

INVESTMENT GRADE MUNICIPAL INCOME FUND  
Form DEFA14A  
February 02, 2010

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

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

Investment Grade Municipal Income Fund Inc.

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(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

2) Aggregate number of securities to which transaction applies:

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

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1) Amount Previously Paid:

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On January 6, 2010, Investment Grade Municipal Income Fund Inc. (the Fund ) made a definitive filing with the Securities and Exchange Commission of a proxy statement and accompanying WHITE proxy card with respect to the Special Meeting of Shareholders of the Fund to be held on February 23, 2010. The following additional proxy solicitation materials are expected to be mailed to shareholders on February 2, 2010.

# Investment Grade Municipal Income Fund Inc.

1285 Avenue of the Americas  
New York, New York 10019-6028

February 2, 2010

Dear Stockholder:

Time is running short, and the Special Meeting of Stockholders is rapidly approaching. According to our records, your vote has not yet been received. To avoid adjournments and additional proxy solicitation costs, the Board of Directors is asking you to use the enclosed proxy card to authorize your proxy to vote FOR the proposal to liquidate and dissolve Investment Grade Municipal Income Fund Inc. (the Fund) pursuant to a Plan of Liquidation (the Plan). We hope you will take this opportunity to vote your Fund shares.

The Special Meeting is scheduled for February 23, 2010, beginning at 10:00 a.m., Eastern Time, on the 14<sup>th</sup> Floor of the UBS Building located at 1285 Avenue of the Americas, New York, New York.

We urge you to support the liquidation by completing, signing and dating the enclosed proxy card, and promptly mailing it in the enclosed postage-paid envelope. Alternatively, you may vote by calling 1-800-454-8683 or via the internet at [www.proxyvote.com](http://www.proxyvote.com), by following the instructions on the enclosed card. If you hold your shares in a brokerage or bank account (in street name), your broker or bank cannot vote your shares (as it may have in the past) in support of the Plan unless you complete, sign, date and return the enclosed proxy voting form. Voting now will allow the Fund to minimize the expense that could be incurred with adjournments, further reminder mailings and solicitations. The proxy materials previously sent to you contain a detailed description of the Plan; if you would like another copy of the proxy statement, please contact the Fund's proxy solicitor at the number appearing below.

Thank you.

Sincerely,

Richard Q. Armstrong  
Independent Chairman of the Board

If you have questions or need assistance in voting your shares, please call:

Georgeson Inc.  
199 Water Street, 26th Floor  
New York, NY 10038  
1-877-278-9670 (Toll Free)