

ABM INDUSTRIES INC /DE/
Form 4
November 06, 2007

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HELMS LUKE S

2. Issuer Name and Ticker or Trading Symbol
ABM INDUSTRIES INC /DE/ [ABM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
160 PACIFIC AVENUE, SUITE 222

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2007

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

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	11/05/2007		A	14 A \$ 22.29	40,630 ⁽²⁾	D	

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

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

SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELMS LUKE S 160 PACIFIC AVENUE SUITE 222 SAN FRANCISCO, CA 94111		X		

Signatures

Luke S. Helms 11/06/2007
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Dividend equivalent rights (DERs) accrued on the restricted stock units granted on under the 2006 Equity Incentive Plan, which shall vest
- (1) in the same manner as the restricted stock units to which they relate. Each DER is the economic equivalent of one share of ABM common stock.
 - (2) Includes 2,630 RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. p align="left" valign="bottom"> * 33,700 * 17,150 * None *

William R. Rybak	1,725	* 1,916	* 2,184	* None	* None	*
Stephen B. Timbers	None	* 7,000	* 6,500	* 6,500	* None	*
David D. Tripple	2,400	* 3,000	* 3,500	* 3,400	* 4,000	*
Trustees and Officers as a group (13 persons)	21,764	* 113,526	* 322,061	* 225,381	2.8%	33,500 *

* Indicates less than 1%.

At March 31, 2009, no trustee or officer held preferred shares of any Fund.

At the record date, the following persons were known to own beneficially or of record more than 5% of the outstanding securities of each of the following Funds:

Fund	Class of Shares	Name and Address of Beneficial Owner	Number of Shares Owned	Percent of Class	
CHI	Common	First Clearing LLC One North Jefferson Street St. Louis, MO 63103	5,997,982	11.40%	
		Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	5,959,711	11.33%	
		Merrill Lynch Pierce Fenner & Smith 101 Hudson Street, 9th Floor Jersey City, NJ 07302	5,722,373	10.88%	
		National Financial Services LLC 200 Liberty Street New York, NY 10281	5,163,849	9.82%	
		UBS Financial Services Inc. 1200 Harbor Blvd. Weekawken, NJ 07086	3,807,394	7.24%	
		Charles Schwab & Co., Inc. 211 Main Street San Francisco, CA 94105	3,126,846	5.94%	
		Pershing LLC 1Pershing Plaza Jersey City, NJ 07399	2,641,011	5.02%	
	Preferred	Merrill Lynch Pierce Fenner & Smith 101 Hudson Street, 9th Floor Jersey City, NJ 07302	1,666	40.05%	
		Morgan Stanley Harborside Financial Center Plaza 3, 6th Floor Jersey City, NJ 07311	830	19.95%	
		State Street Bank and Trust Company 1776 Heritage Drive North Quincy, MA 02171	424	10.19%	
		UBS Financial Services Inc. 1200 Harbor Blvd. Weekawken, NJ 07086	391	9.40%	

Fund	Class of Shares	Name and Address of Beneficial Owner	Number of Shares Owned	Percent of Class
		Wells Fargo Investments LLC 625 Marquette Avenue South MAC N9311-12J Minneapolis, MN 55402	272	6.54%
CHY	Common	Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	16,252,150	23.46%
		First Clearing LLC One North Jefferson Street St. Louis, MO 63103	5,590,887	8.07%
		National Financial Services LLC 200 Liberty Street New York, NY 10281	4,483,254	6.47%
		Charles Schwab & Co., Inc. 211 Main Street San Francisco, CA 94105	5,316,043	7.67%
		RBC Capital Markets Corporation Attn: Proxy Dept. M10 510 Marquette Avenue South Minneapolis, MN 55402	4,307,131	6.22%
	Preferred	Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	1,198	37.44%
		RBC Capital Markets Corporation Attn: Proxy Dept. M10 510 Marquette Avenue South Minneapolis, MN 55402	828	25.88%
		U.S. Bank N.A. 1555 North Rivercenter Drive Suite 302 Milwaukee, WI 53212	426	13.31%
		Morgan Stanley Harborside Financial Center Plaza 3, 6th Floor Jersey City, NJ 07311	266	8.31%
CSQ	Common	Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	25,562,844	16.54%

Fund	Class of Shares	Name and Address of Beneficial Owner	Number of Shares Owned	Percent of Class
		UBS Financial Services Inc. 1200 Harbor Blvd. Weekawken, NJ 07086	22,636,506	14.65%
		Merrill Lynch Pierce Fenner & Smith 101 Hudson Street, 9th Floor Jersey City, NJ 07302	22,012,088	14.25%
		First Clearing LLC One North Jefferson Street St. Louis, MO 63103	19,156,579	12.40%
		National Financial Services LLC 200 Liberty Street New York, NY 10281	9,101,348	5.89%
		RBC Capital Markets Corporation Attn: Proxy Dept. M10 510 Marquette Avenue South Minneapolis, MN 55402	8,531,617	5.52%
	Preferred	Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	3,319	41.49%
		UBS Financial Services Inc. 1200 Harbor Blvd. Weekawken, NJ 07086	995	12.44%
		Morgan Stanley Harborside Financial Center Plaza 3, 6th Floor Jersey City, NJ 07311	931	11.64%
		Wells Fargo Investments LLC 625 Marquette Ave South MAC N9311-12J Minneapolis, MN 55402	615	7.69%
		E*Trade Securities LLC P.O. Box 1542 Merrifield, VA 22116-9449 Attn: Corporate Actions Department	402	5.03%
CGO	Common	Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	1,544,318	19.29%
		First Clearing LLC One North Jefferson Street St. Louis, MO 63103	798,333	9.97%

Fund	Class of Shares	Name and Address of Beneficial Owner	Number of Shares Owned	Percent of Class
		UBS Financial Services Inc. 1200 Harbor Blvd. Weekawken, NJ 07086	785,688	9.81%
		National Financial Services LLC 200 Liberty Street New York, NY 10281	666,143	8.32%
		Merrill Lynch Pierce Fenner & Smith 101 Hudson Street, 9th Floor Jersey City, NJ 07302	570,531	7.13%
		Bank of New York Mellon 525 William Penn Way Suite 0400 Pittsburgh, PA 15259	509,573	6.36%
CHW	Common	First Clearing LLC One North Jefferson Street St. Louis, MO 63103	18,054,771	30.60%
		Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	15,441,580	26.17%
		RBC Capital Markets Corporation Attn: Proxy Dept. M10 510 Marquette Avenue South Minneapolis, MN 55402	3,027,827	5.13%
	Preferred	Wachovia Securities LLC 301 South College Street Charlotte, NC 28288	663	33.15%
		Citigroup Global Markets, Inc. 111 Wall Street New York, NY 10005	623	31.15%
		U.S. Bank N.A. 1555 North Rivercenter Drive Suite 302 Milwaukee, WI 53212	301	15.05%
		RBC Capital Markets Corporation Attn: Proxy Dept. M10 510 Marquette Avenue South Minneapolis, MN 55402	156	7.80%

To each Fund's knowledge, no change in control of such Fund has occurred since the beginning of its last fiscal year.

How Proxies Will Be Voted. All proxies solicited by the board of trustees that are properly executed and received prior to the meeting, and that are not revoked, will be voted at the meeting. Shares represented by those proxies will be voted as indicated on the proxy card, or in the discretion of the proxyholders on any other matter that may properly come before the meeting.

How to Vote. Complete, sign and date the enclosed proxy card and return it in the enclosed envelope.

Expenses. The expenses of preparing, printing and mailing the enclosed proxy cards, the accompanying notice and this proxy statement and all other costs, in connection with the solicitation of proxies will be borne by the Funds. The Funds may also reimburse banks, brokers and others for their reasonable expenses in forwarding proxy solicitation material to the beneficial owners of shares of the Funds. In order to obtain the necessary quorum at the meeting, additional solicitation may be made by mail, telephone, telegraph, facsimile or personal interview by representatives of the Funds, Calamos Advisors, the Funds' transfer agent, or by brokers or their representatives or by a solicitation firm that may be engaged by the Funds to assist in proxy solicitations. Any costs associated with such additional solicitation are not anticipated to be significant.

Householding. The Funds reduce the number of duplicate shareholder reports and proxy statements your household receives by sending only one copy of those documents to those addresses shared by two or more accounts. Call the Funds at 1-800-582-6959 or write to the Funds at the address on page one of this proxy statement to request individual copies of shareholder reports and proxy statements, or to request a single copy of shareholder reports and proxy statements if your household is receiving duplicate copies. We will begin sending your household single or multiple copies, as you request, as soon as practicable after receiving your request.

Revoking a Proxy. At any time before it has been voted, you may revoke your proxy by: (1) sending a letter saying that you are revoking your proxy to the Secretary of the Funds at the Funds' offices located at 2020 Calamos Court, Naperville, Illinois 60563-2787; (2) properly executing and sending a later-dated proxy; or (3) attending the meeting, requesting return of any previously delivered proxy, and voting in person.

Quorum, Voting at the Meeting, and Adjournment. For any matter that may properly come before the meeting of a Fund, one-third of the shares entitled to vote on the matter constitutes a quorum for that matter. For

purposes of determining the presence or absence of a quorum and for determining whether sufficient votes have been received for approval of any matter to be acted upon at the meeting, abstentions and broker nonvotes will be treated as shares that are present at the meeting but have not been voted.

If a quorum is not present in person or by proxy at the meeting, or if a quorum is present at the meeting but not enough votes to approve a proposal are received, the persons named as proxyholders may propose one or more adjournments of the meeting to permit further solicitation of proxies. Any proposal for adjournment of the meeting for a Fund will require the vote of a majority of the shares of the Fund represented at the meeting in person or by proxy.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 30(h) of the 1940 Act and Section 16(a) of the Securities Exchange Act of 1934 require the Funds' trustees and officers, investment adviser, affiliated persons of the investment adviser and persons who own more than 10% of a registered class of the Funds' equity securities to file forms reporting their affiliation with the Fund(s) and reports of ownership and changes in ownership of the Funds' shares with the Securities and Exchange Commission (the SEC) and the New York Stock Exchange. Those persons and entities are required by SEC regulation to furnish the Funds with copies of any Section 16(a) form they file. Based on a review of those forms furnished to the Funds, the Funds believe that their trustees and officers and investment adviser have complied with all applicable Section 16(a) filing requirements during the last fiscal year. To the knowledge of each Fund's management, no person owns beneficially more than 10% of a class of the Fund's equity securities.

AUDIT COMMITTEE REPORT

The audit committee of each Fund's board of trustees reviews that Fund's annual financial statements with both management and the independent auditors, and the committee meets periodically with the independent and internal auditors to consider their evaluation of the Fund's financial and internal controls.

Each audit committee, in discharging its duties, has met with and held discussions with management and the Fund's independent and internal auditors. The committees have reviewed and discussed the audited financial statements with management. Management has represented to the

independent auditors that each Fund's financial statements were prepared in accordance with generally accepted accounting principles.

The audit committees have also discussed with the independent auditors various matters as required by Statement on Auditing Standards No. 61 (Communications with Audit Committees). The independent auditors provided to the committees the written disclosure required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the representatives of the independent auditors confirmed to the committees their firm's independence.

Based on each audit committee's review and discussions with management and the independent auditors, the representations of management and the reports of the independent auditors to the committees, each committee recommended that the respective Fund include the audited financial statements in the Fund's annual report.

The members of the audit committee are: Joe F. Hanauer, Weston W. Marsh, John E. Neal, Chair, William R. Rybak, Stephen B. Timbers and David D. Tripple.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Each Fund's audit committee selected Deloitte & Touche LLP (D&T) as the independent registered public accounting firm to audit the books and records of that Fund for its fiscal year ending October 31, 2009. It is not currently expected that a representative of D&T will be present at the meeting.

AUDIT AND RELATED FEES

Audit Fees. D&T billed CHI, CHY, CSQ, CGO and CHW aggregate fees for professional services rendered with respect to the audits of the Funds' annual financial statements or services that are typically provided by the accountant in connection with statutory and regulatory filings or engagements for the past two fiscal years in the following amounts:

Fund	Fiscal Year Ended October 31, 2008	Fiscal Year Ended October 31, 2007
CHI	\$ 47,569	\$ 25,478
CHY	\$ 54,765	\$ 30,296
CSQ	\$ 85,585	\$ 62,738
CGO	\$ 32,665	\$ 11,222
CHW	\$ 28,916	\$ 83,266

Audit Related Fees. D&T billed CHI, CHY, CSQ, CGO and CHW aggregate fees for assurance and related services that are reasonably related to the performance of the audit of the Funds' financial statements and not reported above for the past two fiscal years in the following amounts:

Fund	Fiscal Year Ended October 31, 2008	Fiscal Year Ended October 31, 2007
CHI	\$ 34,968	\$ 23,231
CHY	\$ 41,439	\$ 27,576
CSQ	\$ 59,159	\$ 56,831
CGO	\$ 10,154	\$ 10,376
CHW	\$ 26,180	\$ 9,486

Tax Fees. D&T billed CHI, CHY, CSQ, CGO and CHW aggregate fees for professional services for tax compliance, tax advice, tax planning and tax return preparation services for the past two fiscal years in the following amounts:

Fund	Fiscal Year Ended October 31, 2008	Fiscal Year Ended October 31, 2007
CHI	\$ 4,408	\$ 4,151
CHY	\$ 5,558	\$ 4,936
CSQ	\$ 10,486	\$ 10,223
CGO	\$ 2,025	\$ 1,829
CHW	\$ 4,623	\$ 4,361

All Other Fees. During the past two fiscal years, D&T did not bill CHI, CHY, CSQ, CGO or CHW for products and services other than the services reported above.

Audit Committee Pre-Approval Policies and Procedures. The charter of the audit committee of each Fund provides that the committee shall pre-approve the engagement of the Fund's independent accountant to provide audit and non-audit services to the Fund and non-audit services to Calamos Advisors or any entity controlling, controlled by or under common control with Calamos Advisors that provides ongoing services to the Fund if the engagement relates directly to the operations or financial reporting of the Fund, including the fees and other compensation to be paid to the independent accountants, with certain exceptions. Under the charter, the committee may delegate pre-approval authority to a member of the committee, who must report any pre-approvals to the committee at its next meeting.

All services provided to each Fund described in under the paragraphs entitled Audit-Related Fees, Tax Fees and All Other Fees were pre-approved in accordance with the audit committee charter. There were no services

provided to Calamos Advisors or any entity controlling, controlled by or under common control with Calamos Advisors described in the paragraphs entitled Audit-Related Fees, Tax Fees and All Other Fees that were required to be pre-approved by the audit committees.

Aggregate Non-Audit Fees. D&T billed CHI, CHY, CSQ, CGO and CHW aggregate fees for non-audit services for the past two fiscal years in the following amounts:

Fund	Fiscal Year Ended October 31, 2008	Fiscal Year Ended October 31, 2007
CHI	\$ 4,408	\$ 4,151
CHY	\$ 5,558	\$ 4,936
CSQ	\$ 10,486	\$ 10,223
CGO	\$ 2,025	\$ 1,829
CHW	\$ 4,623	\$ 4,361

D&T billed Calamos Advisors or any entity controlling, controlled by or under common control with Calamos Advisors aggregate non-audit fees in the amounts of \$0 and \$25,000 for the fiscal years ended October 31, 2008 and October 31, 2007, respectively, for services rendered.

The Funds' audit committees approved all such non-audit services.

Each Fund's audit committee has considered whether D&T's provision of services (other than audit services to each Fund) to Calamos Advisors and affiliates of Calamos Advisors that provide services to the Fund is compatible with maintaining D&T's independence in performing audit services.

ADMINISTRATORS

Each Fund has entered into an administration agreement with State Street Bank and Trust Company, whose principal business address is One Lincoln Street, Boston, Massachusetts 02111.

SHAREHOLDER COMMUNICATIONS

Shareholders are able to send communications to the Fund's governance committee by mail addressed to the Secretary of the Fund at its principal office at 2020 Calamos Court, Naperville, Illinois 60563-2787. The Secretary will forward any communication received for the governance committee directly to the committee. The Funds do not have a policy with regard to trustee attendance at annual meetings. All of the trustees of each Fund attended the 2008 annual meeting.

SHAREHOLDER PROPOSALS

A shareholder proposal for consideration at the 2010 annual meeting of a Fund should be submitted in writing pursuant to Rule 14a-8 of the Securities Exchange Act of 1934 to the Secretary of the Fund at 2020 Calamos Court, Naperville, Illinois 60563-2787. Such proposal must be received by the Secretary of the Fund not later than January 15, 2010. A shareholder wishing to provide notice in the manner prescribed by Rule 14a-4(c)(1) of a proposal submitted outside of the process of Rule 14a-8 must submit such written notice to the Fund not later than April 4, 2010. Any proposal shall be included in a written notice that includes the shareholder's name and address, the number of shares of the Fund(s) that the shareholder owns of record or beneficially, the dates on which those shares were acquired, and documentary support for a claim of beneficial ownership if the shares are registered in a different name. Timely submission of a proposal does not mean the proposal will be included in the proxy material sent to shareholders.

By Order of the Board of Trustees of each Fund,

/s/ Stathy Darcy

Stathy Darcy
Secretary

May 15, 2009

Procedures for Shareholder Nomination of Trustee Candidate

A Fund shareholder who wishes to nominate a candidate to a Fund's board of trustees must submit any such recommendation in writing via regular mail to the attention of the Fund's Secretary, at the address of the Fund's principal executive offices. The shareholder recommendation must include:

the number and class of all Fund shares owned beneficially and of record by the nominating shareholder at the time the recommendation is submitted and the dates on which such shares were acquired, specifying the number of shares owned beneficially;

a full listing of the proposed candidate's education, experience (including knowledge of the investment company industry, experience as a director or senior officer of public or private companies, and directorships on other boards of other registered investment companies), current employment, date of birth, business and residence address, and the names and addresses of at least three professional references;

information as to whether the candidate is, has been or may be an interested person (as such term is defined in the 1940 Act) of the Funds, Calamos Advisors or any of its affiliates, and, if believed not to be or have been an interested person, information regarding the candidate that will be sufficient for the committee to make such determination;

the written and signed consent of the candidate to be named as a nominee and to serve as a trustee of the Funds, if elected;

a description of all arrangements or understandings between the nominating shareholder, the candidate and/or any other person or persons (including their names) pursuant to which the shareholder recommendation is being made, and if none, so specify;

the class or series and number of all shares of the Funds owned of record or beneficially by the candidate, as reported by the candidate; and

such other information that would be helpful to the governance committees in evaluating the candidate.

The governance committees may require the nominating shareholder to furnish other information they may reasonably require or deem necessary

to verify any information furnished pursuant to the procedures delineated above or to determine the qualifications and eligibility of the candidate proposed by the nominating shareholder to serve as a trustee. If the nominating shareholder fails to provide such additional information in writing within seven days of receipt of written request from the governance committees, the recommendation of such candidate as a nominee will be deemed not properly submitted for consideration, and the governance committees are not required to consider such candidate.

Unless otherwise specified by the governance committees' chairman or by legal counsel to the non-interested trustees, the Funds' Secretary will promptly forward all shareholder recommendations to the governance committees' chairman and the legal counsel to the non-interested trustees, indicating whether the shareholder recommendation has been properly submitted pursuant to the procedures adopted by the governance committees for the consideration of trustee candidates nominated by shareholders.

Recommendations for candidates as trustees will be evaluated, among other things, in light of whether the number of trustees is expected to change and whether the trustees expect any vacancies. During periods when the governance committees are not actively recruiting new trustees, shareholder recommendations will be kept on file until active recruitment is under way. After consideration of a shareholder recommendation, the governance committees may dispose of the shareholder recommendation.

PROXY

**CALAMOS GLOBAL TOTAL RETURN FUND
PROXY FOR COMMON SHARES**

VOTE TODAY

**SOLICITED BY THE BOARD OF TRUSTEES FOR
THE ANNUAL MEETING OF SHAREHOLDERS JUNE 17, 2009**

The undersigned appoints John P. Calamos, Sr., Nimish S. Bhatt and Stathy Darcy, each with power of substitution, to vote all common shares that the undersigned is entitled to vote at the annual meeting of shareholders of CALAMOS GLOBAL TOTAL RETURN FUND to be held on June 17, 2009 and at any adjournment thereof, as set forth on the reverse side of this card, and in their discretion upon any other business that may properly come before the meeting. YOUR VOTE IS IMPORTANT. PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED POSTMARKED ENVELOPE.

(Continued and to be signed on the reverse side)

CHANGE OF ADDRESS

CALAMOS

P.O. BOX 11028

NEW YORK, N.Y. 10203-0028

V DETACH PROXY CARD HERE V

PLEASE VOTE, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

Votes must be indicated [X] in Black or Blue ink.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN AND ABSENT DIRECTION WILL BE VOTED FOR ALL THE NOMINEES. THE BOARD OF TRUSTEES RECOMMENDS THAT YOU VOTE FOR ALL THE NOMINEES BELOW.

Election of trustees:

FOR ALL	WITHHOLD ALL	FOR ALL EXCEPT	CHECK HERE IF YOU PLAN TO ATTEND THE MEETING	[]
[]	[]	[]	To change your address, please mark this box.	[]
			To include any comments, please mark this box.	[]

Nominees: (1) Joe F. Hanauer, (2) John E. Neal and (3) David D. Tripple. (INSTRUCTIONS: To withhold authority to vote for any nominee, mark the For All Except box and write that nominee's name in the space provided below.)

Please sign exactly as your name appears. If acting as attorney, executor, trustee or in a representative capacity, sign name and indicate title.

Date here Share Owner sign here Co-Owner sign here