

TRI-CONTINENTAL CORP
Form DFAN14A
April 10, 2006

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant []]

Filed by a Party other than the Registrant [X]]

Check the appropriate box:

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

TRI-CONTINENTAL CORPORATION

(Name of Registrant as Specified in Its Charter)

WESTERN INVESTMENT HEDGED PARTNERS L.P.

WESTERN INVESTMENT LLC

WESTERN INVESTMENT ACTIVISM PARTNERS LLC

BENCHMARK PLUS INSTITUTIONAL PARTNERS, L.L.C.

BENCHMARK PLUS PARTNERS, L.L.C.

BENCHMARK PLUS MANAGEMENT, L.L.C.

PARADIGM PARTNERS, N.W., INC.

ARTHUR D. LIPSON

SCOTT FRANZBLAU

ROBERT FERGUSON

MICHAEL DUNMIRE

Edgar Filing: TRI-CONTINENTAL CORP - Form DFAN14A

PAUL DEROSA

MARLENE A. PLUMLEE

ELYSE NAKAJIMA

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Edgar Filing: TRI-CONTINENTAL CORP - Form DFAN14A

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:

Western Investment Hedged Partners L.P. (Western Investment) is filing materials contained in this Schedule 14A with the Securities and Exchange Commission relating to a definitive proxy statement and accompanying proxy cards to be used in connection with the annual meeting of stockholders of Tri-Continental Corporation (the Company) scheduled to be held on May 4, 2006 (the Annual Meeting) to solicit votes for the approval of certain matters at the Annual Meeting and in support of the election of Western Investment s slate of director nominees.

Item 1: On or about April 10, 2006, Western Investment is posting the following court order of the Supreme Court of the State of New York to the website www.fixmyfund.com:

SUPREME COURT OF THE STATE OF NEW YORK

COUNTY OF NEW YORK : IAS PART 56

In the Matter of the Application of

ELYSE NAKAJIMA,

Index No. 103940/2006

Petitioner,

For an Order Permitting the Inspection of the Record of Shareholders of
TRI-CONTINENTAL CORPORATION.

DECISION

AND ORDER

RICHARD B. LOWE, III, J.:

Petitioner Elyse Nakajima (Nakajima) moves this court, pursuant to Business Corporation Law (BCL) § 1315 (c), to enforce a request made by Nakajima for a list of record Shareholders of Tri-Continental Corporation (Tri-Continental).

BACKGROUND

Tri-Continental, a Maryland corporation with its headquarters in New York, is one of the nation s oldest closed-end investment companies. Nakajima is the niece of Arthur D. Lipson (Lipson), Managing Member of Western Investment Hedged Partners L.P. (Western). Along with a minority of Tri-Continental Shareholders, Western announced in late 2005 its intention to solicit proxies against the nominees of Tri-Continental s Board of Directors and in favor of its nominees. Neither Western nor any of the minority Shareholders are New York residents (the Group).

On or about February 14, 2006, Tri-Continental sent to its Shareholders a notice of its annual meeting of Shareholders and proxy materials. The annual meeting is scheduled for May 4, 2006. The record date for the meeting the date on which Shareholders who then held stock are entitled to notice and to vote was set at February 9, 2006.

Edgar Filing: TRI-CONTINENTAL CORP - Form DFAN14A

On February 24, 2006, Lipson gave Lipson gave Nakajima 100 shares of Tri-Continental s stock as a gift. In return for the gift, Nakajima agreed to be bound by the terms

of a