its effecting the Merger. The same individuals serve on the Boards of each Fund.

In recommending the Reorganization, the Boards of NHS and NOX, with the advice of counsel to their Independent Directors, considered a number of factors, including the following:

1. the benefits to the Funds and their stockholders that are expected to be derived from the Reorganization;
2. the fact that the Funds have the same investment objective and substantially similar principal investment strategies, policies and risks;
3. the expense ratios of the Funds and information as to specific fees and expenses of the Funds, including waivers of management fees;
4. the fact that the Reorganization will not dilute the interests of current stockholders of NHS and NOX;
5. the federal tax consequences of the Reorganization to NHS and NOX and their respective stockholders, including that the Reorganization has been structured to qualify as a tax-free reorganization for federal income tax purposes;
6. the potential for lower operating expenses through both economies of scale resulting from a larger asset base over which to spread certain fixed costs and the elimination of certain duplicative costs such as audit costs;
7. the potential for enhanced liquidity in the market due to the fact that New NHS will have outstanding a larger number of shares of Common Stock following the Reorganization than either NHS or NOX has now;
8. the potential for portfolio management efficiencies due to New NHS's greater asset size, which may allow it, relative to NHS and NOX, to achieve greater diversification of portfolio holdings;

9. the benefits of New NHS obtaining assets without incurring the commission expenses and generally greater other expenses associated with offering new shares of stock. In addition, the benefits of New NHS obtaining portfolio securities without the commensurate brokerage costs, dealer spreads or other trading expenses and obtaining these securities in a manner that is likely to minimize the market impact of such acquisition on the short-term prices of these securities; and
10. the fact that NB Management is capping Reorganization costs at \$400,000.

In recommending that the Conversion occur even if the Merger is not approved, NHS's Board, with the advice of counsel to its Independent Directors, considered factors 1, 2, 3, 4, 5 and 10 set forth above, as well as the

fact that New NHS may be able to realize greater operating efficiencies because the Conversion would permit New NHS (a) to eliminate the differences between its governing documents and the governing documents of the other Neuberger Berman closed end funds, all of which are organized as Maryland corporations, which is expected to reduce future reporting, filing and proxy costs and reduce costs associated with governance and compliance monitoring, and (b) to be listed on the same exchange as the other Neuberger Berman closed end funds, all of which are listed on the NYSE Amex.

In considering the proposed Reorganization, the Boards were aware of the benefits that may be derived by NB Management and its affiliates as a result of the Reorganization as well as from various relationships with the Funds, including the potential for increased profitability of NB Management and its affiliates as a result of the potential decline in operational expenses for administrative, compliance and portfolio management services as a result of the Funds reorganizing into one.

Federal Income Tax Consequences of the Reorganization

The following is a brief summary of the material federal income tax consequences of the Reorganization applicable to an NHS Shareholder and NOX Stockholder who receives New NHS Stock in the Reorganization. This discussion is based on the Internal Revenue Code of 1986, as amended (“Code”), Treasury regulations, judicial authorities, published positions of the Internal Revenue Service (“IRS”) and other applicable authorities, all as in effect on the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). This discussion is limited to U.S. persons who hold NHS Shares and/or NOX Stock as capital assets for federal income tax purposes (generally, assets held for investment). This discussion does not address all of the tax consequences that may be relevant to a particular NHS Shareholder or NOX Stockholder or to NHS Shareholders or NOX Stockholders who are subject to special treatment under the Code.

If a partnership (or other entity classified as a partnership for federal tax purposes) holds NHS Shares or NOX Stock, the tax treatment of a partner in the partnership generally will depend on the partner’s status and the partnership’s activities. Partnerships and their partners should consult their tax advisers about the tax consequences of the Reorganization to them.

This discussion does not address the tax consequences of the Reorganization under state, local or foreign tax laws. No ruling has been or will be obtained from the IRS regarding any matter relating to the Reorganization. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences set forth below.

NHS Shareholders and NOX Stockholders are urged to consult with their own tax advisers as to the tax consequences of the Reorganization in their particular circumstances, including the applicability and effect of the alternative minimum tax and any state, local or foreign and other tax laws and of changes in those laws.

Tax Consequences of the Reorganization Generally

Conditioned on the Conversion’s being completed according to the terms of the Agreement (without the waiver or modification of any terms or conditions thereof and without taking into account any amendment thereof that Counsel has not approved) and based on certain facts, factual representations and assumptions, all of which must continue to be true and accurate in all material respects as of the Closing Date, Counsel’s opinion will be substantially to the effect that, for federal income tax purposes:

- (a) New NHS’s acquisition of NHS’s assets (each, an “NHS Asset”) in exchange solely for New NHS Stock and its assumption of NHS’s liabilities, followed

by NHS's distribution of that New NHS Stock pro rata to NHS Shareholders actually or constructively in exchange for their NHS Shares, will qualify as a "reorganization" (as defined in section 368(a)(1)(F) of the Code), and each of NHS and New NHS will be "a party to a reorganization" within the meaning of section 368(b) of the Code;

- (b) NHS will recognize no gain or loss on the transfer of its assets to New NHS in exchange solely for New NHS Stock and New NHS's assumption of its liabilities or on the subsequent distribution of that New NHS Stock to NHS Shareholders in exchange for their NHS Shares;
- (c) New NHS will recognize no gain or loss on its receipt of the NHS Assets in exchange solely for New NHS Stock and its assumption of NHS's liabilities;
- (d) New NHS's basis in each NHS Asset will be the same as NHS's basis therein immediately before the Conversion, and New NHS's holding period for each NHS Asset will include NHS's holding period therefor (except where New NHS's investment activities have the effect of reducing or eliminating an asset's holding period);
- (e) An NHS Shareholder will recognize no gain or loss on the exchange of all its NHS Shares solely for New NHS Stock pursuant to the Conversion;
- (f) An NHS Shareholder's aggregate basis in the New NHS Stock it receives in the Conversion will be the same as the aggregate basis in its NHS Shares it actually or constructively surrenders in exchange for that New NHS Stock, and its holding period for that New NHS Stock will include, in each instance, its holding period for those NHS Shares, provided the NHS Shareholder holds those shares as capital assets on the Closing Date;
- (g) A holder of an NHS Note (or Notes) will recognize no gain or loss on the exchange thereof solely for a New NHS Note (or Notes) of equal principal amount having substantially similar terms pursuant to the Conversion; and
- (h) For purposes of section 381 of the Code, New NHS will be treated just as NHS would have been treated if there had been no Conversion. Accordingly, the Conversion will not result in the termination of NHS's taxable year, NHS's tax attributes enumerated in section 381(c) of the Code will be taken into account by New NHS as if there had been no Conversion, and the part of NHS's taxable year before the Conversion will be included in New NHS's taxable year after the Conversion.

The foregoing opinion will be given regardless of whether the Agreement is approved by NOX's stockholders with respect to the Merger. Notwithstanding subparagraphs (b) and (d), the opinion may state that no opinion is expressed as to the effect of the Conversion on NHS, New NHS or any NHS Shareholder with respect to any NHS Asset as to which unrealized gain or loss, if any, is required to be recognized for federal income tax purposes on the termination or transfer thereof under a mark-to-market system of accounting.

Conditioned on the Merger's being completed according to the terms of the Agreement (without the waiver or modification of any terms or conditions thereof and without taking into account any amendment thereof that Counsel has not approved) and based on certain facts, factual representations and assumptions, all of which must continue to be true and accurate in all material respects as of the Closing Date, Counsel's opinion will be substantially to the effect that, for federal income tax purposes:

- (a) New NHS's acquisition of NOX's assets (each, an "NOX Asset") in exchange solely for New NHS Stock (and cash in lieu of fractional shares of NOX Common Stock, if applicable) and its assumption of NOX's liabilities, followed by NOX's distribution of that New NHS Stock pro rata to NOX Stockholders (and the distribution of any such cash to NOX Stockholders entitled thereto) actually or constructively in exchange for their NOX Stock, will qualify as a "reorganization" (as defined in section 368(a)(1)(C) of the Code), and each of NOX and New NHS will be "a party to a reorganization" within the meaning of section 368(b) of the Code;
- (b) NOX will recognize no gain or loss on the transfer of its assets to New NHS in exchange solely for New NHS Stock (and cash, if applicable) and New NHS's assumption of its liabilities or on

the subsequent distribution of that New NHS Stock (and cash, if applicable) to NOX Stockholders in exchange for their NOX Stock;

- (c) New NHS will recognize no gain or loss on its receipt of the NOX Assets in exchange solely for New NHS Stock (and cash, if applicable) and its assumption of NOX's liabilities;
- (d) New NHS's basis in each NOX Asset will be the same as NOX's basis therein immediately before the Merger, and New NHS's holding period for each NOX Asset will include NOX's holding period therefor (except where New NHS's investment activities have the effect of reducing or eliminating an asset's holding period);
- (e) An NOX Stockholder will recognize no gain or loss on the exchange of all its NOX Stock solely for New NHS Stock pursuant to the Merger, except to the extent the NOX Stockholder receives cash in lieu of fractional New NHS Common Stock in the Merger;
- (f) An NOX Stockholder's aggregate basis in the New NHS Stock it receives in the Merger will be the same as the aggregate basis in its NOX Stock it actually or constructively surrenders in exchange for those New NHS Stock less the basis in any fractional NOX Common Stock for which the NOX Stockholder receives cash pursuant to the Merger, and its holding period for those New NHS Stock will include, in each instance, its holding period for those NOX Stock, provided the NOX Stockholder holds those NOX Stock as a capital asset on the Closing Date; and
- (g) A holder of an NOX Note (or Notes) will recognize no gain or loss on the exchange thereof solely for an New NHS Note (or Notes) of equal principal amount having substantially similar terms pursuant to the Merger.

Notwithstanding subparagraphs (b) and (d), the opinion may state that no opinion is expressed as to the effect of the Merger on NOX, New NHS or any NOX Stockholder with respect to any NOX Asset as to which unrealized gain or loss, if any, is required to be recognized for federal income tax purposes at the end of a taxable year (or on the termination or transfer thereof) under a mark-to-market system of accounting.

Other Tax Considerations

While the Funds are not aware of any adverse state or local tax consequences of the Reorganization, the Funds have not requested any ruling or opinion with respect to any such consequences, and each Fund's stockholders should consult their own tax advisers with respect to those matters.

If the dividends and/or other distributions NOX previously paid for its current taxable year do not equal or exceed the sum of its (1) "investment company taxable income," computed without regard to any deduction for dividends paid, plus (2) "net capital gain," after reduction by any capital loss carryover, for that year through the Closing Date, then on or immediately before that date NOX will declare and pay (a) to the holders of NOX Preferred Stock all accumulated due and unpaid dividends and (b) to the holders of NOX Common Stock one or more distributions in an amount large enough so that, together with those previous distributions and the dividends described in (a), it will have distributed

substantially all (and in any event not less than 98%) of that sum. On or immediately before the Closing Date, NOX also will pay to the holders of its Notes all accumulated unpaid interest. NHS is not required to make similar distributions or payments in connection with the Conversion.

The Boards of NHS and NOX, including all of the Independent Directors of each Fund, unanimously recommends approval of the Agreement. Any signed and dated proxy cards without instructions to the contrary will be voted FOR the Agreement.

COMPARISON OF INVESTMENT OBJECTIVE AND STRATEGIES

The Funds have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks. There are no significant differences between the investment objective and principal investment policies of the Funds. However, New NHS has more flexibility than NHS or NOX with respect to certain of its investment policies, which permit New NHS greater flexibility in portfolio management. For example, New NHS will not have a limit on its investment in illiquid securities and may invest a greater percentage of its assets in foreign securities and securities that are rated Caa/CCC or lower by a rating agency or unrated securities determined by the Manager to be of comparable quality.

Except as noted, below is a discussion of New NHS's investment objective and strategies (to which the word "Fund" refers in this section). For ease of reading, the following description uses "total assets" and as applied to NHS means "net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings." Please refer to Appendix C for a more complete discussion of New NHS's investment strategies, parameters of its portfolio, investment approach and use of interest rate transactions. In this section and Appendix C, the term "Manager" refers to NB Management or NBFI, as appropriate.

The investment objectives and, unless otherwise specified, the investment policies and limitations of New NHS and NOX are not fundamental. NHS's investment objective is a fundamental policy and may not be changed without the approval of a majority of the outstanding voting securities (as defined by the 1940 Act) of NHS; however, unless otherwise specified, the investment policies and limitations of NHS are not fundamental. Any investment objective, policy or limitation that is not fundamental may be changed by the Board without stockholder approval. See the SAI for additional fundamental and non-fundamental policies of each Fund.

Prior to February 2010, NOX's investment objective and investment policies and strategies were different since it invested at least 80% of its total assets in a combination of (1) high-yield corporate debt securities rated, at the time of investment, below investment grade, or determined by the Manager to be of comparable quality, and (2) income-producing common equity securities, preferred equity securities, securities convertible into equity securities and non-convertible debt securities issued by real estate companies (including real estate investment trusts).

Investment Objective and Strategies

The Fund's investment objective is to seek high total return (income plus capital appreciation). Under normal market conditions, the Fund invests at least 80% of its total assets in high yield debt securities of U.S. and foreign issuers. High yield debt securities include securities that are rated below investment grade by a rating agency or are unrated debt securities determined to be of comparable quality by the Fund's investment manager. To the extent not invested in high yield debt securities, the Fund may invest a portion of its assets (normally, not more than 20% of its total assets) in other securities and financial instruments, including investment grade debt securities, equity securities and derivatives.

The Fund invests primarily in securities of U.S. issuers, but may also invest in securities of foreign issuers. Up to 25% of the Fund's total assets (20% for NHS and NOX) may be invested in securities of foreign issuers traded outside of the U.S. (In addition, NHS and NOX each may invest up to 20% of its total assets in restricted securities and other illiquid investments. These securities and investments may be subject to legal or other restrictions on resale and lack a liquid secondary market.) Liquid securities purchased by a Fund may subsequently become illiquid.

In addition to the issuance of the Preferred Stock and Notes, the Fund may issue additional preferred stock or notes, borrow money or use a variety of additional strategies to increase funds available for investment. This practice, which is known as leverage, is speculative and involves significant risks.

Securities purchased by the Fund may have fixed or variable principal payments and various types of interest rate and dividend payment and reset terms, including fixed rate, variable rate, floating rate, zero coupon, contingent, deferred, payment in kind and auction rate features.

High Yield Debt Securities. High yield debt securities are rated below investment grade by a rating agency (for example, Ba or lower by Moodys Investors Service, Inc. (“Moody’s”) or BB or lower by Standard & Poor’s Ratings Services (“S&P”) or Fitch, Inc. (“Fitch”)), or are unrated debt securities determined to be of comparable quality by the Manager at the time of purchase. Debt securities rated below investment grade (commonly referred to as “high yield securities” or “junk bonds”) are considered speculative with respect to the issuer’s capacity to pay interest and repay principal. They involve greater risk of loss, are subject to greater price volatility and are potentially less liquid, especially during periods of economic uncertainty or change, than higher rated debt securities. If rating agencies assign different ratings to the same security, the Manager will determine which rating it believes best reflects the security’s quality and risk at that time, which may be the highest of the several assigned ratings.

Although the Fund may invest in debt securities having a broad range of maturities, the average portfolio maturity of the Fund is initially expected to be within the intermediate range (2 to 7 years) and will vary over time, based on the judgment of the Manager.

Direct Debt Instruments. Direct debt includes interests in bank loans, notes and other interests in amounts owed to financial institutions by borrowers, such as companies and governments. The direct debt instruments in which the Fund may invest may be rated below investment grade or, if unrated by either of those entities, considered by the Manager to be of comparable quality. Direct debt determined to be below investment grade will be included in the Fund’s calculation of its 80% investment in high yield debt securities. Direct debt instruments are interests in amounts owed by corporate, governmental, or other borrowers to lenders or lending syndicates.

Corporate Loans. Corporate loans, which are a type of direct debt instrument, include various types of direct obligations of corporate borrowers and loan participations. Corporate loans in which the Fund may invest will primarily consist of direct obligations of borrowers. The Fund may invest in corporate loans at origination as a co-lender or may acquire loans in the secondary market by purchasing participations in, assignments of or novations of corporate loans.

Bank Loans. Bank loans, which are a type of a direct debt instrument, are a type of debt security that may be made in connection with, among other things, recapitalizations, acquisitions, leveraged buyouts, dividend issuances and refinancings. The bank loans in which the Fund invests may be structured and administered by a third party that acts as agent for a group of lenders that make or hold interests in the loan. The Fund may acquire interests in such loans by taking an assignment of all or a portion of a direct interest in a loan previously held by another institution or by acquiring a participation in an interest in a loan that continues to be held by another institution.

Asset-Backed Securities. The Fund may invest in asset-backed securities, including mortgage-backed securities.

Equity Securities. The Fund may invest in equity securities, including common stocks, preferred stocks, depositary receipts, warrants and rights.

Convertible Securities. The Fund may invest in bonds and preferred stocks that are convertible into equity securities.

Preferred Stocks. The Fund may invest in preferred stocks.

Structured Securities. The Fund may invest in structured securities.

Derivatives. The Fund may invest in derivatives. The Fund may purchase and sell derivative instruments such as exchange listed and over-the-counter put and call options on securities, foreign currencies and securities indices. It may also purchase and sell financial futures contracts (and options thereon) and enter into various other types of

transactions in derivatives, such as swaps, caps, floors and collars. These transactions may include the use of interest rate swaps (to hedge against adverse changes in interest rates affecting securities held by the Fund,

dividends payable on any preferred stock issued by the Fund or interest payable on the Fund's borrowings) and credit default swaps. Although the Fund will not use derivatives as a primary investment technique, it may use derivatives for a variety of purposes, including: (1) as a hedge against adverse changes in securities prices, interest rates or foreign currency exchange rates; and (2) as a substitute for purchasing or selling securities.

Other Policies. The Fund may for cash management purposes or for defensive purposes, temporarily hold all or a substantial portion of its assets in cash, in high-quality, short-term money market instruments, including shares of money market funds that are managed by NB Management ("Affiliated Money Market Funds"), or in high-quality debt securities.

The Fund's investments are subject to diversification, liquidity and related guidelines that may be established in connection with the Fund's efforts to maintain ratings of AAA from S&P for Preferred Stock and Notes.

In connection with the Fund's use, or expected use, of leverage through the issuance of Preferred Stock and Notes, the Fund may seek to hedge the interest rate risks associated with leverage through interest rate swaps, caps or other derivative transactions. These transactions involve investment techniques and risks different from those associated with portfolio transactions in securities of high yield debt securities. There is no assurance that any interest rate hedging transactions, if undertaken, will be successful, and such transactions may adversely affect the Fund's achievement of its investment objective.

The Fund is not intended to be a complete investment program, and there is no assurance that the Fund will achieve its objective.

PORTFOLIO SECURITIES

Because NHS and NOX have the same investment objective and substantially similar principal investment policies, management does not expect to dispose of a material amount of portfolio securities of either Fund in connection with the Reorganization.

No securities of NHS or NOX need to be sold in order for New NHS to comply with its investment restrictions or policies. The Funds may buy and sell securities in the normal course of their operations.

MANAGEMENT OF THE FUNDS

Directors and Officers

The Directors of each Fund are the same. The Board of each Fund is broadly responsible for the management of each Fund, including general supervision of the duties performed by NB Management, NBFi and NB LLC, as applicable. The names and business addresses of the Directors and officers of each Fund and their principal occupations and other affiliations during the past five years are set forth under "Management of the Funds" in the SAI.

Investment Manager

NB Management serves as the investment manager of each Fund. Subject to the general supervision of the Boards of Directors of each Fund, NB Management is responsible for managing the investment activities of each Fund and each Fund's business affairs and other administrative matters. NB Management is located at 605 Third Avenue, New York, New York 10158-0180.

Continuing an asset management history that began in 1939, NB Management provides investment management and advisory services to several investment company clients and other institutional investors, as well as to individuals. As of March 31, 2010, Neuberger Berman and its affiliates had approximately \$180 billion in assets under management.

NB Management has retained NBFI to serve as sub-adviser to each Fund. NB Management has also retained NB LLC to serve as an additional sub-adviser to NOX. See “Sub-Adviser” below. NB Management, NBFI and NB LLC are wholly-owned subsidiaries of Neuberger Berman Group LLC, a holding company that is majority owned by employees, located at 605 Third Avenue, New York, New York 10158-0180.

Ann H. Benjamin and Thomas P. O’Reilly serve as portfolio managers for each Fund. Ann H. Benjamin is a Managing Director of NB Management, NB LLC and NBFI. She has been part of NHS’s and NOX’s management team since 2005. Ms. Benjamin also manages high yield portfolios for NBFI and its predecessor, an affiliate of NB LLC. She has managed money for NBFI since 1997. Thomas P. O’Reilly is a Managing Director of NB Management, NB LLC and NBFI. He has been part of NHS’s and NOX’s management team since 2005. Mr. O’Reilly also manages high yield portfolios for NBFI and its predecessor, an affiliate of NB LLC. He has managed money for NBFI since 1997.

Please see the SAI for additional information about the each Portfolio Manager’s compensation, other accounts managed by each Portfolio Manager, and each Portfolio Manager’s ownership of stock of each Fund.

Sub-Adviser

NB Management has retained NBFI, 200 South Wacker Drive, Suite 2100, Chicago, IL 60601, to serve as NHS’s and New NHS’s sub-adviser, responsible for day-to-day management of each Fund. NB Management has retained NBFI and NB LLC, 605 Third Avenue, New York, New York 10158-3698, to serve as NOX’s sub-adviser, responsible for providing investment recommendations and research.

For NHS, NB Management (and not NHS) pays for the services rendered by NBFI by paying NBFI a monthly sub-advisory fee calculated at the following annual percentage rates of NHS’s average daily Managed Assets: 0.55% on the Fund’s first \$25 million of Managed Assets, 0.45% on the next \$25 million of Managed Assets, 0.35% on the next \$50 million of Managed Assets, and 0.30% on Managed Assets that are in excess of \$100 million. For New NHS, NB Management (and not New NHS) will pay for the services rendered by NBFI by paying NBFI a sub-advisory fee payable on a monthly basis at the annual rate of 0.15% of New NHS’s average daily Managed Assets. For NOX, NB Management (and not NOX) pays for the services rendered by NBFI and NB LLC based on the direct and indirect costs to NBFI and NB LLC in connection with those services. NBFI and NB LLC also serve as sub-advisers for many of the open-end management investment companies and the closed-end management investment companies managed by NB Management. NBFI, NB LLC and NB Management employ experienced professionals that work in a competitive environment.

Management Agreement

Pursuant to a management agreement between NB Management and each Fund (the “Management Agreement”), each Fund has agreed to pay NB Management a management fee payable on a monthly basis at the annual rate of 0.60% of the Fund’s average daily Managed Assets for the services and facilities it provides. The liquidation preference of Preferred Stock is not considered a liability or permanent equity. NHS and New NHS also pay, or will pay, NB Management a fee payable on a monthly basis at the annual rate of 0.05% of the respective Fund’s average daily Managed Assets for services provided under an administration agreement. NOX pays NB Management a fee payable on a monthly basis at the annual rate of 0.25% of the Fund’s average daily Managed Assets for services provided under an administration agreement.

A discussion regarding the basis for the approval of the management and sub-advisory agreements by the Boards is available in NHS’s and NOX’s annual report to stockholders dated December 31, 2009 and October 31, 2009, respectively.

In addition to the fees of NB Management, each Fund pays all other costs and expenses of its operations, including compensation of its Directors (other than those affiliated with NB Management), custodial expenses, transfer agency and dividend disbursing expenses, legal fees, expenses of independent auditors, expenses of repurchasing shares, expenses of issuing any preferred stock, expenses of preparing, printing and distributing prospectuses, stockholder reports, notices, proxy statements and reports to governmental agencies, and taxes, if any.

NB Management has contractually agreed to waive a portion of the management fees it is entitled to receive from NOX in the amounts, and for the time periods, set forth below.

NOX	
Fiscal Period	Percentage Waived of the Fund's Ending October 31, average daily Managed Assets
2010	0.13%
2011	0.07%

NB Management has not contractually agreed to waive any portion of its fees beyond October 31, 2011. In addition to this contractual waiver, NB Management also has voluntarily agreed to extend for one year the contractual fee waivers currently in place for NOX so that it will waive a portion of the management fees it is entitled to receive from NOX in the amounts, and for the time periods, set forth below.

NOX	
Fiscal Period	Percentage Waived of the Fund's Ending October 31, average daily Managed Assets
2010	0.19%
2011	0.13%
2012	0.07%

For NHS, NB Management has voluntarily agreed to waive a portion of the management fee it is entitled to receive from NHS at a rate of 0.05% of average daily Managed Assets. For New NHS, NB Management has voluntarily agreed to waive a portion of the management fee it is entitled to receive from New NHS at a rate of 0.05% of average daily Managed Assets. This voluntary waiver is expected to remain in effect until July 1, 2012, but may be changed or terminated by NB Management at any time. If only the Conversion occurs, New NHS will adopt the same voluntary fee waiver currently adopted by NHS and NOX will continue with the same fee waivers.

Because the fees received by NB Management are based on the Managed Assets of each Fund (including assets attributable to any outstanding preferred stock, notes or the aggregate principal amount of any borrowings), NB Management has a financial incentive for each Fund to utilize leverage, which may create a conflict of interest between NB Management and the holders of each Fund's Common Stock. Because holders of Preferred Stock or Notes receive a specified rate of return, the Fund's investment management fees and other expenses, including expenses incurred in the issuance and maintenance of any leverage, are paid only by the Common Stockholders, and not by holders of Preferred Stock or Notes.

ADDITIONAL INFORMATION ABOUT THE FUNDS

NB Management has a financial interest in the Reorganization because its respective fees under agreements with New NHS generally increase as the amount of the assets of New NHS increase, and the amount of those assets will increase as a result of the Reorganization (although this increase in assets is expected to be offset by the concomitant loss of NHS's and NOX's assets, which were subject to a higher fee waiver).

Further information about NHS and NOX are included in their annual report for the fiscal year ended December 31, 2009 and October 31, 2009, respectively. Copies of these documents, the SAI related to this Proxy Statement/Prospectus and any subsequently released stockholder reports are available upon request and without charge, by calling 877-461-1899 or by writing either Fund at 605 Third Avenue, New York, New York 10158-0180.

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Each Fund is subject to the informational requirements of the Securities Exchange Act of 1934 and in accordance therewith, file reports and other information including proxy material, reports and charter documents with the SEC. These reports and other information can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, NE, Washington, DC 20549 and at the Northeast Regional Office at 3 World Financial Center, Room 4300, New York, New York, 10281. Reports and other information about each Fund are available on the Edgar Database on the SEC's website at www.sec.gov. Copies of such material can also be obtained from the Public Reference Branch, Office of Consumer Affairs and Information Services, SEC, 100 F Street, NE,

Washington, DC 20549 at prescribed rates. You may obtain information about the operation of the Public Reference Room by calling the SEC at 202-551-8090. Reports, proxy statements and other information concerning NHS also may be inspected at the offices of the NYSE, 20 Broad Street, New York, New York 10005. Reports, proxy statements and other information concerning NOX also may be inspected at the offices of the NYSE Amex, 86 Trinity Place, New York, New York 10006.

Financial Highlights

The financial highlights tables are intended to help you understand the performance of each of NHS and NOX since inception. Certain information reflects financial results for a single share. Total return represents the rate that a stockholder would have earned (or lost) on a fund share assuming reinvestment of all dividends and other distributions. The information in the following tables has been derived from NHS's and NOX's financial statements, which have been audited by Ernst & Young LLP ("E&Y"), independent registered public accounting firm, whose reports, along with NHS's and NOX's financial statements, are included in NHS's and NOX's annual reports (available upon request).

Financial Highlights for NHS

	For the year ended 12/31/2009	For the year ended 12/31/2008	For the year ended 12/31/2007 ^{^^}	For the year ended 12/31/2006	For the year ended 12/31/2005	For the year ended 12/31/2004	For the period 7/28/2003 [^] through 12/31/2003
Net Asset Value, Beginning of Period (Common Shares)	\$7.42	\$13.23	\$15.05	\$14.51	\$15.58	\$15.51	\$14.33(a)
Net Investment Income ¢	1.43	1.52	1.67	1.65	1.71	1.72	0.64
Net Realized and Unrealized Gain (Loss) on Investments	4.97	(5.74)	(1.34)	0.61	(0.94)	0.11	1.31
Dividends to Preferred Shareholders From: Net Investment Income ¢	(0.04)	(0.27)	(0.40)	(0.37)	(0.24)	(0.11)	(0.02)
Net Realized Gains ¢	—	—	(0.01)	—	—	—	—
Total Dividends to Preferred Shareholders	(0.04)	(0.27)	(0.41)	(0.37)	(0.24)	(0.11)	(0.02)
Total From Investment Operations Applicable to Common Shareholders	6.36	(4.49)	(0.08)	1.89	0.53	1.72	1.93
Less Distributions to Common Shareholders From: Net Investment Income	(1.26)	(1.22)	(1.69)	(1.35)	(1.58)	(1.55)	(0.60)

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Net Realized Gains	—	—	(0.05)	—	(0.02)	(0.10)	(0.02)
Tax Return of Capital	—	(0.10)	—	—	(0.00)***	—	—
Total Distributions to Common Shareholders	(1.26)	(1.32)	(1.74)	(1.35)	(1.60)	(1.65)	(0.62)
Common Shares Offering Costs Charged to Paid-in Capital	—	—	—	—	—	—	(0.03)
Preferred Shares Underwriting Commissions and Offering Costs	—	—	—	—	—	—	(0.10)
Accretive Effect of Tender Offers	0.02	—	—	—	—	—	—
Net Asset Value, End of Period (Common Shares)	\$12.54	\$7.42	\$13.23	\$15.05	\$14.51	\$15.58	\$15.51
Market Value—End of Period (Common Shares)	\$11.95	\$6.38	\$11.82	\$15.18	\$15.61	\$16.48	\$15.91
Total Return on Net Asset Value (Common Shares) (%)†	92.44	(35.32)	(0.13)	13.91	3.63	11.99	12.73**
Total Return on Market Value (Common Shares) (%)†	113.27	(37.75)	(11.54)	6.79	5.40	15.48	10.47**
Ratios/Supplemental Data††							
Ratios are calculated using Average Net Assets Applicable to Common Shareholders							
Ratio of Gross Expenses (%)#	2.60Ø	1.80Ø	1.44	1.49	1.53	1.48	1.61Ø*
Ratio of Net Expenses (%)	2.60\$Ø	1.80\$Ø	1.44\$	1.49	1.53	1.48	1.61Ø*
Ratio of Net Investment Income (%)	14.30	13.43	11.33	11.29	11.44	11.36	10.00*
Portfolio Turnover Rate (%)	159	122	129	111	96	106.76	32.08

Net Assets Applicable to Common Shares, End of Period (000)	\$138,293	\$90,907	\$162,091	\$184,389	\$177,659	\$190,700	\$189,644
Perpetual Preferred Shares¢¢ Preferred Shares Outstanding, End of Period (000)¢¢	\$12,300	\$12,300	\$90,000	\$90,000	\$90,000	\$90,000	\$90,000
Asset Coverage Per Share@	\$306,086	\$209,943	\$70,107	\$76,284	\$74,400	\$77,975	\$77,675
Involuntary Liquidation Preference and Approximate Market Value Per Share	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000
Notes Payable Notes Payable Outstanding, End of Period (000)	\$45,900	\$45,900	—	—	—	—	—
Asset Coverage Per \$1,000 of Notes Payable@@	\$4,281	\$3,250	—	—	—	—	—

† Total return based on per share net asset value reflects the effects of changes in net asset value on the performance of the Fund during each fiscal period. Total return based on per share market value assumes the purchase of common shares at the market price on the first day and sales of common shares at the market price on the last day of the period indicated. Distributions, if any, are assumed to be reinvested at prices obtained under the Fund's distribution reinvestment plan. Results represent past performance and do not guarantee future results. Current returns may be lower or higher than the performance data quoted. Investment returns may fluctuate and shares when sold may be worth more or less than original cost. Total return would have been lower if NB Management had not waived certain expenses.

The Fund is required to calculate an expense ratio without taking into consideration any expense reductions related to expense offset arrangements.

§ After waiver of a portion of the investment management fee by NB Management. Had NB Management not undertaken such action, the annualized net expenses to average daily net assets would have been:

Year Ended December			
	31,		
2009	2008	2007	
2.65	1.65	1.44	
%	%	%	

@ Calculated by subtracting the Fund's total liabilities (excluding accumulated unpaid distributions on Perpetual Preferred Shares (Money Market Cumulative Preferred Shares prior to November 13, 2008)) from the Fund's total assets and dividing by the number of Perpetual Preferred Shares/Money Market Cumulative Preferred Shares outstanding.

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@@ Calculated by subtracting the Fund's total liabilities (excluding accumulated unpaid distributions on Perpetual Preferred Shares (Money Market Cumulative Preferred Shares prior to November 13, 2008) and the Notes payable) from the Fund's total assets and dividing by the outstanding notes payable balance.

†† Expense ratios do not include the effect of distribution payments to preferred shareholders. Income ratios include income earned on assets attributable to Perpetual Preferred Shares (Money Market Cumulative Preferred Shares prior to November 13, 2008) outstanding. Income ratios also include the effect of interest expense from the Notes.

¢ Calculated based on the average number of shares outstanding during each fiscal period.

*** Rounds to less than \$0.01.

^^ Effective February 28, 2007, NB Management became the Fund's investment adviser.

¢¢ From October 22, 2003, to November 13, 2008, the Fund had 3,600 Money Market Cumulative Preferred Shares outstanding; since November 13, 2008, the Fund has 492 Perpetual Preferred Shares outstanding.

Ø Interest expense is included in expense ratios. The annualized ratio of interest expense to average net assets applicable to common shareholders was:

	Period	
	From July	
	28, 2003	
	to	
Year Ended	December	
December 31,	31,	
2009	2008	2003
1.05%	0.16%	0.19

^ From the date investment operations commenced on July 28, 2003.

* Annualized.

** Not annualized.

(a) Net asset value at beginning of period reflects the deduction from the \$15.00 offering price of the sales load of \$0.675 per share paid by the shareholder.

Financial Highlights for NOX

	For the year ended 10/31/2009	For the year ended 10/31/2008	For the year ended 10/31/2007	For the year ended 10/31/2006	For the year ended 10/31/2005	For the year ended 10/31/2004	Period from July 2, 2003^ to 10/31/2003
Common Stock Net Asset Value, Beginning of Period	\$4.69	\$15.26	\$18.82	\$16.37	\$16.69	\$14.72	\$14.33
Income From Investment Operations Applicable to Common Stockholders:							
Net Investment Income (Loss)¢	.58	1.43	1.38	1.24	1.07	1.27 B	.25
Net Gains or Losses on Securities (both realized and unrealized)	1.93	(9.36)	(2.29)	2.86	.57	2.08 B	.59
Common Stock Equivalent of Distributions to Preferred Stockholders From:							
Net Investment Income¢	(.04)	(.17)	(.21)	(.28)	(.13)	(.09)	(.01)
Net Capital Gains¢	—	(.10)	(.16)	(.05)	(.07)	(.01)	(.00)
Tax Return of Capital¢	—	—	—	—	(.01)	—	(.00)
Total Distributions to Preferred Stockholders	(.04)	(.27)	(.37)	(.33)	(.21)	(.10)	(.01)
Total From Investment Operations Applicable to	2.47	(8.20)	(1.28)	3.77	1.43	3.25	.83

Common Stockholders							
Less Distributions to							
Common Stockholders							
From:							
Net Investment Income	(.57)	(1.24)	(1.30)	(1.11)	(1.03)	(1.11)	(.27)
Net Capital Gains	—	(.85)	(.98)	(.21)	(.61)	(.17)	(.05)
Tax Return of Capital	(.14)	(.28)	—	—	(.11)	—	(.00)
Total Distributions to							
Common Stockholders	(.71)	(2.37)	(2.28)	(1.32)	(1.75)	(1.28)	(.32)
Less Capital Charges From:							
Issuance of Common Stock	—	—	—	—	—	—	(.03)
Issuance of Preferred Stock	—	—	—	—	—	(.00)	(.09)
Total Capital Charges	—	—	—	—	—	(.00)	(.12)
Accretive Effect of Tender							
Offer	.03	—	—	—	—	—	—
Common Stock Net Asset							
Value, End of Period	\$6.48	\$4.69	\$15.26	\$18.82	\$16.37	\$16.69	\$14.72
Common Stock Market							
Value, End of Period	\$5.85	\$4.40	\$13.49	\$17.22	\$14.23	\$15.07	\$13.98
Total Return, Common Stock							
Net Asset Value†	65.55%	(61.28)%	(7.32)%	25.13%	10.33%	23.67%	5.11%**
Total Return, Common Stock							
Market Value†	59.31%	(58.91)%	(10.46)%	31.71%	6.22%	17.57%	(4.67)%**
Ratios/Supplemental Data††							
Net Assets Applicable to							
Common Stockholders, End							
of Period (in millions)	\$93.1	\$83.2	\$270.7	\$333.5	\$290.0	\$295.8	\$260.8

Preferred Stock, at Liquidation Value (\$25,000 per share liquidation preference) (in millions)¢¢	\$14.9	\$31.4	\$125.5	\$125.5	\$125.5	\$125.5	\$125.5
Ratios are calculated using Average Net Assets Applicable to Common Stockholders							
Ratio of Gross Expenses#	3.87% Ø	1.37%	1.11%	1.11%	1.13%	1.16% ß	.88%*
Ratio of Net Expenses‡	3.87% Ø	1.36%	1.10%	1.10%	1.13%	1.16% ß	.87%*
Ratio of Net Investment Income (Loss) Excluding Preferred Stock							
DistributionsØØ	12.25%	12.94%	7.94%	7.18%	6.49%	8.08% ß	5.24%*
Portfolio Turnover Rate	124%	79%	76%	61%	49%	74%	21%**
Asset Coverage Per Share of Preferred Stock, End of Period@							
	\$181,491	\$91,277	\$78,931	\$91,462	\$82,794	\$83,933	\$76,957
Notes Payable (in millions)	\$37	\$19	—	—	—	—	—
Asset Coverage Per \$1,000 of Notes Payable@@							
	\$3,942	\$7,029	—	—	—	—	—

† Total return based on per share net asset value reflects the effects of changes in net asset value on the performance of the Fund during each fiscal period. Total return based on per share market value assumes the purchase of shares of common stock at the market price on the first day and sale of shares of common stock at the market price on the last day of the period indicated. Distributions, if any, are assumed to be reinvested at prices obtained under the Fund's distribution reinvestment plan. Results represent past performance and do not guarantee future results. Current returns may be lower or higher than the performance data quoted. Investment returns may fluctuate and shares when sold may be worth more or less than original cost. Total return would have been lower if NB Management had not waived a portion of the investment management fee.

The Fund is required to calculate an operating expense ratio without taking into consideration any expense reductions related to expense offset arrangements.

‡ After waiver of a portion of the investment management fee by NB Management. Had NB Management not undertaken such action, the annualized ratios of net operating expenses to average daily net assets applicable to common stockholders would have been:

						Period From July 2, 2003 to October 31, 2003
	Year Ended October 31,					
	2009	2008	2007	2006	2005	2004
	4.19%	1.77%	1.45%	1.45%	1.48%	1.52%
						1.16%

@ Calculated by subtracting the Fund's total liabilities (excluding accumulated unpaid distributions on Perpetual Preferred Shares (Auction Preferred Shares prior to November 12, 2008)) from the Fund's total assets and dividing by the number of Perpetual Preferred Shares/Auction Preferred Shares outstanding.

@@ Calculated by subtracting the Fund's total liabilities (excluding accumulated unpaid distributions on Perpetual Preferred Shares (Auction Preferred Shares prior to November 12, 2008) and the Notes payable) from the Fund's total assets and dividing by the outstanding notes payable balance.

†† Expense ratios do not include the effect of distribution payments to preferred shareholders. Income ratios include income earned on assets attributable to Perpetual Preferred Shares and Notes (Auction Preferred Shares prior to November 12, 2008) outstanding.

¢ Calculated based on the average number of shares outstanding during each fiscal period.

¢¢ From September 26, 2003 to October 27, 2008, the Fund had 2,510 Auction Preferred Shares Series A outstanding; and from September 26, 2003 to November 12, 2008, the Fund had 2,510 Auction Preferred Shares Series B outstanding; since November 12, 2008, the Fund has 595 Perpetual Preferred Shares outstanding.

Ø For the year ended October 31, 2009, interest expense is included in expense ratios. The annualized ratio of interest expense to average net assets applicable to common stockholder is 1.55%.

ØØ The annualized ratios of preferred stock distributions to average net assets applicable to common stockholders were:

Year Ended October 31,						Period From July 2, 2003 to October 31, 2003
2009	2008	2007	2006	2005	2004	2003
.76%	2.46%	2.13%	1.89%	1.26%	.62%	.17%*

^ From the date investment operations commenced on July 2, 2003.

* Annualized.

** Not annualized.

β Prior to November 1, 2003, the Fund recorded the accrual of the net interest income or expense expected to be received or paid at interim settlement dates as a net payable or receivable for swap contracts and actual amounts paid as net interest income or expense on swap contracts. As a result of SEC staff guidance relating to the application of FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities to registered investment companies, effective November 1, 2003, periodic expected interim net interest payments or receipts on the swaps are recorded as an adjustment to unrealized gains/losses, along with the fair value of the future periodic payment streams on the swaps. Accordingly, for the year ended October 31, 2004, the per share amounts and ratios shown decreased or increased as follows:

Net Investment Income	\$.11
Net Gains or Losses on Securities (both realized and unrealized)	\$ (.11)
Ratio of Gross Expenses to Average Net Assets Applicable to Common Stockholders	(.71)%
Ratio of Net Expenses to Average Net Assets Applicable to Common Stockholders	(.71)%
Ratio of Net Investment Income (Loss) Excluding Preferred Stock Distributions to Average Net Assets Applicable to Common Stockholders	.71%
Ratio of Net Investment Income (Loss) Including Preferred Stock Distributions to Average Net Assets Applicable to Common Stockholders	.71%

Net Asset Value, Market Price and Premium/Discount

Common shares of closed-end investment companies, such as NHS and NOX, have frequently traded at a discount from net asset value, or in some cases trade at a premium. As a result, the market price of NHS Common Shares and

NOX Common Stock may be greater or less than the net asset value per share. Since the commencement of NHS's and NOX's operations, each Fund's Common Stock have traded in the market at prices that were generally below net asset value per share.

The following tables set forth the high and low sales prices for NHS Common Shares on the NYSE and NOX Common Stock on the NYSE Amex, the net asset value per share and the discount or premium to net asset value per share represented by the quotation for each quarterly period during the last two calendar years.

NHS

Quarterly Period Ending	High Price	Net Asset Value	Premium (Discount)	Low Price	Net Asset Value	Premium (Discount)
March 31, 2010	13.29	12.90	3.02%	11.86	12.68	-6.47%
December 31, 2009	12.05	12.62	-4.52%	10.84	12.15	-10.78%
September 30, 2009	11.79	11.97	-1.50%	9.12	10.03	-9.07%
June 30, 2009	9.73	10.33	-5.81%	6.84	8.01	-14.61%
March 31, 2009	7.85	8.35	-5.99%	5.90	7.33	-19.51%
December 31, 2008	8.07	10.43	-22.63%	4.48	6.79	-34.02%
September 30, 2008	11.03	12.25	-9.96%	7.47	11.52	-35.16%
June 30, 2008	12.58	13.05	-3.60%	11.22	12.51	-10.31%
March 31, 2008	12.09	12.94	-6.57%	10.59	12.31	-13.97%

NOX

Quarterly Period Ending	High Price	Net Asset Value	Premium (Discount)	Low Price	Net Asset Value	Premium (Discount)
April 30, 2010	7.66	7.55	1.46%	6.12	6.72	-8.93%
January 31, 2010	6.49	7.23	-10.24%	5.75	6.47	-11.13%
October 31, 2009	6.32	6.55	-3.51%	5.07	5.79	-12.44%
July 31, 2009	4.95	5.62	-11.92%	4.18	4.74	-11.81%
April 30, 2009	4.11	4.52	-9.07%	2.56	3.19	-19.75%
January 31, 2009	4.40	4.89	-10.02%	2.35	3.26	-27.91%
October 31, 2008	9.39	9.96	-5.72%	3.49	4.16	-16.11%
July 31, 2008	11.12	12.16	-8.55%	8.50	9.34	-8.99%
April 30, 2008	11.86	12.57	-5.65%	9.75	10.74	-9.22%
January 31, 2008	13.32	14.85	-10.30%	10.46	11.49	-8.96%

As of April 30, 2010, (i) the net value per share for NHS Common Shares was \$13.21 and the market price per share was \$13.49, representing a premium to NAV of 2.12% and (ii) the NAV per share for NOX Common Stock was \$7.66 and the market price per share was \$7.54, representing a discount to NAV of -1.57%.

CAPITALIZATION

The following table sets forth the unaudited capitalization of each Fund as of the date set out below, and on a pro forma basis as of that date, giving effect to the proposed acquisition of assets at net asset value. The pro forma capitalization information is for informational purposes only. No assurance can be given as to how many shares of New NHS Stock will be received by NHS Shareholders and NOX Stockholders on the Closing Date, and the information should not be relied upon to reflect the number of shares of New NHS Stock that actually will be received.

The following table sets out the effect of the proposed acquisition of assets at net asset value on a pro forma basis:

Pro Forma Combined Capitalization Table

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(assuming Reorganization occurs)
As of December 31, 2009 (Unaudited)

ACTUAL

ADJUSTMENTPRO
FORMA

	NHS	NOX		New NHS
Stock outstanding				
Common Stock	11,029,127	14,364,850	(6,341,586)	19,052,391
Preferred Stock	492	595		1,087
Net Assets (000's omitted)				
Common Stock	138,293	100,603	(400)	238,496
Preferred Stock	12,300	14,875		27,175
Net assets including Preferred Stock	150,593	115,478	(400)	265,671
Net asset value per share of Common Stock	12.54	7.00		12.52

Pro Forma Combined Capitalization Table
(assuming only Conversion occurs)
As of December 31, 2009 (Unaudited)

	ACTUAL NHS	ADJUSTMENT	PRO FORMA New NHS
Stock outstanding			
Common Stock	11,029,127		11,029,127
Preferred Stock	492		492
Net Assets (000's omitted)			
Common Stock	138,293	(200)	138,093
Preferred Stock	12,300		12,300
Net assets including Preferred Stock	150,593	(200)	150,393
Net asset value per share of Common Stock	12.54		12.52

For more information about the Funds' capital stock, see Appendix D.

PORTFOLIO COMPOSITION

As of December 31, 2009, NHS's portfolio's composition as shown by its industry diversification was as follows:

Industry Diversification (% of Total Net Assets Applicable to Common Shareholders)	
Airlines	5.5%
Auto Loans	3.3%
Auto Parts & Equipment	1.8%
Automotive	1.4%
Banking	10.3%
Building & Construction	0.7%
Building Materials	3.5%

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Chemicals	3.4%
Consumer/Commercial/Lease Financing	4.1%
Diversified Capital Goods	0.7%
Diversified Financial Services	0.2%
Electric - Generation	14.1%
Electronics	1.7%
Energy - Exploration & Production	2.8%
Food & Drug Retailers	2.1%
Forestry/Paper	1.1%
Gaming	8.9%
Gas Distribution	10.3%

Health Services	7.8%
Machinery	0.5%
Media - Broadcast	7.3%
Media - Cable	3.8%
Media - Services	3.4%
Metals/Mining Excluding Steel	0.3%
Multi-Line Insurance	0.8%
Non-Food & Drug Retailers	4.1%
Packaging	0.1%
Printing & Publishing	2.2%
Real Estate Management & Development	3.2%
Restaurants	0.3%
Software Services	5.7%
Steel Producers/Products	1.6%
Support - Services	5.0%
Telecom - Integrated/Services	7.5%
Telecom - Wireless	9.2%
Short-Term Investments	4.6%
Liabilities, less cash, receivables and other assets, and Liquidation Value of Preferred Shares	-43.3%

As of December 31, 2009, NOX's portfolio's composition as shown by its industry diversification was as follows:

Industry Diversification	
(% of Total Net Assets Applicable to Common Stockholders)	
Airlines	4.1%
Apartments	4.7%
Auto Loans	2.5%
Auto Parts & Equipment	1.3%
Automotive	1.1%
Banking	7.7%
Building & Construction	0.5%
Building Materials	2.4%
Chemicals	2.5%
Consumer/Commercial/Lease Financing	3.0%
Diversified	1.2%
Diversified Capital Goods	0.5%
Electric - Generation	10.4%
Electronics	1.2%
Energy - Exploration & Production	2.7%
Food & Drug Retailers	1.6%
Forestry/Paper	0.8%
Gaming	6.8%
Gas Distribution	7.3%
Health Care	5.6%
Health Services	6.1%
Home Financing	2.3%

Hybrid	0.8%
Industrial	2.6%
Lodging	4.8%

Machinery	0.4%
Media - Broadcast	5.3%
Media - Cable	2.8%
Media - Services	2.4%
Metals/Mining Excluding Steel	0.9%
Multi-Line Insurance	0.6%
Non-Food & Drug Retailers	3.1%
Office	6.3%
Packaging	0.1%
Printing & Publishing	1.6%
Real Estate Management & Development	3.3%
Regional Malls	5.2%
Restaurants	0.2%
Self Storage	1.8%
Shopping Centers	4.1%
Software Services	4.3%
Specialty	2.0%
Steel Producers/Products	1.2%
Support - Services	3.7%
Telecom - Integrated/Services	6.0%
Telecom - Wireless	6.8%
Short-Term Investments	7.9%
Liabilities, less cash, receivables and other assets, and Liquidation Value of Preferred Stock	-54.5%

DIVIDENDS AND OTHER DISTRIBUTIONS

Distributions

Each Fund distributes its net investment income on a monthly basis. Each Fund intends to distribute at least annually, all of its realized net long- and short-term capital gains, if any. Both monthly and annual distributions to Common Stockholders will be made only after paying any accrued dividends on, or redeeming or liquidating, any Preferred Stock and making interest and required principal payments on Notes or any other borrowings. It is currently expected that most dividends NOX pays, and New NHS will pay, under the Level-Rate Dividend Policy and, if adopted, the Managed Dividend Policy will not be eligible for the 15% maximum income tax rate applicable to “qualified dividend income.” See “Tax Matters.”

Each Fund has exemptive relief from the SEC to permit it to adopt a Managed Dividend Policy. As more fully described below, a Managed Dividend Policy permits a Fund to make regular cash distributions to Common Stockholders, at a fixed rate per share of Common Stock or at a fixed percentage of its net asset value, that may include periodic distributions of realized net long- and short-term capital gains, or, in certain circumstances, return of capital.

The Level-Rate Dividend Policy applies to NOX and will apply to New NHS. NHS has not adopted either policy. New NHS may, subject to the determination of its Board, implement a Managed Dividend Policy in the future.

Level-Rate Dividend Policy

New NHS and NOX each intends to make regular monthly cash distributions to Common Stockholders at a fixed rate per share of Common Stock based on its projected performance, subject to adjustment from time to time (“Level-Rate Dividend Policy”). A Fund’s ability to maintain a Level-Rate Dividend Policy will depend on a

number of factors, including the stability of income received from its investments, Fund expenses and distributions paid on Preferred Stock, and interest and required principal payments on any borrowings.

Over time, all the net investment income of a Fund will be distributed. That income will consist of all dividends earned and interest income accrued on portfolio assets less all expenses of a Fund, which will be accrued each day.

To maintain more stable monthly distributions, a Fund may include a return of capital as part of the distributions or may distribute less than the entire amount of its net investment income earned in a particular period. The undistributed net investment income may be available to supplement future distributions. The distributions a Fund pays for any particular monthly period may be more or less than the amount of net investment income it actually earns during the period, and a Fund may have to sell a portion of its investment portfolio to make a distribution at a time when independent investment judgment might not dictate such action. Undistributed net investment income is included in the Common Stock's net asset value, and, correspondingly, distributions from net investment income will reduce the Common Stock's net asset value. Pursuant to the requirements of the 1940 Act and other applicable laws, a notice would be provided for each monthly distribution that does not consist entirely of net investment income that would provide estimated sources of the distribution made.

While a Fund intends to pay a level dividend, investors should understand that there is no assurance that it will always be able to pay a dividend or that the dividend will be of any particular size.

Managed Dividend Policy

Each Fund has received exemptive relief from the SEC under the 1940 Act facilitating the implementation of a Managed Dividend Policy. A Fund may, subject to the determination of its Board of Directors, implement a Managed Dividend Policy pursuant to this order. If implemented, the Managed Dividend Policy would supersede the Level-Rate Dividend Policy.

Under a Managed Dividend Policy, a Fund would intend to make monthly distributions to Common Stockholders, at a fixed rate per share of Common Stock or a fixed percentage of its net asset value, that may include periodic distributions of realized net long- and short-term capital gains or, in certain circumstances, return of capital. Under a Managed Dividend Policy, if, for any monthly distribution, the sum of net investment income and any net realized capital gains for the month was less than the amount of the distribution, the difference would be distributed from a Fund's capital. If, for any fiscal year, a Fund's total distributions exceeded such income and gains (an "Excess"), the Excess generally would first be treated as dividend income to the extent of the Fund's current and accumulated earnings and profits, if any, and then would be treated by each Common Stockholder as a tax-free return of capital up to the amount of its tax basis in the Common Stock, with any amounts exceeding such basis being treated as gain from the sale of the Common Stock. Pursuant to the requirements of the 1940 Act and other applicable laws, a notice would be provided for each monthly distribution that does not consist entirely of net investment income that would provide estimated sources of the distribution made.

Any distribution of an Excess would decrease a Fund's total assets and, as a result, would have the likely effect of increasing its expense ratio. There is a risk that a Fund would not eventually realize capital gain in an amount corresponding to an Excess. In addition, in order to make such distributions, a Fund may have to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action.

The Board of Directors reserves the right to change the Fund's dividend policy from time to time.

Distribution Reinvestment Plan

The terms of the Distribution Reinvestment Plan (“Plan”) for each Fund are substantially similar.

The Bank of New York Mellon (“Plan Agent”) will act as plan agent for stockholders who have not elected in writing to receive dividends and other distributions in cash (each a “Participant”), will open an account for each

Participant under the Plan in the same name as their then current Common Stock is registered, and will put the Plan into effect for each Participant as of the first record date for a dividend or capital gain distribution.

Whenever a Fund declares a dividend or distribution with respect to the Common Stock, each Participant will receive such dividends and other distributions in additional shares of Common Stock, including fractional shares of Common Stock acquired by the Plan Agent and credited to each Participant's account. If on the payment date for a cash dividend or distribution, the net asset value is equal to or less than the market price per share of Stock plus estimated brokerage commissions, the Plan Agent shall automatically receive such shares of Common Stock, including fractions, for each Participant's account. Except in the circumstances described in the next paragraph, the number of additional shares of Common Stock to be credited to each Participant's account shall be determined by dividing the dollar amount of the dividend or distribution payable on their Common Stock by the greater of the net asset value per share of Stock determined as of the date of purchase or 95% of the then current market price per share of Stock on the payment date.

Should the net asset value per share of Common Stock exceed the market price per share of Common Stock plus estimated brokerage commissions on the payment date for a cash dividend or distribution, the Plan Agent or a broker-dealer selected by the Plan Agent shall endeavor, for a purchase period lasting until the last business day before the next date on which the Common Stock trade on an "ex-dividend" basis, but in no event, except as provided below, more than 30 days after the payment date, to apply the amount of such dividend or distribution on each Participant's Common Stock (less their pro rata share of brokerage commissions incurred with respect to the Plan Agent's open-market purchases in connection with the reinvestment of such dividend or distribution) to purchase Common Stock on the open market for each Participant's account. No such purchases may be made more than 30 days after the payment date for such dividend or distribution except where temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of federal securities laws. If, at the close of business on any day during the purchase period the net asset value per share of Stock equals or is less than the market price per share of Stock plus estimated brokerage commissions, the Plan Agent will not make any further open-market purchases in connection with the reinvestment of such dividend or distribution. If the Plan Agent is unable to invest the full dividend or distribution amount through open-market purchases during the purchase period, the Plan Agent shall request that, with respect to the uninvested portion of such dividend or distribution amount, a Fund issue new Common Stock at the close of business on the earlier of the last day of the purchase period or the first day during the purchase period on which the net asset value per share of Stock equals or is less than the market price per share of Stock, plus estimated brokerage commissions, such Common Stock to be issued in accordance with the terms specified in the third paragraph hereof. These newly issued Common Stock will be valued at the then-current market price per share of Stock at the time such Common Stock are to be issued.

For purposes of making the reinvestment purchase comparison under the Plan, (a) the market price of the Common Stock on a particular date shall be the last sales price on the NYSE (or if the Common Stock are not listed on the NYSE, such other exchange on which the Common Stock are principally traded) on that date, or, if there is no sale on such exchange (or if not so listed, in the over-the-counter market) on that date, then the mean between the closing bid and asked quotations for such Common Stock on such exchange on such date and (b) the net asset value per share of Stock on a particular date shall be the net asset value per share of Stock most recently calculated by or on behalf of a Fund. All dividends, distributions and other payments (whether made in cash or Common Stock) shall be made net of any applicable withholding tax.

Open-market purchases provided for above may be made on any securities exchange where a Fund's Common Stock are traded, in the over-the-counter market or in negotiated transactions and may be on such terms as to price, delivery and otherwise as the Plan Agent shall determine. Each Participant's uninvested funds held by the Plan Agent will not bear interest, and it is understood that, in any event, the Plan Agent shall have no liability in connection with any inability to purchase Common Stock within 30 days after the initial date of such purchase as herein provided, or with

the timing of any purchases effected. The Plan Agent shall have no responsibility as to the value of the Common Stock acquired for each Participant's account. For the purpose of cash investments, the Plan Agent may commingle each Participant's funds with those of other stockholders of a Fund for whom the Plan Agent similarly acts as agent, and the average price (including brokerage commissions) of all Common Stock purchased by the Plan Agent as Plan Agent shall be the price per share of Common Stock allocable to each Participant in connection therewith.

The Plan Agent may hold each Participant's Common Stock acquired pursuant to the Plan together with the Common Stock of other stockholders of a Fund acquired pursuant to the Plan in noncertificated form in the Plan Agent's name or that of the Plan Agent's nominee. The Plan Agent will forward to each Participant any proxy solicitation material and will vote any Common Stock so held for each Participant only in accordance with the instructions set forth on proxies returned by the Participant to a Fund.

The Plan Agent will confirm to each Participant each acquisition made for their account as soon as practicable but not later than 60 days after the date thereof. Although each Participant may from time to time have an undivided fractional interest (computed to three decimal places) in a share of Stock, no certificates for a fractional share of Stock will be issued. However, dividends and other distributions on fractional shares of Common Stock will be credited to each Participant's account. In the event of termination of a Participant's account under the Plan, the Plan Agent will adjust for any such undivided fractional interest in cash at the market value of the Common Stock at the time of termination, less the pro rata expense of any sale required to make such an adjustment.

Any Stock dividends or split of shares of Common Stock distributed by a Fund on Common Stock held by the Plan Agent for Participants will be credited to their accounts. In the event that a Fund makes available to its stockholders rights to purchase additional shares of Common Stock or other securities, the Common Stock held for each Participant under the Plan will be added to other Common Stock held by the Participant in calculating the number of rights to be issued to each Participant.

The Plan Agent's service fee for handling capital gains distributions or income dividends will be paid by a Fund. Participants will be charged their pro rata share of brokerage commissions on all open-market purchases.

Each Participant may terminate their account under the Plan by notifying the Plan Agent in writing. Such termination will be effective immediately if the Participant's notice is received by the Plan Agent not less than ten days prior to any dividend or distribution record date, otherwise such termination will be effective the first trading day after the payment date for such dividend or distribution with respect to any subsequent dividend or distribution. The Plan may be terminated by the Plan Agent or a Fund upon notice in writing mailed to each Participant at least 30 days prior to any record date for the payment of any dividend or distribution by a Fund.

These terms and conditions may be amended or supplemented by the Plan Agent or a Fund at any time or times but, except when necessary or appropriate to comply with applicable law or the rules or policies of the Securities and Exchange Commission or any other regulatory authority, only by mailing to each Participant appropriate written notice at least 30 days prior to the effective date thereof. The amendment or supplement shall be deemed to be accepted by each Participant unless, prior to the effective date thereof, the Plan Agent receives written notice of the termination of their account under the Plan. Any such amendment may include an appointment by the Plan Agent in its place and stead of a successor Plan Agent under these terms and conditions, with full power and authority to perform all or any of the acts to be performed by the Plan Agent under these terms and conditions. Upon any such appointment of any Plan Agent for the purpose of receiving dividends and other distributions, a Fund will be authorized to pay to such successor Plan Agent, for each Participant's account, all dividends and other distributions payable on Common Stock held in their name or under the Plan for retention or application by such successor Plan Agent as provided in these terms and conditions.

The Plan Agent shall at all times act in good faith and agrees to use its best efforts within reasonable limits to ensure the accuracy of all services performed under this Agreement and to comply with applicable law, but assumes no responsibility and shall not be liable for loss or damage due to errors unless such error is caused by the Plan Agent's negligence, bad faith, or willful misconduct or that of its employees.

These terms and conditions are governed by the laws of the State of Maryland.

REPURCHASE OF COMMON STOCK; TENDER OFFERS; CONVERSION TO OPEN-END FUND

Each Fund is a closed-end management investment company and as such its Common Stockholders do not have the right to cause the Fund to redeem their shares. Instead, the Common Stock trade in the open market at a price that is a function of several factors, including distribution levels (which are in turn affected by expenses), net

asset value, call protection, distribution stability, portfolio credit quality, relative demand for and supply of such shares in the market, general market and economic conditions and other factors. Shares of a closed-end management investment company may frequently trade at prices lower than net asset value. Each Fund's Board of Directors regularly monitors the relationship between the market price and net asset value of the Common Stock. If the Common Stock were to trade at a substantial discount to net asset value for an extended period of time, the Board may consider the repurchase of its Common Stock on the open market or in private transactions, the making of a tender offer for such shares or the conversion of a Fund to an open-end management investment company. Each Fund cannot assure you that its Board of Directors will decide to take or propose any of these actions or that share repurchases or tender offers will actually reduce market discount. Any determination to repurchase Common Stock would reduce the asset coverage for Preferred Stock and might make it necessary or desirable for a Fund to redeem Preferred Stock. As described in Appendix D in "Description of Preferred Stock—Restrictions on Dividends and Other Distributions," the repurchase of Common Stock may be restricted or prohibited at times when there exist unpaid distributions on Preferred Stock.

If a Fund converted to an open-end management investment company, it would be required to redeem all Preferred Stock then outstanding (requiring in turn that it liquidate a portion of its investment portfolio), and the Common Stock would no longer be listed on the NYSE or NYSE Amex, as applicable. In contrast to a closed-end management investment company, stockholders of an open-end management investment company may require the company to redeem their shares at any time (except in certain circumstances as authorized by or under the 1940 Act) at their net asset value, less any redemption charge that is in effect at the time of redemption.

Before deciding whether to take any action to convert a Fund to an open-end management investment company, the Board would consider all relevant factors, including the extent and duration of the discount, the liquidity of the Fund's portfolio, the impact of any action that might be taken on the Fund or its stockholders and market considerations. Based on these considerations, even if a Fund's Common Stock should trade at a discount, the Board of Directors may determine that, in the interest of the Fund and its stockholders, no action should be taken. See the SAI under "Repurchase of Common Stock; Tender Offers; Conversion to Open-End Fund" for a further discussion of possible action to reduce or eliminate such discount to net asset value.

Recent Tender Offer and Tender Offer Program

NHS and NOX conducted a tender offer that commenced on May 1, 2009 and expired on May 29, 2009. Each Fund offered to purchase up to 10% of its outstanding shares of Common Stock at a price equal to 98% of its net asset value ("NAV") per share determined on the day the tender offer expired. Each Fund's tender offer was oversubscribed. In accordance with the terms of its tender offer, each Fund accepted all shares properly tendered by Common Stockholders holding fewer than 100 shares of Common Stock that tendered all their shares and that provided appropriate certification as part of the tender ("odd-lot adjustment"). Each Fund purchased the remainder of the shares of Common Stock on a pro-rata basis, after making the odd-lot adjustment, based on the number of shares properly tendered. Under the terms of the tender offer, on June 5, 2009, NHS accepted 1,225,458 shares of Common Stock and NOX accepted 1,773,438 shares of Common Stock representing approximately 10% of each Fund's then-outstanding Common Stock. Final payment was made at \$9.60 per share for NHS and at \$4.89 per share for NOX which represented 98% of each respective Fund's NAV per share on May 29, 2009.

In addition, NHS's and NOX's Boards have authorized a semi-annual tender offer program consisting of up to four tender offers over a two-year period (each, a "Tender Offer Program"). Under the Tender Offer Program, if a Fund's Common Stock trades at an average daily discount to NAV per share of greater than 10% during a 12-week measurement period, the Fund would conduct a tender offer for between 5% and 20% of its outstanding Common Stock at a price equal to 98% of its NAV per share determined on the day the tender offer expires. NHS's and NOX's initial measurement period under the Tender Offer Program commenced June 5, 2009 and ended August 28, 2009 (the

“Measurement Period”). During the Measurement Period, NHS and NOX traded at an average daily discount to NAV of less than 10% and, therefore, in accordance with its Tender Offer Program, did not conduct tender offers. NHS and NOX have delayed the commencement of their next measurement periods due to the Reorganization. If the Agreement is not approved by NHS Shareholders and NOX Stockholders, NHS and NOX will announce the dates for the second measurement period under their respective Tender Offer Programs. If the Reorganization takes place, it is expected that New NHS will adopt a tender offer program on the substantially similar terms to the Tender Offer Programs and will conduct three measurement periods. Each Board retains the

ability, consistent with its fiduciary duty, to opt out of its Tender Offer Program should circumstances arise that the Board believes could cause a material negative effect on a Fund or a Fund's stockholders.

In connection with NHS's and NOX's May 2009 tender offers and the Tender Offer Programs, NB Management agreed to voluntarily waive a portion of the management fees for NHS and voluntarily extend for one year the contractual fee waivers currently in place for NOX to offset some of the expenses associated with, or possible increases in each Fund's expense ratio resulting from, the tender offers. For more information about the fee waivers, see the "Summary – Effect on Expenses" and "– Fee Table and Expense Example."

TAX MATTERS

The following is a brief summary of certain material federal income tax considerations affecting each Fund and its stockholders with respect to the purchase, ownership and disposition of Stock and does not purport to be complete or to deal with all aspects of federal taxation that may be relevant to stockholders in light of their particular circumstances. This discussion is based on the Code, Treasury regulations, judicial authorities, published positions of the IRS and other applicable authorities, all as in effect on the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). This discussion is limited to U.S. persons who hold Stock as a capital asset for federal income tax purposes (generally, assets held for investment). No ruling has been or will be obtained from the IRS regarding any matter relating to the Stock of a Fund. No assurance can be given that the IRS would not assert a position contrary to any of the tax aspects described below.

Each of NOX and NHS has qualified and intends to continue to qualify, and New NHS intends to qualify, for treatment as a regulated investment company under the Code (a "RIC"), which requires (among other things) that it distribute each taxable year to its stockholders at least 90% of its "investment company taxable income" (which generally includes, among other things, dividends, interest income and the excess, if any, of net short-term capital gain over net long-term capital loss, all determined without regard to any deduction for dividends paid). If a Fund so qualifies, it will not be required to pay federal income tax on any net income and realized gains it distributes to its stockholders, but those distributions generally will be taxable to you as a stockholder when you receive them.

Each Fund believes that its Preferred Stock constitutes stock of the Fund and that distributions thereon it makes to holders thereof (other than payments to purchase Preferred Stock that are treated as exchanges of stock under section 302(b) of the Code) thus constitute dividends to the extent of the Fund's current and accumulated earnings and profits, as calculated for federal income tax purposes. It is possible, however, that the IRS might take a contrary position, asserting, for example, that Preferred Stock of a Fund constitutes debt thereof. If that position were upheld, the discussion of the treatment of distributions below would not apply to distributions on that Preferred Stock. Instead, those distributions would constitute interest, whether or not they exceeded the Fund's earnings and profits, would be included in full in the recipient's income and would be taxed as ordinary income. Counsel to the Funds believes that such a position, if asserted by the IRS, would be unlikely to prevail if the issue were properly litigated.

The IRS requires that a RIC that has two or more classes of stock (e.g., common stock and preferred stock) allocate to each such class proportionate amounts of each type of its income (such as ordinary income and capital gains) based on the percentage of total dividends distributed to each class for the taxable year. Accordingly, each Fund intends each taxable year to allocate capital gain dividends between its Common Stock and Preferred Stock in proportion to the total dividends paid to each class with respect to that year.

Dividends paid to you that are attributable to a Fund's investment company taxable income generally will be taxable as ordinary income (currently at a maximum federal income tax rate of 35%, except as noted below) to the extent of its earnings and profits. Distributions to you attributable to net capital gain (i.e., the excess of net long-term capital gain over net short-term capital loss), if any, will be taxable as long-term capital gain, regardless of how long you have

held your Stock. Each Fund intends to distribute to its stockholders, at least annually, substantially all of its investment company taxable income and net capital gain. A distribution by a Fund to you of an amount in excess of its current and accumulated earnings and profits will be treated as a non-taxable return of capital that will reduce your tax basis in your Stock; the amount of any such distribution in excess of your basis will be treated as gain from a sale of your Stock. The tax treatment of distributions on your Common Stock will be the same regardless of whether they are paid to you in cash or reinvested in additional shares of Common Stock under the

Plan. Stockholders not subject to tax on their income generally will not be required to pay income tax on amounts distributed to them.

A distribution will be treated as paid to you on December 31 of a particular calendar year if it is declared by a Fund in October, November or December of that year with a record date in such a month and is paid during January of the following year. Each year, each Fund will notify you of the tax status of its distributions.

If you sell your Stock or a Fund purchases it, you will realize a capital gain or loss in an amount equal to the difference between the amount realized and your adjusted tax basis in the Stock, which gain or loss will be long-term or short-term depending on your holding period for the Stock.

A Fund may be required to withhold federal income tax (currently at the rate of 28%) from all taxable distributions otherwise payable to you if you are an individual or other non-corporate stockholder and you:

- fail to provide the Fund with your correct taxpayer identification number (social security number in the case of an individual);
- fail to make required certifications; or
- have been notified by the IRS that you are subject to backup withholding.

The maximum federal income tax rate is reduced to 15% on (1) net capital gain individuals recognize and (2) “qualified dividend income” individuals receive from certain domestic and foreign corporations (“QDI”). Distributions of net capital gain a Fund makes will be eligible for the reduced rate, which will also apply to capital gains you recognize on the sale of Common Stock you have held for more than one year. The reduced rate, which does not apply to short-term capital gains, will cease to apply for taxable years beginning after December 31, 2010.

The 15% rate for QDI applies to dividends that individuals receive through 2010, provided they satisfy certain holding period and other requirements. Because each Fund’s ordinary income is derived principally from interest, it is currently expected that most dividends each Fund pays will not constitute QDI and thus will not be eligible for the reduced rate. You should consult your own tax adviser to evaluate the consequences of these aspects of the tax law.

Fund distributions also may be subject to state, local and foreign taxes. You should consult with your own tax adviser regarding the particular consequences of investing in a Fund.

PORTFOLIO TRANSACTIONS

Affiliates of NB Management may act as principal brokers for a Fund, subject to periodic evaluation by the Portfolio Transactions and Pricing Committee of a Board of the quality and cost of execution.

In effecting securities transactions, each Fund generally seeks to obtain the best price and execution of orders. Commission rates, being a component of price, are considered along with other relevant factors. The Fund plans to use an affiliate of NB Management as its broker where, in the judgment of NB Management, that firm is able to obtain a price and execution at least as favorable as other qualified brokers. To each Fund’s knowledge, no affiliate of the Fund receives give-ups or reciprocal business in connection with its securities transactions.

NET ASSET VALUE

The net asset value of a share of Common Stock is calculated by subtracting a Fund’s total liabilities (including liabilities from borrowings such as the Notes) and the liquidation preference of any outstanding Preferred Stock from total assets (the market value of the securities the Fund holds plus cash and other assets). The per share net asset value

is calculated by dividing its net asset value by the number of Common Stock outstanding for a Fund and rounding the result to the nearest full cent. A Fund calculates its net asset value as of the close of regular trading on the NYSE, usually 4 p.m. Eastern time, every day on which the NYSE is open.

The value of investments in debt securities and interest rate swaps by each Fund is determined by NB Management primarily by obtaining valuations from independent pricing services based on readily available bid quotations, or if quotations are not available, by methods which include considerations such as: yields or prices of securities of comparable quality, coupon, maturity and type; indications as to values from dealers; and general market conditions. If a valuation is not available from an independent pricing service, the Fund seeks to obtain quotations from principal market makers. The value of investments in equity securities by each Fund is determined by NB Management primarily by obtaining valuations from an independent pricing service based on the latest sale price when that price is readily available. Securities traded primarily on the NASDAQ Stock Market are normally valued by the Fund at the NASDAQ Official Closing Price (“NOCP”) provided by NASDAQ each business day. The NOCP is the most recently reported price as of 4:00:02 p.m., Eastern time, unless that price is outside the range of the “inside” bid and asked prices (i.e., the bid and asked prices that dealers quote to each other when trading for their own accounts); in that case, NASDAQ will adjust the price to equal the inside bid or asked price, whichever is closer. Because of delays in reporting trades, the NOCP may not be based on the price of the last trade to occur before the market closes. If there is no reported sale of a security on a particular day, the independent pricing service may value the security based on reported market quotations. In addition, for both debt and equity securities NB Management has developed a process to periodically review information provided by independent pricing services. For both debt and equity securities, if such quotations are not readily available, securities are valued using methods each Board has approved on the belief that they reflect fair value. Numerous factors may be considered when determining the fair value of a security, including available analyst, media or other reports, trading in futures or ADRs and whether the issuer of the security being fair valued has other securities outstanding. Fair value prices are necessarily estimates, and there is no assurance that such a price will be at or close to the price at which the security is next quoted or next trades. Short-term debt securities with less than 60 days until maturity may be valued at cost, which, when combined with interest earned, is expected to approximate market value

If NB Management believes that the price of a security obtained under a Fund’s valuation procedures (as described above) does not represent the amount that the Fund reasonably expects to receive on a current sale of the security, the Fund will value the security based on a method that the Directors of the Fund believe accurately reflects fair value.

Any interest rate swap transaction that a Fund enters into may, depending on the applicable interest rate environment, have a positive or negative value for purposes of calculating net asset value. Any interest rate cap transaction that a Fund enters into may, depending on the applicable interest rate environment, have no value or a positive value. In addition, any accrued payments to a Fund under such transactions will be assets of the Fund and any accrued payments by the Fund will be liabilities of the Fund.

DESCRIPTION OF THE FUNDS’ CAPITAL STOCK

The Stock of NOX and New NHS have similar features. The Stock of NHS and New NHS have somewhat differing features since NHS is a Delaware statutory trust and New NHS is a Maryland corporation. See Appendix D for a description of each Fund’s Common Stock and Preferred Stock.

PROPOSAL 2 – ELECTION OF DIRECTORS

The Board of each of NHS and NOX is divided into three classes (Class I, Class II and Class III). The terms of office of Class I, Class II and Class III Directors will expire at the annual meeting of Stockholders held in 2012, 2010 and 2011, respectively, and at each third annual meeting of Stockholders thereafter. Each Director shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. The classification of each Fund’s Directors helps to promote the continuity and stability of each Fund’s management and policies because the majority of the Directors at any given time will have prior experience as Directors of the Fund.

NHS Preferred Shareholders and NOX Preferred Stockholders each are entitled, as a class, to the exclusion of the holders of all other classes of stock of each Fund, to elect two Directors of the Fund (regardless of the total number of Directors serving on the Board). These Directors are Class II and Class III Directors up for election in 2010 and 2011. One of these Directors is a nominee to be considered at the Meeting.

The term of each current Class II Director expires at the Meeting, but each expressed his or her willingness to serve another term as Director of the Funds if nominated by the respective Boards.

The Governance and Nominating Committee of NHS and NOX reviewed the qualifications, experience and background of each Class II incumbent Director. Based upon this review and consideration, each Committee determined that nominating the incumbent Class II Directors would be in the best interests of its Fund's stockholders. Each Board believes that the incumbents are well suited for service on the Board due to their familiarity with the Fund as a result of their prior service as Directors, their knowledge of the financial services sector, and their substantial experience in serving as directors or trustees, officers or advisers of public companies and business organizations, including other investment companies.

At a meeting in December 2009, the Boards received the recommendations of the Governance and Nominating Committees. After discussion and consideration of, among other things, the backgrounds of the incumbents, at a meeting in February 2010, each Board voted to nominate John Cannon, C. Anne Harvey, George W. Morriss, Jack L. Rivkin and Tom D. Seip for election as Class II Directors with a term expiring in 2013. Each Fund has a policy that at least three quarters of all Directors be Independent Directors.

It is the intention of the persons named on the enclosed proxy card(s) to vote in favor of the election of each nominee named in this Proxy Statement/Prospectus. Each nominee has consented to be named in this Proxy Statement/Prospectus and to serve as a Director if elected. Each Board has no reason to believe that any nominee will become unavailable for election as a Director, but if that should occur before the Meeting, the proxies will be voted for such other nominees as the Board may recommend.

None of the Directors are related to any other. The following tables set forth certain information regarding each Director of NHS and NOX. Each of the below named Directors will also serve as Directors of New NHS by the Closing Date of the Reorganization.

INFORMATION REGARDING NOMINEES FOR ELECTION

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
CLASS II				
Independent Directors				
John Cannon (1930)	Director since 2003 (NOX) and 2006 (NHS)	Consultant; formerly, Chairman, CDC Investment Advisers (registered investment adviser), 1993 to January 1999; formerly, President and Chief Executive Officer, AMA Investment Advisers, an affiliate of the American Medical Association.	48	Formerly, Independent Trustee or Director of three series of Oppenheimer Funds: Oppenheimer Limited Term New York Municipal Fund, Rochester Fund Municipals, and Oppenheimer Convertible Securities Fund, 1992 to 2009.

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
C. Anne Harvey (1937)	Director since 2003 (NOX) and 2006 (NHS)	President, C.A. Harvey Associates, since October 2001; formerly, Director, AARP, 1978 to December 2001.	48	Formerly, President, Board of Associates to The National Rehabilitation Hospital's Board of Directors, 2001 to 2002; formerly, Member, Individual Investors Advisory Committee to the New York Stock Exchange Board of Directors, 1998 to 2002.
George W. Morriss (1947)	Director since 2007	Retired; formerly, Executive Vice President and Chief Financial Officer, People's Bank, Connecticut (a financial services company), 1991 to 2001.	48	Manager, Old Mutual 2100 fund complex (consisting of six funds) since October 2006 for four funds and since February 2007 for two funds; formerly, Member NASDAQ Issuers' Affairs Committee, 1995 to 2003.
Tom D. Seip (1950)	Director since 2003 (NOX) and 2006 (NHS); formerly, the Boards since 2008; Lead Independent Director from 2006 to 2008	General Partner, Seip Investments LP (a private investment partnership); formerly, President and Chairman of CEO, Westaff, Inc. (temporary staffing), May 2001 to January 2002; formerly, Senior Executive at the Charles Schwab Corporation, 1983 to 1998, including Chief Executive Officer, Charles Schwab Investment Management, Inc., and Trustee, Schwab Family of Funds and Schwab Investments, 1997 to 1998, and Executive Vice President-Retail Brokerage, Charles Schwab & Co., Inc., 1994 to 1997.	48	Director, H&R Block, Inc. (financial services company), since May 2001; Chairman, Compensation Committee, H&R Block, Inc., since 2006; formerly, Director, Forward Management, Inc. (asset management company), 1999 to 2006.

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund	
			Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Director who is an "Interested Person" Jack L. Rivkin* (1940)	Director since 2003 (NOX) and 2006 (NHS); President from 2003 to 2008 (NOX) and 2006 to 2008 (NHS)	Formerly, Executive Vice President and Chief Investment Officer, Neuberger Berman Holdings LLC (holding company), 2002 to August 2008 and 2003 to August 2008, respectively; formerly, Managing Director and Chief Investment Officer, NB LLC, December 2005 to August 2008 and 2003 to August 2008, respectively; formerly, Executive Vice President, NB LLC, December 2002 to 2005; formerly, Director and Chairman, NB Management, December 2002 to August 2008; formerly, Executive Vice President, Citigroup Investments, Inc., September 1995 to February 2002; formerly, Executive Vice President, Citigroup Inc., September 1995 to February 2002.	48	Director, Idealab (private company), since 2009; Director, Distributed World Power (private company), since 2009; Director, Dale Carnegie and Associates, Inc. (private company), since 1999; Director, Solbright, Inc. (private company), since 1998; Director, SA Agricultural Fund, since 2009; Chairman and Director, Essential Brands (consumer products) since 2008; formerly, Director, New York Society of Security Analysts, 2006 to 2008.

INFORMATION REGARDING DIRECTORS WHOSE CURRENT TERMS CONTINUE

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
CLASS I Independent Directors				
Faith Colish (1935)	Director since 2003 (NOX) and 2006 (NHS)	Counsel, Carter Ledyard & Milburn LLP (law firm) since October 2002; formerly, Attorney-at-Law and President, Faith Colish, A Professional Corporation, 1980 to 2002.	48	Formerly, Director, 1997 to 2003, and Advisory Director, 2003 to 2006; ABA Retirement Funds (formerly, American Bar Retirement Association) (not-for-profit membership corporation).
Michael M. Knetter (1960)	Director since 2007	Dean, School of Business, University of Wisconsin - Madison; formerly, Professor of International Economics and Associate Dean, Amos Tuck School of Business - Dartmouth College, 1998 to 2002.	48	Director, American Family Insurance (a mutual company, not publicly traded) since March 2009; Trustee, Northwestern Mutual Series Fund, Inc., since February 2007; Director, Wausau Paper, since 2005; formerly Director, Great Wolf Resorts, 2004-2009.
Cornelius T. Ryan (1931)	Director since 2003 (NOX) and 2006 (NHS)	General Partner and Adviser, TD2, TD3, and TOF1 Healthcare Venture Capital Partnerships; Founding General Partner, Oxford Partners and Oxford Bioscience Partners (venture capital investing) and President, Oxford Venture Corporation, since 1981.	48	Trustee, Norwalk Hospital Foundation since 2000; Director, Supply Pro (privately held company) since 2008; formerly, Trustee, Norwalk Hospital, 1995 to 2004; formerly, President and Director, Randolph Computer Corp., 1966 to 1984; formerly, Director of numerous privately held portfolio companies of Oxford

Partners and Oxford
Bio Science Partners,
1981 to 2005.

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Peter P. Trapp (1944)	Director since 2003 (NOX) and 2006 (NHS)	Retired; formerly, Regional Manager for Mid-Southern Region, Ford Motor Credit Company, September 1997 to 2007; formerly, President, Ford Life Insurance Company, April 1995 to August 1997.	48	None.
Director who is an "Interested Person" Robert Conti* (1956)	Chief Executive Officer, President and Director since 2008; prior thereto, Executive Vice President in 2008 and Vice President 2006 to 2008	Managing Director, NB LLC, since 2007; formerly, Senior Vice President, NB LLC, 2003 to 2006; formerly, Vice President, NB LLC, 1999 to 2003; President and Chief Executive Officer, NB Management, since 2008; formerly, Senior Vice President, NB Management, 2000 to 2008.	48	Chairman of the Board, Staten Island Mental Health Society since 2008.

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
CLASS III				
Independent Directors				
Martha C. Goss (1949)	Director since 2007	President, Woodhill Enterprises Inc./Chase Hollow Associates LLC (personal investment vehicle), since 2006; Chief Operating and Financial Officer, Hopewell Holdings LLC/ Amwell Holdings, LLC (a holding company for a healthcare reinsurance company start-up), since 2003; formerly, Consultant, Resources Connection (temporary staffing), 2002 to 2006.	48	Director, Ocwen Financial Corporation (mortgage servicing), since 2005; Director, American Water (water utility), since 2003; Director, Channel Reinsurance (financial guaranty reinsurance), since 2006; Director, Allianz Life of New York (insurance), since 2005; Director, Financial Women's Association of New York (not for profit association), since 2003; Trustee Emerita, Brown University, since 1998; formerly, Advisory Board Member, Attensity (software developer), 2005 to 2007; Director, Bank Leumi (commercial bank) 2005 to 2007; Director, Claire's Stores, Inc. (retailer), 2005 to 2007.
Robert A. Kavesh (1927)	Director since 2003 (NOX) and 2006 (NHS)	Retired; Marcus Nadler Professor Emeritus of Finance and Economics, New York University Stern School of Business; formerly, Executive Secretary-Treasurer, American Finance Association, 1961 to 1979.	48	Formerly, Director, The Caring Community (not-for-profit), 1997 to 2006; formerly, Director, DEL Laboratories, Inc. (cosmetics and pharmaceuticals), 1978 to 2004; formerly, Director, Apple Bank for Savings, 1979 to 1990; formerly, Director, Western Pacific Industries, Inc., (public company), 1972 to 1986.

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Howard A. Mileaf (1937)	Director since 2003 (NOX) and 2006 (NHS)	Retired; formerly, Vice President and General Counsel, WHX Corporation (holding company), 1993 to 2001.	48	Formerly, Director, Webfinancial Corporation (holding company), 2002 to 2008; formerly, Director, WHX Corporation (holding company), 2002 to 2005; formerly, Director, State Theatre of New Jersey (not-for-profit theatre), 2000 to 2005.
Edward I. O'Brien (1928)	Director since 2003 (NOX) and 2006 (NHS)	Retired; formerly, Member, Investment Policy Committee, Edward Jones, 1993 to 2001; President, Securities Industry Association ("SIA") (securities industry's representative in government relations and regulatory matters at the federal and state levels), 1974 to 1992; Adviser to SIA, November 1992 to November 1993.	48	Formerly, Director, Legg Mason, Inc. (financial services holding company), 1993 to July 2008; formerly, Director, Boston Financial Group (real estate and tax shelters), 1993 to 1999.
Candace L. Straight (1947)	Director since 2003 (NOX) and 2006 (NHS)	Private investor and consultant specializing in the insurance industry; formerly, Advisory Director, Securitas Capital LLC (a global private equity investment firm dedicated to making investments in the insurance sector), 1998 to December 2003.	48	Director, Montpelier Re Holdings Ltd. (reinsurance company), since 2006; formerly, Director, National Atlantic Holdings Corporation (property and casualty insurance company), 2004 to 2008; formerly, Director, The Proformance Insurance Company (property and casualty insurance company), 2004 to 2008; formerly, Director, Providence Washington Insurance Company (property and casualty insurance company), 1998 to 2006; formerly,

Director, Summit Global
Partners (insurance brokerage
firm), 2000 to 2005.

Name, (Year of Birth) and Address(1)	Position(2) with the Fund and Length of Time Served	Principal Occupation(s)(3)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Joseph V. Amato* (1962)	Director since 2008	President and Director, Neuberger Berman Group LLC, since 2009; President, Chief Executive Officer, NB LLC and Neuberger Berman Holdings LLC (including its predecessor, Neuberger Berman Inc.), since 2007; Chief Investment Officer, NB LLC, since 2009; Chief Investment Officer (Equities) and Managing Director, NB Management, since 2009; Managing Director, NBF, since 2007; Board member of NBF since 2006; formerly, Global Head of Asset Management of Lehman Brothers' Investment Management Division, 2006 to 2009; formerly, member of Lehman Brothers' Investment Management Division's Executive Management Committee, 2006 to 2009; formerly, Managing Director, Lehman Brothers Inc. ("LBI"), 2006 to 2008; formerly, Chief Recruiting and Development Officer, LBI, 2005 to 2006; formerly, Global Head of LBI's Equity Sales and a Member of its Equities Division Executive Committee, 2003 to 2005.	48	Member of Board of Advisors, McDonough School of Business, Georgetown University, since 2001; Member of New York City Board of Advisors, Teach for America, since 2005; Trustee, Montclair Kimberley Academy (private school), since 2007.

(1) The business address of each listed person is 605 Third Avenue, New York, New York 10158.

(2) Each Board shall at all times be divided as equally as possible into three classes of Directors designated Class I, Class II, and Class III. The terms of office of Class I, Class II, and Class III Directors shall expire at the annual meeting of stockholders held in 2012, 2010, and 2011, respectively, and at each third annual meeting of stockholders thereafter.

(3) Except as otherwise indicated, each individual has held the positions shown for at least the last five years.

*Indicates a Director who is an “interested person” within the meaning of the 1940 Act. Mr. Amato and Mr. Conti are interested persons of each Fund by virtue of the fact that each is an officer of NB Management, NB LLC and/or their affiliates. Mr. Rivkin may be deemed an interested person of each Fund by virtue of the fact that, until August 2008, he was a director of NB Management and an officer of NB LLC.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the 1934 Act, Section 30(h) of the 1940 Act and SEC regulations thereunder, certain of NHS and NOX officers and NHS and NOX Directors and portfolio managers, persons owning more than 10% of NHS Common Shares or NOX Common Stock and certain officers and directors of NHS's and NOX's investment manager and sub-adviser are required to report their transactions in each Fund's stock to the SEC and the NYSE or NYSE Amex, as applicable. Based solely on the review by NHS and NOX of the copies of such reports received by each Fund, each Fund believes that, during its fiscal year ended October 31, 2009 or December 31, 2009, as applicable, all filing requirements applicable to such persons were met.

Additional Information About Directors

In nominating each candidate to serve, each Board was generally aware of each Director's skills, experience, judgment, analytical ability, intelligence, common sense, previous profit and not-for-profit board membership and, for each Independent Director, their demonstrated willingness to take an independent and questioning stance toward management. Each Director also now has considerable familiarity with the Funds, their investment manager and sub-adviser, and their operations, as well as the special regulatory requirements governing regulated investment companies and the special responsibilities of investment company directors as a result of his or her substantial prior service as a director of the Funds. No particular qualification, experience or background establishes the basis for any Director's position on the Boards and the Governance and Nominating Committee and individual Board members may have attributed different weights to the various factors.

In addition to the information set forth in the table above and other relevant qualifications, experience, attributes or skills applicable to a particular Director, the following provides further information about the qualifications and experience of each Director.

Independent Directors

John Cannon: Mr. Cannon has experience in senior management of registered investment advisers and a mutual fund group. He has served as a member of the boards of other mutual funds. He has served as a Director for multiple years.

Faith Colish: Ms. Colish has experience as an attorney practicing securities law with the SEC and in private practice, with a focus on broker-dealer and investment management matters and matters of regulatory compliance under the securities laws. She has served as a member of the board of a not-for-profit membership corporation involving oversight of a substantial investment program. She has served as a Director for multiple years.

Martha C. Goss: Ms. Goss has experience as chief operating and financial officer of an insurance holding company. She has experience managing a personal investment vehicle. She has served as a member of the boards of various profit and not-for-profit organizations and a university. She has served as a Director for multiple years.

C. Anne Harvey: Ms. Harvey has experience in senior management of a major not-for-profit membership organization. She has served as a member of the advisory board of a not-for-profit organization. She has served as a member of an advisory committee to the board of the NYSE. She has served as a Director for multiple years.

Robert A. Kavesh: Dr. Kavesh has academic experience as a professor of finance and economics. He has experience in senior management of an academic association focused on financial economics. He has served as a member of the boards of various profit and not-for-profit organizations including a bank and a public company. He has served as a Director for multiple years.

Michael M. Knetter: Dr. Knetter has organizational management experience as a dean of a major university business school. He has academic experience as a professor of international economics. He has served as a member of the boards of various profit organizations and another mutual fund. He has served as a Director for multiple years.

Howard A. Mileaf: Mr. Mileaf is a CPA with experience in senior management and as general counsel of an industrial corporation and an industrial holding company. He has accounting and management experience at a major accounting firm. He has served as a member of the boards of various profit and not-for-profit organizations. He has served as a Director for multiple years.

George W. Morriss: Mr. Morriss has experience in senior management and as chief financial officer of a financial services company. He has investment management experience as a portfolio manager managing personal and institutional funds. He has served as a member of a committee of representatives from companies listed on NASDAQ. He has served as a member of the board of funds of hedge funds. He has served as a Director for multiple years.

Edward I. O'Brien: Mr. O'Brien has experience in senior management of an investment adviser. He has experience as a securities industry's representative in government relations and regulatory matters at the federal and state levels. He has served as a member of the boards of financial services companies. He has served as a Director for multiple years.

Cornelius T. Ryan: Mr. Ryan has experience as a general partner and adviser of various healthcare venture capital partnerships. He has experience as a founder and president of a substantial venture capital investing firm. He has served as a member of the boards of a foundation, hospital and various privately and publicly held companies. He has served as a Director for multiple years.

Tom D. Seip: Mr. Seip has experience in senior management and as chief executive officer and director of a financial services company overseeing other mutual funds and brokerage. He has experience as director of an asset management company. He has experience in management of a private investment partnership. He has served as a Director for multiple years and as Independent Chair and/or Lead Independent Director of the Fund Boards.

Candace L. Straight: Ms. Straight has experience as a private investor and consultant in the insurance industry. She has experience in senior management of a global private equity investment firm. She has served as a member of the boards of various profit companies. She has served as a Director for multiple years.

Peter P. Trapp: Mr. Trapp has experience in senior management of a credit company and several insurance companies. He has served as a member of the board of other mutual funds. He has served as a Director for multiple years.

Directors who are "Interested Persons"

Joseph V. Amato: Mr. Amato has investment management experience as an executive with Neuberger Berman and another financial services firm. He serves as Neuberger Berman's Chief Investment Officer for equity investments. He has experience in leadership roles within Neuberger Berman and its affiliated entities. He has served as a member of the board of a major university business school. He has served as a Director since 2009.

Robert Conti: Mr. Conti has investment management experience as an executive with Neuberger Berman. He has experience in leadership roles within Neuberger Berman and its affiliated entities. He has served as a member of the board of a not-for-profit organization. He has served as a Director since 2008.

Jack L. Rivkin: Mr. Rivkin has extensive investment research and investment management experience as a chief investment officer and executive with Neuberger Berman and other financial service companies. He has experience in leadership roles within Neuberger Berman and its affiliated entities. He has served on the board of various private companies. He serves on the board a not-for-profit educational forum for the investment community. He has served as a Director for multiple years. He previously served as Chief Investment Officer of Neuberger Berman.

Board of Directors and Committee Meetings

NOX's Board met twelve times during the fiscal year ended October 31, 2009. NHS's Board met eight times during the fiscal year ended December 31, 2009. During the fiscal year ended October 31, 2009 or December 31, 2009, as applicable, each Director attended at least 75% of (i) the total number of meetings of each Board (held

during the period for which he or she has been a Director) and (ii) the total number of meetings held by all committees of each Board on which he or she served (held during the period for which he or she has been a Director).

The Boards are responsible for managing the business and affairs of the Funds. Among other things, each Board generally oversees the portfolio management of its Fund and reviews and approves its Fund's investment management and sub-advisory contracts and other principal contracts.

Each Board has appointed an Independent Director to serve in the role of Chairman of the Board. The Chair's primary responsibilities are (i) to participate in the preparation of the agenda for meetings of the Board and in the identification of information to be presented to the Board; (ii) to preside at all meetings of the Board; (iii) to act as the Board's liaison with management between meetings of the Board; and (iv) to act as the primary contact for board communications. The Chair may perform such other functions as may be requested by the Board from time to time. Except for any duties specified herein or pursuant to respective Funds' Articles of Incorporation or Declaration of Trust or By-laws, the designation as Chair does not impose on such Independent Director any duties, obligations or liability that is greater than the duties, obligations or liability imposed on such person as a member of the Board, generally.

As described below, each Board has an established committee structure through which the Boards consider and address important matters involving the Funds, including those identified as presenting conflicts or potential conflicts of interest for management. The Independent Directors also regularly meet outside the presence of management and are advised by experienced independent legal counsel knowledgeable in matters of investment company regulation. Each Board periodically evaluates its structure and composition as well as various aspects of its operations. Each Board believes that its leadership structure, including its Independent Chair and its committee structure, is appropriate in light of, among other factors, the asset size of the fund complex overseen by the Board, the nature and number of funds overseen by the Board, the number of Directors, the range of experience represented on the Board, and the Board's responsibilities.

The Boards do not have a standing compensation committee although the Governance and Nominating Committees do consider and make recommendations relating to Independent Director compensation to the Boards.

Audit Committee. The purposes of each Fund's Audit Committee are (a) in accordance with exchange requirements and Rule 32a-4 under the 1940 Act, to oversee the accounting and financial reporting processes of the Fund and, as the Committee deems appropriate, to inquire into the internal control over financial reporting of service providers; (b) in accordance with exchange requirements and Rule 32a-4 under the 1940 Act, to oversee the quality and integrity of the Fund's financial statements and the independent audit thereof; (c) in accordance with exchange requirements and Rule 32a-4 under the 1940 Act, to oversee, or, as appropriate, assist Board oversight of, the Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits; (d) to approve prior to appointment the engagement of the Fund's independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent registered public accounting firm; (e) to act as a liaison between the Fund's independent registered public accounting firm and the full Board; and (f) to prepare an audit committee report as required by Item 407 of Regulation S-K to be included in proxy statements relating to the election of directors. The independent registered public accounting firm for each Fund shall report directly to the Audit Committee. Each Fund has adopted a written charter for its Audit Committee. The charter of each Audit Committee is available on NB Management's website at www.nb.com. The Audit Committee of each Fund has delegated the authority to grant pre-approval of permissible non-audit services and all audit, review or attest engagements of the Funds' independent registered public accounting firm to each member of the Committee between meetings of the Committee.

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The Audit Committee of each Fund is composed entirely of Independent Directors who are also considered independent under the listing standards applicable to each Fund. For each Fund, its members are Martha C. Goss, George W. Morriss (Vice Chair), Cornelius T. Ryan (Chair), Tom D. Seip and Peter P. Trapp. The Report of each Audit Committee relating to the audit of NHS's and NOX's financial statements for the fiscal year ended October 31, 2009 and December 31, 2009, as applicable, is attached hereto as Appendix E. During the fiscal year ended

October 31, 2009, the Committee of NOX met six times. During the fiscal year ended December 31, 2009, the Committee of NHS met six times.

Closed-End Funds Committee. Each Fund's Closed-End Funds Committee is responsible for consideration and evaluation of issues specific to such Fund. For each Fund, its members are John Cannon (Vice Chair), George W. Morriss (Chair), Edward I. O'Brien, Jack L. Rivkin, and Tom D. Seip. All members other than Mr. Rivkin are Independent Directors. During the fiscal year ended October 31, 2009, the Committee of NOX met ten times. During the fiscal year ended December 31, 2009, the Committee of NHS met twelve times.

Contract Review Committee. The Contract Review Committee of each Fund is responsible for overseeing and guiding the process by which the Independent Directors annually consider whether to continue each Fund's principal contractual arrangements. For each Fund, its members are Faith Colish (Chair), Martha C. Goss, Robert A. Kavesh, Howard A. Mileaf and Candace L. Straight (Vice Chair). All members are Independent Directors. During the fiscal year ended October 31, 2009, the Committee of NOX met three times. During the fiscal year ended December 31, 2009, the Committee of NHS met three times.

Ethics and Compliance Committee. The Ethics and Compliance Committee of each Fund generally oversees: (a) each Fund's program for compliance with Rule 38a-1 under the 1940 Act and the Fund's implementation and enforcement of its compliance policies and procedures; (b) compliance with each Fund's Code of Ethics (which restricts the personal securities transactions, including transactions in Fund shares, of employees, officers, and Directors), (c) the activities of the Fund's Chief Compliance Officer ("CCO"); and (d) activities of management personnel responsible for operational risk management. The Committee shall not assume oversight duties to the extent that such duties have been assigned by a Board expressly to another Committee of the Board (such as oversight of internal controls over financial reporting, which has been assigned to the Audit Committee). The Committee's primary function is oversight. Each investment manager, sub-adviser, administrator and transfer agent (collectively, "Service Providers") is responsible for its own compliance with the federal securities laws and for devising, implementing, maintaining and updating appropriate policies, procedures and codes of ethics to ensure compliance with applicable laws and regulations. The CCO is responsible for administering each Fund's Compliance Program, including devising and implementing appropriate methods of testing compliance by the Fund and its Service Providers. For each Fund, its members are John Cannon (Chair), Faith Colish, C. Anne Harvey, Michael M. Knetter, Howard A. Mileaf (Vice Chair) and Edward I. O'Brien. All members are Independent Directors. The Boards will receive at least annually a report on the compliance programs of the Funds and Service Providers and the required annual reports on the administration of the Codes of Ethics and the required annual certifications from each Fund, NB Management and NB LLC and NBFI, as applicable. During the fiscal year ended October 31, 2009, the Committee of NOX met five times. During the fiscal year ended December 31, 2009, the Committee of NHS met five times.

Executive Committee. The Executive Committee of each Fund is responsible for acting in an emergency when a quorum of the Board is not available; each Committee has all the powers of the Board when the Board is not in session to the extent permitted by Delaware or Maryland law, as applicable. For each Fund, its members are John Cannon, Robert Conti (Vice Chair), Robert A. Kavesh, Howard A. Mileaf, Tom D. Seip (Chair) and Candace L. Straight. All members except for Mr. Conti are Independent Directors. During the fiscal year ended October 31, 2009, the Committee of NOX met four times. During the fiscal year ended December 31, 2009, the Committee of NHS met four times.

Governance and Nominating Committee. The Governance and Nominating Committee of each Fund is responsible for: (a) considering and evaluating the structure, composition and operation of that Board and each committee thereof, including the operation of the annual self-evaluation by the Board; (b) evaluating and nominating individuals to serve as Directors, including as Independent Directors, as members of committees, as Chair of the Board and as officers of the Fund; and (c) considering and making recommendations relating to the compensation of Independent Directors

and of those officers (except the CCO) as to whom the Board is charged with approving compensation. The selection and nomination of candidates to serve as independent directors is committed to the discretion of the current Independent Directors. Each Committee met to discuss matters relating to the nomination of Class II Directors with respect to each Fund. For each Fund, its members are C. Anne Harvey (Chair), Robert A. Kavesh, Michael M. Knetter (Vice Chair), Howard A. Mileaf and Tom D. Seip. All members are Independent Directors and are not “interested parties” of the Funds as defined in section 2(a)(19) of the 1940 Act. During the

fiscal year ended October 31, 2009, the Committee of NOX met twice. During the fiscal year ended December 31, 2009, the Committee of NHS met three times.

Investment Performance Committee. The Investment Performance Committee of each Fund is responsible for overseeing and guiding the process by which the Board reviews Fund performance and interfacing with management personnel responsible for investment risk management. Its members are Martha C. Goss, Robert A. Kavesh, Edward I. O'Brien, Jack L. Rivkin (Vice Chair), Cornelius T. Ryan and Peter P. Trapp (Chair). All members except for Mr. Rivkin are Independent Directors. During the fiscal year ended October 31, 2009, the Committee of NOX met three times. During the fiscal year ended December 31, 2009, the Committee of NHS met three times.

Portfolio Transactions and Pricing Committee. The Portfolio Transactions and Pricing Committee of each Fund (a) generally monitors the operation of policies and procedures reasonably designed to ensure that each portfolio holding is valued in an appropriate and timely manner, reflecting information known to the manager about current market conditions ("Pricing Procedures"); (b) considers and evaluates, and recommends to the Board when the Committee deems it appropriate, amendments to the Pricing Procedures proposed by management, counsel, the independent registered public accounting firm and others; (c) from time to time, as required or permitted by the Pricing Procedures, establishes or ratifies a method of determining the fair value of portfolio securities for which market prices are not readily available; (d) generally oversees the program by which the adviser seeks to monitor and improve the quality of execution for portfolio transactions; and (e) generally oversees the adequacy and fairness of the arrangements for securities lending; in each case with special emphasis on any situations in which a Fund deals with the adviser or any affiliate of the adviser as principal or agent.

The members of the Committee of each Fund are Faith Colish (Vice Chair), George W. Morriss, Jack L. Rivkin, Cornelius T. Ryan and Candace L. Straight (Chair). All members except for Mr. Rivkin are Independent Directors. During the fiscal year ended October 31, 2009, the Committee of NOX met four times. During the fiscal year ended December 31, 2009, the Committee of NHS met three times.

Risk Management Oversight

As an integral part of its responsibility for oversight of the Funds in the interests of stockholders, the Boards oversee risk management of the Funds' administration and operations. The Boards view risk management as an important responsibility of management.

The Funds face a number of risks, such as investment risk, counterparty risk, valuation risk, reputational risk, risk of operational failure or lack of business continuity, and legal, compliance and regulatory risk. Risk management seeks to identify and address risks, i.e., events or circumstances that could have material adverse effects on the business, operations, stockholder services, investment performance or reputation of the Funds. Under the overall supervision of the Boards, the Funds, the Funds' investment manager, the Funds' sub-advisers, and the affiliates of the investment manager and the sub-advisers, or other service providers to the Funds, employ a variety of processes, procedures and controls to identify various of those possible events or circumstances, to lessen the probability of their occurrence and/or to mitigate the effects of such events or circumstances if they do occur. Different processes, procedures and controls are employed with respect to different types of risks.

Each Board exercises oversight of the investment manager's risk management processes primarily through the Board's committee structure. The various committees, as appropriate, and, at times, the Board, meet periodically with the investment manager's head of investment risk, head of operational risk, the CCO, the Treasurer, the Chief Investment Officers for equity and for fixed income, the heads of Internal Audit, and the Funds' independent auditor. The committees review with these individuals, among other things, the design and implementation of risk management strategies in their respective areas, and events and circumstances that have arisen and responses thereto.

The Boards recognize that not all risks that may affect the Funds can be identified, that it may not be practical or cost-effective to eliminate or mitigate certain risks, that it may be necessary to bear certain risks (such as investment-related risks) to achieve the Funds' goals, and that the processes, procedures and controls employed to address certain risks may be limited in their effectiveness. Moreover, reports received by the Directors as to risk

management matters are typically summaries of the relevant information. Furthermore, it is in the very nature of certain risks that they can be evaluated only as probabilities, and not as certainties. As a result of the foregoing and other factors, the Boards' risk management oversight is subject to substantial limitations, and no risk management program can predict the likelihood or seriousness of, or mitigate the effects of, all potential risks.

Information Regarding Each Fund's Process for Nominating Director Candidates

Governance and Nominating Committee Charter. A copy of the Governance and Nominating Committee Charter is available to stockholders on NB Management's website at www.nb.com.

Stockholder Communications. Each Fund's Governance and Nominating Committee will consider nominees recommended by stockholders; stockholders may send resumes of recommended persons to the attention of Claudia A. Brandon, Secretary, Neuberger Berman Funds, 605 Third Avenue, 2nd Floor, New York, NY, 10158-0180.

Nominee Qualifications. The Governance and Nominating Committee of each Fund will consider nominees recommended by stockholders on the basis of the same criteria used to consider and evaluate candidates recommended by other sources. While there is no formal list of qualifications, the Governance and Nominating Committee considers, among other things, whether prospective nominees have distinguished records in their primary careers, unimpeachable integrity, and substantive knowledge in areas important to a Board's operations, such as background or education in finance, auditing, securities law, the workings of the securities markets, or investment advice. For candidates to serve as Independent Directors, independence from each Fund's investment manager, its affiliates and other principal service providers is critical, as is an independent and questioning mindset. Each Committee also considers whether the prospective candidates' workloads would allow them to attend the vast majority of Board meetings, be available for service on Board committees, and devote the additional time and effort necessary to keep up with Board matters and the rapidly changing regulatory environment in which each Fund operates. Different substantive areas may assume greater or lesser significance at particular times, in light of a Board's present composition and a Committee's (or a Board's) perceptions about future issues and needs. In considering nominees, each Committee also considers the diversity of the Board with respect to professional experience, education, skill, and viewpoint.

Identifying Nominees. Each Governance and Nominating Committee considers prospective candidates from any reasonable source. Each Committee initially evaluates prospective candidates on the basis of their resumes, considered in light of the criteria discussed above. Those prospective candidates that appear likely to be able to fill a significant need of a Board would be contacted by a Committee member by telephone to discuss the position; if there appeared to be sufficient interest, an in-person meeting with one or more Committee members would be arranged. If a Committee, based on the results of these contacts, believed it had identified a viable candidate, it would air the matter with the full group of Independent Directors for input.

Any request by management to meet with the prospective candidate would be given appropriate consideration. The Funds have not paid a fee to third parties to assist in finding nominees.

Director Attendance At Annual Meetings

The Funds do not have a policy on Director attendance at the annual meeting of stockholders. For each Fund, one Board member attended the 2009 annual meeting of stockholders.

Ownership of Securities

Set forth below is the dollar range of equity securities owned by each Director as of December 31, 2009.

Name of Director	Dollar Range of Equity Securities Owned in NHS*	Dollar Range of Equity Securities Owned in NOX*	Aggregate Dollar Range of Equity Securities in all Registered Investment Companies Overseen by Director in Family of Investment Companies*
Independent Directors			
John Cannon	None	None	Over \$100,000
Faith Colish**	\$1-\$10,000	\$1-\$10,000	Over \$100,000
Martha C. Goss	None	None	Over \$100,000
C. Anne Harvey	None	None	Over \$100,000
Robert A. Kavesh	None	None	Over \$100,000
Michael M. Knetter	None	None	Over \$100,000
Howard A. Mileaf	None	None	Over \$100,000
George W. Morriss**	\$10,000-\$50,000	None	Over \$100,000
Edward I. O'Brien	None	None	Over \$100,000
Cornelius T. Ryan	None	None	Over \$100,000
Tom D. Seip	None	None	Over \$100,000
Candace L. Straight	None	None	Over \$100,000
Peter P. Trapp	None	None	Over \$100,000
Directors who are "Interested Persons"			
Robert Conti	None	None	Over \$100,000
Jack L. Rivkin	None	None	None
Joseph V. Amato	None	None	None

* Valuation as of December 31, 2009.

** Ms. Colish owns 100 shares of Common Stock of NHS and NOX, constituting less than 1% of each Fund's outstanding shares of Common Stock. Mr. Morriss owns 1,864 NHS Common Shares, constituting less than 1% of the outstanding NHS Common Shares.

Independent Directors' Ownership Of Securities

As of April 1, 2010, no Independent Director (or his/her immediate family members) owned securities of NB Management, NB LLC or NBFI or securities in an entity controlling, controlled by or under common control with NB Management, NB LLC or NBFI (not including registered investment companies).

Officers of each Fund

The following table sets forth certain information regarding the officers of each Fund. Except as otherwise noted, each individual has held the positions shown in the table below for at least the last five years. Officers of each Fund are appointed by the Directors and serve at the pleasure of the Board.

Name, (Year of Birth), and Address(1)	Position and Length of Time Served(2)	Principal Occupation(s)(3)
Andrew B. Allard (1961)	Anti-Money Laundering Compliance Officer since 2003 (NOX) and 2006 (NHS)	Senior Vice President, NB LLC, since 2006; Deputy General Counsel, NB LLC, since 2004; formerly, Vice President, NB LLC, 2000 to 2005; Anti-Money Laundering Compliance Officer, nine registered investment companies for which NB Management acts as investment manager and administrator (six since 2002, two since 2003 and one since 2006).
Claudia A. Brandon (1956)	Executive Vice President since 2008 and Secretary since 2003(NOX) and 2006 (NHS)	Senior Vice President, NB LLC, since 2007 and Employee since 1999; Senior Vice President, NB Management, since 2008 and Assistant Secretary since 2004; formerly, Vice President, NB LLC, 2002 to 2006; formerly, Vice President-Mutual Fund Board Relations, NB Management, 2000 to 2008; Executive Vice President, nine registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008); Secretary, nine registered investment companies for which NB Management acts as investment manager and administrator (three since 1985, three since 2002, two since 2003 and one since 2006).
Maxine L. Gerson (1950)	Executive Vice President since 2008 and Chief Legal Officer since 2005 (NOX) and 2006 (NHS) (only for purposes of sections 307 and 406 of the Sarbanes-Oxley Act of 2002)	Managing Director, NB LLC, since 2009, and Deputy General Counsel and Assistant Secretary, NB LLC, since 2001; Managing Director, NB Management, since 2009, and Secretary and General Counsel, NB Management, since 2004; formerly, Senior Vice President, NB LLC, 2002 to 2009; formerly, Senior Vice President, NB Management, 2006 to 2009; Executive Vice President,

nine registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008); Chief Legal Officer (only for purposes of sections 307 and 406 of the Sarbanes-Oxley Act of 2002), nine registered investment companies for which NB Management acts as investment manager and administrator (eight since 2005 and one since 2006).

Name, (Year of Birth), and Address(1)	Position and Length of Time Served(2)	Principal Occupation(s)(3)
Sheila R. James (1965)	Assistant Secretary since 2003 (NOX) and 2006 (NHS)	Vice President, NB LLC, since 2008 and Employee since 1999; formerly, Assistant Vice President, NB LLC (2007 to 2008); Assistant Secretary, nine registered investment companies for which NB Management acts as investment manager and administrator (six since 2002, two since 2003 and one since 2006).
Brian Kerrane (1969)	Vice President since 2008	Senior Vice President, NB LLC, since 2006; formerly, Vice President, NB LLC, 2002 to 2006; Vice President, NB Management, since 2008 and Employee since 1991; Vice President, nine registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008).
Kevin Lyons (1955)	Assistant Secretary since 2003 (NOX) and 2006 (NHS)	Assistant Vice President, NB LLC, since 2008 and Employee since 1999; Assistant Secretary, nine registered investment companies for which NB Management acts as investment manager and administrator (eight since 2003 and one since 2006).
Owen F. McEntee, Jr. (1961)	Vice President since 2008	Vice President, NB LLC, since 2006; Employee, NB Management, since 1992; Vice President, nine registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008).
John M. McGovern (1970)	Treasurer and Principal Financial and Accounting Officer since 2005 (NOX) and 2006 (NHS)	Senior Vice President, NB LLC, since 2007; formerly, Vice President, NB LLC, 2004 to 2006; Employee, NB Management, since 1993; Treasurer and Principal Financial and Accounting Officer, nine registered investment

companies for which NB Management acts as investment manager and administrator (eight since 2005 and one since 2006); formerly, Assistant Treasurer, nine registered investment companies for which NB Management acts as investment manager and administrator, 2002 to 2005.

Andrew Provencher (1965)	Vice President since 2008	Managing Director, NB Management, since 2008; Managing Director, NB LLC, since 2005; formerly, Senior Vice President, NB LLC, 2003 to 2005; Vice President, nine registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008).
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Name, (Year of Birth), and Address(1)	Position and Length of Time Served(2)	Principal Occupation(s)(3)
Frank Rosato (1971)	Assistant Treasurer since 2005 (NOX) and 2006 (NHS)	Vice President, NB LLC, since 2006; Employee, NB Management, since 1995; Assistant Treasurer, nine registered investment companies for which NB Management acts as investment manager and administrator (eight since 2005 and one since 2006).
Neil S. Siegel (1967)	Vice President since 2008	Managing Director, NB Management, since 2008; Managing Director, NB LLC, since 2006; formerly, Senior Vice President, NB LLC, 2004 to 2006; Vice President, nine registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008).
Chamaine Williams (1971)	Chief Compliance Officer since 2005 (NOX) and 2006 (NHS)	Senior Vice President, NB LLC, since 2007; Chief Compliance Officer, NB Management, since 2006; Chief Compliance Officer, nine registered investment companies for which NB Management acts as investment manager and administrator (eight since 2005 and one since 2006); formerly, Senior Vice President, LBI, 2007 to 2008; formerly, Vice President, LBI, 2003 to 2006; formerly, Chief Compliance Officer, Lehman Brothers Asset Management Inc., 2003 to 2007; formerly, Chief Compliance Officer, Lehman Brothers Alternative Investment Management LLC, 2003 to 2007.

- (1) The business address of each listed person is 605 Third Avenue, New York, New York 10158.
- (2) Pursuant to the by-laws of each Fund, each officer elected by the Directors shall hold office until his or her successor shall have been elected and qualified or until his or her earlier death, inability to serve, or resignation. Officers serve at the pleasure of the Directors and may be removed at any time with or without cause.
- (3) Except as otherwise indicated, each individual has held the positions shown for at least the last five years.

Compensation of Directors

The following table sets forth information concerning the compensation of the Funds' Directors. The Funds do not have any pension or retirement plan for their Directors. For the fiscal year ended October 31, 2009 and December 31, 2009, as applicable, the Directors received the amounts set forth in the following table from each Fund. For the calendar year ended December 31, 2009, the Directors received the compensation set forth in the following table for serving as trustee/director of the funds in the Neuberger Berman fund family. Each officer and Director who is a director, officer or employee of NB Management, NB LLC or any entity controlling, controlled by or under common control with NB Management or NB LLC serves as a Director and/ or officer without any compensation from the Funds.

TABLE OF COMPENSATION

Name and Position with each Fund	Aggregate Compensation from NHS for the Fiscal Year Ended December 31, 2009	Aggregate Compensation from NOX for the Fiscal Year Ended October 31, 2009	Total Compensation from Registered Investment Companies in the Neuberger Berman Fund Complex Paid to Directors For Calendar Year Ended December 31, 2009
Independent Directors			
John Cannon Director	\$3,352	\$3,101	\$160,000
Faith Colish Director	\$3,352	\$3,101	\$160,000
Martha C. Goss Director	\$3,140	\$2,908	\$150,000
C. Anne Harvey Director	\$3,352	\$3,101	\$160,000
Robert A. Kavesh Director	\$3,140	\$2,908	\$150,000
Michael M. Knetter Director	\$3,140	\$2,908	\$150,000
Howard A. Mileaf Director	\$3,140	\$2,908	150,000
George W. Morriss Director	\$3,352	\$3,101	\$160,000
Edward I. O'Brien Director	\$3,140	\$2,908	\$150,000
Cornelius T. Ryan Director	\$3,352	\$3,101	\$160,000
Tom D. Seip Chairman of the Board and Director	\$3,880	\$3,585	\$185,000
Candace L. Straight Director	\$3,352	\$3,101	\$160,000
Peter P. Trapp Director	\$3,563	\$3,295	\$170,000
Directors who are "Interested Persons"			
Joseph V. Amato* Director	N/A	N/A	N/A
Robert Conti* President, Chief Executive Officer and Director	N/A	N/A	N/A
Jack L. Rivkin Director	\$3,140	\$2,908	\$150,000

* Mr. Conti became a Director in December 2008 and Mr. Amato became a Director in March 2009.

For serving as a trustee/director of the funds in the Neuberger Berman fund family, each Independent Director and each Interested Director who is not an employee of NB Management or its affiliates receives an annual retainer of \$90,000, paid quarterly, and a fee of \$10,000 for each of the six regularly scheduled meetings he or she attends in-person or by telephone. For any additional special in-person or telephonic meeting of a Board, the Governance and Nominating Committee Chair determines whether a fee is warranted. To compensate for the additional time commitment, the Chair of each Committee receives \$10,000 per year except the Chair of the Executive Committee. No additional compensation is provided for service on a Board committee. The Non-Executive Chair who is also an Independent Director receives an additional \$35,000 per year.

The Neuberger Berman funds reimburse Independent Directors for their travel and other out-of-pocket expenses related to attendance at Board meetings. The Independent Director compensation is allocated to each fund in the Neuberger Berman fund family based on a method the Board finds reasonable.

Required Vote

The election of a nominee to the Board of NHS requires the affirmative vote of a plurality of the votes cast at the Meeting and the election of a nominee to the Board of NOX requires the affirmative vote of a majority of its outstanding shares.

THE DIRECTORS OF NHS AND NOX UNANIMOUSLY RECOMMEND

THAT YOU VOTE "FOR" EACH NOMINEE.

INFORMATION ON NHS'S AND NOX'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

E&Y audited financial statements for the fiscal year ended October 31, 2009 for NOX and for the fiscal year ended December 31, 2009 for NHS. E&Y, 200 Clarendon Street, Boston, MA 02116, serves as the independent registered public accounting firm for each Fund and provides audit services, tax compliance services and assistance and consultation in connection with the review of each Fund's filings with the SEC. In the opinion of the Audit Committee, the services provided by E&Y are compatible with maintaining the independence of each Fund's independent registered public accounting firm. The Board has selected E&Y as the independent registered public accounting firm for each of the Funds for the fiscal year ending October 31, 2010 for NOX and for the fiscal year ending December 31, 2010 for NHS. E&Y has served as each Fund's independent registered public accounting firm since the Fund's inception. E&Y has informed the Fund that it has no material direct or indirect financial interest in any Fund.

Representatives of E&Y are not expected to be present at the Meeting but have been given the opportunity to make a statement if they so desire and will be available should any matter arise requiring their presence. Information concerning the fees billed by the independent registered public accounting firm is included in Appendix F.

OTHER MATTERS

No business, other than as set forth above, is expected to come before the Meeting. Should any other matters requiring a vote of stockholders properly come before the Meeting, the persons named as proxies in the enclosed proxy will vote thereon in accordance with their best judgment in the interests of each Fund.

STOCKHOLDER PROPOSALS

Each Fund's Bylaws require stockholders wishing to nominate Directors or make proposals to be voted on at the Fund's annual meeting to provide notice of the nominations or proposals in writing delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Fund. To be valid, the notice must include all of the information specified in the applicable Fund's Bylaws. Stockholder proposals meeting tests contained in the SEC's proxy rules may, under certain conditions, be included in a Fund's proxy material for a particular annual stockholder meeting. Proposals submitted for inclusion in a Fund's proxy material for the 2011 annual meeting must be received by the Secretary on or before January __, 2011. The fact that the Funds receive a stockholder proposal in a timely manner does not ensure its

inclusion in its proxy material, since there are other requirements in the proxy rules relating to such inclusion. Stockholders who wish to make a proposal that would not be included in a Fund's proxy materials or to nominate a person or persons as a Director at a Fund's 2011 annual meeting must ensure that the proposal or nomination is delivered to the Secretary no earlier than December __, 2010 and no later than January __, 2011. However, if the date of the mailing of the notice for the annual meeting is advanced or delayed by more than thirty days from the anniversary date of the mailing of this year's notice for the annual meeting or a special meeting of stockholders is held, notice by the stockholders to be timely must be delivered no earlier than

120th day prior to the date of such meeting, and no later than the later to occur of (i) the 90th day prior to the date of such meeting or (ii) the 10th day following the day on which public announcement of the date of such meeting is first made by the Fund. The proposal or nomination must be in good order and in compliance with all applicable legal requirements, including the requirements set forth in each Fund's Bylaws. The Chairman of the Meeting may refuse to acknowledge a nomination or other proposal by a stockholder that is not made in the manner described above.

If the Agreement is approved and the Reorganization occurs, NHS and NOX will not hold an annual meeting of stockholders in 2011 or thereafter.

STOCKHOLDER COMMUNICATIONS WITH THE BOARDS

Stockholders may send communications that they would like to direct to a Board or to an individual director of a Fund to the attention of Chamaine Williams, Chief Compliance Officer of each Fund, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, NY, 10158-0180. The Boards have directed Ms. Williams to send such communications to the chairperson of a Fund's Ethics and Compliance Committee. Nominee recommendations and stockholder proposals should be directed to the attention of Claudia A. Brandon, Secretary of each Fund, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, NY, 10158-0180 as described in this Prospectus/Proxy Statement under "Stockholder Proposals."

VOTING INFORMATION

If an enclosed proxy card is executed properly and returned, shares represented thereby will be voted at the Meeting in accordance with the instructions on the proxy card. A proxy may be revoked at any time prior to its use by written notification received by the Secretary of Funds, by the execution of a subsequently dated proxy card or by attending the Meeting and voting in person. If the proxy card is signed but no instructions are specified on the proxy card, shares will be voted "FOR" the Proposals and "FOR," "ABSTAIN" or "AGAINST" any other matters acted upon at the Meeting in the discretion of the persons named as proxies.

The close of business on April 1, 2010, has been fixed as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting ("Record Date"). On that date, NHS had 11,030,799.652 Common Shares and 492 Preferred Shares outstanding and entitled to vote. On that date, NOX had 14,364,850 shares of Common Stock and 595 shares of Preferred Stock outstanding and entitled to vote.

For Proposal 1, NHS Shareholders and NOX Stockholders each will vote together as a single class on the Agreement. In addition, NHS Preferred Shareholders will vote separately on the Agreement. For Proposal 2, NHS Shareholders and NOX Stockholders each will vote together as a single class on each nominee, except for John Cannon who will only be elected by the NHS Preferred Shareholders and NOX Preferred Stockholders, each voting as a separate class. As to any other business that may properly come before the Meeting, NHS Shareholders or NOX Stockholders each may vote together as a single class or separately, depending on the requirements of the 1940 Act, the applicable state law, and each Fund's charter with respect to said item of business. Each NHS Shareholder will have one vote for each dollar, and a proportionate fraction of a vote for each fraction of a dollar, of the net asset value or liquidation preference per share of each share held on the Record Date. Each NOX Stockholder will have one vote for each full share of NOX Stock and each fractional share of NOX Stock is entitled to a proportionate part of one vote.

Solicitation is made primarily by the mailing of this Prospectus/Proxy Statement and the accompanying proxy card(s). Supplementary solicitations may be made by mail, telephone and electronic transmission or in person by regular employees of NB Management, affiliates of NB Management or other representatives of the

Funds. NB Management serves as each Fund's investment manager and administrator. In addition, each Fund has engaged Broadridge Financial Solutions, Inc., a proxy solicitation firm, to assist in the solicitation of proxies. The aggregate cost of retaining Broadridge Financial Solutions, Inc. is expected to be about \$27,500 plus expenses in connection with the solicitation of proxies. All expenses in connection with preparing this Prospectus/Proxy Statement and its enclosures, and additional solicitation expenses including reimbursement of brokerage firms and others for their expenses in forwarding proxy solicitation material to the beneficial owners of shares, will be borne by the Funds.

However, as noted above, any expenses above \$400,000 incurred in connection with the Reorganization will be borne by NB Management.

For NHS, the presence at the Meeting, in person or by proxy, of stockholders entitled to vote at least 25% of its shares outstanding and entitled to vote at the Meeting is required for a quorum. For NOX, the presence at the Meeting, in person or by proxy, of stockholders entitled to vote at least 33 1/3% of its shares outstanding and entitled to vote at the Meeting is required for a quorum. With respect to Proposal 1, the affirmative vote of a majority of outstanding NHS Shares and outstanding NOX Stock entitled to vote on the matter is required to approve the Agreement. With respect to Proposal 2, the election of a nominee to the Board of NHS requires the affirmative vote of a plurality of the votes cast at the Meeting and the election of a nominee to the Board of NOX requires the affirmative vote of a majority of a Fund's outstanding shares. With respect to other items of business, the necessary affirmative vote will depend on the requirements of the 1940 Act, applicable state law and the respective Fund's charter with respect to said item of business.

If a quorum is not present at the Meeting, the persons named as proxies may propose one or more adjournments of the Meeting to permit further solicitation of proxies. Subject to the rules established by the Chairman of the Meeting, the holders of a majority of NHS Shares or NOX Stock, as applicable, entitled to vote at the Meeting and present in person or by proxy may vote to adjourn, or, if no stockholder entitled to vote is present in person or by proxy, any officer present entitled to preside or act as secretary of the Meeting may adjourn the Meeting without determining the date of the meeting. In the former case, the persons named as proxies will vote in their discretion those proxies that they are entitled to vote "FOR" or "AGAINST" any proposal. If a quorum is present at the Meeting, the Chairman of the Meeting may adjourn the Meeting if sufficient votes are not received or for any other reason. A stockholder vote may be taken on a proposal prior to any such adjournment if sufficient votes have been received and it is otherwise appropriate.

Each of NHS and NOX expects that broker-dealer firms holding Stock in "street name" for the benefit of their customers and clients will request the instructions of such customers and clients on how to vote their Stock on the proposal at the Meeting. Each Fund understands that, under the rules of the NYSE and NYSE Amex, if no instructions have been received prior to the date specified in the broker-dealer firm's request for voting instructions, such broker-dealers such broker-dealers may grant authority to the proxies designated by the Fund to vote on the election of Directors for the Fund but will not have the authority to vote on Proposal 1. Certain broker-dealer firms may exercise discretion over Stock held in their names for which no instructions are received by voting such Stock in the same proportion as they have voted Stock for which they have received instructions.

In tallying stockholder votes, abstentions and "broker non-votes" (i.e., Stock held by brokers or nominees as to which instructions have not been received from the beneficial owners or the persons entitled to vote and either (i) the broker or nominee does not have discretionary voting power or (ii) the broker or nominee returns the proxy but expressly declines to vote on a particular matter) effectively will be a vote against Proposal 1 and Proposal 2 except that it will have no impact on the election of the Director nominees for NHS because the required vote is the plurality of votes cast. For shares held in individual retirement accounts (IRA, Roth IRA or SIMPLE Retirement plans), the IRA custodian will vote the shares in the account in accordance with instructions given by the depositor. However, if the depositor fails to provide instructions on how to vote the shares in the account, the custodian will vote the undirected shares in the same proportion as shares are voted in other individual retirement accounts.

As of April 1, 2010, NHS does not know of any person who owns beneficially more than 5% of its outstanding Common Shares or Preferred Shares other than those listed below.

Class of Shares	Name and Address of Beneficial	Amount and Percent Nature* of of
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	Owner	Beneficial Ownership	Class
Preferred	Metropolitan Life Insurance Company 10 Park Avenue Morristown, NJ 07962	492	100%

* Unless otherwise noted, each owner has sole voting and investment power over its shares.

** Based on a Form 3 filed by Metropolitan Life Insurance Company on November 21, 2008.

As of April 1, 2010, NOX does not know of any person who owns beneficially more than 5% of its outstanding Common Stock or Preferred Stock other than those listed below.

Class of Stock	Name and Address of Beneficial Owner	Amount and Nature* of Beneficial Ownership	Percent of Class
Preferred	Metropolitan Life Insurance Company 10 Park Avenue Morristown, NJ 07962	595	100%

* Unless otherwise noted, each owner has sole voting and investment power over its shares.

** Based on an amended Form 3 filed by Metropolitan Life Insurance Company on November 21, 2008.

In addition, the Directors and officers of each Fund, in the aggregate, owned less than 1% of each class of the Fund's outstanding shares as of April 1, 2010.

SERVICE PROVIDERS

The custodian of the assets of the Funds is State Street Bank and Trust Company, 225 Franklin Street, Boston, Massachusetts, 02110. The Custodian performs custodial, fund accounting and portfolio accounting services. The Funds' transfer agent, registrar and dividend paying agent is The Bank of New York, Attn: Corporate Trust Administration, 100 Church Street, 8th Floor, New York, New York 10286. The Bank of New York Mellon, 480 Washington Boulevard, Jersey City, NJ 07317 serves as agent for the Distribution Reinvestment Plan relating to the Common Stock.

E&Y, 200 Clarendon Street, Boston, MA 02116, serves as the independent registered public accounting firm for each Fund and provides audit services, tax compliance services and assistance and consultation in connection with the review of each Fund's filings with the SEC. E&Y audited NHS's financial statements for the fiscal year ended December 31, 2009. E&Y audited NOX's financial statements for the fiscal year ended October 31, 2009.

Certain legal matters concerning the issuance of New NHS Stock will be passed upon by K&L Gates LLP, 1601 K Street, N.W., Washington, DC 20006.

NOTICE TO BANKS, BROKER-DEALERS AND VOTING TRUSTEES AND THEIR NOMINEES

Please advise each Fund, c/o its Secretary, at 605 Third Avenue New York, New York 10158, whether other persons are beneficial owners of shares for which proxies are being solicited and, if so, the number of copies of the Prospectus/Proxy Statement you wish to receive in order to supply copies to such beneficial owners of shares.

By order of the Boards of Directors,

Claudia A. Brandon,

Secretary

Dated: May __, 2010

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FORM OF AGREEMENT AND PLAN OF REORGANIZATION

THIS AGREEMENT AND PLAN OF REORGANIZATION (“Agreement”) is made as of this ___ day of _____, 2010, among Neuberger Berman Income Opportunity Fund Inc., a Maryland corporation (“Target”), Neuberger Berman High Yield Strategies Fund, a Delaware statutory trust (“Old Fund”), and Neuberger Berman High Yield Strategies Fund Inc., also a Maryland corporation (“Acquiring Fund”). (As used herein, the word “Fund” refers to each of Target, Old Fund, and Acquiring Fund, except as indicated in paragraphs 4.1, 6.3, and 6.4.)

The Funds wish to combine the businesses of Target and Old Fund (each, an “Existing Fund”) and, for valid business reasons, to have Acquiring Fund continue the combined businesses. To accomplish this objective, the Funds wish to effect two separate reorganizations, each described in section 368(a)(1)1 (each, a “Reorganization”), and each Fund intends this Agreement to be, and adopts it as, a “plan of reorganization” within the meaning of the Regulations. The first Reorganization (“Conversion”) will involve Old Fund’s changing its identity, form, and place of organization through a reorganization described in section 368(a)(1)(F) -- by converting from a Delaware statutory trust to Acquiring Fund, a Maryland corporation (which is being established for the purpose of acquiring such assets and continuing Old Fund’s business) -- by (1) transferring all its assets to Acquiring Fund in exchange solely for Acquiring Fund Stock (as defined below) and Acquiring Fund’s assumption of all of Old Fund’s liabilities, (2) distributing that stock pro rata to Old Fund’s stockholders² in exchange for their shares in Old Fund and in complete liquidation thereof, and (3) dissolving and terminating Old Fund. The second Reorganization (“Merger”) will involve (a) Acquiring Fund’s acquisition of all of Target’s assets in exchange solely for Acquiring Fund Stock (and, under certain circumstances, Acquiring Fund’s delivery to Target of cash in lieu of fractional shares of common stock) and Acquiring Fund’s assumption of all of Target’s liabilities, (2) the distribution of that stock (and cash, if applicable) to Target’s stockholders in exchange for their shares of Target and in complete liquidation thereof, and (3) Target’s dissolution, in a reorganization described in section 368(a)(1)(C). Each Reorganization shall be consummated on the terms and conditions set forth herein.

Consummation of the Merger shall be contingent on consummation of the Conversion, but consummation of the Conversion shall not be contingent on consummation of the Merger. (For convenience, the balance of this Agreement generally refers only to a single Reorganization -- except, for example, provisions that apply differently to the Conversion and the Merger (or to the “acquired” Fund therein, i.e., Old Fund or Target) or state that they apply only to, or in the case of or with respect to, one or the other Reorganization -- but the terms and conditions hereof shall apply separately to each Reorganization and the Funds participating therein and their stockholders.)

Each Fund’s Board of Trustees/Directors (each, a “Board”), including a majority of its members who are not “interested persons” (as that term is defined in the Investment Company Act of 1940, as amended (“1940 Act”)) of any Fund, (1) has duly adopted and approved this Agreement and the transactions contemplated hereby and (2) has determined that participation in the Reorganization is in the best interests of its Fund and, in the case of each Existing Fund, that the interests of its existing stockholders will not be diluted as a result of the Reorganization.

Target’s capital stock is divided into one class of common stock (“Target Common Stock”) and one series of Perpetual Preferred Shares Series A (“Target Preferred Stock”) (collectively, “Target Stock”). Similarly, Old Fund’s shares of beneficial interest are divided into one class of common shares (“Old Fund Common Shares”) and one series of Perpetual Preferred Shares Series A (“Old Fund Preferred Shares”) (collectively, “Old Fund Shares”). (The term “Stock,” when used herein without reference to a Fund, applies to Target Stock or Old Fund Shares, as the context requires.) Acquiring Fund’s capital stock will be divided into one class of common stock

1 “Section” references are to the Internal Revenue Code of 1986, as amended (“Code”), unless otherwise noted, and “Treas. Reg. §” references are to the final, temporary, and proposed regulations under the Code (“Regulations”).

2 As used herein, the word “stockholder” (or “stockholders”) refers to a shareholder (or shareholders) of Old Fund and/or a stockholder (or stockholders) of Target or Acquiring Fund, and the word “share” (or “shares”) refers to a share (or shares) of beneficial interest in Old Fund or of stock of Target or Acquiring Fund, as the context requires.

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(“Acquiring Fund Common Stock”) and one series of Perpetual Preferred Shares Series A (“Acquiring Fund Preferred Stock”) (collectively, “Acquiring Fund Stock”).

Each Existing Fund also has issued privately placed notes (“Notes”). The outstanding Notes issued by Target (each, a “Target Note”) mature in October 2013, and the outstanding Notes issued by Old Fund (each, an “Old Fund Note”) mature in November 2013. Interest on the Notes is accrued daily and paid quarterly.

In consideration of the mutual promises contained herein, the Funds agree as follows:

1. PLAN OF REORGANIZATION

1.1. (a) The Conversion. Subject to the requisite approval of Old Fund’s stockholders and the terms and conditions set forth herein, Old Fund shall assign, sell, convey, transfer, and deliver all of its assets described in paragraph 1.2 (“Old Fund Assets”) to Acquiring Fund. In exchange therefor, Acquiring Fund shall --

(1) issue and deliver to Old Fund (i) the number of full and fractional shares (all references herein to “fractional” shares meaning fractions rounded to the third decimal place) of Acquiring Fund Common Stock equal to the number of full and fractional Old Fund Common Shares then outstanding, and (ii) the number of full shares of Acquiring Fund Preferred Stock equal to the number of full Old Fund Preferred Shares then outstanding, and

(2) assume all of Old Fund’s liabilities described in paragraph 1.3 (“Old Fund Liabilities”), and pursuant thereto shall issue notes in the same principal amounts as, and having terms substantially identical to, the Old Fund Notes.

(b) The Merger. Subject to the requisite approval of Target’s stockholders and the terms and conditions set forth herein, as soon after consummation of the Conversion as is reasonably practicable Target shall assign, sell, convey, transfer, and deliver all of its assets described in paragraph 1.2 (“Target Assets”) to Acquiring Fund. In exchange therefor, Acquiring Fund shall --

(1) issue and deliver to Target (i) the number of full and, except as otherwise provided in paragraph 1.7, fractional shares of Acquiring Fund Common Stock (or cash in lieu thereof), determined by dividing Target’s net value (computed as set forth in paragraph 2.1) attributable to the Target Common Stock by the net asset value (“NAV”) of a share of Acquiring Fund Common Stock (computed as set forth in paragraph 2.2), and (ii) the number of full shares of Acquiring Fund Preferred Stock equal to the number of full shares of Target Preferred Stock then outstanding, and

(2) assume all of Target’s liabilities described in paragraph 1.3 (“Target Liabilities”), and pursuant thereto shall issue notes (together with the notes issued pursuant to paragraph 1.1(a)(2), “Acquiring Fund Notes”) in the same principal amounts as, and having terms substantially identical to, the Target Notes.

Such transactions shall take place at the Closing (as defined in paragraph 3.1).

1.2. The Old Fund Assets and the Target Assets shall consist of all assets and property -- including all cash, cash equivalents, securities, commodities, futures interests, receivables (including interest and dividends receivable), claims and rights of action, rights to register shares under applicable securities laws, books and records, and deferred and prepaid expenses shown as assets on its books -- Old Fund owns at the Effective Time (as defined in paragraph 3.1) or Target owns at the Valuation Time (as defined in paragraph 2.1), respectively. (The term “Assets,” when used herein without reference to a Fund, applies to Old Fund Assets or Target Assets, as the context requires.)

1.3. The Old Fund Liabilities and the Target Liabilities shall consist of all of Old Fund's or Target's liabilities, debts, obligations, and duties of whatever kind or nature existing at the Effective Time or the Valuation Time, respectively, whether absolute, accrued, contingent, or otherwise, whether known or unknown, whether or not arising in the ordinary course of business, whether or not determinable at that time, and whether or not specifically

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referred to in this Agreement. (The term “Liabilities,” when used herein without reference to a Fund, applies to Old Fund Liabilities or Target Liabilities, as the context requires.) Notwithstanding the foregoing, each Existing Fund will endeavor to discharge all its known liabilities, debts, obligations, and duties before the Effective Time.

1.4. If the dividends and/or other distributions Target previously paid for its current taxable year do not equal or exceed the sum of its (a) “investment company taxable income” (within the meaning of section 852(b)(2)), computed without regard to any deduction for dividends paid, plus (b) “net capital gain” (as defined in section 1222(11)), after reduction by any capital loss carryover, for that year through the Effective Time, then on or immediately before the closing date provided for in paragraph 3.1 (“Closing Date”) for the Merger Target shall declare and pay (i) to the holders of Target Preferred Stock all accumulated due and unpaid dividends and (ii) to the holders of Target Common Stock one or more dividends and/or other distributions in an amount large enough so that, together with such previous distributions and the dividends described in (i), it will have distributed substantially all (and in any event not less than 98%) of that sum.

1.5. (a) At the Effective Time (or as soon thereafter as is reasonably practicable), Old Fund shall distribute the Acquiring Fund Stock it receives pursuant to paragraph 1.1(a)(1), and Target shall distribute the Acquiring Fund Stock (and, to the extent provided in paragraph 1.7, cash) it receives pursuant to paragraph 1.1(b)(1), to its stockholders of record determined at the Effective Time (each, a “Stockholder”), in proportion to their Old Fund Shares or Target Stock, as the case may be, then held of record and in constructive exchange therefor, and shall completely liquidate. Each such distribution shall be accomplished by Acquiring Fund’s transfer agent (“Transfer Agent”) opening accounts on Acquiring Fund’s stockholder records in the names of the Stockholders (except, in the case of the Merger, Stockholders in whose names accounts thereon already exist) and crediting each Stockholder’s newly opened or pre-existing account with the respective pro rata number of shares of Acquiring Fund Stock due such Stockholder, by class (i.e., the account for each Stockholder that holds Old Fund Common Shares or Target Common Stock shall be credited with the respective pro rata number of full and fractional (except as provided in paragraph 1.7) shares of Acquiring Fund Common Stock due that Stockholder, and the account for each Stockholder that holds Old Fund Preferred Shares or Target Preferred Stock shall be credited with the respective pro rata number of full shares of Acquiring Fund Preferred Stock due that Stockholder). All issued and outstanding Old Fund Shares and Target Stock, including any represented by certificates, shall simultaneously be canceled on the respective Existing Fund’s stockholder records. Acquiring Fund shall not issue certificates representing the Acquiring Fund Stock issued in connection with the Reorganization. Acquiring Fund shall redeem the Initial Share (as defined in paragraph 6.5) for the price at which it is issued at or before the Closing of the Conversion.

(b) At the Effective Time (or as soon thereafter as is reasonably practicable), (1) Old Fund shall distribute an Acquiring Fund Note it receives pursuant to paragraph 1.1(a)(2) to each holder of an Old Fund Note on the holder’s surrender thereof and in exchange therefor, and (2) Target shall distribute an Acquiring Fund Note it receives pursuant to paragraph 1.1(b)(2) to each holder of a Target Note on the holder’s surrender thereof and in exchange therefor.

1.6. Promptly after each Existing Fund’s stockholders approve this Agreement, (a) Target and Acquiring Fund shall jointly file articles of transfer complying with section 3-109 of the Maryland General Corporation Law (Titles 1-3 of the Corporations and Associations Article of the Maryland Code) (“Articles of Transfer”) with the Department of Assessments and Taxation of the State of Maryland (“Department”), and (b) each Fund shall file any other document(s) and take any other action(s) necessary or desirable to enable the Reorganization to be consummated in accordance with the requirements of all applicable law.

1.7. If, but for this paragraph, fractional shares of Acquiring Fund Common Stock would be delivered to Target pursuant to paragraph 1.1(b)(1) and thus distributed to its Stockholders pursuant to paragraph 1.5(a), such fractional shares (except the fractional share the agent for Target’s distribution reinvestment plan (“Plan Agent”) is entitled to receive) (“Non-deliverable Fractional Shares”) shall not be delivered to Target and instead either (a) the Transfer Agent

shall aggregate all the Non-deliverable Fractional Shares, sell them on the NYSE Amex, deliver the cash proceeds thereof (net of transaction costs) to Target pursuant to paragraph 1.1(b)(1)(i), and distribute such net proceeds to Target's Stockholders other than the Plan Agent, on Target's behalf, in proportion to the fractional shares they otherwise would have been entitled to receive pursuant to paragraph 1.5(a), or (b) Acquiring Fund shall purchase the Non-deliverable Fractional Shares at the NAV per full share of Acquiring

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Fund Common Stock at the Valuation Time, and the Transfer Agent shall distribute the proceeds thereof to such Stockholders, on Target's behalf, in such proportion.

1.8 As soon as reasonably practicable after distribution of the Acquiring Fund Stock and Acquiring Fund Notes pursuant to paragraph 1.5 and cash in lieu of Non-deliverable Fractional Shares pursuant to paragraph 1.7, if applicable, but in all events within twelve months after the Effective Time, each Existing Fund shall be dissolved (and, in Old Fund's case, terminated), and any further actions shall be taken in connection therewith as required by applicable law.

1.9 Any reporting responsibility of Target to a public authority, including the responsibility for filing regulatory reports, tax returns, and other documents with the Securities and Exchange Commission ("Commission"), any state securities commission, any federal, state, and local tax authorities, and any other relevant regulatory authority, is and shall remain its responsibility up to and including the date on which it is dissolved.

1.10 Any transfer taxes payable on issuance of Acquiring Fund Stock in a name other than that of the registered holder on Old Fund's or Target's stockholder records of the Old Fund Shares or Target Stock, respectively, actually or constructively exchanged therefor shall be paid by the person to whom that Acquiring Fund Stock is to be issued, as a condition of that transfer.

2. VALUATION

2.1 For purposes of paragraph 1.1(b)(1)(i), Target's net value shall be (a) the value of the Target Assets computed immediately after the close of regular trading on the New York Stock Exchange ("NYSE") and the declaration of any dividends on the Closing Date for the Merger ("Valuation Time"), using the valuation procedures established by Target's Board, less (b) the amount of the Target Liabilities at the Valuation Time.

2.2 For purposes of paragraph 1.1(b)(1)(i), the NAV per share of Acquiring Fund Common Stock shall be computed at the Valuation Time, using the valuation procedures established by Acquiring Fund's Board.

2.3 All computations pursuant to paragraphs 2.1 and 2.2 shall be made by or under the direction of Neuberger Berman Management LLC ("Advisor"), in its capacity as each Fund's administrator.

3. CLOSING AND CLOSING DATE

3.1 The Closing Date for the Conversion shall be _____, 2010, or another date as to which Old Fund and Acquiring Fund agree. The Closing Date for the Merger shall be a date as to which Target and Acquiring Fund agree that is no earlier than the latest of (a) the Conversion's Closing Date, (b) the date the Articles of Transfer are accepted for record by the Department, or (c) a later date specified in the Articles of Transfer not more than 30 days after they are so accepted (which later date must be a day on which the NYSE is open for regular trading ("Business Day")). All acts necessary to consummate a Reorganization ("Closing") shall be deemed to take place simultaneously at 5:00 p.m., Eastern Time, on its Closing Date ("Effective Time"), provided that if the Closings of both Reorganizations occur on the same day, the Effective Time for the Merger shall be immediately after the Conversion's Effective Time. (The terms "Closing," "Closing Date," and "Effective Time" as used herein apply to the Conversion, the Merger, or both, as the context requires.) The Closing shall be held at the Funds' offices or at such other place as to which they agree.

3.2 (a) Old Fund shall direct the custodian of its assets to deliver at the Closing a certificate (1) verifying that the information (including adjusted basis and holding period, by lot) concerning the Old Fund Assets, including all

portfolio securities, transferred by Old Fund to Acquiring Fund, as reflected on Acquiring Fund's books immediately after the Closing, does or will conform to such information on Old Fund's books immediately before the Closing and (2) stating that (i) the Old Fund Assets it holds will be transferred to Acquiring Fund at the Effective Time and (ii) all necessary taxes in conjunction with the delivery of the Old Fund Assets, including all applicable federal and state stock transfer stamps, if any, have been paid or provision for payment has been made.

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(b) Target shall direct the custodian of its assets to deliver at the Closing a certificate (1) verifying that the information (including adjusted basis and holding period, by lot) concerning the Target Assets, including all portfolio securities, transferred by Target to Acquiring Fund, as reflected on Acquiring Fund's books immediately after the Closing, does or will conform to such information on Target's books immediately before the Closing and (2) stating that (i) the Target Assets it holds will be transferred to Acquiring Fund at the Effective Time and (ii) all necessary taxes in conjunction with the delivery of the Target Assets, including all applicable federal and state stock transfer stamps, if any, have been paid or provision for payment has been made.

3.3. (a) Old Fund shall deliver, or shall have its transfer agent deliver, to Acquiring Fund at the Closing a list of its Stockholders' names and addresses and the number of full and, in the case of the agent for Old Fund's distribution reinvestment plan, fractional outstanding Old Fund Shares each such Stockholder owns, at the Effective Time, certified by Old Fund's Secretary or Assistant Secretary or by its transfer agent, as applicable. Acquiring Fund shall direct the Transfer Agent to deliver at the Closing a certificate as to the opening of accounts in the names of such Stockholders on Acquiring Fund's stockholder records. Acquiring Fund shall issue and deliver to Old Fund a confirmation, or other evidence satisfactory to Old Fund, that the Acquiring Fund Stock to be credited to Old Fund at the Effective Time has been credited to its account on such records. At the Closing, each of Old Fund and Acquiring Fund shall deliver to the other bills of sale, checks, assignments, stock certificates, receipts, or other documents the other Fund or its counsel reasonably requests.

(b) Target shall deliver, or shall have its transfer agent deliver, to Acquiring Fund at the Closing a list of its Stockholders' names and addresses and the number of full and, in the case of the Plan Agent, fractional outstanding shares of Target Stock each such Stockholder owns, at the Effective Time, certified by Target's Secretary or Assistant Secretary or by its transfer agent, as applicable. Acquiring Fund shall direct the Transfer Agent to deliver at the Closing a certificate as to the opening of accounts in the names of such Stockholders (except Stockholders in whose names accounts already exist) on Acquiring Fund's stockholder records. Acquiring Fund shall issue and deliver to Target a confirmation, or other evidence satisfactory to Target, that the Acquiring Fund Stock to be credited to Target at the Effective Time has been credited to its account on such records. At the Closing, each of Target and Acquiring Fund shall deliver to the other bills of sale, checks, assignments, stock certificates, receipts, or other documents the other Fund or its counsel reasonably requests.

3.4. In the case of the Merger, if at the Valuation Time (a) the NYSE or another primary trading market for portfolio securities of either Target or Acquiring Fund (each, an "Exchange") is closed to trading or trading thereupon is restricted or (b) trading or the reporting of trading on an Exchange or elsewhere is disrupted so that, in the judgment of the Board of either such Fund, accurate appraisal of the value of the net assets of either Fund is impracticable, the Closing Date shall be postponed until the first Business Day after the day when trading has been fully resumed and reporting has been restored.

3.5. Each Fund shall deliver to the other party to its Reorganization at the Closing a certificate executed in its name by its President or a Vice President in form and substance reasonably satisfactory to the recipient and dated the Closing Date, to the effect that the representations and warranties it made in this Agreement are true and correct on the Closing Date except as they may be affected by the transactions contemplated hereby.

4. REPRESENTATIONS AND WARRANTIES

4.1. Except as otherwise noted, each Existing Fund (each, in this paragraph, a "Fund") represents and warrants to Acquiring Fund as follows:

(a)

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Old Fund is a statutory trust that is duly organized, validly existing, and in good standing under the laws of the State of Delaware, and its Certificate of Trust has been duly filed in the office of the Secretary of State thereof;

(b) Target is a corporation that is duly incorporated, validly existing, and in good standing under the laws of the State of Maryland; and its Articles of Incorporation (“Articles”) are on file with the Department;

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- (c) The Fund is duly registered as a closed-end management investment company under the 1940 Act, such registration will be in full force and effect at the Effective Time, and no proceeding has been instituted to suspend such registration;
- (d) At the Effective Time, the Fund will have good and marketable title to its Assets and full right, power, and authority to sell, assign, transfer, and deliver its Assets hereunder free of any liens or other encumbrances (except securities that are subject to “securities loans,” as referred to in section 851(b)(2), or that are restricted to resale by their terms); and on delivery and payment therefor, Acquiring Fund will acquire good and marketable title thereto, subject to no restrictions on the full transfer thereof, including restrictions that might arise under the Securities Act of 1933, as amended (“1933 Act”), except as previously disclosed in writing to and accepted by Acquiring Fund;
- (e) The Fund is not currently engaged in, and its execution, delivery, and performance of this Agreement and consummation of the Reorganization will not result in, (1) a material violation of any provision of Delaware law (in the case of Old Fund) or Maryland law (in the case of Target), the Fund’s Agreement and Declaration of Trust (in the case of Old Fund) or By-Laws or its Articles (in the case of Target) or Target’s By-Laws, as the case may be, or of any agreement, indenture, instrument, contract, lease, or other undertaking (each, an “Undertaking”) to which the Fund is a party or by which it is bound or (2) the acceleration of any obligation, or the imposition of any penalty, under any Undertaking, judgment, or decree to which it is a party or by which it is bound;
- (f) All material contracts and other commitments of the Fund (other than this Agreement and certain investment contracts, including options, futures, and forward contracts) will terminate, or provision for discharge of any liabilities of the Fund thereunder will be made, on or before the Closing Date, without the Fund’s or Acquiring Fund’s incurring any liability or penalty with respect thereto and without diminishing or releasing any rights the Fund may have had with respect to actions taken or omitted or to be taken by any other party thereto before the Closing;
- (g) No litigation, administrative proceeding, or investigation of or before any court or governmental body is presently pending or, to its knowledge, threatened against the Fund or any of its properties or assets that, if adversely determined, would materially and adversely affect its financial condition or the conduct of its business; and the Fund knows of no facts that might form the basis for the institution of such proceedings and is not a party to or subject to the provisions of any order, decree, or judgment of any court or governmental body that materially and adversely affects its business or its ability to consummate the transactions contemplated hereby, except as otherwise disclosed to Acquiring Fund;
- (h) The Fund’s Statement of Assets and Liabilities, Statements of Operations and Changes in Net Assets, and Portfolio of Investments at and for the year ended on December 31, 2009 (in the case of Old Fund), and October 31, 2009 (in the case of Target), have been audited by Ernst & Young LLP, an independent registered public accounting firm, and present fairly, in all material respects, the Fund’s financial condition at the applicable date in accordance with generally accepted accounting principles consistently applied in the United States (“GAAP”); and to the Fund’s management’s knowledge and belief, there are no known contingent liabilities of the Fund required to be reflected on a balance sheet (including the notes thereto) in accordance with GAAP at such date that are not disclosed therein;
- (i) Since December 31, 2009 (in the case of Old Fund), and October 31, 2009 (in the case of Target), there has not been any material adverse change in the Fund’s financial condition, assets, liabilities, or business, other than changes occurring in the ordinary course of business, or any incurrence by the Fund of indebtedness maturing more than one year from the date such indebtedness was incurred; for purposes of this subparagraph, a decline in NAV per Old Fund Share or share of Target Stock, as applicable, due to declines in market values of securities the Fund holds or the discharge of the Fund’s liabilities shall not constitute a material adverse change;

(j) On the Closing Date, all federal and other tax returns, dividend reporting forms, and other tax-related reports of the Fund required by law to have been filed by such date (including any extensions) shall have been filed and are or will be correct in all material respects, and all federal and other taxes shown as due

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or required to be shown as due on such returns and reports shall have been paid or provision shall have been made for the payment thereof; and to the Fund's knowledge, no such return is currently under audit and no assessment has been asserted with respect to such returns;

- (k) For each taxable year of its operation (including the taxable year that ends, in the case of the Merger, on the Closing Date), the Fund has met (or for its current taxable year will meet) the requirements of Subchapter M of Chapter 1 of Subtitle A of the Code ("Subchapter M") for qualification as a regulated investment company ("RIC") and has been (or will be) eligible to and has computed (or will compute) its federal income tax under section 852; from the time the Fund's Board approves this Agreement ("Approval Time") through the Effective Time, the Fund will invest its assets in a manner that ensures its compliance with the foregoing; from the Approval Time through the Effective Time, Target will not dispose of and/or acquire any assets (1) for the purpose of satisfying Acquiring Fund's investment objective or policies or (2) for any other reason except in the ordinary course of its business as a RIC; and the Fund has no earnings and profits accumulated in any taxable year in which the provisions of Subchapter M did not apply to it;
- (l) Target is in the same line of business as Acquiring Fund is in, for purposes of Treas. Reg. § 1.368-1(d)(2), and did not enter into that line of business as part of the plan of reorganization;
- (m) At the Effective Time, (1) at least 33 % of Target's portfolio assets will meet Acquiring Fund's investment objective, strategies, policies, risks, and restrictions, (2) Target will not have altered its portfolio in connection with the Reorganization to meet that 33 % threshold, and (3) Target will not have modified its investment objective or any of its investment strategies, policies, risks, or restrictions as part of the plan of reorganization for purposes of Treas. Reg. § 1.368-1(d)(2);
- (n) To the best of Target Fund's management's knowledge, at the record date for its stockholders entitled to vote on approval of this Agreement, there was no plan or intention by its stockholders to sell, exchange, or otherwise dispose of a number of shares of Target Stock (or Acquiring Fund Stock to be received in the Merger), in connection with the Merger, that would reduce their ownership of Target Stock (or such Acquiring Fund Stock) to a number of shares that was less than 50% of the number of shares of Target Stock at that date;
- (o) All issued and outstanding Stock is, and on the Closing Date will be, duly and validly issued and outstanding, fully paid, and non-assessable by the Fund; all issued and outstanding Stock will, at the Effective Time, be held by the persons and in the amounts set forth in the records described in paragraph 3.3; and the Fund does not have outstanding any options, warrants, or other rights to subscribe for or purchase any Stock, nor is there outstanding any security convertible into any Stock;
- (p) The Fund incurred the Liabilities, which are associated with the Assets, in the ordinary course of its business;
- (q) The Fund is not under the jurisdiction of a court in a "title 11 or similar case" (as defined in section 368(a)(3)(A));
- (r) During the five-year period ending on the Closing Date, (1) neither Target nor any person "related" (within the meaning of Treas. Reg. § 1.368-1(e)(4) ("Related"), without regard to Treas. Reg. § 1.368-1(e)(4)(i)(A)) to it will have acquired Target Stock, either directly or through any transaction, agreement, or arrangement with any other person, with consideration other than Acquiring Fund Stock or Target Stock, except pursuant to offers to purchase Target Stock that were unrelated to and not in any way connected with either Reorganization, and (2) no distributions will have been made with respect to Target Stock, other than normal, regular dividend distributions made pursuant to Target's historic dividend-paying practice and dividends and other distributions declared and paid to ensure Target's continuing qualification as a RIC and to avoid the imposition of fund-level tax;

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- (s) Not more than 25% of the value of the Fund's total assets (excluding cash, cash items, and U.S. government securities) is invested in the stock and securities of any one issuer, and not more than 50% of the value of such assets is invested in the stock and securities of five or fewer issuers;
- (t) The Registration Statement (as defined in paragraph 4.3(a)) (other than written information provided by another Fund for inclusion therein) will, on its effective date, on the Closing Date, and at the time of the Stockholders Meeting (as defined in paragraph 5.1), not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which such statements were made, not misleading;
- (u) The Acquiring Fund Stock is not being acquired for the purpose of any distribution thereof, other than in accordance with the terms hereof; and
- (v) Old Fund's Agreement and Declaration of Trust permits Old Fund to vary its stockholders' investment; and Old Fund does not have a fixed pool of assets -- it is a managed portfolio of securities, and the Advisor has the authority to buy and sell securities for it.

4.2. Acquiring Fund represents and warrants to each Existing Fund as follows:

- (a) Acquiring Fund is a corporation that is duly incorporated, validly existing, and in good standing under the laws of the State of Maryland; and its Articles are on file with the Department;
- (b) Acquiring Fund is duly registered as a closed-end management investment company under the 1940 Act, such registration will be in full force and effect at the Effective Time, and no proceeding has been instituted to suspend such registration;
- (c) With respect to the Conversion, (1) Acquiring Fund has not commenced operations and will not do so until after the Closing and (2) before the Closing, there will be no (i) issued and outstanding Acquiring Fund Stock, (ii) options, warrants, or other rights to subscribe for or purchase any Acquiring Fund Stock, (iii) security convertible into any Acquiring Fund Stock, or (iv) any other securities issued by Acquiring Fund, except the Initial Share;
- (d) No consideration other than Acquiring Fund Stock (and Acquiring Fund's assumption of the Liabilities and, if applicable, cash in lieu of Non-deliverable Fractional Shares) will be issued in exchange for the Assets in the Reorganization;
- (e) Acquiring Fund is not engaged currently, and its execution, delivery, and performance of this Agreement will not result, in (1) a material violation of its Articles or By-Laws or of any Undertaking to which Acquiring Fund is a party or by which it is bound or (2) the acceleration of any obligation, or the imposition of any penalty, under any Undertaking, judgment, or decree to which Acquiring Fund is a party or by which it is bound;
- (f) No litigation, administrative proceeding, or investigation of or before any court or governmental body is presently pending or, to its knowledge, threatened against Acquiring Fund or any of its properties or assets that, if adversely determined, would materially and adversely affect its financial condition or the conduct of its business; and Acquiring Fund knows of no facts that might form the basis for the institution of such proceedings and is not a party to or subject to the provisions of any order, decree, or judgment of any court or governmental body that materially and adversely affects its business or its ability to consummate the transactions contemplated hereby;
- (g)

With respect to the Conversion, Acquiring Fund will meet the requirements of Subchapter M for qualification as a RIC for its taxable year in which the Conversion occurs and it intends to continue to meet all such requirements for the next taxable year; and with respect to the Merger, (1) for each taxable year of its operation (including the taxable year that includes the Closing Date), Acquiring Fund will meet those requirements and will be eligible to and will compute its federal income tax under section

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852, and (2) Acquiring Fund has no earnings and profits accumulated in any taxable year in which the provisions of Subchapter M did not apply to it;

- (h) Acquiring Fund does not have outstanding any options, warrants, or other rights to subscribe for or purchase any Acquiring Fund Stock, nor is there outstanding any security convertible into any Acquiring Fund Stock;
- (i) Acquiring Fund has no plan or intention to issue additional Acquiring Fund Stock following the Merger (if both Reorganizations are consummated) or the Conversion (if it is the only Reorganization that is consummated) except to the agent for its distribution reinvestment plan; nor does Acquiring Fund, or any person Related to it, have, on the Closing Date, any plan or intention to acquire or purchase -- either directly or through any transaction, agreement, or arrangement with any other person -- any Acquiring Fund Stock issued in the Reorganization, other than pursuant to one or more offers to purchase Acquiring Fund Stock that Acquiring Fund's Board may approve in the future and that are unrelated to and not in any way connected with either Reorganization;
- (j) Following the Merger, Acquiring Fund (1) will continue Target's "historic business" (within the meaning of Treas. Reg. § 1.368-1(d)(2)) and (2) will use a significant portion of Target's "historic business assets" (within the meaning of Treas. Reg. § 1.368-1(d)(3)) in a business; moreover, Acquiring Fund (3) has no plan or intention to sell or otherwise dispose of any of the Assets, except for dispositions made in the ordinary course of that business and dispositions necessary to maintain its status as a RIC, and (4) expects to retain substantially all the Assets in the same form as it receives them in the Reorganization, unless and until subsequent investment circumstances suggest the desirability of change or it becomes necessary to make dispositions thereof to maintain such status;
- (k) Acquiring Fund is in the same line of business as Target was in preceding the Merger, for purposes of Treas. Reg. § 1.368-1(d)(2), and did not enter into that line of business as part of the plan of reorganization; following the Merger, Acquiring Fund will continue, and has no intention to change, that line of business; and at the Effective Time, (1) at least 33 % of Target's portfolio assets will meet Acquiring Fund's investment objective, strategies, policies, risks, and restrictions, (2) Acquiring Fund will not have modified its investment objective or any of its investment strategies, policies, risks, or restrictions as part of the plan of reorganization for purposes of Treas. Reg. § 1.368-1(d)(2), and (3) Acquiring Fund will have no plan or intention to change its investment objective or any of its investment strategies, policies, risks, or restrictions after the Merger;
- (l) There is no plan or intention for Acquiring Fund to be dissolved or merged into another corporation or a statutory or business trust or any "fund" thereof (as defined in section 851(g)(2)) following the Reorganization;
- (m) Acquiring Fund does not directly or indirectly own, nor on the Closing Date will it directly or indirectly own, nor has it directly or indirectly owned at any time during the past five years, any Target Stock;
- (n) Before or pursuant to the Merger, neither Acquiring Fund nor any person Related to it will have acquired Target Stock with consideration other than Acquiring Fund Stock;
- (o) Assuming the truthfulness and correctness of the representation and warranty in paragraph 4.1(s), immediately after the Reorganization, (1) not more than 25% of the value of Acquiring Fund's total assets (excluding cash, cash items, and U.S. government securities) will be invested in the stock and securities of any one issuer and (2) not more than 50% of the value of such assets will be invested in the stock and securities of five or fewer issuers;
- (p) The Acquiring Fund Stock to be issued and delivered to Target, for the Stockholders' accounts, pursuant to the terms of this Agreement, (1) will on the Closing Date have been duly authorized and, with respect to the Acquiring Fund Common Stock, duly registered under the federal securities laws and (2) when so

issued and delivered, will be duly and validly issued and outstanding Acquiring Fund Stock and will be fully paid and non-assessable by Acquiring Fund; and

(q) The Registration Statement (other than written information provided by the Existing Funds for inclusion therein) will, on its effective date, on the Closing Date, and at the time of the Stockholders Meeting, not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which such statements were made, not misleading.

4.3. Except as otherwise noted, each Fund participating in a Reorganization represents and warrants to the other Fund participating therein as follows:

(a) No governmental consents, approvals, authorizations, or filings are required under the 1933 Act, the Securities Exchange Act of 1934, as amended ("1934 Act"), the 1940 Act, or state securities laws for its execution or performance of this Agreement, except for (1) Acquiring Fund's filing with the Commission of a registration statement on Form N-14 relating to the Acquiring Fund Common Stock issuable hereunder, and any supplement or amendment thereto ("Registration Statement"), and (2) such consents, approvals, authorizations, and filings as have been made or received or as may be required subsequent to the Closing Date;

(b) The fair market value of the Acquiring Fund Stock each Stockholder receives (together with cash in lieu of Non-deliverable Fractional Shares, if applicable) will be approximately equal to the fair market value of its Stock it actually or constructively surrenders in exchange therefor;

(c) Each of Target and Acquiring Fund represents and warrants to the other Fund that its management (1) is unaware of any plan or intention of Stockholders to sell or otherwise dispose of (i) any portion of their Target Stock before the Merger to any person Related to either Fund or (ii) any portion of the Acquiring Fund Stock they receive in the Merger to any person Related to Acquiring Fund, and (2) does not anticipate dispositions of such Acquiring Fund Stock at the time of or soon after the Merger to exceed the usual rate and frequency of dispositions of shares of Target Stock;

(d) The Stockholders will pay their own expenses, if any, incurred in connection with the Reorganization;

(e) The fair market value of the Assets on a going concern basis will equal or exceed the Liabilities to be assumed by Acquiring Fund and those to which the Assets are subject;

(f) Immediately after the Conversion, Old Fund's Stockholders will own all the Acquiring Fund Stock and will own same solely by reason of their ownership of the Old Fund Shares immediately before the Conversion;

(g) Immediately after the Conversion, Acquiring Fund will hold the same assets -- except for assets used to pay the Funds' expenses incurred in connection with the Conversion -- and be subject to the same liabilities that Old Fund held or was subject to immediately before the Conversion, plus any liabilities for such expenses; and such excepted assets, together with the amount of all distributions (other than regular, normal dividends) Old Fund made immediately preceding the Conversion, will, in the aggregate, constitute less than 1% of its net assets;

(h) With respect to the Merger, at the Effective Time, there will be no intercompany indebtedness between Target and Acquiring Fund that was issued or acquired, or will be settled, at a discount;

(i) Pursuant to the Merger, Target will transfer to Acquiring Fund, and Acquiring Fund will acquire, at least 90% of the fair market value of the net assets, and at least 70% of the fair market value of the gross assets, Target held immediately before the Merger; for the purposes of the foregoing, any amounts Target uses to pay dissenters, its

reorganization expenses, Stockholders who receive cash, and distributions immediately before the Merger (except (i) dividends and other distributions declared and

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paid to ensure Target's continuing qualification as a RIC and to avoid the imposition of fund-level tax and (ii) regular, normal dividend distributions on the Target Preferred Stock) will be included as assets held thereby immediately before the Merger

- (j) Immediately after the Merger, the Stockholders will not own shares constituting "control" (within the meaning of section 368(a)(2)(H)(i), i.e., as defined in section 304(c) -- generally, the ownership of shares possessing at least 50% of the total combined voting power of all classes of shares entitled to vote or at least 50% of the total value of shares of all classes) of Acquiring Fund;
- (k) None of the compensation received by any Stockholder who is an employee of or service provider to Target will be separate consideration for, or allocable to, any of the Target Stock that Stockholder held; none of the Acquiring Fund Stock any such Stockholder receives will be separate consideration for, or allocable to, any employment agreement, investment advisory agreement, or other service agreement; and the compensation paid to any such Stockholder will be for services actually rendered and will be commensurate with amounts paid to third parties bargaining at arm's-length for similar services; and
- (l) Neither Fund will be reimbursed for any expenses incurred by it or on its behalf in connection with the Reorganization unless those expenses are solely and directly related to the Reorganization (determined in accordance with the guidelines set forth in Rev. Rul. 73-54, 1973-1 C.B. 187) ("Reorganization Expenses").

5. COVENANTS

- 5.1. Each Existing Fund covenants to call a meeting of its stockholders to consider and act on this Agreement and to take all other action necessary to obtain approval of the transactions contemplated hereby (each, a "Stockholders Meeting").
- 5.2. Each Existing Fund covenants that the Acquiring Fund Stock to be delivered hereunder is not being acquired for the purpose of making any distribution thereof, other than in accordance with the terms hereof.
- 5.3. Each of Target and Old Fund covenants that it will assist Acquiring Fund in obtaining information Acquiring Fund reasonably requests concerning the beneficial ownership of Target Stock and Old Fund Stock, respectively.
- 5.4. Each Existing Fund covenants that it will turn over its books and records (including all books and records required to be maintained under the 1940 Act and the rules and regulations thereunder) to Acquiring Fund at the Closing.
- 5.5. Each Fund covenants to cooperate in preparing the Registration Statement in compliance with applicable federal and state securities laws.
- 5.6. Each Fund covenants that it will, from time to time, as and when requested by the other Fund participating in the Reorganization thereof, execute and deliver or cause to be executed and delivered all assignments and other instruments, and will take or cause to be taken further action, the other Fund deems necessary or desirable in order to vest in, and confirm to, (a) Acquiring Fund, title to and possession of all the Assets, and (b) the Existing Fund, title to and possession of the Acquiring Fund Stock to be delivered hereunder, and otherwise to carry out the intent and purpose hereof.

5.7. Acquiring Fund covenants to use all reasonable efforts to obtain the approvals and authorizations required by the 1933 Act, the 1940 Act, and state securities laws it deems appropriate to continue its operations after the Closing Date.

5.8. Subject to this Agreement, each Fund covenants to take or cause to be taken all actions, and to do or cause to be done all things, reasonably necessary, proper, or advisable to consummate and effectuate the transactions contemplated hereby.

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6. CONDITIONS PRECEDENT

Each Fund's obligations hereunder shall be subject to (a) performance by the other Fund of all its obligations to be performed hereunder at or before the Closing, (b) all representations and warranties of the other Fund contained herein being true and correct in all material respects at the date hereof and, except as they may be affected by the transactions contemplated hereby, at the Effective Time, with the same force and effect as if made at and at such time, and (c) the following further conditions that, at or before such time:

6.1. All necessary filings shall have been made with the Commission, and no order or directive shall have been received that any other or further action is required to permit the parties to carry out the transactions contemplated hereby. The Registration Statement shall have become effective under the 1933 Act, no stop orders suspending the effectiveness thereof shall have been issued, and, to each Fund's knowledge, no investigation or proceeding for that purpose shall have been instituted or be pending, threatened, or contemplated under the 1933 Act, and the Commission shall not have issued an unfavorable report with respect to the Reorganization under section 25(b) of the 1940 Act nor instituted any proceedings seeking to enjoin consummation of the transactions contemplated hereby under section 25(c) of the 1940 Act. All consents, orders, and permits of federal, state, and local regulatory authorities (including the Commission) either Fund deems necessary to permit consummation, in all material respects, of the transactions contemplated hereby shall have been obtained, except where failure to obtain same would not involve a risk of a material adverse effect on either Fund's assets or properties.

6.2. On the Closing Date, no action, suit, or other proceeding shall be pending before any court or governmental agency in which it is sought to restrain or prohibit, or to obtain damages or other relief in connection with, the transactions contemplated hereby.

6.3. Old Fund and Acquiring Fund (each, in this paragraph, a "Fund") shall have received an opinion of K&L Gates LLP ("Counsel") as to the federal income tax consequences mentioned below ("Conversion Tax Opinion"). In rendering the Conversion Tax Opinion, Counsel may rely as to factual matters, exclusively and without independent verification, on (a) the representations and warranties made in this Agreement, which Counsel may treat as representations and warranties made to it, and in separate letters addressed to Counsel and (b) the certificates delivered pursuant to paragraph 3.5. The Conversion Tax Opinion shall be substantially to the effect that, based on the facts and assumptions stated therein and conditioned on consummation of the Conversion in accordance with this Agreement (without the waiver or modification of any terms or conditions hereof and without taking into account any amendment hereof that Counsel has not approved), for federal income tax purposes:

- (a) Acquiring Fund's acquisition of the Old Fund Assets in exchange solely for Acquiring Fund Stock and its assumption of the Old Fund Liabilities, followed by Old Fund's distribution of that stock pro rata to its Stockholders actually or constructively in exchange for their Old Fund Shares, will qualify as a "reorganization" (as defined in section 368(a)(1)(F)), and each Fund will be "a party to a reorganization" within the meaning of section 368(b);
- (b) Old Fund will recognize no gain or loss on the transfer of the Old Fund Assets to Acquiring Fund in exchange solely for Acquiring Fund Stock and Acquiring Fund's assumption of the Old Fund Liabilities or on the subsequent distribution of that stock to Old Fund's Stockholders in exchange for their Old Fund Shares;
- (c) Acquiring Fund will recognize no gain or loss on its receipt of the Old Fund Assets in exchange solely for Acquiring Fund Stock and its assumption of the Old Fund Liabilities;
- (d)

Acquiring Fund's basis in each Old Fund Asset will be the same as Old Fund's basis therein immediately before the Conversion, and Acquiring Fund's holding period for each Old Fund Asset will include Old Fund's holding period therefor (except where Acquiring Fund's investment activities have the effect of reducing or eliminating an Old Fund Asset's holding period);

(e) An Old Fund Stockholder will recognize no gain or loss on the exchange of all its Old Fund Shares solely for Acquiring Fund Stock pursuant to the Conversion;

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- (f) An Old Fund Stockholder's aggregate basis in the Acquiring Fund Stock it receives in the Conversion will be the same as the aggregate basis in its Old Fund Shares it actually or constructively surrenders in exchange for that Acquiring Fund Stock, and its holding period for that Acquiring Fund Stock will include, in each instance, its holding period for those Old Fund Shares, provided the Stockholder holds those shares as capital assets on the Closing Date;
- (g) A holder of an Old Fund Note (or Notes) will recognize no gain or loss on the exchange thereof solely for an Acquiring Fund Note (or Notes) of equal principal amount having substantially identical terms pursuant to the Conversion; and
- (h) For purposes of section 381, Acquiring Fund will be treated just as Old Fund would have been treated if there had been no Conversion. Accordingly, the Conversion will not result in the termination of Old Fund's taxable year, Old Fund's tax attributes enumerated in section 381(c) will be taken into account by Acquiring Fund as if there had been no Conversion, and the part of Old Fund's taxable year before the Conversion will be included in New Fund's taxable year after the Conversion.

Notwithstanding subparagraphs (b) and (d), the Conversion Tax Opinion may state that no opinion is expressed as to the effect of the Conversion on the Funds or any Old Fund Stockholder with respect to any Old Fund Asset as to which any unrealized gain or loss is required to be recognized for federal income tax purposes on the termination or transfer thereof under a mark-to-market system of accounting.

6.4. Target and Acquiring Fund (each, in this paragraph, a "Fund") shall have received an opinion of Counsel as to the federal income tax consequences mentioned below ("Merger Tax Opinion"). In rendering the Merger Tax Opinion, Counsel may rely as to factual matters, exclusively and without independent verification, on (a) the representations and warranties made in this Agreement, which Counsel may treat as representations and warranties made to it, and in separate letters addressed to Counsel and (b) the certificates delivered pursuant to paragraph 3.5. The Merger Tax Opinion shall be substantially to the effect that, based on the facts and assumptions stated therein and conditioned on consummation of the Merger in accordance with this Agreement (without the waiver or modification of any terms or conditions hereof and without taking into account any amendment hereof that Counsel has not approved), for federal income tax purposes:

- (a) Acquiring Fund's acquisition of the Target Assets in exchange solely for Acquiring Fund Stock (and cash in lieu of Non-deliverable Fractional Shares, if applicable) and its assumption of the Target Liabilities, followed by Target's distribution of that stock pro rata to its Stockholders (and the distribution of any such cash to its Stockholders entitled thereto) actually or constructively in exchange for their Target Stock, will qualify as a "reorganization" (as defined in section 368(a)(1)(C)), and each Fund will be "a party to a reorganization" within the meaning of section 368(b);
- (b) Target will recognize no gain or loss on the transfer of the Target Assets to Acquiring Fund in exchange solely for Acquiring Fund Stock (and cash, if applicable) and Acquiring Fund's assumption of the Target Liabilities or on the subsequent distribution of that stock (and cash, if applicable) to Target's Stockholders in exchange for their Target Stock;
- (c) Acquiring Fund will recognize no gain or loss on its receipt of the Target Assets in exchange solely for Acquiring Fund Stock (and cash, if applicable) and its assumption of the Target Liabilities;
- (d) Acquiring Fund's basis in each Target Asset will be the same as Target's basis therein immediately before the Merger, and Acquiring Fund's holding period for each Target Asset will include Target's holding period therefor (except where Acquiring Fund's investment activities have the effect of reducing or eliminating a Target Asset's

holding period);

- (e) A Target Stockholder will recognize no gain or loss on the exchange of all its Target Stock for Acquiring Fund Stock pursuant to the Merger, except to the extent the Stockholder receives cash in lieu of a Non-deliverable Fractional Share;

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(f) A Target Stockholder's aggregate basis in the Acquiring Fund Stock it receives in the Merger will be the same as the aggregate basis in its Target Stock it actually or constructively surrenders in exchange for that Acquiring Fund Stock, and its holding period for that Acquiring Fund Stock will include, in each instance, its holding period for that Target Stock, provided the Stockholder holds that stock as a capital asset on the Closing Date; and

(g) A holder of a Target Note (or Notes) will recognize no gain or loss on the exchange thereof solely for an Acquiring Fund Note (or Notes) of equal principal amount having substantially identical terms pursuant to the Merger.

Notwithstanding subparagraphs (b) and (d), the Merger Tax Opinion may state that no opinion is expressed as to the effect of the Merger on the Funds or any Target Stockholder with respect to any Target Asset as to which any unrealized gain or loss is required to be recognized for federal income tax purposes at the end of a taxable year (or on the termination or transfer thereof) under a mark-to-market system of accounting.

6.5 Before the Closing of the Conversion, Acquiring Fund's Board shall have authorized the issuance of, and Acquiring Fund shall have issued, one share of Acquiring Fund Common Stock ("Initial Share") to the Advisor or an affiliate thereof in consideration of the payment of a reasonable offering price, as determined by that Board, to vote on the management and sub-advisory agreements and other agreements and plans referred to in paragraph 6.6 and to take whatever other action it may be required to take as Acquiring Fund's sole stockholder.

6.6. With respect to the Conversion, Acquiring Fund shall have entered into, or adopted, as appropriate, a management agreement, a sub-advisory agreement, and other agreements and plans necessary for Acquiring Fund's operation as a closed-end investment company. Each such agreement shall have been approved by Acquiring Fund's Board and, to the extent required by law (as interpreted by Commission staff positions), by its directors who are not "interested persons" (as defined in the 1940 Act) thereof and by the Advisor or its affiliate as Acquiring Fund's sole stockholder.

6.7. At any time before the Closing, any Fund may waive any of the foregoing conditions (except those set forth in paragraphs 6.1 and 6.3 or 6.4, as applicable) if, in the judgment of its Board, such waiver will not have a material adverse effect on its stockholders' interests.

7. EXPENSES

Subject to complying with the representation contained in paragraph 4.3(j), each Existing Fund shall bear \$200,000 of the first \$400,000 of Reorganization Expenses and the Advisor shall bear all the Reorganization Expenses in excess of that amount. The Reorganization Expenses include costs associated with obtaining any necessary order of exemption from the 1940 Act, preparation of the Registration Statement, printing and distributing Acquiring Fund's prospectus and each Existing Fund's proxy materials, legal fees, accounting fees, securities registration fees, and expenses of holding stockholders meetings. Notwithstanding the foregoing, expenses shall be paid by the Fund directly incurring them if and to the extent that payment thereof by another person would result in that Fund's disqualification as a RIC or would prevent the Reorganization in which it participates from qualifying as a tax-free reorganization.

8. ENTIRE AGREEMENT; NO SURVIVAL

No Fund has made any representation, warranty, or covenant not set forth herein, and this Agreement constitutes the entire agreement among the Funds. The representations, warranties, and covenants contained herein or in any document delivered pursuant hereto or in connection herewith shall not survive the Closing.

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9. TERMINATION

This Agreement may be terminated at any time at or before the Closing:

9.1. By any Fund (a) in the event of another Fund's material breach of any representation, warranty, or covenant contained herein to be performed at or before the Closing, (b) if a condition to its obligations has not been met and it reasonably appears that such condition will not or cannot be met, or (c) if the Closing has not occurred on or before _____, 2010, or such other date as to which the Funds agree; or

9.2. By the Funds' mutual agreement.

In the event of termination under paragraphs 9.1(c) or 9.2, no Fund (nor its trustees/directors, officers, or stockholders) shall have any liability to either other Fund.

10. AMENDMENTS

The Funds may amend, modify, or supplement this Agreement at any time in any manner they mutually agree on in writing, notwithstanding Old Fund's or Target's stockholders' approval thereof; provided that, in either case, following such approval no such amendment, modification, or supplement shall have a material adverse effect on the relevant Stockholders' interests.

11. MISCELLANEOUS

11.1. This Agreement shall be governed by and interpreted in accordance with the internal laws of the State of Maryland, without giving effect to principles of conflict of laws; provided that, in the case of any conflict between those laws and the federal securities laws, the latter shall govern.

11.2. Nothing expressed or implied herein is intended or shall be construed to confer on or give any person, firm, trust, or corporation other than the Funds and their respective successors and assigns any rights or remedies under or by reason of this Agreement.

11.3. Notice is hereby given that this instrument is executed and delivered on behalf of Old Fund's trustees solely in their capacities as trustees and not individually. Each Fund's obligations under this instrument are not binding on or enforceable against any of its trustees/directors, officers, or stockholders but are only binding on and enforceable against its property. Each Fund, in asserting any rights or claims under this Agreement, shall look only to the other Fund's property in settlement of such rights or claims and not to such trustees/directors, officers, or stockholders.

11.4. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been executed by each Fund and delivered to the other Funds. The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

11.5. Any term or provision of this Agreement that is invalid or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms and provisions hereof or affecting the validity or enforceability of any of the terms

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and provisions hereof in any other jurisdiction.

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IN WITNESS WHEREOF, each party has caused this Agreement to be executed and delivered by its duly authorized officer as of the day and year first written above.

NEUBERGER BERMAN INCOME OPPORTUNITY FUND INC.

By: _____

Name: _____
President and Chief Executive Officer

NEUBERGER BERMAN HIGH YIELD STRATEGIES FUND

By: _____

Name: _____
President and Chief Executive Officer

NEUBERGER BERMAN HIGH YIELD STRATEGIES FUND INC.

By: _____

Name: _____
President and Chief Executive Officer

RISKS OF INVESTING IN THE FUNDS

The Funds have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks. Below are the primary risks of investing in New NHS (as used below, the “Fund”). The same general risks apply to NHS and NOX.

Risk is inherent in all investing. Investing in any investment company security involves risk, including the risk that you may receive little or no return on your investment or even that you may lose part or all of your investment. Therefore, before investing you should consider carefully the following risks that you assume when you invest in the Fund.

Investment Risk

An investment in the Fund is subject to investment risk, including possible loss of the entire amount that you invest.

Market Risk

Your investment represents an indirect investment in high-yield debt securities owned by the Fund, substantially all of which are traded in the over-the-counter markets. The prices of the securities in which the Fund will invest will fluctuate from day to day, sometimes rapidly and unpredictably, and may—either in the near term or over the long run—decline in value. The value of your investment may be affected by a decline in financial markets in general. The Fund’s use of leverage magnifies market risks.

Credit Risk

The Fund could lose money if the issuer of a debt security, or the counterparty to a derivatives contract or other obligation, is unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. In general, lower-rated securities carry a greater degree of risk that the issuer will lose its ability to make interest and principal payments, which could have a negative impact on the Fund’s net asset value or distributions, and the prices of such securities are more sensitive to negative developments, such as a decline in the issuer’s revenues or a general economic downturn, than are the prices of higher grade securities. Fixed income securities of below investment grade quality are predominantly speculative with respect to the issuer’s capacity to pay interest and repay principal when due and therefore involve a greater risk of default. If the recent adverse conditions in the credit markets continue to adversely affect the broader economy, the credit quality of issuers of corporate fixed income securities in which the Fund may invest would be more likely to decline, all other things being equal.

If rating agencies lower their ratings on debt securities in the Fund’s portfolio, the value of those obligations could decline, which could negatively impact the rating agencies’ ratings of any Preferred Stock or Notes and increase the dividend rate or interest rate that the Fund must pay on Preferred Stock or Notes. Even if an issuer does not actually default, adverse changes in the issuer’s financial condition or other factors affecting an issuer directly, such as management changes, labor relations, financial leverage, collapse of key suppliers or customers or material changes in overhead, may negatively affect its credit rating or presumed creditworthiness. These developments, along with factors affecting the industry in which a particular issuer operates, such as competition or technological advances, would adversely affect the market value of the issuer’s obligations and, correspondingly, the net asset value of the Fund.

Risks of Investing in Below Investment Grade Securities

Below investment grade debt securities (also called “high-yield debt securities”) are commonly referred to as “junk bonds.” Investment in high yield debt securities involves substantial risk of loss. Below investment grade debt securities may be more susceptible to real or perceived adverse economic and competitive industry conditions than investment grade securities. Issuers of below investment grade debt securities may be highly leveraged and may not have available to them more traditional methods of financing. An economic downturn could severely affect the ability of highly leveraged issuers to service their debt obligations or to repay their obligations upon maturity. If interest rates rise sharply, the number of defaults by below investment grade debt securities is likely to increase. Ratings of a security may not accurately reflect the actual credit risk associated with such security. To the extent that the rating assigned to a security is downgraded by any rating agency, the market price and liquidity of such security may be adversely affected.

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The prices of below investment grade securities have been found to be less sensitive to interest rate changes than investment grade investments but more sensitive to adverse economic downturns or individual corporate developments. Since investors generally perceive that there are greater risks associated with below investment grade securities, the yields and prices of such securities may tend to fluctuate more than those for investment grade securities. In the below investment grade segments of the debt securities market, changes in perceptions of issuers' creditworthiness tend to occur more frequently and in a more pronounced manner than do changes in investment grade segments of the debt securities market, resulting in greater yield and price volatility.

If an issuer of a security defaults, the Fund may incur additional expenses to seek recovery. In certain circumstances, the Fund may be required to foreclose on an issuer's assets and take possession of its property or operations. In such circumstances, the Fund would incur additional costs in disposing of such assets and potential liabilities from operating any business acquired.

The secondary markets in which below investment grade securities are traded may be less liquid than the market for investment grade securities. There are fewer dealers in the market for below investment grade securities than investment grade obligations. The prices quoted by different dealers may vary significantly, and the spread between the bid and asked price is generally much larger than for higher-quality instruments. Less liquidity in the secondary trading markets could adversely affect the price at which the Fund could sell a particular below investment grade security when necessary to meet liquidity needs or in response to a specific economic event, such as a deterioration in the creditworthiness of the issuer, and could adversely affect and cause large fluctuations in the net asset value of the Fund. Valuation of securities that are illiquid or that trade infrequently often requires the exercise of greater judgment. Adverse publicity and investor perceptions may decrease the values and liquidity of below investment grade securities.

It is reasonable to expect that any adverse economic conditions could disrupt the market for below investment grade securities, have an adverse impact on the value of such securities and adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon.

Interest Rate Risk

Interest rate risk is the risk that fixed-income investments, such as corporate and other debt securities, preferred shares, U.S. government obligations and, to a lesser extent, dividend-paying common stocks such as REIT common shares will decline in value because of changes in market interest rates. When interest rates rise, the market value of such securities generally will fall. Generally, the longer the maturity of a fixed-income security, the more its value falls in response to a given rise in interest rates. The Fund's investment in such securities means that its net asset value will tend to decline if market interest rates rise. Fluctuations in the value of the Fund's securities will not affect interest income derived from securities already owned by the Fund, but will be reflected in the Fund's net asset value. Because the Fund's portfolio maturity is initially expected to be within the intermediate range (2 to 7 years), the net asset value of the Fund and the market price of Common Stock is likely to fluctuate more in response to changes in interest rates than if the Fund invested primarily in short-term debt securities. Because investors generally look to REITs for a stream of income, and because many REITs are leveraged, the prices of REIT shares may be more sensitive to changes in interest rates than are other equity securities.

The Fund's use of leverage magnifies the interest rate risks. The Fund intends to use interest rate swaps, interest rate caps, futures contracts and options on futures contracts to help control interest rate risks, although there is no assurance that it will do so or that such strategies will be successful.

Reinvestment Risk

Income from the Fund's investments in high-yield corporate debt securities will decline if and when the Fund invests the proceeds from matured, traded or called debt securities at market interest rates that are below the Fund's current earnings rate. A decline in income could affect the Fund's overall return or its market price.

Call Risk

Some debt and preferred securities allow the issuer to call them for early repayment. Issuers of such securities will often call them when interest rates are low. To the extent this occurs, the Fund may not benefit fully

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from the increase in market value that other debt securities experience when rates decline. In addition, the Fund likely would have to reinvest the proceeds of the payoff at current yields, which are lower than those paid by the callable security that was paid off.

Below investment grade securities frequently have call features that allow the issuer to redeem the security at dates prior to its stated maturity at a specified price (typically greater than par) only if certain prescribed conditions are met (“call protection”). An issuer may redeem a below investment grade security if, for example, the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer. For premium bonds (bonds acquired at prices that exceed their par or principal value) purchased by the Fund, prepayment risk may be enhanced.

Extension Risk

During periods of rising interest rates, the average life of certain types of securities may be extended because of slower than expected principal payments. This may lock in a below market interest rate, increase the security’s duration and reduce the value of the security.

Variable and Floating Rate Risk

The Fund may invest in variable and floating rate securities that provide for adjustment in the interest rate paid on the securities on a periodic basis or where there is a change in a specified reference rate. These interest rate reset features may result in a reduction in the interest payable to the Fund with respect to floating rate and variable rate securities if interest rates fall.

The absence of an active secondary market with respect to particular variable and floating rate instruments could make it difficult for the Fund to dispose of a variable or floating rate note if the issuer defaulted on its payment obligation or during periods that the Fund is not entitled to exercise its demand rights, and the Trust could, for these or other reasons, suffer a loss with respect to such instruments.

Management Risk

The Fund is subject to management risk because it is an actively managed investment portfolio. The Manager will apply investment techniques and risk analyses in making investment decisions for the Fund, but there can be no guarantee that these will produce the desired results.

Counterparty Risk

The Fund will be subject to credit risk with respect to the counterparties in connection with certain types of investment transactions, including transactions in options and other derivatives (such as interest rate and credit default swaps). If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Fund may experience significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding. The Fund may obtain only a limited recovery or may obtain no recovery in such circumstances.

Risks of Leveraged Structure

Leverage Risk. It is expected that New NHS will have Preferred Stock and Notes outstanding after the Reorganization. NHS and NOX each have Preferred Stock and Notes outstanding. Assuming such Preferred Stock and Notes are outstanding, the Fund’s leveraged capital structure would create special risks not associated with unleveraged funds having a similar investment objective and policies. These include the possibility of higher

volatility of the Fund's net asset value and the asset coverage of Preferred Stock and Notes. In addition, increases and decreases in the value of the Fund's portfolio will be magnified when the Fund uses leverage. There can be no assurance that the Fund's leveraging strategies involving Preferred Stock or Notes or derivatives will be successful. While the Fund may from time to time consider reducing leverage in response to actual or anticipated changes in interest rates in an effort to mitigate the increased volatility of current income and net asset value associated with leverage, there can be no assurance that the Fund will actually reduce leverage in the future.

The use of leverage may limit the Fund's flexibility and may require that the Fund sell other portfolio investments to pay Fund expenses, to maintain assets in an amount sufficient to cover the Fund's leveraged exposure or to meet other obligations at a time when it may be disadvantageous to sell such assets.

The Fund may invest in the securities of other investment companies. Such securities may also be leveraged and will therefore be subject to the leverage risks described above. The shares of other investment companies are subject to the management fees and other expenses of those funds. Therefore, investments in other investment companies will cause the Fund to bear proportionately the costs incurred by the other investment companies' operations. If these other investment companies engage in leverage, the Fund, as a stockholder, would bear its proportionate share of the cost of such leveraging.

Because the fee paid to the Manager is calculated on the basis of the Fund's Managed Assets (which includes the liquidation preference of Preferred Stock and the principal value of the Notes), the fee will be higher when leverage is utilized, giving the Manager an incentive to favor the use of leverage.

Preferred Stock and Notes typically pay dividends or interest based on short-term interest rates. The proceeds of Preferred Stock and Notes would be used to buy portfolio securities that pay interest based on intermediate- and long-term yields. These interest payments are typically, although not always, higher than short-term interest rates. High-yield debt securities, as well as long-term and short-term interest rates, fluctuate. If short-term interest rates rise, distributions rates on Preferred Stock and interest rates on Notes may rise so that the amount of distributions to be paid to holders of Preferred Stock and the amount of interest to be paid to holders of Notes exceed the income from the portfolio securities. Because income from the Fund's entire investment portfolio would be available to pay distributions on Preferred Shares and interest on Notes, however, dividend rates on Preferred Stock and interest rates on Notes would need to greatly exceed the Fund's net portfolio income before the Fund's ability to pay dividends on Preferred Stock and interest on Notes would be jeopardized. If long-term interest rates rise, this could negatively impact the value of the Fund's investment portfolio, reducing the amount of assets serving as asset coverage for the Preferred Stock and Notes. The Fund anticipates entering into interest rate swap or cap transactions with the intent to reduce or eliminate the risk posed by an increase in short-term interest rates. There is no guarantee that the Fund will engage in these transactions or that these transactions will be successful in reducing or eliminating interest rate risk.

Ratings and Asset Coverage Risk. In order to obtain a rating of Aaa or AAA from a rating agency, the Fund must satisfy certain asset coverage and diversification requirements. While a rating agency assigns a rating of Aaa or AAA to Preferred Stock or Notes, the ratings do not eliminate or necessarily mitigate the risks of investing in Preferred Stock or Notes. A rating agency could downgrade any Preferred Stock or Notes issued by the Fund, which would result in higher dividend rates or interest rates. If a rating agency downgrades Preferred Stock or Notes, the Fund may alter its portfolio or redeem Preferred Stock or pre-pay Notes, if appropriate, to address rating agency concerns.

In certain circumstances the Fund may not earn sufficient income from its investments to pay dividends on Preferred Stock or interest on Notes. The value of the Fund's investment portfolio may decline, reducing the asset coverage for Preferred Stock or Notes. The Fund may be forced to redeem Preferred Stock or pre-pay Notes to meet regulatory requirements or may voluntarily redeem Preferred Stock or pre-pay Notes in certain circumstances.

Payment Restrictions. The Fund may not declare or pay any dividends or other distributions on Preferred Stock or Common Stock unless it satisfies certain conditions. These prohibitions on the payment of dividends or other distributions might impair the Fund's ability to maintain its qualification as a regulated investment company for federal income tax purposes. The Fund intends to redeem Preferred Stock or pre-pay Notes if necessary to comply with the asset coverage requirements. There can be no assurance, however, that such redemptions or pre-payments can be effected in time to permit the Fund to distribute its income as required to maintain its qualification as a regulated investment company under the Code.

Decline in Net Asset Value Risk. A material decline in the Fund's net asset value may impair its ability to maintain required levels of asset coverage. For a description of risks affecting the Fund, please see the risks in this section.

An investment in Preferred Stock and Notes is also subject to, among other risks, stock market risk, interest rate risk, credit risk, inflation risk, liquidity risk and derivatives risk.

Convertible Security Risk

Convertible securities generally offer lower interest or dividend yields than non-convertible fixed-income securities of similar credit quality because of the potential for capital appreciation. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. However, a convertible security's market value also tends to reflect the market price of the common stock of the issuing company, particularly when that stock price is greater than the convertible security's "conversion price." The conversion price is defined as the predetermined price or exchange ratio at which the convertible security can be converted or exchanged for the

underlying common stock. As the market price of the underlying common stock declines below the conversion price, the price of the convertible security tends to be increasingly influenced more by the yield of the convertible security. Thus, it may not decline in price to the same extent as the underlying common stock, and convertible securities generally have less potential for gain or loss than common stocks. In the event of a

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liquidation of the issuing company, holders of convertible securities would be paid before that company's common stockholders. Consequently, an issuer's convertible securities generally entail less risk than its common stock. However, convertible securities fall below debt obligations of the same issuer in order of preference or priority in the event of a liquidation and are typically unrated or rated lower than such debt obligations. In addition, contingent payment convertible securities allow the issuer to claim deductions based on its non-convertible cost of debt, which generally will result in deductions in excess of the actual cash payments made on the securities (and accordingly, holders will recognize income in amounts in excess of the cash payments received).

Direct Debt Instruments Risk

Direct debt includes interests in bank loans, notes and other interests in amounts owed to financial institutions by borrowers, such as companies and governments, including emerging market countries. The direct debt in which the Fund may invest may be rated below investment grade by S&P or Moody's (BB or lower by S&P or Ba or lower by Moody's) or, if unrated by either of those entities, considered by the Manager to be of comparable quality. Direct debt instruments are interests in amounts owed by corporate, governmental, or other borrowers (including emerging market countries) to lenders or lending syndicates. Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. The borrower may be in financial distress or may default or have a right to borrow additional cash from the owners of direct debt. If the Fund does not receive scheduled interest or principal payments on such indebtedness, the Fund's share price and yield could be adversely affected. Direct debt instruments may involve a risk of insolvency of the lending bank or intermediary. In addition, there may be fewer legal protections for owners of direct debt than conventional debt securities. Direct indebtedness of developing countries involves a risk that the governmental entities responsible for the repayment of the debt may be unable or unwilling to pay interest and repay principal when due.

Direct debt instruments may have floating interest rates. These interest rates will vary depending on the terms of the underlying loan and market conditions. Consequently, the value of direct debt instruments held by a Fund may be expected to fluctuate less than the value of other fixed rate high-yield securities as a result of changes in the interest rate environment.

Corporate Loans Risk. The secondary dealer market for corporate loans is not as well developed as the secondary dealer market for high yield debt securities and, therefore, presents increased risks relating to liquidity and pricing. By purchasing a participation interest (which represent interests in loans made by a third party), the Fund will acquire some or all of the interest of a bank or other lending institution in a loan to a corporate borrower. Unlike a direct interest in a loan, ownership of a participation interest typically gives the Fund a contractual relationship only with the lender, and not with the borrower. In such cases, the Fund will have the right to receive payments of principal, interest and any fees to which it is entitled only from the lender that sold the participation and only if such lender receives payment from the borrower. In addition, the Fund may not be able to exercise any remedies that the lender would have under the corporate loan if the Fund buys a participation interest. Participation interests are designed to give corporate loan investors preferential treatment over investors in an issuer's high yield debt securities in the event the credit quality of the issuer deteriorates. Even when these arrangements exist, however, there can be no assurance that the principal and interest owed on the corporate loan will be repaid in full.

Bank Loans Risk. Bank loans are generally subject to legal or contractual restrictions on resale. Bank loans are not currently listed on any securities exchange or automatic quotation system. As a result, there may not be a recognized, liquid public market for bank loan interests and it may be difficult for a Fund to value bank loans. Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. The borrower may be in financial distress or may default or have a right to borrow additional cash from the owners of direct debt. If the Fund does not receive scheduled interest or principal payments on such indebtedness, the Fund's share price and yield could be adversely affected. Direct debt instruments may involve a risk

of insolvency of the lending bank or intermediary. In addition, there may be fewer legal protections for owners of direct debt than conventional debt securities. If the Fund acquires a participation interest in a loan, the Fund may not be able to control the exercise of any remedies that the lender would have under the loan. In addition, the Fund normally will have to rely on the participating lender to demand and receive payments in respect of the loans, and to pay those amounts on to the Fund; the Fund will be subject to the risk that the lender may be unwilling or unable to do so. In such a case, the Fund would not likely have any rights against the borrower directly.

Asset-Backed Securities Risk

The investment characteristics of asset-backed securities (including mortgage-backed securities) differ from those of traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time. Thus, asset-backed securities (including mortgage-backed securities) are subject to prepayment risk and to extension risk to a greater degree than many other fixed income securities. Because mortgage derivatives and structured securities have embedded leverage features, small changes in interest rates or prepayment rates may cause large and sudden price movements. Mortgage derivatives can also become illiquid and hard to value in declining markets.

Derivatives Risk

Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index (or relationship between two indexes). The Fund may invest in a variety of derivative instruments, such as options, futures contracts and swap agreements, and may engage in short sales for hedging purposes or to seek to enhance its returns. The Fund may use derivatives as a substitute for taking a position in an

underlying high yield security or other asset and/or as part of a strategy designed to reduce exposure to other risks, such as interest rate risk. The Fund also may use derivatives to add leverage to the portfolio. The Fund's use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks described elsewhere in this section, such as illiquidity risk, interest rate risk, credit risk, leverage risk and management risk. Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation. Changes in the credit quality of the companies that serve as the Fund's counterparties with respect to its derivative transactions will affect the value of those instruments. By using derivatives that expose the Fund to counterparties, the Fund assumes the risk that its counterparties could experience financial hardships that could call into question their continued ability to perform their obligations. In addition, in the event of the insolvency of a counterparty to a derivative, transaction, the Fund will be treated as a general creditor of such counterparty, and will not have any claim with respect to the underlying security. As a result, concentrations of such derivatives in any one counterparty would subject the Fund to an additional degree of risk with respect to defaults by such counterparty. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index. If the Fund invests in a derivative instrument, it could lose more than the principal amount invested. The use of derivatives also may increase the amount of taxes payable by holders of Preferred Stock on distributions made to them. Also, suitable derivative transactions may not be available in all circumstances, and there can be no assurance that the Fund will engage in these transactions to reduce exposure to other risks when that would be beneficial.

Interest Rate Transactions Risk

The Fund may enter into an interest rate swap or cap transaction to attempt to protect itself from increasing dividend or interest expenses resulting from increasing short-term interest rates. A decline in interest rates may result in a decline in net amounts receivable by the Fund from the counterparty under the interest rate swap or cap (or an increase in the net amounts payable by the Fund to the counterparty under the swap), which may result in a decline in the net asset value of the Fund.

Risks of Zero Coupon Securities, Pay-in-Kind Securities and Discount Obligations

Zero coupon securities are generally more sensitive to changes in interest rates than debt obligations of comparable maturities that make current interest payments. This means that when interest rates fall, the values of zero coupon securities rise more rapidly than securities paying interest on a current basis. However, when interest rates rise, their value falls more dramatically. Other OID securities and pay-in-kind securities also are subject to greater fluctuations in market value in response to changing interest rates than debt securities of comparable maturities that make current distributions of interest in cash.

Because federal tax law requires that accrued OID and "interest" on pay-in-kind securities be included currently in the Fund's income, the Fund might be required to distribute as a dividend an amount that is greater than the total amount of cash it actually receives. These distributions would have to be made from the Fund's cash assets or, if necessary, from the proceeds of sales of portfolio securities, which may be under disadvantageous circumstances, or short-term borrowing. The Fund would not be able to purchase additional securities with cash used to make these distributions, and its current income and the value of its shares would ultimately be reduced as a result.

Inflation Risk

Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of payments at future dates. As a result of inflation, the real value of the Preferred Stock, Notes and distributions can decline. In addition, during any periods of inflation, the cost of any variable-rate leverage would

likely increase, which would tend to further reduce the overall performance of the Fund.

Deflation Risk

Deflation risk is the risk that prices throughout the economy decline over time—the opposite of inflation. Deflation may have an adverse affect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the Fund's portfolio.

Liquidity Risk

The prices of illiquid securities tend to be volatile and may not be readily ascertainable. The Fund may not be able to sell illiquid securities when it desires to do so or to sell such securities at prices equal to the values used in calculating the Fund's net asset value. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities

eligible for trading on national securities exchanges or in the over-the-counter markets. In addition, the Fund may hold restricted securities and may be prohibited from disposing of such illiquid securities for a specified period of time. Restricted securities may sell at a price lower than, and may entail registration expenses and other costs that are higher than those for, similar securities that are not subject to restrictions on resale. Similar risks are associated with certain derivatives in which the Fund may invest.

Foreign Securities Risk

The prices of foreign securities may be affected by factors not present in U.S. markets, including:

- Currency exchange rates. The dollar value of the Fund's foreign investments will be affected by changes in the exchange rates between the dollar and the currencies in which those investments are traded.
- Foreign political, social, and economic conditions. The value of the Fund's foreign investments may be adversely affected by political and social instability in their home countries and by changes in economic or taxation policies in those countries. These include the risks of nationalization or expropriation of assets, confiscatory taxation, currency blockage, political changes or diplomatic developments; all of which could adversely affect the Fund's investments in a foreign country. In the event of nationalization, expropriation or other confiscation of assets, the Fund could lose its entire investment in foreign securities.
- Regulations. Foreign companies and market participants generally are subject to less stringent regulations, including financial and accounting controls, than are U.S. companies. As a result, there generally is less publicly available information about foreign companies than about U.S. companies.
- Markets. The securities markets of other countries are smaller than U.S. securities markets. As a result, many foreign securities may be less liquid and more volatile than U.S. securities.
- Taxation. Non-U.S. withholding and other taxes may decrease the Fund's return.

Economies and social and political climates in individual countries may differ unfavorably from the United States. Non-U.S. economies may have less favorable rates of growth of gross domestic product, rates of inflation, currency valuation, capital reinvestment, resource self-sufficiency and balance of payments positions. Many countries have experienced substantial, and in some cases extremely high, rates of inflation for many years. Unanticipated political and social developments may also affect the values of the Fund's investments and the availability to the Fund of additional investments in such countries.

Equity Securities Risk

Investments in equity securities entail substantial risks. The values and prices of equity securities depend on business, economic and other factors affecting those issuers. In addition, the values of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Although equity securities have historically generated higher average total returns than debt securities over the long-term, equity securities also have experienced significantly more volatility in those returns and, in certain periods, have significantly under-performed relative to debt securities.

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Terrorism Risks

Some of the U.S. securities markets were closed for a four-day period as a result of the terrorist attacks on the World Trade Center and Pentagon on September 11, 2001. These terrorist attacks, the war in Iraq and its aftermath, continuing occupation of Iraq by coalition forces and related events and other geopolitical events have led to, and may in the future lead to, increased short-term market volatility and may have long-term effects on U.S. and world economies and markets. Those events could also have an acute effect on individual issuers, related groups of issuers, or issuers concentrated in a single geographic area. A similar disruption of the financial markets or other terrorist attacks could adversely impact interest rates, secondary trading, ratings, credit risk, inflation and other factors relating to portfolio securities and adversely affect Fund service providers and the Fund's operations. High yield debt securities tend to be more volatile than investment grade debt securities. Thus, these events and any actions resulting from them may have a greater impact on the prices and volatility of high yield debt securities in the Fund's portfolio than on investment grade debt securities.

Recent Market Conditions

Recent events have resulted in fixed income instruments experiencing unusual liquidity issues, increased price volatility and, in some cases, credit downgrades and increased likelihood of default. These events have reduced the willingness of some lenders to extend credit, and have made it more difficult for borrowers to obtain financing on attractive terms, if at all. As a result, the value of many types of debt securities has been reduced. Because the situation in the markets is widespread and largely unprecedented, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces, or to predict the duration of these market events.

Securities in which the Fund invests may become less liquid in response to market developments or adverse investor perceptions. In some cases, traditional market participants have been less willing to make a market in some types of debt instruments, which has affected the liquidity of those instruments. Illiquid investments may be harder to value, especially in changing markets, and if the Fund is forced to sell such investments, the Fund may suffer a loss.

Government Intervention in Financial Markets

The recent instability in the financial markets has led the U.S. Government to take a number of unprecedented actions designed to support certain financial institutions and segments of the financial markets that have experienced extreme volatility, and in some cases a lack of liquidity. Federal, state, and other governments, their regulatory agencies or self regulatory organizations may take additional actions that affect the regulation of the securities in which the Fund invests, or the issuers of such securities, in ways that are unforeseeable. Issuers of corporate fixed income securities might seek protection under the bankruptcy laws. Legislation or regulation may also change the way in which the Fund itself is regulated. Such legislation or regulation could limit or preclude the Fund's ability to achieve its investment objective. The Manager will monitor developments and seek to manage the Fund's portfolio in a manner consistent with achieving the Fund's investment objective, but there can be no assurance that it will be successful in doing so.

Non-Diversification Risk

The Fund, unlike NHS which is diversified, is permitted to be non-diversified. This means that the percentage of the Fund's assets invested in any single issuer is not limited by the 1940 Act. Investing a higher percentage of its assets in any one issuer would increase the Fund's risk of loss, because the value of its shares would be more susceptible to adverse events affecting that issuer

Anti-Takeover Provisions

The Fund's Articles and Bylaws include provisions that could limit the ability of other entities or persons to acquire control of the Fund or convert it to an open-end fund. If the Fund were converted to open-end status, the Fund would have to redeem the Preferred Stock and pre-pay Notes.

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INVESTMENT STRATEGIES OF THE FUNDS

The Funds have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar general risks. Except as noted, below are the investment strategies of New NHS. NHS and NOX have substantially similar investment strategies.

Prior to February 2010, NOX's investment objective and investment policies and strategies were different since it invested at least 80% of its total assets in a combination of (1) high-yield corporate debt securities rated, at the time of investment, below investment grade, or determined by the Manager to be of comparable quality, and (2) income-producing common equity securities, preferred equity securities, securities convertible into equity securities and non-convertible debt securities issued by real estate companies (including real estate investment trusts).

Investment Strategies and Portfolio Parameters

High Yield Debt Securities. High yield debt securities are rated below investment grade by a rating agency, or are unrated debt securities determined to be of comparable quality by the Manager, at the time of purchase. Debt securities rated below investment grade are commonly referred to as "high yield securities" or "junk bonds" and are considered speculative with respect to the issuer's capacity to pay interest and repay principal. They involve greater risk of loss, are subject to greater price volatility and are potentially less liquid, especially during periods of economic uncertainty or change than higher rated debt securities. For purposes of the Fund's investment policies relating to credit quality, if a security receives different ratings from two or more nationally recognized securities rating organizations, the Fund will use the rating chosen by the Manager as most representative of the security's credit quality.

Although the Fund may invest in debt securities having a broad range of maturities, the average portfolio maturity of the Fund is initially expected to be within the intermediate range (2 to 7 years) and will vary over time, based on the judgment of the Manager.

Direct Debt Instruments. Direct debt includes interests in bank loans, notes and other interests in amounts owed to financial institutions by borrowers, such as companies and governments. The direct debt instruments in which the Fund may invest may be rated below investment grade or, if unrated by either of those entities, considered by the Manager to be of comparable quality. Direct debt determined to be below investment grade will be included in the Fund's calculation of its 80% investment in high yield debt securities. Direct debt instruments are interests in amounts owed by corporate, governmental, or other borrowers to lenders or lending syndicates.

Corporate Loans. The Fund may invest in corporate loans, including various types of direct obligations of corporate borrowers and loan participations. Corporate loans may be of investment grade quality or below investment grade quality, as determined by the Manager. Corporate loans determined to be below investment grade will be included in the Fund's calculation of its 80% investment in high yield securities. Corporate loans in which the Fund may invest will primarily consist of direct obligations of borrowers. The Fund may invest in corporate loans at origination as a co-lender or may acquire loans in the secondary market by purchasing participations in, assignments of or novations of corporate loans. Many corporate loans are secured, although some may be unsecured. Loans that are fully secured offer the Fund more protection than unsecured loans in the event of non-payment of scheduled interest or principal. However, there is no assurance that the liquidation of collateral from a secured loan would fully satisfy the corporate borrower's obligation, or that the collateral can be liquidated. Like debt securities, corporate loans involve a risk of loss in case of default or insolvency of the borrower, however, they may offer less legal protection to the Fund in the event of fraud or misrepresentation. In addition, loan participations involve a risk of insolvency of the lending bank or other financial intermediary. The markets in corporate loans are not regulated by federal securities laws or the SEC.

As in the case of other high yield investments, corporate loans may be rated in the lower rating categories of rating agencies (Ba or lower by Moody's or BB or lower by S&P or Fitch), or may be unrated investments determined by the Manager to be of comparable credit quality. Lower rated corporate loans can be expected to provide higher yields than lower yielding, higher rated fixed income securities, but may be subject to greater risk of loss of principal and income. There are, however, some significant differences between corporate loans and high yield bonds. Corporate loans are frequently secured by pledges of liens and security interests in the assets of the borrower, and the holders of corporate loans are frequently the beneficiaries of debt service subordination provisions imposed on the borrower's bondholders. These arrangements are designed to give corporate loan investors preferential treatment over high yield investors in the event of deterioration in the credit quality of the borrower. Even when these arrangements exist, however, there can be no assurance that the borrowers will repay principal or pay interest in full. Corporate loans generally bear interest at rates set at a margin above a generally recognized base lending rate that may fluctuate on a day-to-day basis, such as the prime rate of a U.S. bank. Thus, the value of corporate loans held by the Fund may be expected to fluctuate less than the value of fixed rate, debt obligations as a result of changes in the interest rate environment. On the other hand, the secondary dealer market for corporate loans is not as well developed as the secondary dealer market for high yield debt securities and, therefore, presents increased risk relating to liquidity and pricing. By purchasing a participation interest in a loan, the Fund will acquire some or all of the interest of a bank or other lending institution in a loan to a borrower.

Bank Loans. Bank loans, which are a type of a direct debt instrument, are a type of debt security that may be made in connection with, among other things, recapitalizations, acquisitions, leveraged buyouts, dividend issuances and refinancings. The bank loans in which the Fund invests may be structured and administered by a third party that acts as agent for a group of lenders that make or hold interests in the loan. The Fund may acquire interests in such loans by taking an assignment of all or a portion of a direct interest in a loan previously held by another institution or by acquiring a participation in an interest in a loan that continues to be held by another institution.

Asset-Backed Securities. The Fund may invest in asset-backed securities, including mortgage-backed securities. These securities entitle the holders to receive payments that depend primarily on the cash flow from, or market value of, a specified pool of financial assets, either fixed or revolving, that by their terms convert into cash within a finite time period, together with rights or other assets designed to assure the servicing or timely distribution of proceeds to holders of the asset-backed securities. The credit quality of these securities depends primarily upon the quality of the underlying assets and the level of credit support or enhancement provided.

The underlying financial assets (such as loans) may be subject to prepayments which shorten the securities' weighted average maturity and may lower their return. If the credit support or enhancement is exhausted, losses or delays in payment may result if the required payments of principal and interest are not made. The value of these securities also may change because of changes in the market's perception of the creditworthiness of the servicing agent for the pool, the originator of the pool, or the financial institution or fund providing the credit support or enhancement.

Equity Securities. The Fund may invest in equity securities, including common stocks, preferred stocks, depositary receipts, warrants and rights. Equity securities generally represent an ownership interest in a company or the right to purchase such an interest. Although equity securities have historically generated higher average returns than fixed income securities, equity securities have also experienced significantly more volatility in returns. An adverse event, such as an unfavorable earnings report, may depress the value of a particular equity security held by the Fund. Also, the prices of equity securities, particularly common stocks, are sensitive to general movements in the stock market. A drop in the stock market may depress the prices of equity securities held by the Fund.

Convertible Securities. The Fund may invest in bonds and preferred stocks that are convertible into equity securities. Depending on the relationship of the conversion price of a convertible security to the market value of the underlying equity security into which it may be converted, convertible securities may trade more like equity securities than debt securities.

Preferred Stocks. The Fund may invest in preferred stocks. Shares of preferred stock are equity securities, but they have many characteristics of debt securities, such as a fixed dividend payment rate and a liquidation preference over the issuer's common shares. Because shares of preferred stock are equity securities, they may be more susceptible to risks traditionally associated with equity investments than the debt securities in which the Fund invests.

Structured Securities. The Fund may invest in structured securities. The interest rate or the principal amount payable upon the maturity or redemption of those securities may increase or decrease based on reference to changes in the value of specific currencies, interest rates, commodities, indices or other financial indicators ("References") or the relative change in values of two or more References. The terms of the structured securities may provide in certain circumstances that no principal is due at maturity and, therefore, may result in a complete loss of the Fund's investment. Changes in the interest rate or principal payable at maturity may be a multiple of the changes in the value of the Reference. Consequently, structured securities may entail a greater degree of risk than other types of fixed income securities.

Derivatives. The Fund may invest in derivatives. A derivative is a financial instrument the value of which is determined by reference to the value or the change in value of one or more securities, currencies, indices or other financial instruments. The Fund may, but is not required to, use various types of derivatives as a hedge against adverse changes in securities prices, interest rates or foreign currency exchange rates; or as a substitute for purchasing or selling securities. Use of derivatives is generally accepted as an appropriate portfolio management practice. These instruments are regularly used by many mutual funds and other institutional investors. Although the Manager may use derivatives to further the Fund's investment objective, no assurance can be given that it will be successful or that this result will be achieved.

The Fund may purchase and sell derivative instruments such as exchange-listed and over-the-counter put and call options on securities, foreign currencies and securities indices. It may also purchase and sell financial futures contracts (and options thereon) and enter into various other types of transactions in derivatives, such as swaps, caps, floors or collars. These transactions may include the use of interest rate swaps (to hedge against adverse changes in interest rates affecting securities held by the Fund, dividends payable on any preferred stock issued by the Fund or interest payable on the Fund's borrowings) and credit default swaps. The Fund also may purchase derivative instruments that combine features of these instruments. The Fund generally intends to use derivatives as a portfolio management or hedging technique in seeking: to protect against possible adverse changes in the market value of securities held in or to be purchased for the Fund's portfolio; to facilitate the sale of certain securities for investment purposes; to manage the effective interest rate exposure of the Fund or the effective maturity or duration of the Fund's portfolio; or to establish positions in the derivatives markets as a substitute for purchasing or selling particular securities. These transactions may include the use of derivatives, such as interest rate swaps, to hedge against adverse changes in interest rates affecting dividends payable on any preferred stock issued by the Fund or payable on borrowings by the Fund. See "Interest Rate Transactions."

Derivatives have risks, including risks arising from the imperfect correlation between the value of such instruments and the underlying assets, the possible default of the other party to the transaction and the possible liquidity of positions. Furthermore, the ability to use derivatives successfully depends on the Manager's ability to predict pertinent market movements, which cannot be assured. The use of derivatives may result in losses greater than if they had not been used, may require the Fund to sell or purchase portfolio securities at inopportune times or at prices other than current market values, may limit the amount of appreciation the Fund can realize on an investment, or may require that the Fund hold a security that it might otherwise sell. Additionally, amounts paid by the Fund as premiums and cash or other assets held in margin accounts with respect to derivatives are not otherwise available to the Fund for investment purposes. The Fund may invest up to 10% of its total assets in credit default swaps, as measured by the notional amounts of the swaps. The Fund will segregate assets in the form of cash and cash equivalents in an amount equal to the Fund's aggregate exposure under the credit default swaps of which it is the seller, marked-to-market on a daily basis. The Fund will not enter into a credit default swap in which it is the seller if, as a result, the notional amount of all such swaps would exceed 10% of the Fund's total assets. Credit default swaps are contracts in which one party makes periodic payments to a counterparty in exchange for the right to receive from the counterparty a payment equal to the par (or other agreed-upon) value of a referenced debt obligation in the event of a default by the issuer of that obligation. The Fund's obligation as the seller of a credit default swap will be subject to the leverage limitations of the 1940 Act, unless the Fund segregates assets in the form of cash or liquid investments in an amount marked-to-market on a daily basis equal to its obligation under the swap. The Manager currently considers credit default swaps to be illiquid.

A more detailed discussion of derivatives and their risks is contained in the Fund's SAI.

U.S. Government Securities. U.S. government securities in which the Fund may invest include debt obligations of varying maturities issued by the U.S. Treasury or issued or guaranteed by an agency or instrumentality of the U.S.

government, including the Federal Housing Administration, Federal Financing Bank, Farmers Home Administration, Export-Import Bank of the United States, Small Business Administration,

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Government National Mortgage Association, General Services Administration, Central Bank for Cooperatives, Federal Farm Credit Banks, Federal Home Loan Banks, Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Maritime Administration, Tennessee Valley Authority, District of Columbia Armory Board, Student Loan Marketing Association, Resolution Trust Corporation and various institutions that previously were or currently are part of the Farm Credit System (which has been undergoing reorganization since 1987). Some U.S. government securities, such as U.S. Treasury bills, Treasury notes and Treasury bonds, which differ only in their interest rates, maturities and times of issuance, are supported by the full faith and credit of the United States. Others are supported by: (i) the right of the issuer to borrow from the U.S. Treasury, such as securities of the Federal Home Loan Banks; (ii) the discretionary authority of the U.S. government to purchase the agency's obligations, such as securities of the Federal National Mortgage Association; or (iii) only the credit of the issuer. No assurance can be given that the U.S. government will provide financial support in the future to U.S. government agencies, authorities or instrumentalities that are not supported by the full faith and credit of the United States. Securities guaranteed as to principal and interest by the U.S. government, its agencies, authorities or instrumentalities include: (i) securities for which the payment of principal and interest is backed by an irrevocable letter of credit issued by the U.S. government or any of its agencies, authorities or instrumentalities; and (ii) participations in loans made to non-U.S. governments or other entities that are so guaranteed. The secondary market for certain of these participations is limited and, therefore, they may be regarded as illiquid.

Other Investment Companies. The Fund may invest in the securities of other investment companies to the extent that such investments are consistent with the Fund's investment objective and policies and are permissible under the 1940 Act (or any rule, order or other relief thereunder). These limitations do not apply to the purchase of shares of any investment company in connection with a merger, consolidation, reorganization or acquisition of substantially all the assets of another investment company.

The Fund, as a holder of the securities of other investment companies, will bear its pro rata portion of the other investment companies' expenses, including management, advisory and other fees. These expenses are in addition to the direct expenses of the Fund's own operations.

Repurchase Agreements. The Fund may enter into repurchase agreements with broker-dealers, member banks of the Federal Reserve System and other financial institutions. Repurchase agreements are arrangements under which the Fund purchases securities and the seller agrees to repurchase the securities within a specific time and at a specific price. The repurchase price is generally higher than the Fund's purchase price, with the difference being income to the Fund. Under policies adopted by the Fund's board of trustees (the "Board of Trustees"), the Manager reviews and monitors the creditworthiness of institutions that enter into repurchase agreements with the Fund. The counterparty's obligation under a repurchase agreement are collateralized with U.S. Treasury or agency obligations with a market value of not less than 100% of the obligation, valued daily. Collateral is held by the Fund's custodian for the benefit of the Fund. Repurchase agreements afford the Fund an opportunity to earn income on temporarily available cash at low risk. In the event of commencement of bankruptcy or insolvency proceedings with respect to the seller of the security before its repurchase of the security under a repurchase agreement, the Fund may encounter delay and incur costs before being able to sell the security. Such a delay may involve loss of interest or a decline in price of the security. If a court characterizes the transaction as a loan and the Fund has not perfected a security interest in the security, the Fund may be required to return the security to the seller's estate and be treated as an unsecured creditor of the seller. As an unsecured creditor, the Fund would be at risk of losing some or all of the principal and interest involved in the transaction.

Cash Positions. In anticipation of or in response to adverse market conditions, for cash management purposes, during a reasonable start-up period following any future offering of additional preferred stock or notes or for defensive purposes, the Fund may temporarily hold all or a portion of its assets in cash, money market instruments, shares of Affiliated Money Market Funds or bonds or other debt securities. Doing so may help the Fund avoid losses but may

mean lost opportunities for the Fund to achieve its investment objective. A reasonable start up period following any offering generally would not exceed three months.

Money market instruments in which the Fund may invest its cash reserves will generally consist of obligations issued or guaranteed by the U.S. government, its agencies or instrumentalities, repurchase agreements collateralized by such obligations, commercial paper and shares of money market funds, including Affiliated Money

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Market Funds. To the extent the Fund purchases shares of a money market fund, the Fund will indirectly bear its proportionate share of the advisory fees and other operating expenses of such fund.

Cash reserves may be invested in Affiliated Money Market Funds if such investments are expected to produce higher net returns, reduce transaction costs, create more liquidity and/or increase diversification for the Fund as compared to comparable overnight investment vehicles. When assets are invested in an Affiliated Money Market Fund, NB Management waives a portion of its investment advisory fee on the Fund equal to the advisory fee paid on those assets by the Affiliated Money Market Fund.

Securities Lending. The Fund may lend its portfolio securities (principally to broker-dealers) where such loans are callable at any time and are continuously secured by segregated collateral equal to no less than the market value, determined daily, of the loaned securities. The Fund would continue to receive the income on the loaned securities and would at the same time earn interest on the collateral or on the investment of any cash collateral. The Fund may invest such cash collateral in Affiliated Money Market Funds, subject to the policies discussed above under "Cash Positions." (Because the collateral received by the Fund is not considered a part of Managed Assets for purposes of calculating the Fund's advisory fee, there is no waiver of the advisory fee for collateral invested in an Affiliated Money Market Fund.) The Fund will not lend portfolio securities representing more than one-third of its total assets.

Lending securities involves a risk of loss to the Fund if and to the extent that the market value of the securities loaned increases and the collateral is not increased accordingly, or if the Fund is prevented from disposing promptly of the collateral in the event the borrower defaults.

Portfolio Turnover. The Fund may engage in portfolio trading when the Manager considers it to be appropriate, but the Fund will not use short-term trading as the primary means of achieving its investment objectives. There are no limits on the rate of portfolio turnover, and investments may be sold without regard to the length of time held when, in the opinion of the Manager, investment considerations warrant such action. A higher turnover rate results in correspondingly greater brokerage commissions and other transactional expenses that are borne by the Fund. High portfolio turnover may result in the Fund's realization of net short-term capital gains that, when distributed to stockholders, will be taxable as ordinary income. See "Tax Matters."

Investment Approach

The Manager takes a disciplined approach to high yield investing on behalf of the Fund by attempting to maintain a portfolio that is diversified across issuers and by investing in a range of industry sectors and maturities. The Manager believes that significant opportunities for enhancing return occur at turning points in the economic cycle when spreads are likely to be more volatile. The Manager seeks to anticipate spread movements in response to changes in economic conditions, industry fundamentals, issuer specific financial performance and other issuer specific factors. Investment decisions are based on analysis of historical spread relationships, break-even yield spread analysis and total return projections.

The Fund's portfolio is invested across industry sectors. The Manager varies the weightings of different industry sectors within the Fund's portfolio in pursuing the Fund's investment objective. At the time of purchase, the maximum weighting of any industry sector generally does not exceed the lesser of three times the weight of that industry sector's representation in the overall high yield debt market (as determined by the Manager) or 30% of the Fund's total assets. The Manager's outlook for the global economy, in conjunction with fundamental credit and industry research, forms the basis for decisions regarding the Fund's sector weightings.

The Manager has developed a global economic outlook that takes into consideration such areas as financial conditions and regulatory environments around the world. By assessing areas of economic growth, the Manager is able to alter

industry and quality weightings, and portfolio holdings, in a manner that it believes most appropriate for different phases of the economic cycle.

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The Manager conducts proprietary credit research to select individual issues. The goal is to enhance returns by purchasing securities that exhibit improving credit fundamentals and avoiding those that experience deterioration in their credit quality. The Manager seeks to minimize defaults in the Fund's portfolio. As such, research focuses on both the upside potential and the downside risk associated with each investment.

Independent of the credit rating by rating agencies, the Manager evaluates securities according to its own rating system. This system includes both quantitative and qualitative measures. The Manager's proprietary rating system assigns a rating based on a quantitative analysis of an issuer's credit statistics relative to other issuers within the same industry. The assigned rating also takes into consideration qualitative factors, including industry trends, management's track record, the legal and regulatory environment, liquidity and the issuer's growth trends and access to capital. Once a rating is determined, the Manager estimates the appropriate interest rate spread and will analyze the total return implications under a range of scenarios that reflect the issuer's growth prospects. The Fund purchases the most promising issues based on these fundamental valuation techniques.

INTEREST RATE TRANSACTIONS

In connection with the Fund's use of leverage, the Fund may enter into interest rate swap or cap transactions for purposes of protecting itself from increasing dividends payable on its Preferred Stock or increasing interest payable on its Notes. Such interest rate swaps involve the Fund's agreement with a counterparty to pay a fixed rate payment in exchange for the counterparty agreeing to pay the Fund a payment at a variable rate that is expected to approximate the dividends or interest rate payable by the Fund on preferred stock or any variable rate borrowings. The payment obligations would be based on the notional amount of the swap.

Interest rate caps are swaps that would entitle the Fund to receive from a counterparty, if a referenced interest rate exceeds a specified rate, payments of the difference based on the notional amount of such cap. The Fund may also use interest rate swaps and caps to hedge its portfolio holdings of debt securities or to protect against increases in the prices of debt securities that the Manager anticipates purchasing for the Fund. There can be no assurance, however, that the Fund will use interest rate swaps or caps.

A decline in interest rates may result in a decline in the value of the swap or cap, which may result in a decline in the net asset value attributable to Common Stock. Depending on the state of interest rates in general, the Fund's use of interest rate swaps or caps could enhance or harm the overall performance of the Common Stock. To the extent that there is a decline in interest rates for maturities equal to the remaining maturity on the Fund's fixed rate payment obligation under the interest rate swap or equal to the remaining term of the interest rate cap, the value of the swap or cap (which initially has a value of zero) could decline, and could result in a decline in the net asset value of the Common Stock. On the other hand, if such rates were to increase, the value of the swap or cap could increase, and thereby increase the net asset value of the Common Stock. As interest rate swaps or caps approach their maturity, their positive or negative value due to interest rate changes will approach zero.

Interest rate caps could enhance the performance of the Common Stock by providing a ceiling to all or part of the Fund's leverage expense during the terms of the cap. However, interest rate caps could also increase the operating expenses of the Fund and adversely affect the performance of the Common Stock in the event that the premium paid by the Fund exceeds the additional amounts the Fund would have been required to pay on its preferred stock or borrowings due to increases in short-term interest rates during the term of the cap had it not entered into the cap agreement.

In addition, if the short-term interest rates effectively received by the Fund during the term of an interest rate swap are lower than the Fund's fixed rate of payment on the swap, the swap will increase the Fund's operating expenses and reduce common stock net earnings. If, on the other hand, the short-term interest rates effectively received by the Fund

are higher than the Fund's fixed rate of payment on the interest rate swap, the swap would enhance common stock net earnings. In either case, the swap would have the effect of reducing fluctuations in the Fund's cost of leverage due to changes in short-term interest rates during the term of the swap.

Interest rate swaps and caps do not involve the delivery of securities or other underlying assets or principal. Accordingly, the risk of loss with respect to interest rate swaps is limited to the net amount of interest payments that the Fund is contractually obligated to make. If the counterparty defaults, the Fund would not be able to use the

anticipated net receipts under the swap or cap to offset the dividend payments on preferred stock or interest payments on borrowings. Depending on whether the Fund would be entitled to receive net payments from the counterparty on the swap or cap, which in turn would depend on the general state of short-term interest rates at that point in time, such a default could negatively impact the performance of the Common Stock.

In addition, at the time the interest rate swap or cap transaction reaches its scheduled termination date, there is a risk that the Fund will not be able to obtain a replacement transaction or that the terms of the replacement will not be as favorable as on the expiring transaction. If this occurs, it could have a negative impact on the performance of the Common Stock.

The Fund may choose or be required to redeem some or all of its preferred stock or prepay any borrowings. This redemption would likely result in the Fund seeking to terminate early all or a portion of any swap or cap transaction. Early termination of a swap could result in a termination payment by or to the Fund. An early termination of a cap could result in a termination payment to the Fund.

The Fund will usually enter into swaps and caps on a net basis; that is, the two payment streams will be netted out in a cash settlement on the payment date or dates specified in the instrument, with the Fund receiving or paying, as the case may be, only the net amount of the two payments. The Fund will segregate cash or liquid securities having a value at least equal to the Fund's net payment obligations under any swap transaction, marked-to-market daily, or will treat the transaction as a senior security for purposes of applicable 1940 Act limitations. The Fund will monitor any interest rate swap or cap transactions with a view to ensuring that it remains in compliance with all applicable tax requirements.

DESCRIPTION OF THE FUNDS' CAPITAL STOCK

New NHS Stock and NOX Stock have the same features since both Funds are Maryland corporations. The authorized capital stock of New NHS is 1,000,000,000 shares of capital stock, par value \$0.0001 per share, and the authorized capital stock of NOX is 1,000,000,000 shares of capital stock, par value \$0.0001 per share. NHS Shares have somewhat differing features since it is a Delaware statutory trust. NHS has authorized an unlimited number of shares of capital stock, no par value per share. The following table presents the number of shares of (i) capital stock authorized for each class of each Fund, and (ii) capital stock outstanding for each class of authorized shares of each Fund as of March 31, 2010:

Fund	Amount Authorized	Amount Outstanding as of March 31, 2010
New NHS		
Common Stock	999,998,500	0
Preferred Stock	1,500	0
NHS		
Common Shares	Unlimited	11,029,799.652
Preferred Shares	Unlimited	492
NOX		
Common Stock	999,994,000	14,364,850
Preferred Stock	6,000	595

Additional information about each Fund's Stock appears below in this section.

DESCRIPTION OF COMMON STOCK

New NHS and NOX

The following is a brief description of the terms of New NHS's and NOX's Common Stock. There are no material differences between the rights of holders of New NHS Common Stock and NOX Common Stock.

The New NHS Common Stock to be issued in the Reorganization will be, when issued, fully paid and nonassessable. The outstanding Common Stock of NOX is fully paid and nonassessable. The Common Stock of New NHS and NOX has no preemptive or conversion rights or rights to cumulative voting. Each share of Common Stock of New NHS and NOX is entitled to one vote per share.

The Common Stock of New NHS and NOX have equal rights to the payment of dividends and the distribution of assets upon liquidation. New NHS and NOX may not declare distributions on Common Stock of New NHS and NOX unless all accrued dividends on the Fund's Preferred Stock and interest on the Fund's Notes have been paid, and unless asset coverage (as defined in the 1940 Act) (a) with respect to Fund's Preferred Stock would be at least 200% after giving effect to the distributions and (b) with respect to the Fund's Notes would be at least 300% after giving effect to the interest.

The New NHS Common Stock is expected to be listed on the NYSE Amex under the trading or “ticker” symbol “NHS.” The NOX Common Stock is listed on the NYSE Amex under the trading or “ticker” symbol “NOX.” New NHS and NOX each intend to hold annual meetings of stockholders so long as its Common Stock is listed on a national securities exchange and such meetings are required as a condition to such listing. Each Fund must continue to meet the NYSE Amex or NYSE requirements, as applicable, in order for its Common Stock to remain listed. If the Reorganization is approved, NOX will not hold an annual meeting of stockholders in 2011 or thereafter.

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NHS

The following is a brief description of the terms of NHS's Common Shares.

The outstanding NHS Common Shares are fully paid and nonassessable. NHS Common Shares have no preemptive or conversion rights or rights to cumulative voting. Each NHS Common Share is entitled to one vote for each dollar or net asset value per share.

NHS Common Shares have equal rights to the payment of dividends and the distribution of assets upon liquidation. NHS may not declare distributions on the NHS Common Shares unless all accrued dividends on NHS Preferred Shares and interest on NHS's Notes have been paid, and unless asset coverage (as defined in the 1940 Act) (a) with respect to NHS Preferred Shares would be at least 200% after giving effect to the distributions and (b) with respect to NHS's Notes would be at least 300% after giving effect to the distributions.

NHS Common Shares are listed on the NYSE under the trading or "ticker" symbol "NHS." NHS intends to hold annual meetings of stockholders so long as NHS Common Shares are listed on a national securities exchange and such meetings are required as a condition to such listing. NHS must continue to meet the NYSE requirements in order for NHS Common Shares to remain listed. If the Reorganization is approved, NHS will not hold an annual meeting of shareholders in 2011 or thereafter.

DESCRIPTION OF PREFERRED STOCK

The following is a brief description of the terms of each Fund's Preferred Stock. This description does not purport to be complete and is subject to and qualified in its entirety by reference to the more detailed description of the Preferred Stock in each Fund's governing documents.

General

Under the governing documents of each Fund, the Board is authorized to classify or reclassify any unissued shares of capital stock without a stockholder vote into one or more classes of preferred or other stock. The Preferred Stock of each Fund has, or will have, a liquidation preference of \$25,000 per share plus an amount equal to accumulated but unpaid dividends (whether or not earned or declared by the Fund, but excluding interest thereon).

The Preferred Stock of each Fund ranks on a parity with shares of any other class or series of preferred stock of the Fund as to the payment of dividends and the distribution of assets upon liquidation. All New NHS Preferred Stock and NOX Preferred Stock carry one vote per share on all matters on which such shares are entitled to be voted. All NHS Preferred Stock carries one vote per dollar of liquidation preference on all matters on which such shares are entitled to be voted. The New NHS Preferred Stock to be issued in the Reorganization will be, when issued, fully paid and nonassessable. The outstanding Preferred Stock of NHS and NOX are fully paid and nonassessable. Preferred Stock has no preemptive, exchange, conversion or cumulative voting rights. If the net assets of a Fund increase, the Fund may offer additional shares of preferred stock to maintain the leverage ratio of the Fund. The Preferred Stock is subject to optional and mandatory redemption.

Dividends

General. Any dividend payment made on Preferred Stock of each Fund shall first be credited against the earliest accumulated but unpaid dividends due with respect to such shares. Dividends in arrears for any past dividend period may be declared and paid at any time, without reference to any regular dividend payment date, to the holders of the Preferred Stock of each Fund. Dividends on Preferred Stock of each Fund are payable, when, as and if declared by the

Board, out of legally available funds in accordance with the Fund's governing documents and applicable law.

Restriction on Dividends and Other Distributions. Generally, while any Preferred Stock is outstanding, a Fund may not declare, pay or set apart for payment any dividend or other distribution in respect of its Common Stock (other than in additional Common Stock or rights to purchase Common Stock) or repurchase any of its

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Common Stock (except by conversion into or exchange for shares of the Fund ranking junior to Preferred Stock as to the payment of dividends and the distribution of assets upon liquidation) unless certain asset coverage requirements have been satisfied.

Generally, a Fund will not declare, pay or set apart for payment any dividend on any shares of the Fund ranking, as to the payment of dividends, on a parity with Preferred Stock unless the Fund has declared and paid or contemporaneously declares and pays full cumulative dividends on Preferred Stock through its most recent dividend payment date. However, when a Fund has not paid dividends in full on Preferred Stock through the most recent dividend payment date or upon any shares of the Fund ranking, as to the payment of dividends, on a parity with Preferred Stock through their most recent respective dividend payment dates, the amount of dividends declared per share on Preferred Stock and such other class or series of shares will in all cases bear to each other the same ratio that accumulated dividends per share on Preferred Stock and such other class or series of shares bear to each other.

Redemption

In the event a Fund does not timely cure a failure to maintain certain asset coverage ratios, its Preferred Stock will be subject to mandatory redemption on a date specified by the Board out of funds legally available therefor in accordance with the governing documents and applicable law at the redemption price of \$25,000 per share plus an amount equal to accumulated but unpaid dividends thereon (whether or not earned or declared by the Fund, but excluding interest thereon) to (but not including) the date fixed for redemption. A Fund, at its option, may redeem Preferred Stock, in whole or in part, out of funds legally available therefor.

Liquidation

Subject to the rights of holders of any series or class or classes of shares ranking on a parity with the Preferred Stock of each Fund with respect to the distribution of assets upon liquidation of the Fund, upon a liquidation, dissolution or winding up of the affairs of the Fund, whether voluntary or involuntary, the holders of Preferred Stock then outstanding will be entitled to receive and to be paid out of the assets of the Fund available for distribution to its stockholders, before any payment or distribution is made on the Common Stock, an amount equal to the liquidation preference with respect to such shares (\$25,000 per share), plus an amount equal to all dividends thereon (whether or not earned or declared by the Fund, but excluding interest thereon) accumulated but unpaid to (but not including) the date of final distribution in same-day funds in connection with the liquidation of the Fund. After the payment to holders of Preferred Stock of the full preferential amounts provided for as described herein, holders of Preferred Stock as such shall have no right or claim to any of the remaining assets of the Fund.

None of the sale of all or substantially all of the property or business of either Fund, the merger or consolidation of either Fund into or with any other corporation, or the merger or consolidation of any other corporation into or with either Fund, shall be a liquidation, dissolution or winding up of the affairs, whether voluntary or involuntary, for the purposes of the foregoing paragraph.

Voting Rights

Except as otherwise provided in this section or as otherwise required by law, holders of Preferred Stock have equal voting rights with holders of Common Stock and holders of any other shares of preferred stock of the Fund (one vote per share) and vote together with holders of Common Stock and holders of any other shares of preferred stock of the Fund as a single class.

Holders of outstanding preferred stock, including Preferred Stock of each Fund, voting as a separate class, are entitled at all times to elect two of the Fund's Directors. The remaining Directors normally are elected by holders of Common

Stock and preferred stock, including Preferred Stock of each Fund, voting together as a single class. If at any time dividends (whether or not earned or declared by the Fund, but excluding interest thereon) on outstanding preferred stock, including Preferred Stock of each Fund, shall be due and unpaid in an amount equal to two full years' dividends thereon, then, as the sole remedy of holders of outstanding preferred stock, the number of Directors constituting the Board shall be increased by the smallest number that, when added to the two Directors elected exclusively by the holders of outstanding preferred stock, as described above, would constitute a majority of the

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Board as so increased by such smallest number, and at a special meeting of stockholders that will be called and held as soon as practicable, and at all subsequent meetings at which Directors are to be elected, the holders of outstanding preferred stock, voting as a separate class, will be entitled to elect the smallest number of additional Directors that, together with the two Directors which such holders will be in any event entitled to elect, constitutes a majority of the total number of Directors of the Fund as so increased. The terms of office of the persons who are Directors at the time of that election will continue. If either Fund thereafter shall pay in full, all dividends payable on all outstanding preferred stock, the voting rights stated in the second preceding sentence shall cease, and the terms of office of all of the additional Directors elected by the holders of outstanding preferred stock (but not of the Directors with respect to whose election the holders of Common Stock were entitled to vote or the two Directors the holders of outstanding preferred stock have the right to elect in any event), will terminate automatically.

So long as any Preferred Stock is outstanding, a Fund will, without the affirmative vote or consent of the holders of at least a majority of shares of Preferred Stock outstanding at the time (voting together as a separate class):

(a) authorize, create or issue any class or series of shares ranking prior to or on a parity with Preferred Stock with respect to payment of dividends or the distribution of assets on dissolution, liquidation or winding up the affairs of the Fund, or authorize, create or issue additional shares of any series of Preferred Stock; and

(b) amend, alter or repeal the provisions of the Articles of Incorporation or Declaration of Trust, as applicable, or the instrument defining the rights of Preferred Stock, by merger, consolidation or otherwise, so as to affect any preference, right or power of Preferred Stock or holders of Preferred Stock; provided, however, that (i) a division or split of Preferred Stock will be deemed to affect such preferences, rights or powers only if the terms of such division or split adversely affect holders of Preferred Stock and (ii) the authorization, creation and issuance of classes or series of shares ranking junior to Preferred Stock with respect to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Fund will be deemed to affect such preferences, rights or powers only if a rating agency is then rating Preferred Stock and such issuance would, at the time thereof, cause the Fund not to satisfy certain asset coverage tests;

(c) approve any plan of reorganization (as such term is used in the 1940 Act) adversely affecting Preferred Stock; or

(d) approve any action requiring a vote of security holders of the Fund under Section 13(a) of the 1940 Act.

So long as any Preferred Stock are outstanding, a Fund shall not, without the affirmative vote or consent of the holders of at least a majority of the shares of Preferred Stock outstanding at the time, in person or by proxy, either in writing or at a meeting, voting as a separate class, file a voluntary application for relief under federal bankruptcy law or any similar application under state law for so long as the Fund is solvent and does not foresee becoming insolvent.

For purposes of (c) and (d) above, the vote of a majority of the outstanding shares of Preferred Stock means the affirmative vote of the lesser of (a) 67% or more of the outstanding shares of Preferred Stock present at a meeting of Preferred Stockholders or represented by proxy if the holders of more than 50% of the outstanding shares of Preferred Stock are present or represented by proxy or (b) more than 50% of the outstanding shares of Preferred Stock.

The foregoing voting provisions will not apply with respect to Preferred Stock of a Fund if, at or prior to the time when a vote is required, such shares shall have been (i) redeemed or (ii) called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

COMPARISON OF CERTAIN ATTRIBUTES OF NEW NHS, NHS AND NOX

The foregoing is only a summary of certain characteristics of the operations of New NHS, NOX and NHS, their relevant governing documents and relevant business trust or corporate state law. The foregoing is not a

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complete description of the documents cited. Stockholders should refer to the provisions of such documents for a more thorough description.

Quorum for Board Meetings/Board Action by Written Consent. Both New NHS and NOX require a majority of the Board members present at a duly called Board meeting to approve matters at a Board meeting. NHS requires 25% of the Board members present at a duly called Board meeting to approve matters at a Board meeting. New NHS and NOX differ from NHS regarding actions by written consent, since NHS allows the Directors to approve matters by written consent of a majority of the Directors. Maryland law requires a written consent to be approved unanimously by the Directors.

Delegation of Powers. New NHS and NOX differ from NHS on the delegation of powers, since the Directors of NHS can delegate such authority as they consider desirable to any officers of NHS and to any agent, independent contractor, manager, investment adviser, sub-advisers, custodian, administrator, underwriter or other service provider. Under Maryland law, the Directors of New NHS and NOX may not delegate certain duties. For example, the Directors of New NHS and NOX cannot delegate the approval of matters to be submitted to stockholders for a vote and may only delegate the declaration of distributions under if certain conditions are met.

Removal of Directors. New NHS and NOX differs from NHS with respect to the removal of Board members. New NHS and NOX do not allow a Director to be removed by other Directors. In addition, New NHS and NOX Directors may be removed, if three-fourths of the outstanding shares of Stock vote to remove the Director for cause. NHS allows a Director to be removed with cause at any time by a written instrument signed by at least three-fourths of the other Directors. This threshold for NHS is lowered to a majority vote of the Directors if three-fourths of the outstanding NHS Shares vote to remove the Director.

Liability of Directors and Officers/Indemnification/Advancement of Expenses. The Directors and officers of each Fund are not personally liable to, or for an obligation of, the entity unless there are certain “bad acts” (e.g., willful misfeasance, bad faith, gross negligence, or reckless disregard of their duties) involved in their conduct. The organizational documents permit the Directors and officers to be indemnified against liability to the maximum extent permitted by applicable law, including state law and the 1940 Act. However, the Funds differ somewhat as to the procedures for the Board’s determination that indemnification is appropriate. In addition, the Funds differ somewhat as to the procedures for advancement of expenses due to differences in state law; however, each allows advancement of expenses to the maximum extent permitted by applicable law.

Stockholder Liability. Under Maryland or Delaware law, stockholders have no personal liability for acts or obligations of New NHS, NHS or NOX.

Stockholder Voting Rights New NHS and NOX differ from NHS in a number of areas with respect to stockholder voting rights. New NHS and NOX would require a stockholder vote with respect to most amendments to their respective Articles of Incorporation. NHS does not require a shareholder vote to amend the Trust Instrument, except in limited circumstances. However, for all the Funds stockholder approval is required for a number of matters, such as electing Board members, approving investment management or sub-advisory agreements, approving a reorganization, conversion, merger or liquidation or changing a fundamental investment policy. New NHS Stockholders and NOX Stockholders are entitled, or will be entitled, to one vote per share of stock owned. Voting by NHS Shareholders is dollar-weighted. NHS Shareholders are entitled to one vote for each dollar of net asset value they own.

ANTI-TAKEOVER AND OTHER PROVISIONS IN GOVERNING DOCUMENTS

Each Fund’s governing documents include provisions that could limit the ability of other entities or persons to acquire control of the Fund, to cause it to engage in certain transactions or to modify its structure.

NHS's Declaration of Trust requires the favorable vote of the holders of at least 75% of NHS Shares to approve, adopt or authorize: (a) a merger or consolidation or statutory share exchange of the Fund with any other corporations or other business entities; (b) a sale of all or substantially all of the Fund's assets (other than in the

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regular course of the Fund's investment activities); or (c) a liquidation or dissolution of the Fund unless such action has been approved, adopted or authorized by the affirmative vote of at least 75% of the Directors. If so approved by the Directors, the affirmative vote of the holders of only a majority of NHS Shares entitled to be voted on the matter is required.

The NHS Declaration of Trust require a vote by at least a majority of the Fund's Board and a vote by the holders of at least 75% of the shares of the Fund's capital stock outstanding and entitled to vote, except as described below, to authorize (1) the Fund's conversion from a closed-end to an open-end management investment company; (2) the merger or consolidation of the Fund or any subsidiary of the Fund with or into any NHS Principal Stockholder; (3) any sale, lease, or exchange to the Fund of any assets of any NHS Principal Stockholder (as defined below) having an aggregate fair market value of \$1,000,000 or more; (4) any sale, lease, or exchange of all or substantially all of the Fund's assets to any NHS Principal Stockholder (as defined below) having an aggregate fair market value of \$1,000,000 or more; (5) with certain exceptions, the issuance of any securities of the Fund to any NHS Principal Stockholder for cash; or (6) any transfer by the Fund of any securities of the Fund to any NHS Principal Stockholder in exchange for cash, securities or other property having an aggregate fair market value of \$1,000,000 or more; provided, if such action has been authorized by the affirmative vote of at least 75% of the Fund's Directors then the affirmative vote of the holders of only a majority of the Fund's shares of capital stock outstanding and entitled to vote at the time is required. For purposes of these provisions, a 5% or greater holder of a class or series of shares (a "NHS Principal Shareholder") refers to any person who, whether directly or indirectly and whether alone or together with its affiliates and associates, beneficially owns 5% or more of the outstanding shares of any class or series of shares of beneficial interest of the Fund.

New NHS's and NOX's Articles of Incorporation require a vote by at least a majority of the Fund's Board, including a majority of Independent Directors, and the holders of at least 75% of the shares of the Fund's capital stock outstanding and entitled to vote, except as described below, to authorize (1) the Fund's conversion from a closed-end to an open-end management investment company; (2) any merger or consolidation or share exchange of the Fund with or into any other company; (3) the dissolution or liquidation of the Fund; (4) any sale, lease, or exchange of all or substantially all of the Fund's assets to any Principal Stockholder (as defined below); (5) a change in the nature of the business of the Fund so that it would cease to be an investment company registered under the 1940 Act; (6) with certain exceptions, the issuance of any securities of the Fund to any Principal Stockholder for cash; or (7) any transfer by the Fund of any securities of the Fund to any Principal Stockholder in exchange for cash, securities or other property having an aggregate fair market value of \$1,000,000 or more; provided, with respect to (1) through (5), if such action has been authorized by the affirmative vote of at least 75% of the Fund's Directors, including a majority of the Independent Directors, then the affirmative vote of the holders of only a majority of the Fund's shares of capital stock outstanding and entitled to vote at the time is required; and provided, further, with respect to (6) and (7), if such transaction has been authorized by the affirmative vote of at least 75% of the entire Board, including a majority of the Independent Directors, no stockholder vote is required to authorize such action. The term "Principal Stockholder" means any person, entity or group that holds, directly or indirectly, more than 5% of the outstanding shares of the Fund, and includes any associates or affiliates of such person or entity or of any member of the group. None of the foregoing provisions may be amended except by the vote of the holders of at least 75% of the outstanding shares of capital stock of the Fund outstanding and entitled to vote thereon.

The percentage vote required under these provisions is higher than that required under Delaware law, Maryland law or by the 1940 Act. The Boards believe that the provisions relating to such a higher vote are in the best interest of its respective Fund and its stockholders. Even if agreed to by a Fund, certain of the transactions described above may be prohibited by the 1940 Act. As noted above, Preferred Stock votes together with Common Stock on all matters. The 1940 Act also requires approval of a majority of the outstanding shares of Preferred Stock, for any conversion from a closed-end to an open-end investment company. As the 1940 Act also prohibits doing indirectly what cannot be done

directly, a vote of Preferred Stock may be required to effect some of the other transactions described above if the effective result would be conversion of the Fund from a closed-end to an open-end structure.

The Board of each Fund is classified into three classes, each with a term of three years with only one class of Directors standing for election in any year. Such classification may prevent replacement of a majority of the Directors for up to a two-year period. Directors of New NHS and NOX may be removed from office only for cause and only by vote of the holders of at least 75% of the shares entitled to be voted for such Director in an election of

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directors. Directors of NHS may be removed from office for cause by vote of 75% of the Directors or with or without cause by 50% of the Directors if approved by the vote of the holders of at least 75% of the shares entitled to be voted for such Director in an election of directors.

The Bylaws of New NHS, NHS and NOX require directors to be elected by a vote of a majority of the outstanding shares entitled to vote thereon.

By resolution of the Board of Directors, New NHS and NOX have opted into the Maryland Control Share Acquisition Act and the Maryland Business Combination Act. In general, the Maryland Control Share Acquisition Act provides that “control shares” of a Maryland corporation acquired in a control share acquisition may not be voted except to the extent approved by stockholders at a special meeting by a vote of two-thirds of the votes entitled to be cast on the matter (excluding shares owned by the acquiror and by officers or by directors who are employees of the corporation). “Control shares” are voting shares of stock which, if aggregated with all other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within certain statutorily-defined ranges (one-tenth but less than one-third, one-third but less than a majority, and more than a majority of the voting power). In general, the Maryland Business Combination Act prohibits an interested stockholder (a stockholder that holds 10% or more of the voting power of the outstanding stock of the corporation) of a Maryland corporation from engaging in a business combination (generally defined to include a merger, consolidation, share exchange, sale of a substantial amount of assets, a transfer of the corporation’s securities and similar transactions to or with the interested stockholder or an entity affiliated with the interested stockholder) with the corporation for a period of five years after the most recent date on which the interested stockholder became an interested stockholder.

Further information may be found in the Articles/Declaration of Trust, as amended, and Bylaws, as amended, of each Fund, which are on file with the SEC.

REPORTS OF NHS'S AND NOX'S AUDIT COMMITTEES

Audit Committee Report

NEUBERGER BERMAN CALIFORNIA INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN INCOME OPPORTUNITY FUND INC.
NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN NEW YORK INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC.
(COLLECTIVELY, THE "FUNDS")

The Audit Committees of the Boards of Directors of the Funds operate pursuant to a Charter, which sets forth the role of an Audit Committee in a Fund's financial reporting process. Pursuant to the Charter, and in accordance with Rule 32a-4 under the Investment Company Act of 1940, as amended, the role of the Audit Committee is to oversee a Fund's accounting and financial reporting processes and the quality and integrity of the Fund's financial statements and the independent audit of those financial statements. Each Committee is responsible for, among other things, recommending the initial and ongoing engagement of the independent auditors and reviewing the scope and results of its Fund's annual audit with the Fund's independent auditors. Fund management is responsible for the preparation, presentation and integrity of the Funds' financial statements and for the procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors for the Funds are responsible for planning and carrying out proper audits and reviews.

The Audit Committees met on December 9, 2009 to review each Fund's audited financial statements for the fiscal year ended October 31, 2009. In performing this oversight function, the Audit Committees have reviewed and discussed the audited financial statements with the Funds' management and their independent auditors, Ernst & Young LLP ("E&Y"). The Audit Committees have discussed with E&Y the matters required to be discussed by Statement on Auditing Standards No. 114 and have received the written disclosures and the letter from E&Y required by the applicable requirements of the Public Company Accounting Oversight Board regarding independent accountant communications with audit committees concerning independence. The Audit Committees also have discussed with E&Y its independence.

The members of the Audit Committees are not employed by the Funds as experts in the fields of auditing or accounting and are not employed by the Funds for accounting, financial management or internal control purposes. Members of the Audit Committees rely without independent verification on the information provided and the representations made to them by management and E&Y.

Based upon this review and related discussions, and subject to the limitation on the role and responsibilities of the Audit Committee set forth above and in the Charter, the Audit Committee of each Fund recommended to its Board of Directors that the audited financial statements be included in the Fund's Annual Report to Stockholders for the fiscal year ended October 31, 2009.

The members of the Audit Committees are listed below. Each has been determined to meet the independence requirements of NYSE Amex.

Martha C. Goss
George W. Morriss
Cornelius T. Ryan (Chairman)

Tom D. Seip
Peter P. Trapp

December 9, 2009

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Audit Committee Report

Neuberger Berman High Yield Strategies Fund (the "Fund")

The Audit Committee of the Board of Trustees of NHS operates pursuant to a Charter, which sets forth the role of the Audit Committee in NHS's financial reporting process. Pursuant to the Charter, and in accordance with New York Stock Exchange requirements and Rule 32a-4 under the Investment Company Act of 1940, as amended, the role of the Audit Committee is to oversee NHS's accounting and financial reporting processes and the quality and integrity of NHS's financial statements and the independent audit of those financial statements. The Committee is responsible for, among other things, recommending the initial and ongoing engagement of the independent auditors and reviewing the scope and results of NHS's annual audit with NHS's independent auditors. Fund management is responsible for the preparation, presentation and integrity of NHS's financial statements and for the procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors for NHS are responsible for planning and carrying out proper audits and reviews.

The Audit Committee met on February 16, 2010 to review NHS's audited financial statements for the fiscal year ended December 31, 2009. In performing this oversight function, the Audit Committee has reviewed and discussed the audited financial statements with NHS's management and their independent auditors, E&Y. The Audit Committee has discussed with E&Y the matters required to be discussed by Statement on Auditing Standards No. 114 and has received the written disclosures and the letter from E&Y required by the applicable requirements of the Public Company Accounting Oversight Board regarding independent accountant communications with audit committees concerning independence. The Audit Committee also has discussed with E&Y its independence.

The members of the Audit Committee are not employed by NHS as experts in the fields of auditing or accounting and are not employed by NHS for accounting, financial management or internal control purposes. Members of the Audit Committee rely without independent verification on the information provided and the representations made to them by management and E&Y.

Based upon this review and related discussions, and subject to the limitation on the role and responsibilities of the Audit Committee set forth above and in the Charter, the Audit Committee recommended to the Board of Trustees that the audited financial statements be included in NHS's Annual Report to Shareholders for the fiscal year ended December 31, 2009.

The members of the Audit Committee are listed below. Each has been determined to meet the independence requirements of the New York Stock Exchange.

Martha C. Goss
George W. Morriss
Cornelius T. Ryan (Chairman)
Tom D. Seip
Peter P. Trapp

February 16, 2010

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APPENDIX F

FEES BILLED BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The fiscal year end for NHS is December 31; the fiscal year end for NOX is October 31.

Audit Fees

The aggregate fees billed by E&Y for the audit of the annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements of NHS and NOX for the fiscal years ended 2009 and 2008 are as shown in the table below.

Fund	AUDIT FEES BILLED	
	Fiscal Year Ended	Fiscal Year Ended
	2009	2008
NOX	\$44,500	\$40,000
NHS	\$40,500	\$36,000

Audit-Related Fees

The aggregate audit-related fees billed by E&Y for the fiscal years ended 2009 and 2008 are shown in the table below. The nature of the services provided involved agreed upon procedures relating to the Preferred Stock and Notes.

Fund	AUDIT-RELATED FEES BILLED	
	Fiscal Year Ended	Fiscal Year Ended
	2009	2008
NOX	\$32,500	\$6,500
NHS	\$26,000	\$13,000

Tax Fees

The aggregate fees billed by E&Y for the fiscal years ended 2009 and 2008 are as shown in the table below. The nature of the services provided comprised tax compliance, tax advice and tax planning.

Fund	TAX FEES BILLED	
	Fiscal Year Ended	Fiscal Year Ended
	2009	2008
NOX	\$10,000	\$9,700
NHS	\$9,250	\$9,250

All Other Fees

Aggregate fees billed by E&Y during the fiscal years ended 2009 and 2008 for services provided to NHS and NOX other than those reported in Audit Fees, Audit-Related Fees and Tax Fees, are as shown in the table below.

Fund	ALL OTHER FEES	
	Fiscal Year Ended	Fiscal Year Ended
	2009	2008
NOX	\$0	\$0

NHS

\$0

\$0

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Non-Audit Fees

Aggregate fees billed by E&Y during the fiscal years ended 2009 and 2008 for non-audit services to NHS and NOX, NB Management, NB LLC and any entity controlling, controlled by or under common control with NB Management or NB LLC that provides ongoing services to NHS and NOX are as shown in the table below.

Fund	AGGREGATE NON-AUDIT FEES*	
	Fiscal Year Ended	Fiscal Year Ended
	2009	2008
NOX	\$142,500	\$416,500
NHS	\$135,250	\$422,250

* Because this is a combined proxy for NHS and NOX, the aggregate total of the fees billed to NB Management, NB LLC and any entity controlling, controlled by or under common control with NB Management or NB LLC that provides ongoing services to NHS and NOX is included in NHS's and NOX's Aggregate Non-Audit Fees in this table.

Audit Committees' Pre-Approval Policies and Procedures

The Audit Committees' pre-approval policies and procedures for NHS and NOX to engage an accountant to render audit and non-audit services delegate to each member of the Committee the power to pre-approve services between meetings of the Committee.

Each Audit Committee has considered these fees and the nature of the services rendered, and has concluded that they are compatible with maintaining the independence of E&Y. The Audit Committees did not approve any of the services described above pursuant to the "de minimis exceptions" set forth in Rule 2-01(c)(7)(i)(C) and Rule 2-01(c)(7)(ii) of Regulation S-X. E&Y did not provide any audit-related services, tax services or other non-audit services to NB Management, NB LLC and any entity controlling, controlled by or under common control with NB Management or NB LLC that provides ongoing services to NHS and NOX that the Audit Committees were required to approve pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X.

Neuberger Berman High Yield Strategies Fund Inc.
Neuberger Berman High Yield Strategies Fund
Neuberger Berman Income Opportunity Fund Inc.
605 Third Avenue
New York, New York 10158-0180
877-461-1899

STATEMENT OF ADDITIONAL INFORMATION

May __, 2010

This Statement of Additional Information, which is not a prospectus, supplements and should be read in conjunction with the combined Proxy Statement and Prospectus dated May __, 2010 (the “Proxy Statement/Prospectus”). The Proxy Statement/Prospectus asks for the approval of the proposed Agreement and Plan of Reorganization (the “Agreement”) pursuant to which both Neuberger Berman High Yield Strategies Fund (“NHS”) and Neuberger Berman Income Opportunity Fund Inc. (“NOX”) would be reorganized into a newly formed Maryland corporation, named Neuberger Berman High Yield Strategies Fund Inc. (“New NHS,” and together with NHS and NOX, the “Funds,” and each, a “Fund”). The Agreement provides for a conversion (“Conversion”) followed by a merger (“Merger,” and together with the Conversion, the “Reorganization”). In the Conversion, NHS would convert into New NHS. NHS would then dissolve under applicable state law. After the Conversion, NOX would transfer its assets to New NHS in exchange for shares of New NHS Common Stock and New NHS Preferred Stock and the assumption by New NHS of NOX’s liabilities and NOX would dissolve under applicable state law. In addition, the Proxy Statement/Prospectus asks to vote on the election of Trustees/Directors of NHS and NOX, in the event that the Agreement is not approved.

To obtain a copy of the Proxy Statement/Prospectus, please write to the Fund of which you are a stockholder at the address set forth above or call 877-461-1899. For ease of reading, “stock” and “stockholders” have been used in certain places to describe, respectively, the shares of NHS and its shareholders. Unless otherwise indicated, capitalized terms used herein and not otherwise defined have the same meanings as are given to them in the Proxy Statement/Prospectus.

The audited financial statements and related independent registered public accounting firm’s reports for NHS and NOX contained in their respective annual report to stockholders for the fiscal years ended December 31, 2009 and October 31, 2009, respectively, are incorporated herein by this reference. No other parts of either annual report are incorporated by reference herein.

No person has been authorized to give any information or to make any representations not contained in the Proxy Statement/Prospectus or in this SAI in connection with the offering made by the Proxy Statement/Prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized by a Fund or its distributor. The Proxy Statement/Prospectus and this SAI do not constitute an offering by a Fund or its distributor in any jurisdiction in which such offering may not lawfully be made.

The “Neuberger Berman” name and logo are registered service marks of Neuberger Berman Group LLC. “Neuberger Berman Management LLC” and the fund names in this SAI are either service marks or registered service marks of Neuberger Berman Management LLC.

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INVESTMENT OBJECTIVES, POLICIES AND LIMITATIONS

The investment objectives and general investment policies of the Funds are described in the Proxy Statement/Prospectus. The Funds have the same investment objective and substantially similar principal investment policies, invest in substantially similar markets and present substantially similar risks. There are no significant differences among the investment strategies of the Funds. Additional information concerning certain characteristics of the Funds is set forth below. In this section, the term “Manager” refers to Neuberger Berman Management LLC (“NB Management”), Neuberger Berman Fixed Income LLC (“NBFI”), or Neuberger Berman LLC (“NB LLC”), as appropriate.

For New NHS and NOX, unless otherwise indicated, any investment policy or limitation that involves a maximum percentage of securities or assets will not be considered exceeded unless the percentage limitation is exceeded immediately after, and because of, a transaction by the Fund. If, because of changes in the value of a Fund’s portfolio, the asset coverage for any borrowings were to fall below 300%, this would limit the Fund’s ability to pay dividends, and, therefore, the Fund intends to restore the 300% asset coverage as soon as practical in light of the circumstances.

The fundamental investment policies and limitations of New NHS and NOX are as follows:

1. **Borrowing.** Each Fund may not borrow money in excess of 33 1/3% of its total assets (including the amount of money borrowed) minus liabilities (other than the amount borrowed), except that it may borrow up to an additional 5% of its total assets for temporary purposes.
2. **Commodities.** Each Fund may not purchase physical commodities or contracts thereon, unless acquired as a result of the ownership of securities or instruments, but this restriction shall not prohibit the Fund from purchasing futures contracts or options (including options on futures contracts, but excluding options or futures contracts on physical commodities) or from investing in securities of any kind.

For purposes of the limitation on commodities, each Fund does not consider foreign currencies or forward contracts to be physical commodities.

3. **Diversification.** Each Fund is non-diversified under the 1940 Act.
4. **Industry Concentration (New NHS).** The Fund may not purchase any security if, as a result, 25% or more of its total assets (taken at current value) would be invested in the securities of issuers having their principal business activities in the same industry. This limitation does not apply to U.S. Government and Agency Securities.
5. **Industry Concentration (NOX).** The Fund may not purchase any security if, as a result, 25% or more of its total assets (taken at current value) would be invested in the securities of issuers having their principal business activities in the same industry, except that the Fund will invest greater than 25% of its total assets in the real estate industry. This limitation does not apply to U.S. Government and Agency Securities.
6. **Lending.** Each Fund may not lend any security or make any other loan if, as a result, more than 33 1/3% of its total assets (taken at current value) would be lent to other parties, except, in accordance with its investment objectives, policies and limitations, (i) through the purchase of debt securities or (ii) by engaging in repurchase agreements.
7. **Real Estate.** Each Fund may not purchase real estate unless acquired as a result of the ownership of securities or instruments, except that each Fund may (i) invest in securities of issuers that mortgage, invest or deal in real estate or interests therein, (ii) invest in securities that are secured by real estate or interests therein, (iii) purchase and sell mortgage-related securities, (iv) hold and sell real estate it acquired as a result of the ownership of securities and (v) invest in real estate investment trusts (“REITs”) of any kind.

8. Senior Securities. Each Fund may not issue senior securities, except as permitted under the 1940 Act.

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9. Underwriting. Each Fund may not underwrite securities of other issuers, except to the extent that a Fund, in disposing of portfolio securities, may be deemed to be an underwriter within the meaning of the Securities Act of 1933, as amended (“1933 Act”).

NHS has adopted the fundamental investment restrictions set forth below which may not be changed without the approval (a “Majority Shareholder Vote”) of a majority of the Fund’s outstanding NHS Common Shares and NHS Preferred Shares, voting together as a class, and the approval of a majority of the outstanding NHS Preferred Shares, voting separately by class. The Fund may not:

1. Diversification. With respect to 75% of the value of its total assets, invest more than 5% of its total assets in the securities of any one issuer, or invest in more than 10% of the outstanding voting securities of any one issuer. These limitations do not apply to investments in securities issued or guaranteed by the U.S. government or its agencies or instrumentalities.

2. Industry Concentration. Purchase any security if, as a result of such purchase, 25% or more of the value of the Fund’s total assets would be invested in the securities of issuers having their principal business activities in any single industry; provided, that this limitation shall not apply with respect to obligations issued or guaranteed by the U.S. government or its agencies or instrumentalities.

3. Senior Securities. Issue senior securities or borrow money, except to the extent permitted under the 1940 Act or as otherwise permitted by the Securities and Exchange Commission (the “SEC”).

4. Lending. Make loans of money or property to any person, except through the purchase of debt securities, including corporate loans and other financial instruments, in accordance with the Fund’s investment policies, loans of portfolio securities or the acquisition of securities subject to repurchase agreements.

5. Underwriting. Act as an underwriter of securities, except to the extent the Fund may be deemed to be an underwriter when disposing of its portfolio investments.

6. Real Estate. Purchase, hold or deal in real estate, except that the Fund may invest in securities that are secured by real estate, or issued by companies that invest or deal in real estate or real estate investment trusts.

7. Commodities. Invest in commodities or commodity contracts, except that the Fund may purchase or sell financial futures (and related options), foreign currencies (including currency options), and derivatives.

In addition to the foregoing fundamental investment restrictions, NHS’s investment objective is a fundamental policy which cannot be changed by the Fund’s Board without a Majority Shareholder Vote.

The following investment policies and limitations are non-fundamental for each of New NHS and NOX:

1. Lending. Except for the purchase of debt securities, loans, loan participations or other forms of direct debt instruments and engaging in repurchase agreements, each Fund may not make any loans other than securities loans.

2. Margin Transactions. Each Fund may not purchase securities on margin from brokers or other lenders, except that each Fund may obtain such short-term credits as are necessary for the clearance of securities transactions. Margin payments in connection with transactions in futures contracts and options on futures contracts shall not constitute the purchase of securities on margin and shall not be deemed to violate the foregoing limitation.

3. Foreign Securities. New NHS may not invest more than 25%, and NOX may not invest more than 20%, of the value of its total assets in securities of foreign issuers traded outside of the U.S., which securities may be U.S. dollar-denominated or denominated in a currency other than the U.S. dollar. This policy does not limit investment in American Depositary Receipts (“ADRs”) and similar instruments denominated in U.S. dollars, where the underlying security may be denominated in a foreign currency.

4. Investments in any one Issuer. At the close of each quarter of each Fund's taxable year, (i) no more than 25% of the value of its total assets may be invested in the securities of a single issuer and (ii) with regard to 50% of the value of its total assets, no more than 5% of the value of its total assets may be invested in the securities of a single issuer and it may not hold more than 10% of an issuer's outstanding voting securities. These limitations do not apply to U.S. Government securities, as defined for tax purposes, or securities of another regulated investment company, as defined in Subchapter M of Chapter 1 of Subtitle A of the Internal Revenue Code of 1986, as amended ("Code") ("RIC").

Under the 1940 Act, a "senior security" does not include any promissory note or evidence of indebtedness regarding a loan for temporary purposes only and in an amount not exceeding 5% of the value of the total assets of the issuer at the time the loan is made. A loan is presumed to be for temporary purposes if it is repaid within sixty days and is not extended or renewed. Any New NHS Preferred Stock, NHS Preferred Shares and NOX Preferred Stock would be considered senior securities under the 1940 Act. Each Fund may only issue Preferred Stock if the asset coverage (as defined in the 1940 Act) with respect to Preferred Stock would be at least 200% after such issuance.

To the extent each Fund covers its commitment under a derivative instrument by the segregation of assets determined by the Manager to be liquid and/or by holding instruments representing offsetting commitments, such instrument will not be considered a "senior security" for purposes of the asset coverage requirements otherwise applicable to borrowings by the Fund or its issuance of Preferred Stock.

Each Fund interprets its policies with respect to borrowing and lending to permit such activities as may be lawful for it, to the fullest extent permitted by the 1940 Act or by exemption from the provisions thereof pursuant to an exemptive order of the SEC.

If rating agencies assign different ratings to the same security, the Manager will determine which rating it believes best reflects the security's quality and risk at that time, which may be the highest of the several assigned ratings.

NHS and NOX have each applied, and New NHS will apply, for ratings for its Preferred Stock and Notes. In order to obtain and maintain these ratings, each Fund may be required to comply with investment quality, diversification and other guidelines established by the rating agency. Such guidelines will likely be more restrictive than the restrictions set forth above. Each Fund does not anticipate that such guidelines would have a material adverse effect on its Common Stockholders or its ability to achieve its investment objectives. New NHS currently anticipates that any Preferred Stock or Notes that it intends to issue initially would be given the highest ratings by the rating agency, but no assurance can be given that such ratings will be obtained. The rating agency would receive fees in connection with its ratings issuances.

NHS is also subject to the following non-fundamental restrictions and policies, which may be changed by the Board of Trustees. The Fund must:

1. Diversification. The Fund must diversify its holdings so that, at the end of each quarter of the Fund's taxable year, (a) at least 50% of the value of the Fund's total assets is represented by cash and cash items, securities of other regulated investment companies, U.S. government securities and other securities, with such other securities limited, in respect of any one issuer, to an amount not greater than 5% of the value of the Fund's total assets and not greater than 10% of the outstanding voting securities of such issuer, and (b) not more than 25% of the value of the Fund's total assets is invested in the securities (other than U.S. government securities or securities of other regulated investment companies) of any one issuer or any two or more issuers that the Fund controls and which are determined to be engaged in the same, similar or related trades or businesses.

2. Investment Company Securities. The Fund may not invest in securities of other investment companies, except to the extent permitted by the 1940 Act and the rules thereunder, or as may be permitted by an order of the SEC under

the 1940 Act, or other relief from the provisions of the 1940 Act.

With respect to these investment restrictions and other policies described in this SAI or the Proxy Statement/Prospectus (except the Fund's policies on borrowings and the issuance of senior securities set forth above), if a percentage restriction is adhered to at the time of an investment or transaction, a later change in percentage resulting from a change in the values of investments or the value of the Fund's assets, unless otherwise stated, will not constitute a violation of such restriction or policy.

Cash Management and Temporary Defensive Positions. For temporary defensive purposes, or to manage cash pending investment or payout, New NHS and NOX may invest up to 100% of their total assets in cash and cash equivalents, U.S. Government and Agency Securities, commercial paper and certain other money market instruments, as well as repurchase agreements collateralized by the foregoing.

Pursuant to an exemptive order received from the SEC, each Fund also may invest up to 25% of its total assets in shares of a money market fund managed by NB Management to manage uninvested cash and cash collateral received in connection with securities lending.

INVESTMENT STRATEGIES, TECHNIQUES AND RISKS

The following information supplements the discussion of the Funds' investment objectives, policies and techniques included in the Proxy Statement/Prospectus. The Funds have substantially similar principal investment policies and present substantially similar general risks. Each Fund may make the following investments, among others, some of which are part of its principal investment strategies and some of which are not. The principal risks of the Funds' principal strategies are discussed in the accompanying Proxy Statement/Prospectus. The Funds may not buy all of the types of securities or use all of the investment techniques that are described.

Fixed-Income Securities. Fixed-income securities are subject to the risk of an issuer's inability to meet principal and interest payments on its obligations ("credit risk") and are subject to price volatility due to such factors as interest rate sensitivity ("interest rate risk"), market perception of the creditworthiness of the issuer, and market liquidity ("market risk"). Lower-rated securities are more likely to react to developments affecting market and credit risk than are more highly-rated securities, which react primarily to movements in the general level of interest rates.

Ratings of Fixed-Income Securities. As discussed in the Proxy Statement/Prospectus, each Fund may purchase securities rated by Standard & Poor's ("S&P"), Moody's Investors Service, Inc. ("Moody's"), or any other rating agency. The ratings of any rating agency represent its opinion as to the quality of securities it undertakes to rate. Ratings are not absolute standards of quality; consequently, securities with the same maturity, duration, coupon, and rating may have different yields. Although each Fund may rely on the ratings of any rating agency, each Fund mainly refers to ratings assigned by S&P and Moody's, which are described in Appendix A. Each Fund may also invest in unrated securities that are deemed comparable in quality by the Manager to the rated securities in which that Fund may permissibly invest.

High-Quality Debt Securities. High-quality debt securities are securities that have received a rating from at least one rating agency, such as S&P or Moody's, in one of the two highest rating categories (the highest category in the case of commercial paper) or, if not rated by any rating agency, such as U.S. Government and Agency Securities, have been determined by the Manager to be of comparable quality.

Investment Grade Debt Securities. An investment grade debt security is a security that has received ratings, from all rating agencies that have rated it, in one of the four highest rating categories or, if not rated by any rating agency, has been determined by the Manager to be of comparable quality. Moody's deems securities rated in its fourth highest category (Baa) to have speculative characteristics; a change in economic factors could lead to a weakened capacity of the issuer to repay.

Below Investment Grade Quality Debt Securities. Lower-rated debt securities or “junk bonds” are those rated below the fourth highest category by rating agencies that have rated them (including those securities rated as low as D by S&P) or unrated securities of comparable quality. Securities rated below investment grade may be considered speculative. Securities rated B are judged to be predominantly speculative with respect to their capacity to pay interest and repay principal in accordance with the terms of the obligations. Although these securities

generally offer higher yields than investment grade debt securities with similar maturities, lower-quality securities involve greater risks, including the possibility of default or bankruptcy by the issuer, or the securities may already be in default. See the additional risks described below for lower-rated debt securities.

Duration and Maturity. Duration is a measure of the sensitivity of debt securities to changes in market interest rates, based on the entire cash flow associated with the securities, including payments occurring before the final repayment of principal. The Manager utilizes duration as a tool in portfolio selection instead of the more traditional measure known as “term to maturity.” “Term to maturity” measures only the time until a debt security provides its final payment, taking no account of the pattern of the security’s payments prior to maturity. Duration incorporates a bond’s yield, coupon interest payments, final maturity and call features into one measure. Duration therefore provides a more accurate measurement of a bond’s likely price change in response to a given change in market interest rates. The longer the duration, the greater the bond’s price movement will be as interest rates change. For any fixed-income security with interest payments occurring prior to the payment of principal, duration is always less than maturity.

Futures, options and options on futures have durations which are generally related to the duration of the securities underlying them. Holding long futures or call option positions will lengthen a Fund’s duration by approximately the same amount as would holding an equivalent amount of the underlying securities. Short futures or put options have durations roughly equal to the inverse of the duration of the securities that underlie these positions, and have the effect of reducing portfolio duration by approximately the same amount as would selling an equivalent amount of the underlying securities.

There are some situations where even the standard duration calculation does not properly reflect the interest rate exposure of a security. For example, floating and variable rate securities often have final maturities of ten or more years; however, their interest rate exposure corresponds to the frequency of the coupon reset. Another example where the interest rate exposure is not properly captured by duration is the case of mortgage-backed securities. The stated final maturity of such securities is generally 30 years, but current and expected prepayment rates are critical in determining the securities’ interest rate exposure. In these and other similar situations, the Manager, where permitted, will use more sophisticated analytical techniques that incorporate the economic life of a security into the determination of its interest rate exposure.

Each Fund has no limits on the maturity of its individual investments. However, it generally intends to focus on securities with maturities of 10 years or less, and to have an assumed dollar weighted average portfolio maturity of two to seven years which could vary over time.

Below Investment Grade Securities. Each Fund may invest in below investment grade debt securities as well as non-investment grade preferred and convertible preferred securities and unrated securities determined by the Manager to be of comparable quality. Below investment grade debt securities are commonly referred to as “junk bonds.” Bonds rated Baa or BBB are considered “investment grade” securities, although such bonds may be considered to possess some speculative characteristics.

Below investment grade securities are regarded as predominantly speculative with respect to the issuer’s continuing ability to meet principal and interest payments and, therefore, carry greater price volatility and principal and income risk, including the possibility of issuer default and bankruptcy and increased market price volatility. Issues rated CCC/Caa and below may be in default.

Below investment grade securities may be more susceptible to real or perceived adverse economic and competitive industry conditions than investment grade securities. A projection of an economic downturn or of a period of rising interest rates, for example, could cause a decline in below investment grade security prices because the advent of a recession could lessen the ability of an issuer to make principal and interest payments on its debt securities. If an

issuer of below investment grade securities defaults, in addition to risking payment of all or a portion of interest and principal, a Fund may incur additional expenses to seek recovery. In the case of below investment grade securities structured as zero coupon securities (see the Proxy Statement/Prospectus under “The Fund’s Investments - Zero Coupon Securities, Pay-in-Kind Securities and Discount Obligations” and also see “Zero Coupon Securities,” below), their market prices are affected to a greater extent by interest rate changes, and therefore tend to be more volatile, than securities that pay interest periodically and in cash. The Manager seeks to

reduce these risks through diversification, credit analysis and attention to current developments and trends in both the economy and financial markets.

The secondary market on which below investment grade securities are traded may be less liquid than the market for higher-grade securities. Less liquidity in the secondary trading market could adversely affect the price at which a Fund could sell a below investment grade security, and could adversely affect the net asset value of the Common Stock. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the values and liquidity of below investment grade securities, especially in a thinly-traded market. When secondary markets for below investment grade securities are less liquid than the market for higher-grade securities, it may be more difficult to value the securities because such valuation may require more research, and elements of judgment may play a greater role in the valuation because there is less reliable, objective data available. During periods of thin trading in these markets, the spread between bid and asked prices is likely to increase significantly and a Fund may have greater difficulty selling its portfolio securities. A Fund will be more dependent on the Manager's research and analysis when investing in below investment grade securities. The Manager seeks to minimize the risks of investing in all securities through diversification, in-depth credit analysis and attention to current developments in interest rates and market conditions.

A general description of Moody's, S&P and Fitch ratings of bonds is set forth in Appendix A hereto. The ratings of Moody's, S&P and Fitch represent their opinions as to the quality of the bonds they rate. It should be emphasized, however, that ratings are general and are not absolute standards of quality. Consequently, bonds with the same maturity, coupon and rating may have different yields while obligations with the same maturity and coupon with different ratings may have the same yield. For these reasons, the use of credit ratings as the sole method of evaluating below investment grade securities can involve certain risks. For example, credit ratings evaluate the safety of principal and interest payments, not the market value risk of below investment grade securities. Also, credit rating agencies may fail to change credit ratings in a timely fashion to reflect events since the security was last rated. The Manager does not rely solely on credit ratings when selecting securities for a Fund, and develops its own independent analysis of issuer credit quality.

Each Fund's credit quality policies apply only at the time a security is purchased, and a Fund is not required to dispose of a security if a rating agency or the Manager downgrades its assessment of the credit characteristics of a particular issue. In determining whether to retain or sell such a security, the Manager may consider such factors as its assessment of the credit quality of the issuer of such security, the price at which such security could be sold and the rating, if any, assigned to such security by any rating agency. However, analysis of the creditworthiness of issuers of below investment grade securities may be more complex than for issuers of higher-quality debt securities.

U.S. Government and Agency Securities. "U.S. Government Securities" are obligations of the U.S. Treasury backed by the full faith and credit of the United States. Due to recent market turbulence, some investors have turned to the safety of securities issued or guaranteed by the U.S. Treasury, causing the prices of these securities to rise and their yields to decline. As a result of this and other market influences, yields of short-term U.S. Treasury debt instruments are currently near historical lows.

"U.S. Government Agency Securities" are issued or guaranteed by U.S. Government agencies, or by instrumentalities of the U.S. Government, such as the Ginnie Mae, Fannie Mae, Freddie Mac (also known as the Federal Home Loan Mortgage Corporation), Sallie Mae (also known as SLM Corp. and formerly known as the Student Loan Marketing Association), Federal Home Loan Banks ("FHLB"), and Tennessee Valley Authority. Some U.S. Government Agency Securities are supported by the full faith and credit of the United States, while others may be supported by the issuer's ability to borrow from the U.S. Treasury, subject to the U.S. Treasury's discretion in certain cases, or only by the credit of the issuer. Accordingly, there is at least a possibility of default. U.S. Government Agency Securities include U.S. Government agency mortgage-backed securities. (See "Mortgage-Backed Securities," below.) The market prices of

U.S. Government Agency Securities are not guaranteed by the U.S. Government and generally fluctuate inversely with changing interest rates.

U.S. Government Agency Securities are deemed to include (i) securities for which the payment of principal and interest is backed by an irrevocable letter of credit issued by the U.S. Government, its agencies, authorities or instrumentalities and (ii) participations in loans made to foreign governments or their agencies that are so

guaranteed. The secondary market for certain of these participations is extremely limited. In the absence of a suitable secondary market, such participations may therefore be regarded as illiquid.

A Fund may invest in separately traded principal and interest components of securities issued or guaranteed by the U.S. Treasury. The principal and interest components of selected securities are traded independently under the Separate Trading of Registered Interest and Principal of Securities (“STRIPS”) program. Under the STRIPS program, the principal and interest components are individually numbered and separately issued by the U.S. Treasury at the request of depository financial institutions, which then trade the component parts independently. The market prices of STRIPS generally are more volatile than that of U.S. Treasury bills with comparable maturities.

Policies and Limitations. A Fund has no specific limits or requirements relating to the amount of assets invested in U.S. Government and Agency Securities; however, the Fund must invest according to its investment objective and policies.

Real Estate Companies. New NHS and NOX will not directly invest in real estate but may invest in securities issued by Real Estate Companies. (A “Real Estate Company” is a company, including a REIT, that generally derives at least 50% of its revenue from the ownership, construction, financing, management and/or sale of commercial, industrial and/or residential real estate (or has at least 50% of its assets invested in such real estate).) However, because of its fundamental policy to concentrate its investments in the securities of companies in the real estate industry, a Fund is subject to the risks associated with the direct ownership of real estate. These risks include declines in the value of real estate, risks associated with general and local economic conditions, possible lack of availability of mortgage funds, overbuilding, extended vacancies of properties, increased competition, increase in property taxes and operating expenses, changes in zoning laws, losses due to costs resulting from the clean-up of environmental problems, liability to third parties for damages resulting from environmental problems, casualty or condemnation losses, limitation on rents, changes in neighborhood values and the appeal of properties to tenants, and changes in interest rates.

Securities of Real Estate Companies include securities of REITs, commercial and residential mortgage-backed securities and real estate financings. Such instruments are sensitive to factors such as real estate values and property taxes, interest rates, cash flow of underlying real estate assets, overbuilding and the management skill and creditworthiness of the issuer. Real estate-related instruments may also be affected by tax and regulatory requirements, such as those relating to the environment.

REITs are sometimes informally characterized as equity REITs, mortgage REITs and hybrid REITs. An equity REIT invests primarily in the fee ownership or leasehold ownership of land and buildings and derives its income primarily from rental income and may also realize capital gains (or losses) by selling real properties in its portfolio that have appreciated (or depreciated) in value. A mortgage REIT invests primarily in mortgages on real estate, which may secure construction, development or long-term loans, and generally derives its income primarily from interest payments on the credit it has extended. A hybrid REIT combines the characteristics of equity REITs and mortgage REITs, generally by holding both ownership interests and mortgage interests in real estate.

The types of REITs described above are dependent upon management skill, are not diversified and are subject to heavy cash flow dependency, defaults by borrowers, self-liquidation and the possibility of failing to qualify for conduit income tax treatment under the Code and/or failing to maintain exemption from the 1940 Act.

REITs are subject to management fees and other expenses. Therefore, investments in REITs will cause a Fund to bear its proportionate share of the costs of the REITs’ operations. At the same time, a Fund will continue to pay its own management fees and expenses with respect to all of its assets, including any portion invested in the shares of REITs. It is anticipated, although not required, that under normal circumstances a majority of a Fund’s investments will consist of Equity REITs.

Each Fund may also invest in mortgage-backed securities. These are fixed-income securities that represent an interest in a pool of mortgages and entitle the holder to a payout derived from the payment of principal and interest on the underlying mortgages. Like other fixed-income securities, the value of mortgage-backed securities generally rises when market interest rates fall and falls when interest rates rise. These changes in value are more

pronounced the longer the duration of the pool. However, because mortgagors have the option to refinance and pay off their mortgages early, the duration of a mortgage pool is somewhat unpredictable. When interest rates decline sufficiently, many mortgagors refinance. This will limit a Fund's ability to benefit from increases in value caused by a decline in rates. When rates increase, the value of mortgage-backed securities declines, and fewer mortgagors refinance, thereby extending the duration of the pool and accentuating the decline in value. Mortgage-backed securities are subject to the risk that mortgagors will default on their payments and the value of the underlying property will be inadequate to cover the loss. Mortgages that underlie securities issued by U.S. Government instrumentalities (such as Ginnie Mae, Fannie Mae and Freddie Mac, as defined below) generally must meet certain standards intended to reduce that risk and are usually guaranteed against such losses, but privately issued mortgage securities may not meet those standards or be guaranteed. Interests in Mortgage REITs, although they are equity securities, can be subject to many of the same risks as mortgage-backed securities.

Direct Debt Instruments. Direct debt includes interests in bank loans, notes and other interests in amounts owed to financial institutions by borrowers, such as companies and governments, including emerging market countries. The direct debt in which a Fund may invest may be rated below investment grade by S&P or Moody's (BB or lower by S&P or Ba or lower by Moody's) or, if unrated by either of those entities, considered by the Manager to be of comparable quality. Direct debt instruments are interests in amounts owed by corporate, governmental, or other borrowers (including emerging market countries) to lenders or lending syndicates. Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. The borrower may be in financial distress or may default or have a right to borrow additional cash from the owners of direct debt. If a Fund does not receive scheduled interest or principal payments on such indebtedness, the Fund's share price and yield could be adversely affected. Direct debt instruments may involve a risk of insolvency of the lending bank or intermediary. In addition, there may be fewer legal protections for owners of direct debt than conventional debt securities. Direct indebtedness of developing countries involves a risk that the governmental entities responsible for the repayment of the debt may be unable or unwilling to pay interest and repay principal when due. See the additional risks described under "Foreign Securities" in this SAI.

Direct debt instruments may have floating interest rates. These interest rates will vary depending on the terms of the underlying loan and market conditions. Consequently, the value of direct debt instruments held by a Fund may be expected to fluctuate less than the value of other fixed rate high-yield securities as a result of changes in the interest rate environment.

Bank Loans, Loan Assignments, and Loan Participations. Bank loan interests are a form of direct debt instrument in which a Fund may invest by taking an assignment of all or a portion of an interest in a loan previously held by another institution or by acquiring a participation in an interest in a loan that continues to be held by another institution. A Fund may invest in secured and unsecured bank loans. Bank loans are subject to the same risks as other direct debt instruments discussed above and carry additional risks described in this section.

Floating rate securities, including bank loans, provide for automatic adjustment of the interest rate at fixed intervals (e.g., daily, weekly, monthly, or semi-annually) or automatic adjustment of the interest rate whenever a specified interest rate or index changes. The interest rate on floating rate securities ordinarily is determined by reference to LIBOR (London Interbank Offered Rate), a particular bank's prime rate, the 90-day U.S. Treasury Bill rate, the rate of return on commercial paper or bank CDs, an index of short-term tax-exempt rates or some other objective measure.

Creditworthiness. A Fund's ability to receive payments in connection with bank loans depends on the financial condition of the borrower. The Manager will not rely solely on another lending institution's credit analysis of the borrower, but will perform its own investment analysis of the borrowers. The Manager's analysis may include consideration of the borrower's financial strength, managerial experience, debt coverage, additional borrowing requirements or debt maturity schedules, changing financial conditions, and responsiveness to changes in business

conditions and interest rates. Indebtedness of borrowers whose creditworthiness is poor involves substantially greater risks and may be highly speculative. Borrowers that are in bankruptcy or restructuring may never pay off their indebtedness, or may pay only a small fraction of the amount owed. In connection with the restructuring of a bank loan or other direct debt instrument outside of bankruptcy court in a negotiated work-out or in the context of

bankruptcy proceedings, equity securities or junior debt securities may be received in exchange for all or a portion of an interest in the security.

Ratings. Bank loan interests may not be rated by independent rating agencies and therefore, investments in a particular loan participation may depend almost exclusively on the credit analysis of the borrower performed by the Manager.

Agents. Bank loans are typically administered by a bank, insurance company, finance company or other financial institution (the “agent”) for a lending syndicate of financial institutions. In a typical bank loan, the agent administers the terms of the loan agreement and is responsible for the collection of principal and interest and fee payments from the borrower and the apportionment of these payments to all lenders that are parties to the loan agreement. In addition, an institution (which may be the agent) may hold collateral on behalf of the lenders. Typically, under loan agreements, the agent is given broad authority in monitoring the borrower’s performance and is obligated to use the same care it would use in the management of its own property. In asserting rights against a borrower, a Fund normally will be dependent on the willingness of the lead bank to assert these rights, or upon a vote of all the lenders to authorize the action.

If an agent becomes insolvent, or has a receiver, conservator, or similar official appointed for it by the appropriate regulatory authority, or becomes a debtor in a bankruptcy proceeding, the agent’s appointment may be terminated and a successor agent would be appointed. If an appropriate regulator or court determines that assets held by the agent for the benefit of the purchasers of bank loans are subject to the claims of the agent’s general or secured creditors, the purchasers might incur certain costs and delays in realizing payment on a bank loan or suffer a loss of principal and/or interest.

Collateral. Although most of the loans in which a Fund invests are secured, there is no assurance that the collateral can be promptly liquidated, or that its liquidation value will be equal to the value of the debt. In most loan agreements there is no formal requirement to pledge additional collateral if the value of the initial collateral declines. As a result, a bank loan may not always be fully collateralized and can decline significantly in value.

If a borrower becomes insolvent, access to collateral may be limited by bankruptcy and other laws. Borrowers that are in bankruptcy may pay only a small portion of the amount owed, if they are able to pay at all. If a secured loan is foreclosed, a Fund will likely be required to bear the costs and liabilities associated with owning and disposing of the collateral. There is also a possibility that a Fund will become the owner of its pro rata share of the collateral which may carry additional risks and liabilities. In addition, under legal theories of lender liability, a Fund potentially might be held liable as a co-lender.

Some bank loans are unsecured. If the borrower defaults on an unsecured bank loan, a Fund will be a general creditor and will not have rights to any specific assets of the borrower.

Liquidity. Bank loans are generally subject to legal or contractual restrictions on resale. Bank loans are not currently listed on any securities exchange or automatic quotation system. As a result, there may not be a recognized, liquid public market for bank loan interests.

Prepayment Risk and Maturity. Because many bank loans are repaid early, the actual maturity of bank loans is typically shorter than their stated final maturity calculated solely on the basis of the stated life and payment schedule. The degree to which borrowers prepay bank loans, whether as a contractual requirement or at their election, may be affected by general business conditions, market interest rates, the borrower’s financial condition and competitive conditions among lenders. Such prepayments may require a Fund to replace an investment with a lower yielding security which may have an adverse affect on the Fund’s share price. Prepayments cannot be predicted with

accuracy. Floating rate bank loans, can be less sensitive to prepayment risk, but a Fund's net asset value may still fluctuate in response to interest rate changes because variable interest rates may only reset periodically and may not rise or decline as much as interest rates in general.

Restrictive Covenants. A borrower must comply with various restrictive covenants in a loan agreement such as restrictions on dividend payments and limits on total debt. The loan agreement may also contain a covenant

requiring the borrower to prepay the bank loan with any free cash flow. A breach of a covenant is normally an event of default, which provides the agent or the lenders the right to call the outstanding bank loan.

Fees and Expenses. Purchasers and sellers of bank loans may pay certain fees, such as an assignment fee. In addition, a Fund incurs expenses associated with researching and analyzing potential bank loan investments, including legal fees.

Available Information. Bank loans normally are not registered with the SEC or any state securities commission or listed on any securities exchange. As a result, the amount of public information available about a specific bank loan historically has been less extensive than if the bank loan were registered or exchange traded.

Leveraged Buy-Out Transactions. Loans purchased by a Fund may represent interests in loans made to finance highly leveraged corporate acquisitions, known as “leveraged buy-out” transactions, leveraged recapitalization loans and other types of acquisition financing. The highly leveraged capital structure of the borrowers in such transactions may make such loans especially vulnerable to adverse changes in economic or market conditions.

Junior Loans. A Fund may invest in second lien secured loans and secured and unsecured subordinated loans, including bridge loans (“Junior Loans”). In the event of a bankruptcy or liquidation, second lien secured loans are generally paid only if the value of the collateral is sufficient to satisfy the borrower’s obligations to the first lien secured lenders and even then, the remaining collateral may not be sufficient to cover the amount owed to the Fund. Second lien secured loans give investors priority over general unsecured creditors in the event of an asset sale.

Junior Loans are subject to the same general risks inherent to any loan investment, including credit risk, market and liquidity risk, and interest rate risk. Due to their lower place in the borrower’s capital structure, Junior Loans involve a higher degree of overall risk than senior loans of the same borrower.

Bridge Loans. Bridge loans or bridge facilities are short-term loan arrangements (e.g., 12 to 18 months) typically made by a borrower in anticipation of intermediate-term or long-term permanent financing. Most bridge loans are structured as floating-rate debt with step-up provisions under which the interest rate on the bridge loan rises over time. Thus, the longer the loan remains outstanding, the more the interest rate increases. In addition, bridge loans commonly contain a conversion feature that allows the bridge loan investor to convert its loan interest into senior exchange notes if the loan has not been prepaid in full on or prior to its maturity date. Bridge loans may be subordinate to other debt and may be secured or unsecured. Like any loan, bridge loans involve credit risk. Bridge loans are generally made with the expectation that the borrower will be able to obtain permanent financing in the near future. Any delay in obtaining permanent financing subjects the bridge loan investor to increased risk. A borrower’s use of bridge loans also involves the risk that the borrower may be unable to locate permanent financing to replace the bridge loan, which may impair the borrower’s perceived creditworthiness.

Participation Interests – Intermediary Risk. In a participation interest, the purchaser does not have any direct contractual relationship with the borrower. If a Fund acquires a participation interest in a bank loan, the Fund may not be able to control the exercise of any remedies that the lender would have under the loan. In addition, the Fund normally will have to rely on the participating lender to demand and receive payments in respect of the loans, and to pay those amounts on to the Fund; the Fund will be subject to the risk that the lender may be unwilling or unable to do so. In such a case, the Fund would not likely have any rights against the borrower directly.

Policies and Limitations. Each Fund’s policies limit the percentage of its assets that can be invested in the securities of one issuer or in issuers primarily involved in one industry. Legal interpretations by the SEC staff may require each Fund to treat both the lending bank and the borrower as “issuers” of a loan participation by the Fund. In combination, each Fund’s policies and the SEC staff’s interpretations may limit the amount the Fund can invest in loan participations.

Mortgage-Backed Securities. Mortgage-backed securities represent direct or indirect participations in, or are secured by and payable from, pools of mortgage loans. Those securities may be guaranteed by a U.S. Government agency or instrumentality (such as Ginnie Mae); issued and guaranteed by government-sponsored

stockholder-owned corporations, though not backed by the full faith and credit of the United States (such as by Fannie Mae or Freddie Mac, and described in greater detail below); or issued by fully private issuers. Private issuers are generally originators of and investors in mortgage loans and include savings associations, mortgage bankers, commercial banks, investment bankers, and special purpose entities. Private mortgage-backed securities may be supported by U.S. Government agency mortgage-backed securities or some form of non-governmental credit enhancement.

Government-related guarantors (i.e., not backed by the full faith and credit of the U.S. Government) include Fannie Mae and Freddie Mac. Fannie Mae is a government-sponsored corporation owned by stockholders. It is subject to general regulation by the Federal Housing Finance Authority ("FHFA"). Fannie Mae purchases residential mortgages from a list of approved seller/servicers that include state and federally chartered savings and loan associations, mutual savings banks, commercial banks and credit unions and mortgage bankers. Fannie Mae guarantees the timely payment of principal and interest on pass-through securities that it issues, but those securities are not backed by the full faith and credit of the U.S. Government.

Freddie Mac is a government-sponsored corporation formerly owned by the twelve Federal Home Loan Banks and now owned by stockholders. Freddie Mac issues Participation Certificates ("PCs"), which represent interests in mortgages from Freddie Mac's national portfolio. Freddie Mac guarantees the timely payment of interest and ultimate collection of principal on the PCs it issues, but those PCs are not backed by the full faith and credit of the U.S. Government.

The U.S. Treasury has historically had the authority to purchase obligations of Fannie Mae and Freddie Mac. In addition, in 2008, due to capitalization concerns, Congress provided the U.S. Treasury with additional authority to lend Fannie Mae and Freddie Mac emergency funds and to purchase the companies' stock, as described below. In September 2008, the U.S. Treasury and the FHFA announced that Fannie Mae and Freddie Mac had been placed in conservatorship.

Since 2009 both Fannie Mae and Freddie Mac have received significant capital support through U.S. Treasury stock purchases. The U.S. Treasury announced in December 2009 that it would continue that support for the entities' capital as necessary to prevent a negative net worth for at least the next three years. The continuing commitment of the U.S. Treasury is critical to their solvency. In addition, the Federal Reserve exercised its separate authority in 2009 to purchase mortgage-backed securities of Fannie Mae and Freddie Mac; the rate of those purchases is expected to slow and terminate in early 2010. While the U.S. Treasury is committed to offset negative equity at Fannie Mae and Freddie Mac through its stock purchases, no assurance can be given that the Federal Reserve, U.S. Treasury, or FHFA initiatives discussed above will ensure that Fannie Mae and Freddie Mac will remain successful in meeting their obligations with respect to the debt and mortgage-backed securities they issue. In addition, the future of the entities is in serious question as the U.S. Government reportedly is considering multiple options, ranging on a spectrum from nationalization, privatization to abolishment.

Fannie Mae and Freddie Mac also have been the subject of several class action lawsuits and investigations by federal regulators over certain accounting, disclosure, or corporate governance matters. Such legal proceedings and investigations, and any resulting restatements of financial statements, may adversely affect the guaranteeing entities and, as a result, the payment of principal or interest on their securities.

Mortgage-backed securities may have either fixed or adjustable interest rates. Tax or regulatory changes may adversely affect the mortgage securities market. In addition, changes in the market's perception of the issuer may affect the value of mortgage-backed securities. The rate of return on mortgage-backed securities may be affected by prepayments of principal on the underlying loans, which generally increase as market interest rates decline; as a result, when interest rates decline, holders of these securities normally do not benefit from appreciation in market value to the

same extent as holders of other non-callable debt securities.

Because many mortgages are repaid early, the actual maturity and duration of mortgage-backed securities are typically shorter than their stated final maturity and their duration calculated solely on the basis of the stated life and payment schedule. In calculating its dollar-weighted average maturity and duration, a Fund may apply certain industry conventions regarding the maturity and duration of mortgage-backed instruments. Different analysts use different models and assumptions in making these determinations. Each Fund uses an approach that the Manager

believes is reasonable in light of all relevant circumstances. If this determination is not borne out in practice, it could positively or negatively affect the value of a Fund when market interest rates change. Increasing market interest rates generally extend the effective maturities of mortgage-backed securities, increasing their sensitivity to interest rate changes.

Mortgage-backed securities may be issued in the form of CMOs or collateralized mortgage-backed bonds (“CBOs”). CMOs are obligations that are fully collateralized, directly or indirectly, by a pool of mortgages; payments of principal and interest on the mortgages are passed through to the holders of the CMOs, although not necessarily on a pro rata basis, on the same schedule as they are received. CBOs are general obligations of the issuer that are fully collateralized, directly or indirectly, by a pool of mortgages. The mortgages serve as collateral for the issuer’s payment obligations on the bonds, but interest and principal payments on the mortgages are not passed through either directly (as with mortgage-backed “pass-through” securities issued or guaranteed by U.S. Government agencies or instrumentalities) or on a modified basis (as with CMOs). Accordingly, a change in the rate of prepayments on the pool of mortgages could change the effective maturity or the duration of a CMO but not that of a CBO, (although, like many bonds, CBOs may be callable by the issuer prior to maturity). To the extent that rising interest rates cause prepayments to occur at a slower than expected rate, a CMO could be converted into a longer-term security that is subject to greater risk of price volatility.

Governmental, government-related, and private entities (such as commercial banks, savings institutions, private mortgage insurance companies, mortgage bankers, and other secondary market issuers, including securities broker-dealers and special purpose entities that generally are affiliates of the foregoing established to issue such securities) may create mortgage loan pools to back CMOs and CBOs. Such issuers may be the originators and/or servicers of the underlying mortgage loans, as well as the guarantors of the mortgage-backed securities. Pools created by non-governmental issuers generally offer a higher rate of interest than governmental and government-related pools because of the absence of direct or indirect government or agency guarantees. Various forms of insurance or guarantees, including individual loan, title, pool, and hazard insurance and letters of credit, may support timely payment of interest and principal of non-governmental pools. Governmental entities, private insurers, and mortgage poolers issue these forms of insurance and guarantees. The Manager considers such insurance and guarantees, as well as the creditworthiness of the issuers thereof, in determining whether a mortgage-backed security meets a Fund’s investment quality standards. There can be no assurance that private insurers or guarantors can meet their obligations under insurance policies or guarantee arrangements. Each Fund may buy mortgage-backed securities without insurance or guarantees, if the Manager determines that the securities meet that Fund’s quality standards. The Manager will, consistent with a Fund’s investment objectives, policies and limitations and quality standards, consider making investments in new types of mortgage-backed securities as such securities are developed and offered to investors.

Asset-Backed Securities. Asset-backed securities represent direct or indirect participations in, or are secured by and payable from, pools of assets such as, among other things, motor vehicle installment sales contracts, installment loan contracts, leases of various types of real and personal property, and receivables from revolving credit (credit card) agreements, or a combination of the foregoing. These assets are securitized through the use of trusts and special purpose corporations. Credit enhancements, such as various forms of cash collateral accounts or letters of credit, may support payments of principal and interest on asset-backed securities. Although these securities may be supported by letters of credit or other credit enhancements, payment of interest and principal ultimately depends upon individuals paying the underlying loans, which may be affected adversely by general downturns in the economy. Asset-backed securities are subject to the same risk of prepayment described with respect to mortgage-backed securities. The risk that recovery on repossessed collateral might be unavailable or inadequate to support payments, however, is greater for asset-backed securities than for mortgage-backed securities.

Each Fund may invest in trust preferred securities, which are a type of asset-backed security. Trust preferred securities represent interests in a trust formed by a parent company to finance its operations. The trust sells preferred shares and

invests the proceeds in debt securities of the parent. This debt may be subordinated and unsecured. Dividend payments on the trust preferred securities match the interest payments on the debt securities; if no interest is paid on the debt securities, the trust will not make current payments on its preferred securities. Unlike typical asset-backed securities, which have many underlying payors and are usually overcollateralized, trust preferred securities have only one underlying payor and are not overcollateralized. Issuers of trust preferred

securities and their parents currently enjoy favorable tax treatment. If the tax characterization of trust preferred securities were to change, they could be redeemed by the issuers, which could result in a loss to a Fund.

Asset-Backed Securities Risk. Payment of interest and repayment of principal on asset-backed securities may be largely dependent upon the cash flows generated by the assets backing the securities and, in certain cases, supported by letters of credit, surety bonds, or other credit enhancements. Asset-backed security values may also be affected by the creditworthiness of the servicing agent for the pool, the originator of the loans or receivables, or the entities providing the credit enhancement. In addition, these securities may be subject to prepayment risk.

Variable or Floating Rate Securities; Demand and Put Features. Variable rate securities provide for automatic adjustment of the interest rate at fixed intervals (e.g., daily, monthly, or semi-annually); floating rate securities provide for automatic adjustment of the interest rate whenever a specified interest rate or index changes. The interest rate on variable and floating rate securities (collectively, "Adjustable Rate Securities") ordinarily is determined by reference to a particular bank's prime rate, the 90-day U.S. Treasury Bill rate, the rate of return on commercial paper or bank CDs, an index of short-term tax-exempt rates or some other objective measure.

Adjustable Rate Securities frequently permit the holder to demand payment of the obligations' principal and accrued interest at any time or at specified intervals not exceeding one year. The demand feature usually is backed by a credit instrument (e.g., a bank letter of credit) from a creditworthy issuer and sometimes by insurance from a creditworthy insurer. Without these credit enhancements, some Adjustable Rate Securities might not meet a Fund's quality standards. Accordingly, in purchasing these securities, a Fund relies primarily on the creditworthiness of the credit instrument issuer or the insurer. Each Fund can also buy fixed rate securities accompanied by a demand feature or by a put option, which permits a Fund to sell the security to the issuer or third party at a specified price. Each Fund may rely on the creditworthiness of issuers of the credit enhancements in purchasing these securities.

Warrants. Warrants may be acquired by each Fund in connection with other securities or separately and provide a Fund with the right to purchase at a later date other securities of the issuer. Warrants are securities permitting, but not obligating, their holder to subscribe for other securities or commodities. Warrants do not carry with them the right to dividends or voting rights with respect to the securities that they entitle their holder to purchase, and they do not represent any rights in the assets of the issuer. As a result, warrants may be considered more speculative than certain other types of investments. In addition, the value of a warrant does not necessarily change with the value of the underlying securities and a warrant ceases to have value if it is not exercised prior to its expiration date.

Illiquid Securities. NHS may invest up to 20% of its net assets, including assets attributable to any outstanding preferred stock, plus the aggregate principal amount of any borrowings, NOX may invest up to 20% of its total assets, and New NHS may invest without limit, in illiquid securities. Illiquid securities are securities that cannot be expected to be sold within seven days at approximately the price at which they are valued. These may include unregistered or other restricted securities, repurchase agreements maturing in greater than seven days, written over-the-counter ("OTC") options, securities or other liquid assets being used as cover for such options, certain loan participation interests, fixed time deposits that are not subject to prepayment or provide for withdrawal penalties upon prepayment (other than overnight deposits). Illiquid securities may also include commercial paper under section 4(2) of the 1933 Act, and Rule 144A securities (restricted securities that may be traded freely among qualified institutional buyers pursuant to an exemption from the registration requirements of the securities laws); these securities are considered illiquid unless the Manager, acting pursuant to guidelines established by each Fund's Board of Directors/Trustees, determines they are liquid. Generally, foreign securities freely tradable in their principal market are not considered restricted or illiquid. Illiquid securities may be difficult for a Fund to value or dispose of due to the absence of an active trading market. A Fund's sale of some illiquid securities may be subject to legal restrictions that could be costly to it.

Repurchase Agreements. In a repurchase agreement, a Fund purchases securities from a bank that is a member of the Federal Reserve System or from a securities dealer that agrees to repurchase the securities from the Fund at a higher price on a designated future date. The agreed-upon repurchase price determines the yield during the Fund's holding period. Repurchase agreements are considered to be loans collateralized by the underlying security that is the subject of the repurchase contract. Repurchase agreements generally are for a short period of time, usually

less than a week. Costs, delays or losses could result if the selling party to a repurchase agreement becomes bankrupt or otherwise defaults. The Manager monitors the creditworthiness of sellers.

Policies and Limitations. Repurchase agreements with a maturity of more than seven days are considered to be illiquid securities. Each Fund may enter into a repurchase agreement only if (1) the underlying securities are of a type that the Fund's investment policies and limitations would allow it to purchase directly, (2) the market value of the underlying securities, including accrued interest, at all times equals or exceeds the repurchase price and (3) payment for the underlying securities is made only upon satisfactory evidence that the securities are being held for the Fund's account by its custodian or a bank acting as the Fund's agent.

Securities Loans. Each Fund may lend portfolio securities to banks, brokerage firms and other institutional investors judged creditworthy by the Manager, provided that cash or equivalent collateral, equal to at least 102% (105% in the case of foreign securities) of the market value of the loaned securities, is continuously maintained by the borrower with the Fund. Each Fund may invest the cash collateral and earn income, or it may receive an agreed-upon amount of interest income from a borrower who has delivered equivalent collateral. During the time securities are on loan, the borrower will pay the Fund an amount equivalent to any dividends or interest paid on such securities. These loans are subject to termination at the option of the Fund or the borrower. Each Fund may pay reasonable administrative and custodial fees in connection with a loan and may pay a negotiated portion of the interest earned on the cash or equivalent collateral to the borrower or placing broker. Each Fund does not have the right to vote securities on loan but would terminate the loan and regain the right to vote if that were considered important with respect to the investment. The Manager believes the risk of loss on these transactions is slight because, if a borrower were to default for any reason, the collateral should satisfy the obligation. However, as with other extensions of secured credit, loans of portfolio securities involve some risk of loss of rights in the collateral should the borrower fail financially.

Policies and Limitations. Each Fund may lend its securities with a value not exceeding 33-1/3% of its total assets to banks, brokerage firms or other institutional investors judged creditworthy by the Manager. Borrowers are required continuously to secure their obligations to return securities on loan from the Fund by depositing collateral in a form determined to be satisfactory by the Board. The collateral, which must be marked to market daily, must be equal to at least 102% (105% in the case of foreign securities) of the market value of the loaned securities, which will also be marked to market daily.

Restricted Securities and Rule 144A Securities. Each Fund may invest in restricted securities, which are securities that may not be sold to the public without an effective registration statement under the 1933 Act. Before they are registered, such securities may be sold only in a privately negotiated transaction or pursuant to an exemption from registration. In recognition of the increased size and liquidity of the institutional market for unregistered securities and the importance of institutional investors in the formation of capital, the SEC has adopted Rule 144A under the 1933 Act. Rule 144A is designed to facilitate efficient trading among institutional investors by permitting the sale of certain unregistered securities to qualified institutional buyers. To the extent privately-placed securities held by a Fund qualify under Rule 144A and an institutional market develops for those securities, the Fund likely will be able to dispose of the securities without registering them under the 1933 Act. To the extent that institutional buyers become, for a time, uninterested in purchasing these securities, investing in Rule 144A securities could increase the level of a Fund's illiquidity. The Manager, acting under guidelines established by the Board, may determine that certain securities qualified for trading under Rule 144A are liquid. Regulation S under the 1933 Act permits the sale abroad of securities that are not registered for sale in the United States.

Where registration is required, a Fund may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, a Fund might obtain a less favorable price than prevailed when it decided to sell. Restricted securities for which no market

exists are priced by a method that the Board believes accurately reflects fair value.

Reverse Repurchase Agreements. In a reverse repurchase agreement, a Fund sells portfolio securities subject to its agreement to repurchase the securities at a later date for a fixed price reflecting a market rate of interest. Reverse repurchase agreements involve the risk that the market value of the securities acquired in connection with the reverse repurchase agreement may decline below the price of the securities the Fund has sold

but is obligated to repurchase. Also, reverse repurchase agreements involve the risk that the market value of the securities retained in lieu of sale by the Fund in connection with the reverse repurchase agreement may decline in price. There is a risk that the counter-party to a reverse repurchase agreement will be unable or unwilling to complete the transaction as scheduled, which may result in losses to a Fund. If the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, such buyer or its trustee or receiver may receive an extension of time to determine whether to enforce a Fund's obligation to repurchase the securities, and such Fund's use of the proceeds of the reverse repurchase agreement may effectively be restricted pending such decision. Also, a Fund would bear the risk of loss to the extent that the proceeds of the reverse repurchase agreement are less than the value of the securities subject to such agreement.

Policies and Limitations. Reverse repurchase agreements are considered borrowings for purposes of each Fund's investment policies and limitations concerning borrowings. While a reverse repurchase agreement is outstanding, a Fund will deposit in a segregated account with its custodian cash or appropriate liquid securities, marked to market daily, in an amount at least equal to the Fund's obligations under the agreement.

Foreign Securities. Each Fund may invest in U.S. dollar-denominated securities of foreign issuers traded outside of the U.S. and foreign branches of U.S. banks; such securities include negotiable certificates of deposit ("CDs"), bankers' acceptances and commercial paper. Foreign issuers are issuers organized and doing business principally outside the United States and include banks, foreign governments and quasi-governmental organizations. While investments in foreign securities are intended to reduce risk by providing further diversification, such investments involve sovereign and other risks, in addition to the credit and market risks normally associated with domestic securities. These additional risks include the possibility of adverse political and economic developments (including political instability, nationalization, expropriation or confiscatory taxation) and the potentially adverse effects of unavailability of public information regarding issuers, less governmental supervision and regulation of financial markets, reduced liquidity of certain financial markets and the lack of uniform accounting, auditing and financial reporting standards or the application of standards that are different or less stringent than those applied in the United States; different laws and customs governing securities tracking; and possibly limited access to the courts to enforce a Fund's rights as investor.

Each Fund also may invest in equity, debt or other income-producing securities that are denominated in or indexed to foreign currencies, including (1) common and preferred stocks, (2) CDs, commercial paper, fixed time deposits and bankers' acceptances issued by foreign banks, (3) obligations of other corporations and (4) obligations of foreign governments and their subdivisions, agencies and instrumentalities, international agencies and supranational entities. Investing in foreign currency-denominated securities involves the special risks associated with investing in foreign issuers, as described in the preceding paragraph, and the additional risks of (a) adverse changes in foreign exchange rates and (b) adverse changes in investment or exchange control regulations (which could prevent cash from being brought back to the United States). Additionally, dividends and interest payable on foreign securities (and gains realized on disposition thereof) may be subject to foreign taxes, including taxes withheld from those payments. Commissions on foreign securities exchanges are often at fixed rates and are generally higher than negotiated commissions on U.S. exchanges, although each Fund endeavors to achieve the most favorable net results on its portfolio transactions.

Foreign securities often trade with less frequency and in less volume than domestic securities and therefore may exhibit greater price volatility. Additional costs associated with an investment in foreign securities may include higher custodial fees than apply to domestic custody arrangements and transaction costs of foreign currency conversions.

Foreign markets also have different clearance and settlement procedures. In certain markets, there have been times when settlements have been unable to keep pace with the volume of securities transactions, making it difficult to conduct such transactions. Delays in settlement could result in temporary periods when a portion of the assets of a Fund is uninvested and no return is earned thereon. The inability of a Fund to make intended security purchases due to

settlement problems could cause it to miss attractive investment opportunities. Inability to dispose of portfolio securities due to settlement problems could result in losses to a Fund due to subsequent declines in value of the securities or, if a Fund has entered into a contract to sell the securities, could result in possible liability to the purchaser.

Interest rates prevailing in other countries may affect the prices of foreign securities and exchange rates for foreign currencies. Local factors, including the strength of the local economy, the demand for borrowing, the government's fiscal and monetary policies and the international balance of payments, often affect interest rates in other countries. Individual foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency, and balance of payments position.

Each Fund may invest in ADRs, European Depositary Receipts ("EDRs"), Global Depositary Receipts ("GDRs"), and International Depositary Receipts ("IDRs"). ADRs (sponsored or unsponsored) are receipts typically issued by a U.S. bank or trust company evidencing its ownership of the underlying foreign securities. Most ADRs are denominated in U.S. dollars and are traded on a U.S. stock exchange. However, they are subject to the risk of fluctuation in the currency exchange rate if, as is often the case, the underlying securities are denominated in a foreign currency. Issuers of the securities underlying sponsored ADRs, but not unsponsored ADRs, are contractually obligated to disclose material information in the United States. Therefore, the market value of unsponsored ADRs is less likely to reflect the effect of such information. EDRs and IDRs are receipts typically issued by a European bank or trust company evidencing its ownership of the underlying foreign securities. GDRs are receipts issued by either a U.S. or foreign banking institution evidencing its ownership of the underlying foreign securities and are often denominated in U.S. dollars.

Policies and Limitations. To limit the risks inherent in investing in foreign currency denominated securities of foreign issuers traded outside of the U.S., each Fund may not purchase such securities if, as a result, more than 25% for New NHS, and 20% for NHS and NOX, of its total assets (taken at market value) would be invested in such securities. Within those limitations, however, a Fund is not restricted in the amount it may invest in securities denominated in any one foreign currency.

Investments in securities of foreign issuers are subject to a Fund's quality standards.

Commercial Paper. Commercial paper is a short-term debt security issued by a corporation, bank or other issuer, usually for purposes such as financing current operations. Each Fund may invest in commercial paper that cannot be resold to the public without an effective registration statement under the 1933 Act. While restricted commercial paper normally is deemed illiquid, the Manager may in certain cases determine that such paper is liquid, pursuant to guidelines established by the Board.

Bank Obligations. Each Fund may invest in bank obligations, including negotiable CDs, banker's acceptances, fixed time deposits and deposit notes. A CD is a short-term negotiable certificate issued by a commercial bank against funds deposited in the bank and is either interest-bearing or purchased on a discount basis. A bankers' acceptance is a short-term draft drawn on a commercial bank by a borrower, usually in connection with an international commercial transaction. The borrower is liable for payment as is the bank, which unconditionally guarantees to pay the draft at its face amount on the maturity date. Fixed time deposits are obligations of branches of U.S. banks or foreign banks that are payable at a stated maturity date and bear a fixed rate of interest. Although fixed time deposits do not have a market, there are no contractual restrictions on the right to transfer a beneficial interest in the deposit to a third party. Deposit notes are notes issued by commercial banks that generally bear fixed rates on interest and typically have original maturities ranging from eighteen months to five years.

Banks are subject to extensive governmental regulations that may limit both the amounts and types of loans and other financial commitments that may be made and the interest rates and fees that may be charged. The profitability of this industry is largely dependent upon that availability and cost of capital funds for the purpose of financing lending operations under prevailing money market conditions. Also, general economic conditions play an important part in the operations of this industry and exposure to credit losses arising from possible financial difficulties of borrowers might

affect a bank's ability to meet its obligations. Bank obligations may be general obligations of the parent bank or may be limited to the issuing branch by the terms of the specific obligations or by governmental regulation. In addition, securities of foreign banks and foreign branches of U.S. banks may involve investment risks in addition to those relating to domestic bank obligations. Such risks include future political and economic developments, the possible seizure or nationalization of foreign deposits and the possible adoption of foreign governmental restrictions that might adversely affect the payment of principal and interest on such obligations. In addition, foreign branches of U.S. banks and foreign banks may be subject to less stringent reserve

requirements and foreign issuers generally are subject to different accounting, auditing, reporting and recordkeeping standards than those applicable to U.S. issuers.

Zero Coupon Securities. Each Fund may invest in zero coupon securities, which are debt obligations that do not entitle the holder to any periodic payment of interest prior to maturity or that specify a future date when the securities begin to pay current interest. Zero coupon securities are issued and traded at a discount from their face amount or par value. This discount varies depending on prevailing interest rates, the time remaining until cash payments begin, the liquidity of the security and the perceived credit quality of the issuer.

Zero coupon securities are redeemed at face value when they mature. The discount on zero coupon securities (“original issue discount” or “OID”) must be taken into income by a Fund as it accrues prior to the receipt of any actual payments. Because a Fund must distribute substantially all of its investment company taxable income (including its accrued original issue discount) to its stockholders each year to avoid payment of federal income and excise taxes, it may have to dispose of portfolio securities under disadvantageous circumstances to generate cash, or may be required to borrow, to satisfy its distribution requirements. See “Tax Matters.”

The market prices of zero coupon securities generally are more volatile than the prices of securities that pay interest periodically. Zero coupon securities are likely to respond to changes in interest rates to a greater degree than other types of debt securities having a similar maturity and credit quality. Because these securities usually trade at a deep discount, they will be subject to greater fluctuations of market value in response to changing interest rates than debt obligations of comparable maturities that make periodic distributions of interest. On the other hand, because there are no periodic interest payments to be reinvested prior to maturity, zero coupon securities eliminate the reinvestment risk and lock in a rate of return to maturity.

Convertible Securities. Each Fund may invest in convertible securities. A convertible security is a bond, debenture, note, preferred stock or other security that may be converted into or exchanged for a prescribed amount of common stock of the same or a different issuer within a particular period of time at a specified price or formula. Convertible securities generally have features of both common stocks and debt securities. A convertible security entitles the holder to receive the interest paid or accrued on debt or the dividend paid on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Before conversion, such securities ordinarily provide a stream of income with generally higher yields than common stocks of the same or similar issuers, but lower than the yield on non-convertible debt. Convertible securities are usually subordinated to comparable-tier non-convertible securities but rank senior to common stock in a corporation’s capital structure. The value of a convertible security is a function of (1) its yield in comparison to the yields of other securities of comparable maturity and quality that do not have a conversion privilege and (2) its worth if converted into the underlying common stock.

The price of a convertible security often reflects variations in the price of the underlying common stock in a way that non-convertible debt may not. Convertible securities are typically issued by smaller capitalization companies whose stock prices may be volatile. A convertible security may be subject to redemption at the option of the issuer at a price established in the security’s governing instrument. If a convertible security held by a Fund is called for redemption, the Fund will be required to convert it into the underlying common stock, sell it to a third party or permit the issuer to redeem the security. Any of these actions could have an adverse effect on a Fund and its ability to achieve its investment objectives.

Inflation-Indexed Securities. Each Fund may invest in U.S. Treasury securities whose principal value is adjusted daily in accordance with changes to the Consumer Price Index. Such securities are backed by the full faith and credit of the U.S. Government. Interest is calculated on the basis of the current adjusted principal value. The principal value of inflation-indexed securities declines in periods of deflation, but holders at maturity receive no less than par. If inflation is lower than expected during the period a Fund holds the security, the Fund may earn less on it than on a

conventional bond.

Because the coupon rate on inflation-indexed securities is lower than fixed-rate U.S. Treasury securities, the Consumer Price Index would have to rise at least to the amount of the difference between the coupon rate of the fixed rate U.S. Treasury issues and the coupon rate of the inflation-indexed securities, assuming all other factors are equal, in order for such securities to match the performance of the fixed-rate Treasury securities. Inflation-indexed

securities are expected to react primarily to changes in the “real” interest rate (i.e., the nominal (or stated) rate less the rate of inflation), while a typical bond reacts to changes in the nominal interest rate. Accordingly, inflation-indexed securities have characteristics of fixed-rate Treasury securities having a shorter duration. Changes in market interest rates from causes other than inflation will likely affect the market prices of inflation-indexed securities in the same manner as conventional bonds.

Any increase in principal value of an inflation-indexed security is taxable in the year the increase occurs, even though holders do not receive cash representing the increase until the security matures. Because a Fund must distribute substantially all of its investment company taxable income (including its non-cash income such as those principal increases) to its stockholders each year to avoid payment of federal income and excise taxes, it may have to dispose of portfolio securities under disadvantageous circumstances, or may be required to borrow, to obtain the cash necessary to distribute the accrued taxable income on inflation-indexed securities. See “Tax Matters.”

Swap Agreements. Each Fund may enter into swap agreements to manage or gain exposure to particular types of investments (including equity securities or indices of equity securities in which a Fund otherwise could not invest efficiently). In a swap agreement, one party agrees to make regular payments equal to a floating rate on a specified amount in exchange for payments equal to a fixed rate, or a different floating rate, on the same amount for a specified period.

Swap agreements may involve leverage and may be highly volatile; depending on how they are used, they may have a considerable impact on a Fund’s performance. The risks of swap agreements depend upon the other party’s creditworthiness and ability to perform, as well as a Fund’s ability to terminate its swap agreements or reduce its exposure through offsetting transactions. Swap agreements may be illiquid. The swap market is relatively new and is largely unregulated.

Policies and Limitations. In accordance with SEC staff requirements, a Fund will segregate cash or appropriate liquid securities in an amount equal to its obligations under swap agreements; when an agreement provides for netting of the payments by the two parties, a Fund will segregate only the amount of its net obligation, if any.

Credit Default Swaps. Each Fund may enter into credit default swap contracts for hedging purposes or to add leverage to the portfolio. When used for hedging purposes, a Fund would be the buyer of a credit default swap contract. In that case, the Fund would be entitled to receive the par (or other agreed-upon) value of a referenced debt obligation from the counterparty to the contract in the event of a default by a third party, such as a U.S. or foreign corporate issuer, on the debt obligation. In return, the Fund would pay to the counterparty a periodic stream of payments over the term of the contract provided that no event of default has occurred. If no default occurs, the Fund would have spent the stream of payments and received no benefit from the contract. When the Fund is the seller of a credit default swap contract, it receives the stream of payments, but is obligated to pay upon default of the referenced debt obligation. As the seller, the Fund would effectively add leverage to its portfolio because, in addition to its total net assets, the Fund would be subject to investment exposure on the notional amount of the swap. NHS will not enter into a credit default swap in which it is the seller if, as a result, the notional amount of all such swaps would exceed 10% of NHS’s total assets. A Fund’s obligation as the seller of a credit default swap will be subject to the leverage limitations of the 1940 Act, and which are discussed in the prospectus, unless the Fund segregates assets in the form of cash or liquid investments in an amount marked to market on a daily basis equal to its obligation under the swap.

Dollar Rolls. In a “dollar roll,” a Fund sells securities for delivery in the current month and simultaneously agrees to repurchase substantially similar (i.e., same type and coupon) securities on a specified future date from the same party. During the period before the repurchase, the Fund forgoes principal and interest payments on the securities. The Fund is compensated by the difference between the current sales price and the forward price for the future purchase (often referred to as the “drop”), as well as by the interest earned on the cash proceeds of the initial sale. Dollar rolls may

increase fluctuations in a Fund's net asset value ("NAV") and may be viewed as a form of leverage. A "covered roll" is a specific type of dollar roll in which a Fund holds an offsetting cash position or a cash-equivalent securities position that matures on or before the forward settlement date of the dollar roll transaction. There is a risk that the counterparty will be unable or unwilling to complete the transaction as

scheduled, which may result in losses to a Fund. The Manager monitors the creditworthiness of counterparties to dollar rolls.

Dollar roll transactions involve the risk that the market value of the securities a Fund is required to purchase may decline below the agreed upon repurchase price of those securities. A Fund's right to purchase or repurchase securities may be restricted. Successful use of mortgage dollar rolls may depend upon the Manager's ability to correctly predict interest rates and prepayments. There is no assurance that dollar rolls can be successfully employed.

Policies and Limitations. Dollar rolls are considered borrowings for purposes of each Fund's investment policies and limitations concerning borrowings.

Securities of Other Investment Companies. Each Fund may invest in shares of other investment companies. Such investment may be the most practical or only manner in which a Fund can participate in certain foreign markets because of the expenses involved or because other vehicles for investing in those countries may not be available at the time a Fund is ready to make an investment. A Fund at times may invest in instruments structured as investment companies to gain exposure to the performance of a recognized securities index, such as the Standard & Poor's 500 Composite Stock Index ("S&P 500 Index") or for other appropriate purposes. As a stockholder in an investment company, a Fund would bear its pro rata share of that investment company's expenses. Investment in closed-end funds may involve the payment of substantial premiums above the value of such fund's portfolio securities. Each Fund does not intend to invest in such funds unless, in the judgment of the Manager, the potential benefits of such investment justify the payment of any applicable premium or sales charge.

Policies and Limitations. Except for investments in a money market fund managed by the Manager for cash management purposes, each Fund's investment in securities of other registered investment companies is limited to (i) 3% of the total voting stock of any one investment company, (ii) 5% of the Fund's total assets with respect to any one investment company and (iii) 10% of the Fund's total assets in the aggregate.

Pursuant to an exemptive order received from the SEC, the Fund also may invest up to 25% of its total assets in shares of a money market fund managed by NB Management to manage uninvested cash and cash collateral received in connection with securities lending.

FUTURES CONTRACTS, OPTIONS ON FUTURES CONTRACTS, OPTIONS ON SECURITIES AND INDICES, FORWARD CONTRACTS AND OPTIONS ON FOREIGN CURRENCIES (COLLECTIVELY, "FINANCIAL INSTRUMENTS")

Futures Contracts and Options Thereon. Each Fund may purchase and sell interest rate futures contracts, stock and bond index futures contracts and foreign currency futures contracts and may purchase and sell options thereon in an attempt to hedge against changes in the prices of securities or, in the case of foreign currency futures and options thereon, to hedge against changes in prevailing currency exchange rates. Because the futures markets may be more liquid than the cash markets, the use of futures contracts permits a Fund to enhance portfolio liquidity and maintain a defensive position without having to sell portfolio securities. Each Fund views investment in (i) single stock interest rate and securities index futures and options thereon as a maturity management device and/or a device to reduce risk or preserve total return in an adverse environment for the hedged securities and (ii) foreign currency futures and options thereon as a means of establishing more definitely the effective return on, or the purchase price of, securities denominated in foreign currencies that are held or intended to be acquired by the Fund.

For purposes of managing cash flow, each Fund may purchase and sell stock index futures contracts, and may purchase and sell options thereon, to increase its exposure to the performance of a recognized securities index, such as the S&P 500 Index.

A “sale” of a futures contract (or a “short” futures position) entails the assumption of a contractual obligation to deliver the securities or currency underlying the contract at a specified price at a specified future time. A “purchase” of a futures contract (or a “long” futures position) entails the assumption of a contractual obligation to acquire the securities or currency underlying the contract at a specified price at a specified future time. Certain

futures, including stock and bond index futures, are settled on a net cash payment basis rather than by the sale and delivery of the securities underlying the futures.

U.S. futures contracts (except certain currency futures) are traded on exchanges that have been designated as “contract markets” by the Commodity Futures Trading Commission (“CFTC”); futures transactions must be executed through a futures commission merchant that is a member of the relevant contract market. In both U.S. and foreign markets, an exchange’s affiliated clearing organization guarantees performance of the contracts between the clearing members of the exchange.

Although futures contracts by their terms may require the actual delivery or acquisition of the underlying securities or currency, in most cases the contractual obligation is extinguished by being offset before the expiration of the contract. A futures position is offset by buying (to offset an earlier sale) or selling (to offset an earlier purchase) an identical futures contract calling for delivery in the same month. This may result in a profit or loss. While futures contracts entered into by a Fund will usually be liquidated in this manner, a Fund may instead make or take delivery of underlying securities or currency whenever it appears economically advantageous for it to do so.

“Margin” with respect to a futures contract is the amount of assets that must be deposited by a Fund with, or for the benefit of, a futures commission merchant or broker in order to initiate and maintain the Fund’s futures positions. The margin deposit made by a Fund when it enters into a futures contract (“initial margin”) is intended to assure its