

NUVEEN AMT-FREE MUNICIPAL INCOME FUND
Form N-Q
March 30, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number 811-21213

Nuveen AMT-Free Municipal Income Fund
(Exact name of registrant as specified in charter)

Nuveen Investments
333 West Wacker Drive, Chicago, Illinois 60606
(Address of principal executive offices) (Zip code)

Kevin J. McCarthy
Vice President and Secretary
333 West Wacker Drive, Chicago, Illinois 60606
(Name and address of agent for service)

Registrant's telephone number, including area code: 312-917-7700

Date of fiscal year end: 10/31

Date of reporting period: 1/31/12

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

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Item 1. Schedule of Investments

Portfolio of Investments (Unaudited)
 Nuveen AMT-Free Municipal Income Fund (NEA)
 January 31, 2012

| Principal Amount (000) | Description (1) | Optional Call Provisions (2) | Ratings (3) | Value |
|---------------------------|---|---------------------------------|----------------|--------------|
| | Alabama – 6.0% (4.1% of Total Investments) | | | |
| \$ 1,000 | Alabama Special Care Facilities Financing Authority, Revenue Bonds, Ascension Health, Series 2006C-2, 5.000%, 11/15/36 (UB) | 11/16 at 100.00 | AA+ | \$ 1,050,470 |
| 5,655 | Colbert County-Northwest Health Care Authority, Alabama, Revenue Bonds, Helen Keller Hospital, Series 2003, 5.750%, 6/01/27 | 6/13 at 101.00 | Ba1 | 5,114,325 |
| 3,100 | Huntsville Healthcare Authority, Alabama, Revenue Bonds, Series 1998A, 5.400%, 6/01/22 (Pre-refunded 5/14/12) – NPFQ Insured | 5/12 at 102.00 | A2 (4) | 3,208,376 |
| 6,280 | Jefferson County, Alabama, Sewer Revenue Capital Improvement Warrants, Series 2002D, 5.000%, 2/01/32 (Pre-refunded 8/01/12) – FGIC Insured (5) | 8/12 at 100.00 | Aaa | 6,426,952 |
| 4,500 | Sheffield, Alabama, Electric Revenue Bonds, Series 2003, 5.500%, 7/01/29 – AMBAC Insured | 7/13 at 100.00 | Aa3 | 4,647,510 |
| 20,535 | Total Alabama | | | 20,447,633 |
| | Arizona – 5.4% (3.7% of Total Investments) | | | |
| 10,000 | Maricopa County Pollution Control Corporation, Arizona, Revenue Bonds, Arizona Public Service Company – Palo Verde Project, Series 2002A, 5.050%, 5/01/29 – AMBAC Insured | 11/12 at 100.00 | BBB | 10,086,900 |
| 6,545 | Phoenix, Arizona, Civic Improvement Revenue Bonds, Civic Plaza, Series 2005B, 0.000%, 7/01/37 – FGIC Insured | No Opt. Call | AA | 6,994,052 |
| 1,250 | Scottsdale Industrial Development Authority, Arizona, Hospital Revenue Bonds, Scottsdale Healthcare, Series 2006C. Re-offering, 5.000%, 9/01/35 – AGC Insured | 9/20 at 100.00 | AA– | 1,350,863 |
| 17,795 | Total Arizona | | | 18,431,815 |
| | California – 21.2% (14.4% of Total Investments) | | | |
| 26,300 | California State Public Works Board, Lease Revenue Bonds, Department of General Services, Capital East End Project, Series 2002A, 5.000%, 12/01/27 – AMBAC Insured | 12/12 at 100.00 | A2 | 26,603,765 |
| 250 | California State, General Obligation Bonds, Series 2002, 5.250%, 4/01/30 – SYNCORA GTY Insured | 4/12 at 100.00 | A1 | 251,088 |
| 5 | California State, General Obligation Bonds, Series 2004, 5.000%, 4/01/31 – AMBAC Insured | 4/14 at 100.00 | A1 | 5,240 |
| 7,495 | | | AA+ (4) | 8,250,871 |

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| | California State, General Obligation Bonds, Series 2004, 5.000%, 4/01/31 (Pre-refunded 4/01/14) – AMBAC Insured | 4/14 at 100.00 | | |
| 2,910 | Cathedral City Public Financing Authority, California, Tax Allocation Bonds, Housing Set-Aside, Series 2002D, 5.000%, 8/01/26 – NPMFG Insured | 8/12 at 102.00 | A | 2,947,888 |
| 8,060 | Golden State Tobacco Securitization Corporation, California, Enhanced Tobacco Settlement Asset-Backed Revenue Bonds, Series 2005A, 5.000%, 6/01/35 – FGIC Insured | 6/15 at 100.00 | A2 | 8,099,978 |
| | Golden State Tobacco Securitization Corporation, California, Tobacco Settlement Asset-Backed Bonds, Series 2007A-1: | | | |
| 2,375 | 4.500%, 6/01/27 | 6/17 at 100.00 | B | 1,947,191 |
| 500 | 5.000%, 6/01/33 | 6/17 at 100.00 | B– | 374,580 |
| 250 | 5.125%, 6/01/47 | 6/17 at 100.00 | B– | 170,303 |
| 2,370 | Irvine Public Facilities and Infrastructure Authority, California, Assessment Revenue Bonds, Series 2003C, 5.000%, 9/02/23 – AMBAC Insured | 9/13 at 100.00 | N/R | 2,411,831 |
| 4,000 | Montara Sanitation District, California, General Obligation Bonds, Series 2003, 5.000%, 8/01/28 – FGIC Insured | 8/13 at 100.00 | AA– | 4,052,200 |
| | Plumas County, California, Certificates of Participation, Capital Improvement Program, Series 2003A: | | | |
| 1,130 | 5.250%, 6/01/19 – AMBAC Insured | 6/13 at 101.00 | A | 1,175,279 |
| 1,255 | 5.250%, 6/01/21 – AMBAC Insured | 6/13 at 101.00 | A | 1,299,553 |
| 1,210 | Redding Joint Powers Financing Authority, California, Lease Revenue Bonds, Capital Improvement Projects, Series 2003A, 5.000%, 3/01/23 – AMBAC Insured | 3/13 at 100.00 | A | 1,211,476 |
| 3,750 | Sacramento Municipal Utility District, California, Electric Revenue Bonds, Series 2003R, 5.000%, 8/15/28 – NPMFG Insured | 8/13 at 100.00 | A+ | 3,897,863 |
| 1,500 | San Diego Community College District, California, General Obligation Bonds, Series 2003A, 5.000%, 5/01/28 – AGM Insured | 5/13 at 100.00 | AA+ | 1,564,200 |
| 1,055 | Turlock Irrigation District, California, Certificates of Participation, Series 2003A, 5.000%, 1/01/28 – NPMFG Insured | 1/13 at 100.00 | A | 1,066,310 |
| 6,300 | University of California, General Revenue Bonds, Series 2003, 5.000%, 5/15/33 – AMBAC Insured (UB) | 5/13 at 100.00 | Aa1 | 6,565,482 |
| 70,715 | Total California Colorado – 5.0% (3.4% of Total Investments) Bowles Metropolitan District, Colorado, General Obligation Bonds, Series 2003: | | | 71,895,098 |

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| 4,300 | 5.500%, 12/01/23 – AGM Insured | 12/13 at 100.00 | AA– | 4,593,776 |
| 3,750 | 5.500%, 12/01/28 – AGM Insured | 12/13 at 100.00 | AA– | 3,905,963 |
| 1,450 | Colorado Educational and Cultural Facilities Authority, Charter School Revenue Bonds, Peak-to-Peak Charter School, Series 2004, 5.250%, 8/15/24 – SYNCORA GTY Insured | 8/14 at 100.00 | A | 1,509,146 |
| 4,500 | Colorado Health Facilities Authority, Colorado, Revenue Bonds, Catholic Health Initiatives, Series 2006C-1, Trust 1090, 15.276%, 10/01/41 – AGM Insured (IF) (6) | 4/18 at 100.00 | AA | 5,305,320 |
| 3,000 | E-470 Public Highway Authority, Colorado, Senior Revenue Bonds, Series 2000B, 0.000%, 9/01/30 – NPFPG Insured | No Opt. Call | BBB | 1,008,150 |
| 2,900 | E-470 Public Highway Authority, Colorado, Toll Revenue Bonds, Series 2004A, 0.000%, 9/01/34 – NPFPG Insured | No Opt. Call | BBB | 712,849 |
| 19,900 | Total Colorado | | | 17,035,204 |
| | District of Columbia – 2.3% (1.6% of Total Investments) | | | |
| 7,000 | District of Columbia, Revenue Bonds, Georgetown University, Series 2007, 0.000%, 4/01/40 – AMBAC Insured | 4/21 at 100.00 | A– | 5,260,640 |
| 7,000 | Metropolitan Washington Airports Authority, Virginia, Dulles Toll Road Revenue Bonds, Capital Appreciation Series 2009B-2, 0.000%, 10/01/36 – AGC Insured | No Opt. Call | AA– | 1,906,030 |
| 665 | Washington Convention Center Authority, District of Columbia, Dedicated Tax Revenue Bonds, Tender Option Bond Trust 1606, 11.636%, 10/01/30 – AMBAC Insured (IF) | 10/16 at 100.00 | AA+ | 758,433 |
| 14,665 | Total District of Columbia | | | 7,925,103 |
| | Florida – 20.5% (14.0% of Total Investments) | | | |
| 1,000 | Bay County, Florida, Water System Revenue Bonds, Series 2005, 5.000%, 9/01/25 – AMBAC Insured | 9/15 at 100.00 | A1 | 1,072,300 |
| 1,500 | Clay County, Florida, Utility System Revenue Bonds, Series 2007: 5.000%, 11/01/27 – SYNCORA GTY Insured (UB) | 11/17 at 100.00 | Aa2 | 1,645,500 |
| 3,000 | 5.000%, 11/01/32 – SYNCORA GTY Insured (UB) | 11/17 at 100.00 | Aa2 | 3,234,810 |
| 400 | Collier County, Florida, Capital Improvement Revenue Bonds, Series 2005, 5.000%, 10/01/23 (Pre-refunded 10/01/14) – NPFPG Insured | 10/14 at 100.00 | AA– (4) | 447,904 |
| 565 | Escambia County, Florida, Sales Tax Revenue Refunding Bonds, Series 2002, 5.250%, 10/01/17 – AMBAC Insured | 10/12 at 101.00 | A+ | 587,662 |
| 435 | Escambia County, Florida, Sales Tax Revenue Refunding Bonds, Series 2002, 5.250%, 10/01/17 (Pre-refunded 10/01/12) – AMBAC Insured | 10/12 at 101.00 | A1 (4) | 454,044 |
| 1,525 | Fernandina Beach, Florida, Utility Acquisition and Improvement Revenue Bonds, Series 2003, 5.000%, 9/01/23 – FGIC Insured | 9/13 at 100.00 | BBB | 1,542,507 |

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| 500 | Flagler County, Florida, Capital Improvement Revenue Bonds, Series 2005, 5.000%, 10/01/30 – NPDFG Insured | 10/15 at 100.00 | A | 525,310 |
| 105 | Florida Housing Finance Agency, GNMA Collateralized Home Ownership Revenue Refunding Bonds, Series 1987G-1, 8.595%, 11/01/17 | No Opt. Call | AA+ | 113,860 |
| 2,500 | Florida State Board of Education, Public Education Capital Outlay Bonds, Series 2008, Trust 2929, 17.200%, 12/01/16 – AGC Insured (IF) | No Opt. Call | AAA | 3,511,325 |
| 2,240 | FSU Financial Assistance Inc., Florida, General Revenue Bonds, Educational and Athletic Facilities Improvements, Series 2004, 5.000%, 10/01/14 – AMBAC Insured | No Opt. Call | A1 | 2,474,237 |
| 2,000 | Greater Orlando Aviation Authority, Florida, Airport Facilities Revenue Bonds, Series 2002A, 5.125%, 10/01/32 (Pre-refunded 10/01/12) – AGM Insured | 10/12 at 100.00 | AA– (4) | 2,065,920 |
| 105 | Greater Orlando Aviation Authority, Florida, Airport Facilities Revenue Refunding Bonds, Series 2003A, 5.000%, 10/01/17 – AGM Insured | 10/13 at 100.00 | AA– | 111,572 |
| 350 | Halifax Hospital Medical Center, Florida, Revenue Bonds, Series 2006, 5.500%, 6/01/38 – AGM Insured | 6/18 at 100.00 | AA– | 373,149 |
| 1,765 | Highlands County Health Facilities Authority, Florida, Hospital Revenue Bonds, Adventist Health System, Series 2005D, 5.000%, 11/15/35 – NPDFG Insured | 11/15 at 100.00 | AA– | 1,823,563 |
| 180 | Highlands County Health Facilities Authority, Florida, Hospital Revenue Bonds, Adventist Health System, Series 2005D, 5.000%, 11/15/35 (Pre-refunded 11/15/15) – NPDFG Insured | 11/15 at 100.00 | AA– (4) | 209,036 |
| 3,500 | Highlands County Health Facilities Authority, Florida, Hospital Revenue Bonds, Adventist Health System/Sunbelt Obligated Group, Series 2003D, 5.875%, 11/15/29 (Pre-refunded 11/15/13) | 11/13 at 100.00 | N/R (4) | 3,828,300 |
| 1,500 | Hillsborough County School Board, Florida, Certificates of Participation, Series 2003, 5.000%, 7/01/29 – NPDFG Insured | 7/13 at 100.00 | Aa2 | 1,537,170 |
| 2,270 | Jacksonville, Florida, Local Government Sales Tax Revenue Refunding and Improvement Bonds, Series 2002, 5.375%, 10/01/18 – FGIC Insured | 10/12 at 100.00 | AA+ | 2,334,899 |
| 2,265 | Lakeland, Florida, Utility Tax Revenue Bonds, Series 2003B, 5.000%, 10/01/20 – AMBAC Insured | 10/12 at 100.00 | N/R | 2,294,626 |
| 1,730 | Lee County, Florida, Transportation Facilities Revenue Bonds, Series 2004B, 5.000%, 10/01/22 – AMBAC Insured | 10/14 at 100.00 | A– | 1,846,983 |
| 500 | Lee Memorial Health System, Florida, Hospital Revenue Bonds, Series 2007A, 5.000%, 4/01/32 – NPDFG Insured | 4/17 at 100.00 | A | 514,050 |
| 3,000 | Marco Island, Florida, Water Utility System Revenue Bonds, Series 2003, 5.000%, 10/01/27 – NPDFG Insured | 10/13 at 100.00 | Aa3 | 3,092,760 |

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| 500 | Miami-Dade County, Florida, Water and Sewer System Revenue Bonds, Refunding Series 2008B, 5.250%, 10/01/22 – AGM Insured | No Opt. Call | Aa2 | 634,085 |
| 2,000 | Miami-Dade County, Florida, Water and Sewer System Revenue Bonds, Series 1999A, 5.000%, 10/01/29 – FGIC Insured | 4/12 at 100.00 | Aa2 | 2,003,200 |
| 2,000 | Orange County, Florida, Sales Tax Revenue Bonds, Series 2002A, 5.125%, 1/01/17 – FGIC Insured | 1/13 at 100.00 | AA | 2,081,180 |
| 1,500 | Orange County, Florida, Sales Tax Revenue Bonds, Series 2002B, 5.125%, 1/01/32 – FGIC Insured | 1/13 at 100.00 | AA | 1,548,945 |
| 3,335 | Palm Bay, Florida, Local Optional Gas Tax Revenue Bonds, Series 2004, 5.250%, 10/01/20 – NPFPG Insured | 10/14 at 100.00 | AA– | 3,678,005 |
| 1,095 | Palm Bay, Florida, Utility System Revenue Bonds, Series 2004, 5.250%, 10/01/20 – NPFPG Insured | 10/14 at 100.00 | Aa3 | 1,212,154 |
| 2,670 | Palm Beach County School Board, Florida, Certificates of Participation, Series 2002D, 5.000%, 8/01/28 – AGM Insured | 8/12 at 100.00 | AA– | 2,716,538 |
| 3,000 | Pinellas County Health Facilities Authority, Florida, Revenue Bonds, Baycare Health System, Series 2003: 5.500%, 11/15/27 (Pre-refunded 5/15/13) | 5/13 at 100.00 | Aa3 (4) | 3,202,950 |
| 2,800 | 5.750%, 11/15/27 (Pre-refunded 5/15/13) | 5/13 at 100.00 | Aa3 (4) | 2,998,408 |
| 1,000 | Port Saint Lucie, Florida, Special Assessment Revenue Bonds, Southwest Annexation District 1B, Series 2007, 5.000%, 7/01/33 – NPFPG Insured | 7/17 at 100.00 | BBB | 1,023,280 |
| 2,115 | Port St. Lucie, Florida, Sales Tax Revenue Bonds, Series 2003, 5.000%, 9/01/23 (Pre-refunded 9/01/13) – NPFPG Insured | 9/13 at 100.00 | A+ (4) | 2,269,480 |
| 450 | Port St. Lucie, Florida, Utility System Revenue Bonds, Refunding Series 2009, 5.250%, 9/01/35 – AGC Insured | 9/18 at 100.00 | AA– | 494,406 |
| 4,000 | Saint Lucie County School Board, Florida, Certificates of Participation, Master Lease Program, Series 2004A, 5.000%, 7/01/24 – AGM Insured | 7/14 at 100.00 | AA– | 4,190,280 |
| 1,500 | South Miami Health Facilities Authority, Florida, Hospital Revenue Bonds, Baptist Health Systems of South Florida, Series 2003, 5.200%, 11/15/28 (Pre-refunded 2/01/13) | 2/13 at 100.00 | Aaa | 1,574,235 |
| 1,730 | St. John’s County, Florida, Sales Tax Revenue Bonds, Series 2004A, 5.000%, 10/01/24 – AMBAC Insured | 10/14 at 100.00 | A+ | 1,846,619 |
| 1,200 | Tamarac, Florida, Utility System Revenue Bonds, Series 2009, 5.000%, 10/01/39 – AGC Insured | 10/19 at 100.00 | Aa2 | 1,329,852 |
| 1,250 | Volusia County Educational Facilities Authority, Florida, Revenue Refunding Bonds, Embry-Riddle Aeronautical University, Series 2003, 5.200%, 10/15/33 – RAAI Insured | 10/13 at 100.00 | Baa2 | 1,253,738 |
| 65,080 | Total Florida | | | 69,698,842 |

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| Georgia – 2.4% (1.7% of Total Investments) | | | | |
| 3,000 | Atlanta, Georgia, Water and Wastewater Revenue Bonds, Series 2009B, 5.375%, 11/01/39 – AGM Insured | 11/19 at 100.00 | AA– | 3,342,120 |
| 1,410 | DeKalb County, Georgia, Water and Sewer Revenue Bonds, Series 2006A, 5.000%, 10/01/35 – AGM Insured | 10/16 at 100.00 | Aa2 | 1,492,485 |
| 1,825 | Metropolitan Atlanta Rapid Transit Authority, Georgia, Sales Tax Revenue Bonds, Second Indenture Series 2002, 5.000%, 7/01/32 (Pre-refunded 1/01/13) – NPPG Insured | 1/13 at 100.00 | AA+ (4) | 1,905,264 |
| 1,450 | Valdosta and Lowndes County Hospital Authority, Georgia, Revenue Certificates, South Georgia Medical Center Project, Series 2011B, 5.000%, 10/01/41 | 10/21 at 100.00 | Aa2 | 1,546,643 |
| 7,685 | Total Georgia | | | 8,286,512 |
| Illinois – 6.1% (4.1% of Total Investments) | | | | |
| 4,000 | Bolingbrook, Illinois, General Obligation Refunding Bonds, Series 2002B, 0.000%, 1/01/34 – FGIC Insured | No Opt. Call | Aa3 | 1,261,560 |
| 5,000 | Chicago, Illinois, General Airport Revenue Bonds, O’Hare International Airport, Third Lien Refunding Series 2010C, 5.250%, 1/01/35 – AGC Insured | No Opt. Call | AA– | 5,507,650 |
| 1,635 | Cook County School District 145, Arbor Park, Illinois, General Obligation Bonds, Series 2004: 5.125%, 12/01/20 – AGM Insured | 12/14 at 100.00 | Aa3 | 1,764,214 |
| 1,465 | Cook County School District 145, Arbor Park, Illinois, General Obligation Bonds, Series 2004: 5.125%, 12/01/23 – AGM Insured | 12/14 at 100.00 | Aa3 | 1,561,763 |
| 1,650 | 5.125%, 12/01/20 – AGM Insured (ETM) | 12/14 at 100.00 | Aa3 (4) | 1,807,757 |
| 1,475 | 5.125%, 12/01/23 – AGM Insured (ETM) | 12/14 at 100.00 | Aa3 (4) | 1,594,195 |
| 2,500 | Illinois Health Facilities Authority, Revenue Bonds, Lake Forest Hospital, Series 2003, 5.250%, 7/01/23 | 7/13 at 100.00 | AA+ | 2,581,775 |
| 13,300 | Metropolitan Pier and Exposition Authority, Illinois, Revenue Bonds, McCormick Place Expansion Project, Capital Appreciation Refunding Series 2010B-1: 0.000%, 6/15/45 – AGM Insured | No Opt. Call | AAA | 2,185,722 |
| 15,000 | 0.000%, 6/15/46 – AGM Insured | No Opt. Call | AAA | 2,327,400 |
| 46,025 | Total Illinois | | | 20,592,036 |
| Indiana – 6.8% (4.6% of Total Investments) | | | | |
| 2,500 | Evansville, Indiana, Sewerage Works Revenue Refunding Bonds, Series 2003A, 5.000%, 7/01/23 – AMBAC Insured | 7/13 at 100.00 | A1 | 2,627,775 |
| 2,190 | Indiana Bond Bank, Advance Purchase Funding Bonds, Common School Fund, Series 2003B, 5.000%, | 8/13 at 100.00 | BBB | 2,286,886 |

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| | 8/01/19 – NPFG Insured | | | |
| 1,860 | Indiana Municipal Power Agency, Power Supply Revenue Bonds, Series 2007A, 5.000%, 1/01/42 – NPFG Insured | 1/17 at 100.00 | A+ | 1,963,025 |
| 1,000 | Indiana University, Student Fee Revenue Bonds, Series 2003O, 5.000%, 8/01/22 (Pre-refunded 8/01/13) – FGIC Insured | 8/13 at 100.00 | Aaa | 1,071,040 |
| 11,020 | IPS Multi-School Building Corporation, Indiana, First Mortgage Revenue Bonds, Series 2003: 5.000%, 7/15/19 (Pre-refunded 7/15/13) – NPFG Insured | 7/13 at 100.00 | AA (4) | 11,781,262 |
| 3,000 | 5.000%, 7/15/20 (Pre-refunded 7/15/13) – NPFG Insured | 7/13 at 100.00 | AA (4) | 3,207,240 |
| 21,570 | Total Indiana | | | 22,937,228 |
| | Kansas – 1.6% (1.1% of Total Investments) | | | |
| 5,000 | Kansas Development Finance Authority, Board of Regents, Revenue Bonds, Scientific Research and Development Facilities Projects, Series 2003C, Reg S, 5.000%, 10/01/22 – AMBAC Insured | 4/13 at 102.00 | AA | 5,342,700 |
| | Kentucky – 0.3% (0.2% of Total Investments) | | | |
| 985 | Kentucky State Property and Buildings Commission, Revenue Refunding Bonds, Project 77, Series 2003, 5.000%, 8/01/23 (Pre-refunded 8/01/13) – NPFG Insured | 8/13 at 100.00 | Aa3 (4) | 1,054,974 |
| | Louisiana – 2.4% (1.6% of Total Investments) | | | |
| 2,000 | Louisiana State, Gasoline and Fuels Tax Revenue Bonds, Second Lien Series 2010B, 5.000%, 5/01/45 | 5/20 at 100.00 | AA | 2,211,000 |
| 5,785 | New Orleans, Louisiana, General Obligation Refunding Bonds, Series 2002, 5.300%, 12/01/27 – FGIC Insured | 12/12 at 100.00 | A3 | 5,946,286 |
| 7,785 | Total Louisiana | | | 8,157,286 |
| | Massachusetts – 0.3% (0.2% of Total Investments) | | | |
| 1,125 | Massachusetts Development Finance Authority, Revenue Bonds, Middlesex School, Series 2003, 5.125%, 9/01/23 | 9/13 at 100.00 | A1 | 1,167,244 |
| | Michigan – 8.7% (5.9% of Total Investments) | | | |
| 6,130 | Detroit, Michigan, Senior Lien Water Supply System Revenue Bonds, Series 2003A, 5.000%, 7/01/23 (Pre-refunded 7/01/13) – NPFG Insured | 7/13 at 100.00 | A+ (4) | 6,541,017 |
| 4,465 | Detroit, Michigan, Senior Lien Water Supply System Revenue Refunding Bonds, Series 2003C, 5.000%, 7/01/22 – NPFG Insured | 7/13 at 100.00 | A+ | 4,552,916 |
| | Michigan State Hospital Finance Authority, Revenue Bonds, Trinity Health Care Group Series 2006A: | | | |
| 180 | 5.000%, 12/01/31 (Pre-refunded 12/01/16) (UB) | 12/16 at 100.00 | N/R (4) | 216,245 |
| 820 | 5.000%, 12/01/31 (UB) | 12/16 at 100.00 | AA | 862,107 |
| 10,800 | Michigan Strategic Fund, Limited Obligation Resource Recovery Revenue Refunding Bonds, Detroit | 12/12 at 100.00 | BBB+ | 10,914,480 |

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| | Edison Company, Series 2002D, 5.250%, 12/15/32 – SYNCORA GTY Insured | | | |
| 6,500 | Wayne Charter County, Michigan, Limited Tax General Obligation Airport Hotel Revenue Bonds, | 12/12 at 100.00 | BBB+ | 6,526,130 |
| | Detroit Metropolitan Wayne County Airport, Series 2001A, 5.000%, 12/01/30 – NPFPG Insured | | | |
| 28,895 | Total Michigan | | | 29,612,895 |
| | Missouri – 0.9% (0.6% of Total Investments) | | | |
| 240 | Clay County Public School District 53, Liberty, Missouri, General Obligation Bonds, Series | 3/14 at 100.00 | AA+ | 260,170 |
| | 2004, 5.250%, 3/01/24 – AGM Insured | | | |
| 215 | Clay County Public School District 53, Liberty, Missouri, General Obligation Bonds, Series | 3/14 at 100.00 | AA+ | 233,883 |
| | 2004, 5.250%, 3/01/23 – AGM Insured | | | |
| | Clay County Public School District 53, Liberty, Missouri, General Obligation Bonds, Series 2004: | | | |
| 1,110 | 5.250%, 3/01/23 (Pre-refunded 3/01/14) – AGM Insured | 3/14 at 100.00 | AA+ (4) | 1,223,020 |
| 1,260 | 5.250%, 3/01/24 (Pre-refunded 3/01/14) – AGM Insured | 3/14 at 100.00 | AA+ (4) | 1,388,293 |
| 2,825 | Total Missouri | | | 3,105,366 |
| | Nebraska – 1.5% (1.1% of Total Investments) | | | |
| 5,000 | Lincoln, Nebraska, Sanitary Sewerage System Revenue Refunding Bonds, Series 2003, 5.000%, | 6/13 at 100.00 | AA+ | 5,234,600 |
| | 6/15/28 – NPFPG Insured | | | |
| | New Jersey – 0.3% (0.2% of Total Investments) | | | |
| 1,030 | Tobacco Settlement Financing Corporation, New Jersey, Tobacco Settlement Asset-Backed Bonds, | 6/17 at 100.00 | B1 | 967,510 |
| | Series 2007-1A, 4.500%, 6/01/23 | | | |
| | New Mexico – 0.6% (0.4% of Total Investments) | | | |
| 1,975 | New Mexico State University, Revenue Bonds, Series 2004, 5.000%, 4/01/19 – AMBAC Insured | 4/14 at 100.00 | AA | 2,146,687 |
| | New York – 10.2% (6.9% of Total Investments) | | | |
| 650 | Hudson Yards Infrastructure Corporation, New York, Revenue Bonds, Senior Fiscal 2012 Series | No Opt. Call | A | 735,826 |
| | 2011A, 5.750%, 2/15/47 | | | |
| 2,020 | Hudson Yards Infrastructure Corporation, New York, Revenue Bonds, Series 2006A, 4.500%, | 2/17 at 100.00 | A | 2,004,103 |
| | 2/15/47 – NPFPG Insured | | | |
| 25,000 | Metropolitan Transportation Authority, New York, Transportation Revenue Refunding Bonds, | 11/12 at 100.00 | A | 25,673,250 |
| | Series 2002F, 5.000%, 11/15/31 – NPFPG Insured | | | |
| 1,850 | New York State Urban Development Corporation, Service Contract Revenue Bonds, Series 2005B, | 3/15 at 100.00 | AAA | 2,057,367 |
| | 5.000%, 3/15/25 – AGM Insured (UB) | | | |
| 3,335 | New York State Urban Development Corporation, State Personal Income Tax Revenue Bonds, Tender | 3/17 at 100.00 | AAA | 4,142,604 |
| | Option Bond Trust 09-6W, 13.716%, 3/15/37 (IF) (6) | | | |
| 32,855 | Total New York | | | 34,613,150 |
| | North Carolina – 2.8% (1.9% of Total Investments) | | | |

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| 8,700 | North Carolina Medical Care Commission, Revenue Bonds, Maria Parham Medical Center, Series 2003, 5.375%, 10/01/33 (Pre-refunded 10/01/13) – RAAI Insured Ohio – 2.1% (1.5% of Total Investments) | 10/13 at 100.00 | N/R (4) | 9,361,374 |
| 65 | Buckeye Tobacco Settlement Financing Authority, Ohio, Tobacco Settlement Asset-Backed Revenue Bonds, Senior Lien, Series 2007A-2: 5.125%, 6/01/24 | 6/17 at 100.00 | B– | 51,267 |
| 710 | 5.875%, 6/01/30 | 6/17 at 100.00 | B– | 552,217 |
| 685 | 5.750%, 6/01/34 | 6/17 at 100.00 | B– | 510,072 |
| 1,570 | 5.875%, 6/01/47 | 6/17 at 100.00 | B– | 1,166,730 |
| 4,000 | Middletown City School District, Butler County, Ohio, General Obligation Bonds, Refunding Series 2007, 5.250%, 12/01/31 – AGM Insured | No Opt. Call | Aa3 | 5,011,280 |
| 7,030 | Total Ohio | | | 7,291,566 |
| 1,000 | Oklahoma – 0.3% (0.2% of Total Investments) Oklahoma Capitol Improvement Authority, State Facilities Revenue Bonds, Series 2005F, 5.000%, 7/01/24 – AMBAC Insured | 7/15 at 100.00 | AA | 1,117,730 |
| 8,350 | Oregon – 2.5% (1.7% of Total Investments) Oregon Health Sciences University, Revenue Bonds, Series 2002A, 5.000%, 7/01/32 – NPMFG Insured | 1/13 at 100.00 | A1 | 8,447,862 |
| 3,000 | Pennsylvania – 7.4% (5.0% of Total Investments) Lehigh County General Purpose Authority, Pennsylvania, Hospital Revenue Bonds, St. Luke’s Hospital of Bethlehem, Series 2003, 5.375%, 8/15/33 (Pre-refunded 8/15/13) | 8/13 at 100.00 | AA+ (4) | 3,233,130 |
| 3,500 | Pennsylvania Turnpike Commission, Turnpike Subordinate Revenue Bonds, Series 2009C, 0.000%, 6/01/33 – AGM Insured | 6/26 at 100.00 | AA– | 3,324,090 |
| 2,000 | Philadelphia Gas Works, Pennsylvania, Revenue Bonds, General Ordinance, Fourth Series 1998, 5.000%, 8/01/32 – AGM Insured | 8/13 at 100.00 | AA– | 2,029,280 |
| 925 | Philadelphia, Pennsylvania, Water and Wastewater Revenue Bonds, Series 1997A, 5.125%, 8/01/27 – AMBAC Insured (ETM) | No Opt. Call | A1 (4) | 1,082,417 |
| 1,350 | Pittsburgh and Allegheny County Sports and Exhibition Authority, Pennsylvania, Sales Tax Revenue Bonds, Refunding Series 2010, 5.000%, 2/01/31 – AGM Insured | 8/20 at 100.00 | AA– | 1,501,443 |
| 13,000 | State Public School Building Authority, Pennsylvania, Lease Revenue Bonds, Philadelphia School District, Series 2003, 5.000%, 6/01/33 (Pre-refunded 6/01/13) – AGM Insured | 6/13 at 100.00 | AA+ (4) | 13,825,370 |
| 23,775 | Total Pennsylvania | | | 24,995,730 |
| 1,000 | Puerto Rico – 1.4% (1.0% of Total Investments) | | AA– (4) | 1,030,730 |

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| | Puerto Rico Electric Power Authority, Power Revenue Bonds, Series 2002II, 5.125%, 7/01/26 (Pre-refunded 7/01/12) – AGM Insured | 7/12 at 101.00 | | |
| 8,480 | Puerto Rico Sales Tax Financing Corporation, Sales Tax Revenue Bonds, Senior Series 2011C, 0.000%, 8/01/39 | No Opt. Call | Aa2 | 1,988,051 |
| 10,350 | Puerto Rico Sales Tax Financing Corporation, Sales Tax Revenue Bonds, Series 2007A, 0.000%, 8/01/43 – NPFPG Insured | No Opt. Call | Aa2 | 1,854,824 |
| 19,830 | Total Puerto Rico | | | 4,873,605 |
| | South Carolina – 5.4% (3.7% of Total Investments) | | | |
| 5,000 | Florence County, South Carolina, Hospital Revenue Bonds, McLeod Regional Medical Center, Series 2004A, 5.250%, 11/01/23 – AGM Insured | 11/14 at 100.00 | AA– | 5,306,850 |
| | Greenville County School District, South Carolina, Installment Purchase Revenue Bonds, Series 2003: | | | |
| 3,000 | 5.000%, 12/01/22 (UB) | 12/13 at 100.00 | AA | 3,161,190 |
| 1,785 | 5.000%, 12/01/23 (UB) | 12/13 at 100.00 | AA | 1,875,589 |
| 8,000 | South Carolina Transportation Infrastructure Bank, Revenue Bonds, Series 2002A, 5.000%, 10/01/33 – AMBAC Insured | 10/12 at 100.00 | A1 | 8,085,680 |
| 17,785 | Total South Carolina | | | 18,429,309 |
| | Texas – 6.3% (4.3% of Total Investments) | | | |
| 1,885 | Bexar County, Texas, Venue Project Revenue Bonds, Refunding Series 2010, 5.500%, 8/15/49 – AGM Insured | 8/19 at 100.00 | AA– | 2,086,299 |
| | Grand Prairie Independent School District, Dallas County, Texas, General Obligation Bonds, Series 2003: | | | |
| 1,660 | 5.375%, 2/15/26 (Pre-refunded 2/15/13) – AGM Insured | 2/13 at 100.00 | AA+ (4) | 1,749,192 |
| 12,500 | 5.125%, 2/15/31 (Pre-refunded 2/15/13) – AGM Insured | 2/13 at 100.00 | AA+ (4) | 13,139,250 |
| 2,000 | Houston, Texas, First Lien Combined Utility System Revenue Bonds, Series 2004A, 5.250%, 5/15/25 – NPFPG Insured | 5/14 at 100.00 | AA | 2,182,060 |
| 20 | Houston, Texas, General Obligation Refunding Bonds, Series 2002, 5.250%, 3/01/20 (Pre-refunded 3/01/12) – NPFPG Insured | 3/12 at 100.00 | AA (4) | 20,084 |
| 2,145 | North Fort Bend Water Authority, Texas, Water System Revenue Bonds, Series 2011, 5.000%, 12/15/36 – AGM Insured | 12/21 at 100.00 | AA– | 2,315,721 |
| 20,210 | Total Texas | | | 21,492,606 |
| | Virginia – 0.5% (0.3% of Total Investments) | | | |
| 1,500 | Hampton, Virginia, Revenue Bonds, Convention Center Project, Series 2002, 5.125%, 1/15/28 (Pre-refunded 1/15/13) – AMBAC Insured | 1/13 at 100.00 | Aa3 (4) | 1,569,255 |
| | Washington – 9.3% (6.3% of Total Investments) | | | |

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| 4,945 | Broadway Office Properties, King County, Washington, Lease Revenue Bonds, Washington Project, Series 2002, 5.000%, 12/01/31 – NPFG Insured | 12/12 at 100.00 | AAA | 5,012,301 |
| 5,250 | Chelan County Public Utility District 1, Washington, Hydro Consolidated System Revenue Bonds, Series 2002C, 5.125%, 7/01/33 (Pre-refunded 7/01/12) – AMBAC Insured | 7/12 at 100.00 | AA (4) | 5,358,623 |
| 5,000 | King County, Washington, Sewer Revenue Bonds, Series 2006-2, 13.594%, 1/01/26 – AGM Insured (IF) | 1/17 at 100.00 | AA+ | 6,596,450 |
| 2,135 | Kitsap County Consolidated Housing Authority, Washington, Revenue Bonds, Bremerton Government Center, Series 2003, 5.000%, 7/01/23 – NPFG Insured | 7/13 at 100.00 | Aa3 | 2,202,914 |
| 1,935 | Pierce County School District 343, Dieringer, Washington, General Obligation Refunding Bonds, Series 2003, 5.250%, 12/01/17 (Pre-refunded 6/01/13) – FGIC Insured | 6/13 at 100.00 | Aa1 (4) | 2,064,297 |
| 9,670 | Washington State, General Obligation Bonds, Series 2003D, 5.000%, 12/01/21 (Pre-refunded 6/01/13) – NPFG Insured | 6/13 at 100.00 | AA+ (4) | 10,283,948 |
| 28,935 | Total Washington | | | 31,518,533 |
| | West Virginia – 1.0% (0.7% of Total Investments) | | | |
| 3,000 | West Virginia State Building Commission, Lease Revenue Refunding Bonds, Regional Jail and Corrections Facility, Series 1998A, 5.375%, 7/01/21 – AMBAC Insured | No Opt. Call | N/R | 3,363,420 |
| | Wisconsin – 5.3% (3.6% of Total Investments) | | | |
| 1,190 | Sun Prairie Area School District, Dane County, Wisconsin, General Obligation Bonds, Series 2004C, 5.250%, 3/01/24 – AGM Insured | 3/14 at 100.00 | Aa2 | 1,288,651 |
| 4,605 | Wisconsin Health and Educational Facilities Authority, Revenue Bonds, Franciscan Sisters of Christian Charity Healthcare Ministry, Series 2003A, 5.875%, 9/01/33 (Pre-refunded 9/01/13) | 9/13 at 100.00 | BBB+ (4) | 4,997,208 |
| 2,670 | Wisconsin Health and Educational Facilities Authority, Revenue Bonds, Meriter Hospital Inc., Series 1992A, 6.000%, 12/01/22 – FGIC Insured | No Opt. Call | A1 | 3,319,795 |
| 3,600 | Wisconsin Health and Educational Facilities Authority, Revenue Bonds, Wheaton Franciscan Services Inc., Series 2003A, 5.125%, 8/15/33 | 8/13 at 100.00 | BBB+ | 3,581,313 |
| 4,750 | Wisconsin Health and Educational Facilities Authority, Revenue Refunding Bonds, Wausau Hospital Inc., Series 1998A, 5.125%, 8/15/20 – AMBAC Insured | 8/20 at 100.00 | A | 4,757,787 |
| 16,815 | Total Wisconsin | | | 17,944,754 |
| \$ | | | | |
| 528,375 | Total Investments (cost \$469,356,094) – 146.8% | | | 499,057,627 |
| | Floating Rate Obligations – (3.8%) | | | (13,040,000) |
| | MuniFund Term Preferred Shares, at Liquidation Value – (24.4%) (7) | | | (83,000,000) |
| | Variable Rate MuniFund Term Preferred Shares, at Liquidation Value – (19.9%) (7) | | | (67,600,000) |

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| | |
|---|-------------|
| Other Assets Less Liabilities – 1.3% | 4,487,869 |
| | \$ |
| Net Assets Applicable to Common Shares – 100% | 339,905,496 |

Fair Value Measurements

Fair value is defined as the price that the Fund would receive upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

Level 1 – Quoted prices in active markets for identical securities.

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

Level 3 – Significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risk associated with investing in those securities. The following is a summary of the Fund's fair value measurements as of January 31, 2012:

| | Level 1 | Level 2 | Level 3 | Total |
|-----------------|---------|---------------|---------|---------------|
| Investments: | | | | |
| Municipal Bonds | \$— | \$499,057,627 | \$— | \$499,057,627 |

During the period ended January 31, 2012, the Fund recognized no significant transfers to or from Level 1, Level 2 or Level 3.

Income Tax Information

The following information is presented on an income tax basis. Differences between amounts for financial statement and federal income tax purposes are primarily due to timing differences in recognizing taxable market discount, timing differences in recognizing certain gains and losses on investment transactions and the treatment of investments in inverse floating rate securities reflected as financing transactions, if any. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

At January 31, 2012, the cost of investments was \$458,412,650.

Gross unrealized appreciation and gross unrealized depreciation of investments at January 31, 2012, were as follows:

| | |
|--|--------------|
| Gross unrealized: | |
| Appreciation | \$31,827,838 |
| Depreciation | (4,220,339) |
| Net unrealized appreciation (depreciation) of investments | \$27,607,499 |

- (1) All percentages shown in the Portfolio of Investments are based on net assets applicable to Common shareholders otherwise noted.
- (2) Optional Call Provisions: Dates (month and year) and prices of the earliest optional call or redemption. There may be other call provisions at varying prices at later dates. Certain mortgage-backed securities may be subject to periodic principal paydowns.
- (3) Ratings: Using the highest of Standard & Poor's Group ("Standard & Poor's"), Moody's Investors Service, Inc. ("Moody's") or Fitch, Inc. ("Fitch") rating. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
- (4) Backed by an escrow or trust containing sufficient U.S. Government or U.S. Government agency securities, which ensure the timely payment of principal and interest. Certain bonds backed by U.S. Government or agency securities are regarded as having an implied rating equal to the rating of such securities.
- (5) At or subsequent to the end of the reporting period, this security is non-income producing. Non-income producing security, in the case of a bond, generally denotes that the issuer has (1) defaulted on the payment of principal or interest, (2) is under the protection of the Federal Bankruptcy Court or (3) the Fund's Adviser has concluded that the issue is not likely to meet its future interest payment obligations and has directed the Fund's custodian to cease accruing additional income on the Fund's records.
- (6) Investment, or portion of investment, has been pledged to collateralize the net payment obligations for investments in inverse floating rate transactions.
- (7) MuniFund Term Preferred Shares and Variable Rate MuniFund Term Preferred Shares, at Liquidation Value as a percentage of Total Investments are 16.6% and 13.5%, respectively.

N/R Not rated.

(ETM) Escrowed to maturity.

(IF) Inverse floating rate investment.

(UB) Underlying bond of an inverse floating rate trust relected as a financing transaction.

Item 2. Controls and Procedures.

- a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).

- b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: See EX-99 CERT attached hereto.

SIGNATURES

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

(Registrant) Nuveen AMT-Free Municipal Income Fund

By (Signature and Title) /s/ Kevin J. McCarthy
Kevin J. McCarthy
Vice President and Secretary

Date March 30, 2012

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

By (Signature and Title) /s/ Gifford R. Zimmerman
Gifford R. Zimmerman
Chief Administrative Officer (principal executive officer)

Date March 30, 2012

By (Signature and Title) /s/ Stephen D. Foy
Stephen D. Foy
Vice President and Controller (principal financial officer)

Date March 30, 2012