CANTOR FITZGERALD L P
Form SC 13D/A
December 09, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Information To Be Included in Statements Filed Pursuant to Rules 13d-1(a) and

Amendments Thereto Filed Pursuant to 13d-2(a)

(Amendment No. 2)*

BGC Partners, Inc.

(Name of Issuer)

Class A Common Stock, par value $0.01 per share

(Title of Class of Securities)

05541T 10 1

(CUSIP Number)

Stephen M. Merkel, Esq.

Cantor Fitzgerald, L.P.

499 Park Avenue

New York, New York 10022

(212) 610-2200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 1, 2008

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ¨

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

Cantor Fitzgerald, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ¨

(b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ¨

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**7**	SOLE VOTING POWER 0 shares of Class A Common Stock
	8	SHARED VOTING POWER 30,256,319 shares of Class A Common Stock
	9	SOLE DISPOSITIVE POWER 0 shares of Class A Common Stock
	10	SHARED DISPOSITIVE POWER 30,256,319 shares of Class A Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,256,319 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ¨

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSONS

CF Group Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ¨

(b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ¨

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**7**	SOLE VOTING POWER 0 shares of Class A Common Stock
	8	SHARED VOTING POWER 30,693,876 shares of Class A Common Stock
	9	SOLE DISPOSITIVE POWER 0 shares of Class A Common Stock
	10	SHARED DISPOSITIVE POWER 30,693,876 shares of Class A Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,693,876 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ¨

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSONS

Howard W. Lutnick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ¨

(b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ¨

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7 SOLE VOTING POWER	10,203,036 shares of Class A Common Stock
8 SHARED VOTING POWER	30,869,465 shares of Class A Common Stock
9 SOLE DISPOSITIVE POWER	10,203,036 shares of Class A Common Stock
10 SHARED DISPOSITIVE POWER	30,869,465 shares of Class A Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,072,501 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ¨

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

45.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Amendment No. 2 (this Amendment) amends the Schedule 13D, dated April 25, 2008 (the Original 13D), subsequently amended by Amendment No. 1 to the Original 13D, dated June 10, 2008 (Amendment No. 1), filed by Cantor Fitzgerald, L.P., a Delaware limited partnership (CFLP), CF Group Management, Inc., a New York corporation (CFGM), and Howard W. Lutnick (together with CFLP and CFGM, the Reporting Persons). Capitalized terms not defined herein shall have the respective meanings ascribed to them in either the Original 13D or Amendment No. 1.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and supplemented by adding the following:

See the response to Item 4, which is incorporated by reference herein.

Item 4. PURPOSE OF THE TRANSACTION.

Item 4 is hereby amended and supplemented by adding the following:

As previously reported in Amendment No. 1, in connection with the Separation, CFLP was required, as of April 1, 2008, to distribute to retained and founding partners distribution rights to receive, over time, an aggregate of 33,367,358 shares of Class A Common Stock from CFLP (25,463,106 shares with respect to retained partners and 7,904,252 shares with respect to founding partners). After clarifying certain matters and correcting certain clerical errors, however, it was determined that the aggregate number of shares of Class A Common Stock that CFLP was required, as of April 1, 2008, to distribute to retained and founding partners was 33,371,740 (25,482,848 shares with respect to retained partners and 7,888,892 shares with respect to founding partners), which is 4,382 shares higher than the 33,367,358 shares previously reported in Amendment No. 1.

As previously reported in Amendment No. 1, as a result of CFLP s distribution of certain shares of Class A Common Stock to retained and founding partners on an accelerated basis on June 10, 2008 in connection with the closing of the Offering, the number of remaining shares of Class A Common Stock that CFLP was required to distribute to retained and founding partners, as of June 10, 2008, was 27,119,003 shares of Class A Common Stock (23,225,523 shares with respect to retained partners and 3,893,480 shares with respect to founding partners). However, due to the clarification of certain matters and the correction of certain clerical errors referred to in the preceding paragraph, the aggregate number of shares of Class A Common Stock that CFLP was required, as of June 10, 2008, to distribute to retained and founding partners was 27,123,385 (23,245,245 shares with respect to retained partners and 3,878,140 shares with respect to founding partners), which is 4,382 shares higher than the 27,119,003 shares previously reported in Amendment No. 1.

As previously reported in the Original 13D, CFLP has the right to purchase from BGC Holdings any non-exchangeable BGC Holdings limited partnership units held by any founding partner that are redeemed by BGC Holdings upon termination or bankruptcy of the founding partner. Any such BGC Holdings limited partnership units purchased by CFLP from BGC Holdings will be exchangeable by CFLP for shares of Class B Common Stock or, at CFLP s election, shares of Class A Common Stock, in each case on a one-for-one basis (subject to customary anti-dilution adjustments), from the Company, on the same basis as CFLP s other BGC Holdings limited partnership units. As of the date of this filing, as a result of the termination of an aggregate of 12 BGC Holdings founding partners since April 1, 2008, BGC Holdings has the right to redeem an aggregate of 483,032 BGC Holdings limited partnership units, including the 7,456 units held by one terminated founding partner reported in Amendment No. 1. Accordingly, upon the redemption of any of the founding partners BGC Holdings limited partnership units, CFLP will have the right to purchase from BGC Holdings an equivalent number of exchangeable BGC Holdings limited partnership units pursuant to terms yet to be determined.

In connection with the Offering, the Underwriters did not exercise any portion of their over-allotment option.

Pursuant to the Separation Agreement, as described in and included as Exhibit 4 to the Original 13D, the Company may elect to acquire additional limited partnership interests from BGC Partners, L.P (BGC U.S.) and BGC Global Holdings, L.P. (BGC Global). In the event that the Company acquires such additional limited partnership interests from BGC U.S. or BGC Global, CFLP would have the right to cause BGC Holdings to acquire additional BGC U.S. and BGC Global limited partnership interests from BGC U.S. and BGC Global, respectively, up to the number of such interests that would preserve CFLP s relative indirect economic percentage interests in BGC U.S. and BGC Global compared to that of the Company immediately prior to the Company s acquisition of such additional partnership interests, and CFLP would acquire an equivalent number of additional BGC Holdings limited partnership interests to reflect such relative indirect interest, at the same price per BGC U.S. and BGC Global interest paid by the Company. In July 2008, the Company, using a portion of the net proceeds it received in the Offering, invested an aggregate of $75,849,000 to acquire additional limited partnership interests from BGC U.S. and BGC Global. As previously disclosed in the Prospectus, prior to the Company s investments, CFLP notified the Company and BGC Holdings that it had no intention of exercising any of its co-investment rights that might arise as a result of the Offering; therefore, no co-investment rights were triggered in CFLP when the Company made its investments. From time to time, CFLP may decide to exercise any co-investment rights that may arise in the event the Company acquires any additional limited partnership interests from BGC U.S. or BGC Global.

On June 23, 2008, CFLP gifted an aggregate of 121,875 shares of Class A Common Stock to charitable organizations.

On September 22, 2008, CFLP accelerated the distribution of 198,487 shares of Class A Common Stock to retained partners of CFLP and 259,882 shares of Class A Common Stock to founding partners of BGC Holdings. CFLP agreed to accelerate the distribution of the 458,369 aggregate shares of Class A Common Stock solely to permit such partners to sell such distribution rights shares to the Company pursuant to the Company s previously announced stock repurchase program. In connection with CFLP s agreement to accelerate the distribution of the distribution rights shares, the Company, as the general partner of BGC Holdings, agreed to remove the contractual resale restrictions from 803,122 shares of Class A Common Stock receivable by founding partners upon exchange of BGC Holdings limited partnership units solely to permit such founding partners to sell such exchange shares to the Company pursuant to the Company s repurchase program. The Company purchased the 1,261,491 aggregate shares of Class A Common Stock from the partners at $4.00 per share, for an aggregate purchase price of $5,045,964. As required by the CFLP Limited Partnership Agreement and the BGC Holdings Limited Partnership Agreement, as applicable, an aggregate of $2,120,356 of the partners proceeds of such sales of distribution rights shares and exchange shares was used to repay indebtedness or other obligations of such partners to CFLP or to third-party lenders guaranteed by CFLP, incurred in connection with the acquisition of the original CFLP limited partnership units in respect of which the partners had received their distribution rights and BGC Holdings limited partnership units in connection with the Separation. In addition, in connection with the Offering, the partners who sold distribution rights shares and exchange shares in the Offering used an aggregate of $22,572,100 of their net proceeds to repay such indebtedness.

As a result of CFLP s accelerated distribution of the 458,369 shares of Class A Common Stock to retained and founding partners described above, the number of remaining shares of Class A Common Stock that CFLP was required, as of September 22, 2008, to distribute to retained and founding partners, was 26,665,016 shares of Class A Common Stock (23,046,758 shares with respect to retained partners and 3,618,258 shares with respect to founding partners). The number of shares of Class A Common Stock receivable from CFLP by the other Reporting Persons and the other persons listed on Schedule A of the Original 13D, pursuant to distribution rights from CFLP, did not change from that reported in Amendment No. 1 as a result of the distribution described above.

On December 1, 2008, certain founding partners of BGC Holdings, including Lee M. Amaitis, an executive officer and then-director of the Company, donated an aggregate of 1,629,190 shares of Class A Common Stock to The Cantor Fitzgerald Relief Fund. The founding partners donation covers the approximately $6.2 million in final net proceeds raised by employees of the Company on its annual September 11, 2008 Charity Day. CFLP separately donated 1,000,000 shares of Class A Common Stock to The Cantor Fitzgerald Relief Fund on December 1, 2008.

The shares of Class A Common Stock donated by the founding partners of BGC Holdings consisted of the following: (i) 103,512 shares previously owned by Mr. Amaitis; (ii) an aggregate of 519,276 shares (including 412,043 shares from Mr. Amaitis) donated by founding partners, which shares were transferred to them by CFLP pursuant to distribution rights that they received in connection with the Separation and Merger; and (iii) an aggregate of 1,006,402 shares (including 484,445 shares from Mr. Amaitis) donated by founding partners, which shares were issued to them by the Company upon exchange of BGC Holdings limited partnership units that they received in connection with the Separation and Merger. The aggregate 519,276 shares of Class A Common Stock transferred to founding partners of BGC Holdings by CFLP pursuant to distribution rights, and the 1,000,000 shares of Class A Common Stock donated by CFLP to The Cantor Fitzgerald Relief Fund, were issued to CFLP by the Company upon the conversion by CFLP of 1,519,276 shares of Class B Common Stock on December 1, 2008. In addition, on December 1, 2008, CFLP converted an additional 180,724 shares of Class B Common Stock into 180,724 shares of Class A Common Stock, 50,000 of which shares were donated by CFLP to a charitable organization on December 3, 2008. In the aggregate, on December 1, 2008, CFLP converted 1,700,000 shares of Class B Common Stock into 1,700,000 shares of Class A Common Stock.

In connection with the founding partners charitable donations, on December 1, 2008, CFLP agreed to accelerate the distribution of the aggregate 519,276 distribution rights shares solely to permit such founding partners to donate such shares to The Cantor Fitzgerald Relief Fund. CFLP also agreed, on December 1, 2008, to allow one founding partner to exchange 521,957 additional BGC Holdings limited partnership units for 521,957 shares of Class A Common Stock, and to accelerate the exercisability of 484,445 of Mr. Amaitis BGC Holdings limited partnership units (which would have otherwise become exercisable on the fifth anniversary of the Merger) for 484,445 shares of Class A Common Stock, in each case solely to permit such founding partner to donate such exchange shares to The Cantor Fitzgerald Relief Fund. In addition, the Company, as the general partner of BGC Holdings, agreed to remove the contractual transfer restrictions on the aggregate 1,006,402 exchange shares solely to permit such founding partners to donate such shares to The Cantor Fitzgerald Relief Fund.

As a result of CFLP s accelerated distribution of the 519,276 shares of Class A Common Stock to the founding partners described above, the number of remaining shares of Class A Common Stock that CFLP is required to distribute to retained and founding partners, as of the date of this filing, is 26,145,740 shares of Class A Common Stock (23,046,758 shares with respect to retained partners and 3,098,982 shares with respect to founding partners). The number of shares of Class A Common Stock receivable from CFLP by the other Reporting Persons and the other persons listed on Schedule A of the Original 13D, pursuant to distribution rights from CFLP, did not change from that reported in Amendment No. 1 as a result of the distribution described above.

CFLP anticipates (i) that it may in the future agree to accelerate the distribution of additional shares of Class A Common Stock to retained and founding partners, allow founding partners to exchange additional BGC Holdings limited partnership units for shares of Class A Common Stock, and accelerate the exercisability of exchangeable BGC Holdings limited partnership units for shares of Class A Common Stock in connection with sales of such distribution rights shares and exchange shares to the Company pursuant to its previously announced stock repurchase program, any potential future registered secondary offerings of Class A Common Stock, partners making gifts of shares, including gifts in connection with the annual Charity Day, or otherwise; (ii) that such distributions of distribution rights shares or exchange of exchange shares may occur in connection with the Company s removal of resale restrictions on founding partner exchange shares; and (iii) that a portion of the partners proceeds of any sales of distribution rights shares and exchange shares will be used to repay the partners indebtedness to CFLP and third-party lenders guaranteed by CFLP. In addition, from time to time, CFLP and the other Reporting Persons and/or the other persons listed on Schedule A of the Original 13D may transfer shares in connection with gifts or charitable donations, including in connection with the annual Charity Day, and the Company may purchase shares of Class A Common Stock from charitable organizations and other donees, including The Cantor Fitzgerald Relief Fund, pursuant to the Company s stock repurchase program.

On December 3, 2008, Howard Lutnick gifted an aggregate of 125,000 shares of Class A Common Stock to charitable organizations.

On October 6, 2008, in connection with an intra-plan transfer, Howard Lutnick was notified that, effective, October 3, 2008, his 401(k) account was credited with an additional 204,456 shares of Class A Common Stock at $4.06 per share.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.
Item 5 is hereby amended and restated in its entirety as follows:

The information in this Item 5 is provided as of the date of this filing (except for the number of shares of Class A Common Stock held in Mr. Lutnick s and Mr. Merkel s respective 401(k) accounts, which is provided as of November 12, 2008):

CFLP is the beneficial owner of, and has shared voting and dispositive power with respect to, (i) 156,957 shares of Class A Common Stock owned of record by it, and (ii) 30,099,362 shares of Class A Common Stock receivable upon conversion of 30,099,362 shares of Class B Common Stock owned of record by it. CFLP shares voting and dispositive power over these shares of Class A Common Stock with CFGM, its Managing General Partner, and with Mr. Lutnick, the President and sole shareholder of CFGM.

CFGM is the beneficial owner of, and has shared voting and dispositive power with respect to, (i) 388,812 shares of Class A Common Stock owned of record by it, (ii) 48,745 shares of Class A Common Stock receivable upon conversion of 48,745 shares of Class B Common Stock owned of record by it, and (iii) 30,256,319 shares of Class A Common Stock (156,957 shares of Class A Common Stock owned of record by CFLP and 30,099,362 shares of Class A Common Stock receivable upon conversion of 30,099,362 shares of Class B Common Stock owned of record by CFLP) beneficially owned by CFLP.

Mr. Lutnick is the beneficial owner of, and has sole voting and dispositive power with respect to, (i) 815,373 shares of Class A Common Stock owned of record by him, (ii) 9,175,000 shares of Class A Common Stock subject to options exercisable within 60 days, and (iii) 212,663 shares of Class A Common Stock held in Mr. Lutnick s 401(k) account. In addition, Mr. Lutnick is the beneficial owner of, and has shared voting and dispositive power with respect to, (a) 175,589 shares of Class A Common Stock owned of record for the benefit of Mr. Lutnick s descendants by the Trust, and (b) an aggregate of 30,693,876 shares of Class A Common Stock (545,769 shares of Class A Common Stock owned of record by CFGM and CFLP and 30,148,107 shares of Class A Common Stock receivable upon conversion of 30,148,107 shares of Class B Common Stock owned of record by CFGM and CFLP) beneficially owned by CFGM and CFLP, by virtue of being the President and sole shareholder of CFGM.

KBCR does not beneficially own any shares of Class A Common Stock.

Mr. Fraser is the beneficial owner of, and has sole voting and dispositive power with respect to, 27,431 shares of Class A Common Stock owned of record by trusts for the benefit of his children.

Mr. Merkel is the beneficial owner of, and has sole voting and dispositive power with respect to, (i) 15,553 shares of Class A Common Stock owned of record by him, (ii) 610,000 shares of Class A Common Stock subject to options exercisable within 60 days, (iii) 3,268 share of Class A Common Stock subject to restricted stock units that vest within 60 days, and (iv) 4,110 shares of Class A Common Stock held in Mr. Merkel s 401(k) account. In addition, Mr. Merkel is the beneficial owner of, and has shared voting and dispositive power with respect to, 2,250 shares of Class A Common Stock held of record by Mr. Merkel s wife.

Ms. Edith Lutnick is the beneficial owner of, and has sole voting and dispositive power with respect to, 94,467 shares of Class A Common Stock owned of record by her.

Mr. Barnard does not beneficially own any shares of Class A Common Stock.

Ms. Allison Lutnick does not beneficially own any shares of Class A Common Stock.

(a) Number of shares and percent of Class A Common Stock beneficially owned by each of the Reporting Persons and the other persons listed on Schedule A of the Original 13D:

Number of Shares of Class A Common Stock:

Person	**Number of Shares**
CFLP	30,256,319
CFGM	30,693,876
Mr. Lutnick	41,072,501
KBCR	0
Mr. Fraser	27,431
Mr. Merkel	635,181
Ms. Edith Lutnick	94,467
Mr. Barnard	0
Ms. Allison Lutnick	0

Percent of Class A Common Stock:

Person	**Percentage**
CFLP	37.3%
CFGM	37.9%
Mr. Lutnick	45.5%
KBCR	0%
Mr. Fraser	*
Mr. Merkel	1.2%
Ms. Edith Lutnick	*
Mr. Barnard	0%
Ms. Allison Lutnick	0%

* Less than 1%.

(b) Number of shares of Class A Common Stock beneficially owned as to which the Reporting Persons and each of the other persons listed on Schedule A of the Original 13D has:

(i) sole power to vote or direct the vote:

Person	**Number of Shares**
CFLP	0
CFGM	0
Mr. Lutnick	10,203,036
KBCR	0
Mr. Fraser	27,431
Mr. Merkel	632,922
Ms. Edith Lutnick	94,467
Mr. Barnard	0
Ms. Allison Lutnick	0

(ii) shared power to vote or direct the vote:

Person	**Number of Shares**
CFLP	30,256,319
CFGM	30,693,876
Mr. Lutnick	30,869,465
KBCR	0
Mr. Fraser	0
Mr. Merkel	2,250
Ms. Edith Lutnick	0
Mr. Barnard	0
Ms. Allison Lutnick	0

(iii) sole power to dispose or to direct the disposition of:

Person	**Number of Shares**
CFLP	0
CFGM	0
Mr. Lutnick	10,203,036
KBCR	0
Mr. Fraser	27,431
Mr. Merkel	632,931
Ms. Edith Lutnick	94,467
Mr. Barnard	0
Ms. Allison Lutnick	0

(iv) shared power to dispose of or to direct the disposition of:

Person	Number of Shares
CFLP	30,256,319
CFGM	30,693,876
Mr. Lutnick	30,869,465
KBCR	0
Mr. Fraser	0
Mr. Merkel	2,250
Ms. Edith Lutnick	0
Mr. Barnard	0
Ms. Allison Lutnick	0

(c) See the response to Item 4 which is incorporated by reference herein.

(d) The beneficiaries of the Trust have the right to receive any dividends from, or the proceeds from any sale of, shares of Class A Common Stock owned of record by the Trust. Each of CFLP and CFGM has the right to receive any dividends from, or the proceeds from any sale of, shares of Class A Common Stock owned of record by it. Mr. Merkel s spouse has the right to receive any dividends from, or the proceeds from any sale of, shares of Class A Common Stock owned of record by her.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended and supplemented by adding the following:

The shares of Class A Common Stock distributed by CFLP to retained and founding partners on September 22, 2008 and to founding partners on December 1, 2008 in connection with Charity Day were not shares pledged under the Pledge Agreement. On September 26, 2008, the Company was authorized to increase the amount of the secured loan under the Pledge Agreement from up to $100.0 million to all excess cash other than that needed for regulatory purposes and to accept as security pledges of any securities in addition to pledges of shares of Class A or Class B Common Stock provided for under the original secured loan and Pledge Agreement. As of the date of this filing, there is no outstanding balance on the secured loan, and there are no shares of Class A or Class B Common Stock pledged under the Pledge Agreement.

See the responses to Items 4 and 5, which are incorporated by reference herein.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended and supplemented by adding the following:

Exhibit 19 Joint Filing Agreement, dated as of December 9, 2008, among the Reporting Persons.

[The remainder of this page intentionally left blank.]

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned s knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 9, 2008

Cantor Fitzgerald, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman, President and Chief Executive

CF Group Management, Inc.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: President

/s/ Howard W. Lutnick
Howard W. Lutnick

[Signature Page to Schedule 13D/A dated December 9, 2008]

EXHIBIT INDEX

Exhibit 19 Joint Filing Agreement, dated as of December 9, 2008, among the Reporting Persons.

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Exhibit 19

JOINT FILING AGREEMENT

JOINT FILING AGREEMENT, dated as of the 9th day of December, 2008, among Cantor Fitzgerald, L.P., CF Group Management, Inc. and Howard W. Lutnick (collectively, the Reporting Persons).

WHEREAS, pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the Exchange Act), the parties hereto desire to satisfy any filing obligation under Section 13(d) of the Exchange Act by a single joint filing;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Reporting Persons hereby agree and represent as follows:

1. Amendment No. 2 to Schedule 13D with respect to the Class A Common Stock, par value $0.01 per share, of BGC Partners, Inc. (to which this Joint Filing Agreement is an exhibit) is filed on behalf of each of the Reporting Persons.

2. Each of the Reporting Persons is responsible for the timely filing of Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such Person contained therein, provided that each such Person is not responsible for the completeness or accuracy of the information concerning any of the other Reporting Persons, unless such Person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned have caused this Joint Filing Agreement to be duly executed and delivered as of the date first above written.

Cantor Fitzgerald, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman, President and Chief Executive Officer

CF Group Management, Inc.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: President

/s/ Howard W. Lutnick
Howard W. Lutnick

pt;margin:0in 0in .0001pt .25in;text-autospace:none;text-indent:-.25in;">* *The leverage amount is a percentage of the Fund s total assets. The Fund uses leverage through the issuance of preferred shares. Use of financial leverage creates an opportunity for increased income, but, at the same time, creates special risks (including the likelihood of greater volatility of net asset value and market price of common shares).*

(2) *It is not possible to invest directly in an Index. The Index s total return does not reflect the expenses that would have been incurred if an investor individually purchased or sold the securities represented in the Index. Index performance is available as of month-end only. (3) The Lipper Averages are the average total returns at net asset*

value of the funds that are in the same Lipper Classification as the Fund. It is not possible to invest in a Lipper Classification. Lipper Classifications may include insured and uninsured funds, as well as leveraged and unleveraged funds. The Lipper California Insured Municipal Debt Funds Classification contained 13, 13 and 10 funds for the 6-month, 1-year and Life-Of-Fund time periods, respectively. Lipper Averages are available as of month-end only. (4) The Fund s market yield is calculated by dividing the last dividend per share of the semiannual period by the share price at the end of the period and annualizing the result. (5) Taxable-equivalent figure assumes a maximum 41.05% combined federal and state income tax rate. A lower tax rate would result in a lower tax-equivalent figure. (6) As of 3/31/06. Rating Distribution is determined by dividing the total market value of the issues by the total investments of the Fund. (7) Fund information may not be representative of the Fund s current or future investments and may change due to active management.

Fund Performance as of 3/31/05(1)

Average Annual Total Return (by share price, American Stock Exchange)	
Six Months	5.47%
One Year	11.49
Life of Fund (8/30/02)	5.65

Average Annual Total Return (by net asset value)	
Six Months	3.26%
One Year	7.59
Life of Fund (8/30/02)	7.22

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(1) Returns are historical and are calculated by determining the percentage change in share price or net asset value with all distributions reinvested. The Fund s performance at market 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. Performance results reflect the effect of leverage resulting from the Fund s issuance of Auction Preferred Shares.

Index Performance(2)

Lehman Brothers Municipal Bond Index - Average Annual Total Returns	
Six Months	0.98%
One Year	3.81
Life of Fund (8/31/02)	4.40

Lipper Averages(3)

Lipper New York Insured Municipal Debt Funds Classification - Average Annual Total Returns	
Six Months	0.85%
One Year	4.65
Life of Fund (8/31/02)	5.34

Market Yields	
Market Yield(4)	5.46%
Taxable Equivalent Market Yield(5)	9.10

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. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Fund performance during certain periods reflects the strong bond market performance and/or the strong performance of bonds held during those periods. This performance is not typical and may not be repeated. 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.

Portfolio Manager: Craig R. Brandon, CFA

Rating Distribution(6), (7)

By total investments

Fund Statistics(7)

Number of Issues:		65
Average Maturity:		26.6 years
Effective Maturity:		9.7 years
Average Rating:		AAA
Average Call:		9.0 years
Average Dollar Price:	$	95.45
Leverage:*		38%

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* *The leverage amount is a percentage of the Fund s total assets. The Fund uses leverage through the issuance of preferred shares. Use of financial leverage creates an opportunity for increased income, but, at the same time, creates special risks (including the likelihood of greater volatility of net asset value and market price of common shares).*

(2) *It is not possible to invest directly in an Index. The Index s total return does not reflect the expenses that would have been incurred if an investor individually purchased or sold the securities represented in the Index. Index performance is available as of month-end only. (3) The Lipper Averages are the average total returns at net asset value of the funds that are in the same Lipper Classification as the Fund. It is not possible to invest in a Lipper Classification. Lipper Classifications may include insured and uninsured funds, as well as leveraged and unleveraged funds. The Lipper New York Insured Municipal Debt Funds Classification contained 12, 12 and 9 funds for the 6-month, 1-year and Life-Of-Fund time periods, respectively. Lipper Averages are available as of month-end only. (4) The Fund s market yield is calculated by dividing the last dividend per share of the semiannual period by the share price at the end of the period and annualizing the result. (5) Taxable-equivalent figure assumes a maximum 40.01% combined federal and state income tax rate. A lower tax rate would result in a lower tax-equivalent figure. (6) As of 3/31/06. Rating Distribution is determined by dividing the total market value of the issues by the total investments of the Fund. (7) Fund information may not be representative of the Fund s current or future investments and may change due to active management.*

5

Eaton Vance Insured Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited)

Tax-Exempt Investments 159.5%			
Principal Amount (000's omitted)		Security	Value
Electric Utilities 2.5%			
$	14,500	Long Island Power Authority, NY, Electric System Revenue, 4.50%, 12/1/24	$ 14,256,400
	10,300	Sabine River Authority, TX, (TXU Energy Co. LLC), Variable Rate, 5.20%, 5/1/28	10,549,466
			$ 24,805,866
General Obligations 6.8%			
$	12,500	California, 5.25%, 4/1/30	$ 13,044,875
	3,750	California, 5.25%, 4/1/34	3,946,200
	13,250	California, 5.50%, 11/1/33	14,399,437
	19,500	New York City, NY, 5.25%, 1/15/33	20,433,270
	15,000	Puerto Rico Public Buildings Authority, Commonwealth Guaranteed, 5.25%, 7/1/29	15,714,450
			$ 67,538,232
Hospital 6.4%			
$	8,000	Brevard County, FL, Health Facilities Authority, (Health First, Inc.), 5.00%, 4/1/36	$ 8,135,440
	11,000	California Health Facilities Financing Authority, (Cedars-Sinai Medical Center), 5.00%, 11/15/34	11,163,130
	1,225	Camden County, NJ, Improvement Authority, (Cooper Health System), 5.00%, 2/15/25	1,231,468
	2,610	Camden County, NJ, Improvement Authority, (Cooper Health System), 5.00%, 2/15/35	2,581,916
	2,500	Camden County, NJ, Improvement Authority, (Cooper Health System), 5.25%, 2/15/27	2,543,300
	6,200	Camden County, NJ, Improvement Authority, (Cooper Health System), 5.75%, 2/15/34	6,498,964
	2,600	Cuyahoga County, OH, (Cleveland Clinic Health System), 5.50%, 1/1/29	2,755,818
	3,900	Hawaii Department of Budget and Finance, (Hawaii Pacific Health), 5.60%, 7/1/33	4,035,954
	5,525	Highlands County, FL, Health Facilities Authority, (Adventist Health System), 5.375%, 11/15/35	5,713,347
	5,880	Indiana HEFA, (Clarian Health Partners), 4.75%, 2/15/34	5,697,720

	2,625	Indiana HEFA, (Clarian Health Partners), 5.00%, 2/15/36	2,627,887
	8,500	Lehigh County, PA, General Purpose Authority, (Lehigh Valley Health Network), 5.25%, 7/1/32	8,696,265
	2,500	South Miami, FL, Health Facility Authority, (Baptist Health), 5.25%, 11/15/33	2,580,150
			$ 64,261,359
Insured-Electric Utilities 16.5%			
$	13,000	Burlington, KS, PCR, (Kansas Gas & Electric Co.), (MBIA), 5.30%, 6/1/31	$ 13,804,700
	21,355	Chelan County, WA, Public Utility District No. 1, (Columbia River), (MBIA), 0.00%, 6/1/27	7,782,830

Principal Amount (000's omitted)		Security	Value
Insured-Electric Utilities (continued)			
$	4,975	Hamilton, OH, Electric, (FSA), 4.70%, 10/15/25	$ 5,038,182
	9,000	Jacksonville Electric Authority, FL, Electric System Revenue, (FSA), 4.75%, 10/1/34	9,071,730
	19,045	Lincoln NE, Electric System, (FSA), 4.75%, 9/1/35	19,137,749
	2,625	Municipal Energy Agency, NE, (Power Supply System), (FSA), 5.00%, 4/1/36	2,708,632
	18,240	Nebraska, NE, Public Power District, (FGIC), 4.75%, 1/1/35	18,416,016
	22,150	Omaha Public, NE, Power District, (FGIC), 4.25%, 2/1/35	20,659,748
	60,755	South Carolina Public Service Authority, (FSA), 5.125%, 1/1/37	62,656,024
	10,650	Southern Minnesota Municipal Power Agency, (MBIA), 0.00%, 1/1/22	5,219,245
			$ 164,494,856
Insured-General Obligations 23.5%			
$	3,975	Alvin, TX, Independent School District, (MBIA), 3.25%, 2/15/27	$ 3,183,975
	60,000	California, (XLCA), 5.00%, 10/1/28	61,930,200
	15,530	Chicago, IL, Board of Education, (Chicago School Reform), (FGIC), 0.00%, 12/1/30	4,854,833
	41,300	Chicago, IL, Board of Education, (Chicago School Reform), (FGIC), 0.00%, 12/1/21	20,130,446
	10,000	Chicago, IL, Board of Education, (FGIC), 0.00%, 12/1/31	2,952,400
	10,500	Chicago, IL, Board of Education, (FGIC), 0.00%, 12/1/29	3,401,370
	4,920	Clarkston, MI, Community Schools, (MBIA), 4.00%, 5/1/26	4,502,292
	3,875	Clarkston, MI, Community Schools, (MBIA), 4.00%, 5/1/29	3,493,739
	11,190	Frisco, TX, Independent School District, (MBIA), 4.00%, 7/15/36	9,727,467

		13,180	Georgia, (MBIA), 2.00%, 9/1/24	8,999,304
		20,425	Kane, Cook and Du Page Counties, IL, School District No. 46, (AMBAC), 0.00%, 1/1/21	10,293,587
		50,650	Kane, Cook and Du Page Counties, IL, School District No. 46, (AMBAC), 0.00%, 1/1/22	24,330,234
		13,000	Philadelphia, PA, School District, (FGIC), 5.25%, 6/1/34	13,736,710
		8,525	Phoenix, AZ, (AMBAC), 3.00%, 7/1/28	6,589,399
		2,700	Pima County, AZ, (FSA), 3.50%, 7/1/19	2,454,030
		20,750	Schaumburg, IL, (FGIC), 5.00%, 12/1/38	21,284,313
		21,300	Washington, (Motor Vehicle Fuel), (MBIA), 0.00%, 6/1/25	8,645,670
		21,125	Washington, (Motor Vehicle Fuel), (MBIA), 0.00%, 6/1/26	8,164,601
		21,070	Washington, (Motor Vehicle Fuel), (MBIA), 0.00%, 6/1/27	7,736,272
		21,510	Washington, (Motor Vehicle Fuel), (MBIA), 0.00%, 6/1/28	7,516,454
				$ 233,927,296
Insured-Hospital 1.0%				
	$	11,190	Connecticut Health and Educational Facilities Authority, (Danbury Hospital), (AMBAC), 4.25%, 7/1/36	$ 10,396,070
				$ 10,396,070

See notes to financial statements

Eaton Vance Insured Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Principal Amount (000's omitted)		Security	Value
Insured-Lease Revenue / Certificates of Participation 5.6%			
$	12,010	Anaheim, CA, Public Financing Authority Lease Revenue, (FSA), 5.00%, 3/1/37	$ 12,193,153
	42,795	San Jose, CA, Financing Authority, (Civic Center), (AMBAC), 5.00%, 6/1/37	43,882,421
			$ 56,075,574
Insured-Other Revenue 3.3%			
$	28,675	Golden State Tobacco Securitization Corp., CA, (AGC), 5.00%, 6/1/45	$ 29,254,235
	4,000	Golden State Tobacco Securitization Corp., CA, (FGIC), 5.00%, 6/1/38	4,110,800
			$ 33,365,035
Insured-Private Education 1.1%			
$	10,000	Massachusetts Development Finance Agency, (Franklin W. Olin College), (XLCA), 5.25%, 7/1/33	$ 10,499,900
			$ 10,499,900
Insured-Public Education 5.7%			
$	9,610	New Jersey Educational Facilities Authority, (Kean University), (MBIA), 4.50%, 7/1/37	$ 9,273,266
	14,215	University of California, (FGIC), 4.75%, 5/15/37	14,300,006
	7,700	University of California, (MBIA), 4.75%, 5/15/37	7,746,046
	12,500	University of Massachusetts Building Authority, (AMBAC), 5.25%, 11/1/29	13,349,000
	13,470	University of Vermont and State Agricultural College, (MBIA), 4.00%, 10/1/35	11,969,442
			$ 56,637,760
Insured-Sewer Revenue 3.7%			
$	13,670	Chicago, IL, Wastewater Transmission, (MBIA), 0.00%, 1/1/23	$ 6,257,579
	11,075	King County, WA, Sewer Revenue, (FGIC), 4.50%, 1/1/31	10,760,138
	19,000	King County, WA, Sewer Revenue, (FGIC), 5.00%, 1/1/31	19,451,060
			$ 36,468,777
Insured-Special Tax Revenue 6.6%			
$	10,000	Grand Forks, ND, Sales Tax Revenue, (Alerus Project), (MBIA), 4.50%, 12/15/29	$ 9,834,700
	18,980	Houston, TX, Hotel Occupancy Tax, (AMBAC), 0.00%, 9/1/24	8,009,370

	10,000	Metropolitan Transportation Authority, NY, Dedicated Tax Fund, (MBIA), 5.00%, 11/15/30	10,326,500
	17,200	New York Convention Center Development Corp., (AMBAC), 4.75%, 11/15/45	17,213,588

Principal Amount (000's omitted)		Security	Value
Insured-Special Tax Revenue (continued)			
$	6,000	Phoenix, AZ, Civic Improvement Corp., (Civic Plaza Expansion Project), (FGIC), 4.25%, 7/1/30	$ 5,632,020
	4,000	Puerto Rico Convention Center District Authority, Hotel Occupancy, (CIFG), 4.50%, 7/1/36	3,906,000
	10,500	Reno, NV, Sales and Room Tax, (AMBAC), 5.125%, 6/1/37	10,815,105
			$ 65,737,283
Insured-Transportation 43.4%			
$	15,600	California Infrastructure and Economic Development, (Bay Area Toll Bridges), (AMBAC), 5.00%, 7/1/33	$ 16,120,728
	6,000	Central, TX, Regional Mobility Authority, (FGIC), 5.00%, 1/1/45	6,121,020
	10,000	E-470 Public Highway Authority, CO, (MBIA), 0.00%, 9/1/24	4,219,900
	17,000	E-470 Public Highway Authority, CO, (MBIA), 0.00%, 9/1/25	6,819,720
	10,200	E-470 Public Highway Authority, CO, (MBIA), 0.00%, 9/1/21	4,998,816
	20,000	E-470 Public Highway Authority, CO, (MBIA), 0.00%, 9/1/24	8,409,600
	5,240	Florida Department of Transportation, (Turnpike Revenue), (FSA), 4.50%, 7/1/34	5,132,894
	20,450	Massachusetts Bay Transportation Authority, Revenue Assessment, (MBIA), 4.00%, 7/1/33	18,138,332
	34,915	Massachusetts Turnpike Authority, Metropolitan Highway System, (AMBAC), 5.00%, 1/1/39	35,316,523
	8,985	Massachusetts Turnpike Authority, Metropolitan Highway System, (MBIA), 5.125%, 1/1/37	9,221,665
	20,000	Nevada Department of Business and Industry, (Las Vegas Monorail -1st Tier), (AMBAC), 5.375%, 1/1/40	20,820,200
	10,070	Nevada Department of Business and Industry, (Las Vegas Monorail), (AMBAC), 0.00%, 1/1/23	4,560,099
	3,100	Nevada Department of Business and Industry, (Las Vegas Monorail), (AMBAC), 0.00%, 1/1/28	1,090,890
	16,200	New York Thruway Authority, (FSA), 4.75%, 1/1/30	16,435,224
	13,700	Newark, NJ, Housing Authority, (Newark Marine Terminal), (MBIA), 5.00%, 1/1/37	14,156,621

6,500	North Texas Tollway Authority, (FSA), 4.50%, 1/1/38	6,219,135
24,665	Northwest Parkway Public Highway Authority, CO, (FSA), 5.25%, 6/15/41	25,794,164
3,170	Pima County, AZ, (MBIA), 3.50%, 7/1/19	2,881,213
15,795	Puerto Rico Highway and Transportation Authority, (CIFG), 5.25%, 7/1/41	17,472,903
75,000	San Joaquin Hills, CA, Transportation Corridor Agency, (MBIA), 0.00%, 1/15/31	22,975,500
45,020	San Joaquin Hills, CA, Transportation Corridor Agency, (MBIA), 0.00%, 1/15/26	17,691,960
119,000	San Joaquin Hills, CA, Transportation Corridor Agency, (MBIA), 0.00%, 1/15/34	31,249,400
87,045	San Joaquin Hills, CA, Transportation Corridor Agency, (Toll Road Bonds), (MBIA), 0.00%, 1/15/25	35,833,815

See notes to financial statements

Eaton Vance Insured Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Principal Amount (000's omitted)		Security	Value
Insured-Transportation (continued)			
$	4,820	South Jersey, NJ, Transportation Authority, (FGIC), 4.50%, 11/1/35	$ 4,700,464
	10,410	Tampa-Hillsborough County, FL, Expressway Authority, (AMBAC), 4.00%, 7/1/34	9,276,351
	40,165	Texas Turnpike Authority, (AMBAC), 0.00%, 8/15/20	20,716,705
	64,900	Texas Turnpike Authority, (AMBAC), 5.00%, 8/15/42	66,125,961
			$ 432,499,803
Insured-Utilities 7.9%			
$	5,000	Illinois Development Finance Authority, (Peoples Gas, Light and Coke), (AMBAC), 5.00%, 2/1/33	$ 5,123,200
	61,585	Los Angeles, CA, Department of Water and Power, (FGIC), 5.00%, 7/1/43	63,181,283
	10,000	West Palm Beach, FL, Utility System, (FGIC), 5.00%, 10/1/34	10,376,400
			$ 78,680,883
Insured-Water and Sewer 10.1%			
$	25,885	Atlanta, GA, Water and Wastewater, (MBIA), 5.00%, 11/1/39(1)	$ 26,476,213
	20,935	Birmingham, AL, Waterworks and Sewer Board, (MBIA), 5.00%, 1/1/37	21,543,162
	8,675	New York City, NY, Municipal Water Finance Authority, (Water and Sewer System), (AMBAC), 4.50%, 6/15/29	8,569,772
	875	New York City, NY, Municipal Water Finance Authority, (Water and Sewer System), (FSA), 4.50%, 6/15/29	864,386
	8,500	New York City, NY, Municipal Water Finance Authority, (Water and Sewer System), (MBIA), 5.125%, 6/15/34	8,799,200
	25,000	New York, NY, City Municipal Water Finance Authority, Water and Sewer, (AMBAC), 4.50%, 6/15/36	24,333,750
	9,500	Palm Coast, FL, Utility System, (MBIA), 5.00%, 10/1/33	9,808,655
			$ 100,395,138
Insured-Water Revenue 6.2%			
$	8,930	Albany, OR, Water, (FGIC), 5.00%, 8/1/33	$ 9,225,404
	3,250	Baltimore, MD, (Water Projects), (FGIC), 5.125%, 7/1/42	3,365,440
	1,000	Detroit, MI, Water Supply System, (FGIC), 4.50%, 7/1/31	972,710

	41,195	Massachusetts Water Resource Authority, (AMBAC), 4.00%, 8/1/40	35,643,150
	5,000	Metropolitan Water District, CA, (FGIC), 5.00%, 10/1/33	5,175,350
	6,000	Metropolitan Water District, CA, (FGIC), 5.00%, 10/1/36	6,206,580
	700	Metropolitan Water District, CA, (MBIA), 5.00%, 7/1/37	712,509
			$ 61,301,143
Other Revenue 3.9%			
$	38,175	Golden State Tobacco Securitization Corp., CA, 5.00%, 6/1/45	$ 38,832,374
			$ 38,832,374

Principal Amount (000's omitted)		Security	Value
Private Education 0.3%			
$	3,100	Maryland Health and Higher Educational Facilities Authority, (Loyola University), 5.125%, 10/1/45	$ 3,180,197
			$ 3,180,197
Special Tax Revenue 1.5%			
$	4,600	New Jersey EDA, (Cigarette Tax), 5.50%, 6/15/24	$ 4,769,418
	1,750	New Jersey EDA, (Cigarette Tax), 5.50%, 6/15/31	1,800,453
	2,405	New Jersey EDA, (Cigarette Tax), 5.75%, 6/15/29	2,532,441
	5,110	New Jersey EDA, (Cigarette Tax), 5.75%, 6/15/34	5,363,201
			$ 14,465,513
Transportation 2.0%			
$	20,000	Puerto Rico Highway and Transportation Authority, 5.125%, 7/1/43	$ 20,353,800
			$ 20,353,800
Water and Sewer 1.5%			
$	15,000	New York, NY, City Municipal Water Finance Authority, Water and Sewer, 4.75%, 6/15/33	$ 15,101,550
			$ 15,101,550
		Total Tax-Exempt Investments 159.5% (identified cost $1,526,400,897)	$ 1,589,018,409
Other Assets, Less Liabilities (0.0)%			$ (311,089)
Auction Preferred Shares Plus Cumulative Unpaid Dividends (59.5)%			$ (592,575,865)
Net Assets Applicable to Common Shares 100.0%			$ 996,131,455

AGC - Assured Guaranty Corp.

AMBAC - AMBAC Financial Group, Inc.

CIFG - CDC IXIS Financial Guaranty North America, Inc.

FGIC - Financial Guaranty Insurance Company

FSA - Financial Security Assurance, Inc.

MBIA - Municipal Bond Insurance Association

XLCA - XL Capital Assurance, Inc.

The Fund invests primarily in debt securities issued by municipalities. The ability of the issuers of the debt securities to meet their obligations may be affected by economic developments in a specific industry or municipality. In order to reduce the risk associated with such economic developments, at March 31, 2006, 84.4% of total investments are backed by bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentage insured by an individual financial institution ranged from 1.3% to 24.7% of total investments.

(1) Security (or a portion thereof) has been segregated to cover margin requirements on open financial futures contracts.

See notes to financial statements

Eaton Vance Insured California Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited)

Tax-Exempt Investments 158.6%

Principal Amount (000's omitted)		Security	Value
Escrowed / Prerefunded 0.5%			
$	5,110	Foothill/Eastern, Transportation Corridor Agency, Escrowed to Maturity, 0.00%, 1/1/30	$ 1,683,541
			$ 1,683,541
General Obligations 9.7%			
$	10,000	California, 4.75%, 6/1/35	$ 9,960,200
	6,750	California, 5.25%, 4/1/30	7,044,233
	3,250	California, 5.25%, 4/1/34	3,420,040
	9,975	California, 5.50%, 11/1/33	10,840,331
			$ 31,264,804
Hospital 9.2%			
$	2,000	California Health Facilities Financing Authority, (Catholic Healthcare West), 5.25%, 7/1/23	$ 2,097,360
	5,575	California Health Facilities Financing Authority, (Cedars-Sinai Medical Center), 5.00%, 11/15/34	5,657,677
	10,900	California Statewide Communities Development Authority, (Huntington Memorial Hospital), 5.00%, 7/1/35	11,113,531
	4,000	Torrance Hospital, (Torrance Memorial Medical Center), 5.50%, 6/1/31	4,174,760
	3,360	Turlock, (Emanuel Medical Center, Inc.), 5.375%, 10/15/34	3,450,149
	3,005	Washington Township Health Care District, 5.25%, 7/1/29	3,083,100
			$ 29,576,577
Insured-Electric Utilities 3.0%			
$	4,000	Sacramento, Municipal Electric Utility District, (FSA), 5.00%, 8/15/28	$ 4,124,040
	5,380	Sacramento, Municipal Electric Utility District, (MBIA), 5.00%, 8/15/28	5,561,521
			$ 9,685,561
Insured-Escrowed / Prerefunded 1.2%			
$	7,540	Foothill/Eastern, Transportation Corridor Agency, (FSA), Escrowed to Maturity, 0.00%, 1/1/21	$ 3,877,445
			$ 3,877,445
Insured-General Obligations 27.7%			
$	2,840	Azusa Unified School District, (FSA), 0.00%, 7/1/25	$ 1,145,883
	3,290	Azusa Unified School District, (FSA), 0.00%, 7/1/27	1,203,745
	6,030	Burbank Unified School District, (FGIC), 0.00%, 8/1/21	2,957,715

	1,835	Buttonwillow Union School District, (Election of 2002), (AMBAC), 5.50%, 11/1/27	2,161,190
	2,180	Ceres Unified School District, (FGIC), 0.00%, 8/1/25	877,951
	3,000	Chino Valley Unified School District, (FSA), 5.00%, 8/1/26	3,114,450

Principal Amount (000's omitted)		Security	Value
Insured-General Obligations (continued)			
$	6,555	Foothill-De Anza Community College District, (Election of 1999), (FGIC), 0.00%, 8/1/28	$ 2,277,469
	8,500	Foothill-De Anza Community College District, (Election of 1999), (FGIC), 0.00%, 8/1/29	2,803,895
	8,865	Foothill-De Anza Community College District, (Election of 1999), (FGIC), 0.00%, 8/1/30	2,781,926
	2,300	Huntington Beach City School District, (Election of 2004), (MBIA), 4.50%, 8/1/29	2,270,744
	1,835	Huntington Beach City School District, (FGIC), 0.00%, 8/1/24	776,003
	2,060	Huntington Beach City School District, (FGIC), 0.00%, 8/1/25	829,624
	2,140	Huntington Beach City School District, (FGIC), 0.00%, 8/1/26	822,231
	2,000	Jurupa Unified School District, (FGIC), 0.00%, 8/1/23	889,740
	2,000	Jurupa Unified School District, (FGIC), 0.00%, 8/1/26	768,440
	2,235	Kings Canyon Joint Unified School District, (FGIC), 0.00%, 8/1/25	897,397
	10,000	Los Angeles Unified School District, (Election of 1997), (MBIA), 5.125%, 1/1/27	10,474,600
	2,000	Los Angeles Unified School District, (FGIC), 5.00%, 7/1/22	2,106,560
	3,225	Modesto High School District, Stanislaus County, (FGIC), 0.00%, 8/1/24	1,364,530
	5,000	Riverside Unified School District, (FGIC), 5.00%, 2/1/27	5,176,600
	6,135	Salinas Union High School District, (MBIA), 5.00%, 6/1/27	6,360,707
	10,000	San Diego Unified School District, (FGIC), 0.00%, 7/1/22	4,693,100
	10,000	San Diego Unified School District, (FGIC), 0.00%, 7/1/23	4,457,000
	8,000	San Juan Unified School District, (FSA), 0.00%, 8/1/21	3,924,000
	5,000	San Mateo County Community College District, (FGIC), 0.00%, 9/1/22	2,328,750
	4,365	San Mateo County Community College District, (FGIC), 0.00%, 9/1/23	1,931,643
	3,955	San Mateo County Community College District, (FGIC),	1,585,678

			0.00%, 9/1/25	
		5,240	San Mateo Union High School District, (FGIC), 0.00%, 9/1/21	2,560,316
		2,740	Santa Ana Unified School District, (MBIA), 5.00%, 8/1/32	2,831,845
		2,500	Santa Barbara High School District, (Election of 2000), (FSA), 4.50%, 8/1/25	2,488,675
		5,915	Santa Clara Unified School District, (Election of 2004), (FSA), 4.375%, 7/1/30	5,704,604
		3,825	Union Elementary School District, (FGIC), 0.00%, 9/1/24	1,611,205
		3,000	Ventura County Community College District, (MBIA), 5.00%, 8/1/27	3,112,560
				$ 89,290,776
Insured-Hospital	6.6%			
	$	20,860	California Health Facilities Financing Authority, (Sutter Health), (MBIA), 5.00%, 8/15/38	$ 21,306,821
				$ 21,306,821

See notes to financial statements

9

Eaton Vance Insured California Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Principal Amount (000's omitted)		Security	Value
Insured-Lease Revenue / Certificates of Participation 21.3%			
$	2,000	Anaheim, Public Financing Authority Lease Revenue, (FSA), 0.00%, 9/1/30	$ 625,740
	5,000	Anaheim, Public Financing Authority Lease Revenue, (FSA), 0.00%, 9/1/35	1,216,900
	8,545	Anaheim, Public Financing Authority Lease Revenue, (FSA), 0.00%, 9/1/29	2,810,194
	30,000	Anaheim, Public Financing Authority Lease Revenue, (FSA), 5.00%, 3/1/37	30,457,500
	12,265	California Public Works Board Lease Revenue, (California Community College), (FGIC), 4.00%, 10/1/30	11,114,788
	1,000	California Public Works Board Lease Revenue, (Department of General Services), (AMBAC), 5.00%, 12/1/27	1,032,240
	15,000	San Jose Financing Authority, (Civic Center), (AMBAC), 5.00%, 6/1/37	15,381,150
	5,850	Shasta Joint Powers Financing Authority, (County Administration Building), (MBIA), 5.00%, 4/1/29	6,047,028
			$ 68,685,540
Insured-Other Revenue 4.7%			
$	11,900	Golden Tobacco Securitization Corp., (AGC), 5.00%, 6/1/45	$ 12,140,380
	3,000	Golden Tobacco Securitization Corp., (FGIC), 5.00%, 6/1/38	3,083,100
			$ 15,223,480
Insured-Private Education 0.5%			
$	1,560	California Educational Facilities Authority, (St. Mary's College of California), (MBIA), 5.125%, 10/1/26	$ 1,637,173
			$ 1,637,173
Insured-Public Education 9.8%			
$	1,000	California State University, (AMBAC), 5.125%, 11/1/26	$ 1,042,460
	15,000	University of California, (FGIC), 4.75%, 5/15/37	15,089,700
	15,000	University of California, (FGIC), 5.125%, 9/1/30	15,472,650
			$ 31,604,810
Insured-Sewer Revenue 5.9%			
$	18,350	Livermore-Amador Valley Water Management Agency, (AMBAC), 5.00%, 8/1/31	$ 18,836,459
			$ 18,836,459

Principal Amount (000's omitted)		Security	Value
Insured-Special Assessment Revenue 7.4%			
$	1,800	Murrieta Redevelopment Agency Tax, (MBIA), 5.00%, 8/1/32	$ 1,862,244
	7,000	Pomona Public Financing Authority, (MBIA), 5.00%, 2/1/33	7,148,540
	11,110	Santa Cruz County Redevelopment Agency Tax, (MBIA), 5.00%, 9/1/35	11,571,176
	3,000	Tustin Unified School District, (FSA), 5.00%, 9/1/38	3,075,120
			$ 23,657,080
Insured-Special Tax Revenue 8.0%			
$	2,500	North City, School Facility Financing Authority, (AMBAC), 0.00%, 9/1/26	$ 945,425
	13,630	San Francisco, Bay Area Rapid Transportation District Sales Tax Revenue, (AMBAC), 5.00%, 7/1/31	13,986,288
	3,500	San Francisco, Bay Area Rapid Transportation District, (AMBAC), 5.00%, 7/1/26	3,616,130
	7,000	San Francisco, Bay Area Rapid Transportation District, (AMBAC), 5.125%, 7/1/36	7,223,510
			$ 25,771,353
Insured-Transportation 16.1%			
$	15,150	California Infrastructure and Economic Development, (Bay Area Toll Bridges), (AMBAC), 5.00%, 7/1/33	$ 15,655,707
	7,250	California Infrastructure and Economic Development, (Bay Area Toll Bridges), (AMBAC), 5.00%, 7/1/36	7,492,005
	1,000	California Infrastructure and Economic Development, (Bay Area Toll Bridges), (FGIC), 5.00%, 7/1/29	1,037,150
	5,000	Los Angeles County, Metropolitan Transportation Authority, (AMBAC), 4.50%, 7/1/32	4,890,350
	13,940	Sacramento County, Airport System, (FSA), 5.00%, 7/1/27	14,364,891
	3,445	San Joaquin Hills, Transportation Corridor Agency, (MBIA), 0.00%, 1/15/30	1,107,946
	5,000	San Joaquin Hills, Transportation Corridor Agency, (MBIA), 0.00%, 1/15/31	1,531,700
	15,000	San Joaquin Hills, Transportation Corridor Agency, (MBIA), 0.00%, 1/15/26	5,894,700
			$ 51,974,449
Insured-Utilities 7.6%			
$	9,000	Los Angeles Department of Water and Power, (FGIC), 5.00%, 7/1/43	$ 9,233,280
	14,750	Los Angeles Department of Water and Power, (MBIA), 5.125%, 7/1/41	15,143,825

$ 24,377,105

See notes to financial statements

Eaton Vance Insured California Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Principal Amount (000's omitted)		Security	Value
Insured-Water Revenue 11.8%			
$	8,180	California Water Resource, (Central Valley), (FGIC), 5.00%, 12/1/29[1]	$ 8,462,783
	1,250	Contra Costa Water District, (FSA), 4.50%, 10/1/27	1,238,950
	5,500	Contra Costa Water District, (FSA), 4.50%, 10/1/31	5,397,700
	2,000	East Bay Municipal Utility District Water System, (MBIA), 5.00%, 6/1/26	2,066,180
	10,000	Metropolitan Water District, (FGIC), 5.00%, 10/1/36	10,344,300
	1,750	San Diego, (Water Utility Fund), (FGIC), 4.75%, 8/1/28	1,758,138
	9,355	San Francisco City and County Water Revenue, (FSA), 4.25%, 11/1/33	8,766,758
			$ 38,034,809
Lease Revenue / Certificates of Participation 0.9%			
$	2,570	Sacramento Financing Authority, 5.40%, 11/1/20	$ 2,788,861
			$ 2,788,861
Water Revenue 6.7%			
$	21,180	Southern California Metropolitan Water District, 5.00%, 7/1/37	$ 21,536,671
			$ 21,536,671
	Total Tax-Exempt Investments 158.6% (identified cost $492,925,282)		$ 510,813,315
	Other Assets, Less Liabilities 1.9%		$ 6,195,126
	Auction Preferred Shares Plus Cumulative Unpaid Dividends (60.5)%		$ (195,030,464)
	Net Assets Applicable to Common Shares 100.0%		$ 321,977,977

AGC - Assured Guaranty Corp.

AMBAC - AMBAC Financial Group, Inc.

FGIC - Financial Guaranty Insurance Company

FSA - Financial Security Assurance, Inc.

MBIA - Municipal Bond Insurance Association

The Fund invests primarily in debt securities issued by California municipalities. The ability of the issuers of the debt securities to meet their obligations may be affected by economic developments in a specific industry or municipality. In order to reduce the risk associated with such economic developments, at March 31, 2006, 83.0% of total investments are backed by bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentage insured by an individual financial institution ranged from 2.4% to 23.5% of total investments.

(1) Security (or a portion thereof) has been segregated to cover margin requirements on open financial futures contracts.

See notes to financial statements

Eaton Vance Insured New York Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited)

Tax-Exempt Investments 159.4%			
Principal Amount (000's omitted)		Security	Value
Electric Utilities 2.9%			
$	3,750	Long Island Power Authority Electric System Revenue, 4.50%, 12/1/24	$ 3,687,000
	1,950	Long Island Power Authority Electric System Revenue, 5.00%, 9/1/27	2,004,015
	1,000	Puerto Rico Electric Power Authority, 5.25%, 7/1/31	1,040,240
			$ 6,731,255
General Obligations 4.6%			
$	1,500	New York, 5.25%, 1/15/28	$ 1,574,475
	3,500	New York City, 5.25%, 8/15/26	3,712,590
	3,075	New York City, 5.25%, 6/1/27	3,220,540
	2,000	New York City, 5.25%, 1/15/33	2,095,720
			$ 10,603,325
Hospital 1.0%			
$	640	New York Dormitory Authority Revenue, (Lenox Hill Hospital), 5.50%, 7/1/30	$ 634,438
	1,750	New York Dormitory Authority, (Memorial Sloan-Kettering Cancer Center), 5.00%, 7/1/34	1,794,782
			$ 2,429,220
Housing 0.5%			
$	1,250	New York City Housing Development Corp., (Multi-Family Housing), 4.65%, 5/1/26	$ 1,256,675
			$ 1,256,675
Industrial Development Revenue 2.9%			
$	6,800	New York City Industrial Development Agency, (Liberty-IAC/Interactive Corp.), 5.00%, 9/1/35	$ 6,850,524
			$ 6,850,524
Insured-Electric Utilities 4.1%			
$	7,500	Long Island Power Authority, (AMBAC), 5.00%, 9/1/34	$ 7,774,950
	4,785	Long Island Power Authority, (FSA), 0.00%, 6/1/28	1,765,091
			$ 9,540,041
Insured-General Obligations 2.9%			
$	1,750	New York Dormitory Authority, (School Districts Financing Program), (MBIA), 5.00%, 10/1/30	$ 1,806,297
	2,700	Sachem Central School District, Holbrook, (MBIA), 5.00%, 10/15/26	2,814,372

Principal Amount (000's omitted)		Security	Value
Insured-General Obligations (continued)			
$	2,085	Sachem Central School District, Holbrook, (MBIA), 5.00%, 10/15/28	$ 2,170,589
			$ 6,791,258
Insured-Health Care Miscellaneous 0.8%			
$	1,900	New York City Industrial Development Agency, (American National Red Cross), (AMBAC), 4.50%, 2/1/30	$ 1,857,763
			$ 1,857,763
Insured-Hospital 22.6%			
$	15,500	New York City Health and Hospital Corp., (Health Systems), (AMBAC), 5.00%, 2/15/23	$ 16,147,280
	10,000	New York Dormitory Authority, (Hospital Surgery), (MBIA), 5.00%, 2/1/38	10,175,400
	6,800	New York Dormitory Authority, (Maimonides Medical Center), (MBIA), 5.00%, 8/1/33	7,050,444
	3,050	New York Dormitory Authority, (Memorial Sloan-Kettering Cancer Center), (MBIA), 0.00%, 7/1/26	1,233,725
	23,835	New York Dormitory Authority, (Memorial Sloan-Kettering Cancer Center), (MBIA), 0.00%, 7/1/28	8,710,024
	26,070	New York Dormitory Authority, (Memorial Sloan-Kettering Cancer Center), (MBIA), 0.00%, 7/1/29	9,066,103
			$ 52,382,976
Insured-Other Revenue 3.3%			
$	5,535	New York City Cultural Resource, (American Museum of Natural History), (MBIA), 5.00%, 7/1/44	$ 5,697,452
	2,000	New York City Cultural Resource, (Wildlife Conservation Society), (FGIC), 5.00%, 2/1/34	2,072,360
			$ 7,769,812
Insured-Private Education 27.4%			
$	4,000	Madison County, IDA, (Colgate University), (MBIA), 5.00%, 7/1/39	$ 4,132,960
	16,500	New York City Industrial Development Agency, (New York University), (AMBAC), 5.00%, 7/1/41	16,830,495
	11,500	New York Dormitory Authority, (Brooklyn Law School), (XLCA), 5.125%, 7/1/30	11,972,075
	2,225	New York Dormitory Authority, (FIT Student Housing Corp.), (FGIC), 5.125%, 7/1/26	2,342,525
	4,250	New York Dormitory Authority, (New York University), (AMBAC), 5.00%, 7/1/31	4,361,095
	5,000		5,100,150

	New York Dormitory Authority, (New York University), (AMBAC), 5.00%, 7/1/41

See notes to financial statements

Eaton Vance Insured New York Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Principal Amount (000's omitted)		Security	Value
Insured-Private Education (continued)			
$	3,000	New York Dormitory Authority, (New York University), (AMBAC), 5.50%, 7/1/40	$ 3,536,010
	13,585	New York Dormitory Authority, (Rochester Institute of Technology), (AMBAC), 5.25%, 7/1/32	14,214,393
	1,220	New York Dormitory Authority, (Rockefeller University), (MBIA), 4.75%, 7/1/37	1,227,613
			$ 63,717,316
Insured-Public Education 4.6%			
$	1,000	New York Dormitory Authority, (Educational Housing Services), (AMBAC), 5.25%, 7/1/25	$ 1,104,710
	9,500	New York Dormitory Authority, (University Educational Facility), (MBIA), 4.75%, 5/15/25	9,553,770
			$ 10,658,480
Insured-Solid Waste 1.9%			
$	1,790	Ulster County Resource Recovery Agency, Solid Waste System, (AMBAC), 0.00%, 3/1/21	$ 929,744
	1,240	Ulster County Resource Recovery Agency, Solid Waste System, (AMBAC), 0.00%, 3/1/22	616,404
	1,090	Ulster County Resource Recovery Agency, Solid Waste System, (AMBAC), 0.00%, 3/1/23	516,845
	1,490	Ulster County Resource Recovery Agency, Solid Waste System, (AMBAC), 0.00%, 3/1/24	673,659
	3,735	Ulster County Resource Recovery Agency, Solid Waste System, (AMBAC), 0.00%, 3/1/25	1,609,524
			$ 4,346,176
Insured-Special Tax Revenue 18.4%			
$	15,560	Metropolitan Transportation Authority, Petroleum Tax Fund, (FSA), 5.00%, 11/15/32[1]	$ 16,049,984
	7,250	New York City Transitional Finance Authority, (Future Tax), (MBIA), 5.00%, 5/1/31	7,481,420
	4,000	New York Convention Center Development Corp., (AMBAC), 4.75%, 11/15/45	4,003,160
	3,000	Puerto Rico Infrastructure Financing Authority, (AMBAC), 0.00%, 7/1/36	710,670
	7,960	Puerto Rico Infrastructure Financing Authority, (AMBAC), 0.00%, 7/1/28	2,802,000
	4,430	Puerto Rico Infrastructure Financing Authority, (AMBAC), 0.00%, 7/1/37	998,478

	35,000	Puerto Rico Infrastructure Financing Authority, (AMBAC), 0.00%, 7/1/44	5,527,200
	18,305	Puerto Rico Infrastructure Financing Authority, (FGIC), 0.00%, 7/1/33	5,075,793
			$ 42,648,705

Principal Amount (000's omitted)		Security	Value
Insured-Transportation 30.6%			
$	32,500	Metropolitan Transportation Authority, (FSA), 5.00%, 11/15/30	$ 33,708,350
	11,500	Puerto Rico Highway and Transportation Authority, (MBIA), 5.00%, 7/1/33	11,912,735
	24,600	Triborough Bridge and Tunnel Authority, (MBIA), 5.00%, 11/15/32	25,374,654
			$ 70,995,739
Insured-Water and Sewer 10.9%			
$	7,000	New York City Municipal Water Finance Authority, (AMBAC), 5.00%, 6/15/38	$ 7,206,360
	10,000	New York City Municipal Water Finance Authority, Water and Sewer, (MBIA), 5.125%, 6/15/34	10,352,000
	7,500	Niagara Falls Public Water Authority and Sewer System, (MBIA), 5.00%, 7/15/34	7,743,975
			$ 25,302,335
Insured-Water Revenue 3.0%			
$	2,410	New York State Environmental Facilities Corp. (MBIA), 4.25%, 6/15/30	$ 2,299,333
	4,900	New York State Environmental Facilities Corp., (MBIA), 4.25%, 6/15/31	4,655,882
			$ 6,955,215
Lease Revenue / Certificates of Participation 6.2%			
$	4,000	Metropolitan Transportation Authority, Lease Contract, 5.125%, 1/1/29	$ 4,188,720
	10,000	New York Dormitory Authority, (North General Hospital), 5.00%, 2/15/25	10,307,100
			$ 14,495,820
Private Education 2.6%			
$	1,055	Hempstead Industrial Development Agency, (Adelphi University), 4.50%, 10/1/24	$ 1,033,584
	150	Hempstead Industrial Development Agency, (Adelphi University), 5.00%, 10/1/35	153,474
	1,630	Madison County Industrial Development Agency, (Colgate University), 5.00%, 7/1/33	1,675,265
	3,065	Rensselaer County Industrial Development Agency,	3,148,491

			(Rensselaer Polytech Institute), 5.125%, 8/1/27	
				$ 6,010,814
Transportation	8.2%			
	$	14,500	Port Authority of New York and New Jersey, 5.00%, 9/1/38	$ 14,955,445

See notes to financial statements

13

Eaton Vance Insured New York Municipal Bond Fund as of March 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Principal Amount (000's omitted)		Security	Value
Transportation (continued)			
$	3,990	Puerto Rico Highway and Transportation Authority, 5.125%, 7/1/43	$ 4,060,583
			$ 19,016,028
Total Tax-Exempt Investments 159.4% (identified cost $356,273,398)			$ 370,359,477
Other Assets, Less Liabilities 1.9%			$ 4,448,028
Auction Preferred Shares Plus Cumulative Unpaid Dividends (61.3)%			$ (142,533,440)
Net Assets Applicable to Common Shares 100.0%			$ 232,274,065

AMBAC - AMBAC Financial Group, Inc.

FGIC - Financial Guaranty Insurance Company

FSA - Financial Security Assurance, Inc.

MBIA - Municipal Bond Insurance Association

XLCA - XL Capital Assurance, Inc.

The Fund invests primarily in debt securities issued by New York municipalities. The ability of the issuers of the debt securities to meet their obligations may be affected by economic developments in a specific industry or municipality. In order to reduce the risk associated with such economic developments, at March 31, 2006, 81.8% of total investments are backed by bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentage insured by an individual financial institution ranged from 2.6% to 36.0% of total investments.

(1) Security (or a portion thereof) has been segregated to cover margin requirements on open financial futures contracts.

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS (Unaudited)

Statements of Assets and Liabilities

As of March 31, 2006

	Insured Municipal Fund	Insured California Fund	Insured New York Fund
Assets			
Investments			
Identified cost	$ 1,526,400,897	$ 492,925,282	$ 356,273,398
Unrealized appreciation	62,617,512	17,888,033	14,086,079
Investments, at value	$ 1,589,018,409	$ 510,813,315	$ 370,359,477
Cash	$	$ 693,280	$ 455,376
Receivable for investments sold	23,883,146		
Interest receivable	17,239,449	5,699,760	4,159,741
Receivable for daily variation margin on open financial futures contracts	120,937	35,312	22,687
Total assets	$ 1,630,261,941	$ 517,241,667	$ 374,997,281
Liabilities			
Due to custodian	$ 40,868,780	$	$
Payable to affiliate for investment advisory fees	448,630	145,527	105,759
Accrued expenses	237,211	87,699	84,017
Total liabilities	$ 41,554,621	$ 233,226	$ 189,776
Auction preferred shares at liquidation value plus cumulative unpaid dividends	592,575,865	195,030,464	142,533,440
Net assets applicable to common shares	$ 996,131,455	$ 321,977,977	$ 232,274,065
Sources of Net Assets			
Common Shares, $0.01 par value, unlimited number of shares authorized	$ 646,382	$ 216,282	$ 156,981
Additional paid-in capital	912,453,277	305,163,036	221,346,825
Accumulated net realized gain (loss) (computed on the basis of identified cost)	4,558,440	(6,155,905)	(6,537,321)
Undistributed net investment income	2,892,260	793,039	422,679
Net unrealized appreciation (computed on the basis of identified cost)	75,581,096	21,961,525	16,884,901
Net assets applicable to common shares	$ 996,131,455	$ 321,977,977	$ 232,274,065
Auction Preferred Shares Issued and Outstanding (Liquidation preference of $25,000 per share)			
	23,700	7,800	5,700
Common Shares Outstanding			
	64,638,238	21,628,202	15,698,145
Net Asset Value Per Common Share			
Net assets applicable to common shares ÷ common shares issued and outstanding	$ 15.41	$ 14.89	$ 14.80

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS (Unaudited) CONT'D

Statements of Operations

For the Six Months Ended March 31, 2006

	Insured Municipal Fund	Insured California Fund	Insured New York Fund
Investment Income			
Interest	$ 37,978,001	$ 12,273,663	$ 8,916,601
Total investment income	$ 37,978,001	$ 12,273,663	$ 8,916,601
Expenses			
Investment adviser fee	$ 5,122,374	$ 1,665,337	$ 1,209,7054
Trustees' fees and expenses	12,349	9,184	7,007
Legal and accounting services	41,925	56,509	55,983
Printing and postage	59,794	19,271	21,800
Custodian fee	286,129	118,093	105,166
Transfer and dividend disbursing agent	37,530	34,874	34,365
Preferred shares remarketing agent fee	738,592	243,083	177,637
Miscellaneous	111,726	43,103	30,659
Total expenses	$ 6,410,419	$ 2,189,454	$ 1,642,371
Deduct			
Reduction of custodian fee	$ 26,390	$ 11,441	$ 4,164
Reduction of investment adviser fee	2,521,784	819,808	595,571
Total expense reductions	$ 2,548,174	$ 831,249	$ 599,735
Net expenses	$ 3,862,245	$ 1,358,205	$ 1,042,636
Net investment income	$ 34,115,756	$ 10,915,458	$ 7,873,965
Realized and Unrealized Gain (Loss)			
Net realized gain (loss)			
Investment transactions (identified cost basis)	$ 8,644,316	$ 2,876,782	$ 485,884
Financial futures contracts	16,503,979	4,924,546	2,683,626
Net realized gain	$ 25,148,295	$ 7,801,328	$ 3,169,510
Change in unrealized appreciation (depreciation)			
Investments (identified cost basis)	$ (16,251,636)	$ (4,315,092)	$ (2,895,600)
Financial futures contracts	2,942,219	758,920	896,156
Net change in unrealized appreciation (depreciation)	$ (13,309,417)	$ (3,556,172)	$ (1,999,444)
Net realized and unrealized gain	$ 11,838,878	$ 4,245,156	$ 1,170,066
Distributions to preferred shareholders			
From net investment income	$ (7,458,402)	$ (2,597,113)	$ (1,918,193)
From net realized gain	(902,151)		
Total distributions to preferred shareholders	$ (8,360,553)	$ (2,597,113)	$ (1,918,193)
Net increase in net assets from operations	$ 37,594,081	$ 12,563,501	$ 7,125,838

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS (Unaudited) CONT'D

Statements of Changes in Net Assets

For the Six Months Ended March 31, 2006

Increase (Decrease) in Net Assets	Insured Municipal Fund	Insured California Fund	Insured New York Fund
From operations			
Net investment income	$ 34,115,756	$ 10,915,458	$ 7,873,965
Net realized gain from investment transactions and financial futures contracts	25,148,295	7,801,328	3,169,510
Net change in unrealized appreciation (depreciation) from investments and financial futures contracts	(13,309,417)	(3,556,172)	(1,999,444)
Distributions to preferred shareholders			
From net investment income	(7,458,402)	(2,597,113)	(1,918,193)
From net realized gain	(902,151)		
Net increase in net assets from operations	$ 37,594,081	$ 12,563,501	$ 7,125,838
Distributions to common shareholders			
From net investment income	$ (27,334,945)	$ (8,370,115)	$ (6,012,358)
From net realized gain	(4,457,860)		
Total distributions to common shareholders	$ (31,792,805)	$ (8,370,115)	$ (6,012,358)
Capital share transactions			
Reinvestment of distributions to common shareholders	$ 480,041	$	$
Net increase in net assets from capital share transactions	$ 480,041	$	$
Net increase in net assets	$ 6,281,317	$ 4,193,386	$ 1,113,480
Net Assets Applicable to Common Shares			
At beginning of period	$ 989,850,138	$ 317,784,591	$ 231,160,585
At end of period	$ 996,131,455	$ 321,977,977	$ 232,274,065
Undistributed net investment income included in net assets applicable to common shares			
At end of period	$ 2,892,260	$ 793,039	$ 422,679

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS (Unaudited) CONT'D

Statements of Changes in Net Assets

For the Year Ended September 30, 2005

Increase (Decrease) in Net Assets	Insured Municipal Fund	Insured California Fund	Insured New York Fund
From operations			
Net investment income	$ 68,447,409	$ 21,869,110	$ 15,736,294
Net realized loss from investment transactions and financial futures contracts	(10,136,706)	(5,857,486)	(3,736,753)
Net change in unrealized appreciation (depreciation) from investments and financial futures contracts	49,361,030	15,434,121	9,072,211
Distributions to preferred shareholders			
From net investment income	(11,235,061)	(3,500,228)	(2,626,097)
Net increase in net assets from operations	$ 96,436,672	$ 27,945,517	$ 18,445,655
Distributions to common shareholders			
From net investment income	$ (59,817,380)	$ (18,438,043)	$ (13,257,068)
Total distributions to common shareholders	$ (59,817,380)	$ (18,438,043)	$ (13,257,068)
Net increase in net assets	$ 36,619,292	$ 9,507,474	$ 5,188,587
Net Assets Applicable to Common Shares			
At beginning of year	$ 953,230,846	$ 308,277,117	$ 225,971,998
At end of year	$ 989,850,138	$ 317,784,591	$ 231,160,585
Undistributed net investment income included in net assets applicable to common shares			
At end of year	$ 3,569,851	$ 844,809	$ 479,265

See notes to financial statements

18

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Insured Municipal Fund				
	Six Months Ended March 31, 2006 (Unaudited)[1]	Year Ended September 30, 2005[1]	2004[1]	2003[1]	2002[1][2]
Net asset value Beginning of period (Common shares)	$ 15.320	$ 14.750	$ 14.670	$ 14.810	$ 14.325[3]
Income (loss) from operations					
Net investment income	$ 0.528	$ 1.059	$ 1.084	$ 1.041	$ 0.040
Net realized and unrealized gain	0.183	0.611	0.043	0.009	0.454
Distributions to preferred shareholders		(0.174)	(0.109)	(0.091)	
From net investment income	(0.115)				
From net realized gain	(0.014)				
Total income from operations	$ 0.582	$ 1.496	$ 1.018	$ 0.959	$ 0.494
Less distributions to common shareholders					
From net investment income	$ (0.423)	$ (0.926)	$ (0.938)	$ (0.908)	$
From net realized gain	(0.069)				
Total distributions to common shareholders	$ (0.492)	$ (0.926)	$ (0.938)	$ (0.908)	$
Preferred and Common shares offering costs charged to paid-in capital	$	$	$	$ (0.007)	$ (0.009)
Preferred Shares underwriting discounts	$	$	$	$ (0.184)	$
Net asset value End of period (Common shares)	$ 15.410	$ 15.320	$ 14.750	$ 14.670	$ 14.810
Market value End of period (Common shares)	$ 14.809	$ 15.050	$ 13.950	$ 13.580	$ 15.000
Total Investment Return on Net Asset Value[5]	3.96%	10.70%	7.58%	5.67%	3.39%[4]
Total Investment Return on Market Value[5]	1.69%	14.98%	9.91%	(3.42)%	4.71%[4]

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Insured Municipal Fund				
	Six Months Ended March 31, 2006 (Unaudited)(1)	Year Ended September 30, 2005(1)	2004(1)	2003(1)	2002(1)(2)
Ratios/Supplemental Data					
Net assets applicable to common shares, end of period (000's omitted)	$ 996,131	$ 989,850	$ 953,231	$ 947,812	$ 934,619
Ratios (As a percentage of average net assets applicable to common shares):					
Net expenses(6)	0.79%(7)	0.78%	0.77%	0.75%	0.48%(7)
Net expenses after custodian fee reduction(6)	0.78%(7)	0.77%	0.77%	0.73%	0.46%(7)
Net investment income(6)	6.93%(7)	6.97%	7.41%	7.20%	3.20%(7)
Portfolio Turnover	25%	51%	37%	63%	

The operating expenses of the Fund reflect reductions of the investment adviser fee. Had such action not been taken, the ratios and net investment income per share would have been as follows:

Ratios (As a percentage of average net assets applicable to common shares):					
Expenses(6)	1.30%(7)	1.29%	1.29%	1.26%	0.80%(7)
Expenses after custodian fee reduction(6)	1.29%(7)	1.28%	1.29%	1.24%	0.78%(7)
Net investment income(6)	6.41%(7)	6.46%	6.89%	6.69%	2.88%(7)
Net investment income per share	$ 0.489	$ 0.981	$ 1.008	$ 0.967	$ 0.036

The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares, are as follows:

Ratios (As a percentage of average total net assets):				
Net expenses	0.49%(7)	0.48%	0.47%	0.47%
Net expenses after custodian fee reduction	0.49%(7)	0.48%	0.47%	0.46%
Net investment income	4.33%(7)	4.35%	4.56%	4.54%

The operating expenses of the Fund reflect reductions of the investment adviser fee. Had such action not been taken, the ratios would have been as follows:

Ratios (As a percentage of average total net assets):				
Expenses	0.81%(7)	0.80%	0.79%	0.79%
Expenses after custodian fee reduction	0.81%(7)	0.80%	0.79%	0.78%
Net investment income	4.01%(7)	4.03%	4.24%	4.22%

Senior Securities:								
Total preferred shares outstanding		23,700		23,700		23,700		23,700
Asset coverage per preferred share[8]	$	67,034	$	66,769	$	65,233	$	65,008
Involuntary liquidation preference per preferred share[9]	$	25,000	$	25,000	$	25,000	$	25,000
Approximate market value per preferred share[9]	$	25,000	$	25,000	$	25,000	$	25,000

(1) Computed using average common shares outstanding.

(2) For the period from the start of business, August 30, 2002, to September 30, 2002.

(3) Net asset value at beginning of period reflects the deduction of the sales load of $0.675 per share paid by the shareholder from the $15.000 offering price.

(4) Total investment return on net asset value is calculated assuming a purchase at the offering price of $15.000 less the sales load of $0.675 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. Total investment return on market value is calculated assuming a purchase at the offering price of $15.000 less the sales load of $0.675 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. Total investment return on net asset value and total investment return on market value are not computed on an annualized basis.

(5) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Total return is not computed on an annualized basis.

(6) Ratios do not reflect the effect of dividend payments to preferred shareholders. Ratios to average net assets applicable to common shares reflect the Fund's leveraged capital structure.

(7) Annualized.

(8) Calculated by subtracting the Fund's total liabilities (not including the preferred shares) from the Fund's total assets, and dividing this by the number of preferred shares outstanding.

(9) Plus accumulated and unpaid dividends.

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Insured California Fund				
	Six Months Ended March 31, 2006 (Unaudited)[1]	Year Ended September 30, 2005[1]	2004[1]	2003[1]	2002[1][2]
Net asset value — Beginning of period (Common shares)	$ 14.690	$ 14.250	$ 14.180	$ 14.760	$ 14.325[3]
Income (loss) from operations					
Net investment income	$ 0.505	$ 1.011	$ 1.033	$ 0.993	$ 0.031
Net realized and unrealized gain (loss)	0.202	0.444	0.021	(0.402)	0.420
Distributions to preferred shareholders from net investment income	(0.120)	(0.162)	(0.084)	(0.078)	
Total income from operations	$ 0.587	$ 1.293	$ 0.970	$ 0.513	$ 0.451
Less distributions to common shareholders					
From net investment income	$ (0.387)	$ (0.853)	$ (0.900)	$ (0.901)	$
Total distributions to common shareholders	$ (0.387)	$ (0.853)	$ (0.900)	$ (0.901)	$
Preferred and Common shares offering costs charged to paid-in capital	$	$	$	$ (0.011)	$ (0.016)
Preferred Shares underwriting discounts	$	$	$	$ (0.181)	$
Net asset value — End of period (Common shares)	$ 14.890	$ 14.690	$ 14.250	$ 14.180	$ 14.760
Market value — End of period (Common shares)	$ 14.140	$ 13.920	$ 13.730	$ 13.410	$ 15.000
Total Investment Return on Net Asset Value[4]	4.27%	9.58%	7.34%	2.58%	3.04%[5]
Total Investment Return on Market Value[4]	4.50%	7.77%	9.36%	(4.54)%	4.71%[5]

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Insured California Fund				
	Six Months Ended March 31, 2006 (Unaudited)[1]	Year Ended September 30,			
		2005[1]	2004[1]	2003[1]	2002[1][2]
Ratios/Supplemental Data					
Net assets applicable to common shares, end of period (000's omitted)	$ 321,978	$ 317,785	$ 308,277	$ 306,656	$ 311,634
Ratios (As a percentage of average net assets applicable to common shares):					
Net expenses[6]	0.86%[7]	0.84%	0.83%	0.80%	0.61%[7]
Net expenses after custodian fee reduction[6]	0.85%[7]	0.83%	0.83%	0.77%	0.59%[7]
Net investment income[6]	6.87%[7]	6.93%	7.23%	7.02%	2.54%[7]
Portfolio Turnover	14%	16%	24%	38%	0%

The operating expenses of the Fund reflect a reduction of the investment adviser fee. Had such action not been taken, the ratios and net investment income per share would have been as follows:

Ratios (As a percentage of average net assets applicable to common shares):					
Expenses[6]	1.38%[7]	1.36%	1.36%	1.31%	0.93%[7]
Expenses after custodian fee reduction[6]	1.37%[7]	1.35%	1.36%	1.28%	0.91%[7]
Net investment income[6]	6.35%[7]	6.41%	6.71%	6.51%	2.22%[7]
Net investment income per share	$ 0.466	$ 0.935	$ 0.959	$ 0.921	$ 0.027

The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares, are as follows:

Ratios (As a percentage of average total net assets):					
Net expenses	0.53%[7]	0.52%	0.51%	0.50%	0.00%
Net expenses after custodian fee reduction	0.53%[7]	0.51%	0.51%	0.48%	
Net investment income	4.26%[7]	4.28%	4.43%	4.42%	

The operating expenses of the Fund reflect a reduction of the investment adviser fee. Had such action not been taken, the ratios would have been as follows:

Ratios (As a percentage of average total net assets):				
Expenses	0.85%[7]	0.84%	0.83%	0.82%
Expenses after custodian fee reduction	0.85%[7]	0.83%	0.83%	0.80%
Net investment income	3.94%[7]	3.96%	4.11%	4.10%
Senior Securities:				
Total preferred shares outstanding	7,800	7,800	7,800	7,800

Asset coverage per preferred share[8]	$ 66,283	$ 65,745	$ 64,524	$ 64,316	$
Involuntary liquidation preference per preferred share[9]	$ 25,000	$ 25,000	$ 25,000	$ 25,000	$
Approximate market value per preferred share[9]	$ 25,000	$ 25,000	$ 25,000	$ 25,000	$

(1) Computed using average common shares outstanding.

(2) For the period from the start of business, August 30, 2002, to September 30, 2002.

(3) Net asset value at beginning of period reflects the deduction of the sales load of $0.675 per share paid by the shareholder from the $15.000 offering price.

(4) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Total return is not computed on an annualized basis.

(5) Total investment return on net asset value is calculated assuming a purchase at the offering price of $15.000 less the sales load of $0.675 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. Total investment return on market value is calculated assuming a purchase at the offering price of $15.000 less the sales load of $0.675 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. Total investment return on net asset value and total investment return on market value are not computed on an annualized basis.

(6) Ratios do not reflect the effect of dividend payments to preferred shareholders. Ratios to average net assets applicable to common shares reflect the Fund's leveraged capital structure.

(7) Annualized.

(8) Calculated by subtracting the Fund's total liabilities (not including the preferred shares) from the Fund's total assets, and dividing this by the number of preferred shares outstanding.

(9) Plus accumulated and unpaid dividends.

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Insured New York Fund				
	Six Months Ended March 31, 2006 (Unaudited)[1]	Year Ended September 30, 2005[1]	2004[1]	2003[1]	2002[1][2]
Net asset value Beginning of period (Common shares)	$ 14.730	$ 14.390	$ 14.480	$ 14.690	$ 14.325[3]
Income (loss) from operations					
Net investment income	$ 0.502	$ 1.002	$ 1.019	$ 0.981	$ 0.028
Net realized and unrealized gain (loss)	0.073	0.349	(0.120)	(0.006)*	0.358
Distributions to preferred shareholders from net investment income	(0.122)	(0.167)	(0.089)	(0.090)	
Total income from operations	$ 0.453	$ 1.184	$ 0.810	$ 0.885	$ 0.386
Less distributions to common shareholders					
From net investment income	$ (0.383)	$ (0.844)	$ (0.900)	$ (0.900)	$
Total distributions to common shareholders	$ (0.383)	$ (0.844)	$ (0.900)	$ (0.900)	$
Preferred and Common shares offering costs charged to paid-in capital	$	$	$	$ (0.013)	$ (0.021)
Preferred Shares underwriting discounts	$	$	$	$ (0.182)	$
Net asset value End of period (Common shares)	$ 14.800	$ 14.730	$ 14.390	$ 14.480	$ 14.690
Market value End of period (Common shares)	$ 14.040	$ 13.680	$ 13.860	$ 13.450	$ 15.060
Total Investment Return on Net Asset Value[4]	3.26%	8.77%	6.10%	5.09%	2.55%[5]
Total Investment Return on Market Value[4]	5.47%	4.88%	10.02%	(4.78)%	5.13%[5]

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Insured New York Fund				
	Six Months Ended March 31, 2006 (Unaudited)[(1)]	Year Ended September 30,			
		2005[(1)]	2004[(1)]	2003[(1)]	2002[(1)(2)]
Ratios/Supplemental Data					
Net assets applicable to common shares, end of period (000's omitted)	$ 232,274	$ 231,161	$ 225,972	$ 227,266	$ 223,739
Ratios (As a percentage of average net assets applicable to common shares):					
Net expenses[(6)]	0.91%[(7)]	0.87%	0.86%	0.83%	0.71%[(7)]
Net expenses after custodian fee reduction[(6)]	0.91%[(7)]	0.86%	0.85%	0.79%	0.68%[(7)]
Net investment income[(6)]	6.84%[(7)]	6.81%	7.11%	6.83%	2.26%[(7)]
Portfolio Turnover	4%	23%	33%	64%	8%

The operating expenses of the Fund reflect a reduction of the investment adviser fee. Had such action not been taken, the ratios and net investment income per share would have been as follows:

Ratios (As a percentage of average net assets applicable to common shares):					
Expenses[(6)]	1.43%[(7)]	1.39%	1.38%	1.34%	1.03%[(7)]
Expenses after custodian fee reduction[(6)]	1.43%[(7)]	1.38%	1.37%	1.30%	1.00%[(7)]
Net investment income[(6)]	6.32%[(7)]	6.29%	6.59%	6.33%	1.94%[(7)]
Net investment income per share	$ 0.464	$ 0.925	$ 0.944	$ 0.909	$ 0.024

The ratios reported are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares, are as follows:

Ratios (As a percentage of average total net assets):					
Net expenses	0.56%[(7)]	0.54%	0.52%	0.52%	0.00%
Net expenses after custodian fee reduction	0.56%[(7)]	0.53%	0.52%	0.50%	
Net investment income	4.23%[(7)]	4.21%	4.35%	4.31%	

The operating expenses of the Fund reflect a reduction of the investment adviser fee. Had such action not been taken, the ratios would have been as follows:

Ratios (As a percentage of average total net assets):				
Expenses	0.88%[(7)]	0.86%	0.84%	0.84%
Expenses after custodian fee reduction	0.88%[(7)]	0.85%	0.84%	0.82%
Net investment income	3.91%[(7)]	3.89%	4.03%	3.99%
Senior Securities:				
Total preferred shares outstanding	5,700	5,700	5,700	5,700

Asset coverage per preferred share(8)	$ 65,756	$ 65,560	$ 64,646	$ 64,884	$
Involuntary liquidation preference per preferred share(9)	$ 25,000	$ 25,000	$ 25,000	$ 25,000	$
Approximate market value per preferred share(9)	$ 25,000	$ 25,000	$ 25,000	$ 25,000	$

(1) Computed using average common shares outstanding.

(2) For the period from the start of business, August 30, 2002, to September 30, 2002.

(3) Net asset value at beginning of period reflects the deduction of the sales load of $0.675 per share paid by the shareholder from the $15.000 offering price.

(4) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Total return is not computed on annualized basis.

(5) Total investment return on net asset value is calculated assuming a purchase at the offering price of $15.000 less the sales load of $0.675 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. Total investment return on market value is calculated assuming a purchase at the offering price of $15.000 less the sales load of $0.675 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. Total investment return on net asset value and total investment return on market value are not computed on an annualized basis.

(6) Ratios do not reflect the effect of dividend payments to preferred shareholders. Ratios to average net assets applicable to common shares reflect the Fund's leveraged capital structure.

(7) Annualized.

(8) Calculated by subtracting the Fund's total liabilities (not including the preferred shares) from the Fund's total assets, and dividing this by the number of preferred shares outstanding.

(9) Plus accumulated and unpaid dividends.

* The per share amount is not in accord with the net realized and unrealized gain (loss) on investments for the period because of the timing of sales of Fund shares and the amount of the per share realized and unrealized gains and losses at such time.

See notes to financial statements

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

NOTES TO FINANCIAL STATEMENTS (Unaudited)

1 Significant Accounting Policies

Eaton Vance Insured Municipal Bond Fund (Insured Municipal Fund), Eaton Vance Insured California Municipal Bond Fund (Insured California Fund), and Eaton Vance Insured New York Municipal Bond Fund (Insured New York Fund), (individually referred to as a Fund or collectively the Funds) are registered under the Investment Company Act of 1940 (the 1940 Act), as amended, as non-diversified, closed-end management investment companies. The Insured Municipal Fund was organized under the laws of the Commonwealth of Massachusetts by an Agreement and Declaration of Trust dated July 2, 2002. The Insured California Fund and the Insured New York Fund were organized under the laws of the Commonwealth of Massachusetts by an Agreement and Declaration of Trust dated July 8, 2002. Each Fund's investment objective is to achieve current income exempt from regular federal income tax, including alternative minimum tax, and taxes in its specified state. Each Fund seeks to achieve its objective by investing primarily in high grade municipal obligations that are insured as to the timely payment of principal and interest.

The following is a summary of significant accounting policies consistently followed by each Fund in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America.

A Investment Valuation Municipal bonds and taxable obligations, if any, are normally valued on the basis of valuations furnished by a pricing service. Financial futures contracts and options on financial futures contracts listed on the commodity exchanges are valued at closing settlement prices. Over-the-counter options on financial futures contracts are normally valued at the mean between the latest bid and asked prices. Interest rate swaps are normally valued on the basis of valuations furnished by a pricing service. Short-term obligations, maturing in sixty days or less, are valued at amortized cost, which approximates value. Investments for which valuations or market quotations are unavailable, and investments for which the price of the security is not believed to represent its fair market value, are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

B Income Interest income is determined on the basis of interest accrued, adjusted for amortization of premium or discount.

C Federal Taxes Each 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 all of its taxable, if any, and tax-exempt income, including any net realized gain on investments. Therefore, no provision for federal income or excise tax is necessary. At September 30, 2005, the Funds, for federal income tax purposes, had capital loss carryovers which will reduce taxable income arising from future net realized gain on investments, 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 Funds of any liability for federal income or excise tax. The amounts and expiration dates of the capital loss carryovers are as follows:

Fund	Amount	Expires
Insured Municipal Fund	$ 1,072,880	September 30, 2011
	4,954,488	September 30, 2013
Insured California Fund	557,635	September 30, 2011
	10,557,537	September 30, 2013
Insured New York Fund	1,251,495	September 30, 2011
	1,166,633	September 30, 2012
	5,433,153	September 30, 2013

In addition, each Fund intends to satisfy conditions which will enable it to designate distributions from the interest income generated by its investments in municipal obligations, which are exempt from regular federal income taxes when received by each Fund, as exempt-interest dividends.

D Offering Costs Costs incurred by the Funds in connection with the offerings of the common shares and preferred shares were recorded as a reduction of capital paid in excess of par applicable to common shares.

E Financial Futures Contracts Upon the entering of a financial futures contract, a Fund is required to deposit (initial margin) either in cash or securities an amount equal to a certain percentage of the purchase price indicated in the financial futures contract. Subsequent payments are made or received by a Fund (margin maintenance) each day, dependent on the daily fluctuations in the value of the underlying security, and are recorded for book purposes as unrealized gains or losses by a Fund. A Fund's investment in financial futures contracts is designed for both hedging against anticipated future changes in interest rates and investment purposes. Should interest rates move unexpectedly, a Fund may not achieve the anticipated benefits of the financial futures contracts and may realize a loss.

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

F Options on Futures Contracts Upon the purchase of a put option on a financial futures contract by a Fund, the premium paid is recorded as an investment, the value of which is marked-to-market daily. When a purchased option expires, a Fund will realize a loss in the amount of the cost of the option. When a Fund enters into a closing sale transaction, a Fund will realize a gain or loss depending on whether the sales proceeds from the closing sale transaction are greater or less than the cost of the option. When a Fund exercises a put option, settlement is made in cash. The risk associated with purchasing put options is limited to the premium originally paid.

G When-Issued and Delayed Delivery Transactions The Funds may engage in when-issued and delayed delivery transactions. The Funds record when-issued securities on trade date and maintain security positions such that sufficient liquid assets will be available to make payments for the securities purchased. Securities purchased on a when-issued or delayed delivery basis are marked-to-market daily and begin earning interest on settlement date.

H Use of Estimates The preparation of 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.

I Indemnifications Under each 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 each Fund and shareholders are indemnified against personal liability for the obligations of each Fund. Additionally, in the normal course of business, each Fund enters into agreements with service providers that may contain indemnification clauses. Each Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against each Fund that have not yet occurred.

J Expense Reduction Investors Bank & Trust Company (IBT) serves as custodian of the Funds. Pursuant to the respective custodian agreements, IBT receives a fee reduced by credits which are determined based on the average daily cash balances each Fund maintains with IBT. All credit balances used to reduce the Funds' custodian fees are reported as a reduction of total expenses in the Statements of Operations.

K Other Investment transactions are accounted for on a trade date basis. Realized gains and losses are computed based on the specific identification of the securities sold.

L Interim Financial Statements The interim financial statements relating to March 31, 2006 and for the six months then ended have not been audited by an independent registered public accounting firm, but in the opinion of the Funds' management reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the financial statements.

2 Auction Preferred Shares (APS)

Each Fund issued Auction Preferred Shares on October 29, 2002 in a public offering. The underwriting discounts and other offering costs were recorded as a reduction of the capital of the common shares of each Fund. Dividends on the APS, which accrue daily, are cumulative at a rate which was established at the offering of each Fund's APS and generally have been reset every seven days thereafter by an auction, unless a special dividend period has been set. Each series within a Fund is identical in all respects to the other(s), except for the dates of reset for the dividend rates.

Auction Preferred Shares issued and outstanding as of March 31, 2006 and dividend rate ranges for the six months ended March 31, 2006 are as indicated below:

Fund	Preferred Shares Issued and Outstanding	Dividends Rate Ranges	
Insured Municipal Series A	4,740	2.30 %	4.73%
Insured Municipal Series B	4,740	0.80 %	4.00%
Insured Municipal Series C	4,740	2.50 %	5.15%
Insured Municipal Series D	4,740	2.30 %	4.00%
Insured Municipal Series E	4,740	2.18 %	3.90%
Insured California Series A	3,900	2.00 %	3.35%
Insured California Series B	3,900	2.04 %	3.30%
Insured New York Series A	2,850	2.25 %	3.30%
Insured New York Series B	2,850	2.30 %	3.25%

The APS are redeemable at the option of each Fund at a redemption price equal to $25,000 per share, plus accumulated and unpaid dividends on any dividend payment date. The APS are also subject to mandatory redemption at a redemption price equal to $25,000 per share, plus accumulated and unpaid dividends, if any Fund is in default for an extended period on its asset

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

maintenance requirements with respect to the APS. If the dividends on the APS shall remain unpaid in an amount equal to two full years' dividends, the holders of the APS as a class have the right to elect a majority of the Board of Trustees. In general, the holders of the APS and the Common Shares have equal voting rights of one vote per share, except that the holders of the APS, as a separate class, have the right to elect at least two members of the Board of Trustees. The APS have a liquidation preference of $25,000 per share, plus accumulated and unpaid dividends. Each Fund is required to maintain certain asset coverage with respect to the APS as defined in each Fund's By-Laws and the Investment Company Act of 1940. Each Fund pays an annual fee equivalent to 0.25% of the preferred shares liquidation value for the remarketing efforts associated with the preferred auction.

3 Distributions to Shareholders

Each Fund intends to make monthly distributions of net investment income, after payments of any dividends on any outstanding APS. Distributions are recorded on the ex-dividend date. Distributions of realized capital gains, if any, are made at least annually. Distributions to preferred shareholders are recorded daily and are payable at the end of each dividend period. Each dividend payment period for the APS is generally seven days. The applicable dividend rate for APS on March 31, 2006 are listed below. For the six months ended March 31, 2006, the amount of dividends each Fund paid to Auction Preferred shareholders and average APS dividend rates for such period were as follows:

Fund	APS Dividend Rates as of March 31, 2006	Dividends Paid to Preferred Shareholders from net investment income and net realized gain for the six months ended March 31, 2006	Average APS Dividend Rates for the six months ended March 31, 2006
Insured Municipal Fund Series A	2.50%	$ 1,699,096	2.88%
Insured Municipal Fund Series B	3.25%	$ 1,620,019	2.75%
Insured Municipal Fund Series C	3.26%	$ 1,727,608	2.94%
Insured Municipal Fund Series D	3.10%	$ 1,654,901	2.82%
Insured Municipal Fund Series E	3.00%	$ 1,658,929	2.82%
Insured California Fund Series A	2.70%	$ 1,266,560	2.61%

Fund	APS Dividend Rates as of March 31, 2006	Dividends Paid to Preferred Shareholders from net investment income and net realized gain for the six months ended March 31, 2006	Average APS Dividend Rates for the six months ended March 31, 2006
Insured California Fund Series B	3.30%	$ 1,330,553	2.75%
Insured New York Series A	2.81%	$ 955,927	2.70%
Insured New York Series B	2.95%	$ 962,266	2.72%

The Funds distinguish 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.

4 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee, computed at an annual rate of 0.65% of each Fund's average weekly gross assets, was earned by Eaton Vance Management (EVM) as compensation for investment advisory services rendered to each Fund. Except for Trustees of each Fund who are not members of EVM's organization, officers and Trustees receive remuneration for their services to each Fund out of such investment adviser fee. For the six months ended March 31, 2006, the fee was equivalent to 0.65% (annualized) of each Fund's average weekly gross assets and amounted to $5,122,374, $1,665,337, and $1,209,754 for Insured Municipal Fund, Insured California Fund and Insured New York Fund, respectively. EVM also serves as the administrator of the Funds, but currently receives no compensation.

In addition, EVM has contractually agreed to reimburse the Fund for fees and other expenses in the amount of 0.32% of average weekly gross assets of each Fund during the first five full years of each Fund's operations, 0.24% of average weekly gross assets of each Fund in year six, 0.16% in year seven and 0.08% in year eight. For the six months ended March 31, 2006, EVM contractually waived $2,521,784, $819,808 and $595,571 of its advisory fee for Insured Municipal Fund, Insured California Fund and Insured New York Fund, respectively.

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

Certain officers and one Trustee of each Fund are officers of the above organization.

5 Investments

Purchases and sales of investments, other than U.S. Government securities and short-term obligations, for the six months ended March 31, 2006 were as follows:

Insured Municipal Fund	
Purchases	$ 393,525,143
Sales	414,083,012
Insured California Fund	
Purchases	$ 71,716,461
Sales	73,055,907
Insured New York Fund	
Purchases	$ 16,559,704
Sales	27,878,478

6 Federal Income Tax Basis of Unrealized Appreciation (Depreciation)

The cost and unrealized appreciation (depreciation) in value of the investments owned by each Fund at March 31, 2006, as computed for Federal income tax purposes, were as follows:

Insured Municipal Fund	
Aggregate Cost	$ 1,525,345,707
Gross unrealized appreciation	$ 67,849,189
Gross unrealized depreciation	(4,176,487)
Net unrealized appreciation	$ 63,672,702
Insured California Fund	
Aggregate Cost	$ 492,376,234
Gross unrealized appreciation	$ 18,926,681
Gross unrealized depreciation	(489,600)
Net unrealized appreciation	$ 18,437,081
Insured New York Fund	
Aggregate Cost	$ 356,231,234
Gross unrealized appreciation	$ 14,918,128
Gross unrealized depreciation	(789,885)
Net unrealized appreciation	$ 14,128,243

7 Shares of Beneficial Interest

Each Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional $0.01 par value common shares. For the six months ended March 31, 2006 and the year ended September 30, 2005, there were no transactions in Fund shares for Insured California Fund and Insured New York Fund.

Insured Municipal Fund

	Six Months Ended March 31, 2006 (Unaudited)	Year Ended September 30, 2005
Shares issued pursuant to the Fund's dividend reinvestment plan	31,571	
Net increase	31,571	

8 Financial Instruments

Each Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities to assist in managing exposure to various market risks. These financial instruments include futures contracts 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 each 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 obligations under these financial instruments at March 31, 2006 is as follows:

Futures Contracts

Fund	Expiration Date	Contracts	Position	Aggregate Cost	Value	Net Unrealized Appreciation
Insured Municipal	06/06	3,870 U.S. Treasury Bond	Short	$ (435,398,272)	$ (422,434,688)	$ 12,963,584
Insured California	06/06	1,130 U.S. Treasury Bond	Short	$ (127,420,054)	$ (123,346,562)	$ 4,073,492
Insured New York	06/06	726 U.S. Treasury Bond	Short	$ (82,046,259)	$ (79,247,437)	$ 2,798,822

At March 31, 2006, each Fund had sufficient cash and/or securities to cover margin requirements on open futures contracts.

Eaton Vance Insured Municipal Bond Funds as of March 31, 2006

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

9 Overdraft Advances

Pursuant to the custodian agreement between the Funds and IBT, IBT may in its discretion advance funds to the Funds to make properly authorized payments. When such payments result in an overdraft by the Funds, the Funds are obligated to repay IBT at the current rate of interest charged by IBT for secured loans (currently, a rate above the Federal Funds rate). This obligation is payable on demand to IBT. IBT has a lien on the Fund's assets to the extent of any overdraft. At March 31, 2006, the Insured Municipal Bond Fund had payments due to IBT pursuant to the foregoing arrangement of $40,868,780.

Eaton Vance Insured Municipal Bond Funds

DIVIDEND REINVESTMENT PLAN

Each Fund offers a dividend reinvestment plan (the Plan) pursuant to which shareholders may elect to have dividends and capital gains distributions automatically reinvested in common shares (the Shares) of the same 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 PFPC Inc. 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 can ask the firm or nominee to 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 each Fund's transfer agent, PFPC Inc., or you will not be able to participate.

The Plan Agent's service fee for handling distributions will be paid by each Fund. Each participant will be charged their 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, PFPC Inc., at 1-800-331-1710.

Eaton Vance Insured Municipal Bond Funds

APPLICATION FOR PARTCIPATION 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 Insured Municipal Bond Funds
c/o PFPC Inc.
P.O. Box 43027
Providence, RI 02940-3027
800-331-1710

Number of Employees

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

Number of Shareholders

As of March 31, 2006, our records indicate that there are 379, 80 and 83 registered shareholders for Insured Municipal Fund, Insured California Fund and Insured New York Fund, respectively, and approximately 32,500, 9,000 and 8,000 shareholders owning the Fund shares in street name, such as through brokers, banks and financial intermediaries for Insured Municipal Fund, Insured California Fund and Insured New York Fund, respectively.

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

Eaton Vance Distributors, Inc.
The Eaton Vance Building
255 State Street
Boston, MA 02109
1-800-225-6265

American Stock Exchange symbols

Insured Municipal Fund	EIM
Insured California Fund	EVM
Insured New York Fund	ENX

31

Eaton Vance Insured Municipal Bond Funds

BOARD OF TRUSTEES' ANNUAL APPROVAL OF THE INVESTMENT ADVISORY AGREEMENTS

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 March 27, 2006, 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 Special Committee of the Board, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Special Committee reviewed information furnished for a series of meetings of the Special Committee held in February and March 2006. 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 managed by it;

Information about Portfolio Management

Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed;

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 the Adviser

Reports detailing the financial results and condition of each adviser;

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;

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.

Eaton Vance Insured Municipal Bond Funds

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

In addition to the information identified above, the Special 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 March 31, 2006, the Board met nine times and the Special Committee, the Audit Committee and the Governance Committee, each of which is a Committee comprised solely of Independent Trustees, met eight, twelve 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.

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 Special Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Special 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 Special 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 Special Committee concluded that the continuance of the investment advisory agreements of the following funds:

Insured Municipal Bond Fund

Insured California Municipal Bond Fund

Insured New York Municipal Bond Fund

(the "Funds"), each with Eaton Vance Management (the "Adviser"), including their fee structures, is in the interests of shareholders and, therefore, the Special Committee recommended to the Board approval of each agreement. The Board accepted the recommendation of the Special Committee as well as the factors considered and conclusions reached by the Special Committee with respect to each agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the advisory agreement for each Fund.

Nature, Extent and Quality of Services

In considering whether to approve the investment advisory agreements of the Funds, the Board evaluated the nature, extent and quality of services provided to the Funds by the Adviser.

The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by each 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 Funds. 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 municipal bonds. Specifically, the Board considered the Adviser's 30-person municipal bond team, which includes six portfolio managers and nine credit specialists who provide services to the Funds. 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 each Fund in the complex by senior management.

The Board reviewed the compliance programs of the 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 and the National Association of Securities Dealers.

The Board also 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.

Eaton Vance Insured Municipal Bond Funds

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 respective investment advisory agreements.

Fund Performance

The Board compared each 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 and three-year periods ended September 30, 2005 for each Fund. On the basis of the foregoing and other relevant information, the Board concluded that the performance of each Fund is satisfactory.

Management Fees and Expenses

The Board reviewed contractual investment advisory fee rates payable by each Fund (referred to as "management fees").

As part of its review, the Board considered each Fund's management fee and total expense ratio for the one-year period ended September 30, 2005, as compared to a group of similarly managed funds selected by an independent data provider. The Board considered the fact that the Adviser had waived fees and/or paid expenses for each of the Funds.

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

Profitability

The Board reviewed the level of profits realized by the Adviser and, if applicable, its affiliates in providing investment advisory and administrative services to each Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized 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 their relationship with the Funds.

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 each 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 none of the Funds is continuously offered and concluded that, in light of the level of the adviser's profits with respect to each Fund, the implementation of breakpoints in the advisory fee schedule is not appropriate. 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 each Fund.

Eaton Vance Insured Municipal Bond Funds

INVESTMENT MANAGEMENT

Eaton Vance Insured Municipal Bond Funds

American Stock Exchange symbols

Insured Municipal Fund	EIM
Insured California Fund	EVM
Insured New York Fund	ENX

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Investment Adviser and Administrator
of Eaton Vance Insured Municipal Bond
Funds Eaton Vance Management

The Eaton Vance Building
255 State Street
Boston, MA 02109

Custodian
Investors Bank & Trust Company

200 Clarendon Street
Boston, MA 02116

Transfer Agent and Dividend Disbursing Agent
PFPC Inc.

Attn: Eaton Vance Insured Municipal Bond Funds
P.O. Box 43027
Providence, RI 02940-3027
(800) 331-1710

Eaton Vance Insured Municipal Bond Funds
The Eaton Vance Building
255 State Street
Boston, MA 02109

1453-3/06 CE-IMBSRC

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, Samuel L. Hayes, III and Norton H. Reamer, each an independent trustee, as its audit committee financial experts. 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). Mr. Hayes is the Jacob H. Schiff Professor of Investment Banking Emeritus of the Harvard University Graduate School of Business Administration. Mr. Reamer is the President, Chief Executive Officer and a Director of Asset Management Finance Corp. (a specialty finance company serving the investment management industry) and is President of Unicorn Corporation (an investment and financial advisory services company). Formerly, Mr. Reamer was Chairman of Hellman, Jordan Management Co., Inc. (an investment management company) and Advisory Director of Berkshire Capital Corporation (an investment banking firm), Chairman of the Board of UAM and Chairman, President and Director of the UAM Funds (mutual funds).

Item 4. Principal Accountant Fees and Services

Not required in this filing

Item 5. Audit Committee of Listed registrants

Not required in this filing.

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 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. The investment adviser will generally support company management on proposals relating to environmental and social policy issues, on matters regarding the state of organization of the company and routine matters related to corporate administration which are not expected to have a significant economic impact on the company or its shareholders. On all other matters, the investment adviser will review each matter on a case-by-case basis and reserves the right to deviate from the Policies guidelines when it believes the situation warrants such a deviation. The Policies include voting guidelines for matters relating to, among other things, the election of directors, approval of independent auditors, executive compensation, corporate structure and anti-takeover defenses. 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.

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 members of senior management of the investment adviser identified in the Policies. Such members of senior management will determine if a conflict exists. If a 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

Not required in this filing.

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.

Effective February 7, 2005, the Governance Committee of the Board of Trustees revised the procedures by which a Fund s shareholders may recommend nominees to the registrant s Board of Trustees to add the following (highlighted):

The Governance Committee shall, when identifying candidates for the position of Independent Trustee, consider any such candidate recommended by a shareholder of a Fund if such recommendation contains **(i)**sufficient background information concerning the candidate, **including evidence the candidate is willing to serve as an Independent Trustee if selected for the position; and (ii)** is received in a sufficiently timely manner (and in any event no later than the date specified for receipt of shareholder proposals in any applicable proxy statement with respect to a Fund). Shareholders shall be directed to address any such recommendations **in writing** to the attention of the Governance Committee, c/o the Secretary of the Fund. **The Secretary shall retain copies of any shareholder recommendations which meet the foregoing requirements for a period of not more than 12 months following receipt. The Secretary shall have no obligation to acknowledge receipt of any shareholder recommendations.**

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.

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 Insured Municipal Bond Fund

By: /s/ Robert B. MacIntosh
Robert B. MacIntosh
President

Date: May 18, 2006

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: May 18, 2006

By: /s/ Robert B. MacIntosh
Robert B. MacIntosh
President

Date: May 18, 2006