

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC
Form DEF 14A
March 02, 2006

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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to ss.240.14a-12

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

[LOGO]

NEUBERGER BERMAN
A Lehman Brothers Company

NEUBERGER BERMAN CALIFORNIA INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN DIVIDEND ADVANTAGE FUND INC.
NEUBERGER BERMAN INCOME OPPORTUNITY FUND INC.
NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN NEW YORK INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC.
NEUBERGER BERMAN REALTY INCOME FUND INC.

605 Third Avenue
New York, New York 10158-0180

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders ("Meeting") of each of Neuberger Berman California Intermediate Municipal Fund Inc., Neuberger Berman Dividend Advantage Fund Inc., Neuberger Berman Income Opportunity Fund Inc., Neuberger Berman Intermediate Municipal Fund Inc., Neuberger Berman New York Intermediate Municipal Fund Inc., Neuberger Berman Real Estate Securities Income Fund Inc., and Neuberger Berman Realty Income Fund Inc. (each, a "Fund" and, collectively, the "Funds"), will be held on Thursday, April 6, 2006, at 2:30 p.m. Eastern time at the offices of Neuberger Berman, LLC, 605 Third Avenue, 41st Floor, New York, New York 10158-3698 for the following purposes:

- (1) To elect five Class I Directors to serve until the annual meeting of stockholders in 2009, or until their successors are elected and qualified; and
- (2) To consider and act upon any other business that may properly come before the Meeting or any adjournments thereof.

You are entitled to vote at the Meeting of your Fund and any adjournments thereof if you owned Fund shares at the close of business on February 3, 2006 ("Record Date"). If you attend the Meeting, you may vote your shares in person. IF YOU DO NOT EXPECT TO ATTEND THE MEETING, PLEASE REVIEW THE ENCLOSED MATERIALS AND FOLLOW THE INSTRUCTIONS THAT APPEAR ON THE ENCLOSED PROXY CARD(S). If you have any questions about the proposals or the voting instructions, please call us at 877-461-1899. Any proposal submitted to a vote at the meeting by anyone other than the officers or directors of the Funds may be voted only in person or by written proxy.

We will admit to the Meeting (1) all stockholders of record of the Funds as of the Record Date, (2) persons holding proof of beneficial ownership at the Record Date such

as a letter or account statement from a broker, (3) persons who have been granted proxies, and (4) such other persons that we, in our sole discretion, may elect to admit. ALL PERSONS WISHING TO BE ADMITTED TO THE MEETING MUST PRESENT PHOTO IDENTIFICATION. IF YOU PLAN TO ATTEND THE MEETING, PLEASE CONTACT US AT 877-461-1899.

Unless proxy cards submitted by corporations and partnerships are signed by the appropriate persons as indicated in the voting instructions on the proxy cards, they will not be voted.

By order of the Boards of Directors,

/s/ Claudia A. Brandon

Claudia A. Brandon

Secretary

Dated: February 28, 2006

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

IF YOU OWN SHARES OF MORE THAN ONE FUND OR SHARES OF BOTH COMMON STOCK AND PREFERRED STOCK OF THE SAME FUND, THERE WILL BE MORE THAN ONE PROXY CARD ENCLOSED. PLEASE FILL OUT AND RETURN EACH PROXY CARD.

STOCKHOLDERS ARE INVITED TO ATTEND THE MEETING IN PERSON. ANY STOCKHOLDER WHO DOES NOT EXPECT TO ATTEND THE MEETING IS URGED TO REVIEW THE ENCLOSED MATERIALS AND FOLLOW THE INSTRUCTIONS THAT APPEAR ON THE ENCLOSED PROXY CARD(S).

TO AVOID THE ADDITIONAL EXPENSE TO THE FUNDS OF FURTHER SOLICITATION, WE ASK YOUR COOPERATION IN VOTING YOUR PROXY PROMPTLY, NO MATTER HOW LARGE OR SMALL YOUR HOLDINGS MAY BE.

[LOGO]

NEUBERGER BERMAN
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NEUBERGER BERMAN CALIFORNIA INTERMEDIATE MUNICIPAL FUND INC.
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NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC.
NEUBERGER BERMAN REALTY INCOME FUND INC.

605 THIRD AVENUE
NEW YORK, NEW YORK 10158-0180

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS
 APRIL 6, 2006

INTRODUCTION

This Proxy Statement is furnished to the stockholders of each of Neuberger Berman California Intermediate Municipal Fund Inc., Neuberger Berman Dividend Advantage Fund Inc., Neuberger Berman Income Opportunity Fund Inc., Neuberger Berman Intermediate Municipal Fund Inc., Neuberger Berman New York Intermediate Municipal Fund Inc., Neuberger Berman Real Estate Securities Income Fund Inc., and Neuberger Berman Realty Income Fund Inc. (each, a "Fund" and, collectively, the "Funds"), by the Board of Directors of each respective Fund in connection with the solicitation of stockholder votes by proxy to be voted at the Annual Meeting of Stockholders or any adjournments thereof ("Meeting") to be held on Thursday, April 6, 2006, at 2:30 p.m. Eastern time at the offices of Neuberger Berman, LLC ("Neuberger Berman"), 605 Third Avenue, 41st Floor, New York, New York 10158-3698. The matters to be acted upon at the Meeting are set forth in the accompanying Notice of Annual Meeting. It is expected that the Notice of Annual Meeting, this Proxy Statement and form of proxy first will be mailed to stockholders on or about February 28, 2006.

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

The close of business on February 3, 2006, has been fixed as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting ("Record Date"). On that date, each Fund had the following number of shares of common stock ("Common Shares") and preferred stock ("Preferred Shares") outstanding and entitled to vote:

| FUND | COMMON SHARES OUTSTANDING | PREFERRED SHARES OUTSTANDING |
|-----------------------------------------------------------------|------------------------------|---------------------------------|
| Neuberger Berman California Intermediate Municipal Fund Inc. | 6,791,981 | 2,360 |
| Neuberger Berman Dividend Advantage Fund Inc. | 5,805,236 | 2,100 |
| Neuberger Berman Income Opportunity Fund Inc. | 17,723,648 | 5,020 |
| Neuberger Berman Intermediate Municipal Fund Inc. | 20,705,124 | 7,176 |
| Neuberger Berman New York Intermediate Municipal Fund Inc. | 5,574,550 | 1,930 |
| Neuberger Berman Real Estate Securities Income Fund Inc. | 33,316,439 | 9,800 |
| Neuberger Berman Realty Income Fund Inc. | 27,372,139 | 9,120 |

Holders of each Fund's outstanding Common Shares and Preferred Shares will vote together as a single class to elect five of the Class I Directors. As to any other business that may properly come before the Meeting or any adjournments thereof, holders of the Common Shares and Preferred Shares may vote together as a single class or separately, depending on the requirements of the Investment Company Act of 1940, as amended ("1940 Act"), the Maryland General Corporation Law and a Fund's charter with respect to said item of business. Each full share of a Fund's Common Shares or Preferred Shares is entitled to one vote and each fractional share of a Fund's Common Shares or Preferred Shares is entitled to a proportionate share of one vote.

Solicitation is made primarily by the mailing of this Proxy Statement and the accompanying proxy card(s). Supplementary solicitations may be made by mail, telephone, and electronic transmission or in person by regular employees of Neuberger Berman Management Inc. ("NB Management"), affiliates of NB Management or other representatives of the Funds. NB Management serves as each Fund's investment manager and administrator. All expenses in connection with preparing this Proxy Statement and its enclosures, and additional solicitation expenses including reimbursement of brokerage firms and others for their expenses in forwarding proxy solicitation material to the beneficial owners of shares, will be borne by the Funds.

With respect to each Fund, the presence at the Meeting, in person or by proxy, of stockholders entitled to vote 33 1/3 of the shares outstanding and entitled to vote at the Meeting is required for a quorum. The affirmative vote of the holders of a majority of a Fund's outstanding Common Shares and Preferred Shares, voting as a single class, is required to elect five of that Fund's Class I Directors. With respect to other items of

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business (and the Funds are not currently aware of any other items to be brought before the Meeting), the necessary affirmative vote will depend on the requirements of the 1940 Act, the Maryland General Corporation Law and the Fund's charter with respect to said item of business. If a quorum is not present at the Meeting or a quorum is present but sufficient votes to approve a proposed item are not received, or for any other reason, the persons named as proxies may propose one or more adjournments of such Meeting to permit further solicitation of proxies. Subject to the rules established by the Chairman of the Meeting, the holders of a majority of the shares entitled to vote at the Meeting and present in person or by proxy may vote to adjourn, or, if no stockholder entitled to vote is present in person or by proxy, any officer present entitled to preside or act as secretary of the Meeting may adjourn the Meeting. In the former case, the persons named as proxies will vote those proxies that they are entitled to vote "FOR" or "AGAINST" any proposal in their discretion. A stockholder vote may be taken on the nominations in this Proxy Statement prior to any such adjournment if sufficient votes have been received and it is otherwise appropriate.

The Funds expect that broker-dealer firms holding shares of the Funds in "street name" for the benefit of their customers and clients will request the instructions of such customers and clients on how to vote their shares on each proposal at the Meeting. The Funds understand that, under the rules of the New York Stock Exchange ("NYSE") and the American Stock Exchange ("AMEX"), such

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broker-dealers may grant authority to the proxies designated by the Funds to vote on the election of Directors for the Funds if no instructions have been received prior to the date specified in the broker-dealer firm's request for voting instructions. Certain broker-dealer firms may exercise discretion over shares held in their names for which no instructions are received by voting such shares in the same proportion as they have voted shares for which they have received instructions.

In tallying stockholder votes, abstentions and "broker non-votes" (i.e., shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or the persons entitled to vote and either (i) the broker or nominee does not have discretionary voting power or (ii) the broker or nominee returns the proxy but expressly declines to vote on a particular matter) will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Accordingly, abstentions and broker non-votes effectively will be a vote against any adjournment and against the election of the Directors.

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As of February 3, 2006, no Fund knows of any person who owns beneficially more than 5% of its outstanding Common Shares or Preferred Shares other than those listed below.

| FUND | CLASS OF STOCK | NAME AND ADDRESS OF BENEFICIAL OWNER | AMOUNT OF BENEFICIAL OWNERSHIP | PERCENT OF CLASS |
|------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------|
| Neuberger Berman Real Estate Securities Income Fund* | Common Shares | Deutsche Bank AG, London Branch Taunusanlage 12 D-60325 Frankfurt am Main Federal Republic of Germany | 1,932,675 | 5.80% |
| Neuberger Berman Realty Income Fund* | Common Shares | Deutsche Bank AG, London Branch Taunusanlage 12 D-60325 Frankfurt am Main Federal Republic of Germany | 1,880,206 | 6.87% |

* Based on a Schedule 13G filed by Deutsche Bank AG on February 1, 2006

In addition, the Directors and officers of each Fund, in the aggregate, owned less than 1% of each Fund's outstanding shares as of February 3, 2006.

NB Management serves as the investment manager and administrator to each Fund. NB Management provides investment management and advisory services to private accounts of institutional and individual clients and to mutual funds. NB Management is located at 605 Third Avenue, New York, New York 10158-0180. NB

Management retains Neuberger Berman, 605 Third Avenue, New York, New York 10158-3698, as sub-adviser with respect to each Fund. As of November 30, 2005, Neuberger Berman affiliates had approximately \$175 billion in assets under management. Neuberger Berman and NB Management are indirect wholly owned subsidiaries of Lehman Brothers Holdings Inc., a publicly held company.

STOCKHOLDERS OF RECORD OR BENEFICIAL OWNERS AS OF THE RECORD DATE MAY OBTAIN A FREE COPY OF THE ANNUAL REPORT FOR THE FISCAL YEAR ENDED OCTOBER 31, 2005, WHICH INCLUDES AUDITED FINANCIAL STATEMENTS FOR EACH FUND, BY WRITING NB MANAGEMENT AT 605 THIRD AVENUE, 2ND FLOOR, NEW YORK, NEW YORK 10158-0180, OR BY CALLING TOLL FREE 877-461-1899.

Stockholders may send communications that they would like to direct to the Board of Directors of a Fund to the attention of Chamaine Williams, Chief Compliance Officer of the Funds, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, NY, 10158-0180. Each Board has directed Ms. Williams to send such communications to the chairperson of the applicable Fund's Ethics and Compliance Committee. Nominee recommendations and stockholder proposals should be directed to the attention of Claudia A. Brandon, Secretary of the Funds, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, NY, 10158-0180 as described in this Proxy Statement

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under "Information Regarding the Funds' Process for Nominating Director Candidates" and "Stockholder Proposals."

ELECTION OF DIRECTORS PROPOSAL

The Board of Directors of each Fund is divided into three classes (Class I, Class II and Class III). The terms of office of Class I, Class II and Class III Directors will expire at the annual meeting of stockholders held in 2006, 2007 and 2008, respectively, and at each third annual meeting of stockholders thereafter. Each Director shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. The classification of each Fund's Directors helps to promote the continuity and stability of each Fund's management and policies because the majority of the Directors at any given time will have prior experience as Directors of the Fund. At least two stockholder meetings, instead of one, are required to effect a change in a majority of the Directors, except in the event of vacancies resulting from removal for cause or other reasons, in which case the remaining Directors may fill the vacancies so created, to the extent permitted by the 1940 Act.

Holder of each Fund's Preferred Shares are entitled, as a class, to the exclusion of the holders of all other classes of stock of the Fund, to elect two Directors of the Fund (regardless of the total number of Directors serving on the Fund's Board of Directors). One of those two Directors is a Class II Director up for election in 2007. The other is a Class III Director up for election in 2008. The Class II and III Directors are not nominees to be considered at the Meeting.

The term of each current Class I Director expires in 2006, but each expressed his or her willingness to serve another term as Director of the Funds if nominated by the Boards of Directors.

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

At a meeting on December 14, 2005, the Boards of Directors received the recommendations of the Governance and Nominating Committees. After discussion and consideration of, among other things, the backgrounds of the incumbents, each Fund's Board voted to nominate Faith Colish, C. Anne Harvey, Cornelius T. Ryan, Peter E. Sundman and Peter P. Trapp for election as Class I Directors with a term expiring in 2009. Each Fund has a policy that at least three-fourths of all Directors be Independent Fund Directors. Independent Fund Directors are those who are not associated with the

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Funds' investment adviser or sub-adviser or their affiliates, or with any broker-dealer used by the Funds, the investment adviser or the sub-adviser in the past six months.

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

None of the Directors is related to any other. The following tables set forth certain information regarding each Director of the Funds. Unless otherwise noted, each Director has engaged in the principal occupation listed in the following table for five years or more. The business address of each listed person is 605 Third Avenue, New York, New York 10158.

INFORMATION REGARDING NOMINEES
FOR ELECTION AT 2006 ANNUAL MEETING

| NAME, AGE, POSITION, TERM OF OFFICE, AND LENGTH OF TIME SERVED (1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR (2) | OTHER DIRECTORSHIPS HELD OUTSIDE FUND COMPLEX BY DIRECTOR |
|-----------------------------------------------------------------------------|-------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------|
|-----------------------------------------------------------------------------|-------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------|

CLASS I

Independent Fund Directors

| | | | |
|-------------------|-------------------------|----|--------------------|
| Faith Colish (70) | Counsel, Carter Ledyard | 48 | Advisory Director, |
|-------------------|-------------------------|----|--------------------|

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| | | |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| Director Since inception | & Milburn LLP (law firm) since October 2002; formerly, Attorney-at-Law and President, Faith Colish, A Professional Corporation, 1980 to 2002. | ABA Retirement Funds (formerly, American Bar Retirement Association (ABRA)) since 1997 (not-for-profit membership association). |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|

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| NAME, AGE, POSITION, TERM OF OFFICE, AND LENGTH OF TIME SERVED (1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR (2) | OTHER DIRECTORSHIPS HELD OUTSIDE FUND COMPLEX BY DIRECTOR |
|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| C. Anne Harvey (68) Director Since inception | President, C.A. Harvey Associates since October 2001; formerly, Director, AARP, 1978 to December 2001. | 48 | Formerly, President, Board of Associates to the National Rehabilitation Hospital's Board of Directors, 2001 to 2002; formerly, Member, Individual Investors Advisory Committee to the New York Stock Exchange Board of Directors, 1998 to June 2002. |
| Cornelius T. Ryan (74) Director Since inception | Founding General Partner, Oxford Partners and Oxford Bioscience Partners (venture capital investing) and President, Oxford Venture Corporation since 1981. | 48 | None. |
| Peter P. Trapp (61) Director Since inception | Regional Manager for Mid-Southern Region, Ford Motor Credit Company since September 1997; formerly, President, Ford Life Insurance Company, April 1995 to August 1997. | 48 | None. |

| NAME, AGE, POSITION, TERM OF OFFICE, AND LENGTH OF TIME SERVED (1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR (2) | OTHER DIRECTORSHIPS HELD OUTSIDE FUND COMPLEX BY DIRECTOR |
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Director who is an "Interested Person"*

| | | | |
|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Peter E. Sundman* (46) Chief Executive Officer, Director and Chairman of the Board Since inception | Executive Vice President, Neuberger Berman Inc. (holding company) since 1999; Head of Neuberger Berman Inc.'s Mutual Funds Business (since 1999) and Institutional Business (from 1999 to October 2005); responsible for Managed Accounts Business and intermediary distribution since October 1999; President and Director, NB Management since 1999; Managing Director, Neuberger Berman since 2005; formerly Executive Vice President, Neuberger Berman from 1999 to December 2005; formerly, Principal, Neuberger Berman from 1997 to 1999; formerly, Senior Vice President, NB Management from 1996 to 1999. | 48 | Director and Vice President, Neuberger & Berman Agency, Inc. since 2000; formerly, Director, Neuberger Berman Inc. (holding company) from October 1999 to March 2003; Trustee, Frost Valley YMCA; Trustee, College of Wooster. |
|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

INFORMATION REGARDING DIRECTORS
WHOSE CURRENT TERMS CONTINUE

| NAME, AGE, POSITION, TERMS OF OFFICE, AND LENGTH OF TIME SERVED (1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR (2) | OTHER DIRECTORSHIPS HELD OUTSIDE FUND COMPLEX BY DIRECTOR |
|------------------------------------------------------------------------------|-------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------|
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CLASS II

Independent Fund Directors

| | | | |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| John Cannon (76) Director Since inception | Consultant. Formerly, Chairman, CDC Investment Advisers (registered investment adviser), 1993 to January 1999; formerly, President and Chief Executive Officer, AMA Investment Advisers, an affiliate of the American Medical Association. | 48 | Independent Trustee or Director of three series of Oppenheimer Funds: Limited Term New York Municipal Fund, Rochester Fund Municipals, and Oppenheimer Convertible Securities Fund since 1992. |
| Barry Hirsch (72) Director Since inception | Attorney-at-Law. Formerly, Senior Counsel, Loews Corporation (diversified financial corporation), May 2002 to April 2003; formerly, Senior Vice President, Secretary and General Counsel, Loews Corporation. | 48 | None. |

| NAME, AGE, POSITION, TERMS OF OFFICE, AND LENGTH OF TIME SERVED (1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR (2) | OTHER DIRECTORSHIPS HELD OUTSIDE FUND COMPLEX BY DIRECTOR |
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|------------------------------------------------------------------------------|-------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------|

| | | | |
|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Tom D. Seip (56) Director Since inception Lead Director Since 2006 | General Partner, Seip Investments LP (a private investment partnership); formerly, President and CEO, Westaff, Inc. (temporary staffing), May 2001 to January 2002; | 48 | Director, H&R Block, Inc. (financial services company) since May 2001; Director, America One Foundation since 1998; formerly, Director, Forward Management, |
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formerly, Senior Executive at the Charles Schwab Corporation from 1983 to 1999, including Chief Executive Officer, Charles Schwab Investment Management, Inc. and Trustee, Schwab Family of Funds and Schwab Investments from 1997 to 1998; and Executive Vice President-Retail Brokerage, Charles Schwab Investment Management from 1994 to 1997.

Inc. (asset management), 1999-2006; formerly Director, E-Bay Zoological Society 1999-2003; formerly, Director, General Magic (voice recognition software), 2001 to 2002; formerly, Director, E-Finance Corporation (credit decisioning services), 1999 to 2003; formerly, Director, Save-Daily.com (micro investing services), 1999 to 2003.

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| NAME, AGE, POSITION, TERMS OF OFFICE, AND LENGTH OF TIME SERVED (1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR (2) | OTHER DIRECTORSHIPS OUTSIDE FUND COMPLEX (3) |
|---------------------------------------------------------------------|-------------------------|---------------------------------------------------------------|----------------------------------------------|
|---------------------------------------------------------------------|-------------------------|---------------------------------------------------------------|----------------------------------------------|

Director who is an "Interested Person"*

| | | | |
|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------|
| Jack L. Rivkin* (65) President and Director Since December 2002 | Executive Vice President and Chief Investment Officer, Neuberger Berman Inc. (holding company) since 2002 and 2003, respectively; Managing Director and Chief Investment Officer, Neuberger Berman since December 2005 and 2003, respectively; formerly, Executive Vice President, Neuberger Berman from December 2002 to 2005; Director and Chairman, NB Management since December 2002; formerly, Executive Vice President, Citigroup Investments, Inc. from September | 48 | Director, Dale C. and Associates, (private company) 1998; Director, Inc. (private company) since 1998. |
|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------|

1995 to February 2002;
 formerly, Executive
 Vice President,
 Citigroup Inc. from
 September 1995 to
 February 2002.

CLASS III

Independent Fund Directors

| | | | |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Robert A. Kavesh (78) Director Since inception | Marcus Nadler Professor Emeritus of Finance and Economics, New York University Stern School of Business; formerly, Executive Secretary- Treasurer, American Finance Association, 1961 to 1979. | 48 | Director, The Ca Community (not-f profit); formerl DEL Laboratories (cosmetics and pharmaceuticals) 2004; formerly, Apple Bank for S 1979 to 1990; fo Director, Western Industries, Inc. 1986 (public com |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| NAME, AGE, POSITION, TERMS OF OFFICE, AND LENGTH OF TIME SERVED (1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR (2) | OTHER DIRECTORSHIPS HELD OUTSIDE FUND COMPLEX BY DIRECTOR |
|------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Howard A. Mileaf (69) Director Since inception | Retired. Formerly, Vice President and General Counsel, WHX Corporation (holding company), 1993 to 2001. | 48 | Director, Webfinancial Corporation (holding company), since December 2002; formerly Director, WHX Corporation (holding company), January 2002 to June 2005; formerly, Director, State Theatre of New Jersey (not-for-profit theater), 2000 to 2005; formerly, Director, Kevlin Corporation (manufacturer of microwave and other products). |
| Edward I. O'Brien (77) | Formerly, Member, Investment Policy | 48 | Director, Legg Mason, Inc. (financial services |

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|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| Director Since inception | Committee, Edward Jones, 1993 to 2001; President, Securities Industry Association ("SIA") (securities industry's representative in government relations and regulatory matters at the federal and state levels), 1974 to 1992; Adviser to SIA, November 1992 to November 1993. | holding company) since 1993; formerly, Director, Boston Financial Group (real estate and tax shelters), 1993 to 1999. |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|

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|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| William E. Rulon (73) Director Since inception | Retired. Formerly, Senior Vice President, Foodmaker, Inc. (operator and franchiser of restaurants) until January 1997. | 48 | Formerly, Director, Pro-Kids Golf and Learning Academy (teach golf and computer usage to "at risk" children), 1998 to 2006; formerly, Director, Prandium, Inc. (restaurants) from March 2001 to July 2002. |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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| NAME, AGE, POSITION, TERMS OF OFFICE, AND LENGTH OF TIME SERVED(1) | PRINCIPAL OCCUPATION(S) | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR(2) | OTHER DIRECTORSHIPS HELD OUTSIDE FUND COMPLEX BY DIRECTOR |
|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Candace L. Straight (58) Director Since inception | Private investor and consultant specializing in the insurance industry; formerly, Advisory Director, Securitas Capital LLC (a global private equity investment firm dedicated to making investments in the insurance sector), 1998 to December 2003. | 48 | Director, National Atlantic Holdings Corporation (property and casualty insurance company) since 2004; Director, The Proformance Insurance Company (personal lines property and casualty insurance company) since March 2004; Director, Providence Washington Insurance Company (property and casualty insurance company) since December 1998; formerly Director, Summit Global Partners (insurance brokerage firm) 2000-2005. |

(1) The Board of Directors shall at times be divided as equally as possible into three classes of Directors designated Class I, Class II, and Class III. The terms of office of Class I, Class II, and Class III Directors shall expire at the annual meeting of shareholders held in 2006, 2007, and 2008, respectively, and at each third annual meeting of stockholders thereafter.

(2) For funds organized in a master-feeder structure, we count the master fund and its associated feeder funds as a single portfolio.

* Indicates a Director who is an "interested person" within the meaning of the 1940 Act. Mr. Sundman and Mr. Rivkin are interested persons of the Fund by virtue of the fact that they are officers and/or directors of NB Management and Managing Directors of Neuberger Berman.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under Section 16(a) of the Securities Exchange Act of 1934, as amended ("1934 Act"), Section 30(h) of the 1940 Act and Securities and Exchange Commission ("SEC") regulations thereunder, certain of each Fund's officers and each Fund's Directors and portfolio managers, persons owning more than 10% of each Fund's stock and certain officers and directors of the Funds' investment manager and sub-adviser are required to report their transactions in each Fund's stock to the SEC and either the NYSE (with respect to Neuberger Berman Realty Income Fund Inc.) or the AMEX (with respect to the other Funds). Based solely on the review by each Fund of the copies of such reports received by each Fund, each Fund believes that, during its fiscal year ended October 31, 2005, all filing requirements applicable to such persons were met.

BOARD OF DIRECTORS AND COMMITTEE MEETINGS

The following table sets forth the number of times each Fund's Board met during the fiscal year ended October 31, 2005. Each Director attended at least 75% of the total number of meetings of each Board and of any committee of which he or she was a member during that year.

| FUND | BOARD MEETINGS HELD |
|--------------------------------------------------------------|---------------------|
| Neuberger Berman California Intermediate Municipal Fund Inc. | 5 |
| Neuberger Berman Dividend Advantage Fund Inc. | 5 |
| Neuberger Berman Income Opportunity Fund Inc. | 5 |
| Neuberger Berman Intermediate Municipal Fund Inc. | 5 |
| Neuberger Berman New York Intermediate Municipal Fund Inc. | 5 |
| Neuberger Berman Real Estate Securities Income Fund Inc. | 5 |
| Neuberger Berman Realty Income Fund Inc. | 5 |

The Boards have established several standing committees to oversee

particular aspects of the Funds' management. The standing committees of each Board are described below. The Boards do not have a standing compensation committee.

AUDIT COMMITTEE. The purposes of each Fund's Audit Committee are (a) to oversee the accounting and financial reporting processes of the Fund and its internal control over financial reporting and, as the Committee deems appropriate, to inquire into the internal control over financial reporting of certain third-party service providers; (b) to oversee the quality and integrity of the Fund's financial statements and the independent audit thereof; (c) to oversee, or, as appropriate, assist Board oversight of, the Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits; (d) to approve prior to appointment the engagement of the Fund's independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent registered public accounting firm; (e) to act as a liaison between the Fund's independent registered public accounting firm and the full Board; and (f) to prepare an audit committee report as required by Item 306 of Regulation S-K to be included in proxy statements relating to the election of directors/trustees. The independent registered public accounting firm for each Fund shall report directly to the Audit Committee. The charter of the Audit Committees is attached hereto as Appendix A. The Audit Committee of each Fund has delegated the authority to grant pre-approval of permissible non-audit services and all audit, review or attest engagements of the Fund's independent registered public accounting firm to the Chairman of the Audit Committee.

The Audit Committee of each Fund, established in accordance with Section 3(a)(58)(A) of the 1934 Act, is composed entirely of Independent Fund Directors who are also considered independent under the listing standards applicable to each Fund. For each Fund, its members are John Cannon, Howard A. Mileaf, Cornelius T. Ryan (Chairman), Tom D. Seip and Peter P. Trapp. Members of the Audit Committee receive additional compensation for serving on this committee. The Report of the Audit

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Committees relating to the audit of Fund financial statements for the fiscal year ended October 31, 2005 is attached hereto as Appendix B. During the fiscal year ended October 31, 2005, the Committee of each Fund met seven times.

CLOSED-END FUNDS COMMITTEE. Each Fund's Closed-End Funds Committee is responsible for consideration and evaluation of issues specific to the Funds. For each Fund, its members are Barry Hirsch (Vice Chairman), Edward I. O'Brien (Chairman), Jack L. Rivkin, William E. Rulon and Tom D. Seip. All members other than Mr. Rivkin are Independent Fund Directors. During the fiscal year ended October 31, 2005, the Committee of each Fund met once.

CONTRACT REVIEW COMMITTEE. The Contract Review Committee of each Fund is responsible for overseeing and guiding the process by which the Independent Fund Directors annually consider whether to renew each Fund's principal contractual arrangements. For each Fund, its members are Faith Colish (Chairwoman), Barry Hirsch, Robert A. Kavesh, William E. Rulon and Candace L. Straight. All members are Independent Fund Directors. During the fiscal year ended October 31, 2005, the Committee of each Fund met three times.

ETHICS AND COMPLIANCE COMMITTEE. The Ethics and Compliance Committee of

each Fund oversees: (a) each Fund's program for compliance with Rule 38a-1 and the Fund's implementation and enforcement of its compliance policies and procedures; (b) compliance with each Fund's Code of Ethics (which restricts the personal securities transactions, including transactions in Fund shares, of employees, officers, and Directors), and (c) the activities of the Fund's Chief Compliance Officer. The Committee shall not assume oversight duties to the extent that such duties have been assigned by the Boards expressly to another Committee of the Boards (such as oversight of internal controls over financial reporting, which has been assigned to the Audit Committee.) The Committee's primary function is oversight. Each investment adviser, sub-adviser, principal underwriter, administrator and transfer agent (collectively, "Service Providers") is responsible for its own compliance with the federal securities laws and for devising, implementing, maintaining and updating appropriate policies, procedures and codes of ethics to ensure compliance with applicable laws and regulations. The CCO is responsible for administering each Fund's Compliance Program, including devising and implementing appropriate methods of testing compliance by the Fund and its Service Providers. For each Fund, its members are John Cannon, Faith Colish, C. Anne Harvey, Robert A. Kavesh (Chairman) and Edward I. O'Brien. All members are Independent Fund Directors. The Boards will receive at least annually a report on the compliance programs of the Funds and service providers and the required annual reports on the administration of the Codes of Ethics and the required annual certifications from the Funds, Neuberger Berman and NB Management. During the fiscal year ended October 31, 2005, the Committee of each Fund met twice.

EXECUTIVE COMMITTEE. The Executive Committee of each Fund is responsible for acting in an emergency when a quorum of the Board of Directors is not available; the Committee has all the powers of the Boards of Directors when the Boards are not in session to the extent permitted by Maryland law. For each Fund, its members are John

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Cannon, Howard A. Mileaf, Edward I. O'Brien, Tom D. Seip and Peter E. Sundman (Chairman). All members except for Mr. Sundman are Independent Fund Directors. During the fiscal year ended October 31, 2005, the Committee of each Fund did not meet.

GOVERNANCE AND NOMINATING COMMITTEE. The Governance and Nominating Committee of each Fund is responsible for: (a) considering and evaluating the structure, composition and operation of the Board of Directors and each committee thereof, including the operation of the annual self-evaluation by the Board; (b) evaluating and nominating individuals to serve as Directors, including as Independent Fund Directors, as members of committees, as Chair of the Board and as officers of the Fund; and (c) considering and making recommendations relating to the compensation of Independent Fund Directors and of those officers as to whom the Boards are charged with approving compensation. The Committees met to discuss matters relating to the nomination of Class I Directors with respect to each Fund. For each Fund, its members are C. Anne Harvey (Chairwoman), Barry Hirsch, Robert A. Kavesh, Howard A. Mileaf and Tom D. Seip. All members are Independent Fund Directors and are not "interested parties" of the Funds as defined in section 2(a)(19) of the 1940 Act. During the fiscal year ended October 31, 2005, the Committee of each Fund met four times.

INVESTMENT PERFORMANCE COMMITTEE. The Investment Performance Committee of each Fund is responsible for overseeing and guiding the process by which the

Board reviews Fund performance. Its members are Robert A. Kavesh, Edward I. O'Brien, Jack L. Rivkin (Vice Chairman), Cornelius T. Ryan and Peter P. Trapp (Chairman). All members except for Mr. Rivkin are Independent Fund Directors. During the fiscal year ended October 31, 2005, the Committee of each Fund met twice.

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

The members of the Committee of each Fund are John Cannon, Faith Colish, Jack L. Rivkin, (Vice Chairman), William E. Rulon, Cornelius T. Ryan and Candace L. Straight (Chairwoman). All members except for Mr. Rivkin are Independent Fund Directors. During the fiscal year ended October 31, 2005, the Committee of each Fund met five times.

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INFORMATION REGARDING THE FUNDS' PROCESS FOR NOMINATING DIRECTOR CANDIDATES

GOVERNANCE AND NOMINATING COMMITTEE CHARTER. A copy of the Governance and Nominating Committee Charter is available to stockholders on the Fund's website at www.nb.com.

STOCKHOLDER COMMUNICATIONS. Each Fund's Governance and Nominating Committee will consider nominees recommended by stockholders; stockholders may send resumes of recommended persons to the attention of Claudia A. Brandon, Secretary, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, NY, 10158-0180. No nominee recommendation has been received from a stockholder within the past 120 days.

NOMINEE QUALIFICATIONS. While there is no formal list of qualifications, the Governance and Nominating Committees consider, among other things, whether prospective nominees have distinguished records in their primary careers, unimpeachable integrity, and substantive knowledge in areas important to the Boards' operations, such as background or education in finance, auditing, securities law, the workings of the securities markets, or investment advice. For candidates to serve as independent directors, independence from the Funds' investment adviser, its affiliates and other principal service providers is critical, as is an independent and questioning mindset. The Committees also consider whether the prospective candidates' workloads would allow them to attend the vast majority of Board meetings, be available for service on Board committees, and devote the additional time and effort necessary to keep up with Board matters and the rapidly changing regulatory environment in which the

Funds operate. Different substantive areas may assume greater or lesser significance at particular times, in light of the Boards' present composition and the Committees' (or the Boards') perceptions about future issues and needs.

IDENTIFYING NOMINEES. The Governance and Nominating Committees consider prospective candidates from any reasonable source. The Committees initially evaluate prospective candidates on the basis of their resumes, considered in light of the criteria discussed above. Those prospective candidates that appear likely to be able to fill a significant need of the Boards would be contacted by a Committee member by telephone to discuss the position; if there appeared to be sufficient interest, an in-person meeting with one or more Committee members would be arranged. If the Committees, based on the results of these contacts, believed they had identified a viable candidate, they would air the matter with the full group of independent Board members for input. Any request by management to meet with the prospective candidate would be given appropriate consideration. The Funds have not paid a fee to third parties to assist in finding nominees.

DIRECTOR ATTENDANCE AT ANNUAL MEETINGS

The Funds do not have a policy on Director attendance at the annual meeting of stockholders. For each Fund, one Board member attended the 2005 annual meeting of stockholders.

OWNERSHIP OF SECURITIES

Set forth below is the dollar range of equity securities owned by each Director as of February 3, 2006.

| NAME OF DIRECTOR | DOLLAR RANGE OF EQUITY SECURITIES OWNED IN EACH FUND* | AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY DIRECTOR IN FAMILY OF INVESTMENT COMPANIES* |
|----------------------------|-------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| ----- | | |
| Independent Fund Directors | | |
| John Cannon | None | Over \$100,000 |
| Faith Colish | 100** | Over \$100,000 |
| C. Anne Harvey | None | \$50,001-\$100,000 |
| Barry Hirsch | None | Over \$100,000 |
| Robert A. Kavesh | None | \$10,001-\$50,000 |
| Howard A. Mileaf | None | Over \$100,000 |
| Edward I. O'Brien | None | Over \$100,000 |
| William E. Rulon | None | \$1-\$10,000 |
| Cornelius T. Ryan | None | Over \$100,000 |
| Tom D. Seip | None | Over \$100,000 |
| Candace L. Straight | None | Over \$100,000 |
| Peter P. Trapp | None | Over \$100,000 |
| ----- | | |

Directors who are "Interested Persons"

| | | |
|------------------|------|----------------|
| Jack L. Rivkin | None | None |
| Peter E. Sundman | None | Over \$100,000 |

* Valuation as of February 3, 2006.

** Ms. Colish owns 100 shares of each Fund other than Neuberger Berman California Intermediate Municipal Fund Inc.

INDEPENDENT FUND DIRECTORS' OWNERSHIP OF SECURITIES

As of January 31, 2006, no Independent Fund Director (or his/her immediate family members) owned securities of NB Management or securities in an entity controlling, controlled by or under common control with NB Management (not including registered investment companies).

OFFICERS OF THE FUNDS

The following table sets forth certain information regarding the officers of the Funds. Except as otherwise noted, each individual has held the positions shown in the table below for at least the last five years. The business address of each listed person is 605 Third Avenue, New York, New York 10158. Officers of the Funds are appointed by the Directors and serve at the pleasure of the Board.

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| NAME AND AGE | POSITION AND LENGTH OF TIME SERVED | PRINCIPAL OCCUPATION(S) |
|-------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Andrew B. Allard (44) | Anti-Money Laundering Compliance Officer since inception (1) | Senior Vice President, Neuberger Berman since 2006; Deputy General Counsel, Neuberger Berman since 2004; formerly, Vice President, Neuberger Berman, 2000 to 2006; formerly, Associate General Counsel, Neuberger Berman, 1999 to 2004; formerly, Associate General Counsel, NB Management, 1994 to 1999; Anti-Money Laundering Compliance Officer, fifteen registered investment companies for which NB Management acts as investment manager and administrator (seven since 2002, three since 2003, four since 2004 and one since 2005). |
| Michael J. Bradler (35) | Assistant Treasurer since 2005 | Vice President, Neuberger since 2006; Employee, NB Management since 1997; Assistant Treasurer, |

fifteen registered investment companies for which NB Management acts as investment manager and administrator (fifteen since 2005).

| | | |
|-------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Claudia A. Brandon (49) | Secretary since inception (1) | Vice President-Mutual Fund Board Relations, NB Management since 2000 and Assistant Secretary since 2004; Vice President, Neuberger since 2002 and employee since 1999; formerly, Vice President, NB Management from 1986 to 1999; Secretary, fifteen registered investment companies for which NB Management acts as investment manager and administrator (three since 2000, four since 2002, three since 2003, four since 2004 and one since 2005). |
|-------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| NAME AND AGE | POSITION AND LENGTH OF TIME SERVED | PRINCIPAL OCCUPATION(S) |
|-----------------------|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Robert Conti (49) | Vice President since inception (1) | Senior Vice President, Neuberger since 2003; formerly, Vice President, Neuberger from 1999 to 2003; Senior Vice President, NB Management since 2000; formerly, Controller, NB Management until 1996; formerly, Treasurer, NB Management from 1996 to 1999; Vice President, fifteen registered investment companies for which NB Management acts as investment manager and administrator (three since 2000, four since 2002, three since 2003, four since 2004 and one since 2005). |
| Brian J. Gaffney (52) | Vice President since inception (1) | Managing Director, Neuberger since 1999; Senior Vice President, NB Management since 2000; formerly, Vice President, NB Management from 1997 to 1999; Vice President, fifteen registered investment companies for which NB Management acts as investment manager and administrator (three since 2000, four since 2002, three since 2003, four since 2004 and one since 2005). |

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| | | |
|--------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Maxine Gerson (55) | Chief Legal Officer since 2005 (only for purposes of sections 307 and 406 of the Sarbanes-Oxley Act of 2002) | Senior Vice President, Neuberger Berman since 2002; Deputy General Counsel and Assistant Secretary, Neuberger Berman since 2001; formerly, Vice President, Neuberger Berman, 2001 to 2002; formerly, Associate General Counsel, Neuberger Berman, 2001; formerly, Counsel, Neuberger Berman, 2000; Secretary and General Counsel, NB Management since 2004. |
|--------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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| NAME AND AGE | POSITION AND LENGTH OF TIME SERVED | PRINCIPAL OCCUPATION(S) |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sheila R. James (40) | Assistant Secretary since inception (1) | Employee, Neuberger since 1999; formerly, Employee, NB Management from 1991 to 1999; Assistant Secretary, fifteen registered investment companies for which NB Management acts as investment manager and administrator (seven since 2002, three since 2003, four since 2004 and one since 2005). |
| Kevin Lyons (50) | Assistant Secretary since 2003 (2) | Employee, Neuberger since 1999; formerly, Employee, NB Management from 1993 to 1999; Assistant Secretary, fifteen registered investment companies for which NB Management acts as investment manager and administrator (ten since 2003, four since 2004 and one since 2005). |
| John M. McGovern (36) | Treasurer and Principal Financial and Accounting Officer since 2005; prior thereto, Assistant Treasurer since inception (1) | Vice President, Neuberger since 2004; Employee, NB Management since 1993; Treasurer and Principal Financial and Accounting Officer, fifteen registered investment companies for which NB Management acts as investment manager and administrator (fifteen since 2005); formerly, Assistant Treasurer, fifteen registered investment companies for which NB |

Management acts as investment manager and administrator from 2002 to 2005.

| | | |
|-------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Frank Rosato (35) | Assistant Treasurer since 2005 | Vice President, Neuberger since 2006; Employee, NB Management since 1995; Assistant Treasurer, fifteen registered investment companies for which NB Management acts as investment manager and administrator (fifteen since 2005). |
|-------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| NAME AND AGE | POSITION AND LENGTH OF TIME SERVED | PRINCIPAL OCCUPATION(S) |
|------------------------|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Frederic B. Soule (59) | Vice President since inception (1) | Senior Vice President, Neuberger since 2003; formerly, Vice President, Neuberger from 1999 to 2003; formerly, Vice President, NB Management from 1995 to 1999; Vice President, fifteen registered investment companies for which NB Management acts as investment manager and administrator (three since 2000, four since 2002, three since 2003, four since 2004 and one since 2005). |
| Chamaine Williams (35) | Chief Compliance Officer since 2005 | Vice President, Lehman Brothers Inc. since 2003; Chief Compliance Officer, fifteen registered investment companies for which NB Management acts as investment manager and administrator (fifteen since 2005); Chief Compliance Officer, Lehman Brothers Asset Management Inc. since 2003; Chief Compliance Officer, Lehman Brothers Alternative Investment Management LLC since 2003; formerly, Vice President, UBS Global Asset Management (US) Inc. (formerly, Mitchell Hutchins Asset Management, a wholly-owned subsidiary of PaineWebber Inc.) from 1997-2003. |

- (1) The officer has served since each Fund's inception. The inception date of Neuberger Berman Intermediate Municipal Fund Inc., Neuberger Berman California Intermediate Municipal Fund Inc., Neuberger Berman New York Intermediate Municipal Fund Inc., and Neuberger Berman Real Estate Income Fund Inc. is 2002. The inception date of Neuberger Berman Realty Income Fund Inc., Neuberger Berman Real Estate Securities Income Fund Inc. and Neuberger Berman Income Opportunity Fund Inc. is 2003. The inception date of the Neuberger Berman Dividend Advantage Fund Inc. is 2004.
- (2) For Neuberger Berman Dividend Advantage Fund Inc., the officer has served since the Fund's inception in 2004.

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COMPENSATION OF DIRECTORS

The following table sets forth information concerning the compensation of the Funds' Directors. The Funds do not have any retirement plan for their Directors. For the fiscal year ended October 31, 2005, the Directors received the amounts set forth in the following table from each Fund. For the calendar year ended December 31, 2005, the Directors received the compensation set forth in the following table for serving as Trustees or Directors of investment companies in the "Fund Complex." Each officer and Director who is a director, officer or employee of NB Management, Neuberger Berman or any entity controlling, controlled by or under common control with NB Management or Neuberger Berman serves as a Director and/or officer without any compensation from the Funds.

TABLE OF COMPENSATION

| NAME AND POSITION WITH EACH FUND | COMPENSATION FROM EACH FUND FOR FISCAL YEAR ENDED 10/31/05 | TOTAL COMPENSATION FROM REGISTERED INVESTMENT COMPANIES IN THE NEUBERGER BERMAN FUND COMPLEX PAID TO DIRECTORS FOR CALENDAR YEAR ENDED 12/31/05 |
|----------------------------------|------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
|----------------------------------|------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|

Independent Fund Directors

| | | |
|-------------------------------|---------|----------|
| John Cannon Director | \$2,098 | \$92,785 |
| Faith Colish Director | \$1,956 | \$85,877 |
| C. Anne Harvey Director | \$1,956 | \$85,877 |
| Barry Hirsch Director | \$1,956 | \$85,877 |
| Robert A. Kavesh Director | \$1,956 | \$85,877 |
| Howard A. Mileaf Director | \$1,978 | \$88,809 |
| Edward I. O'Brien Director | \$1,956 | \$85,877 |

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| | | |
|---------------------|---------|----------|
| William E. Rulon | | |
| Director | \$1,956 | \$85,877 |
| Cornelius T. Ryan | | |
| Director | \$2,217 | \$97,698 |
| Tom D. Seip | | |
| Director | \$2,053 | \$90,808 |
| Candace L. Straight | | |
| Director | \$1,956 | \$85,877 |
| Peter P. Trapp | | |
| Director | \$2,098 | \$92,785 |

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| NAME AND POSITION WITH EACH FUND | COMPENSATION FROM EACH FUND FOR FISCAL YEAR ENDED 10/31/05 | TOTAL COMPENSATION FROM REGISTERED INVESTMENT COMPANIES IN THE NEUBERGER BERMAN FUND COMPLEX PAID TO DIRECTORS FOR CALENDAR YEAR ENDED 12/31/05 |
|-------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
|-------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|

Directors who are "Interested Persons"

| | | |
|-------------------------------------------------------------------|-----|-----|
| Jack L. Rivkin | | |
| Director and President | \$0 | \$0 |
| Peter E. Sundman | | |
| Director, Chairman of the Board and Chief Executive Officer | \$0 | \$0 |

VOTE REQUIRED

With respect to each Fund, Faith Colish, C. Anne Harvey, Cornelius T. Ryan, Peter E. Sundman and Peter P. Trapp must be elected by the holders of a majority of the Fund's outstanding Common Shares and Preferred Shares, voting together.

THE BOARD OF DIRECTORS OF EACH FUND UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" EACH NOMINEE.

INFORMATION ON THE FUNDS' INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

Ernst & Young LLP ("Ernst & Young") audited the financial statements for the fiscal year ended October 31, 2005 for each Fund. Ernst & Young, 200 Clarendon Street, Boston, MA 02116, serves as the independent registered public accounting firm for each Fund and provides audit services, tax compliance services and assistance and consultation in connection with the review of each Fund's filings with the SEC. In the opinion of the Audit Committees, the services provided by Ernst & Young are compatible with maintaining the independence of the Funds' independent registered public accounting firm. The Board of Directors of each Fund has selected Ernst & Young as the independent registered public accounting firm for the Fund for the fiscal year ending October 31, 2006. Ernst & Young has served as each Fund's independent

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registered public accounting firm since the Fund's inception. Ernst & Young has informed the Funds that it has no material direct or indirect financial interest in any Fund.

Representatives of Ernst & Young are not expected to be present at the Meeting but have been given the opportunity to make a statement if they so desire and will be available should any matter arise requiring their presence.

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AUDIT FEES

The aggregate fees billed by Ernst & Young for the audit of the annual financial statements of the Funds for the fiscal years or periods ended October 31, 2004 and October 31, 2005 and for the review of the financial statements included in the Funds' regulatory filings were as shown in the table below.

| FUND | AUDIT FEES BILLED | |
|---------------------------------------------------|--------------------------------------|----------------------------|
| | FISCAL YEAR OR PERIOD ENDED 10/31/04 | FISCAL YEAR ENDED 10/31/05 |
| Neuberger Berman | | |
| California Intermediate Municipal Fund Inc. | \$31,250 | \$31,250 |
| Neuberger Berman Dividend Advantage Fund Inc. (1) | \$49,750 | \$31,250 |
| Neuberger Berman Income Opportunity Fund Inc. | \$31,250 | \$31,250 |
| Neuberger Berman Intermediate Municipal Fund Inc. | \$31,250 | \$31,250 |
| Neuberger Berman | | |
| New York Intermediate Municipal Fund Inc. | \$31,250 | \$31,250 |
| Neuberger Berman | | |
| Real Estate Securities Income Fund Inc. | \$46,250 | \$31,250 |
| Neuberger Berman Realty Income Fund Inc. | \$31,250 | \$31,250 |

AUDIT-RELATED FEES

The aggregate audit-related fees billed by Ernst & Young for the fiscal years or periods ended October 31, 2004 and October 31, 2005, for performing agreed-upon procedures for the Preferred Shares of each Fund were as shown in the table below.

| FUND | AUDIT-RELATED FEES BILLED | |
|---------------------------------------------|--------------------------------------|----------------------------|
| | FISCAL YEAR OR PERIOD ENDED 10/31/04 | FISCAL YEAR ENDED 10/31/05 |
| Neuberger Berman | | |
| California Intermediate Municipal Fund Inc. | \$5,000 | \$6,000 |

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| | | |
|---------------------------------------------------------------|---------|---------|
| Neuberger Berman Dividend Advantage Fund Inc.(1) | N/A | \$6,000 |
| Neuberger Berman Income Opportunity Fund Inc. | \$5,000 | \$6,000 |
| Neuberger Berman Intermediate Municipal Fund Inc. | \$5,000 | \$6,000 |
| Neuberger Berman New York Intermediate Municipal Fund Inc. | \$5,000 | \$6,000 |
| Neuberger Berman Real Estate Securities Income Fund Inc. | \$5,000 | \$6,000 |
| Neuberger Berman Realty Income Fund Inc. | \$5,000 | \$6,000 |

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TAX FEES

The aggregate fees billed by Ernst & Young for the fiscal years or periods ended October 31, 2004 and October 31, 2005, for tax compliance, tax advice, and tax planning were as shown in the table below.

| FUND | TAX FEES BILLED | |
|-----------------------------------------------------------------|--------------------------------------------|----------------------------------|
| | FISCAL YEAR OR PERIOD ENDED 10/31/04 | FISCAL YEAR ENDED 10/31/05 |
| Neuberger Berman California Intermediate Municipal Fund Inc. | \$8,700 | \$8,700 |
| Neuberger Berman Dividend Advantage Fund Inc.(1) | \$8,700 | \$8,700 |
| Neuberger Berman Income Opportunity Fund Inc. | \$8,700 | \$8,700 |
| Neuberger Berman Intermediate Municipal Fund Inc. | \$8,700 | \$8,700 |
| Neuberger Berman New York Intermediate Municipal Fund Inc. | \$8,700 | \$8,700 |
| Neuberger Berman Real Estate Securities Income Fund Inc. | \$8,700 | \$8,700 |
| Neuberger Berman Realty Income Fund Inc. | \$8,700 | \$8,700 |

ALL OTHER FEES

Aggregate fees billed by Ernst & Young during the fiscal years or periods ended October 31, 2004 and October 31, 2005 for other services provided to the Funds were as shown in the table below.

| FUND | ALL OTHER FEES | |
|------------------|--------------------------------------------|----------------------------------|
| | FISCAL YEAR OR PERIOD ENDED 10/31/04 | FISCAL YEAR ENDED 10/31/05 |
| Neuberger Berman | | |

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| | | |
|---------------------------------------------------|-----|-----|
| California Intermediate Municipal Fund Inc. | \$0 | \$0 |
| Neuberger Berman Dividend Advantage Fund Inc.(1) | \$0 | \$0 |
| Neuberger Berman Income Opportunity Fund Inc. | \$0 | \$0 |
| Neuberger Berman Intermediate Municipal Fund Inc. | \$0 | \$0 |
| Neuberger Berman | | |
| New York Intermediate Municipal Fund Inc. | \$0 | \$0 |
| Neuberger Berman | | |
| Real Estate Securities Income Fund Inc. | \$0 | \$0 |
| Neuberger Berman Realty Income Fund Inc. | \$0 | \$0 |

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Aggregate fees billed by Ernst & Young during the fiscal years or periods ended October 31, 2004 and October 31, 2005 for non-audit services to the Funds, NB Management and Neuberger Berman were as shown in the table below.

| FUND | AGGREGATE NON-AUDIT FEES* | |
|---------------------------------------------------|-----------------------------|-------------------|
| | FISCAL YEAR OR PERIOD ENDED | FISCAL YEAR ENDED |
| | 10/31/04 | 10/31/05 |
| Neuberger Berman | | |
| California Intermediate Municipal Fund Inc. | \$269,750 | \$175,350 |
| Neuberger Berman Dividend Advantage Fund Inc.(1) | \$264,750 | \$175,350 |
| Neuberger Berman Income Opportunity Fund Inc. | \$264,750 | \$175,350 |
| Neuberger Berman Intermediate Municipal Fund Inc. | \$269,750 | \$175,350 |
| Neuberger Berman | | |
| New York Intermediate Municipal Fund Inc. | \$269,750 | \$175,350 |
| Neuberger Berman | | |
| Real Estate Securities Income Fund Inc. | \$269,750 | \$175,350 |
| Neuberger Berman Realty Income Fund Inc. | \$269,750 | \$175,350 |

* Because this is a combined proxy for multiple Funds, the aggregate total of the fees billed to NB Management and Neuberger Berman is included in each Fund's Aggregate Non-Audit Fees in this table.

(1) The Fund commenced investment operations on March 30, 2004.

Each Audit Committee has considered these fees and the nature of the services rendered, and has concluded that they are compatible with maintaining the independence of Ernst & Young. The Audit Committees did not approve any of the services described above pursuant to the "de minimis exceptions" set forth in Rule 2-01(c)(7)(i)(C) and Rule 2-01(c)(7)(ii) of Regulation S-X. Ernst & Young did not provide any audit-related services, tax services or other non-audit services to NB Management or Neuberger Berman that the Audit Committees were required to approve pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X.

OTHER MATTERS

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

STOCKHOLDER PROPOSALS

Each Fund's Bylaws require stockholders wishing to nominate Directors or make proposals to be voted on at the Fund's annual meeting to provide notice of the nominations or proposals in writing delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Fund. The Secretary must receive the nomination or proposal not less than 90 days in advance of the anniversary of the date of the Fund's proxy statement released to stockholders in connection with the previous year's annual

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meeting. In order to be considered at a Fund's 2007 annual meeting, stockholder nominations and proposals must be received by the Fund no later than December 1, 2006 and must satisfy the other requirements of the federal securities laws. The chairperson of the Meeting may refuse to acknowledge a nomination or other proposal by a stockholder that is not made in the manner described above.

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

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

By order of the Boards of Directors,

/s/ Claudia A. Brandon

Secretary

Dated: February 28, 2006

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APPENDIX A

NEUBERGER BERMAN FUNDS
AUDIT COMMITTEE CHARTER

I. AUDIT COMMITTEE MEMBERSHIP AND QUALIFICATIONS

The Audit Committee shall consist of at least three members appointed by

the Board of Directors/Trustees ("Board") upon recommendation by the Governance and Nominating Committee. The Board may replace members of the Audit Committee for any reason.

No member of the Audit Committee shall be an "interested person" of the Fund, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940 ("Investment Company Act"), nor shall any member receive any compensation from the Fund except compensation for service as a member of the Board or a committee of the Board. Each member of the Audit Committee must be "financially literate" -- i.e., able to read and understand a company's financial statements, including the balance sheet, income statement and cash flow statement. In addition, at least one member of the Audit Committee must have finance, accounting or related financial management expertise.

The Board shall determine annually whether any member of the Audit Committee is an "audit committee financial expert" as defined in Item 3 of Form N-CSR.

II. PURPOSES OF THE AUDIT COMMITTEE

The purposes of the Audit Committee are:

- (a) to oversee the accounting and financial reporting processes of the Fund and each of its series and its internal control over financial reporting and, as the Committee deems appropriate, to inquire into the internal control over financial reporting of certain third-party service providers;
- (b) to oversee the quality and integrity of the Fund's financial statements and the independent audit thereof;
- (c) to oversee, or, as appropriate, assist Board oversight of, the Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits;
- (d) to approve prior to appointment the engagement of the Fund's independent auditors and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent auditors;
- (e) to act as a liaison between the Fund's independent auditors and the full Board;

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- (f) to prepare an audit committee report as required by Item 306 of Regulation S-K to be included in proxy statements relating to the election of directors/trustees; and

The independent auditors for the Fund shall report directly to the Audit Committee.

III. DUTIES AND POWERS OF THE AUDIT COMMITTEE

To carry out its purposes, the Audit Committee shall have the following duties and powers:

(a) to select and approve in advance the retention of auditors to annually audit and provide their opinion on the Fund's financial statements; to oversee the performance of the auditors and, if the Committee deems it appropriate, to approve the termination of their engagement; to recommend that those Board members who are not "interested persons" (as that term is defined in Section 2(a)(19) of the Investment Company Act) approve such retention or termination; and, in connection with the foregoing, to review and evaluate matters potentially affecting the independence and capabilities of the auditors. In evaluating the auditor's qualifications, performance and independence, the Audit Committee must, among other things, obtain and review a report by the auditor, at least annually, describing the following items:

- (i) the audit firm's internal quality-control procedures;
- (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- (iii) all relationships between the independent auditor and the Fund, as well as the Fund's investment adviser or any control affiliate of the adviser that provides ongoing services to the Fund.

It is a responsibility of the Audit Committee to engage actively in a dialogue with the auditors with respect to any disclosed relationship or services that may impact the objectivity and independence of the auditor and to take, or recommend that the full Board take, appropriate action to oversee the independence of the auditor.

(b) to approve prior to appointment the engagement of the auditor to provide other audit services to the Fund or to provide non-audit services to the Fund, its investment adviser or any entity controlling, controlled by, or under common control with the investment adviser ("adviser affiliate") that provides ongoing services to the Fund, if the engagement by the investment adviser or adviser affiliate relates directly to the operations and financial reporting of the Fund;

1 This report is required only for closed-end funds. An example appears as Attachment A to this charter.

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- (c) to develop, to the extent deemed appropriate by the Audit Committee, policies and procedures for pre-approval of the engagement of the Fund's auditors to provide any of the services described in (b) above;
- (d) to consider the controls applied by the auditors and any measures taken by management in an effort to assure that all items requiring pre-approval by the Audit Committee are identified and referred to the Committee in a timely fashion;
- (e) to consider whether the non-audit services provided by the Fund's auditor to the Fund's investment adviser or any adviser affiliate that

provides ongoing services to the Fund, which services were not pre-approved by the Audit Committee, are compatible with maintaining the auditor's independence;

- (f) to review the arrangements for and scope of the annual audit and any special audits;
- (g) to review and approve the fees proposed to be charged to the Fund by the auditors for each audit and non-audit service;
- (h) to consider information and comments from the auditors with respect to the Fund's accounting and financial reporting policies, procedures and internal control over financial reporting (including the Fund's critical accounting policies and practices), to consider management's responses to any such comments and, to the extent the Audit Committee deems necessary or appropriate, to promote improvements in the quality of the Fund's accounting and financial reporting;
- (i) to consider information and comments from the auditors with respect to, and meet with the auditors to discuss any matters of concern relating to, the Fund's financial statements, including any adjustments to such statements recommended by the auditors, to review the auditors' opinion on the Fund's financial statements, and to discuss with management and the independent auditor the Fund's annual audited financial statements and other periodic financial statements, including the Fund's disclosures under "Management's Discussion of Fund Performance";
- (j) to resolve disagreements between management and the auditors regarding financial reporting;
- (k) to consider any difficulties that may have arisen in the course of the audit, including any limitations upon the scope of the audit;
- (l) to review with the Fund's principal executive officer and/or principal financial officer in connection with required certifications on Form N-CSR any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any reported evidence of fraud involving management or other employees who have a significant role in the Fund's internal control over financial reporting;
- (m) to establish procedures for the receipt, retention and treatment of complaints received by the Fund relating to accounting, internal accounting controls, or

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auditing matters, and the confidential, anonymous submission by employees of the Fund, its investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the Fund, of concerns about accounting or auditing matters, and to address reports from attorneys or auditors of possible violations of federal or state law or fiduciary duty;

- (n) to discuss generally the Fund's earnings press releases, as well as any financial information and earnings guidance provided to analysts

and rating agencies, e.g., the types of information to be disclosed and the type of presentation to be made;

- (o) to review in a general manner, but not as a committee to assume responsibility for, the Fund's processes with respect to risk assessment and risk management;
- (p) to set clear policies relating to the hiring by entities within the Fund's investment company complex² of employees or former employees of the independent auditors;
- (q) to investigate or initiate an investigation of reports of improprieties or suspected improprieties in connection with the Fund's accounting or financial reporting;
- (r) to report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate; and
- (s) to perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the powers provided in this Charter.

The Audit Committee shall have the resources and authority appropriate to discharge its responsibilities, including appropriate funding, as determined by the Committee, for payment of compensation to the auditors for the purpose of conducting the audit and rendering their audit report, the authority to retain and compensate special counsel and other experts or consultants as the Committee deems necessary, and the authority to obtain specialized training for Audit Committee members, at the expense of the Fund or series, as appropriate.

The Audit Committee may delegate any portion of its authority, including the authority to grant pre-approvals of audit and permitted non-audit services, to a subcommittee of one

2 "Investment company complex" includes:

- o The fund and its investment adviser or sponsor;
- o any entity controlling, controlled by or under common control with the investment adviser or sponsor, if the entity (i) is an investment adviser or sponsor or (ii) is engaged in the business of providing administrative, custodian, underwriting or transfer agent services to any investment company, investment adviser or sponsor; and
- o any investment company, hedge fund or unregistered fund that has an investment adviser included in the definition set forth in either of the two bullet points above.

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or more members. Any decisions of the subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next regularly scheduled meeting.

IV. ROLE AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The function of the Audit Committee is oversight; it is management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting, and the auditor's responsibility to plan and

carry out a proper audit. Specifically, Fund's management is responsible for: (1) the preparation, presentation and integrity of the Fund's financial statements; (2) the maintenance of appropriate accounting and financial reporting principles and policies; and (3) the maintenance of internal control over financial reporting and other procedures designed to assure compliance with accounting standards and related laws and regulations. The independent auditors are responsible for planning and carrying out an audit consistent with applicable legal and professional standards and the terms of their engagement letter. Nothing in this Charter shall be construed to reduce the responsibilities or liabilities of the Fund's service providers, including the auditors.

Although the Audit Committee is expected to take a detached and questioning approach to the matters that come before it, the review of a Fund's financial statements by the Audit Committee is not an audit, nor does the Committee's review substitute for the responsibilities of the Fund's management for preparing, or the independent auditors for auditing, the financial statements. Members of the Audit Committee are not full-time employees of the Fund and, in serving on this Committee, are not, and do not hold themselves out to be, acting as accountants or auditors. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures.

In discharging their duties the members of the Audit Committee are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers of the Fund whom the director reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (3) a Board committee of which the director is not a member.

V. OPERATIONS OF THE AUDIT COMMITTEE

(a) The Audit Committee shall meet on a regular basis and at least four times per year and is empowered to hold special meetings as circumstances require. The chair or a majority of the members shall be authorized to call a meeting of the Audit Committee and send notice thereof. Notice of meetings shall be made to each member by any reasonable means at least one week in advance of a meeting, except two days' notice of a meeting shall be sufficient when, in the judgment of the chair or a majority of the members, more notice is impractical or special circumstances exist requiring a meeting in less than a week's time.

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(b) The Audit Committee shall ordinarily meet in person; however, members may attend telephonically, and the Committee may act by written consent, to the extent permitted by law and by the Fund's bylaws.

(c) The Audit Committee shall have the authority to meet privately and to admit non-members individually by invitation.

(d) The Audit Committee shall regularly meet, in separate executive sessions, with representatives of Fund management, internal auditors (if any) and the Fund's independent auditors. The Committee may also

request to meet with internal legal counsel and compliance personnel of the Fund's investment adviser and with entities that provide significant accounting or administrative services to the Fund to discuss matters relating to the Fund's accounting and compliance as well as other Fund-related matters.

- (e) The Audit Committee shall prepare and retain minutes of its meetings and appropriate documentation of decisions made outside of meetings by delegated authority.
- (f) The Audit Committee may select one of its members to be the chair and may select a vice chair.
- (g) A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The action of a majority of the members of the Audit Committee present at a meeting at which a quorum is present shall be the action of the Committee.
- (h) The Board shall adopt and approve this Charter and may amend it on the Board's own motion. The Audit Committee shall review this Charter at least annually and recommend to the full Board any changes the Committee deems appropriate.
- (i) The Audit Committee shall evaluate its performance at least annually.

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ATTACHMENT A

SAMPLE
AUDIT COMMITTEE REPORT

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN CALIFORNIA INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN NEW YORK INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN REAL ESTATE INCOME FUND INC.
NEUBERGER BERMAN REALTY INCOME FUND INC.
NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC.
NEUBERGER BERMAN INCOME OPPORTUNITY FUND INC.
NEUBERGER BERMAN DIVIDEND ADVANTAGE FUND INC.
(COLLECTIVELY, THE "FUNDS")

The Audit Committee of the Boards of Directors of the Funds operates pursuant to a Charter dated _____, which sets forth the role of the Audit Committee in the Funds' financial reporting process. Pursuant to the Charter, the role of the Audit Committee is to oversee the Funds' accounting and financial reporting processes and the quality and integrity of the Funds' financial statements and the independent audit of those financial statements. The Committee is responsible for, among other things, recommending the initial and ongoing engagement of the auditors and reviewing the scope and results of each Fund's annual audit with the Fund's independent auditors. Fund management is responsible for the preparation, presentation and integrity of the Funds' financial statements and for the procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors for the Fund are responsible for planning and carrying out proper audits and reviews.

The Audit Committee met on _____ to review each Fund's audited financial statements for the fiscal period ended October 31, _____. In performing this oversight function, the Audit Committee has reviewed and discussed the audited financial statements with the Funds' management and their independent auditors, _____. The Audit Committee has discussed with [Auditor] the matters required to be discussed by Statement on Auditing Standards No. 61, and has received the written disclosures and the letter from [Auditor] required by Independence Standards Board Standard No. 1. The Audit Committee also has discussed with [Auditor] its independence.

The members of the Audit Committee are not employed by the Funds as experts in the fields of auditing or accounting and are not employed by the Funds for accounting, financial management or internal control purposes. Members of the Audit Committee rely without independent verification on the information provided and the representations made to them by management and [Auditor].

Based upon this review and related discussions, and subject to the limitation on the role and responsibilities of the Audit Committee set forth above and in the Charter, the Audit Committee recommended to the Board of Directors that the audited financial

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statements be included in each Fund's Annual Report to Stockholders for the fiscal period ended October 31, _____.

The members of the Audit Committee are listed below. Each has been determined to be independent pursuant to American Stock Exchange Rule 121B(b)(1) and New York Stock Exchange Rule 303.01.

John Cannon
Walter G. Ehlers
Cornelius T. Ryan (Chairman)
Peter P. Trapp

[Date]

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APPENDIX B

AUDIT COMMITTEE REPORT

NEUBERGER BERMAN DIVIDEND ADVANTAGE FUND INC.
NEUBERGER BERMAN INCOME OPPORTUNITY FUND INC.
NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN CALIFORNIA INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN NEW YORK INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN REAL ESTATE INCOME FUND INC.
NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC.

NEUBERGER BERMAN REALTY INCOME FUND INC.
(COLLECTIVELY, THE "FUNDS")

The Audit Committees of the Boards of Directors of the Funds operate pursuant to a Charter, which sets forth the role of an Audit Committee in a Fund's financial reporting process. Pursuant to the Charter, the role of the Audit Committee is to oversee a Fund's accounting and financial reporting processes and the quality and integrity of the Fund's financial statements and the independent audit of those financial statements. Each Fund's Audit Committee is responsible for, among other things, recommending the initial and ongoing engagement of the independent registered public accounting firm and reviewing the scope and results of the Fund's annual audit with the Fund's independent registered public accounting firm. Fund management is responsible for the preparation, presentation and integrity of the Funds' financial statements and for the procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm for the Funds is responsible for planning and carrying out proper audits and reviews.

The Audit Committees met on December 13, 2005 to review each Fund's audited financial statements for the fiscal year ended October 31, 2005. In performing this oversight function, the Audit Committees have reviewed and discussed the audited financial statements with the Funds' management and their independent registered public accounting firm, Ernst & Young LLP ("E&Y"). The Audit Committees have discussed with E&Y the matters required to be discussed by Statement on Auditing Standards No. 61, and have received the written disclosures and the letter from E&Y required by Independence Standards Board Standard No. 1. The Audit Committees also have discussed with E&Y its independence.

The members of the Audit Committees are not employed by the Funds as experts in the fields of auditing or accounting and are not employed by the Funds for accounting, financial management or internal control purposes. Members of the Audit Committees rely without independent verification on the information provided and the representations made to them by management and E&Y.

Based upon this review and related discussions, and subject to the limitation on the role and responsibilities of the Audit Committee set forth above and in the Charter, each Fund's Audit Committee recommended to its Board of Directors that the audited

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financial statements be included in the Fund's Annual Report to Stockholders for the fiscal year ended October 31, 2005.

The members of the Audit Committees are listed below. Each has been determined to be independent pursuant to American Stock Exchange Rule 121B(b)(1) and New York Stock Exchange Rule 303.01.

John Cannon
Howard A. Mileaf
Cornelius T. Ryan (Chairman)
Tom D. Seip
Peter P. Trapp

December 13, 2005

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[LOGO]

NEUBERGER BERMAN
A Lehman Brothers Company

NEUBERGER BERMAN MANAGEMENT INC.
605 Third Avenue 2nd Floor
New York, New York 10158-0180

www.nb.com

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D0527 02/06

PROXY TABULATOR
PO BOX 9112
FARMINGDALE, NY 11735

TO VOTE BY MAIL

- 1) Read the Proxy Sta
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- 3) Sign and date the
- 4) Return the proxy c

Please fill in box as shown using black or blue ink or number 2 pencil.
PLEASE DO NOT USE FINE POINT PENS.

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THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

NEUBERGER BERMAN

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[FUND NAME PRINTS HERE]

VOTE ON DIRECTORS

| | | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------------|-------------------|
| 1. | To elect five Class I Directors to serve until the annual meeting of stockholders in 2009, or until their successors are elected and qualified: | FOR ALL | WITHHOLD ALL | FOR ALL EXCEPT |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------------|-------------------|

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

ALL FUNDS

- (01) Faith Colish
- (02) C. Anne Harvey
- (03) Cornelius T. Ryan
- (04) Peter E. Sundman
- (05) Peter P. Trapp

IF YOU PLAN TO ATTEND THE MEETING, PLEASE CALL 1-877-461-1899.

YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. PLEASE SIGN AND DATE THIS PROXY BELOW AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign exactly as name appears hereon. If shares are held in the name of two or more persons, any may sign. Attorneys-in-fact, executors, administrators, etc. should so indicate. If the stockholder is a corporation or partnership, please sign in full corporate or partnership name by authorized person.

Signature (owner, trustee, custodian, etc.)

|
|

Signature [PLEASE SIGN WITHIN BOX] Date

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NEUBERGER BERMAN CALIFORNIA INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN DIVIDEND ADVANTAGE FUND INC.
NEUBERGER BERMAN INCOME OPPORTUNITY FUND INC.
NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN NEW YORK INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC.
NEUBERGER BERMAN REALTY INCOME FUND INC.

PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS ON APRIL 6, 2006

The undersigned appoints as proxies Robert Conti, Frederic B. Soule and Claudia A. Brandon, and each of them (with power of substitution), to vote all the undersigned's shares of preferred stock in the Neuberger Berman closed-end funds listed above at the Annual Meeting of Stockholders to be held on April 6, 2006 at 2:30 Eastern Time at the offices of Neuberger Berman, LLC, 605 Third Avenue, 41st Floor, New York, New York 10158-3698, and any adjournments thereof ("Meeting"), with all the power the undersigned would have if personally present.

Receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement is acknowledged by your execution of this proxy. WITH RESPECT TO EACH OF THE NEUBERGER BERMAN CLOSED-END FUNDS LISTED ABOVE, THIS PROXY IS BEING SOLICITED ON BEHALF OF ITS BOARD OF DIRECTORS.

The shares of preferred stock represented by this proxy will be voted as instructed. UNLESS INDICATED TO THE CONTRARY, THIS PROXY SHALL BE DEEMED TO GRANT AUTHORITY TO VOTE "FOR" THE PROPOSAL SPECIFIED ON THE REVERSE SIDE. THIS PROXY ALSO GRANTS DISCRETIONARY POWER TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. PLEASE SIGN AND DATE

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THIS PROXY ON THE REVERSE SIDE AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

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PROXY TABULATOR
PO BOX 9112
FARMINGDALE, NY 11735

TO VOTE BY MAIL

- 1) Read the Proxy Sta
- 2) Check the appropri
- 3) Sign and date the
- 4) Return the proxy c

Please fill in box as shown using black or blue ink or number 2 pencil.
PLEASE DO NOT USE FINE POINT PENS.

NEUBG3

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

NEUBERGER BERMAN

[FUND NAME PRINTS HERE]

VOTE ON DIRECTORS

| | | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------------|----------------|
| 1. | To elect five Class I Directors to serve until the annual meeting of stockholders in 2009, or until their successors are elected and qualified: | FOR ALL | WITHHOLD ALL | FOR ALL EXCEPT |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------------|----------------|

ALL FUNDS

| | | | | |

- (01) Faith Colish
- (02) C. Anne Harvey
- (03) Cornelius T. Ryan

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- (04) Peter E. Sundman
- (05) Peter P. Trapp

IF YOU PLAN TO ATTEND THE MEETING, PLEASE CALL 1-877-461-1899.

YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. PLEASE SIGN AND DATE THIS PROXY BELOW AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign exactly as name appears hereon. If shares are held in the name of two or more persons, any may sign. Attorneys-in-fact, executors, administrators, etc. should so indicate. If the stockholder is a corporation or partnership, please sign in full corporate or partnership name by authorized person.

Signature (owner, trustee, custodian, etc.)

 |
 |

Signature [PLEASE SIGN WITHIN BOX] Date

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NEUBERGER BERMAN CALIFORNIA INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN DIVIDEND ADVANTAGE FUND INC.
NEUBERGER BERMAN INCOME OPPORTUNITY FUND INC.
NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN NEW YORK INTERMEDIATE MUNICIPAL FUND INC.
NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC.
NEUBERGER BERMAN REALTY INCOME FUND INC.

PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS ON APRIL 6, 2006

The undersigned appoints as proxies Robert Conti, Frederic B. Soule and Claudia A. Brandon, and each of them (with power of substitution), to vote all the undersigned's shares of common stock in the Neuberger Berman closed-end funds listed above at the Annual Meeting of Stockholders to be held on April 6, 2006 at 2:30 Eastern Time at the offices of Neuberger Berman, LLC, 605 Third Avenue, 41st Floor, New York, New York 10158-3698, and any adjournments thereof ("Meeting"), with all the power the undersigned would have if personally present.

Receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement is acknowledged by your execution of this proxy. WITH RESPECT TO EACH OF THE NEUBERGER BERMAN CLOSED-END FUNDS LISTED ABOVE, THIS PROXY IS BEING SOLICITED ON BEHALF OF ITS BOARD OF DIRECTORS.

The shares of common stock represented by this proxy will be voted as instructed. UNLESS INDICATED TO THE CONTRARY, THIS PROXY SHALL BE DEEMED TO GRANT AUTHORITY TO VOTE "FOR" THE PROPOSAL SPECIFIED ON THE REVERSE SIDE. THIS PROXY ALSO GRANTS DISCRETIONARY POWER TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. PLEASE SIGN AND DATE THIS PROXY ON THE REVERSE SIDE AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

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