

Evergreen Global Dividend Opportunity Fund  
Form N-CSR  
January 04, 2008

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

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-22005

Global Dividend Opportunity Fund

\_\_\_\_\_  
(Exact name of registrant as specified in charter)

200 Berkeley Street Boston, Massachusetts 02116

\_\_\_\_\_  
(Address of principal executive offices) (Zip code)

Michael H. Koonce, Esq. 200 Berkeley Street Boston, Massachusetts 02116

\_\_\_\_\_  
(Name and address of agent for service)

Registrant's telephone number, including area code: (617) 210-3200

Date of fiscal year end: October 31, 2007

Date of reporting period: October 31, 2007

**Item 1 - Reports to Stockholders.**

**Evergreen Global Dividend Opportunity Fund**

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The fund will file its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The fund's Form N-Q will be available on the SEC's Web site at <http://www.sec.gov>. In addition, the fund's Form N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling 800.SEC.0330.

A description of the fund's proxy voting policies and procedures, as well as information regarding how the fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, is available by visiting our Web site at [EvergreenInvestments.com](http://EvergreenInvestments.com) or by visiting the SEC's Web site at <http://www.sec.gov>. The fund's proxy voting policies and procedures are also available without charge, upon request, by calling 800.343.2898.

Mutual Funds:

NOT FDIC INSURED

MAY LOSE VALUE

NOT BANK GUARANTEED

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Evergreen Investment Management Company, LLC is a subsidiary of Wachovia Corporation and is an affiliate of Wachovia Corporation's other Broker Dealer subsidiaries.

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## LETTER TO SHAREHOLDERS

December 2007

### **Dennis H. Ferro**

President and Chief  
Executive Officer

### **Dear Shareholder:**

We are pleased to provide the Annual Report for Evergreen Global Dividend Opportunity Fund for the period ended October 31, 2007.

Equity markets throughout the world delivered solid returns during the twelve-month period ended October 31, 2007, with stock values driven higher by the sustained, global economic and persistently improving corporate profitability. After producing very strong results in the first half of the twelve-month period, the markets became more volatile, however, as weakness in the U.S. housing industry led to rapidly deteriorating conditions in the subprime mortgage market, raising anxieties in credit markets throughout the globe and roiling equity markets.

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Stability was restored late in the twelve-month period, however, when the U.S. Federal Reserve Board (the "Fed") and other major central banks intervened and injected additional liquidity into the capital markets. These actions restored confidence and equity markets regained their upward price momentum over the final two and a half months of the fiscal year.

Fixed income markets produced more modest but positive returns, despite increasing volatility in the final months related to the U.S. housing and mortgage markets. There was a general flight to quality in fixed income markets as investors sought out the highest-quality securities, especially U.S. Treasuries and other sovereign debt.

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### LETTER TO SHAREHOLDERS continued

Economies throughout the world continued to expand over the twelve-month period, propelled by explosive growth in China, India and other emerging markets, improving prospects in Europe and steady growth in the U.S. Among the major industrialized nations, only Japan's economy exhibited any signs of sluggishness. Despite the problems in housing and subprime mortgages, the domestic economy continued to grow. Solid growth in exports and in business investment helped offset declining residential values, while steadily increasing employment levels and moderately rising wages increased prospects that healthy consumer spending patterns would be sustained. U.S. Gross Domestic Product grew at an annual rate of 4.9% in the third quarter of 2007 as personal spending climbed by 3% — twice the level of the second quarter of 2007, when the economy expanded at a brisk rate of 3.8%. Nevertheless the capital markets, influenced by the subprime and housing industry concerns, appeared increasingly volatile, leading the major central banks, including the Fed, to adjust their policies late in the fiscal period and begin injecting additional liquidity into the financial system.

Since the fund's inception on March 28, 2007, the management team for Evergreen Global Dividend Opportunity Fund pursued a primary goal of a high level of current income, with a secondary objective of long-term growth in capital. This closed-end fund sought investments in the stocks of foreign and domestic companies with either above-average dividend yields or strong potential for improving dividends. To add to income potential, the fund also wrote call options on U.S. and foreign securities indexes.

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### LETTER TO SHAREHOLDERS continued

As always, we encourage investors to maintain diversified investment portfolios in pursuit of their long-term investment goals.

Please visit us at **EvergreenInvestments.com** for more information about our funds and other investment products available to you. From the Web site, you may also access details about daily fund prices, yields, dividend rates and fund facts about Evergreen closed-end funds. Thank you for your continued support of Evergreen Investments.

Sincerely,

#### **Dennis H. Ferro**

President and Chief Executive Officer  
Evergreen Investment Company, Inc.

#### **Special Notice to Shareholders:**

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Please visit our Web site at **EvergreenInvestments.com** for statements from President and Chief Executive Officer, Dennis Ferro, regarding the firm's recent settlement with the Securities and Exchange Commission (SEC) and prior settlement with the National Association of Securities Dealers (NASD).

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### FINANCIAL HIGHLIGHTS

(For a common share outstanding throughout the period)

		Year Ended October 31, 2007 <sup>1</sup>
<b>Net asset value, beginning of period</b>	\$	19.10 <sup>2</sup>
<b>Income from investment operations</b>		
Net investment income (loss)		1.31
Net realized and unrealized gains or losses on investments		0.46
Total from investment operations		1.77
<b>Distributions to common shareholders from</b>		
Net investment income		(1.00)
<b>Offering costs charged to capital</b>		(0.04)
<b>Net asset value, end of period</b>	\$	19.83
<b>Market value, end of period</b>	\$	17.29
<b>Total return based on market value<sup>3</sup></b>		(8.66%)
<b>Ratios and supplemental data</b>		
Net assets of common shareholders, end of period (thousands)		\$968,376
<b>Ratios to average net assets applicable to common shareholders</b>		
Expenses including waivers/reimbursements but excluding expense reductions		1.22% <sup>4</sup>
Expenses excluding waivers/reimbursements and expense reductions		1.22% <sup>4</sup>
Net investment income (loss)		11.79% <sup>4</sup>
Portfolio turnover rate		102%

<sup>1</sup> For the period from March 28, 2007 (commencement of operations), to October 31, 2007.

<sup>2</sup> Initial public offering price of \$20.00 per share less underwriting discount of \$0.90 per share.

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<sup>3</sup> Total return is calculated assuming a purchase of common stock on the first day and a sale on the last day of the period reported. Dividends and distributions, if any, are assumed for the purposes of these calculations to be reinvested at prices obtained under the Fund's Automatic Dividend Reinvestment Plan. Total return does not reflect brokerage commissions or sales charges.

<sup>4</sup> Annualized

See Notes to Financial Statements

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### SCHEDULE OF INVESTMENTS

October 31, 2007

	Country	Shares	Value
<b>COMMON STOCKS 89.3%</b>			
<b>ENERGY 14.4%</b>			
<b>Energy Equipment &amp; Services</b>			
<b>2.9%</b>			
Transocean, Inc. *	Cayman Islands	233,000	\$ 27,813,210
<hr/>			
<b>Oil, Gas &amp; Consumable Fuels</b>			
<b>11.5%</b>			
Copano Energy, LLC	United States	991,000	38,361,610
Enterprise Products Partners, LP	United States	51,000	1,631,490
Martin Midstream Partners, LP	United States	150,000	5,655,000
NuSTAR GP Holdings, LLC	United States	428,000	13,832,960
Southwestern Energy Co. *	United States	900,000	46,557,000
USEC, Inc. *	United States	125,000	1,100,000
Williams Partners, LP	United States	100,000	4,575,000
			<hr/>
			111,713,060
<hr/>			
<b>FINANCIALS 0.1%</b>			
<b>Real Estate Investment Trusts</b>			
<b>0.1%</b>			
Dupont Fabros Technology, Inc. *	United States	57,603	1,237,312
			<hr/>
<b>INDUSTRIALS 1.2%</b>			
<b>Machinery 0.3%</b>			
RBC Bearings, Inc. *	United States	75,000	3,014,250
			<hr/>
<b>Transportation Infrastructure</b>			
<b>0.9%</b>			
Macquarie Infrastructure Co., LLC	United States	200,000	8,352,000

**INFORMATION TECHNOLOGY**

**1.0%**

**IT Services 1.0%**

Maximus, Inc.	United States	210,000	10,063,200
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**MATERIALS 0.7%**

**Chemicals 0.7%**

Albemarle Corp.	United States	75,000	3,582,000
Koppers Holdings, Inc.	United States	75,000	3,360,000

6,942,000

**TELECOMMUNICATION SERVICES**

**17.9%**

**Diversified Telecommunication Services 8.1%**

AT&T, Inc. (p)	United States	300,000	12,537,000
BT Group plc	United Kingdom	1,500,000	10,198,111
Elisa Oyj	Finland	1,062,075	31,557,719
Shenandoah Telecommunications Co. +	United States	87,260	2,085,514
Telecom Italia SpA	Italy	4,000,000	10,344,233
Telstra Corp., ADR	Australia	3,000,000	8,903,567
Verizon Communications, Inc.	United States	60,000	2,764,200

78,390,344

See Notes to Financial Statements

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**SCHEDULE OF INVESTMENTS** continued

October 31, 2007

	Country	Shares	Value
<b>COMMON STOCKS continued</b>			
<b>TELECOMMUNICATION SERVICES continued</b>			
<b>Wireless Telecommunication Services 9.8%</b>			
Leap Wireless International, Inc. *	United States	169,000	\$ 12,051,390
MetroPCS Communications, Inc. *	United States	174,000	3,915,000
NII Holdings, Inc. *	United States	225,400	13,073,200
Virgin Mobile USA, Inc., Class A *	United States	543,000	6,597,450
Vodafone Group plc	United Kingdom	15,000,000	59,155,780

			94,792,820
<b>UTILITIES 54.0%</b>			
<b>Electric Utilities 24.3%</b>			
Allegheny Energy, Inc. *	United States	129,500	7,855,470
Drax Group plc	United Kingdom	2	21
E.ON AG	Germany	125,000	24,407,956
Edison International	United States	185,000	10,757,750
Enel SpA	Italy	168,750	2,018,898
Entergy Corp.	United States	195,000	23,374,650
Exelon Corp.	United States	290,000	24,006,200
FirstEnergy Corp. (p)	United States	650,000	45,305,000
Maine & Maritimes Corp. *	United States	18,500	562,585
Portland General Electric Co.	United States	350,000	9,852,500
PPL Corp.	United States	78,400	4,053,280
Red Electrica de Espana SA	Spain	550,000	30,888,906
Scottish & Southern Energy plc	United Kingdom	1,500,000	48,635,950
TERNA SpA	Italy	1,000,000	3,916,928
			235,636,094
<b>Gas Utilities 4.0%</b>			
Enagas SA	Spain	1,375,000	39,085,679
<b>Independent Power Producers &amp; Energy Traders 4.8%</b>			
Calpine Corp. *	United States	4,729,900	7,189,448
Constellation Energy Group, Inc. (p)	United States	325,000	30,777,500
Dynegy, Inc., Class A *	United States	280,000	2,578,800
Ormat Technologies, Inc.	United States	100,000	5,393,000
			45,938,748
<b>Multi-Utilities 16.3%</b>			
Avista Corp.	United States	101,900	2,246,895
National Grid plc	United Kingdom	2,000,000	33,406,755
Public Service Enterprise Group, Inc.	United States	300,000	28,680,000
RWE AG	Germany	325,000	44,392,647
SUEZ	France	750,000	48,875,117
			157,601,414

See Notes to Financial Statements

**SCHEDULE OF INVESTMENTS** continued

October 31, 2007

	<b>Country</b>	<b>Shares</b>	<b>Value</b>
<b>COMMON STOCKS continued</b>			
<b>UTILITIES continued</b>			
<b>Water Utilities 4.6%</b>			
Kelda Group plc	United Kingdom	2,000,001	\$ 39,561,972
Pennichuck Corp.	United States	59,200	1,523,808
Pennon Group plc	United Kingdom	268,618	3,514,879
			44,600,659
<i>Total Common Stocks (cost</i>			
<i>\$812,239,996)</i>			865,180,790
<b>PREFERRED STOCKS 4.6%</b>			
<b>FINANCIALS 2.7%</b>			
<b>Real Estate Investment Trusts</b>			
<b>2.6%</b>			
Thornburg Mortgage, Inc., 7.50%	United States	1,590,800	25,516,432
<b>Thrifths &amp; Mortgage Finance</b>			
<b>0.1%</b>			
Freddie Mac, 5.00%	United States	9,000	371,250
<b>MATERIALS 0.0%</b>			
<b>Metals &amp; Mining 0.0%</b>			
Ryerson, Inc., Ser. A, 2.40% (h)	United States	5,012	172,914
<b>UTILITIES 1.9%</b>			
<b>Electric Utilities 1.8%</b>			
Carolina Power & Light Co., 5.00%	United States	2,000	179,250
Connecticut Light & Power Co., 2.20%	United States	36,625	1,481,023
Consolidated Edison, Inc., 5.00%	United States	33,250	2,967,562
Entergy Gulf States, Inc., 4.20%	United States	788	57,228
Entergy Gulf States, Inc., 4.40%	United States	14,520	1,568,160
Entergy Gulf States, Inc., 4.44%	United States	1,219	105,063
Entergy Gulf States, Inc., 4.52%	United States	1,240	126,480
Entergy Gulf States, Inc., 5.08%	United States	5,165	526,830
Entergy Gulf States, Inc., 6.08%	United States	2,223	212,158
Entergy Gulf States, Inc., 7.56%	United States	1,118	114,211
Entergy Gulf States, Inc., Ser. A, Var. Rate Pfd.	United States	4,000	405,500
Florida Power Corp., 4.60%	United States	10,900	963,287



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Indianapolis Power & Light Co., 4.20%	United States	20,000	1,835,000
MidAmerican Energy Co., 4.35%	United States	13,017	1,101,564
Pacific Enterprises, 4.40%	United States	10,300	861,660
Pacific Gas & Electric Co., 4.80%	United States	185,600	3,846,560
Peco Energy Co., 4.68%	United States	7,240	623,509
South Carolina Electric & Gas Co., 5.00%	United States	2,000	89,500
Southern California Edison Co., 4.78%	United States	30,000	633,750
Southern California Edison Co., Ser. B, 4.08%	United States	2,200	41,547
			17,739,842
<b>Gas Utilities 0.1%</b>			
Public Service Electric & Gas Co., 5.28%	United States	5,900	550,175
			44,350,613
<i>Total Preferred Stocks (cost \$58,757,177)</i>			44,350,613

See Notes to Financial Statements

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**SCHEDULE OF INVESTMENTS** continued

October 31, 2007

	Country	Shares	Value
<b>CLOSED-END MUTUAL FUND SHARES 0.1%</b>			
Tortoise Energy Capital Corp. (cost \$700,700)	United States	22,000	\$ 594,880
<b>EXCHANGE TRADED FUND 0.8%</b>			
Genesis Energy, LP (cost \$8,937,993)	United States	311,229	7,936,340
<b>Total Investments (cost \$880,635,866) 94.8%</b>			918,062,623
<b>SECURITIES SOLD SHORT (1.8%)</b>			
<b>MATERIALS (0.3%)</b>			

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**Chemicals (0.3%)**

Cabot Corp.	United States	80,000	(2,800,800)
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**TELECOMMUNICATION**

**SERVICES (0.5%)**

**Diversified  
Telecommunication**

**Services (0.5%)**

Manitoba Telecom Services, Inc.	Canada	100,000	(4,947,629)
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**UTILITIES (1.0%)**

**Multi-Utilities (1.0%)**

PNM Resources, Inc.	United States	200,000	(5,002,000)
DTE Energy Co.	United States	100,000	(4,960,000)

(9,962,000)

*Total Securities Sold  
Short (proceeds \$16,716,355)*

(17,710,429)

**Other Assets and  
Liabilities 7.0%**

68,023,530

**Net Assets Applicable to  
Common Shareholders  
100.0%**

\$ 968,375,724

\* Non-income producing security

+ Security is deemed illiquid and is valued using market quotations when readily available, unless otherwise noted.

(h) Security is valued at fair value as determined by the investment advisor in good faith, according to procedures approved by the Board of Trustees.

(p) All or a portion of this security is pledged as collateral for written call options.

**Summary of Abbreviations**

ADR American Depository Receipt

The following table shows the percent of total long-term investments by geographic location as of October 31, 2007:

United States	49.2%
United Kingdom	21.2%
Spain	7.6%
Germany	7.5%
France	5.3%
Finland	3.4%
Cayman Islands	3.0%
Italy	1.8%

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Australia	1.0%
	<hr/>
	100.0%
	<hr/>

See Notes to Financial Statements

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### **SCHEDULE OF INVESTMENTS** continued

October 31, 2007

The following table shows the percent of total long-term investments by industry as of October 31, 2007:

Electric Utilities	27.9%
Multi-Utilities	16.9%
Oil, Gas & Consumable Fuels	13.0%
Wireless Telecommunication Services	10.3%
Diversified Telecommunication Services	8.6%
Independent Power Producers & Energy Traders	5.0%
Water Utilities	4.9%
Gas Utilities	4.3%
Energy Equipment & Services	3.0%
Real Estate Investment Trusts	2.9%
IT Services	1.1%
Transportation Infrastructure	0.9%
Chemicals	0.8%
Machinery	0.3%
Mutual Funds	0.1%
	<hr/>
	100.0%
	<hr/>

See Notes to Financial Statements

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### **STATEMENT OF ASSETS AND LIABILITIES**

October 31, 2007

#### **Assets**

Investments in securities, at value (cost \$880,635,866)	\$	918,062,623
Deposits for securities sold short		20,887,827
Foreign currency, at value (cost \$16,945,750)		17,457,756
Receivable for securities sold		94,547,465

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Dividends and interest receivable		2,190,831
<hr/>		
Total assets		1,053,146,502
<hr/>		
<b>Liabilities</b>		
Dividends payable applicable to common shareholders		24,422,422
Payable for securities purchased		27,606,065
Written options, at value (premiums received \$2,034,385)		2,664,090
Payable for securities sold short, at value (proceeds \$16,716,355)		17,710,429
Dividends payable on securities sold short		218,792
Due to custodian bank		10,891,611
Advisory fee payable		24,980
Due to other related parties		1,315
Offering costs payable		962,926
Accrued expenses and other liabilities		268,148
<hr/>		
Total liabilities		84,770,778
<hr/>		
<b>Net assets applicable to common shareholders</b>	\$	968,375,724
<hr/>		
<b>Net assets applicable to common shareholders represented by</b>		
Paid-in capital	\$	930,831,262
Undistributed net investment income		15,354,015
Accumulated net realized losses on investments		(14,206,793)
Net unrealized gains on investments		36,397,240
<hr/>		
<b>Net assets applicable to common shareholders</b>	\$	968,375,724
<hr/>		
<b>Net asset value per share applicable to common shareholders</b>		
Based on \$968,375,724 divided by 48,844,844 common shares issued and outstanding		
(unlimited number of common shares authorized)		
	\$	19.83

See Notes to Financial Statements

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**STATEMENT OF OPERATIONS**

Year Ended October 31, 2007 (a)

**Investment income**

Dividends (net of foreign withholding taxes of \$4,094,141)	\$	68,610,662
Income from affiliate		1,067,847
Interest		451,000
<hr/>		
Total investment income		70,129,509

<b>Expenses</b>	
Advisory fee	5,139,369
Administrative services fee	270,493
Transfer agent fees	22,092
Trustees' fees and expenses	12,126
Dividends on securities sold short	218,792
Printing and postage expenses	86,000
Custodian and accounting fees	609,939
Professional fees	57,289
Other	197,074
Total expenses	6,613,174
Less: Expense reductions	(290,319)
Net expenses	6,322,855
<b>Net investment income</b>	<b>63,806,654</b>
<b>Net realized and unrealized gains or losses on investments</b>	
Net realized gains or losses on:	
Securities	(16,002,859)
Foreign currency related transactions	297,403
Written options	1,796,066
Net realized losses on investments	(13,909,390)
Net change in unrealized gains or losses on investments	36,397,240
Net realized and unrealized gains or losses on investments	22,487,850
Net increase in net assets resulting from operations	\$ 86,294,504

(a) For the period from March 28, 2007 (commencement of operations), to October 31, 2007.

See Notes to Financial Statements

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**STATEMENT OF CHANGES IN NET ASSETS**

	<b>Year Ended</b>
	<b>October 31, 2007 (a)</b>
<b>Operations</b>	
Net investment income	\$ 63,806,654

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Net realized losses on investments	(13,909,390)
Net change in unrealized gains or losses on investments	36,397,240
<hr/>	
Net increase in net assets resulting from operations	86,294,504
<hr/>	
<b>Distributions to common shareholders from net investment income</b>	<b>(48,750,042)</b>
<hr/>	
<b>Capital share transactions</b>	
Net asset value of common shares issued under the Automatic Dividend Reinvestment Plan	3,462,178
Net proceeds from issuance of common shares	929,069,000
Common share offering expenses charged to paid-in capital	(1,800,000)
<hr/>	
Net increase in net assets resulting from capital share transactions	930,731,178
<hr/>	
Total increase in net assets applicable to common shareholders	968,275,640
<b>Net assets applicable to common shareholders</b>	
Beginning of period	100,084
<hr/>	
End of period	\$ 968,375,724
<hr/>	
Undistributed net investment income	\$ 15,354,015
<hr/>	

(a) For the period from March 28, 2007 (commencement of operations), to October 31, 2007.

See Notes to Financial Statements

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### NOTES TO FINANCIAL STATEMENTS

#### 1. ORGANIZATION

Evergreen Global Dividend Opportunity Fund (the "Fund") was organized as a statutory trust under the laws of the state of Delaware on December 21, 2006 and is registered as a diversified closed-end management investment company under the Investment Company Act of 1940, as amended. The primary investment objective of the Fund is to seek a high level of current income. The Fund's secondary objective is long-term growth of capital.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The policies are in conformity with generally accepted accounting principles in the United States of America, which require management to make estimates and assumptions that affect amounts reported herein. Actual results could differ from these estimates.

##### a. Valuation of investments

Listed equity securities are usually valued at the last sales price or official closing price on the national securities exchange where the securities are principally traded.

Foreign securities traded on an established exchange are valued at the last sales price on the exchange where the security is primarily traded. If there has been no sale, the securities are valued at the mean between bid and asked prices. Foreign securities may be valued at fair value according to procedures approved by the Board of Trustees if the closing price is not reflective of current market values due to trading or events occurring in the foreign markets between the close of the established exchange and the valuation time of the Fund. In addition, substantial changes in values in the U.S. markets subsequent to the close of a foreign market may also affect the values of securities traded in the foreign market. The value of foreign securities may be adjusted if such movements in the U.S. market exceed a specified threshold.

Short-term securities with remaining maturities of 60 days or less at the time of purchase are valued at amortized cost, which approximates market value.

Investments in open-end mutual funds are valued at net asset value. Securities for which market quotations are not readily available or not reflective of current market value are valued at fair value as determined by the investment advisor in good faith, according to procedures approved by the Board of Trustees.

**b. Repurchase agreements**

Securities pledged as collateral for repurchase agreements are held by the custodian bank or in a segregated account in the Fund's name until the agreements mature. Collateral for certain tri-party repurchase agreements is held at the counterparty's custodian in a segregated account for the benefit of the Fund and the counterparty. Each agreement requires that the market value of the collateral be sufficient to cover payments of interest and principal. However, in the event of default or bankruptcy by the other party to the agreement, retention of the collateral may be subject to legal proceedings. The Fund will only enter into repurchase agreements with banks and

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**NOTES TO FINANCIAL STATEMENTS** continued

other financial institutions, which are deemed by the investment advisor to be creditworthy pursuant to guidelines established by the Board of Trustees.

**c. Foreign currency translation**

All assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the date of valuation. Purchases and sales of portfolio securities and income items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Fund does not separately account for that portion of the results of operations resulting from changes in foreign exchange rates on investments and the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains or losses on investments.

**d. Forward foreign currency contracts**

A forward foreign currency contract is an agreement between two parties to purchase or sell a specific currency for an agreed-upon price at a future date. The Fund enters into forward foreign currency contracts to facilitate transactions in foreign-denominated securities and to attempt to minimize the risk to the Fund from adverse changes in the relationship between currencies. Forward foreign currency contracts are recorded at the forward rate and marked-to-market daily. When the contracts are closed, realized gains and losses arising from such transactions are recorded as realized gains or losses on foreign currency related transactions. The Fund could be exposed to risks if the counterparties to the contracts are unable to meet the terms of their contracts or if the value of the foreign currency changes unfavorably.

**e. Options**

The Fund may write covered put or call options. When a Fund writes an option, an amount equal to the premium received is recorded as a liability and is subsequently adjusted to the current market value of the written option. Premiums received from written options, which expire unexercised, are recognized as realized gains from

investments on the expiration date. The difference between the premium received and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is treated as a realized gain or loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in calculating the realized gain or loss on the sale. If a put option is exercised, the premium reduces the cost of the security purchased. The Fund, as a writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option.

The Fund may also purchase call or put options. The premium is included in the Statement of Assets and Liabilities as an investment which is subsequently adjusted to the current market value of the option. Premiums paid for purchased options which expire are recognized as realized losses from investments on the expiration date. Premiums paid for purchased options which are exercised or closed are added to the amount paid or offset against the proceeds on the underlying security to determine the realized gain or loss. The risk of loss associated with purchased options is limited to the premium paid.

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**NOTES TO FINANCIAL STATEMENTS** continued

**f. Short sales**

The Fund may sell a security it does not own in anticipation of a decline in the market value of that security (short sale). When the Fund makes a short sale, it must borrow the security sold short and deliver it to the buyer. The Fund is then obligated to replace the security borrowed by purchasing the security at the market price at the time of replacement. Any interest or dividends accrued on such borrowed securities during the period of the loan is recorded as an expense on the Statement of Operations. To borrow the security, the Fund may be required to pay a premium, which would decrease the proceeds of the security sold. A gain, limited to the price at which the Fund sold the security short, or a loss, unlimited in size, will be recognized upon the closing of a short sale if the market price at the closing is less than or greater than, respectively, the proceeds originally received. Until the short sale is closed or the borrowed security is replaced, the Fund maintains a segregated account of cash or liquid securities, the dollar value of which is at least equal to the market value of the security at the time of the short sale.

**g. Security transactions and investment income**

Security transactions are recorded on trade date. Realized gains and losses are computed using the specific cost of the security sold. Interest income is recorded on the accrual basis and includes accretion of discounts and amortization of premiums. Dividend income is recorded on the ex-dividend date or in the case of some foreign securities, on the date when the Fund is made aware of the dividend. Foreign income and capital gains realized on some securities may be subject to foreign taxes, which are accrued as applicable.

**h. Federal taxes**

The Fund intends to qualify as a regulated investment company and distribute all of its taxable income, including any net capital gains. Accordingly, no provision for federal taxes is required.

**i. Distributions**

Distributions to shareholders from net investment income and net realized gains, if any, are recorded on the ex-dividend date. Such distributions are determined in conformity with income tax regulations, which may differ from generally accepted accounting principles.

Reclassifications have been made to the Fund's components of net assets to reflect income and gains available for distribution (or available capital loss carryovers, as applicable) under income tax regulations. The primary permanent differences causing such reclassifications are due to net realized foreign currency gains or losses. During the period ended October 31, 2007, the following amounts were reclassified:

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Undistributed net investment income	\$ 297,403
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Accumulated net realized losses on investments (297,403)

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**NOTES TO FINANCIAL STATEMENTS** continued

**3. ADVISORY FEE AND OTHER TRANSACTIONS WITH AFFILIATES**

Evergreen Investment Management Company, LLC (EIMC), an indirect, wholly-owned subsidiary of Wachovia Corporation (Wachovia), is the investment advisor to the Fund and is paid an annual fee of 0.95% of the Fund's average daily total assets. Total assets consist of the net assets of the Fund plus borrowings, reverse repurchase agreements, dollar rolls or the issuance of debt securities to the extent excluded in calculating net assets.

Crow Point Partners, LLC is the investment sub-advisor to the Fund and is paid by EIMC for its services to the Fund.

The Fund may invest in money market funds which are advised by EIMC. Income earned on these investments is included in income from affiliate on the Statement of Operations.

Evergreen Investment Services, Inc. (EIS), an indirect, wholly-owned subsidiary of Wachovia, is the administrator to the Fund. As administrator, EIS provides the Fund with facilities, equipment and personnel and is paid an annual administrative fee of 0.05% of the Fund's average daily total assets.

The Fund has placed a portion of its portfolio transactions with brokerage firms that are affiliates of Wachovia. During the period ended October 31, 2007, the Fund paid brokerage commissions of \$34,955 to Wachovia Securities, LLC.

**4. CAPITAL SHARE TRANSACTIONS**

The Fund has authorized an unlimited number of common shares with no par value. For the period from March 28, 2007 to October 31, 2007, the Fund issued 48,839,604 common shares.

**5. INVESTMENT TRANSACTIONS**

Cost of purchases and proceeds from sales of investment securities (excluding short-term securities) were \$1,847,635,087 and \$984,850,025, respectively, for the period from March 28, 2007 to October 31, 2007.

During the period from March 28, 2007 to October 31, 2007, the Fund had written option activities as follows:

	<b>Number of Contracts</b>	<b>Premiums Received</b>
Options outstanding at March 28, 2007	0	\$ 0
Options written	165,981	12,980,838
Options expired	(114,587)	(8,762,513)
Options closed	(21,729)	(2,183,940)
Options outstanding October 31, 2007	29,665	\$ 2,034,385

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**NOTES TO FINANCIAL STATEMENTS** continued

Open call options written at October 31, 2007 were as follows:

<b>Expiration Date</b>	<b>Index/ETF</b>	<b>Number of Contracts</b>	<b>Strike Price</b>	<b>Market Value</b>	<b>Premiums Received</b>
11/15/2007	AMEX Airline Index	7,802	48 USD	\$ 741,190	\$ 714,663
11/15/2007	Biotech HOLDRs Trust	2,001	189 USD	84,042	90,045
11/15/2007	CAC 40 Index	433	6,046 EUR	115,817	60,481
11/15/2007	Financial Select Sector SPDR	10,677	35 USD	487,202	338,781
11/15/2007	iShares Russell 2000 Value Index	4,677	79 USD	521,610	290,348
11/15/2007	Retail HOLDRs Trust	3,636	103 USD	152,704	201,980
11/15/2007	Russell 2000 Index	439	834 USD	561,525	338,087

On October 31, 2007, the aggregate cost of securities for federal income tax purposes was \$882,972,235. The gross unrealized appreciation and depreciation on securities based on tax cost was \$79,358,294 and \$44,267,906, respectively, with a net unrealized appreciation of \$35,090,388.

As of October 31, 2007, the Fund had \$10,672,947 in capital loss carryovers for federal income tax purposes expiring in 2015.

**6. DISTRIBUTIONS TO SHAREHOLDERS**

As of October 31, 2007, the components of distributable earnings on a tax basis were as follows:

<b>Undistributed Ordinary Income</b>	<b>Unrealized Appreciation</b>	<b>Capital Loss Carryovers</b>	<b>Temporary Book/Tax Differences</b>
\$38,666,428	\$33,975,855	\$10,672,947	(\$24,424,874)

The differences between the components of distributable earnings on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to wash sales, forwards, options contracts and partnership investments. The temporary book/tax differences are a result of timing differences between book and tax recognition of income and/or expenses.

The tax character of distributions paid for the period from March 28, 2007 to October 31, 2007 was \$48,750,042 of ordinary income.

**7. EXPENSE REDUCTIONS**

Through expense offset arrangements with the Fund's custodian, a portion of fund expenses has been reduced. The Fund received expense reductions in the amount of \$290,319, which represents 0.05% of its average daily net assets.

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**NOTES TO FINANCIAL STATEMENTS** continued

**8. DEFERRED TRUSTEES' FEES**

Each Trustee of the Fund may defer any or all compensation related to performance of his or her duties as a Trustee. The Trustees' deferred balances are allocated to deferral accounts, which are included in the accrued expenses for the Fund. The investment performance of the deferral accounts is based on the investment performance of certain Evergreen funds. Any gains earned or losses incurred in the deferral accounts are reported in the Fund's Trustees' fees and expenses. At the election of the Trustees, the deferral account will be paid either in one lump sum or in quarterly installments for up to ten years.

**9. CONCENTRATION OF RISK**

The Fund may invest a substantial portion of its assets in an industry and, therefore, may be more affected by changes in that industry than would be a comparable mutual fund that is not heavily weighted in any industry.

**10. REGULATORY MATTERS AND LEGAL PROCEEDINGS**

Pursuant to an administrative order issued by the SEC on September 19, 2007, EIMC, EIS, Evergreen Service Company, LLC (collectively, the "Evergreen Entities"), Wachovia Securities, LLC and the SEC have entered into an agreement settling allegations of (i) improper short-term trading arrangements in effect prior to May 2003 involving former officers and employees of EIMC and certain broker-dealers, (ii) insufficient systems for monitoring exchanges and enforcing exchange limitations as stated in certain funds' prospectuses, and (iii) inadequate e-mail retention practices. Under the settlement, the Evergreen Entities were censured and will pay approximately \$32 million in disgorgement and penalties. This amount, along with a fine assessed by the SEC against Wachovia Securities, LLC will be distributed pursuant to a plan to be developed by an independent distribution consultant and approved by the SEC. The Evergreen Entities neither admitted nor denied the allegations and findings set forth in its settlement with the SEC.

EIS has entered into an agreement with the NASD (now known as the Financial Industry Regulatory Authority ("FINRA")) settling allegations that EIS (i) arranged for Evergreen fund portfolio trades to be directed to Wachovia Securities, LLC, an affiliate of EIS that sold Evergreen fund shares, during the period of January 2001 to December 2003 and (ii) provided non-cash compensation by sponsoring offsite meetings attended by Wachovia Securities, LLC brokers during that period, where the eligibility of a broker to attend the meetings depended upon the broker meeting certain sales targets of Evergreen fund shares. Pursuant to the settlement agreement, EIS has agreed to a censure and a fine of \$4,200,000. EIS neither admitted nor denied the allegations and findings set forth in its agreement with the NASD.

In addition, the Evergreen funds and EIMC and certain of its affiliates are involved in various legal actions, including private litigation and class action lawsuits. EIMC does not expect that any of such legal actions currently pending or threatened will have a material adverse impact on the financial position or operations of any of the Evergreen funds or on EIMC's ability to provide services to the Evergreen funds.

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**NOTES TO FINANCIAL STATEMENTS** continued

Although EIMC believes that none of the matters discussed above will have a material adverse impact on the Evergreen funds, there can be no assurance that these matters and any publicity surrounding or resulting from them will not result in reduced sales or increased redemptions of Evergreen fund shares, which could increase Evergreen fund transaction costs or operating expenses, or that they will not have other adverse consequences

on the Evergreen funds.

## 11. NEW ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (an interpretation of FASB statement 109 (FIN 48)). FIN 48 supplements FASB 109 by prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 is not expected to have a material impact on the Fund's financial statements. However, the conclusions regarding FIN 48 may be subject to review and adjustment at a later date based on factors including, but not limited to, further implementation guidance expected from FASB, and on-going analysis of tax laws, regulations, and interpretations thereof.

In September 2006, FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (FAS 157). FAS 157 establishes a single authoritative definition of fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. FAS 157 applies to fair value measurements already required or permitted by existing standards. The change to current generally accepted accounting principles from the application of FAS 157 relates to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurements. Management of the Fund does not believe the adoption of FAS 157 will materially impact the financial statement amounts, however, additional disclosures may be required about the inputs used to develop the measurements and the effect of certain of the measurements on changes in net assets for the period. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years.

## 12. SUBSEQUENT DISTRIBUTION

On November 16, 2007, the Fund declared a distribution from net investment income of \$0.50 per common share payable on January 2, 2008 to shareholders of record on December 17, 2007. This distribution is not reflected in the accompanying financial statements.

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Trustees and Shareholders

Evergreen Global Dividend Opportunity Fund

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of the Evergreen Global Dividend Opportunity Fund as of October 31, 2007 and the related statements of operations, changes in net assets, and financial highlights for the period from March 28, 2007 (commencement of operations) to October 31, 2007. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 2007 by correspondence with the custodian and brokers, or by other appropriate auditing procedures where replies from brokers were not received. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the Evergreen Global Dividend Opportunity Fund as of October 31, 2007, the results of its operations, changes in its net assets and financial highlights for the period described above, in

conformity with U.S. generally accepted accounting principles.

Boston, Massachusetts  
December 27, 2007

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**ADDITIONAL INFORMATION** (unaudited)

**FEDERAL TAX DISTRIBUTIONS**

For corporate shareholders, 11.26% of ordinary income dividends paid during the fiscal year ended October 31, 2007 qualified for the dividends received deduction.

With respect to dividends paid from investment company taxable income during the fiscal year ended October 31, 2007 the Fund designates 89.82% of ordinary income and any short-term capital gain distributions as Qualified Dividend Income in accordance with the Internal Revenue Code. Complete 2007 year-end tax information will be reported on your 2007 Form 1099-DIV, which shall be provided to you in early 2008.

Pursuant to Section 853 of the Internal Revenue Code, the Fund elects to pass through foreign taxes that have been withheld at the fund level to its shareholders so that they may take a foreign tax credit. For the period ended October 31, 2007, the total amount of foreign taxes expected to be passed through to shareholders was \$4,094,141 on foreign source income of \$72,673,559. Complete information regarding the Fund's foreign tax credit pass through to shareholders for 2007 will be reported in conjunction with Form 1099-DIV.

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**AUTOMATIC DIVIDEND REINVESTMENT PLAN** (unaudited)

All common shareholders are eligible to participate in the Automatic Dividend Reinvestment Plan ("the Plan"). Pursuant to the Plan, unless a common shareholder is ineligible or elects otherwise, all cash dividends and capital gains distributions are automatically reinvested by Computershare Trust Company, N.A., as agent for shareholders in administering the Plan ("Plan Agent"), in additional common shares of the Fund. Whenever the Fund declares an ordinary income dividend or a capital gain dividend (collectively referred to as "dividends") payable either in shares or in cash, nonparticipants in the Plan will receive cash, and participants in the Plan will receive the equivalent in shares of common shares. The shares are acquired by the Plan Agent for the participant's account, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized common shares from the Fund ("newly issued common shares") or (ii) by purchase of outstanding common shares on the open market (open-market purchases) on the New York Stock Exchange or elsewhere. If, on the payment date for any dividend or distribution, the net asset value per share of the common shares is equal to or less than the market price per common share plus estimated brokerage commissions ("market premium"), the Plan Agent will invest the amount of such dividend or distribution in newly issued shares on behalf of the participant. The number of newly issued common shares to be credited to the participant's account will be determined by dividing the dollar amount of the dividend by the net asset value per share on the date the shares are issued, provided that the maximum discount from the then current market price per share on the date of issuance may not exceed 5%. If on the dividend payment date the net asset value per share is greater than the market value or market premium ("market discount"), the Plan Agent will invest the dividend amount in shares acquired on behalf of the participant in open-market purchases. There will be no brokerage charges with respect to shares issued directly by the Fund as a result of dividends or capital gains distributions payable either in shares or in cash. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent's open-market purchases in connection with the reinvestment of dividends. The automatic reinvestment of dividends and distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such dividends. All correspondence concerning the Plan should be directed to the Plan Agent at P.O. Box 43010, Providence, Rhode Island 02940-3010 or by calling 1-800-730-6001.

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**TRUSTEES AND OFFICERS**

**TRUSTEES<sup>1</sup>**

<p><b>Charles A. Austin III</b> Trustee DOB: 10/23/1934 Term of office since: 1991 Other directorships: None</p>	<p>Investment Counselor, Anchor Capital Advisors, LLC. (investment advice); Director, The Andover Companies (insurance); Trustee, Arthritis Foundation of New England; Former Director, The Francis Ouimet Society (scholarship program); Former Director, Executive Vice President and Treasurer, State Street Research &amp; Management Company (investment advice)</p>
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<p><b>K. Dun Gifford</b> Trustee DOB: 10/23/1938 Term of office since: 1974 Other directorships: None</p>	<p>Chairman and President, Oldways Preservation and Exchange Trust (education); Trustee, Treasurer and Chairman of the Finance Committee, Cambridge College</p>
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<p><b>Dr. Leroy Keith, Jr.</b> Trustee DOB: 2/14/1939 Term of office since: 1983 Other directorships: Trustee, Phoenix Fund Complex (consisting of 60 portfolios as of 12/31/2006)</p>	<p>Managing Director, Almanac Capital Management (commodities firm); Trustee, Phoenix Fund Complex; Director, Diversapack Co. (packaging company); Former Partner, Stonington Partners, Inc. (private equity fund); Former Director, Obagi Medical Products Co.; Former Director, Lincoln Educational Services</p>
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<p><b>Gerald M. McDonnell</b> Trustee DOB: 7/14/1939 Term of office since: 1988 Other directorships: None</p>	<p>Manager of Commercial Operations, CMC Steel (steel producer)</p>
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<p><b>Patricia B. Norris</b> Trustee DOB: 4/9/1948 Term of office since: 2006 Other directorships: None</p>	<p>President and Director of Buckleys of Kezar Lake, Inc. (real estate company); Former President and Director of Phillips Pond Homes Association (home community); Former Partner, PricewaterhouseCoopers, LLP (independent registered public accounting firm)</p>
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<p><b>William Walt Pettit</b></p>	<p>Partner and Vice President, Kellam &amp; Pettit, P.A. (law firm); Director, Superior Packaging Corp.</p>
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Trustee (packaging company); Member, Superior Land, LLC (real estate holding company), Member, K&P Development, LLC (real estate development); Former Director, National Kidney Foundation of North Carolina, Inc. (non-profit organization)  
DOB: 8/26/1955  
Term of office since: 1988  
Other directorships: None

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**David M. Richardson** President, Richardson, Runden LLC (executive recruitment business development/consulting company); Consultant, Kennedy Information, Inc. (executive recruitment information and research company); Consultant, AESC (The Association of Executive Search Consultants); Director, J&M Cumming Paper Co. (paper merchandising); Former Trustee, NDI Technologies, LLP (communications)  
Trustee  
DOB: 9/19/1941  
Term of office since: 1982  
Other directorships: None

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**Dr. Russell A. Salton III** President/CEO, AccessOne MedCard, Inc.; Former Medical Director, Healthcare Resource Associates, Inc.  
Trustee  
DOB: 6/2/1947  
Term of office since: 1984  
Other directorships: None

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**Michael S. Scofield** Retired Attorney, Law Offices of Michael S. Scofield; Former Director and Chairman, Branded Media Corporation (multi-media branding company)  
Trustee  
DOB: 2/20/1943  
Term of office since: 1984  
Other directorships: None

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### TRUSTEES AND OFFICERS continued

**Richard J. Shima** Independent Consultant; Director, Hartford Hospital; Trustee, Greater Hartford YMCA; Former Director, Trust Company of CT; Former Director, Old State House Association; Former Trustee, Saint Joseph College (CT)  
Trustee  
DOB: 8/11/1939  
Term of office since: 1993  
Other directorships: None

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**Richard K. Wagoner, CFA<sup>2</sup>** Member and Former President, North Carolina Securities Traders Association; Member, Financial Analysts Society  
Trustee  
DOB: 12/12/1937  
Term of office since: 1999  
Other directorships: None

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**OFFICERS**

**Dennis H. Ferro<sup>3</sup>**

President

DOB: 6/20/1945

Term of office since: 2003

Principal occupations: President and Chief Executive Officer, Evergreen Investment Company, Inc. and Executive Vice President, Wachovia Bank, N.A.; former Chief Investment Officer, Evergreen Investment Company, Inc.

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**Kasey Phillips<sup>4</sup>**

Treasurer

DOB: 12/12/1970

Term of office since: 2005

Principal occupations: Senior Vice President, Evergreen Investment Services, Inc.; Former Vice President, Evergreen Investment Services, Inc.; Former Assistant Vice President, Evergreen Investment Services, Inc.

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**Michael H. Koonce<sup>4</sup>**

Secretary

DOB: 4/20/1960

Term of office since: 2000

Principal occupations: Senior Vice President and General Counsel, Evergreen Investment Services, Inc.; Secretary, Senior Vice President and General Counsel, Evergreen Investment Management Company, LLC and Evergreen Service Company, LLC; Senior Vice President and Assistant General Counsel, Wachovia Corporation

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**Robert Guerin<sup>4, 5</sup>**

Chief Compliance Officer

DOB: 9/20/1965

Term of office since: 2007

Principal occupations: Chief Compliance Officer, Evergreen Funds and Senior Vice President of Evergreen Investments Co, Inc; Former Managing Director and Senior Compliance Officer, Babson Capital Management LLC; Former Principal and Director, Compliance and Risk Management, State Street Global Advisors; Former Vice President and Manager, Sales Practice Compliance, Deutsche Asset Management.

1 The Board of Trustees is classified into three classes of which one class is elected annually. Each Trustee serves a three-year term concurrent with the class from which the Trustee is elected. Each Trustee oversees 91 Evergreen funds. Correspondence for each Trustee may be sent to Evergreen Board of Trustees, P.O. Box 20083, Charlotte, NC 28202.

2 Mr. Wagoner is an interested person of the Fund because of his ownership of shares in Wachovia Corporation, the parent to the Fund's investment advisor.

3 The address of the Officer is 401 S. Tryon Street, 20th Floor, Charlotte, NC 28288.

4 The address of the Officer is 200 Berkeley Street, Boston, MA 02116.

5 Mr. Guerin's information is as of June 14, 2007, the effective date of his approval by the Board of Trustees as Chief Compliance Officer of the Evergreen funds.

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## **Item 2 - Code of Ethics**

(a) The Registrant has adopted a code of ethics that applies to the Registrant's principal executive officer and principal financial officer.

(b) During the period covered by this report, there were no amendments to the provisions of the code of ethics adopted in 2.(a) above.

(c) During the period covered by this report, there were no implicit or explicit waivers to the provisions of the code of ethics adopted in 2.(a) above.

## **Item 3 - Audit Committee Financial Expert**

Charles A. Austin III and Patricia B. Norris have been determined by the Registrant's Board of Trustees to be audit committee financial experts within the meaning of Section 407 of the Sarbanes-Oxley Act. These financial experts are independent of management.

## **Items 4 □ Principal Accountant Fees and Services**

For the fiscal year ended October 31, 2007 the fund had no fees billed for services rendered by KPMG LLP.

### **Evergreen Funds**

**Evergreen Income Advantage Fund**

**Evergreen Managed Income Fund**

**Evergreen Utilities and High Income Fund**

**Evergreen International Balanced Income Fund**

**Evergreen Global Dividend Opportunity Fund**

### **Audit and Non-Audit Services Pre-Approval Policy**

#### **I. Statement of Principles**

Under the Sarbanes-Oxley Act of 2002 (the "Act"), the Audit Committee of the Board of Trustees/Directors is responsible for the appointment, compensation and oversight of the work of the independent auditor. As part of this responsibility, the Audit Committee is required to pre-approve the audit and non-audit services performed by the independent auditor in order to assure that they do not impair the auditor's independence from the Funds. To implement these provisions of the Act, the Securities and Exchange Commission (the "SEC") has issued rules specifying the types of services that an independent auditor may not provide to its audit client, as well as the audit committee's administration of the engagement of the independent auditor. Accordingly, the Audit Committee has adopted, and the Board of Trustees/Directors has ratified, the Audit and Non-Audit Services Pre-Approval Policy (the "Policy"), which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved.

The SEC's rules establish two different approaches to pre-approving services, which the SEC considers to be equally valid. Proposed services either: may be pre-approved without consideration of specific case-by-case services by the Audit Committee ("general pre-approval"); or require the specific pre-approval of the Audit Committee ("specified pre-approval"). The Audit Committee believes that the combination of these two approaches in this Policy will result in an effective and efficient procedure to pre-approve services performed by the independent auditor. As set forth in this Policy, unless a type of service has received general pre-approval, it will require specific pre-approval by the Audit Committee if it is to be provided by the independent auditor. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by the Audit Committee.

For both types of pre-approval, the Audit Committee will consider whether such services are consistent with the SEC's rules on auditor independence. The Audit Committee will also consider whether the independent auditor is best positioned to provide the most effective and efficient service, for reasons such as its familiarity with the

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Funds' business people, culture, accounting systems, risk profile and other factors, and whether the service might enhance the Funds' ability to manage or control risk or improve audit quality. All such factors will be considered as a whole, and no one factor should necessarily be determinative.

The Audit Committee is also mindful of the relationship between fees for audit and non-audit services in deciding whether to pre-approve any such services and may determine, for each fiscal year, the ratio between the total amount of fees for Audit, Audit-related and Tax services and the total amount of fees for certain permissible non-audit services classified as All Other services.

The term of any general pre-approval is 12 months from the date of pre-approval, unless the Audit Committee considers a different period and states otherwise. The Audit Committee will annually review and pre-approve the services that may be provided by the independent auditor without obtaining specific pre-approval from the Audit Committee. The Audit Committee will add or subtract to the list of general pre-approved services from time to time, based on subsequent determinations.

The purpose of this Policy is to set forth the procedures by which the Audit Committee intends to fulfill its responsibilities. It does not delegate the Audit Committee's responsibilities to pre-approve services performed by the independent auditor to management.

The independent auditor has reviewed this Policy and believes that implementation of the policy will not adversely affect the auditor's independence.

### **II. Delegation**

As provided in the Act and the SEC's rules, the Audit Committee may delegate either type of pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions of the Audit Committee at its next scheduled meeting.

### **III. Audit Services**

The annual Audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. Audit services include the annual financial statement audit and other procedures required to be performed by the independent auditor to be able to form an opinion on the Funds' financial statements. These other procedures include information systems and procedural reviews and testing performed in order to understand and place reliance on the systems of internal control, and consultations relating to the audit. Audit services also include the attestation engagement for the independent auditor's report on management's report on internal controls for financial reporting. The Audit Committee will monitor the Audit services engagement as necessary, but no less than on a quarterly basis, and will also approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Fund service providers or other items.

In addition to the annual Audit services engagement approved by the Audit Committee, the Audit Committee may grant general pre-approval to other Audit services, which are those services that only the independent auditor reasonably can provide. Other Audit services may include services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with mergers or acquisitions.

### **IV. Audit-related Services**

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Funds' financial statements or that are traditionally performed by the independent auditor. Because the Audit Committee believes that the provision of Audit-related services does not impair the independence of the auditor and is consistent with SEC's rules on auditor independence, the Audit Committee may grant general pre-approval to Audit-related services. Audit-related services include, among others, due diligence services pertaining to potential business acquisitions/dispositions; accounting consultations related to accounting, financial reporting or disclosure matters not classified as "Audit services"; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; agreed-upon or expanded audit procedures related to accounting records required to respond to or comply with financial, accounting or regulatory reporting matters; and assistance with internal control reporting requirements.

## **V. Tax Services**

The Audit Committee believes that the independent auditor can provide Tax services to the Funds such as tax compliance, tax planning and tax advice without impairing the auditor's independence, and the SEC has stated that the independent auditor may provide such services. Hence, the Audit Committee believes it may grant general pre-approval to those Tax services that have historically been provided by the auditor, that the Audit Committee has reviewed and believes would not impair the independence of the auditor, and that are consistent with the SEC's rules on auditor independence. The Audit Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the sole business purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Audit Committee will consult with the Director of Fund Administration, the Vice President of Tax Services or outside counsel to determine that the tax planning and reporting positions are consistent with this policy.

All Tax services involving large and complex transactions must be specifically pre-approved by the Audit Committee, including: tax services proposed to be provide by the independent auditor to any executive officer or director of the Funds, in his or her individual capacity, where such services are paid for by the Funds or the investment advisor.

## **VI. All Other Services**

The Audit Committee believes, based on the SEC's rules prohibiting the independent auditor from providing specific non-audit services, that other types of non-audit services are permitted. Accordingly, the Audit Committee believes it may grant general pre-approval to those permissible non-audit services classified as All Other services that it believes are routine and recurring services, would not impair the independence of the auditor and are consistent with the SEC's rules on auditor independence.

The SEC's rules and relevant guidance should be consulted to determine the precise definitions of the SEC's prohibited non-audit services and the applicability of exceptions to certain of the prohibitions.

## **VII. Pre-Approval Fee Levels or Budgeted Amounts**

Pre-approval fee levels or budgeted amounts for all services to be provided by the independent auditor will be established annually by the Audit Committee. Any proposed services exceeding these levels or amounts will require specific pre-approval by the Audit Committee. The Audit Committee is mindful of the overall relationship of fees for audit and non-audit services in determining whether to pre-approve any such services. For each fiscal year, the Audit Committee may determine to ratio between the total amount of fees for Audit, Audit-related and Tax services, and the total amount of fees for services classified as All Other services.

## **VIII. Procedures**

All requests or applications for services to be provided by the independent auditor that do not require specific approval by the Audit Committee will be submitted to the Director of Fund Administration or Assistant Director of Fund Administration and must include a detailed description of the services to be rendered. The Director/Assistant Director of Fund Administration will determine whether such services are included within the list of services that have received the general pre-approval of the Audit Committee. The Audit Committee will be informed on a quarterly basis (or more frequent if requested by the audit committee) of any such services rendered by the independent auditor.

Request or applications to provide services that require specific approval by the Audit Committee will be submitted to the Audit Committee by both the independent auditor and the Director/Assistant Director of Fund Administration, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

The Audit Committee has designated the Chief Compliance Officer to monitor the performance of all services provided by the independent auditor and to determine whether such services are in compliance with this policy. The Chief Compliance Officer will report to the Audit Committee on a periodic basis on the results of its monitoring. Both the Chief Compliance Officer and management will immediately report to the chairman of the

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Audit Committee any breach of this policy that comes to the attention of the Chief Compliance Officer or any member of management.

The Audit Committee will also review the internal auditor's annual internal audit plan to determine that the plan provides for the monitoring of the independent auditor's services.

### **IX. Additional Requirements**

The Audit Committee has determined to take additional measures on an annual basis to meet its responsibility to oversee the work of the independent auditor and to assure the auditor's independence from the Funds, such as reviewing a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Funds, the Funds' investment advisor and related parties of the investment advisor, consistent with Independence Standards Board Standard No. 1, and discussing with the independent auditor its methods and procedures for ensuring independence.

#### **Items 5 – Audit Committee of Listed Registrants**

The Fund has a separately designated standing audit committee established in accordance with

Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The audit committee of the Fund is comprised of Russell A. Salton, III, Patricia B. Norris and the Chairman of the Committee, Charles A. Austin III, each of whom is an Independent Trustee.

#### **Item 6 – Schedule of Investments**

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

#### **Item 7 – Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

The Registrant has delegated the voting of proxies relating to its voting securities to its investment advisor, Evergreen Investment Management Company, LLC (the "Advisor").

## Proxy Voting Policy and Procedures

### **Evergreen Investment Management Company, LLC – February 1, 2007**

#### **Statement of Principles**

Evergreen Investment Management Company (Evergreen) recognizes it has a fiduciary duty to vote proxies on behalf of clients who have delegated such responsibility to Evergreen, and that in all cases proxies should be voted in a manner reasonably believed to be in the clients' best interest.

#### **Proxy Committee**

Evergreen has established a proxy committee (Committee) which is a sub-committee of Evergreen's Investment Policy Committee. The Committee is responsible for approving Evergreen's proxy voting policies, procedures and guidelines, for overseeing the proxy voting process, and for reviewing proxy voting on a regular basis. The Committee will meet quarterly to review reports of all proxies voted for the prior period and to conduct other business as required.

#### **Share Blocking**

Evergreen does not vote global proxies, with share blocking restrictions, requiring shares to be prohibited from sale.

#### **Conflicts of Interest**

Evergreen recognizes that under certain circumstances it may have a conflict of interest in voting proxies on behalf of its clients. Such circumstances may include, but are not limited to, situations where Evergreen or one or more of its affiliates has a client or

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customer relationship with the issuer of the security that is the subject of the proxy vote.

In most cases, structural and informational barriers within Evergreen and Wachovia Corporation will prevent Evergreen from becoming aware of the relationship giving rise to the potential conflict of interest. In such circumstances, Evergreen will vote the proxy according to its standard guidelines and procedures described above.

If persons involved in proxy voting on behalf of Evergreen become aware of a potential conflict of interest, the Committee shall consult with Evergreen's Legal Department and consider whether to implement special procedures with respect to the voting of that proxy, including whether an independent third party should be retained to vote the proxy.

### **Concise Domestic Proxy Voting Guidelines**

The following is a concise summary of the Evergreen Investments Management Company LLC proxy voting policy guidelines for 2007.

#### **1. Auditors**

##### **Ratifying Auditors**

Vote FOR proposals to ratify auditors, unless:

- An auditor has a financial interest in or association with the company, and is therefore not independent;
- There is reason to believe that the independent auditor has rendered an opinion which is neither accurate nor indicative of the company's financial position; or
- Fees for non-audit services are excessive.

#### **2. Board of Directors**

##### **Voting on Director Nominees in Uncontested Elections**

Vote CASE-BY-CASE on director nominees, examining, but not limited to, the following factors:

- Composition of the board and key board committees;
- Attendance at board and committee meetings;
- Corporate governance provisions and takeover activity;
- Disclosures under Section 404 of the Sarbanes-Oxley Act;
- Long-term company performance relative to a market and peer index;
- Extent of the director's investment in the company;
- Existence of related party transactions;
- Whether the chairman is also serving as CEO;
- Whether a retired CEO sits on the board;
- Number of outside boards at which a director serves.
- Majority vote standard for director elections without a provision to allow for plurality voting when there are more nominees than seats.

WITHHOLD from individual directors who:

- Attend less than 75 percent of the board and committee meetings without a valid excuse (such as illness, service to the nation, work on behalf of the company);
- Sit on more than six public company boards;
- Are CEOs of public companies who sit on the boards of more than two public companies besides their own (withhold only at their outside boards).

WITHHOLD from the entire board (except for new nominees, who should be considered on a CASE-BY-CASE basis) if:

- The company's proxy indicates that not all directors attended 75% of the aggregate of their board and committee meetings, but fails to provide the required disclosure of the names of the directors involved. If this information cannot be obtained, withhold from all incumbent directors;

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- The company's poison pill has a dead-hand or modified dead-hand feature. Withhold every year until this feature is removed;
- The board adopts or renews a poison pill without shareholder approval since the beginning of 2005, does not commit to putting it to shareholder vote within 12 months of adoption or reneges on a commitment to put the pill to a vote and has not yet been withheld from for this issue;
- The board failed to act on a shareholder proposal that received approval by a majority of the shares outstanding the previous year;
- The board failed to act on a shareholder proposal that received approval of the majority of shares cast for the previous two consecutive years;
- The board failed to act on takeover offers where the majority of the shareholders tendered their shares;
- At the previous board election, any director received more than 50 percent withhold votes of the shares cast and the company has failed to address the issue(s) that caused the high withhold rate;
- The company is a Russell 3000 company that underperformed its industry group (GICS group) under the criteria discussed in the section "Performance Test for Directors".

WITHHOLD from inside directors and affiliated outside directors when:

- The inside or affiliated outside director serves on any of the three key committees: audit, compensation, or nominating;
- The company lacks an audit, compensation, or nominating committee so that the full board functions as that committee;
- The company lacks a formal nominating committee, even if board attests that the independent directors fulfill the functions of such a committee;
- The full board is less than majority independent.

WITHHOLD from the members of the Audit Committee if:

- The non-audit fees paid to the auditor are excessive;
- A material weakness identified in the Section 404 disclosures rises to a level of serious concern; there are chronic internal control issues and an absence of established effective control mechanisms.
- There is persuasive evidence that the audit committee entered into an inappropriate indemnification agreement with its auditor that limits the ability of the company, or its shareholders, to pursue legitimate legal recourse against the audit firm.

WITHHOLD from the members of the Compensation Committee if:

- There is a negative correlation between chief executive pay and company performance;
- The company reprices underwater options for stock, cash or other consideration without prior shareholder approval, even if allowed in their equity plan;
- The company fails to submit one-time transfers of stock options to a shareholder vote;
- The company fails to fulfill the terms of a burn rate commitment they made to shareholders;
- The company has backdated options (see "Options Backdating" policy);
- The company has poor compensation practices (see "Poor Pay Practices" policy). Poor pay practices may warrant withholding votes from the CEO and potentially the entire board as well.

WITHHOLD from directors, individually or the entire board, for egregious actions or failure to replace management as appropriate.

### **Classification/Declassification of the Board**

Vote AGAINST proposals to classify the board. Vote FOR proposals to repeal classified boards and to elect all directors annually.

### **Independent Chair (Separate Chair/CEO)**

Generally vote FOR shareholder proposals requiring the position of chair be filled by an independent director unless there are compelling reasons to recommend against the proposal, such as a counterbalancing governance structure. This should include all of the following:

- Designated lead director, elected by and from the independent board members with clearly delineated and comprehensive duties. (The role may alternatively reside with a presiding director, vice chairman, or rotating lead director; however the director must serve a minimum of one year in order to qualify as a lead director.) At a minimum

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these should include:

- o Presiding at all meetings of the board at which the chairman is not present, including executive sessions of the independent directors,
  - o Serving as liaison between the chairman and the independent directors,
  - o Approving information sent to the board,
  - o Approving meeting agendas for the board,
  - o Approves meetings schedules to assure that there is sufficient time for discussion of all agenda items,
  - o Having the authority to call meetings of the independent directors,
  - o If requested by major shareholders, ensuring that he is available for consultation and direct communication;
- Two-thirds independent board;
  - All-independent key committees;
  - Established governance guidelines;
  - The company does not under-perform its peers.

### Majority Vote Shareholder Proposals

Generally vote FOR precatory and binding resolutions requesting that the board change the company's bylaws to stipulate that directors need to be elected with an affirmative majority of votes cast, provided it does not conflict with the state law where the company is incorporated. Binding resolutions need to allow for a carve-out for a plurality vote standard when there are more nominees than board seats. Companies are strongly encouraged to also adopt a post-election policy (also known as a director resignation policy) that will provide guidelines so that the company will promptly address the situation of a holdover director.

### 3. Proxy Contests

#### Voting for Director Nominees in Contested Elections

Vote CASE-BY-CASE on the election of directors in contested elections, considering the following factors:

- Long-term financial performance of the target company relative to its industry;
- Management's track record;
- Background to the proxy contest;
- Qualifications of director nominees (both slates);
- Strategic plan of dissident slate and quality of critique against management;
- Likelihood that the proposed goals and objectives can be achieved (both slates);
- Stock ownership positions.

#### Reimbursing Proxy Solicitation Expenses

Vote CASE-BY-CASE on proposals to reimburse proxy solicitation expenses. When voting in conjunction with support of a dissident slate, vote FOR the reimbursement of all appropriate proxy solicitation expenses associated with the election.

### 4. Takeover Defenses

#### Poison Pills

Vote FOR shareholder proposals requesting that the company submit its poison pill to a shareholder vote or redeem it UNLESS the company has: (1) A shareholder approved poison pill in place; or (2) The company has adopted a policy concerning the adoption of a pill in the future specifying that the board will only adopt a shareholder rights plan if either:

- Shareholders have approved the adoption of the plan; or
- The board, in its exercise of its fiduciary responsibilities, determines that it is in the best interest of shareholders under the circumstances to adopt a pill without the delay in adoption that would result from seeking stockholder approval (i.e. the "fiduciary out" provision). A poison pill adopted under this fiduciary out will be put to a shareholder ratification vote within twelve months of adoption or expire. If the pill is not approved by a majority of the votes cast on this issue, the

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plan will immediately terminate.

Vote FOR shareholder proposals calling for poison pills to be put to a vote within a time period of less than one year after adoption. If the company has no non-shareholder approved poison pill in place and has adopted a policy with the provisions outlined above, vote AGAINST the proposal. If these conditions are not met, vote FOR the proposal, but with the caveat that a vote within twelve months would be considered sufficient.

Vote CASE-by-CASE on management proposals on poison pill ratification, focusing on the features of the shareholder rights plan. Rights plans should contain the following attributes:

- No lower than a 20 percent trigger, flip-in or flip-over;
- A term of no more than three years;
- No dead-hand, slow-hand, no-hand or similar feature that limits the ability of a future board to redeem the pill;
- Shareholder redemption feature (qualifying offer clause); if the board refuses to redeem the pill 90 days after a qualifying offer is announced, ten percent of the shares may call a special meeting or seek a written consent to vote on rescinding the pill.

### Supermajority Vote Requirements

Vote AGAINST proposals to require a supermajority shareholder vote.

Vote FOR proposals to lower supermajority vote requirements.

## 5. Mergers and Corporate Restructurings

For mergers and acquisitions, review and evaluate the merits and drawbacks of the proposed transaction, balancing various and sometimes countervailing factors including:

- *Valuation* - Is the value to be received by the target shareholders (or paid by the acquirer) reasonable? While the fairness opinion may provide an initial starting point for assessing valuation reasonableness, emphasis is placed on the offer premium, market reaction and strategic rationale.
- *Market reaction* - How has the market responded to the proposed deal? A negative market reaction should cause closer scrutiny of a deal.
- *Strategic rationale* - Does the deal make sense strategically? From where is the value derived? Cost and revenue synergies should not be overly aggressive or optimistic, but reasonably achievable. Management should also have a favorable track record of successful integration of historical acquisitions.
- *Negotiations and process* - Were the terms of the transaction negotiated at arm's-length? Was the process fair and equitable? A fair process helps to ensure the best price for shareholders. Significant negotiation "wins" can also signify the deal makers' competency. The comprehensiveness of the sales process (e.g., full auction, partial auction, no auction) can also affect shareholder value.
- *Conflicts of interest* - Are insiders benefiting from the transaction disproportionately and inappropriately as compared to non-insider shareholders? As the result of potential conflicts, the directors and officers of the company may be more likely to vote to approve a merger than if they did not hold these interests. Consider whether these interests may have influenced these directors and officers to support or recommend the merger.
- *Governance* - Will the combined company have a better or worse governance profile than the current governance profiles of the respective parties to the transaction? If the governance profile is to change for the worse, the burden is on the company to prove that other issues (such as valuation) outweigh any deterioration in governance.

## 6. State of Incorporation

### Reincorporation Proposals

Vote CASE-BY-CASE on proposals to change a company's state of incorporation, taking into consideration both financial and corporate governance concerns, including the reasons for reincorporating, a comparison of the governance provisions, comparative economic benefits, and a comparison of the jurisdictional laws. Vote FOR reincorporation when the economic factors outweigh any neutral or negative governance changes.



## 7. Capital Structure

### Common Stock Authorization

Vote CASE-BY-CASE on proposals to increase the number of shares of common stock authorized for issuance. Vote FOR proposals to approve increases beyond the allowable increase when a company's shares are in danger of being de-listed or if a company's ability to continue to operate as a going concern is uncertain. In addition, for capital requests less than or equal to 300 percent of the current authorized shares that marginally fail the calculated allowable cap (i.e., exceed the allowable cap by no more than 5 percent), on a CASE-BY-CASE basis, vote FOR the increase based on the company's performance and whether the company's ongoing use of shares has shown prudence.

### Issue Stock for Use with Rights Plan

Vote AGAINST proposals that increase authorized common stock for the explicit purpose of implementing a non-shareholder approved shareholder rights plan (poison pill).

### Preferred Stock

Vote AGAINST proposals authorizing the creation of new classes of preferred stock with unspecified voting, conversion, dividend distribution, and other rights ("blank check" preferred stock). Vote AGAINST proposals to increase the number of blank check preferred stock authorized for issuance when no shares have been issued or reserved for a specific purpose.

Vote FOR proposals to create "de-clawed" blank check preferred stock (stock that cannot be used as a takeover defense). Vote FOR proposals to authorize preferred stock in cases where the company specifies the voting, dividend, conversion, and other rights of such stock and the terms of the preferred stock appear reasonable. Vote CASE-BY-CASE on proposals to increase the number of blank check preferred shares after analyzing the number of preferred shares available for issue given a company's industry and performance in terms of shareholder returns.

## 8. Executive and Director Compensation

### Poor Pay Practices

WITHHOLD from compensation committee members, CEO, and potentially the entire board, if the company has poor compensation practices, such as:

- Egregious employment contracts (e.g., those containing multi-year guarantees for bonuses and grants);
- Excessive perks that dominate compensation (e.g., tax gross-ups for personal use of corporate aircraft);
- Huge bonus payouts without justifiable performance linkage or proper disclosure;
- Performance metrics that are changed (e.g., canceled or replaced during the performance period without adequate explanation of the action and the link to performance);
- Egregious pension/SERP (supplemental executive retirement plan) payouts (e.g., the inclusion of additional years of service not worked or inclusion of performance-based equity awards in the pension calculation);
- New CEO awarded an overly generous new hire package (e.g., including excessive "make whole" provisions or any of the poor pay practices listed in this policy);
- Excessive severance provisions (e.g., including excessive change in control payments);
- Change in control payouts without loss of job or substantial diminution of job duties;
- Internal pay disparity;
- Options backdating (covered in a separate policy); and

### Equity Compensation Plans

Vote CASE-BY-CASE on equity-based compensation plans. Vote AGAINST the plan if:

- The total cost of the company's equity plans is unreasonable;
- The plan expressly permits the repricing of stock options without prior shareholder approval;
- There is a disconnect between CEO pay and the company's performance;
- The company's three year burn rate exceeds the greater of 2 percent and the mean plus 1 standard deviation of its industry group; or
- The plan is a vehicle for poor pay practices.

### Director Compensation

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Vote CASE-BY-CASE on compensation plans for non-employee directors, based on the cost of the plans against the company's allowable cap. Vote for the plan if ALL of the following qualitative factors in the board's compensation plan are met and disclosed in the proxy statement:

- Stock ownership guidelines with a minimum of three times the annual cash retainer.
- Vesting schedule or mandatory holding/deferral period:
  - A minimum vesting of three years for stock options or restricted stock; or
  - Deferred stock payable at the end of a three-year deferral period.
- A balanced mix between cash and equity. If the mix is heavier on equity, the vesting schedule or deferral period should be more stringent, with the lesser of five years or the term of directorship.
- No retirement/benefits and perquisites for non-employee directors; and
- A table with a detailed disclosure of the cash and equity compensation for each non-employee director for the most recent fiscal year.

### **Employee Stock Purchase Plans--Qualified Plans**

Vote CASE-BY-CASE on qualified employee stock purchase plans. Vote FOR plans if:

- Purchase price is at least 85 percent of fair market value;
- Offering period is 27 months or less; and
- The number of shares allocated to the plan is ten percent or less of the outstanding shares.

### **Employee Stock Purchase Plans--Non-Qualified Plans**

Vote CASE-by-CASE on nonqualified employee stock purchase plans. Vote FOR plans with:

- Broad-based participation (i.e., all employees with the exclusion of individuals with 5 percent or more of beneficial ownership of the company);
- Limits on employee contribution (a fixed dollar amount or a percentage of base salary);
- Company matching contribution up to 25 percent of employee's contribution, which is effectively a discount of 20 percent from market value;
- No discount on the stock price on the date of purchase since there is a