

SECURITIES AND EXCHANGE COMMISSION

FORM 485BPOS

Post-effective amendments [Rule 485(b)]

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FILER

FIRST VARIABLE RATE FUND FOR GOVERNMENT INCOME /MD/	Mailing Address 4550 MONTGOMERY AVE STE 1000N BETHESDA MD 20814	Business Address 4550 MONTGOMERY AVE STE 1000N BETHESDA MD 20814 3019514881
CIK:205355 IRS No.: 521050954 State of Incorporation: MD Fiscal Year End: 1231 Type: 485BPOS Act: 40 File No.: 811-02633 Film No.: 05788167		
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CIK:205355 IRS No.: 521050954 State of Incorporation: MD Fiscal Year End: 1231 Type: 485BPOS Act: 33 File No.: 002-56809 Film No.: 05788168		

SEC Registration Nos.

2-56809 and 811-2633

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-1A

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

Post-Effective Amendment No. 45 XX

and/or

REGISTRATION STATEMENT UNDER THE
INVESTMENT COMPANY ACT OF 1940

Amendment No. 45 XX

First Variable Rate Fund for Government Income

(Exact Name of Registrant as Specified in Charter)

4550 Montgomery Avenue
Suite 1000N
Bethesda, Maryland 20814
(Address of Principal Executive Offices)

Registrant's Telephone Number: (301) 951-4881

William M. Tartikoff, Esq.
4550 Montgomery Avenue
Suite 1000N
Bethesda, Maryland 20814
(Name and Address of Agent for Service)

It is proposed that this filing will become effective

Immediately upon filing

XX on May 2, 2005

pursuant to paragraph (b)

pursuant to paragraph (b)

__ 60 days after filing

__ on (date)

pursuant to paragraph (a) of Rule 485.

pursuant to paragraph (a)

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Prospectus

Calvert First Government
Money Market Fund
May 1, 2005

PROSPECTUS
May 1, 2005

CALVERT FIRST GOVERNMENT MONEY MARKET FUND

About the Fund

2 Investment Objective

2 Principal Investment Strategies

2 Principal Risks

3 Past Performance

4 Fees and Expenses

About Your Investment

5 About Calvert

6 Advisory Fees

6 How to Buy Shares

6 Getting Started

6 Choosing a Share Class

7 Calculation of CDSC/Waiver

8 Distribution and Service Fees

8 Account Application

9 Important - How Shares Are Priced

10 When Your Account Will be Credited

10 Other Calvert Features/Policies

(Exchanges, Minimum Account Balance, etc.)

13	Dividends, Capital Gains and Taxes
14	How to Sell Shares
17	Financial Highlights

These securities have not been approved or disapproved by the Securities and Exchange Commission ("SEC") or any state securities commission nor has the SEC or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Investment Objective

Calvert First Government Money Market Fund (the "Fund") is a U.S. Government-only money market fund that seeks to earn the highest possible yield consistent with safety, liquidity, and preservation of capital. In pursuing its objective, the Fund invests only in U.S. Government obligations, including such obligations subject to repurchase agreements with recognized securities dealers and banks. The Fund seeks to maintain a constant net asset value of \$1.00 per share.

Principal Investment Strategies

Fund assets are invested in short-term money market instruments, such as: obligations issued by the U.S. Treasury, such as U.S. Treasury bills, notes and bonds, securities issued by U.S. Government agencies and instrumentalities; repurchase agreements; and variable-rate demand notes.

Principal Risks

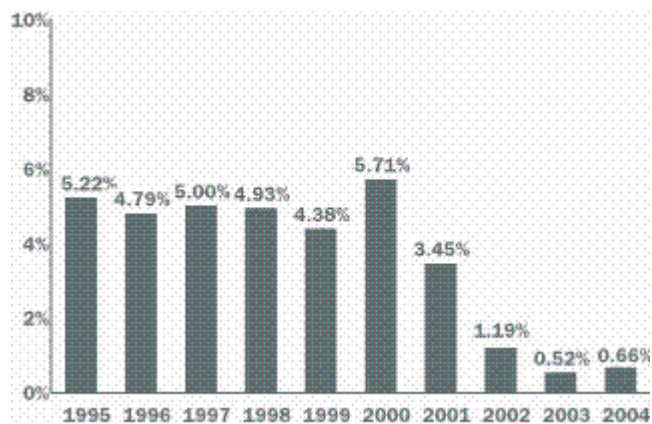
- o Investments in obligations not guaranteed by the full faith and credit of the U.S. Government are subject to the ability of the issuer to make payment at maturity. Note: securities issued by certain government-sponsored entities such as Fannie Mae and Freddie Mac are neither insured nor guaranteed by the U.S. Treasury and are not backed by the full faith and credit of the U.S. Government.
- o The yield of the Fund will change in response to market interest rates. In general, as market rates go up so will the Fund's yield, and vice versa. Although the Fund tries to keep the value of its shares constant at \$1.00 per share, changes in market rates, and/or sudden credit deterioration of a holding could cause the value to decrease. The Fund limits the amount invested in any one issuer to try to lessen exposure.
- o An investment in the Fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund.

Bar Chart and Performance Table

The bar chart and table below show the Fund's annual returns and its long-term performance. The chart and table provide some indication of the risks of investing in the Fund. The chart shows how the performance of Class O, the Fund's oldest class, has varied from year to year. The table compares the Fund's returns over time to the Lipper U.S. Government Money Market Funds Average, an average of the annual return of mutual funds that have an investment goal similar to that of the Fund. The Fund's past performance does not necessarily indicate how it will perform in the future.

The return for the Fund's other Classes of shares offered by this prospectus will differ from the Class O returns shown in the bar chart, depending upon the expenses of that Class. Neither the bar chart nor the table reflect any sales charge that you may be required to pay upon redemption of the Fund's Class B or C shares. Any sales charge will reduce your return.

First Government Class O
Year-by-Year Total Return



Best Quarter (of periods shown) Q4 '00 1.47%

Worst Quarter (of periods shown) Q1 '04 0.08%

Average Annual Total Returns (for the periods ended 12.31.04)

	1 year	5 years	10 years
Calvert First Government Class O	0.66%	2.29%	3.57%
Calvert First Government Class B	0.03%	1.31%	N/A
Calvert First Government Class C	0.03%	1.32%	N/A

Lipper U.S. Government Money

Market Funds Average	0.63%	2.27%	3.62%
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For current yield information, call 800-368-2745, or visit Calvert's web site at www.calvert.com

Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund. Shareholder fees are paid directly from your account; annual Fund operating expenses are deducted from Fund assets.

Shareholder fees	Class O	Class B	Class C
Maximum sales charge (load) imposed on purchases (as a percentage of offering price)	None	None	None
Maximum deferred sales charge (load) (as a percentage of purchase or redemption proceeds, whichever is lower)	None	5% ²	1% ⁴
Low balance fee	\$31	N/A	N/A
Annual fund operating expenses ⁵			
Management fees	0.50%	0.50%	0.50%
Distribution and service (12b-1) fees	None	1.00%	1.00%
Other expenses	0.28%	0.80%	1.20%

Total annual fund operating expenses ⁶	0.78%	2.30%	2.70%
Fee waiver and/or expense reimbursement	N/A	0.30% ³	0.70% ³
Net expenses	N/A	2.00%	2.00%

¹ For each account with a balance of less than \$1,000, the Fund charges a monthly low balance account maintenance fee of \$3.

² A contingent deferred sales charge ("CDSC") of up to 5% is imposed on the proceeds of Class B shares according to the CDSC schedule of the Fund in which the Class B shares were originally purchased. That charge is imposed as a percentage of net asset value at the time of purchase or redemption, whichever is less. See "Calculation of Contingent Deferred Sales Charge."

³ Calvert has contractually agreed to limit net annual fund operating expenses through April 30, 2006. The contractual expense cap is shown as "Net expenses"; this is the maximum amount of operating expenses that may be charged to Class B and Class C shares for this period. For purposes of this expense limit, operating expenses do not include interest expense, brokerage commissions, taxes, and extraordinary expenses. Only the Board of Trustees of the Fund may terminate the waiver during the contractual period. The example below reflects the expense limit but only through the contractual date. Under the circumstances, where the Advisor has provided to the Fund a contractual expense limitation, and to the extent any expense offset credits are earned, the Advisor benefits from the expense offset arrangement and the Advisor's obligation under the contractual limitation is reduced by the credits earned. The amount the Advisor benefited from the credit was 0.01% for Class B, for the most recent fiscal year and is reflected in the Financial Highlights Section, as the difference between line item "Expenses Before Offset" and "Net Expenses". See "Investment Advisor" in the Statement of Additional Information ("SAI").

⁴ A contingent deferred sales charge is imposed on the proceeds of Class C shares redeemed within one year of the purchase of the Class C shares in the original Fund. That charge is imposed as a percentage of net asset value at the time of purchase or redemption, whichever is less. See "Calculation of Contingent Deferred Sales Charge."

⁵ Expenses are based on the Fund's most recent fiscal year. Management fees include the administrative fee paid by the Fund to Calvert Administrative Services Company, an affiliate of the Advisor, Calvert Asset Management Company, Inc.

⁶ Total annual fund operating expenses reflect an indirect fee and fees before waivers. Indirect fees result from the Fund's offset arrangement with the custodian bank whereby the custodian and transfer agent fees may be paid indirectly by credits earned on the Fund's uninvested cash balances. These credits are used to reduce the Fund's expenses. Net operating expenses after reductions for fees paid indirectly and fee waivers would be .77%, 1.41% and 1.43% for Class O, Class B and Class C, respectively.

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. The example assumes that:

- o You invest \$10,000 in the Fund for the time periods indicated;
- o Your investment has a 5% return each year; and
- o The Fund's operating expenses remain the same.

Although your actual costs may be higher or lower, under these assumptions your costs would be:

Number of Years Investment is Held

1 Year 3 Years 5 Years 10 Years

Class O	\$80	\$249	\$433	\$966
B w/redemption	703	1,090	1,403	2,228
B w/o redemption	203	690	1,203	2,228
C w/ redemption	303	772	1,368	2,981
C w/o redemption	203	772	1,368	2,981

About Calvert

Calvert Asset Management Company, Inc. ("Calvert"), 4550 Montgomery Avenue, Suite 1000N, Bethesda, MD 20814, is the Fund's investment advisor. Calvert provides the Fund with investment supervision and management and office space, furnishes executive and other personnel to the Fund, and pays the salaries and fees of all Trustees/Directors who are affiliated persons of and employed by Calvert. It has been managing mutual funds since 1976. Calvert is the investment advisor for over 25 mutual fund portfolios, including the first and largest family of socially screened funds. As of March 31, 2005, Calvert had over \$10 billion in assets under management.

Advisory Fees

The aggregate annual advisory fee paid to Calvert by the Fund for the most recent fiscal year as a percentage of the Fund's average daily net assets was .25%. Note, the advisory fee does not include administrative service fees. A discussion regarding the basis for the Board's approval of the Fund's advisory agreement is provided in the SAI and will be available in the June 30, 2005 semi-annual report.

HOW TO BUY SHARES

Getting Started - Before You Open an Account

You have a few decisions to make before you open an account in a mutual fund.

First, decide which fund or funds best suits your needs and your goals.

Second, decide what kind of account you want to open. Calvert offers individual, joint, trust, Uniform Gift/Transfer to Minor Accounts, and several other types of accounts. Minimum investments are lower for certain retirement plans.

Then decide which class of shares is best for you.

You should make this decision carefully, based on:

- o the amount you wish to invest;
- o the length of time you plan to keep the investment; and
- o the Class expenses.

Choosing a Share Class

The Fund offers three classes of shares, Class O, B, and C. Investors may purchase Class O directly. Class B and C may be purchased only by exchange from the same Class of another Calvert Fund.

Class O

Class O shares are sold with no front-end sales charge at the time of purchase and no back-end load when they are redeemed. Class O has no distribution plan under Rule 12b-1.

Class B

Class B shares may be purchased only by exchange from Class B shares of another Calvert Fund. Class B shares are sold without a sales charge at the time of purchase, but are subject to a deferred sales charge upon redemption, according to the schedule of the original Fund. If imposed, the deferred sales charge is deducted from the redemption proceeds otherwise payable to you. The deferred sales charge is retained by CDI. See "Calculation of Contingent Deferred Sales Charge and Waiver of Sales Charges" below. Class B has a distribution plan under Rule 12b-1.

Class B shares will automatically convert to Class O shares, according to the conversion schedule of the Class B shares of the original Fund. The Class B shares so converted will no longer be subject to the higher expenses borne by Class B shares.

Class C

Class C shares are offered at net asset value, without a front-end sales charge. With certain exceptions, the Fund imposes a deferred sales charge of 1.00% on shares redeemed during the first year after purchase of the Class C shares in the original Fund. If imposed, the deferred sales charge is deducted from the redemption proceeds otherwise payable to you. The deferred sales charge is retained by CDI. See "Calculation of Contingent Deferred Sales Charge and Waiver of Sales Charges" below. Class C has a distribution plan under Rule 12b-1.

Calculation of Contingent Deferred Sales Charge and Waiver of Sales Charges

The CDSC will not be charged on shares you received as dividends or from capital gains distributions or on any capital appreciation (gain in the value) of shares that are sold.

Shares that are not subject to the CDSC will be redeemed first, followed by shares you have held the longest. The CDSC is calculated by determining the share value at both the time of purchase and redemption and then multiplying whichever value is less by the percentage that applies as shown above. If you choose to sell only part of your shares, the capital appreciation for those shares only is included in the calculation, rather than the capital appreciation for the entire account.

The CDSC on Class B Shares will be waived in the following circumstances:

- o Redemption upon the death or disability of the shareholder, plan participant, or beneficiary. "Disability" means a total disability as evidenced by a determination by the U.S. Social Security Administration.
- o Minimum required distributions from retirement plan accounts for shareholders 70 1/2 and older. The maximum amount subject to this waiver is based only upon the shareholder's Calvert retirement accounts.
- o The return of an excess contribution or deferral amounts, pursuant to sections 408(d)(4) or (5), 401(k)(8), 402(g)(2), or 401(m)(6) of the Internal Revenue Code.
- o Involuntary redemptions of accounts under procedures set forth by the Fund's Board of Trustees.
- o A single annual withdrawal under a systematic withdrawal plan of up to 10% of the shareholder's account balance, but no sooner than nine months from purchase date. This systematic withdrawal plan requires a minimum account balance of \$50,000 to be established.

Distribution and Service Fees

Class B and C have adopted a plan under Rule 12b-1 of the Investment Company Act of 1940 that allows the Fund to pay annual distribution fees of 0.75% for the sale and distribution of its shares. The distribution plan also pays service fees of 0.25% to persons (such as your financial professional) for services provided to shareholders. See "Method of Distribution" in the SAI for further discussion of these services. Because these distribution and service fees are paid out of Class assets on an ongoing basis, over time, these fees will increase the cost of your investment and may cost you more than paying other types of sales charges. The table below shows the maximum annual percentage payable under the distribution plan, and the amount actually paid by each class for the most recent fiscal year. The fees are based on average daily net assets.

Maximum Payable under Plan/Amount Actually Paid

Class O	None/None*
Class B	1.00%/1.00%
Class C	1.00%/1.00%

*Class O does not have a distribution plan under Rule 12b-1. However, from its own resources, CDI may pay broker/dealers service fees of up to 0.05% of the Class O average daily net assets maintained by such broker/dealers.

Account Application

Complete and sign an application for each new account. Please specify which class of shares you wish to purchase. For more information, contact your financial professional or our shareholder services department at 800-368-2748.

Minimum To Open an Account	Minimum additional
\$2,000	investments -\$250

(The Fund may charge a \$2 service fee on subsequent purchases of less than \$250)

Calvert may waive minimums for initial and subsequent purchase for investors who trade through certain omnibus accounts.

Please make your check payable to the Fund and mail it to:

New Accounts	Subsequent Investments
(include application)	(include investment slip)

Calvert	Calvert
P.O. Box 219544	P.O. Box 219739

Kansas, City MO

Kansas City, MO

64121-9544

64121-9739

By Registered,

c/o BFDS

Certified, or

330 West 9th St.

Overnight Mail

Kansas City, MO 64105-1807

Federal regulations require all financial institutions to obtain, verify and record information that identifies each person who opens an account. The Fund requires your name, date of birth, residential street address or principal place of business, social security number, employer identification number or other governmental issued identification when you open an account in order to verify your identity. The Fund may place limits on account transactions while it is in the process of attempting to verify your identity. If the Fund is unable to verify your identity, the Fund may be required to redeem your shares and close your account.

Important - How Shares Are Priced

The price of shares is based on the Fund's net asset value ("NAV"). NAV is computed per class by adding the value of the Fund's securities holdings plus other assets, subtracting liabilities, and then dividing the result by the number of shares outstanding. The Fund is valued according to the "amortized cost" method, which is intended to stabilize the NAV at \$1.00 per share. The Advisor determines when a market quotation is not readily available or reliable for a particular security. If market quotations are not readily available or reliable, securities are valued by a method that the Fund's Board of Trustees believes accurately reflects fair value.

The NAV is calculated as of the close of each business day, which coincides with the closing of the regular session of the New York Stock Exchange ("NYSE") (generally 4 p.m. ET). The Fund is open for business each day the NYSE is open.

When Your Account Will Be Credited

Before you buy shares, please read the following information to make sure your investment is credited properly and in a timely manner.

Your purchase will be processed at the next NAV calculated after your order is received and in good order, as defined below. All of your purchases must be made in U.S. dollars. No cash or third-party checks will be accepted. No credit card or credit loan checks will be accepted. The Fund reserves the right to suspend the offering of shares for a period of time or to reject any specific purchase order. All purchase orders must be sent to the Transfer Agent; however, as a convenience, check purchases received at Calvert's office in Bethesda, Maryland, will be sent by overnight delivery to the Transfer Agent and will be credited the next business day upon receipt. Any check purchase received without an investment slip may cause delayed crediting. Any purchase less than the \$250 minimum for subsequent investments may be charged a service fee of \$2. If your check does not clear your bank, your purchase will be canceled and you will be charged a \$25 fee plus any costs incurred. All purchases will be confirmed and credited to your account in full and fractional shares (rounded to the nearest 1/1000th of a share). See "Request in 'Good Order'."

Earning Dividends

If the Transfer Agent receives your wire purchase by 5 p.m. ET, your account will begin earning dividends on the next business day. Exchanges begin earning dividends the next business day after the exchange request is received by mail or telephone. Purchases received by check will begin earning dividends the next business day after they are credited to the account.

OTHER CALVERT FEATURES/POLICIES

Calvert Information Network

For 24 hour performance and account information, call 800-368-2745 or visit www.calvert.com.

You can obtain current performance and pricing information, verify account balances, and authorize certain transactions with the convenience of one phone call, 24 hours a day.

Note: The information on our website is not incorporated by reference into this prospectus; our website address is included as an inactive textual reference only.

Account Services

By signing up for services when you open your account, you avoid having to obtain a signature guarantee. If you wish to add services at a later date, a signature guarantee to verify your signature may be obtained from any bank, trust company and savings and loan association, credit union, broker-dealer firm or member of a domestic stock exchange. A notary public cannot provide a signature guarantee.

Calvert Money Controller

Calvert Money Controller allows you to purchase or sell shares by electronic funds transfer without the time delay of mailing a check or the added expense of a wire. Use this service to transfer up to \$300,000 electronically. Allow one or two business days after you place your request for the transfer to take place. Money transferred to purchase new shares will be subject to a hold of up to 10 business days before redemption requests will be honored. Transaction requests must be received by 4 p.m. ET. You may request this service on your initial account application. Calvert Money Controller transactions returned for insufficient funds will incur a \$25 charge.

Telephone Transactions

You may purchase, redeem, or exchange shares, wire funds and use Calvert Money Controller by telephone if you have pre-authorized service instructions. You receive telephone privileges automatically when you open your account unless you elect otherwise. For our mutual protection, the Fund, the shareholder servicing agent and their affiliates use precautions such as verifying shareholder identity and recording telephone calls to confirm instructions given by phone. A confirmation statement is sent for most transactions; please review this statement and verify the accuracy of your transaction immediately.

Exchanges

Calvert offers a wide variety of investment options that includes common stock funds, tax-exempt and corporate bond funds, and money market funds (call your broker/dealer or Calvert representative for more information). We make it easy for you to purchase shares in other Calvert Funds if your investment goals change. The exchange privilege offers flexibility by allowing you to exchange shares on which you have already paid a sales charge from one mutual fund to another at no additional charge.

Complete and sign an account application, taking care to register your new account in the same name and taxpayer identification number as your existing Calvert account(s). Exchange instructions may then be given by telephone if telephone redemptions have been authorized and the shares are not in certificate form.

Before you make an exchange, please note the following:

Each exchange represents the sale of shares of one Fund and the purchase of shares of another. Therefore, you could realize a taxable gain or loss.

You may exchange shares acquired by reinvestment of dividends or distributions into another Calvert Fund at no additional charge.

Shares may only be exchanged for shares of the same class of another Calvert Fund.

No CDSC is imposed on exchanges of shares subject to a CDSC at the time of the exchange. The applicable CDSC is imposed at the time the shares acquired by the exchange are redeemed.

Exchange requests will not be accepted on any day when Calvert is open but the Fund's custodian bank is closed (e.g., Columbus Day and Veterans Day); these exchange requests will be processed the next day the Fund's custodian bank is open.

The Fund and the distributor reserve the right at any time to reject or cancel any part of any purchase or exchange order; modify any terms or conditions of purchase of shares of the Fund; or withdraw all or any part of the offering made by this prospectus. To protect the interests of investors, the Fund and the distributor may reject any order considered market-timing activity. The Fund reserves the right to terminate or modify the exchange privilege with 60 days' written notice.

Electronic Delivery of Prospectuses and Shareholder Reports

You may request to receive electronic delivery of prospectuses and annual and semi-annual reports.

Combined General Mailings (Householding)

Multiple accounts with the same social security number will receive one mailing per household of information such as prospectuses and semi-annual and annual reports. Call customer service at 800-368-2745 to request further grouping of accounts to receive fewer mailings, or to request that each account still receive a separate mailing. Separate statements will be generated for each separate account and will be mailed in one envelope for each combination above.

Special Services and Charges

The Fund pays for shareholder services but not for special services that are required by a few shareholders, such as a request for a historical transcript of an account or a stop payment on a draft. You may be required to pay a fee for these special services; for example, the fee for stop payments is \$25. The Fund will charge a service fee of \$25 for drafts returned for insufficient or uncollected funds.

If you are purchasing shares through a program of services offered by a broker/dealer or other financial institution, you should read the program materials together with this Prospectus. Certain features may be modified in these programs. Investors may be charged a fee if they effect transactions in Fund shares through a broker/dealer or other agent.

Minimum Account Balance / Low Balance Fee

Please maintain a balance in each of your accounts of at least \$1,000 per class. If the balance in your Class O account falls below the minimum during a month, a \$3 monthly low balance fee will be charged to your account.

DIVIDENDS, Capital Gains AND TAXES

The Fund accrues dividends daily and pays them monthly from its net investment income. Net investment income consists of interest income, net short-term capital gains, if any, and dividends declared and paid on investments, less expenses. Distributions of net short-term capital gains (treated as dividends for tax purposes) and net long-term capital gains, if any, are normally paid once a year; however, the Fund does not anticipate making any such distributions unless available capital loss carryovers have been used or have expired. Dividend and distribution payments will vary between classes.

Dividend Payment Options

Dividends and any distributions are automatically reinvested in the same Fund at NAV (without sales charge), unless you elect to have amounts of \$10 or more paid in cash (by check or by Calvert Money Controller). Dividends and distributions from any Calvert Fund may be automatically invested in an identically registered account in any other Calvert Fund at NAV. If reinvested in the same account, new shares will be purchased at NAV on the reinvestment date, which is generally 1 to 3 days prior to the payment date. You must notify the Funds in writing to change your payment options. If you elect to have dividends and/or distributions paid in cash, and the U.S. Postal Service returns the check as undeliverable, it, as well as future dividends and distributions, will be reinvested in additional shares. No dividends will accrue on amounts represented by uncashed distribution or redemption checks.

Federal Taxes

If taxable income or gains paid to you in the past year exceed \$10, the Fund will mail you Form 1099-DIV indicating the federal tax status of such payments. Dividends and distributions are taxable to you regardless of whether they are taken in cash or reinvested. Dividends, including short-term capital gains, are taxable as ordinary income. Distributions from long-term capital gains are taxable as long-term capital gains, regardless of how long you have owned shares.

Other Tax Information

In addition to federal taxes, you may be subject to state or local taxes on your investment, depending on the laws in your area. You will be notified to the extent, if any, that dividends reflect interest received from U.S. government securities. Such dividends may be exempt from certain state income taxes.

Taxpayer Identification Number

If we do not have your correct Social Security or Taxpayer Identification Number ("TIN") and a signed certified application or Form W-9, Federal law requires us to withhold 28% of your reportable dividends, and possibly 28% of certain redemptions. In addition, you may be subject to a fine by the Internal Revenue Service. You will also be prohibited from opening another account by exchange. If this TIN information is not received within 60 days after your account is established, your account may be redeemed (closed) at the current NAV on the date of redemption. Calvert reserves the right to reject any new account or any purchase order for failure to supply a certified TIN.

HOW TO SELL SHARES

You may redeem all or a portion of your shares on any day the Fund is open for business, provided the amount requested is not on hold. When you purchase by check or with Calvert Money Controller (electronic funds transfer), the purchase will be on hold for up to 10 business days from the date of receipt. During the hold period, redemption proceeds will not be sent until the Transfer Agent is reasonably satisfied that the purchase payment has been collected. Drafts written during the hold period will be returned for uncollected funds.

Your shares will be redeemed at the NAV next calculated (less any applicable CDSC) after your redemption request is received by the Transfer Agent in good order. The proceeds will normally be sent to you on the next business day, but if making immediate payment could adversely affect the Fund, it may take up to seven (7) days to make payment. Calvert Money Controller redemptions generally will be credited to your bank account by the second business day after your phone call. The Fund reserves the right to suspend or postpone redemptions during any period when: (a) trading on the NYSE is restricted, as determined by the SEC, or the NYSE is closed all day for other than customary weekend and holiday closings; (b) the SEC has granted an order to the Fund permitting such suspension; or (c) an emergency, as determined by the SEC, exists, making disposal of portfolio securities or valuation of net assets of the Fund not reasonably practicable. Please note that there are some federal holidays, however, such as Columbus Day and Veterans Day, when the NYSE is open and the Fund is open but redemptions cannot be mailed or wired because the post offices and banks are closed.

The Fund has the right to redeem shares in assets other than cash for redemption amounts exceeding, in any 90-day period, \$250,000 or 1% of the net asset value of the Fund, whichever is less, by making redemptions-in-kind (distributions of pro rata shares of the portfolio securities, rather than cash). A redemption-in-kind transfers the transaction costs associated with redeeming the security from the Fund to the shareholder. The investor will also bear any market risks associated with the security can be sold.

Follow these suggestions to ensure timely processing of your redemption request:

By Telephone

You may redeem shares from your account by telephone and have your money mailed to your address of record or electronically transferred or wired to a bank you have previously authorized. A charge of \$5 may be imposed on wire transfers of less than \$1,000.

Written Requests

Send your written requests to: Calvert, P.O. Box 219544, Kansas City, MO 64121-9544. Your letter should include your account number, fund name and the number of shares or the dollar amount you are redeeming. Please provide a daytime telephone number, if possible, for us to call if we have questions. If the money is being sent to a new bank, person, or address other than the address of record, your letter must be signature guaranteed.

Draftwriting

You may redeem shares in your account by writing a draft for at least \$250. If you complete and return the signature card for Draftwriting, the Fund will mail bank drafts to you, printed with your name and address. Drafts may not be ordered until your initial purchase has cleared. Calvert will provide printed drafts (checks). You may not print your own. Any customer-printed checks will not be honored and will be returned without notice. The Fund will charge a service fee of \$25 for drafts returned for insufficient or uncollected funds and for any stop payments on drafts. As a service to shareholders, shares may be automatically transferred between your Calvert money market accounts to cover drafts you have written. The signature of only one authorized signer is required to honor a draft.

Systematic Check Redemptions

If you maintain an account with a balance of \$10,000 or more, you may have up to two (2) redemption checks for a fixed amount mailed to you at your address of record on the 15th of the month, simply by sending a letter with all information, including your account number, and the dollar amount (\$100 minimum). If you would like a regular check mailed to another person or place, your letter must be signature guaranteed. Unless they otherwise qualify for a waiver, Class B or Class C shares redeemed by Systematic Check Redemption will be subject to the Contingent Deferred Sales Charge.

Corporations and Associations

Your letter of instruction and corporate resolution should be signed by person(s) authorized to act on the account, accompanied by signature guarantee(s).

Trusts

Your letter of instruction should be signed by the Trustee(s) (as Trustee(s)), with a signature guarantee. (If the Trustee's name is not registered on your account, please provide a copy of the trust document, certified within the last 60 days.)

Through your Broker/Dealer

Your broker/dealer must receive your request before the close of regular trading on the NYSE to receive that day's NAV. Your broker/dealer will be responsible for furnishing all necessary documentation to Calvert and may charge you for services provided.

Request in "Good Order"

All requests (both purchase orders and redemption requests) must be received by the transfer agent in "good order." This means that your request must include:

- o The Fund name and account number.
- o The amount of the transaction (in dollars or shares).
- o Signatures of all owners exactly as registered on the account (for mail requests).
- o Signature guarantees (if required).*
- o Any supporting legal documentation that may be required.
- o Any outstanding certificates representing shares to be redeemed.

*For instance, a signature guarantee must be provided by all registered account shareholders when redemption proceeds are sent to a different person or address. A signature guarantee can be obtained from most commercial and savings banks, credit unions, trust companies, or member firms of a U.S. stock exchange. Please note: Notarization is not the equivalent of a signature guarantee.

Transactions are processed at the next determined share price after the transfer agent has received all required information.

FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand the Fund's financial performance for the past five (5) fiscal years (or, if shorter, the period of the Fund's operations). The Fund's fiscal year end is December 31. Certain information reflects financial results for a single share by Class. The total returns in the table represent the rate that an investor would have earned (or lost) on an investment in the Fund (assuming reinvestment of all dividends and distributions), and does not reflect any applicable front or back-end sales charge. The information has been derived from the Fund's financial statements, which for 2002, 2003 and 2004 have been audited by KPMG LLP, whose report, along with the Fund's financial statements, is included in the Fund's annual report, which is available upon request. The information for years presented prior to December 31, 2002 has been audited by other auditors.

Financial Highlights

	Years Ended	
	December 31,	December 31,
	2004	2003
Class O Shares		
Net asset value, beginning	\$1.00	\$1.00

Income from investment operations

Net investment income	.007	.005
-----------------------	------	------

Distributions from

Net investment income	(.007)	(.005)
-----------------------	--------	--------

Net asset value, ending	\$1.00	\$1.00
-------------------------	--------	--------

Total return*	0.66%#	0.52%
---------------	--------	-------

Ratios to average net assets: A

Net investment income	.65%	.53%
-----------------------	------	------

Total expenses	.78%	.78%
----------------	------	------

Expenses before offsets	.77%	.78%
-------------------------	------	------

Net expenses	.77%	.77%
--------------	------	------

Net assets, ending (in thousands)	\$178,215	\$175,282
-----------------------------------	-----------	-----------

	Years Ended		
	December 31,	December 31,	December 31,
Class O Shares	2002	2001	2000
Net asset value, beginning	\$1.00	\$1.00	\$1.00
Income from investment operations			
Net investment income	.012	034	.056
Distributions from			
Net investment income	(.012)	(.034)	(.056)
Net asset value, ending	\$1.00	\$1.00	\$1.00
Total return*	1.19%	3.45%	5.71%
Ratios to average net assets: A			
Net investment income	1.18%	3.39%	5.55%

Total expenses	.75%	.77%	.77%
Expenses before offsets	.75%	.77%	.77%
Net expenses	.75%	.76%	.75%
Net assets, ending (in thousands)	\$205,780	\$227,259	\$223,437

Financial Highlights

	Years Ended	
	December 31,	December 31,
Class B Shares	2004	2003
Net asset value, beginning	\$1.00	\$1.00
Income from investment operations		
Net investment income	**	**
Distributions from		
Net investment income	**	**

Net asset value, ending	\$1.00	\$1.00
Total return*	.03%	.02%
Ratios to average net assets: A		
Net investment income	.03%	.01%
Total expenses	2.30%	2.14%
Expenses before offsets	1.42%	1.30%
Net expenses	1.41%	1.30%
Net assets, ending (in thousands)	\$2,862	\$2,944

Years Ended

December 31 December 31, December 31,

Class B Shares **2002 2001 2000**

Net asset value, beginning	\$1.00	\$1.00	\$1.00
Income from investment operations			
Net investment income	.001	.021	.043
Distributions from			
Net investment income	(.001)	(.021)	(.043)
Net asset value, ending	\$1.00	\$1.00	\$1.00
Total return*	.06%	2.15%	4.38%
Ratios to average net assets: A			
Net investment income	.09%	1.57%	4.33%
Total expenses	2.17%	3.27%	5.83%
Expenses before offsets	1.78%	2.01%	2.07%
Net expenses	1.78%	2.00%	2.00%
Net assets, ending (in thousands)	\$4,874	\$1,898	\$394

Financial Highlights

	Years Ended	
	December 31,	December 31,
Class C Shares	2004	2003
Net asset value, beginning	\$1.00	\$1.00
Income from investment operations		
Net investment income	**	**
Distributions from		
Net investment income	**	**
Net asset value, ending	\$1.00	\$1.00
Total return*	.03%	.02%
Ratios to average net assets: A		

Net investment income (loss)	.03%	(.02%)
Total expenses	2.70%	2.65%
Expenses before offsets	1.43%	1.33%
Net expenses	1.43%	1.33%
Net assets, ending (in thousands)	\$1,506	\$1,038

Years Ended

	December 31,	December 31,	December 31,
Class C Shares	2002	2001	2000
Net asset value, beginning	\$1.00	\$1.00	\$1.00
Income from investment operations			
Net investment income	.001	.021	.043
Distributions from			

Net investment income	(.001)	(.021)	(.043)
Net asset value, ending	\$1.00	\$1.00	\$1.00
Total return*	.08%	2.18%	4.39%
Ratios to average net assets: A			
Net investment income	.11%	1.82%	4.25%
Total expenses	2.72%	3.16%	3.60%
Expenses before offsets	1.80%	2.03%	2.03%
Net expenses	1.79%	2.00%	2.00%
Net assets, ending (in thousands)	\$1,303	\$1,737	\$449

A Total expenses do not reflect amounts reimbursed and/or waived by the Advisor or reductions from expense offset arrangements. Expenses before offsets reflect expenses after reimbursement and/or waiver by the Advisor but prior to reductions from expense offset arrangements. Net expenses are net of all reductions and represent the net expenses paid by the Fund.

The payment by affiliate (see Annual Report -- Note B of Notes to Financial Statements) is not available for distribution and therefore does not affect total return.

* Total return is not annualized for periods less than one year.

** Net investment income and distributions were less than \$.001 per share.

To Open an Account:
800-368-2748

Performance and Prices:
www.calvert.com

Calvert Information Network
24 hours, 7 days a week
800-368-2745

Service for Existing Accounts:
Shareholders 800-368-2745
Brokers 800-368-2746

TDD for Hearing-Impaired:
800-541-1524

Calvert Office:
4550 Montgomery Avenue
Suite 1000N
Bethesda, MD 20814

Registered, Certified or
Overnight Mail:
Calvert
c/o BFDS
330 West 9th Street
Kansas City, MO 64105

Calvert Web-Site
www.calvert.com

PRINCIPAL UNDERWRITER
Calvert Distributors, Inc.
4550 Montgomery Avenue
Suite 1000N
Bethesda, MD 20814

For investors who want more information about the Fund, the following documents are available free upon request:

Annual/Semi-Annual Reports: Additional information about the Fund's investments is available in the Fund's Annual and Semi-Annual reports to shareholders. In the Fund's annual report, you will find a discussion of the market conditions and investment strategies that significantly affected the Fund's performance during its last fiscal year.

Statement of Additional Information (SAI): The SAI for the Fund provides more detailed information about the Fund including a description of the Fund's policies and procedures with respect to the disclosure of its Portfolio holdings. The SAI is incorporated into this prospectus by reference.

You can get free copies of reports and SAIs, request other information and discuss your questions about the Fund by contacting your financial professional, or the Fund at:

Calvert Group, Ltd.
4550 Montgomery Ave.
Suite 1000N
Bethesda, MD 20814

Telephone: 1-800-368-2745

The Fund also makes available its SAI and its Annual and Semi-Annual Reports, free of charge, on or through its website at the Internet address listed below.

Calvert Web-Site:
www.calvert.com

You can review and copy information about the Fund (including the SAI) at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the public reference room may be obtained by calling the SEC at 1-202-942-8090. Reports and other information about the Fund are available on the EDGAR database on the SEC's Internet site at <http://www.sec.gov>. Copies of this information

may also be obtained, upon payment of a duplicating fee, by electronic request at publicinfo@sec.gov, or by writing to the Public Reference Section of the SEC, Washington, D.C. 20549-0102.

Investment Company Act file: no. 811-2633 (First Variable Rate Fund)

<PAGE>

FIRST VARIABLE RATE FUND FOR GOVERNMENT INCOME
Calvert First Government Money Market Fund

4550 Montgomery Avenue, Suite 1000N, Bethesda, Maryland 20814

Statement of Additional Information
May 1, 2005

New Account Information:	(800) 368-2748 (301) 951-4820	Shareholder Services:	(800) 368-2745
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Broker Services:	(800) 368-2746 (301) 951-4850	TDD for the Hearing-Impaired:	(800) 541-1524
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This Statement of Additional Information ("SAI") is not a prospectus. Investors should read the SAI in conjunction with the Prospectus of Calvert First Government Money Market Fund ("the Fund") dated May 1, 2005. The Fund's audited financial statements, included in its most recent Annual Report to Shareholders, are expressly incorporated by reference and made a part of this SAI. The prospectus and the most recent shareholder report may be obtained free of charge by writing the Fund at the above address or calling the Fund, or by visiting our website at www.calvert.com.

TABLE OF CONTENTS

Supplemental Information on Investment Policies and Risks	2
Investment Restrictions	2

Dividends, Distributions, and Taxes	3
Net Asset Value	4
Calculation of Yield	4
Purchase and Redemption of Shares	5
Trustees and Officers	5
Investment Advisor	10
Administrative Services Agent	12
Transfer and Shareholder Servicing Agents	12
Portfolio Holdings Disclosure	12
Personal Securities Transactions	13
Proxy Voting Disclosure	14
Process for Delivering Shareholder Communications to the Board of Trustees	14
Independent Registered Public Accountants and Custodians	14
Method of Distribution	14
General Information	16
Control Persons and Principal Holders of Securities	16

Appendix A-- Proxy Voting Guidelines

SUPPLEMENTAL INFORMATION ON INVESTMENT POLICIES AND RISKS

In pursuing its objective of earning the highest possible yield consistent with safety, liquidity, and preservation of capital, the Fund invests solely in debt obligations issued or guaranteed by the United States ("U.S."), its agencies or instrumentalities, assignments of interest in such obligations, and commitments to purchase such obligations ("U.S. Government-backed obligations"). The Fund may invest in U.S. Government-backed obligations subject to repurchase agreements with recognized securities dealers and banks.

The Fund engages in repurchase agreements in order to earn a higher rate of return than it could earn simply by investing in the obligation which is the subject of the repurchase agreement. Repurchase agreements are not, however, without risk. If the seller were to become bankrupt, the Fund might realize a loss if the value of the underlying security did not equal or exceed the repurchase price. In order to minimize the risk of investing in repurchase agreements, the Fund engages in such transactions only with recognized securities dealers and banks and in all instances holds underlying securities with a value equal to the total repurchase price such dealer or bank has agreed to pay. Repurchase agreements not terminable within seven days are considered illiquid.

Although all the securities purchased by the Fund are Government-backed as to principal or secured by such securities, some of the types of Government securities the Fund buys may be sold at a premium which is not backed by a Government guarantee. The premiums are amortized over the life of the security; however, if a security should default or be prepaid, the Fund could realize as a loss the unamortized portion of such premium.

In the Government-guaranteed loan market, most purchases of new issues are made under firm (forward) commitment agreements. Purchases of long-term fixed rate debt securities under such agreements can involve risk of loss due to changes in the market rate of interest between the commitment date and the settlement date. Forward commitment agreements for variable rate securities, unlike such agreements for fixed rate securities, are stable in value; the Fund's Advisor believes the risk of loss under forward commitment agreements involving variable rate obligations to be insignificant.

All the Fund's investments maturing in more than one year will have a variable rate feature under which the yield is adjusted periodically based upon changes in money market rates such as prime. Such adjustments will be made at least semi-annually. Variable rate securities minimize the wide fluctuations in capital value that represent the traditional drawback to such long-term investments; but this also means that should interest rates decline, the amount of return paid by the Fund will decline and the Fund will forego the opportunity of capital appreciation on its portfolio securities.

INVESTMENT RESTRICTIONS**Fundamental Investment Restrictions**

The Fund has adopted the following fundamental investment restrictions. These restrictions cannot be changed without the approval of the holders of a majority of the outstanding shares of the Fund. Reference to the "1940 Act" means the Investment Company Act of 1940, as amended.

(1) The Fund may not make any investment inconsistent with its classification as a diversified investment company under the 1940 Act.

(2) The Fund may not concentrate its investments in the securities of issuers primarily engaged in any particular industry (other than securities issued or guaranteed by the U.S. Government or its agencies or instrumentalities and repurchase agreements secured thereby), or domestic bank money market instruments.

(3) The Fund may not issue senior securities or borrow money, except from banks for temporary or emergency purposes and then only in an amount up to 33 1/3% of the value of its total assets or as permitted by law and except by engaging in reverse repurchase agreements, where allowed. In order to secure any permitted borrowings and reverse repurchase agreements under this section, the Fund may pledge, mortgage, or hypothecate its assets.

(4) The Fund may not underwrite the securities of other issuers, except as allowed by law or to the extent that the purchase of obligations in accordance with the Fund's investment objective and policies, either directly from the issuer, or from an underwriter for an issuer, may be deemed an underwriting.

(5) The Fund may not invest directly in commodities or real estate, although it may invest in securities which are secured by real estate or real estate mortgages and securities of issuers which invest or deal in commodities, commodity futures, real estate, or real estate mortgages.

(6) The Fund may not make loans, other than through the purchase of money market instruments and repurchase agreements or by the purchase of bonds, debentures or other debt securities, or as permitted by law. The purchase of all or a portion of an issue of publicly or privately distributed debt obligations in accordance with the Fund's investment objective, policies, and restrictions, shall not constitute the making of a loan. *For purposes of this investment restriction, the Fund considers a "loan" to be a "loan of money."*

Under current law, a diversified investment company, with respect to 75% of its assets, can invest no more than 5% of its assets in the securities of any one issuer and may not acquire more than 10% of the voting securities of any issuer. Under current law, "concentrate" means to invest 25% or more in the securities of issuers primarily engaged in any one industry. Under current law, the Fund may underwrite securities only in compliance with the conditions of Sections 10(f) and 12(c) of the 1940 Act and the rules thereunder wherein the Fund may underwrite securities to the extent that the Fund may be considered an underwriter within the meaning of the Securities Act of 1933 in selling a Fund security.

Nonfundamental Investment Restrictions

The Board of Trustees has adopted the following nonfundamental investment restrictions. A nonfundamental investment restriction can be changed by the Board at any time without a shareholder vote.

(1) The Fund may not purchase common stocks, preferred stocks, warrants, or other equity securities.

(2) The Fund does not intend to make any purchases of securities if borrowing exceeds 5% of total assets.

(3) The Fund may not sell securities short.

(4) The Fund may not write or purchase put or call options.

DIVIDENDS, DISTRIBUTIONS, AND TAXES

The Fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). If for any reason it should fail to qualify, it would be taxed as a corporation, rather than passing through its income and gains to shareholders.

Distributions of realized net capital gains, if any, are normally paid once a year; however, the Fund does not intend to make any such distributions unless available capital loss carryovers, if any, have been used or have expired. Capital loss carryforwards as of December 31, 2004 for the Fund were \$1,349.

The Fund is required to withhold 28% of any reportable dividends and long-term capital gain distributions paid if: (a) the shareholder's social security number or other taxpayer identification number ("TIN") is not provided or an obviously incorrect TIN is provided; (b) the shareholder does not certify under penalties of perjury that the TIN provided is the shareholder's correct TIN and that the shareholder is not subject to backup withholding under section 3406(a)(1)(C) of the Internal Revenue Code because of underreporting (however, failure to provide certification as to the application of section 3406 (a)(1)(C) will result only in backup withholding on dividends, not on redemptions); or (c) the Fund is notified by the Internal Revenue Service that the TIN provided by the shareholder is incorrect or that there has been underreporting of interest or dividends by the shareholder. Affected shareholders will receive statements at least annually specifying the amount of dividends withheld.

Certain shareholders are, however, exempt from the backup withholding requirement. Shareholders exempt from backup withholding include: corporations; financial institutions, tax-exempt organizations; individual retirement plans; the U.S., a state, the District of Columbia, a U.S. possession, a foreign government, an international organization, or any political subdivision, agency or instrumentality of any of the foregoing; U.S.-registered commodities or securities dealers; real estate investment trusts; registered investment companies; bank common trust funds;

certain charitable trusts; and foreign central banks of issue. Non-resident aliens, certain foreign partnerships and foreign corporations are generally not subject to backup withholding but may instead be subject to withholding under sections 1441 or 1442 of the Code. Shareholders claiming exemption from backup withholding should call or write the Fund for further information.

Many states do not tax the portion of the Fund's dividends which is derived from interest on U.S. Government obligations. The law of the states varies concerning the tax status of dividends derived from U.S. Government obligations. Accordingly, shareholders should consult their tax advisors about the tax status of dividends and distributions from the Fund in their respective jurisdictions.

NET ASSET VALUE

Shares of the Fund are issued and redeemed at the net asset value per share of the Fund. The Fund attempts to maintain a constant net asset value of \$1.00 per share. The net asset value per share of the Fund is computed by dividing the total net assets (the value of the Fund's total assets, net of liabilities including accrued expenses and fees), by the total number of shares outstanding. Net asset value is calculated separately for each class. Net asset value is determined every business day as of the close of the regular session of the New York Stock Exchange (generally, 4:00 p.m. Eastern time). The Fund does not determine net asset value on certain national holidays or other days on which the New York Stock Exchange is closed: New Year's Day, Martin Luther King Day, Presidents' Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day.

The Fund's assets, including securities subject to repurchase agreements, are normally valued at their amortized cost which does not take into account unrealized capital gains or losses. This involves valuing an instrument at its cost and thereafter assuming a constant amortization to maturity of any discount or premium, regardless of the impact of fluctuating interest rates on the market value of the instrument. While this method provides certainty in valuation, it may result in periods during which value, as determined by amortized cost, is higher or lower than the price that would be received upon sale of the instrument.

CALCULATION OF YIELD

From time to time, the Fund advertises its "yield" and "effective yield." Both yield figures are based on historical earnings and are not intended to indicate future performance. Yield is calculated separately by class. The "yield" refers to the actual income generated by an investment in the Fund over a particular base period of time. If the base period is less than one year, the yield is then "annualized." That is, the net change, exclusive of capital changes, in the value of a share during the base period is divided by the net asset value per share at the beginning of the period, and the result is multiplied by 365 and divided by the number of days in the base period. Capital changes excluded from the calculation of yield are: (1) realized gains and losses from the sale of securities, and (2) unrealized appreciation and depreciation. The "effective yield" is calculated like yield, but assumes reinvestment of earned income. The effective yield will be slightly higher than the yield because of the compounding effect of this assumed reinvestment. The Fund's "effective yield" for a seven-day period is its annualized compounded yield during the period, calculated according to the following formula:

$$\text{Effective yield} = (\text{base period return} + 1)^{365/7} - 1$$

For the seven-day period ended December 31, 2004, the Fund's yield and effective yield were as follows:

	<u>Yield</u>	<u>Effective Yield</u>
Class O	1.50%	1.51%
Class B	0.19%	0.19%
Class C	0.19%	0.19%

The Fund's yield fluctuates in response to changes in interest rates and general economic conditions, portfolio quality, portfolio maturity, and operating expenses. Yield is not fixed or insured and therefore is not comparable to a savings or other similar type account. Yield during any particular time period should not be considered an indication of future yield. It is, however, useful in evaluating the Fund's performance in meeting its investment objective.

PURCHASE AND REDEMPTION OF SHARES

The Fund has authorized one or more brokers to accept on its behalf purchase and redemption orders. Such brokers are authorized to designate other intermediaries to accept purchase and redemption orders on the Fund's behalf. The Fund will be deemed to have received a purchase or redemption order when an authorized broker, or if applicable, a broker's authorized designee, accepts the order in good order. The customer orders will be priced at the Fund's net asset value next computed after they are accepted by an authorized broker or the broker's authorized designee.

The Fund has no arrangement with any person to permit frequent purchases and redemptions of Fund shares.

Share certificates will not be issued unless requested in writing by the investor. If share certificates have been issued, then the certificate must be delivered to the Fund's transfer agent with any redemption request. This could result in delays. If the certificates have been lost, the shareholder will have to pay to post an indemnity bond in case the original certificates are later presented by another person. No certificates will be issued for fractional shares (see Prospectus, "How to Sell Your Shares"). Certain Class B and C Shares may be subject to a contingent deferred sales charge which is subtracted from the redemption proceeds (See Prospectus, "Calculation of Contingent Deferred Sales Charge").

Draft writing is available for the Fund (Class O). Class O shareholders wishing to use the draft writing service should complete the signature card enclosed with the Investment Application. The draft writing service is not available for Class B and C Shares. The draft writing service will be subject to the customary rules and regulations governing checking accounts, and the Fund reserves the right to change or suspend the service. As a service to shareholders, the Fund may automatically transfer the dollar amount necessary to cover drafts you have written on the Fund to your Fund account from any other of your identically registered accounts in Calvert money market funds or Calvert Insured Plus. The Fund may charge a fee for this service.

When a payable through draft is presented to the Custodian for payment, a sufficient number of full and fractional shares from the shareholder's account to cover the amount of the draft will be redeemed at the net asset value next determined. If there are insufficient shares in the shareholder's account, the draft will be returned. Drafts presented for payment which would require the redemption of shares purchased by check or electronic funds transfer within the previous 10 business days will not be honored.

Purchasers of Fund shares begin receiving dividends on the next business day after an investment by check or wire is received by the Fund. Institutional purchases by bank wire received by the Fund's custodian prior to 12:30 p.m., Eastern Time, may receive dividends on the same business day provided that the Fund receives prior notification from the sender. Shareholders redeeming shares by telephone, electronic funds transfer or written request will receive dividends through the date that the redemption request is received; shareholders redeeming shares by draft will receive dividends through the date such draft is presented to the Fund for payment.

See the Prospectus for more details on purchases and redemptions.

TRUSTEES AND OFFICERS

The Board of Trustees of First Variable Rate Fund for Government Income ("First Variable Rate Fund" or the "Trust") supervises the Fund's activities and reviews its contracts with companies that provide it with services. Business information is provided below about the Trustees. "Disinterested" Trustees refers to those Trustees who are not interested persons as that term is defined in the 1940 Act and the rules thereunder.

(Not Applicable to Officers)

Position	Position	# of Calvert
----------	----------	-----------------

Name & with Start Principal Occupation Portfolios Other

Date of Birth Fund Date During Last 5 Years Overseen Directorships

INDEPENDENT TRUSTEES/DIRECTORS					
RICHARD L. BAIRD, JR. AGE: 56	Trustee	1976	President and CEO of the Family Health Council, Inc. in Pittsburgh, PA, a non-profit corporation which provides family planning services, nutrition, maternal/child health care, and various health screening services.	20	
FRANK H. BLATZ, JR., Esq. AGE: 69	Trustee	1982	Of counsel to firm of Schiller & Pittenger, P.C. Mr. Blatz was an attorney in private practice in Fanwood, NJ from 1999 to 2004.	28	
DOUGLAS E. FELDMAN, M.D. AGE: 56	Trustee	1982	Managing partner of Feldman Otolaryngology, Head and Neck Surgery in Washington, D.C. A graduate of Harvard Medical School, he is Associate Professor of	12	

			Otolaryngology, Head and Neck Surgery at Georgetown University and George Washington University Medical School, and past Chairman of the Department of Otolaryngology, Head and Neck Surgery at the Washington Hospital Center. He is included in <i>The Best Doctors in America</i> .		
PETER W. GAVIAN, CFA, ASA AGE: 72	Trustee	1980	Since 1976, President of Corporate Finance of Washington, Inc., a business appraisal firm. He is a Chartered Financial Analyst and an Accredited Senior Appraiser (business evaluation).	12	
JOHN GUFFEY, JR. AGE: 56	Trustee	1976	Treasurer and Director of Silby, Guffey and Co., Inc. a venture capital firm (inactive as of 2003). President, Aurora Press, Inc. 2002.	22	<ul style="list-style-type: none"> • Ariel Funds • Calvert Foundation • Calvert Ventures, LLC
M. CHARITO KRUVANT	Trustee	1996	President and CEO of	28	<ul style="list-style-type: none"> • Acacia Federal Savings Bank • Summit Foundation

AGE: 59			Creative Associates International, Inc., a firm that specializes in human resources development, information management, public affairs and private enterprise development.		
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ARTHUR J. PUGH AGE: 67	Trustee	1982	Retired executive.	28	<ul style="list-style-type: none"> Acacia Federal Savings Bank
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INTERESTED TRUSTEES/DIRECTORS

BARBARA J. KRUMSIEK* AGE: 52	Trustee & President	1997	President, Chief Executive Officer and Vice Chairman of Calvert Group, Ltd. Prior to joining Calvert in 1997, Ms. Krumsiek had served as a Managing Director of Alliance Fund Distributors, Inc.	41	<ul style="list-style-type: none"> Calvert Foundation
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DAVID R. ROCHAT* AGE: 67	Trustee & Senior Vice President	1980	Executive Vice President of Calvert Asset Management Company, Inc. and Director and President of Chelsea Securities, Inc.	12	<ul style="list-style-type: none"> Government Scientific Source, Inc. Chelsea Securities, Inc.
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<p>D. WAYNE SILBY, Esq.*</p> <p>AGE: 56</p>	<p>Trustee & Chair</p>	<p>1976</p>	<p>Mr. Silby is Chairman of GroupServe Foundation, a software company focused on collaborative tools for non-profit groups. He is an officer and director of Silby, Guffey and Co., Inc., a venture capital firm.</p>	<p>25</p>	<ul style="list-style-type: none"> • Ameritas Acacia Mutual Life Insurance Company • Calvert Foundation • Grameen Foundation USA • GroupServe Foundation
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OFFICERS

<p>SUSAN WALKER BENDER</p> <p>, Esq.</p> <p>AGE: 46</p>	<p>Officer</p>	<p>1988</p>	<p>Assistant Vice President and Associate General Counsel of Calvert Group, Ltd.</p>		
<p>THOMAS DAILEY</p> <p>AGE: 40</p>	<p>Officer</p>	<p>2004</p>	<p>Vice President of Calvert Asset Management Company, Inc.</p>		
<p>IVY WAFFORD DUKE</p> <p>, Esq.</p> <p>AGE: 36</p>	<p>Officer</p>	<p>1996</p>	<p>Assistant Vice President and Associate General Counsel of Calvert Group, Ltd.</p>		
<p>STEVEN A. FALCI</p> <p>AGE: 45</p>	<p>Officer</p>	<p>2003</p> <p>-</p>	<p>Senior Vice President of Calvert Asset Management Company, Inc. Prior to joining Calvert, Mr. Falci was SVP</p>		

			and Senior Portfolio Manager at Principal Mellon Equity Associates.		
TRACI L. GOLDT AGE: 31	Officer	2004	Executive Assistant to General Counsel, Calvert Group, Ltd. Prior to working at Calvert, Ms. Goldt was Senior Project Manager for Backwire.com, and Project Manager for marchFIRST.		
GREGORY B. HABEEB AGE: 55	Officer	2004	Senior Vice President of Calvert Asset Management Company, Inc.		
DANIEL K. HAYES Age: 54	Officer	1996	Senior Vice President of Calvert Asset Management Company, Inc.		
HUI PING HO, CPA AGE:40	Officer	2000	Tax Compliance Manager of Calvert Group, Ltd. and Assistant Fund Treasurer.		
LANCELOT A. KING, Esq. AGE: 34	Officer	2002	Assistant Vice President and Associate General Counsel of Calvert Group,		

			Ltd. Prior to working at Calvert Group, Mr. King was an associate with Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, and also with Kirkpatrick & Lockhart.		
JANE B. MAXWELL, Esq AGE: 52	Officer	2005	Assistant General Counsel of Calvert Group, Ltd. Prior to joining Calvert in 2004, Ms. Maxwell was an associate with Sullivan & Worcester LLP.		
CATHERINE P. ROY AGE: 49	Officer	2004	Senior Vice President of Calvert Asset Management Company, Inc. Prior to joining Calvert, Ms. Roy was Senior Vice President of US Fixed Income for Baring Asset Management, and SVP and Senior Portfolio Manager of Scudder Insurance Asset Management.		
WILLIAM M. TARTIKOFF, Esq	Officer	1990	Senior Vice President,		

AGE: 57			Secretary, and General Counsel of Calvert Group, Ltd.		
RONALD M. WOLFSHEIMER, CPA AGE: 52	Officer	1979	Senior Vice President and Chief Financial Officer of Calvert Group, Ltd., Fund Treasurer, and Chief Compliance Officer - Funds.		
MICHAEL V. YUHAS JR. , CPA AGE: 43	Officer	1999	Director of Fund Administration of Calvert Group, Ltd. and Fund Controller.		

*Ms. Krumsiek is an interested person of the Fund since she is an Officer and Director of the Fund's Advisor and its affiliates. Mr. Silby is an interested person of the Fund since he is a Director of the parent company of the Fund's Advisor. Mr. Rochat is an interested person of the Fund since he is an Officer and Director of the Fund's Advisor.

The address of the Trustees and Officers is 4550 Montgomery Avenue, Suite 1000N, Bethesda, Maryland 20814, except for Mr. Silby, whose address is 1715 18th Street, N.W., Washington, DC 20009. Trustees and Officers of the Fund as a group own less than 1% of any class of the Fund's outstanding shares.

The Board of Trustees has three standing Committees. The Investment Policy Committee addresses the policies and strategies of the Advisor and reviews compliance matters. Ms. Krumsiek and Messrs. Rochat, Gavian, Guffey and Silby comprise the Investment Policy Committee. The Governance Committee deals with matters of fund governance, including policies on Trustee compensation, and Board and Committee structure and responsibilities; the functions of the Governance Committee of the Board also include those of a nominating committee, i.e., initiation and consideration of nominations for the appointment or election of disinterested Trustees of the Board. The Disinterested Trustees (Ms. Kruvant and Messrs. Baird, Blatz, Feldman, Gavian, Guffey, and Pugh) comprise the Governance Committee. The Audit Committee's function is to recommend to the Board independent accountants to conduct the annual audit of the Fund's financial statements; review with the independent accountants the outline, scope, and results of the annual audit; and review the performance and fees charged by the independent accountants for professional services. In addition, the Audit Committee meets with the independent accountants and representatives of management to review accounting activities and areas of financial reporting and control. Messrs. Pugh, Baird, Blatz, Feldman, and Ms. Kruvant comprise the Audit Committee. The Investment Policy and Governance Committees each met four times during the past fiscal year and the Audit Committee met five times.

The Trustees owned shares in the Fund and in all Calvert Funds for which they serve on the Board, in the following amounts as of December 31, 2004:

*Dollar Range of
Equity*

Aggregate Dollar Range of Equity Securities

Securities in the in All Registered Investment Companies Overseen

Name of Trustee Fund By Trustee in Calvert Family of Funds

Disinterested Trustees

Richard L. Baird, Jr.	None	>\$100,000
Frank H. Blatz, Jr.	None	>\$100,000
Douglas E. Feldman	None	\$50,001 -- \$100,000
Peter W. Gavian	None	>\$100,000
John G. Guffey, Jr.	\$10,001-\$50,000	>\$100,000
M. Charito Kruvant	None	>\$100,000
Arthur J. Pugh	None	>\$100,000

Interested Trustees

Barbara J. Krumsiek	None	>\$100,000
David R. Rochat	None	>\$100,000
D. Wayne Silby	\$1-\$10,000	>\$100,000

Trustees of the Fund not affiliated with the Fund's Advisor may elect to defer receipt of all or a percentage of their fees and deem such deferred amounts to be invested in any fund in the Calvert Family of Funds through the Trustees Deferred Compensation Plan. Management believes this will have a negligible effect on the Fund's assets, liabilities, net assets, and net income per share.

Trustee Compensation Table
First Variable Rate Fund for Government Income

Fiscal Year 2004 (unaudited numbers)	Aggregate Compensation from Registrant for Service as Trustee (includes deferred compensation)	Pension or Retirement Benefits (i.e., deferred compensation) Accrued as part of Registrant Expenses*	Total Compensation from Registrant and Fund Complex paid to Trustee** for Service as Trustee
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Disinterested Trustees

Richard L. Baird, Jr.	\$1,280	\$640	\$56,708
Frank H. Blatz, Jr.	\$1,280	\$1,280	\$60,029
Douglas E. Feldman	\$1,345	\$0	\$45,106
Peter W. Gavian	\$1,366	\$0	\$46,201
John G. Guffey, Jr.	\$1,131	\$452	\$70,040
M. Charito Kruvant	\$1,302	\$781	\$60,988
Arthur J. Pugh	\$1,345	\$0	\$62,201

Interested Trustees

Barbara J. Krumsiek	\$0	\$0	\$0
David R. Rochat	\$0	\$0	\$0

D. Wayne Silby	\$1,152	\$922	\$89,312
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*Certain Trustees have chosen to defer a portion of their compensation. As of December 31, 2004, total deferred compensation for service on all applicable Calvert Fund Boards, including dividends and capital appreciation, for these Trustees was: Baird \$33,887.81; Blatz \$1,376,722.24; Gavian \$248,172.45; Guffey \$202,302.39; Kruvant \$257,728.58; Pugh \$356,997.56; and Silby \$204,097.58.

**As of December 31, 2004, the Fund Complex consisted of ten (10) registered investment companies.

INVESTMENT ADVISOR

The Fund's investment advisor is Calvert Asset Management Company, Inc., a subsidiary of Calvert Group, Ltd., which is a controlled subsidiary of Ameritas Acacia Mutual Holding Company. Under the Investment Advisory Agreement with respect to the Fund, the Advisor provides investment advice to the Fund and oversees the day-to-day operations, subject to the supervision and direction of the Fund's Board of Trustees. The Advisor provides the Fund with investment supervision and management, and office space; furnishes executive and other personnel to the Fund; and pays the salaries and fees of all Trustees who are employees of the Advisor or its affiliates. The Fund pays all other administrative and operating expenses, including: custodial, registrar, dividend disbursing and transfer agency fees; administrative service fees; fund accounting fees; federal and state securities registration fees; salaries, fees and expenses of Trustees, executive officers and employees of the Fund who are not employees of the Advisor or its affiliates; insurance premiums; trade association dues; legal and audit fees; interest, taxes and other business fees; expenses of printing and mailing reports, notices, prospectuses, and proxy material to shareholders; annual shareholders' meeting expenses; and brokerage commissions and other costs associated with the purchase and sale of portfolio securities. As explained in the prospectus fee table footnotes, the Fund has an expense offset arrangement with the custodian bank whereby the custodian and transfer agent fees may be paid indirectly by the credits on the Fund's uninvested cash balances. These credits are used to reduce Fund expenses. Because the total annual fund operating expenses are subject to a contractual expense limitation, the Advisor could be deemed to have an incentive to leave greater balances at the custodian, since it receives the benefit of any expense offset credit. The Fund's Board of Trustees will periodically review the balances under the expense offset arrangement, and the interest rate that these overnight balances could otherwise earn if not left at the custodian, to monitor the arrangement and see that it does not harm Fund shareholders.

Under the Investment Advisory Agreement, the Advisor receives an annual fee, payable monthly, of .25% of the first \$500 million of the average daily net assets of the Fund; .225% of the next \$400 million of such assets; .20% of the next \$400 million of such assets; .175% of the next \$700 million of such assets; and .15% on all assets in excess of \$2 billion.

The Advisor reserves the right to (i) waive all or a part of its fee; (ii) reimburse the Fund for expenses; and (iii) pay broker-dealers in consideration of their promotional or administrative services. The Advisor may, but is not required to, waive current payment of its fees, or reimburse expenses of the Fund, except as noted in the Fund's Prospectus. The Fund offers multiple classes of shares; investment advisory fees are allocated as a Fund level expense based on net assets.

The following chart shows the Investment Advisory fees paid to the Advisor for the past three fiscal years:

<u>2002</u>	<u>2003</u>	<u>2004</u>
\$731,719	\$494,810	\$467,788

The Advisor reimbursed the Fund as follows:

<u>Class</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>
Class O	\$0	\$0	\$0

Class B	\$4,657	\$6,198	\$28,063
Class C	\$8,118	\$8,793	\$17,866

In evaluating the Investment Advisory Agreement, the Board of Trustees received and considered a variety of information relating to the Fund and the Advisor. The disinterested Trustees reviewed a written report prepared by the Advisor regarding various services provided by the Advisor and a separate report prepared by an independent third party, which provided a statistical analysis comparing the Fund's investment performance, expenses, and fees to comparable mutual funds. The disinterested Trustees were separately represented by independent legal counsel with respect to their consideration of the reapproval of this agreement.

In reapproving the Investment Advisory Agreement, the Board of Trustees reviewed information provided by the Advisor relating to its operations and personnel, including, among other things, biographical information on the Advisor's supervisory and professional staff and descriptions of its organizational and management structure. The Trustees also took into account similar information provided periodically throughout the previous year by the Advisor. In the course of their deliberations regarding the Investment Advisory Agreement, the Trustees considered the following factors, among other things: the nature and quality of the services provided by the Advisor; the Advisor's administrative capabilities including its ability to supervise the other service providers for the Fund; the Advisor's personnel and operations; the Advisor's financial condition; the level and method of computing the Fund's advisory fee; comparative performance, fee and expense information for the Fund; the profitability of the Calvert Group of Funds to the Advisor; the allocation of the Fund's brokerage, including the Advisor's process for monitoring "best execution"; the direct and indirect benefits, if any, derived by the Advisor from the relationship with the Fund; the effect of the Fund's growth and size on the Fund's performance and expenses and any potential for economies of scale; the affiliated distributor's process for monitoring sales load breakpoints; the Advisor's compliance programs and policies, including those related to personal investing, anti-money laundering and disclosure of portfolio holdings; the Advisor's policies and procedures regarding the prevention of market timing and late trading; the Advisor's performance of substantially similar duties for other funds; and any possible conflicts of interest. The Trustees also took into account the Advisor's current undertakings to maintain expense limitations for the Fund. In reviewing the overall profitability of the advisory fee to the Fund's Advisor, the Board also considered the fact that affiliates provide shareholder servicing and administrative services to the Fund for which they receive compensation.

In reapproving the Investment Advisory Agreement, the Board of Trustees, including the non-interested Trustees, did not identify any single factor as controlling.

Conclusions

The Trustees reached the following conclusions regarding the Investment Advisory Agreement, among others: (a) the Advisor has demonstrated that it possesses the capability and resources to perform the duties required of it under the Investment Advisory Agreement; (b) the Advisor maintains appropriate compliance programs; (c) performance of the Fund is reasonable in relation to the performance of funds with similar investment objectives and to relevant indices; and (d) the Fund's advisory expenses are reasonable in relation to those of similar funds and to the services to be provided by the Advisor. Based on their conclusions, the Trustees determined that approval of the Investment Advisory Agreement would be in the best interests of the Fund and its shareholders.

ADMINISTRATIVE SERVICES AGENT

Calvert Administrative Services Company ("CASC"), an affiliate of the Advisor, has been retained by the Fund to provide certain administrative services necessary to the conduct of the Fund's affairs, including the preparation of regulatory filings and shareholder reports. For providing such services, CASC receives from the Fund an annual administrative service fee payable monthly (as a percentage of net assets) of 0.25% for each of Classes O, B, and C of the Fund.

The administrative service fees paid by the Fund to CASC for the past three fiscal years were:

<u>2002</u>	<u>2003</u>	<u>2004</u>
\$545,985	\$494,114	\$467,806

Administrative service fees are allocated as a class-level expense based on net assets.

TRANSFER AND SHAREHOLDER SERVICING AGENTS

Boston Financial Data Services, Inc. ("BFDS"), a subsidiary of State Street Bank & Trust Company, N.A., has been retained by the Fund to act as transfer agent and dividend disbursing agent. These responsibilities include: responding to certain shareholder inquiries and instructions, crediting and debiting shareholder accounts for purchases and redemptions of Fund shares and confirming such transactions, and daily updating of shareholder accounts to reflect declaration and payment of dividends.

Calvert Shareholder Services, Inc. ("CSSI"), a subsidiary of Calvert Group, Ltd., has been retained by the Fund to act as shareholder servicing agent. Shareholder servicing responsibilities include responding to shareholder inquiries and instructions concerning their accounts, entering any telephoned purchases or redemptions into the BFDS system, maintenance of broker-dealer data, and preparing and distributing statements to shareholders regarding their accounts.

For these services, BFDS and Calvert Shareholder Services, Inc. receive a fee based on the number of shareholder accounts and shareholder transactions. CSSI may contract, at the Fund's expense, with subagents to provide recordkeeping and subaccounting services to the Fund.

The following chart shows the shareholder servicing fees paid to CSSI by the Fund for the past three fiscal years:

<u>2002</u>	<u>2003</u>	<u>2004</u>
\$163,156	\$150,529	\$136,964

PORTFOLIO HOLDINGS DISCLOSURE

The Fund has adopted a Portfolio Holdings Disclosure Policy ("Disclosure Policy") that is designed to prevent the inappropriate disclosure of or the misuse of non-public information regarding the Fund's portfolio holdings.

Publicly Available Portfolio Holdings

Information regarding the Fund's portfolio holdings is publicly available: (1) at the time such information is filed with the Commission in a publicly available filing; or (2) the day next following the day when such information is posted on the www.calvert.com website. This information may be the Fund's complete portfolio holdings, such as those disclosed in its semi-annual or annual reports and filed with the Commission on Form N-CSR, or a partial listing, such as an equity fund's top ten portfolio holdings disclosed in the fund's monthly profiles and posted on the Calvert website approximately 15 days after month-end. From time to time, the Fund may disclose on www.calvert.com whether it holds a particular security, in response to media inquiries. The Fund's publicly available portfolio holdings may be provided to third parties without prior approval under the Disclosure Policy.

Non-Public Portfolio Holdings

The Fund's Disclosure Policy, as described generally below, allows the disclosure of the Fund's non-public portfolio holdings for the Fund's legitimate business purposes, subject to certain conditions, to: (1) rating and ranking organizations; (2) certain service providers; and (3) certain other recipients. Non-public portfolio holdings may not be disclosed to members of the media under any circumstance.

Subject to approval from the Legal Department of Calvert Group, Ltd., a representative from the Administrator may provide the Fund's non-public portfolio holdings to a recognized rating and ranking organization, without limitation on the condition that the non-public portfolio holdings will be used solely for the purposes of developing a rating and subject to an agreement requiring confidentiality and prohibiting the use of the information for trading.

A service provider or other third party that receives information about the Fund's non-public portfolio holdings where necessary to enable the provider to perform its contractual services for the Fund (e.g., a person that performs account maintenance and record keeping services) may receive non-public portfolio holdings without limitation on the condition that the non-public portfolio holdings will be used solely for the purpose of servicing the Fund and subject to an agreement requiring confidentiality and prohibiting the use of the information for trading.

The Fund's partial or complete portfolio holdings may be disclosed to certain other recipients, current and prospective shareholders of the Fund and current and prospective clients of the Advisor, provided that: (1) the recipient makes a specific request to the General Counsel of Calvert Group, Ltd. (or his designee) ("Authorized Individual"); (2) the Authorized Individual determines that the Fund has a legitimate business purpose for disclosing non-public portfolio holdings information to the recipient; (3) the Authorized Individual (if other than the General Counsel) obtains prior approval from the Legal Department; and (4) the recipient signs a confidentiality agreement that provides that the non-public portfolio holdings will be kept confidential, may not be used to trade, and may not be disseminated or used for any purpose other than the purpose approved by the Authorized Individual. The Disclosure Policy further provides that, in approving a request, the Authorized Individual should give consideration to the recipient's need for the relevant holdings information, whether the disclosure will benefit the Fund, or, at a minimum, not harm the Fund, and what conflicts may result from such disclosures.

Under the Disclosure Policy, neither the Fund, the Advisor nor any other party is permitted to receive compensation or other consideration from or on behalf of the recipient in connection with disclosure to the recipient of the Fund's non-public portfolio holdings. The Disclosure Policy is subject to periodic review by the Fund's Board of Trustees. The Fund's Board of Trustees shall also receive periodic reports on those entities to whom such disclosure has been made.

Ongoing Arrangements

The following is a list of those entities with which there is an ongoing arrangement to make available non-public information about the Fund's portfolio securities (on a quarterly basis, but no more frequently than monthly, with a 15 day lag): (1) ratings and ranking agencies, such as Morningstar and Lipper; (2) institutional investment consultants (organizations which utilize Fund holdings data and characteristics to screen investment firms for their institutional clients); (3) institutional investors and/or clients, where such information is requested as part of the client's due diligence review of the investment firm; and (4) the Fund's service providers, such as the Advisor, auditors, custodians, counsel to the Fund or the non-interested Trustees, pricing services and proxy voting services. In all such cases, disclosure is made subject to a confidentiality agreement, which includes provisions preventing use of the information to trade.

PERSONAL SECURITIES TRANSACTIONS

The Fund, its Advisor, and principal underwriter have adopted a Code of Ethics pursuant to Rule 17j-1 of the 1940 Act. The Code of Ethics is designed to protect the public from abusive trading practices and to maintain ethical standards for access persons as defined in the rule when dealing with the public. The Code of Ethics permits the Fund's investment personnel to invest in securities that may be purchased or held by the Fund. The Code of Ethics contains certain conditions such as preclearance and restrictions on use of material information.

PROXY VOTING DISCLOSURE

Please refer to the Appendix of this Statement of Additional Information for the Proxy Voting Guidelines of the Calvert Funds. This document includes the policies and procedures that the Fund uses in determining how to vote proxies relating to Fund securities, as well as when a vote presents a possible conflict of interest between the interests of Fund shareholders, and those of the Fund's Advisor, principal underwriter, or an affiliated person of the Fund, its Advisor, or principal underwriter.

PROCESS FOR DELIVERING SHAREHOLDER COMMUNICATIONS TO THE BOARD OF TRUSTEES

Any shareholder who wishes to send a communication to the Board of Trustees of a Calvert Fund should send the communication to the attention of the Fund's Secretary at the following address:

Calvert Funds
Attn: [Name of Fund] Secretary
4550 Montgomery Avenue
Bethesda, Maryland 20814

All communications should state the specific Calvert Fund to which the communication relates. After reviewing the communication, the Fund's Secretary will forward the communication to the Board of Trustees.

In its function as a nominating committee, the Governance Committee of the Board of Trustees will consider any candidates for vacancies on the Board from any shareholder of the Fund who, for at least five years, has continuously owned at least 0.5% of the outstanding shares of the Fund. Shareholders of the Fund who wish to nominate a candidate to the Board of First Variable Rate Fund must submit the recommendation in writing to the attention of the Fund's Secretary at 4550 Montgomery Avenue, Bethesda, MD 20814. The recommendation must include biographical information, including business experience for the past ten years and a description of the qualifications of the proposed nominee, along with a statement from the proposed nominee that he or she is willing to serve and meets the requirements to be a disinterested Trustee. A shareholder wishing to recommend to the Governance Committee of First Variable Rate Fund a candidate for election as a Trustee may request the Fund's Policy for the Consideration of Trustee Nominees by contacting the Fund's Secretary at the address above.

If a shareholder wishes to send a communication directly to an individual Trustee or to a Committee of First Variable Rate Fund's Board of Trustees, then the communication should be specifically addressed to such individual Trustee or Committee and sent in care of the Fund's Secretary at the address above. Communications to individual Trustees or to a Committee sent in care of the Fund's Secretary will be forwarded to the individual Trustee or to the Committee, as applicable.

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS AND CUSTODIANS

KPMG LLP served as independent registered public accountants for the Fund for fiscal years 2002 through 2004. For fiscal years prior to 2002, the Fund used other auditors. State Street Bank & Trust Company, N.A. serves as custodian of the Fund's investments. M&T Bank also serves as custodian of certain of the Fund's cash assets. The custodians have no part in deciding the Fund's investment policies or the choice of securities that are to be purchased or sold for the Fund.

METHOD OF DISTRIBUTION

Calvert Distributors, Inc. ("CDI") is the principal underwriter and distributor for the Fund. CDI is an affiliate of the Fund's Advisor. Under the terms of its underwriting agreement with the Fund, CDI markets and distributes the Fund's shares and is responsible for preparing advertising and sales literature, and printing and mailing prospectuses to prospective investors.

Pursuant to Rule 12b-1 under the 1940 Act, Class B and C of the Fund have adopted Distribution Plans (the "Plans") which permit them to pay certain expenses associated with the distribution and servicing of shares. Such expenses may not exceed, on an annual basis, 1.00% of the average daily net assets of Class B and C, respectively. Class O has no Plan.

The Plans were approved by the Board of Trustees, including the Trustees who are not "interested persons" of the Fund (as that term is defined in the 1940 Act) and who have no direct or indirect financial interest in the operation of the Plans or in any agreements related to the Plans. In establishing the Plans, the Trustees considered various factors including the amount of the distribution expenses. The Trustees determined that there is a reasonable likelihood that the Plans will

benefit the affected Class and its shareholders, including economies of scale at higher asset levels, better investment opportunities and more flexibility in managing a growing portfolio.

The Plans may be terminated by vote of a majority of the non-interested Trustees who have no direct or indirect financial interest in the Plans, or by vote of a majority of the outstanding shares of the affected Class. Any change in the Plans that would materially increase the cost to the affected Class requires approval of the shareholders of that Class; otherwise, the Plans may be amended by the Trustees, including a majority of the non-interested Trustees as described above. Each Plan will continue in effect for successive one-year terms provided that such continuance is specifically approved by (i) the vote of a majority of the Trustees who are not parties to the Plan or interested persons of any such party and who have no direct or indirect financial interest in the Plan, and (ii) the vote of a majority of the entire Board of Trustees.

CDI makes a continuous offering of the Fund's securities on a "best efforts" basis. Under the terms of the Fund's agreement with CDI as principal underwriter, CDI is entitled to receive a distribution fee from the Fund paid through the Plans of Classes B and C. For Class B and Class C shares, CDI receives any CDSC paid.

For the fiscal year ended December 31, 2004, the Plan expenses were spent for the following purposes:

	<u>Class B</u>	<u>Class C</u>
Compensation to broker-dealers	\$7,959	\$8,136
Compensation to sales personnel	\$0	\$0
Advertising	\$0	\$0
Printing and mailing of prospectuses		
to other than current shareholders	\$0	\$0
Compensation to underwriters	\$23,877	\$5,916
Interest, financial charges	\$0	\$0
<u>Other</u>	<u>\$0</u>	<u>\$0</u>
Total Paid to CDI	\$31,836	\$14,052

As noted above, distribution and shareholder servicing expenses are paid to broker/dealers through the Class B and C Plan expenses (paid by the Fund as part of the annual operating expenses). In addition to these payments, the Advisor, CDI and/or their affiliates, at their own expense, may incur costs and pay expenses associated with the distribution of shares of the Fund. The Advisor, CDI and/or their affiliates have agreed to pay certain firms compensation based on sales of Fund shares or on assets held in those firms' accounts for their marketing, distribution, and shareholder servicing of Fund shares, above the usual sales charges, distribution and service fees. In other instances, one of these entities may make annual payments to a broker/dealer in order to be included in a wrap or preferred provider program. This list may be changed from time to time. As of December 31, 2004, the Advisor, CDI and/or their affiliates had special arrangements regarding one or more Calvert Funds with the following firms: American Express, Merrill Lynch, Citigroup Global Markets, Morgan Stanley, Thrivent Financial for Lutherans, Raymond James, AIC, Washington Mutual, CUSO, US Bancorp, Marshall & Isley, Sungard Institutional Brokerage Inc., LPL Financial Services and Wachovia Securities. For the fiscal year ended December 31, 2004, the Advisor, CDI and/or their affiliates paid to broker/dealers from their own resources a total of \$539,526 in distribution expenses for all funds in the Calvert Group.

GENERAL INFORMATION

First Variable Rate Fund is an open-end management investment company, organized as a Massachusetts business trust on February 24, 1976. The Trust has one series, the Calvert First Government Money Market Fund, which is diversified. The Trust's Declaration of Trust contains an express disclaimer of shareholder liability for acts or obligations of the Trust. The shareholders of Massachusetts business trust might, however, under certain circumstances, be held personally liable as partners for its obligations. The Declaration of Trust provides for indemnification and reimbursement of expenses out of Trust assets for any shareholder held personally liable for obligations of the Trust. The Declaration of Trust provides that the Trust shall, upon request, assume the defense of any claim made against any shareholder for any act or obligation of the Trust and satisfy any judgment thereon. The Declaration of Trust further provides that the Trust may maintain appropriate insurance (for example, fidelity bonding and errors and omissions insurance) for the protection of the Trust, its Trustees, officers, employees and agents to cover possible tort and other liabilities. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which both inadequate insurance exists and the Trust itself is unable to meet its obligations.

Each share of the Fund represents an equal proportionate interest in that series with each other share and is entitled to such dividends and distributions out of the income belonging to such series as declared by the Board. The Fund offers three separate classes of shares: Class O, Class B, and Class C. A fourth class, Class T, known as the Advisors Group Reserves Fund, ceased operations on May 23, 2003. Each class represents interests in the same portfolio of investments but, as further described in the prospectus, each class is subject to differing sales charges and expenses, resulting in differing net asset values and distributions. Upon liquidation of the Fund, shareholders of each class are entitled to share pro rata in the net assets belonging to the series available for distribution.

The Fund is not required to hold annual shareholder meetings, but special meetings may be called for certain purposes such as electing Trustees, changing fundamental policies, or approving a management contract. As a shareholder, you receive one vote for each share you own, except that matters affecting classes differently, such as Distribution Plans, will be voted on separately by the affected class(es).

CONTROL PERSONS AND PRINCIPAL HOLDERS OF SECURITIES

As of April 15, 2005, to the Fund's knowledge, the following shareholders owned of record or beneficially 5% or more of the outstanding voting securities of the class of the Fund as shown:

Name and Address	% of Ownership
Calvert Distributors Inc. Bethesda, MD	8.69% of Class O

Lehman Brothers Inc. 18.04% of Class C

Jersey City, NJ

Dean Witter 11.88% of Class C

FBO Russell Foszcz Trustee

New York, NY

Donald E. Bennish 6.08% of Class C

IRA Plan AFSB Custodian

Ballwin, MO

A.G. Edwards & Sons Inc. 5.06% of Class C

FBO Tibet Fund Inc.

FUND SERVICE PROVIDERS

INVESTMENT ADVISOR

Calvert Asset Management Company, Inc.
4550 Montgomery Avenue
Suite 1000N
Bethesda, Maryland 20814

Shareholder ServiceS

Calvert Shareholder Services, Inc.
4550 Montgomery Avenue
Suite 1000N
Bethesda, Maryland 20814

PRINCIPAL UNDERWRITER

Calvert Distributors, Inc.
4550 Montgomery Avenue
Suite 1000N
Bethesda, Maryland 20814

TRANSFER AGENT

Boston Financial Data Services, Inc.
330 West 9th Street
Kansas City, Missouri 64105

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

KPMG LLP
1601 Market Street
Philadelphia, Pennsylvania 19103

CUSTODIAN

State Street Bank & Trust Company, N.A.
225 Franklin Street
Boston, Massachusetts 02110

CUSTODIAN (cash assets)

M&T Bank
25 South Charles Street
Baltimore, Maryland 21203

APPENDIX A

GLOBAL PROXY VOTING GUIDELINES FOR CALVERT FAMILY OF FUNDS

Introduction

Calvert believes that healthy corporations are characterized by sound corporate governance and overall corporate social responsibility. The well-governed company meets high standards of corporate ethics and operates in the best interests of shareowners. The socially responsible company meets high standards of corporate ethics and operates in the best interests of other stakeholders (employees, customers, communities and the environment). In our view, companies that combine good governance and corporate social responsibility are better positioned for long-term success.

These Proxy Voting Guidelines ("the Guidelines") reflect Calvert's view that our fiduciary obligations to our shareholders include an obligation to vote their proxies in a manner consistent with (1) good corporate governance, and (2) corporate social responsibility. The attributes of well-governed, socially responsible companies that these proxy-voting guidelines seek to promote are:

- *Long-Term Value.*
Responsible, healthy companies are those that focus on long-term value creation that aligns the interests of management with those of shareowners and other stakeholders. Good governance is likely to be compromised when a company becomes myopic, focusing on current earnings expectations and other short-term goals rather than the fundamental soundness of the enterprise over the longer term. A focus on long-term value creation also increases the relevance of companies' environmental management, treatment of workers and communities, and other social variables. Just as a short-term focus on earnings performance can compromise long-term shareowner interests, so can poor treatment of workers, communities, the environment or other stakeholders create short-term gain while increasing risks and compromising performance over the longer term. Calvert's proxy voting guidelines support governance structures and policies that keep the focus of company management on long-term corporate health and sustainable financial, social and environmental performance.
- *Accountability.*
Corporate management must be accountable to many interests, including investors, stakeholders, and regulators. Management of a company must be accountable to the board of directors; the board must be accountable to the company's shareowners; and the board and management together must be accountable to the stakeholders. Some governance structures by their very nature weaken accountability, including corporations that are too insulated from possible takeovers. Certain other governance structures are well suited to manage this accountability: independent boards that represent a wide variety of interests and perspectives; full disclosure of company performance on financial, environmental, and social metrics; charters, bylaws, and procedures that allow shareholders to express their wishes and concerns; and compensation structures that work to align the interests and time-frames of management and owners. Calvert's proxy voting guidelines support structures that create and reinforce accountability, and oppose those that do not.
- *Sustainability.*
Well-governed companies are those whose operations are financially, socially and environmentally sustainable. Sustainability requires fair treatment of shareholders and other stakeholders in order to position the company for continued viability and growth over time. Effective corporate governance, like national governance, cannot indefinitely ignore or exploit certain groups or interests to the benefit of others without incurring mounting risks for the corporation. For example, companies that provide excessive compensation to executives at the expense of other employees and shareowners are creating risks that may be expressed in rising employee turnover or activist campaigns targeting corporate practices. Companies that fail to account for potential liabilities associated with climate change may be creating risks that will be expressed in costly government regulation or uninsured catastrophic losses. Calvert's proxy voting guidelines aim to support

sustainable governance that attends fairly to the interests of shareowners, workers, communities and the environment.

As a long-term equity investor, Calvert strives to encourage corporate responsibility, which includes respectful treatment of workers, suppliers, customers and communities, environmental stewardship, product integrity and high standards of corporate ethics as well as more traditional measures of sound corporate governance. Companies that combine good governance and social responsibility strive to avoid unnecessary financial risk while serving the interests of both shareowners and stakeholders. In our view, Good Governance + Social Responsibility = Corporate Responsibility.

On behalf of our shareholders, Calvert Funds generally vote our proxies in accordance with the positions set forth in these Proxy Voting Guidelines ("the Guidelines"). The Guidelines are not meant to be exhaustive, nor can they anticipate every potential voting issue on which the Funds may be asked to cast their proxies. There also may be instances when the Advisor, Calvert Asset Management Company, votes the Funds' shares in a manner that does not strictly adhere to or is inconsistent with these Guidelines if doing so is in the best interests of the Funds' shareholders. Also, to the extent that the Guidelines do not address potential voting issues, the Funds delegate to the appropriate advisor the authority to act on its behalf to promote the applicable Funds' investment objectives and social goals. To the extent the Funds vote proxies in a manner not strictly in accordance with these Guidelines, and such votes present a potential conflict of interest, the Funds will proceed in accordance with Section III below.

When support for or opposition to a proxy proposal as described below is qualified with the term, "ordinarily," this means that the Fund advisor generally foresees voting all shares as described except in special circumstances where the advisor determines that a contrary vote may be in the best interests of Fund shareholders.

When support for or opposition to a proxy proposal is qualified by the expression, "on a case by case basis," this means that the Fund advisor cannot determine in advance whether such proposals are generally in the best interests of Fund shareholders and will reserve judgment until such time as the specific proposal is reviewed and evaluated.

When we use the term, "shareholder," we are referring to Calvert's mutual fund shareholders whose proxy votes we cast in accordance with these Guidelines. When we use the term, "shareowner," we are referring to the equity owners of stock in publicly traded corporations.

Calvert appreciates that issues brought to shareholders may change over time, as both investors' concerns and rules governing inclusion of specific items in corporate proxies change. Corporate governance laws and best practices codes are continuously evolving, worldwide. We have constructed these Proxy Voting Guidelines to be both general enough and sufficiently flexible to adapt to such changes. Internationally, corporate governance codes have more in common with each other than do the laws and cultures of the countries in which the companies are domiciled. In light of these different regulatory contexts the Fund advisor will assess both best practices in the country in question and consistency with the Fund's guidelines prior to voting proxies. To that end, we have not attempted to address every specific issue that may arise on a proxy ballot.

Calvert's proxy voting record is available on the Funds' web site, www.calvert.com, and will, after August 31, 2004, also be available on the Securities and Exchange Commission's website at www.sec.gov.

I. CORPORATE GOVERNANCE

A. Board and Governance Issues

- Board of Directors

The board of directors ("the board") is responsible for the overall governance of the corporation, including representing the interests of shareowners and overseeing the company's relationships with other stakeholders. While company boards

in most countries do not have a statutory responsibility to protect stakeholders, the duties of care and loyalty encompass the brand, financial, and reputational risks that can result from inadequate attention to stakeholder interests. Thus, in our view, a board's fiduciary duties encompass stakeholder relations as well as protecting shareowner interests.

One of the most fundamental sources of good governance is independence. Directors who have financial or other affiliations with companies on whose boards they serve may face conflicts of interest between their own interests and those of the corporation's shareowners and other stakeholders. In our view, the board should be composed of a majority of independent directors and key committees, including the audit, compensation, and nominating and/or governance committees, should be composed exclusively of independent directors.

Independent directors are those who do not have a material financial or personal relationship with the company or any of its managers that could compromise the director's objectivity and fiduciary responsibility to shareowners. In general, this means that an independent director should have no affiliation with the company other than a seat on the board and (in some cases) ownership of sufficient company stock to give the director a stake in the company's financial performance, but not so great as to constitute a controlling or significant interest.

A significant difference between governance structures among different countries involves board structure. There are some countries-- for example, Germany, Austria, and the Netherlands--that use a two-tiered board structure. Companies in these countries have supervisory boards and management boards. Supervisory boards are made up of non-executives and management boards are comprised of executives.

Because the board's ability to represent shareowners independently of management can be compromised when the Chair is also a member of management, it can sometimes be beneficial for the Chair of the board be an independent director.

Another critical component of good governance is diversity. Well-governed companies benefit from a wide diversity of perspective and background on their boards. To bring such diversity to the board, directors should be chosen to reflect diversity of experience, perspective, expertise, gender, race, culture and geography. Calvert's goal in addressing board diversity is to assure that boards of directors fairly represent the concerns of both shareholders and stakeholders. Stakeholders include employees, communities, vendors, and customers, and as such, include people of color and racial minorities who have historically faced discrimination or denial of opportunities solely on account of their race. Even well governed corporations may risk perpetuating this historic injustice if boards of directors are not inclusive and diverse.

Companies that are private may take some time to achieve an adequate balance of diversity and independence on their boards. For private companies, the fund advisor will vote on a case-by-case basis on board independence and board diversity matters.

Each director should also be willing and able to devote sufficient time and effort to the duties of a director. Ordinarily, this means that directors should not sit on more than two other boards of publicly traded companies, unless personal circumstances allow sufficient time to devote to corporate governance on several boards. Directors who routinely fail to attend board meetings, regardless of the number of boards on which they serve, are not devoting sufficient attention to good corporate governance.

The board should periodically evaluate its performance, the performance of its various committees, and the performance of individual board members in governing the corporation.

The Fund advisor will **oppose** slates of directors without at least a majority of independent directors.

The Fund advisor will **oppose** slates of directors that result in a board that does not include both women and people of color and may **oppose** slates of directors that include women and people of color should the advisor conclude that the presence of women and people of color on the board constitutes mere token representation.

The Fund advisor will **support** proposals requesting that companies adopt policies or nominating committee charters to assure that diversity is a key attribute of every director search.

The Fund advisor will **support** proposals requesting that the majority of directors be independent and that the board audit, compensation and/or nominating committees be composed exclusively of independent directors.

The Fund advisor will examine on a **case-by-case basis** proposals seeking to separate the positions of Chair of the board and Chief Executive Officer as well as resolutions asking for the Chair to be an independent director.

The Fund advisor may **oppose** slates of directors in situations where the company failed to take action on shareowner proposals that passed in previous years.

The Fund advisor will ordinarily **oppose** director candidates who have not attended a sufficient number of meetings of the board or key committees on which they served to effectively discharge their duties as directors.

The Fund advisor will **support** proposals calling for a systematic and transparent board election and nominating regime.

- Classified or Staggered Boards

On a classified (or staggered) board, directors are divided into separate classes with directors in each class elected to overlapping three-year terms. Companies argue that such boards offer continuity in strategic direction, which promotes long-term planning. However, in some instances these structures may deter legitimate efforts to elect new directors or takeover attempts that may benefit shareowners. A classified board structure may also tend to depress stock price if viewed as an anti-takeover measure.

The Fund advisor will ordinarily **support** proposals to elect all board members annually and to remove classified boards.

- Increase Authorized Common Stock

Companies may choose to increase their authorization of common stock for a variety of reasons. In some instances, the intended purpose of the increased authorization may clearly benefit shareowners; in others, the benefits to shareowners are less clear. Given that increased authorization of common stock is dilutive, except where the authorization is being used to facilitate a stock split or stock dividend, proposed increases in authorized common stock must be examined carefully to determine whether the benefits of issuing additional stock outweigh the potential dilution.

The Fund advisor will ordinarily **support** proposals authorizing the issuance of additional common stock necessary to facilitate a stock split.

The Fund advisor will examine and vote on a **case-by case basis** proposals authorizing the issuance of additional common stock. If the company already has a large amount of stock authorized but not issued, or reserved for its stock option plans, or where the request is to increase shares by more than 100 percent of the current authorization, the Fund advisor will ordinarily **oppose** the proposals (unless there is a convincing business plan for use of additional authorized common stock) due to concerns that the authorized but unissued shares will be used as a poison pill or other takeover defense.

- Blank Check Preferred Stock

Blank check preferred stock is stock with a fixed dividend and a preferential claim on company assets relative to common shares. The terms of the stock (voting, dividend, and conversion rights) are set by the board at a future date

without further shareowner action. While such an issue can in theory have legitimate corporate purposes, most often it has been used as an anti-takeover device.

The Fund advisor will ordinarily **oppose** the creation of blank check preferred stock. In addition, the Fund advisor will ordinarily **oppose** increases in authorization of preferred stock with unspecified terms and conditions of use that may be determined by the board at a future date, without approval of shareholders.

- Supermajority Vote Requirements

Supermajority vote requirements in a company's charter or bylaws require a level of voting approval in excess of a simple majority. Generally, supermajority provisions require at least 2/3 affirmative votes for passage of issues.

The Fund advisor will ordinarily **oppose** supermajority vote requirements.

- Restrictions on Shareowners Acting by Written Consent

Written consent allows shareowners to initiate and carry out a shareowner action without waiting until the annual meeting, or by calling a special meeting. It permits action to be taken by the written consent of the same percentage of outstanding shares that would be required to effect the proposed action at a shareowner meeting.

The Fund advisor will ordinarily **oppose** proposals to limit or eliminate the right of shareowners to act by written consent.

- Restrictions on Shareowners Calling Meetings

It is common for company management to retain the right to call special meetings of shareowners at any time, but shareowners often do not have similar rights. In general, we support the right of a majority of shareowners to call special meetings, even in extraordinary circumstances, such as consideration of a takeover bid. Restrictions on the right of a majority of shareowners to call a meeting can also restrict the ability of shareowners to force company management to consider shareowner proposals or director candidates.

The Fund advisor will ordinarily **oppose** restrictions on the right of shareowners to call special meetings, as such restrictions limit the right of shareowners to participate in governance.

- Limitations, Director Liability and Indemnification

Because of increased litigation brought against directors of corporations and the increased costs of director's liability insurance, many states have passed laws limiting director liability for actions taken in good faith. It is argued that such indemnification is necessary for companies to be able to attract the most qualified individuals to their boards. In addition, many companies are seeking to add indemnification of directors to corporate bylaws.

The Fund advisor will ordinarily **support** proposals seeking to indemnify directors and limit director liability for acts excluding fraud or other wanton or willful misconduct or illegal acts, but will **oppose** proposals seeking to indemnify directors for all acts.

- Reincorporation

Corporations are bound by the laws of the states in which they are incorporated. Companies reincorporate for a variety of reasons, including shifting incorporation to a state where the company has its most active operations or corporate headquarters. In other cases, reincorporation is done to take advantage of stronger state corporate takeover laws, or to reduce tax or regulatory burdens. In these instances, reincorporation may result in greater costs to stakeholders, or in loss of valuable shareowner rights.

The Fund advisor will ordinarily **support** proposals to reincorporate for valid business reasons (such as reincorporating in the same state as the corporate headquarters).

The Fund advisor will ordinarily **oppose** proposals to reincorporate outside the United States if the advisor determines that such reincorporation is no more than the establishment of a skeleton offshore headquarters or mailing address for purposes of tax avoidance, and the company does not have substantial business activities in the country in which it proposes to reincorporate.

- Cumulative Voting

Cumulative voting allows shareowners to "stack" their votes behind one or a few directors running for the board, thereby helping a minority of shareowners to win board representation. Cumulative voting gives minority shareowners a voice in corporate affairs proportionate to their actual strength in voting shares. However, like many tools, cumulative voting can be misused. In general, where shareowner rights and voice are well protected by a strong, diverse, and independent board and key committees, where shareowners may call special meetings or act by written consent, and in the absence of strong anti-takeover provisions, cumulative voting is usually unnecessary.

The Fund advisor will examine and vote on a **case-by-case basis** proposals calling for cumulative voting in the election of directors.

- Dual or Multiple Classes of Stock

In order to maintain corporate control in the hands of a certain group of shareowners, companies may seek to create multiple classes of stock with differing rights pertaining to voting and dividends. Creation of multiple classes of stock limits the right of some shareowners -- often a majority of shareowners -- to exercise influence over the governance of the corporation. This in turn diffuses directors' incentives to exercise appropriate oversight and control over management.

The Fund advisor will ordinarily **oppose** proposals to create dual classes of stock. However, the advisor will examine and vote on a **case-by-case basis** proposals to create classes of stock offering different dividend rights (such as one class that pays cash dividends and a second that pays stock dividends), and may **support** such proposals if they do not limit shareowner rights.

- Limit Directors' Tenure

Corporate directors generally may stand for re-election indefinitely. Opponents of this practice suggest that limited tenure would inject new perspectives into the boardroom as well as possibly creating room for directors from diverse backgrounds. However, continuity is also important and there is no empirical support for the proposition that limitations on director tenure improve governance. It may be in the best interests of the shareowners for long-serving directors to remain on the board, providing they maintain their independence as well as the independent perspective they bring to the board.

Accordingly, the Fund advisor will examine and vote on a **case-by-case basis** proposals to limit director tenure.

- Director Stock Ownership

Advocates of requirements that directors own shares of company stock argue that stock ownership helps to align the interests of directors with the interests of shareowners. Yet there are ways that such requirements may also undermine good governance: limiting board service only to those who can afford to purchase shares; or encouraging companies to use stock awards as part or all of director compensation. In the latter case, unless there are mandatory holding requirements, or other stipulations that help to assure that director and shareowner incentives are indeed aligned, awards of stock as compensation can create conflicts of interest where board members may make decisions for personal gain

rather than for the benefit of shareowners. Thus, in some circumstances director stock ownership requirements may be beneficial and in others detrimental to the creation of long-term shareowner value.

The Fund advisor will examine and vote on a **case-by-case basis** proposals requiring that corporate directors own shares in the company.

The Fund advisor will **oppose** excessive awards of stock or stock options to directors.

- Selection of Auditor and Audit Committee Chair

Annual election of the outside auditors is standard practice. While it is recognized that the company is in the best position to evaluate the competence of the outside auditors, we believe that outside auditors must ultimately be accountable to shareowners. A report released by the Blue Ribbon Commission on Improving the Effectiveness of Corporate Audit Committees, in conjunction with the NYSE and the National Association of Securities Dealers, concluded that audit committees must improve their current level of oversight of independent accountants. Given recent examples of accounting irregularities that audit panels and auditors failed to detect, in Calvert's view shareowner ratification of independent auditors is an essential step toward restoring investor confidence.

Many of the accounting irregularities in recent years stem from two causes: conflicts of interest, often arising when certain non-audit fees are far more lucrative to the audit firms than the contracts for independent corporate audits; and misstatement of earnings (e.g., use of one-time charges, off-balance-sheet entities or utilizing unrealistic projections of portfolio returns as a justifications for underfunding company pension plans and overstating earnings). A number of countries now call for disclosure of payments for non-audit services. Others have established limits on the percentage of non-audit income that auditors can earn from one client. Some regulations go so far as to ban non-audit work for auditors.

*The Fund advisor will ordinarily **oppose** proposals seeking ratification of the auditor when fees for non-audit consulting services exceed audit fees, or in any other case where the advisor determines that the independence of the auditor may be compromised.*

The Fund Advisor will ordinarily **support** proposals that call for more stringent measures to ensure auditor independence.

In a number of countries including Spain, Italy and Japan, companies routinely appoint internal statutory auditors.

*The Fund advisor will ordinarily **support** the appointment or reelection of internal statutory auditors unless there are concerns about audit methods used or the audit reports produced, or if there are questions regarding the auditors being voted on.*

In some countries, shareholder election of auditors is not common practice.

*The Fund advisor will ordinarily **support** proposals that call for the annual election of auditors by shareholders.*

*The Fund advisor will ordinarily **oppose** proposals seeking ratification of the audit committee chair if the audit committee recommends an auditor whose non-audit consulting services exceed audit fees, or in any other case where the advisor determines that the independence of the auditor may be compromised.*

*The Fund advisor will otherwise vote on a **case-by-case basis** proposals seeking ratification of the audit committee chair, and may oppose ratification when the advisor believes the company has used overly aggressive or other unrealistic assumptions in financial reporting that overstate or otherwise distort its earnings from ongoing operations.*

- Transparency and Disclosure

International corporate governance is changing rapidly and there has been a wave of development of governance codes around the world in response to crises such as the Asian financial crash in the late 1990s and the United States accounting scandal. In fact there are approximately forty different codes in the EU member countries alone. However, the common thread throughout all of these codes is that shareowners want their companies to be transparent.

The Fund advisor will ordinarily **support** proposals that call for full disclosure of company financial performance.

The Fund advisor will ordinarily **support** proposals that call for an annual financial audit by external and independent auditors.

The Fund advisor will **ordinarily support** proposals that call for disclosure of ownership, structure, and objectives of companies, including the rights of minority shareholders vis-à-vis the rights of major shareholders.

The Fund advisor will ordinarily **support** proposals calling for disclosure of corporate governance codes and structures.

The Fund advisor will ordinarily **support** proposals that call for disclosure of related party transactions.

The Fund advisor will ordinarily **support** proposals that call for disclosure of the board nominating process.

- *Charter and By-Laws*

There may be proposals involving changes to corporate charters or by-laws that are not otherwise addressed in or anticipated by these Guidelines.

The Fund advisor will examine and vote on a **case-by-case basis** proposals to amend or change corporate charter or bylaws, and may **support** such proposals if they are deemed consistent with shareholders' best interests and the principles of sound governance and overall corporate social responsibility underlying these Guidelines.

- Expensing of Stock Options

The treatment of stock options in corporate financial reporting has been a subject of much debate in recent years. The majority of companies that make extensive use of stock options--particularly when used as a key component of executive compensation--take no charge on their financial statements for issuance of such options. Yet with the rapid growth of executive stock options as a major source of executive compensation, there have been renewed calls for revision of current accounting standards that allow companies to choose between recording fair value or intrinsic value of those options. It is likely that companies will be required to expense stock options sometime in the near future. Until that time, it remains Calvert's view that the expensing of stock options gives shareholders valuable additional information about companies' financial performance, and should therefore be encouraged.

The Fund advisor will ordinarily **support** proposals requesting that companies expense stock options.

B. Executive and Employee Compensation

In 1980, CEO compensation was 42 times greater than the average worker; by 2000, CEOs were paid 600 times more than their average employees. According to the AFL-CIO, if the rate of growth of executive compensation were to continue, the average CEO's salary would equal that of about 150,000 American factory workers in the year 2050. "The size of CEO compensation is simply out of hand." *Business Week*, 04/22/02.

The problem is not limited to CEOs. Excessive executive compensation has become a widespread problem throughout American industry. In too many situations, corporate executives are essentially insured against downside risk while enjoying a disproportionate share of upside gain. The significant increase in the use of stock options for executive

compensation that began in the 1990s also created strong incentives for executives to use their insider knowledge for short-term personal gain, and to increase the value of their options by, in many cases, concealment or selective disclosure of material information.

Executive risks and rewards need to be better aligned with those of employees, shareowners and the long-term performance of the corporation. Prosperity should be shared broadly within a company, as should the downside risk of share ownership.

Executive compensation packages should also be transparent and shareowners should have the right and responsibility to vote on major stock option and other incentive plans. Stock option plans transfer significant amounts of wealth from shareowners to highly paid executives and directors. Reasonable limits must be set on dilution caused by such plans, which should be designed to provide incentives as opposed to risk-free rewards.

- Disclosure of CEO, Executive, Board and Management Compensation

The Fund advisor will ordinarily **support** proposals requesting companies to disclose the compensation--including salaries, option awards, bonuses, and restricted stock grants--of top management and the Board of Directors.

- Compensation for CEO, Executive, Board and Management

The Fund advisor will **oppose** executive compensation proposals if we determine that the compensation does not reflect the financial, economic and social circumstances of the company (i.e. during times of financial strains or underperformance).

- Formation and Independence of Compensation Review Committee

The Fund advisor will **support** proposals requesting the formation of a committee of independent directors to regularly review and examine executive compensation.

- Stock Options for Board and Executives

During the 1990s, the use of stock options in executive compensation soared. While the stock market was gaining, few investors complained. Yet after the fall of the market, executive compensation, and the use of option-based compensation in particular, continued to increase at levels that seemed disconnected from the change in companies' financial fortunes. Many investors began to question whether stock option grants to senior executives were serving their intended function: of aligning the interests of company management with those of shareowners.

Boards are beginning to scrutinize executive compensation more carefully, but there are still many companies whose executive compensation seems disconnected from the actual performance of the corporation and creation of shareowner value. Many boards continue to approve option re-pricing packages that allow executives to avoid downside risk and exercise options at favorable prices, further weakening the alignment between management interests and shareowner interests. Re-pricing can, in some cases, serve to strengthen the alignment; for example, when options are offered broadly to middle managers and employees as well as top executives, or when re-pricing reduces potential dilution.

The Fund advisor will ordinarily **oppose** proposals to approve stock option plans in which the dilutive effect exceeds 10 percent of share value, or, for companies with small market capitalization, 15 percent of share value. Option grants that exceed these thresholds will be examined and voted on a **case-by-case basis** to evaluate whether there are valid business reasons for the grants.

The Fund advisor will ordinarily **oppose** proposals to approve stock option plans that contain provisions for automatic re-pricing, unless such plans contain provisions to limit unrestricted resale of shares purchased with re-priced options.

The Fund advisor will examine and vote on a **case-by-case basis** proposals for re-pricing of underwater options.

The Fund advisor will ordinarily **oppose** proposals to approve stock option plans that have option exercise prices below the market price on the day of the grant.

The Fund advisor will ordinarily **support** proposals requiring that all option plans and option re-pricing must be submitted for shareholder approval.

The Fund advisor will ordinarily **oppose** proposals to approve stock option plans with "evergreen" features, reserving a specified percentage of stock for award each year with no termination date.

The Fund advisor will ordinarily **support** proposals to approve stock option plans for outside directors subject to the same constraints previously described.

- Employee Stock Ownership Plan (ESOPs)

The Fund advisor will **support** proposals to approve ESOPs created to promote active employee ownership (e.g., those that pass through voting rights on all matters to a trustee or fiduciary who is independent from company management). The Fund advisor will **oppose** any ESOP whose primary purpose is to prevent a corporate takeover.

- Pay Equity

The Fund advisor will **support** proposals requesting that management provide a pay equity report.

- Ratio Between CEO and Worker Pay

The Fund advisor will **support** proposals requesting that management report on the ratio between CEO and employee compensation.

The Fund advisor will examine and vote on a **case-by-case basis** proposals requesting management to set a maximum ratio between CEO and employee compensation and/or a cap on CEO compensation.

- Executive Compensation Tie to Non-Financial Performance

The Fund advisor will **support** proposals asking companies to review their executive compensation as it links to non-financial performance such as diversity, labor and human rights, environment, community relations, and other social issues.

- Shareowner Access to Proxy

Equal access proposals ask companies to give shareowners access to proxy materials to state their views on contested issues, including director nominations. In some cases, such proposals allow shareowners holding a certain percentage of shares to nominate directors. There is no reason why management should be allowed to nominate directors while shareowners -- whom directors are supposed to represent -- are deprived of the same right. At the same time, we recognize the countervailing argument that shareowners should not interfere with the ordinary business prerogatives of management. On balance, however, we support the view that shareowners should be granted access to the proxy ballot in the nomination of directors.

The Fund advisor will ordinarily **support** proposals for shareowner access to the proxy ballot.

- Golden Parachutes

Golden parachutes are compensation agreements that provide for severance payments to top executives who are terminated or demoted pursuant to a takeover or other change in control. Companies argue that such provisions are necessary to keep executives from "jumping ship" during potential takeover attempts. While Calvert recognizes the merits of this argument, golden parachutes often impede takeover attempts that we believe shareowners have the right and the responsibility to consider.

The Fund advisor will **support** proposals providing shareowners the right to ratify adoption of golden parachute agreements.

The Fund advisor will examine and vote s on a **case-by-case basis** golden parachute contracts, based upon an evaluation of the particular golden parachute itself and taking into consideration total management compensation, the employees covered by the plan, quality of management, size of the payout and any leveraged buyout or takeover restrictions.

The Fund adviser will **oppose** the election of directors who vote to approve golden parachutes that are not ratified by shareowners.

C. Mergers, Acquisitions, Spin-offs, and Other Corporate Restructuring

Mergers and acquisitions frequently raise significant issues of corporate strategy, and as such should be considered very carefully by shareowners. Mergers, in particular, may have the effect of profoundly changing corporate governance, for better or worse, as two corporations with different cultures, traditions, and strategies become one.

- Considering the Non-Financial Effects of a Merger Proposal

Such proposals allow or require the board to consider the impact of merger decisions on various stakeholders, including employees, communities of place or interest, customers, and business partners, and give the board the right to reject a tender offer on the grounds that it would adversely affect the company's stakeholders.

The Fund advisor will **support** proposals that consider non-financial impacts of mergers.

The Fund advisor will examine and vote on a **case-by-case basis** all merger and acquisition proposals, and will support those that offer value to shareowners while protecting or improving the company's social and environmental performance.

The Fund advisor will ordinarily **oppose** proposals for corporate acquisition, takeover, restructuring plans that include significant new takeover defenses, or that merge a non-nuclear and a nuclear utility, or that pose other potential financial, social, or environmental risks or liabilities.

- Poison Pills

Poison pills (or shareowner rights plans) are triggered by an unwanted takeover attempt and cause a variety of events to occur which may make the company financially less attractive to the suitor. Typically, directors have enacted these plans without shareowner approval. Most poison pill resolutions deal with shareowner ratification of poison pills or repealing them altogether.

The Fund advisor will **support** proposals calling for shareowner approval of poison pills or shareholder rights plans.

The Fund advisor will ordinarily **oppose** poison pills or shareowner rights plans unless management is able to present a convincing case for a particular plan that does not significantly compromise shareowner rights or interests, or environmental and social performance.

- Greenmail

Greenmail is the premium a takeover target firm offers to a corporate raider in exchange for the raider's shares. This usually means that the bidder's shares are purchased at a price higher than market price, discriminating against other shareowner.

The Fund advisor will ordinarily **support** anti-greenmail provisions and **oppose** the payment of greenmail.

- Opt-Out of State Anti-takeover Law

Several states have enacted anti-takeover statutes to protect companies against hostile takeovers. In some, directors or shareowners are required to opt in for such provisions to be operational; in others, directors or shareowners may opt out. Hostile takeovers come in many forms. Some offer advantages to shareowners by replacing current management with more effective management. Others do not. Shareowners of both the acquirer and the target firms stand to lose or gain significantly, depending on the terms of the takeover, the strategic attributes of the takeover, and the price and method of acquisition. In general, shareowners should have the right to consider all potential takeovers, hostile or not, and vote their shares based on their assessment of the particular offer.

The Fund advisor will ordinarily **support** proposals for bylaw changes allowing a company to opt out of state anti-takeover laws and will **oppose** proposals requiring companies to opt into state anti-takeover statutes.

II. CORPORATE SOCIAL RESPONSIBILITY

A. Sustainability Reporting

The global economy of the 21st century must find ways to fashion a new model of wealth creation that raises living standards (particularly in the developing world) while preserving and protecting fragile ecosystems and vital resources that did not factor into previous economic models. In response to this new imperative, the notion of sustainability (or sustainable development) has emerged as a core theme of public policy and organizational strategy. Corporations are being asked to play a larger role in addressing economic, environmental and social issues, and are subject to rising expectations. As companies strive to translate the concept of sustainability into practice and measure their performance, this has created a growing demand for broadly accepted sustainability performance indicators and reporting guidelines. There are many forms of sustainability reporting, with one of the most comprehensive systems being the Global Reporting Initiative (GRI) reporting protocols.

The Fund Advisor will ordinarily **support** proposals asking companies to prepare sustainability reports, including publishing annual reports in accordance with the Global Reporting Initiative (GRI) or other reasonable international codes of conduct or reporting models.

The Fund advisor will ordinarily **support** proposals requesting that companies conduct social and/or environmental audits of their performance.

B. Environment

All corporations have an impact on the environment. A company's environmental policies and performance can have a substantial effect on the firm's financial performance. We expect management to take all reasonable steps to reduce negative environmental impacts and a company's overall environmental footprint.

The Fund Advisor will ordinarily **support** proposals to reduce negative environmental impacts and a company's overall environmental footprint, including any threats to biodiversity in ecologically sensitive areas.

The Fund advisor will ordinarily **support** proposals asking companies to report on their environmental practices, policies and impacts, including environmental damage and health risks resulting from their operations, and the impact of environmental liabilities on shareowner value.

The Fund advisor will ordinarily **support** proposals asking companies to prepare a comprehensive report on recycling efforts, to increase recycling efforts, or to adopt a formal recycling policy.

- CERES Principles and Sustainability Reporting

The Coalition for Environmentally Responsible Economies (CERES), a coalition comprised of social investors and environmental organizations, has developed an environmental corporate code of conduct. The CERES Principles ask corporations to conduct environmental audits of their operations, establish environmental management practices, assume responsibility for damage they cause to the environment and take other leadership initiatives on the environment. Shareholder resolutions are frequently introduced asking companies to: 1) become signatories of the CERES Principles; or 2) produce a report addressing management's response to each of the points raised in the CERES Principles.

The Fund advisor will **support** proposals requesting that a company become a signatory to the CERES Principles.

- Climate Change/Global Warming

The current worldwide scientific consensus, according to the Intergovernmental Panel on Climate Change (IPCC), is that the earth's temperature is warming; that most of the warming observed over the last 50 years is likely the result of human activities that emit greenhouse gases into the atmosphere, particularly carbon dioxide (CO₂); and that the earth's temperature will rise between 2.5 and 10.5 degrees Fahrenheit over the next century unless there is a dramatic (60 to 80 percent) reduction in CO₂ emissions. Failure to address this developing ecological catastrophe will likely mean rising sea levels, melting polar ice caps, coastal erosion, increasingly dramatic storms, floods and other natural disasters, as well as accelerating species losses and habitat extinctions.

Shareholder initiatives on climate change have focused on companies that contribute significantly to global warming--including oil and mining companies, utilities, and automobile manufacturers. Increasingly, corporations in a wider variety of industries are facing shareowner proposals on climate change as well, as shareowners recognize that companies can take cost-effective--and often cost-saving--steps to reduce energy use that contributes to climate change. Initiatives have included proposals requesting companies to disclose information about their impact on climate change, to set targets for reduction in greenhouse gas emissions, to increase energy efficiency, and to substitute some forms of renewable energy resources for fossil fuels.

The Fund advisor will **support** proposals requesting that companies disclose information on greenhouse gas emissions or take specific actions, at reasonable cost, to mitigate climate change, including reducing greenhouse gas emissions and developing and using renewable or other less-polluting energy sources.

- Environmental Justice

Quite often, corporate activities that damage the environment have a disproportional impact on poor people, people of color, indigenous peoples and other marginalized groups. For example, companies will sometimes locate environmentally damaging operations in poor communities, or in developing countries where poor or indigenous people have little or no voice in political and economic affairs.

The Fund advisor will ordinarily **support** proposals asking companies to report on whether environmental and health risks posed by their activities fall disproportionately on any one group or groups, and to take action to reduce those risks at reasonable cost to the company.

The Fund advisor will ordinarily **support** proposals asking companies to respect the rights of local and indigenous communities to participate in decisions affecting their local environment.

C. Workplace Issues

- Labor Relations

Companies' treatment of their workers can have a pervasive effect on the performance of the enterprise, as well as on the communities and societies where such companies operate. Calvert believes that well-governed, responsible corporations treat workers fairly in all locations, and avoid exploitation of poor or marginalized people. Shareowner resolutions are sometimes filed asking companies to develop codes of conduct that address labor relations issues, including use of child labor, forced labor, safe working conditions, fair wages and the right to organize and bargain collectively.

The Fund advisor will ordinarily **support** proposals requesting companies to adopt, report on, and agree to independent monitoring of codes of conduct addressing global labor and human rights practices.

The Fund advisor will ordinarily **support** proposals requesting that companies avoid exploitative labor practices, including child labor and forced labor.

The Fund advisor will ordinarily **support** proposals requesting that companies commit to providing safe workplaces.

- Vendor/Supplier Standards

Special attention has been focused on companies that use offshore vendors to manufacture or supply products for resale in the United States. While many offshore vendors have satisfactory workplace practices, there have also been many instances of abuse, including forced overtime, use of child labor and other "sweatshop" practices. Shareowner resolutions are sometimes filed asking companies to adopt codes of conduct regarding vendor/supplier labor practices, to report on compliance with such codes, and to support independent third party monitoring of compliance. At the heart of these proposals is the belief that corporations that operate globally have both the power and the responsibility to curtail abusive labor practices on the part of their suppliers and vendors.

The Fund advisor will ordinarily **support** proposals requesting that companies adopt codes of conduct and other vendor/supplier standards requiring that foreign suppliers and licensees comply with all applicable laws and/or international standards (such as the ILO's core labor standards) regarding wages, benefits, working conditions, including laws and standards regarding discrimination, child labor and forced labor, worker health and safety, freedom of association and other rights. This support includes proposals requesting compliance with vendor codes of conduct, compliance reporting, and third party monitoring or verification.

- Diversity and Equal Employment Opportunity

Women and minorities have long been subject to discrimination in the workplace - denied access to jobs, promotions, benefits and other entitlements on account of race or gender. Women and minorities are still significantly underrepresented in the ranks of management and other high-income positions, and overrepresented in the more poorly-paid categories, including office and clerical workers and service workers.

Shareowner resolutions are sometimes filed asking companies to report on their efforts to meet or exceed federal EEO mandates. Typically, such reporting involves little additional cost to the corporation since most, if not all, of the data is already gathered to meet government-reporting requirements (all firms with more than 100 employees, or federal contractors with more than 50 employees, must file EEO-1 reports with the Equal Employment Opportunity Commission). Shareowner resolutions have also been filed asking companies to extend non-discrimination policies to gay and lesbian employees.

The Fund advisor will ordinarily **support** proposals asking companies to report on efforts to comply with federal EEO mandates.

The Fund advisor will **support** proposals asking companies to report on their progress in meeting the recommendations of the Glass Ceiling Commission and to eliminate all vestiges of "glass ceilings" for women and minority employees.

The Fund advisor will ordinarily **support** proposals asking companies to include language in EEO statements specifically barring discrimination on the basis of sexual orientation, and to report on company initiatives to create a workplace free of discrimination on the basis of sexual orientation.

The Fund advisor will **support** proposals seeking more careful consideration of the use of racial, gender, or other stereotypes in advertising campaigns, including preparation of a report at reasonable cost to the company.

- Plant Closings

Federal law requires 60 days advance notice of major plant closings or layoffs. Beyond such notice, however, many corporations provide very little in the way of support for workers losing jobs through layoffs or downsizing. The way a company treats employees that are laid off often has a substantial impact on the morale and productivity of those that remain employed. Programs aimed at assisting displaced workers are helpful both to those displaced and to the company's ability to recover from market downturns or other setbacks resulting in layoffs or plant closings.

The Fund advisor will ordinarily **support** resolutions asking companies to create or expand upon relocation programs for displaced workers.

D. Product Safety and Impact

Many companies' products have significant impacts on consumers, communities and society at large, and these impacts may expose companies to reputational or brand risks. Responsible, well-governed companies should be aware of these potential risks and take proactive steps to manage them. Shareowner proposals that ask companies to evaluate certain impacts of their products, or to provide full disclosure of the nature of those products, can be harbingers of potential risks that companies may face if they fail to act. For example, several shareowner proposals have been filed requesting that food and beverage manufacturers label all foods containing genetically modified organisms (GMOs); other proposals have requested that companies report on the health or psychological impacts of their products.

The Fund advisor will review on a **case-by-case** basis proposals requesting that companies report on the impacts of their products on society, and will ordinarily **support** such proposals when the requests can be fulfilled at reasonable cost to the company, or when potential reputational or brand risks are substantial.

The Fund advisor will ordinarily **support** proposals requesting that companies disclose the contents or attributes of their products to potential consumers.

- Animal Welfare

Shareowner resolutions are sometimes filed with firms who engage in animal testing for the purposes of determining product efficacy or assuring consumer product safety.

The Fund advisor will ordinarily **support** proposals seeking information on a company's animal testing practices, or requesting that management develop cost-effective alternatives to animal testing.

The Fund advisor will ordinarily **support** proposals calling for consumer product companies to reduce or eliminate animal testing or the suffering of animal test subjects.

The Fund advisor will examine and vote on a **case-by-case basis** proposals calling for pharmaceutical or medical products firms to reduce animal testing or the suffering of animal test subjects.

- Tobacco

Shareowner resolutions are sometimes filed with insurance and health care companies asking them to report on the appropriateness of investments in the tobacco industry, and on the impact of smoking on benefit payments for death, disease and property loss.

The Fund advisor will ordinarily **support** resolutions asking companies not to invest in the stocks of tobacco companies.

The Fund advisor will ordinarily **support** resolutions asking companies to research the impact of ceasing business transactions with the tobacco industry. .

E. International Operations and Human Rights

Global corporations often do business in countries lacking adequate legal or regulatory structures protecting workers, consumers, communities and the environment, or where lax enforcement renders existing laws ineffective. Many companies have sought to lower costs by transferring operations to less regulated areas, or to low-wage areas. Such activity is not always exploitative, but it can be. In the past, transgressions of human rights in offshore operations was not well known or reported, but increasingly, company operations in countries with substandard labor or human rights records has come under much greater scrutiny. The adverse publicity associated with allegations of sweatshop practices or other human rights abuses can also pose substantial brand or reputational risks for companies.

Many of the shareowner resolutions filed on international operations and human rights focus on specific countries or specific issues within them. For example, shareowners have in the past asked companies to commit themselves to uphold the South African Council of Churches Code of Conduct for corporations doing business in South Africa; or to report on or comply with the MacBride Principles aimed at eliminating religious discrimination in Northern Ireland. In other cases, resolutions have requested that companies report on operations, or cease operations, in particular nations with repressive regimes or a history of human rights and labor abuses, such as Tibet, China, Indonesia, Nigeria, or Burma. In some cases, resolutions may oppose all company operations in a particular country; in others, the resolutions seek to limit particular industries or practices that are particularly egregious.

The Fund advisor will ordinarily **support** proposals requesting that companies develop human rights codes of conduct and periodic reporting on operations in countries with repressive regimes.

The Fund advisor will ordinarily **support** proposals requesting that companies adopt or support reasonable third-party codes of conduct or principles addressing human rights and discrimination.

The Fund advisor will ordinarily **support** proposals requesting that companies develop policies and protocols to eliminate bribery and corruption.

- Unauthorized Images

Some domestic corporations use images in their advertising or brands that are offensive to certain cultures, or that may perpetuate racism and bigotry. For instance, some companies use Native American symbols and imagery to advertise and market commercial products, including sports franchises. Others have used images or caricatures of African Americans, Jews, Latinos, or other minority or indigenous groups in ways that are objectionable to members of such groups.

The Fund advisor will **support** proposals asking companies to avoid the unauthorized use of images of racial, ethnic, or indigenous groups in the promotion of their products.

- Bank Lending in Developing Countries

Shareowner resolutions are sometimes filed calling on banks and other international lending institutions to adopt lending policies that provide social, economic and environmental benefits to developing nations. In some cases, developing nations are not in a position to repay these loans, owing to economic or fiscal crises. As creditors, the banks have often insisted on belt-tightening and other restructuring measures that can result in high inflation, rising unemployment and social instability. Some advocates have argued for the forgiveness of such loans in order to promote social and economic gains for millions of citizens in developing nations. Forgiveness, however, may also result in unacceptable loss to lending institutions and their shareowners. Proposals calling for debt forgiveness to developing countries may have some merit, if there is a reasonable prospect that, with forgiveness, the countries can rebuild economic security and fiscal control, and such forgiveness would not greatly impair the finances of the lending institutions.

The Fund advisor will examine and vote on a **case-by-case basis** proposals calling on banks to forgive loans made to developing countries.

- Mexican Maquiladora Operations

Shareholder resolutions are sometimes filed calling on companies to report on their operating practices in maquiladora plants located in Mexico near the United States border, or companies that have moved operations to countries in the Caribbean or Central America under U.S. government-sponsored programs to promote trade and economic development in the hemisphere. Companies have located in this region to take advantage of lower labor costs and fewer environmental and other regulations. There have, however, been numerous cases of abuse of the human rights of employees and compromises of the environmental integrity of communities.

The Fund advisor will ordinarily **support** proposals calling for reports on treatment of workers and protection of human rights in operations in maquiladoras or other Latin American or Caribbean operations.

The Fund advisor will ordinarily **support** proposals calling for greater pay equity and fair treatment of workers, improved environmental practices, and stronger community support in maquiladora or other offshore operations.

- Access to Pharmaceuticals

The cost of medicine is a serious issue throughout the world. In the United States, many citizens lack health insurance and many more lack a prescription drug benefit under Medicare or private insurance programs. In Africa and in many other parts of the developing world, millions of people have already died from the AIDS virus and tens of millions more are infected. Medications to treat AIDS, malaria, tuberculosis and other diseases are often so costly as to be out of reach of most of those affected. Shareowner resolutions are sometimes filed asking pharmaceutical companies to take steps to make drugs more accessible and affordable to victims of pandemic or epidemic disease.

The Fund advisor will ordinarily **support** proposals asking pharmaceutical companies to take steps to make drugs more affordable and accessible for the treatment of HIV AIDS, malaria, tuberculosis and other serious diseases affecting poor countries or populations.

The Fund advisor will ordinarily **support** proposals asking companies with operations in heavily infected areas such as Africa to ensure that their workforces receive appropriate access to counseling or healthcare advice, health care coverage, or access to treatment.

F. Indigenous Peoples' Rights

- Cultural Rights of Indigenous Peoples

The survival, security and human rights of millions of indigenous peoples around the world are increasingly threatened. Efforts to extract or develop natural resources in areas populated by indigenous peoples often threaten their lives and cultures, as well as their natural environments.

The Fund advisor will **support** proposals requesting that companies respect the rights of and negotiate fairly with indigenous peoples, develop codes of conduct dealing with treatment of indigenous peoples, and avoid exploitation and destruction of their natural resources and ecology.

G. Weapons Contracting

- Weapons/Military Conversion

Shareowner resolutions will sometimes be filed with companies with significant military contracts, asking them to report on future plans to diversify or convert to the production of civilian goods and services.

The Fund advisor will ordinarily **support** proposals calling for reports on the scale and character of military sales or conversion of military production or technology to civilian purposes.

H. Community

- Equal Credit Opportunity

Access to capital is essential to full participation and opportunity in our society. The Equal Credit Opportunity Act (ECOA) prohibits lenders from discriminating with regard to race, religion, national origin, sex, age, etc. Shareowner resolutions are sometimes filed requesting: (1) reports on lending practices in low/moderate income or minority areas and on steps to remedy mortgage lending discrimination; (2) the development of fair lending policies that would assure access to credit for major disadvantaged groups and require reports to shareowners on the implementation of such policies; and (3) the application of Equal Credit Opportunity Act standards by non-financial corporations to their financial subsidiaries.

The Fund advisor will ordinarily **support** proposals requesting increased disclosure on ECOA and stronger policies and programs regarding compliance with ECOA.

- Redlining

Redlining is the systematic denial of services to people within a geographic area based on their economic or racial/ethnic profile. The term originated in banking, but the same practice can occur in many businesses, including insurance and supermarkets. Shareowner resolutions are sometimes filed asking companies to assess their lending practices or other business operations with respect to serving communities of color or the poor, and develop policies to avoid redlining.

The Fund advisor will **support** proposals to develop and implement policies dealing with fair lending and housing, or other nondiscriminatory business practices.

- Predatory Lending

Sub-prime lenders charge notably high interest rates on consumer, life insurance, and home mortgage loans. These lenders can engage in abusive business practices that take advantage of the elderly or the economically disadvantaged. This includes charging excessive fees, making loans to those unable to make interest payments and steering customers selectively to products with higher than prevailing interest rates. Shareowner resolutions are sometimes filed asking for the development of policies to prevent predatory lending practices.

The Fund advisor will **support** proposals calling on companies to address and eliminate predatory lending practices.

- Insurance Companies and Economically Targeted Investments

Economically targeted investments (ETIs) are loans made to low-to-moderate income communities or individuals to foster and promote, among other things, small businesses and farms, affordable housing and community development banks and credit unions. At present, insurance companies put less than one-tenth of one percent of their more than \$1.9 trillion in assets into ETIs. Shareowner resolutions are sometimes filed asking for reports outlining how insurers could implement an ETI program.

The Fund advisor will **support** proposals encouraging adoption of or participation in economically targeted investment programs that can be implemented at reasonable cost.

I. Political Action Committees and Political Partisanship

Shareholders have a right to know how corporate assets are being spent in furtherance of political campaigns, social causes or government lobbying activities. Although companies are already required to make such disclosures pursuant to federal and state law, such information is often not readily available to investors and shareowners. Moreover, corporate lobbying activities and political contributions may at times be inconsistent with or actually undermine shareholder and stakeholder interests that companies are otherwise responsible to protect.

The Fund advisor will ordinarily **support** resolutions asking companies to disclose political contributions made either directly or through political action committees.

The Fund advisor will ordinarily **support** resolutions asking companies to disclose the magnitude and character of public policy lobbying activities.

The Fund advisor will ordinarily **support** resolutions requesting that companies discontinue lobbying or political contributions that are inconsistent with shareholder or other stakeholder interests, including efforts to weaken policies that protect workers, communities, the environment, public safety, or any of the other principles embodied in these Proxy Voting Guidelines.

J. Other Issues

All social issues that are not covered in these guidelines are delegated to the Fund's advisor to vote in accordance with the Fund's specific social criteria. In addition to actions taken pursuant to the fund's Conflict of Interest Policy, Calvert Social Research Department ("CSR") will report to the Boards on issues not covered by these guidelines as they arise.

III. CONFLICT OF INTEREST POLICY

All Calvert Funds strictly adhere to the proxy voting guidelines detailed above in Sections I and II, above. Thus, generally, adherence to the Proxy Voting Guidelines will leave little opportunity for a material conflict of interest to emerge between any of the Funds, on the one hand, and the Fund's investment advisor, sub-advisor, principal underwriter, or an affiliated person of the Fund, on the other hand. Nonetheless, upon the occurrence of the exercise of voting discretion where there is a variance in the vote from the Proxy Voting Guidelines, which could lend itself to a potential conflict between these interests, a meeting of the Audit Committee of the Fund that holds that security will be immediately convened to determine how the proxy should be voted.

Adopted September 2000.

Revised September 2002.

Revised June 2003.

Revised August 2004.

Approved December 2004

<PAGE>

PART C. OTHER INFORMATION

Item 23. Exhibits:

99B.1 Declaration of Trust incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99B.2 By-Laws of the Trust incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B5 Investment Advisory Agreement, incorporated by reference to Registrant's Post-Effective Amendment No. 39, April 30, 1999, accession number 0000205355-99-000010

99.B6 Underwriting Agreement incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B7 Trustees' Deferred Compensation Agreement incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B8 Custodial Contract incorporated by reference to Registrant's Post-Effective Amendment No. 41, April 27, 2001, accession number 0000930661-01-500296

99.B9 Transfer Agency Agreement incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B9a Servicing Agreement incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B9b Administrative Services Agreement incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B10 Opinion and Consent of Counsel filed herewith.

99.B11 Consent of Independent Auditors filed herewith.

99.B15 Plan of Distribution incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B17a Multiple-class Plan under the Investment Company Act of 1940 Rule 18f-3 incorporated by reference to Registrant's Post-Effective Amendment No. 40, April 27, 2000, accession number 0000205355-00-000004.

99.B17b Power of Attorney Forms incorporated by reference to Registrant's Post-Effective Amendment No. 43, April 30, 2003, accession number 0000205355-03-000004.

99.B18 Code of Ethics for CAMCO filed herewith.

Item 25. Indemnification

Registrant's By-Laws, Exhibit 2 of this Registration Statement, provides, in summary, that officers and trustees/directors shall be indemnified by Registrant against liabilities and expenses incurred by such persons in connection with actions, suits, or proceedings arising out of their offices or duties of employment, except that no indemnification can be made to such a person if he has been adjudged liable of willful misfeasance, bad faith, gross negligence, or reckless disregard of his duties. In the absence of such an adjudication, the determination of eligibility for indemnification shall be made by independent counsel in a written opinion or by the vote of a majority of a quorum of trustees/directors who are neither "interested persons" of Registrant, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, nor parties to the proceeding.

Registrant may purchase and maintain liability insurance on behalf of any officer, trustee, director, employee or agent against any liabilities arising from such status. In this regard, Registrant will maintain a Trustees/Directors & Officers (Partners) Liability Insurance Policy with Chubb Group of Insurance Companies, 15 Mountain View Road, Warren, New Jersey 07061, providing Registrant with \$10 million in trustees/directors and officers liability coverage, plus \$5 million in excess trustees/directors and officers liability coverage for the independent trustees/directors only. Registrant also maintains a \$11 million Investment Company Blanket Bond issued by ICI Mutual Insurance Company, P.O. Box 730, Burlington, Vermont, 05402. The Fund maintains joint coverage with the other Calvert Group Funds, and for the liability coverage, with the Advisor and its affiliated companies ("Calvert operating companies.") The premium and the coverage are allocated based on a method approved by the disinterested Fund trustees/directors.

Item 26. Business and Other Connections of Investment Adviser

Name of Company,

Name Principal Business and Address Capacity

Barbara J. Krumsiek

Calvert Variable Series, Inc. Officer

Calvert Municipal Fund, Inc. and

Calvert World Values Fund, Inc. Director

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund for Officer
Government Income and
Calvert Tax-Free Reserves Trustee
Calvert Social Investment Fund

Calvert Cash Reserves

The Calvert Fund

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Calvert Asset Management

Co., Inc. Officer
Investment Advisor and

4550 Montgomery Avenue Director

Bethesda, Maryland 20814

Calvert Group, Ltd. Officer

Holding Company and

4550 Montgomery Avenue Director

Bethesda, Maryland 20814

Calvert Shareholder

Services, Inc. Officer

Transfer Agent and
4550 Montgomery Avenue Director
Bethesda, Maryland 20814

Calvert Administrative
Services Co. Officer

Service Company and
4550 Montgomery Avenue Director
Bethesda, Maryland 20814

Calvert Distributors, Inc. Officer
Broker-Dealer and

4550 Montgomery Avenue Director
Bethesda, Maryland 20814

Ronald M. Wolfsheimer
First Variable Rate Fund Officer
for Government Income

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

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Bethesda, Maryland 20814

Calvert Group, Ltd. Officer

Holding Company

4550 Montgomery Avenue

Bethesda, Maryland 20814

Calvert Shareholder

Services, Inc. Officer

Transfer Agent

4550 Montgomery Avenue

Bethesda, Maryland 20814

Calvert Administrative

Services Co. Officer

Service Company and

4550 Montgomery Avenue Director

Bethesda, Maryland 20814

Calvert Distributors, Inc. Officer
Broker-Dealer and
4550 Montgomery Avenue Director
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David R. Rochat
First Variable Rate Fund Officer
for Government Income and
Calvert Tax-Free Reserves Trustee

Calvert Cash Reserves

The Calvert Fund

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Calvert Municipal Fund, Inc. Officer
Investment Company and
4550 Montgomery Avenue Director
Bethesda, Maryland 20814

Calvert Asset Management
Co., Inc. Officer
Investment Advisor and
4550 Montgomery Avenue Director
Bethesda, Maryland 20814

Chelsea Securities, Inc. Officer

Securities Firm and
Post Office Box 93 Director
Chelsea, Vermont 05038

Grady, Berwald & Co. Officer
Holding Company and
43A South Finley Avenue Director
Basking Ridge, NJ 07920

Charles T. Nason
Ameritas Acacia Mutual Officer and
 Holding Company Director
Acacia Life Insurance
Insurance Companies

7315 Wisconsin Avenue
Bethesda, Maryland 20814

Acacia Financial Corporation Officer
Holding Company and Director
7315 Wisconsin Avenue
Bethesda, Maryland 20814

Acacia Federal Savings Bank Director
Savings Bank
7600-B Leesburg Pike
Falls Church, Virginia 22043

Enterprise Resources, LLC Director

Business Support Services

7315 Wisconsin Avenue

Bethesda, Maryland 20814

Acacia Realty Square, LLC Director

Realty Investments

7315 Wisconsin Avenue

Bethesda, Maryland 20814

Calvert Group, Ltd. Director

Holding Company

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Calvert Administrative

Services Co. Director

Service Company

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Calvert Asset Management

Co., Inc. Director

Investment Advisor

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Calvert Shareholder

Services, Inc. Director

Transfer Agent

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Calvert Social Investment

Fund Trustee

Investment Company

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The Advisors Group, Ltd. Director

Broker-Dealer and

Investment Advisor

7315 Wisconsin Avenue

Bethesda, Maryland 20814

Robert-John H. Sands

Ameritas Acacia Mutual

Holding Company Officer

Acacia Life Insurance

Acacia National Life

Insurance Officer and

Insurance Company Director

7315 Wisconsin Avenue

Bethesda, Maryland 20814

Acacia Life Insurance Officer
Insurance Company

7315 Wisconsin Avenue
Bethesda, Maryland 20814

Acacia Financial Corporation Officer and
Holding Company Director

7315 Wisconsin Avenue
Bethesda, Maryland 20814

Acacia Federal Savings Bank Officer
Savings Bank

7600-B Leesburg Pike
Falls Church, Virginia 22043

Enterprise Resources, LLC Director
Business Support Services

7315 Wisconsin Avenue
Bethesda, Maryland 20814

Acacia Realty Square, LLC Director
Realty Investments

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Bethesda, Maryland 20814

The Advisors Group, Ltd. Director

Broker-Dealer and

Investment Advisor

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Holding Company

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Calvert Administrative

Services Co. Director

Service Company

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Transfer Agent

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William M. Tartikoff

Acacia National Life

Insurance Officer

Insurance Company

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First Variable Rate Fund for Officer

Government Income

Calvert Tax-Free Reserves

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The Calvert Fund

Calvert Variable Series, Inc.

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Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

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Calvert Group, Ltd. Officer

Holding Company

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Calvert Administrative Officer
Services Company
Service Company

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Calvert Asset Management
Co. Inc. Officer
Investment Advisor

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Calvert Shareholder
Services, Inc. Officer
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Broker-Dealer and Officer

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Susan Walker Bender
Calvert Group, Ltd. Officer
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Investment Advisor

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Calvert Shareholder

Services, Inc. Officer

Transfer Agent

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Calvert Distributors, Inc. Officer

Broker-Dealer

4550 Montgomery Avenue

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First Variable Rate Fund for Officer

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Calvert Impact Fund, Inc.

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Ivy Wafford Duke

Calvert Group, Ltd. Officer

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Services Co. Officer

Service Company

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Calvert Asset Management

Co., Inc. Officer

Investment Advisor

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Calvert Shareholder

Services, Inc. Officer

Transfer Agent

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Calvert Distributors, Inc. Officer

Broker-Dealer

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Lancelot King

Calvert Group, Ltd. Officer

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Calvert Administrative

Services Co. Officer

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Calvert Asset Management

Co., Inc. Officer

Investment Advisor

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Calvert Shareholder

Services, Inc. Officer

Transfer Agent

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Calvert Distributors, Inc. Officer

Broker-Dealer

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Calvert Impact Fund, Inc.

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Jane Maxwell

Calvert Group, Ltd. Officer

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Investment Advisor

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Calvert Shareholder

Services, Inc. Officer

Transfer Agent

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Bethesda, Maryland 20814

Calvert Distributors, Inc. Officer

Broker-Dealer

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund for Officer

Government Income

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Catherine Roy

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund for Officer

Government Income

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Steve Falci

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund for Officer

Government Income

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Hui Ping Ho

Calvert Asset Management

Co., Inc. Assistant

Investment Advisor Treasurer

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund Assistant

for Government Income Treasurer

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Daniel K. Hayes

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund for Officer

Government Income

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

John Nichols

Calvert Asset Management Officer

Company, Inc.

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

Gregory Habeeb

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund for Officer

Government Income

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

Thomas Dailey

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

First Variable Rate Fund for Officer

Government Income

Calvert Tax-Free Reserves

Calvert Cash Reserves

Calvert Social Investment Fund

The Calvert Fund

Calvert Variable Series, Inc.

Calvert Municipal Fund, Inc.

Calvert World Values Fund, Inc.

Calvert Social Index Series, Inc.

Calvert Impact Fund, Inc.

Investment Companies

4550 Montgomery Avenue

Bethesda, Maryland 20814

James O'Boyle

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

Matt Nottingham

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

Gary Miller

Calvert Asset Management

Co., Inc. Officer

Investment Advisor

4550 Montgomery Avenue

Bethesda, Maryland 20814

Item 27. Principal Underwriters

(a) Registrant's principal underwriter underwrites shares of First Variable Rate Fund for Government Income, Calvert Tax-Free Reserves, Calvert Social Investment Fund, Calvert Cash Reserves, The Calvert Fund, Calvert Municipal Fund, Inc., Calvert World Values Fund, Inc., Calvert Social Index Series, Inc., Calvert Variable Series, Inc., and Calvert Impact Fund, Inc.

(b) Positions of Underwriter's Officers and Directors

Name and Principal Business Address*	Position(s) with Underwriter	Position(s) with Registrant
Barbara J. Krumsiek	Director and Chief Executive Officer	Director
Ronald M. Wolfsheimer	Director, Senior Vice President and Chief Financial Officer	Treasurer
William M. Tartikoff	Director, Senior Vice President and Secretary	Vice President and Secretary
Craig Cloyed	President	None
Reginald Stanley	Senior Vice President	None
Karen Becker	Vice President of, Operations	None

David Leach	Vice President	None
Geoffrey Ashton	Regional Vice President	None
Timothy O'Leary	Regional Vice President	None
Bill Hairgrove	Regional Vice President	None
Anthony Eames	Regional Vice President	None
Steve Himber	Regional Vice President	None
Tanya Williams	Regional Vice President	None
Ben Ogbogu	Regional Vice President	None
Christine Teske	Regional Vice President	None
Jeanine L. Perkins	Regional Vice President	None
Steven Yoon	Regional Vice President	None
Susan Walker Bender	Assistant Secretary	Assistant Secretary and Assistant Vice President
Ivy Wafford Duke	Assistant Secretary	Assistant Secretary and Assistant Vice President
Lancelot King	Assistant Secretary	Assistant Secretary and Assistant Vice President
Jane Maxwell	Assistant Secretary	Assistant Secretary and Assistant General Counsel
Hui Ping Ho	Assistant Treasurer	Assistant Treasurer

*4550 Montgomery Avenue Bethesda, Maryland 20814

(c) Inapplicable.

Item 28. Location of Accounts and Records

Ronald M. Wolfsheimer, Treasurer

and

William M. Tartikoff, Assistant Secretary

4550 Montgomery Avenue, Suite 1000N

Bethesda, Maryland 20814

Item 29. Management Services

Not Applicable

Item 30. Undertakings

Not Applicable

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant certifies that it meets all of the requirements for effectiveness of this registration statement under Rule 485(b) under the Securities Act and has duly caused this registration statement to be signed on its behalf by the undersigned, duly authorized, in the City of Bethesda, and State of Maryland, on the 29th day of April 2005.

FIRST VARIABLE RATE FUND

By: _____ ** _____

Barbara J. Krumsiek

President and Trustee

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities indicated have signed this Registration Statement below on the 29th day of April 2005.

Signature Title

_____ ** _____ President and Trustee

Barbara J. Krumsiek

_____ ** _____ Treasurer

Ronald M. Wolfsheimer

_____ ** _____ Trustee

Richard L. Baird, Jr.

_____ ** _____ Trustee

Frank H. Blatz, Jr., Esq.

_____ ** _____ Trustee

Douglas E. Feldman

_____ ** _____ Trustee

Peter W. Gavian

_____ ** _____ Trustee

John G. Guffey, Jr.

_____ ** _____ Trustee

M. Charito Kruvant

_____ ** _____ Trustee

Arthur J. Pugh

_____ ** _____ Trustee

David R. Rochat

_____ ** _____ Trustee

D. Wayne Silby

**By Susan Walker Bender and as Attorney-in-fact, pursuant to Power of Attorney.

/s/ Susan Walker Bender

Consent of Independent Registered Public Accounting Firm

-
The Board of Trustees
First Variable Rate Fund for Government Income:

We consent to the use of our report dated February 18, 2005, incorporated herein by reference, with respect to the financial statements of the Calvert First Government Money Market Fund, the sole series of First Variable Rate Fund for Government Income, as of December 31, 2004, and to the references to our firm under the headings "Financial Highlights" in the Prospectus and "Independent Registered Public Accountants and Custodians" in the Statement of Additional Information.

/s/ KPMG LLP

Philadelphia, Pennsylvania
April 28, 2005

May 2, 2005

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Exhibit 10, Form N-1A
First Variable Rate Fund
File numbers 2-56809 and 811-2633

Ladies and Gentlemen:

As counsel to Calvert Group, Ltd., it is my opinion that the securities being registered by this Post-Effective Amendment No. 45 will be legally issued, fully paid and non-assessable when sold. My opinion is based on an examination of documents related to First Variable Rate Fund (the "Trust"), including its Declaration of Trust, its By-Laws, other original or photostatic copies of Trust records, certificates of public officials, documents, papers, statutes, and authorities as I deemed necessary to form the basis of this opinion.

I therefore consent to filing this opinion of counsel with the Securities and Exchange Commission as an Exhibit to the Trust's Post-Effective Amendment No. 45 to its Registration Statement.

Sincerely,

/s/ Susan Walker Bender
Susan Walker Bender
Associate General Counsel

**CODE OF ETHICS AND
INSIDER TRADING POLICY AND PROCEDURES**

For

*Calvert Asset Management Company, Inc.
Calvert Distributors, Inc.
Calvert Group of Funds*

TABLE OF CONTENTS

- I. Definitions [*](#)
- II. Fiduciary Duty and Confidentiality [*](#)
- III. Exempted Transactions [*](#)
- IV. Prohibited Activities [*](#)
- V. Pre-Clearance Requirements [*](#)
- VI. Reporting Requirements [*](#)
 - A. Initial/Annual Holdings Report [*](#)
 - B. Quarterly Transaction Reports [*](#)
 - C. Exceptions From Reporting Requirements [*](#)
 - D. Annual Certification of Compliance [*](#)
- VII. Restrictions as to Gifts, Entertainment, Favors and Directorships [*](#)
 - A. Gifts, Entertainment and Favors [*](#)
 - B. Directorships [*](#)
 - 1. General Rule: [*](#)
 - 2. Application for an Exception: [*](#)
 - 3. Subsequent Investment Management Activities: [*](#)
- VIII. Political and Charitable Contributions [*](#)

IX. Review and Enforcement *

A. Review *

B. Violations *

C. Enforcement *

X. Recordkeeping *

A. Record Retention *

B. Confidentiality of Records and Reports *

XI. Insider Trading Policy and Procedures *

A. Scope of Policy Statement *

B. Policy Statement on Insider Trading *

C. Penalties for Insider Trading *

D. Identifying Inside Information *

E. Contacts with Public Companies *

F. Tender Offers *

G. Education *

. ATTACHMENT A *

ATTACHMENT B *

ATTACHMENT C *

ATTACHMENT D *

SIGNATURE PAGE *

Introduction

In general, Rule 17j-1 under the Investment Company Act of 1940, as amended ("1940 Act"), makes it unlawful, in connection with the purchase or sale by an officer, director or employee of an investment company or of an investment adviser or principal underwriter to an investment company, or by an investment adviser or principal underwriter to an investment company of securities held or to be acquired by the investment company, for any such person to engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon the investment company or to engage in a manipulative practice with respect to the investment company. Rule 17j-1 requires an investment company, its investment adviser and its principal underwriter each to adopt a written code of ethics, which must be approved by the company's board of directors, including a majority of the independent directors, that contains provisions reasonably necessary to prevent Access Persons (as defined below) from engaging in acts that violate the above standard. In addition, the Securities and Exchange Commission recently adopted Rule 204A-1 under the

Investment Advisers Act of 1940, as amended, that requires a registered investment adviser to adopt a Code of Ethics covering the personal trading activities of the adviser's officers, directors and employees/associates.

This Code of Ethics and Insider Trading Policies and Procedures is designed to protect the public from abusive trading practices, to maintain ethical standards for all Calvert Associates when dealing with the public, and to ensure compliance with Rule 17j-1 of the Investment Company Act of 1940, Rule 204A-1 of the Investment Advisers Act of 1940, and the Insider Trading and Securities Fraud Enforcement Act of 1988. Active leadership and integrity of management dictates these principles be diligently implemented and monitored.

I. Definitions

1. "Access Person" means any director, officer, general partner, or Advisory Person of a Fund or of a Fund's investment adviser. For purposes of this Code, a director, officer, general partner or Advisory Person is deemed an Access Person as to the particular Fund for which he or she serves in that capacity. "Access Person" means also any director, officer or general partner of a principal underwriter of a Fund who, in the ordinary course of business, makes, participates in or obtains information regarding, the purchase or sale of Securities by the Fund for which the principal underwriter acts, or whose functions or duties in the ordinary course of business relate to the making of any recommendation to the Fund regarding the purchase or sale of Securities. In addition, the General Counsel or Chief Compliance Officer may designate any person, including an independent contractor or consultant, as an Access Person. The Chief Compliance Officer shall maintain a current list of all Access Persons.
2. "Advisory Person" means (i) any director, officer, general partner or employee of a Fund or an investment adviser (or of any company in a control relationship to the Fund or investment adviser), who in connection with his or her regular functions or duties, makes, participates in, or obtains information regarding the purchase or sale of securities by the Fund, or whose functions relate to the making of any recommendations with respect to such purchases or sales; and (ii) any natural person in a control relationship to the Fund or investment adviser who normally obtains information concerning current recommendations made to the Fund with regard to the purchase or sale of a Security.
3. A security is "being considered for purchase or sale" once a recommendation has been documented, communicated and under serious evaluation by the purchaser or seller. Evidence of consideration may include such things as approved recommendations in current research reports, pending or active order tickets, and a watch list of securities under current evaluation.
4. "Beneficial Interest" shall be interpreted in the same manner as it would be under Rule 16a-1(a)(2) in determining whether a person is subject to the provisions of Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder.

For purposes of this Code, Beneficial Interest generally extends to accounts in the name of the Access Person and the Access Person's immediate family sharing the same household.

5. "Calvert Associate" means an employee of Calvert Group, Ltd. or any of its affiliates.
6. "Control" has the same meaning as in section 2(a)(9) of the 1940 Act. Section 2(a)(9) provides that "control" means, among other things, the power to exercise a controlling influence over the management or policies of a company, unless such power is solely the result of an official position with such company.
7. "Disinterested Trustee" means a Trustee or Director of a Fund who is not an "interested person" of the Fund within the meaning of Section 2(a)(19) of the 1940 Act.

8. "Fund" or "Funds" means any open-end mutual fund (including any series thereof), bank collective fund, common trust fund, separate account, or other type of account advised or sub-advised by Calvert Asset Management Company.
9. "High Social Impact Securities" mean Calvert Social Investment Foundation Community Investment Notes or other securities held by a Fund pursuant to its High Social Impact Investments program.
10. An "Initial Public Offering" means an offering of securities registered under the Securities Act of 1933, the issuer of which, immediately before the registration, was not subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934.
11. "Investment Personnel" of a Fund or of a Fund's investment adviser means: (1) any employee of the Fund or investment adviser (or of any company in a control relationship to the Fund or investment adviser) who, in connection with his or her regular functions or duties, makes or participates in making recommendations regarding the purchase or sale of securities by the Fund; or (2) any natural person who controls the Fund or investment adviser and who obtains information concerning recommendations made to the Fund regarding the purchase or sale of securities by the Fund.
12. "Purchase or sale of a Security" includes, among other things, the writing of an option to purchase or sell a Security.
13. "Security" means a security defined in Section 2(a)(36) of the 1940 Act: any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement; collateral --trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas or other mineral rights; any put, call, straddle, option or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "security", or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase any of the foregoing.

For the purposes of this Code, "Security" shall not include the following:

- Direct obligations of the Government of the United States
 - Bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements; and
 - Shares issued by open-end investment companies (except for Funds advised or sub-advised by Calvert Asset Management Company).
1. "Special Equity Security" means a security held by a Fund pursuant to the Special Equities investments program.

I. Fiduciary Duty and Confidentiality

Calvert Asset Management Company and Calvert Distributors, Inc. must keep all information about clients (including former clients) in strict confidence, including the client's identity (unless the client has consented), the client's financial circumstances, the client's security holdings, and advice furnished to the client by the firm. As part of and in addition to the Insider Trading Provisions set forth below, in Section X. Insider Trading Policy and Procedures, no Calvert Associate shall disclose to persons outside the firm any material nonpublic information about any client, the securities investments made by the firm on behalf of a client, information about contemplated securities transactions, or information regarding the firm's trading strategies, except as required to effectuate securities transactions on behalf of a client or for other legitimate business purposes.

In addition, to ensure that some clients or competitors are not able to receive portfolio information earlier than other clients or competitors and to ensure that the information is no longer material to affect the firm's trading

strategies, all Calvert Associates are required to comply with the provisions of the Calvert Distributors, Inc. Portfolio Holdings Disclosure Policy.

Further, Calvert Associates are prohibited from disclosing non-public information concerning funds or securities transactions to non-Access Persons within the firm. Similarly, Calvert Associates are prohibited from sharing non-public information with persons employed by affiliated entities, except for legitimate business purposes. Any questions about the propriety of information being shared should be directed to the Chief Compliance Officer.

II. Exempted Transactions

The provisions of Section V of this Code (pre-clearance) shall not apply to the following transactions by Access Persons:

- The sale and/or purchase of open-end mutual funds including money market funds;
- The sale and purchase of securities issued by a U.S. Government agency or instrumentality;
- Acquisitions through stock dividend plans, spin-offs or other distributions applied to all holders of the same class of securities;
- Acquisitions through the exercise of rights issued pro rata to all holders;
- Acquisitions through gifts or bequests;
- Trades in any S&P 500 company; or
- Trades in REITS and variable insurance products.

I. Prohibited Activities

The Code of Ethics imposes the following general obligations:

- Information concerning the purchase and sale of securities learned in connection with an Access Person's employment is property of the Fund, investment adviser, or employer and may not be used for personal benefit.
- Fiduciary duties mandate suitable investment opportunities be presented first to the Fund, investment adviser, or employer and should not be exercised even after full disclosure for personal benefit.
- Material inside information must be kept confidential and restricts trading of securities.
- Front running, market manipulation and deceptive trading practices are abusive techniques prohibited by these procedures and may result in fines, termination or legal actions by third parties.
- No Calvert Associate may engage in market timing of any of the Calvert Funds. For these purposes, market timing is defined as a purchase followed by a redemption within 30 days in the same Fund, excluding money market funds. This prohibition includes Funds held directly with Calvert as well as those held in any account in which the Calvert Associate has Beneficial Interest (including 401(k) accounts). In addition, a Calvert Associate shall comply with all market timing policies of any fund in which he or she invests.

- Access Persons may not purchase Initial Public Offerings due to the high potential for abusive trading practices.
- Access Persons must not trade in a security with knowledge that the security is being considered for purchase or sale by the Fund, investment adviser, or sub-adviser.
- Access Persons shall not engage in transactions that create a conflict of interest including but not limited to inappropriately making decisions on behalf of a Fund regarding securities or private placements personally owned by the Access Person.

I. Pre-Clearance Requirements

Because of the sensitive nature of securities trading, the Access Persons listed on Attachment B are required to obtain pre-clearance approval from Compliance for trades in certain Securities and private placements, in accounts in which he or she has Beneficial Interest. Except as noted above in Section III. "Exempted Transactions", no transaction in Securities may be effected without the prior approval of the Compliance Department. Acquisition of a Beneficial Interest in a private placement transaction (including but not limited to: limited partnerships; hedge funds; private equity partnerships; and venture capital funds) by Investment Personnel is permitted by the Code but is strongly discouraged.

Requests for pre-clearance, including pre-clearance by Investment Personnel for private placement transactions, may be made by electronic mail or in writing by completing a Pre-Clearance Request Form (see Attachment A). All requests must include the following information:

- Name of requester and date;
- Transaction detail (security name and type, nature of the transaction (i.e., purchase, sale, or short sale); number of shares and/or par amount of bond involved; date acquired if a sale; whether the security is held in a Fund portfolio or is the subject of a pending transaction; and whether the security is part of private placement transaction; and
- Signature and date.

The Chief Compliance Officer or his or her designee will notify the requester whether the request has been approved or denied by telephone or e-mail, and by sending a copy of the signed form to the requester. A copy of any approvals or declinations will be maintained in the Access Person's personal trading file. In the event of a private placement request, the Chief Compliance Officer or his/her designee will approve the proposed transaction only after considering, among other facts, whether the investment opportunity should be reserved for a Calvert Fund and whether the opportunity is being offered to the person by virtue of the person's position with the firm (i.e., as Investment Personnel). Investment Personnel who have acquired a Beneficial Interest in a private placement are required to disclose their Beneficial Interest to the Chief Compliance Officer. If any such Investment Personnel are subsequently involved in a decision to buy or sell a Security from the same issuer for a Fund, then the decision to purchase or sell the Security must be independently authorized by a Portfolio Manager with no personal interest in the issuer.

The pre-clearance authorization shall be valid for a period of three (3) business days only. If the order for a Securities transaction is not placed within that period, a new authorization must be obtained.

The Compliance Department shall maintain a record of any decision, and the reasons supporting the decision, to approve the acquisition by Access Persons of private placements.

Those individuals subject to the pre-clearance policy will not be exempt from the general prohibitions listed in the Code or the Policies and Procedures designed to prevent insider trading. The Chief Compliance Officer will periodically review with the Funds' Board of Directors/Trustees a list of persons who are subject to the pre-clearance policy and the criteria used to select such individuals.

I. Reporting Requirements

Members of the Legal Department will be responsible for notifying all Access Persons about the duty to provide initial/annual holdings reports and quarterly transactions reports to the Chief Compliance Officer. An Access Person who is identified and notified by the Legal Department as having to comply with this Section shall provide the following information to the Chief Compliance Officer:

A. Initial/Annual Holdings Report

No later than 10 days after the person is notified that he or she has become an Access Person, and annually thereafter, he/she must submit an Initial and Annual Disclosure of Securities Holdings Report to the Chief Compliance Officer. Initial and Annual Holdings Reports that are not returned by the date they are due may be considered late and reported as violations of the Code of Ethics. The Report shall contain the following information:

- a. The title, number of shares and principal amount of each Security in which the Access Person has any direct or indirect Beneficial Interest;
- b. The name of any broker, dealer or bank with whom the Access Person maintains an account in which any securities were held for the direct or indirect benefit of the Access Person; and
- c. The date the Report is submitted by the Access Person.

The report may contain a disclaimer of Beneficial Interest by the person making the report.

The information contained in the Initial Holdings Report must be current as of a date not more than 45 days prior to the date the person becomes an Access Person. The information contained in the Annual Holdings Report must be current as of a date not more than 45 days before the report is submitted. A sample Initial/Annual Holdings Report is attached hereto as Attachment C.

An Access Person can satisfy the initial or annual holdings report requirement by timely filing and dating a copy of a securities account statement listing all his or her securities holdings, if the statement provides all the information required (as noted above). If the Access Person has previously provided such statement to Compliance or has been supplying brokerage confirms for all securities transactions and compliance has maintained them as a composite record containing all the requisite information, the Access Person can satisfy the initial or annual holdings report requirement by timely confirming the accuracy of the statement or composite in writing.

A. Quarterly Transaction Reports

To ensure that abusive or unethical trading practices are not conducted by Access Persons, Access Persons are required to send duplicate brokerage and confirmation statements to the attention of the Chief Compliance Officer at Calvert Asset Management Company, 4550 Montgomery Avenue, Bethesda, MD 20814. Duplicate confirmations and statements are required for any Access Person's account or an account over which the Access Person has custody, control or Beneficial Interest. Access Persons can either use the form letter included in this Code (Attachment D), or provide the Compliance Department with information about the location of such brokerage accounts and the Chief Compliance Officer or his/her designee will send a letter requesting duplicate confirmations and account statements.

No later than 30 days after the end of a calendar quarter, each Access Person must submit a quarterly transaction report of purchases and/or sales of securities in which such Person has a direct or indirect Beneficial Interest. The report shall contain the following information:

- The date of the transaction, the title, the interest rate and maturity date (if applicable), the number of shares and the principal amount of each Security involved;
- The nature of the transaction (i.e., purchase, sale or any other type of acquisition or disposition);
- The price of the Security at which the transaction was effected;
- The name of the broker, dealer or bank with or through which the transaction was effected; and
- The date that Report is submitted by the Access Person.

With respect to any account established by the Access Person in which any securities were held during the quarter for the direct or indirect benefit of the Access Person:

- The name of the broker, dealer or bank with whom the Access Person established the account;
- The date the account was established; and
- The date that the Report is submitted by the Access Person.

The report may contain a disclaimer of Beneficial Interest by the person making the report.

An Access Person need not make a separate Quarterly Transaction Report, if the report would duplicate information contained in broker trade confirmations or account statements received by the Fund, investment adviser or principal underwriter, with respect to the Access Person in the time period required above, if all of the information required by paragraphs (A) and (B) of this section is contained in the broker trade confirmations or account statements, or in the records of the Fund, investment adviser or principal underwriter.

A. Exceptions From Reporting Requirements

An Access Person need not make a report under paragraphs (A) or (B) of this section:

- With respect to transactions effected pursuant to an automatic investment plan; or
- With respect to transactions effected for, and Securities held in, any account over which the Access Person has no direct or indirect influence or control.

A. Annual Certification of Compliance

All Calvert Associates are required to certify annually that they:

- Have received the Code of Ethics;
- Have read the Code of Ethics;
- Understand the Code of Ethics; and
- Have complied with the provisions of the Code of Ethics.

Annually the Compliance Department will forward a copy of the current Code of Ethics and Insider Trading Policy and Procedures to all Calvert Associates, along with an Acknowledgement Form to be completed and returned to the Compliance Department within the proscribed time period imposed by the Chief Compliance Officer.

I. Restrictions as to Gifts, Entertainment, Favors and Directorships

A.

Gifts, Entertainment and Favors

Access Persons must not make business decisions that are influenced or appear to be influenced by giving or accepting gifts, entertainment or favors. Access Persons are prohibited from receiving any gift or other thing of more than *de minimis* value from any person or entity that does business with or on behalf of Calvert Asset Management Company or Calvert Distributors, Inc. No Access Person may give or offer any gift of more than *de minimis* value to existing clients, prospective clients, or any entity that does business with or on behalf of Calvert Asset Management Company or Calvert Distributors, Inc. without pre-approval by the Chief Compliance Officer.

No Access Person may give or accept cash gifts or cash equivalents to or from a client, prospective client, or any entity that does business with or on behalf of Calvert Asset Management Company or Calvert Distributors, Inc.

No Access Person may provide or accept extravagant or excessive entertainment to or from a client, prospective client, or any person or entity that does or seeks to do business with or on behalf of Calvert Asset Management Company or Calvert Distributors, Inc. Access Persons may provide or accept a business entertainment event, such as an occasional meal, sporting event or other similar activity, of reasonable value, if the person or entity providing the entertainment is present. The Chief Compliance Officer must approve the offer or acceptance of any gift, entertainment or favor with a per gift value of more than \$100.00.

In addition, Access Persons should not offer gifts, favors, entertainment or other things of value that could be viewed as overly generous or aimed at influencing decision-making or making a client feel beholden to the firm or the Access Person.

II. Directorships

1. General Rule:

No Access Person may serve on the Board of Directors of a publicly held or private for-profit company. Disinterested Directors/Trustees must provide annual disclosure about directorships and other potential conflicts of interest.

2.

Application for an Exception:

Access Persons may request an exception to serve as a director of a publicly traded or private for-profit company. These requests shall be made in writing to the General Counsel for review and processing. Such processing may include review by outside counsel, use of a conflict questionnaire or any other procedure to help identify potential conflicts and risks. If exceptional circumstances warrant and the Access Person serving on the board appears not to conflict with the interests of the Calvert Group of Funds and their shareholders, the General Counsel will forward the recommendation to the CEO. If the CEO approves the recommendation it will be presented to the Calvert Group, Ltd. Board of Directors and the respective Fund's Board of Directors/Trustees for authorization.

3. Subsequent Investment Management Activities:

Whenever an Access Person is granted approval to serve as a director of a publicly-traded or private for-profit company, he or she shall personally refrain from participating in any deliberation, recommendations, or considerations of whether or not to recommend that any securities of that company be purchased, sold or retained in the investment portfolio of any Calvert Group Fund or Calvert Asset Management Company managed account.

IV. **Political and Charitable Contributions**

All Calvert Associates are prohibited from making political contributions for the purpose of obtaining or retaining advisory contracts with government entities. In addition, Access Persons shall not consider and Calvert Group company's current or anticipated business relationships as a factor in soliciting political or charitable donations.

In addition, all Calvert Associates are required to comply with the MSRB Rules (specifically MSRB Rule G-37, the so-called "Pay For Play Rule"), limiting political contributions by municipal finance professionals to officials for which they are eligible to vote. Currently, contributions of up to \$250 per election are permitted if

the contributions are made by a municipal finance professional eligible to vote for that official. (Please refer to MSRB Rule G-37).

V. **Review and Enforcement**

A. Review

Statements and confirmations will be reviewed by the Chief Compliance Officer or his or her designee(s) for any pattern of transactions involving parallel transactions (portfolio and individual either buying or both selling the same security) generally within a 15 day period before or after the transaction date. Among the factors that will be considered in the analysis of whether any provision of the Code has been violated will be the number and dollar value of the transactions, the trading volume of the securities in question, the length of time the security is held by the individual and the individual's involvement in the investment process. While the focus of this procedure of the Code is on "patterns", it is important to note that a violation could result from a single transaction if the circumstances warrant a finding that the underlying principles of fair dealing have been violated. The Chief Compliance Officer or his or her designee(s) will similarly review the personal securities holdings reports provided to the Chief Compliance Officer.

Annually, the Legal Department will prepare a written "Issues and Certification Report" and provide such Report to each Fund's Board of Directors/Trustees describing any issues that have arisen under this Code of Ethics or its procedures since the last report (including information about material Code of Ethics or procedure violations and sanctions imposed in response to those violations), and certifying to the Board that the adopted Code of Ethics and its procedures provide reasonably necessary measures to prevent investment personnel from violating the Code and applicable procedures.

The Code of Ethics and any material changes to its provisions and/or procedures must be approved by a majority of the Board, including a majority of the Disinterested Trustees.

B. Violations

Any failure to comply with any of the requirements, restrictions, or prohibitions of the Code may be subject to sanctions imposed by the Chief Compliance Officer or the General Counsel. If warranted, either the Chief Compliance Officer or the General Counsel may independently take appropriate actions to enforce the Code.

Upon learning of a potential deviation from, or violation of the Code, the Chief Compliance Officer will review and investigate the matter. The Chief Compliance Officer, at his or her discretion, may present the matter to the General Counsel or Board for further review, investigation and evaluation. The Chief Compliance Officer will present all material violations of the Code to the Board. The Chief Compliance Officer and/or General Counsel, upon review and investigation, will either conclude that there was no violation or deviation from the Code, or will impose, at their discretion, sanctions commensurate to the infraction.

C. Enforcement

The sanctions imposed by the Chief Compliance Officer or General Counsel will vary depending on the assessment of the Chief Compliance Officer or General Counsel, as applicable, of the seriousness of the violation and the intent of the party involved.

The Chief Compliance Officer or General Counsel may impose any or all of the sanctions below, or any other sanctions he or she deems appropriate, including termination, immediately and without notice, if it is determined that the severity of any violation or violations warrants such action. Any sanctions imposed upon a

person will be documented in such person's personal trading file maintained by Calvert. The Chief Executive Officer must also approve sanctions involving termination or monetary penalties

The following is a list of sanctions that may be imposed on persons who fail to comply with the Code of Ethics. This list is not intended to be an exhaustive or exclusive list of sanctions; any sanctions imposed will depend on the nature of the violation. Some of the sanctions, which may be imposed, are:

- memorandum of reprimand which outlines the violation of the Code;
- in-person meeting with the Compliance Office or General Counsel to discuss compliance with the Code;
- disgorgement of profits;
- letter of censure;
- fines;
- withholding of bonus;
- suspension;
- termination of employment; and
- notification to appropriate governmental, regulatory and/or legal authorities.

I. Recordkeeping

A. Record Retention

The following records shall be maintained in the manner and to the extent set forth below, and shall be made available for appropriate examination by representatives of the Securities and Exchange Commission:

- a. A copy of this Code and any other Code which is, or at any time within the past five years has been, in effect, shall be preserved in an easily accessible place;
 - b. A record of any violation of this Code and of any action taken as a result of such violation shall be preserved in an easily accessible place for a period of not less than five years following the end of the fiscal year in which the violation occurred;
 - c. A copy of each report made pursuant to this Code any Access Person shall be preserved by each Fund for a period of not less than five years from the end of the fiscal year in which it was made, the first two years in an easily accessible place; and
 - d. A list of all persons who are, or within the past five years have been, required to make reports pursuant to this Code shall be maintained in an easily accessible place.
- A. Confidentiality of Records and Reports

All reports of securities transactions and any other information filed pursuant to this Code shall be treated as confidential, except as regards to appropriate examinations by representatives of the Securities and Exchange Commission or other governmental or regulatory authorities.

I. Insider Trading Policy and Procedures

A. Scope of Policy Statement

This Policy Statement is drafted broadly; it will be applied and interpreted in a similar manner. This Policy Statement applies to securities trading and information handling by all Access Persons.

The law of insider trading is unsettled; an individual legitimately may be uncertain about the application of the Policy Statement in a particular circumstance. Often, a single question can forestall disciplinary action or complex legal problems. You should direct any questions relating to the Policy Statement to an attorney in the Calvert Group Legal Department. You must also notify an attorney in the Legal Department if you have any reason to believe that a violation of the Policy Statement has occurred or is about to occur.

B. Policy Statement on Insider Trading

Calvert forbids any officer, director, trustee or employee from trading, either personally or on behalf of others, including mutual funds managed by Calvert, on material nonpublic information or communicating material nonpublic information to others in violation of the law. This conduct is frequently referred to as "insider trading." Calvert's policy applies to each Fund, its investment advisor, its principal underwriter, and every officer, director and employee thereof, and extends to activities within and outside their duties at Calvert. Every officer, director, trustee and employee must read and retain this policy statement. Any questions regarding Calvert's policy and procedures should be referred to an attorney in the Calvert Legal Department. An officer, director, trustee or employee must notify an attorney in the Legal Department immediately if they have any reason to believe that a violation of the Policy Statement has occurred or is about to occur.

The term "insider trading" is not defined in the federal securities laws, but generally is used to refer to the use of material nonpublic information to trade in securities (whether or not one is an "insider") or to communications of material nonpublic information to others.

While the law concerning insider trading is not static, it is generally understood that the law prohibits:

- (1) trading by an insider, while in possession of material nonpublic information; or
- (2) trading by a non-insider, while in possession of material nonpublic information, where the information either was disclosed to the non-insider in violation of an insider's duty to keep it confidential or was misappropriated; or
- (3) communicating material nonpublic information to others.

i. Who is an Insider?

The concept of "insider" is broad. It includes officers, directors, trustees and employees of a company. In addition, a person can be a "temporary insider" if he or she enters into a special confidential relationship in the conduct of a company's affairs and as a result is given access to information solely for the company's purposes. A temporary insider can include, among others, a company's attorneys, accountants, consultants, bank lending officers, and the employees of such organizations. In addition, Calvert may become a temporary insider of a company it advises or for which it performs other services. According to the Supreme Court, the company must expect the outsider to keep the disclosed nonpublic information confidential and the relationship must at least imply such a duty before the outsider will be considered an insider.

ii. What is Material Information?

Trading on inside information is not a basis for liability unless the information is material. "Material Information" generally is defined as information for which there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or information that is reasonably certain to have a substantial effect on the price of a company's securities.

Information that officers, directors, trustees and employees should consider material includes, but is not limited to: dividend changes, earnings estimates, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidation problems, and extraordinary management developments.

Material information also may relate to the *market* for a company's securities. Information about a significant order to purchase or sell securities may, in some contexts, be deemed material. Similarly, prepublication information regarding reports in the financial press also may be deemed material. For example, the Supreme Court upheld the criminal convictions of insider trading defendants who capitalized on prepublication information about the Wall Street Journal's *Heard on the Street* column.

It is conceivable that similar advance reports of securities to be bought or sold by a large, influential institutional investor, such as a Fund, may be deemed material to an investment in those portfolio securities. Advance knowledge of important proposed government regulation, for example, could also be deemed material information regarding companies in the regulated industry.

iii. What is Nonpublic Information?

Information is nonpublic until it has been disseminated broadly to investors in the market place. Tangible evidence of such dissemination is the best indication that the information is public. For example, information is public after it has become available to the general public through a public filing with the SEC or some other governmental agency, the Dow Jones "tape" or the Wall Street Journal or some other publication of general circulation, and after sufficient time has passed so that the information has been disseminated widely

C. Penalties for Insider Trading

Penalties for trading on or communicating material nonpublic information are severe, both for individuals involved in such unlawful conduct and their employers. A person can be subject to some or all of the penalties below even if he or she does not personally benefit from the violation. Penalties include:

- civil injunctions;
- treble damages;
- disgorgement of profits;
- jail sentences;
- fines for the person who committed the violation of up to three times the profit gained or loss avoided, whether or not the person actually benefited; and
- fines for the employer or other controlling person of up to the greater of \$1,000,000, or three times the amount of the profit gained or loss avoided.

In addition, any violation of this policy statement can be expected to result in serious sanctions by Calvert, up to and including dismissal of the persons involved.

A. Identifying Inside Information

Before a Calvert employee executes any trade for him/herself or on behalf of others, including investment companies managed by Calvert, in the securities of a company about which the employee may have potential inside information, the following questions should be considered:

(1) Is the information material? Is this information that an investor would consider important in making his or her investment decisions? Is this information that would substantially affect the market price of the securities if generally disclosed?

(2) Is the information nonpublic? How was the information obtained? To whom has this information been provided? Has the information been disseminated broadly to investors in the marketplace by being published in Reuters, The Wall Street Journal or other publications of general circulation? Is it on file with the Securities and Exchange Commission?

If, after consideration of the above, it is found that the information is material and nonpublic, or if there are questions as to whether the information is material and nonpublic, the following steps should be taken:

(1) Report the matter immediately to the Chief Compliance Officer or an attorney in the Legal Department.

(2) The securities should not be purchased or sold by the officer, director, trustee or employee for him/herself or on behalf of others, including investment companies managed by Calvert.

(3) The information should not be communicated inside or outside Calvert, other than to the Legal Department.

(4) After the issue has been reviewed, the Legal Department will instruct the officer, director, trustee, or employee as to whether to continue the prohibitions against trading and communication, or allowing the trade and communication of the information.

B. Contacts with Public Companies

For Calvert, contacts with public companies represent an important part of our research efforts. Calvert may make investment decisions on the basis of the firm's conclusions formed through such contacts and analysis of publicly available information. Difficult legal issues arise, however, when, in the course of these contacts, a Calvert employee or other person subject to this Policy Statement becomes aware of *material*, nonpublic information. This could happen, for example, if a company's chief financial officer prematurely discloses quarterly results to an analyst or an investor relation representative makes a selective disclosure of adverse news to a handful of investors. In such situation, Calvert must make a judgment as to its further conduct. For the protection of the company and its employees, the Legal Department should be contacted if an employee believes that he/she has received material, nonpublic information.

C. Tender Offers

Tender offers represent a particular concern in the law of insider trading for two reasons. First, tender offer activity often produces extraordinary gyrations in the price of the target company's securities. Trading during this time period is more likely to attract regulatory attention (and produces a disproportionate percentage of insider trading cases). Second, the SEC has adopted a rule which expressly forbids trading and "tipping" while in possession of material, nonpublic information regarding a tender offer received from the tender offer or, the target company or anyone acting

on behalf of either. Calvert employees and others subject to this Policy Statement should exercise particular caution any time they become aware of nonpublic information relating to a tender offer.

D. Education

Another aspect of Calvert's compliance procedures will be to keep Calvert personnel and other Access Persons informed. This memorandum serves as a basic primer on what constitutes inside information and periodic memoranda will be distributed, particularly when a significant case dealing with the subject has been decided.

All new employees will be given a copy of this statement and will be required to read it and agree to its conditions. All employees will be required to confirm their understanding and acknowledgment of the statement on an annual basis.

ATTACHMENT A

MEMORANDUM

TO: Legal Department; Compliance

FROM:

DATE:

RE: Pre-Clearance Approval of Access Person Trading in Securities

The following proposed security(ies) transaction(s) was (were) reviewed by the Chief Compliance Officer or his or her designee(s) Fund, or designated employee of the Advisor (Chief Investment Officer or Director of Research) pursuant to Calvert Group's Code of Ethics:

Name of Access Person:

Account Name/Number:

Security Name and Type:

Nature of Transaction: (purchase, sale or short sale):

Number of Shares or Par Amount of Bond:

Date Acquired (if a sale):

Whether the Security is Part of a Private Placement:

I have no knowledge of current holdings or pending transactions involving the above-referenced security(ies) in any of the portfolios of the Calvert Funds.

-

Signature of Access Person

-

Basis of Approval or Denial:

Chief Compliance Officer Fund or Advisor Designee Signature

ATTACHMENT B

ACCESS PERSONS SUBJECT TO PRECLEARANCE FOR SECURITIES TRANSACTIONS (INCLUDING PRIVATE PLACEMENTS)

Abdella Timaj
Abramo Michael
Agudelo Mauricio
Alsted Matthew
Ashton Geoffrey
Augustine Amy
Ballesteros Precious
Bartley Jason
Batalvi Fatima
Bauer Jack
Bautz Gerard
Becker Karen
Beltran Camilo
Bender Susan
Berg Jennifer
Binder Julia
Bolen Dawn
Brady Joseph
Broda Amy
Brown Toni
Cahoon Nicole
Cahoon Jr. George
Canadas Rodrigo
Chen Eugene
Cherney Keith
Cloyed Craig
Cooper Elvira
Cuttler Stephanie
Dailey Thomas
Dalheim Stuart
Daruwala Nilloufer
Davis Julie
De Costa Rachael

Donge Lily
Doyle Trudy
Duke Ivy
Dyson Christopher
Eames Anthony
Eisenacher Brian
Enderson Robert
Espinoza Joanne
Falci Steven
Faul Patrick
Frieder Julie
Fullenbaum Sheila
Ganesan Arvin
Gelsleichter Darlene
Gibson David
Glimcher Jennifer
Goldt Traci
Gomez Donna
Gomez Robert
Gorte Julie
Graybeal Karen
Graybeal Denise
Greenhow, Jr. Bernard
Grilli Leanne
Guevara Eleanor
Habeeb Gregory
Hairgrove William
Hale Steven
Hardy Norman
Hardy Brian
Harvey Colleen
Hawkins Norma
Hayes Daniel
Haynes Robert
Helbert Susan
Hennings Susan
Hill Mary
Himber Steven
Ho Hui Ping
Javaid Mohammad
Jenkins Candice
Jenkins Kristina
Jenkins Stephen
Johnson Corrine
Johnston Sean
Jones Linda
Kayal Alya
Kennedy Ellen
Kenney Bruce
Ketchel Holly
King Lancelot

Krumsiek Barbara
Le Vaca Elizabeth
Leach David
Lillie Edith
Lindo Joan
Littlejohn Tanya
Long Emmett
Lovins Melinda
Lowe Nancy
Madden Christopher
Masoud Rasmiya
Matosziuk Iii Edward
Mauge Carmen
Mc Cullough Patrice
McClellan David
Mcgleenan Diarmaid
Mcleod Kim
Metz Scott
Miller Gary
Montague C. Reed
Moore Matthew
Morris Jonathan
Morrison Alexander
Morrow David
Murphy, Jr. James
Nassirazadeh Roya
Natour Faris
Nell Antonia
Nichols John
Nienaber Lee
Noland Christine
Nottingham Matthew
O'boyle James
Ogbogu Benedict
O'leary Timothy
Orlofske Neil
Pandohie Errol
Papier Darrile
Parks Charles
Peoples Shirley
Perkins Jeanine
Perry Robert
Plemmons Kendra
Pollard Jonas
Quinn, Jr. Francis
Ramsey Dorothy
Rieben David
Rine Walter
Roby Tacy Paul
Rochat David
Ross Laurent

Roy Catherine
Rutkowski Roseann
Santos Christopher
Sbar Sonya
Schipske Chris
Schneider Tracy
Segue Stephanie
Shed, Jr. Christopher
Simpson Patrick
Sims Tonya
Smith Mark
Smith Alison
Smith Alexander
Stanley Reginald
Staten Grace
Stewart Patricia
Stout Dale
Tambellini Paul
Tartikoff William
Taylor William
Teske Christine
Tosini Suzanne
Toussaint Jennifer
Van Voorhis Jodi
Vanorder Stephen
Walls, Jr. James
Wambach Terry
Watson Pamela
Will Christopher
Williams Tanya
Wire Marguerite
Wolfsheimer Ronald
Woods, Jr. Larry
Yardeni Dawn
Yoon Steven
Young Stanley
Young Heather
Yugas Jr Michael
Zelenko Jacqueline

DIRECTORS/TRUSTEES SUBJECT PRE-CLEARANCE SOLELY FOR INVESTMENTS IN PRIVATE
PLACEMENTS

Director/Trustee Members of the Special Equities Committee of the Board of Directors/Trustees

Silby, Wayne
Guffey, John
Jones, Joy
Morris, Sydney
Roy, Rustum

ATTACHMENT C

Initial and Annual Disclosure
of Securities Holdings

Rule 17j-1 under the Investment Company Act of 1940 requires you to provide to Calvert an "Initial Holdings Report" within 10 days of becoming an Access Person and with an "Annual Holdings Report" on an annual basis thereafter. Information on the Initial and Annual Disclosure of Securities Holdings must be current as of a date *no more than 45 days before the date the report is submitted*.

Accordingly, please fill in the following requested information (or attach a copy of your most recent statement) for each broker, dealer or bank with which you maintain an **Employee Related Account** and all **Securities**

Please list all Employee Related Accounts and Securities below:

Name of Account Holder	Name of Broker, Dealer or Bank	Account Number	Name of Issuer	No. Shares or Principal Amount (if fixed income)
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

PLEASE ATTACH ADDITIONAL PAGES IF NECESSARY

_____ Attached are duplicate brokerage statements disclosing all Securities holdings as of the month-end of my first month of employment at Calvert, or year-end as of _____.

_____ I do not currently maintain any **Employee Related Account**² nor have I acquired any Beneficial Interest in **Securities**³ for the year-end _____.

ATTACHMENT C (cont'd)

Initial and Annual Disclosure
of Securities Holdings
(cont'd)

Please provide the following information relating to Open-End Mutual Fund accounts and any account(s) in which you have Beneficial Interest but over which you exercise no investment discretion or control.

Name of Account Holder

Name of Broker, Dealer or Bank

Account No.

_____	_____	_____
_____	_____	_____

_____ I do not currently maintain any Open-End Mutual Fund accounts or any account(s) in which I have Beneficial Interest but do not exercise investment discretion or control.

Signature: _____ Date: _____

Print Name: _____

Statement of Confidentiality

The Calvert Legal/Compliance Department recognizes the sensitive nature of all materials disclosed for reporting purposes. Direct access to any personal information is limited to Legal/Compliance personnel; however, all account information is subject to regulatory review. The trade confirmations of persons other than disinterested directors or trustees may be disclosed to other senior officers of the Fund or to legal counsel as deemed necessary for compliance purposes and to otherwise administer the Code of Ethics.

All information provided to the Compliance Department is kept in a secured location to protect confidentiality.

ATTACHMENT D

Form Letter Requesting Broker, Dealer, Investment Adviser, Bank
Of Other Financial Institution to Forward Duplicate Confirmations
Of Trades and Periodic Account Statements

Date

*Name and
Address of Broker*

Re: *Name of Access Person and Account Number(s)*

Dear Sir or Madam:

I am associated with the Calvert Group, and in my capacity there, am required to disclose my personal investments. I have a Beneficial Interest in and/or discretionary control over the above-referenced account(s). In accordance with Rule 407 of the NYSE please forward duplicate confirmations of each transaction in the account(s) and periodic account statements to:

Chief Compliance Officer
For account of *Access Person*
Calvert Group
4550 Montgomery Ave.
Suite 1000N
Bethesda, MD 20814

Additionally, please disregard any prior requests concerning duplicate confirmations and statements in the above-referenced account(s).

Very truly yours,

Name of Access Person

SIGNATURE PAGE

CODE OF ETHICS AND INSIDER TRADING POLICY AND PROCEDURES
ACKNOWLEDGEMENT FORM

I have read and understand Calvert Group's Code of Ethics and Insider Trading Policy and Procedures and will comply in all respects with such procedures.

Signature Date

Print Name