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NUVEEN QUALITY PREFERRED INCOME FUND 2  
Form N-CSR  
March 07, 2008

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-21137  
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Nuveen Quality Preferred Income Fund 2  
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(Exact name of registrant as specified in charter)

Nuveen Investments  
333 West Wacker Drive  
Chicago, IL 60606  
-----

(Address of principal executive offices) (Zip code)

Kevin J. McCarthy  
Nuveen Investments  
333 West Wacker Drive  
Chicago, IL 60606  
-----

(Name and address of agent for service)

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

Date of fiscal year end: December 31  
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Date of reporting period: December 31, 2007  
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Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR 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 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. ss. 3507.

ITEM 1. REPORTS TO SHAREHOLDERS

Annual Report  
DECEMBER 31, 2007

Nuveen Investments  
CLOSED-END FUNDS

NUVEEN QUALITY  
PREFERRED INCOME  
FUND  
JTP

NUVEEN QUALITY  
PREFERRED INCOME  
FUND 2  
JPS

NUVEEN QUALITY  
PREFERRED INCOME  
FUND 3  
JHP

High Current Income from a Portfolio of  
Investment-Grade Preferred Securities

NUVEEN INVESTMENTS LOGO

Life is complex.

Nuveen  
makes things  
e-simple.

-----  
It only takes a minute to sign up  
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Nuveen.

NUVEEN INVESTMENTS LOGO

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Chairman's  
LETTER TO SHAREHOLDERS

(TIMOTHY  
SCHWERTFEGER  
PHOTO)

Timothy R. Schwertfeger

Chairman of the Board

Dear Shareholder:

Once again, I am pleased to report that over the twelve-month period covered by this report your Fund continued to provide you with attractive income. For more details about the management strategy and performance of your Fund, please read the Portfolio Managers' Comments, the Distribution and Share Price Information, and the Performance Overview sections of this report.

With the recent volatility in the stock market, many have begun to wonder which way the market is headed, and whether they need to adjust their holdings of investments. No one knows what the future will bring, which is why we think a well-balanced portfolio that is structured and carefully monitored with the help of an investment professional is an important component in achieving your long-term financial goals. A well-diversified portfolio may actually help to reduce your overall investment risk, and we believe that investments like your Nuveen Investments Fund can be important building blocks in a portfolio crafted to perform well through a variety of market conditions.

We are grateful that you have chosen us as a partner as you pursue your financial goals and we look forward to continuing to earn your trust in the months and years ahead. At Nuveen Investments, our mission continues to be to assist you and your financial advisor by offering investment services and products that can help you to secure your financial objectives.

Sincerely,

(TIMOTHY SCHWERTFEGER SIG)

Timothy R. Schwertfeger  
Chairman of the Board  
February 15, 2008

Portfolio Managers' COMMENTS

NUVEEN INVESTMENTS CLOSED-END FUNDS      JTP, JPS, JHP

The Nuveen Quality Preferred Income Funds are sub-advised by a team of specialists at Spectrum Asset Management, an affiliate of Principal Capital (SM). Mark Lieb, Bernie Sussman and Phil Jacoby, who have more than 50 years of combined experience in the preferred securities markets, lead the team and have managed the Funds since their inceptions in 2002. Here Mark, Bernie and Phil talk about market conditions, their management strategy and the performance of each Fund for the twelve-month period ended December 31, 2007.

WHAT WERE THE GENERAL ECONOMIC CONDITIONS AND MARKET TRENDS DURING THE ANNUAL REPORTING PERIOD ENDED DECEMBER 31, 2007?

During the first part of the period, equities generally performed well as favorable corporate earnings and export-driven economic growth were sufficient to offset some growing anxiety over the deteriorating housing and mortgage

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markets. The second half of the period was dominated by concerns about the impact of sub-prime mortgage defaults and fears of a recession, especially as the sub-prime market's impact began to spread beyond mortgage lenders to international and domestic money center banks and other financial institutions. When August data began to show the potential for a severely weakening economy, the Federal Reserve cut the widely followed short-term fed funds rate by a half a percentage point in September, by another quarter of a point in October and yet another quarter point in December. (On January 22 and 29, 2008, after the close of this reporting period, the Federal Reserve cut the fed funds rate by a combined 1.25%, bringing the rate to 3.00%.)

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Discussions of specific investments are for illustrative purposes only and are not intended as recommendations of individual investments. The views expressed in this commentary represent those of the portfolio managers as of the date of this report and are subject to change at any time, based on market conditions and other factors. The Funds disclaim any obligation to advise shareholders of such changes.  
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The financial services sector volatility caused by the sub-prime mortgage crisis severely impacted the preferred securities market, especially in the second half of the year. With over 70% of preferred securities coming from issuers in the financial service sector, the fourth quarter of 2007 was the worst quarter on record for the \$25 par market. These securities, as well as \$1000 par capital market preferreds, experienced heavy selling (exacerbated by year-end tax loss selling) late in 2007, as the Merrill Lynch Preferred Stock Hybrid Securities Index fell by more than 9% in the fourth quarter alone. Fannie Mae sold \$7 billion of a \$25 par issue, Freddie Mac offered \$6 billion of a similar structure, and Citigroup issued \$3.5 billion of \$1000 par preferred securities. Given the total size and number of all the transactions and the negative market environment in which they were offered, new issues needed to be "priced to sell." While this ensured that most of the issuance was well received, it caused large price declines among existing securities in the secondary market as yields needed to adjust to reflect the new reality created by the most recent offerings. Overall there was about

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\$40 billion of new supply in the fourth quarter. Preferred issuance reached \$120.6 billion in 2007, a new record.

WHAT KEY STRATEGIES WERE USED TO MANAGE THE FUNDS DURING THIS REPORTING PERIOD?

Although all the Funds had to contend with a relatively heavy number of calls during this period, we strove to maintain an approximate 60/40 portfolio mix between the \$25 par (retail driven) sector and the \$1000 par capital securities (institutionally driven) sector. We started 2007 buying mainly \$25 par securities, but six months later we were purchasing more capital securities as the relative attractiveness between the two sectors had shifted.

Beginning in August, the sub-prime mortgage crisis began to take its toll on the preferred market. In particular, the \$25 par market experienced an unusually high sell-off. With approximately 55% of the each Fund allocated to \$25 par securities, our management options were constrained by the near breakdown of the market. In addition, with over 70% of all preferreds issued by firms in the financial service sector, securities that seemed to present attractive buying opportunities saw their immediate-term prospects overwhelmed by the massive selling pressure affecting the entire market.

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While we did have some opportunities to buy attractively priced preferred stock issued by certain U.S. government agencies, we were disappointed by what we considered to be their relatively weak call protection. We felt that too many non-traditional preferred securities buyers were willing to give up call protection at the very time that the issuers had no choice but to provide it if buyers insisted. As a result, when the new issues were announced the secondary markets experienced large price declines. We were able to buy some agency issues at discounts, which we believed would benefit the Funds' earnings and returns in the future. We also had one of our busiest days on the last trading day of 2007 when the availability of some deep discounts allowed the Funds to buy at bargain prices.

### HOW DID THE FUNDS PERFORM OVER THIS TWELVE-MONTH PERIOD?

The performance of JTP, JPS and JHP, as well as their comparative indices and benchmarks, are presented in the accompanying table.

Average Annual Total Returns on Net Asset Value  
For the periods ended 12/31/07

	1-Year -----	5-Year -----
JTP	-15.32%	3.80%
JPS	-14.32%	4.02%
JHP	-16.01%	3.04%
Lehman Brothers Aggregate Bond Index(1)	6.97%	4.42%
Comparative Benchmark(2)	-8.6%	3.12%

-----  
Past performance does not guarantee future results. Current performance may be higher or lower than the data shown.  
Returns do not reflect the deduction of taxes that shareholders may have to pay on Fund distributions or upon the sale of Fund shares. For additional information, see the individual Performance Overview for your Fund in this report.  
-----

For the twelve months ended December 31, 2007, the total returns on net asset value for all three Funds underperformed the unleveraged, unmanaged Lehman Brothers Aggregate Bond Index and their comparative benchmark. The comparative benchmark's negative return shows clearly that 2007 presented a very challenging and unforgiving market environment. The Fund's underperformance relative to the benchmark was primarily due to their use of financial leverage. Over the past year, leverage tended to exacerbate the price declines suffered by the Funds' holdings. However, leverage is a strategy the Funds have used since their inception and, as the five-year returns show, has made a positive contribution to net performance over time. We believe this strategy will continue to provide opportunities for enhanced distributions and total returns in the future.

In addition to leverage, the Funds were all negatively affected by the heavy

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selling of financial services sector securities in the third and fourth quarters of 2007. As noted, the fourth quarter was the worst quarter on record for \$25 par securities, and the Funds' exposure to this retail-oriented market hurt their absolute and relative performance as the \$25 par market significantly underperformed the institutionally oriented \$1000 par market.

-----  
1 The Lehman Brothers Aggregate Bond Index is an unmanaged index that includes all investment-grade, publicly issued, fixed-rate, dollar denominated, nonconvertible debt issues and commercial mortgage backed securities with maturities of at least one year and outstanding par values of \$150 million or more. Index returns do not include the effects of any sales charges or management fees. It is not possible to invest directly in an index.

2 Comparative benchmark performance is a blended return consisting of: 1) 55% of the Merrill Lynch Preferred Stock Hybrid Securities Index, an unmanaged index of investment-grade, exchange traded preferred stocks with outstanding market values of at least \$30 million and at least one year to maturity; and 2) 45% of the Lehman Tier 1 Capital Securities Index, an unmanaged index that includes securities that can generally be viewed as hybrid fixed-income securities that either receive regulatory capital treatment or a degree of "equity credit" from a rating agency.  
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### RECENT DEVELOPMENTS IN THE AUCTION RATE PREFERRED MARKETS

During February 2008, after the close of this reporting period, regularly scheduled auctions for the FundPreferred(R) shares issued by your Fund began attracting more shares for sale than offers to buy. This meant that these auctions "failed to clear," and that many FundPreferred shareholders who wanted to sell their shares in these auctions were unable to do so. It is important to note this decline in liquidity did not lower the credit quality of these shares, and that FundPreferred shareholders unable to sell their shares received distributions at the "maximum rate" calculated in accordance with the pre-established terms of the FundPreferred stock. At the time this report was prepared, the Funds' managers could not predict when future auctions might succeed in attracting sufficient buyers for the shares offered. The Funds' managers are working diligently to develop mechanisms designed to improve the liquidity of the FundPreferred shares, but at present there is no assurance that those efforts will succeed.

These developments do not affect the management or investment policies of the Funds. However, one implication of these auction failures for common shareholders is that the Funds' cost of leverage will be higher than it otherwise would have been had the auctions been successful. As a result, the Funds' future common share earnings may be marginally lower than they otherwise might have been.

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Common Share

Distribution and Share Price

INFORMATION

The Funds employ financial leverage through the issuance of FundPreferred shares. Financial leverage provides the potential for higher earnings (net investment income), total returns and distributions over time, but -as noted earlier- also increases the variability of common shareholders' net asset value per share in response to changing market conditions. Financial leverage contributed positively to the Funds' common share net earnings over the

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reporting period, but detracted from the Funds' overall common share net total return.

All three Funds declared monthly common share distributions over the course of the period, including two common share distribution decreases in March and September. In addition, JPS declared a long-term capital gains distribution in April of \$0.0437 per share.

During certain periods, the Funds may pay dividends at a rate that may be more or less than the amount of net investment income actually earned by the Funds during the period. If a Fund has cumulatively earned more than it has paid in dividends, it holds excess in reserve as undistributed net investment income (UNII) as part of the Fund's NAV. Conversely, if a Fund has cumulatively paid dividends in excess of earnings, the excess constitutes negative UNII that is likewise reflected in a Funds's NAV. As of December 31, 2007, JPS had a negative UNII balance for financial statement purposes and a zero balance for tax purposes, while JTP and JHP had positive UNII balances for financial statement purposes and zero balances for tax purposes.

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The following table provides information regarding each Fund's common share distributions and total return performance for the fiscal year ended December 31, 2007. The distribution information is presented on a tax basis rather than on a generally accepted accounting principles (GAAP) basis. This information is intended to help you better understand whether the Funds' returns for the specified time period were sufficient to meet each Funds' distributions.

As of 12/31/07 (Common Shares)	JTP	JPS	JHP
Inception date	6/25/02	9/24/02	12/18/02
Calendar year:			
Per share distribution:			
From net investment income	\$0.93	\$1.04	\$0.93
From short-term capital gains	--	--	--
From long-term capital gains	--	0.04	--
From return of capital	0.09	0.04	0.10
Total per share distribution	\$1.02	\$1.12	\$1.03
Distribution rate on NAV	9.22%	9.68%	9.53%
Annualized total returns:			
1-year on NAV	-15.32%	-14.32%	-16.01%
5-year on NAV	3.80%	4.02%	3.04%
Since inception on NAV	3.30%	4.39%	3.02%

As of December 31, 2007, the Funds' shares were trading relative to their NAVs as shown in the accompanying table:

12/31/07 Discount	12-Month Average Discount

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JTP	-6.60%	-2.16%
JPS	-6.57%	-2.08%
JHP	-4.63%	-0.80%

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JTP  
PERFORMANCE  
OVERVIEW

Nuveen Quality  
Preferred Income  
Fund

as of December 31, 2007

PORTFOLIO ALLOCATION (AS A % OF TOTAL INVESTMENTS) (2)  
(PIE CHART)

U.S. Government and Agency Obligations	0.10
Corporate Bonds	0.80
Short-Term Investments	1.60
Investment Companies	3.50
Capital Preferred Securities	41.40
\$25 Par (or similar) Preferred Securities	52.60

2007 MONTHLY DISTRIBUTIONS PER COMMON SHARE  
(GRAPH)

Jan	0.090
Feb	0.090
Mar	0.086
Apr	0.086
May	0.086
Jun	0.086
Jul	0.086
Aug	0.086
Sep	0.081
Oct	0.081
Nov	0.081
Dec	0.081

COMMON SHARE PRICE PERFORMANCE -- WEEKLY CLOSING PRICE  
(GRAPH)

1/01/07	14.80
	14.69
	14.23
	14.05
	13.93
	14.08
	14.42



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	14.16
	14.31
	14.22
	14.06
	13.85
	14.14
	14.08
	14.18
	14.14
	14.08
	14.03
	14.04
	14.05
	13.98
	13.94
	14.16
	13.48
	13.35
	13.11
	13.12
	13.05
	12.86
	12.60
	12.33
	12.40
	12.06
	11.29
	12.13
	12.28
	12.45
	12.07
	12.07
	11.97
	12.11
	11.79
	11.53
	11.66
	11.46
	10.70
	10.32
	10.60
	11.16
	11.18
	10.58
	10.17
	10.32
12/31/07	10.33

FUND SNAPSHOT

-----	
Common Share Price	\$10.33
-----	
Common Share Net Asset Value	\$11.06
-----	
Premium/(Discount) to NAV	-6.60%
-----	

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Current Distribution Rate(1)	9.41%
-----	
Net Assets Applicable to Common Shares (\$000)	\$713,945
-----	

### AVERAGE ANNUAL TOTAL RETURN (INCEPTION 6/25/02)

	ON SHARE PRICE	ON NAV
-----		
1-Year	-24.60%	-15.32%
-----		
5-Year	0.79%	3.80%
-----		
Since Inception	1.38%	3.30%
-----		

### INDUSTRIES (AS A % OF TOTAL INVESTMENTS) (2)

Commercial Banks	31.2%
-----	
Insurance	19.1%
-----	
Real Estate/Mortgage	12.8%
-----	
Diversified Financial Services	9.8%
-----	
Capital Markets	9.1%
-----	
Media	3.7%
-----	
Investment Companies	3.5%
-----	
Short-Term Investments	1.6%
-----	
Other	9.2%
-----	

### TOP FIVE ISSUERS (3) (AS A % OF TOTAL INVESTMENTS)

ING Groep N.V.	3.1%
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Banco Santander Finance	2.9%
Deutsche Bank AG	2.9%
HSBC Holdings Public Limited Company	2.4%
AgFirst Farm Credit Bank	2.4%

1 Current Distribution Rate is based on the Fund's current annualized monthly distribution divided by the Fund's current market price. The Fund's monthly distributions to its shareholders may be comprised of ordinary income, net realized capital gains and, if at the end of the calendar year the Fund's cumulative net ordinary income and net realized gains are less than the amount of the Fund's distributions, a tax return of capital.

2 Excluding derivative transactions.

3 Excluding short-term investments and derivative transactions.

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JPS  
PERFORMANCE  
OVERVIEW

Nuveen Quality  
Preferred Income  
Fund 2

as of December 31, 2007

### PORTFOLIO ALLOCATION (AS A % OF TOTAL INVESTMENTS) (2) (PIE CHART)

U.S. Government and Agency Obligations	0.00
Corporate Bonds	0.40
Short-Term Investments	1.60
Investment Companies	3.30
Capital Preferred Securities	41.10
\$25 Par (or similar) Preferred Securities	53.60

### 2007 MONTHLY DISTRIBUTIONS PER COMMON SHARE (BAR CHART)

Jan	0.093
Feb	0.093
Mar	0.091
Apr	0.091
May	0.091
Jun	0.091
Jul	0.091
Aug	0.091
Sep	0.086
Oct	0.086
Nov	0.086

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Dec

0.086

COMMON SHARE PRICE PERFORMANCE -- WEEKLY CLOSING PRICE  
(LINE GRAPH)

1/01/07

15.12  
14.89  
14.55  
14.57  
14.45  
14.47  
14.83  
14.67  
14.95  
14.66  
14.52  
14.52  
14.86  
14.78  
14.82  
14.81  
14.70  
14.72  
14.62  
14.60  
14.60  
14.49  
14.71  
13.94  
13.90  
13.65  
13.79  
13.58  
13.41  
13.10  
12.78  
12.95  
12.55  
11.90  
12.69  
12.76  
12.91  
12.52  
12.63  
12.50  
12.68  
12.37  
12.09  
12.14  
11.97  
11.05  
10.76  
10.90  
11.59  
11.70  
11.22  
10.70  
10.91  
10.81

12/31/07

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## FUND SNAPSHOT

Common Share Price	\$10.81
Common Share Net Asset Value	\$11.57
Premium/(Discount) to NAV	-6.57%
Current Distribution Rate(1)	9.55%
Net Assets Applicable to Common Shares (\$000)	\$1,386,125

## AVERAGE ANNUAL TOTAL RETURN (INCEPTION 9/24/02)

	ON SHARE PRICE	ON NAV
1-Year	-22.24%	-14.32%
5-Year	2.35%	4.02%
Since Inception	2.51%	4.39%

## INDUSTRIES (AS A % OF TOTAL INVESTMENTS) (2)

Commercial Banks	31.7%
Insurance	18.9%
Real Estate/Mortgage	12.4%
Diversified Financial Services	9.6%
Capital Markets	8.1%
Media	3.4%

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Investment Companies	3.3%
-----	
Short-Term Investments	1.6%
-----	
Other	11.0%
-----	

TOP FIVE ISSUERS (3)  
(AS A % OF TOTAL INVESTMENTS)

Wachovia Corporation	3.5%
-----	
ING Groep N.V.	3.0%
-----	
Deutsche Bank AG	2.5%
-----	
Banco Santander Finance	2.4%
-----	
Aegon N.V.	2.3%
-----	

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- 2 Excluding derivative transactions.
- 3 Excluding short-term investments and derivative transactions.

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JHP  
PERFORMANCE  
OVERVIEW

Nuveen Quality  
Preferred Income  
Fund 3

as of December 31, 2007

PORTFOLIO ALLOCATION (AS A % OF TOTAL INVESTMENTS)  
(PIE CHART)

Corporate Bonds	0.40
Short-Term Investments	1.60
Investment Companies	4.00
Capital Preferred Securities	32.30
\$25 Par (or similar) Preferred Securities	61.70

2007 MONTHLY DISTRIBUTIONS PER COMMON SHARE

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(GRAPH)

Jan	0.0910
Feb	0.0910
Mar	0.0885
Apr	0.0885
May	0.0885
Jun	0.0885
Jul	0.0885
Aug	0.0885
Sep	0.0835
Oct	0.0835
Nov	0.0835
Dec	0.0835

COMMON SHARE PRICE PERFORMANCE -- WEEKLY CLOSING PRICE  
(GRAPH)

1/01/07	14.9200
	15.0000
	14.6700
	14.6500
	14.6000
	14.6600
	14.7100
	14.4300
	14.5300
	14.5400
	14.2800
	14.0200
	14.2600
	14.5100
	14.4200
	14.1700
	14.3400
	14.4300
	14.2900
	14.1600
	14.1200
	14.0600
	14.3900
	13.5900
	13.7400
	13.3300
	13.3500
	13.5100
	13.1600
	13.0800
	12.4100
	12.6499
	12.4000
	11.7700
	12.2600
	12.4300
	12.7100
	12.4500
	12.1500

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	12.4000
	12.3000
	12.0500
	11.6500
	11.7100
	11.5300
	10.8400
	10.3200
	10.6600
	11.6800
	12.0400
	10.8400
	10.7500
	10.6600
12/31/07	10.5100

FUND SNAPSHOT

Common Share Price	\$10.51
Common Share Net Asset Value	\$11.02
Premium/(Discount) to NAV	-4.63%
Current Distribution Rate(1)	9.53%
Net Assets Applicable to Common Shares (\$000)	\$261,081

AVERAGE ANNUAL TOTAL RETURN  
(INCEPTION 12/18/02)

	ON SHARE PRICE	ON NAV
1-Year	-23.61%	-16.01%
5-Year	1.31%	3.04%
Since Inception	1.30%	3.02%

INDUSTRIES  
(AS A % OF TOTAL INVESTMENTS) (2)



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Commercial Banks	26.2%
Insurance	18.3%
Real Estate/Mortgage	12.8%
Capital Markets	12.2%
Diversified Financial Services	10.6%
Investment Companies	4.0%
Media	3.4%
Short-Term Investments	1.6%
Other	10.9%

TOP FIVE ISSUERS (3)  
(AS A % OF TOTAL INVESTMENTS)

Wachovia Corporation	3.5%
ING Groep N.V.	3.4%
Deutsche Bank AG	2.9%
Protective Life Corporation	2.3%
Public Storage Inc.	2.2%

- 1 Current Distribution Rate is based on the Fund's current annualized monthly distribution divided by the Fund's current market price. The Fund's monthly distributions to its shareholders may be comprised of ordinary income, net realized capital gains and, if at the end of the calendar year the Fund's cumulative net ordinary income and net realized gains are less than the amount of the Fund's distributions, a tax return of capital.
- 2 Excluding derivative transactions.
- 3 Excluding short-term investments and derivative transactions.

### SHAREHOLDER MEETING REPORT

The special meeting of shareholders was held in the offices of Nuveen Investments on October 12, 2007; the meeting for Nuveen Quality Preferred Income Fund (JTP), Nuveen Quality Preferred Income Fund 2 (JPS) and Nuveen Quality Preferred Income Fund 3 was subsequently adjourned to October 22, 2007.

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	JTP	JPS
	Common and Preferred shares voting together as a class	Common and Preferred shares voting together as a class
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TO APPROVE A NEW INVESTMENT MANAGEMENT AGREEMENT:		
For	32,722,345	59,354,289
Against	1,589,151	3,549,189
Abstain	1,363,047	2,339,856
Broker Non-Votes	11,219,988	21,097,586
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Total	46,894,531	86,340,920
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TO APPROVE A NEW SUB-ADVISORY AGREEMENT BETWEEN NUVEEN ASSET MANAGEMENT AND SPECTRUM ASSET MANAGEMENT, INC.:		
For	32,521,263	58,987,728
Against	1,733,887	3,773,081
Abstain	1,419,393	2,482,525
Broker Non-Votes	11,219,988	21,097,586
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Total	46,894,531	86,340,920
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TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR:		
For	45,171,196	83,084,829
Against	803,757	1,531,120
Abstain	919,578	1,724,971
-----		
Total	46,894,531	86,340,920
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Report of INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

THE BOARD OF TRUSTEES AND SHAREHOLDERS  
 NUVEEN QUALITY PREFERRED INCOME FUND  
 NUVEEN QUALITY PREFERRED INCOME FUND 2  
 NUVEEN QUALITY PREFERRED INCOME FUND 3

We have audited the accompanying statements of assets and liabilities, including the portfolios of investments, of Nuveen Quality Preferred Income Fund, Nuveen Quality Preferred Income Fund 2 and Nuveen Quality Preferred Income Fund 3 (the "Funds") as of December 31, 2007, and the related statements of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for the periods indicated therein. These financial statements and financial highlights are the responsibility of the Funds' management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan

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and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Funds' internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Funds' internal control over financial reporting.

Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2007, by correspondence with the custodian and brokers. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial positions of Nuveen Quality Preferred Income Fund, Nuveen Quality Preferred Income Fund 2 and Nuveen Quality Preferred Income Fund 3 at December 31, 2007, the results of their operations for the year then ended, the changes in their net assets for each of the two years in the period then ended, and the financial highlights for the periods indicated therein in conformity with U.S. generally accepted accounting principles.

(ERNST & YOUNG LLP LOGO)

Chicago, Illinois  
February 26, 2008

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JTP

Nuveen Quality Preferred Income Fund  
Portfolio of INVESTMENTS

as of December 31, 2007

SHARES	DESCRIPTION (1)	COUPON
	\$25 PAR (OR SIMILAR) PREFERRED SECURITIES - 84.7% (52.7% OF TOTAL INVESTMENTS)	
	CAPITAL MARKETS - 9.7%	
40,358	Bear Stearns Capital Trust III	7.800%
252,247	BNY Capital Trust V, Series F	5.950%
1,258,400	Deutsche Bank Capital Funding Trust II	6.550%
5,000	Goldman Sachs Capital I (CORTS)	6.000%
15,700	Goldman Sachs Capital I, Series A (CORTS)	6.000%
7,400	Goldman Sachs Group Inc. (SATURNS)	5.750%
1,200	Goldman Sachs Group Inc., Series 2003-06 (SATURNS)	6.000%
14,000	Goldman Sachs Group Inc., Series 2004-04 (SATURNS)	6.000%
19,200	Goldman Sachs Group	6.000%

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	Inc., Series 2004-06 (SATURNS)	
26,500	Goldman Sachs Group Inc., Series GSC-3 (PPLUS)	6.000%
4,600	Goldman Sachs Group Inc., Series GSC-4 Class A (PPLUS)	6.000%
6,500	Goldman Sachs Group Inc., Series GSG-1 (PPLUS)	6.000%
108,649	Lehman Brothers Holdings Capital Trust III, Series K	6.375%
85,700	Lehman Brothers Holdings Capital Trust IV, Series L	6.375%
10,900	Lehman Brothers Holdings Capital Trust V, Series M	6.000%
84,920	Lehman Brothers Holdings Capital Trust VI, Series N	6.240%
122,413	Merrill Lynch Preferred Capital Trust III	7.000%
94,500	Merrill Lynch Preferred Capital Trust IV	7.120%
178,400	Merrill Lynch Preferred Capital Trust V	7.280%
169,526	Morgan Stanley Capital Trust III	6.250%
167,669	Morgan Stanley Capital Trust IV	6.250%
515,305	Morgan Stanley Capital Trust VI	6.600%
144,324	Morgan Stanley Capital Trust VII	6.600%
<hr/>		
	Total Capital Markets	
<hr/>		
	COMMERCIAL BANKS - 12.5%	
121,050	ABN AMRO Capital Fund Trust V	5.900%
105,400	ASBC Capital I	7.625%
18,900	BAC Capital Trust VIII	6.000%
8,400	BAC Capital Trust X	6.250%
83,021	Banco Santander Finance	6.410%
190,081	Banco Santander Finance, 144A	6.500%
206,386	Banco Santander Finance, 144A	6.800%
7,700	BancorpSouth Capital Trust I	8.150%
84,500	Banesto Holdings, Series A, 144A	10.500%
64,300	Bank One Capital Trust VI	7.200%
178,900	Barclays Bank PLC	7.750%
57,600	Barclays Bank PLC	7.100%
5,817	Barclays Bank PLC	6.625%
189,400	Citizens Funding Trust I	7.500%
116,800	Cobank ABC, 144A	7.000%

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252,500	Fifth Third Capital Trust VI	7.250%
13,000	Fleet Capital Trust VIII	7.200%
4,400	HSBC Finance Corporation	6.875%
91,915	KeyCorp Capital Trust IX	6.750%
859,900	National City Capital Trust II	6.625%
12,300	National City Capital Trust III	6.625%
200,000	PFCI Capital Corporation	7.750%
6,750	PNC Capital Trust	6.125%
80,633	Royal Bank of Scotland Group PLC, Series L	5.750%
224,762	Royal Bank of Scotland Group PLC, Series N	6.350%
88,739	Royal Bank of Scotland Group PLC, Series T	7.250%
10,000	Royal Bank of Scotland Group PLC	6.600%
23,600	USB Capital Trust XI	6.600%
29,760	VNB Capital Trust I	7.750%
85,000	Wachovia Capital Trust IX	6.375%
20,000	Wachovia Corporation	8.000%
238,800	Wells Fargo Capital Trust V	7.000%

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SHARES	DESCRIPTION (1)	COUPON
-----		
	COMMERCIAL BANKS (continued)	
18,925	Wells Fargo Capital Trust VII	5.850%
382,750	Zions Capital Trust B	8.000%
-----		
	Total Commercial Banks	
-----		
	COMPUTERS & PERIPHERALS - 0.0%	
2,996	IBM Inc., Trust Certificates, Series 2001-2	7.100%
1,500	IBM Trust IV (CORTS)	7.000%
-----		
	Total Computers & Peripherals	
-----		
	DIVERSIFIED FINANCIAL SERVICES - 11.7%	
42,600	Allied Capital Corporation	6.875%
599,640	BAC Capital Trust XII	6.875%
321,730	Citigroup Capital Trust VIII	6.950%
4,000	Citigroup Capital Trust IX	6.000%
11,500	Citigroup Capital XIV	6.875%
418,650	Citigroup Capital XV	6.500%

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30,900	Citigroup Capital XVI	6.450%
370,100	Citigroup Capital XIX	7.250%
295,700	Deutsche Bank Capital Funding Trust VIII	6.375%
4,100	General Electric Capital Corporation	6.450%
5,100	General Electric Capital Corporation	6.100%
100	General Electric Capital Corporation	5.875%
1,006,258	ING Groep N.V.	7.200%
569,000	ING Groep N.V.	7.050%
8,741	ING Groep N.V.	6.375%
8,800	JPMorgan Chase Capital Trust XI	5.875%
127,185	Royal Bank of Scotland Group PLC, Series R	6.125%
31,815	Royal Bank of Scotland Public Limited Company, Series 2006Q	6.750%

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Total Diversified  
Financial Services

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DIVERSIFIED TELECOMMUNICATION SERVICES - 0.6%

99,000	AT&T Inc.	6.375%
13,300	BellSouth Capital Funding (CORTS)	7.100%
74,635	BellSouth Corporation (CORTS)	7.000%
2,200	Verizon Communications (CORTS)	7.625%
12,200	Verizon Communications, Series 2004-1 (SATURNS)	6.125%
1,100	Verizon Global Funding Corporation Trust III, Series III (CORTS)	6.250%

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Total Diversified  
Telecommunication  
Services

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ELECTRIC UTILITIES - 2.1%

77,740	DTE Energy Trust I	7.800%
109,205	Entergy Louisiana LLC	7.600%
2,000	Entergy Mississippi Inc.	7.250%
78,400	FPL Group Capital Inc.	6.600%
400	Georgia Power Company	5.750%
36,500	National Rural Utilities Cooperative Finance Corporation	6.100%
15,125	National Rural Utilities Cooperative Finance Corporation	5.950%
111,500	PPL Energy Supply LLC	7.000%
191,400	Virginia Power Capital Trust	7.375%

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Total Electric Utilities

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FOOD PRODUCTS - 0.4%

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29,900	Dairy Farmers of America Inc., 144A,	7.875%
-----		
173,624	HOUSEHOLD DURABLES - 0.5% Pulte Homes Inc.	7.375%
-----		
	INSURANCE - 17.8%	
642,200	Ace Ltd., Series C	7.800%
14,840	Aegon N.V.	6.875%
1,161,650	Aegon N.V.	6.375%
75,053	AMBAC Financial Group Inc.	5.950%
44,000	AMBAC Financial Group Inc.	5.875%
354,600	American International Group	7.700%
15,500	Arch Capital Group Limited, Series B	7.785%
513,512	Arch Capital Group Limited	8.000%

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JTP  
Nuveen Quality Preferred Income Fund (continued)  
Portfolio of INVESTMENTS as of December 31, 2007

SHARES	DESCRIPTION (1)	COUPON
-----		
	INSURANCE (continued)	
382,400	Berkley WR Corporation, Capital Trust II	6.750%
216,600	Delphi Financial Group, Inc.	8.000%
229,900	Delphi Financial Group, Inc.	7.376%
466,600	EverestRe Capital Trust II	6.200%
4,000	Financial Security Assurance Holdings	6.875%
4,600	Financial Security Assurance Holdings	6.250%
34,500	Lincoln National Capital Trust VI	6.750%
265,920	Markel Corporation	7.500%
296,700	PartnerRe Limited, Series C	6.750%
77,700	PartnerRe Limited, Series D	6.500%
80,700	PLC Capital Trust III	7.500%
414,700	PLC Capital Trust IV	7.250%
7,900	PLC Capital Trust V	6.125%
20,200	Protective Life Corporation	7.250%
8,300	Prudential Financial Inc. (CORTS)	6.000%
264,265	Prudential PLC	6.750%

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284,502	RenaissanceRe Holdings Limited	6.600%
65,100	RenaissanceRe Holdings Limited, Series B	7.300%
-----		
	Total Insurance	
-----		
	IT SERVICES - 0.1%	
31,500	Vertex Industries Inc. (PPLUS)	7.625%
-----		
	MEDIA - 6.0%	
110,600	CBS Corporation	7.250%
167,800	CBS Corporation	6.750%
96,609	Comcast Corporation	7.000%
735,519	Comcast Corporation	7.000%
16,400	Comcast Corporation	6.625%
828,932	Viacom Inc.	6.850%
-----		
	Total Media	
-----		
	OIL, GAS & CONSUMABLE FUELS - 1.7%	
532,932	Nexen Inc.	7.350%
-----		
	PHARMACEUTICALS - 0.1%	
20,500	Bristol-Myers Squibb Company (CORTS)	6.250%
14,300	Bristol-Myers Squibb Company Trust (CORTS)	6.800%
-----		
	Total Pharmaceuticals	
-----		
	REAL ESTATE/MORTGAGE - 17.0%	
41,158	AMB Property Corporation, Series M	6.750%
196,300	AMB Property Corporation, Series P	6.850%
12,500	AvalonBay Communities, Inc., Series H	8.700%
30,100	Developers Diversified Realty Corporation	7.500%
47,300	Developers Diversified Realty Corporation, Series G	8.000%
406,800	Developers Diversified Realty Corporation, Series H	7.375%
155,700	Duke Realty Corporation, Series L	6.600%
51,700	Duke Realty Corporation, Series N	7.250%
279,400	First Industrial Realty Trust, Inc., Series J	7.250%
577,039	HRPT Properties Trust, Series B	8.750%
600,300	Kimco Realty Corporation, Series G	7.750%
3,600	Prologis Trust, Series F	6.750%
107,400	Prologis Trust, Series G	6.750%
455,900	PS Business Parks, Inc.	7.000%
57,970	PS Business Parks, Inc., Series I	6.875%



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240,000	PS Business Parks, Inc., Series L	7.600%
1,700	PS Business Parks, Inc., Series O	7.375%
4,000	Public Storage, Inc.	7.125%
17,100	Public Storage, Inc.	6.750%
64,800	Public Storage, Inc., Series C	6.600%
5,200	Public Storage, Inc., Series E	6.750%
59,400	Public Storage, Inc., Series F	6.450%
367,196	Public Storage, Inc., Series K	7.250%
95,200	Public Storage, Inc., Series M	6.625%
347,600	Public Storage, Inc., Series V	7.500%

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SHARES	DESCRIPTION (1)	COUPON
-----		
	REAL ESTATE/MORTGAGE (continued)	
3,371	Public Storage, Inc., Series X	6.450%
107,100	Public Storage, Inc., Series Y	6.850%
83,500	Realty Income Corporation	7.375%
110,400	Realty Income Corporation, Series E	6.750%
47,500	Regency Centers Corporation	7.450%
22,600	Regency Centers Corporation	7.250%
323,633	Vornado Realty Trust, Series G	6.625%
40,200	Vornado Realty Trust, Series H	6.750%
91,500	Vornado Realty Trust, Series I	6.625%
579,400	Wachovia Preferred Funding Corporation	7.250%
2,300	Weingarten Realty Trust, Series E	6.950%
-----		
	Total Real Estate/Mortgage	
-----		
	THRIFTS & MORTGAGE FINANCE - 2.7%	
13,400	Countrywide Capital Trust III (PPLUS)	8.050%
717,384	Countrywide Capital Trust IV	6.750%
792,505	Countrywide Capital Trust V	7.000%

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60,800	Harris Preferred Capital Corporation, Series A	7.375%
-----		
	Total Thrifts & Mortgage Finance	
-----		
19,300	U.S. AGENCY - 1.2% Federal Home Loan Mortgage Corporation	6.550%
77,000	Federal Home Loan Mortgage Corporation	8.375%
125,000	Federal National Mortgage Association	7.000%
-----		
	Total U.S. Agency	
-----		
159,700	WIRELESS TELECOMMUNICATION SERVICES - 0.6% United States Cellular Corporation	8.750%
-----		
	TOTAL \$25 PAR (OR SIMILAR) PREFERRED SECURITIES (COST \$715,539,654)	
=====		

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY
	CORPORATE BONDS - 1.3% (0.8% OF TOTAL INVESTMENTS) COMMERCIAL BANKS - 1.3%		
\$ 8,600	Swedbank ForeningsSparbanken AB, 144A	7.500%	9/27/49
\$ 8,600	TOTAL CORPORATE BONDS (COST \$9,387,889)		
=====			

PRINCIPAL AMOUNT (000) / SHARES	DESCRIPTION (1)	COUPON	MATURITY
	CAPITAL PREFERRED SECURITIES - 66.4% (41.3% OF TOTAL INVESTMENTS) CAPITAL MARKETS - 4.9%		
2,500	Bank of New York Capital I, Series B	7.970%	12/31/26
2,250	C.A. Preferred Fund Trust II	7.000%	10/30/49
8,250	C.A. Preferred Funding Trust	7.000%	1/30/49
11,400	Dresdner Funding Trust I, 144A	8.151%	6/30/31
1,900	MUFG Capital Finance 2	4.850%	7/25/56
2,000	Schwab Capital Trust I	7.500%	11/15/37
5,500	UBS Preferred Funding Trust I	8.622%	10/29/49
-----			
	Total Capital Markets		
-----			
4,000	COMMERCIAL BANKS - 36.6% AB Svensk Exportkredit,	6.375%	10/27/49

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19,850	144A Abbey National Capital Trust I	8.963%	6/30/50
23,000	AgFirst Farm Credit Bank	8.393%	12/15/16
3,000	AgFirst Farm Credit Bank	7.300%	12/15/53
2,500	Bank One Capital III	8.750%	9/01/30
1,500	BanPonce Trust I, Series A	8.327%	2/01/27
7,200	Barclays Bank PLC, 144A	8.550%	6/15/49
2,000	Barclays Bank PLC	7.434%	12/15/57
6,000	BBVA International Preferred S.A., Unipersonal	5.919%	10/18/49
2,000	BNP Paribas	7.195%	12/25/57

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JTP  
Nuveen Quality Preferred Income Fund (continued)  
Portfolio of INVESTMENTS as of December 31, 2007

PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION (1)	COUPON	MATURITY
	COMMERCIAL BANKS (continued)		
7,500	Capital One Capital IV Corporation	6.745%	2/17/37
2,000	CBG Florida REIT Corporation	7.114%	11/15/49
3,000	Centura Capital Trust I, 144A	8.845%	6/01/27
2,000	Corestates Capital Trust I, 144A	8.000%	12/15/26
1,700	DBS Capital Funding Corporation, 144A	7.657%	3/15/49
11,500	Den Norske Bank, 144A	7.729%	6/29/49
1,500	First Midwest Bancorp Inc.	6.950%	12/01/33
4,700	HBOS Capital Funding LP, Notes	6.850%	3/23/49
15,400	HBOS PLC, Series, 144A	6.413%	4/01/49
5,750	HSBC Capital Funding LP, 144A	9.547%	12/31/49
17,150	HSBC Capital Funding LP, Debt	10.176%	6/30/50
3,000	HTI Funding, GmbH	6.352%	6/30/57
13,000	KBC Bank Fund Trust III, 144A	9.860%	5/02/50
2,000	KeyCorp Capital III	7.750%	7/15/29
3,390	Lloyds TSB Bank PLC, Subordinated Note	6.900%	11/22/49
12,000	Mizuho Financial Group	8.375%	4/27/49
7,755	Nordbanken AB, 144A	8.950%	11/29/49
700	Northgroup Preferred Capital Corporation, 144A	6.378%	10/15/57

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2,000	Popular North American Capital Trust I	6.564%	9/15/34
17,500	Reliance Capital Trust I, Series B	8.170%	5/01/28
1,500	Royal Bank of Scotland Group PLC, Series U	7.640%	3/31/49
9,400	Shinsei Finance II Cayman Limited, Perpetual Maturity, 144A	7.160%	7/25/49
5,000	Sparebanken Rogaland, Notes, 144A	6.443%	5/01/49
2,600	Standard Chartered PLC, 144A	6.409%	1/30/57
3,600	Standard Chartered PLC, 144A	7.014%	1/30/58
6,100	Swedbank ForeningsSparbanken AB, 144A	9.000%	9/17/50
4,700	Unicredito Italiano Capital Trust, 144A	9.200%	4/05/51
800	Union Bank of Norway	7.068%	11/19/49
4,000	Wachovia Capital Trust I, Capital Securities, 144A	7.640%	1/15/27
14,900	Washington Mutual Preferred Funding Cayman, Series A-1, 144A	7.250%	3/15/49
-----			
	Total Commercial Banks		
-----			
	DIVERSIFIED FINANCIAL SERVICES - 4.1%		
1,500	BNP Paribas Capital Trust, 144A	9.003%	12/29/49
3,500	Fulton Capital Trust I	6.290%	2/01/36
7,400	JPMorgan Chase Capital Trust XVIII	6.950%	8/17/36
8,000	MBNA Corporation, Capital Trust A	8.278%	12/01/26
1,809	MM Community Funding Trust I Limited	8.030%	6/15/31
8,100	Old Mutual Capital Funding, Notes	8.000%	6/22/53
-----			
	Total Diversified Financial Services		
-----			
	DIVERSIFIED TELECOMMUNICATION SERVICES - 1.8%		
11	Centaur Funding Corporation, Series B, 144A	9.080%	4/21/20
-----			
	INSURANCE - 12.8%		
7,570	Ace Capital Trust II	9.700%	4/01/30
2,000	American General Capital II	8.500%	7/01/30
19,000	AXA S.A., 144A	6.463%	12/14/49
5,800	Great West Life and Annuity Insurance Company	7.153%	5/16/46
5,000	MetLife Capital Trust IV	7.880%	12/15/67

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3,500	MetLife Inc.	6.400%	12/15/66
1,400	Nationwide Financial Services Capital Trust	7.899%	3/01/37
4,100	Nationwide Financial Services Inc.	6.750%	5/15/67
6,500	Oil Insurance Limited, 144A	7.558%	12/30/49
6,100	Progressive Corporation	6.700%	6/15/37
2,000	Prudential PLC	6.500%	6/29/49
10,200	QBE Capital Funding Trust II, 144A	6.797%	6/01/49
22,000	XL Capital, Limited	6.500%	10/15/57
-----			
	Total Insurance		
-----			
5,860	OIL, GAS & CONSUMABLE FUELS - 0.7% KN Capital Trust III	7.630%	4/15/28
-----			

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PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION (1)	COUPON	MATURITY
	REAL ESTATE - 3.6%		
19	Firststar Realty LLC, 144A	8.875%	12/31/50
-----			
	ROAD & RAIL - 1.0%		
7,600	Burlington Northern Santa Fe Funding Trust I	6.613%	12/15/55
-----			
	THRIFTS & MORTGAGE FINANCE - 0.9%		
3,000	Caisse Nationale Des Caisses d'Epargne et de Prevoyance	6.750%	1/27/49
800	Onbank Capital Trust I	9.250%	2/01/27
4,600	Washington Mutual Preferred Funding Trust II	6.665%	3/15/57
-----			
	Total Thrifts & Mortgage Finance		
-----			
	TOTAL CAPITAL PREFERRED SECURITIES (COST \$503,417,626)		
=====			
SHARES	DESCRIPTION (1)		
-----			
	INVESTMENT COMPANIES - 5.6% (3.5% OF TOTAL INVESTMENTS)		

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251,398	Blackrock Preferred and Corporate Income Strategies Fund
601,789	Blackrock Preferred Income Strategies Fund
100,221	Blackrock Preferred Opportunity Trust
643,692	Flaherty and Crumrine/Claymore Preferred Securities Income Fund Inc.
216,228	Flaherty and Crumrine/Claymore Total Return Fund Inc.
48,147	John Hancock Preferred Income Fund
52,729	John Hancock Preferred Income Fund II
497,219	John Hancock Preferred Income Fund III

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TOTAL INVESTMENT  
COMPANIES (COST  
\$49,277,335)  
=====

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY
	U.S. GOVERNMENT AND AGENCY OBLIGATIONS - 0.1% (0.1% OF TOTAL INVESTMENTS)		
\$ 1,000	United States of America Treasury Notes	3.625%	10/31/09
\$ 1,000	TOTAL U.S. GOVERNMENT AND AGENCY OBLIGATIONS (COST \$1,010,765)		

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY
	SHORT-TERM INVESTMENTS - 2.6% (1.6% OF TOTAL INVESTMENTS)		
\$ 18,321	Repurchase Agreement with Fixed Income Clearing Corporation, dated 12/31/07, repurchase price \$18,322,155, collateralized by \$13,400,000 U.S. Treasury Bonds, 7.625%, due 2/15/25, value \$18,693,000	1.000%	1/02/08
	TOTAL SHORT-TERM INVESTMENTS (COST \$18,321,137)		

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=====

TOTAL INVESTMENTS (COST  
\$1,296,954,406) -- 160.7%

-----

OTHER ASSETS LESS  
LIABILITIES - 0.9%

=====

FUNDPREFERRED SHARES, AT  
LIQUIDATION  
VALUE -- (61.6)% (3)

-----

NET ASSETS APPLICABLE TO  
COMMON SHARES -- 100%

=====

INTEREST RATE SWAPS OUTSTANDING AT DECEMBER 31, 2007:

COUNTERPARTY	NOTIONAL AMOUNT	FUND PAY/RECEIVE FLOATING RATE	FLOATING RATE INDEX	FIXED RATE (ANNUALIZED)	FIXED RATE PAYMENT FREQUENCY
Citigroup Inc.	\$110,000,000	Receive	1-Month USD-LIBOR	4.350%	Monthly

USD-LIBOR (United States Dollar-London Inter-Bank Offered Rate)

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JTP  
Nuveen Quality Preferred Income Fund (continued)  
Portfolio of INVESTMENTS as of December 31, 2007

- (1) All percentages shown in the Portfolio of Investments are based on net assets ap  
to Common shares unless otherwise noted.
- (2) Ratings (not covered by the report of independent registered public accounting f  
Using the higher of Standard & Poor's Group ("Standard & Poor's") or Moody's Inv  
Service, Inc. ("Moody's") rating. Ratings below BBB by Standard & Poor's or Baa  
are considered to be below investment grade.
- (3) FundPreferred Shares, at Liquidation Value as a percentage of total investments  
(38.3)%.
- N/R Not rated.
- 144A Investment is exempt from registration under Rule 144A of the Securities Act of  
amended. These investments may only be resold in transactions exempt from regist  
which are normally those transactions with qualified institutional buyers.
- CORTS Corporate Backed Trust Securities.
- PPLUS PreferredPlus Trust.
- SATURNS Structured Asset Trust Unit Repackaging.

See accompanying notes to financial statements.

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JPS

Nuveen Quality Preferred Income Fund 2  
Portfolio of INVESTMENTS

as of December 31, 2007

SHARES	DESCRIPTION (1)	COUPON	RATINGS (2)
	\$25 PAR (OR SIMILAR) PREFERRED SECURITIES - 83.8% (53.6% OF TOTAL INVESTMENTS)		
	CAPITAL MARKETS - 5.8%		
51,724	Bear Stearns Capital Trust III	7.800%	A2
18,700	BNY Capital Trust IV, Series E	6.875%	Aa3
31,993	BNY Capital Trust V, Series F	5.950%	Aa3
1,306,900	Deutsche Bank Capital Funding Trust II	6.550%	Aa3
10,700	Goldman Sachs Capital I (CORTS)	6.000%	A1
14,000	Goldman Sachs Capital I, Series A (CORTS)	6.000%	A1
4,800	Goldman Sachs Group Inc. (SATURNS)	5.750%	AA-
1,900	Goldman Sachs Group Inc., Series 2003-06 (SATURNS)	6.000%	AA-
6,600	Goldman Sachs Group Inc., Series 2003-11 (SATURNS)	5.625%	Aa3
35,900	Goldman Sachs Group Inc., Series 2004-04 (SATURNS)	6.000%	A1
7,000	Goldman Sachs Group Inc., Series 2004-06 (SATURNS)	6.000%	A1
10,200	Goldman Sachs Group Inc., Series 2004-4 (CORTS)	6.000%	A1
16,800	Goldman Sachs Group Inc., Series GSC-3 (PPLUS)	6.000%	A1
12,700	Goldman Sachs Group Inc., Series GSC-4 Class A (PPLUS)	6.000%	A1
14,800	Goldman Sachs Group Inc., Series GSG-1 (PPLUS)	6.000%	AA-
7,400	Goldman Sachs Group Inc., Series GSG-2 (PPLUS)	5.750%	AA-
3,200	JPMorgan Chase Capital Trust XIX, Series S	6.625%	Aa3
228,000	Lehman Brothers Holdings Capital Trust III, Series K	6.375%	A2
103,600	Lehman Brothers Holdings Capital Trust IV, Series L	6.375%	A2
56,200	Lehman Brothers Holdings Capital Trust V, Series M	6.000%	A2
5,400	Lehman Brothers Holdings Capital Trust VI, Series N	6.240%	A2



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197,781	Merrill Lynch Preferred Capital Trust III	7.000%	A2
144,200	Merrill Lynch Preferred Capital Trust IV	7.120%	A2
253,200	Merrill Lynch Preferred Capital Trust V	7.280%	A2
417,664	Morgan Stanley Capital Trust III	6.250%	A1
268,757	Morgan Stanley Capital Trust IV	6.250%	A1
36,579	Morgan Stanley Capital Trust V	5.750%	A+
500,400	Morgan Stanley Capital Trust VI	6.600%	A1
126,797	Morgan Stanley Capital Trust VII	6.600%	A2
-----			
	Total Capital Markets		
-----			
	COMMERCIAL BANKS - 14.1%		
47,100	ABN AMRO Capital Fund Trust V	5.900%	A1
1,600	ABN AMRO Capital Trust Fund VII	6.080%	A1
162,960	ASBC Capital I	7.625%	A3
5,200	BAC Capital Trust IV	5.875%	Aa2
3,800	BAC Capital Trust V	6.000%	Aa3
3,000	BAC Capital Trust VIII	6.000%	Aa2
141,100	BAC Capital Trust X	6.250%	Aa2
82,334	Banco Santander Finance	6.410%	Aa3
77,879	Banco Santander Finance, 144A	6.500%	A
202,057	Banco Santander Finance, 144A	6.800%	Aa3
18,600	BancorpSouth Capital Trust I	8.150%	Baa1
731,000	Banesto Holdings, Series A, 144A	10.500%	A1
100,000	Bank of America Corporation	6.625%	Aa3
206,700	Bank One Capital Trust VI	7.200%	Aa3
100,000	Barclays Bank PLC	7.750%	Aa3
100,000	Barclays Bank PLC	7.100%	Aa3
22,412	Barclays Bank PLC	6.625%	Aa3
408,300	Capital One Capital II Corporation	7.500%	Baa1
481,100	Citizens Funding Trust I	7.500%	Baa2
225,500	Cobank ABC, 144A	7.000%	A
659,300	Fifth Third Capital Trust VI	7.250%	A1
3,000	Fleet Capital Trust IX	6.000%	Aa2
374,795	HSBC Finance Corporation	6.875%	AA-
150,300	HSBC Finance Corporation	6.000%	Aa3
51,398	KeyCorp Capital Trust IX	6.750%	Baa1
4,500	KeyCorp Capital Trust V	5.875%	A3
5,300	KeyCorp Capital VI	6.125%	A3
58,962	KeyCorp Capital VIII	7.000%	A3
1,162,900	National City Capital Trust II	6.625%	A3

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JPS  
 Nuveen Quality Preferred Income Fund 2 (continued)  
 Portfolio of INVESTMENTS as of December 31, 2007

SHARES	DESCRIPTION (1)	COUPON	RATINGS (2)
	COMMERCIAL BANKS (continued)		
92,100	National City Capital Trust IV	8.000%	A2
1,800	National Westminster Bank PLC	7.760%	Aa3
289,600	PFCI Capital Corporation	7.750%	A-
4,600	PNC Capital Trust	6.125%	A2
97,900	Royal Bank of Scotland Group PLC	6.600%	Aa3
50,000	Royal Bank of Scotland Group PLC, Series L	5.750%	A1
598,076	Royal Bank of Scotland Group PLC, Series N	6.350%	A1
8,900	Royal Bank of Scotland Group PLC, Series P	6.250%	A1
229,400	Royal Bank of Scotland Group PLC, Series T	7.250%	Aa3
3,500	SunAmerica (CORTS)	6.700%	AA
7,600	USB Capital Trust VI	5.750%	Aa3
21,900	USB Capital Trust VII	5.875%	Aa3
2,000	USB Capital Trust VIII	6.350%	Aa3
2,000	USB Capital Trust X	6.500%	Aa3
530,050	USB Capital Trust XI	6.600%	A1
74,740	VNB Capital Trust I	7.750%	A3
9,715	Wachovia Capital Trust IX	6.375%	A1
179,416	Wachovia Trust IV	6.375%	A1
2,800	Wells Fargo Capital Trust IX	5.625%	Aa2
301,700	Wells Fargo Capital Trust V	7.000%	Aa2
34,481	Wells Fargo Capital Trust VII	5.850%	Aa2
3,100	Wells Fargo Capital Trust VIII	5.625%	Aa2
590,350	Zions Capital Trust B	8.000%	BBB-
	Total Commercial Banks		
	COMPUTERS & PERIPHERALS - 0.0%		
7,200	IBM Corporation, Class A (CORTS)	5.625%	A+
11,310	IBM Inc., Trust Certificates, Series 2001-2	7.100%	A+
1,500	IBM Trust VI (CORTS)	6.375%	A+
	Total Computers & Peripherals		
	DIVERSIFIED FINANCIAL SERVICES - 11.1%		
6,300	Allied Capital	6.875%	BBB+

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	Corporation		
3,900	American International Group, (CORTS)	6.125%	Aa3
393,960	BAC Capital Trust XII	6.875%	Aa3
558,725	Citigroup Capital Trust VIII	6.950%	A+
95,990	Citigroup Capital Trust IX	6.000%	A+
17,700	Citigroup Capital X	6.100%	A+
32,300	Citigroup Capital Trust XI	6.000%	A+
163,075	Citigroup Capital XIV	6.875%	A+
851,188	Citigroup Capital XV	6.500%	Aa3
35,900	Citigroup Capital XVI	6.450%	A+
118,600	Citigroup Capital XVII	6.350%	A+
71,900	Citigroup Capital XIX	7.250%	A+
241,800	Citigroup Capital XX	7.875%	Aa3
1,246,000	Deutsche Bank Capital Funding Trust VIII	6.375%	A
127,912	General Electric Capital Corporation	6.450%	AAA
19,228	General Electric Capital Corporation	6.100%	AAA
5,000	General Electric Capital Corporation	6.050%	AAA
3,200	General Electric Capital Corporation	5.875%	AAA
1,509,600	ING Groep N.V.	7.200%	A1
1,432,255	ING Groep N.V.	7.050%	A
25,800	ING Groep N.V.	6.375%	A1
2,700	ING Groep N.V.	6.200%	A1
3,200	JPMorgan Chase Capital Trust XI	5.875%	Aa3
11,900	JPMorgan Chase Capital Trust XIV	6.200%	Aa3
158,000	Merrill Lynch Capital Trust I	6.450%	A
-----			
	Total Diversified Financial Services		
-----			
	DIVERSIFIED TELECOMMUNICATION SERVICES - 0.3%		
87,100	AT&T Inc.	6.375%	A
17,500	BellSouth Capital Funding (CORTS)	7.100%	A
43,200	BellSouth Corporation (CORTS)	7.000%	A
28,800	Verizon Communications (CORTS)	7.625%	A
-----			
	Total Diversified Telecommunication Services		
-----			
	ELECTRIC UTILITIES - 3.9%		
27,400	DTE Energy Trust I	7.800%	Baa3
4,200	Entergy Arkansas Inc.	6.700%	AAA

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SHARES	DESCRIPTION (1)	COUPON	RATINGS (2)
	ELECTRIC UTILITIES (continued)		
4,900	Entergy Arkansas Inc.	6.000%	AAA
57,650	Entergy Louisiana LLC	7.600%	A-
1,299,100	Entergy Mississippi Inc.	7.250%	A-
1,400	Entergy Mississippi Inc.	6.000%	AAA
110,392	FPL Group Capital Inc.	6.600%	A3
6,500	FPL Group Capital Trust I	5.875%	A3
4,600	Georgia Power Company	6.375%	AAA
1,600	National Rural Utilities Cooperative Finance Corporation	6.750%	A3
9,000	National Rural Utilities Cooperative Finance Corporation	6.100%	A3
25,600	National Rural Utilities Cooperative Finance Corporation	5.950%	A3
13,600	PPL Capital Funding, Inc.	6.850%	Baa2
356,600	PPL Energy Supply LLC	7.000%	BBB
265,500	Virginia Power Capital Trust	7.375%	BBB
	Total Electric Utilities		
	FOOD PRODUCTS - 0.4%		
56,900	Dairy Farmers of America Inc., 144A	7.875%	BBB-
	HOUSEHOLD DURABLES - 0.4%		
255,156	Pulte Homes Inc.	7.375%	BB+
	INSURANCE - 16.7%		
1,214,900	Ace Ltd., Series C	7.800%	BBB
1,000	Aegon N.V., Series 1	5.915%	A-
77,018	Aegon N.V.	6.875%	A-
6,000	Aegon N.V.	7.250%	A-
2,463,950	Aegon N.V.	6.375%	A-
2,100	AIG Capital Securities, Series 2002-11 (SATURNS)	6.000%	Aa3
67,190	AMBAC Financial Group Inc.	5.950%	AA
11,000	American International Group, Inc.	6.450%	Aa3
315,000	American International Group, Inc.	7.700%	Aa3
989,983	Arch Capital Group Limited	8.000%	BBB-
10,500	Arch Capital Group Limited, Series B	7.785%	BBB-
711,246	Berkley WR Corporation, Capital Trust II	6.750%	BBB-
659,307	Delphi Financial Group, Inc.	8.000%	BBB+
425,300	Delphi Financial Group, Inc.	7.376%	BBB-
149,150	EverestRe Capital Trust	6.200%	Baa1

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	II			
63,800	Financial Security Assurance Holdings	6.875%		AA
714,000	Financial Security Assurance Holdings	6.250%		AA
2,800	Financial Security Assurance Holdings	5.600%		AA
54,300	Lincoln National Capital Trust VI	6.750%		A-
14,900	Lincoln National Corporation	6.750%		A-
531,600	Markel Corporation	7.500%		BBB-
651,620	PartnerRe Limited, Series C	6.750%		BBB+
27,400	PartnerRe Limited, Series D	6.500%		BBB+
109,000	PLC Capital Trust III	7.500%		BBB+
462,240	PLC Capital Trust IV	7.250%		BBB+
26,100	PLC Capital Trust V	6.125%		BBB+
122,700	Protective Life Corporation	7.250%		BBB
9,400	Prudential Financial Inc. (CORTS)	6.000%		A+
380,900	Prudential PLC	6.750%		A
32,000	Prudential PLC	6.500%		A-
358,200	RenaissanceRe Holdings Limited	6.600%		BBB
156,100	RenaissanceRe Holdings Limited, Series B	7.300%		BBB
12,300	RenaissanceRe Holdings Limited, Series C	6.080%		BBB+
10,400	Torchmark Capital Trust III	7.100%		BBB+
-----				
	Total Insurance			
-----				
	IT SERVICES - 0.0%			
16,500	Vertex Industries Inc. (PPLUS)	7.625%		A
-----				
	MEDIA - 5.3%			
171,400	CBS Corporation	7.250%		BBB
864,700	CBS Corporation	6.750%		BBB
5,500	Comcast Corporation	7.000%		BBB+
1,372,514	Comcast Corporation	7.000%		BBB+
3,700	Comcast Corporation	6.625%		BBB+
1,000,840	Viacom Inc.	6.850%		BBB

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JPS  
Nuveen Quality Preferred Income Fund 2 (continued)  
Portfolio of INVESTMENTS as of December 31, 2007

SHARES	DESCRIPTION (1)	COUPON	RATINGS (2)
-----			
	MEDIA (continued)		

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3,600	Walt Disney Company (CORTS)	6.875%	A
-----			
	Total Media		
-----			
908,311	OIL, GAS & CONSUMABLE FUELS - 1.5% Nexen Inc.	7.350%	Baa3
-----			
	PHARMACEUTICALS - 0.0%		
7,600	Bristol-Myers Squibb Company (CORTS)	6.250%	A+
7,500	Bristol-Myers Squibb Company Trust (CORTS)	6.800%	A+
-----			
	Total Pharmaceuticals		
-----			
	REAL ESTATE/MORTGAGE - 19.4%		
40,000	AMB Property Corporation, Series O	7.000%	Baa2
212,979	AMB Property Corporation, Series P	6.850%	Baa2
95,400	AvalonBay Communities, Inc., Series H	8.700%	BBB
105,805	BRE Properties, Series C	6.750%	BBB-
32,635	BRE Properties, Series D	6.750%	BBB-
42,167	Developers Diversified Realty Corporation	7.500%	BBB-
639,813	Developers Diversified Realty Corporation, Series G	8.000%	BBB-
191,323	Developers Diversified Realty Corporation, Series H	7.375%	BBB-
231,300	Duke Realty Corporation, Series K	6.500%	BBB
302,600	Duke Realty Corporation, Series L	6.600%	BBB
2,200	Duke Realty Corporation, Series N	7.250%	BBB
154,846	Duke-Weeks Realty Corporation	6.950%	BBB
5,600	Duke-Weeks Realty Corporation	6.625%	BBB
289,100	First Industrial Realty Trust, Inc., Series J	7.250%	BBB-
1,066,465	HRPT Properties Trust, Series B	8.750%	BBB-
71,980	HRPT Properties Trust, Series C	7.125%	BBB-
173,200	Kimco Realty Corporation, Series F	6.650%	BBB+
905,801	Kimco Realty Corporation, Series G	7.750%	BBB+
1,300	Prologis Trust, Series F	6.750%	BBB
95,328	Prologis Trust, Series G	6.750%	BBB
13,100	PS Business Parks, Inc.	6.700%	BBB-
774,970	PS Business Parks, Inc.	7.000%	BBB-
108,900	PS Business Parks, Inc., Series I	6.875%	BBB-
110,700	PS Business Parks, Inc., Series K	7.950%	BBB-
401,000	PS Business Parks, Inc.,	7.600%	BBB-

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	Series L		
6,300	PS Business Parks, Inc.,	7.375%	BBB-
	Series O		
43,400	Public Storage, Inc.	6.750%	BBB+
4,800	Public Storage, Inc.	7.125%	BBB+
234,600	Public Storage, Inc.,	6.600%	BBB+
	Series C		
41,400	Public Storage, Inc.,	6.750%	BBB+
	Series E		
73,666	Public Storage, Inc.,	6.450%	BBB+
	Series F		
17,130	Public Storage, Inc.,	6.950%	BBB+
	Series H		
401,300	Public Storage, Inc.,	7.250%	BBB+
	Series I		
381,020	Public Storage, Inc.,	7.250%	BBB+
	Series K		
711,570	Public Storage, Inc.,	6.625%	BBB+
	Series M		
148,000	Public Storage, Inc.,	7.500%	BBB+
	Series V		
5,300	Public Storage, Inc.,	6.450%	BBB+
	Series X		
67,600	Public Storage, Inc.,	6.850%	BBB+
	Series Y		
4,000	Public Storage, Inc.,	6.250%	BBB+
	Series Z		
159,400	Realty Income Corporation	7.375%	BBB-
474,358	Realty Income	6.750%	BBB-
	Corporation, Series E		
325,223	Regency Centers	7.450%	BBB-
	Corporation		
245,800	Regency Centers	7.250%	BBB-
	Corporation		
26,900	Vornado Realty Trust,	6.750%	BBB-
	Series F		
213,940	Vornado Realty Trust,	6.625%	BBB-
	Series G		
122,800	Vornado Realty Trust,	6.750%	BBB-
	Series H		
220,250	Vornado Realty Trust,	6.625%	BBB-
	Series I		
2,296,200	Wachovia Preferred	7.250%	A2
	Funding Corporation		
2,100	Weingarten Realty	6.500%	BBB
	Investors Series F		
158,600	Weingarten Realty Trust,	6.950%	A-
	Series E		
<hr/>			
	Total Real		
	Estate/Mortgage		
<hr/>			
	THRIFTS & MORTGAGE FINANCE - 1.7%		
971,765	Countrywide Capital Trust	6.750%	BBB-
	IV		
1,072,275	Countrywide Capital Trust	7.000%	BBB-
	V		
22,300	Harris Preferred Capital	7.375%	A1
	Corporation, Series A		
<hr/>			
	Total Thrifts & Mortgage		
	Finance		

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SHARES	DESCRIPTION (1)	COUPON	RATINGS (2)
67,200	U.S. AGENCY - 1.5% Federal Home Loan Mortgage Corporation	6.550%	AA-
289,000	Federal Home Loan Mortgage Corporation	8.375%	AA-
238,000	Federal National Mortgage Association	7.000%	AA-
-----			
	Total U.S. Agency		
-----			
939,840	WIRELESS TELECOMMUNICATION SERVICES - 1.7% United States Cellular Corporation	8.750%	A-
-----			
TOTAL \$25 PAR (OR SIMILAR) PREFERRED SECURITIES (COST \$1,351,225,257)			
=====			

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY	RATINGS (2)
	CORPORATE BONDS - 0.7% (0.4% OF TOTAL INVESTMENTS)			
	COMMERCIAL BANKS - 0.7%			
\$ 5,000	Credit Agricole S.A.	6.637%	5/29/49	Aa3
4,400	Swedbank ForeningsSparbanken AB, 144A	7.500%	9/27/49	Aa2
9,400	Total Commercial Banks			
-----				
\$ 9,400	TOTAL CORPORATE BONDS (COST \$9,683,419)			
=====				

PRINCIPAL AMOUNT (000) / SHARES	DESCRIPTION (1)	COUPON	MATURITY	RATINGS (2)
	CAPITAL PREFERRED SECURITIES - 64.4% (41.1% OF TOTAL INVESTMENTS)			
	CAPITAL MARKETS - 6.9%			
1,465	Bank of New York Capital I, Series B	7.970%	12/31/26	Aa3
5,000	C.A. Preferred Fund Trust II	7.000%	10/30/49	A1
10,300	C.A. Preferred Funding Trust	7.000%	1/30/49	A1
21,190	Dresdner Funding Trust I, 144A	8.151%	6/30/31	A1
17,095	First Union Capital Trust	7.950%	11/15/29	A1



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II, Series A				
10,000	Mizuho JGB Investment	9.870%	6/30/48	A1
3,600	MUFG Capital Finance 2	4.850%	7/25/56	BBB+
3,000	Schwab Capital Trust I	7.500%	11/15/37	A3
19,800	UBS Preferred Funding Trust I	8.622%	10/29/49	Aa2
-----				
Total Capital Markets				
-----				
COMMERCIAL BANKS - 34.9%				
10,000	AB Svensk Exportkredit, 144A	6.375%	10/27/49	AA-
36,650	Abbey National Capital Trust I	8.963%	6/30/50	A+
29,000	AgFirst Farm Credit Bank	8.393%	12/15/16	A-
7,100	AgFirst Farm Credit Bank	7.300%	12/15/53	A-
6,500	Bank One Capital III	8.750%	9/01/30	Aa3
4,300	BankAmerica Institutional Capital Trust, Series B, 144A	7.700%	12/31/26	Aa2
4,500	BanPonce Trust I, Series A	8.327%	2/01/27	Baa1
36,000	Barclays Bank PLC, 144A	8.550%	6/15/49	Aa3
1,000	Barclays Bank PLC	7.434%	12/15/57	Aa3
6,900	BBVA International Preferred S.A., Unipersonal	5.919%	10/18/49	A1
1,000	BNP Paribas	7.195%	12/25/57	AA-
5,000	Capital One Capital III Corporation	7.686%	8/15/36	Baa1
6,920	Capital One Capital IV Corporation	6.745%	2/17/37	Baa1
15,000	CBG Florida REIT Corporation	7.114%	11/15/49	Baa3
2,000	Corestates Capital Trust I, 144A	8.000%	12/15/26	A+
3,700	DBS Capital Funding Corporation, 144A	7.657%	3/15/49	Aa3
11,700	Den Norske Bank, 144A	7.729%	6/29/49	Aa3
1,500	First Empire Capital Trust I	8.234%	2/01/27	A3
1,500	First Midwest Bancorp Inc.	6.950%	12/01/33	Baa1
6,310	HBOS Capital Funding LP, Notes	6.850%	3/23/49	A1
24,200	HBOS PLC, Series, 144A	6.413%	4/01/49	A1
2,400	HSBC Capital Funding LP, 144A	9.547%	12/31/49	A1
6,250	HSBC Capital Funding LP, Debt	10.176%	6/30/50	A1
6,000	HTI Funding, GmbH	6.352%	6/30/57	A-
32,000	KBC Bank Fund Trust III, 144A	9.860%	5/02/50	A1
8,000	KeyCorp Capital III	7.750%	7/15/29	A3
12,500	Lloyds TSB Bank PLC, Subordinated Note	6.900%	11/22/49	Aa2
14,000	Mizuho Financial Group	8.375%	4/27/49	Aa3
14,000	Nordbanken AB, 144A	8.950%	11/29/49	Aa3
8,000	North Fork Capital Trust II	8.000%	12/15/27	Baa1

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JPS  
 Nuveen Quality Preferred Income Fund 2 (continued)  
 Portfolio of INVESTMENTS as of December 31, 2007

PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION (1)	COUPON	MATURITY	RATINGS (2)
	COMMERCIAL BANKS (continued)			
10,000	Northgroup Preferred Capital Corporation, 144A	6.378%	10/15/57	A1
2,000	Popular North American Capital Trust I	6.564%	9/15/34	Baa1
8,000	Reliance Capital Trust I, Series B	8.170%	5/01/28	N/R
17,500	Royal Bank of Scotland Group PLC	9.118%	3/31/49	Aa3
3,300	Royal Bank of Scotland Group PLC, Series U	7.640%	3/31/49	A1
22,700	Shinsei Finance II Cayman Limited, Perpetual Maturity, 144A	7.160%	7/25/49	Baa2
5,000	Sparebanken Rogaland, Notes, 144A	6.443%	5/01/49	A2
6,900	Standard Chartered PLC, 144A	7.014%	1/30/58	BBB+
13,600	Swedbank ForeningsSparbanken AB, 144A	9.000%	9/17/50	Aa3
9,000	Unicredito Italiano Capital Trust, 144A	9.200%	4/05/51	A1
1,500	Union Bank of Norway	7.068%	11/19/49	A2
-- (3)	Union Planters Preferred Fund, 144A	7.750%	7/15/53	A2
36,700	Washington Mutual Preferred Funding Cayman, Series A-1, 144A	7.250%	3/15/49	BBB
	Total Commercial Banks			
	DIVERSIFIED FINANCIAL SERVICES - 4.0%			
1,000	BNP Paribas Capital Trust, 144A	9.003%	12/29/49	AA-
6,800	Fulton Capital Trust I	6.290%	2/01/36	A3
15,300	JPMorgan Chase Capital Trust XVIII	6.950%	8/17/36	Aa3
13,400	MBNA Corporation, Capital Trust A	8.278%	12/01/26	Aa2
1,805	MM Community Funding Trust I Limited	8.030%	6/15/31	Aaa
19,300	Old Mutual Capital Funding, Notes	8.000%	6/22/53	Baa2
	Total Diversified Financial Services			

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-----				
	DIVERSIFIED TELECOMMUNICATION SERVICES - 2.5%			
30	Centaur Funding Corporation, Series B, 144A	9.080%	4/21/20	BBB
-----				
	INSURANCE - 12.9%			
14,280	Ace Capital Trust II	9.700%	4/01/30	Baa1
28,000	American General Institutional Capital, 144A	8.125%	3/15/46	Aa3
12,900	AXA S.A., 144A	6.463%	12/14/49	BBB+
10,700	AXA-UAP	8.600%	12/15/30	A-
9,600	Great West Life and Annuity Insurance Company	7.153%	5/16/46	A-
1,000	Liberty Mutual Group	7.800%	3/15/37	Baa3
8,000	MetLife Capital Trust IV	7.880%	12/15/67	BBB+
5,500	MetLife Inc.	6.400%	12/15/66	BBB+
1,200	Nationwide Financial Services Capital Trust	7.899%	3/01/37	Baa1
6,400	Nationwide Financial Services Inc.	6.750%	5/15/67	Baa1
12,300	Oil Insurance Limited, 144A	7.558%	12/30/49	Baa1
15,600	Progressive Corporation	6.700%	6/15/37	A2
2,850	Prudential PLC	6.500%	6/29/49	A
18,100	QBE Capital Funding Trust II, 144A	6.797%	6/01/49	BBB
28,900	XL Capital, Limited	6.500%	10/15/57	BBB
-----				
	Total Insurance			
-----				
	OIL, GAS & CONSUMABLE FUELS - 0.7%			
10,750	KN Capital Trust III	7.630%	4/15/28	B1
-----				
	ROAD & RAIL - 1.0%			
14,400	Burlington Northern Santa Fe Funding Trust I	6.613%	12/15/55	BBB
-----				
	THRIFTS & MORTGAGE FINANCE - 1.5%			
12,811	Countrywide Capital Trust III, Series B	8.050%	6/15/27	BBB-
1,300	MM Community Funding Trust I Limited	9.480%	6/15/31	Baa2
18,100	Washington Mutual Preferred Funding Trust II	6.665%	3/15/57	BBB
-----				
	Total Thrifts & Mortgage Finance			
-----				
	TOTAL CAPITAL PREFERRED SECURITIES (COST \$962,916,913)			
=====				

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SHARES	DESCRIPTION (1)
	INVESTMENT COMPANIES - 5.2% (3.3% OF TOTAL INVESTMENTS)
306,317	Blackrock Preferred and Corporate Income Strategies Fund
1,126,886	Blackrock Preferred Income Strategies Fund
347,135	Blackrock Preferred Opportunity Trust
1,217,312	Flaherty and Crumrine/Claymore Preferred Securities Income Fund Inc.
216,222	Flaherty and Crumrine/Claymore Total Return Fund Inc.
107,237	John Hancock Preferred Income Fund
90,920	John Hancock Preferred Income Fund II
884,701	John Hancock Preferred Income Fund III
	TOTAL INVESTMENT COMPANIES (COST \$88,111,171)

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY
	U.S. GOVERNMENT AND AGENCY OBLIGATIONS - 0.1% (0.0% OF TOTAL INVESTMENTS)		
\$ 1,000	United States of America Treasury Notes	3.125%	11/30/09
\$ 1,000	TOTAL U.S. GOVERNMENT AND AGENCY OBLIGATIONS (COST \$1,004,141)		

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY
	SHORT-TERM INVESTMENTS - 2.5% (1.6% OF TOTAL INVESTMENTS)		
\$ 35,101	Repurchase Agreement with Fixed Income Clearing Corporation, dated 12/31/07, repurchase price \$35,102,837, collateralized by \$33,190,000 U.S. Treasury Notes, 4.875%, due 8/15/16, value \$35,803,713	1.000%	1/02/08
	TOTAL SHORT-TERM INVESTMENTS (COST		

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\$35,100,887)

=====

TOTAL INVESTMENTS (COST  
\$2,448,041,788) - 156.7%

-----

OTHER ASSETS LESS  
LIABILITIES - 1.0%

=====

FUNDPREFERRED SHARES, AT  
LIQUIDATION  
VALUE - (57.7)% (4)

-----

NET ASSETS APPLICABLE TO  
COMMON SHARES - 100%

=====

INTEREST RATE SWAPS OUTSTANDING AT DECEMBER 31, 2007:

COUNTERPARTY	NOTIONAL AMOUNT	FUND PAY/RECEIVE FLOATING RATE	FLOATING RATE INDEX	FIXED RATE (ANNUALIZED)	FIXED RATE PAYMENT FREQUENCY
Citigroup Inc.	\$200,000,000	Receive	1-Month USD-LIBOR	3.910%	Monthly

USD-LIBOR (United States Dollar-London Inter-Bank Offered Rate)

- (1) All percentages shown in the Portfolio of Investments are based on net assets ap to Common shares unless otherwise noted.
- (2) Ratings (not covered by the report of independent registered public accounting f Using the higher of Standard & Poor's Group ("Standard & Poor's") or Moody's Inv Service, Inc. ("Moody's") rating. Ratings below BBB by Standard & Poor's or Baa are considered to be below investment grade.
- (3) Principal Amount (000)/Shares rounds to less than \$1,000.
- (4) FundPreferred Shares, at Liquidation Value as a percentage of total investments (36.8)%.
- N/R Not rated.
- 144A Investment is exempt from registration under Rule 144A of the Securities Act of amended. These investments may only be resold in transactions exempt from regist which are normally those transactions with qualified institutional buyers.
- CORTS Corporate Backed Trust Securities.
- PPLUS PreferredPlus Trust.
- SATURNS Structured Asset Trust Unit Repackaging.

See accompanying notes to financial statements.

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Portfolio of INVESTMENTS

as of December 31, 2007

SHARES	DESCRIPTION (1)	COUPON
-----		
\$25 PAR (OR SIMILAR) PREFERRED SECURITIES - 100.0% (61.6% OF TOTAL INVESTMENTS)		
CAPITAL MARKETS - 11.5%		
21,206	Bear Stearns Capital Trust III	7.800%
725	BNY Capital Trust V, Series F	5.950%
560,800	Deutsche Bank Capital Funding Trust II	6.550%
5,800	Goldman Sachs Group Inc. (SATURNS)	5.750%
11,900	Goldman Sachs Group Inc., Series GSC-3 (PPLUS)	6.000%
12,000	Goldman Sachs Group Inc., Series GSC-4 Class A (PPLUS)	6.000%
357,800	Lehman Brothers Holdings Capital Trust III, Series K	6.375%
70,800	Merrill Lynch Preferred Capital Trust III	7.000%
21,200	Merrill Lynch Preferred Capital Trust IV	7.120%
88,000	Merrill Lynch Preferred Capital Trust V	7.280%
176,623	Morgan Stanley Capital Trust III	6.250%
1,400	Morgan Stanley Capital Trust IV	6.250%
21,100	Morgan Stanley Capital Trust V	5.750%
75,700	Morgan Stanley Capital Trust VI	6.600%
29,718	Morgan Stanley Capital Trust VII	6.600%
-----		
Total Capital Markets		
-----		
COMMERCIAL BANKS - 17.2%		
38,300	ASBC Capital I	7.625%
3,600	BAC Capital Trust IV	5.875%
12,200	BAC Capital Trust VIII	6.000%
3,800	BAC Capital Trust X	6.250%
1,359	Banco Santander Finance	6.410%
17,612	Banco Santander Finance, 144A	6.500%
204,784	Banco Santander Finance, 144A	6.800%
25,800	BancorpSouth Capital Trust I	8.150%
246,100	Banesto Holdings, Series A, 144A	10.500%
33,200	Bank One Capital Trust VI	7.200%

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29,500	Capital One Capital II Corporation	7.500%
40,500	Citizens Funding Trust I	7.500%
44,500	Cobank ABC, 144A	7.000%
349,600	Fifth Third Capital Trust VI	7.250%
35,816	Fleet Capital Trust VIII	7.200%
141,900	HSBC Finance Corporation	6.875%
167,655	KeyCorp Capital Trust IX	6.750%
245,800	National City Capital Trust II	6.625%
8,100	National City Capital Trust III	6.625%
13,600	PNC Capital Trust	6.125%
1,744	Royal Bank of Scotland Group PLC, Series L	5.750%
104,465	Royal Bank of Scotland Group PLC, Series N	6.350%
16,100	USB Capital Trust XI	6.600%
15,760	VNB Capital Trust I	7.750%
4,000	Wells Fargo Capital Trust IX	5.625%
51,000	Wells Fargo Capital Trust V	7.000%
49,444	Wells Fargo Capital Trust VII	5.850%
81,600	Zions Capital Trust B	8.000%
-----		
	Total Commercial Banks	
-----		
2,804	COMPUTERS & PERIPHERALS - 0.0% IBM Inc., Trust Certificates, Series 2001-2	7.100%
-----		
	DIVERSIFIED FINANCIAL SERVICES - 13.6%	
59,100	Allied Capital Corporation	6.875%
370,815	BAC Capital Trust XII	6.875%
10,000	Citigroup Capital XIV	6.875%
55,729	Citigroup Capital XV	6.500%
304,900	Citigroup Capital XX	7.875%
108,000	General Electric Capital Corporation	6.050%
497,300	ING Groep N.V.	7.200%
142,600	ING Groep N.V.	7.050%
11,000	ING Groep N.V.	6.125%

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SHARES	DESCRIPTION (1)	COUPON
-----		
	DIVERSIFIED FINANCIAL SERVICES (continued)	
1,913	Royal Bank of Scotland Public Limited Company, Series 2006Q	6.750%
-----		

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	Total Diversified Financial Services	
-----		
	DIVERSIFIED TELECOMMUNICATION SERVICES - 2.0%	
179,200	AT&T Inc.	6.375%
3,300	BellSouth Capital Funding (CORTS)	7.100%
4,600	BellSouth Corporation (CORTS)	7.000%
26,600	Verizon Communications (CORTS)	7.625%
-----		
	Total Diversified Telecommunication Services	
-----		
	ELECTRIC UTILITIES - 3.9%	
55,200	Entergy Louisiana LLC	7.600%
203,147	Entergy Mississippi Inc.	7.250%
47,900	FPL Group Capital Inc.	7.450%
23,800	FPL Group Capital Inc.	6.600%
3,500	National Rural Utilities Cooperative Finance Corporation	6.100%
33,018	National Rural Utilities Cooperative Finance Corporation	5.950%
34,400	PPL Energy Supply LLC	7.000%
8,900	Virginia Power Capital Trust	7.375%
-----		
	Total Electric Utilities	
-----		
	FOOD PRODUCTS - 0.4%	
11,000	Dairy Farmers of America Inc., 144A	7.875%
-----		
	INSURANCE - 18.5%	
194,400	Ace Ltd., Series C	7.800%
15,686	Aegon N.V.	6.875%
409,638	Aegon N.V.	6.375%
41,700	AMBAC Financial Group Inc.	5.950%
142,500	American International Group	7.700%
195,649	Arch Capital Group Limited	8.000%
54,100	Berkley WR Corporation, Capital Trust II	6.750%
139,400	Delphi Financial Group, Inc.	8.000%
92,100	Delphi Financial Group, Inc.	7.376%
45,867	EverestRe Capital Trust II	6.200%
146,200	Financial Security Assurance Holdings	6.250%
174,900	PartnerRe Limited, Series C	6.750%
3,100	PartnerRe Limited, Series D	6.500%



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57,100	PLC Capital Trust III	7.500%
46,400	PLC Capital Trust IV	7.250%
5,400	PLC Capital Trust V	6.125%
332,700	Protective Life Corporation	7.250%
80,844	Prudential PLC	6.750%
3,300	RenaissanceRe Holdings Limited	6.600%
73,466	RenaissanceRe Holdings Limited, Series B	7.300%
-----		
	Total Insurance	
-----		
	MEDIA - 5.6%	
75,000	CBS Corporation	6.750%
261,800	Comcast Corporation	7.000%
25,400	Comcast Corporation	7.000%
40,900	Comcast Corporation	6.625%
259,800	Viacom Inc.	6.850%
-----		
	Total Media	
-----		
	OIL, GAS & CONSUMABLE FUELS - 1.7%	
195,200	Nexen Inc.	7.350%
-----		
	PHARMACEUTICALS - 0.2%	
8,600	Bristol-Myers Squibb Company (CORTS)	6.250%
4,800	Bristol-Myers Squibb Company Trust (CORTS)	6.800%
-----		
	Total Pharmaceuticals	
-----		
	REAL ESTATE/MORTGAGE - 20.7%	
10,700	AvalonBay Communities, Inc., Series H	8.700%
29,400	BRE Properties, Series C	6.750%

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JHP  
Nuveen Quality Preferred Income Fund 3 (continued)  
Portfolio of INVESTMENTS as of December 31, 2007

SHARES	DESCRIPTION (1)	COUPON
8,029	BRE Properties, Series D	6.750%
171,200	Developers Diversified Realty Corporation, Series G	8.000%
32,000	Developers Diversified Realty Corporation, Series H	7.375%
112,900	Duke Realty Corporation, Series L	6.600%
136,700	Duke Realty Corporation, Series N	7.250%

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149,000	Duke-Weeks Realty Corporation	6.950%
144,300	First Industrial Realty Trust, Inc., Series J	7.250%
145,429	HRPT Properties Trust, Series B	8.750%
131,111	HRPT Properties Trust, Series C	7.125%
186,200	Kimco Realty Corporation, Series G	7.750%
17,500	Prologis Trust, Series G	6.750%
155,600	PS Business Parks, Inc.	7.000%
115,800	PS Business Parks, Inc., Series L	7.600%
3,000	Public Storage, Inc.	7.125%
115,500	Public Storage, Inc.	6.750%
16,500	Public Storage, Inc., Series F	6.450%
194,262	Public Storage, Inc., Series K	7.250%
32,500	Public Storage, Inc., Series M	6.625%
15,000	Public Storage, Inc., Series V	7.500%
77,300	Public Storage, Inc., Series Y	6.850%
5,900	Realty Income Corporation	7.375%
53,800	Realty Income Corporation, Series E	6.750%
30,972	Regency Centers Corporation	7.450%
76,000	Regency Centers Corporation	7.250%
9,000	Regency Centers Corporation	6.700%
61,800	Vornado Realty Trust, Series G	6.625%
7,500	Vornado Realty Trust, Series I	6.625%
262,800	Wachovia Preferred Funding Corporation	7.250%
39,900	Weingarten Realty Trust, Series E	6.950%
<hr/>		
	Total Real Estate/Mortgage	
<hr/>		
	THRIFTS & MORTGAGE FINANCE - 2.3%	
223,569	Countrywide Capital Trust IV	6.750%
289,365	Countrywide Capital Trust V	7.000%
3,300	Harris Preferred Capital Corporation, Series A	7.375%
<hr/>		
	Total Thrifts & Mortgage Finance	
<hr/>		
	U.S. AGENCY - 0.9%	
13,200	Federal Home Loan Mortgage Corporation	6.550%

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46,500	Federal National Mortgage Association	7.000%
-----		
	Total U.S. Agency	
-----		
157,500	WIRELESS TELECOMMUNICATION SERVICES - 1.5% United States Cellular Corporation	8.750%
-----		
TOTAL \$25 PAR (OR SIMILAR) PREFERRED SECURITIES (COST \$304,820,823)		
=====		

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY
	CORPORATE BONDS - 0.7% (0.4% OF TOTAL INVESTMENTS)		
	COMMERCIAL BANKS - 0.7%		
\$ 2,000	Credit Agricole S.A.	6.637%	5/29/49
-----			
\$ 2,000	TOTAL CORPORATE BONDS (COST \$1,943,989)		
=====			

PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION (1)	COUPON	MATURITY
	CAPITAL PREFERRED SECURITIES - 52.7% (32.4% OF TOTAL INVESTMENTS)		
	CAPITAL MARKETS - 8.3%		
1,000	Bank of New York Capital I, Series B	7.970%	12/31/26
250	C.A. Preferred Fund Trust II	7.000%	10/30/49
3,250	C.A. Preferred Funding Trust	7.000%	1/30/49
4,300	Dresdner Funding Trust I, 144A	8.151%	6/30/31
8,485	First Union Capital Trust II, Series A	7.950%	11/15/29
3,000	Mizuho JGB Investment	9.870%	6/30/48

30

PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION (1)	COUPON	MATURITY
	CAPITAL MARKETS (continued)		
700	MUFG Capital Finance 2	4.850%	7/25/56
-----			
	Total Capital Markets		
-----			
	COMMERCIAL BANKS - 24.7%		
1,500	AB Svensk Exportkredit,	6.375%	10/27/49

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	144A		
1,800	Abbey National Capital Trust I	8.963%	6/30/50
1,900	AgFirst Farm Credit Bank	7.300%	12/15/53
6,200	Barclays Bank PLC, 144A	8.550%	6/15/49
500	Barclays Bank PLC	7.434%	12/15/57
1,900	BBVA International Preferred S.A., Unipersonal	5.919%	10/18/49
5,000	Capital One Capital IV Corporation	6.745%	2/17/37
3,000	CBG Florida REIT Corporation	7.114%	11/15/49
900	DBS Capital Funding Corporation, 144A	7.657%	3/15/49
4,400	Den Norske Bank, 144A	7.729%	6/29/49
1,000	First Empire Capital Trust I	8.234%	2/01/27
500	First Midwest Bancorp Inc.	6.950%	12/01/33
1,600	HBOS Capital Funding LP, Notes	6.850%	3/23/49
4,600	HBOS PLC, Series, 144A	6.413%	4/01/49
1,430	HSEC USA Capital Trust II, 144A	8.380%	5/15/27
1,000	HTI Funding, GmbH	6.352%	6/30/57
2,500	KBC Bank Fund Trust III, 144A	9.860%	5/02/50
1,000	Lloyds TSB Bank PLC, Subordinated Note	6.900%	11/22/49
2,000	Mizuho Financial Group	8.375%	4/27/49
2,000	Northgroup Preferred Capital Corporation, 144A	6.378%	10/15/57
1,000	Popular North American Capital Trust I	6.564%	9/15/34
1,500	Royal Bank of Scotland Group PLC, Series U	7.640%	3/31/49
3,300	Shinsei Finance II Cayman Limited, Perpetual Maturity, 144A	7.160%	7/25/49
1,500	Standard Chartered PLC, 144A	7.014%	1/30/58
2,660	Swedbank ForeningsSparbanken AB, 144A	9.000%	9/17/50
--(3)	Union Planters Preferred Fund, 144A	7.750%	7/15/53
5,600	Washington Mutual Preferred Funding Cayman, Series A-1, 144A	7.250%	3/15/49
-----			
	Total Commercial Banks		
-----			
	DIVERSIFIED FINANCIAL SERVICES - 3.6%		
1,300	Fulton Capital Trust I	6.290%	2/01/36
6,000	JPMorgan Chase Capital Trust XVIII	6.950%	8/17/36
902	MM Community Funding Trust I Limited	8.030%	6/15/31

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1,800	Old Mutual Capital Funding, Notes	8.000%	6/22/53
-----			
	Total Diversified Financial Services		
-----			
	DIVERSIFIED TELECOMMUNICATION SERVICES - 2.3%		
5	Centaur Funding Corporation, Series B, 144A	9.080%	4/21/20
-----			
	INSURANCE - 11.2%		
3,450	Ace Capital Trust II	9.700%	4/01/30
3,500	AXA S.A., 144A	6.463%	12/14/49
2,600	Great West Life and Annuity Insurance Company	7.153%	5/16/46
1,000	Liberty Mutual Group	7.800%	3/15/37
1,000	MetLife Capital Trust IV	7.880%	12/15/67
600	MetLife Inc.	6.400%	12/15/66
400	Nationwide Financial Services Capital Trust	7.899%	3/01/37
600	Nationwide Financial Services Inc.	6.750%	5/15/67
2,400	Oil Insurance Limited, 144A	7.558%	12/30/49
4,500	Progressive Corporation	6.700%	6/15/37
500	Prudential PLC	6.500%	6/29/49
6,000	QBE Capital Funding Trust II, 144A	6.797%	6/01/49
3,000	XL Capital, Limited	6.500%	10/15/57
-----			
	Total Insurance		
-----			
	OIL, GAS & CONSUMABLE FUELS - 1.0%		
3,000	KN Capital Trust III	7.630%	4/15/28
-----			
	ROAD & RAIL - 1.0%		
2,785	Burlington Northern Santa Fe Funding Trust I	6.613%	12/15/55
-----			

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JHP  
Nuveen Quality Preferred Income Fund 3 (continued)  
Portfolio of INVESTMENTS as of December 31, 2007

PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION (1)	COUPON	MATURITY
-----			
	THRIFTS & MORTGAGE FINANCE - 0.6%		
2,400	Washington Mutual Preferred Funding Trust II	6.665%	3/15/57

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TOTAL CAPITAL PREFERRED  
SECURITIES (COST  
\$148,558,258)

SHARES	DESCRIPTION (1)
	INVESTMENT COMPANIES - 6.5% (4.0% OF TOTAL INVESTMENTS)
97,685	Blackrock Preferred and Corporate Income Strategies Fund
230,226	Blackrock Preferred Income Strategies Fund
46,226	Blackrock Preferred Opportunity Trust
241,169	Flaherty and Crumrine/Claymore Preferred Securities Income Fund Inc.
158,064	Flaherty and Crumrine/Claymore Total Return Fund Inc.
19,342	John Hancock Preferred Income Fund
24,126	John Hancock Preferred Income Fund II
188,671	John Hancock Preferred Income Fund III

TOTAL INVESTMENT  
COMPANIES (COST  
\$20,757,565)

PRINCIPAL AMOUNT (000)	DESCRIPTION (1)	COUPON	MATURITY
\$ 6,831	SHORT-TERM INVESTMENTS - 2.6% (1.6% OF TOTAL INVESTMENTS) Repurchase Agreement with Fixed Income Clearing Corporation, dated 12/31/07, repurchase price \$6,831,539, collateralized by \$6,460,000 U.S. Treasury Notes, 4.875%, due 8/15/16, value \$6,968,725	1.000%	1/02/08

TOTAL SHORT-TERM  
INVESTMENTS (COST  
\$6,831,159)

TOTAL INVESTMENTS (COST  
\$482,911,794) - 162.5%

OTHER ASSETS LESS  
LIABILITIES - 1.1%

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-----  
 FUNDPREFERRED SHARES, AT  
 LIQUIDATION  
 VALUE - (63.6)% (4)  
 -----

NET ASSETS APPLICABLE TO  
 COMMON SHARES - 100%  
 =====

INTEREST RATE SWAPS OUTSTANDING AT DECEMBER 31, 2007:

COUNTERPARTY	NOTIONAL AMOUNT	FUND PAY/RECEIVE FLOATING RATE	FLOATING RATE INDEX	FIXED RATE (ANNUALIZED)	FIXED RATE PAYMENT FREQUENCY	TERMI
Citigroup Inc.	\$42,000,000	Receive	1-Month USD-LIBOR	3.255%	Monthly	2/
Citigroup Inc.	42,000,000	Receive	1-Month USD-LIBOR	3.815	Monthly	2/

USD-LIBOR (United States Dollar-London Inter-Bank Offered Rate)

- (1) All percentages shown in the Portfolio of Investments are based on net assets ap to Common shares unless otherwise noted.
- (2) Ratings (not covered by the report of independent registered public accounting f Using the higher of Standard & Poor's Group ("Standard & Poor's") or Moody's Inv Service, Inc. ("Moody's") rating. Ratings below BBB by Standard & Poor's or Baa are considered to be below investment grade.
- (3) Principal Amount (000)/Shares rounds to less than \$1,000.
- (4) FundPreferred Shares, at Liquidation Value as a percentage of total investments (39.1)%.
- 144A Investment is exempt from registration under Rule 144A of the Securities Act of amended. These investments may only be resold in transactions exempt from regist which are normally those transactions with qualified institutional buyers.
- CORTS Corporate Backed Trust Securities.
- PPLUS PreferredPlus Trust.
- SATURNS Structured Asset Trust Unit Repackaging.

See accompanying notes to financial statements.

Statement of

ASSETS & LIABILITIES

December 31, 2007

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	QUALITY PREFERRED INCOME (JTP)	QUALITY PREFERRED INCOME 2 (JPS)
<b>ASSETS</b>		
Investments, at value (cost \$1,296,954,406, \$2,448,041,788 and \$482,911,794, respectively)	\$1,147,610,708	\$2,172,707,865
Cash	1,160,808	863,704
Cash denominated in foreign currencies (cost \$-, \$155,530 and \$-, respectively)	--	155,056
Unrealized appreciation on interest rate swaps	--	--
Receivables:		
Dividends	1,514,518	2,200,160
Interest	5,105,876	10,038,580
Investments sold	1,036,658	2,920,311
Reclaims	--	142,729
Other assets	110,242	201,748
<b>Total assets</b>	<b>1,156,538,810</b>	<b>2,189,230,153</b>
<b>LIABILITIES</b>		
Unrealized depreciation on interest rate swaps	987,076	418,657
Payable for investments purchased	307,543	359,688
Accrued expenses:		
Management fees	621,578	1,130,088
Other	384,808	645,901
FundPreferred shares dividends payable	293,236	550,390
<b>Total liabilities</b>	<b>2,594,241</b>	<b>3,104,724</b>
FundPreferred shares, at liquidation value	440,000,000	800,000,000
Net assets applicable to Common shares	\$ 713,944,569	\$1,386,125,429
Common shares outstanding	64,557,648	119,845,699
Net asset value per Common share outstanding (net assets applicable to Common shares, divided by Common shares outstanding)	\$ 11.06	\$ 11.57
<b>NET ASSETS APPLICABLE TO COMMON SHARES CONSIST OF:</b>		
Common shares, \$.01 par value per share	\$ 645,576	\$ 1,198,457
Paid-in surplus	897,894,532	1,686,854,230
Undistributed (Over-distribution of) net investment income	193,921	(3,668,866)
Accumulated net realized gain (loss) from investments and derivative transactions	(34,465,403)	(22,518,627)
Net unrealized appreciation (depreciation) of investments and derivative transactions	(150,324,057)	(275,739,765)
Net assets applicable to Common shares	\$ 713,944,569	\$1,386,125,429
Authorized shares:		
Common	Unlimited	Unlimited
FundPreferred	Unlimited	Unlimited

See accompanying notes to financial statements.



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Statement of  
OPERATIONS

Year Ended December 31, 2007

	QUALITY PREFERRED INCOME (JTP)	QUALITY PREFERRED INCOME (JPS)
-----		
INVESTMENT INCOME		
Dividends (net of foreign tax withheld of \$--, \$5,063 and \$1,971, respectively)	\$ 56,601,945	\$ 108,431,96
Interest	36,089,577	67,723,48
-----		
Total investment income	92,691,522	176,155,44
-----		
EXPENSES		
Management fees	11,085,785	20,302,07
FundPreferred shares - auction fees	1,100,000	2,000,00
FundPreferred shares - dividend disbursing agent fees	29,724	42,01
Shareholders' servicing agent fees and expenses	8,208	9,94
Custodian's fees and expenses	231,269	418,67
Trustees' fees and expenses	30,448	60,27
Professional fees	87,741	123,28
Shareholders' reports - printing and mailing expenses	194,074	345,82
Stock exchange listing fees	23,270	43,23
Investor relations expense	168,550	313,01
Other expenses	50,055	66,64
-----		
Total expenses before custodian fee credit and expense reimbursement	13,009,124	23,724,97
Custodian fee credit	(17,571)	(28,67
Expense reimbursement	(3,615,359)	(7,321,20
-----		
Net expenses	9,376,194	16,375,10
-----		
Net investment income	83,315,328	159,780,34
-----		
REALIZED AND UNREALIZED GAIN (LOSS)		
Net realized gain (loss) from:		
Investments	(5,132,013)	(574,70
Interest rate swaps	2,033,771	6,499,83
Futures	(11,881,039)	(19,893,20
Foreign currencies	1,097	16,39
Change in net unrealized appreciation (depreciation) of:		
Investments	(172,487,627)	(330,937,01
Interest rate swaps	(3,782,365)	(9,742,68
Foreign currencies	5,317	10,16
-----		
Net realized and unrealized gain (loss)	(191,242,859)	(354,621,22
-----		
DISTRIBUTIONS TO FUNDPREFERRED SHAREHOLDERS		
From net investment income	(22,627,872)	(40,051,09

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From accumulated net realized gains	--	(1,169,21
Decrease in net assets applicable to Common shares from distributions to FundPreferred shareholders	(22,627,872)	(41,220,30
Net increase (decrease) in net assets applicable to Common shares from operations	\$ (130,555,403)	\$ (236,061,18

See accompanying notes to financial statements.

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Statement of  
CHANGES in NET ASSETS

	QUALITY PREFERRED INCOME (JTP)	
	YEAR ENDED 12/31/07	YEAR ENDED 12/31/06
OPERATIONS		
Net investment income	\$ 83,315,328	\$ 82,501,402
Net realized gain (loss) from:		
Investments	(5,132,013)	132,407
Interest rate swaps	2,033,771	2,298,167
Futures	(11,881,039)	--
Foreign currencies	1,097	563
Change in net unrealized appreciation (depreciation) of:		
Investments	(172,487,627)	(940,681)
Interest rate swaps	(3,782,365)	(215,813)
Foreign currencies	5,317	1,400
Distributions to FundPreferred shareholders:		
From net investment income	(22,627,872)	(20,743,697)
From accumulated net realized gains	--	--
Net increase (decrease) in net assets applicable to Common shares from operations	(130,555,403)	63,033,748
DISTRIBUTIONS TO COMMON SHAREHOLDERS		
From net investment income	(59,742,151)	(69,630,812)
From accumulated net realized gains	--	--
Tax return of capital	(6,091,299)	--
Decrease in net assets applicable to Common shares from distributions to Common shareholders	(65,833,450)	(69,630,812)
CAPITAL SHARE TRANSACTIONS		
Net proceeds from Common shares issued to shareholders due to reinvestment of distributions	725,059	607,703
Net increase (decrease) in net assets applicable to Common shares from capital share transactions	725,059	607,703
Net increase (decrease) in net assets applicable to Common shares	(195,663,794)	(5,989,361)

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Net assets applicable to Common shares at the beginning of year	909,608,363	915,597,724
Net assets applicable to Common shares at the end of year	\$713,944,569	\$909,608,363
Undistributed (Over-distribution of) net investment income at the end of year	\$ 193,921	\$ (1,329,743)

See accompanying notes to financial statements.

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	QUALITY PREFERRED INCOME 3 (JHP)	
	YEAR ENDED 12/31/07	YEAR ENDED 12/31/06
<b>OPERATIONS</b>		
Net investment income	\$ 30,839,129	\$ 30,871,981
Net realized gain (loss) from:		
Investments	(4,501,418)	(2,688,895)
Interest rate swaps	1,505,963	1,379,809
Futures	(4,429,499)	--
Foreign currencies	(2,751)	208
Change in net unrealized appreciation (depreciation) of:		
Investments	(63,538,229)	3,328,270
Interest rate swaps	(2,319,574)	(567,278)
Foreign currencies	1,793	516
Distributions to Fund Preferred shareholders:		
From net investment income	(8,630,819)	(7,912,599)
From accumulated net realized gains	--	--
Net increase (decrease) in net assets applicable to Common shares from operations	(51,075,405)	24,412,012
<b>DISTRIBUTIONS TO COMMON SHAREHOLDERS</b>		
From net investment income	(22,471,014)	(25,661,097)
From accumulated net realized gains	--	--
Tax return of capital	(2,322,309)	(327,326)
Decrease in net assets applicable to Common shares from distributions to Common shareholders	(24,793,323)	(25,988,423)
<b>CAPITAL SHARE TRANSACTIONS</b>		
Net proceeds from Common shares issued to shareholders due to reinvestment of distributions	409,712	259,052
Net increase (decrease) in net assets applicable to Common shares from capital share transactions	409,712	259,052
Net increase (decrease) in net assets applicable to Common shares	(75,459,016)	(1,317,359)

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Net assets applicable to Common shares at the beginning of year	336,540,305	337,857,664
Net assets applicable to Common shares at the end of year	\$261,081,289	\$336,540,305
Undistributed (Over-distribution of) net investment income at the end of year	\$ 639,113	\$ (881,169)

See accompanying notes to financial statements.

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Notes to

FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

The funds (the "Funds") covered in this report and their corresponding Common share New York Stock Exchange symbols are Nuveen Quality Preferred Income Fund (JTP), Nuveen Quality Preferred Income Fund 2 (JPS) and Nuveen Quality Preferred Income Fund 3 (JHP). The Funds are registered under the Investment Company Act of 1940, as amended, as non-diversified, closed-end management investment companies.

Each Fund seeks to provide high current income consistent with capital preservation by investing primarily in a portfolio of preferred securities, debt securities including convertible debt securities and convertible preferred securities.

The following is a summary of significant accounting policies followed by the Funds in the preparation of their financial statements in accordance with U.S. generally accepted accounting principles.

#### Investment Valuation

Exchange-listed securities are generally valued at the last sales price on the securities exchange on which such securities are primarily traded. Securities traded on a securities exchange for which there are no transactions on a given day or securities not listed on a securities exchange are valued at the mean of the closing bid and asked prices. Securities traded on Nasdaq are valued at the Nasdaq Official Closing Price. Futures contracts are valued using the closing settlement price or, in the absence of such a price, at the mean of the bid and asked prices. The prices of fixed-income securities and interest rate swap contracts are generally provided by an independent pricing service approved by the Funds' Board of Trustees. When price quotes are not readily available, the pricing service or, in the absence of a pricing service for a particular investment, the Board of Trustees of the Funds, or its designee, may establish fair value using a wide variety of market data including yields or prices of investments of comparable quality, type of issue, coupon, maturity and rating, market quotes or indications of value from security dealers, evaluations of anticipated cash flows or collateral, general market conditions and other information and analysis, including the obligor's credit characteristics considered relevant by the pricing service or the Board of Trustees' designee. If the pricing service is unable to supply a price for an investment or derivative instrument, the Funds may use market quotes provided by major broker/dealers in such investments. If it is determined that the market price for an investment or derivative instrument is unavailable or inappropriate, the

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Board of Trustees of the Funds, or its designee, may establish fair value in accordance with procedures established in good faith by the Board of Trustees. Short-term investments are valued at amortized cost, which approximates market value.

### Investment Transactions

Investment transactions are recorded on a trade date basis. Realized gains and losses from investment transactions are determined on the specific identification method. Investments purchased on a when-issued/delayed delivery basis may have extended settlement periods. Any investments so purchased are subject to market fluctuation during this period. The Funds have instructed the custodian to segregate assets with a current value at least equal to the amount of the when-issued/delayed delivery purchase commitments. At December 31, 2007, there were no such outstanding purchase commitments in any of the Funds.

### Investment Income

Dividend income is recorded on the ex-dividend date or, for foreign securities, when information is available. Interest income, which includes the amortization of premiums and accretion of discounts for financial reporting purposes, is recorded on an accrual basis. Interest income also includes paydown gains and losses, if any.

### Federal Income Taxes

Each Fund is a separate taxpayer for federal income tax purposes. Each Fund intends to distribute substantially all net investment income and net capital gains to shareholders and to otherwise comply with the requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies. Therefore, no federal income tax provision is required.

Effective June 29, 2007, the Funds adopted Financial Accounting Standards Board (FASB) Interpretation No. 48 "Accounting for Uncertainty in Income Taxes" (FIN 48). FIN 48 provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. FIN 48 requires the affirmative evaluation of tax positions taken or expected to be taken in the course of preparing the Funds' tax returns to determine whether it is "more-likely-than-not" (i.e. greater than 50-percent) of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold may result in a tax benefit or expense in the current year.

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### Notes to FINANCIAL STATEMENTS (continued)

Implementation of FIN 48 required management of the Funds to analyze all open tax years, as defined by the statute of limitations, for all major jurisdictions, which includes federal and certain states. Open tax years are those that are open for examination by taxing authorities (i.e. the last four tax year ends and the interim tax period since then). The Funds have no examinations in progress.

For all open tax years and all major taxing jurisdictions through the end of the reporting period, management of the Funds has reviewed all tax positions taken or expected to be taken in the preparation of the Funds' tax returns and concluded the adoption of FIN 48 resulted in no impact to the Funds' net assets or results of operations as of and during the fiscal year ended December 31, 2007.

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The Funds are also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months.

### Dividends and Distributions to Common Shareholders

Distributions to Common shareholders are recorded on the ex-dividend date. The amount and timing of distributions are determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles.

Distributions to Common shareholders are declared monthly. Net realized capital gains from investment transactions, if any, are distributed to shareholders not less frequently than annually. Furthermore, capital gains are distributed only to the extent they exceed available capital loss carryforwards.

### FundPreferred Shares

The Funds have issued and outstanding FundPreferred shares, \$25,000 stated value per share, as a means of effecting financial leverage. Each Fund's FundPreferred shares are issued in more than one Series. The dividend rate paid by the Funds on each Series is determined every seven days, pursuant to a dutch auction process overseen by the auction agent, and is payable at the end of each rate period. The number of FundPreferred shares outstanding, by Series and in total, for each Fund is as follows:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
-----		
Number of shares:		
Series M	3,520	
Series T	3,520	
Series T2	--	
Series W	3,520	
Series TH	3,520	
Series TH2	--	
Series F	3,520	
-----		
Total	17,600	
-----		

### Interest Rate Swap Transactions

The Funds are authorized to invest in interest rate swap transactions. The Funds' use of interest rate swap transactions is intended to mitigate the negative impact that an increase in short-term interest rates could have on Common share net earnings as a result of leverage. Interest rate swap transactions involve each Fund's agreement with the counterparty to pay or receive a fixed rate payment in exchange for the counterparty paying or receiving a variable rate payment that is intended to approximate each Fund's variable rate payment obligation on FundPreferred shares or any variable rate borrowing. The payment obligation is based on the notional amount of the interest rate swap contract. Interest rate swaps do not involve the delivery of securities or other underlying assets or principal. Accordingly, the risk of loss with respect to the swap counterparty on such transactions is limited to

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the net amount of interest payments that each Fund is to receive. Interest rate swap positions are valued daily. Although there are economic advantages of entering into interest rate swap transactions, there are also additional risks. The Funds help manage the credit risks associated with interest rate swap transactions by entering into agreements only with counterparties Nuveen Asset Management (the "Adviser"), a wholly owned subsidiary of Nuveen Investments Inc. ("Nuveen"), believes have the financial resources to honor their obligations and by having the Adviser continually monitor the financial stability of the swap counterparties.

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### Futures Contracts

The Funds are authorized to invest in futures contracts. Upon entering into a futures contract, a Fund is required to deposit with the broker an amount of cash or liquid securities equal to a specified percentage of the contract amount. This is known as the "initial margin." Subsequent payments ("variation margin") are made or received by a Fund each day, depending on the daily fluctuation of the value of the contract.

During the period the futures contract is open, changes in the value of the contract are recognized as an unrealized gain or loss by "marking-to-market" on a daily basis to reflect the changes in market value of the contract. When the contract is closed or expired, a Fund records a realized gain or loss equal to the difference between the value of the contract on the closing date and the value of the contract when originally entered into. Cash held by the broker to cover initial margin requirements on open futures contracts, if any, is recognized in the Statement of Assets and Liabilities. Additionally, the Statement of Assets and Liabilities reflects a receivable or payable for the variation margin when applicable. During the fiscal year ended December 31, 2007 each Fund invested in futures contracts. As of December 31, 2007, there were no outstanding futures contracts in any of the Funds.

Risks of investments in futures contracts include the possible adverse movement of the securities or indices underlying the contracts, the possibility that there may not be a liquid secondary market for the contracts and/or that a change in the value of the contract may not correlate with a change in the value of the underlying securities or indices.

### Foreign Currency Transactions

The Funds are authorized to engage in foreign currency exchange transactions, including foreign currency forward, options and futures contracts. To the extent that the Funds invest in securities and/or contracts that are denominated in a currency other than U.S. dollars, the Funds will be subject to currency risk, which is the risk that an increase in the U.S. dollar relative to the foreign currency will reduce returns or portfolio value. Generally, when the U.S. dollar rises in value against a foreign currency, the Funds' investments denominated in that currency will lose value because its currency is worth fewer U.S. dollars; the opposite effect occurs if the U.S. dollar falls in relative value. Investments and other assets and liabilities denominated in foreign currencies are converted into U.S. dollars on a spot (i.e. cash) basis at the spot rate prevailing in the foreign currency exchange market at the time of valuation. Purchases and sales of investments and income denominated in foreign currencies are translated into U.S. dollars on the respective dates of such transactions. The gains or losses resulting from changes in foreign exchange rates are included in "Realized gain (loss) on foreign currencies" and "Change in net unrealized appreciation (depreciation) of foreign currencies" in the Statement of Operations.

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The books and records of the Funds are maintained in U.S. dollars. Foreign currencies, investments and other assets and liabilities are translated into U.S. dollars at 4:00 p.m. Eastern time. Investments and income and expenses are translated on the respective dates of such transactions. Net realized foreign currency gains and losses resulting from changes in exchange rates include foreign currency gains and losses between trade date and settlement date of the transactions, foreign currency transactions, and the difference between the amounts of interest and dividends recorded on the books of a Fund and the amounts actually received.

### Repurchase Agreements

In connection with transactions in repurchase agreements, it is the Funds' policy that its custodian take possession of the underlying collateral securities, the fair value of which exceeds the principal amount of the repurchase transaction, including accrued interest, at all times. If the seller defaults, and the fair value of the collateral declines, realization of the collateral may be delayed or limited.

### Custodian Fee Credit

Each Fund has an arrangement with the custodian bank whereby certain custodian fees and expenses are reduced by net credits earned on each Fund's cash on deposit with the bank. Such deposit arrangements are an alternative to overnight investments. Credits for cash balances may be offset by charges for any days on which the Fund overdraws its account at the custodian bank.

### Indemnifications

Under the Funds' organizational documents, their Officers and Trustees are indemnified against certain liabilities arising out of the performance of their duties to the Funds. In addition, in the normal course of business, the Funds enter into contracts that provide general indemnifications to other parties. The Funds' maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Funds that have not yet occurred. However, the Funds have not had prior claims or losses pursuant to these contracts and expect the risk of loss to be remote.

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Notes to  
FINANCIAL STATEMENTS (continued)

### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets applicable to Common shares from operations during the reporting period. Actual results may differ from those estimates.

## 2. FUND SHARES

Transactions in Common shares were as follows:

QUALITY PREFERRED  
INCOME (JTP)

QUALITY PREFERRED  
INCOME 2 (JPS)



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	YEAR ENDED 12/31/07	YEAR ENDED 12/31/06	YEAR ENDED 12/31/07	12/31/07
Shares issued to shareholders due to reinvestment of distributions	52,207	43,337	202,230	101

3. INVESTMENT TRANSACTIONS

Purchases and sales (including maturities but excluding short-term investments and derivative transactions) during the fiscal year ended December 31, 2007, were as follows:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
Purchases:		
Investment securities	\$422,748,494	\$728,95
U.S. Government and agency obligations	1,011,328	1,00
Sales and maturities:		
Investment securities	403,151,787	756,29
U.S. Government and agency obligations	--	

4. INCOME TAX INFORMATION

The following information is presented on an income tax basis based on the information currently available to the Funds. Differences between amounts for financial statement and federal income tax purposes are primarily due to recognition of premium amortization, recognition of income on REIT investments, timing differences in the recognition of income and timing differences in recognizing certain gains and losses on investment transactions. 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 values of the Funds.

At December 31, 2007, the cost of investments was as follows:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
Cost of investments	\$1,296,481,002	\$2,451,1

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Gross unrealized appreciation and gross unrealized depreciation of investments at December 31, 2007, were as follows:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
-----		
Gross unrealized:		
Appreciation	\$ 10,574,821	\$ 18,26
Depreciation	(159,445,115)	(296,71
-----		
Net unrealized appreciation (depreciation) of investments	\$ (148,870,294)	\$ (278,45
-----		

The tax components of undistributed net ordinary income and net long-term capital gains at July 31, 2007, the Funds' last tax year end, were as follows:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
-----		
Undistributed net ordinary income *	\$ --	
Undistributed net long-term capital gains	--	
-----		

\* Net ordinary income consists of net taxable income derived from dividends, interest and net short-term capital gains, if any.

The tax character of distributions paid during the Funds' tax years ended July 31, 2007 and July 31, 2006, was designated for purposes of the dividends paid deduction as follows:

JULY 31, 2007	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
-----		
Distributions from net ordinary income *	\$84,716,262	\$168,14
Distributions from net long-term capital gains	--	6,39
Tax return of capital	6,091,299	4,17
-----		

QUALITY PREFERRED	Q PRE
----------------------	----------

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JULY 31, 2006	INCOME (JTP)	IN
Distributions from net ordinary income *	\$88,059,972	\$166,26
Distributions from net long-term capital gains	--	22,35
Tax return of capital	--	

\* Net ordinary income consists of net taxable income derived from dividends, interest and net short-term capital gains, if any.

At July 31, 2007, the Funds' last tax year end, the Funds had unused capital loss carryforwards available for federal income tax purposes to be applied against future capital gains, if any. If not applied, the carryforwards will expire as follows:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
Expiration year:		
2011	\$16,197,046	
2012	--	
2013	--	
2014	--	
2015	1,000,781	
Total	\$17,197,827	

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Notes to  
FINANCIAL STATEMENTS (continued)

The following Funds have elected to defer net realized losses from investments incurred from November 1, 2006 through July 31, 2007, the Funds' last tax year end, ("post-October losses") in accordance with federal income tax regulations. Post-October losses are treated as having arisen on the first day of the following fiscal year:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
	\$12,689,093	\$16,4

Calculation of certain of the amounts presented above (namely, undistributed net

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ordinary income for tax purposes) involves the application of complex aspects of the Internal Revenue Code to certain securities held by the Funds. In calculating the amount of taxable income derived from these securities, management made assumptions as to the correct tax treatment of certain of those securities and made estimates about the tax characteristics of income received from those securities, based on information currently available to the Funds. The use of these assumptions and estimates will not affect the qualification of the Funds as regulated investment companies under Subchapter M of the Internal Revenue Code, nor is it expected that these assumptions and estimates will be used in computing taxable income for purposes of preparing the federal and state income and excise tax returns.

### 5. MANAGEMENT FEES AND OTHER TRANSACTIONS WITH AFFILIATES

Each Fund's management fee is separated into two components - a complex-level component, based on the aggregate amount of all fund assets managed by the Adviser, and a specific fund-level component, based only on the amount of assets within each individual Fund. This pricing structure enables Nuveen fund shareholders to benefit from growth in the assets within each individual fund as well as from growth in the amount of complex-wide assets managed by the Adviser.

The annual fund-level fee, payable monthly, for each Fund is based upon the average daily Managed Assets of each Fund as follows:

#### AVERAGE DAILY MANAGED ASSETS

FUN

-----  
 For the first \$500 million  
 For the next \$500 million  
 For the next \$500 million  
 For the next \$500 million  
 For Managed Assets over \$2 billion  
 -----

The annual complex-level fee, payable monthly, which is additive to the fund-level fee, for all Nuveen sponsored funds in the U.S., is based on the aggregate amount of total fund assets managed as stated in the tables below. As of December 31, 2007, the complex-level fee rate was .1846%.

Effective August 20, 2007, the complex-level fee schedule is as follows:

#### COMPLEX-LEVEL ASSET BREAKPOINT LEVEL (1)

EFFECTIVE RATE AT BREAKPOINT LEVEL

-----  

\$55 billion	.2000%
\$56 billion	.1996
\$57 billion	.1989
\$60 billion	.1961
\$63 billion	.1931
\$66 billion	.1900
\$71 billion	.1851
\$76 billion	.1806
\$80 billion	.1773
\$91 billion	.1691
\$125 billion	.1599
\$200 billion	.1505
\$250 billion	.1469

 -----

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\$300 billion

.1445

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Prior to August 20, 2007, the complex-level fee schedule was as follows:

COMPLEX-LEVEL ASSET BREAKPOINT LEVEL (1)	EFFECTIVE RATE AT BREAKPOINT LEVEL
\$55 billion	.2000%
\$56 billion	.1996
\$57 billion	.1989
\$60 billion	.1961
\$63 billion	.1931
\$66 billion	.1900
\$71 billion	.1851
\$76 billion	.1806
\$80 billion	.1773
\$91 billion	.1698
\$125 billion	.1617
\$200 billion	.1536
\$250 billion	.1509
\$300 billion	.1490

(1) The complex-level fee component of the management fee for the funds is calculated based upon the aggregate Managed Assets ("Managed Assets" means the average daily net assets of each fund including assets attributable to preferred stock issued by or borrowings by the Nuveen funds) of Nuveen-sponsored funds in the U.S.

The management fee compensates the Adviser for overall investment advisory and administrative services and general office facilities. The Adviser has entered into Sub-Advisory Agreements with Spectrum Asset Management, Inc. ("Spectrum"), under which Spectrum manages the investment portfolios of the Funds. Spectrum is compensated for its services to the Funds from the management fees paid to the Adviser. Spectrum also receives compensation on certain portfolio transactions for providing brokerage services to the Funds.

The Funds pay no compensation directly to those of its Trustees who are affiliated with the Adviser or to its Officers, all of whom receive remuneration for their services to the Funds from the Adviser or its affiliates. The Board of Trustees has adopted a deferred compensation plan for independent Trustees that enables Trustees to elect to defer receipt of all or a portion of the annual compensation they are entitled to receive from certain Nuveen advised funds. Under the plan, deferred amounts are treated as though equal dollar amounts had been invested in shares of select Nuveen advised funds.

For the first eight years of Quality Preferred Income's (JTP) operations, the Adviser has agreed to reimburse the Fund, as a percentage of average daily Managed Assets, for fees and expenses in the amounts and for the time periods set forth below:

YEAR ENDING

YEAR ENDING

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JUNE 30, JUNE 30,

---

2002 *	.32%	2007
2003	.32	2008
2004	.32	2009
2005	.32	2010
2006	.32	

---

\* From the commencement of operations.

The Adviser has not agreed to reimburse Quality Preferred Income (JTP) for any portion of its fees and expenses beyond June 30, 2010.

For the first eight years of Quality Preferred Income 2's (JPS) operations, the Adviser has agreed to reimburse the Fund, as a percentage of average daily Managed Assets, for fees and expenses in the amounts and for the time periods set forth below:

YEAR ENDING YEAR ENDING  
SEPTEMBER 30, SEPTEMBER 30,

---

2002 *	.32%	2007
2003	.32	2008
2004	.32	2009
2005	.32	2010
2006	.32	

---

\* From the commencement of operations.

Notes to  
FINANCIAL STATEMENTS (continued)

The Adviser has not agreed to reimburse Quality Preferred Income 2 (JPS) for any portion of its fees and expenses beyond September 30, 2010.

For the first eight years of Quality Preferred Income 3's (JHP) operations, the Adviser has agreed to reimburse the Fund, as a percentage of average daily Managed Assets, for fees and expenses in the amounts and for the time periods set forth below:

YEAR ENDING YEAR ENDING  
DECEMBER 31, DECEMBER 31,

---

2002 *	.32%	2007
2003	.32	2008
2004	.32	2009
2005	.32	2010
2006	.32	

---

\* From the commencement of operations.

The Adviser has not agreed to reimburse Quality Preferred Income 3 (JHP) for any portion of its fees and expenses beyond December 31, 2010.

#### Agreement and Plan of Merger

On June 20, 2007, Nuveen Investments announced that it had entered into a definitive Agreement and Plan of Merger ("Merger Agreement") with Windy City Investments, Inc. ("Windy City"), a corporation formed by investors led by Madison Dearborn Partners, LLC ("Madison Dearborn"), pursuant to which Windy City would acquire Nuveen Investments. Madison Dearborn is a private equity investment firm based in Chicago, Illinois. The merger was consummated on November 13, 2007.

The consummation of the merger was deemed to be an "assignment" (as that term is defined in the Investment Company Act of 1940) of the investment management agreement between each Fund and the Adviser and, if applicable, the sub-advisory agreement between the Adviser and the sub-adviser of the Funds, and resulted in the automatic termination of such agreements. The Board of Trustees of each Fund considered and approved a new investment management agreement with the Adviser, and, if applicable, a new sub-advisory agreement between the Adviser and the sub-adviser on the same terms as the previous agreements. Each new ongoing investment management agreement and sub-advisory agreement, if applicable, was approved by the shareholders of each Fund and took effect on November 13, 2007.

The investors led by Madison Dearborn includes an affiliate of Merrill Lynch. As a result, Merrill Lynch is an indirect "affiliated person" (as that term is defined in the Investment Company Act of 1940) of each Fund. Certain conflicts of interest may arise as a result of such indirect affiliation. For example, the Funds are generally prohibited from entering into principal transactions with Merrill Lynch and its affiliates. The Adviser does not believe that any such prohibitions or limitations as a result of Merrill Lynch's affiliation will significantly impact the ability of the Funds to pursue their investment objectives and policies.

#### Related Party Holdings

At December 31, 2007, Quality Preferred Income (JTP), Quality Preferred Income 2 (JPS) and Quality Preferred Income 3 (JHP) owned 395,313, 753,181 and 180,000 shares, respectively, of Merrill Lynch and Company, Inc. preferred securities with aggregate market values of \$8,540,540, \$15,912,165 and \$3,872,920, respectively. Total income earned by Quality Preferred Income (JTP), Quality Preferred Income 2 (JPS) and Quality Preferred Income 3 (JHP) from such securities amounted to \$754,698, \$1,471,854 and \$324,370, respectively, and is included in dividend income on the Statement of Operations.

#### 6. NEW ACCOUNTING PRONOUNCEMENT

Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements." This standard establishes a single authoritative definition of fair value, sets out a framework for measuring fair value and requires additional disclosures about fair value measurements. SFAS No. 157 applies to fair value measurements already required or permitted by existing standards. SFAS No. 157 is effective for financial statements issued for fiscal years

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beginning after November 15, 2007, and interim periods within those fiscal years. The changes to current generally accepted accounting principles from the application of this standard relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurements. As of December 31, 2007, management does not believe the adoption of SFAS No. 157 will impact the financial statement amounts; however, additional disclosures may be required about the inputs used to develop the measurements and the effect of certain of the measurements included within the Statement of Operations for the period.

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7. SUBSEQUENT EVENTS

Distributions to Common Shareholders

The Funds declared Common share distributions which were paid on February 1, 2008, to shareholders of record on January 15, 2008, as follows:

	QUALITY PREFERRED INCOME (JTP)	Q PRE IN
-----		
Distributions per share	\$.0810	
-----		

During February 2008, regularly scheduled auctions for the FundPreferred shares issued by the Funds began attracting more shares for sale than offers to buy. This meant that these auctions "failed to clear," and that many FundPreferred shareholders who wanted to sell their shares in these auctions were unable to do so. FundPreferred shareholders unable to sell their shares received distributions at the "maximum rate" calculated in accordance with the pre-established terms of the FundPreferred stock.

These developments do not affect the management or investment policies of the Funds. However, one implication of these auction failures for Common shareholders is that the Funds' cost of leverage will be higher than it otherwise would have been had the auctions been successful. As a result, the Funds' future Common share earnings may be lower than they otherwise might have been.

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Financial

HIGHLIGHTS

Selected data for a Common share outstanding throughout each period:

		Investment Operations
		-----
Beginning Common	Net	Distributions from Net Investment Income to



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	Share Net Asset Value	Net Investment Income (a)	Realized/ Unrealized Gain (Loss)	FundPreferred Share- holders+
-----				
QUALITY PREFERRED INCOME (JTP)				
-----				
Year ended 12/31:				
2007	\$14.10	\$1.29	\$ (2.96)	\$ (.35)
2006	14.20	1.28	.02	(.32)
2005	14.92	1.30	(.68)	(.21)
2004 (b)	14.40	.60	.47	(.05)
Year Ended 7/31:				
2004 (c)	14.10	1.37	.26	(.08)
2003	14.12	1.31	.16	(.09)
-----				
QUALITY PREFERRED INCOME 2 (JPS)				
-----				
Year ended 12/31:				
2007	14.66	1.34	(2.96)	(.34)
2006	14.77	1.33	(.01)	(.31)
2005	15.66	1.34	(.69)	(.18)
2004 (b)	15.32	.60	.50	(.04)
Year Ended 7/31:				
2004 (c)	14.97	1.42	.37	(.08)
2003 (d)	14.33	1.02	.79	(.07)
-----				
QUALITY PREFERRED INCOME 3 (JHP)				
-----				
Year ended 12/31:				
2007	14.22	1.31	(3.09)	(.37)
2006	14.29	1.31	.05	(.33)
2005	15.15	1.32	(.70)	(.21)
2004 (b)	14.71	.60	.46	(.05)
Year Ended 7/31:				
2004 (c)	14.38	1.38	.40	(.08)
2003 (e)	14.33	.67	.22	(.04)
-----				

Less Distributions

	Net Investment Income to Common Share- holders	Capital Gains to Common Share- holders	Tax Return of Capital to Common Share- holders	Total	Offering Co FundPrefer Sh Underwrit Discou
-----					
QUALITY PREFERRED INCOME (JTP)					
-----					
Year ended 12/31:					
2007	\$ (.93)	\$ --	\$ (.09)	\$ (1.02)	\$
2006	(1.08)	--	--	(1.08)	
2005	(1.13)	--	--	(1.13)	
2004 (b)	(.50)	--	--	(.50)	
Year Ended 7/31:					
2004 (c)	(1.25)	--	--	(1.25)	
2003	(1.25)	--	--	(1.25)	(.
-----					
QUALITY PREFERRED INCOME 2 (JPS)					
-----					
Year ended 12/31:					

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2007	(1.04)	(.04)	(.04)	(1.12)
2006	(1.12)	--	--	(1.12)
2005	(1.16)	(.18)	--	(1.34)
2004 (b)	(.53)	(.18)	--	(.71)
Year Ended 7/31:				
2004 (c)	(1.32)	(.04)	--	(1.36)
2003 (d)	(.95)	--	--	(.95)

QUALITY PREFERRED INCOME 3 (JHP)

---

Year ended 12/31:				
2007	(.95)	--	(.10)	(1.05)
2006	(1.09)	--	(.01)	(1.10)
2005	(1.17)	(.09)	--	(1.26)
2004 (b)	(.51)	(.06)	--	(.57)
Year Ended 7/31:				
2004 (c)	(1.24)	(.12)	--	(1.36)
2003 (e)	(.62)	--	--	(.62)

---

\* Annualized.

\*\* Total Return on Market Value is the combination of changes in the market price per share and the effect of reinvested dividend income and reinvested capital gains distributions, if any, at the average price paid per share at the time of reinvestment. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending market price. The actual reinvestment for the last dividend declared in the period takes place over several days, and in some instances may not be based on the market price, so the actual reinvestment price may be different from the price used in the calculation. Total returns are not annualized.

Total Return on Common Share Net Asset Value is the combination of changes in Common share net asset value, reinvested dividend income at net asset value and reinvested capital gains distributions at net asset value, if any. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending net asset value. The actual reinvest price for the last dividend declared in the period may often be based on the Fund's market price (and not its net asset value), and therefore may be different from the price used in the calculation. Total returns are not annualized.

\*\*\* After custodian fee credit and expense reimbursement, where applicable.

+ The amounts shown are based on Common share equivalents.

++ - Ratios do not reflect the effect of dividend payments to FundPreferred shareholders.

- Income ratios reflect income earned on assets attributable to FundPreferred shares.

- For the periods presented below each ratio includes the effect of the interest expense paid on interest rate swap transactions as follows:

Ratios of Net Interest Expense to Average Net Assets Applicable to Common Shares

---

QUALITY PREFERRED INCOME (JTP)

Year Ended 7/31:

2003

.80%

QUALITY PREFERRED INCOME 2

(JPS)

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Year Ended 7/31:  
 2003 (d) .58\*  
 QUALITY PREFERRED INCOME 3  
 (JHP)  
 Year Ended 7/31:  
 2003 (e) .51\*

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Total Returns		Ratios/Supplemental Data				
		Ratios to Average Net Assets Applicable to Common Shares Before Credit/Reimbursement			Ratios to Average Net Assets Applicable to Common Shares After Credit/Reimbursement	
Based on Market Value**	Based on Common Share Net Asset Value**	Ending Net Assets Applicable to Common Shares (000)	Expenses**	Net Investment Income**	Expenses**	Investment Income
(24.60)%	(15.32)%	\$ 713,945	1.54%	9.43%	1.11%	9.43%
29.51	7.26	909,608	1.50	8.70	1.02	9.43%
(3.69)	2.89	915,598	1.49	8.47	1.02	8.47%
3.79	7.10	961,583	1.49*	9.15*	1.02*	9.15%
4.20	11.17	927,892	1.51	8.87	1.04	9.15%
4.95	9.15	907,746	2.38	8.84	1.91	9.15%
(22.24)%	(14.32)%	1,386,125	1.45	9.35	1.00	9.35%
27.75	7.09	1,753,392	1.42	8.72	.95	9.35%
(2.06)	3.01	1,765,543	1.40	8.32	.94	8.32%
3.34	6.94	1,872,283	1.40*	8.69*	.94*	8.69%
8.98	11.60	1,830,878	1.41	8.64	.95	8.64%
4.02	11.22	1,789,809	1.99*	7.59*	1.54*	8.64%
(23.61)%	(16.01)%	261,081	1.60	9.38	1.10	9.38%
25.00	7.49	336,540	1.56	8.81	1.08	9.38%
(2.16)	2.88	337,858	1.54	8.48	1.07	8.48%
4.64	6.81	358,197	1.54*	9.03*	1.07*	9.03%
9.36	11.93	347,900	1.55	8.75	1.08	9.03%
(.19)	4.62	339,499	1.97*	7.14*	1.53*	7.14%

Fund Preferred Shares at End of Period

Aggregate Amount Outstanding (000)	Liquidation and Market Value Per Share	Asset Coverage Per Share
---------------------------------------------	-------------------------------------------------	--------------------------------

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\$440,000	\$25,000	\$65,565
440,000	25,000	76,682
440,000	25,000	77,023
440,000	25,000	79,635
440,000	25,000	77,721
440,000	25,000	76,577
-----		
800,000	25,000	68,316
800,000	25,000	79,794
800,000	25,000	80,173
800,000	25,000	83,509
800,000	25,000	82,215
800,000	25,000	80,932
-----		
166,000	25,000	64,319
166,000	25,000	75,684
166,000	25,000	75,882
166,000	25,000	78,945
166,000	25,000	77,395
166,000	25,000	76,129

---

- (a) Per share Net Investment Income is calculated using the average daily shares method.
- (b) For the period August 1, 2004, through December 31, 2004.
- (c) The Funds changed their method of presentation for net interest expense on interest rate swap transactions. The effect of this reclassification for the fiscal year ended July 31, 2004, was as follows:

	QUALITY PREFERRED INCOME (JTP)	QUA PREFE INCO (
-----		
Increase of Net Investment Income per share with a corresponding decrease in Net Realized/Unrealized Gain (Loss)	\$.14	
Decrease in each of the Ratios of Expenses to Average Net Assets Applicable to Common Shares with a corresponding increase in each of the Ratios of Net Investment Income to Average Net Assets Applicable to Common Shares	.94%	

- (d) For the period September 24, 2002 (commencement of operations) through July 31, 2003.
- (e) For the period December 18, 2002 (commencement of operations) through July 31, 2003.

See accompanying notes to financial statements.

BOARD MEMBERS & OFFICERS

The management of the Funds, including general supervision of the duties performed for the Funds by the Adviser, is the responsibility of the Board Members of the Funds. The number of board members of the Fund is currently set at eight. None of the board members who are not interested persons of the Funds

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has ever been a director or employee of, or consultant to, Nuveen or its affiliates. The names and business addresses of the board members and officers of the Funds, their principal occupations and other affiliations during the past five years, the number of portfolios each oversees and other directorships they hold are set forth below.

NAME, BIRTHDATE & ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED AND TERM(2)	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	PRINCIPAL INCLUDING DURING PAS
------------------------------	------------------------------------	------------------------------------------------------	------------------------------------------------------------------------	--------------------------------------

BOARD MEMBER WHO IS AN INTERESTED PERSON OF THE FUNDS:

<p>- TIMOTHY R. SCHWERTFEGER(1) 3/28/49 333 W. Wacker Drive Chicago, IL 60606</p>	<p>Chairman of the Board and Board Member</p>	<p>1994 ANNUAL</p>	<p>184</p>	<p>Former dir (1994-Nove Chairman ( 2007), Non (July 1, 2 2007) and Officer (1 of Nuveen and Nuveen and certai subsidiari Investment Director ( Institutio Corporatio</p>
---------------------------------------------------------------------------------------------------	-------------------------------------------------------	------------------------	------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

BOARD MEMBERS WHO ARE NOT INTERESTED PERSONS OF THE FUNDS:

<p>- ROBERT P. BREMNER 8/22/40 333 W. Wacker Drive Chicago, IL 60606</p>	<p>Lead Independent Board member</p>	<p>1997 CLASS III</p>	<p>184</p>	<p>Private In Management</p>
<p>- JACK B. EVANS 10/22/48 333 W. Wacker Drive Chicago, IL 60606</p>	<p>Board member</p>	<p>1999 CLASS III</p>	<p>184</p>	<p>President, Foundation philanthro (since 199 Vice Chair Group, a p company; M of Regents State of I System; Di Life Trust and Iowa C Member of Council of Finance in of Busines Iowa; form Alliant En Director, Bank of Ch President</p>

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Officer, S  
Inc., a re  
services f

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NAME, BIRTHDATE & ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED AND TERM(2)	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	PRINCIPAL INCLUDING DURING PAS
BOARD MEMBERS WHO ARE NOT INTERESTED PERSONS OF THE FUNDS (CONTINUED):				
- WILLIAM C. HUNTER 3/6/48 333 W. Wacker Drive Chicago, IL 60606	Board member	2004 CLASS II	184	Dean, Tipp Business, (since Jul Dean and D Professor of Busines of Connect previously President Research a Reserve Ba (1995-2003 1997), Cre at George University 2004) of X Director ( Gamma Sigm Honor Soci Technologi 2005-Octob
- DAVID J. KUNDERT 10/28/42 333 W. Wacker Drive Chicago, IL 60606	Board member	2005 CLASS II	182	Director, Wealth Man Retired (s Chairman, Asset Mana and CEO, B Advisors C President, Funds; pri Executive Banc One C Chairman a Investment Member, Bo Luther Col Wisconsin member of Friends of Gardens; m Committee, Foundation

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<p>- WILLIAM J. SCHNEIDER 9/24/44 333 W. Wacker Drive Chicago, IL 60606</p>	<p>Board member</p>	<p>1997 ANNUAL</p>	<p>184</p>	<p>Chairman o Partners L investment Senior Par Operating 2004); Dir Developmen formerly, Advisory C Federal Re</p>
<p>- JUDITH M. STOCKDALE 12/29/47 333 W. Wacker Drive Chicago, IL 60606</p>	<p>Board member</p>	<p>1997 CLASS I</p>	<p>184</p>	<p>Executive and Dorothe Foundation prior ther Director, Protection 1994).</p>
<p>- CAROLE E. STONE 6/28/47 333 W. Wacker Drive Chicago, IL 60606</p>	<p>Board member</p>	<p>2007 CLASS I</p>	<p>184</p>	<p>Director, Options Ex 2006); Cha Associatio (2005-12/2 New York S Public Aut (since 200 Director, Division o (2000-2004 Authoritie (2000-2004 Local Gove Corporatio</p>

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NAME, BIRTHDATE & ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED (4)	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY OFFICER	PRINCIPAL OCCUPATIO DURING PA
OFFICERS OF THE FUND:				
<p>- GIFFORD R. ZIMMERMAN 9/9/56 333 W. Wacker Drive Chicago, IL 60606</p>	<p>Chief Administrative Officer</p>	<p>1988</p>		<p>Managing 2002), As Secretary General C formerly, and Assis Counsel, Investmen Managing 2002), As</p>

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				184	Counsel a Secretary Asset Man President Secretary Investmen Company, 2002), Nu Advisers 2002), Sy Managemen Investmen Company, 2003), Tr Investors Barbara A LLC (sinc HydePark Richards (since 20 Director, General C Assistant Rittenhou Managemen 2003); Ma (since 20 Assistant (since 19 Investmen Assistant (since 20 Asset Man	
- WILLIAM ADAMS IV	6/9/55	333 W. Wacker Drive Chicago, IL 60606	Vice President	2007		Executive U.S. Stru of Nuveen LLC, (sin thereto, Director Investmen
					120	
- JULIA L. ANTONATOS	9/22/63	333 W. Wacker Drive Chicago, IL 60606	Vice President	2004		Managing 2005), fo President Nuveen In Chartered Analyst.
					184	
- CEDRIC H. ANTOSIEWICZ	1/11/62	333 W. Wacker Drive Chicago, IL 60606	Vice President	2007		Managing 2004) pre President Nuveen In
					120	
- MICHAEL T. ATKINSON	2/3/66	333 W. Wacker Drive Chicago, IL 60606	Vice President and Assistant Secretary	2000		Vice Pres 2002) of Investmen
					184	



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- PETER H. D( # )ARRIGO  
 11/28/67  
 333 W. Wacker Drive  
 Chicago, IL 60606

Vice President

1999

184

Vice Pres  
 Treasurer  
 Investmen  
 Nuveen In  
 Vice Pres  
 Treasurer  
 Managemen  
 Nuveen In  
 Advisers  
 2002); NW  
 Managemen  
 (since 20  
 Asset Man  
 (since 20  
 NWQ Globa  
 (since 20  
 Barbara A  
 LLC (sinc  
 Nuveen Hy  
 LLC and R  
 Tierney,  
 2007); Tr  
 Symphony  
 LLC (sinc  
 formerly,  
 and Treas  
 of Nuveen  
 and Nuvee  
 Advisory  
 Chartered  
 Analyst.

50

NAME, BIRTHDATE & ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED (4)	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY OFFICER	PRINCIPAL OCCUPATIO DURING PA
------------------------------	------------------------------------	-------------------------------------------	-------------------------------------------------------------------	-------------------------------------

OFFICERS OF THE FUND (CONTINUED):

- LORNA C. FERGUSON  
 10/24/45  
 333 W. Wacker Drive  
 Chicago, IL 60606

Vice President

1998

184

Managing  
 2004), fo  
 President  
 Investmen  
 Managing  
 formerly,  
 (1998-200  
 Advisory  
 Institutio  
 Corp. (3);  
 Director  
 Nuveen As

- STEPHEN D. FOY  
 5/31/54  
 333 W. Wacker Drive

Vice President  
 and Controller

1998

Vice Pres  
 1993) and

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Chicago, IL 60606

				184	Controlle of Nuveen LLC; Vice (since 20 Asset Man formerly, and Funds (1998-200 Investmen Certified Accountan
- WALTER M. KELLY					
2/24/70	Chief Compliance				Vice Pres
333 W. Wacker Drive	Officer and	2003			(2006) for
Chicago, IL 60606	Vice President				Vice Pres
				184	Assistant (2003-200 Investmen Assistant and Assis of the Nu (2003-200 Associate the law f VedderPri
- DAVID J. LAMB					
3/22/63					Vice Pres
333 W. Wacker Drive	Vice President	2000			(2000) of
Chicago, IL 60606				184	Investmen Certified Accountan
- TINA M. LAZAR					
8/27/61					Vice Pres
333 W. Wacker Drive	Vice President	2002			Investmen
Chicago, IL 60606				184	1999).
- LARRY W. MARTIN					
7/27/51					Vice Pres
333 W. Wacker Drive	Vice President	1988			Secretary
Chicago, IL 60606	and Assistant Secretary				General C Investmen formerly, and Assis of Nuveen and Nuvee Advisory President and Assis of Nuveen Inc.; Vic (since 20 Assistant (since 19 Asset Man President Assistant Assistant (since 19 Rittenhou
				184	

Management  
 President  
 Secretary  
 Investment  
 (since 20  
 Investment  
 Company,  
 2002), Sy  
 Management  
 2003), Tr  
 Investors  
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NAME, BIRTHDATE & ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED (4)	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY OFFICER	PRINCIPAL OCCUPATIO DURING PA
OFFICERS OF THE FUND (CONTINUED):				
- KEVIN J. MCCARTHY 3/26/66 333 W. Wacker Drive Chicago, IL 60606	Vice President and Secretary	2007	184	Vice Pres Investmen 2007); Vi and Assis Nuveen As Rittenhou Managemen Investmen Nuveen In Instituti Group LLC Managemen Tradewind Investors Holdings, Asset Man Santa Bar Managemen HydePark Richards (since 20 President General C Investmen 2007). Pr Partner, Lloyd LLP
- JOHN V. MILLER 4/10/67 333 W. Wacker Drive	Vice President	2007		Managing 2007), fo

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Chicago, IL 60606		184	President Nuveen In Chartered Analyst.
- JAMES F. RUANE 7/3/62 333 W. Wacker Drive Chicago, IL 60606	Vice President and Assistant Secretary	2007	Vice Pres Investmen prior the Deloitte (since 20 senior ta 2002); Ce Accountan
		184	
- MARK L. WINGET 12/21/68 333 W. Wacker Drive Chicago, IL 60606	Vice President and Assistant Secretary	2008	Vice Pres Investmen 2008); Vi Assistant Nuveen AS Rittenhou Managemen Investmen Nuveen In Instituti Group LLC Managemen Tradewind Investors Holdings, Asset Man Santa Bar Managemen HydePark Richards (since 20 President General C Investmen 2008); pr Counsel, (1997-200
		184	

- (1) Mr. Schwertfeger is an "interested person" of the Funds, as defined in the Investment Company Act of 1940, by reason of being the former Chairman and Chief Executive Officer of Nuveen Investments, Inc. and having previously served in various other capacities with Nuveen Investments, Inc. and its subsidiaries. It is expected that Mr. Schwertfeger will resign from the Board of Trustees by the end of the second quarter of 2008.
  
- (2) Board Members serve three year terms, except for two board members who are elected by the holders of Preferred Shares. The Board of Trustees is divided into three classes, Class I, Class II, and Class III, with each being elected to serve until the third succeeding annual shareholders' meeting subsequent to its election or thereafter in each case when its respective successors are duly elected or appointed, except two board members are elected by the holders of Preferred Shares to serve until the next annual shareholders' meeting subsequent to its election or thereafter in each case when its respective successors are duly elected or appointed. The first year elected or appointed represents the year in which the board member was first

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elected or appointed to any fund in the Nuveen Complex.

- (3) Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. were reorganized into Nuveen Asset Management, effective January 1, 2005.
- (4) Officers serve one year terms through July of each year. The year first elected or appointed represents the year in which the Officer was first elected or appointed to any fund in the Nuveen Complex.

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Reinvest Automatically  
EASILY and CONVENIENTLY

NUVEEN MAKES REINVESTING EASY. A PHONE CALL IS ALL IT TAKES TO SET UP YOUR REINVESTMENT ACCOUNT.

### NUVEEN CLOSED-END FUNDS DIVIDEND REINVESTMENT PLAN

Your Nuveen Closed-End Fund allows you to conveniently reinvest dividends and/or capital gains distributions in additional Fund shares.

By choosing to reinvest, you'll be able to invest money regularly and automatically, and watch your investment grow through the power of tax-free compounding. Just like dividends or distributions in cash, there may be times when income or capital gains taxes may be payable on dividends or distributions that are reinvested.

It is important to note that an automatic reinvestment plan does not ensure a profit, nor does it protect you against loss in a declining market.

### EASY AND CONVENIENT

To make recordkeeping easy and convenient, each month you'll receive a statement showing your total dividends and distributions, the date of investment, the shares acquired and the price per share, and the total number of shares you own.

### HOW SHARES ARE PURCHASED

The shares you acquire by reinvesting will either be purchased on the open market or newly issued by the Fund. If the shares are trading at or above net asset value at the time of valuation, the Fund will issue new shares at the greater of the net asset value or 95% of the then-current market price. If the shares are trading at less than net asset value, shares for your account will be purchased on the open market. If the Plan Agent begins purchasing Fund shares on the open market while shares are trading below net asset value, but the Fund's shares subsequently trade at or above their net asset value before the Plan Agent is able to complete its purchases, the Plan Agent may cease open-market purchases and may invest the uninvested portion of the distribution in newly-issued Fund shares at a price equal to the greater of the shares' net asset value or 95% of the shares' market value on the last business day immediately prior to the purchase date. Dividends and distributions received to purchase shares in the open market will normally be invested shortly after the dividend payment date. No interest will be paid on dividends and distributions awaiting reinvestment. Because the market price of the shares may increase before purchases are completed, the average purchase price per share may exceed the market price at the time of valuation, resulting in the acquisition of fewer shares than if the dividend or distribution had been paid in shares issued by the Fund. A pro rata portion of any applicable brokerage commissions on open market purchases will be paid by Plan participants. These commissions usually will be lower than those charged on individual transactions.

FLEXIBLE

You may change your distribution option or withdraw from the Plan at any time, should your needs or situation change. Should you withdraw, you can receive a certificate for all whole shares credited to your reinvestment account and cash payment for fractional shares, or cash payment for all reinvestment account shares, less brokerage commissions and a \$2.50 service fee.

You can reinvest whether your shares are registered in your name, or in the name of a brokerage firm, bank, or other nominee. Ask your investment advisor if his or her firm will participate on your behalf. Participants whose shares are registered in the name of one firm may not be able to transfer the shares to another firm and continue to participate in the Plan.

The Fund reserves the right to amend or terminate the Plan at any time. Although the Fund reserves the right to amend the Plan to include a service charge payable by the participants, there is no direct service charge to participants in the Plan at this time.

CALL TODAY TO START REINVESTING DIVIDENDS AND/OR DISTRIBUTIONS

For more information on the Nuveen Automatic Reinvestment Plan or to enroll in or withdraw from the Plan, speak with your financial advisor or call us at (800) 257-8787.

Glossary of  
TERMS USED in this REPORT

**Average Annual Total Return:** This is a commonly used method to express an investment's performance over a particular, usually multi-year time period. It expresses the return that would have been necessary each year to equal the investment's actual cumulative performance (including change in NAV or market price and reinvested dividends and capital gains distributions, if any) over the time period being considered.

**Market Yield (also known as Dividend Yield or Current Yield):** Market yield is based on the Fund's current annualized monthly distribution divided by the Fund's current market price. The Fund's monthly distributions to its shareholders may be comprised of ordinary income, net realized capital gains and, if at the end of the calendar year the Fund's cumulative net ordinary income and net realized gains are less than the amount of the Fund's distributions, a tax return of capital.

**Net Asset Value (NAV):** A Fund's common share NAV per share is calculated by subtracting the liabilities of the Fund (including any Preferred shares issued in order to leverage the Fund) from its total assets and then dividing the remainder by the number of shares outstanding. Fund NAVs are calculated at the end of each business day.

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OTHER USEFUL INFORMATION

QUARTERLY PORTFOLIO OF INVESTMENTS AND PROXY VOTING INFORMATION

Each Fund's (i) quarterly portfolio of investments, (ii) information regarding how the Funds voted proxies relating to portfolio securities held during the most recent twelve-month period ended June 30, 2007, and (iii) a description of the policies and procedures that the Funds used to determine how to vote proxies relating to portfolio securities are available without charge, upon request, by calling Nuveen Investments toll-free at (800) 257-8787 or on Nuveen's website at [www.nuveen.com](http://www.nuveen.com).

You may also obtain this and other Fund information directly from the Securities and Exchange Commission ("SEC"). The SEC may charge a copying fee for this information. Visit the SEC on-line at <http://www.sec.gov> or in person at the SEC's Public Reference Room in Washington, D.C. Call the SEC at 1-202-942-8090 for room hours and operation. You may also request Fund information by sending an e-mail request to [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or by writing to the SEC's Public Reference Section at 450 Fifth Street NW, Washington, D.C. 20549.

CEO Certification Disclosure

Each Fund's Chief Executive Officer has submitted to the New York Stock Exchange the annual CEO certification as required by Section 303A.12(a) of the NYSE Listed Company Manual.

Each Fund has filed with the Securities and Exchange Commission the certification of its Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act.

Distribution Information

Nuveen Quality Preferred Income Fund (JTP), Nuveen Quality Preferred Income Fund 2 (JPS) and Nuveen Quality Preferred Income Fund 3 (JHP) hereby designate 12.63%, 12.89% and 13.02%, respectively, of dividends paid from ordinary income as dividends qualifying for the 70% dividends received deduction for corporations and 29.87%, 30.64% and 30.27%, respectively, as qualified dividend income for individuals under Section 1(h)(11) of the Internal Revenue Code.

Board of Trustees

Robert P. Bremner

Jack B. Evans

William C. Hunter

David J. Kundert

William J. Schneider

Timothy R. Schwertfeger

Judith M. Stockdale

Carol E. Stone

Fund Manager

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Nuveen Asset Management  
333 West Wacker Drive  
Chicago, IL 60606

Custodian  
State Street Bank & Trust Company  
Boston, MA

Transfer Agent and  
Shareholder Services  
State Street Bank & Trust Company  
Nuveen Funds  
P.O. Box 43071  
Providence, RI 02940-3071  
(800) 257-8787

Legal Counsel  
Chapman and Cutler LLP  
Chicago, IL

Independent Registered  
Public Accounting Firm  
Ernst & Young LLP  
Chicago, IL

The Fund intends to repurchase shares of its own common or preferred stock in the future at such times and in such amounts as is deemed advisable. No shares were repurchased during the period covered by this report. Any future repurchases will be reported to shareholders in the next annual or semi-annual report.

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Nuveen Investments:

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SERVING INVESTORS FOR GENERATIONS

Since 1898, financial advisors and their clients have relied on Nuveen Investments to provide dependable investment solutions. For the past century, Nuveen Investments has adhered to the belief that the best approach to investing is to apply conservative risk-management principles to help minimize volatility.

Building on this tradition, we today offer a range of high quality equity and fixed-income solutions that are integral to a well-diversified core portfolio. Our clients have come to appreciate this diversity, as well as our continued adherence to proven, long-term investing principles.

We offer many different investing solutions for our clients' different needs. Managing \$170 billion in assets, as of September 30, 2007, Nuveen Investments offers access to a number of different asset classes and investing solutions through a variety of products. Nuveen Investments markets its capabilities under six distinct brands: Nuveen, a leader in fixed-income investments; NWQ, a leader in value-style equities; Rittenhouse, a leader in growth-style equities; Symphony, a leading institutional manager of market-neutral alternative investment portfolios; Santa Barbara, a leader in growth equities; and Tradewinds, a leader in global equities.

Find out how we can help you reach your financial goals. To learn more about the products and services Nuveen Investments offers, talk to your financial advisor, or call us at (800) 257-8787. Please read the



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information provided carefully before you invest.

Be sure to obtain a prospectus, where applicable. Investors should consider the investment objective and policies, risk considerations, charges and expenses of the Fund carefully before investing. The prospectus contains this and other information relevant to an investment in the Fund. For a prospectus, please contact your securities representative or Nuveen Investments, 333 W. Wacker Dr., Chicago, IL 60606. Please read the prospectus carefully before you invest or send money.

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Learn more about Nuveen Funds at: [WWW.NUVEEN.COM/CEF](http://WWW.NUVEEN.COM/CEF)

Share prices  
Fund details  
Daily financial news  
Investor education  
Interactive planning tools

### ITEM 2. CODE OF ETHICS.

As of the end of the period covered by this report, the registrant has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. [There were no amendments to or waivers from the Code during the period covered by this report.] The registrant has posted the code of ethics on its website at [www.nuveen.com/etf](http://www.nuveen.com/etf). (To view the code, click on the Shareholder Resources drop down menu box, click on Fund Governance and then click on Code of Conduct.)

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The registrant's Board of Directors (the "Board") determined that the registrant has at least one "audit committee financial expert" (as defined in Item 3 of Form N-CSR) serving on its Audit Committee. The registrant's audit committee financial expert is Jack B. Evans, Chairman of the Audit Committee, who is "independent" for purposes of Item 3 of Form N-CSR.

Mr. Evans was formerly President and Chief Operating Officer of SCI Financial Group, Inc., a full service registered broker-dealer and registered investment adviser ("SCI"). As part of his role as President and Chief Operating Officer, Mr. Evans actively supervised the Chief Financial Officer (the "CFO") and actively supervised the CFO's preparation of financial statements and other filings with various regulatory authorities. In such capacity, Mr. Evans was actively involved in the preparation of SCI's financial statements and the resolution of issues raised in connection therewith. Mr. Evans has also served on the audit committee of various reporting companies. At such companies, Mr. Evans was involved in the oversight of audits, audit plans, and the preparation of financial statements. Mr. Evans also formerly chaired the audit committee of the Federal Reserve Bank of Chicago.

### ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

#### Nuveen Quality Preferred Income Fund 2

The following tables show the amount of fees that Ernst & Young LLP, the Fund's auditor, billed to the Fund during the Fund's last two full fiscal years. For engagements with Ernst & Young LLP the Audit Committee approved in advance all audit services and non-audit services that Ernst & Young LLP provided to the Fund, except for those non-audit services that were subject to the pre-approval exception under Rule 2-01 of Regulation S-X (the "pre-approval exception"). The

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pre-approval exception for services provided directly to the Fund waives the pre-approval requirement for services other than audit, review or attest services if: (A) the aggregate amount of all such services provided constitutes no more than 5% of the total amount of revenues paid by the Fund to its accountant during the fiscal year in which the services are provided; (B) the Fund did not recognize the services as non-audit services at the time of the engagement; and (C) the services are promptly brought to the Audit Committee's attention, and the Committee (or its delegate) approves the services before the audit is completed.

The Audit Committee has delegated certain pre-approval responsibilities to its Chairman (or, in his absence, any other member of the Audit Committee).

### SERVICES THAT THE FUND'S AUDITOR BILLED TO THE FUND

FISCAL YEAR ENDED	AUDIT FEES BILLED TO FUND (1)	AUDIT-RELATED FEES BILLED TO FUND (2)	TAX FEES BILLED TO FUND (3)	ALL OTHER F BILLED TO FUN
December 31, 2007	\$32,472	\$0	\$1,000	\$4,300
Percentage approved pursuant to pre-approval exception	0%	0%	0%	0%
December 31, 2006	\$30,313	\$0	\$ 800	\$3,950
Percentage approved pursuant to pre-approval exception	0%	0%	0%	0%

- (1) "Audit Fees" are the aggregate fees billed for professional services for the audit of the Fund's annual financial statements and services provided in connection with statutory and regulatory filings or engagements.
- (2) "Audit Related Fees" are the aggregate fees billed for assurance and related services reasonably related to the performance of the audit or review of financial statements and are not reported under "Audit Fees".
- (3) "Tax Fees" are the aggregate fees billed for professional services for tax advice, tax compliance, and tax planning.
- (4) "All Other Fees" are the aggregate fees billed for products and services for agreed upon procedures engagements performed for leveraged funds.

### SERVICES THAT THE FUND'S AUDITOR BILLED TO THE ADVISER AND AFFILIATED FUND SERVICE PROVIDERS

The following tables show the amount of fees billed by Ernst & Young LLP to Nuveen Asset Management ("NAM" or the "Adviser"), and any entity controlling, controlled by or under common control with NAM ("Control Affiliate") that provides ongoing services to the Fund ("Affiliated Fund Service Provider"), for engagements directly related to the Fund's operations and financial reporting, during the Fund's last two full fiscal years.

The tables also show the percentage of fees subject to the pre-approval exception. The pre-approval exception for services provided to the Adviser and

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any Affiliated Fund Service Provider (other than audit, review or attest services) waives the pre-approval requirement if: (A) the aggregate amount of all such services provided constitutes no more than 5% of the total amount of revenues paid to Ernst & Young LLP by the Fund, the Adviser and Affiliated Fund Service Providers during the fiscal year in which the services are provided that would have to be pre-approved by the Audit Committee; (B) the Fund did not recognize the services as non-audit services at the time of the engagement; and (C) the services are promptly brought to the Audit Committee's attention, and the Committee (or its delegate) approves the services before the Fund's audit is completed.

FISCAL YEAR ENDED -----	AUDIT-RELATED FEES BILLED TO ADVISER AND AFFILIATED FUND SERVICE PROVIDERS -----	TAX FEES BILLED TO ADVISER AND AFFILIATED FUND SERVICE PROVIDERS -----	ALL OTHER FEES BILLED TO ADVISER AND AFFILIATED FUND SERVICE PROVIDERS -----
December 31, 2007	\$0 ---	\$0 ---	\$0 ---
Percentage approved pursuant to pre-approval exception	0% ---	0% ---	0% ---
December 31, 2006	\$0 ---	\$0 ---	\$0 ---
Percentage approved pursuant to pre-approval exception	0% ---	0% ---	0% ---

### NON-AUDIT SERVICES

The following table shows the amount of fees that Ernst & Young LLP billed during the Fund's last two full fiscal years for non-audit services. For engagements entered into on or after May 6, 2003, the Audit Committee is required to pre-approve non-audit services that Ernst & Young LLP provides to the Adviser and any Affiliated Fund Services Provider, if the engagement related directly to the Fund's operations and financial reporting (except for those subject to the de minimis exception described above). The Audit Committee requested and received information from Ernst & Young LLP about any non-audit services that Ernst & Young LLP rendered during the Fund's last fiscal year to the Adviser and any Affiliated Fund Service Provider. The Committee considered this information in evaluating Ernst & Young LLP's independence.

FISCAL YEAR ENDED -----	TOTAL NON-AUDIT FEES BILLED TO FUND -----	TOTAL NON-AUDIT FEES BILLED TO ADVISER AND AFFILIATED FUND SERVICE PROVIDERS (ENGAGEMENTS RELATED DIRECTLY TO THE OPERATIONS AND FINANCIAL REPORTING OF THE FUND) -----	TOTAL NON-AUDIT FEES BILLED TO ADVISER AND AFFILIATED FUND SERVICE PROVIDERS (ALL OTHER ENGAGEMENTS) -----

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December 31, 2007	\$5,300	\$0	\$0	\$
December 31, 2006	\$4,750	\$0	\$0	\$

"Non-Audit Fees billed to Adviser" for both fiscal year ends represent "Tax Fees" billed to Adviser in their respective amounts from the previous table.

Audit Committee Pre-Approval Policies and Procedures. Generally, the Audit Committee must approve (i) all non-audit services to be performed for the Fund by the Fund's independent accountants and (ii) all audit and non-audit services to be performed by the Fund's independent accountants for the Affiliated Fund Service Providers with respect to operations and financial reporting of the Fund. Regarding tax and research projects conducted by the independent accountants for the Fund and Affiliated Fund Service Providers (with respect to operations and financial reports of the Fund) such engagements will be (i) pre-approved by the Audit Committee if they are expected to be for amounts greater than \$10,000; (ii) reported to the Audit Committee chairman for his verbal approval prior to engagement if they are expected to be for amounts under \$10,000 but greater than \$5,000; and (iii) reported to the Audit Committee at the next Audit Committee meeting if they are expected to be for an amount under \$5,000.

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The registrant's Board has a separately designated Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78c(a)(58)(A)). The members of the audit committee are Robert P. Bremner, Jack B. Evans, David J. Kundert and William J. Schneider. Mr. Eugene S. Sunshine, who also served as a member of the Committee during this reporting period, has resigned from the Board. His resignation became effective on July 31, 2007.

### ITEM 6. SCHEDULE OF INVESTMENTS.

See Portfolio of Investments in Item 1.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

The Adviser has engaged Spectrum Asset Management, Inc. ("Spectrum" or "Sub-Adviser") as Sub-Adviser to provide discretionary investment advisory services. As part of these services, the Adviser has also delegated to the Sub-Adviser the full responsibility for proxy voting and related duties in accordance with the Sub-Adviser's policy and procedures. The Adviser periodically will monitor the Sub-Adviser's voting to ensure that they are carrying out their duties. The Sub-Adviser's proxy voting policies and procedures are summarized as follows:

Spectrum has adopted a Policy on Proxy Voting for Investment Advisory Clients (the "Voting Policy"), which provides that Spectrum aims to ensure that, when delegated proxy voting authority by a client, Spectrum act (1) solely in the interest of the client in providing for ultimate long-term stockholder value, and (2) without undue influence from individuals or groups who may have an economic interest in the outcome of a proxy vote. Spectrum relies on the custodian bank to deliver proxies to Spectrum for voting.

Spectrum has selected Institutional Shareholder Services, Inc. ("ISS") to assist with Spectrum's proxy voting responsibilities. Spectrum generally follows ISS standard proxy voting guidelines which embody the positions and factors Spectrum considers important in casting proxy votes. In connection with each proxy vote, ISS prepares a written analysis and recommendation based on its guidelines. In order to avoid any conflict of interest for ISS, the CCO will require ISS to

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deliver additional information or certify that ISS has adopted policies and procedures to detect and mitigate such conflicts of interest in issuing voting recommendations. Spectrum also may obtain voting recommendations from two proxy voting services as an additional check on the independence of ISS' voting recommendations.

Spectrum may, on any particular proxy vote, diverge from ISS' guidelines or recommendations. In such a case, Spectrum's Voting Policy requires that: (i) the requesting party document the reason for the request; (ii) the approval of the Chief Investment Officer; (iii) notification to appropriate compliance personnel; (iv) a determination that the decision is not influenced by any conflict of interest; and (v) a written record of the process.

When Spectrum determines not to follow ISS' guidelines or recommendations, Spectrum classifies proxy voting issues into three broad categories: (1) Routine Administrative Items; (2) Special Interest Issues; and (3) Issues having the Potential for Significant Economic Impact, and casts proxy votes in accordance with the philosophy and decision guidelines developed for that category in the Voting Policy.

- Routine Administrative Items. Spectrum is willing to defer to management on matters a routine administrative nature. Examples of issues on which Spectrum will normally defer to management's recommendation include selection of auditors, increasing the authorized number of common shares and the election of unopposed directors.
- Special Interest Issues. In general, Spectrum will abstain from voting on shareholder social, political, environmental proposals because their long-term impact on share value cannot be calculated with any reasonable degree of confidence.
- Issues Having the Potential for Significant Economic Impact. Spectrum is not willing to defer to management on proposals which have the potential for major economic impact on the corporation and value of its shares and believes such issues should be carefully analyzed and decided by shareholders. Examples of such issues are classification of board of directors' cumulative voting and supermajority provisions, defensive strategies (e.g., greenmail prevention), business combinations and restructurings and executive and director compensation.

Conflicts of Interest. There may be a material conflict of interest when Spectrum votes, on behalf of a client, a proxy that is solicited by an affiliated person of Spectrum or another Spectrum client. To avoid such conflicts, Spectrum has established procedures under its Voting Policy to seek to ensure that voting decisions are based on a client's best interests and are not the product of a material conflict. In addition to employee monitoring for potential conflicts, the CCO reviews Spectrum's and its affiliates' material business relationships and personal and financial relationships of senior personnel of Spectrum and its affiliates to monitor for conflicts of interest.

If a conflict of interest is identified, Spectrum considers both financial and non-financial materiality to determine if a conflict of interest is material. If a material conflict of interest is found to exist, the CCO discloses the conflict to affected clients and obtains consent from each client in the manner in which Spectrum proposed to vote.

Spectrum clients can obtain a copy of the Voting Policy or information on how Spectrum voted their proxies by calling Spectrum's Compliance Department at (203) 322-0189.

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

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The Adviser has engaged Spectrum Asset Management, Inc. (the "Sub-Adviser"), as sub-adviser to provide discretionary investment advisory services. The following section provides information on the portfolio managers at the Sub-Adviser.

### ITEM 8(a) (1). PORTFOLIO MANAGER BIOGRAPHIES

MARK A. LIEB - Mr. Lieb is Chief Financial Officer and is responsible for business development. Prior to founding Spectrum in 1987, Mr. Lieb was a Founder, Director and Partner of DBL Preferred Management, Inc., a wholly owned corporate cash management subsidiary of Drexel Burnham Lambert, Inc. Mr. Lieb was instrumental in the formation and development of all aspects of DBL Preferred Management, Inc., including the daily management of preferred stock portfolios for institutional clients, hedging strategies, and marketing strategies. Mr. Lieb's prior employment included the development of the preferred stock trading desk at Mosley Hallgarten & Estabrook. BA Economics, Central Connecticut State College; MBA Finance, University of Hartford.

L. PHILLIP JACOBY, IV - Managing Director and Senior Portfolio Manager. Mr. Jacoby joined Spectrum in 1995 as Portfolio Manager. Previously, Mr. Jacoby was a Senior Investment Officer at USL Capital Corporation (a subsidiary of Ford Motor Corporation) and was a co-manager of a the preferred stock portfolio of its US Corporate Financing Division for six years. Mr. Jacoby began his career in 1981 with The Northern Trust Company, Chicago and then moved to Los Angeles to join E.F. Hutton & Co. as a Vice President and Institutional Salesman, Generalist Fixed Income Sales through most of the 1980s. BSBA (Finance), Boston University School of Management.

BERNARD M. SUSSMAN - Mr. Sussman is Chief Investment Officer and Chairman of Spectrum's Investment Committee. Prior to joining Spectrum in 1995, Mr. Sussman was with Goldman Sachs & Co. for nearly 18 years. A General Partner and head of the Preferred Stock Department, he was in charge of sales, trading and underwriting for all preferred products and was instrumental in the development of the hybrid (MIPS) market. He was a Limited Partner at Goldman Sachs from December 1994 through November 1996. BS Industrial Relations and MBA Finance, Cornell University. NASD Series 55 "Equity Trader Limited Representative".

### ITEM 8(a) (2). OTHER ACCOUNTS MANAGED BY PORTFOLIO MANAGERS

PORTFOLIO MANAGER	TYPE OF ACCOUNT MANAGED	NUMBER OF ACCOUNTS	ASSETS*
Phillip Jacoby	Separately Managed accounts	43	\$2,765,773,535
	Pooled Accounts	11	\$1,887,834,020
	Registered Investment Vehicles	11	\$5,398,941,863
Mark Lieb	Separately Managed accounts	52	\$2,775,356,100
	Pooled Accounts	11	\$1,887,834,020
	Registered Investment Vehicles	11	\$5,398,941,863
Bernard Sussman	Separately Managed accounts	46	\$2,772,486,173
	Pooled Accounts	11	\$1,887,834,020
	Registered Investment Vehicles	11	\$5,398,941,863

### POTENTIAL MATERIAL CONFLICTS OF INTEREST

There are no material conflicts of interest to report.

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### ITEM 8(a)(3). FUND MANAGER COMPENSATION

All employees of Spectrum Asset Management are paid a base salary and discretionary bonus. The bonus is paid quarterly and may represent a significant proportion of an individual's total annual compensation. Discretionary bonuses are determined by management after consideration of several factors including but not necessarily limited to:

- Changes in overall firm assets under management (employees have no direct incentive to increase assets)
- Portfolio performance relative to benchmarks
- Contribution to client servicing
- Compliance with firm and/or regulatory policies and procedures
- Work ethic
- Seniority and length of service
- Contribution to overall functioning of organization

### ITEM 8(a)(4). OWNERSHIP OF JPS SECURITIES AS OF DECEMBER 31, 2007

NAME OF PORTFOLIO MANAGER -----	DOLLAR RANGE OF EQUITY SECURITIES BENEFICIALLY OWNED IN FUND -----
Phillip Jacoby	\$0
Mark Lieb	\$100,001-\$500,000
Bernard Sussman	\$100,001-\$500,000

### ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

### ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There have been no material changes to the procedures by which shareholders may recommend nominees to the registrant's Board implemented after the registrant last provided disclosure in response to this Item.

### ITEM 11. 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 Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- (b) There were no changes in the registrant's internal control over

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financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

File the exhibits listed below as part of this Form. Letter or number the exhibits in the sequence indicated.

(a)(1) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit: Not applicable because the code is posted on registrant's website at www.nuveen.com/etf and there were no amendments during the period covered by this report. (To view the code, click on the Shareholder Resources drop down menu box, click on Fund Governance and then Code of Conduct.)

(a)(2) 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)) in the exact form set forth below: See Ex-99.CERT Attached hereto.

(a)(3) Any written solicitation to purchase securities under Rule 23c-1 under the 1940 Act (17 CFR 270.23c-1) sent or given during the period covered by the report by or on behalf of the registrant to 10 or more persons: Not applicable.

(b) If the report is filed under Section 13(a) or 15(d) of the Exchange Act, provide the certifications required by Rule 30a-2(b) under the 1940 Act (17 CFR 270.30a-2(b)); Rule 13a-14(b) or Rule 15d-14(b) under the Exchange Act (17 CFR 240.13a-14(b) or 240.15d-14(b)), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as an exhibit. A certification furnished pursuant to this paragraph will not be deemed "filed" for purposes of Section 18 of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference: See Ex-99.906 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 Quality Preferred Income Fund 2  
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By (Signature and Title)\* /s/ Kevin J. McCarthy  
-----  
Kevin J. McCarthy  
Vice President and Secretary

Date: March 7, 2008

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



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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 7, 2008

By (Signature and Title)\* /s/ Stephen D. Foy

-----  
Stephen D. Foy  
Vice President and Controller  
(principal financial officer)

Date: March 7, 2008

\* Print the name and title of each signing officer under his or her signature.