

Hoffmeister David F
 Form 4
 February 04, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hoffmeister David F

(Last) (First) (Middle)

C/O CELANESE CORPORATION, 1601 W. LBJ FREEWAY

(Street)

DALLAS, TX 75234

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Celanese CORP [CE]

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

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

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

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

SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Right		<u>(1)</u> 02/02/2009	A		7		<u>(2)</u>	<u>(2)</u>	Series A Common Stock	7	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoffmeister David F C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234		X		

Signatures

/s/ Alexander M Ludlow, Attorney-in-Fact for David F. Hoffmeister

02/04/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each Dividend Equivalent Right represents the right to receive one share of Series A Common Stock.

(2) The Dividend Equivalent Rights accrued on 1,931 Restricted Stock Units granted to the reporting person on April 24, 2008 and vest concurrently with such Restricted Stock Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **ap align=left width="30%" colSpan=3>AUTHORIZED**

REPRESENTATIVE September 1, 2005 September 1, 2005 to September 1, 2006 /S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that the Deductible Amount for Insuring Agreement E, Forgery or Alteration, and Insuring Agreement F, Securities, shall not apply with respect to loss through Forgery of a signature on the following documents:

(1)

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letter requesting redemption of \$50,000 or less payable by check to the shareholder of record and addressed to the address of record; or,

- (2) letter requesting redemption of \$50,000 or less by wire transfer to the record shareholder's bank account of record; or
- (3) written request to a trustee or custodian for a Designated Retirement Account ("DRA") which holds shares of an Insured Fund, where such request (a) purports to be from or at the instruction of the Owner of such DRA, and (b) directs such trustee or custodian to transfer \$50,000 or less from such DRA to a trustee or custodian for another DRA established for the benefit of such Owner;

provided, that the Limit of Liability for a Single Loss as described above shall be \$50,000 and that the Insured shall bear 20% of each such loss. This Rider shall not apply in the case of any such Single Loss which exceeds \$50,000; in such case the Deductible Amounts and Limits of Liability set forth in Item 3 of the Declarations shall control.

For purposes of this Rider:

- (A) "Designated Retirement Account" means any retirement plan or account described or qualified under the Internal Revenue Code of 1986, as amended, or a subaccount thereof.
- (B) "Owner" means the individual for whose benefit the DRA, or a subaccount thereof, is established.

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN27.0 -02 (1/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 8

INSURED
Eaton Vance Management,
Inc.

BOND NUMBER
00125105B

EFFECTIVE DATE	BOND PERIOD	AUTHORIZED REPRESENTATIVE
September 1, 2005	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that this Bond does not cover any loss resulting from or in connection with the acceptance of any Third Party Check, unless

- (1) such Third Party Check is used to open or increase an account which is registered in the name of one or more of the payees on such Third Party Check, and
- (2) reasonable efforts are made by the Insured, or by the entity receiving Third Party Checks on behalf of the Insured, to verify all endorsements on all Third Party Checks made payable in amounts greater than \$100,000 (provided, however, that the isolated failure to make such efforts in a particular instance will not preclude coverage, subject to the exclusions herein and in the Bond),

and then only to the extent such loss is otherwise covered under this Bond.

For purposes of this Rider, "Third Party Check" means a check made payable to one or more parties and offered as payment to one or more other parties.

It is further understood and agreed that notwithstanding anything to the contrary above or elsewhere in the Bond, this Bond does not cover any loss resulting from or in connection with the acceptance of a Third Party Check where:

- (1) any payee on such Third Party Check reasonably appears to be a corporation or other entity; or
- (2) such Third Party Check is made payable in an amount greater than \$100,000 and does not include the purported endorsements of all payees on such Third Party Check.

It is further understood and agreed that this Rider shall not apply with respect to any coverage that may be available under Insuring Agreement A, "Fidelity."

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN30.0 -01 (1/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 9

INSURED
Eaton Vance Management,
Inc.

BOND NUMBER
00125105B

EFFECTIVE DATE	BOND PERIOD	AUTHORIZED REPRESENTATIVE
September 1, 2005	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that, notwithstanding anything to the contrary in General Agreement A of this Bond, Item 1 of the Declarations shall include any Newly Created Investment Company or portfolio provided that the Insured shall submit to the Underwriter within fifteen (15) days after the end of each calendar quarter, a list of all Newly Created Investment Companies or portfolios, the estimated annual assets of each Newly Created Investment Company or portfolio, and copies of any prospectuses and statements of additional information relating to such Newly Created Investment Companies or portfolios, unless said prospectuses and statements of additional information have been previously submitted. Following the end of a calendar quarter, any Newly Created Investment Company or portfolio created within the preceding calendar quarter will continue to be an Insured only if the Underwriter is notified as set forth in this paragraph, the information required herein is provided to the Underwriter, and the Underwriter acknowledges the addition of such Newly Created Investment Company or portfolio to the Bond by a Rider to this Bond.

For purposes of this Rider, Newly Created Investment Company or portfolio shall mean any Investment Company or portfolio for which shares or interests have been offered for less than one calendar quarter.

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN33.0 -00 (1/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 10

INSURED
Eaton Vance Management,
Inc.

BOND NUMBER
00125105B

EFFECTIVE DATE	BOND PERIOD	AUTHORIZED REPRESENTATIVE
September 1, 2005	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration for the premium charged for this Bond, it is hereby understood and agreed that, with respect to Insuring Agreement I only, the Deductible Amount set forth in Item 3 of the Declarations (Phone/Electronic Deductible) shall not apply with respect to a Single Loss, otherwise covered by Insuring Agreement I, caused by:

- (1) a Phone/Electronic Redemption requested to be paid or made payable by check to the Shareholder of Record at the address of record; or
- (2) a Phone/Electronic Redemption requested to be paid or made payable by wire transfer to the Shareholder of Record s bank account of record,

provided, that the Limit of Liability for a Single Loss as described in (1) or (2) above shall be the lesser of 80% of such loss or \$40,000 and that the Insured shall bear the remainder of each such Loss. This Rider shall not apply if the application of the Phone/Electronic Deductible to the Single Loss would result in coverage of greater than \$40,000 or more; in such case the Phone-initiated Deductible and Limit of Liability set forth in Item 3 of the Declarations shall control.

For purposes of this Rider, Phone/Electronic Redemption means any redemption of shares issued by an Investment Company, which redemption is requested (a) by voice over the telephone, (b) through an automated telephone tone or voice response system, or (c) by Telefacsimile.

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN39.0 -02 (8/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 11

INSURED
Eaton Vance Management,
Inc.

BOND NUMBER
00125105B

EFFECTIVE DATE	BOND PERIOD	AUTHORIZED REPRESENTATIVE
September 1, 2005	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that notwithstanding anything to the contrary in this Bond (including Insuring Agreement I), this Bond does not cover loss caused by a Phone/Electronic Transaction requested:

- * by transmissions over the Internet (including any connected or associated intranet or extranet) or utilizing modem or similar
- * by wireless device transmissions over the Internet (including any connected or associated intranet or extranet),

except insofar as such loss is covered under Insuring Agreement A Fidelity of this Bond.

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN48.0 -00 (1/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 12

INSURED
Eaton Vance Management,
Inc.

BOND NUMBER
00125105B

EFFECTIVE DATE	BOND PERIOD	AUTHORIZED REPRESENTATIVE
September 1, 2005	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

Most property and casualty insurers, including ICI Mutual Insurance Company (ICI Mutual), are subject to the requirements of the Terrorism Risk Insurance Act of 2002 (the Act). The Act establishes a Federal insurance backstop under which ICI Mutual and these other insurers will be partially reimbursed for future **insured losses** resulting from certified **acts of terrorism**. (Each of these **bolded terms** is defined by the Act.) The Act also places certain disclosure and other obligations on ICI Mutual and these other insurers.

Pursuant to the Act, any future losses to ICI Mutual caused by certified **acts of terrorism** will be partially reimbursed by the United States government under a formula established by the Act. Under this formula, the United States government will reimburse ICI Mutual for 90% of ICI Mutual s **insured losses** in excess of a statutorily established deductible until total insured losses of all participating insurers reach \$100 billion. If total insured losses of all property and casualty insurers reach \$100 billion during any applicable period, the Act provides that the insurers will not be liable under their policies for their portions of such losses that exceed such amount. Amounts otherwise payable under this bond may be reduced as a result.

This bond has no express exclusion for **acts of terrorism**. However, coverage under this bond remains subject to all applicable terms, conditions and limitations of the bond (including exclusions) that are permissible under the Act. The portion of the premium that is attributable to any coverage potentially available under the bond for **acts of terrorism** is one percent (1%).

RN53.0 -00 (3/03)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 13

INSURED

**Eaton Vance Management,
Inc.**

POLICY NUMBER

00125105B

EFFECTIVE DATE

POLICY PERIOD

AUTHORIZED REPRESENTATIVE

September 1, 2005

**September 1, 2005 to
September 1, 2006**

/S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that Item 1 of the Declarations, Name of Insured, shall include the following:

Asian Small Companies Portfolio
Boston Income Portfolio
Capital Growth Portfolio
Investment Grade Income Portfolio
Cash Management Portfolio
Investment Portfolio
Emerging Markets Portfolio
Floating Rate Portfolio
Global Growth Portfolio
Government Obligations Portfolio
Greater China Growth Portfolio
Growth Portfolio
High Income Portfolio
Investment Grade Income Portfolio
Large-Cap Core Portfolio
Large Cap Growth Portfolio
Large-Cap Value Portfolio
Senior Debt Portfolio
Small-Cap Portfolio
Small-Cap Growth Portfolio
South Asia Portfolio
Special Equities Portfolio
Strategic Income Portfolio
Tax-Managed Growth Portfolio
Tax-Managed International Equity Portfolio
Tax-Managed Mid-Cap Core Portfolio
Tax-Managed Multi-Cap Opportunity Portfolio
Tax-Managed Small-Cap Growth Portfolio
Tax-Managed Small Cap Value Portfolio

Tax-Managed Value Portfolio

Utilities Portfolio

Worldwide Health Sciences Portfolio

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN1.0 -00 (1/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 14

INSURED Eaton Vance Management, Inc.	POLICY NUMBER 00125105B
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EFFECTIVE DATE	POLICY PERIOD	AUTHORIZED REPRESENTATIVE
December 31, 2005	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration of the premium charged for this Bond, and notwithstanding Item 1 of the Declarations, Name of Insured, or any other Rider to this Bond, it is hereby understood and agreed that the following shall not be Insureds under this Bond:

Atlanta Capital Management Co., LLC Profit Sharing Plan
Eaton Vance Accidental Death & Dismemberment
Eaton Vance Life Insurance Plan

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN2.0 -00 (1/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 15

INSURED
Eaton Vance Management, Inc.

POLICY NUMBER
00125105B

EFFECTIVE DATE	POLICY PERIOD	AUTHORIZED REPRESENTATIVE
	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that Item 1 of the Declarations, Name of Insured, shall include the following as of the effective date indicated:

FUND NAME	EFFECTIVE DATE
Eaton Vance Consolidated Health and Welfare Plan	December 31, 2005
Eaton Vance Enhanced Equity Income Fund	November 1, 2005
* Eaton Vance Dividend Income Fund, a series of: Eaton Vance Mutual Funds Trust	November 1, 2005

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN1.1 -00 (1/02)

ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND

RIDER NO. 16

COMPANY
Eaton Vance Management, Inc.

POLICY NUMBER
00125105B

EFFECTIVE DATE	POLICY PERIOD	AUTHORIZED REPRESENTATIVE
	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that Item 1 of the Declarations, Name of Insured, as well as "Foreign Funds" as used in Rider No. 5 shall include the following:

FUND NAME	EFFECTIVE DATE
* Eaton Vance Medallion Strategic Income Fund	November 7, 2005
* Eaton Vance Medallion Utilities Fund, portfolios	November 7, 2005

of:
Eaton Vance Medallion Funds, Ltd.

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN1.2 -00 (1/02)

**ICI MUTUAL INSURANCE COMPANY
INVESTMENT COMPANY BLANKET BOND**

RIDER NO. 17

INSURED
Eaton Vance Management, Inc.

POLICY NUMBER
00125105B

EFFECTIVE DATE	POLICY PERIOD	AUTHORIZED REPRESENTATIVE
June 1, 2006	September 1, 2005 to September 1, 2006	/S/ Frank R. Vento

In consideration of the premium charged for this Bond, it is hereby understood and agreed that the Limit of Liability for the following Insuring Agreements is hereby amended, effective June 1, 2006 to be:

		<u>Limit of Liability</u>
Insuring Agreement A-	FIDELITY	\$67,000,000
Insuring Agreement C-	ON PREMISES	\$67,000,000
Insuring Agreement D-	IN TRANSIT	\$67,000,000
Insuring Agreement E-	FORGERY OR ALTERATION	\$67,000,000
Insuring Agreement F-	SECURITIES	\$67,000,000
Insuring Agreement G-	COUNTERFEIT CURRENCY	\$67,000,000
Insuring Agreement I-	PHONE/ELECTRONIC TRANSACTIONS	\$67,000,000
Insuring Agreement J-	COMPUTER SECURITY	\$67,000,000

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

RN4.0 -02 (1/02)

Eaton Vance Advisers Senior Floating-Rate Fund	Eaton Vance Municipal Income Trust
Eaton Vance California Municipal Income Trust	Eaton Vance Municipals Trust
Eaton Vance Credit Opportunities Fund	Eaton Vance Municipals Trust II
Eaton Vance Enhanced Equity Income Fund	Eaton Vance Mutual Funds Trust
Eaton Vance Enhanced Equity Income Fund II	Eaton Vance New Jersey Municipal Income Trust
Eaton Vance Floating-Rate Income Trust	Eaton Vance New York Municipal Income Trust
Eaton Vance Florida Municipal Income Trust	Eaton Vance Ohio Municipal Income Trust
Eaton Vance Global Enhanced Equity Income Fund	Eaton Vance Pennsylvania Municipal Income Trust
Eaton Vance Growth Trust	Eaton Vance Prime Rate Reserves
Eaton Vance Institutional Senior Floating-Rate Fund	Eaton Vance Senior Floating-Rate Trust
Eaton Vance Insured California Municipal Bond Fund	Eaton Vance Senior Income Trust
Eaton Vance Insured California Municipal Bond Fund II	Eaton Vance Series Trust
Eaton Vance Insured Florida Municipal Bond Fund	Eaton Vance Series Trust II
Eaton Vance Insured Massachusetts Municipal Bond Fund	Eaton Vance Short Duration Diversified Income Fund
Eaton Vance Insured Michigan Municipal Bond Fund	Eaton Vance Special Investment Trust
Eaton Vance Insured Municipal Bond Fund	Eaton Vance Tax-Advantaged Dividend Income Fund
Eaton Vance Insured Municipal Bond Fund II	Eaton Vance Tax-Advantaged Global Dividend Income Fund
Eaton Vance Insured New Jersey Municipal Bond Fund	Eaton Vance Tax-Advantaged Global Dividend Opportunities Fund
Eaton Vance Insured New York Municipal Bond Fund	Eaton Vance Tax-Managed Buy-Write Income Fund
Eaton Vance Insured New York Municipal Bond Fund II	Eaton Vance Tax-Managed Buy-Write Opportunities Fund
Eaton Vance Insured Ohio Municipal Bond Fund	Eaton Vance Tax-Managed Buy-Write Research Fund
Eaton Vance Insured Pennsylvania Municipal Bond Fund	Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund
Eaton Vance Investment Trust	Eaton Vance Tax-Managed Premium and Dividend Income Fund
Eaton Vance Limited Duration Income Fund	Eaton Vance Variable Trust
Eaton Vance Massachusetts Municipal Income Trust	EV Classic Senior Floating-Rate Fund
Eaton Vance Michigan Municipal Income Trust	

Minutes of Joint Session of the Boards of Trustees Meeting

June 12, 2006

Pursuant to notice duly given, a joint session meeting of the Trustees of the above-named investment companies (each hereinafter sometimes referred to as a Trust or a Fund or collectively as the Trusts or Funds) was held in the Ninth Floor Conference Room of Eaton Vance Management (EVM), The Eaton Vance Building, 255 State Street, Boston, Massachusetts on Monday, June 12, 2006, at 9:30 A.M.

The following Trustees were present: Benjamin C. Esty, James B. Hawkes, Samuel L. Hayes, III, William H. Park, Ronald A. Pearlman, Norton H. Reamer, Lynn A. Stout and Ralph F. Verni, constituting all of the Trustees of each Trust and a quorum for the transaction of business for each Trust. Messrs. Esty, Hayes, Park, Pearlman, Reamer, Verni and Ms. Stout are not interested persons of a Trust or of EVM and its affiliates (as defined by Section 2(a)(19) of the Investment Company Act of 1940 (the 1940 Act)) (as applicable, the Independent Trustees).

Present were the following officers of EVM and Boston Management and Research (BMR): Barbara E. Campbell, Vice President; Alan R. Dynner, Vice President; Thomas E. Faust Jr., President; Maureen A. Gemma, Vice President; and Paul M. O'Neil, Vice President. Mr. Dynner is Secretary of all of the Funds, Ms. Campbell is Treasurer of all of the Funds, Ms. Gemma is Assistant Secretary of all of the Funds, Mr. O'Neil is Chief Compliance Officer (CCO) of all of the Funds, and Mr. Faust is an officer of

VOTED: That after due consideration of all relevant factors, including, but not limited to the value of the aggregate assets of the Fund to which any covered person may have access, the type and terms of the arrangements made with the Fund's custodian for the custody and safekeeping of such assets, and the nature of the securities held by the Fund, it is determined that the amount, type, form and coverage provided by the ICI Mutual Insurance Company Bond (the Bond) in the amount of \$67,000,000 is approved and deemed to be reasonable and adequate;

FURTHER

VOTED: That after due consideration of all relevant factors, including, but not limited to, the number of the other parties named as insured under said Bond, the nature of the business activities of such other parties, the amount of said Bond, the amount of the premium for said Bond, the ratable allocation of the premiums among all parties named as insureds, and the extent to which the share of the premium allocated to the Fund is less than the premium the Fund would have had to pay if it had provided and maintained a single insured bond, it is determined that the portion of the premium on said Bond to be paid by the Fund, is approved and deemed to be fair and reasonable; and

FURTHER

VOTED: That the Treasurer and any Assistant Treasurer are designated as officers of the Fund to make any filings and give any notices required by such Fund by Rule 17g-1 under the Investment Company Act of 1940.

Asian Small Companies Portfolio	Large-Cap Value Portfolio
Boston Income Portfolio	Senior Debt Portfolio
Capital Growth Portfolio	Small-Cap Growth Portfolio
Cash Management Portfolio	Small-Cap Portfolio
Dividend Income Portfolio	South Asia Portfolio
Emerging Markets Portfolio	Special Equities Portfolio
Floating Rate Portfolio	Strategic Income Portfolio
Global Growth Portfolio	Tax-Managed Growth Portfolio
Government Obligations Portfolio	Tax-Managed International Equity Portfolio
Greater China Growth Portfolio	Tax-Managed Mid-Cap Core Portfolio
Growth Portfolio	Tax-Managed Multi-Cap Opportunity Portfolio
High Income Portfolio	Tax-Managed Small-Cap Growth Portfolio
International Equity Portfolio	Tax-Managed Small-Cap Value Portfolio
Investment Grade Income Portfolio	Tax-Managed Value Portfolio
Investment Portfolio	Utilities Portfolio
Large-Cap Portfolio	Worldwide Health Sciences Portfolio
Large-Cap Growth Portfolio	

Minutes of Joint Session of the Boards of Trustees Meeting

June 12, 2006

Pursuant to notice duly given, a joint session meeting of the Trustees of the above-named Portfolios (the Portfolios) was held in the Ninth Floor Conference Room of Eaton Vance Management (EVM), The Eaton Vance Building, 255 State Street, Boston, Massachusetts on Monday, June 12, 2006 in conjunction with the Joint Session Meeting of the Boards of Trustees of the group of funds which included Eaton Vance Advisers Senior Floating-Rate Fund.

The following Trustees were present: Benjamin C. Esty, James B. Hawkes, Samuel L. Hayes, III, William H. Park, Ronald A. Pearlman, Norton H. Reamer, Lynn A. Stout and Ralph F. Verni, constituting a majority of the Trustees of each Portfolio and a quorum for the transaction of business for each Portfolio. Messrs. Esty, Hayes, Park, Pearlman, Reamer, Verni and Ms. Stout are not interested persons of a Portfolio or of EVM and its affiliates (as defined by Section 2(a)(19) of the Investment Company Act of 1940 (the 1940 Act)) (as applicable, the Independent Trustees). Edward K.Y. Chen, Independent Trustee, and Robert Lloyd George, Trustee, did not attend the meeting.

Present were the following officers of EVM and Boston Management and Research (BMR): Barbara E. Campbell, Vice President; Alan R. Dynner, Vice President; Thomas E. Faust Jr., President; Maureen A. Gemma, Vice President; and Paul M. O Neil, Vice President. Mr. Dynner is Secretary of all the Portfolios, Ms. Gemma is Assistant Secretary of all of the Portfolios, Mr. O Neil is Chief Compliance Officer (CCO) of all of the Portfolios, and Mr. Faust and Ms. Campbell are officers of certain of the Portfolios. Also present were Philip H. Newman, Esq. and Derek Steingarten, Esq. of Goodwin Procter LLP (GP), counsel for the Independent Trustees.

Mr. Hayes, Chairman of the Board, presided, and Mr. Dynner kept the minutes. Mr. Dynner noted that the Audit Committee and the Special Committee met prior to the Board meeting.

VOTED: That after due consideration of all relevant factors, including, but not limited to the value of the aggregate assets of the Portfolio to which any covered person may have access, the type and terms of the arrangements made with the Portfolio's custodian for the custody and safekeeping of such assets, and the nature of the securities held by the Portfolio, it is determined that the amount, type, form and coverage provided by the ICI Mutual Insurance Company Bond (the Bond) in the amount of \$67,000,000 is approved and deemed to be reasonable and adequate;

FURTHER

VOTED: That after due consideration of all relevant factors, including, but not limited to, the number of the other parties named as insured under said Bond, the nature of the business activities of such other parties, the amount of said Bond, the amount of the premium for said Bond, the ratable allocation of the premiums among all parties named as insureds, and the extent to which the share of the premium allocated to the Portfolio is less than the premium the Portfolio would have had to pay if it had provided and maintained a single insured bond, it is determined that the portion of the premium on said Bond to be paid by the Portfolio, is approved and deemed to be fair and reasonable; and

FURTHER

VOTED: That the Treasurer and any Assistant Treasurer are designated as officers of the Portfolio to make any filings and give any notices required by such Portfolio by Rule 17g-1 under the Investment Company Act of 1940.

Fidelity Bond Premium Increase Allocation

Increase in Coverage from \$65 million to \$67 million

	Gross Assets at 04/30/06 (in millions 000,000 omitted)	Amount of Bond Required (in thousands 000 omitted)	Percentage Allocation	Pre Allo
Dividend Income Portfolio	23.4	250	10.10%	\$2
Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund	2,069.9	1700	68.69%	\$1,
EV Credit Opportunities Fund	133.8	525	21.21%	\$4
TOTALS	2,227.1	2,475.0	100.00%	\$2,

single insureds sheet.xls
Premium Increase Allocation

8/16/2006 8:36 AM

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ICIM Services

Partners in Risk Management

Frank R. Vento

Vice President

November 9, 2005

Mr. Paul O Neil
Chief Compliance Officer
Eaton Vance Corporation
255 State Street
Boston, MA 02109

Re: ICI Mutual Insurance Company Blanket Bond No. 97125105B, D&O/E&O Policy No. 97125105D, and IDL Policy No. 97125105I

Dear Paul:

I hereby confirm that the premiums and taxes due for the above referenced bond and D&O/E&O policy have been paid for the period September 1, 2005 through September 1, 2006.

Feel free to call me at (800) 643-4246 if you have any questions.

Sincerely,
/s/ Frank R. Vento