

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC  
Form DEF 14A  
July 29, 2013

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant [X]

Filed by a Party other than the Registrant [ ]

Check the appropriate box:

- Preliminary Proxy Statement  Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

**Neuberger Berman California Intermediate Municipal Fund Inc.**  
**Neuberger Berman High Yield Strategies Fund Inc.**  
**Neuberger Berman Intermediate Municipal Fund Inc.**  
**Neuberger Berman New York Intermediate Municipal Fund Inc.**  
**Neuberger Berman Real Estate Securities Income Fund Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- 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):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- 1) Amount previously paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
-

**Neuberger Berman California Intermediate Municipal Fund Inc.  
Neuberger Berman High Yield Strategies Fund Inc.  
Neuberger Berman Intermediate Municipal Fund Inc.  
Neuberger Berman New York Intermediate Municipal Fund Inc.  
Neuberger Berman Real Estate Securities Income Fund Inc.**

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**NOTICE OF JOINT ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on August 22, 2013**

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July 29, 2013

Dear Stockholder:

NOTICE IS HEREBY GIVEN that a Joint Annual Meeting of Stockholders ( Meeting ) of each of Neuberger Berman California Intermediate Municipal Fund Inc. (NYSE MKT: NBW), Neuberger Berman High Yield Strategies Fund Inc. (NYSE MKT: NHS), Neuberger Berman Intermediate Municipal Fund Inc. (NYSE MKT: NBH), Neuberger Berman New York Intermediate Municipal Fund Inc. (NYSE MKT: NBO) and Neuberger Berman Real Estate Securities Income Fund Inc. (NYSE MKT: NRO), (each, a Fund and, collectively, the Funds ) will be held on August 22, 2013, at 3:00 p.m. Eastern time, at the offices of Neuberger Berman LLC, 605 Third Avenue, 41st Floor, New York, New York 10158-3698, for the following purposes:

- (1) With respect to each Fund, the election of three Class II Directors as outlined below:
    - (A) two Class II Directors, Jack L. Rivkin and Tom D. Seip, to be voted on by the holders of common stock and the holders of preferred stock, voting together as a single class, such Directors to serve until the annual meeting of stockholders in 2016, or until their successors are elected and qualified; and
    - (B) one Class II Director, George W. Morriss, to be voted on by the holders of preferred stock, voting as a single class, such Director to serve until the annual meeting of stockholders in 2016, or until his successor is elected and qualified.
  - (2) To consider and act upon any other business that may properly come before the Meeting or any adjournments or postponements thereof.
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You are entitled to vote at the Meeting and any adjournments or postponements thereof if you owned Fund shares at the close of business on July 19, 2013 ( Record Date ). If you attend the Meeting, you may vote your shares in person. **If you do not expect to attend the Meeting, please review the enclosed materials and follow the instructions that appear on the enclosed proxy card(s).** If you have any questions about the proposal or the voting instructions, please call 877-461-1899. The appointed proxies will vote in their discretion on any other business as may properly come before the Meeting or any adjournments or postponements thereof. Any proposal submitted to a vote at the Meeting by anyone other than the officers or directors of the Funds may be voted on only in person or by written proxy.

Each Fund will admit to the Meeting: (1) all stockholders of record of the Fund as of the Record Date, (2) persons holding proof of beneficial ownership thereof at the Record Date, such as a letter or account statement from a broker, (3) persons who have been granted proxies and (4) such other persons that the Fund, in its sole discretion, may elect to admit. **All persons wishing to be admitted to the Meeting must present photo identification. If you plan to attend the Meeting, please call 877-461-1899.**

Unless proxy cards submitted by corporations and partnerships are signed by the appropriate persons as indicated in the voting instructions on the proxy cards, they will not be voted. If no instructions are specified on a proxy card, shares will be voted FOR the election of each nominee for Director and FOR, ABSTAIN, or AGAINST any other matters acted upon at the Meeting in the discretion of the persons named as proxies. If you own stock of more than one Fund, you must submit separate proxy card(s) for each Fund in which you own shares.

**Important Notice Regarding the Availability of Proxy Materials for the Meeting to be Held on August 22, 2013:** This Notice and the Proxy Statement are available on the Internet at [www.myproxyonline.com/NB](http://www.myproxyonline.com/NB).

By order of each Board,

Claudia A. Brandon  
Secretary of the Funds

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**Instructions for Signing Proxy Cards**

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

1. Individual Accounts: Sign your name exactly as it appears on the proxy card.
2. Joint Accounts: Any 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. 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:

Registration		Valid Signature
<b>Corporate Accounts</b>		
(1)	ABC Corp.	ABC Corp.
(2)	ABC Corp.	John Doe, Treasurer
(3)	ABC Corp. c/o John Doe, Treasurer	John Doe
(4)	ABC Corp. Profit Sharing Plan	John Doe, Trustee
<b>Trust Accounts</b>		
(1)	ABC Trust	Jane B. Doe, Trustee
(2)	Jane B. Doe, Trustee u/t/d 12/28/78	Jane B. Doe
<b>Custodian or Estate Accounts</b>		
(1)	John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA	John B. Smith
(2)	John B. Smith	John B. Smith, Jr., Executor

**YOUR VOTE IS IMPORTANT NO MATTER HOW MANY  
SHARES OF STOCK YOU OWN.**

**PLEASE VOTE PROMPTLY.**

**You may receive more than one proxy card depending on how you hold shares of a Fund. Please fill out and return each proxy card.**

**Stockholders are invited to attend the Meeting in person. Any stockholder who does not expect to attend the Meeting is urged to review the enclosed materials and follow the instructions that appear on the enclosed proxy card(s), which includes instructions for voting by telephone and by internet.**

**To avoid the additional expense to the Funds of further solicitation, we ask your cooperation in voting your proxy promptly, no matter how large or small your holdings may be.**

**Neuberger Berman California Intermediate Municipal Fund Inc.  
Neuberger Berman High Yield Strategies Fund Inc.  
Neuberger Berman Intermediate Municipal Fund Inc.  
Neuberger Berman New York Intermediate Municipal Fund Inc.  
Neuberger Berman Real Estate Securities Income Fund Inc.**

**605 Third Avenue  
New York, New York 10158-0180  
877-461-1899**

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**PROXY STATEMENT**

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**For the Joint Annual Meeting of Stockholders  
to be held on August 22, 2013**

**INTRODUCTION**

This Proxy Statement is furnished to the stockholders of each of Neuberger Berman California Intermediate Municipal Fund Inc. (NYSE MKT: NBW), Neuberger Berman High Yield Strategies Fund Inc. (NYSE MKT: NHS), Neuberger Berman Intermediate Municipal Fund Inc. (NYSE MKT: NBH), Neuberger Berman New York Intermediate Municipal Fund Inc. (NYSE MKT: NBO) and Neuberger Berman Real Estate Securities Income Fund Inc. (NYSE MKT: NRO), (each, a Fund and, collectively, the Funds) by the Board of Directors of each respective Fund (each, a Board and, collectively, the Boards) in connection with the solicitation of stockholder votes by proxy to be voted at the Annual Meeting of Stockholders ( Meeting ), or any adjournments or postponements thereof, to be held jointly on August 22, 2013, at 3:00 p.m. Eastern time at the offices of Neuberger Berman LLC ( NB LLC ), 605 Third Avenue, 41st Floor, New York, New York 10158-3698. At the Meeting, common stockholders and preferred stockholders of each Fund will be asked to consider and act upon the following:

(1) With respect to each Fund, the election of three Class II Directors as outlined below:

(A) two Class II Directors, Jack L. Rivkin and Tom D. Seip, to be voted on by the holders of common stock and the holders of preferred stock, voting together as a single class, such Directors to serve until the annual meeting of stockholders in 2016, or until their successors are elected and qualified; and

(B) one Class II Director, George W. Morriss, to be voted on by the holders of preferred stock, voting as a single class, such Director to serve until the annual meeting of stockholders in 2016, or until his successor is elected and qualified.

- (2) To consider and act upon any other business that may properly come before the Meeting or any adjournments or postponements thereof.

It is expected that the Notice of Joint Annual Meeting, this Proxy Statement and form of proxy first will be mailed to stockholders on or about July 29, 2013.

**Stockholders of record or beneficial owners as of the record date of each Fund may obtain a free copy of the annual report for the fiscal year ended October 31, 2012, which includes audited financial statements for the Fund, and the semi-annual report for the period ended April 30, 2013, by writing Neuberger Berman Management LLC ( NB Management ) at 605 Third Avenue, 2nd Floor, New York, New York 10158-0180, Attn: Shareholder Services, by calling toll free 877-461-1899 or on the internet at [www.nb.com](http://www.nb.com).**

Stockholders may send communications that they would like to direct to a Board of Directors or to an individual director of a Fund to the attention of Chamaine Williams, Chief Compliance Officer ( CCO ) of the Funds, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, New York, 10158-0180. Each Board has directed Ms. Williams to send such communications to the chairperson of the applicable Fund's Ethics and Compliance Committee. Nominee recommendations and stockholder proposals should be directed to the attention of Claudia A. Brandon, Secretary of the Funds, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, New York, 10158-0180 as described in this Proxy Statement under Proposal 1: Election of Directors Information Regarding Each Fund's Process for Nominating Director Candidates and General Information Stockholder Proposals.

**PROPOSAL 1: ELECTION OF DIRECTORS**

Each Board is divided into three classes (Class I, Class II and Class III). The terms of office of Class I, Class II and Class III Directors will expire at the annual meeting of stockholders held in 2015, 2013 and 2014, respectively, and at each third annual meeting of stockholders thereafter. Each Director shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. The classification of each Fund's Directors helps to promote the continuity and stability of each Fund's management and policies because the majority of the Directors at any given time will have prior experience as Directors of the Fund.

Preferred stockholders are entitled, as a class, to the exclusion of the holders of all other classes of stock of a Fund, to elect two Directors of the Fund (regardless of the total number of Directors serving on the Board). These Directors are Class II and Class III Directors and are up for election in 2013 and 2014, respectively. One of these Directors is a nominee to be considered at the Meeting.

The term of each current Class II Director expires at the Meeting, but each expressed his willingness to serve another term as Director of the Funds if nominated by the respective Boards.

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

The Boards received the recommendations of the Governance and Nominating Committees. After discussion and consideration of, among other things, the backgrounds of the incumbents, each Board voted to nominate George W. Morriss, Jack L. Rivkin and Tom D. Seip for election as Class II Directors with terms expiring in 2016.

Properly executed proxy cards will be voted as instructed by stockholders. In the absence of such instruction, however, it is the intention of the persons named on the enclosed proxy card(s) to vote in favor of the election of each nominee named in this Proxy Statement. Each nominee has consented to be named in this Proxy Statement and to serve as a Director if elected. Each Board has no reason to believe that any nominee will become unavailable for election as a Director, but if that should occur before the Meeting, the proxies will be voted for such other nominees as the Board may recommend.

None of the Directors are related to any other. The following tables set forth certain information regarding each Director of the Funds.



**INFORMATION REGARDING NOMINEES FOR ELECTION**

Name, (Year of Birth) and Address <sup>(1)</sup>	Position <sup>(2)</sup> and Length of Time Served	Principal Occupation(s) <sup>(3)</sup>	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
<b>CLASS II</b>				
<b>Independent Directors</b>				
George W. Morriss (1947)	Director since 2007	Adjunct Faculty Member, Columbia University School of International and Public Affairs, since October 2012; formerly, Executive Vice President and Chief Financial Officer, People's Bank, Connecticut (a financial services company), 1991 to 2001.	54	Trustee, Steben Select Multi-Strategy Fund, since 2013; Trustee, Steben Select Multi-Strategy Master Fund, since 2013; Formerly, Manager, Larch Lane Multi-Strategy Fund complex (which consisted of three funds), 2006 to 2011; formerly, Member, NASDAQ Issuers Affairs Committee, 1995 to 2003.
Tom D. Seip (1950)	Director since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS); Chairman of the Board since 2008; Lead Independent Director from 2006 to 2008	General Partner, Ridgefield Farm LLC (a private investment vehicle); formerly, President and CEO, Weststaff, Inc. (temporary staffing), May 2001 to January 2002; formerly, Senior Executive, The Charles Schwab Corporation, 1983 to 1998, including Chief Executive Officer, Charles Schwab Investment Management, Inc.; Trustee, Schwab Family of Funds and Schwab Investments, 1997 to 1998; and Executive Vice President-Retail Brokerage, Charles Schwab & Co., Inc., 1994 to 1997.	54	Director, H&R Block, Inc. (financial services company), since May 2001; Chairman, Governance and Nominating Committee, H&R Block, Inc., since 2011; formerly, Chairman, Compensation Committee, H&R Block, Inc., 2006 to 2010; formerly, Director, Forward Management, Inc. (asset management company), 1999 to 2006.

Name, (Year of Birth) and Address <sup>(1)</sup>	Position <sup>(2)</sup> and Length of Time Served	Principal Occupation(s) <sup>(3)</sup>	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Jack L. Rivkin* (1940)	Director since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS); President, 2002 to 2008 (NBW, NBH and NBO); 2003 to 2008 (NRO) and 2006 to 2008 (NHS)	Formerly, Executive Vice President and Chief Investment Officer, Neuberger Berman Holdings LLC (holding company), 2002 to August 2008 and 2003 to August 2008, respectively; formerly, Managing Director and Chief Investment Officer, NB LLC, December 2005 to August 2008 and 2003 to August 2008, respectively; formerly, Executive Vice President, NB LLC, December 2002 to 2005; formerly, Director and Chairman, NB Management, December 2002 to August 2008; formerly, Executive Vice President, Citigroup Investments, Inc., September 1995 to February 2002; formerly, Executive Vice President, Citigroup Inc., September 1995 to February 2002.	54	Director, CRT Capital LLC (financial services firm), since 2013; Director, Idealab (private company), since 2009; Director, Distributed World Power (private company), since 2009; Director, Dale Carnegie and Associates, Inc. (private company), since 1999; Director, Solbright, Inc. (private company), since 1998; Director, SA Agricultural Fund, since 2009; Chairman and Director, Essential Brands (consumer products) since 2008; formerly, Director, New York Society of Security Analysts, 2006 to 2008.

**INFORMATION REGARDING DIRECTORS  
WHOSE CURRENT TERMS CONTINUE**

Name, (Year of Birth) and Address <sup>(1)</sup>	Position and Length of Time Served <sup>(2)</sup>	Principal Occupation(s) <sup>(3)</sup>	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
<b>CLASS I</b>				
<b>Independent Directors</b>				
Faith Colish (1935)	Director since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS)	Counsel, Carter Ledyard & Milburn LLP (law firm) since October 2002; formerly, Attorney-at-Law and President, Faith Colish, A Professional Corporation, 1980 to 2002.	54	Formerly, Director, 1997 to 2003, and Advisory Director, 2003 to 2006, ABA Retirement Funds (formerly, American Bar Retirement Association) (not-for-profit membership corporation).
Michael M. Knetter (1960)	Director since 2007	President and Chief Executive Officer, University of Wisconsin Foundation, since October 2010; formerly, Dean, School of Business, University of Wisconsin - Madison; formerly, Professor of International Economics and Associate Dean, Amos Tuck School of Business - Dartmouth College, 1998 to 2002.	54	Director, American Family Insurance (a mutual company, not publicly traded), since March 2009; formerly, Trustee, Northwestern Mutual Series Fund, Inc., 2007 to 2010; formerly, Director, Wausau Paper, 2005 to 2011; formerly, Director, Great Wolf Resorts, 2004 to 2009.
Peter P. Trapp (1944)	Director since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS)	Retired; formerly, Regional Manager for Mid-Southern Region, Ford Motor Credit Company, September 1997 to 2007; formerly, President, Ford Life Insurance Company, April 1995 to August 1997.	54	None.

Name, (Year of Birth) and Address <sup>(1)</sup> Director who is an	Position and Length of Time Served <sup>(2)</sup> Interested Person	Principal Occupation(s) <sup>(3)</sup>	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Robert Conti* (1956)	Chief Executive Officer, President and Director since 2008; prior thereto, Executive Vice President in 2008 and Vice President 2002 to 2008 (NBW, NBH and NBO), 2003 to 2008 (NRO) and 2006 to 2008 (NHS)	Managing Director, NB LLC, since 2007; Managing Director, Neuberger Berman Fixed Income LLC ( NBFI ), since 2009; formerly, Senior Vice President, NB LLC, 2003 to 2006; formerly, Vice President, NB LLC, 1999 to 2003; President and Chief Executive Officer, NB Management, since 2008; formerly, Senior Vice President, NB Management, 2000 to 2008.	54	Director, Staten Island Mental Health Society, since 1994; formerly, Chairman of the Board, Staten Island Mental Health Society, 2008 to 2011.
<b>CLASS III</b>				
<b>Independent Directors</b>				
Martha C. Goss (1949)	Director since 2007	President, Woodhill Enterprises Inc./Chase Hollow Associates LLC (personal investment vehicle), since 2006; Chief Operating and Financial Officer, Hopewell Holdings LLC/Amwell Holdings, LLC (a holding company for investments in the healthcare sector), since 2003; formerly, Consultant, Resources Connection (temporary staffing), 2002 to 2006.	54	Director, American Water (water utility), since 2003; Director, Channel Reinsurance (financial guaranty reinsurance), 2006 to 2010; Director, Allianz Life of New York (insurance), since 2005; Director, Financial Women s Association of New York (not-for-profit association), since 2003; Trustee Emerita, Brown University, since 1998; formerly, Director, Ocwen Financial Corporation (mortgage servicing), 2005 to 2010; formerly, Advisory Board Member, Attensity (software developer), 2005 to 2007; formerly, Director, Bank Leumi (commercial bank), 2005 to 2007; formerly, Director, Claire s Stores, Inc. (retailer), 2005 to 2007.

Name, (Year of Birth) and Address <sup>(1)</sup>	Position and Length of Time Served <sup>(2)</sup>	Principal Occupation(s) <sup>(3)</sup>	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Howard A. Mileaf (1937)	Director since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS)	Retired; formerly, Vice President and General Counsel, WHX Corporation (holding company), 1993 to 2001.	54	Formerly, Director, Webfinancial Corporation (holding company), 2002 to 2008; formerly, Director, WHX Corporation (holding company), 2002 to 2005; formerly, Director, State Theatre of New Jersey (not-for-profit theatre), 2000 to 2005.
Candace L. Straight (1947)	Director since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS)	Private investor and consultant specializing in the insurance industry; formerly, Advisory Director, Securitas Capital LLC (a global private equity investment firm dedicated to making investments in the insurance sector), 1998 to December 2003.	54	Public Member, Board of Governors and Board of Trustees, Rutgers University, since 2011; Director, Montpelier Re Holdings Ltd. (reinsurance company), since 2006; formerly, Director, National Atlantic Holdings Corporation (property and casualty insurance company), 2004 to 2008; formerly, Director, The Proformance Insurance Company (property and casualty insurance company), 2004 to 2008; formerly, Director, Providence Washington Insurance Company (property and casualty insurance company), 1998 to 2006; formerly, Director, Summit Global Partners (insurance brokerage firm), 2000 to 2005.

Name, (Year of Birth) and Address <sup>(1)</sup>	Position and Length of Time Served <sup>(2)</sup>	Principal Occupation(s) <sup>(3)</sup>	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held Outside Fund Complex by Director
Joseph V. Amato* (1962)	Director since 2009	President and Director, Neuberger Berman Group LLC, since 2009; President and Chief Executive Officer, NB LLC and Neuberger Berman Holdings LLC (including its predecessor, Neuberger Berman Inc.), since 2007; Chief Investment Officer (Equities) and Managing Director, NB Management, since 2009; Managing Director, NBF, since 2007; Board member of NBF since 2006; formerly, Global Head of Asset Management of Lehman Brothers Holdings Inc. (LBHI) Investment Management Division, 2006 to 2009; formerly, member of LBHI's Investment Management Division's Executive Management Committee, 2006 to 2009; formerly, Managing Director, Lehman Brothers Inc. (LBI), 2006 to 2008; formerly, Chief Recruiting and Development Officer, LBI, 2005 to 2006; formerly, Global Head of LBI's Equity Sales and a Member of its Equities Division Executive Committee, 2003 to 2005.	54	Member of Board of Advisors, McDonough School of Business, Georgetown University, since 2001; Member of New York City Board of Advisors, Teach for America, since 2005; Trustee, Montclair Kimberley Academy (private school), since 2007.

- (1) The business address of each listed person is 605 Third Avenue, New York, New York 10158.
- (2) Each Board shall at all times be divided as equally as possible into three classes of Directors designated Class I, Class II and Class III. The terms of office of Class I, Class II and Class III Directors shall expire at the annual meeting of stockholders held in 2015, 2013 and 2014, respectively, and at each third annual meeting of stockholders thereafter.
- (3) Except as otherwise indicated, each individual has held the positions shown for at least the last five years.

\* Indicates a Director who is an interested person within the meaning of the Investment Company Act of 1940, as amended (the 1940 Act ). Joseph Amato and Robert Conti are interested persons of each Fund by virtue of the fact that each is an officer of NB Management, NB LLC and/or their affiliates. Jack L. Rivkin is an interested person of the Funds by virtue of the fact that he is a director of CRT Capital LLC, which, from time to time, serves as a broker or dealer to the Funds and other funds or accounts for which NB Management serves as investment manager.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Under Section 16(a) of the Securities Exchange Act of 1934, as amended, Section 30(h) of the 1940 Act and SEC regulations, certain of each Fund's officers, each Fund's Directors and portfolio managers, persons owning more than 10% of each Fund's common stock or preferred stock and certain officers and directors of the Funds' investment manager and sub-advisers are required to report their transactions in each Fund's stock to the SEC and the NYSE MKT. Based solely on the review by each Fund of the copies of such reports it received, each Fund believes that, during its fiscal year ended October 31, 2012, all filing requirements applicable to such persons were met.

**Additional Information About Directors**

In nominating each candidate to serve, each Board was generally aware of each Director's skills, experience, judgment, analytical ability, intelligence, common sense, previous profit and not-for-profit board membership and, for each Director who is not an interested person within the meaning of the 1940 Act ( Independent Director ), their demonstrated willingness to take an independent and questioning stance toward management. Each Director also now has considerable familiarity with each Fund, their investment manager, sub-advisers and administrator, and their operations, as well as the special regulatory requirements governing regulated investment companies and the special responsibilities of investment company directors as a result of his or her substantial prior service as a Director of the Funds. No particular qualification, experience or background establishes the basis for any Director's position on the Boards and the Governance and Nominating Committee and individual Board members may have attributed different weights to the various factors.

In addition to the information set forth in the table above and other relevant qualifications, experience, attributes or skills applicable to a particular Director, the following provides further information about the qualifications and experience of each Director.

***Independent Directors***

*Faith Colish:* Ms. Colish has experience as an attorney practicing securities law with the SEC and in private practice, with a focus on broker-dealer and investment management matters and matters of regulatory compliance under the securities laws. She has also served as in-house counsel to an investment advisory firm that

managed mutual funds and a fund industry trade organization. She has served as a member of the board of a not-for-profit membership corporation involving oversight of a substantial investment program. She has served as a Director for multiple years.

*Martha C. Goss:* Ms. Goss has experience as chief operating and financial officer of an insurance holding company. She has experience as an investment professional and head of an investment unit for a major insurance company and experience as the Chief Financial Officer of two consulting firms. She has experience managing a personal investment vehicle. She has served as a member of the boards of various profit and not-for-profit organizations and a university. She has served as a Director for multiple years.

*Michael M. Knetter:* Dr. Knetter has organizational management experience as a dean of a major university business school and as President and CEO of a university supporting foundation. He also has responsibility for overseeing management of the university's endowment. He has academic experience as a professor of international economics. He has served as a member of the boards of various public companies and another mutual fund. He has served as a Director for multiple years.

*Howard A. Mileaf:* Mr. Mileaf is a CPA and an attorney with experience in senior management and as general counsel of an industrial corporation and an industrial holding company. He has accounting and management experience at a major accounting firm. He has served as a member of the boards of various profit and not-for-profit organizations. He has served as a Director for multiple years.

*George W. Morriss:* Mr. Morriss has experience in senior management and as chief financial officer of a financial services company. He has investment management experience as a portfolio manager managing personal and institutional funds. He has served as a member of a committee of representatives from companies listed on NASDAQ. He has served as a member of the board of funds of hedge funds. He has an advanced degree in finance. He has served as a Director for multiple years.

*Tom D. Seip:* Mr. Seip has experience in senior management and as chief executive officer and director of a financial services company overseeing other mutual funds and brokerage. He has experience as director of an asset management company. He has experience in management of a private investment partnership. He has served as a Director for multiple years and as Independent Chair and/or Lead Independent Director of the Boards.

*Candace L. Straight:* Ms. Straight has experience as a private investor and consultant in the insurance industry. She has experience in senior management of a global private equity investment firm. She has served as a member of the boards of a public university and various profit companies. She has served as a Director for multiple years.

*Peter P. Trapp:* Mr. Trapp has experience in senior management of a credit company and several insurance companies. He has served as a member of the board of other mutual funds. He has served as a Director for multiple years.



***Directors who are Interested Persons***

*Joseph V. Amato:* Mr. Amato has investment management experience as an executive with Neuberger Berman and another financial services firm. He serves as Neuberger Berman's Chief Investment Officer for equity investments. He has experience in leadership roles within Neuberger Berman and its affiliated entities. He has served as a member of the board of a major university business school. He has served as a Director for multiple years.

*Robert Conti:* Mr. Conti has investment management experience as an executive with Neuberger Berman. He has experience in leadership roles within Neuberger Berman and its affiliated entities. He has served as a member of the board of a not-for-profit organization. He has served as a Director for multiple years.

*Jack L. Rivkin:* Mr. Rivkin has extensive investment research and investment management experience as a former chief investment officer and executive with Neuberger Berman and other financial services companies. He has experience in leadership roles within Neuberger Berman and its affiliated entities. He has served on the boards of various private companies. He has served on the board of a not-for-profit educational forum for the investment community. He previously served as Chief Investment Officer of NB LLC. He has served as a Director for multiple years.

**Board of Directors and Committee Meetings**

Each Board met seven times during the fiscal year ended October 31, 2012. During the fiscal year ended October 31, 2012, each Director attended at least 75% of (i) the total number of meetings of each Board (held during the period for which he or she has been a Director) and (ii) the total number of meetings held by all committees of each Board on which he or she served (held during the period for which he or she has been a Director).

The Boards are responsible for managing the business and affairs of the Funds. Among other things, each Board generally oversees the portfolio management of its Fund and reviews and approves its Fund's investment management and sub-advisory agreements and other principal contracts.

Each Board has appointed an Independent Director to serve in the role of Chairman of the Board. The Chair's primary responsibilities are (i) to participate in the preparation of the agenda for meetings of the Board and in the identification of information to be presented to the Board; (ii) to preside at all meetings of the Board; (iii) to act as the Board's liaison with management between meetings of the Board; and (iv) to act as the primary contact for board communications. The Chair may perform such other functions as may be requested by the Board from time to time. Except for any duties specified herein or pursuant to the respective Fund's Articles of Incorporation or By-laws, the designation as Chair does not impose on such Independent Director any duties, obligations or liability that is greater than the duties, obligations or liability imposed on such person as a member of the Board, generally.

As described below, each Board has an established committee structure through which the Boards consider and address important matters involving the Funds, including those identified as presenting conflicts or potential conflicts of interest for management. The Independent Directors also regularly meet outside the presence of management and are advised by experienced independent legal counsel knowledgeable in matters of investment company regulation. Each Board periodically evaluates its structure and composition as well as various aspects of its operations. Each Board believes that its leadership structure, including its Independent Chair and its committee structure, is appropriate in light of, among other factors, the asset size of the fund complex overseen by the Board, the nature and number of funds overseen by the Board, the number of Directors, the range of experience represented on the Board and the Board's responsibilities.

The Boards do not have a standing compensation committee although the Governance and Nominating Committees do consider and make recommendations relating to Independent Director compensation to the Boards.

*Audit Committee.* The purposes of each Fund's Audit Committee are: (a) in accordance with exchange requirements and Rule 32a-4 under the 1940 Act, to oversee the accounting and financial reporting processes of the Fund and, as the Committee deems appropriate, to inquire into the internal control over financial reporting of service providers; (b) in accordance with exchange requirements and Rule 32a-4 under the 1940 Act, to oversee the quality and integrity of the Fund's financial statements and the independent audit thereof; (c) in accordance with exchange requirements and Rule 32a-4 under the 1940 Act, to oversee, or, as appropriate, assist Board oversight of, the Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits; (d) to approve prior to appointment the engagement of the Fund's independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent registered public accounting firm; (e) to act as a liaison between the Fund's independent registered public accounting firm and the full Board; (f) to prepare an audit committee report as required by Item 407 of Regulation S-K to be included in proxy statements relating to the election of directors; (g) to monitor the operation of policies and procedures reasonably designed to ensure that each portfolio holding is valued in an appropriate and timely manner, reflecting information known to management about the issuer, current market conditions, and other material factors ( Pricing Procedures ); (h) to consider and evaluate, and recommend to the Board when the Committee deems it appropriate, amendments to the Pricing Procedures proposed by management, counsel, the auditors and others; and (i) from time to time, as required or permitted by the Pricing Procedures, to establish or ratify a method of determining the fair value of portfolio securities for which market prices are not readily available. The independent registered public accounting firm for each Fund shall report directly to the Audit Committee. Each Fund has adopted a written charter for its Audit Committee. The charter of each

Audit Committee is available on NB Management's website at [www.nb.com](http://www.nb.com). The Audit Committee of each Fund has delegated the authority to grant pre-approval of permissible non-audit services and all audit, review or attest engagements of the Fund's independent registered public accounting firm to each member of the Committee between meetings of the Committee.

The Audit Committee of each Fund is composed entirely of Independent Directors who are also considered independent under the listing standards applicable to each Fund. For each Fund, its members are Martha C. Goss (Vice Chair), Howard A. Mileaf, George W. Morriss (Chair), Candace L. Straight and Peter P. Trapp. The Report of each Audit Committee relating to the audit of Fund financial statements for the fiscal year ended October 31, 2012 is attached hereto as Exhibit A. During the fiscal year ended October 31, 2012, the Committee of each Fund met four times.

*Closed-End Funds Committee.* Each Fund's Closed-End Funds Committee is responsible for consideration and evaluation of issues specific to such Fund. For each Fund, its members are George W. Morriss (Vice Chair), Jack L. Rivkin and Peter P. Trapp (Chair). All members except for Mr. Rivkin are Independent Directors. During the fiscal year ended October 31, 2012, the Committee of each Fund met four times.

*Contract Review Committee.* The Contract Review Committee of each Fund is responsible for overseeing and guiding the process by which the Independent Directors annually consider whether to renew each Fund's principal contractual arrangements. The Committee also generally oversees the program by which the manager seeks to monitor and improve the quality of execution for portfolio transactions. For each Fund, its members are Faith Colish, Martha C. Goss (Vice Chair), and Candace L. Straight (Chair). All members are Independent Directors. During the fiscal year ended October 31, 2012, the Committee of each Fund met six times.

*Ethics and Compliance Committee.* The Ethics and Compliance Committee generally oversees: (a) each Fund's program for compliance with Rule 38a-1 and the Fund's implementation and enforcement of its compliance policies and procedures; (b) the compliance with each Fund's Code of Ethics, which restricts the personal securities transactions, including transactions in Fund shares, of employees, officers, and directors; (c) the activities of each Fund's Chief Compliance Officer (CCO); (d) the activities of management personnel responsible for identifying, prioritizing, and managing operational risk; and (e) the adequacy and fairness of the arrangements for securities lending, if any, in a manner consistent with applicable regulatory requirements, with special emphasis on any arrangements in which the Fund deals with the manager or any affiliate of the manager as principal or agent. The Committee shall not assume oversight duties to the extent that such duties have been assigned by a Board expressly to another Committee of the Board (such as oversight of internal controls over financial reporting, which has been assigned to the Audit Committee.). The Committee's primary function is oversight. Each

investment manager, sub-adviser, principal underwriter, administrator and transfer agent (collectively, *Service Providers* ) is responsible for its own compliance with the federal securities laws and for devising, implementing, maintaining and updating appropriate policies, procedures and codes of ethics to ensure compliance with applicable laws and regulations. The CCO is responsible for administering each Fund's Compliance Program, including devising and implementing appropriate methods of testing compliance by the Fund and its Service Providers. For each Fund, its members are Faith Colish (Chair), Michael M. Knetter, Jack L. Rivkin, and Tom D. Seip. All members except for Mr. Rivkin are Independent Directors. The Boards will receive at least annually a report on the compliance programs of the Funds and service providers and the required annual reports on the administration of the Code of Ethics and the required annual certifications from each Fund, NB Management, NB LLC and NBFI. During the fiscal year ended October 31, 2012, the Committee of each Fund met seven times.

*Executive Committee.* The Executive Committee of each Fund is responsible for acting in an emergency when a quorum of the Board is not available; the Committee has all the powers of the Board when the Board is not in session to the extent permitted by Maryland law. For each Fund, its members are Faith Colish, Robert Conti (Vice Chair), Michael M. Knetter, George W. Morriss, Jack L. Rivkin, Tom D. Seip (Chair), Candace L. Straight, and Peter P. Trapp. All members except for Mr. Conti and Mr. Rivkin are Independent Directors. During the fiscal year ended October 31, 2012, the Committee of each Fund did not meet.

*Governance and Nominating Committee.* The Governance and Nominating Committee of each Fund is responsible for: (a) considering and evaluating the structure, composition and operation of that Board and each committee thereof, including the operation of the annual self-evaluation by the Board; (b) evaluating and nominating individuals to serve as Directors including as Independent Directors, as members of committees, as Chair of the Board and as officers of each Fund; and (c) considering and making recommendations relating to the compensation of Independent Directors and of those officers (except the CCO) as to whom the Board is charged with approving compensation. The selection and nomination of candidates to serve as independent directors is committed to the discretion of the current Independent Directors. For each Fund, its members are Michael M. Knetter (Chair), Howard A. Mileaf (Vice Chair), and Tom D. Seip. All members are Independent Directors. As previously described, each Committee met to discuss matters relating to the nomination of Class II Directors with respect to each Fund. During the fiscal year ended October 31, 2012, the Committee of each Fund met four times.

*Investment Performance Committee.* The Investment Performance Committee of each Fund is responsible for overseeing and guiding the process by which the Board reviews Fund performance and interfacing with management personnel responsible for investment risk management. Each Director is a member of the Committee. Jack L. Rivkin and Peter P. Trapp are the Chair and Vice Chair, respectively, of

the Committee. All members except for Mr. Amato, Mr. Conti and Mr. Rivkin are Independent Directors. During the fiscal year ended October 31, 2012, the Committee of each Fund met four times.

The Portfolio Transactions and Pricing Committee was eliminated in February 2013 and its functions were divided among the Audit Committee, the Contract Review Committee, and the Ethics and Compliance Committee. During the fiscal year ended October 31, 2012, the Committee met five times.

### **Risk Management Oversight**

As an integral part of its responsibility for oversight of the Funds in the interests of stockholders, the Boards oversee risk management of each Fund's administration and operations. The Boards view risk management as an important responsibility of management.

The Funds face a number of risks, such as investment risk, counterparty risk, valuation risk, reputational risk, risk of operational failure or lack of business continuity, and legal, compliance and regulatory risk. Risk management seeks to identify and address risks, i.e., events or circumstances that could have material adverse effects on the business, operations, stockholder services, investment performance or reputation of the Funds. Under the overall supervision of the Boards, the Funds, the Funds' investment manager, the Funds' affiliated sub-advisers, and the affiliates of the investment manager and sub-advisers, or other service providers to the Funds, employ a variety of processes, procedures and controls to identify various of those possible events or circumstances, to lessen the probability of their occurrence and/or to mitigate the effects of such events or circumstances if they do occur. Different processes, procedures and controls are employed with respect to different types of risks.

Each Board exercises oversight of the investment manager's risk management processes primarily through the Board's committee structure. The various committees, as appropriate, and, at times, the Board, meet periodically with the investment manager's head of investment risk, head of operational risk, the CCO, the Treasurer, the Chief Investment Officers for equity and for fixed income, the head of Internal Audit, and the Funds' independent auditor. The committees review with these individuals, among other things, the design and implementation of risk management strategies in their respective areas, and events and circumstances that have arisen and responses thereto.

The Boards recognize that not all risks that may affect the Funds can be identified, that it may not be practical or cost-effective to eliminate or mitigate certain risks, that it may be necessary to bear certain risks (such as investment-related risks) to achieve the Funds' goals, and that the processes, procedures and controls employed to address certain risks may be limited in their effectiveness. Moreover, reports received by the Directors as to risk management matters are typically summaries of the relevant information. Furthermore, it is in the very nature of certain risks that

they can be evaluated only as probabilities, and not as certainties. As a result of the foregoing and other factors, the Boards' risk management oversight is subject to substantial limitations, and no risk management program can predict the likelihood or seriousness of, or mitigate the effects of, all potential risks.

#### **Information Regarding Each Fund's Process for Nominating Director Candidates**

*Governance and Nominating Committee Charter.* A copy of the Governance and Nominating Committee Charter is available to stockholders on NB Management's website at [www.nb.com](http://www.nb.com).

*Stockholder Communications.* Each Fund's Governance and Nominating Committee will consider nominees recommended by stockholders; stockholders may send resumes of recommended persons to the attention of Claudia A. Brandon, Secretary, Neuberger Berman Funds, 605 Third Avenue, 21st Floor, New York, New York, 10158-0180. To be considered for a specific Fund at a specific meeting of stockholders, please identify such request and comply with the timing and information requirements described under "Stockholder Proposals."

*Nominee Qualifications.* The Governance and Nominating Committee of each Fund will consider nominees recommended by stockholders on the basis of the same criteria used to consider and evaluate candidates recommended by other sources. While there is no formal list of qualifications, the Governance and Nominating Committee considers, among other things, whether prospective nominees have distinguished records in their primary careers, unimpeachable integrity and substantive knowledge in areas important to a Board's operations, such as background or education in finance, auditing, securities law, the workings of the securities markets or investment advice. For candidates to serve as Independent Directors, independence from each Fund's investment manager, its affiliates and other principal service providers is critical, as is an independent and questioning mindset. Each Committee also considers whether the prospective candidates' workloads would allow them to attend the vast majority of Board meetings, be available for service on Board committees and devote the additional time and effort necessary to keep up with Board matters and the rapidly changing regulatory environment in which each Fund operates. Different substantive areas may assume greater or lesser significance at particular times, in light of a Board's present composition and a Committee's (or a Board's) perceptions about future issues and needs. In considering nominees, each Committee also considers the diversity of the Board with respect to professional experience, education, skill and viewpoint.

*Identifying Nominees.* Each Governance and Nominating Committee considers prospective candidates from any reasonable source. Each Committee initially evaluates prospective candidates on the basis of their resumes, considered in light of the criteria discussed above. Those prospective candidates that appear likely to be able to fill a significant need of a Board would be contacted by a Committee member by telephone to discuss the position; if there appeared to be sufficient interest, an

in-person meeting with one or more Committee members would be arranged. If a Committee, based on the results of these contacts, believed it had identified a viable candidate, it would air the matter with the full group of Independent Directors for input.

Any request by management to meet with the prospective candidate would be given appropriate consideration. The Funds have not paid a fee to third parties to assist in finding nominees.

**Director Attendance At Annual Meetings**

The Funds do not have a policy on Director attendance at the annual meeting of stockholders. For each Fund, one Board member attended the 2012 annual meeting of stockholders.

**Ownership of Securities**

Set forth below is the dollar range of equity securities owned by each Director as of June 30, 2013.

Name of Director	Dollar Range of Equity Securities Owned in:					Aggregate Dollar Range of Equity Securities Owned in all Registered Investment Companies Overseen by Director in Neuberger Berman Family of Investment Companies*
	NHS*	NRO*	NBW*	NBH*	NBO*	
<b>Independent Directors</b>						
Faith Colish**	\$1-\$10,000	\$1-\$10,000	None	\$1-\$10,000	\$1-\$10,000	Over \$100,000
Martha C. Goss	None	None	None	None	None	Over \$100,000
Michael M. Knetter	None	None	None	None	None	Over \$100,000
Howard A. Mileaf	None	None	None	None	None	Over \$100,000
George W. Morriss***	\$10,001-\$50,000	None	None	None	None	Over \$100,000
Tom D. Seip	None	None	None	None	None	Over \$100,000
Candace L. Straight	None	None	None	None	None	Over \$100,000
Peter P. Trapp****	\$10,000-\$50,000	None	None	None	None	Over \$100,000
<b>Directors who are Interested Persons</b>						
Robert Conti	None	None	None	None	None	Over \$100,000
Joseph V. Amato	None	None	None	None	None	Over \$100,000
Jack L. Rivkin	None	None	None	None	None	None

\* Valuation as of June 30, 2013.

\*\* Ms. Colish owns 157 shares of common stock of Neuberger Berman High Yield Strategies Fund Inc., 240 shares of common stock of Neuberger Berman Real Estate Securities Income Fund Inc., 100 shares of common stock of Neuberger Berman New York Intermediate Municipal Fund Inc. and 100 shares of common stock of Neuberger Berman Intermediate Municipal Fund Inc., constituting less than 1% of each Fund's outstanding shares of common stock.

\*\*\* Mr. Morriss owns 2,529,9507 shares of common stock of Neuberger Berman High Yield Strategies Fund Inc., constituting less than 1% of the Fund's outstanding shares of common stock.

\*\*\*\* Mr. Trapp owns 4,000 shares of common stock of Neuberger Berman Real Estate Securities Income Fund Inc., constituting less than 1% of the Fund's outstanding shares of common stock.

**Independent Directors Ownership of Securities**

As of June 30, 2013, no Independent Director (or his/her immediate family members) owned securities of NB Management, NB LLC or NBFI or securities in an entity controlling, controlled by or under common control with NB Management, NB LLC or NBFI (not including registered investment companies).

**Officers of each Fund**

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

Name, (Year of Birth) and Address <sup>(1)</sup>	Position and Length of Time Served <sup>(2)</sup>	Principal Occupation(s) <sup>(3)</sup>
Andrew B. Allard (1961)	Chief Legal Officer since 2013 (only for purposes of Sections 307 and 406 of the Sarbanes-Oxley Act of 2002) and Anti-Money Laundering Compliance Officer since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS)	General Counsel and Senior Vice President, NB Management since 2013; Senior Vice President, NB LLC, since 2006 and Employee since 1999; Deputy General Counsel, NB LLC, since 2004; formerly, Vice President, NB LLC, 2000 to 2005; formerly, Employee, NB Management, 1994 to 1999; Chief Legal Officer since 2013 (only for purposes of Sections 307 and 406 of the Sarbanes-Oxley Act of 2002) ten registered investment companies for which NB Management acts as investment manager and administrator (ten since 2013); Anti-Money Laundering Compliance Officer, ten registered investment companies for which NB Management acts as investment manager and administrator (six since 2002, one since 2003, one since 2005, one since 2006 and one since 2013).



Name, (Year of Birth) and Address <sup>(1)</sup>	Position and Length of Time Served <sup>(2)</sup>	Principal Occupation(s) <sup>(3)</sup>
Claudia A. Brandon (1956)	Executive Vice President since 2008 and Secretary since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS)	Senior Vice President, NB LLC, since 2007 and Employee since 1999; Senior Vice President, NB Management, since 2008 and Assistant Secretary since 2004; formerly, Vice President, NB LLC, 2002 to 2006; formerly, Vice President-Mutual Fund Board Relations, NB Management, 2000 to 2008; formerly, Vice President, NB Management, 1986 to 1999 and Employee 1984 to 1999; Executive Vice President, ten registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008 and one since 2013); Secretary, ten registered investment companies for which NB Management acts as investment manager and administrator (three since 1985, three since 2002, one since 2003, one since 2005, one since 2006 and one since 2013).
Agnes Diaz (1971)	Vice President since 2013	Vice President, ten registered investment companies for which NB Management acts as investment manager and administrator (ten since 2013).
Anthony DiBernardo (1979)	Assistant Treasurer since 2011	Vice President, NB LLC, since 2009; Employee, NB Management, since 2003; Assistant Treasurer, ten registered investment companies for which NB Management acts as investment manager and administrator (nine since 2011 and one since 2013).
Sheila R. James (1965)	Assistant Secretary since 2002 (NBW, NBH and NBO), 2003 (NRO) and 2006 (NHS)	Vice President, NB LLC, since 2008 and Employee since 1999; formerly, Assistant Vice President, NB LLC, 2007; formerly, Employee, NB Management, 1991 to 1999; Assistant Secretary, ten registered investment companies for which NB Management acts as investment manager and administrator (six since 2002, one since 2003, one since 2005, one since 2006 and one since 2013).

Name, (Year of Birth) and Address <sup>(1)</sup>	Position and Length of Time Served <sup>(2)</sup>	Principal Occupation(s) <sup>(3)</sup>
Brian Kerrane (1969)	Vice President since 2008	Senior Vice President, NB Management, since 2008 and Employee since 1991; formerly, Vice President, NB Management, 2002 to 2008; Vice President, ten registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008 and one since 2013).
Kevin Lyons (1955)	Assistant Secretary since 2003 (NRO, NBW, NBH and NBO) and 2006 (NHS)	Assistant Vice President, NB LLC, since 2008 and Employee since 1999; formerly, Employee, NB Management, 1993 to 1999; Assistant Secretary, ten registered investment companies for which NB Management acts as investment manager and administrator (seven since 2003, one since 2005, one since 2006 and one since 2013).
Owen F. McEntee, Jr. (1961)	Vice President since 2008	Vice President, NB LLC, since 2006; Employee, NB Management, since 1992; Vice President, ten registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008 and one since 2013).
John M. McGovern (1970)	Treasurer and Principal Financial and Accounting Officer since 2005 (NRO, NBW, NBH and NBO) and 2006 (NHS)	Senior Vice President, NB LLC, since 2007; formerly, Vice President, NB LLC, 2004 to 2006; Employee, NB Management, since 1993; Treasurer and Principal Financial and Accounting Officer, ten registered investment companies for which NB Management acts as investment manager and administrator (eight since 2005, one since 2006 and one since 2013); formerly, Assistant Treasurer, eight registered investment companies for which NB Management acts as investment manager and administrator, 2002 to 2005.
Frank Rosato (1971)	Assistant Treasurer since 2005 (NRO, NBW, NBH and NBO) and 2006 (NHS)	Vice President, NB LLC, since 2006; Employee, NB Management, since 1995; Assistant Treasurer, ten registered investment companies for which NB Management acts as investment manager and administrator (eight since 2005, one since 2006 and one since 2013).

Name, (Year of Birth) and Address <sup>(1)</sup>	Position and Length of Time Served <sup>(2)</sup>	Principal Occupation(s) <sup>(3)</sup>
Neil S. Siegel (1967)	Vice President since 2008	Managing Director, NB Management, since 2008; Managing Director, NB LLC, since 2006; Managing Director, NBF, since 2011; formerly, Senior Vice President, NB LLC, 2004 to 2006; Vice President, ten registered investment companies for which NB Management acts as investment manager and administrator (nine since 2008 and one since 2013).
Chamaine Williams (1971)	Chief Compliance Officer since 2005 (NRO, NBW, NBH and NBO) and 2006 (NHS)	Senior Vice President, NB Management, since 2007; Chief Compliance Officer, NB Management, since 2006; Chief Compliance Officer, ten registered investment companies for which NB Management acts as investment manager and administrator (eight since 2005, one since 2006 and one since 2013); formerly, Senior Vice President, LBI, 2007 to 2008; formerly, Vice President, LBI, 2003 to 2006; formerly, Chief Compliance Officer, Lehman Brothers Asset Management Inc., 2003 to 2007; formerly, Chief Compliance Officer, Lehman Brothers Alternative Investment Management LLC, 2003 to 2007.

- (1) The business address of each listed person is 605 Third Avenue, New York, New York 10158.
- (2) Pursuant to the By-laws of each Fund, each officer elected by the Directors shall hold office until his or her successor shall have been elected and qualified or until his or her earlier death, inability to serve, or resignation. Officers serve at the pleasure of the Directors and may be removed at any time with or without cause.
- (3) Except as otherwise indicated, each individual has held the positions shown for at least the last five years.

**Compensation of Directors**

The following table sets forth information concerning the compensation of the Funds' Directors. The Funds do not have any pension or retirement plan for their Directors. For the fiscal year ended October 31, 2012, the Directors received the amounts set forth in the following table from each Fund. For the calendar year ended December 31, 2012, the Directors received the compensation set forth in the following table for serving as trustee/director of the funds in the Neuberger Berman fund family. Each officer and Director who is a director, officer or employee of NB Management, NB LLC, NBF or any entity controlling, controlled by or under common control with NB Management, NB LLC or NBF serves as a Director and/or officer without any compensation from the Funds.

## TABLE OF COMPENSATION

Name and Position with each Fund	Aggregate Compensation from each Fund for the Fiscal Year Ended October 31, 2012	Total Compensation from Registered Investment Companies in the Neuberger Berman Fund Complex Paid to Directors For Calendar Year Ended December 31, 2012
<b>Independent Directors</b>		
Faith Colish Director	\$18,162	\$160,000
Martha C. Goss Director	\$17,025	\$150,000
Michael M. Knetter Director	\$18,162	\$160,000
Howard A. Mileaf Director	\$18,121	\$160,000
George W. Morriss Director	\$18,162	\$160,000
Tom D. Seip Chairman of the Board and Director	\$21,003	\$185,000
Candace L. Straight Director	\$18,162	\$160,000
Peter P. Trapp Director	\$19,298	\$170,000
<b>Directors who are Interested Persons</b>		
Joseph V. Amato Director	\$0	\$0
Robert Conti President, Chief Executive Officer and Director	\$0	\$0
Jack L. Rivkin Director	\$18,612	\$160,000

For serving as a trustee/director of the funds in the Neuberger Berman fund family, each Independent Director and each Director who is an interested person within the meaning of the 1940 Act but not an employee of NB Management or its affiliates receives an annual retainer of \$125,000, paid quarterly, and a fee of \$12,500 for each of the four regularly scheduled meetings he or she attends in-person or by telephone. For any additional special in-person or telephonic meeting of the Board, the Governance and Nominating Committee will determine whether a fee is warranted. To compensate for the additional time commitment, the Chair of each Committee receives \$12,500 per year. No additional compensation is provided for service on a Board committee. The Chair who is also an Independent Director receives an additional \$45,000 per year.

The Neuberger Berman funds reimburse Independent Directors for their travel and other out-of-pocket expenses related to attendance at Board meetings. The Independent Director compensation is allocated to each fund in the Neuberger Berman fund family based on a method the Board finds reasonable.

An Independent Director who retired before July 1, 2012 was eligible to elect Director Emeritus status upon his or her retirement if he or she had served for a minimum of 15 years or reached the age of 70 years at his or her last birthday. This policy provides a means to retain access to the valuable experience and substantial institutional knowledge of, and certain ongoing services from, Independent Directors who have retired from the Board. A Director Emeritus receives a payment for a period of three years according to the following schedule: for the first year, an amount equal to three-fourths of the annual retainer and regular meeting fees in effect at the time of his or her retirement ( Compensation at Retirement ) assuming six regular meetings; for the second year, an amount equal to one-half of the Compensation at Retirement; and for the third year, an amount equal to one-fourth of the Compensation at Retirement. A Director Emeritus may attend Board or Committee meetings and will be reimbursed for out-of-pocket expenses related to such attendance. The Director Emeritus compensation is allocated to each fund in the fund family based on a method the Board of Directors finds reasonable. To continue serving as a Director Emeritus, an individual must continue to qualify as independent for purposes of the 1940 Act, and shall continue to be subject to the restrictions of the Code of Ethics and requirements under the Board governance policies to pre-clear any trades in shares of a closed-end fund in the fund family (or derivatives relating to the shares). A Director Emeritus does not have the power to vote but may be consulted regarding matters involving the Funds.

**Vote Required**

With respect to each Fund, Jack L. Rivkin and Tom D. Seip each must be elected by vote of the holders of a majority of the Fund's outstanding shares of common stock and preferred stock, voting together. With respect to each Fund, George W. Morriss must be elected by vote of the holders of a majority of each Fund's outstanding shares of preferred stock, voting separately from the holders of the shares of common stock.

**THE DIRECTORS OF EACH FUND UNANIMOUSLY  
RECOMMEND THAT YOU VOTE FOR EACH NOMINEE.**

**INFORMATION ON THE FUNDS INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

Ernst & Young LLP ( Ernst & Young ) audited the financial statements for the fiscal year ended October 31, 2012 for each Fund. Ernst & Young, 200 Clarendon Street, Boston, MA 02116, serves as the independent registered public accounting firm for each Fund and provides audit services, tax compliance services and assistance and consultation in connection with the review of each Fund's filings with the SEC. In the opinion of each Audit Committee, the services provided by Ernst & Young are compatible with maintaining the independence of the respective Fund's independent registered public accounting firm. Each Board has selected Ernst & Young as the independent registered public accounting firm for the respective Fund for the fiscal year ending October 31, 2013. Ernst & Young has served as each Fund's independent registered public accounting firm since the Fund's inception. Ernst & Young has informed the Funds that it has no material direct or indirect financial interest in any Fund.

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

**FEES BILLED BY INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM**

**Audit Fees**

The aggregate fees billed by Ernst & Young for the audit of the annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements of the Funds for the fiscal years ended October 31, 2011 and October 31, 2012 are as shown in the table below.

<b>Fund</b>	<b>Audit Fees Billed</b>	
	<b>Fiscal Year Ended 10/31/11</b>	<b>Fiscal Year Ended 10/31/12</b>
Neuberger Berman High Yield Strategies Fund Inc.	\$46,250	\$49,750
Neuberger Berman Real Estate Securities Income Fund Inc.	\$41,000	\$42,200
Neuberger Berman California Intermediate Municipal Fund Inc.	\$40,225	\$45,225
Neuberger Berman Intermediate Municipal Fund Inc.	\$40,225	\$45,225
Neuberger Berman New York Intermediate Municipal Fund Inc.	\$40,225	\$45,225

**Audit-Related Fees**

The aggregate audit-related fees billed by Ernst & Young for the fiscal years ended October 31, 2011 and October 31, 2012 are as shown in the table below. The nature of the services provided involved agreed-upon procedures relating to the preferred stock.

<b>Fund</b>	<b>Audit-Related Fees Billed</b>	
	<b>Fiscal Year</b>	<b>Fiscal Year</b>
	<b>Ended</b>	<b>Ended</b>
	<b>10/31/11</b>	<b>10/31/12</b>
Neuberger Berman High Yield Strategies Fund Inc.	\$ 13,000	\$ 0
Neuberger Berman Real Estate Securities Income Fund Inc.	\$ 6,650	\$ 0
Neuberger Berman California Intermediate Municipal Fund Inc.	\$ 6,650	\$ 6,650
Neuberger Berman Intermediate Municipal Fund Inc.	\$ 6,650	\$ 6,650
Neuberger Berman New York Intermediate Municipal Fund Inc.	\$ 6,650	\$ 6,650

**Tax Fees**

The aggregate fees billed by Ernst & Young for the years ended October 31, 2011 and October 31, 2012 are as shown in the table below. The nature of the services provided comprised tax compliance including preparation of the Federal and State tax extensions and tax returns, review of annual excise tax calculations, and preparation of Form 8613. In addition, assistance with identification of Passive Foreign Investment Companies (PFICS), assistance with determination of various foreign withholding taxes, and assistance with Internal Revenue Code and tax regulation requirements for fund investments.

<b>Fund</b>	<b>Tax Fees Billed</b>	
	<b>Fiscal Year</b>	<b>Fiscal Year</b>
	<b>Ended</b>	<b>Ended</b>
	<b>10/31/11</b>	<b>10/31/12</b>
Neuberger Berman High Yield Strategies Fund Inc.	\$ 9,500	\$ 10,100
Neuberger Berman Real Estate Securities Income Fund Inc.	\$ 10,250	\$ 10,850
Neuberger Berman California Intermediate Municipal Fund Inc.	\$ 10,250	\$ 10,850
Neuberger Berman Intermediate Municipal Fund Inc.	\$ 10,250	\$ 10,850
Neuberger Berman New York Intermediate Municipal Fund Inc.	\$ 10,250	\$ 10,850

**All Other Fees**

Aggregate fees billed by Ernst & Young during the years ended October 31, 2011 and October 31, 2012 for services provided to the Funds other than those reported in Audit Fees, Audit-Related Fees and Tax Fees, are as shown in the table below.

<b>Fund</b>	<b>All Other Fees</b>	
	<b>Fiscal Year Ended 10/31/11</b>	<b>Fiscal Year Ended 10/31/12</b>
Neuberger Berman High Yield Strategies Fund Inc.	\$0	\$0
Neuberger Berman Real Estate Securities Income Fund Inc.	\$0	\$0
Neuberger Berman California Intermediate Municipal Fund Inc.	\$0	\$0
Neuberger Berman Intermediate Municipal Fund Inc.	\$0	\$0
Neuberger Berman New York Intermediate Municipal Fund Inc.	\$0	\$0

**Non-Audit Fees**

Aggregate fees billed by Ernst & Young during the years ended October 31, 2011 and October 31, 2012 for non-audit services to the Funds, NB Management, NB LLC, NBFi and any entity controlling, controlled by or under common control with NB Management, NB LLC or NBFi that provides ongoing services to the Funds are as shown in the table below.

<b>Fund</b>	<b>Aggregated Non-Audit Fees</b>	
	<b>Fiscal Year Ended 10/31/11</b>	<b>Fiscal Year Ended 10/31/12</b>
Neuberger Berman High Yield Strategies Fund Inc.	\$22,500	\$10,100
Neuberger Berman Real Estate Securities Income Fund Inc.	\$16,900	\$10,850
Neuberger Berman California Intermediate Municipal Fund Inc.	\$16,900	\$10,850
Neuberger Berman Intermediate Municipal Fund Inc.	\$16,900	\$10,850
Neuberger Berman New York Intermediate Municipal Fund Inc.	\$16,900	\$10,850

**Audit Committees Pre-Approval Policies and Procedures**

Each Audit Committee's pre-approval policies and procedures for its Fund to engage an accountant to render audit and non-audit services delegate to each member of the Committee the power to pre-approve services between meetings of the Committee.

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



to NB Management, NB LLC, NBFI and any entity controlling, controlled by or under common control with NB Management, NB LLC or NBFI that provides ongoing services to a Fund that the Audit Committees were required to approve pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X. Each Audit Committee considered whether the provision of non-audit services rendered to NB Management, NB LLC, NBFI and any entity controlling, controlled by, or under common control with NB Management, NB LLC or NBFI that provides ongoing services to a Fund that were not pre-approved by the Audit Committee because the engagement did not relate directly to the operations and financial reporting of the Fund is compatible with maintaining E&Y's independence.

**GENERAL INFORMATION**

**Ownership of Shares**

As of June 30, 2013, no Fund knows of any person who owns beneficially more than 5% of its outstanding shares of common stock or preferred stock other than those listed below.

<b>Fund</b>	<b>Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount of Beneficial Ownership</b>	<b>Percent of Class</b>
Neuberger Berman California Intermediate Municipal Fund Inc.	Common	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	732,290	13.29% <sup>(1)</sup>
Neuberger Berman California Intermediate Municipal Fund Inc.	Preferred	Bank of America Corporation Bank of America Corporate Center 100 North Tryon Street Charlotte, NC 28255	1,132	48.0% <sup>(2)</sup>
		Bank of America, N.A. 101 South Tryon Street Charlotte, NC 28255		
		Blue Ridge Investments, L.L.C. 214 North Tryon Street Charlotte, NC 28255		
	Preferred	UBS AG Bahnhofstrasse 45 PO Box CH-8021 Zurich, Switzerland	187	7.92% <sup>(3)</sup>

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<b>Fund</b>	<b>Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount of Beneficial Ownership</b>	<b>Percent of Class</b>
Neuberger Berman High Yield Strategies Fund Inc.	Common	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	4,496,349	23.06% <sup>(4)</sup>
	Common	Claymore Securities Defined Portfolios, Series 378, 434, 465, 509, 572, 575, 613, 651, 652, 661, 664, 683, 696, 701, 713 and 717  Guggenheim Defined Portfolios, Series 749, 754, 761, 776, 777, 789, 800 and 810  Guggenheim Funds Distributors, Inc. as Sponsor for the Filing Entities 2455 Corporate West Drive Lisle, IL 60532	1,095,669	5.64% <sup>(5)</sup>
Neuberger Berman High Yield Strategies Fund Inc.	Preferred	Metropolitan Life Insurance Company 10 Park Avenue Morristown, NJ 07962	1,087	100% <sup>(6)</sup>
Neuberger Berman Intermediate Municipal Fund Inc	Common	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	2,284,937	12.22% <sup>(10)</sup>
Neuberger Berman Intermediate Municipal Fund Inc.	Preferred	Bank of America Corporation Bank of America Corporate Center 100 North Tryon Street Charlotte, NC 28255  Bank of America, N.A. 101 South Tryon Street Charlotte, NC 28255  Blue Ridge Investments, L.L.C. 214 North Tryon Street Charlotte, NC 28255	3,790	52.8% <sup>(5)</sup>
	Preferred	Karpus Management, Inc. 183 Sully s Trail Pittsford, NY 14534	596	8.31% <sup>(11)</sup>
	Preferred	UBS AG Bahnhofstrasse 45 PO Box CH-8021 Zurich, Switzerland	555	7.73% <sup>(7)</sup>

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<b>Fund</b>	<b>Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount of Beneficial Ownership</b>	<b>Percent of Class</b>
Neuberger Berman New York Intermediate Municipal Fund Inc.	Common	First Trust Portfolios L.P. 120 East Liberty Drive, Suite 400 Wheaton, Illinois 60187	392,409	7.76% <sup>(9)</sup>
		First Trust Advisors L.P. 120 East Liberty Drive, Suite 400 Wheaton, Illinois 60187		
		The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, Illinois 60187		
Neuberger Berman New York Intermediate Municipal Fund Inc.	Preferred	Bank of America Corporation Bank of America Corporate Center 100 North Tryon Street Charlotte, NC 28255	1,371	71.0% <sup>(5)</sup>
		Bank of America, N.A. 101 South Tryon Street Charlotte, NC 28255		
Neuberger Berman Real Estate Securities Income Fund Inc.	Preferred	Blue Ridge Investments, L.L.C. 214 North Tryon Street Charlotte, NC 28255		
		Karpus Management, Inc. 183 Sully s Trail Pittsford, NY 14534	327	16.94% <sup>(8)</sup>
Neuberger Berman Real Estate Securities Income Fund Inc.	Common	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	3,446,774	6.18% <sup>(12)</sup>
		Sun Life Insurance and Annuity Company of New York One Grand Central Place 60 East 42nd Street, Suite 1115 New York, NY 10165	840	84% <sup>(13)</sup>
		Sun Life Assurance Company of Canada 1 Sun Life Executive Park SC 1303 Wellesley Hills, MA 02481	160	16% <sup>(14)</sup>

(1) Based on an amended Schedule 13G filed by First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation on January 25, 2013.

(2) Based on a Schedule 13D filed by Bank of America Corporation, Bank of America, N.A. and Blue Ridge Investments, L.L.C. filed on January 11, 2011.

- (3) Based on Schedule 13G filed by UBS AG on February 10, 2009.
- (4) Based on an amended Schedule 13G filed by First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation on February 7, 2013.
- (5) Based on an amended Schedule 13G filed by Guggenheim Funds Distributors, Inc. as Sponsor for the Filing Entities on February 3, 2012 for Neuberger Berman High Yield Strategies Fund (a predecessor of Neuberger Berman High Yield Strategies Fund Inc.).
- (6) Based on two amended Form 3s filed by Metropolitan Life Insurance Company on November 21, 2008 for Neuberger Berman High Yield Strategies Fund and Neuberger Berman Income Opportunity Fund Inc. (each, a predecessor of Neuberger Berman High Yield Strategies Fund Inc.).
- (7) Based on an amended Schedule 13G filed by UBS AG on January 14, 2011.
- (8) Based on a Schedule 13G filed by Karpus Management, Inc. on January 4, 2013.
- (9) Based on a Schedule 13G filed by First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation on January 24, 2013.
- (10) Based on an amended Schedule 13G filed by First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation on January 31, 2013.
- (11) Based on a Schedule 13G filed by Karpus Management, Inc. on February 14, 2013.
- (12) Based on an amended Schedule 13G filed by First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation on January 31, 2013.
- (13) Based on amended Form 3 filed by Sun Life Insurance and Annuity Company of New York on September 27, 2012.
- (14) Based on Form 3 filed by Sun Life Assurance Company of Canada on September 27, 2012.

In addition, the Directors and officers of each Fund, in the aggregate, owned less than 1% of each class of the Fund's outstanding shares of stock as of June 30, 2013.

#### **Payment of Solicitation Expenses**

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

**Other Matters to Come Before the Meeting**

The Funds do not know of any matters to be presented at the Meeting other than those described in this Proxy Statement. If other business should properly come before the Meeting, the proxy holders will vote on it in accordance with their best judgment for those shares they are authorized to vote. However, any proposal submitted to a vote at the Meeting by anyone other than the officers or Directors of the Funds may be voted only in person or by written proxy.

**Stockholder Proposals**

Each Fund's By-laws require stockholders wishing to nominate Directors or make proposals to be voted on at the Fund's annual meeting to provide notice of the nominations or proposals in writing delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Fund. To be valid, the notice must include all of the information specified in the applicable Fund's By-laws. Stockholder proposals meeting tests contained in the SEC's proxy rules may, under certain conditions, be included in a Fund's proxy material for a particular annual stockholder meeting. Proposals submitted for inclusion in a Fund's proxy material for the 2014 annual meeting must be received by the Secretary on or before March 31, 2014. The fact that the Funds receive a stockholder proposal in a timely manner does not ensure its inclusion in its proxy material, since there are other requirements in the proxy rules relating to such inclusion.

Stockholders who wish to make a proposal that would not be included in a Fund's proxy materials or to nominate a person or persons as a Director at a Fund's 2014 annual meeting must ensure that the proposal or nomination is delivered to the Secretary no earlier than March 1, 2014 and no later than March 31, 2014. However, if the date of the mailing of the notice for the annual meeting is advanced or delayed by more than thirty days from the anniversary date of the mailing of this year's notice for the annual meeting or a special meeting of stockholders is held, notice by the stockholders to be timely must be delivered no earlier than the 120th day prior to the date of such meeting, and no later than the later to occur of (i) the 90th day prior to the date of such meeting or (ii) the 10th day following the day on which public announcement of the date of such meeting is first made by the Fund. The proposal or nomination must be in good order and in compliance with all applicable legal requirements, including the requirements set forth in each Fund's By-laws. The Chairman of the Meeting may refuse to acknowledge a nomination or other proposal by a stockholder that is not made in the manner described above.

**Notice to Banks, Broker-Dealers and Voting Directors and their Nominees**

Please advise the Funds, c/o Secretary, 605 Third Avenue, New York, New York 10158, whether other persons are beneficial owners of shares of Fund stock for which proxies are being solicited and, if so, the number of copies of the Proxy Statement to supply copies to the beneficial owners of these shares.

**Investment Manager, Sub-Adviser and Administrator**

NB Management serves as the investment manager and administrator to each Fund. NB Management provides investment management and advisory services to private accounts of institutional and individual clients and to mutual funds. NB Management is located at 605 Third Avenue, New York, New York 10158-0180. NB Management retains NB LLC, 605 Third Avenue, New York, New York 10158-3698, as sub-adviser with respect to Neuberger Berman California Intermediate Municipal Fund Inc., Neuberger Berman Intermediate Municipal Fund Inc., Neuberger Berman New York Intermediate Municipal Fund Inc. and Neuberger Berman Real Estate Securities Income Fund Inc. and retains NBFI, 200 South Wacker Drive, Suite 2100, Chicago, IL 60601, as sub-adviser with respect to Neuberger Berman High Yield Strategies Fund Inc. Collectively, the investment manager and the sub-advisers are referred to herein as Neuberger Berman. As of June 30, 2013, Neuberger Berman affiliates had approximately \$214 billion in assets under management.

**VOTING INFORMATION****Voting Rights**

The close of business on July 19, 2013, has been fixed as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting ( Record Date ). On that date, each Fund had the following number of shares of common stock and preferred stock outstanding and entitled to vote:

<b>Fund</b>	<b>Shares of Common Stock Outstanding</b>	<b>Shares of Preferred Stock Outstanding</b>
Neuberger Berman High Yield Strategies Fund Inc.	19,540,584.961	1,087
Neuberger Berman Real Estate Securities Income Fund Inc.	55,787,846	1,000
Neuberger Berman California Intermediate Municipal Fund Inc.	5,532,664.81	2,360
Neuberger Berman Intermediate Municipal Fund Inc.	18,762,154	7,176
Neuberger Berman New York Intermediate Municipal Fund Inc.	5,075,417	1,930

Holders of each Fund's outstanding shares of common and preferred stock will vote together as a single class to elect two Class II Directors. As described herein under the section entitled Proposal 1: Election of Directors, holders of the shares of preferred stock of each Fund will vote separately from holders of the shares of common stock to elect one additional Class II Director. As to any other business that may properly come before the Meeting, holders of each Fund's shares of common stock and preferred stock may vote together as a single class or separately, depending on the requirements of the 1940 Act, the Maryland General Corporation Law ( MGCL ) and a Fund's charter with respect to said item of business. Each full share of a Fund's common stock or preferred stock is entitled to one vote and each fractional share of a Fund's common stock or preferred stock is entitled to a proportionate share of one vote.

If the enclosed proxy card is properly executed and returned in time to be voted at the Meeting, the shares represented by the proxy card will be voted in accordance with the instructions marked on the proxy card. If no instructions are specified on a proxy card, shares will be voted FOR the election of each nominee for Director and FOR, ABSTAIN, or AGAINST any other matters acted upon at the Meeting in the discretion of the persons named as proxies. Any stockholder who has given a proxy has the right to revoke it any time prior to its exercise by attending the Meeting and voting his or her shares in person, or by submitting a letter of revocation or a later-dated proxy card to the Fund at the address indicated on the enclosed envelope provided with this Proxy Statement. Any letter of revocation or later-dated proxy card must be received by the Fund prior to the Meeting and must indicate your name and account number to be effective. Proxies voted by telephone or Internet may be revoked at any time before they are voted at the Meeting in the same manner that proxies voted by mail may be revoked.

The Funds expect that broker-dealer firms holding shares of the Funds stock in street name for the benefit of their customers and clients will request the instructions of such customers and clients on how to vote their shares on the election of Directors. The Funds understand that, under the rules of the NYSE and NYSE MKT, such broker-dealers may grant authority to the proxies designated by the Funds to vote on the election of Directors for the Funds if no instructions have been received prior to the date specified in the broker-dealer firm's request for voting instructions. Certain broker-dealer firms may exercise discretion over shares held in their names for which no instructions are received by voting such shares in the same proportion as they have voted shares for which they have received instructions.

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

For situations in which advisers have proxy voting discretion, they will vote the Proposals in accordance with their proxy voting policies. Generally, this means that they will follow a third-party proxy voting provider's recommendation, however, they have the ability to vote contrary to the recommendation in certain circumstances.

Proxy solicitations will be made primarily by mail, but may also be made by telephone, electronic transmissions or personal meetings with officers and employees of NB Management, affiliates of NB Management or other representatives of the Funds. Proxy solicitations may also be made by Okapi Partners.

**Quorum; Adjournment**

A quorum with respect to a Fund is constituted by one-third of the Fund's shares outstanding and entitled to vote at the Meeting, present in person or by proxy. If a quorum is not present at a Fund's Meeting, the persons named as proxies may propose one or more adjournments of such Meeting to permit further solicitation of proxies. Subject to the rules established by the Chairman of the Meeting, the holders of a majority of the shares entitled to vote at the Meeting and present in person or by proxy may vote to adjourn, or, if no stockholder entitled to vote is present in person or by proxy, any officer present entitled to preside or act as secretary of the Meeting may adjourn the Meeting. In the former case, the persons named as proxies will vote those proxies that they are entitled to vote FOR or AGAINST any proposal and those proxies they are required to WITHHOLD on all nominees in their discretion. If a quorum is present at the Meeting, the Chairman of the Meeting may adjourn the Meeting if sufficient votes to approve a Proposal are not received or for any other purpose. A stockholder vote may be taken on the nominations in this Proxy Statement prior to any such adjournment if sufficient votes have been received and it is otherwise appropriate. Each Board also may postpone the Meeting of stockholders prior to the Meeting with notice to the stockholders entitled to vote at or to receive notice of the Meeting.

**Vote Required**

With respect to each Fund, Jack L. Rivkin and Tom D. Seip each must be elected by vote of the holders of a majority of the Fund's outstanding shares of common stock and preferred stock, voting together. With respect to each Fund, George W. Morriss must be elected by vote of the holders of a majority of each Fund's outstanding shares of preferred stock, voting separately from the holders of the shares of common stock. With respect to other items of business (and the Funds are not currently aware of any other items to be brought before the Meeting), the necessary affirmative vote will depend on the requirements of the 1940 Act, the MGCL and the Fund's charter with respect to said item of business.

To assure the presence of a quorum at the Meeting, please promptly execute and return the enclosed proxy. A self-addressed, postage-paid envelope is enclosed for your convenience. Alternatively, you may vote by telephone or through the Internet at the number or website address printed on the enclosed proxy card.

By order of each Board,

Claudia A. Brandon  
Secretary of the Funds

July 29, 2013



**EXHIBIT A**

**Audit Committee Report**

**Neuberger Berman California Intermediate Municipal Fund Inc.  
Neuberger Berman High Yield Strategies Fund Inc.  
Neuberger Berman Intermediate Municipal Fund Inc.  
Neuberger Berman New York Intermediate Municipal Fund Inc.  
Neuberger Berman Real Estate Securities Income Fund Inc.  
(Collectively, the Funds )**

The Audit Committees of the Boards of Directors of the Funds operate pursuant to a Charter, which sets forth the role of the Audit Committee in each Fund's financial reporting process. Pursuant to the Charter, and in accordance with Rule 32a-4 under the Investment Company Act of 1940, as amended, the role of each Fund's Audit Committee is to oversee the Fund's accounting and financial reporting processes and the quality and integrity of the Fund's financial statements and the independent audit of those financial statements. Each Fund's Audit Committee is responsible for, among other things, recommending the initial and ongoing engagement of the independent auditors and reviewing with the Fund's independent auditors the scope and results of the Fund's annual audit. Fund management is responsible for the preparation, presentation and integrity of the Funds' financial statements and for the procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors for the Funds are responsible for planning and carrying out proper audits and reviews.

The Audit Committees met on December 12, 2012 to review the Funds' audited financial statements for the fiscal year ended October 31, 2012. In performing this oversight function, the Audit Committees have reviewed and discussed the audited financial statements with the Funds' management and their independent auditors, Ernst & Young LLP ( E&Y ). The Audit Committees have discussed with E&Y the matters required to be discussed by Statement on Auditing Standards No. 61 and have received the written disclosures and the letter from E&Y required by the applicable requirements of the Public Company Accounting Oversight Board regarding independent accountant communications with audit committees concerning the accountants' independence. The Audit Committees also have discussed with E&Y its independence.

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

Based upon this review and related discussions, and subject to the limitation on the role and responsibilities of the Audit Committee set forth above and in the Charter, the Audit Committee of each Fund recommended to its Board of Directors that the audited financial statements be included in the Fund's Annual Report to Stockholders for the fiscal year ended October 31, 2012.

The members of the Audit Committees are listed below. Each has been determined to meet the independence requirements of NYSE MKT.

Martha C. Goss (Vice Chair)  
George W. Morriss (Chair)  
Tom D. Seip  
Candace L. Straight

December 12, 2012

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**Neuberger Berman Management LLC**

605 Third Avenue, 2nd floor  
New York, New York 10158-0180

**[www.nb.com](http://www.nb.com)**

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