

Eaton Vance Enhanced Equity Income Fund II  
Form N-CSR  
March 02, 2009

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

**Investment Company Act File Number: 811-21670**

**Eaton Vance Enhanced Equity Income Fund II**

(Exact Name of registrant as Specified in Charter)

The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109

(Address of Principal Executive Offices)

Maureen A. Gemma

The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109

(Name and Address of Agent for Services)

(617) 482-8260

(registrant's Telephone Number)

December 31

Date of Fiscal Year End

December 31, 2008

Date of Reporting Period

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**Item 1. Reports to Stockholders**

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**IMPORTANT NOTICES REGARDING PRIVACY,  
DELIVERY OF SHAREHOLDER DOCUMENTS,  
PORTFOLIO HOLDINGS AND PROXY VOTING**

**Privacy.** The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy ( Privacy Policy ) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker/dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Policy periodically for changes by accessing the link on our homepage: [www.eatonvance.com](http://www.eatonvance.com).

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Boston Management and Research, and Eaton Vance Distributors, Inc.

In addition, our Privacy Policy only applies to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial adviser/broker dealer, it is likely that only such adviser's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures.

For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

**Delivery of Shareholder Documents.** The Securities and Exchange Commission (the SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called householding and it helps eliminate duplicate mailings to shareholders.

**Eaton Vance, or your financial adviser, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial adviser, otherwise.**

If you would prefer that your Eaton Vance documents not be householded, please contact Eaton Vance at 1-800-262-1122, or contact your financial adviser.

Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial adviser.

**Portfolio Holdings.** Each Eaton Vance Fund and its underlying Portfolio (if applicable) will file a schedule of its portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website [www.eatonvance.com](http://www.eatonvance.com), by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at [www.sec.gov](http://www.sec.gov). Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

**Proxy Voting.** From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12 month period ended June 30, without charge, upon request, by calling 1-800-262-1122. This description is also available on the SEC's website at [www.sec.gov](http://www.sec.gov).

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

**MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE**

**Economic and Market Conditions**

Global equity markets suffered profound losses during 2008, a year that will likely go down as one of the worst in modern financial market history. The U.S. economy held up relatively well during the first half of the year, but the simultaneous bursting of the housing, credit and commodity bubbles created a global financial crisis of unforeseen levels. Equity markets collapsed during the second half of the year, as a series of catastrophic events on Wall Street induced panic and fear among market participants. Additionally, commodity prices collapsed during the second half of 2008 and after peaking at more than \$145 per barrel in July, oil prices traded down to around \$44 at year end. The U.S. economy was officially declared in recession during the fourth quarter as unemployment continued to rise. The Federal Reserve responded to the crises with a dramatic cut in interest rates. Equity markets posted double-digit declines for the year ended December 31, 2008. The S&P 500 Index suffered its worst loss since 1937, while the Dow Jones Industrials Average experienced the third-worst loss in its history. By the end of 2008, equity losses approached \$7 trillion of shareholder wealth, erasing the gains of the last six years. On average, small-capitalization stocks slightly outperformed large-capitalization stocks and value-style investments fared better than growth-style investments.

Walter A. Row, CFA  
Eaton Vance Management  
Co-Portfolio Manager  
Ronald M. Egalka  
Rampart Investment  
Management  
Co-Portfolio Manager  
Michael A. Allison, CFA  
Eaton Vance Management  
Co-Portfolio Manager  
David R. Fraley  
Rampart Investment  
Management  
Co-Portfolio Manager

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or share price (as applicable) with all distributions reinvested. The Fund's performance at share price will differ from its results at NAV. Although share price performance generally reflects investment results over time, during shorter periods, returns at share price can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund's shares, or changes in Fund distributions. The Fund has no current intention to utilize leverage, but may do so in the future through borrowings and/or other permitted methods. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to [www.eatonvance.com](http://www.eatonvance.com).*

**Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.**

**Management Discussion**

The Fund is a closed-end fund and trades on the New York Stock Exchange (NYSE) under the symbol EOS. The Fund's primary investment objective is to provide current income, with a secondary objective of capital appreciation. The Fund pursues its investment objectives by investing primarily in a portfolio of mid- and large-capitalization common stocks, seeking to invest primarily in companies with above-average growth and financial strength. Under



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normal market conditions, the Fund seeks to generate current earnings from option premiums by writing (selling) covered call options with respect to a substantial portion of its portfolio securities. During the year ended December 31, 2008, the Fund continued to provide shareholders with attractive monthly distributions.

At net asset value (NAV), the Fund outperformed the Russell 1000 Growth Index, the CBOE NASDAQ-100 BuyWrite Index, and its Lipper peer group average for the year ended December 31, 2008, while underperforming the the CBOE S&P 500 BuyWrite Index.

**Eaton Vance Enhanced Equity Income Fund II**  
**Total Return Performance 12/31/07 12/31/08**

| <b>NYSE Symbol</b>   | <b>EOS</b>                   |
|--|------------------------------|
| At Net Asset Value (NAV)   | -30.44%                      |
| At Share Price   | -32.50%                      |
| Russell 1000 Growth Index <sup>1</sup>                           | -38.44%                      |
| CBOE S&P500 BuyWrite Index <sup>1</sup>                          | -28.65%                      |
| CBOE NASDAQ-100 BuyWrite Index <sup>1</sup>                      | -37.61%                      |
| Lipper Options Arbitrage/Options Strategies Average <sup>1</sup> | -31.82%                      |
| Premium/(Discount) to NAV  | -11.67%                      |
| Total Distributions per share                                    | \$ 1.728                     |
| Distribution Rate <sup>2</sup>                                   | <i>At NAV</i> 14.30%         |
|  | <i>At Share Price</i> 16.19% |

*See page 3 for more performance information.*

<sup>1</sup> It is not possible to invest directly in an Index or a Lipper Classification. The Indices total returns do not reflect commissions or expenses that would have been incurred if an investor individually purchased or sold the securities represented in the Indices. The Lipper total return is the average total return, at net asset value, of the funds that are in the same Lipper Classification as the Fund.

The Distribution

Rate is based on the Fund's most recent monthly distribution per share (annualized) divided by the Fund's NAV or share price at the end of the period.

The Fund's monthly distributions may be comprised of ordinary income, net realized capital gains and return of capital.

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

**MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE**

Similar to many closed-end funds, the Fund's market share price traded at a discount to NAV, as investors sold equity positions amid record levels of market volatility. As of December 31, 2008, the discount to NAV was -11.67%.

Among the Fund's common stock holdings, its largest sector weightings at year end were information technology, health care, consumer staples, industrials and consumer discretionary. The Fund's relative performance was helped by stock selection in health care and financials. In particular, health care equipment and health care providers contributed positively to overall performance, while a continued underweight in the financial sector also added to relative returns. The Fund's exposure to the information technology sector, particularly Internet software and semiconductor companies, detracted from performance. The decline in the sector resulted from falling demand due to a rapidly deteriorating economy in the second half of the year.

As of December 31, 2008, the Fund had written call options on approximately 31.2% of its equity holdings. The Fund seeks current earnings in large part from option premiums, which can vary with investors' expectations of the future volatility (implied volatility) of the underlying assets. The year 2008 witnessed continued high levels of implied volatility in concert with a significant level of actual volatility in the equity markets, particularly in the last four months of the year. The Fund was able to monetize some of this volatility in the form of higher premiums, which provided a positive benefit to the Fund. Of course, in future periods of strong market growth, this strategy may lessen returns relative to the market.

Effective July 1, 2008, Michael A. Allison assumed co-portfolio management responsibilities for the Fund. Mr. Allison joined Eaton Vance Management (Eaton Vance) in 2000, and is a Vice President of Eaton Vance. Mr. Allison manages other Eaton Vance funds and is a member of Eaton Vance's Equity Strategy Committee.

*The views expressed throughout this report are those of the portfolio managers and are current only through the end of the period of the report as stated on the cover. These views are subject to change at any time based upon market or other conditions, and the investment adviser disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a fund are based on many factors, may not be relied on as an indication of trading intent on behalf of any Eaton Vance fund. Portfolio information provided in the report may not be representative of the Fund's current or future investments and may change due to active management.*

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

**FUND PERFORMANCE****Fund Performance**

| <b>NYSE Symbol</b>   | <b>EOS</b> |
|--|------------|
| Average Annual Total Returns (at share price, New York Stock Exchange) |            |
| One Year   | -32.50%    |
| Life of Fund (1/31/05)   | -5.25      |
| Average Annual Total Returns (at net asset value)                      |            |
| One Year   | -30.44%    |
| Life of Fund (1/31/05)   | -2.20      |

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or share price (as applicable) with all distributions reinvested. The Fund's performance at share price will differ from its results at NAV. Although share price performance generally reflects investment results over time, during shorter periods, returns at share price can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund's shares, or changes in Fund distributions. The Fund has no current intention to utilize leverage, but may do so in the future through borrowings and/or other permitted methods. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to [www.eatonvance.com](http://www.eatonvance.com).*

**Fund Composition****Top Ten Holdings<sup>1</sup>**

By total investments

|                                       |      |
|---------------------------------------|------|
| Microsoft Corp.                       | 3.2% |
| International Business Machines Corp. | 2.8  |
| Thoratec Corp.                        | 2.6  |
| Cisco Systems, Inc.                   | 2.4  |
| Comcast Corp., Class A                | 2.3  |
| Hewlett-Packard Co.                   | 2.1  |
| Philip Morris International, Inc.     | 2.0  |
| Goldcorp, Inc.                        | 1.9  |
| PepsiCo, Inc.                         | 1.6  |
| Google, Inc., Class A                 | 1.6  |

<sup>1</sup> Top Ten Holdings represented 22.5% of the Fund's total investments as of 12/31/08. The Top Ten Holdings are

presented  
without the  
offsetting effect  
of the Fund's  
written option  
positions at  
12/31/08.  
Excludes cash  
equivalents.

**Common Stock Sector Weightings<sup>2</sup>**

By total investments

<sup>2</sup> Reflects the  
Fund's total  
investments as  
of 12/31/08.  
Common Stock  
Sector  
Weightings are  
presented  
without the  
offsetting effect  
of the Fund's  
written option  
positions at  
12/31/08.  
Excludes cash  
equivalents.

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## PORTFOLIO OF INVESTMENTS

Common Stocks<sup>(1)</sup> 95.2%

| Security                                 | Shares  | Value                |
|--|---------|----------------------|
| Aerospace & Defense 6.0%                 |         |                      |
| Alliant Techsystems, Inc. <sup>(2)</sup> | 42,680  | \$ 3,660,237         |
| Boeing Co. (The)                         | 32,268  | 1,376,876            |
| General Dynamics Corp.                   | 83,749  | 4,823,105            |
| Lockheed Martin Corp.                    | 65,005  | 5,465,620            |
| Precision Castparts Corp.                | 41,383  | 2,461,461            |
| Raytheon Co.                             | 148,130 | 7,560,555            |
| United Technologies Corp.                | 170,736 | 9,151,450            |
|  |         | <b>\$ 34,499,304</b> |

Air Freight &amp; Logistics 0.6%

|                             |        |                     |
|-----------------------------|--------|---------------------|
| CH Robinson Worldwide, Inc. | 61,102 | \$ 3,362,443        |
|                             |        | <b>\$ 3,362,443</b> |

Auto Components 0.8%

|                        |         |                     |
|------------------------|---------|---------------------|
| Johnson Controls, Inc. | 244,163 | \$ 4,434,000        |
|                        |         | <b>\$ 4,434,000</b> |

Beverages 2.2%

|                     |         |              |
|---------------------|---------|--------------|
| Coca-Cola Co. (The) | 70,659  | \$ 3,198,733 |
| PepsiCo, Inc.       | 172,136 | 9,427,889    |

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\$ 12,626,622

Biotechnology 3.6%

|   |         |    |           |
|---|---------|----|-----------|
| Amgen, Inc. <sup>(2)</sup>                | 129,989 | \$ | 7,506,865 |
| Biogen Idec, Inc. <sup>(2)</sup>          | 56,011  |    | 2,667,804 |
| Cephalon, Inc. <sup>(2)</sup>             | 48,824  |    | 3,761,401 |
| Genzyme Corp. <sup>(2)</sup>              | 23,391  |    | 1,552,461 |
| Gilead Sciences, Inc. <sup>(2)</sup>      | 30,015  |    | 1,534,967 |
| Martek Biosciences Corp. <sup>(2)</sup>   | 49,055  |    | 1,486,857 |
| Onyx Pharmaceuticals, Inc. <sup>(2)</sup> | 64,435  |    | 2,201,100 |

\$ 20,711,455

Capital Markets 0.3%

|                           |        |    |           |
|---------------------------|--------|----|-----------|
| Goldman Sachs Group, Inc. | 20,188 | \$ | 1,703,665 |
|---------------------------|--------|----|-----------|

\$ 1,703,665

Chemicals 0.9%

|                               |        |    |           |
|-------------------------------|--------|----|-----------|
| E.I. Du Pont de Nemours & Co. | 28,774 | \$ | 727,982   |
| Ecolab, Inc.                  | 57,960 |    | 2,037,294 |
| Monsanto Co.                  | 32,510 |    | 2,287,078 |

\$ 5,052,354

Commercial Banks 0.6%

|                   |         |    |           |
|-------------------|---------|----|-----------|
| Wells Fargo & Co. | 118,764 | \$ | 3,501,163 |
|-------------------|---------|----|-----------|

\$ 3,501,163

Commercial Services & Supplies 1.3%

|                        |         |    |           |
|------------------------|---------|----|-----------|
| Waste Management, Inc. | 221,215 | \$ | 7,331,065 |
|------------------------|---------|----|-----------|

|  |         |                      |
|--|---------|----------------------|
|  |         | <b>\$ 7,331,065</b>  |
|  |         |                      |
| Communications Equipment                 | 5.6%    |                      |
| Cisco Systems, Inc. <sup>(2)</sup>       | 850,073 | \$ 13,856,190        |
| Harris Corp.                             | 88,033  | 3,349,656            |
| Juniper Networks, Inc. <sup>(2)</sup>    | 144,704 | 2,533,767            |
| QUALCOMM, Inc.                           | 255,776 | 9,164,454            |
| Riverbed Technology, Inc. <sup>(2)</sup> | 318,926 | 3,632,567            |
|  |         | <b>\$ 32,536,634</b> |
|  |         |                      |
| Computers & Peripherals                  | 6.5%    |                      |
| Apple, Inc. <sup>(2)</sup>               | 79,080  | \$ 6,749,478         |
| Hewlett-Packard Co.                      | 341,378 | 12,388,608           |
| International Business Machines Corp.    | 195,633 | 16,464,473           |
| NetApp, Inc. <sup>(2)</sup>              | 162,474 | 2,269,762            |
|  |         | <b>\$ 37,872,321</b> |
|  |         |                      |
| Construction & Engineering               | 0.4%    |                      |
| Granite Construction, Inc.               | 52,032  | \$ 2,285,766         |
|  |         | <b>\$ 2,285,766</b>  |
|  |         |                      |
| Consumer Finance                         | 0.2%    |                      |
| Discover Financial Services              | 153,620 | \$ 1,463,999         |
|  |         | <b>\$ 1,463,999</b>  |
|  |         |                      |
| Diversified Financial Services           | 0.5%    |                      |



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|                      |        |    |                  |
|----------------------|--------|----|------------------|
| JPMorgan Chase & Co. | 87,729 | \$ | 2,766,095        |
|                      |        | \$ | <b>2,766,095</b> |

Diversified Telecommunication Services 0.3%

|            |        |    |                  |
|------------|--------|----|------------------|
| AT&T, Inc. | 71,141 | \$ | 2,027,519        |
|            |        | \$ | <b>2,027,519</b> |

See notes to financial statements

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## PORTFOLIO OF INVESTMENTS CONT'D

| Security  | Shares  | Value                |
|---|---------|----------------------|
| Electric Utilities 0.6%                             |         |                      |
| E.ON AG   | 53,518  | \$ 2,101,504         |
| Edison International                                | 45,932  | 1,475,336            |
|   |         | <b>\$ 3,576,840</b>  |
| Electrical Equipment 2.0%                           |         |                      |
| Cooper Industries, Ltd., Class A                    | 68,050  | \$ 1,989,101         |
| Emerson Electric Co.                                | 153,869 | 5,633,144            |
| Vestas Wind Systems A/S <sup>(2)</sup>              | 63,112  | 3,713,939            |
|   |         | <b>\$ 11,336,184</b> |
| Electronic Equipment, Instruments & Components 0.9% |         |                      |
| Agilent Technologies, Inc. <sup>(2)</sup>           | 236,812 | \$ 3,701,372         |
| IPG Photonics Corp. <sup>(2)</sup>                  | 98,938  | 1,304,003            |
|   |         | <b>\$ 5,005,375</b>  |
| Energy Equipment & Services 0.8%                    |         |                      |
| Diamond Offshore Drilling, Inc.                     | 53,982  | \$ 3,181,699         |
| Schlumberger, Ltd.                                  | 31,147  | 1,318,453            |
|   |         | <b>\$ 4,500,152</b>  |

Food & Staples Retailing 3.1%

|                       |         |    |                   |
|-----------------------|---------|----|-------------------|
| CVS Caremark Corp.    | 105,281 | \$ | 3,025,776         |
| Kroger Co. (The)      | 63,597  |    | 1,679,597         |
| Safeway, Inc.         | 191,422 |    | 4,550,101         |
| Sysco Corp.           | 69,485  |    | 1,593,986         |
| Wal-Mart Stores, Inc. | 124,371 |    | 6,972,238         |
|                       |         | \$ | <b>17,821,698</b> |

Food Products 2.6%

|                 |         |    |                   |
|-----------------|---------|----|-------------------|
| Cadbury PLC ADR | 113,251 | \$ | 4,039,663         |
| Nestle SA       | 132,846 |    | 5,260,455         |
| Nestle SA ADR   | 139,095 |    | 5,522,071         |
|                 |         | \$ | <b>14,822,189</b> |

Health Care Equipment & Supplies 4.8%

|  |           |    |                   |
|--|-----------|----|-------------------|
| Baxter International, Inc.             | 84,502    | \$ | 4,528,462         |
| Becton, Dickinson & Co.                | 22,309    |    | 1,525,713         |
| Boston Scientific Corp. <sup>(2)</sup> | 285,242   |    | 2,207,773         |
| HeartWare, Ltd. <sup>(2)</sup>         | 5,242,244 |    | 2,192,935         |
| Medtronic, Inc.                        | 66,205    |    | 2,080,161         |
| Thoratec Corp. <sup>(2)</sup>          | 464,272   |    | 15,084,197        |
|  |           | \$ | <b>27,619,241</b> |

Health Care Providers & Services 1.9%

|  |         |    |                   |
|--|---------|----|-------------------|
| Aetna, Inc.                              | 67,959  | \$ | 1,936,832         |
| DaVita, Inc. <sup>(2)</sup>              | 47,850  |    | 2,371,924         |
| Fresenius Medical Care AG & Co. KGaA ADR | 50,601  |    | 2,387,355         |
| UnitedHealth Group, Inc.                 | 54,242  |    | 1,442,837         |
| VCA Antech, Inc. <sup>(2)</sup>          | 140,429 |    | 2,791,729         |
|  |         | \$ | <b>10,930,677</b> |

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Hotels, Restaurants & Leisure 1.2%

|                  |         |    |                  |
|------------------|---------|----|------------------|
| McDonald's Corp. | 116,425 | \$ | 7,240,471        |
|                  |         | \$ | <b>7,240,471</b> |

Household Durables 2.3%

|                                    |         |    |                   |
|------------------------------------|---------|----|-------------------|
| Centex Corp.                       | 162,556 | \$ | 1,729,596         |
| D.R. Horton, Inc.                  | 271,261 |    | 1,917,815         |
| KB Home                            | 122,511 |    | 1,668,600         |
| Lennar Corp., Class A              | 208,588 |    | 1,808,458         |
| NVR, Inc. <sup>(2)</sup>           | 3,265   |    | 1,489,656         |
| Pulte Homes, Inc.                  | 176,933 |    | 1,933,878         |
| Ryland Group, Inc.                 | 33,700  |    | 595,479           |
| Toll Brothers, Inc. <sup>(2)</sup> | 88,378  |    | 1,893,941         |
|                                    |         | \$ | <b>13,037,423</b> |

Household Products 2.6%

|                       |         |    |                   |
|-----------------------|---------|----|-------------------|
| Clorox Co. (The)      | 30,132  | \$ | 1,674,134         |
| Colgate-Palmolive Co. | 133,903 |    | 9,177,712         |
| Procter & Gamble Co.  | 65,864  |    | 4,071,712         |
|                       |         | \$ | <b>14,923,558</b> |

Independent Power Producers & Energy Traders 1.1%

|                                 |         |    |                  |
|---------------------------------|---------|----|------------------|
| NRG Energy, Inc. <sup>(2)</sup> | 267,238 | \$ | 6,234,663        |
|                                 |         | \$ | <b>6,234,663</b> |

Industrial Conglomerates 1.0%

|                      |         |    |           |
|----------------------|---------|----|-----------|
| 3M Co.               | 22,664  | \$ | 1,304,087 |
| General Electric Co. | 274,212 |    | 4,442,234 |

\$ 5,746,321

Insurance 1.0%

|                                 |        |              |
|---------------------------------|--------|--------------|
| ACE, Ltd.                       | 40,309 | \$ 2,133,152 |
| Chubb Corp.                     | 43,165 | 2,201,415    |
| Travelers Companies, Inc. (The) | 32,420 | 1,465,384    |

\$ 5,799,951

See notes to financial statements

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## PORTFOLIO OF INVESTMENTS CONT D

| Security  | Shares  | Value                |
|---|---------|----------------------|
| Internet Software & Services 3.1%                   |         |                      |
| Akamai Technologies, Inc. <sup>(2)</sup>            | 134,000 | \$ 2,022,060         |
| eBay, Inc. <sup>(2)</sup>                           | 225,711 | 3,150,926            |
| Google, Inc., Class A <sup>(2)</sup>                | 29,974  | 9,221,501            |
| VeriSign, Inc. <sup>(2)</sup>                       | 199,801 | 3,812,203            |
|   |         | <b>\$ 18,206,690</b> |
| IT Services 3.5%                                    |         |                      |
| Accenture, Ltd., Class A                            | 205,065 | \$ 6,724,081         |
| Cognizant Technology Solutions Corp. <sup>(2)</sup> | 99,172  | 1,791,046            |
| MasterCard, Inc., Class A                           | 28,130  | 4,020,621            |
| Paychex, Inc.                                       | 86,676  | 2,277,845            |
| Satyam Computer Services, Ltd. ADR                  | 128,462 | 1,161,296            |
| Visa, Inc., Class A                                 | 86,904  | 4,558,115            |
|   |         | <b>\$ 20,533,004</b> |
| Life Sciences Tools & Services 0.7%                 |         |                      |
| Thermo Fisher Scientific, Inc. <sup>(2)</sup>       | 123,586 | \$ 4,210,575         |
|   |         | <b>\$ 4,210,575</b>  |
| Machinery 1.1%                                      |         |                      |
| Danaher Corp.                                       | 77,360  | \$ 4,379,350         |
| Illinois Tool Works, Inc.                           | 55,244  | 1,936,302            |

|                                       |         |    |                   |
|---------------------------------------|---------|----|-------------------|
|                                       |         | \$ | <b>6,315,652</b>  |
| Media 3.2%                            |         |    |                   |
| Comcast Corp., Class A                | 805,490 | \$ | 13,596,671        |
| Time Warner, Inc.                     | 516,971 |    | 5,200,728         |
|                                       |         | \$ | <b>18,797,399</b> |
| Metals & Mining 2.5%                  |         |    |                   |
| BHP Billiton, Ltd. ADR                | 35,949  | \$ | 1,542,212         |
| Goldcorp, Inc.                        | 349,766 |    | 11,028,122        |
| Nucor Corp.                           | 41,342  |    | 1,910,000         |
|                                       |         | \$ | <b>14,480,334</b> |
| Multi-Utilities 0.3%                  |         |    |                   |
| Public Service Enterprise Group, Inc. | 56,700  | \$ | 1,653,939         |
|                                       |         | \$ | <b>1,653,939</b>  |
| Oil, Gas & Consumable Fuels 5.9%      |         |    |                   |
| Anadarko Petroleum Corp.              | 112,847 | \$ | 4,350,252         |
| Chevron Corp.                         | 75,993  |    | 5,621,202         |
| ConocoPhillips                        | 63,205  |    | 3,274,019         |
| Exxon Mobil Corp.                     | 90,364  |    | 7,213,758         |
| Hess Corp.                            | 55,149  |    | 2,958,192         |
| Occidental Petroleum Corp.            | 100,508 |    | 6,029,475         |
| XTO Energy, Inc.                      | 140,825 |    | 4,966,898         |
|                                       |         | \$ | <b>34,413,796</b> |
| Personal Products 1.2%                |         |    |                   |

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|                              |        |    |                  |
|------------------------------|--------|----|------------------|
| Chattem, Inc. <sup>(2)</sup> | 94,393 | \$ | 6,751,931        |
|                              |        | \$ | <b>6,751,931</b> |

Pharmaceuticals 5.3%

|  |         |    |                   |
|--|---------|----|-------------------|
| Abbott Laboratories                      | 81,047  | \$ | 4,325,478         |
| Johnson & Johnson                        | 128,509 |    | 7,688,693         |
| Merck & Co., Inc.                        | 100,199 |    | 3,046,050         |
| Novartis AG ADR                          | 60,652  |    | 3,018,044         |
| Pfizer, Inc.                             | 173,112 |    | 3,065,814         |
| Schering-Plough Corp.                    | 90,775  |    | 1,545,898         |
| Shire PLC ADR                            | 90,851  |    | 4,068,308         |
| Teva Pharmaceutical Industries, Ltd. ADR | 89,940  |    | 3,828,746         |
|  |         | \$ | <b>30,587,031</b> |

Road & Rail 0.7%

|                                  |        |    |                  |
|----------------------------------|--------|----|------------------|
| JB Hunt Transport Services, Inc. | 88,237 | \$ | 2,317,986        |
| Werner Enterprises, Inc.         | 88,096 |    | 1,527,585        |
|                                  |        | \$ | <b>3,845,571</b> |

Semiconductors & Semiconductor  
Equipment 1.1%

|   |         |    |                  |
|---|---------|----|------------------|
| ASML Holding NV                             | 281,548 | \$ | 5,087,572        |
| Atheros Communications, Inc. <sup>(2)</sup> | 109,261 |    | 1,563,525        |
|   |         | \$ | <b>6,651,097</b> |

Software 5.7%

|  |         |    |            |
|--|---------|----|------------|
| Concur Technologies, Inc. <sup>(2)</sup> | 89,339  | \$ | 2,932,106  |
| McAfee, Inc. <sup>(2)</sup>              | 126,428 |    | 4,370,616  |
| Microsoft Corp.                          | 978,485 |    | 19,021,748 |
| Oracle Corp. <sup>(2)</sup>              | 362,037 |    | 6,418,916  |



\$ 32,743,386

See notes to financial statements

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## PORTFOLIO OF INVESTMENTS CONT D

| <b>Security</b>  | <b>Shares</b> | <b>Value</b>          |
|--|---------------|-----------------------|
| Specialty Retail 2.4%                                  |               |                       |
| Best Buy Co., Inc.                                     | 126,957       | \$ 3,568,761          |
| Home Depot, Inc.                                       | 159,163       | 3,663,932             |
| Staples, Inc.  | 373,359       | 6,690,593             |
|  |               | <b>\$ 13,923,286</b>  |
| Tobacco 2.0%   |               |                       |
| Philip Morris International, Inc.                      | 265,680       | \$ 11,559,737         |
|  |               | <b>\$ 11,559,737</b>  |
| Wireless Telecommunication Services 0.8%               |               |                       |
| Rogers Communications, Inc., Class B                   | 155,207       | \$ 4,668,626          |
|  |               | <b>\$ 4,668,626</b>   |
| Total Common Stocks<br>(identified cost \$691,890,089) |               | <b>\$ 550,111,202</b> |
| Investment Funds <sup>(1)</sup> 0.4%                   |               |                       |
| <b>Security</b>  | <b>Shares</b> | <b>Value</b>          |
| SPDR S&P Homebuilders ETF                              | 201,288       | \$ 2,409,417          |

Total Investment Funds  
(identified cost \$2,797,823) \$ 2,409,417

Short-Term Investments 5.9%

| Description                                     | Interest<br>(000 s omitted) | Value         |
|---|-----------------------------|---------------|
| Cash Management Portfolio, 0.75% <sup>(3)</sup> | \$ 33,937                   | \$ 33,936,731 |

Total Short-Term Investments  
(identified cost \$33,936,731) \$ 33,936,731

Total Investments 101.5%  
(identified cost \$728,624,643) \$ 586,457,350

Covered Call Options Written (1.8)%

| Security                     | Number of<br>Contracts | Strike<br>Price | Expiration<br>Date | Value       |
|------------------------------|------------------------|-----------------|--------------------|-------------|
| 3M Co.                       | 125                    | \$ 65.00        | 4/18/09            | \$ (20,625) |
| Abbott Laboratories          | 535                    | 60.00           | 1/17/09            | (5,350)     |
| Accenture, Ltd., Class A     | 1,310                  | 35.00           | 2/21/09            | (132,310)   |
| ACE, Ltd.                    | 220                    | 50.00           | 2/21/09            | (132,000)   |
| Aetna, Inc.                  | 320                    | 35.00           | 1/17/09            | (3,200)     |
| Agilent Technologies, Inc.   | 330                    | 22.50           | 2/21/09            | (825)       |
| Alliant Techsystems, Inc.    | 145                    | 85.00           | 2/21/09            | (73,950)    |
| Amgen, Inc.                  | 395                    | 52.50           | 1/17/09            | (233,050)   |
| Anadarko Petroleum Corp.     | 295                    | 35.00           | 2/21/09            | (162,250)   |
| Apple, Inc.                  | 160                    | 155.00          | 1/17/09            | (480)       |
| ASML Holding NV              | 740                    | 17.50           | 1/17/09            | (105,080)   |
| AT&T, Inc.                   | 110                    | 29.00           | 1/17/09            | (5,060)     |
| Atheros Communications, Inc. | 95                     | 15.00           | 3/21/09            | (14,962)    |
| Baxter International, Inc.   | 375                    | 65.00           | 1/17/09            | (1,875)     |
| Becton, Dickinson & Co.      | 80                     | 65.00           | 3/21/09            | (48,800)    |
| Best Buy Co., Inc.           | 90                     | 22.50           | 3/21/09            | (61,200)    |
| BHP Billiton, Ltd. ADR       | 40                     | 40.00           | 2/21/09            | (24,800)    |
| Biogen Idec, Inc.            | 345                    | 50.00           | 1/17/09            | (27,600)    |
| Boeing Co. (The)             | 105                    | 50.00           | 2/21/09            | (5,250)     |
| Boston Scientific Corp.      | 1,240                  | 10.00           | 2/21/09            | (22,320)    |

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|                                      |       |       |         |           |
|--------------------------------------|-------|-------|---------|-----------|
| Centex Corp.                         | 255   | 12.50 | 1/17/09 | (7,650)   |
| Cephalon, Inc.                       | 270   | 70.00 | 1/17/09 | (215,730) |
| CH Robinson Worldwide, Inc.          | 285   | 55.00 | 2/21/09 | (114,000) |
| Chattem, Inc.                        | 590   | 65.00 | 3/21/09 | (572,300) |
| Chevron Corp.                        | 355   | 80.00 | 3/21/09 | (110,050) |
| Chubb Corp.                          | 235   | 45.00 | 1/17/09 | (152,750) |
| Cisco Systems, Inc.                  | 1,760 | 20.00 | 1/17/09 | (3,520)   |
| Clorox Co. (The)                     | 200   | 65.00 | 1/17/09 | (1,000)   |
| Coca-Cola Co. (The)                  | 155   | 47.50 | 2/21/09 | (20,150)  |
| Cognizant Technology Solutions Corp. | 325   | 17.50 | 1/17/09 | (43,875)  |
| Colgate-Palmolive Co.                | 465   | 65.00 | 2/21/09 | (241,800) |
| Concur Technologies, Inc.            | 280   | 30.00 | 2/21/09 | (148,400) |
| ConocoPhillips                       | 115   | 55.00 | 2/21/09 | (28,175)  |
| Cooper Industries, Ltd., Class A     | 145   | 22.50 | 1/17/09 | (98,600)  |
| CVS Caremark Corp.                   | 370   | 30.00 | 2/21/09 | (54,390)  |
| D.R. Horton, Inc.                    | 660   | 7.50  | 1/17/09 | (26,400)  |
| Danaher Corp.                        | 245   | 60.00 | 3/21/09 | (64,925)  |
| DaVita, Inc.                         | 330   | 55.00 | 1/17/09 | (5,775)   |
| Diamond Offshore Drilling, Inc.      | 135   | 75.00 | 3/21/09 | (28,687)  |
| Discover Financial Services          | 865   | 10.00 | 4/18/09 | (138,400) |
| E.I. Du Pont de Nemours & Co.        | 65    | 35.00 | 1/17/09 | (325)     |
| eBay, Inc.                           | 640   | 13.00 | 4/18/09 | (157,440) |
| Ecolab, Inc.                         | 370   | 45.00 | 1/17/09 | (5,550)   |
| Edison International                 | 125   | 45.00 | 1/17/09 | (625)     |
| Emerson Electric Co.                 | 255   | 35.00 | 3/21/09 | (104,550) |
| Exxon Mobil Corp.                    | 120   | 80.00 | 1/17/09 | (28,560)  |
| General Dynamics Corp.               | 180   | 60.00 | 2/21/09 | (36,000)  |
| General Electric Co.                 | 240   | 16.00 | 3/21/09 | (39,600)  |
| Gilead Sciences, Inc.                | 155   | 45.00 | 2/21/09 | (123,845) |

See notes to financial statements

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## PORTFOLIO OF INVESTMENTS CONT D

| <b>Security</b>                          | <b>Number of<br/>Contracts</b> | <b>Strike<br/>Price</b> | <b>Expiration<br/>Date</b> | <b>Value</b> |
|--|--------------------------------|-------------------------|----------------------------|--------------|
| Goldman Sachs Group, Inc.                | 30                             | \$ 140.00               | 1/17/09                    | \$ (90)      |
| Google, Inc., Class A                    | 40                             | 280.00                  | 3/21/09                    | (183,400)    |
| Granite Construction, Inc.               | 325                            | 40.00                   | 3/21/09                    | (256,750)    |
| Harris Corp.                             | 215                            | 40.00                   | 2/21/09                    | (45,150)     |
| Hess Corp.                               | 95                             | 55.00                   | 2/21/09                    | (57,000)     |
| Hewlett-Packard Co.                      | 1,225                          | 37.50                   | 2/21/09                    | (220,500)    |
| Home Depot, Inc.                         | 725                            | 22.50                   | 2/21/09                    | (160,950)    |
| Illinois Tool Works, Inc.                | 150                            | 35.00                   | 3/21/09                    | (42,750)     |
| International Business Machines<br>Corp. | 525                            | 120.00                  | 1/17/09                    | (2,625)      |
| IPG Photonics Corp.                      | 475                            | 15.00                   | 1/17/09                    | (11,875)     |
| JB Hunt Transport Services, Inc.         | 410                            | 30.00                   | 2/21/09                    | (36,900)     |
| Johnson & Johnson                        | 825                            | 65.00                   | 1/17/09                    | (8,250)      |
| JPMorgan Chase & Co.                     | 165                            | 31.00                   | 3/21/09                    | (58,575)     |
| Juniper Networks, Inc.                   | 460                            | 20.00                   | 1/17/09                    | (4,600)      |
| KB HOME                                  | 305                            | 15.00                   | 4/18/09                    | (70,150)     |
| Kroger Co. (The)                         | 470                            | 30.00                   | 1/17/09                    | (1,880)      |
| Lennar Corp., Class A                    | 730                            | 10.00                   | 2/21/09                    | (62,050)     |
| Lockheed Martin Corp.                    | 125                            | 75.00                   | 3/21/09                    | (150,000)    |
| Martek Biosciences Corp.                 | 240                            | 30.00                   | 3/21/09                    | (70,800)     |
| MasterCard, Inc., Class A                | 80                             | 185.00                  | 1/17/09                    | (400)        |
| McAfee, Inc.                             | 875                            | 30.00                   | 3/21/09                    | (516,250)    |
| McDonald's Corp.                         | 1,150                          | 65.00                   | 1/17/09                    | (46,000)     |
| Medtronic, Inc.                          | 385                            | 55.00                   | 1/17/09                    | (1,925)      |
| Merck & Co., Inc.                        | 190                            | 35.00                   | 1/17/09                    | (1,710)      |
| Microsoft Corp.                          | 3,065                          | 25.00                   | 1/17/09                    | (3,065)      |
| Monsanto Co.                             | 135                            | 85.00                   | 1/17/09                    | (3,240)      |
| NetApp, Inc.                             | 470                            | 15.00                   | 3/21/09                    | (61,100)     |
| Novartis AG ADR                          | 395                            | 55.00                   | 1/17/09                    | (5,925)      |
| NRG Energy, Inc.                         | 750                            | 22.50                   | 3/21/09                    | (270,000)    |
| Nucor Corp.                              | 75                             | 42.50                   | 1/17/09                    | (36,000)     |
| Occidental Petroleum Corp.               | 415                            | 55.00                   | 2/21/09                    | (369,350)    |
| Onyx Pharmaceuticals, Inc.               | 155                            | 30.00                   | 2/21/09                    | (94,550)     |
| Oracle Corp.                             | 1,125                          | 16.00                   | 3/21/09                    | (303,750)    |
| Paychex, Inc.                            | 440                            | 35.00                   | 1/17/09                    | (2,200)      |
| PepsiCo, Inc.                            | 440                            | 55.00                   | 1/17/09                    | (55,000)     |
| Pfizer, Inc.                             | 1,130                          | 17.50                   | 3/21/09                    | (143,510)    |
| Philip Morris International, Inc.        | 1,400                          | 45.00                   | 3/21/09                    | (280,000)    |
| Precision Castparts Corp.                | 70                             | 60.00                   | 3/21/09                    | (42,000)     |

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|  |       |       |         |           |
|--|-------|-------|---------|-----------|
| Procter & Gamble Co.                     | 285   | 62.50 | 1/17/09 | (31,350)  |
| Public Service Enterprise Group, Inc.    | 165   | 35.00 | 3/21/09 | (6,600)   |
| Pulte Homes, Inc.                        | 590   | 12.50 | 4/18/09 | (94,400)  |
| QUALCOMM, Inc.                           | 1,810 | 45.00 | 1/17/09 | (3,620)   |
| Raytheon Co.                             | 465   | 50.00 | 2/21/09 | (153,450) |
| Rogers Communications, Inc., Class B     | 385   | 30.00 | 1/17/09 | (46,200)  |
| Ryland Group, Inc.                       | 275   | 17.50 | 1/17/09 | (41,250)  |
| Safeway, Inc.                            | 430   | 22.50 | 3/21/09 | (113,950) |
| Satyam Computer Services, Ltd. ADR       | 455   | 15.00 | 1/17/09 | (2,275)   |
| Schering-Plough Corp.                    | 400   | 17.50 | 2/21/09 | (44,000)  |
| Schlumberger, Ltd.                       | 55    | 55.00 | 2/21/09 | (2,475)   |
| Shire PLC ADR                            | 210   | 40.00 | 1/17/09 | (109,200) |
| SPDR S&P Homebuilders ETF                | 425   | 11.00 | 3/21/09 | (85,000)  |
| Staples, Inc.                            | 2,305 | 17.50 | 3/21/09 | (524,388) |
| Sysco Corp.                              | 270   | 27.50 | 1/17/09 | (1,350)   |
| Teva Pharmaceutical Industries, Ltd. ADR | 585   | 45.00 | 3/21/09 | (84,825)  |
| Thermo Fisher Scientific, Inc.           | 390   | 35.00 | 3/21/09 | (89,700)  |
| Toll Brothers, Inc.                      | 260   | 22.50 | 3/21/09 | (61,100)  |
| Travelers Companies, Inc. (The)          | 95    | 35.00 | 1/17/09 | (100,225) |
| United Technologies Corp.                | 500   | 55.00 | 2/21/09 | (129,000) |
| UnitedHealth Group, Inc.                 | 270   | 27.50 | 1/17/09 | (21,330)  |
| VCA Antech, Inc.                         | 320   | 17.50 | 3/21/09 | (113,600) |
| VeriSign, Inc.                           | 455   | 20.00 | 3/21/09 | (86,450)  |
| Visa, Inc., Class A                      | 305   | 52.50 | 3/21/09 | (140,300) |
| Wal-Mart Stores, Inc.                    | 880   | 55.00 | 3/21/09 | (378,400) |
| Waste Management, Inc.                   | 770   | 32.50 | 1/17/09 | (96,250)  |
| Wells Fargo & Co.                        | 350   | 31.00 | 4/18/09 | (133,000) |
| Werner Enterprises, Inc.                 | 405   | 17.50 | 3/21/09 | (75,938)  |
| XTO Energy, Inc.                         | 225   | 35.00 | 2/21/09 | (85,950)  |

Total Covered Call Options Written  
(premiums received \$16,573,309) **\$ (10,189,905)**

Other Assets, Less Liabilities 0.3% **\$ 1,807,211**

Net Assets 100.0% **\$ 578,074,656**

Industry classifications included in the Portfolio of Investments are unaudited.

ADR - American Depository Receipt

- (1) A portion of each security has been segregated as collateral for options written.
- (2) Non-income producing security.
- (3) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of December 31, 2008.

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## FINANCIAL STATEMENTS

Statement of Assets and Liabilities

**As of December 31, 2008**

## Assets

|   |           |                    |
|---|-----------|--------------------|
| Unaffiliated investments, at value (identified cost, \$694,687,912) | \$        | 552,520,619        |
| Affiliated investment, at value (identified cost, \$33,936,731)     |           | 33,936,731         |
| Receivable for investments sold                                     |           | 1,612,168          |
| Dividends receivable  |           | 891,230            |
| Interest receivable from affiliated investment                      |           | 21,642             |
| Tax reclaims receivable   |           | 6,128              |
| <b>Total assets</b>   | <b>\$</b> | <b>588,988,518</b> |

## Liabilities

|   |           |                   |
|---|-----------|-------------------|
| Written options outstanding, at value (premiums received, \$16,573,309) | \$        | 10,189,905        |
| Payable to affiliate for investment adviser fee                         |           | 462,388           |
| Payable to affiliate for Trustees' fees                                 |           | 5,921             |
| Accrued expenses  |           | 255,648           |
| <b>Total liabilities</b>  | <b>\$</b> | <b>10,913,862</b> |

|                   |           |                    |
|-------------------|-----------|--------------------|
| <b>Net Assets</b> | <b>\$</b> | <b>578,074,656</b> |
|-------------------|-----------|--------------------|

## Sources of Net Assets

|  |    |               |
|--|----|---------------|
| Common shares, \$0.01 par value, unlimited number of shares authorized, 47,844,178 shares issued and outstanding | \$ | 478,442       |
| Additional paid-in capital   |    | 821,491,140   |
| Accumulated net realized loss (computed on the basis of identified cost)   |    | (108,162,287) |
| Accumulated undistributed net investment income  |    | 50,842        |



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Net unrealized depreciation (computed on the basis of identified cost) (135,783,481)

**Net Assets** \$ **578,074,656**

Net Asset Value

**(\$578,074,656 , 47,844,178 common shares issued and outstanding)** \$ **12.08**

Statement of Operations

**For the Year Ended  
December 31, 2008**

Investment Income

|  |    |            |
|--|----|------------|
| Dividends (net of foreign taxes, \$103,126)          | \$ | 10,369,073 |
| Interest   |    | 477        |
| Interest income allocated from affiliated investment |    | 1,373,756  |
| Expenses allocated from affiliated investment        |    | (217,933)  |

**Total investment income** \$ **11,525,373**

Expenses

|   |    |           |
|---|----|-----------|
| Investment adviser fee                      | \$ | 7,562,468 |
| Trustees fees and expenses                  |    | 24,026    |
| Printing and postage                        |    | 325,246   |
| Custodian fee                               |    | 301,160   |
| Legal and accounting services               |    | 69,607    |
| Transfer and dividend disbursing agent fees |    | 33,973    |
| Miscellaneous                               |    | 31,848    |

**Total expenses** \$ **8,348,328**

Deduct

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|   |           |                      |
|---|-----------|----------------------|
| Reduction of custodian fee                                  | \$        | 61                   |
| <b>Total expense reductions</b>                             | <b>\$</b> | <b>61</b>            |
| <b>Net expenses</b>   | <b>\$</b> | <b>8,348,267</b>     |
| <b>Net investment income</b>                                | <b>\$</b> | <b>3,177,106</b>     |
| Realized and Unrealized Gain (Loss)                         |           |                      |
| Net realized gain (loss)                                    |           |                      |
| Investment transactions (identified cost basis)             | \$        | (170,054,081)        |
| Written options   |           | 64,007,940           |
| Foreign currency transactions                               |           | (23,909)             |
| <b>Net realized loss</b>                                    | <b>\$</b> | <b>(106,070,050)</b> |
| Change in unrealized appreciation (depreciation)            |           |                      |
| Investments (identified cost basis)                         | \$        | (175,883,315)        |
| Written options   |           | 6,476,136            |
| Foreign currency  |           | 75                   |
| <b>Net change in unrealized appreciation (depreciation)</b> | <b>\$</b> | <b>(169,407,104)</b> |
| <b>Net realized and unrealized loss</b>                     | <b>\$</b> | <b>(275,477,154)</b> |
| <b>Net decrease in net assets from operations</b>           | <b>\$</b> | <b>(272,300,048)</b> |

See notes to financial statements

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## FINANCIAL STATEMENTS CONT D

## Statements of Changes in Net Assets

| Increase (Decrease)<br>in Net Assets  | <b>Year Ended<br/>December 31, 2008</b> | <b>Year Ended<br/>December 31, 2007</b> |
|---|---|---|
| From operations   |   |   |
| Net investment income   | \$ 3,177,106                            | \$ 568,870                              |
| Net realized gain (loss) from investment transactions,<br>written options, disposal of investments in violation of<br>restrictions and net increase from payments by affiliates,<br>and foreign currency transactions | (106,070,050)                           | 77,656,376                              |
| Net change in unrealized appreciation (depreciation) of<br>investments, written options and foreign currency  | (169,407,104)                           | 5,875,797                               |
| <b>Net increase (decrease) in net assets from operations</b>  | <b>\$ (272,300,048)</b>                 | <b>\$ 84,101,043</b>                    |
| Distributions   |   |   |
| From net investment income  | \$ (1,455,036)                          | \$ (72,203)                             |
| From net realized gain  |   | (76,086,471)                            |
| Tax return of capital   | (81,199,842)                            | (6,326,244)                             |
| <b>Total distributions</b>  | <b>\$ (82,654,878)</b>                  | <b>\$ (82,484,918)</b>                  |
| Capital share transactions  |   |   |
| Reinvestment of distributions   | \$ 1,249,408                            | \$ 2,904,486                            |
| <b>Total increase in net assets from capital share<br/>transactions</b>   | <b>\$ 1,249,408</b>                     | <b>\$ 2,904,486</b>                     |
| <b>Net increase (decrease) in net assets</b>  | <b>\$ (353,705,518)</b>                 | <b>\$ 4,520,611</b>                     |

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Net Assets

|                      |    |             |    |             |
|----------------------|----|-------------|----|-------------|
| At beginning of year | \$ | 931,780,174 | \$ | 927,259,563 |
|----------------------|----|-------------|----|-------------|

|                       |    |                    |    |                    |
|-----------------------|----|--------------------|----|--------------------|
| <b>At end of year</b> | \$ | <b>578,074,656</b> | \$ | <b>931,780,174</b> |
|-----------------------|----|--------------------|----|--------------------|

Accumulated undistributed  
net investment income  
included in net assets

|                       |    |               |    |                |
|-----------------------|----|---------------|----|----------------|
| <b>At end of year</b> | \$ | <b>50,842</b> | \$ | <b>497,459</b> |
|-----------------------|----|---------------|----|----------------|

See notes to financial statements

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## FINANCIAL STATEMENTS CONT D

## Financial Highlights

|  | Year Ended December 31, |                   |                   | Period<br>Ended<br>December 31,<br>2005 <sup>(1)</sup> |
|--|-------------------------|-------------------|-------------------|--|
|  | 2008                    | 2007              | 2006              |  |
| Net asset value Beginning of period                            | \$ 19.500               | \$ 19.470         | \$ 19.310         | \$ 19.100 <sup>(2)</sup>                               |
| Income (loss) from operations                                  |                         |                   |                   |  |
| Net investment income (loss) <sup>(3)</sup>                    | \$ 0.066                | \$ 0.012          | \$ 0.200          | \$ (0.015)   |
| Net realized and unrealized gain (loss)                        | (5.758)                 | 1.746             | 1.688             | 1.679  |
| <b>Total income (loss) from operations</b>                     | <b>\$ (5.692)</b>       | <b>\$ 1.758</b>   | <b>\$ 1.888</b>   | <b>\$ 1.664</b>  |
| Less distributions   |                         |                   |                   |  |
| From net investment income                                     | \$ (0.030)              | \$ (0.001)        | \$ (0.347)        | \$   |
| From net realized gain   |                         | (1.594)           | (1.303)           | (1.440)  |
| Tax return of capital  | (1.698)                 | (0.133)           | (0.078)           |  |
| <b>Total distributions</b>                                     | <b>\$ (1.728)</b>       | <b>\$ (1.728)</b> | <b>\$ (1.728)</b> | <b>\$ (1.440)</b>                                      |
| <b>Offering costs charged to paid-in capital<sup>(3)</sup></b> | <b>\$</b>               | <b>\$</b>         | <b>\$</b>         | <b>\$ (0.014)</b>                                      |
| Net asset value End of period                                  | \$ 12.080               | \$ 19.500         | \$ 19.470         | \$ 19.310  |

|   |                      |                  |                              |                  |                                |
|---|----------------------|------------------|------------------------------|------------------|--------------------------------|
| <b>Market value</b>   | <b>End of period</b> | <b>\$ 10.670</b> | <b>\$ 17.750</b>             | <b>\$ 20.660</b> | <b>\$ 17.860</b>               |
| <b>Total Investment Return on Net Asset Value<sup>(5)</sup></b> |                      | <b>(30.44)%</b>  | <b>9.52%<sup>(4)</sup></b>   | <b>10.34%</b>    | <b>9.08%<sup>(6)(10)</sup></b> |
| <b>Total Investment Return on Market Value<sup>(5)</sup></b>    |                      | <b>(32.50)%</b>  | <b>(6.05)%<sup>(4)</sup></b> | <b>26.58%</b>    | <b>0.89%<sup>(6)(10)</sup></b> |

## Ratios/Supplemental Data

|  |            |            |                      |                         |
|--|------------|------------|----------------------|-------------------------|
| Net assets, end of year (000 s omitted)                | \$ 578,075 | \$ 931,780 | \$ 927,260           | \$ 915,453              |
| Ratios (As a percentage of average daily net assets):  |            |            |                      |                         |
| Expenses before custodian fee reduction <sup>(9)</sup> | 1.10%      | 1.09%      | 1.06% <sup>(7)</sup> | 1.07% <sup>(7)(8)</sup> |
| Net investment income (loss)                           | 0.41%      | 0.06%      | 1.04%                | (0.09)% <sup>(8)</sup>  |
| Portfolio Turnover                                     | 141%       | 149%       | 129%                 | 112% <sup>(10)</sup>    |

- (1) For the period from the start of business, January 31, 2005, to December 31, 2005.
- (2) Net asset value at beginning of period reflects the deduction of the sales load of \$0.90 per share paid by the shareholder from the \$20.00 offering price.
- (3) Computed using average shares outstanding.
- (4) During the year ended December 31, 2007, the sub-adviser reimbursed the Fund for a realized loss on the disposal of an investment security which did not meet investment guidelines. The loss had no effect on total return.
- (5) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested.
- (6) Total investment return on net asset value is calculated assuming a purchase at the offering price of \$20.00 less the sales load of \$0.90 per share paid by the shareholder on the first day and a sale at the net asset value on the last day of the period reported with all distributions reinvested. Total investment return on market value is calculated assuming a purchase at the offering price of \$20.00 less the sales load of \$0.90 per share paid by the shareholder on the first day and a sale at the current market price on the last day of the period reported with all distributions reinvested.

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- (7) The investment adviser waived a portion of its investment adviser fee (less than 0.01% and 0.01% of average daily net assets for the years ended December 31, 2006 and 2005, respectively).
- (8) Annualized.
- (9) Excludes the effect of custody fee credits, if any, of less than 0.005%.
- (10) Not annualized.

See notes to financial statements

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

NOTES TO FINANCIAL STATEMENTS

1 Significant Accounting Policies

Eaton Vance Enhanced Equity Income Fund II (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's primary investment objective is to provide current income, with a secondary objective of capital appreciation. The Fund pursues its investment objectives by investing primarily in a portfolio of mid- and large-capitalization common stocks, seeking to invest primarily in companies with above-average growth and financial strength. Under normal market conditions, the Fund seeks to generate current earnings in part by employing an options strategy of writing covered call options with respect to a substantial portion of its portfolio securities.

The following is a summary of significant accounting policies of the Fund. The policies are in conformity with accounting principles generally accepted in the United States of America.

**A Investment Valuation** Equity securities listed on a U.S. securities exchange generally are valued at the last sale price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by an independent pricing service. Exchange-traded options are valued at the last sale price for the day of valuation as quoted on any exchange on which the options are traded or, in the absence of sales on such date, at the mean between the closing bid and asked prices therefore. Over-the-counter options are valued based on broker quotations. Short-term debt securities with a remaining maturity of sixty days or less are valued at amortized cost, which approximates market value. If short-term debt securities are acquired with a remaining maturity of more than sixty days, they will be valued by a pricing service. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by an independent quotation service. The independent service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. The daily valuation of exchange-traded foreign securities generally is determined as of the close of trading on the principal exchange on which such securities trade. Events occurring after the close of trading on foreign exchanges may result in adjustments to the valuation of foreign securities to more accurately reflect their fair value as of the close of regular trading on the New York Stock Exchange. When valuing foreign equity securities that meet certain criteria, the Trustees have approved the use of a fair value service that values such securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair-valued securities. Investments for which valuations or market quotations are not readily available are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund considering relevant factors, data and information including the market value of freely tradable securities of the same class in the principal market on which such securities are normally traded.

The Fund may invest in Cash Management Portfolio (Cash Management), an affiliated investment company managed by Boston Management and Research (BMR), a subsidiary of Eaton Vance Management (EVM). Cash Management values its investment securities utilizing the amortized cost valuation technique permitted by Rule 2a-7 of the 1940 Act, pursuant to which Cash Management must comply with certain conditions. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If amortized cost is determined not to approximate fair value, Cash Management may value its investment securities based on available market quotations provided by a pricing service.



**B Investment Transactions** Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

**C Income** Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities. However, if the ex-dividend date has passed, certain dividends from foreign securities are recorded as the Fund is informed of the ex-dividend date. Withholding taxes on foreign dividends and capital gains have been provided for in accordance with the Fund's understanding of the applicable countries' tax rules and rates. Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount.

**D Federal Taxes** The Fund's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

NOTES TO FINANCIAL STATEMENTS CONT D

At December 31, 2008, the Fund, for federal income tax purposes, had a capital loss carryforward of \$22,378,226 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. Such capital loss carryforward will expire on December 31, 2016.

Additionally, at December 31, 2008, the Fund had net capital losses of \$83,901,259 attributable to security transactions incurred after October 31, 2008. These net capital losses are treated as arising on the first day of the Fund's taxable year ending December 31, 2009.

As of December 31, 2008, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. Each of the Fund's federal tax returns filed in the 3-year period ended December 31, 2008 remains subject to examination by the Internal Revenue Service.

**E Expense Reduction** State Street Bank and Trust Company (SSBT) serves as custodian of the Fund. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Fund maintains with SSBT. All credit balances, if any, used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statement of Operations.

**F Foreign Currency Translation** Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

**G Use of Estimates** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

**H Indemnifications** Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund, and shareholders are indemnified against personal liability for the obligations of the Fund. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

**I Written Options** Upon the writing of a call or a put option, the premium received by the Fund is included in the Statement of Assets and Liabilities as a liability. The amount of the liability is subsequently marked-to-market to reflect the current market value of the option written, in accordance with the Fund's policies on investment valuations discussed above. Premiums received from writing options which expire are treated as realized gains. Premiums received from writing options which are exercised or are closed are added to or offset against the proceeds or amount

paid on the transaction to determine the realized gain or loss. If a put option on a security is exercised, the premium reduces the cost basis of the securities purchased by the Fund. The Fund, as a writer of an option, may have no control over whether the underlying securities or other assets may be sold (call) or purchased (put) and, as a result, bears the market risk of an unfavorable change in the price of the securities or other assets underlying the written option. The Fund may also bear the risk of not being able to enter into a closing transaction if a liquid secondary market does not exist.

## 2 Distributions to Shareholders

The Fund intends to make monthly distributions from its cash available for distribution, which consists of the Fund's dividends and interest income after payment of Fund expenses, net option premiums and net realized and unrealized gains on stock investments. At least annually, the Fund intends to distribute all or substantially all of its net realized capital gains, if any. Distributions are recorded on the ex-dividend date. The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income. Distributions in any year may include a substantial return of capital component.

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## NOTES TO FINANCIAL STATEMENTS CONT D

The tax character of distributions declared for the years ended December 31, 2008 and December 31, 2007 was as follows:

|                              | <b>Year Ended December 31,</b> |               |
|------------------------------|--------------------------------|---------------|
|                              | <b>2008</b>                    | <b>2007</b>   |
| Distributions declared from: |                                |               |
| Ordinary income              | \$ 1,455,036                   | \$ 66,207,390 |
| Long-term capital gains      |                                | 9,951,284     |
| Tax return of capital        | 81,199,842                     | 6,326,244     |

During the year ended December 31, 2008, accumulated net realized loss was decreased by \$2,168,687 and accumulated undistributed net investment income was decreased by \$2,168,687 due to differences between book and tax accounting, primarily for return of capital distributions from securities, foreign currency gain (loss), and distributions from real estate investment trusts. These reclassifications had no effect on the net assets or net asset value per share of the Fund.

As of December 31, 2008, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

|   |                  |
|---|------------------|
| Capital loss carryforward and post October losses | \$ (106,279,485) |
| Net unrealized depreciation                       | \$ (137,615,441) |

The differences between components of distributable earnings (accumulated losses) on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to wash sales and investments in partnerships.

### 3 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. The fee is computed at an annual rate of 1.00% of the Fund's average daily gross assets and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage, if any. The portion of the adviser fee payable by Cash Management on the Fund's investment of cash therein is credited against the Fund's adviser fee. For the year ended December 31, 2008, the Fund's adviser fee totaled \$7,771,135 of which \$208,667 was allocated from Cash Management and \$7,562,468 was paid or accrued directly by the Fund. Pursuant to a sub-advisory agreement, EVM has delegated the investment management of the Fund's options strategy to Rampart Investment Management Company, Inc. (Rampart). EVM pays Rampart a portion of its advisory fee for sub-advisory services provided to the Fund. EVM also serves as administrator of the Fund, but receives no compensation.

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Except for Trustees of the Fund who are not members of EVM's organization, officers and Trustees receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the year ended December 31, 2008, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

### 4 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations, aggregated \$1,079,562,001 and \$1,109,364,332, respectively, for the year ended December 31, 2008.

### 5 Common Shares of Beneficial Interest

Common shares issued pursuant to the Fund's dividend reinvestment plan for the years ended December 31, 2008 and December 31, 2007 were 70,157 and 145,227, respectively.

### 6 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at December 31, 2008, as determined on a federal income tax basis, were as follows:

|                                    |                         |
|------------------------------------|-------------------------|
| <b>Aggregate cost</b>              | <b>\$ 730,456,603</b>   |
| Gross unrealized appreciation      | \$ 13,965,986           |
| Gross unrealized depreciation      | (157,965,239)           |
| <b>Net unrealized depreciation</b> | <b>\$ (143,999,253)</b> |

### 7 Financial Instruments

The Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include written options and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Fund has in particular classes of financial instruments and does not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered. A summary of written call options at December 31, 2008 is included in the Portfolio of Investments.

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

## NOTES TO FINANCIAL STATEMENTS CONT D

Written call options activity for the year ended December 31, 2008 was as follows:

|  | <b>Number of<br/>Contracts</b> | <b>Premiums<br/>Received</b> |
|--|--------------------------------|------------------------------|
| Outstanding, beginning of year                         | 113,762                        | \$ 26,747,863                |
| Options written  | 381,467                        | 91,800,874                   |
| Options terminated in closing<br>purchase transactions | (380,085)                      | (89,553,950)                 |
| Options exercised                                      | (32,417)                       | (7,623,000)                  |
| Options expired  | (30,867)                       | (4,798,478)                  |
| <b>Outstanding, end of year</b>                        | <b>51,860</b>                  | <b>\$ 16,573,309</b>         |

At December 31, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

## 8 Fair Value Measurements

The Fund adopted Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements, effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At December 31, 2008, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

| <b>Valuation Inputs</b> | <b>Investments<br/>in<br/>Securities</b> | <b>Other<br/>Financial<br/>Instruments*</b> |
|-------------------------|--|---|
|-------------------------|--|---|

|              |  |                       |                        |
|--------------|--|-----------------------|------------------------|
| Level 1      | Quoted Prices                          | \$ 541,444,721        | \$ (10,189,905)        |
| Level 2      | Other Significant<br>Observable Inputs | 45,012,629            |                        |
| Level 3      | Significant<br>Unobservable Inputs     |                       |                        |
| <b>Total</b> |  | <b>\$ 586,457,350</b> | <b>\$ (10,189,905)</b> |

\* Other financial instruments include written call options.

The Fund held no investments or other financial instruments as of December 31, 2007 whose fair value was determined using Level 3 inputs.

#### 9 Recently Issued Accounting Pronouncement

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161 (FAS 161), Disclosures about Derivative Instruments and Hedging Activities . FAS 161 requires enhanced disclosures about an entity's derivative and hedging activities, including qualitative disclosures about the objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk related contingent features in derivative instruments. FAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. Management is currently evaluating the impact the adoption of FAS 161 will have on the Fund's financial statement disclosures.

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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Trustees and Shareholders of  
Eaton Vance Enhanced Equity Income Fund II:

We have audited the accompanying statement of assets and liabilities of Eaton Vance Enhanced Equity Income Fund II (the Fund ), including the portfolio of investments, as of December 31, 2008, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the three years in the period then ended and the period from the start of business, January 31, 2005, to December 31, 2005. These financial statements and financial highlights are the responsibility of the Fund s management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2008, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the three years in the period then ended and the period from the start of business, January 31, 2005, to December 31, 2005, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP  
Boston, Massachusetts  
February 16, 2009



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Eaton Vance Enhanced Equity Income Fund II as of December 31, 2008

FEDERAL TAX INFORMATION (Unaudited)

The Form 1099-DIV you received in January 2009 showed the tax status of all distributions paid to your account in calendar 2008. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Fund. As required by the Internal Revenue Code regulations, shareholders must be notified within 60 days of the Fund's fiscal year end regarding the status of qualified dividend income for individuals and the dividends received deduction for corporations.

**Qualified Dividend Income.** The Fund designates \$7,718,763, or up to the maximum amount of such dividends allowable pursuant to the Internal Revenue Code, as qualified dividend income eligible for the reduced tax rate of 15%.

**Dividends Received Deduction.** Corporate shareholders are generally entitled to take the dividends received deduction on the portion of the Fund's dividend distribution that qualifies under tax law. For the Fund's fiscal 2008 ordinary income dividends, 100.0% qualifies for the corporate dividends received deduction.

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Eaton Vance Enhanced Equity Income Fund II

ANNUAL MEETING OF SHAREHOLDERS (Unaudited)

The Fund held its Annual Meeting of Shareholders on October 17, 2008. The following action was taken by the shareholders:

**Item 1:** The election of Benjamin C. Esty, Thomas E. Faust Jr. and Allen R. Freedman as Class I Trustees of the Fund for a three-year term expiring in 2011:

| Nominee for Trustee<br>Elected by All Shareholders | Number of Shares |          |
|--|------------------|----------|
|  | For              | Withheld |
| Benjamin C. Esty                                   | 41,811,484       | 797,434  |
| Thomas E. Faust Jr.                                | 41,818,873       | 790,045  |
| Allen R. Freedman                                  | 41,806,984       | 801,934  |

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Eaton Vance Enhanced Equity Income Fund II

DIVIDEND REINVESTMENT PLAN

The Fund offers a dividend reinvestment plan (the Plan) pursuant to which shareholders may elect to have dividends and capital gains distributions reinvested in common shares (the Shares) of the Fund. You may elect to participate in the Plan by completing the Dividend Reinvestment Plan Application Form. If you do not participate, you will receive all distributions in cash paid by check mailed directly to you by American Stock Transfer & Trust Company as dividend paying agent. On the distribution payment date, if the net asset value per Share is equal to or less than the market price per Share plus estimated brokerage commissions, then new Shares will be issued. The number of Shares shall be determined by the greater of the net asset value per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by the Plan Agent. Distributions subject to income tax (if any) are taxable whether or not shares are reinvested.

If your shares are in the name of a brokerage firm, bank, or other nominee, you may request that the firm or nominee participate in the Plan on your behalf. If the nominee does not offer the Plan, you will need to request that your shares be re-registered in your name with the Fund's transfer agent, American Stock Transfer & Trust Company, or you will not be able to participate.

The Plan Agent's service fee for handling distributions will be paid by the Fund. Each participant will be charged a pro rata share of brokerage commissions on all open-market purchases.

Plan participants may withdraw from the Plan at any time by writing to the Plan Agent at the address noted on the following page. If you withdraw, you will receive shares in your name for all Shares credited to your account under the Plan. If a participant elects by written notice to the Plan Agent to have the Plan Agent sell part or all of his or her Shares and remit the proceeds, the Plan Agent is authorized to deduct a \$5.00 fee plus brokerage commissions from the proceeds.

If you wish to participate in the Plan and your shares are held in your own name, you may complete the form on the following page and deliver it to the Plan Agent.

Any inquiries regarding the Plan can be directed to the Plan Agent, American Stock Transfer & Trust Company, at 1-866-439-6787.

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Eaton Vance Enhanced Equity Income Fund II

**APPLICATION FOR PARTICIPATION IN DIVIDEND REINVESTMENT PLAN**

This form is for shareholders who hold their common shares in their own names. If your common shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it will participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank, or nominee is unable to participate on your behalf, you should request that your common shares be re-registered in your own name which will enable your participation in the Plan.

The following authorization and appointment is given with the understanding that I may terminate it at any time by terminating my participation in the Plan as provided in the terms and conditions of the Plan.

Please print exact name on account:

|                       |      |
|-----------------------|------|
| Shareholder signature | Date |
| Shareholder signature | Date |

Please sign exactly as your common shares are registered. All persons whose names appear on the share certificate must sign.

**YOU SHOULD NOT RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DIVIDENDS AND DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.**

*This authorization form, when signed, should be mailed to the following address:*

Eaton Vance Enhanced Equity Income Fund II  
c/o American Stock Transfer & Trust Company  
P.O. Box 922  
Wall Street Station  
New York, NY 10269-0560

**Number of Employees**

The Fund is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a diversified, closed-end management investment company and has no employees.

**Number of Shareholders**

As of December 31, 2008, our records indicate that there are 200 registered shareholders and 8,044 shareholders owning the Fund shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive our reports directly, which contain important information about the Fund, please write or call:

Eaton Vance Distributors, Inc.  
The Eaton Vance Building  
255 State Street  
Boston, MA 02109  
1-800-262-1122

**New York Exchange symbol**

The New York Exchange symbol is EOS.

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Eaton Vance Enhanced Equity Income Fund II

BOARD OF TRUSTEES ANNUAL APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT

**Overview of the Contract Review Process**

The Investment Company Act of 1940, as amended (the 1940 Act ), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuance is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not interested persons of the fund ( Independent Trustees ), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a Board ) of the Eaton Vance group of mutual funds (the Eaton Vance Funds ) held on April 21, 2008, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of the Contract Review Committee of the Board (formerly the Special Committee), which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished for a series of meetings of the Contract Review Committee held in February, March and April 2008. Such information included, among other things, the following:

*Information about Fees, Performance and Expenses*

- An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;
- An independent report comparing each fund's total expense ratio and its components to comparable funds;
- An independent report comparing the investment performance of each fund to the investment performance of comparable funds over various time periods;
- Data regarding investment performance in comparison to relevant peer groups of funds and appropriate indices;
- Comparative information concerning fees charged by each adviser for managing other mutual funds and institutional accounts using investment strategies and techniques similar to those used in managing the fund;
- Profitability analyses for each adviser with respect to each fund;

*Information about Portfolio Management*

- Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed, and any changes in portfolio management processes and personnel;
- Information concerning the allocation of brokerage and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through soft dollar benefits received in connection with the funds' brokerage, and the implementation of a soft dollar reimbursement program established with respect to the funds;
- Data relating to portfolio turnover rates of each fund;
- The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

*Information about each Adviser*

- Reports detailing the financial results and condition of each adviser;

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Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts;  
Copies of the Codes of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;  
Copies of or descriptions of each adviser's proxy voting policies and procedures;  
Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;  
Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;

### *Other Relevant Information*

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;  
Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds' administrator; and  
The terms of each advisory agreement.

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Eaton Vance Enhanced Equity Income Fund II

BOARD OF TRUSTEES ANNUAL APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT CONT D

In addition to the information identified above, the Contract Review Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2008, the Board met eleven times and the Contract Review Committee, the Audit Committee and the Governance Committee, each of which is a Committee comprised solely of Independent Trustees, met twelve, seven and five times, respectively. At such meetings, the Trustees received, among other things, presentations by the portfolio managers and other investment professionals of each adviser relating to the investment performance of each fund and the investment strategies used in pursuing the fund's investment objective. The Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee are newly established and did not meet during the twelve-month period ended April 30, 2008.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Contract Review Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each advisory and sub-advisory agreement.

**Results of the Process**

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Contract Review Committee concluded that the continuance of the investment advisory agreement between the Eaton Vance Enhanced Equity Income Fund II (the Fund) and Eaton Vance Management (the Adviser) and the sub-advisory agreement with Rampart Investment Management Company, Inc. (the Sub-adviser), including their fee structures, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of each agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to each agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the advisory and sub-advisory agreements for the Fund.

**Nature, Extent and Quality of Services**

In considering whether to approve the investment advisory and sub-advisory agreements of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser and the Sub-adviser.

The Board considered the Adviser's and the Sub-adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment



professionals and other personnel who provide portfolio management, investment research, and similar services to the Fund. In particular, the Board evaluated, where relevant, the abilities and experience of such investment personnel in analyzing factors such as credit risk, tax efficiency, and special considerations relevant to investing in particular foreign markets or industries. The Board considered the Adviser's in-house research capabilities as well as other resources available to personnel of the Adviser. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation paid to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management. With respect to the Sub-adviser, the Board considered the Sub-adviser's business reputation and its options strategy and its past experience in implementing this strategy.

The Board also reviewed the compliance programs of the Adviser and Sub-adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also evaluated the responses of the Adviser and its affiliates to requests from regulatory authorities such as the Securities and Exchange Commission.

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

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Eaton Vance Enhanced Equity Income Fund II

**BOARD OF TRUSTEES ANNUAL APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT CONT D**

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the investment advisory agreement and sub-advisory agreement, respectively.

**Fund Performance**

The Board compared the Fund's investment performance to a relevant universe of similarly managed funds identified by an independent data provider and appropriate benchmark indices. The Board reviewed comparative performance data for the one-year period ended September 30, 2007 for the Fund. On the basis of the foregoing and other relevant information, the Board concluded that the performance of the Fund was satisfactory.

**Management Fees and Expenses**

The Board reviewed contractual investment advisory fee rates, including any administrative fee rates, payable by the Fund (referred to as "management fees"). As part of its review, the Board considered the management fees and the Fund's total expense ratio for the year ended September 30, 2007, as compared to a group of similarly managed funds selected by an independent data provider.

After reviewing the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services and the Fund's total expense ratio are reasonable.

**Profitability**

The Board reviewed the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized with and without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser and its affiliates in connection with its relationship with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Fund and other investment advisory clients. The Board also concluded that, in light of its role as a sub-adviser not affiliated with the Adviser, the Sub-adviser's profitability in managing the Fund was not a material factor.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

**Economies of Scale**

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board also considered the fact that the Fund is not continuously offered and concluded that, in light of the level of the Adviser's profits with respect to the Fund, the implementation of breakpoints in the advisory fee schedule is not appropriate at

this time. Based upon the foregoing, the Board concluded that the benefits from economies of scale are currently being shared equitably by the Adviser and its affiliates and the Fund.

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## Eaton Vance Enhanced Equity Income Fund II

## MANAGEMENT AND ORGANIZATION

**Fund Management.** The Trustees of Eaton Vance Enhanced Equity Income Fund II (the Fund) are responsible for the overall management and supervision of the Fund's affairs. The Trustees and officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. Officers of the Fund hold indefinite terms of office and Trustees' term of office is noted below. The noninterested Trustees consist of those Trustees who are not interested persons of the Fund, as that term is defined under the 1940 Act. The business address of each Trustee and officer is The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109 until March 22, 2009 and thereafter at Two International Place, Boston, Massachusetts 02110. As used below, EVC refers to Eaton Vance Corp., EV refers to Eaton Vance, Inc., EVM refers to Eaton Vance Management, BMR refers to Boston Management and Research and EVD refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVM and BMR. EVD is a wholly-owned subsidiary of EVC. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below.

| <b>Name and Date of Birth</b>  | <b>Position(s) with the Fund</b>   | <b>Term of Office and Length of Service</b>                            | <b>Principal Occupation(s) During Past Five Years</b>  | <b>Number of Portfolios in Fund Complex Overseen By Trustee<sup>(1)</sup></b> | <b>Other Directorships Held</b> |
|--------------------------------|------------------------------------|--|--|---|---------------------------------|
| Interested Trustee             |                                    |  |  |   |                                 |
| Thomas E. Faust Jr.<br>5/31/58 | Class I Trustee and Vice President | Until 2011. 3 years. Trustee since 2007 and Vice President since 2004. | Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or Officer of 173 registered investment companies and 4 private companies managed by EVM or BMR. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV, | 173   | Director of EVC                 |

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which are affiliates of the Fund.

Noninterested Trustees

|                               |                      |   |   |     |  |
|-------------------------------|----------------------|---|---|-----|--|
| Benjamin C. Esty<br>1/2/63    | Class I<br>Trustee   | Until 2011.<br>3 years.<br>Trustee<br>since 2005. | Roy and Elizabeth Simmons Professor of Business Administration, Harvard University Graduate School of Business Administration.  | 173 | None   |
| Allen R. Freedman<br>4/3/40   | Class I<br>Trustee   | Until 2011.<br>3 years.<br>Trustee<br>since 2007. | Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Formerly, Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2005-2007). | 173 | Director of Assurant, Inc. (insurance provider) and Stonemor Partners L.P. (owner and operator of cemeteries)  |
| William H. Park<br>9/19/47    | Class II<br>Trustee  | Until 2009.<br>3 years.<br>Trustee<br>since 2004. | Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (since 2006). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005).   | 173 | None   |
| Ronald A. Pearlman<br>7/10/40 | Class II<br>Trustee  | Until 2009.<br>3 years.<br>Trustee<br>since 2004. | Professor of Law, Georgetown University Law Center.   | 173 | None   |
| Helen Frame Peters<br>3/22/48 | Class III<br>Trustee | Until 2010.<br>2 years.<br>Trustee<br>since 2008. | Professor of Finance, Carroll School of Management, Boston College. Adjunct Professor of Finance, Peking University, Beijing, China   | 173 | Director of Federal Home Loan Bank of Boston (a bank for banks) and BJ's Wholesale Clubs (wholesale club retailer); Trustee of SPDR Index Shares Funds |



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Eaton Vance Enhanced Equity Income Fund II

MANAGEMENT AND ORGANIZATION CONT D

| <b>Name and Date of Birth</b>      | <b>Position(s) with the Fund</b> | <b>Term of Office and Length of Service</b> | <b>Principal Occupation(s) During Past Five Years</b>   | <b>Number of Portfolios in Fund Complex Overseen By Trustee<sup>(1)</sup></b> | <b>Other Directorships Held</b>   |
|------------------------------------|----------------------------------|---|---|---|---|
| Noninterested Trustees (continued) |                                  |   |   |   |   |
| Heidi L. Steiger<br>7/8/53         | Class II Trustee                 | Until 2009. 2 years. Trustee since 2007.    | Managing Partner, Topridge Associates LLC (global wealth management firm) (since 2008); Senior Advisor (since 2008), President (2005-2008), Lowenhaupt Global Advisors, LLC (global wealth management firm). Formerly, President and Contributing Editor, Worth Magazine (2004-2005). Formerly, Executive Vice President and Global Head of Private Asset Management (and various other positions), Neuberger Berman (investment firm) (1986-2004). | 173   | Director of Nuclear Electric Insurance Ltd. (nuclear insurance provider) and Aviva USA (insurance provider) |
| Lynn A. Stout<br>9/14/57           | Class III Trustee                | Until 2010. 3 years. Trustee since 2004.    | Paul Hastings Professor of Corporate and Securities Law (since 2006) and Professor of Law (2001-2006), University of California at Los Angeles School of Law.   | 173   | None  |
|                                    |                                  |   |   | 173   | None  |

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|                           |  |  |                                     |
|---------------------------|--|--|-------------------------------------|
| Ralph F. Verni<br>1/26/43 | Chairman of<br>the Board<br>and Class III<br>Trustee | Until 2010.<br>3 years.<br>Trustee<br>since 2005<br>and<br>Chairman<br>of the Board<br>since 2007. | Consultant and private<br>investor. |
|---------------------------|--|--|-------------------------------------|

Principal Officers who are not Trustees

| <b>Name and<br/>Date of Birth</b>   | <b>Position(s)<br/>with the<br/>Fund</b> | <b>Term of<br/>Office and<br/>Length of<br/>Service</b>          | <b>Principal Occupation(s)<br/>During Past Five Years</b>  |
|-------------------------------------|--|--|--|
| Duncan W.<br>Richardson<br>10/26/57 | President                                | Since 2004   | Executive Vice President and Chief Equity Investment Officer of EVC, EVM and BMR. Officer of 81 registered investment companies managed by EVM or BMR. |
| Michael A.<br>Allison<br>10/26/64   | Vice President                           | Since 2008   | Vice President of EVM and BMR. Officer of 23 registered investment companies managed by EVM or BMR.  |
| Walter A. Row,<br>III<br>7/20/57    | Vice President                           | Since 2004   | Vice President of EVM and BMR. Officer of 24 registered investment companies managed by EVM or BMR.  |
| Barbara E.<br>Campbell<br>6/19/57   | Treasurer                                | Since 2005   | Vice President of EVM and BMR. Officer of 173 registered investment companies managed by EVM or BMR.   |
| Maureen A.<br>Gemma<br>5/24/60      | Secretary and<br>Chief<br>Legal Officer  | Secretary since<br>2007 and Chief<br>Legal Officer<br>since 2008 | Vice President of EVM and BMR. Officer of 173 registered investment companies managed by EVM or BMR.   |
| Paul M. O Neil<br>7/11/53           | Chief<br>Compliance<br>Officer           | Since 2004   | Vice President of EVM and BMR. Officer of 173 registered investment companies managed by EVM or BMR.   |

(1) Includes both master and feeder funds in a master-feeder structure.

In accordance with Section 303A.12 (a) of the New York Stock Exchange Listed Company Manual, the Fund's Annual CEO Certification certifying as to compliance with NYSE's Corporate Governance Listing Standards was submitted to the Exchange on November 10, 2008. The Fund has also filed its CEO and CFO certifications required by Section 302



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of the Sarbanes-Oxley Act with the SEC as an exhibit to its most recent Form N-CSR.

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**Investment Adviser and Administrator of  
Eaton Vance Enhanced Equity Income Fund II  
Eaton Vance Management**  
The Eaton Vance Building  
255 State Street  
Boston, MA 02109

**Sub-Adviser of Eaton Vance Enhanced Equity Income Fund II  
Rampart Investment Management Company, Inc.**  
One International Place  
Boston, MA 02110

**Custodian  
State Street Bank and Trust Company**  
200 Clarendon Street  
Boston, MA 02116

**Transfer Agent  
American Stock Transfer & Trust Company**  
59 Maiden Lane  
Plaza Level  
New York, NY 10038

**Independent Registered Public Accounting Firm  
Deloitte & Touche LLP**  
200 Berkeley Street  
Boston, MA 02116-5022

**Eaton Vance Enhanced Equity Income Fund II  
The Eaton Vance Building  
255 State Street  
Boston, MA 02109**

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**Item 2. Code of Ethics**

The registrant has adopted a code of ethics applicable to its Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-262-1122.

**Item 3. Audit Committee Financial Expert**

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is the Vice Chairman of Commercial Industrial Finance Corp (specialty finance company). Previously, he served as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm) and as Executive Vice President and Chief Financial Officer of United Asset Management Corporation ( UAM ) (a holding company owning institutional investment management firms).

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The following table presents the aggregate fees billed to the registrant for the registrant's fiscal years ended December 31, 2007 and December 31, 2008 by the Fund's principal accountant for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by the principal accountant during such period.

| <b>Fiscal Years Ended</b>         | <b>12/31/07</b> | <b>12/31/08</b> |
|-----------------------------------|-----------------|-----------------|
| Audit Fees                        | \$46,670        | \$43,805        |
| Audit-Related Fees <sup>(1)</sup> | 0               | 0               |
| Tax Fees <sup>(2)</sup>           | 16,922          | 18,620          |
| All Other Fees <sup>(3)</sup>     | 0               | 815             |
| <b>Total</b>                      | <b>\$63,592</b> | <b>\$63,240</b> |

(1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of financial statements and are not reported under the category of audit fees.

(2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for



tax return preparation.

- (3) All other fees consist of the aggregate fees billed for products and services provided by the principal accountant other than audit, audit-related, and tax services.

(e)(1) The registrant's audit committee has adopted policies and procedures relating to the pre-approval of services provided by the registrant's principal accountant (the Pre-Approval Policies). The Pre-Approval Policies establish a framework intended to assist the audit committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the audit committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the audit committee.

The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by the registrant's audit committee at least annually. The registrant's audit committee maintains full responsibility for the appointment, compensation, and oversight of the work of the registrant's principal accountant.

(e)(2) No services described in paragraphs (b)-(d) above were approved by the registrant's audit committee pursuant to the de minimis exception set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the registrant by the registrant's principal accountant for the registrant's fiscal year ended December 31, 2007 and the fiscal year ended December 31, 2008; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed for services rendered to the Eaton Vance organization for the registrant's principal accountant for the same time periods, respectively.

| <b>Fiscal Years Ended</b>      | <b>12/31/07</b> | <b>12/31/08</b> |
|--------------------------------|-----------------|-----------------|
| <b>Registrant</b>              | \$ 16,922       | \$ 19,435       |
| <b>Eaton Vance<sup>1</sup></b> | \$281,446       | \$345,473       |

- (1) The Investment adviser to the registrant, as well as any of its affiliates that provide ongoing services to the registrant, are subsidiaries of Eaton Vance Corp.

(h) The registrant's audit committee has considered whether the provision by the registrant's principal accountant of non-audit services to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the principal accountant's independence.

**Item 5. Audit Committee of Listed registrants**

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. William H. Park (Chair), Lynn A. Stout, Heidi L. Steiger and Ralph E. Verni are the members of the registrant's audit committee.

**Item 6. Schedule of Investments**

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies**

The Board of Trustees of the Trust has adopted a proxy voting policy and procedure (the Fund Policy), pursuant to which the Trustees have delegated proxy voting responsibility to the Fund's investment adviser and adopted the investment adviser's proxy voting policies and procedures (the Policies) which are described below. The Trustees will review the Fund's proxy voting records from time to time and will annually consider approving the Policies for the upcoming year. In the event that a conflict of interest arises between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund, the investment adviser will generally refrain from voting the proxies related to the companies giving rise to such conflict until it consults with the Board's

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Special Committee except as contemplated under the Fund Policy. The Board's Special Committee will instruct the investment adviser on the appropriate course of action.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the interests of management with those shareholders. An independent proxy voting service ( Agent ), currently Institutional Shareholder Services, Inc., has been retained to assist in the voting of proxies through the provision of vote analysis, implementation and recordkeeping and disclosure services. The investment adviser will generally vote proxies through the Agent. The Agent is required to vote all proxies and/or refer them back to the investment adviser pursuant to the Policies. It is generally the policy of the investment adviser to vote in accordance with the recommendation of the Agent. The Agent shall refer to the investment adviser proxies relating to mergers and restructurings, and the disposition of assets, termination, liquidation and mergers contained in mutual fund proxies. The investment adviser will normally vote against anti-takeover measures and other proposals designed to limit the ability of shareholders to act on possible transactions, except in the case of closed-end management investment companies. The investment adviser generally supports management on social and environmental proposals. The investment adviser may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweighs the benefits derived from exercising the right to vote or the economic effect on shareholders interests or the value of the portfolio holding is indeterminable or insignificant.

In addition, the investment adviser will monitor situations that may result in a conflict of interest between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund by maintaining a list of significant existing and prospective corporate clients. The investment adviser's personnel responsible for reviewing and voting proxies on behalf of the Fund will report any proxy received or expected to be received from a company included on that list to the personal of the investment adviser identified in the Policies. If such personnel expects to instruct the Agent to vote such proxies in a manner inconsistent with the guidelines of the Policies or the recommendation of the Agent, the personnel will consult with members of senior management of the investment adviser to determine if a material conflict of interests exists. If it is determined that a material conflict does exist, the investment adviser will seek instruction on how to vote from the Special Committee.

Information on how the Fund voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available (1) without charge, upon request, by calling 1-800-262-1122, and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

**Item 8. Portfolio Managers of Closed-End Management Investment Companies**

Walter A. Row, Michael A. Allison and other Eaton Vance Management ( EVM ) investment professionals comprise the investment team responsible for the overall management of the Fund's investments, providing the sub-adviser with research support and supervising the performance of the sub-adviser, Rampart Investment Management Company, Inc. ( Rampart ). Mr. Row and Mr. Allison are the portfolio managers responsible for the day-to-day management of EVM's responsibilities with respect to the Fund's investment portfolio. Mr. Row is a Vice President and Head of Structured Equity Portfolios at EVM. He is a member of EVM's Equity Strategy Committee and co-manages other Eaton Vance registered investment companies. He joined Eaton Vance's equity group in 1996. Mr. Allison is

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a Vice President of EVM and a co-portfolio manager for other Eaton Vance registered investment companies. He is a member of EVM's Equity Strategy Committee. He first joined Eaton Vance's equity group in 2000.

Ronald M. Egalka and David R. Fraley are responsible for the development and implementation of Rampart's options strategy utilized in managing the Fund. Mr. Egalka has been with Rampart since 1983 and is its President and CEO. Mr. Fraley is Managing Director/Manager of Marketing and Client Service at Rampart.

The following tables show, as of the Fund's most recent fiscal year end, the number of accounts each portfolio manager managed in each of the listed categories and the total assets in the accounts managed within each category. The table also shows the number of accounts with respect to which the advisory fee is based on the performance of the account, if any, and the total assets in those accounts.

|                                  | Number<br>of All | Total Assets<br>of All | Number of<br>Accounts<br>Paying a<br>Performance | Total Assets<br>of<br>Accounts<br>Paying a<br>Performance |
|----------------------------------|------------------|------------------------|--|---|
|                                  | Accounts         | Accounts*              | Fee  | Fee*  |
| Walter A. Row                    |                  |                        |  |   |
| Registered Investment Companies  | 10               | \$ 10,246.6            | 0  | \$ 0  |
| Other Pooled Investment Vehicles | 0                | \$ 0                   | 0  | \$ 0  |
| Other Accounts                   | 1                | \$ 0.4                 | 0  | \$ 0  |
| Michael A. Allison               |                  |                        |  |   |
| Registered Investment Companies  | 8                | \$ 10,582.6            | 0  | \$ 0  |
| Other Pooled Investment Vehicles | 17               | \$ 7,242.6             | 0  | \$ 0  |
| Other Accounts                   | 1                | \$ 0.4                 | 0  | \$ 0  |
| Ronald M. Egalka                 |                  |                        |  |   |
| Registered Investment Companies  | 7                | \$ 9,027.4             | 2  | \$ 1,586.4  |
| Other Pooled Investment Vehicles | 0                | \$ 0                   | 0  | \$ 0  |

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|                                  | Number<br>of All | Total Assets<br>of All | Number of<br>Accounts<br>Paying a<br>Performance<br>Fee | Total Assets<br>of<br>Accounts<br>Paying a<br>Performance<br>Fee* |
|----------------------------------|------------------|------------------------|---|---|
| Other Accounts                   | 354              | \$ 785.3               | 0   | \$ 0  |
| David R. Fraley                  |                  |                        |   |   |
| Registered Investment Companies  | 2                | \$9,027.4              | 2   | \$ 1,586.4  |
| Other Pooled Investment Vehicles | 0                | \$ 0                   | 0   | \$ 0  |
| Other Accounts                   | 354              | \$ 785.3               | 0   | \$ 0  |

\* In millions of dollars.

The following table shows the dollar range of Fund shares beneficially owned by each portfolio manager as of the Fund's most recent fiscal year end.

| Portfolio Manager  | Dollar Range of<br>Equity Securities<br>Owned in the Fund |
|--------------------|---|
| Walter A. Row      | \$10,001-\$50,000   |
| Michael A. Allison | None  |
| Ronald M. Egalka   | \$10,001-\$50,000   |
| David R. Fraley    | \$10,001-\$50,000   |

*Potential for Conflicts of Interest.* It is possible that conflicts of interest may arise in connection with a portfolio manager's management of a Fund's investments on the one hand and the investments of other accounts for which the portfolio manager is responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and other accounts he or she advises. In addition, due to differences in the investment strategies or restrictions between a Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may compensate the investment adviser or sub-adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for the portfolio manager in the allocation of management time, resources and investment opportunities. Whenever conflicts of interest arise, the portfolio manager will endeavor to exercise his or her discretion in a manner that he or she believes is equitable to all interested persons. EVM and the sub-adviser have adopted several policies and procedures designed to address these potential conflicts including: a code of ethics; and policies which govern the investment adviser or sub-adviser's trading practices, including among other things the aggregation and allocation of trades among clients, brokerage allocation, cross trades and best execution.

**Compensation Structure for EVM**

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Compensation of EVM's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus, and (3) annual stock-based compensation consisting of options to purchase shares of EVC's nonvoting common stock and restricted shares of EVC's nonvoting common stock. EVM's investment professionals also receive certain retirement, insurance and other benefits that are broadly available to EVM's employees. Compensation of EVM's investment professionals is reviewed primarily on an annual basis. Cash bonuses, stock-based compensation awards, and adjustments in base salary are typically paid or put into effect at or shortly after the October 31st fiscal year end of EVC.

*Method to Determine Compensation.* EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus appropriate peer groups or benchmarks. In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to relative risk-adjusted performance. Risk-adjusted performance measures include, but are not limited to, the Sharpe Ratio. Performance is normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is normally evaluated primarily versus peer groups of funds as determined by Lipper Inc. and/or Morningstar, Inc. When a fund's peer group as determined by Lipper or Morningstar is deemed by EVM's management not to provide a fair comparison, performance may instead be evaluated primarily against a custom peer group. In evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.

The compensation of portfolio managers with other job responsibilities (such as heading an investment group or providing analytical support to other portfolios) will include consideration of the scope of such responsibilities and the managers' performance in meeting them.

EVM seeks to compensate portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. EVM participates in investment-industry compensation surveys and utilizes survey data as a factor in determining salary, bonus and stock-based compensation levels for portfolio managers and other investment professionals. Salaries, bonuses and stock-based compensation are also influenced by the operating performance of EVM and its parent company. The overall annual cash bonus pool is based on a substantially fixed percentage of pre-bonus operating income. While the salaries of EVM's portfolio managers are comparatively fixed, cash bonuses and stock-based compensation may fluctuate significantly from year to year, based on changes in manager performance and other factors as described herein. For a high performing portfolio manager, cash bonuses and stock-based compensation may represent a substantial portion of total compensation.

**Compensation Structure for Rampart**

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The identified Rampart portfolio managers are founding shareholders of Rampart. The compensation of the portfolio managers has two primary components: (1) a base salary, and (2) an annual cash bonus. There are also certain retirement, insurance and other benefits that are broadly available to all Rampart employees. Compensation of Rampart investment professionals is reviewed primarily on an annual basis. Cash bonuses and adjustments in base salary are typically paid or put into effect at or shortly after the June 30 fiscal year-end of Rampart.

Rampart compensates its founding shareholders, including the identified portfolio managers, based primarily on the scale and complexity of their responsibilities. The performance of portfolio managers is evaluated primarily based on success in achieving portfolio objectives for managed funds and accounts. Rampart seeks to compensate all portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. This is reflected in the founding shareholders/identified portfolio managers' salaries. Salaries and profit participations are also influenced by the operating performance of Rampart. While the salaries of Rampart's founding shareholders/identified portfolio managers are comparatively fixed, profit participations may fluctuate substantially from year to year, based on changes in financial performance.

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

No such purchases this period.

**Item 10. Submission of Matters to a Vote of Security Holders.**

No Material Changes.

**Item 11. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits**

- (a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).
  - (a)(2)(i) Treasurer's Section 302 certification.
  - (a)(2)(ii) President's Section 302 certification.
  - (b) Combined Section 906 certification.
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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Eaton Vance Enhanced Equity Income Fund II**

By: /s/ Duncan W. Richardson  
Duncan W. Richardson  
President

Date: February 10, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Barbara E. Campbell  
Barbara E. Campbell  
Treasurer

Date: February 10, 2009

By: /s/ Duncan W. Richardson  
Duncan W. Richardson  
President

Date: February 10, 2009