

FORT DEARBORN INCOME SECURITIES INC
Form DEF 14A
November 19, 2004

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

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

Fort Dearborn Income Securities, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

FORT DEARBORN INCOME SECURITIES, INC.

**NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS**

December 14, 2004

TO THE SHAREHOLDERS:

The annual meeting of shareholders of Fort Dearborn Income Securities, Inc. (the Fund) will be held on December 14, 2004 at 3:00 p.m., Central time, at One North Wacker Drive, 36th Floor, Chicago, Illinois 60606 for the following purposes:

- (1) To elect four (4) directors to serve until the annual meeting of shareholders in 2005, or until their successors are elected and qualified or until they resign or are otherwise removed; and
- (2) To transact such other business as may properly come before the meeting or any adjournment thereof.

You are entitled to vote at the meeting and any adjournments thereof if you owned Fund shares at the close of business on October 25, 2004. If you attend the meeting, you may vote your shares in person. **If you do not expect to attend the meeting, please complete, date, sign and return the enclosed proxy card in the enclosed postage paid envelope.**

By order of the board of directors,

MARK F. KEMPER

Secretary

November 19, 2004

One North Wacker Drive

Chicago, Illinois 60606

YOUR VOTE IS IMPORTANT

NO MATTER HOW MANY SHARES YOU OWN

Please indicate your voting instructions on the enclosed proxy card, date and sign it, and return it in the postage paid envelope provided. If you sign, date and return the proxy card but give no voting instructions, your shares will be voted FOR the nominees for director named in the attached proxy statement and, in the proxies discretion, either FOR or AGAINST any other business that may properly arise at the annual meeting. In order to avoid the additional expense to the fund of further solicitation, we ask your cooperation in mailing your proxy card promptly.

INSTRUCTIONS FOR SIGNING PROXY CARDS

The following general guidelines for signing proxy cards may be of assistance to you and avoid the time and expense to the Fund 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 the 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:

<u>Registration</u>	<u>Valid Signature</u>
Corporate Accounts	
(1) ABC Corp.	ABC Corp. John Doe, Treasurer
(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
Partnership Accounts	
(1) The XYZ Partnership	Jane B. Smith, Partner
(2) Smith and Jones, Limited Partnership	Jane B. Smith, General Partner
Trust Accounts	
(1) ABC Trust Account	Jane B. Doe, Trustee
(2) Jane B. Doe, Trustee u/t/d 12/18/78	Jane B. Doe
Custodial or Estate Accounts	
(1) John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA/UTMA	John B. Smith
(2) Estate of John B. Smith	John B. Smith, Jr., Executor

FORT DEARBORN INCOME SECURITIES, INC.

One North Wacker Drive

Chicago, Illinois 60606

PROXY STATEMENT

Annual Meeting of Shareholders to be Held on December 14, 2004

This proxy statement is furnished to the shareholders of Fort Dearborn Income Securities, Inc. (the Fund) in connection with the board of directors' solicitation of proxies to be used at the annual meeting of shareholders of the Fund to be held on December 14, 2004, at 3:00 p.m., Central time, at One North Wacker Drive, 36th Floor, Chicago, Illinois 60606, or any adjournment or adjournments thereof. This proxy statement and the related proxy card will first be mailed to shareholders on or about November 23, 2004.

A majority of the shares outstanding and entitled to vote on October 25, 2004, represented in person or by proxy, must be present for the transaction of business at the meeting. In the event that a quorum is not present at the annual meeting, or if a quorum is present at the annual meeting but sufficient votes to approve any of the proposals are not received, shareholders present in person or the persons named as proxies may propose one or more adjournments of the annual meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of a majority of those shares represented at the annual meeting in person or by proxy. The persons named as proxies will vote those proxies which they are entitled to vote FOR any such proposal in favor of such an adjournment and will vote those proxies marked WITHHOLD on any such proposal against such adjournment. A shareholder vote may be taken on one or more of the proposals in this proxy statement prior to any such adjournment if sufficient votes have been received and it is otherwise appropriate.

Broker non-votes are shares held in street name for which the broker indicates that instructions have not been received from the beneficial owners or other persons entitled to vote and for which the broker does not have discretionary voting authority. Abstentions and broker non-votes will be counted as shares present for purposes of determining whether a quorum is present but will not be voted for or against any adjournment or proposal. Accordingly, abstentions and broker non-votes effectively will be a vote against adjournment but will have no effect on Proposal 1, for which the required vote is a plurality of the votes cast on the matter.

The individuals named as proxies on the enclosed proxy card will vote in accordance with your direction as indicated thereon if your proxy card is received properly executed by you or by your duly appointed agent or attorney-in-fact. If you give no voting instructions, your shares will be voted FOR the four nominees for director named herein and, in the proxies' discretion, either FOR or AGAINST any other business that may properly arise at the annual meeting. You may revoke any proxy card by giving another proxy or by submitting a written notice of revocation to the Fund's Secretary at UBS Global Asset Management (Americas) Inc., One North Wacker Drive, Chicago, Illinois 60606. To be effective, your revocation must be received by the Fund prior to the meeting and must indicate your name and account number. In addition, if you attend the annual meeting in person you may, if you wish, vote by ballot at the meeting, thereby cancelling any proxy previously given.

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As of the record date, October 25, 2004, the Fund had 8,775,665 shares of common stock outstanding. The solicitation of proxies, the cost of which will be borne by the Fund, will be made

primarily by mail but also may include telephone and oral communications by regular employees of UBS Global Asset Management (Americas) Inc. (UBS Global AM), who will not receive any compensation therefor from the Fund. Each full share of the Fund outstanding is entitled to one vote, and each fractional share of the Fund outstanding is entitled to a proportionate share of one vote.

UBS Global AM serves as the Fund's investment advisor. UBS Global AM is an indirect wholly owned asset management subsidiary of UBS AG. UBS AG is an internationally diversified organization with headquarters in Zurich, Switzerland. UBS AG operates in many areas of the financial services industry. The principal business offices of UBS Global AM are located at One North Wacker Drive, Chicago, Illinois 60606. The principal business address of UBS AG is Bahnhofstrasse 45, Zurich, Switzerland.

The Fund's annual report containing financial statements for the fiscal year ended September 30, 2004, is being mailed to shareholders concurrently with this proxy statement.

PROPOSAL 1. ELECTION OF DIRECTORS

Proposal 1 relates to the election of directors of the Fund. Management proposes the election of the four nominees named in the table below. Each nominee has indicated his or her willingness to serve if elected. If elected, each nominee will hold office until the next annual meeting of shareholders or until his or her successor is elected and qualified, or until he or she resigns or is otherwise removed. Each of the nominees was last elected director at the Fund's December 2003 Annual Meeting of Shareholders. Unless you give contrary instructions on the enclosed proxy card, your shares will be voted FOR the election of all four nominees. If any of the nominees should withdraw or otherwise become unavailable for election, your shares will be voted FOR such other nominee or nominees as management may recommend.

Directors, including those who are not interested persons of the Fund as that term is defined by the Investment Company Act of 1940, as amended (1940 Act) (Independent Directors), shall be elected by the affirmative vote of the holders of a plurality of the shares of the Fund cast in person or by proxy and entitled to vote thereon, provided a quorum is present. Proxies cannot be voted for a greater number of persons than the number of nominees named. None of the executive officers beneficially owned any shares of the Fund's common stock on October 25, 2004.

Listed in the table below, for each nominee, is a brief description of the nominee's experience as a director of the Fund and as a director or trustee of other funds, as well as other recent professional experience.

<u>Name, Address and Age</u>	<u>Position(s) Held with Fund</u>	<u>Length of Time Served</u>	<u>Principal Occupation(s) During Past 5 Years</u>	<u>Number of Portfolios in Fund Complex Overseen by Nominee</u>	<u>Other Directorships Held by Nominee</u>	<u>Shares Beneficially Owned Directly or Indirectly at October 25, 2004</u>
Independent Directors: Adela Cepeda; 46 A.C. Advisory, Inc. 161 No. Clark Street, Suite 4975	Director	Since 2000	Ms. Cepeda is founder and president of A.C. Advisory, Inc. (since 1995).	Ms. Cepeda is a director or trustee of four investment companies (consisting of 42 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.	Ms. Cepeda is a director of Lincoln National Income Fund, Inc. and Lincoln National Convertible Securities Fund. She is also a director of Amalgamated Bank of Chicago (2003).	1,000

Chicago, IL 60601

Name, Address and Age	Position(s) Held with Fund	Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Nominee	Other Directorships Held by Nominee	Shares Beneficially Owned Directly or Indirectly at October 25, 2004
Frank K. Reilly; 68 Mendoza College of Business University of Notre Dame Notre Dame, IN 46556-5649	Chairman and Director	Since 1993	Mr. Reilly is a Professor at the University of Notre Dame since 1982.	Mr. Reilly is a director or trustee of four investment companies (consisting of 42 portfolios), for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.	Mr. Reilly is a Director of Discover Bank; Morgan Stanley Trust and FSB.	6,506
Edward M. Roob; 70 841 Woodbine Lane Northbrook, IL 60002	Director	Since 1993	Mr. Roob is retired (since 1993). Mr. Roob was a Committee Member of the Chicago Stock Exchange from 1993-1999.	Mr. Roob is a director or trustee of four investment companies (consisting of 42 portfolios), for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.	Mr. Roob is a Trustee of the AHA Investment Funds (4 portfolios).	9,000
J. Mikesell Thomas; 53 Federal Home Loan Bank of Chicago 111 East Wacker Drive Chicago, Illinois 60601	Director	Since 2002	Mr. Thomas is President and CEO of Federal Home Loan Bank of Chicago (since 2004). Mr. Thomas was an independent financial advisor (2001-2004). He was a managing director of Lazard Freres & Co. (1995 to 2001).	Mr. Thomas is a director or trustee of four investment companies (consisting of 42 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.	Mr. Thomas is a director and chairman of the Finance Committee for Evanston Northwestern Healthcare. He is also a vice president of the Board of Trustees for Mid-Day Club.	None

Information About Nominee Ownership of Fund Shares

Nominee	Dollar Range of Equity Securities in Fund	Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Nominee for Which UBS Global AM or an Affiliate Serves as Investment Advisor, Sub-Advisor or Manager
Independent Directors:		
Adela Cepeda	\$10,001 - \$50,000	\$10,001 - \$50,000
Frank K. Reilly	\$50,001 - \$100,000	Over \$100,000
Edward M. Roob	Over \$100,000	Over \$100,000
J. Mikesell Thomas	None	None

Information regarding ownership of shares of the Fund is as of October 25, 2004; information regarding ownership of shares in all registered investment companies overseen by nominee for which UBS Global AM or an affiliate serves as investment advisor, sub-advisor or manager is as of December 31, 2003.

As of December 31, 2003, the Independent Directors and their immediate family members did not own any securities issued by UBS Global AM or any company controlling, controlled by or under common control with UBS Global AM.

The board of directors of the Fund met eight times during the fiscal year ended September 30, 2004. Each director attended 75% or more of the board meetings during the last fiscal year.

The Fund's directors are not required to attend the Fund's annual meetings. Five directors attended the annual meeting of shareholders in 2003.

The board has established an Audit Committee that acts pursuant to a written charter (Audit Committee Charter) and is responsible for, among other things: (i) overseeing the scope of the Fund's audit; (ii) overseeing the Fund's accounting and financial reporting policies, practices and internal controls; and (iii) approving, and recommending to the board for ratification of, the selection of the Fund's independent auditors. A copy of the Audit Committee Charter is attached as Exhibit A. In fulfilling its duties, the Audit Committee has: (a) reviewed and discussed the Fund's audited financial statements with management; (b) discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61; (c) received certain written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1 and discussed the independent auditors' independence with them; and (d) based upon its review of the above, recommended to the board that the Fund's audited financial statements be included in the Fund's annual report to shareholders for the fiscal year ended September 30, 2004. The Audit Committee currently consists of Ms. Cepeda and Messrs. Reilly, Roob and Thomas, none of whom have any relationship to the Fund that may interfere with the exercise of their independence from management or the Fund and each of whom is independent as defined under listing standards of the New York Stock Exchange (NYSE) applicable to closed-end funds. Each member of the Fund's Audit Committee is also a member of a similar committee established by the boards of certain other investment companies for which UBS Global AM or an affiliate serves as investment advisor, sub-advisor or manager. The Audit Committee met three times during the fiscal year ended September 30, 2004, and each member attended 75% or more of those meetings.

The board has also established a Nominating, Compensation and Governance Committee that acts pursuant to a written charter (Nominating, Compensation and Governance Committee Charter). The Nominating, Compensation and Governance Committee is responsible for, among other things, selecting, evaluating and recommending to the board candidates to be nominated as additional Independent Directors of the board, periodically reviewing the composition of the board, periodically reviewing board governance procedures and recommending any appropriate changes thereto and periodically reviewing the compensation structure for independent directors. A copy of the Nominating, Compensation and Governance Committee Charter is attached as Exhibit B. The Nominating, Compensation and Governance Committee currently consists of Ms. Cepeda and Messrs. Reilly, Roob and Thomas, none of whom is an interested person for purposes of the 1940 Act, and all of whom are independent as defined under listing standards of the NYSE applicable to closed-end funds. The Nominating, Compensation and Governance Committee met twice during the fiscal year ended September 30, 2004.

In nominating candidates, the Nominating, Compensation and Governance Committee believes that no specific qualifications or disqualifications are controlling or paramount, or that specific qualities or skills are necessary for each candidate to possess. In identifying and evaluating nominees for director, the Nominating, Compensation and Governance Committee takes into consideration such factors as it deems

appropriate. These factors may include: (i) whether or not the person is an interested person as defined in the 1940 Act, meets the applicable independence and experience requirements of the NYSE and is otherwise qualified under applicable laws and regulations to serve as a member of the board; (ii) whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment advisor of the Fund, other Fund service providers or their affiliates; (iii) whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a board member; (iv) the person's judgment, skill, diversity and experience with investment companies and other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight; (v) the interplay of the candidate's experience with the experience of other board members; and (vi) the extent to which the candidate would be a desirable addition to the board and any committees thereof.

While the Nominating, Compensation and Governance Committee is solely responsible for the selection and recommendation to the board of board candidates, the Nominating, Compensation and Governance Committee will consider nominees recommended by Qualifying Fund Shareholders if a vacancy occurs among those board members who are independent board members. A Qualifying Fund Shareholder is a shareholder that: (i) owns of record, or beneficially through a financial intermediary, $\frac{1}{2}$ of 1% or more of the Fund's outstanding shares and (ii) has been a shareholder of at least $\frac{1}{2}$ of 1% of the Fund's total outstanding shares for 12 months or more prior to submitting the recommendation to the Nominating, Compensation and Governance Committee. In order to recommend a nominee, a Qualifying Fund Shareholder should send a letter to the chairperson of the Nominating, Compensation and Governance Committee, care of the Secretary of the Fund at UBS Global AM, One North Wacker Drive, Chicago, Illinois 60606. The Qualifying Fund Shareholder's letter should include: (i) the name and address of the Qualifying Fund Shareholder making the recommendation; (ii) the number of shares of the Fund which are owned of record and beneficially by such Qualifying Fund Shareholder and the length of time that such shares have been so owned by the Qualifying Fund Shareholder; (iii) a description of all arrangements and understandings between such Qualifying Fund Shareholder and any other person or persons (naming such person or persons) pursuant to which the recommendation is being made; (iv) the name and address of the nominee; and (v) the nominee's resume or curriculum vitae. The Qualifying Fund Shareholder's letter must be accompanied by a written consent of the individual to stand for election if nominated for the Board and to serve if elected by shareholders. The Nominating, Compensation and Governance Committee may also seek such additional information about the nominee as it considers appropriate, including information relating to such nominee that is required to be disclosed in solicitations or proxies for the election of board members.

Shareholders may send other communications to the board by sending a letter to the chairperson of the Board of Directors, Mr. Frank K. Reilly, care of the Secretary of the Fund at UBS Global AM, One North Wacker Drive, Chicago, Illinois 60606. The chairperson of the Board of Directors will relay shareholder communications to the other board members.

Each director who has attained the age of seventy-two (72) years will be subject to retirement on the last day of the month in which he or she attains such age.

Prior to July 1, 2004, each Independent Director received from the Fund an annual retainer of \$9,000 and a \$750 fee for each regular board meeting actually attended.

As of July 1, 2004, each Independent Director receives, in the aggregate from the UBS Global AM funds, an annual retainer of \$30,000 for serving as a board member, a \$2,000 retainer for serving as an

Audit Committee member, and a \$2,000 retainer for serving as a Nominating Committee member. The foregoing fees will be allocated among all such funds as follows: (i) one-half of the expense will be allocated *pro rata* based on the funds' relative net assets at the end of the calendar quarter preceding the date of payment and (ii) one-half of the expense will be allocated equally according to the number of such funds (i.e., expenses divided by number of funds). Each Independent Director will receive \$300 from the Fund for each regular board meeting (and each in-person special meeting) actually attended. No officer, director or employee of UBS Global AM or any of its affiliates presently receives any compensation from the Fund for acting as a board member or officer. Board members are reimbursed for expenses incurred in attending meetings.

Compensation Table

Name of Person, Position	Aggregate Compensation From the Fund*	Total Compensation From the Fund and the Fund Complex**
Adela Cepeda, Director	\$9,670	\$45,050
Frank K. Reilly, Director	\$9,660	\$67,500
Edward M. Roob, Director	\$9,660	\$67,500
J. Mikesell Thomas, Director	\$9,795	\$45,550

Only Independent Directors are compensated by the funds for which UBS Global AM or an affiliate serves as investment advisor, sub-advisor or manager.

* Represents fees paid to each director during the fiscal year ended September 30, 2004.

** Represents fees paid during the fiscal year ended September 30, 2004 to each board member by four investment companies for which UBS Global AM or one of its affiliates served as investment advisor, sub-advisor or manager. No fund within the UBS fund complex has a bonus, pension, profit sharing or retirement plan.

INFORMATION CONCERNING INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Fund's financial statements for the fiscal year ended September 30, 2004, were audited by Ernst & Young LLP (Ernst & Young), independent registered public accounting firm. In addition, Ernst & Young prepares the Fund's federal and state annual income tax returns and provides certain non-audit services. The Audit Committee has considered whether the provision of those non-audit services is compatible with maintaining Ernst & Young's independence. The board of directors of the Fund has selected Ernst & Young as the independent registered public accounting firm for the Fund for the fiscal year ending September 30, 2005. Ernst & Young has been the Fund's independent registered public accounting firm since the fiscal year ended September 30, 2001. Ernst & Young has informed the Fund that it has no material direct or indirect financial interest in the Fund.

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

Audit Fees:

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For the fiscal years ended September 30, 2004 and September 30, 2003, the aggregate Ernst & Young audit fees for professional services rendered to the Fund were approximately \$28,000 and \$28,000, respectively.

Fees included in the audit fees category are those associated with the annual audits of financial statements and services that are normally provided in connection with statutory and regulatory filings.

Audit-Related Fees:

In each of the fiscal years ended September 30, 2004 and September 30, 2003, there were no audit-related fees billed by Ernst & Young for services rendered to the Fund that are reasonably related to the performance of the audits of the financial statements, but not reported as audit fees which would include amounts related to non-audit services prior to May 6, 2003 that would have been subject to pre-approval if the SEC rules relating to pre-approval of non-audit services had been in effect at that time.

There were no audit-related fees required to be approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X during the fiscal years indicated above.

Tax Fees:

In each of the fiscal years ended September 30, 2004 and September 30, 2003, the aggregate tax fees billed by Ernst & Young for professional services rendered to the Fund were approximately \$4,400 and \$5,000, respectively, which includes amounts related to tax services prior to May 6, 2003 that would have been subject to pre-approval if the SEC rules relating to the pre-approval of non-audit services had been in effect at that time.

Fees included in the tax fees category comprise all services performed by professional staff in the independent accountant's tax division except those services related to the audits. This category comprises fees for tax return preparation and review of excise tax calculations.

There were no tax fees required to be approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X during the fiscal years indicated above.

All Other Fees:

In each of the fiscal years ended September 30, 2004 and September 30, 2003, there were no fees billed by Ernst & Young for products and services, other than the services reported above, rendered to the Fund.

Fees included in the all other fees category would consist of services related to internal control reviews, strategy and other consulting, financial information systems design and implementation, consulting on other information systems, and other tax services unrelated to the Fund.

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There were no all other fees required to be approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X during the fiscal years indicated above.

The Audit Committee Charter contains the Audit Committee's pre-approval policies and procedures. Reproduced below is an excerpt from the Audit Committee Charter regarding pre-approval policies and procedures:

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

- (a) To pre-approve the engagement of, and to recommend to the Board the engagement, retention or termination of, the independent auditors to provide audit, review or attest services to the Fund, and, in connection therewith, to review and evaluate the capabilities and independence of the

auditors, and receive the auditors' specific representations as to their independence. In evaluating the auditor's qualifications, performance and independence, the Committee must, among other things, obtain and review a report by the auditors, at least annually, describing the following items: (i) all relationships between the independent auditors and the Fund, as well as with the Fund's investment adviser or any control affiliate of the investment adviser that provides ongoing services to the Fund; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) the audit firm's internal quality control procedures.

- (b) To pre-approve all non-audit services to be provided to the Fund by the independent auditors when, without such pre-approval, the auditors would not be independent of the Fund under applicable federal securities laws, rules or auditing standards.
- (c) To pre-approve all non-audit services to be provided by the Fund's independent auditors to the Fund's investment adviser or to any entity that controls, is controlled by or is under common control with the Fund's investment adviser (adviser affiliate) and that provides ongoing services to the Fund, when, without such pre-approval by the Committee, the auditors would not be independent of the Fund under applicable federal securities laws, rules or auditing standards.
- (d) To establish, if deemed necessary or appropriate as an alternative to Committee pre-approval of services to be provided by the independent auditors as required by paragraphs (b) and (c) above, policies and procedures to permit such services to be pre-approved by other means, such as by action of a designated member or members of the Committee, subject to subsequent Committee review or oversight.
- (e) To consider whether the non-audit services provided by the Fund's independent auditor to the Fund's investment adviser or any adviser affiliate that provides on-going services to the Fund, which services were not pre-approved by the Committee, are compatible with maintaining the auditors' independence.

Aggregate Non-Audit Fees

For the fiscal years ended September 30, 2004 and September 30, 2003, the aggregate non-audit fees billed by Ernst & Young of \$160,400 and \$39,000, respectively, included non-audit services rendered on behalf of the Fund of \$4,400 and \$5,000, respectively, and non-audit services rendered on behalf of the Fund's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser) and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the Fund of \$156,000 and \$34,000, respectively.

The Audit Committee was not required to consider whether the provision of non-audit services that were rendered to the Fund's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the Fund that were not pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X is compatible with maintaining Ernst & Young's independence.

EXECUTIVE OFFICERS

Officers of the Fund are appointed by the directors and serve at the pleasure of the board. None of the Fund's officers currently receives any compensation from the Fund. The executive officers of the Fund are:

<u>Name, Address, And Age</u>	<u>Position(s) Held with the Fund</u>	<u>Length of Time Served</u>	<u>Principal Occupation(s) During Past 5 Years; Number of Portfolios in Fund Complex for which Person Serves as Officer</u>
W. Douglas Beck*; 37	Vice President	Since 2004	Mr. Beck is an executive director and head of mutual fund product management of UBS Global AM (since 2002). From March 1998 to November 2002, he held various positions at Merrill Lynch, the most recent being first vice president and co-manager of the managed solutions group. Mr. Beck is vice president of 20 investment companies (consisting of 75 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.
Rose Ann Bubloski*; 36	Vice President and Assistant Treasurer	Since 2004	Ms. Bubloski is an associate director and a senior manager of the mutual fund finance department of UBS Global Asset Management (US) Inc. (UBS Global AM (US)) Ms. Bubloski is vice president and assistant treasurer of four investment companies (consisting of 42 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.
James Capezzuto*; 40	Vice President and Assistant Secretary	Since 2004	Mr. Capezzuto is director and associate general counsel at UBS Global AM (US) (since 2004). Prior to joining UBS Global AM (US), he was senior vice president, senior compliance manager at Bank of America (from 2003-2004). Prior to that he was general counsel at Steinberg Priest & Sloane and prior to that he was director and senior counsel at Deutsche Asset Management (1996-2002). Mr. Capezzuto is a vice president and assistant secretary of 20 investment companies (consisting of 75 portfolios) for which UBS Global AM (Americas) or one of its affiliates serves as investment advisor, sub-advisor or manager.

<u>Name, Address, And Age</u>	<u>Position(s) Held with the Fund</u>	<u>Length of Time Served</u>	<u>Principal Occupation(s) During Past 5 Years;</u>
Thomas Disbrow*; 38	Vice President and Assistant Treasurer	Since 2004	Mr. Disbrow is a director and a co-head of the mutual fund finance department of UBS Global AM (US). Prior to November 1999, he was a vice president of Zweig/Glaser Advisers. Mr. Disbrow is vice president and treasurer of 16 investment companies (consisting of 33 portfolios) and vice president and assistant treasurer of four investment companies (consisting of 42 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.
Craig G. Ellinger**; 34	Vice President	Since 2001	Mr. Ellinger is a portfolio manager in the Fixed Income Group at UBS Global AM (since 2000) He previously served in a similar position at PPM America, Inc. (1997 to 2000). Mr. Ellinger is vice president of one investment company (consisting of one portfolio) for which UBS Global AM serves as investment advisor.
Mark F. Kemper**; 46	Vice President and Secretary	Since 2004	Mr. Kemper is general counsel of UBS Global Asset Management Americas region (since July 2004). Mr. Kemper is also an executive director of UBS Global AM and was its deputy general counsel from July 2001 to July 2004. He has been secretary of UBS Global AM since 1999 and assistant secretary of UBS Global Asset Management Trust Company since 1993. Mr. Kemper is secretary of UBS Global AM (since 2004). Mr. Kemper is vice president and secretary of 20 investment companies (consisting of 75 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.
Joseph T. Malone*; 37	Vice President, Treasurer and Principal Accounting Officer	Since 2004	Mr. Malone is a director and a co-head of the mutual fund finance department of UBS Global AM (US). From August 2000 through June 2001, he was controller at AEA Investors Inc. From March 1998 to August 2000, Mr. Malone was a manager within the investment management services practice of PricewaterhouseCoopers LLC.

Name, Address, And Age	Position(s) Held with the Fund	Length of Time Served	Principal Occupation(s) During Past 5 Years;
Joseph McGill*; 42	Vice President and Chief Compliance Officer	Since 2004	<p>Mr. Malone is vice president and assistant treasurer of 16 investment companies (consisting of 33 portfolios) and vice president, treasurer and principal accounting officer of four investment companies (consisting of 42 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.</p> <p>Mr. McGill is executive director and chief compliance officer at UBS Global AM (since 2003). Prior to joining UBS Global AM, he was Assistant General Counsel at J.P. Morgan Investment Management (from 1999-2003). Mr. McGill is a vice president and chief compliance officers for 20 investment companies (consisting of 75 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.</p>
Joseph Varnas*; 37	President	Since 2003	<p>Mr. Varnas is a managing director (since March 2003), global head of information technology and operations (since March 2004) and head of product management Americas (since November 2002) of UBS Global AM. He was head of technology of UBS Global AM from November 2002 to March 2004. From 2000 to 2001, he was manager of product development in Investment Consulting Services at UBS Financial Services Inc. Mr. Varnas was a senior analyst in the Global Securities Research and Economics Group at Merrill Lynch from 1995 to 1999. Mr. Varnas is president of 20 investment companies (consisting of 75 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.</p>

Name, Address, And Age	Position(s) Held with the Fund	Length of Time Served	Principal Occupation(s) During Past 5 Years;
Keith Weller*; 43	Vice President and Assistant Secretary	Since 2004	Mr. Weller is a director and associate general counsel of UBS Global AM (US). Mr. Weller is a vice president and assistant secretary of 20 investment companies (consisting of 75 portfolios) for which UBS Global AM or one of its affiliates serves as investment advisor, sub-advisor or manager.

* This person's business address is 51 West 52nd Street, New York, NY 10019-6114.

** This person's business address is One North Wacker Drive, Chicago, IL 60606.

BENEFICIAL OWNERSHIP OF SHARES

As of October 25, 2004, Management did not know of any person who owned beneficially 5% or more of the common stock of the Fund.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Initial reports under Section 16(a) of the Securities Exchange Act of 1934 were not timely filed for Ms. Cepeda and for Messrs. Reilly, Thomas and Ellinger. These delayed reports did not involve any transactions in the Fund's common stock but rather related to Ms. Cepeda and Messrs. Reilly and Thomas' election as directors, and Mr. Ellinger's election as an officer of the Fund.

SHAREHOLDER PROPOSALS

Any shareholder who wishes to submit proposals to be considered at the Fund's 2005 annual meeting of shareholders should send such proposals to the Secretary of the Fund at UBS Global Asset Management (Americas) Inc., One North Wacker Drive, Chicago, Illinois 60606. In order to be considered at that meeting, shareholder proposals must be received by the Fund no later than July 15, 2005 and must satisfy other requirements of the federal securities laws.

OTHER BUSINESS

Management knows of no business to be presented at the meeting other than the matters set forth in this proxy statement, but should any other matter requiring a vote of shareholders arise, the proxies will vote thereon according to their best judgment in the interest of the Fund.

By order of the board of directors,

MARK F. KEMPER

Secretary

November 19, 2004

It is important that you execute and return your proxy promptly.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (the Charter) is adopted by the Board of Trustees or the Board of Directors, as applicable (the Board), of each of the Trusts or Corporations listed on Schedule A hereto (each a Fund).

1. The Audit Committee of the Board (the Committee) shall be composed entirely of trustees/directors of the Fund, who are not interested persons, as defined in Section 2(a)(19) of the Investment Company Act of 1940 (the 1940 Act), and shall consist of at least three members.
2. Each member of the Committee must be financially literate, as that qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable time after appointment to the Committee. At least one member of the Committee must have accounting or related financial management expertise as the Board interprets such qualification in its business judgment. The Board may presume that any member of the Committee that qualifies as an audit committee financial expert under paragraph 4(m) below has the requisite accounting or related financial management expertise.
3. The purposes of the Committee are:
 - (a) to select, oversee and set the compensation of the Fund s independent auditors;
 - (b) to oversee the accounting and financial reporting policies and practices of the Fund, and each of its series, its internal control over financial reporting and, as the Committee deems appropriate, the internal control over financial reporting of certain third-party service providers;
 - (c) to oversee or, as appropriate, assist Board oversight of, the quality and integrity of the Fund s financial statements and the independent audit(s) thereof;
 - (d) to oversee, or, as appropriate, assist Board oversight of the Fund s compliance with legal and regulatory requirements that relate to the Fund s accounting and financial reporting, internal control over financial reporting and independent audits;
 - (e) to approve, prior to appointment, the engagement of the Fund s independent auditors and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund s independent auditors;
 - (f) to act as a liaison between the Fund s independent auditors and the full Board;
 - (g) to prepare an audit committee report to be included in proxy statements relating to the election of trustees/directors, to the extent required by Item 306 of Regulation S-K for the Fund; and
 - (h) to assist in Board oversight of the Fund s internal audit function (if any).

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The function of the Committee is oversight; it is management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting, and the auditors' responsibility to plan and carry out a proper audit. The independent auditors for the Fund shall report directly to the Committee.

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4. To carry out its purposes, the Committee shall have the following duties and powers:
- (a) To pre-approve the engagement of, and to recommend to the Board the engagement, retention or termination of, the independent auditors to provide audit, review or attest services to the Fund, and, in connection therewith, to review and evaluate the capabilities and independence of the auditors, and receive the auditors' specific representations as to their independence. In evaluating the auditor's qualifications, performance and independence, the Committee must, among other things, obtain and review a report by the auditors, at least annually, describing the following items:
 - (i) all relationships between the independent auditors and the Fund, as well as with the Fund's investment adviser or any control affiliate of the investment adviser that provides ongoing services to the Fund;
 - (ii) any material issues raised by the most recent internal quality control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - (iii) the audit firm's internal quality control procedures.
 - (b) To pre-approve all non-audit services to be provided to the Fund by the independent auditors when, without such pre-approval, the auditors would not be independent of the Fund under applicable federal securities laws, rules or auditing standards.
 - (c) To pre-approve all non-audit services to be provided by the Fund's independent auditors to the Fund's investment adviser or to any entity that controls, is controlled by or is under common control with the Fund's investment adviser ("adviser affiliate") and that provides ongoing services to the Fund, when, without such pre-approval by the Committee, the auditors would not be independent of the Fund under applicable federal securities laws, rules or auditing standards.
 - (d) To establish, if deemed necessary or appropriate as an alternative to Committee pre-approval of services to be provided by the independent auditors as required by paragraphs (b) and (c) above, policies and procedures to permit such services to be pre-approved by other means, such as by action of a designated member or members of the Committee, subject to subsequent Committee review or oversight.
 - (e) To consider whether the non-audit services provided by the Fund's independent auditor to the Fund's investment adviser or any adviser affiliate that provides on-going services to the Fund, which services were not pre-approved by the Committee, are compatible with maintaining the auditors' independence.
 - (f) To meet with the Fund's independent auditors, including private meetings, as necessary: (i) to review the arrangements for and scope of the Fund's annual audit and any special audits; (ii) to discuss any matters of concern relating to the Fund's financial statements, including any adjustments to such statements recommended by the auditors, or other results of said audit(s); (iii) to receive and consider the auditors' comments with respect to the Fund's accounting and financial reporting policies, procedures and internal control over financial reporting and management's responses thereto; and (iv) to review the auditor's opinion on the Fund's financial statements.

- (g) To discuss with management and the independent auditors, the Fund's annual audited financial statements and other periodic financial statements, including the Fund's disclosures under Management's Discussion of Fund Performance and, in the case of an exchange-listed closed-end Fund only, to make a recommendation to the Board on including such annual audited financial statements in the Fund's annual report to shareholders.
- (h) To receive and consider reports from the Fund's independent auditors regarding: (i) all critical accounting policies and practices of the Fund to be used; (ii) all alternative accounting treatments for policies and practices related to material items that have been discussed with management, including the potential ramifications of use of those treatments and the treatment preferred by the auditors; (iii) any material written communications between the auditors and management; and (iv) all non-audit services provided to any entity in the Fund's investment company complex that were not pre-approved by the Committee or pursuant to pre-approval policies and procedures established by the Committee and associated fees.
- (i) To resolve disagreements between management and the independent auditors regarding financial reporting.
- (j) To consider any reports of difficulties that may have arisen in the course of the audit, including any limitations on the scope of the audit, and management's response thereto.
- (k) To consider the effect upon the Fund of any changes in accounting principles or practices proposed by management or the auditors.
- (l) To review and approve the fees proposed to be charged to the Fund by the auditors for audit and non-audit services.
- (m) To consult with the Board in connection with the Board's determination whether one or more members of the Committee qualify as an audit committee financial expert.
- (n) To receive reports from Fund management in connection with the required certifications on Form N-CSR under the 1940 Act of any significant deficiencies in the design or operation of the Fund's internal control over financial reporting or any material weaknesses therein and any reported evidence of fraud, whether or not material, that involves management or other employees of the Fund who have a significant role in the Fund's internal control over financial reporting, and to evaluate any corrective actions taken by Fund management.
- (o) To investigate improprieties or suspected improprieties in Fund operations in connection with the Fund's accounting or financial reporting brought to the attention of the Committee.
- (p) To discuss generally the Fund's dividend-related press releases, and other press releases containing financial information, and financial information provided to analysts and rating agencies (if any) (*e.g.*, the types of information to be disclosed and the type of presentation to be made).
- (q) To review in a general manner, but not as a Committee to assume responsibility for, the Fund's processes with respect to risk assessment and risk management.
- (r) To set policies relating to the hiring by entities within the Fund's investment company complex of employees or former employees of the independent auditors.

- (s) 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 Committee may deem necessary or appropriate.

- 5. The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Fund regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Fund, the Fund's investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the Fund of concerns regarding questionable accounting or auditing matters, and to address reports from attorneys or auditors of possible violations of federal or state law or fiduciary duties.

- 6. The Committee shall meet on a regular basis, and is empowered to hold special meetings as circumstances require. The Committee may meet in person or by telephone, and a majority of Committee members then in office shall constitute a meeting quorum. The Committee may act by a vote of a majority of those members present at a meeting and constituting a quorum, or by written consent of a majority of Committee members.

- 7. The Committee shall meet regularly, in separate executive sessions, with representatives of Fund management, with the Fund's internal auditors, or other personnel responsible for the Fund's internal audit function, if any, and with the independent auditors.

- 8. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including: (i) the appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of conducting audit, review or attest services and rendering their audit report; and (ii) the authority to retain special counsel and other experts, consultants or advisors at the expense of the appropriate Fund(s) as it determines necessary to carry out its duties.

- 9. The Committee shall prepare and retain minutes of its meetings and appropriate documentation of decisions made outside of meetings by delegated authority.

- 10. The Committee may select one of its members to be the chair.

- 11. The Committee shall review this Charter at least annually and recommend any changes it deems appropriate to the full Board.

- 12. The Committee shall evaluate its performance at least annually.

As adopted as of August 19, 2003, and amended as of June 7, 2004.

Schedule A

The UBS Funds

UBS Relationship Funds

SMA Relationship Trust

Fort Dearborn Income Securities, Inc.

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Schedule B

**POLICIES OF THE AUDIT COMMITTEE
REGARDING CONCERNS OR COMPLAINTS RELATING TO
ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR
AUDITING MATTERS OR OTHER MATTERS RELATING
TO THE OPERATIONS OF THE FUND**

Introduction

The following policies are adopted by the Board of each fund (Fund) advised by UBS Global Asset Management (UBS Global AM) listed on Schedule A to the Fund s Audit Committee Charter (Charter).

These policies shall constitute an amendment to, and a part of, the Charter and shall be designated as Schedule B to the Charter. These policies constitute the procedures to be established pursuant to Item 5 of the Charter; however, the Board has decided to extend the benefit of these policies to all Funds, not just those exchange-listed Funds that are required to establish such procedures pursuant to Section 301 of the Sarbanes-Oxley Act and Rule 303A of the New York Stock Exchange Inc. Listed Company Manual.

These policies establish (1) procedures for the receipt, retention and treatment of complaints received by the Fund (including Fund officers) regarding accounting, internal accounting controls or auditing matters or other matters relating to the operations of the Fund, (2) procedures for the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters by employees of the investment adviser (and sub-advisor, if applicable), administrator (and sub-administrator, if applicable), principal underwriter (if any), or any other provider of accounting related services for the Fund (each a Service Provider) and (3) protections for such persons bringing complaints or concerns to the attention of the Board s Audit Committee (the Committee).

Reporting

It is expected that all board members and officers, as well as employees of each Service Provider, will report promptly any concerns or complaints regarding accounting, internal accounting controls or auditing matters or other matters relating to the operations of the Fund. Employees of Service Providers (including Fund officers) should first consider exhausting any internal reporting mechanisms at their firm before directly contacting the Chairperson of the Committee (or in the event of a potential conflict involving such person, any other member of the Committee). If such a person does not receive a satisfactory response within a reasonable period of time, or if he or she believes that utilizing internal reporting mechanisms would be futile or otherwise undesirable, he or she should (1) in the case of Service Providers under the supervision of UBS Global AM (e.g., J.P. Morgan Chase or PFPC, Inc.), contact UBS Global AM via the ethics hotline and/or mailbox referenced below (unless such person believes that using such ethics hotline and/or mailbox would be futile or otherwise undesirable, in which case he or she should report concerns as directed in the remainder of this sentence); or (2) in the case of all other persons, contact the Chairperson of the Committee directly (or in the event of a potential conflict involving such person, any other member of the Committee).

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The Committee requests that each Service Provider promptly inform it of complaints or concerns received from its employees pursuant to these or any similar policies it may have if such complaints or concerns are

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reasonably believed to relate to accounting, internal accounting controls or auditing matters or other matters relating to the operations of the Fund.

The Committee directs UBS Global AM to communicate these policies to its primary contact(s) at each other Service Provider. Each Service Provider, including UBS Global AM, shall be directed to make these methods by which complaints or concerns can be communicated known to its employees who are primarily involved in accounting, internal accounting controls or auditing matters or other matters relating to the operations of the Fund that could reasonably be expected to impact the Fund. If any Service Provider refuses such request, UBS Global AM shall notify the Committee of the Service Provider's reasons for non-cooperation, and the Committee shall recommend to the Board such actions as it believes appropriate.

Non-Retaliation

The Fund prohibits any form of retaliation being taken against any board member or officer, and shall request that each Service Provider not take any form of retaliation against its employees, as a result of such person lawfully engaging in any of the following Covered Activities:

1. reporting concerns or complaints regarding accounting, internal accounting controls or auditing matters or other matters relating to the operations of the Fund; or
2. assisting in an internal or external investigation conducted by the Fund or a Service Provider regarding such concerns or complaints; or
3. filing, testifying, participating or otherwise assisting in a criminal or regulatory proceeding relating to the Fund or a Service Provider.

To the extent possible, the Board shall seek assurances from Service Providers that they shall not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee in the terms and conditions of his or her employment because such employee has made a report of a concern or complaint or engaged in any other Covered Activities under these policies. In addition, the Board shall seek assurances from Service Providers that they shall not knowingly, with the intent to retaliate, take any action harmful to any employee, including interference with the lawful employment or livelihood of any person, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any crime.

Confidentiality

Reasonable efforts will be made to keep a reporting person's identity confidential. In certain circumstances, however, it may be possible that in the course of the investigation, facts must be disclosed that would require the identity of the reporting person to be disclosed. Accordingly, in such circumstances, it is not possible to give a blanket guarantee of confidentiality. However, the Committee shall take all reasonable steps (and ask its Service Providers to make reasonable efforts) to attempt to safeguard the submission of information on a confidential basis.

A Fund Person or Service Provider employee may submit information anonymously to the Committee through a letter addressed directly to the Chairman of the Committee (or in the event of a potential conflict involving such person, to any other member of the Committee at the Chairman's (or other

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Committee member's) address as specified in the Fund's Annual Report to Shareholders. The Committee recognizes that certain Service Providers have established their own procedures for the confidential, anonymous receipt of concerns or complaints and requests that Service Providers promptly report to the Committee any concerns or complaints relating to the matters discussed herein.

Ethics Hotline and Mailbox

Where circumstances preclude the use of conventional channels, UBS Global AM has established an ethics hotline and a physical mailbox to facilitate the confidential, anonymous submission of concerns regarding potential legal/regulatory violations and questionable accounting or auditing matters or other matters relating to the operations of a Fund or other ethical dilemmas. The hotline is available for leaving a voicemail message 24-hours a day, seven days a week. In order to protect confidentiality, only the UBS Global AM General Counsel and Chief Compliance Officer will be authorized to retrieve messages. Please utilize the hotline and the mailbox only for this stated purpose. The ethics hotline number is 866-237 1851. Written submissions should be addressed to: UBS Global Asset Management (US) Inc., Attn: ETHICS, 51 West 52nd Street, New York, NY 10019-6114.

Breach of this Policy

Retaliatory conduct which amounts to a breach of this policy could result in criminal or regulatory sanctions or civil liability or have an adverse effect on the Fund's or a Service Provider's reputation. As a result, a breach of this policy may constitute gross misconduct and may result in disciplinary action up to and including dismissal from service as a board member or officer, or with respect to a Service Provider, the Board's decision to terminate any Fund contracts or other relationships with the Service Provider.

Retention and Treatment of Information Regarding Concerns and Complaints

The Committee minutes shall reflect the receipt, retention and treatment of information received pursuant to this policy. The Committee shall have the power to obtain the resources it deems necessary and appropriate to investigate any information regarding such concerns or complaints, including obtaining the assistance of special counsel, auditors or other advisors or consultants to assist it in carrying out its responsibilities.

(June 2004)

NOMINATING, COMPENSATION AND GOVERNANCE COMMITTEE CHARTER**I. The Committee.**

The Nominating, Compensation and Governance Committee (the Committee) is a committee of, and established by, the Board of Trustees/Directors (the Board) of each of the entities listed on Schedule A hereto (each a Fund). The Committee consists of such number of members as set by the Board from time to time and its members shall be selected by the Board. The Committee shall be comprised entirely of independent members. For purposes of this Charter, independent members shall mean members who are not interested persons of the Fund (Disinterested Board members) as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the 1940 Act).

II. Board Nominations and Functions.

1. The Committee shall make recommendations for nominations for Disinterested Board members on the Board to the incumbent Disinterested Board members and to the full Board. The Committee shall evaluate candidates' qualifications for Board membership and the independence of such candidates from the Fund's investment advisors and other principal service providers. Persons selected must be independent in terms of both the letter and the spirit of the 1940 Act. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence, e.g., business, financial or family relationships with investment advisors or service providers.
2. The Committee also shall evaluate candidates' qualifications and make recommendations for interested members on the Board to the full Board.
3. The Committee may consider the factors listed in Schedule B to evaluate candidates for membership on the Board. The Committee also may from time to time establish specific requirements and/or additional factors to be considered for Board candidates as it deems necessary or appropriate.
4. The Committee shall periodically review Board governance procedures and shall recommend any appropriate changes to the full Board.
5. The Committee shall periodically review the composition of the Board to determine whether it may be appropriate to add individuals with backgrounds or skill sets that differ from those of the members currently on the Board.
6. The Committee shall periodically review Disinterested Board member compensation and shall recommend any appropriate changes to the Disinterested Board members as a group.
7. The Committee shall review recommendations from Qualifying Fund Shareholders (as defined in Schedule B) for nominations to fill vacancies on the Board if such recommendations are submitted in accordance with the procedures described in Schedule B.

III. Committee Nominations and Functions.

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1. The Committee shall make recommendations to the full Board for nomination for membership on all committees of the Board and shall review committee assignments at least annually.

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2. The Committee shall review as necessary the responsibilities of any committees of the Board, whether there is a continuing need for each committee, whether there is a need for additional committees of the Board, and whether committees should be combined or reorganized. The Committee shall make recommendations for any such action to the full Board.

IV. Other Powers and Responsibilities.

1. The Committee shall meet as often as it deems appropriate.
2. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel and other experts or consultants at the expense of the Fund.
3. The Committee shall report its activities to the Board and make such recommendations as the Committee may deem necessary or appropriate.
4. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee. The Committee may meet in person or by telephone, and a majority of the members of the Committee may act by written consent to the extent not inconsistent with the Fund's by-laws. In the event of any inconsistency between this Charter and the Fund's organizational documents, the provisions of the Fund's organizational documents shall be given precedence.
5. The Committee shall review this Charter at least annually and recommend any changes to the full Board.

Schedule A

The UBS Funds

UBS Relationship Funds

SMA Relationship Trust

Fort Dearborn Income Securities, Inc.

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Schedule B

NOMINATION AND APPOINTMENT POLICY

1. The Committee believes that it is in the best interests of the Fund and its shareholders to obtain highly-qualified candidates to serve as members of the Board.
2. In nominating candidates, the Committee believes that no specific qualifications or disqualifications are controlling or paramount, or that specific qualities or skills are necessary for each candidate to possess. The Committee shall take into consideration such factors as it deems appropriate. These factors may include:

whether or not the person is an interested person as defined in the 1940 Act, meets the independence and experience requirements applicable to closed-end funds as they may be adopted and modified from time to time by the New York Stock Exchange and is otherwise qualified under applicable laws and regulations to serve as a member of the Board;

whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment advisor and/or sub-advisors of the Fund, Fund service providers or their affiliates;

whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Board member;

the person's judgment, skill, diversity and experience with investment companies and other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight,

the interplay of the candidate's experience with the experience of other Board members; and

the extent to which the candidate would be a desirable addition to the Board and any committees thereof.

3. While the Committee is solely responsible for the selection and recommendation to the Board of Board candidates, the Committee will consider nominees recommended by Qualifying Fund Shareholders if a vacancy occurs among those Board members who are Independent Board Members. A Qualifying Fund Shareholder is a shareholder that: (i) owns of record, or beneficially through a financial intermediary, ½ of 1% or more of the Fund's outstanding shares and (ii) has been a shareholder of ½ of 1% of the Fund's total outstanding shares for 12 months or more prior to submitting the recommendation to the Committee. Such recommendations shall be directed to the Secretary of the Fund at such address as is set forth in the Fund's disclosure documents. The Qualifying Fund Shareholder's letter should include: (i) the name and address of the Qualifying Fund Shareholder making the recommendation; (ii) the number of shares of each class and series of shares of the Fund which are owned of record and beneficially by such Qualifying Fund Shareholder and the length of time that such shares have been so owned by the Qualifying Fund Shareholder; (iii) a description of all arrangements and understandings between such Qualifying Fund Shareholder and any other person or persons (naming such person or persons) pursuant to which the recommendation is being made; (iv) the name and address of the nominee; and (v) the nominee's resume or *curriculum vitae*. The Qualifying Fund Shareholder's letter must be accompanied by a written consent of the individual to stand for election if nominated for the Board and to serve if elected by shareholders. The Committee may also seek such additional information about the nominee as it considers appropriate, including information relating to such nominee that is required to be disclosed in solicitations or proxies for the election of Board members.

**FORT DEARBORN
INCOME
SECURITIES, INC.**

**Proxy
Statement**

**FORT DEARBORN
INCOME
SECURITIES, INC.**

**Notice of
Annual Meeting
to be held on
December 14, 2004**

and

Proxy Statement

[6210 - FORT DEARBORN INCOME SECURITIES, INC.] [FILE NAME: ZFDI22.ELX] [VERSION - (2)] [11/18/04] [orig. 11/15/04]

DETACH HERE

ZFDI22

FORT DEARBORN INCOME SECURITIES, INC.

**PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR THE
ANNUAL MEETING OF SHAREHOLDERS, DECEMBER 14, 2004**

PROXY

The undersigned, having received the Notice of the 2004 Annual Meeting and Proxy Statement, appoints Keith A. Weller and James Capezzuto and each or any of them as proxies, with full power of substitution and revocation, to represent the undersigned and to vote all shares (including those owned beneficially by the undersigned through the Automatic Dividend Reinvestment Plan) which the undersigned is entitled to vote at the Annual Meeting of Shareholders of Fort Dearborn Income Securities, Inc. to be held on December 14, 2004, 3:00 P.M., at UBS Global Asset Management, One N. Wacker Drive, 36th floor, Chicago, Illinois, and any adjournments thereof.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

_____	_____
_____	_____
_____	_____

You are encouraged to specify your choices by marking the appropriate boxes ON THE REVERSE SIDE. If you do not mark any boxes, your proxy will be voted in accordance with the Board of Directors' recommendations. The Proxies cannot vote your shares unless you sign and return the card.

(Continued and to be dated and signed on the reverse side.)

FORT DEARBORN

INCOME SECURITIES, INC.

C/O EQUISERVE TRUST COMPANY, N.A.

P.O. BOX 8694

EDISON, NJ 08818-8694

[6210 - FORT DEARBORN INCOME SECURITIES, INC.] [FILE NAME: ZFDI21.ELX] [VERSION - (4)] [11/18/04] [orig. 11/15/04]

DETACH HERE IF YOU ARE RETURNING YOUR PROXY CARD BY MAIL

ZFDI21

Please mark

6210

X votes as in

this example.

This proxy when properly executed will be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR the election of directors.

The Board of Directors recommends a vote FOR the election of directors.

1. Election of Directors.

2. In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Meeting or any adjournment thereof.

Nominees (01) A. Cepeda, (02) F.K. Reilly,
(03) E.M. Roob and (04) J.M. Thomas

FOR WITHHOLD

ALL " FROM ALL

NOMINEES NOMINEES

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FOR ALL NOMINEES EXCEPT AS WRITTEN ABOVE

If you plan to attend the Annual Meeting, please check this box.

Mark box at right if an address change or comment has been noted on the reverse side of this card.

(Please date and sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.)

Signature: _____ Date: _____ Signature: _____ Date: _____