

EVERGREEN MULTI-SECTOR INCOME FUND
Form DEF 14A
November 21, 2008

**EVERGREEN MULTI-SECTOR INCOME FUND
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
JANUARY 16, 2009**

200 Berkeley Street, Boston, Massachusetts 02116-5034

TO THE SHAREHOLDERS OF EVERGREEN MULTI-SECTOR INCOME FUND

Notice is hereby given that the Annual Meeting of Shareholders (the "Meeting") of Evergreen Multi-Sector Income Fund (the "Fund") will be held on January 16, 2009 at 10:30 a.m. Eastern time, at the offices of Evergreen Investments, 200 Berkeley Street, 26th Floor, Boston, Massachusetts 02116-5034, for the following purposes:

1. To elect three Trustees by the common and preferred shareholders of the Fund (voting together) to serve for the term indicated herein and to elect two Trustees by the preferred shareholders of the Fund (voting separately) to serve for the term indicated herein, and in each case, until their successors shall have been duly elected and qualified;
2. To consider and act upon (a) the new Investment Advisory Agreement with Evergreen Investment Management Company, LLC, (b) the new Sub-Advisory Agreement with First International Advisors, LLC d/b/a Evergreen International Advisors and (c) the new Sub-Advisory Agreement with Tattersall Advisory Group, Inc.;
3. To transact such other business as may properly come before the Meeting or any adjournments thereof.

Shareholders of record at the close of business on October 31, 2008 will be entitled to vote at the Meeting to the extent described in the accompanying proxy statement.

It is hoped that you will attend the Meeting, but if you cannot do so, please complete and sign the enclosed proxy card and return it in the accompanying envelope as promptly as possible. Any shareholder attending the Meeting can vote in person even though a proxy may have already been designated by the shareholder. **Instructions for the proper execution of the proxy card are set forth at the end of this proxy statement.**

THE BOARD OF TRUSTEES OF THE FUND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH NOMINEE AS A TRUSTEE AND IN FAVOR OF THE NEW INVESTMENT ADVISORY AGREEMENT WITH EVERGREEN INVESTMENT MANAGEMENT COMPANY, LLC, THE NEW SUB-ADVISORY AGREEMENT WITH FIRST INTERNATIONAL ADVISORS, LLC AND THE NEW SUB-ADVISORY AGREEMENT WITH TATTERSALL ADVISORY GROUP, INC.

By Order of the Board of Trustees

MICHAEL H. KOONCE
Secretary

November 24, 2008

**EVERGREEN MULTI-SECTOR INCOME FUND
PROXY STATEMENT**

This proxy statement is furnished in connection with the solicitation of proxies by and on behalf of the Board of Trustees of Evergreen Multi-Sector Income Fund (the "Fund") for the Annual Meeting of Shareholders (the

"Meeting") to be held at Evergreen Investments, 200 Berkeley Street, 26th Floor, Boston, Massachusetts 02116-5034, on January 16, 2009 at 10:30 a.m. Eastern time. The address of the principal office of the Fund is Evergreen Investments, 200 Berkeley Street, Boston, Massachusetts 02116-5034.

This proxy statement, the accompanying Notice of Annual Meeting of Shareholders and the proxy card will be first sent to shareholders on or about November 24, 2008. You may obtain a copy of the Annual Report of the Fund for the period ended October 31, 2008 without charge from Evergreen Service Company, LLC, P.O. Box 8400, Boston, Massachusetts 02266-8400, by calling 1.800.343.2898 or by downloading it from www.EvergreenInvestments.com.

Proxy Solicitation

The Board of Trustees intends to bring before the Meeting the matters set forth in the accompanying notice. You can vote by returning your properly executed proxy card in the envelope provided. When you complete and sign your proxy card, the proxies named will vote on your behalf at the Meeting (or any adjournments thereof) exactly as you have indicated. If no choice is specified, your shares of the Fund will be voted FOR the election of the nominees named in the enclosed proxy card and IN FAVOR OF the new Investment Advisory Agreement with Evergreen Investment Management Company, LLC ("EIMC"), the new Sub-Advisory Agreement with First International Advisors, LLC ("FIA" or an "affiliated sub-advisor") and the new Sub-Advisory Agreement with Tattersall Advisory Group, Inc. ("TAG" or an "affiliated sub-advisor"). Holders of common shares of the Fund ("Common Shareholders") and holders of preferred shares of the Fund ("Preferred Shareholders" and together with Common Shareholders, "Shareholders") will vote together on the election of Ms. Kosel and Messrs. Salton and Wagoner and the proposed Investment Advisory Agreement with EIMC and Sub-Advisory Agreements with FIA and TAG, respectively. Only holders of preferred shares of the Fund may vote on the election of Messrs. Pettit and Richardson. If any other matters are properly presented at the Meeting for action, the persons named as proxies will vote in accordance with the views of management of the Fund. Any shareholder who has returned a properly executed proxy card, including a broker who may hold Shares on your behalf, has the right to revoke it at any time prior to its exercise by attending the Meeting and voting his or her Shares in person, by submitting a letter of revocation to the Fund at the above address prior to the date of the Meeting or by submitting a later-dated and properly executed proxy card to the Fund at the above address prior to the date of the Meeting. If Shareholders do not approve the new Investment Advisory Agreement with EIMC, the new Sub-Advisory Agreements with Crow Point and TAG will not be adopted, even if approved by Shareholders. However, the outcome of the vote for one Sub-Advisory Agreement does not affect the outcome of the other Sub-Advisory Agreement or the Investment Advisory Agreement.

The Fund's Amended and Restated Agreement and Declaration of Trust (the "Declaration") provides that the holders of thirty-three and a third percent (33 1/3%) of the Shares issued, outstanding and entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business at the Meeting (although a larger percentage is required for approval of the proposals). With regard to the election of trustees, votes may be cast FOR all nominees or the authority to vote may be WITHHELD either with respect to all of the nominees or any individual nominee. With regard to the new Investment Advisory Agreement with EIMC and the new Sub-Advisory Agreements with FIA and TAG, respectively, votes may be cast IN FAVOR OF or AGAINST the proposed agreements or you may ABSTAIN from voting. Abstentions, broker non-votes (i.e., Shares held by brokers or nominees as to which (i) instructions have not been received from the beneficial owners or other persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter), and votes that are withheld will count for purposes of determining whether a quorum is present, will have no effect with respect to the election of trustees (Proposal 1), but will have the effect of a vote against the proposed Investment Advisory Agreement with EIMC and the Sub-Advisory Agreements with FIA and TAG, respectively (Proposals 2a, 2b and 2c).

The affirmative vote of a plurality of the votes cast by Shareholders present in person or represented by proxy at the Meeting and entitled to vote is required for the election of trustees (Proposal 1). The approval of the new Investment Advisory Agreement with EIMC and the new Sub-Advisory Agreements with FIA and TAG, respectively, (Proposals

2a, 2b and 2c) require the affirmative vote of a majority of the outstanding voting securities of the Fund as defined in the Investment Company Act of 1940, as amended (the "1940 Act"). The 1940 Act defines the vote of a majority of the outstanding voting securities of the Fund to mean the affirmative vote of the lesser of (a) 67% or more of the Shares of the Fund present at the meeting, if more than 50% of the outstanding shares of the Fund are present in person or by proxy at the Meeting, or (b) more than 50% of the outstanding Shares of the Fund.

In the event a quorum is not present at the Meeting or a quorum is present but sufficient votes to approve a proposal are not received, the persons named as proxies may propose one or more adjournments of the Meeting to permit further solicitation of proxies. The persons named as proxies will vote in favor of an adjournment those votes that may be voted in favor of the proposal. The persons named as proxies will vote against any such adjournment those votes marked against the proposal. The Meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Shares represented at the Meeting, either in person or by proxy; or by the chair of the Meeting, in his or her discretion. Abstentions and broker non-votes will not be voted on a motion to adjourn.

Any proposal for which sufficient favorable votes have been received by the time of the Meeting may be acted upon and considered final regardless of whether the Meeting is adjourned to permit additional solicitation with respect to any other proposal. In certain circumstances in which the Fund has received sufficient votes to approve a matter being recommended for approval by the Fund's Board of Trustees, the Fund may request that brokers and nominees, in their discretion, withhold submission of broker non-votes in order to avoid the need for solicitation of additional votes in favor of the proposal.

The Fund will bear the costs typically associated with the election of Trustees. EIMC will bear any expenses beyond such expenses. Solicitation may be undertaken by mail, telephone, facsimile and personal contact. The Fund has engaged the Altman Group to solicit proxies from brokers, banks, other institutional holders and individual Shareholders for a fee of approximately \$30,000.

Voting Securities and Principal Holders Thereof

Shareholders of record at the close of business on October 31, 2008 are entitled to vote at the Meeting or any adjournment thereof to the extent set forth in this proxy statement. As of October 31, 2008, the Fund had outstanding 42,055,000 common shares and 3200 preferred shares. Each common share is entitled to one vote for each dollar, and a fractional vote for each fraction of a dollar, of net asset value per share, as to any matter on which the common share is entitled to vote. Each preferred share will be entitled to the same number of votes as each common share (one vote per dollar of the common share's net asset value), as to any matter on which the preferred share is entitled to vote.

As of October 31, 2008, the Depository Trust Company owned of record approximately 100% of the outstanding shares of the Fund. No person is reflected on the books and records of the Fund as owning beneficially 5% or more of the outstanding shares of any class of the Fund as of October 31, 2008.

As of October 31, 2008, the officers and Trustees of the Fund as a group beneficially owned in the aggregate less than 1.00% of the common shares of the Fund and less than 1.00% of the outstanding securities of Wachovia Corporation ("Wachovia"), the parent of EIMC, the Fund's investment advisor, FIA and TAG, the Fund's sub-advisors, and less than 1.00% of the outstanding securities of Wells Fargo & Company ("Wells Fargo"), which may be deemed to "control" Wachovia.

I. ELECTION OF TRUSTEES (Proposal 1)

The Board of Trustees has nominated five persons for election to the Fund's Board of Trustees. Each of these nominees currently serves on the Fund's Board of Trustees. In accordance with the Fund's Declaration, the Trustees have been divided into three classes (each a "Class"): Class I, Class II and Class III. The Trustees in each Class serve until the annual meeting in the year indicated: Class I, 2010, Class II, 2011 and Class III, 2009 or, if later, until their

respective successors are elected and qualified. At each subsequent annual meeting, the persons elected to the Class of Trustees whose terms are expiring will generally be nominated for a three-year term. The effect of these staggered terms is to limit the ability of other entities or persons to acquire control of the Fund by delaying the replacement of a majority of the Board of Trustees. If any nominee for any reason becomes unable to serve or is unwilling to serve, the persons named as proxies in the enclosed proxy card will vote for the election of such other person or persons as they may consider qualified. The Board of Trustees has no reason to believe that any of the five nominees will be unable or unwilling to serve.

The Board of Trustees of the Fund proposes the following nominees for election at the 2009 Meeting:

Trustee	Class	Expiration of Term if Elected
Carol A. Kosel	Class II	2012 Annual Meeting ¹
William W. Pettit	Class III	2012 Annual Meeting ¹
David M. Richardson	Class III	2012 Annual Meeting ¹
Dr. Russell A. Salton	Class III	2012 Annual Meeting ¹
Richard K. Wagoner	Class III	2012 Annual Meeting ¹

¹ Or, if later, until their respective successors are elected and qualified.

You cannot vote by proxy for anyone other than the five nominees currently proposed to serve on the Board of Trustees.

Trustee and Nominee Trustee Information

The following tables contain specific information about each Trustee and nominee Trustee as of October 31, 2008, unless otherwise indicated, including: date of birth, principal occupation(s) during the past five years, position held with the Fund, length of time served, any other directorships held outside the Evergreen family of funds and number of portfolios overseen by such Trustee and nominee Trustee. The address for each Trustee and nominee Trustee is 200 Berkeley Street, Boston, Massachusetts 02116-5034.

Name and Age	Position Held with the Fund	Length of Time Served ¹	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by	Other Directorships Held by Trustee

					Trustee ²	
Class I - Non-Interested Trustees to serve until 2010 Annual Meeting of Shareholders						
K. Dun Gifford DOB: 10/23/1938 ^{3,4,5}	Trustee	Trustee since 2004	Chairman and President, Oldways Preservation and Exchange Trust (education); Trustee, Member of the Executive Committee, and Former Treasurer, Cambridge College	94	None	
Dr. Leroy Keith, Jr. DOB: 2/14/1939 ^{4,5}	Trustee	Trustee since 2004	Managing Director, Almanac Capital Management (commodities firm); Trustee, Phoenix Fund Complex; Director, Diversapack Co. (packaging company); Former Partner, Stonington Partners, Inc. (private equity fund); Former Director, Obagi Medical Products Co.; Former Director, Lincoln Educational Services	94	Trustee, Phoenix Fund Complex (consisting of 53 portfolios as of 12/31/07)	
Patricia B. Norris DOB: 4/9/1948 ⁶	Trustee	Trustee since 2006	President and Director of Buckleys of Kezar Lake, Inc. (real estate company); Former President and Director of Phillips Pond Homes Association (home community); Former Partner, PricewaterhouseCoopers, LLP (independent registered public accounting firm)	94	None	
Michael S. Scofield DOB: 2/20/1943 ^{3,5}	Trustee	Trustee since 2004	Retired Attorney, Law Offices of Michael S. Scofield; Former Director and Chairman, Branded Media Corporation (multi-media branding company)	94	None	
Class II - Non-Interested Trustees to serve until 2011 Annual Meeting of Shareholders						
	Trustee			94	None	

Charles A. Austin III DOB: 10/23/1934 ^{5,6}		Trustee since 2004	Investment Counselor, Anchor Capital Advisors, LLC. (investment advice); Director, The Andover Companies (insurance); Trustee, Arthritis Foundation of New England; Former Director, The Francis Ouimet Society (scholarship program); Former Director, Executive Vice President and Treasurer, State Street Research & Management Company (investment advice)		
Gerald M. McDonnell DOB: 7/14/1939 ⁴	Trustee	Trustee since 2004	Former Manager of Commercial Operations, CMC Steel (steel producer)	94	None
Richard J. Shima DOB: 8/11/1939 ⁴	Trustee	Trustee since 2004	Independent Consultant; Director, Hartford Hospital; Trustee, Greater Hartford YMCA; Former Director, Trust Company of CT; Former Director, Old State House Association; Former Trustee, Saint Joseph College (CT)	94	None
Class II - Non-Interested Nominee Trustee Proposed to serve until 2011 Annual Meeting of Shareholders					
Carol A. Kosel DOB: 12/25/1963 ^{7,8}	Trustee	Trustee since 2008	Former Consultant to the Evergreen Boards of Trustees; Former Vice President and Senior Vice President, Evergreen Investments, Inc.; Former Treasurer, Evergreen Funds; Former Treasurer, Vestaur Securities Fund	94	None
Class III - Non-Interested Nominee Trustees Proposed to serve until 2012 Annual Meeting of Shareholders					
David M. Richardson DOB: 9/19/1941 ⁷	Trustee	Trustee since 2004	President, Richardson, Runden LLC (executive recruitment advisory services); Director, J&M Cumming Paper Co.	94	None

			(paper merchandising); Trustee, NDI Technologies, LLP (communications); Former Consultant, AESC (The Association of Executive Search Consultants)		
Dr. Russell A. Salton, III DOB: 6/2/1947 ^{3,5,6}	Trustee	Trustee since 2004	President/CEO, AccessOne MedCard, Inc.	94	None
Class III - Interested Nominee Trustees Proposed to serve until 2012 Annual Meeting of Shareholders					
William W. Pettit DOB: 8/26/1955 ^{7,9}	Trustee	Trustee since 2004	Partner and Vice President, Kellam & Pettit, P.A. (law firm); Director, Superior Packaging Corp. (packaging company); Member, Superior Land, LLC (real estate holding company), Member, K&P Development, LLC (real estate development); Former Director, National Kidney Foundation of North Carolina, Inc. (non-profit organization)	94	None
Richard K. Wagoner DOB: 12/12/1937 ^{4,10}	Trustee	Trustee since 2004	Member and Former President, North Carolina Securities Traders Association; Member, Financial Analysts Society	94	None

- 1 Initially, all Trustees are elected to serve a one-, two- or three-year term and thereafter, if re-elected, to serve three-year terms.
- 2 As of December 31, 2007, the Evergreen fund complex consisted of ten open-end investment companies with eighty-eight separate series and six closed-end funds.
- 3 Member of Executive Committee (which also functions as the Nominating Committee and Qualified Legal Compliance Committee).
- 4 Member of Performance Committee.
- 5 Member of 15(c) Committee.
- 6 Member of Audit Committee.
- 7 Member of Distribution, 12b-1 and Service Committee.
- 8 Ms. Kosel was appointed to the Fund's Board of Trustees by the Board of Trustees effective January 1, 2008.
- 9 It is possible that Mr. Pettit may be viewed as an "interested person" of the Evergreen funds, as defined in Section 2(a)(19) of the 1940 Act, because of his law firm's representation of affiliates of Wells Fargo. Wells Fargo and Wachovia announced on October 3, 2008 that Wells Fargo agreed to acquire Wachovia in a whole company

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transaction that will include the Evergreen funds' investment adviser, EIMC. The Trustees are treating Mr. Pettit as an interested trustee for the time being.

10 Mr. Wagoner is an "interested person" of the Evergreen funds, as defined in Section 2(a)(19) of the 1940 Act, because he and members of his immediate family own approximately 27,000 shares of Wachovia common stock, and may benefit from Wells Fargo's acquisition of Wachovia.

The following table contains specific information about the dollar range of equity securities beneficially owned by each Trustee and nominee Trustee in the Fund and the aggregate dollar range of equity securities in other funds in the Evergreen family of funds overseen by the Trustees.

Name of Trustee or Nominee Trustee	Dollar Range of Equity Securities in the Fund as of October 31, 2008	Aggregate Dollar Range of Equity Securities in All Funds Overseen by Trustee in Evergreen Family of Investment Companies as of December 31, 2007
Non-Interested Trustees		
Charles A. Austin III ¹	\$0	Over \$100,000
K. Dun Gifford	\$0	Over \$100,000
Dr. Leroy Keith, Jr.	\$1-\$10,000	Over \$100,000
Carol A. Kosel ²	\$0	Over \$100,000
Gerald M. McDonnell ¹	\$1-\$10,000	Over \$100,000
Patricia B. Norris	\$0	Over \$100,000
David M. Richardson ²	\$10,001-\$50,000	Over \$100,000
Dr. Russell A. Salton, III ^{1,2}	\$0	Over \$100,000
Michael S. Scofield ¹	\$1-\$10,000	Over \$100,000
Richard J. Shima ¹	\$10,001-\$50,000	Over \$100,000

Interested Trustees		
William W. Pettit ^{1,2}	\$0	Over \$100,000
Richard K. Wagoner ²	\$1-\$10,000	Over \$100,000

1 In addition to the above amounts, the Trustee has over \$100,000 indirectly invested in certain of the Evergreen funds through Deferred Compensation Plans, with the exception of Mr. Shima who has over \$50,000 indirectly invested.

2 Nominee Trustee.

Board Meetings and Committees

The Fund is supervised by a Board of Trustees. The Trustees meet periodically throughout the year to oversee the Fund's activities, reviewing, among other things, the Fund's performance and its contractual arrangements with various service providers. During the fiscal year ended October 31, 2008, the Board of Trustees held 6 regular meetings and 10 special meetings. Each Trustee attended at least 75% of the aggregate of the total number of meetings of the Board and Committees on which he or she served.

The Fund has an Executive Committee which consists of K. Dun Gifford, Dr. Russell A. Salton, III and the Chairman of the Board, Michael S. Scofield, each of whom is not an "interested person" of the Fund as defined in the 1940 Act (an "Independent Trustee"). The Executive Committee recommends Trustees to fill vacancies, prepares the agenda for Board Meetings, acts on routine matters between scheduled Board meetings and reviews and resolves conflicts of interest between the Fund and the Fund's investment advisor or its affiliates. The Executive Committee also oversees and assists Trustee oversight of: litigation commenced by or against the Evergreen funds; litigation commenced by or against any service provider to the Evergreen funds that relates to the Evergreen funds or that may have a material effect on the service provider's ability to perform its services to the Evergreen funds; non-routine regulatory actions, examinations, inspections, or other activities in respect of any service provider to the Evergreen funds that relate to its services to the Evergreen funds or that may have a material effect on the service provider's ability to perform its services to the Evergreen funds. The Executive Committee met 39 times during fiscal year 2008.

The Nominating Committee is responsible for nominating candidates for election to the Board of Trustees by the full Board. The Committee may solicit suggestions for persons to fill vacancies on the Board of Trustees from such sources as it deems appropriate, including EIMC. The Committee will consider nominations for openings on the Board of Trustees from Shareholders who have separately or as a group held for at least one full year at least 5% of the outstanding shares of the Fund. For additional detail, please see the Fund's Policy for the Consideration of Trustee Nominees attached as Exhibit B.

The Qualified Legal Compliance Committee is responsible for establishing written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation of an applicable U.S. federal or state securities law, a material breach of a fiduciary duty arising under U.S. federal or state law, or a similar material violation of any U.S. federal or state law by a Fund or by any officer, Trustee, employee or agent of a Fund. The Committee is also responsible for determining whether an investigation is necessary regarding any report of evidence of a material violation. If it is determined that there has been a material violation, the Committee is responsible for informing the Fund's chief legal officer and chief executive officer and taking all other appropriate actions to respond to evidence of a material violation.

The Fund has a 15(c) Committee which consists of Charles A. Austin III, K. Dun Gifford, Dr. Leroy Keith, Jr., William W. Pettit, Dr. Russell A. Salton, III and the Chairman of the Committee, Michael S. Scofield, each of whom is an Independent Trustee. The 15(c) Committee is responsible for gathering relevant information to assist the full

Board in fulfilling its obligations relating to the initial approval and renewal of advisory and distribution contracts pursuant to Section 15 of the 1940 Act. It may request information from and submit questions to the Fund's investment advisor and its affiliates in order for the full Board of Trustees to determine whether or not to enter into or renew Fund contracts. The 15(c) Committee met 4 times during fiscal year 2008.

The Fund has an Audit Committee which consists of Dr. Russell A. Salton, III, Patricia B. Norris and the Chairman of the Committee, Charles A. Austin III, each of whom is an Independent Trustee. The purpose of the Audit Committee is to review the Fund's accounting and financial reporting policies and practices, their internal controls and, as appropriate, the internal controls of certain service providers, review the quality and objectivity of the Fund's financial statements and the independent audits thereof, and to act as liaison between the Fund's independent auditors and the Board of Trustees. The Audit Committee also oversees and assists Trustee oversight of matters related to pricing and valuation of portfolio securities. Each member of the Audit Committee is "independent" as defined in the American Stock Exchange's listing standards. The Audit Committee met 19 times during fiscal year 2008.

The Fund has a Performance Committee which consists of K. Dun Gifford, Gerald McDonnell, Richard J. Shima, Richard K. Wagoner and the Chairman of the Committee, Dr. Leroy Keith, Jr. The Performance Committee reviews all activities involving investment-related issues and activities of EIMC and any sub-advisors to the Evergreen funds and assesses the performance of the Evergreen funds. With the exception of Mr. Wagoner, the members of the Performance Committee are Independent Trustees. The Performance Committee met 6 times during fiscal year 2008.

The Fund has a Distribution, 12b-1, and Service Committee (formerly the 12b-1 Committee) which consists of Carol A. Kosel and David M. Richardson, each of whom is an Independent Trustee, and William W. Pettit. It is possible that Mr. Pettit may be viewed as an "interested person" of the Evergreen funds, as defined in Section 2(a)(19) of the 1940 Act, because of his law firm's representation of affiliates of Wells Fargo. Wells Fargo and Wachovia announced on October 3, 2008 that Wells Fargo agreed to acquire Wachovia in a whole company transaction that will include the Evergreen funds' investment adviser, EIMC. The Trustees are treating Mr. Pettit as an interested trustee for the time being. The Distribution, 12b-1, and Service Committee oversees and assists Trustee oversight of: the means by which shares of the Evergreen funds are distributed; expenditures by the Evergreen funds' distributor of amounts paid under the funds' Rule 12b-1 plans; the nature and quality of services provided by the Evergreen fund's transfer agents; and the overall level of servicing provided to shareholders of the Fund. The Distribution, 12b-1, and Service Committee met 4 times during fiscal year 2008.

Nominating Committee Process

The Executive Committee also functions as the Nominating Committee. The members of the Executive Committee are "independent" as defined in the American Stock Exchange's listing standards. The Executive Committee Charter details the Nominating Committee functions. A copy of the Evergreen funds' Executive Committee Charter is attached as Exhibit A.

The Board of Trustees has approved a policy pursuant to which the Board of Trustees may consider nominees for election as Trustees. The policy states the minimum nominee qualifications, the process for identifying and evaluating trustee nominees and the process for considering nominees recommended by shareholders. The Evergreen funds' Policy for the Consideration of Trustee Nominees is attached as Exhibit B.

Communications with Board Members

The Board of Trustees has approved a policy for communications with Board members. Any shareholder who wishes to send a communication to the Board of Trustees of an Evergreen fund should send the communications to the

Evergreen Board of Trustees, P.O. Box 20083, Charlotte, North Carolina 28202. If a shareholder wishes to send a communication directly to an individual Trustee or to a Committee of the Fund's Board of Trustees, the communication should be specifically addressed to such individual Trustee or Committee and sent to the above address.

Trustee Attendance Policy at Annual Shareholder Meetings

The Evergreen funds that are listed on the American Stock Exchange are required to hold an Annual Meeting of Shareholders. On March 18, 2004, the Board of Trustees approved a policy for Trustee attendance at annual shareholder meetings that encourages Trustee attendance at each Annual Meeting of Shareholders in person or by video conference.

Mr. Charles A. Austin III attended the previous year's Annual Meeting of Shareholders.

Current Officers

The following table contains specific information about each principal executive officer of the Fund as of October 31, 2008, including: name, address and age, position held with the Fund, length of time served and principal occupation(s) during the past five years, including offices held with EIMC, Wachovia and their affiliated companies.

Name, Address and Date of Birth	Position with Trust	Principal Occupation for Last Five Years
Dennis H. Ferro 401 S. Tyron Charlotte, NC 28288 DOB: 6/20/1945	President since 2004	President, Chief Executive Officer, Evergreen Investment Company, Inc. and Executive Vice President, Wachovia Bank, N.A.; Former Chief Investment Officer, Evergreen Investment Company, Inc.
Kasey L. Phillips 200 Berkeley Street Boston, MA 02116-5034 DOB: 12/12/1970	Treasurer since 2005	Senior Vice President, Evergreen Investment Services, Inc.; Former Vice President, Evergreen Investment Services, Inc.; Former Assistant Vice President,

		Evergreen Investment Services, Inc.
Michael H. Koonce 200 Berkeley Street Boston, MA 02116-5034 DOB: 4/20/1960	Secretary since 2003	Senior Vice President and General Counsel, Evergreen Investment Services, Inc.; Senior Vice President and Assistant General Counsel, Wachovia Corporation
Robert Guerin 200 Berkeley Street Boston, MA 02116-5034 DOB: 9/20/1965	Chief Compliance Officer since 2007	Chief Compliance Officer, Evergreen Funds and Senior Vice President of Evergreen Investments Company, Inc; Former Managing Director and Senior Compliance Officer, Babson Capital Management LLC; Former Principal and Director, Compliance and Risk Management, State Street Global Advisors; Former Vice President and Manager, Sales Practice Compliance, Deutsche Asset Management

Dennis H. Ferro oversees the operations of the Fund. Michael H. Koonce is responsible for maintaining the minutes of all meetings and actions of Trustees and Shareholders. Kasey L. Phillips is responsible for maintaining the books and records of the Fund and for working with the Fund's portfolio managers on a continuous basis to ensure that accounting records are properly maintained. Robert Guerin is responsible for reviewing Fund policies and procedures and monitoring the Fund's compliance with them.

Other Remuneration and Affiliations of Officers and Trustees

Fees, salaries or other remuneration of officers of the Fund who also serve as officers or employees of EIMC or any of its affiliated companies are borne by EIMC or the Wachovia affiliate for whom the individual serves. The Fund's

principal executive officers did not receive any compensation or expense reimbursement from the Fund for the fiscal year ended October 31, 2008. The Fund reimburses all Trustees for expenses incurred in connection with attending meetings of the Board of Trustees. For the fiscal year ended October 31, 2008, the Trustees earned the following compensation from the Fund and the Evergreen fund complex:

Name of Person and Position with the Fund	Aggregate Compensation From the Fund	Pension or Retirement Benefits Accrued as Part of Fund Expenses ¹	Total Compensation From the Fund and Fund Complex Paid to Trustees ²
Non-Interested Trustees			
Charles A. Austin III, Trustee	\$1,782	N/A	\$251,833 ³
K. Dun Gifford, Trustee	\$1,647	N/A	\$232,083
Dr. Leroy Keith, Jr., Trustee	\$1,611	N/A	\$228,167
Carol A. Kosel, Trustee ⁴	\$1,335	N/A	\$188,016
Gerald M. McDonnell, Trustee	\$1,407	N/A	\$199,083 ³
Patricia B. Norris, Trustee	\$1,529	N/A	\$215,583
David M. Richardson, Trustee ⁴	\$1,426	N/A	\$201,583
Dr. Russell A. Salton, III, Trustee ⁴	\$1,678	N/A	\$236,083 ³
Michael S. Scofield, Trustee	\$2,396	N/A	\$338,250 ³
Richard J. Shima, Trustee	\$1,468	N/A	\$207,583 ³
Interested Trustees			
William W. Pettit, Trustee ⁴	\$1,557	N/A	\$220,250 ³

Richard K. Wagoner, Trustee ⁴	\$1,399	N/A	\$198,083
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1 The Fund does not currently provide pension or retirement plan benefits to the Trustees.

2 As of October 31, 2008, the Evergreen fund complex consisted of ten open-end investment management companies representing seventy six separate series and six closed-end funds.

3 Includes compensation deferred pursuant to a Trustee Compensation Deferral Plan. Of the total compensation from the Fund and other Evergreen funds reflected above payable to Messrs. Austin, McDonnell, Pettit, Salton, Scofield and Shima for the fiscal year ended October 31, 2008, the following amounts were deferred: \$94,600, \$158,083, \$8,925, \$55,886, \$14,058 and \$97,792, respectively.

4 Nominee Trustee.

II. APPROVAL OF ADVISORY AGREEMENT WITH EVERGREEN INVESTMENT MANAGEMENT COMPANY, LLC, SUB-ADVISORY AGREEMENT WITH FIRST INTERNATIONAL ADVISORS, LLC AND SUB-ADVISORY AGREEMENT WITH TATTERSALL ADVISORY GROUP, INC. (Proposals 2a, 2b and 2c)

Information about Wells Fargo's Proposed Acquisition of Wachovia

On October 3, 2008, Wachovia Corporation, the parent company of EIMC and several companies that serve as sub-advisors to one or more of the Evergreen funds (the "affiliated sub-advisors"), and Wells Fargo & Company announced that Wells Fargo had agreed to purchase Wachovia, including all of Wachovia's banking and other businesses, in a stock-for-stock merger transaction. Wells Fargo is a diversified financial services company providing banking, insurance, investments, mortgage banking and consumer finance through almost 6,000 stores and the internet across North America and elsewhere internationally. Wells Fargo is located at 420 Montgomery Street, San Francisco, California 94104. Wachovia is a bank holding company in the United States located at 301 South College Street, Charlotte, North Carolina 28288-0013.

Wachovia and Wells Fargo entered into an Agreement and Plan of Merger on October 3, 2008 that provides for Wachovia to merge into Wells Fargo, with Wells Fargo the surviving corporation. The merger requires the approval of Wachovia shareholders, customary approvals of regulators, and the satisfaction of other closing conditions. Although there is no assurance that the merger will be completed, if the approvals are obtained and the other closing conditions are satisfied or waived, Wachovia and Wells Fargo anticipate that the merger will close by the end of 2008.

In connection with the merger, Wachovia and Wells Fargo entered into a Share Exchange Agreement on October 3, 2008. Under the Share Exchange Agreement, Wachovia agreed to issue preferred shares to Wells Fargo representing a 39.9% voting interest in Wachovia. Wachovia issued the preferred shares to Wells Fargo after the close of business on October 20, 2008. Wells Fargo has said that it intends to vote these shares in favor of the merger. After the merger, EIMC will be an indirect wholly owned subsidiary of Wells Fargo.

Both Wachovia's issuance of preferred shares to Wells Fargo, and the subsequent merger, are the types of events that might be considered to be "changes of control" of EIMC under the 1940 Act. Under the 1940 Act, which regulates investment companies such as the Evergreen funds, investment advisory agreements are required to terminate automatically when there is a "change of control" of the investment adviser. Fund shareholders must then approve a new agreement so that the fund may continue to receive advisory services.

The Interim Investment Advisory and Sub-Advisory Agreements

Each of the Evergreen funds' investment advisory and sub-advisory agreements terminates automatically in the event of a "change of control" of EIMC or the sub-advisor. In addition, each of the Evergreen funds' sub-advisory

agreements terminates automatically upon termination of the investment advisory agreement with EIMC. The issuance of preferred stock to Wells Fargo under the Share Exchange Agreement likely constituted a change of control of EIMC (and the affiliated sub-advisors). It is possible, though not certain, that the subsequent merger of Wachovia into Wells Fargo also constitutes a change of control of EIMC (and the affiliated sub-advisors); the funds have opted to treat that transaction as a change of control in any event.

In anticipation of the change of control resulting from the issuance of preferred shares to Wells Fargo, the Evergreen funds' Boards of Trustees met (a majority of the disinterested Trustees attending in person, the remainder by telephone) on October 20, 2008, before the issuance of the preferred shares, and approved interim investment advisory and sub-advisory agreements for each of the Evergreen funds (the "Initial Interim Agreements").

Each Initial Interim Agreement provides that it may not continue in effect for longer than 150 days, meaning that it will terminate no later than March 19, 2009. In addition, the Trustees, or the shareholders upon a vote of a majority of the fund's outstanding voting securities, may terminate an Initial Interim Agreement without penalty on no more than ten calendar days' notice. Each of the Initial Interim Agreements with EIMC or an affiliated sub-advisor also provides that any fees payable under the agreement must be held in an interest-bearing escrow account, to be released to EIMC or the affiliated sub-advisor only if a new, definitive agreement is subsequently approved by fund shareholders; otherwise, EIMC or the affiliated sub-advisor will be entitled to receive for its services under the agreement only an amount, paid out of the escrow account, equal to the lesser of (i) its costs of performing services during the interim period plus interest and (ii) the amount in the escrow account plus interest. Each of the Initial Interim Agreements is identical to the agreement it replaced, except for its date and the provisions regarding the term of the contract and, in the case of Initial Interim Agreements with EIMC or any affiliated sub-advisor, fees being held in escrow. The Initial Interim Agreements became effective on October 20, 2008, when Wachovia issued preferred shares to Wells Fargo.

Upon the closing of the merger of Wells Fargo and Wachovia, the Funds will consider that a second change of control has occurred and that the Initial Interim Agreements have terminated automatically. Because of the likelihood that the merger will close before shareholders meet to approve new, definitive agreements, the Evergreen funds' Board of Trustees met by telephone on November 12, 2008, to approve a second set of interim agreements (the "Subsequent Interim Agreements"), to become effective upon the closing of the merger. The Subsequent Interim Agreements are identical to the Initial Interim Agreements, except that they will have different effective dates. Like the Initial Interim Agreements, the Subsequent Interim Agreements will terminate no later than March 19, 2009 (150 days after the first change of control event). Because the Subsequent Interim Agreements must be approved by the Trustees at a meeting held in person, the Trustees are expected to consider, and approve, the agreements again in person in December before they become effective.

The New Investment Advisory and Sub-Advisory Agreements

At their telephonic meeting on November 12, 2008, the Trustees of the Evergreen funds also approved new, definitive investment advisory agreements with EIMC (the "New Advisory Agreements") as well as new, definitive sub-advisory agreements with both the affiliated and unaffiliated sub-advisors (the "New Sub-Advisory Agreements, and together with the "New Advisory Agreements", the "New Agreements"). Because the 1940 Act also requires trustee approval of definitive advisory agreements to occur at an in-person meeting, the Trustees will consider the New Agreements again at their scheduled in-person meetings on December 3 and 4, 2008. At these meetings, the Trustees are expected to approve the New Agreements again.

The New Agreements are identical to the investment advisory and sub-advisory agreements that were in effect before October 20, 2008, except that they will have different effective dates and will continue until September 30, 2009 and from year to year thereafter so long as the continuance is approved. (They are also identical to the Initial Interim Agreements and the Subsequent Interim Agreements, except that they will have different effective dates, will not terminate on March 19, 2009, and do not require advisory fees to be paid into an escrow account.) The New Agreements will become effective upon shareholder approval. The terms of the New Agreements are described

generally below, but are qualified entirely by reference to the New Agreements. Please refer to Exhibits D, E and F for form(s) of the New Agreements.

Under each New Advisory Agreement, subject to the supervision of the Board of Trustees, EIMC will manage and administer the operation of the Fund, supervise the provision of services to the Fund by others, manage the investment and reinvestment of the Fund's assets in conformity with its investment objective and restrictions, and select broker-dealers for the Fund's portfolio trades. Under each New Sub-Advisory Agreement, subject to the supervision of the Board of Trustees and EIMC, the sub-advisor is responsible for the day-to-day investment and reinvestment of the Fund's portfolio or a portion thereof. EIMC and each sub-advisor will receive a fee for their services and all expenses incurred in connection with their services under the New Agreements which is identical to the fee under the agreements that were in effect before October 20, 2008. These fees are set forth below.

EIMC also assumes and pays for all compensation to any Trustees who are affiliated with EIMC or its affiliates and to all officers of the Trust. EIMC may retain any sub-advisors, at its own expense, to provide all services provided by EIMC and may delegate to any sub-advisor its rights, obligations and duties under the New Advisory Agreements.

The New Advisory Agreements may be terminated, without payment of any penalty, by EIMC, by the Trustees, or by a majority vote of the outstanding shares of the Fund upon 60 days prior written notice. The New Sub-Advisory Agreements may be terminated without payment of any penalty, by EIMC, by the Trustees, or by a majority vote of the outstanding shares of the Fund upon 60 days prior written notice to the sub-advisor, or by the sub-advisor upon 90 days prior written notice to EIMC, or upon shorter notice as may be mutually agreed upon. Each of the New Agreements will terminate automatically in the event of its "assignment" as such term is defined in the 1940 Act.

The New Advisory Agreements provide that EIMC is not liable for any error of judgment or mistake of law or for any loss suffered by the Fund in connection with the performance of the New Advisory Agreements, except a loss resulting from EIMC's or the sub-advisor's willful misfeasance, bad faith, gross negligence or reckless disregard of its duties or obligations. The New Sub-Advisory Agreement with TAG contains an identical provision. The New Sub-Advisory Agreement with FIA provides that absent willful misfeasance, bad faith, gross negligence or reckless disregard of its duties or obligations FIA shall not be liable for any act or omission in the course of, or connected with, rendering services, or for any losses that may be sustained in the purchase, holding or sale of any security.

If approved by Shareholders, each New Agreement will have an initial term through September 30, 2009, and thereafter may be renewed on an annual basis by a vote of the Trustees, including a separate vote of a majority of the independent Trustees. If Shareholders approve the New Agreements, it is expected that each Fund's current portfolio management team will continue to manage the Fund's assets. If Shareholders do not approve the New Advisory Agreement, the New Sub-Advisory Agreements with FIA and TAG will not be adopted, even if approved by Shareholders. However, the outcome of the vote for one New Sub-Advisory Agreement does not affect the outcome of the other New Sub-Advisory Agreement or the New Advisory Agreement.

The actual fees paid by some Evergreen funds are subject to expense limitations to which EIMC has agreed. It is not anticipated that any existing expense limitation commitment will change as a result of the transactions between Wells Fargo and Wachovia. The Fund's current investment advisory contract was last approved by Shareholders on May 16, 2003, and last approved by the Trustees on September 18, 2008.

Under the Fund's current investment advisory contract, the Fund pays EIMC a fee equal to 0.55% of the total assets (defined as net assets plus borrowings or other leverage for investment purposes to the extent excluded in calculating net assets). For the fiscal year ended October 31, 2008, the Fund paid EIMC \$5,893,893. EIMC waived \$395,057 of those funds.

Under the Fund's current sub-advisory contract with FIA, EIMC pays FIA a fee equal to 0.05% of the average daily total assets (defined as net assets plus borrowings or other leverage for investment purposes to the extent excluded in

calculating net assets). For the fiscal year ended October 31, 2008, EIMC paid FIA \$569,279. The Fund's current sub-advisory agreement with FIA was last approved by Shareholders on April 25, 2003, and last approved by the Trustees on September 18, 2008.

Under the Fund's current sub-advisory contract with TAG, EIMC pays TAG a fee equal to 0.45% of the total assets (defined as net assets plus borrowings or other leverage for investment purposes to the extent excluded in calculating net assets). For the fiscal year ended October 31, 2008, EIMC paid TAG \$32,196. The Fund's current sub-advisory agreement with TAG was last approved by Shareholders on October 1, 2006, and last approved by the Trustees on September 18, 2008.

The Trustees' Considerations

In considering whether to approve the Initial Interim Agreements, the Subsequent Interim Agreements, and the New Agreements, the Trustees took into account that they had recently approved the annual continuation of all of the existing investment advisory and sub-advisory agreements for the Evergreen funds in September 2008. That approval, on which the Trustees voted at their meeting held in person on September 17 and 18, 2008, followed a lengthy process during which the Trustees considered a variety of factors, including, for example, the nature and quality of services that the funds receive, and the fees that the funds pay, under the agreements, and the funds' investment performance, as well as a wide range of other matters that the Trustees considered to have a bearing upon the agreements. Exhibit G contains a general description of the Trustees' deliberations.

In all of the meetings where the Trustees considered the Funds' investment advisory agreements, including their meeting in September when they considered the annual approval of the funds' investment advisory agreements and in a series of subsequent meetings at which they considered the Initial Interim Agreements, the Subsequent Interim Agreements, and the New Agreements, the Trustees took into account current and anticipated market and economic conditions, the financial condition of EIMC and of Wachovia generally, and, in connection with the Initial Interim Agreements, the Subsequent Interim Agreements, and the New Agreements, the likely effect of the merger on the financial condition of Wachovia. In general, the Trustees considered that the proposed merger of Wachovia with Wells Fargo would very likely improve substantially the financial condition of EIMC's parent company, increase the capital available to support the funds, and ensure that EIMC and its affiliates would have the resources to provide continuing services to the funds. In light principally of these considerations and their recent continuation of the funds' investment advisory arrangements in September, the Trustees approved the Initial Interim Agreements at their meeting on October 20, 2008. In all of their deliberations, the disinterested Trustees were represented by independent counsel, and met separately on various occasions with such counsel to discuss these matters.

At their November 12, 2008 meeting, the Trustees considered presentations by representatives of EIMC and Wells Fargo regarding the anticipated implications of the merger for EIMC and the Evergreen funds. The Trustees approved the Subsequent Interim Agreements and the New Agreements at this meeting. The Trustees reviewed the terms of these agreements, noting that the terms were generally identical to those of the funds' existing agreements (but for provisions required by law to be included in the interim agreements). As part of their review, the Trustees also considered:

- Their understanding that the merger was not expected to result in any adverse effect on the Evergreen funds, on the quality and level of services that EIMC would provide to the funds, or on the resources available to the Evergreen funds and to EIMC, and that Wells Fargo is committed to continue providing the funds with high quality services;
- Information about Wells Fargo's financial condition, reputation, and resources, and the likelihood that the merger would result in improved organizational stability for EIMC, benefiting the funds as well as offering the potential for the funds, over time, to access Wells Fargo's infrastructure, resources and capabilities;
- That EIMC and Wells Fargo representatives have stated that there is no present intention to change the funds' existing advisory fees or expense limitations;

- That the representatives of Wells Fargo have expressed their intention to pursue the integration of EIMC and the Evergreen funds with corresponding Wells Fargo businesses and funds only after a deliberative process designed to identify and retain the relative strengths of both organizations;
- That the Wells Fargo representatives expect that the deliberative process and any subsequent integration will take more than a year and that, in the meantime, Wells Fargo expects to retain, largely in its current form, the existing EIMC management team and investment advisory and other key professionals and to operate EIMC following the merger as a separate business unit under the Evergreen brand;
- That Wells Fargo and EIMC would consult with the Trustees before implementing any significant changes that would effect the funds or the services provided by EIMC or its affiliates to the funds;
- Wells Fargo's experience and approach with respect to acquisitions of other fund complexes;
- The fact that, if the New Agreements are not approved, on March 19, 2009, the Subsequent Interim Agreements will expire and the funds will no longer have a contractual right to investment advisory services from EIMC or any sub-advisors;
- That EIMC's management supports the merger; and
- That representatives of EIMC have committed that the Evergreen funds will not bear the expenses relating to Wells Fargo's acquisition of Wachovia, including the costs of soliciting fund shareholders to approve the New Agreements.

Based on the foregoing, the Trustees, including all of the Trustees who are not "interested persons" of the Evergreen funds or EIMC, unanimously approved the New Agreements and determined to recommend their approval to shareholders of the Evergreen funds.

Section 15(f) of the 1940 Act

Section 15(f) provides a non-exclusive "safe harbor" for an investment company's adviser or any affiliated persons of the adviser to receive any amount or benefit in connection with a change of control of the investment adviser if two conditions are met. First, for a period of three years after the change of control, at least 75% of the investment company's trustees must not be interested persons of the adviser or of the predecessor adviser. Second, there must not be any "unfair burden" imposed on the investment company as a result of the transaction or any express or implied terms, conditions or understandings relating to the transaction.

"Unfair burden" includes any arrangement during the two year period after the transaction in which the adviser or predecessor adviser (or any interested person of them) receives or is entitled to receive any compensation, directly or indirectly, from the investment company or its security holders, other than fees for bona fide investment advisory or other services, or from any person in connection with the purchase or sale of securities or other property to, from or on behalf of the investment company, other than bona fide ordinary compensation as principal underwriter of the investment company. EIMC has informed the funds that neither it, Wachovia, nor Wells Fargo, after reasonable inquiry, is aware of any express or implied term, condition, or understanding or any arrangement that would impose an "unfair burden" on the funds as a result of the issuance of preferred shares or the merger. EIMC, Wachovia, and Wells Fargo have agreed to pay all of the funds' costs relating to Wells Fargo's acquisition of Wachovia, including all of the costs of this proxy solicitation.

The following is a list of EIMC's managing directors and principal executive officers and directors. EIMC's principal address is 200 Berkeley Street, Boston, Massachusetts 02116-5034.

Name Principal and Occupation(s)

W. Douglas Munn, Chief Operating Officer and Director

Dennis H. Ferro, President of EIMC and the Evergreen funds

Michael H. Koonce, Chief Legal Officer of EIMC and Secretary of EIMC and the Evergreen funds

Richard S. Gershen, Executive Managing Director

Barbara A. Lapple, Chief Compliance Officer

Matthew C. Moss, Chief Financial Officer
 J. David Germany, Chief Investment Officer

EIMC is an indirect, wholly-owned subsidiary of Wachovia, which is located at 301 South College Street, Charlotte, North Carolina 28288-0013. It is expected that Wells Fargo, who currently holds approximately a 39.9% voting interest in Wachovia, will acquire a 100% interest in Wachovia.

Managing Directors and Principal Executive Officers and Directors of FIA

The following is a list of FIA's managing directors and principal executive officers and directors. FIA's principal address is 3 Bishopsgate, London EC2N3AB.

Name Principal and Occupation(s)

Peter M. Wilson, Director
 Anthony J. Norris, Director
 Mandip Sohal, Chief Compliance Officer

FIA is a majority-owned subsidiary of Wachovia located at 3 Bishopsgate, London EC2N 3AB. It is expected that Wells Fargo, who currently holds approximately a 39.9% voting interest in Wachovia, will acquire a 100% interest in Wachovia.

Managing Directors and Principal Executive Officers and Directors of TAG

The following is a list of TAG's managing directors and principal executive officers and directors. TAG's principal address is 6802 Paragon Place, Suite 200, Richmond, Virginia 23230.

Name Principal and Occupation(s)

Robert A. Calhoun, Executive Managing Director and Chief Investment Officer of Multi-Strategy Fixed Income
 Dennis H. Ferro, Director
 Thomas B. Burton, Chief Compliance Officer
 Michael H. Koonce, Chief Legal Officer
 Christine James, Managing Director and Chief Operating Officer
 J. David Germany, Chief Investment Officer

TAG is a wholly-owned subsidiary of Wachovia located at 301 South College Street, Charlotte, North Carolina 28288-0013. It is expected that Wells Fargo, who currently holds approximately a 39.9% voting interest in Wachovia, will acquire a 100% interest in Wachovia.

Other Similar Funds Managed by EIMC, FIA and TAG

The following table contains certain information regarding funds for which EIMC, FIA and TAG provide investment advisory services and that may have similar investment objectives and policies as the Fund.

Name of Fund	Investment Objective	Net Assets as of 10/31/08	Advisory Fee Rate	Fee Waivers and Reimbursements
Evergreen Core Plus Bond Fund	The fund seeks to maximize total return	182,376,966	First \$500 million - 0.31% Over \$500	Yes

through a combination of current income and capital growth.	million - 0.16%
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Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Fund's Trustees, principal executive officers and certain other persons to file reports regarding ownership of, and transactions in, the Fund's securities with the Securities and Exchange Commission (the "SEC"). Copies of the required filings must also be furnished to the Fund. For the prior fiscal year, the Fund believes that all reports required to be filed by the Fund's officers and Trustees were filed on a timely basis except that a Form 5, Annual Statement of Changes in Beneficial Ownership, was not filed timely for Andrew Cestone, one of the Fund's portfolio managers.

Forms 3, 4, and 5 for the officers and Trustees of the Fund may be accessed through Evergreen Investments' Web site at www.EvergreenInvestments.com.

Service Providers

Investment Advisor and Administrator. EIMC, an indirect wholly owned subsidiary of Wachovia, a North Carolina-based, multi-bank financial holding company subject to the Bank Holding Company Act of 1956, as amended, and the rules and regulations promulgated thereunder, currently serves as both the Fund's investment advisor and administrator. EIMC has been managing mutual funds and private accounts since 1932. The principal business address of EIMC is 200 Berkeley Street, Boston, Massachusetts 02116-5034.

EIMC became the Fund's administrator on January 1, 2008. For the fiscal year ended August 31, 2008, the Fund paid \$571,723 in administrative services fees.

Investment Sub-advisors. FIA, a majority-owned subsidiary of Wachovia and an affiliate of EIMC, serves as a sub-advisor to the Fund. The principal business address of FIA is 3 Bishopsgate, London EC2N3AB. TAG, a subsidiary of Wachovia and an affiliate of EIMC, also serves as a sub-advisor to the Fund. The principal business address of TAG is 6802 Paragon Place, Suite 200, Richmond, Virginia 23230.

Principal Underwriter/Distributor. Evergreen Investment Services, Inc., a subsidiary of Wachovia and an affiliate of the Fund and EIMC, is the distributor and principal underwriter of the Fund and is located at 200 Berkeley Street, Boston, Massachusetts 02116-5034. The Fund paid no underwriting commissions for the fiscal year ended October 31, 2008.

Brokerage Commissions. Wachovia Securities LLC is an affiliate of Wachovia and a dealer that places trades through its wholly owned subsidiary, First Clearing Corporation, received \$827 in brokerage commissions paid by the Fund for the fiscal year ended October 31, 2008.

Securities Lending. Wachovia Bank, N.A., a subsidiary of Wachovia and an affiliate of EIMC, through its securities lending division, Wachovia Global Securities Lending, acts as securities lending agent to the Fund. The Fund paid no securities lending fees for the fiscal year ended October 31, 2008.

Transfer Agent. Computershare Fund Services ("Computershare") is the Fund's transfer agent and is located at P.O. Box 43010, Providence, Rhode Island 02940-3010.

Independent Registered Public Accounting Firm. The Audit Committee of the Board of Trustees has not yet met to consider the selection of the Fund's independent registered public accounting firm for the fiscal year ending October 31, 2009. With respect to the fiscal year ended October 31, 2008, the Audit Committee unanimously recommended the selection of KPMG, 99 High Street, Boston, Massachusetts 02110, as the independent registered public accounting firm of the Fund, and the Board of Trustees unanimously approved such selection, at a meeting held on December 6, 2007. It is expected that KPMG will be considered as the Independent Registered Public Accounting firm for the fiscal year ending October 31, 2009 by the Board of Trustees at a meeting to be held on December 3-4, 2008.

The Fund's Audit Committee has established and adopted policies and procedures for pre-approving audit services, audit-related services, tax services and all other services provided by the Fund's independent registered public accounting firm as well as the fee levels or budgeted amounts for those services. The Fund's policies and procedures include reporting and request or application requirements that are intended to keep the Audit Committee informed of all the services provided by the Fund's independent registered public accounting firm. In addition, the Fund's Chief Compliance Officer is required to monitor the performance of the services provided by the Fund's independent registered public accounting firm in order to determine whether those services are in compliance with the Fund's pre-approval policies and procedures and to report the results of this monitoring to the Audit Committee on a periodic basis. The Fund's pre-approval policies and procedures do not delegate any of the Audit Committee's responsibilities under the Exchange Act for pre-approving services performed by the Fund's independent registered public accounting firm to the Fund's management.

A representative of KPMG, if requested by any Shareholder, will be present via telephone at the Meeting to respond to appropriate questions from Shareholders and will have an opportunity to make a statement if he or she chooses to do so. It is not expected that such representative will be present in person at the Meeting.

In approving the selection of KPMG for the Fund for the fiscal year ended October 31, 2008, the Audit Committee considered, in addition to other practices and requirements relating to the selection of the Fund's independent registered public accounting firm, whether any services performed by KPMG for the Fund and the investment advisor and for certain related parties for which KPMG received non-audit fees are compatible with maintaining the independence of KPMG as the Fund's independent registered public accounting firm. It is expected that the Audit Committee will make similar considerations at its December 2008 meeting.

The Audit Committee will review and discuss with management the Fund's audited financial statements for the fiscal year ended October 31, 2008 at a meeting to be held in December 2008. With respect to the Fund's audited financial statements for the fiscal year ended October 31, 2007, the Audit Committee reviewed and discussed with management such financial statements at a meeting held on October 22, 2007. At the meeting, the Audit Committee reviewed and discussed with KPMG the matters required to be discussed by Statements on Auditing Standards, No. 61, Communication with Audit Committees. The Audit Committee received the written disclosures and the letter from KPMG required by Independence Standards Board Standard No. 1, and discussed with KPMG its independence. Based on these reviews and discussions, the Audit Committee recommended to the Board of Trustees that the audited financial statements be included in the annual report to Shareholders for the previous fiscal year for filing with the SEC.

The following table presents fees billed for professional audit services rendered by KPMG for the audit of the Fund's annual financial statements for the fiscal years ended October 31, 2007 and 2008, respectively, and for fees billed for other services rendered by KPMG to the Fund. The Fund did not rely upon the de minimis exception with respect to any fees paid to KPMG during the fiscal years.

	2008	2007
Audit fees	\$53,175	\$49,375
	\$0	\$0

Audit-related fees		
Tax fees ¹	\$727	\$0
Non-audit fees ²	\$912,374	\$1,208,367
All other fees	\$0	\$0

1 Tax fees consists of fees for tax consultation, tax compliance and tax review.

2 Non-audit fees consists of the aggregate fees for non-audit services rendered to the Fund, EIMC (not including any sub-advisor whose role is primarily portfolio management and is subcontracted with or overseen by another investment advisor) and EIS.

The Board of Trustees has adopted a written charter for the Audit Committee which is attached to this proxy statement as Exhibit C (the "Charter"). The Audit Committee reviews the Charter at least annually and may recommend changes to the Board.

Other Business

As of the date of this Proxy Statement, neither the Fund's officers nor EIMC are aware of any other business to come before the Meeting other than as set forth in the Notice of Annual Meeting of Shareholders. If any other business is properly brought before the Meeting, or any adjournment thereof, the persons named as proxies in the enclosed proxy card will vote in accordance with the views of management of the Fund.

Required Vote for Proposal 1

If a quorum is met, the affirmative vote of a plurality of the votes cast by shareholders present in person or represented by proxy at the Meeting and entitled to vote is required for the election of trustees (Proposal 1).

Required Vote for Proposals 2a, 2b and 2c, Respectively

Approval of the new Investment Advisory Agreement with EIMC and the new Sub-Advisory Agreements with FIA and TAG, respectively, require the affirmative vote of a majority of the outstanding voting securities of the Fund as defined in the 1940 Act. The 1940 Act defines the vote of a majority of the outstanding voting securities of the Fund to mean the affirmative vote of the lesser of (a) 67% or more of the Shares of the Fund present at the meeting, if more than 50% of the outstanding shares of the Fund are present in person or by proxy at the Meeting, or (b) more than 50% of the outstanding Shares of the Fund.

If Shareholders do not approve the New Advisory Agreement, the New Sub-Advisory Agreements with Crow Point and TAG will not be adopted, even if approved by Shareholders. However, the outcome of the vote for one New Sub-Advisory Agreement does not affect the outcome of the other New Sub-Advisory Agreement or the New Advisory Agreement.

A Shareholder who objects to any proposal will not be entitled under either Delaware law or the Declaration of Trust to demand payment for, or an appraisal of, his or her shares.

Notice

A Certificate of Trust in respect of the Fund is on file with the Secretary of the State of Delaware. As provided in the Fund's Declaration, the obligations of any instrument made or issued by any Trustee or Trustees or by any officer or officers of the Fund are not binding upon any of them or the Shareholders individually but are binding only upon the assets and property of the Fund.

Shareholder Proposals

Currently, the Fund holds an annual meeting of Shareholders for the purpose of electing Trustees.

Any Shareholder desiring to present a proposal for consideration at the 2010 annual meeting of Shareholders of the Fund to be included in the Fund's proxy materials should submit such a timely proposal in writing to the Secretary, c/o Evergreen Investment Services, Inc., Evergreen Multi-Sector Income Fund, 200 Berkeley Street, Boston, MA 02116-5034 by the close of business on or before July 27, 2009.

Any Shareholder desiring to present a proposal for consideration at the 2010 annual meeting of Shareholders of the Fund that will not be included in the Fund's proxy materials should submit such a timely proposal in writing to the Secretary, c/o Evergreen Investment Services, Inc., Evergreen Multi-Sector Income Fund, 200 Berkeley Street, Boston, MA 02116-5034 by the close of business on or before August 26, 2009, but no earlier than July 28, 2009.

The persons named as proxies for the 2009 annual meeting of Shareholders of the Fund will have discretionary authority to vote on any matters presented at the meeting of which the Fund did not have notice on or before October 10, 2009.

Mere submission of a proposal does not guarantee inclusion of the proposal in the proxy statement or presentation of the proposal at the 2010 annual meeting since such inclusion and presentation are subject to various conditions and requirements, including those required by applicable law.

THE BOARD OF TRUSTEES OF THE FUND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH NOMINEE AS A TRUSTEE AND IN FAVOR OF THE NEW INVESTMENT ADVISORY AGREEMENT WITH EVERGREEN INVESTMENT MANAGEMENT COMPANY, LLC, THE NEW SUB-ADVISORY AGREEMENT FIRST INTERNATIONAL ADVISORS, LLC AND THE NEW SUB-ADVISORY AGREEMENT WITH TATTERSALL ADVISORY GROUP, INC.

Michael H. Koonce, Secretary

November 24, 2008

Instructions for Executing Proxy Card

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

1. **INDIVIDUAL ACCOUNTS:** Sign your name exactly as it appears in the Registration on the proxy card.
2. **JOINT ACCOUNTS:** Either party may sign, but the name of the party signing should conform exactly to a name shown in the Registration on the proxy card.
3. **ALL OTHER ACCOUNTS:** The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of Registration. For example:

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REGISTRATION CORPORATE ACCOUNTS	VALID SIGNATURE
(1) ABC Corp.	ABC Corp.
(2) ABC Corp.	John Doe, Treasurer
(3) ABC Corp. c/o John Doe, Treasurer	John Doe
(4) ABC Corp. Profit Sharing Plan	John Doe, Trustee
TRUST ACCOUNTS	
(1) ABC Trust	Jane B. Doe, Trustee
(2) Jane B. Doe, Trustee u/t/d 12/28/78	Jane B. Doe
CUSTODIAL OR ESTATE ACCOUNTS	
(1) John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA	John B. Smith
(2) John B. Smith	John B. Smith, Jr., Executor

After completing your proxy card, return it in the enclosed postage-paid envelope.

If you have any questions about the proxy card, please call the Altman Group, our proxy solicitor, at 800.821.8781 (toll free).

Exhibit A

EXECUTIVE COMMITTEE CHARTER

EVERGREEN FUNDS

- 1) The Executive Committee shall be composed entirely of independent Trustees.
- 2) The purposes of the Executive Committee are:
 - a) To formulate policies and procedures governing the Board's structure and operation;
 - b) To act as liaison between Evergreen (Evergreen Investment Management Company, LLC, Evergreen Investment Services, Inc. and Evergreen Service Company, LLC) and the full Board of Trustees;
 - c) To act on behalf of the Board between regular Board meetings;

- d) To act as the Qualified Legal Compliance Committee of the Board of Trustees;
 - e) To act as the Nominating Committee of the Board of Trustees;
 - f) To oversee generally the status of any litigation commenced by or against the Evergreen Funds; litigation commenced by or against any service provider to the Funds that relates to the Funds or that may have a material effect on the service provider's ability to perform its services to the Funds; non-routine regulatory actions, examinations, inspections, or other activities in respect of the Funds; and non-routine regulatory actions, examinations, inspections, or other activities in respect of any service provider to the Funds that relate to its services to the Funds or that may have a material effect on the service provider's ability to perform its services to the Funds (all of the foregoing referred to herein as "Legal Proceedings");
 - g) To regularly review the Funds' securities lending activities; and
 - h) To review the proxy voting activity for the Funds, including the results of proxy votes and related matters.
- 3) To carry out its purposes, the Executive Committee shall have the following duties and, without limitation, the following powers:
- a) To prepare and recommend to the full Board written policies and procedures governing the structure and operation of the Board, including but not limited to policies relating to Board size, qualifications for Board membership, filling of vacancies, committees, compensation and retirement; and from time to time to review such policies and procedures and recommend any changes;
 - b) To select and to recommend to the full Board persons to fill vacancies on the Board;
 - c) To recommend to the full Board the amount of compensation to be paid to Trustees for service on the Board and on committees of the Board;
 - d) To take on behalf of the Board, between regular meetings of the full Board, any actions required to be taken by the Board that are not required by the Declaration of Trust or applicable law to be taken by the full Board or by another group of Trustees;
 - e) 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 Executive Committee may deem necessary or appropriate;
 - f) To submit Trustees' inquiries to the Evergreen Funds' investment adviser and its affiliates in connection with contract approvals;
 - g) In connection with its oversight of the status of any Legal Proceedings (i) meet with internal Evergreen Investment Management Company, LLC ("EIMC") counsel, and external counsel, if any, responsible for any Legal Proceedings as and to the extent the Committee believes appropriate in connection with its oversight responsibilities; (ii) generally oversee the filing by service providers of class action settlement documentation on behalf of the Funds and reporting from time to time to the full Board of Trustees with respect thereto; (iii) report to the full Board of Trustees periodically as to the status of any Legal Proceedings reviewed by the Committee.
- 4) The Executive Committee shall meet on a regular basis and is empowered to hold special meetings as circumstances require.
- 5) The Executive Committee shall have the resources and authority appropriate to discharge its responsibilities. The Executive Committee shall review this Charter at least annually and recommend any changes to the full Board of

Trustees.

Last Approved: June 14, 2007

Last Revised: May 21, 2007

Exhibit B

POLICY FOR THE CONSIDERATION OF TRUSTEE NOMINEES

EVERGREEN TRUSTS

The following Policy for the Consideration of Trustee Nominees (the "Policy") shall be followed by the Executive Committee (the "Committee") of each Evergreen Trust in filling vacancies on the Boards of Trustees or when Trustees are to be nominated for election by shareholders.

Minimum Nominee Qualifications

1. With respect to nominations for Trustees who are not interested persons of a Fund as defined by Section 2(a)(19) of the Investment Company Act of 1940 (the "1940 Act") ("Disinterested Trustees"), nominees shall be independent of the Fund's investment adviser and other principal service providers. The Committee shall also consider the effect of any relationship beyond those delineated in the 1940 Act that might impair independence, such as business, financial or family relationships with the investment adviser or its affiliates.
2. All nominees must qualify under all applicable laws and regulations.
3. The proposed nominee may not be within five years of the Fund's retirement age for Trustees unless he or she is nominated for re-election.
4. The Committee may also consider such other factors as it may determine to be relevant.

Other Qualifications

1. With respect to all proposed nominees, the Committee shall consider whether the proposed nominee serves on boards of or is otherwise affiliated with competing financial service organizations or their related fund complexes or companies in which the Evergreen Funds may invest.
2. The Committee shall consider whether the proposed nominee is able to and intends to commit the time necessary for the performance of Trustee duties.
3. The Committee shall consider the integrity and character of the proposed nominee, and the proposed nominee's compatibility with the current Trustees.
4. The Committee may require an interview with the proposed nominee.

Nominees Recommended by Shareholders

1. The Committee shall consider nominations for openings on the Board of Trustees from shareholders who have separately or as a group held for at least one full year 5% of the shares of a Fund.
2. The Committee shall give candidates recommended by shareholders the same consideration as any other candidate.

3. Shareholder recommendations should be sent to the attention of the Committee in care of the Fund's Secretary and should include biographical information, including business experience for the past ten years and a description of the qualifications of the proposed nominee, along with a statement from the proposed nominee that he or she is willing to serve and meets the requirements to be a Disinterested Trustee, if applicable.

Process for Identifying and Evaluating Trustee Nominees

1. When identifying and evaluating prospective nominees for openings on the Board of Trustees, the Committee shall review all recommendations in the same manner, including those received from shareholders.
2. The Committee shall first determine if the prospective nominee meets the minimum qualifications set forth above. Those proposed nominees meeting the minimum qualifications will then be considered by the Committee with respect to the other qualifications listed above, and any other qualifications deemed to be important by the Committee.
3. Those nominees selected by the Committee shall be recommended to the Boards of Trustees.

Last Approved: December 6, 2007

Last Revised: November 1, 2007

Exhibit C

**AMENDED AND RESTATED AUDIT COMMITTEE CHARTER
(Amended and Restated as of July 12, 2007)**

**EVERGREEN INCOME ADVANTAGE FUND
EVERGREEN MULTI-SECTOR INCOME FUND
EVERGREEN UTILITIES AND HIGH INCOME FUND**

- 1) The Audit Committee (the "Committee") of Evergreen Income Advantage Fund, Evergreen Multi-Sector Income Fund and Evergreen Utilities and High Income Fund (the "Funds") shall be composed entirely of independent Trustees who, in the view of the Board of Trustees of the Funds (the "Board"), are free of any relationship that would interfere with the exercise of independent judgment. The independent Trustees (i) are barred from accepting, directly or indirectly, any consulting, advisory or other compensatory fee from the Funds or an affiliate of the Funds, other than in the capacity as a member of the Board and any Board committee, and (ii) cannot be an "interested person" of the Funds as defined in Section 2(a)(19) of the Investment Company Act of 1940.
- 2) The Board will determine whether there is at least one member of the Committee who is an independent audit committee financial expert as defined in Item 3 of Form N-CSR.
- 3) The purposes of the Committee are:
 - a) To review the Funds' accounting and financial reporting policies and practices, their internal controls and, as appropriate, the internal controls of certain service providers;
 - b) To review the quality and objectivity of the Funds' financial statements and the independent audits thereof;
 - c) To serve as the Pricing Committee for the Funds and, in such capacity, to review issues and activities related to the valuation of the securities of the Funds; and
 - d) To act as liaison between the Funds' independent auditors and the Board.

The function of the Committee is to review; it is management's responsibility to maintain appropriate systems for accounting and internal control, and the auditors' responsibility to plan and carry out a proper audit.

In addition, the Committee shall be responsible for reviewing periodic reports from management and the Evergreen Valuation Committee as to the implementation of the various procedures relating to the valuation of the Funds portfolio securities.

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

a) To be directly responsible for the appointment, retention, compensation, and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Funds, and each such registered public accounting firm must report directly to the Committee;

b) To recommend to the independent Trustees the selection, retention or termination of auditors and, in connection therewith, to evaluate the independence of the auditors, including whether the auditors provide any non-audit services to the Funds' investment advisers or affiliated persons of the investment advisers, and to receive the auditors' formal written statement delineating specific representations as to the auditors' independence and all relationships between the auditors and the Funds' investment advisers and any affiliated persons of the investment advisers, consistent with Independence Standards Board Standard 1. The Committee shall have responsibility for actively engaging in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and for taking or recommending that the Board take appropriate action to oversee the independence of the auditors;

c) To instruct the auditors of the auditors' ultimate responsibility to the Board and the Committee, as representatives of shareholders, and the Board's and Committee's ultimate authority to select, evaluate, and, where appropriate, replace the auditors and to nominate the auditors for shareholder approval in any proxy statement;

d) To pre-approve all audit and non-audit services, except those within any applicable legal exception, provided to the Funds by their auditors or to establish pre-approval policies and procedures (which may include the establishment of a pre-approval sub-committee consisting of one or more independent Committee members who serve on the Board), to pre-approve non-audit services provided to the Funds' service providers and their affiliates, to the extent required by applicable law or as the Committee may in its discretion consider appropriate, to review in advance the related estimate of fees, and to recommend pre-approved audit and non-audit services and fee estimates for the Board's approval;

e) To meet with the Funds' independent auditors, including private meetings, as necessary (i) to review the arrangements for and scope of the annual audits and any special audits; (ii) to discuss any matters of concern relating to the Funds' financial statements, including any adjustments to such statements recommended by the auditors, or other results of said audit(s); (iii) to consider the auditors' comments with respect to the Funds' financial policies, procedures and internal accounting controls and management's responses thereto; (iv) to review the form of opinion the auditors propose to render to the Board and shareholders; (v) to receive reports from time to time about the nature of conversations, if any, between the auditors of Wachovia and its affiliates and the auditors of the Funds, and (vi) to discuss the results of the auditors' peer review, if any;

f) To receive at least annually a report from the auditors within 90 days prior to the filing of the auditor's report (or receive an updated report within such 90 day period, if the auditor's annual report is presented to the Committee more than 90 days prior to the filing of the auditor's report) which includes the following: (i) all critical accounting policies and practices used by the Funds (or, in connection with any update, any changes in such accounting policies and practices), (ii) all material alternative accounting treatments within GAAP that have been discussed with management since the last annual report or update, including the ramifications of the use of the alternative treatments and the

treatment preferred by the accounting firm, (iii) other material written communications between the auditors and the management of the Funds since the last annual report or update, and (iv) a description of all non-audit services provided, including fees associated with the services, to the Funds' complex since the last annual report or update that were not subject to the pre-approval requirements as discussed above;

g) To consider the effect upon the Funds of any changes in accounting principles or practices proposed by management or the auditors;

h) To review and discuss with management, including any officers certifying the Funds' Form N-CSR, the Funds' audited financial statements and to review any officer's certifications and reports to be filed with the Securities and Exchange Commission on behalf of the Funds; to offer guidance with respect to such audited financial statements, certifications and reports; and to determine whether to recommend that the financial statements be included in the annual report;

i) To discuss all disclosures made by the Funds' officers certifying the Funds' Form N-CSR to the Committee, based on such officers' most recent evaluation, as to (i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Funds' ability to record, process, summarize and report financial data, (ii) any fraud, whether or not material, that involves management or other employees who have significant roles in the Funds' internal controls, and (iii) any significant change in internal controls or other factors that could significantly affect internal controls, in each case, as reported to the Committee;

j) To investigate improprieties or suspected improprieties in the Funds' operations;

k) To establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by officers of the Funds or by employees of the Funds' investment advisers or other service providers, of concerns regarding questionable accounting or auditing matters;

l) To review recommendations as to the selection, retention or termination of pricing services;

m) To periodically review the Funds' Daily Portfolio Pricing Procedure, and to recommend any proposed changes to that Procedure to the Board when the Committee deems it necessary or appropriate;

n) To receive and review reports from the Chairman of the Evergreen Valuation Committee certifying as to compliance with the Funds' Daily Portfolio Pricing Procedure;

o) To review with the Chief Compliance Officer compliance with the Funds' Daily Portfolio Pricing Procedure;

p) To review errors in net asset value (NAV) calculations;

q) To consider any communications received from the Evergreen Valuation Committee regarding any unusual fair value situations that may arise;

r) To review reports by management regarding the profitability to Evergreen Investment Management Company, LLC, Evergreen Investment Services Inc. ("EIS"), and their affiliates of investment advisory, administrative, transfer agency, and other services, if any, provided to the Funds by them; and to review the various assumptions underlying such reports, including, without limitation, as to cost and expense allocations; and

s) To consider generally whether and to what extent the Funds have realized the benefits of economies of scale resulting from increases in the size of a Fund or Funds or increases in the efficiency of service providers.

- 5) The Committee shall meet at least quarterly and is empowered to hold special meetings, as circumstances require.
- 6) The Committee shall meet with internal auditors to review their audit plan and the result of completed audits.
- 7) The Committee shall review financial statements and other financial information provided to the Committee or to the Board of Trustees relating to any investment adviser or sub-adviser to the Funds.
- 8) The Committee shall review information presented to it periodically by management as to the performance of Evergreen Fund Administration of its obligations in respect of the Funds.
- 9) The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.
- 10) The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties.
- 11) The Committee shall have the resources and authority appropriate to discharge its responsibilities.
- 12) The Committee shall review this Charter at least annually and recommend any changes to the Board.

Last Approved: December 6, 2007

Last Revised: November 9, 2007

Exhibit D

FORM OF INVESTMENT ADVISORY AND MANAGEMENT AGREEMENT

AGREEMENT made as of the ____ day of _____, by and between EVERGREEN MULTI-SECTOR INCOME FUND, a Delaware statutory trust (the "Trust") and EVERGREEN INVESTMENT MANAGEMENT COMPANY, LLC, a Delaware limited liability company, (the "Adviser").

WHEREAS, the Trust and the Adviser wish to enter into an Agreement setting forth the terms on which the Adviser will perform certain services for the Trust.

THEREFORE, in consideration of the promises and the mutual agreements hereinafter contained, the Trust and the Adviser agree as follows:

1. The Trust hereby employs the Adviser to manage the investment and reinvestment of the assets of the Trust in conformity with the Trust's investment objectives and restrictions as may be set forth in the Trust's prospectus and statement of additional information, or as in effect from time to time, all subject to the supervision of the Board of Trustees of the Trust, for the period and on the terms set forth in this Agreement. The Adviser hereby accepts such appointment and agrees during such period, at its own expense, to render the services and to assume the obligations set forth herein, for the compensation provided herein. The Adviser shall for all purposes herein be deemed to be an independent contractor and shall, unless otherwise expressly provided or authorized, have no authority to act for or represent the Trust in any way or otherwise be deemed an agent of the Trust.
2. The Adviser shall place all orders for the purchase and sale of portfolio securities for the account of the Trust with broker-dealers selected by the Adviser. In executing portfolio transactions and selecting broker-dealers, the Adviser will use its best efforts to seek best execution on behalf of the Trust. In assessing the best execution available for any transaction, the Adviser shall consider all factors it deems relevant, including the breadth of the market in the security, the price of the security, the financial condition and execution capability of the broker-dealer, and the reasonableness

of the commission, if any (all for the specific transaction and on a continuing basis). In evaluating the best execution available, and in selecting the broker-dealer to execute a particular transaction, the Adviser may also consider the brokerage and research services (as those terms are used in Section 28(e) of the Securities Exchange Act of 1934 (the "1934 Act")) provided to the Trust and/or other accounts over which the Adviser or an affiliate of the Adviser exercises investment discretion. The Adviser is authorized to pay a broker-dealer who provides such brokerage and research services a commission for executing a portfolio transaction for the Trust which is in excess of the amount of commission another broker-dealer would have charged for effecting that transaction if, but only if, the Adviser determines in good faith that such commission was reasonable in relation to the value of the brokerage and research services provided by such broker-dealer viewed in terms of that particular transaction or in terms of all of the accounts over which investment discretion is so exercised.

3. The Adviser, at its own expense, shall furnish to the Trust office space in the offices of the Adviser or in such other place as may be agreed upon by the parties from time to time, all necessary office facilities, equipment and personnel in connection with its services hereunder, and shall arrange, if desired by the Trust, for members of the Adviser's organization to serve without salaries from the Trust as officers or, as may be agreed from time to time, as agents of the Trust. The Adviser assumes and shall pay or reimburse the Trust for:

- (a) the compensation (if any) of the Trustees of the Trust who are affiliated with the Adviser or with its affiliates, or with any adviser retained by the Adviser, and of all officers of the Trust as such; and
- (b) all expenses of the Adviser incurred in connection with its services hereunder.

The Trust assumes and shall pay all other expenses of the Trust, including, without limitation:

- (a) all charges and expenses of any custodian or depository appointed by the Trust for the safekeeping of the cash, securities and other property of the Trust;
- (b) all charges and expenses for bookkeeping and auditors;
- (c) all charges and expenses of any transfer agents and registrars appointed by the Trust;
- (d) all fees of all Trustees of the Trust who are not affiliated with the Adviser or any of its affiliates, or with any adviser retained by the Adviser;
- (e) all brokers' fees, expenses, and commissions and issue and transfer taxes chargeable to the Trust in connection with transactions involving securities and other property to which the Trust is a party;
- (f) all stock exchange listing expenses;
- (g) all taxes and trust fees payable by the Trust to Federal, state, or other governmental agencies;
- (h) all costs of certificates representing shares of the Trust;
- (i) all fees and expenses involved in registering and maintaining registrations of the Trust with the Securities and Exchange Commission (the "Commission") and registering or qualifying the Trust's shares under state or other securities laws, including, without limitation, the preparation and printing of registration statements, prospectuses, and statements of additional information for filing with the Commission and other authorities;
- (j) expenses of preparing, printing, and mailing prospectuses and statements of additional information to shareholders of the Trust;

(k) all expenses of shareholders' and Trustees' meetings and of preparing, printing, and mailing notices, reports, and proxy materials to shareholders of the Trust;

(l) all charges and expenses of legal counsel for the Trust and for Trustees of the Trust in connection with legal matters relating to the Trust, including, without limitation, legal services rendered in connection with the Trust's existence, trust, and financial structure and relations with its shareholders, registrations and qualificat