

ASA LTD
Form DEF 14A
January 28, 2011

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

SCHEDULE 14A INFORMATION

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

Filed by the Registrant X

Filed by a Party other than the Registrant O

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 Pursuant to §240.14a-12

ASA Limited
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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.
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ASA LIMITED
400 South El Camino Real, Suite 710
San Mateo, California 94402

January 26, 2011
Dear Shareholder,

You are cordially invited to attend the Annual General Meeting of Shareholders of ASA Limited to be held on March 10, 2011. At the meeting, you will be asked to consider the election of directors and the ratification and approval of the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending November 30, 2011. You will also be asked to consider changing the name of the Company from ASA Limited to ASA Gold and Precious Metals Limited. The Board of Directors has considered each of these proposals and unanimously recommends that you vote FOR each proposal.

During the meeting, management will present the Company's audited financial statements for the fiscal year ended November 30, 2010. Further details of the business to be transacted at the meeting can be found in the accompanying Notice of Annual General Meeting of Shareholders and Proxy Statement. The Company invites you to attend the meeting in person. Your vote is important. Whether or not you are able to attend, it is important that your shares be represented at the meeting. Accordingly, the Company asks that you please sign, date and return the enclosed proxy card at your earliest convenience. As an alternative to using the proxy card to vote, you may submit your proxy by telephone or through the Internet. Please follow the instructions on the enclosed proxy card.

On behalf of the Board of Directors and management of the Company, I extend our appreciation for your continued support.

Sincerely yours,

Michael Mead
Chairman of the Board

**QUESTIONS AND ANSWERS ABOUT THE PROPOSALS FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

While the Company strongly encourages you to read the full text of the enclosed Proxy Statement, the Company is providing the following brief overview of the proposals in the accompanying Proxy Statement in question and answer format, to help you better understand and vote on these proposals. Your vote is important. Please vote.

Question: Why are you sending me this information?

Answer: You are receiving these materials because on January 21, 2011 you owned shares of ASA Limited and, as a result, have a right to vote on proposals relating to the Company at the Annual General Meeting of Shareholders to be held on March 10, 2011.

Question: What proposals will be acted upon at the meeting?

Answer: At the meeting, you will be asked: (1) to elect the Company's Board of Directors; (2) to ratify and approve the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the Company's independent auditors for the fiscal year ending November 30, 2011, and to authorize the Audit and Ethics Committee of the Board of Directors to set the independent auditors' remuneration; and (3) to approve changing the name of the Company from ASA Limited to ASA Gold and Precious Metals Limited.

Question: Why is the Company proposing to change its name?

Answer: The Company's current name, ASA Limited, does not describe the nature of the Company's business and operations. The Company believes that many investors and other market participants are unaware that the Company invests in companies engaged in the exploration, mining or processing of gold and other precious metals and other gold and precious metals related investments. The Board believes that changing the name of the Company from ASA Limited to ASA Gold and Precious Metals Limited would make the nature of the Company's business and operations more transparent to investors and other market participants and may generate additional interest in the Company and its shares.

Question: How does the Board recommend that I vote?

Answer: After careful consideration, the Board recommends a vote FOR each proposal.

Question: How do I vote my shares?

Answer: Please indicate your voting instructions on the enclosed proxy card, sign and date the card, and return the card by mail in the postage-paid envelope provided. As an alternative to voting the proxy card by mail, you may vote by telephone, through the Internet or in person. To vote by telephone, please call the toll-free number listed on the proxy card. To vote through the Internet, please access the website listed on the proxy card. Please note that to vote by telephone or through the Internet, you will need the unique control number that appears on the enclosed proxy card. If you will attend the meeting and vote in person, please let us know by calling 1-800-432-3378. You will be required to provide valid identification in order to gain admission.

If you hold your shares in street name through a broker, bank or other nominee, you should contact your nominee with your instructions for attendance or voting at the meeting. If you hold your shares in street name and you wish to vote in person at the meeting, you must request your nominee to provide you with a legal proxy in order to vote your shares at the meeting.

Question: When should I return my proxy?

Answer: The Company would like to receive your completed, signed and dated proxy as soon as possible. You may also submit your proxy by telephone or through the Internet. Because your vote is important to us, you may receive a call from the Company or The Altman Group, the Company's proxy solicitor, reminding you to vote.

Question: What if I have other questions?

Answer: If you have any questions about any proposal or need assistance voting your shares, please call The Altman Group, the Company's proxy solicitor, toll free at 1-877-896-3195.

ASA LIMITED
400 South El Camino Real, Suite 710
San Mateo, California 94402

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

March 10, 2011

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the Meeting) of ASA Limited (the Company) will be held on March 10, 2011, at 10:00 a.m., Eastern Time, at the offices of K&L Gates LLP, 599 Lexington Avenue, 32nd Floor, New York, NY 10022, for the purpose of considering and acting upon the following business:

1. To elect the Company s Board of Directors;
2. To ratify and approve the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the Company s independent auditors for the fiscal year ending November 30, 2011, and to authorize the Audit and Ethics Committee of the Board of Directors to set the independent auditors remuneration;
3. To change the name of the Company

from ASA
Limited to
ASA Gold and
Precious
Metals
Limited; and

4. Such other
business as
may properly
come before
the meeting or
any
adjournment
or
postponement
thereof.

The Board unanimously recommends that shareholders vote FOR each proposal.

During the Meeting, management will also present the Company's audited financial statements for the fiscal year ended November 30, 2010.

The Board of Directors has fixed the close of business on January 21, 2011, as the record date for the determination of the shareholders of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

By order of the Board of Directors,

Steven Schantz
Secretary

January 26, 2011

**YOUR VOTE IS IMPORTANT
NO MATTER HOW MANY SHARES YOU OWN**

Whether or not you plan to attend the meeting in person, please vote your shares. In order that your shares may be represented at the meeting, please vote your proxy as soon as possible either by mail, telephone, or via the Internet as indicated on the enclosed proxy card. If voting by mail, you are requested to:

Indicate your instructions on the proxy card;

Date and sign the proxy card;

Mail the proxy card promptly in the enclosed envelope which requires no postage if mailed in the continental United States; and

Allow sufficient time for the proxy card to be received by 1:00 a.m. Eastern Time, on March 10, 2011. (However, proxies received after this date may still be voted in the event of an adjournment or postponement to a later date.)

If you sign, date, and return the proxy card but give no voting instructions for any proposal(s), the proxies will vote FOR such proposal(s). In order to avoid the additional expense of further solicitation, the Company asks your cooperation in mailing your proxy card promptly.

As an alternative to voting by mail, you may vote by telephone or through the Internet, as follows:

To vote by telephone:

- (1) Read the proxy statement and have your proxy card at hand.
- (2) Call the toll free number that appears on your proxy card.
- (3) Enter the control number set forth on the proxy card and follow the simple instructions.

To vote through the Internet:

- (1) Read the proxy statement and have your proxy card at hand.
- (2) Go to the website that appears on your proxy card.
- (3) Enter the control number set forth on the proxy card and follow the simple instructions.

The Company encourages you to vote by telephone or through the Internet using the control number that appears on your enclosed proxy card. Use of telephone or Internet voting will reduce the time and costs associated with this proxy solicitation. Whichever method you choose, please read the enclosed Proxy Statement carefully before you vote.

If you have any questions regarding the proposals or need assistance voting your shares, please contact The Altman Group, the Company's proxy solicitor, toll-free at 1-877-896-3195.

If the Company does not receive your voting instructions, you may be contacted by the Company or by The Altman Group. The Company or The Altman Group will remind you to vote.

If you hold your shares in street name through a broker, bank or other nominee, you should contact your nominee with your instructions for attendance or voting at the meeting. If you hold your shares in street name and you wish to vote in person at the meeting, you must request your nominee to provide you with a legal proxy in order to vote your shares at the meeting.

**Important Notice Regarding the Availability of Proxy Materials
for the Annual General Meeting of Shareholders to be held on March 10, 2011.**

**The Proxy Statement and the Annual Report of the Company
for the fiscal year ended November 30, 2010, are available at www.asaltd.com/proxymaterial.**

ASA LIMITED
400 South El Camino Real, Suite 710
San Mateo, California 94402

PROXY STATEMENT

ANNUAL GENERAL MEETING OF SHAREHOLDERS
March 10, 2011
SOLICITATION AND REVOCATION OF PROXIES

The enclosed proxy card is solicited by the Board of Directors (Board) of ASA Limited (the Company) for use at the Annual General Meeting of Shareholders (the Meeting) to be held on March 10, 2011, at 10:00 a.m., Eastern Time, at the offices of K&L Gates LLP, 599 Lexington Avenue, 32nd Floor, New York, NY 10022. (The Meeting and any adjournments or postponements thereof are referred to herein as the Meeting .) The proxy may be revoked by a shareholder at any time prior to its use at the Meeting by submitting a letter of revocation or a later-dated proxy card delivered to the Secretary, ASA Limited, 400 South El Camino Real, Suite 710, San Mateo, California 94402 or delivered to him at the Meeting.

The expense of preparing, assembling, printing and mailing the Proxy Statement, proxy card and any other material used for the solicitation of proxies by the Board will be paid by the Company. In addition to the solicitation of proxies by use of the mails, directors and officers of the Company may solicit proxies by telephone, electronic communications or personal contact, for which they will not receive any additional compensation. The Company has retained The Altman Group, 60 East 42nd Street, Suite 916, New York, NY 10165 to assist in the solicitation of proxies. Such solicitation will primarily be by mail and telephone. The costs of the solicitation are estimated at approximately \$21,000. The Altman Group will be reimbursed for out-of-pocket costs in connection with the solicitation. The Company will also reimburse brokers, nominees and fiduciaries that are registered owners of shares of the Company for the out-of-pocket and clerical expenses of transmitting copies of the proxy materials to the beneficial owners of such shares. The approximate mailing date of this Proxy Statement and the proxy card will be January 29, 2011.

The Annual Report of the Company for the fiscal year ended November 30, 2010 accompanies this Proxy Statement. If you have not received a copy of the Annual Report and would like to receive a copy free of charge, please contact Steven Schantz, Secretary, at ASA Limited, 400 South El Camino Real, Suite 710, San Mateo, California 94402 or by telephone at 1-800-432-3378. You may also view the Annual Report on the Company s website at www.asaltd.com/proxymaterial.

VOTING AT THE MEETING

Only registered shareholders at the close of business on January 21, 2011 (the Record Date) will be entitled to vote at the Meeting. There were 19,440,000 Common Shares of the Company outstanding on that date, each of which entitles the holder to one vote. Each valid proxy received at or before the Meeting will be voted at the Meeting in accordance with the instructions on the proxy card. **If a shareholder has signed a proxy card but no instructions are indicated, the named proxies will vote FOR each of the following proposals: (1) to elect as directors each of the nominees listed on the proxy card; (2) to ratify and approve the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the Company s independent auditors for the fiscal year ending November 30, 2011, and to authorize the Audit and Ethics Committee of the Board of Directors to set the independent auditors remuneration; (3) to change the name of the Company from ASA Limited to ASA Gold and Precious Metals Limited; and (4) in their discretion, upon such other matters as may properly come before the Meeting.**

Shareholders may return their proxies by mail, by touch-tone telephone, or through the Internet, or may vote in person at the Meeting. If your shares are registered in your name, the Company encourages you to return your proxy by telephone by calling toll free 1-800-652-VOTE (8683) or, if you have Internet access, through the Internet at www.investorvote.com/asa. When you return your proxy by telephone or through the Internet, your instructions are recorded immediately and there is no risk that postal delays will cause your proxy to arrive late and therefore not be counted. If you hold your shares in street name through a broker, bank or other nominee, your nominee may allow you to provide voting instructions by telephone or through the Internet. Please consult the materials you receive from your nominee prior to returning your proxy by telephone or through the Internet. Shareholders who plan to attend the Meeting and vote in person should call 1-800-432-3378. Shareholders who plan on attending the Meeting will be required to provide valid identification in order to gain admission.

If you have any questions regarding the proposals or need assistance voting your shares, please contact the Company's proxy solicitor, The Altman Group, toll-free at 1-877-896-3195.

SHARE OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

As of the Record Date, the Company is not aware of any person or group (as that term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act)), owning beneficially more than 5% of the Company's outstanding Common Shares, except as follows:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Outstanding Shares
Lazard Asset Management LLC 30 Rockefeller Plaza New York, NY 10112	2,829,403 ⁽¹⁾	14.6 %
City of London Investment Management Company Limited 77 Gracechurch Street, London, England United Kingdom, EC3V 0AS	1,204,455 ⁽²⁾	6.2 %
WS Management, LLLP 4306 Pablo Oaks Court Jacksonville, FL 32224	1,103,900 ⁽³⁾	5.7 %

(1) The number of shares shown is based solely on the Form 13F filed by Lazard Asset Management LLC on November 8, 2010,

reflecting information as of September 30, 2010, according to which Lazard Asset Management LLC has sole voting and investment power over those shares.

(2) The number of shares shown is based solely on the Form 13F filed by City of London Investment Management Company Limited on November 9, 2010, reflecting information as of September 30, 2010, according to which City of London Investment Management Company Limited has sole voting power over those shares.

(3) The number of shares shown is based solely on the Form 13F filed by WS Management,

LLLP on
November 15,
2010,
reflecting
information as
of September
30, 2010,
according to
which WS
Management,
LLLP has
sole voting
and
investment
power over
those shares.

QUORUM AND REQUIRED VOTING

One-third (1/3) of the Company's outstanding Common Shares present in person or by proxy and entitled to vote constitutes a quorum at the Meeting. If, within five minutes from the time scheduled for the Meeting, a quorum of shareholders is not present, the Meeting shall stand adjourned until such other day, time and place as the chairman of the Meeting may determine.

Assuming that a quorum is present at the Meeting, approval of each Proposal to be acted upon at the Meeting requires the affirmative vote of a majority of the votes cast at the Meeting, whether in person or by proxy. Abstentions and broker non-votes (*i.e.*, shares held by brokers, banks or other nominees as to which (i) instructions have not been received from the beneficial owner or persons entitled to vote and (ii) the broker, bank or nominee does not have discretionary voting power on a particular matter) will be counted for purposes of determining whether a quorum is present, but will be disregarded in determining the votes cast on a proposal. Therefore, abstentions and broker non-votes will have no effect on the vote.

PROPOSAL 1**TO ELECT THE COMPANY S BOARD OF DIRECTORS**

At its January 12, 2011 meeting, the Board, upon the recommendation of the Nominating Committee, nominated the five individuals listed below for election as directors, each to hold office as a director of the Company until the next Annual General Meeting of Shareholders. At the meeting, the Board also elected Mr. Michael Mead as Chairman of the Board to fill the vacancy created by the resignation of Mr. Julian Reid as Chairman and director, effective January 11, 2011. Currently the maximum number of directors is six directors. The Board expects to fill the single vacancy on the Board of Directors upon identification of a qualified candidate. Any director elected by the Board of Directors would serve until the next Annual General Meeting of Shareholders.

All of the nominees (David Christensen, Phillip Goldstein, Andrew Pegge, Robert Pilkington and Michael Mead) currently serve as directors of the Company. Each nominee has consented to being named in this proxy statement and to serve if elected. In the event that any of the nominees is unable or declines to serve as a director, an event that management does not anticipate, proxies may be voted at the Meeting for the election of another person in his stead or the Board may reduce the number of directors as provided in the Company s Bye-Laws. The persons named as proxies on the enclosed proxy card relating to the Meeting will vote FOR the election of the nominees listed below unless the shareholder specifically indicates on his or her proxy card a desire to vote against or abstain from voting with respect to any nominee.

The following is a list of each nominee, his age, address, principal occupation and present positions with the Company, including any affiliations with the Company, the length of service with the Company and other directorships held. Unless otherwise noted, each nominee has engaged in the principal occupation listed in the following table for five years or more.

Name, Address⁽¹⁾ and Age	Position Held, Term of Office⁽²⁾ and Length of Time Served	Principal Occupation During the Past Five Years	Other Directorships During the Past Five Years
<i>Interested Nominee*:</i> David Christensen, 48	Director since 2008; President, Chief Executive Officer and Chief Investment Officer since February 2009	Vice President Investments from May 2007 to February 2009; Vice President, Corporate Development of Gabriel Resources Ltd., an exploratory mining company, 2006 to 2008; independent financial consultant from 2003 to 2006; Director of Fundamental Equity Research for Credit Suisse First Boston, a financial services company, from 2002 to 2003.	Director of Hecla Mining Company, a precious metals mining company, since 2003; Director of the Denver Gold Group, a non-profit industry association, since 2010.

Name, Address⁽¹⁾ and Age	Position Held, Term of Office⁽²⁾ and Length of Time Served	Principal Occupation During the Past Five Years	Other Directorships During the Past Five Years
<i>Independent Nominees**:</i> Phillip Goldstein, 65	Director since 2008	Investment advisor and principal of the general partner of six investment partnerships in the Bulldog Investors group of private funds since 1992; principal of Brooklyn Capital Management, the investment adviser for the Special Opportunities Fund since 2009.	Director of following closed-end funds: Mexico Equity and Income Fund since 2000; Brantley Capital Corporation since 2001; Special Opportunities Fund since 2009; and Korea Equity Fund since 2010.
Michael Mead, 58	Chairman (non-executive) since January 2011; Director since 2010.	Held investment research and portfolio management positions from 1997 until his retirement in 2008 (Director Global Equities from 2004 to 2008) with the Howard Hughes Medical Institute Investment Department, which manages the Institute's endowment.	None
Andrew Pegge, 47	Deputy Chairman (non-executive) since February 2009; Director since 2008.	Director and Chief Executive Officer of Laxey Partners Limited, a global active value fund manager, since 1999.	None
Robert Pilkington, 65	Director since 2004 (ASA South Africa ⁽³⁾ from 1979 to 2005).	Investment banker and Managing Director of UBS Securities LLC and predecessor companies since 1985.	Director of Avocet Mining PLC, a gold mining company, since 1996.

(1) The address for each director is c/o ASA Limited, 400 South El Camino Real, Suite 710, San Mateo, California 94402.

- (2) Each director of the Company will serve as such until the next Annual General Meeting of Shareholders unless the director resigns or is disqualified. Officers are elected by the Board of Directors annually.

(3) On November 19, 2004, ASA Limited, a South African public limited liability company and the predecessor company to the Company (ASA South Africa), was reorganized into the Company, a Bermuda exempted limited liability company.

* An interested person of the Company, as such term is defined in the Investment Company Act of 1940, as amended (1940 Act), by reason of being an officer of the Company.

** Not an interested person of the Company (Independent Director).

Litigation Involving Directors

On October 17, 2009, the Massachusetts Secretary of State issued an obey the law cease and desist order (Order) against Mr. Goldstein and certain affiliated parties, and fined the parties \$25,000, in connection with a violation of

Massachusetts law due to the parties making information about certain unregistered investments available on a website and by sending an e-mail containing material about such investments to an individual who requested it. The parties filed an appeal of the Order in the Massachusetts Superior Court which was upheld, and the parties further appealed the Order. The Massachusetts Supreme Judicial Court upheld the Order on July 2, 2010, but held that the parties' claim that the Order violated their First Amendment rights must be decided as part of the parties' appeal of a separate lawsuit they filed against the Massachusetts Secretary of State. The Massachusetts Supreme Judicial Court transferred the appeal of the lawsuit to itself on July 23, 2010, and the case is pending. In that lawsuit, the parties stipulated that the combination of the website and the direct email communication that was the basis of the Final Order did not concern the unlawful sale of unregistered securities, and they further agree[d] that the combination was not misleading.

Required Vote: The election of directors requires the affirmative vote of a majority of the votes cast at the Meeting.

The Board unanimously recommends that you vote FOR each nominee listed in proposal 1.

EXECUTIVE OFFICERS

The current executive officers of the Company are David Christensen, whose biographical information is set forth above; Rodney Yee (50), Treasurer, Chief Financial Officer and Chief Operating Officer since September 2010; and Steven Schantz (57), Secretary, General Counsel and Chief Compliance Officer since September 2010. Prior to joining the Company, Mr. Yee served as Chief Operating Officer and Chief Compliance Officer of CCM Partners, an investment adviser, from 2005-2010; Chief Financial Officer and Treasurer of Matthews International Capital Management, an investment adviser, from 2004-2005; and Chief Financial Officer and Chief Compliance Officer for Sand Hill Advisors, Inc., an investment adviser, from 2002-2004. Prior to joining the Company, Mr. Schantz was Vice-President and Associate General Counsel for Charles Schwab & Co., a brokerage company, from 2001 until 2009; Senior Counsel for Barclays Global Investors, N.A. from 1996 through 2001; and Branch Chief and Enforcement Attorney at the U.S. Securities and Exchange Commission (Commission) from 1990 through 1996. The address of each executive officer is c/o ASA Limited, 400 South El Camino Real, Suite 710, San Mateo, CA 94402.

Mr. Lawrence Nardolillo served as the Company's Treasurer and Chief Financial Officer until September 2010. Mr. Nardolillo is the sole owner and member of LGN Group, LLC (LGN) which provided certain administrative and shareholder services to the Company pursuant to the Amended and Restated Services Agreement between the Company and LGN (Services Agreement). Under the terms of the Services Agreement, Mr. Nardolillo acted as the Company's Treasurer and Chief Financial Officer. Mr. Nardolillo did not receive any separate compensation from the Company for serving in such officer capacities. Fees paid to LGN during the Company's fiscal year ended November 30, 2010 were \$573,750. Under the terms of the Services Agreement, LGN was entitled to receive a one-time payment of \$615,000 in connection with the termination of the agreement. The Company paid \$215,000 of the termination payment to LGN in November 2010 and the remaining \$400,000 to LGN in January 2011. Mr. Paul Wustrack, Jr. served as the Company's Secretary and Chief Compliance Officer until September 2010.

DIRECTOR COMPENSATION

Each director receives an annual retainer fee of \$20,000 for his services as a director, except the Chairman of the Board, who receives an additional annual fee of \$5,000. Each director receives a fee of \$4,000 for attendance at each in-person directors meeting and \$1,000 for attendance at each telephonic directors meeting. The Chairman of the Audit and Ethics Committee receives an annual fee of \$2,000 for acting in that capacity and the Chairmen of the Compensation and Nominating Committees each receive an annual fee of \$500 for acting in those capacities. A director may receive additional fees for providing additional services as a director at the request of the Board. A director whose first election to the Board was prior to January 1, 2008 qualifies to receive retirement benefits if he has served the Company or its predecessor, ASA South Africa, for at least twelve years prior to retirement. The annual retirement benefit is equal to 75% of the annual retainer fee paid to active directors, as it may be increased from time to time. A director retiring after attaining the age of 70 is entitled to such retirement benefit for life; a director retiring before attaining such age is entitled to such retirement benefit for the lesser of life or the number of years he served as a director.

A summary of the compensation and benefits for the directors and executive officers of the Company for the fiscal year ended November 30, 2010 is shown below:

Name of Person & Position	Aggregate Compensation from Company	Pension or Retirement Benefits Accrued as Part of Company Expenses	Estimated Annual Benefits Upon Retirement	Total Compensation From Company Paid to Director
<i>Interested Director:</i>				
David Christensen, Director and President, Chief Executive Officer and Chief Investment Officer	\$ 685,248 ^{(1),(2)}		None	\$ 39,000
<i>Independent Directors:</i>				
Phillip Goldstein, Director	\$ 45,500 ⁽³⁾		None	\$ 45,500
Andrew Pegge, Director	\$ 42,000		None	\$ 42,000
Michael Mead, Director	\$ 30,000		None	\$ 30,000
Robert Pilkington, Director	\$ 40,500		\$15,000	\$ 40,500
<i>Other Officers:</i>				
Rodney Yee, Treasurer, Chief Financial Officer and Chief Operating Officer	\$ 69,924 ^{(1),(4)}			N/A
Steven Schantz, Director	\$ 117,389 ^{(1),(5)}			N/A

Secretary, General Counsel and Chief
Compliance Officer

Former Officers:

Lawrence G. Nardolillo,

Treasurer and Chief Financial Officer	(6)	N/A
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Paul Wustrack, Jr.,

Secretary and Chief Compliance Officer	\$ 334,885 (7)	N/A
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- (1) In the event the Company terminates the employment of any of the current executive officers other than for cause (except in connection with the winding-up and liquidation of the Company) or the executive officer resigns his employment for good reason, the Company will pay the executive officer a sum equal to 60% of his then-effective annual salary (100% of his then-effective annual salary in the event of the executive officer's termination of

employment in connection with a winding-up and liquidation of the Company).

- (2) Mr. Christensen was awarded a \$350,000 bonus for fiscal year 2010. Seventy percent of Mr. Christensen's bonus will be paid in February 2011 and is included in his aggregate compensation.

Thirty percent of Mr. Christensen's fiscal year 2010 bonus will be deferred for two years and will vest only if he is still employed by the Company at that time.

The thirty percent is not included in his aggregate compensation.

The Company pays the annual premium on a life insurance policy for Mr. Christensen.

The \$1,248 premium is included in his aggregate compensation.

(3) The amount shown for Mr. Goldstein includes additional fees paid to Mr. Goldstein for special Board projects that were approved by the Board.

(4) Mr. Yee was awarded a \$22,500 bonus for fiscal year 2010. Fifty-six percent of Mr. Yee's bonus will be paid in

February 2011 and is included in his aggregate compensation. Forty-four percent of Mr. Yee's fiscal year 2010 bonus will be deferred for two years and will vest only if he is still employed by the Company at that time. The forty-four percent is not included in his aggregate compensation.

- (5) Mr. Schantz was awarded a \$25,000 bonus for fiscal year 2010. Seventy percent of Schantz's bonus will be paid in February 2011 and is included in his aggregate compensation. Thirty percent of Mr. Schantz's fiscal year 2010 bonus will be deferred for two years and will vest only if he is still employed by the Company at that time. The thirty percent is not included in his

aggregate
compensation.

- (6) Mr. Nardolillo served as the Company's Treasurer and Chief Financial Officer until September 2010. Pursuant to the Services Agreement, LGN provided Mr. Nardolillo to serve as an officer of the Company. Mr. Nardolillo did not receive any separate compensation from the Company for serving in such officer capacities. Please see Executive Officers above for a discussion of payments made to LGN for fiscal year 2010.
- (7) Mr. Wustrack served as the Company's Secretary and Chief Compliance Officer until September 2010. Mr. Wustrack was awarded a \$50,000 bonus for fiscal year

2010. The full amount of his bonus will be paid in February 2011 and is included in his aggregate compensation. Mr. Wustrack's aggregate compensation also does not include his bonus for fiscal year 2009 of \$75,000 that was paid during fiscal year 2010.

SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth, as of the Record Date, certain information regarding the beneficial ownership of Common Shares of the Company by each director, each executive officer, and all directors, and executive officers as a group, including the dollar range of the value of equity securities beneficially owned by each director.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership⁽¹⁾	Percentage of Outstanding Shares	Aggregate Dollar Range of Share Ownership⁽²⁾
<i>Interested Director:</i>			
David Christensen	600	*	\$ 10,001-\$50,000
<i>Independent Directors:</i>			
Phillip Goldstein	900	*	\$ 10,001-\$50,000
Michael Mead	None		