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FIRST OPPORTUNITY FUND INC  
Form PRE 14A  
June 05, 2009

SCHEDULE 14A INFORMATION

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

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

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 Sec. 240.14a-11(c) or Sec. 240.14a-12

FIRST OPPORTUNITY FUND, INC.  
(Name of Registrant as Specified In Its Charter)

Stephen C. Miller  
2344 Spruce Street, Suite A  
Boulder, Colorado 80302  
(303) 442-2156  
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - 1) Title of each class of securities to which transactions 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:

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FIRST OPPORTUNITY FUND, INC.

2344 Spruce Street  
Suite A  
Boulder, Colorado 80302  
www.firstopportunityfund.com

June \_\_\_\_, 2009

Dear Fellow Stockholder,

You are invited to attend the 2009 Annual Meeting of Stockholders of First Opportunity Fund, Inc. (the "Fund"), which will be held on \_\_\_\_, 2009 at 9:00 a.m. \_\_\_\_\_ Daylight Time (local time), at \_\_\_\_\_. Details of the business to be presented at the meeting can be found in the accompanying Notice of Annual Meeting and Proxy Statement. This is a very important meeting at which the Fund's board of directors (the "Board") is asking you to approve significant, and we believe, positive changes to the Fund.

Since the Fund's inception in 1986, Wellington Management Company, LLP ("Wellington Management") has served as the Fund's investment adviser. During this time, the Board believes that the Fund has delivered a strong track record of performance relative to its peer groups and the relevant indices. At past meetings, members of the Board have discussed various ways of increasing the potential future returns of the Fund including investing in hedge funds. As a consequence of these discussions, ultimately the Board concluded that stockholder value could be enhanced by investing a significant portion of the Fund's assets in hedge funds, including some hedge funds sponsored by Wellington Hedge Management, LLC ("WHM") (an indirect wholly owned subsidiary of Wellington Management) and advised by Wellington Management (the "WHM Hedge Funds"). In order to accommodate investing in any WHM Hedge Fund, the Fund must change its investment adviser to an entity or entities that are not affiliated with the current investment adviser, Wellington Management.

Accordingly, you are being asked to approve new investment advisory agreements for the Fund. The Proxy Statement contains proposals for new advisory agreements whereby Rocky Mountain Advisers, L.L.C. ("RMA") and Stewart Investment Advisers ("SIA") (together, the "New Advisers") would serve as the Fund's co-advisers, and a new sub-advisory agreement proposal for Wellington Management to serve as a temporary investment sub-adviser. Under the new structure, the New Advisers would be permitted to invest significant assets of the Fund in hedge funds, including WHM Hedge Funds. Under the Fund's present advisory structure, because of affiliate prohibitions under the Investment Company Act, the Fund cannot invest in a hedge fund managed by Wellington Management or its affiliates. We believe this new structure, if approved by you, will provide greater advantages in terms of enhancing investment opportunity and flexibility by permitting investments in hedge funds, including WHM Hedge Funds, and leveraging the talent pools of the New Advisers and Wellington Management.

As part of the restructuring, and to provide additional flexibility to the New Advisers, the Board also recommends removing the Fund's fundamental concentration policy of investing at least 65% of its assets in financial services companies.

You are also being asked to consider a proposal which would classify or "stagger" the Board. And finally, the Proxy Statement includes a proposal for the election of the members of the Board. The enclosed Proxy Statement gives details about each proposal which requires your approval and should be carefully read and considered before you vote.

As Chairman of the Board, I encourage you to support all of the proposals. After

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careful and extensive review, the members of the Board, including the independent directors, unanimously approved and recommended to stockholders that they approve all of the proposals as detailed in the Proxy Statement. We hope you plan to attend the Annual Meeting. Your vote is important. Whether or not you are able to attend, it is important that your shares be represented at the Annual Meeting. Accordingly, we ask that you please sign, date, and return the enclosed Proxy Card or vote via telephone or the Internet at your earliest convenience.

On behalf of the Board and the management of First Opportunity Fund, Inc., I extend our appreciation for your continued support.

Sincerely,

/s/ Joel W. Looney

Joel W. Looney

Chairman of the Board

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Suite A  
Boulder, Colorado 80302  
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### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on \_\_\_\_\_, 2009

To the Stockholders:

The Annual Meeting of Stockholders (the "Meeting") of First Opportunity Fund, Inc., a Maryland corporation (the "Fund"), will be held on \_\_\_\_\_ 2009 at 9:00 a.m. \_\_\_\_\_ Daylight Time (local time), at \_\_\_\_\_, to consider and vote on the following proposals, all of which are more fully described in the accompanying Proxy Statement:

1. To approve or disapprove the proposed investment advisory agreement with Rocky Mountain Advisers, L.L.C. ("RMA") (Proposal 1);
2. To approve or disapprove the proposed investment advisory agreement with Stewart Investment Advisers ("SIA") (Proposal 2);
3. To approve or disapprove the proposed investment sub-advisory agreement with Wellington Management Company, LLP ("Wellington") (Proposal 3);
4. To approve or disapprove eliminating the Fund's fundamental policy of investing at least 65% of its assets in financial services companies (the "Concentration Policy") (Proposal 4);
5. To approve or disapprove amending the Concentration Policy to reduce the Fund's minimum threshold for investing in financial services companies to 25% (Proposal 5);

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- 6. To approve or disapprove an amendment to the Fund's charter classifying the board of directors of the Fund (the "Board") into three separate classes and making related changes to the charter (Proposal 6);
- 7. The election of directors of the Fund (Proposal 7); and
- 8. To transact such other business as may properly come before the Meeting or any adjournments and postponements thereof.

The Board of Directors of the Fund has fixed the close of business on \_\_\_\_\_, 2009 as the record date for the determination of stockholders of the Fund entitled to notice of and to vote at the Meeting and any postponements or adjournments thereof. The Proxy Statement, Notice of Annual Meeting, and proxy card are first being mailed to stockholders on or about \_\_\_\_\_, 2009.

By Order of the Board of Directors,

/s/ Stephanie Kelley

STEPHANIE KELLEY

Secretary

\_\_\_\_\_, 2009

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 EVEN IF YOU PLAN TO ATTEND THE MEETING, STOCKHOLDERS ARE URGED TO SIGN THE ENCLOSED PROXY CARD (UNLESS AUTHORIZING THEIR PROXY VIA TOUCH-TONE TELEPHONE OR THROUGH THE INTERNET) AND MAIL IT IN THE ENCLOSED ENVELOPE SO AS TO ENSURE A QUORUM AT THE MEETING. THIS IS IMPORTANT WHETHER YOU OWN FEW OR MANY SHARES.  
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INSTRUCTIONS FOR SIGNING PROXY CARDS

The following general rules for signing proxy cards may be of assistance to you and may avoid the time and expense to the Fund involved in validating your vote if you fail to sign your proxy card properly.

1. Individual Accounts: Sign your name exactly as it appears in the registration on the proxy card.

2. Joint Accounts: Either party may sign, but the name of the party signing should conform exactly to a name shown in the registration.

3. All Other Accounts: The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

Registration

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Valid Signature

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### Corporate Accounts

(1) ABC Corp.	ABC Corp.
(2) ABC Corp.	John Doe, Treasurer
(3) ABC Corp., c/o John Doe Treasurer	John Doe
(4) ABC Corp. Profit Sharing Plan	John Doe, Trustee

### Trust Accounts

(1) ABC Trust	Jane B. Doe, Trustee
(2) Jane B. Doe, Trustee, u/t/d 12/28/78	Jane B. Doe

### Custodian or Estate Accounts

(1) John B. Smith, Cust., f/b/o John B. Smith, Jr. UGMA	John B. Smith
(2) John B. Smith	John B. Smith, Jr., Execut

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### QUESTIONS & ANSWERS REGARDING THE MEETING AND PROPOSALS

Question 1: What changes are being proposed?

Answer: In addition to electing the Fund's board of directors (the "Board"), stockholders are being asked to vote on other significant proposals: approving new investment co-advisory agreements, approving a new investment sub-advisory agreement and eliminating the Fund's fundamental policy of investing at least 65% of its assets in financial services companies (together, the "Restructuring"). In addition, the Board is asking stockholders to approve an amendment to the Fund's charter (the "Charter") so as to classify or "stagger" the Board into three separate classes.

Question 2: How does the Board recommend I vote on the Proposals?

Answer: The Board, including all of the directors who are not "interested persons" of the Fund (as defined in the Investment Company Act of 1940, as amended (the "1940 Act")) (the "Independent Directors"), has unanimously recommended that stockholders vote FOR all of the Proposals. If no instructions are indicated on your proxy, the representatives holding proxies will vote in accordance with the recommendations of the Board.

Question 3: Who are the Fund's proposed new investment co-advisers?

Answer: The Board, including all of the Independent Directors, has unanimously approved and recommends that stockholders approve investment advisory agreements (the "Advisory Agreements") with Rocky Mountain Advisers, L.L.C. ("RMA") and Stewart Investment Advisers ("SIA") (together the "New Advisers"). If the Advisory Agreements are approved by stockholders, the New Advisers will act as co-advisers to the Fund. Both New Advisers are controlled by trusts and entities affiliated with the family of Stewart R. Horejsi (together, the "Horejsi Affiliates"). The Horejsi Affiliates own [35.51]% of the

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Fund's outstanding common stock. SIA and Boulder Investment Advisers, LLC ("BIA") currently provide investment advisory services to three other closed-end investment companies: Boulder Total Return Fund, Inc. (NYSE:BTF), Boulder Growth & Income Fund, Inc. (NYSE:BIF), and The Denali Fund Inc. (NYSE:DNY). BIA is an affiliate of the New Advisers and the management and staffing of RMA is substantially the same as that of BIA.

Question 4: Who is the Fund's proposed investment sub-adviser?

Answer: The Board, including all of the Independent Directors, has unanimously approved and recommends that stockholders approve a temporary and limited investment sub-advisory agreement with Wellington Management Company, LLP ("Wellington Management") (the "Sub-Advisory Agreement"). Wellington Management presently acts as the Fund's sole investment adviser and has done so since the Fund's inception. Under the Sub-advisory Agreement, Wellington Management will be responsible for managing a discrete portion of the Fund's current assets with respect to which it has experience and familiarity (the "Legacy Holdings"). Wellington Management will act in a sub-advisory capacity for a period of two years after the effective date of the Restructuring (i.e., the date on which stockholders approve the Advisory Agreements and Sub-Advisory Agreement) (the "Effective Date"). Under the terms of the Sub-Advisory Agreement, Wellington Management would be responsible for managing the Legacy Holdings with a view towards continuing to hold the securities, selling them in its discretion and assisting the New Advisers in gaining familiarity with the Legacy Holdings.

Question 5: Why does the Board think it is necessary to restructure the Fund?

Answer: Currently, the Fund is subject to regulatory constraints that limit its investment flexibility as compared with hedge funds, including limitations on leverage (which impacts the level of short sales and derivatives that can be utilized), and other regulatory requirements that can impede the use of new instruments, including derivatives. Compared to registered investment companies, hedge funds have greater flexibility to engage in a broader array of investment strategies, such as the use of short sales, leverage and derivatives. Over the last several years, the Board has reviewed a number of options which would allow the Fund to take greater advantage of the broader array of investment strategies of Wellington Management and its investment personnel. The Board and New Advisers believe that investments in hedge funds, including those sponsored by Wellington Hedge Management LLC ("WHM"), an indirect wholly owned subsidiary of Wellington Management ("WHM Hedge Funds"), offer the Fund the potential for superior risk-adjusted returns arising from the fewer regulatory constraints on hedge funds, and their resulting broader investment options. Under the Fund's current structure with Wellington Management as the sole adviser, the Fund is prohibited by regulations under the 1940 Act from investing any of its assets in a hedge fund managed by an affiliate of Wellington Management. Appointing the New Advisers as the Fund's primary investment advisers, and segregating the Fund's assets temporarily into two portions - one managed by the New Advisers and the other, the Legacy Holdings, temporarily managed by Wellington Management- would permit the New Advisers, independent of Wellington Management's influence or control, to invest significantly in hedge funds, including WHM Hedge Funds. The New Advisers anticipate, in the near term and based on the WHM Hedge Funds currently available and current market conditions, that they would invest as much as 50% of the Fund's assets in certain WHM Hedge Funds which emphasize investments in the financial services sector and are managed in whole or part by the Fund's current portfolio manager. This percentage could increase or decrease over time.

Question 6: Why is there a need for Wellington Management to continue in a sub-advisory capacity?

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Answer: The Fund is presently invested primarily in securities which were analyzed, purchased, and are overseen by Wellington Management in its current capacity as the Fund's sole adviser. The New Advisers may have limited familiarity with these securities. It is anticipated that under the guidance of the New Advisers, the Fund will contribute a number of these securities "in-kind" in exchange for interests in several WHM Hedge Funds, although the extent to which an "in-kind" contribution will occur cannot be determined until after the Effective Date. In addition, on the Effective Date, the New Advisers will assume responsibility for all of the cash or cash equivalent assets as well as certain of the Fund's large cap equity holdings familiar and acceptable to the New Advisers. All of the Fund's remaining assets for which the New Advisers do not assume responsibility - anticipated to be fair-valued and other securities with less market liquidity described above as the Legacy Holdings - will be managed by Wellington Management in accordance with the Fund's investment objective but with a view solely towards holding, liquidating the assets to generate cash for the New Advisers to invest, and/or familiarizing the New Advisers with the Legacy Holdings. After the Effective Date, Wellington Management will not be responsible for purchasing any new securities directly for the Fund. Although there is no set time frame for accomplishing its objectives, by its terms, the proposed sub-advisory agreement with Wellington Management would terminate in two years, and the New Advisers would assume responsibility for managing any remaining Legacy Holdings at that time.

Question 7: How will the co-adviser and sub-adviser arrangement work? Will they work together?

Answer: Under the terms of the Advisory Agreements, RMA and SIA would serve as co-advisers to the Fund and would be jointly and severally responsible for making investment decisions with respect to the Fund's holdings other than the Legacy Holdings, including any decision to invest in the WHM Hedge Funds, supplying investment research and portfolio management services, placing purchase and sale orders for portfolio transactions, making asset allocation decisions for the Fund and determining the extent, nature and application of the Fund's leverage, if any. Under the terms of the Sub-Advisory Agreement, Wellington Management would serve as sub-adviser and be responsible for making investment decisions solely with respect to the Legacy Holdings, although once liquidated, the proceeds from selling the Legacy Holdings will be transferred to the New Advisers for investment.

Because the New Advisers could decide to invest assets in WHM Hedge Funds at any time, the New Advisers and Wellington Management will not work together or collaborate on their respective portfolios. Wellington Management will have sole investment discretion with respect only to whether to continue to hold or liquidate the Legacy Holdings and the New Advisers will have sole investment discretion with respect to the remaining assets, including the WHM Hedge Fund investments and any proceeds from the sale of Legacy Holdings. However, as a sub-adviser to the Fund, Wellington Management will be subject to general oversight and monitoring by RMA and SIA as the Fund's co-advisers.

Question 8: Will the Fund's expenses be affected by the Advisory Agreements and the Sub-Advisory Agreement?

Answer: Yes. The Fund currently pays Wellington Management an advisory fee of 1.125% on the Fund's net assets up to and including \$150 million; 1.00% on net assets between \$150 million and \$300 million; and 0.875% on net assets exceeding \$300 million (the "Current Fee"). As proposed, the Advisory Agreements contemplate the New Advisers being paid an investment advisory fee of 1.25% on the Fund's net assets, including leverage, although the Fund currently has no leverage. However, under the Advisory Agreements, the New Advisers would waive (i) up to 1.00% on the "look-through" advisory fees (but not the performance fees) paid to WHM with respect to any investment by the Fund in a WHM Hedge Fund and (ii) all fees paid by the Fund to Wellington under the Sub-Advisory

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Agreement. Under the Sub-Advisory Agreement, Wellington Management would receive fees from the Fund based on the Current Fee schedule, as applied only with respect to the assets represented by the Legacy Holdings.

Based on current assets under management, and the New Advisers' anticipated investment of approximately 50% of the Fund's assets in WHM Hedge Funds, the advisory fees paid directly by the Fund would decrease by approximately \$\_\_\_\_\_ annually versus the Current Fee (\$ \_\_\_\_\_ for the year ended \_\_\_\_\_), and the Fund's expense ratio would decrease from its current rate of \_\_\_\_\_% to \_\_\_\_\_. However, on a "look-through" basis (i.e., taking into consideration the fees charged by the WHM Hedge Funds), advisory-related expenses will increase slightly - by approximately \$\_\_\_\_\_ annually (excluding performance fees). On a "look-through" basis, the overall expense ratio would increase from its current level of \_\_\_\_\_% to approximately \_\_\_\_\_%, not including the impact of any performance fee paid to WHM. This expense ratio may or may not fluctuate depending on fixed expenses as well as the size of the Fund. Hedge fund managers, including WHM, typically are paid a 20% performance fee with respect to annual gains generated in their hedge funds. Thus, under the Restructuring, the increase in advisory-related fees could be significantly higher when there are net gains in the hedge fund. Since performance fees will necessarily vary from year to year, they have not been factored into the foregoing estimated fee increase or expense ratio estimates. For the sake of comparison, if the Fund invests 50% of its current assets in WHM Hedge Funds, and during the first year after the Effective Date the value of WHM Hedge Funds increase by 10%, and all the Fund's other assets remain unchanged, on a "look-through" basis, the Fund would pay an additional \$\_\_\_\_\_ in advisory related fees. The Board believes that because the WHM Hedge Funds offer more investment flexibility and the possibility of superior risk adjusted returns, the likelihood that the Fund will pay higher look-through advisory-related fees is an acceptable tradeoff.

Question 9: Will the Restructuring affect the Fund's investment objective or any fundamental policies?

Answer: The Restructuring will not affect the Fund's investment objective of "total return". However, as part of the Restructuring, stockholders are asked to remove the Fund's fundamental policy of investing at least 65% of its assets in financial services companies (the "Concentration Policy"). The Board believes that the 65% minimum investment requirement in financial services companies places a disproportionate industry risk on the Fund and stockholders. If the Restructuring is approved and the Concentration Policy eliminated, the New Advisers will be required to reduce the Fund's exposure to the financial services industry to comply with this change.

The Fund will continue to have the flexibility to invest in a wide range of investments, which could include, among others, common stocks, debt instruments, preferred stocks, securities convertible into common stocks, interest rate and credit default swaps, and cash and cash equivalents. In addition, the Restructuring is intended to provide the Fund with the ability to invest in hedge funds, including the WHM Hedge Funds, which carry a set of risks particular to investing in hedge funds and which are discussed below. The Restructuring and, in particular, removal of the Concentration Policy, is intended to give the Fund and New Advisers additional flexibility in investing the Fund's assets.

Question 10: Why are there two proposals (Proposals 4 and 5) dealing with the Concentration Policy?

Answer: As discussed above, Proposal 4 contemplates the removal of the Concentration Policy in its entirety as part of the Restructuring so that the New Advisers will have additional flexibility when investing the Fund's assets.



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Proposal 5 is a precautionary proposal which would become effective only if stockholders do not approved the Restructuring (i.e., Proposals 1 through 4). Proposal 5 would amend the Concentration Policy to reduce the Fund's minimum holdings in financial services companies from 65% to 25% (subject to the Fund's ability to take defensive measures to preserve value). Regardless of whether Wellington Management or the New Advisers are the primary advisers to the Fund, the Board believes that the 65% investment requirement in financial services companies places a disproportionate industry risk on the Fund and stockholders and needs to be eliminated or at the very least significantly reduced.

Question 11: Are the separate proposals of the Restructuring conditioned on stockholder approval of the other proposals (e.g., approval of the Advisory Agreements and Sub-Advisory Agreement)?

Answer: Passage of Proposals 1 and 2 (approval of the Advisory Agreements) and Proposal 3 (approval of the Sub-Advisory Agreement) are conditioned on all such Proposals being approved by stockholders (i.e., if one fails to achieve stockholder approval, all three fail). However, the Board believes that eliminating or amending the Concentration Policy is a change that should be implemented regardless of whether Proposals 1 through 3 are approved. Thus, stockholders are presented with two alternative proposals regarding the Concentration Policy, and passage of Proposal 4 (eliminating the Concentration Policy) will be conditioned on stockholder approval of Proposals 1 through 4. In other words, if stockholders approve Proposal 4 but not Proposals 1 through 3, Proposal 4 will not become effective. Proposal 5 (amending the Concentration Policy) will be conditioned upon stockholder approval of Proposal 5 and their failure to approve Proposals 1 through 3. Thus, if stockholders approve both Proposals 4 and 5 and Proposals 1 through 3 pass, Proposal 4 will become effective and Proposal 5 will not. However, if stockholders approve both Proposals 4 and 5, but Proposals 1 through 3 do not pass, Proposal 5 will become effective and Proposal 4 will not. Ultimately, the Board believes that eliminating or significantly reducing the minimum threshold of the Concentration Policy will mitigate industry risk and provide the Fund's adviser(s) with additional flexibility and ease the Fund's future administrative burdens going forward. If the Restructuring Proposals are not adopted and Wellington Management stays on as investment adviser to the Fund, Wellington Management intends to retain its primary focus on investments in the financial services industry. Proposal 5 would give Wellington Management additional flexibility to invest outside of the financial services sector, including during periods of market turmoil.

Question 12: Describe any other anticipated change to the Fund's investment strategies or operations and explain the anticipated benefits to the Fund and its stockholders of any such change.

Answer: The primary impetus for the Restructuring is to provide the Fund with more flexibility and increased access to hedge funds, including the less constrained and broader investment tools of Wellington Management, the Fund's current portfolio manager, by making investments in certain WHM Hedge Funds that emphasize investments in the financial services sector. The New Advisers are considering making a significant allocation (approximately 50%) of the Fund's assets to WHM Hedge Funds, once the Restructuring is fully implemented. This would represent an obvious change in investment approach as compared to the Fund's historical universe of investments. The Board believes that giving the Fund the ability to invest significantly in hedge funds, including WHM Hedge Funds, ultimately offers more investment flexibility and the potential for superior risk adjusted returns.

Question 13: Will the risk profile of the Fund change as a result of the Restructuring and, in particular, as a result of investing significantly in hedge funds?

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Answer: Yes. Because the New Advisers anticipate investing substantially in hedge funds, including initially in the WHM Hedge Funds, the Fund could be exposed to, among other things, the increased leverage and consequent risks (with potential for increased returns) resulting from hedge funds' use of certain investment strategies not currently used by the Fund. Therefore, stockholders should be aware of the general risks associated with investing in hedge funds.

Hedge funds are unregistered private investment funds or pools that invest and trade in many different markets, investment strategies and instruments (including securities, non-securities and derivatives) and are NOT subject to the same regulatory and oversight requirements as registered investment companies, including requirements to provide investors with periodic reporting and certain standardized pricing and valuation information. Hedge fund offering documents are not reviewed or approved by federal or state regulators. Hedge funds may be leveraged and their performance may be volatile. A hedge fund's manager generally has absolute trading authority over the hedge fund. Some hedge funds may involve structures or strategies that may cause delays in the receipt by their investors of important tax information. Hedge funds may provide limited transparency regarding underlying investments. Hedge funds may execute a substantial portion of trades on foreign exchanges which could mean higher risk because they are subject to less regulation than U.S. exchanges and are subject to adverse political or economic events in their respective markets. The Fund's investment in a hedge fund may be illiquid and there may be significant restrictions on liquidating or transferring interests in a hedge fund. There are no secondary markets for the Fund's investment in any hedge fund and none are expected to develop. A hedge fund's ongoing advisory and performance fees and expenses may be substantial regardless of positive trading profits. Hedge funds may invest in startup companies, small cap companies and distressed situations. Hedge funds may engage in investment techniques such as short selling and investing in futures contracts and may invest in certain securities such as options, warrants, convertible securities and non-U.S. securities. Hedge funds may invest in interest rate and credit default swaps and other derivative instruments. Hedge funds may invest in securities denominated in foreign currencies thus exposing their investors to foreign currency risk. This summary is not a complete list of the risks involved in investing in a hedge fund.

Question 14: Describe the manner in which the current investment portfolio of the Fund would be modified in connection with the Restructuring and whether there will be any associated adverse costs or tax consequences.

Answer: Initially the New Advisers are considering investing up to 50% of the Fund's assets in two WHM Hedge Funds (up to 25% of the Fund's assets in each WHM Hedge Fund). In addition, the New Advisers may in their discretion make additional investments of up to 5% of the Fund's assets (at the time of investment) in other hedge funds, including WHM Hedge Funds. Also as discussed above, removing the Concentration Policy will allow the New Advisers more flexibility in investing in hedge funds and managing the Fund's remaining portfolio, allowing the New Advisers to invest the Fund's assets in a more diversified array of industries and investments, both domestic and abroad. Due to the recent market volatility and the credit crisis, it is difficult to predict where or in what industries the New Advisers will focus.

As discussed above, Wellington Management, in its capacity as a sub-adviser after the Restructuring, will be charged with the task of holding and/or liquidating the Legacy Holdings in a timely and prudent manner, generating cash for the New Advisers to invest opportunistically. With respect to the Legacy Holdings, an adviser normally would be concerned about the tax consequence of

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aggressively liquidating a large portion of the Fund's portfolio. However, because the Fund has significant unrealized capital losses (i.e., \$121 million as of 3/31/09) and capital loss carry forwards (i.e., \$25.8 million as of 3/31/09), the sale of existing portfolio securities is not expected to trigger net capital gains. Also, it is anticipated that a significant portion of the Fund's current portfolio may be able to be exchanged "in-kind" for an interest in the WHM Hedge Funds without the expectation of immediate tax consequences. In these circumstances, the Fund would retain its cost basis in the "in-kind" securities and would realize a gain or loss only when the hedge fund sells the respective in-kind securities. The extent of any in-kind contribution, however, cannot be determined until after the Effective Date.

Question 15: What are the characteristics of the hedge funds in which the New Advisers anticipate investing?

Answer: Presently, the New Advisers are considering investing in two WHM Hedge Funds:

- The first takes aggressive, long positions in undervalued companies in the financial services and related sectors that the fund's manager believes offer attractive investment opportunities. Such opportunities may be created by market fragmentation, the trend toward consolidation in the financial services sector, the relative obscurity of smaller companies, or investor misunderstanding of fundamental financial characteristics. The fund may also take short positions in financial services companies and related sectors as a hedge against specific long positions and to take advantage of specific opportunities created by market disequilibrium. Securities for the portfolio are selected primarily on the basis of fundamental value. The fund's manager focuses on companies with strong fundamental characteristics that are undervalued relative to their long-term potential, specifically analyzing the relationship between a company's underlying earnings power and the market price of the stock. Attractive valuations are often found in securities issued by institutions that are not widely followed by institutional research analysts. The key objective of the fund is to achieve superior total returns on an absolute basis. In order to achieve this goal, the fund makes investments throughout the capital structure (e.g., preferred stock, convertible securities, fixed income securities) and invests in companies with solid fundamentals and attractive valuations, while shorting securities in those companies with unsustainable valuations. The fund may also utilize leverage and derivatives, including listed and unlisted index and stock options, to hedge positions and enhance returns.
- The second seeks capital appreciation through investments in both long and short positions in the financial services sector as well as through the use of leverage. The fund is managed by four experienced investment managers as a team. The investment team takes a broad approach to the global finance sector and invests in insurance companies, securities brokers, asset management companies, thrifts/building societies, banks, and companies that serve the finance sector. Portfolio concentration in a sub-sector or sub-sectors is determined by the number and risk/reward profiles of available opportunities as well as general market conditions. The managers employ a strict bottom-up approach and make investment decisions based upon market valuations relative to company fundamentals. The objective of the fund is to seek capital appreciation over the long-term. The fund's manager uses allocation of capital, leverage, and the ability to short sell securities as its primary tools in implementing investment conclusions as to the relative attractiveness of individual securities. The fund may also utilize derivatives, including listed and unlisted index and stock options, to hedge positions and enhance

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returns. It is expected that the fund's portfolio will generally be net long.

Question 16: What will be the investment approach of the New Advisers?

Answer: In the near term, in addition to the anticipated investments in the WHM Hedge Funds, the New Advisers expect to invest primarily in common stocks, including dividend paying common stocks such as those issued by utilities, real estate investment trusts ("REITs") and regulated investment companies under the Code (as defined below) ("RICs"). The Fund may also invest in fixed income securities such as U.S. government securities, preferred stocks and bonds. Although the Fund expects to invest primarily in securities of U.S.-based companies, it may invest without limitation in foreign equity securities and sovereign debt, in each case denominated in foreign currency.

The New Advisers intend to focus on securities issued by companies across a broad range of industries. The Fund will not necessarily be a "large-cap", "mid-cap" or "anything-cap" fund since the New Advisers believe it is unwise to restrict investments to any particular size company. When the Fund makes an investment in a common stock, it may take large positions consistent with its status as a "non-diversified" investment company. It is also likely to hold on to its investments for a long time, allowing the investments to do what they are expected to do - earn money and grow. The New Advisers believe such an approach is in the long-term best interest of stockholders as, the longer stockholders hold their investment without selling, the longer they defer paying taxes on any gains. Since the Horejsi Affiliates own such a large stake in the Fund, the New Advisers are not likely to invest in anything the Horejsi Affiliates would not buy for themselves. In the long run, the New Advisers think that flexibility and value-type investing will produce the best overall total return.

Question 17: What is a "classified board" and why is the Board recommending stockholders approve a classified structure to the Board?

Answer: A "classified board", also referred to as a "staggered board", consists of members who are elected to separate classes, with each class of directors serving a staggered three-year term. Each class of directors is elected in successive terms (i.e., one class is elected in 2009 to serve through 2012, one class is elected in 2010 to serve until 2013, and so on). The Board recognizes that the overall effect of Proposal 6 will be to make any hostile attempt to take control of the Fund through a proxy contest more difficult. In order to change the membership of a majority of the Directors, at least two years will be required. The Board believes that this will encourage persons seeking to acquire control of the Fund to engage in good-faith, arm's-length negotiations with the Board. The Board also believes that ensuring continuity of service among the Board members and three-year commitments for Board service is desirable and that the Proposal will facilitate the Fund's attracting and retaining qualified Board candidates and hiring and retaining competent management personnel by increasing the likelihood of a stable employment environment.

The Board understands that the Fund's largest stockholders have a long-term investment horizon and its remaining stockholder base generally is comprised of many stockholders holding smaller positions who similarly have a long-term investment horizon. A primary reason that these stockholders invest with the Fund is the potential for long-term capital appreciation coupled with responsible and deliberative asset management. Neither the Board nor the Fund's stockholders contemplate or desire sudden, drastic changes in the makeup of the Fund's investment portfolios.

Question 18: How do the Fund's largest stockholders intend to vote on these Proposals?

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Answer: The Fund's largest stockholders (described above as the "Horejsi Affiliates") intend to vote in favor of the Restructuring and each of the Proposals.

[GRAPHIC OMITTED]  
FIRST OPPORTUNITY FUND, INC.

2344 Spruce Street  
Suite A  
Boulder, Colorado 80302  
www.firstopportunityfund.com

### ANNUAL MEETING OF STOCKHOLDERS

\_\_\_\_\_, 2009

### PROXY STATEMENT

This proxy statement ("Proxy Statement") for First Opportunity Fund, Inc., a Maryland corporation (the "Fund"), is furnished in connection with the solicitation of proxies by the Fund's board of directors (collectively, the "Board" and individually, the "Directors") for use at the Annual Meeting of Stockholders of the Fund to be held on \_\_\_\_\_ at 9:00 a.m. Pacific Daylight Time (local time), at \_\_\_\_\_ and at any adjournments and postponements thereof (the "Meeting"). A Notice of Annual Meeting of Stockholders and proxy card for the Fund accompany this Proxy Statement. Proxy solicitations will be made, beginning on or about June \_\_\_\_, 2009, primarily by mail, but proxy solicitations may also be made by telephone, by Internet on the Fund's website, or through email communications with stockholders who have enrolled in the Fund's electronic duplicate communications service (see Footnote +/- below), telegraph or personal interviews conducted by officers of the Fund, \_\_\_\_\_, the Fund's proxy solicitor and Computershare Trust Company, N.A., the transfer agent of the Fund. The costs of proxy solicitation are expected to be approximately \$\_\_\_\_\_. Proxy solicitation expenses as well as expenses incurred in connection with the preparation of this Proxy Statement and its enclosures will be paid by the Fund. The Fund also will reimburse brokerage firms and others for their expenses in forwarding solicitation material to the beneficial owners of its shares. The Board has fixed the close of business on June \_\_\_\_, 2009 as the record date (the "Record Date") for the determination of stockholders entitled to notice of and to vote at the Meeting and any postponements or adjournments thereof.

The Annual Report of the Fund, including audited financial statements for the fiscal year ended March 31, 2009, has been mailed to stockholders. Additional copies of the Fund's most recent Annual Report are available upon request, without charge, by writing to First Opportunity Fund, Inc., 2344 Spruce Street, Suite A, Boulder, Colorado 80302 or by calling (877) 561-7914. The report is also viewable online at the Fund's website at [www.firstopportunityfund.com](http://www.firstopportunityfund.com). The Annual Report is not to be regarded as proxy solicitation material.

One Proxy Statement is being delivered to multiple stockholders sharing an address, unless the Fund has received contrary instructions from one or more of the stockholders. The Fund will undertake to deliver promptly, upon written or oral request, a separate copy of the proxy statement to any stockholder who contacts the Fund in writing, or by phone, as stated above. Similarly, stockholders sharing an address can request single copies of a future proxy

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statement or annual report by contacting the Fund in writing or by contacting the Fund's transfer agent.

An electronic copy of the Notice of Annual Meeting of Stockholders, the Proxy Statement, and a proxy card for the Fund for your vote at the Meeting is available online at [www.firstopportunityfund.com](http://www.firstopportunityfund.com).

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Footnote:

+/- Stockholders can receive TIMELY information about the Fund quickly and conveniently! The Fund offers the option for electronic delivery of DUPLICATE copies of all stockholder communications. You can choose the timeliness and convenience of receiving and reviewing stockholder communications, such as annual reports and proxy statements, online in addition to, but more quickly than, the hard copies you currently receive in the mail. If you sign up for the option, you will receive an e-mail notification when stockholder communications are available, containing a link to those communications on the Internet. HOWEVER, presently you will not be able to vote your shares using these links and will have to wait to vote using the hard copies you receive in the mail or electronically from your broker, the transfer agent or [proxyvote.com](http://proxyvote.com). For more information, please visit the Fund's website at [www.firstopportunityfund.com](http://www.firstopportunityfund.com).

Wellington Management Company, LLP ("Wellington Management") at 75 State Street, Boston, Massachusetts 02109, currently serves as the investment adviser to the Fund. Fund Administrative Services, L.L.C. ("FAS"), 2344 Spruce Street, Suite A, Boulder, Colorado 80302, and ALPS Fund Services, Inc., 1290 Broadway, Suite 1100, Denver, Colorado 80203, serve as co-administrators to the Fund. Computershare Trust Company, N.A. acts as the transfer agent to the Fund and is located at 250 Royall Street, Canton, Massachusetts 02021.

If the enclosed proxy is properly executed and returned by \_\_\_\_\_, 2009, in time to be voted at the Meeting, the Shares (as defined below) represented thereby will be voted in accordance with the instructions marked thereon. Unless instructions to the contrary are marked thereon, a proxy will be voted FOR each of the Proposals and, in the discretion of the proxy holders, on any other matters that may properly come before the Meeting. Any stockholder who has given a proxy has the right to revoke it at any time prior to its exercise either by attending the Meeting and casting his or her votes in person or by submitting a letter of revocation or a later-dated proxy to the Fund's secretary at the above address prior to the date of the Meeting.

A quorum of the Fund's stockholders is required for the conduct of business at the Meeting. Under the bylaws of the Fund (the "Bylaws"), a quorum is constituted by the presence in person or by proxy of the holders of a majority of the outstanding shares of the Fund as of the Record Date. In the event that a quorum is not present at the Meeting, the persons named as proxies may propose and vote for one or more adjournments of the Meeting. An adjournment for lack of a quorum requires the affirmative vote of the holders of a majority of the shares entitled to vote at the Meeting and present in person or by proxy. In the event that a quorum is present but sufficient votes to approve one or more Proposals are not received, the persons named as proxies may propose and vote for one or more adjournments of the Meeting to permit further solicitation of proxies with respect to any Proposal that did not receive the votes necessary for its passage. With respect to those Proposals for which there is represented a sufficient number of votes in favor, actions taken at the Meeting will be approved and implemented irrespective of any adjournments with respect to any other Proposals. Any such adjournment will require the affirmative vote of a majority of votes cast on the matter at the Meeting. If a quorum is present, the

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persons named as proxies will vote those proxies which they are entitled to vote FOR any Proposal in favor of such an adjournment and will vote those proxies required to be voted AGAINST any Proposal against any such adjournment.

The Fund has one class of stock: common stock, par value \$0.001 per share (the "Common Stock" or the "Shares"). On the Record Date, there were 28,739,389 Shares issued and outstanding. Each Share is entitled to one vote at the Meeting and fractional Shares are entitled to proportionate shares of one vote.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS. The following table sets forth certain information regarding the beneficial ownership of the Shares as of the Record Date by each person who is known by the Fund to beneficially own 5% or more of the Common Stock.

Name of Owner	Number of Shares Directly Owned (1)	Number of Shares Beneficially Owned	B
Stewart R. Horejsi Trust No. 2 (1)*	2,169,602	2,169,602	
Ernest Horejsi Trust No. 1B (1)*	1,271,427	1,271,427	
Lola Brown Trust No. 1B (1)*	3,000,693	3,000,693	
Mildred B. Horejsi Trust (1)*	2,025,122	2,025,122	
Susan L. Ciciora Trust (1)*	1,737,573	1,737,573	
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Aggregate Shares Owned by Horejsi Affiliates (defined below)	10,204,417	10,204,417	
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T. Rowe Price Associates, Inc.**	2,171,631	2,171,631	

Solely for ease of reference, the Susan Trust, Mildred Trust, Brown Trust, EH Trust, ATC, SRH Trust, as well as other trusts and entities associated with the Horejsi family are collectively referred to herein as the "Horejsi Affiliates". Information as to beneficial ownership above has been obtained from a representative of the beneficial owners; all other information as to beneficial ownership is based on reports filed with the Securities and Exchange Commission (the "SEC") by such beneficial owners.

As of the Record Date, Cede & Co., a nominee partnership of the Depository Trust Company, held of record, but not beneficially, \_\_\_\_\_ shares or \_\_\_\_\_% of Common Stock outstanding of the Fund.

As of the Record Date, the Trusts, executive officers and directors of the Fund, as a group, owned 10,254,743 shares of Common Stock (this amount includes the aggregate shares of Common Stock owned by the Horejsi Affiliates set forth above), representing [35.68%] of Common Stock.

### OVERVIEW OF PROPOSALS

This Proxy Statement describes six proposals (together the "Proposals"). The first four Proposals (the "Restructuring Proposals"), if approved, will provide enhanced investment flexibility to the New Advisers (defined below) and expand

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the universe of investments in which the Fund may invest. Proposals 1 and 2 ask stockholders to approve new advisory agreements between the Fund and the New Advisers (the "Advisory Agreements") and Proposal 3 asks stockholders to approve a new sub-advisory agreement between Wellington Management, the New Advisers and the Fund (the "Sub-Advisory Agreement"). Proposal 4 asks stockholders to remove the Fund's fundamental policy of investing at least 65% of its assets in financial services companies (the "Concentration Policy"). Proposal 5 is a precautionary proposal which, if the Restructuring Proposals fail to pass, will amend the Concentration Policy such that the threshold for investing in financial services companies will be reduced to 25% from its current threshold of 65%. Proposal 6 recommends amending the Fund's charter in order to classify the Board into three separate classes. And finally, Proposal 7 is for the election of Directors. The Board, including the Directors who are not "interested persons" of the Fund within the meaning of Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act") (the "Independent Directors"), unanimously recommends that you vote "FOR" all the Proposals. The Horejsi Affiliates, which hold approximately [35.51]% of the Fund's outstanding Common Stock, have informed the Board that they will vote their Shares FOR all the Proposals.

### PROPOSALS 1 AND 2

#### TO APPROVE OR DISAPPROVE THE PROPOSED INVESTMENT ADVISORY AGREEMENTS WITH RMA AND SIA

Background of the Proposals. Wellington Management, has managed the Fund since its inception in 1986. Over this term of management, the Fund has significantly outperformed its peer groups and the relevant indices. During the past several years, in response to material changes in the financial services industry since the Fund was initially launched, the Board has reviewed a number of options to seek to improve the risk-adjusted return of the Fund by initially removing certain investment restrictions. In 2008, the Board encouraged management to identify unnecessary investment restrictions and streamline the Fund to provide Wellington Management with additional investment flexibility to take advantage of investment opportunities. In April 2008, Fund management, in conjunction with Wellington Management, conducted a comprehensive survey of the investment restrictions imposed on the Fund, and Fund management recommended fundamental changes to the Fund's diversification status and investment policies. In May 2008, the Board held a special meeting to consider a set of proposals to eliminate or revise the Fund's investment restrictions and policies, some of which would be submitted to stockholders for consideration at the annual meeting in July 2008. In particular, management recommended changing the name of the Fund to eliminate the term "Financial", changing the investment objective to "total return" and changing the Fund from a "diversified" to a "non-diversified" investment company, the latter two requiring a vote of a majority of the Fund's outstanding shares. In July 2008, stockholders approved changing the Fund's investment objective to "total return" and reclassifying the investment objective as non-fundamental. In addition, stockholders approved changing the Fund's classification and related fundamental investment restriction to "non-diversified" and approved elimination of the Fund's fundamental investment restriction regarding the ability to hold greater than 5% in a single issuer. Although these changes provided Wellington Management significantly more investment latitude, they still fell short of providing the flexibility utilized by the WHM Hedge Funds.

In the past, at the Board's request in conjunction with the Board's annual consideration of Wellington Management's investment advisory contract, Wellington Management has provided the investment returns of certain hedge funds sponsored by an affiliate of Wellington Management, Wellington Hedge Management LLC ("WHM") (the "WHM Hedge Funds") and managed by Wellington Management and the



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Fund's current portfolio manager. Even with the changes described above, the Fund is subject to regulatory constraints that limit its investment flexibility compared with hedge funds, and other regulatory requirements that can impede the Fund's swift implementation of new strategies and use of new instruments, including derivatives. Compared to registered investment companies, hedge funds have less regulatory constraints that permit them greater flexibility to engage in a broader array of, and less constrained, investment strategies, such as the use of short sales, leverage and derivatives. The Board then asked management to review options that would allow the Fund to take greater advantage of the talents of Wellington Management and its investment personnel, and the broader array of, and less constrained, investment strategies that hedge funds may offer, to seek to improve the risk-adjusted return of the Fund for the benefit of shareholders.

In October 2008, representatives of the Fund and Wellington Management met to discuss the feasibility, and technical, operational and legal issues in connection with a direct investment by the Fund in the WHM Hedge Funds. It was quickly determined that, because of the affiliate restrictions under the 1940 Act, the Fund could not invest in any Wellington Management-affiliated hedge funds while Wellington Management was the primary adviser to the Fund. As an alternative, the parties discussed the possibility of Wellington Management being replaced by the Board with the New Advisers as investment adviser, and then the New Advisers making the investment decision to invest in the WHM Hedge Funds. The Board believed this structure would indirectly provide stockholders with better access to the unrestricted investment tools of Wellington Management and its investment personnel. A set of issues arose out of the October discussions that Fund management and counsel for the Fund had to research and consider and, if feasible, present to the Board their recommendation at the next regular meeting in February 2009.

At the February 2009 meeting, the Board reviewed memoranda prepared by management and counsel addressing a number of technical, legal and tax issues identified during the preceding months. In particular, these memoranda addressed the threshold question of whether the Fund could make meaningful investments in WHM Hedge Funds. It was determined that, under the proposed restructuring (i.e., the Board replacing Wellington Management with the New Advisers as the primary advisers), the Fund would be able to make significant investments in the WHM Hedge Funds. Over the next three months, management and counsel continued their analysis of a potential restructuring and, at the Board's next regular meeting in April 2009, management presented a formal proposal which contemplated Wellington Management being replaced as the Fund's primary adviser, and the New Advisers being appointed to that role, Wellington Management becoming a sub-adviser to the Fund, and removing the Concentration Policy (together the "Restructuring"). The Board also considered a memorandum prepared by Wellington Management regarding issues to consider regarding the proposed Restructuring. The Board considered the Restructuring at a special meeting of the Board on April 16, 2009, and again at its regularly scheduled meeting on April 24, 2009. At the meeting held on April 24, 2009, the Board, by unanimous vote (including a separate vote of the Independent Directors), approved the Advisory Agreements, Sub-Advisory Agreement and removing the Concentration Policy and recommended they be submitted to stockholders for approval.

### Summary of the Restructuring Proposals.

The Restructuring Proposals include three distinct proposals:

1. Approval of new co-advisory agreements (i.e., the Advisory Agreements) between the Fund and Rocky Mountain Advisers, L.L.C. ("RMA") and Stewart Investment Advisers ("SIA") (together, the "New Advisers");

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2. Approval of a new sub-advisory agreement (i.e., the Sub-Advisory Agreement) between the Fund and Wellington Management, whereby Wellington Management will manage a discrete portfolio of securities (defined below as the "Legacy Holdings") for a period of two years after the effective date of the Restructuring (i.e., the date on which stockholders approve the Restructuring Proposals) (the "Effective Date"); and
3. Removing the Concentration Policy.

The Restructuring was conceived primarily to give the Fund significant access to the WHM Hedge Funds. In order to accomplish this and to comply with federal securities laws, the Restructuring contemplates segregating the Fund's assets into two discrete portfolios:

1. The first portfolio, which would include any investment in a hedge fund, including a WHM Hedge Fund, would be determined and managed by the New Advisers in their sole discretion. Because the WHM Hedge Funds and the Fund hold many of the same or similar securities, it is anticipated that the Fund will make a significant "in-kind" contribution of its current holdings to the WHM Hedge Funds in exchange for an equity interest in the WHM Hedge Funds, although the extent of any in-kind contribution cannot be determined until after the Effective Date. In addition, the New Advisers would assume responsibility for all cash or cash equivalent assets, as well as certain of the Fund's large cap equity holdings familiar to the New Advisers. Finally, as Legacy Holdings (defined below) are liquidated, proceeds will be turned over to the New Advisers to be invested in accordance with the Fund's investment objective.
2. The second portfolio, which would include all the Fund's remaining assets not assumed by the New Advisers, anticipated to be fair-valued and other liquidity-challenged securities (the "Legacy Holdings"), would be managed by Wellington Management in accordance with the Fund's investment objective but with a view toward liquidating the assets to generate cash for the New Advisers to invest. Wellington Management's role would be limited solely to continuing to hold or selling the Legacy Holdings, and/or familiarizing the New Advisers with the Legacy Holdings. Any proceeds realized from the sale of Legacy Holdings would be turned over to the New Advisers to manage. After the Effective Date, Wellington Management would have no authority to directly purchase any security or investment for the Fund. The Restructuring contemplates Wellington Management managing the Legacy Holdings for a period not to exceed two years after the Effective Date, at which time any Legacy Holdings still held by the Fund would be turned over to the New Advisers and the Sub-Advisory Agreement would terminate.

The Board believes it is important to engage Wellington Management as a temporary sub-adviser because the Fund is presently invested primarily in securities issued by smaller financial services companies which were chosen and are overseen by Wellington Management in its current capacity as the Fund's sole adviser and with respect to which the New Advisers have limited familiarity. The two-year time limit is designed to give the New Advisers a chance to familiarize themselves with the remaining Legacy Holdings.

Reasons for the Restructuring Proposals. The Board and New Advisers firmly believe that increasing investment flexibility is crucial to maximizing stockholder value and that giving the Fund the capabilities to invest in hedge funds, including the WHM Hedge Funds gives stockholders maximum flexibility. The Board and New Advisers also believe that restructuring the Fund so that it can invest significantly in the WHM Hedge Funds will provide the opportunity for

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superior risk-adjusted returns. Finally, the Board and the New Advisers believe that recent market events including the sub-prime fiasco and the banking, credit and liquidity crisis, have disproportionately impacted the Fund under its Concentration Policy, and that the continuation of the Concentration Policy could expose the Fund to considerable risk and volatility should the financial services industry take a farther downturn.

**Risks and Special Considerations Associated with the Restructuring Proposals.** The Restructuring Proposals will necessarily change the risk profile of the Fund and stockholders should consider the following risks and special considerations in determining whether to vote in favor of the Restructuring Proposals or whether their investment in the Fund is suitable.

**Risks Related to Types of Investments and Investment Strategies.** Hedge fund investments selected by the New Advisers (collectively, "Hedge Funds") may invest and trade in a wide range of instruments and markets and may digress from their expected investment strategies. Hedge Funds may invest in all types of securities and financial instruments, including but not limited to equities, fixed income investments, options, futures, swaps and other derivatives or derivative transactions ("Derivatives"). Such investments may be illiquid and highly leveraged, or subject to extreme volatility. In addition, Hedge Funds may use a wide range of investment techniques. Hedge Funds are generally not limited in the markets in which they are expected to invest, or the investment discipline that their managers may employ, such as value or growth or bottom-up or top-down analysis. Hedge Funds may use various investment techniques for hedging and non-hedging purposes. A Hedge Fund may, for example, sell securities short and purchase and sell options contracts and enter into other Derivatives. The use of these techniques may be an integral part of a Hedge Fund's investment strategy and may involve certain risks and result in significant losses. Hedge Funds may use leverage, which also entails risk.

**Hedge Fund Strategy Risk.** The Fund will be subject to Hedge Fund strategy risk. Strategy risk refers to the failure or deterioration of investment or trading techniques employed within or across strategies, such that some or all managers employing such techniques may suffer significant losses. Losses associated with strategy risk may result from excessive concentration by multiple managers in the same or similar trading positions. Likewise, broad events or market dislocations, particularly those accompanied by illiquidity, may adversely affect a wide range of Hedge Funds in certain strategies. Many of the trading or investment strategies employed by Hedge Funds are speculative and involve substantial risks. Specific strategy risks relating to Hedge Fund strategies include, for example, strategies utilized by managers in the general hedged equity, event driven, distressed securities, short-selling, opportunistic/macro and international/emerging markets trading sectors. There can be no assurance that WHM or other managers of Hedge Funds selected by the New Advisers will succeed in any of these strategies.

**Non-Diversified Status.** As a non-diversified investment company, the Fund is not subject to percentage limitations imposed by the 1940 Act on the portion of its assets that may be invested in the securities of any one issuer. Also, there are no requirements under the 1940 Act that the investments of the Hedge Funds be diversified and the Hedge Funds may, in some cases, concentrate their investments in a single industry or group of related industries. As a result, the Fund's investment portfolio may be subject to greater risk and volatility than if it were subject to the diversification requirements under the 1940 Act. Presently under the 1940 Act, there are no percentage limitations regarding the level of investment the Fund can make in Hedge Funds, although new laws or regulations may change this at any time.

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The Fund is, however, subject to certain asset diversification requirements relating to its tax status as a regulated investment company (a "RIC") under the Internal Revenue Code (the "Code"). Management of the Fund will seek to satisfy these asset diversification requirements on a "look-through" basis with respect to the Fund's investments in Hedge Funds, such that the Fund considers the underlying holdings of those Hedge Funds in measuring the Fund's diversification for this purpose. Hedge funds are not generally required to provide current complete holdings information regarding their investments to their investors (including the Fund). Thus, the Fund may not be able to determine whether such diversification requirements have been met on a "look-through" basis.

**Lack of Liquidity.** The Fund's interests in the Hedge Funds will generally be illiquid. The Fund may make investments in, or withdrawals from, the Hedge Funds only at certain times specified in the governing documents of the Hedge Funds. The Fund will typically be able to dispose of Hedge Fund interests that it has purchased only on a periodic basis, subject to advance notice requirements. In addition, Hedge Funds may impose certain restrictions on withdrawals, such as lock-ups, gates, or suspensions of withdrawal rights under certain circumstances, during which time the Fund may not withdraw all or part of its interest in the Hedge Fund, or may withdraw only by paying a penalty. There may be times when the New Advisers intend to withdraw all or a portion of the Fund's investment in a Hedge Fund but cannot immediately do so even when other investors in the Hedge Fund are able to withdraw.

**Fluctuations in Value.** Since the New Advisers anticipate initially investing 50% of the Fund's assets in Hedge Funds, the value of the Fund's net assets will fluctuate significantly based on the fluctuation in the value of the Hedge Funds in which it invests. To the extent that the portfolio of a Hedge Fund is concentrated in securities of a single issuer or issuers in a single industry or market, the risk of the Fund's investment in that Hedge Fund will be increased. Hedge Funds may be more likely than other types of funds to engage in the use of leverage, short sales and Derivatives. A Hedge Fund's use of such transactions is likely to cause the value of the Fund's portfolio to appreciate or depreciate at a greater rate than if such techniques were not used. The investment environment in which the Hedge Funds invest may be influenced by, among other things, interest rates, inflation, politics, fiscal policy, current events, competition, productivity, technological and regulatory change.

**Multiple Fees and Expenses.** As discussed below under "Advisory Agreements", the New Advisers will be paid an asset-based fee (i.e., the Proposed Fee (described below)) on the Managed Assets (described below) including any investments in Hedge Funds. In addition, Hedge Fund managers typically are paid an asset-based fee in the range of 1.00% to 2.00% of total assets. Moreover, Hedge Fund managers typically are paid performance-based fees in the range of 20% of profits with respect to annual gains generated in their Hedge Funds. Thus, under the Restructuring, there is the potential for multiple advisory fees to be paid and consequently advisory-related fees could be significantly higher, especially when there are net gains in the Hedge Fund. However, as described below, the New Advisers have agreed to waive their fees in an amount equal to up to 1.00% of the Fund's assets invested in a WHM Fund to offset any asset-based fees (but not any performance-based fees) paid to WHM with respect to the Fund's assets. In any event, an investor in the Fund may be subject to higher operating expenses than otherwise if invested in another closed-end fund with a different investment focus.

The receipt of a performance-based fee by a Hedge Fund manager may create

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an incentive for the manager to make investments that are riskier or more speculative than those that might have been made in the absence of such fees. Further, because a performance-based fee will generally be calculated on a basis that includes unrealized appreciation of the Fund's assets, such fee may be greater than if it were based solely on realized gains. In addition, a Hedge Fund manager will receive any performance-based fee to which it is entitled, irrespective of the performance of the other Hedge Funds in the Fund generally. Thus, a Hedge Fund manager with positive performance may receive compensation from the Fund even if the Fund's overall returns are negative.

**Concentration.** If the shareholders of the Fund approve Proposal 4, which would remove the Concentration Policy, the Fund would intend not to concentrate, or invest 25% or more of the value of its total assets in the securities (other than U.S. Government securities) of issuers engaged in a single industry or group of related industries (but the Fund may and intends to invest 25% or more of the value of its total assets in Hedge Funds). Hedge Funds generally are not subject to similar industry concentration restrictions on their investments and, in some cases, may invest 25% or more of the value of their total assets in a single industry or group of related industries. It is possible that, at any given time, the assets of Hedge Funds in which the Fund has invested will have investments in a single industry or group of related industries that when combined with the direct holdings of the Fund in the same industry or group of industries might constitute 25% or more of the value of the Fund's total assets. Because these circumstances may arise, the Fund is subject to greater investment risk to the extent that a significant portion of its assets may at some times be invested, directly or indirectly through Hedge Funds in which it invests, in the securities of issuers engaged in similar businesses that are likely to be affected by the same market conditions and other industry-specific risk factors. Hedge Funds are not generally required to provide current information regarding their investments to their investors (including the Fund). Thus, the Fund and the New Advisers may not be able to determine at any given time whether or the extent to which Hedge Funds, in the aggregate, have invested 25% or more of their combined assets in any particular industry or group of related industries.

If the shareholders of the Fund approve the Restructuring, including Proposal 4, the Fund would likely be concentrated in the securities of financial services companies immediately following the Effective Date, as a result of the current effectiveness of the Concentration Policy. However, the New Advisers would seek to reduce the Fund's holdings in financial services companies to below 25% of the Fund's assets in a prompt and prudent manner possible.

**Duplicative Transaction Costs.** Hedge Fund managers make the investment decisions of their Hedge Funds independently of each other. Consequently, at any particular time, one Hedge Fund may be purchasing interests in an issuer that at the same time are being sold by another Hedge Fund. Investing by the Hedge Funds in this manner will cause the Fund to indirectly incur certain transaction costs without accomplishing any net investment result. Similarly, Wellington Management, in its management of the Legacy Holding or the New Advisers in managing non-Hedge Fund investments, may be selling interests in an issuer that at the same time are being purchased by another Hedge Fund, again causing the Fund to indirectly incur certain transaction costs without accomplishing any net investment results.

**Hedge Funds Not Registered.** The Hedge Funds generally will not be registered as investment companies under the 1940 Act and the Fund, as an investor in these Hedge Funds, will not have the benefit of the protections afforded by the 1940 Act to investors in registered investment companies.

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Although the New Advisers will periodically receive information from each Hedge Fund regarding its investment performance and investment strategy, the New Advisers may have little or no means of independently verifying this information. Hedge Funds are not contractually or otherwise obligated to inform their investors, including the Fund, of details surrounding proprietary investment strategies. In addition, the Fund and the New Advisers will have no control over the Hedge Funds' investment management, brokerage, custodial arrangements or operations and must rely on the experience and competency of each Hedge Fund manager in these areas.

**Special Tax Risks.** The Fund has elected to, and intends to meet the requirements necessary to, qualify as a "regulated investment company" or "RIC" under Subchapter M of the Code. As such, the Fund must satisfy, among other requirements, certain ongoing asset diversification, source-of-income and annual distribution requirements. Each of these ongoing requirements for qualification for the favorable tax treatment available to RICs requires that the Fund obtain information from the Hedge Funds in which the Fund is invested. Management of the Fund will seek to satisfy the asset diversification requirements on a "look through" basis with respect to the Fund's investments in Hedge Funds, such that the Fund considers the underlying holdings of those Hedge Funds in measuring the Fund's diversification for this purpose.

If before the end of any quarter of its taxable year, the Fund believes that it may fail the asset diversification requirement, the Fund may seek to take certain actions to avert such a failure. The Fund may try to acquire additional interests in Hedge Funds to bring itself into compliance with the asset diversification test. However, the action frequently taken by RICs to avert such a failure, the disposition of non-diversified assets, may be difficult for the Fund to pursue because the Fund may redeem its interest in a Hedge Fund only at certain times specified by the governing documents of each respective Hedge Fund. While relevant provisions also afford the Fund a 30-day period after the end of the relevant quarter in which to cure a diversification failure by disposing of non-diversified assets, the constraints on the Fund's ability to effect a redemption from a Hedge Fund referred to above may limit utilization of this cure period.

If the Fund fails to satisfy the asset diversification or other RIC requirements, it may lose its status as a RIC under the Code. In that case, all of its taxable income would be subject to U.S. federal income tax at regular corporate rates without any deduction for distributions to the Fund's stockholders. In addition, all distributions (including distributions of net capital gain) would be taxed to their recipients as dividend income to the extent of the Fund's current and accumulated earnings and profits. Accordingly, disqualification as a RIC would have a material adverse effect on the value of the Fund's shares and the amount of the Fund's distributions.

### Investments by Hedge Funds.

**Equity Securities.** Hedge Funds may hold long and short positions in common stocks, preferred stocks and convertible securities of U.S. and non-U.S. issuers. Hedge Funds also may invest in depositary receipts or shares relating to non-U.S. securities. Equity securities fluctuate in value, often based on factors unrelated to the fundamental economic condition of the issuer of the securities, including general economic and market conditions, and these fluctuations can be pronounced. Hedge Funds may purchase securities in all available securities trading markets and may invest in equity securities without restriction as to market capitalization.

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Leverage. Some or all of the Hedge Funds may make margin purchases of securities and, in connection with these purchases, borrow money from brokers and banks for investment purposes. This practice, which is known as "leverage," is speculative and involves certain risks. Although the New Advisers do not currently anticipate that the Fund will engage directly in leveraging, the Fund is permitted to deploy leverage and other investment companies managed by BIA and SIA are leveraged. So, it is likely that, eventually, the Fund will deploy leverage, but only to the extent permitted by the 1940 Act.

Trading equity securities on margin involves an initial cash requirement representing at least a percentage of the underlying security's value. Borrowings to purchase equity securities are typically secured by the pledge of those securities. Hedge Funds may also finance securities purchases through the use of reverse repurchase agreements with banks, brokers and other financial institutions. Although leverage will increase investment returns if a Hedge Fund earns a greater return on the investments purchased with borrowed funds than it pays for the use of those funds, the use of leverage will decrease the return on an Hedge Fund if the Hedge Fund fails to earn as much on investments purchased with borrowed funds as it pays for the use of those funds. The use of leverage will in this way magnify the volatility of changes in the value of an investment in the Hedge Funds. In the event that a Hedge Fund's equity or debt instruments decline in value, the Hedge Fund could be subject to a "margin call" or "collateral call," under which the Hedge Fund must either deposit additional collateral with the lender or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in value of a Hedge Fund's assets, the Hedge Fund might not be able to liquidate assets quickly enough to pay off its borrowing. Money borrowed for leveraging will be subject to interest costs that may or may not be recovered by return on the securities purchased. Hedge Funds may be required to maintain minimum average balances in connection with its borrowings or to pay a commitment or other fee to maintain a line of credit; either of these requirements would increase the cost of borrowing over the stated interest rate.

Section 18 of the 1940 Act requires a registered investment company such as the Fund to satisfy certain asset coverage requirements relative to its indebtedness. This limit is not expected to apply to any of the Hedge Funds in which the Fund intends to invest so the Fund's portfolio may be exposed to the risk of highly leveraged investment programs of certain Hedge Funds and thus increase the volatility of the Fund's investment. In seeking "leveraged" market exposure in certain investments and in attempting to increase overall returns, a Hedge Fund may purchase options and other synthetic instruments that do not constitute "indebtedness" for purposes of the 1940 Act but may nevertheless involve significant economic leverage and may, in some cases, involve significant risks of loss.

Short Sales. A Hedge Fund may attempt to limit its exposure to a possible market decline in the value of its portfolio securities through short sales of securities that its manager believes possess volatility characteristics similar to those being hedged. A Hedge Fund may also use short sales for non-hedging purposes to pursue its investment objectives if, in the manager's view, the security is over-valued in relation to the issuer's prospects for earnings growth. Short selling is speculative in nature and, in certain circumstances,

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can substantially increase the effect of adverse price movements on a Hedge Fund's portfolio. A short sale of a security involves the risk of an unlimited increase in the market price of the security that can in turn result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a Hedge Fund's short position will be available for purchase.

A Hedge Fund may make "short sales against-the-box," in which it will sell short securities it owns or has the right to obtain without payment of additional consideration. If a Hedge Fund makes a short sale against-the-box, it will be required to set aside securities equivalent in kind and amount to the securities sold short (or securities convertible or exchangeable into those securities) and will be required to hold those securities while the short sale is outstanding. A Hedge Fund will incur transaction costs, including interest expenses, in connection with initiating, maintaining and closing out short sales against-the-box.

Special Investment Instruments and Techniques. Hedge Funds may utilize a variety of special investment instruments and techniques described below to hedge the portfolios of the Hedge Funds against various risks, such as changes in interest rates or other factors that affect security values, or for non-hedging purposes in seeking to achieve a Hedge Fund's investment objective. The New Advisers, on behalf of the Fund, may also use these special investment instruments and techniques for either hedging or non-hedging purposes. These strategies may be executed through Derivatives. The instruments used and the particular manner in which they are used may change over time as new instruments and techniques are developed or regulatory changes occur. Certain of these special investment instruments and techniques are speculative and involve a high degree of risk, particularly in the context of non-hedging transactions.

- o Derivatives. Hedge Funds may invest in, or enter into, Derivatives. Derivatives are financial instruments that derive their performance, at least in part, from the performance of an underlying asset, index or interest rate. Derivatives entered into by a Hedge Fund can be volatile and involve various types and degrees of risk, depending upon the characteristics of a particular Derivative and the portfolio of the Hedge Fund as a whole. Derivatives permit a manager to increase or decrease the level of risk of an investment portfolio, or change the character of the risk, to which an investment portfolio is exposed in much the same way as the manager can increase or decrease the level of risk, or change the character of the risk, of an investment portfolio by making investments in specific securities. Derivatives may entail investment exposures that are greater than their cost would suggest, meaning that a small investment in Derivatives could have a large potential effect on performance of a Hedge Fund. The Hedge Fund manager's use of Derivatives may include total return swaps, options and futures designed to replicate the performance of a particular Hedge Fund or to adjust market or risk exposure. If a Hedge Fund invests in Derivatives at inopportune times or incorrectly judges market conditions, the investments may lower the return of the Hedge Fund or result in a loss. A Hedge Fund also could experience losses if Derivatives are poorly correlated with its other investments, or if the Hedge Fund is unable to liquidate the position because of an illiquid secondary market. The market for many Derivatives is, or suddenly can become, illiquid. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for Derivatives.



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- o Options and Futures. Hedge Funds may utilize options and futures contracts and so-called "synthetic" options or other Derivatives written by broker-dealers or other permissible financial intermediaries. Options transactions may be effected on securities exchanges or in the over-the-counter market. When options are purchased over-the-counter, the Hedge Fund's portfolio bears the risk that the counterparty that wrote the option will be unable or unwilling to perform its obligations under the option contract. Options may also be illiquid and, in such cases, the Hedge Fund may have difficulty closing out its position. Over-the-counter options also may include options on baskets of specific securities. Hedge Funds may purchase call and put options on specific securities, and may write and sell covered or uncovered call and put options for hedging purposes in pursuing the investment objectives of the Hedge Funds. A put option gives the purchaser of the option the right to sell, and obligates the writer to buy, the underlying security at a stated exercise price, typically at any time prior to the expiration of the option. A call option gives the purchaser of the option the right to buy, and obligates the writer to sell, the underlying security at a stated exercise price, typically at any time prior to the expiration of the option. A covered call option is a call option with respect to which the seller of the option owns the underlying security. The sale of such an option exposes the seller during the term of the option to possible loss of opportunity to realize appreciation in the market price of the underlying security or to possible continued holding of a security that might otherwise have been sold to protect against depreciation in the market price of the security. A covered put option is a put option with respect to which cash or liquid securities have been placed in a segregated account on the books of or with a custodian to fulfill the obligation undertaken. The sale of such an option exposes the seller during the term of the option to a decline in price of the underlying security while depriving the seller of the opportunity to invest the segregated assets.

A Hedge Fund may close out a position when writing an option by purchasing an option on the same security with the same exercise price and expiration date as the option that it has previously written on the security. In such a case, the Hedge Fund will realize a profit or loss if the amount paid to purchase an option is less or more than the amount received from the sale of the option.

Hedge Funds may enter into futures contracts in U.S. markets or on exchanges located outside the United States. Non-U.S. markets may offer advantages such as trading opportunities or arbitrage possibilities not available in the United States. Non-U.S. markets, however, may have greater risk potential than U.S. markets. For example, some non-U.S. exchanges are principal markets in which no common clearing facility exists and an investor may look only to the broker for performance of the contract. In addition, any profits realized could be eliminated by adverse changes in the exchange rate, and the Fund or a Hedge Fund could incur losses as a result of those changes. Transactions on non-U.S. exchanges may include both commodities that are traded on U.S. exchanges and those that are not. Unlike trading on U.S. commodity exchanges, trading on non-U.S. commodity exchanges is not regulated by the U.S. Commodity Futures Trading Commission.

Engaging in transactions in futures contracts involves risk of loss to the Fund or the Hedge Fund that could adversely affect the value of the Hedge Fund's and the Fund's net assets. There can be no assurance

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that a liquid market will exist for any particular futures contract at any particular time. Many futures exchanges and boards of trade limit the amount of fluctuation permitted in futures contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit or trading may be suspended for specified periods during the trading day. Futures contract prices could move to the limit for several consecutive trading days with little or no trading, preventing prompt liquidation of futures positions and potentially subjecting the Fund or the Hedge Funds to substantial losses. Successful use of futures also is subject to the New Advisers' or a Hedge Fund manager's ability to predict correctly movements in the direction of the relevant market, and, to the extent the transaction is entered into for hedging purposes, to determine the appropriate correlation between the transaction being hedged and the price movements of the futures contract.

Positions of the SEC and its staff may require the Hedge Fund managers to segregate permissible liquid assets in connection with their options and commodities transactions in amounts generally equal to the value of the underlying option or commodity. The segregation of these assets will have the effect of limiting the manager's ability otherwise to invest those assets. While the Hedge Funds may engage in transactions involving options and commodities, the Fund will not directly engage in, nor will it segregate assets in connection with, such transactions.

- o Call and Put Options on Securities Indices. Hedge Funds may purchase and sell call and put options on stock indices listed on national securities exchanges or traded in the over-the-counter market for hedging purposes and non-hedging purposes in seeking to achieve the investment objectives of the Hedge Funds. A stock index fluctuates with changes in the market values of the stocks included in the index. Successful use of options on stock indexes will be subject to the Hedge Fund manager's ability to predict correctly movements in the direction of the stock market generally or of a particular industry or market segment, which requires different skills and techniques from those involved in predicting changes in the price of individual stocks.
  
- o Warrants and Rights. Hedge Funds may invest in warrants and rights. Warrants and rights may be purchased separately or may be received as part of a unit or attached to securities purchased. Warrants are Derivatives that permit, but do not obligate, their holders to subscribe for other securities or commodities. Rights are similar to warrants, but normally have shorter durations and are offered or distributed to shareholders of a company. Warrants and rights do not carry with them the right to dividends or voting rights with respect to the securities that they entitle the holder to purchase, and they do not represent any interest in the assets of the issuer. As a result, warrants and rights may be more speculative than certain other types of equity-like securities. In addition, the values of warrants and rights do not necessarily change with the values of the underlying securities or commodities and these instruments cease to have value if they are not exercised prior to their expiration dates.
  
- o Swap Agreements. Hedge Funds may enter into equity, interest rate, index and currency rate swap agreements in order to obtain a particular return when it is desirable to do so, possibly at a lower cost than if the Hedge Fund had invested directly in the asset that

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yielded the desired return. Swap agreements are two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to more than a year. In a standard swap transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realized on particular predetermined investments or instruments, which may be adjusted for an interest factor. The gross returns to be exchanged or "swapped" between the parties are generally calculated with respect to a "notional amount," that is, the return on or increase in value of a particular dollar amount invested at a particular interest rate, in a particular non-U.S. currency, or in a "basket" of securities representing a particular index. Most swap agreements entered into by a Hedge Fund would require the calculation of the obligations of the parties to the agreements on a "net basis." Consequently, current obligations (or rights) under a swap agreement generally will be equal only to the net amount to be paid or received under the agreement based on the relative values of the positions held by each party to the agreement (the "net amount"). The risk of loss with respect to swaps is limited to the net amount of interest payments that the Hedge Fund is contractually obligated to make. If the other party to a swap defaults, the Hedge Fund's risk of loss consists of the net amount of payments that the Hedge Fund contractually is entitled to receive.

- o Lending Portfolio Securities. Hedge Funds may lend their securities to brokers, dealers and other financial institutions seeking to borrow securities to complete certain transactions. The lending Hedge Fund remains entitled to payments in amounts equal to the interest, dividends or other distributions payable in respect of the loaned securities, which affords the Hedge Fund an opportunity to earn interest on the amount of the loan and on the loaned securities' collateral. In connection with any such transaction, the Hedge Fund will receive collateral consisting of cash, U.S. Government securities or irrevocable letters of credit that will be maintained at all times in an amount equal to at least 100% of the current market value of the loaned securities. A Hedge Fund may experience loss if the institution with which the Hedge Fund has engaged in a portfolio loan transaction breaches its agreement with the Hedge Fund.
- o When-Issued and Forward Commitment Securities. Hedge Funds may purchase securities on a "when-issued" basis and may purchase or sell securities on a "forward commitment" basis in order to hedge against anticipated changes in interest rates and prices. These transactions involve a commitment by a Hedge Fund to purchase or sell securities at a future date (ordinarily one or two months later). The price of the underlying securities, which is generally expressed in terms of yield, is fixed at the time the commitment is made, but delivery and payment for the securities takes place at a later date. No income accrues on securities that have been purchased pursuant to a forward commitment or on a when-issued basis prior to delivery to the Hedge Fund. When-issued securities and forward commitments may be sold prior to the settlement date. If a Hedge Fund disposes of the right to acquire a when-issued security prior to its acquisition or disposes of its right to deliver or receive against a forward commitment, it may incur a gain or loss. The risk exists that securities purchased on a when-issued basis may not be delivered and that the purchaser of securities sold by a Hedge Fund on a forward basis will not honor its purchase obligation. In such cases, a Hedge Fund may incur a loss.

Restricted and Illiquid Investments. A Hedge Fund may invest a portion of the value of its total assets in restricted securities and other investments that are illiquid. The Fund may likewise, without limitation, invest in such securities and investments.

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The Hedge Funds in which the Fund invests will themselves generally be illiquid. Restricted securities are securities that may not be sold to the public without an effective registration statement under the Securities Act of 1933 (the "Securities Act") or that may be sold only in a privately negotiated transaction or pursuant to an exemption from registration. When registration is required to sell a security, a Hedge Fund may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the Hedge Fund may be permitted to sell a security under an effective registration statement. If adverse market conditions were to develop during this period, a Hedge Fund might obtain a less favorable price than the price that prevailed when the Hedge Fund decided to sell. Hedge Funds may be unable to sell restricted and other illiquid securities at the most opportune times or at prices approximating the value at which they purchased the securities.

- o Counterparty Credit Risk. The markets in which the Hedge Funds effect their transactions may be "over-the-counter" or "interdealer" markets. The participants in these markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange based" markets. To the extent a Hedge Fund invests in swaps, Derivatives or synthetic instruments, or other over-the-counter transactions in these markets, the Hedge Fund may take a credit risk with regard to parties with which it trades and also may bear the risk of settlement default. These risks may differ materially from those involved in exchange-traded transactions, which generally are characterized by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from these protections, which in turn may subject the Hedge Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract or because of a credit or liquidity problem. Such "counterparty risk" is increased for contracts with longer maturities when events may intervene to prevent settlement. The ability of the Hedge Funds to transact business with any one or any number of counterparties, the lack of any independent evaluation of the counterparties or their financial capabilities, and the absence of a regulated market to facilitate settlement, may increase the potential for losses by the Fund.
- o Control Positions. Hedge Funds may take control positions in companies. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise and other types of liability related to business operations. In addition, the act of taking a control position, or seeking to take such a position, may itself subject a Hedge Fund to litigation by parties interested in blocking it from taking that position. If those liabilities were to arise, or such litigation were to be resolved adverse to the Hedge Funds, the investing Hedge Funds likely would suffer losses on their investments.

Risks of Fund of Hedge Funds Structure. Since, under the Restructuring, a substantial portion of the Fund will be invested in Hedge Funds, stockholders should be aware of the principal risks that relate to the "fund of hedge funds" investment approach:

- o Hedge Funds Not Registered. The Hedge Funds generally will not be

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registered as investment companies under the 1940 Act. The Fund, as an investor in these Hedge Funds, will not have the benefit of the protections afforded by the 1940 Act to investors in registered investment companies. Although the New Advisers will receive information from each Hedge Fund regarding its investment performance and investment strategy, they may have little or no means of independently verifying this information. A Hedge Fund may use proprietary investment strategies that are not fully disclosed to the New Advisers, which may involve risks under some market conditions that are not anticipated by the New Advisers. The performance of the Fund depends on the success of the New Advisers in selecting Hedge Funds for investment by the Fund and the allocation and reallocation of Fund assets among those funds.

- o Availability of Information. For the Fund to complete its tax reporting requirements and for the Fund to provide an audited annual report to its stockholders, it must receive timely information from the Hedge Funds. A Hedge Fund's delay in providing this information could delay the Fund's preparation of tax information for investors. The lack of available information also could impact the Fund's compliance monitoring abilities with respect to, among other things, industry concentration, valuation of Hedge Fund's interest and tax diversification requirements.
- o Multiple Levels of Fees and Expenses; Duplicative Transaction Costs. An investor in the Fund meeting the eligibility conditions imposed by the Hedge Funds may be able to invest directly in the Hedge Funds. By investing in the Hedge Funds indirectly through the Fund, an investor bears a portion of the Proposed Fee, administration and other expenses at the Fund level. This layering of fees often occurs in fund-of-funds or fund-of-hedge-funds structures.

Each Hedge Fund manager will receive any performance-based fees to which it is entitled irrespective of the performance of the other Hedge Fund managers and the Fund generally. As a result, a manager with positive performance may receive compensation from the Hedge Fund, and thus indirectly from the Fund and its stockholders, even if the Fund's overall returns are negative. Generally, asset-based fees payable to Hedge Fund managers will range from 1.00% to 2.00% (annualized) of the net asset value of the Fund's investment in the Hedge Fund, and performance-based fees will generally range from 10% to 25% of the Fund's share of the net profits earned by the Hedge Fund. In addition, Hedge Fund managers make investment decisions of the Hedge Funds independently of each other so that, at any particular time, one Hedge Fund may be purchasing shares of an issuer whose shares are being sold at the same time by another Hedge Fund. Investing by Hedge Funds in this manner will cause the Fund to indirectly incur certain transaction costs without accomplishing any net investment result.

- o Hedge Fund Interests Generally Illiquid. The Fund may make investments in, or withdrawals from, the Hedge Funds only at certain times specified in the governing documents of the Hedge Funds. The Fund will typically be able to dispose of Hedge Fund interests that it has purchased only on a periodic basis such as monthly, quarterly, semi-annually or over longer periods with specified advance notice requirements and, if adverse market conditions were to develop during any period in which the Fund is unable to sell Hedge Fund interests, the Fund might obtain a less favorable price than that which prevailed when it decided to buy or sell. In addition, Hedge Funds may impose

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certain restrictions on withdrawals, such as lock-ups, gates, or suspensions of withdrawal rights under certain circumstances, during which time the Fund may not withdraw all or part of its interest in the Hedge Fund, or may withdraw only by paying a penalty.

Some of the Hedge Funds may hold portions of their investments, in particular investments that are illiquid, in so-called designated investments or side pockets. Side pockets are sub-funds within the Hedge Funds that create a structure to invest in illiquid securities and are valued independently from the general portfolio with distinct allocation, distribution and redemption terms. Their liquidation generally occurs over a much longer period than that applicable to the Hedge Funds' general portfolio. Were the Fund to seek to liquidate its investment in a Hedge Fund which maintains some of its investments in a side pocket, the Fund might not be able to fully liquidate its investment without delay, which could be considerable. During the period until the Fund fully liquidated its interest in the Hedge Fund, the value of its investment would fluctuate.

There may be times when the New Advisers intend to withdraw all or a portion of the Fund's investment in a Hedge Fund but cannot immediately do so even when other investors in the Hedge Fund are able to withdraw.

- o In-Kind Distributions by Hedge Funds. Hedge Funds may be permitted by their governing documents to distribute securities in kind to investors, including the Fund. The Fund expects that in the event of an in-kind distribution, it will typically receive securities that are illiquid or difficult to value. In such circumstances, the New Advisers would seek to dispose of these securities in a manner that is in the best interest of the Fund. However, the New Advisers may not be able to dispose of these securities at favorable prices or at all, which would have an adverse effect on the Fund's performance, or at favorable times, which may adversely affect the Fund's ability to make other investments.
- o Involuntary Redemptions by Hedge Funds. Hedge Funds are generally permitted by their governing documents to force a redemption by investors for different reasons, including to maintain a statutory exemption or comply with regulatory requirements. If a Hedge Fund forces a redemption of all or a part of the Fund's investment, it could trigger adverse tax consequences, and additional transaction costs to reposition the Fund's portfolio.
- o Valuation. Certain securities in which the Hedge Funds invest may not have readily ascertainable market prices and will be valued by the Hedge Fund managers. Although the New Advisers will conduct a due diligence review of the valuation methodology utilized by the Hedge Funds and will monitor all Hedge Funds and compare their monthly results with those of peer hedge fund managers, the valuations provided generally will be conclusive with respect to the Fund unless the Fund has a clearly discernible reason not to trust the accuracy of such valuations. Reliance upon such valuations will occur even though a Hedge Fund manager may face a conflict of interest in valuing the securities, as their value will affect the manager's compensation. The New Advisers are required to consider all relevant information available at the time the Fund values its portfolio. However, in most cases, the New Advisers will have limited ability to confirm independently the accuracy of the valuations received from a Hedge Fund because the advisers do not generally have access to all necessary financial, underlying portfolio holdings and valuation of the underlying holdings, and other information relating to the Hedge

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Funds to determine independently the Hedge Funds' net asset values. In addition, Hedge Fund performance and valuation data are available typically only on a monthly basis. Thus, a significant component of the Fund's portfolio will not be valued on a weekly basis as it has been historically. This could result in potentially volatile swings in the Fund's month-to-month calculation of NAV.

- o Securities Believed to Be Undervalued or Incorrectly Valued. Securities that a Hedge Fund manager believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame the manager anticipates.
- o Dilution. If a Hedge Fund manager limits the amount of capital that may be contributed to a Hedge Fund from the Fund, or if the Fund declines to purchase additional interests in a Hedge Fund, continued sales of interests in the Hedge Fund to others may dilute the returns for the Fund from the Hedge Fund.
- o Investments in Non-Voting Stock. The Fund may elect to hold its interest in a Hedge Fund in non-voting form. Additionally, the Fund may choose to limit the amount of voting securities it holds in any particular Hedge Fund and may, as a result, hold substantial amounts of non-voting securities in a particular Hedge Fund. To the extent the Fund holds non-voting securities of a Hedge Fund, it will not be able to vote on matters that require the approval of the investors in the Hedge Fund. This restriction could diminish the influence of the Fund in a Hedge Fund and adversely affect its investment in the Hedge Fund, which could result in unpredictable and potentially adverse effects on the Fund and stockholders.
- o Hedge Funds' Turnover Rates. The Hedge Funds may invest on the basis of short-term market considerations. The turnover rate within the Hedge Funds may be significant, potentially involving substantial brokerage commissions and fees. The Fund has no control over this turnover. As a result, it is anticipated that a significant portion of the Fund's income and gains, if any, may be derived from ordinary income and short-term capital gains. In addition, the redemption by the Fund of its interest in a Hedge Fund could involve expenses to the Fund under the terms of the Fund's investment with that Hedge Fund.
- o Misconduct by Managers. There is a risk of misconduct by Hedge Fund managers. When the New Advisers invest the Fund's assets with a Hedge Fund manager, the Fund does not have custody of the assets or control over their investment. Therefore, there is always the risk that the manager could divert or abscond with the assets, inaccurately or fraudulently report the Hedge Fund's value, fail to follow agreed upon investment strategies, provide false reports of operations, or engage in other misconduct. The Hedge Fund managers with whom the New Advisers invest the Fund's assets are generally private and have not registered their securities under federal or state securities laws. This lack of registration, with the attendant lack of regulatory oversight, may enhance the risk of misconduct by Hedge Fund managers. There also is a risk that governmental or other authorities may take regulatory actions against Hedge Fund managers, which may expose investors such as the Fund, which have placed assets with such managers, to losses.
- o Custody Risk. Custody of the Fund's assets will be held in accordance with the requirements of Section 17(f) of the 1940 Act and the rules thereunder, which require, among other things, that such assets be

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held by certain qualified banks or companies and in compliance with certain specified conditions. However, the Hedge Funds are not required to, and may not, hold custody of their assets in accordance with those requirements. As a result, bankruptcy or fraud at institutions, such as brokerage firms, banks, or administrators, into whose custody those Hedge Funds have placed their assets could impair the operational capabilities or the capital position of the Hedge Funds and may, in turn, have an adverse impact on the Fund.

- o **Litigation and Enforcement Risk.** Hedge Fund managers might accumulate substantial positions in the securities of a specific company and engage in a proxy fight, become involved in litigation or attempt to gain control of a company. Under such circumstances, the Fund conceivably could be named as a defendant in a lawsuit or regulatory action. There have been a number of widely reported instances of violations of securities laws through the misuse of confidential information, diverting or absconding with Hedge Fund assets, falsely reporting Hedge Fund values and performance, and other violations of the securities laws. Such violations may result in substantial liabilities for damages caused to others, for the disgorgement of profits realized and for penalties. Investigations and enforcement proceedings are ongoing, and it is possible that the hedge fund managers may be charged with involvement in such violations. If that were the case with respect to the Hedge Fund managers, the performance records of the managers would be misleading. Furthermore, if the entity in which the Fund invested engaged in such violations, the Fund could be exposed to losses.
  
- o **Regulatory Change.** The regulation of the U.S. and non-U.S. securities and futures markets and Hedge Funds and investment companies like the Fund has undergone substantial change in the recent years, and such change is expected to continue for the foreseeable future. For example, the regulatory and tax environment for Derivatives in which Hedge Funds may participate is evolving, and changes in the regulation or taxation of Derivatives may materially adversely affect the value of the Derivatives held by the Hedge Funds and the ability of the Hedge Funds to pursue their trading strategies. Similarly, the regulatory environment for leveraged investors and for hedge funds generally is evolving, and potential regulatory constraints on short selling may occur. The effect of regulatory change on the Fund, while impossible to predict, could be substantial and adverse.
  
- o **Lack of Transparency.** Hedge Funds may, consistent with applicable law, not disclose the contents of their portfolios. This lack of transparency may cause the Fund to be unable to determine the levels of ownership in certain asset classes in the Hedge Funds.

### The New Advisers.

Rocky Mountain Advisers, LLC. RMA was formed on September 5, 2008 as an Alaska single-member limited liability company owned by the Susan L. Ciciora Trust (a Horejsi Affiliate and private family trust domiciled in Alaska). RMA is registered as an investment adviser under the Investment Advisers Act of 1940 (the "Advisers Act"). Although RMA is a newly formed LLC with no operating history, it has identical principals, officers, staff, and portfolio managers as Boulder Investment Advisers, LLC ("BIA"). BIA currently provides investment advisory services to three other closed-end investment companies: Boulder Total Return Fund, Inc. (NYSE:BTF), Boulder Growth & Income Fund, Inc. (NYSE:BIF), and The Denali Fund Inc. (NYSE:DNY) (together, the "Boulder Funds"). RMA's principal offices are located at 2344 Spruce Street, Suite A, Boulder, Colorado 80302. The Susan L. Ciciora Trust is an "affiliated person" of the Fund (as that term is



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defined in the 1940 Act). The executive officers of RMA and the principal occupation of each are set forth in the table below:

Name and Position with RMA	Principal Occupation
Stephen C. Miller - President, General Counsel and Chief Executive Officer	Manager (since 1999), FAS; Vice President (1996), SIA; President (since 2002), BIF; (since 1999), BTF; President (since 2003), the President (since 2007), DNY; Chief Compliance Officer (2004-2007), BTF, BIF, the Fund, FAS, BIA, and President and General Counsel, Horejsi, Inc. (1999-2007); General Counsel, Brown Welding Supply (sold in 1999); Of Counsel (since 1991) to Kras Miller, LLC; Manager and President, Badlands Trust Company, LLC (dissolved in 2008); Vice President and Director (since 2008), Alaska Trust Company.
Carl D. Johns - Investment Manager, Vice President and Treasurer	Vice President and Treasurer (since 1999), Assistant Manager (since 1999), FAS; Chief Accounting Officer, Chief Accounting Officer, Vice President and Treasurer, BTF, BIF, FF and DNY.
Laura Rhodenbaugh - Secretary	Secretary/Treasurer (since 1999), FAS; Treasurer (1996), SIA; Secretary and Treasurer, various Horejsi Affiliates.
Stewart R. Horejsi - Senior Investment Manager	Senior investment manager, RMA, BIA and SIA.

Carl D. Johns, the Vice President and Treasurer of RMA, is also presently the Fund's Chief Financial Officer, Chief Accounting Officer, Vice President and Treasurer. Together with Stewart R. Horejsi, Mr. Johns will be responsible for the Fund's portfolio and RMA's day-to-day advisory activities. Mr. Johns received a Bachelor's degree in mechanical engineering from the University of Colorado in 1985, and a Master's degree in finance from the University of Colorado in 1991. He was employed by Flaherty & Crumrine, Incorporated, from 1992 to 1998. During that period he was an Assistant Treasurer for the Preferred Income Fund Incorporated, the Preferred Income Opportunity Fund Incorporated, and the Preferred Income Management Fund. Since 1999, he has been Chief Financial Officer, Chief Accounting Officer, Vice President and Treasurer of BTF, of BIF since 2002, of DNY since 2007, and of the Fund since 2003.

Stewart Investment Advisers. SIA or Stewart Investment Advisers (also known as Stewart West Indies Trading Company, Ltd.) is a Barbados international business company, incorporated on November 12, 1996, and is wholly owned by the West Indies Trust. Stewart R. Horejsi is not a beneficiary under the West Indies Trust. However, Susan L. Ciciora (Stewart Horejsi's daughter) and John S. Horejsi (Stewart Horejsi's son), who are the Fund's only "interested" directors, are discretionary beneficiaries under the West Indies Trust. As a result, Ms. Ciciora and Mr. John Horejsi may directly or indirectly benefit from the outcome of Proposals 1 and 2. SIA is registered as an investment adviser under the Advisers Act.

SIA is not domiciled in the United States and substantially all of its assets

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are located outside the United States. As a result, it may be difficult to realize judgments of courts of the United States predicated upon civil liabilities under federal securities laws of the United States. The Fund has been advised that there is substantial doubt as to the enforceability in Barbados of such civil remedies and criminal penalties as are afforded by the federal securities laws of the United States. Pursuant to the Advisory Agreement, SIA has appointed the Fund's Secretary at its offices at 2344 Spruce Street, Suite A, Boulder Colorado 80302, as its agent for service of process in any legal action in the United States, thus subjecting it to the jurisdiction of the United States courts.

Stewart R. Horejsi is an employee of both BIA and SIA. He is the primary investment manager and, together with Mr. Johns, will be responsible for the day-to-day management of the Fund's assets (other than the Legacy Holdings managed by Wellington Management) and will be primarily responsible for the Fund's asset allocation. Mr. Horejsi was a director of BTF until November, 2001; General Manager, Brown Welding Supply, LLC (sold in 1999), Director, Sunflower Bank (resigned); and the President or Manager of various subsidiaries of the Horejsi Affiliates since June 1986. Mr. Horejsi has managed the investment portfolios of the various Horejsi Affiliates since 1982. As of December 31, 2008, the size of these trusts' common stock portfolio was approximately \$546.26 million. Mr. Horejsi has been the Director and President of the Horejsi Charitable Foundation, Inc. since 1997. Mr. Horejsi received a Master's Degree in Economics from Indiana University in 1961 and a Bachelor of Science Degree in Industrial Management from the University of Kansas in 1959.

The executive officers of SIA and the principal occupation of each are set forth below:

Name and Position with SIA	Principal Occupation
Glade Christensen - President and Resident Managing Director	Office manager (since 1998) for SIA.
Stephen C. Miller - Director, Vice President and Secretary	See description in table above.
Stewart R. Horejsi - Investment Manager	Senior investment manager (since 1999) for BIA
Laura Rhodenbaugh - Treasurer	Secretary (since 1999), FAS; Secretary (since 1999) for BIA; Secretary and Treasurer, various Affiliates.

The Advisory Agreements. Copies of the Advisory Agreements are set forth as Exhibit A-1 and Exhibit A-2 to this Proxy Statement. If approved by stockholders, the Advisory Agreements will become effective on the date of such approval and continue initially for a two-year period and continue for successive annual periods thereafter, provided such continuance is approved at least annually by (a) a majority of the Independent Directors and a majority of the full Board or (b) a majority of the outstanding voting securities of the Fund. As used in this Proxy Statement, a "majority of the outstanding voting securities" of the Fund shall have the meaning for such phrase as set forth in the 1940 Act, that is, the affirmative vote of the lesser of (a) 67% or more of the Shares present or represented by proxy at the Meeting or (b) more than 50%

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of the outstanding Shares. This voting standard is referred to in this Proxy Statement as a "1940 Act Majority Vote". The Advisory Agreements are terminable, without penalty, on 60 days' written notice by the Board of Directors of the Fund or by either New Adviser, as the case may be, upon written notice to the other party to the Agreement. The Advisory Agreements will terminate automatically upon assignment (as defined in the 1940 Act).

Under the Advisory Agreements, the New Advisers are jointly responsible for making investment decisions, supplying investment research and portfolio management services, placing purchase and sale orders for portfolio transactions, making asset allocation decisions for the Fund and determining the extent and nature of the Fund's leverage. The Advisory Agreements also provide that the respective New Adviser will bear all expenses in connection with its performance, including fees that it might pay to consultants, except that the Fund is responsible for reimbursing the New Advisers for reasonable travel expenses associated with attending regular and special board and stockholder meetings.

Under the Advisory Agreements, the New Advisers will receive an annual fee, payable monthly, in an aggregate amount calculated at a rate of 1.25% of the Fund's total assets, less liabilities other than the aggregate indebtedness entered into for purposes of leverage ("Managed Assets"). However, under the Advisory Agreements, the New Advisers would waive (i) their fees in an amount equal to up to 1.00% of the Fund's assets invested in a WHM Fund to offset any asset-based fees (but not any performance-based fees) paid to WHM with respect to the Fund's assets, and (ii) all fees paid to Wellington Management under the Sub-Advisory Agreement (i.e., the fee currently paid to Wellington Management as applied to the Legacy Holdings) (the foregoing fee arrangement is referred to as the "Proposed Fee"). The Proposed Fee will be split between the New Advisers, 25% to RMA and 75% to SIA. This percentage split may be changed from time to time by the Board without stockholder approval so long as the gross advisory fee paid by the Fund is not increased. The New Advisers agreed to a waiver of advisory fees such that, in the future, the advisory fees would be calculated at the annual rate of 1.25% on Managed Assets up to \$400 million, 1.10% on Managed Assets between \$400-\$600 million; and 1.00% on Managed Assets exceeding \$600 million. This fee waiver agreement has a one-year term and is renewable annually.

The Fund currently pays Wellington Management an advisory fee of 1.125% on the Fund's net assets up to and including \$150 million; 1.00% on net assets between \$150 million and \$300 million, and 0.875% on net assets exceeding \$300 million (together the "Current Fee"). Based on \$\_\_\_\_\_ million of current assets under management, and the New Advisers' anticipated investment of approximately 50% of the Fund's assets in WHM Hedge Funds, the advisory fees paid by the Fund would decrease by approximately \$\_\_\_\_\_ annually versus the Current Fee (\$\_\_\_\_\_ for the year ended \_\_\_\_\_), and the Fund's expense ratio would decrease from its current rate of \_\_\_\_\_% to \_\_\_\_\_%. However, on a "look-through" basis (i.e., taking into consideration the fees charged by WHM in managing the WHM Hedge Funds), advisory-related expenses will increase slightly - by approximately \$\_\_\_\_\_ annually. On a "look-through" basis, the expense ratio would increase from its current rate of \_\_\_\_\_% to approximately \_\_\_\_\_%, not including the impact of any performance fee paid to WHM. Hedge fund managers, including WHM, typically are paid a 20% performance fee with respect to annual gains generated in their hedge funds. Thus, under the Restructuring, the increase in advisory-related fees could be significantly higher when there are net gains in the hedge fund. Since performance fees will necessarily vary from year to year, they have not been factored into the foregoing estimated fee increase or expense ratio estimates. For the sake of comparison, if the Fund invests 50% of its current assets in WHM Hedge Funds, and during the first year after the Effective Date the value of the WHM Hedge Funds increases by 10%, and

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all the Fund's other assets remain unchanged, on a "look-through" basis, the Fund would pay an additional \$\_\_\_\_\_ in advisory related fees. The Board believes that the WHM Hedge Funds offer more investment flexibility and superior risk adjusted returns and thus the likelihood that the Fund will pay higher look-through advisory-related fees is an acceptable tradeoff.

The Advisory Agreements provide that the New Advisers will be indemnified by the Fund for losses, claims and expenses not caused by the New Advisers' willful misfeasance, bad faith or negligence in the performance of their duties or from reckless disregard by the New Advisers of their obligations and duties under the agreement.

Fees and Expenses. The following table shows the Fund's expenses as of March 31, 2009 (as adjusted), and pro forma expenses giving effect to the Advisory Agreements and Sub-Advisory Agreement.

TABLE 1

Fees and Expenses - Historical and Pro Forma  
as of \_\_\_\_\_, 2009

[DATE]	Pro Forma*
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[insert table]

Board Considerations Regarding the Proposed Advisory Agreements. The 1940 Act requires that the Board, including a majority of the Independent Directors, approve the terms of the Advisory Agreements. At a special meeting held on April 16, 2009, and at their regularly scheduled meeting on April 24, 2009, the Board considered the Restructuring and, in particular, the Advisory Agreements and, by a unanimous vote (including a separate vote of the Independent Directors), approved the Advisory Agreements and recommended they be submitted to stockholders for approval.

Factors Considered. Generally, the Board considered a number of factors in approving the Advisory Agreements including, among other things, (i) the nature, extent and quality of services to be furnished by the New Advisers to the Fund; (ii) the investment performance of the Boulder Funds (i.e., the three other closed-end investment companies managed by BIA and SIA), compared to relevant market indices and the performance of peer groups of closed-end investment

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companies pursuing similar strategies; (iii) the advisory fees and other expenses to be paid by the Fund compared to the Current Fee (i.e., the fee paid to Wellington Management) and those of similar funds managed by other investment advisers; (iv) the profitability to the New Advisers of their investment advisory relationship with the Fund; (v) the extent to which economies of scale would be realized as the Fund grows and whether fee levels reflect any economies of scale; (vi) support of the New Advisers by the Fund's principal stockholders; and (vii) the relationship between the New Advisers and FAS, a Horejsi Affiliate and the Fund's co-administrator. The Board also reviewed the ability of the New Advisers to provide investment management and supervision services to the Fund, including the background, education and experience of the key portfolio management and operational personnel, the investment philosophy and decision-making process of those professionals, and the ethical standards maintained by the New Advisers.

Deliberative Process. To assist the Board in its evaluation of the quality of the New Advisers' services and the reasonableness of the Proposed Fee, the Board reviewed a memorandum from independent legal counsel to the Fund and the Independent Directors discussing the factors generally regarded as appropriate to consider in evaluating investment advisory arrangements and the duties of directors in approving such arrangements. In connection with its evaluation, the Board also requested and received various materials relating to the New Advisers' investment services under the Advisory Agreements. These materials included reports and presentations from the New Advisers that described, among other things, the New Advisers' financial condition, pro forma profitability from their anticipated relationship with the Fund, soft dollar commission and trade allocation policies, organizational structure and compliance policies and procedures. The Board also considered information received from SIA and BIA throughout the year with respect to their oversight of the Boulder Funds, including investment performance and expense ratio reports for the Boulder Funds. The Board held additional discussions at both April meetings which included an executive session among the Independent Directors and their independent legal counsel at which no employees or representatives of the New Advisers or Wellington Management were present. The information below summarizes the Board's considerations in connection with its approval of the Advisory Agreements. In deciding to approve the Advisory Agreements, the Board did not identify a single factor as controlling and this summary does not describe all of the matters considered. However, the Board concluded that each of the various factors referred to below favored such approval.

Nature, Extent and Quality of the Services Provided; Ability to Provide Services. The Board received and considered various data and information regarding the nature, extent and quality of services to be provided to the Fund by the New Advisers under the Advisory Agreements. Each New Adviser's most recent investment adviser registration form on the SEC's Form ADV was provided to the Board, as were the responses of the New Advisers to information requests submitted by the Independent Directors through their independent legal counsel. The Board reviewed and analyzed the materials, which included information about the background, education and experience of the New Advisers' key portfolio management and operational personnel and the amount of attention to be devoted to the Fund by the New Advisers' portfolio management personnel. In this regard, it was noted that BIA and SIA's only clients are the three Boulder Funds (presently RMA does not have clients). Accordingly, the Board was satisfied that the New Advisers' investment personnel, including Stewart R. Horejsi, the New Advisers' principal portfolio manager, would devote a significant portion of their time and attention to the success of the Fund and its investment strategy. The Board also considered the New Advisers' policies and procedures for ensuring compliance with applicable laws and regulations. Based on the above factors, the Board concluded that it was generally satisfied with the nature, extent and quality of the investment advisory services to be provided to the Fund by the New Advisers, and that the New Advisers

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possessed the ability to continuously provide these services to the Fund in the future. The Board was satisfied that the New Advisers have the experience and personnel to manage the Fund's portfolio both as it existed on April 24, 2009 (the date of the Board meeting), and as it would exist under the Restructuring (i.e., with substantial investment in WHM Hedge Funds). In reaching this conclusion, the Board noted that BIA and SIA have satisfactorily managed the Boulder Funds, with respect to which all the Independent Directors also act as independent board members.

Investment Performance. The Board considered the investment performance of BTF since 1999, BIF since 2002, and DNY since 2007, when BIA and SIA took over management of those funds. The Board noted that the personnel and structure of BIA and RMA are essentially the same and thus the structure, personnel and performance of BIA could be used as a proxy for that of RMA. The Board observed that the long-term performance of the Boulder Funds (i.e., performance since BIA and SIA began managing the respective funds' portfolios) outperformed the Standard & Poor's 500 Index, each fund's primary relevant benchmark, and the Dow Jones Industrial Average and Nasdaq Composite, each fund's secondary benchmarks. In addition, the Board took into consideration that BIF received 2008 Performance Achievement Certificates from Lipper Analytical Services for the 1-year and 5-year periods ended December 31, 2008, in Lipper's Core Funds category and DNY received 2008 Performance Achievement Certificates from Lipper Analytical Services for the 1-year and 5-year periods ended December 31, 2008, in Lipper's Real Estate Fund category. Based on these factors, the Board concluded that the overall performance results of the Boulder Funds supported approval of the Advisory Agreements. In their consideration of the New Advisers' performance, the Board noted that there are significant differences between the investment focus of the Boulder Funds and that traditionally held by the Fund, that the Boulder Funds have large concentrations in Berkshire Hathaway (NYSE:BRK), and that none of the Boulder Funds concentrate on financial services companies to the extent concentrated by the Fund.

Costs of Services Provided and Profits Realized by the New Advisers. In evaluating the costs of the services to be provided to the Fund by the New Advisers, the Board received statistical and other information regarding the Fund's total expense ratio and its various components. The Board acknowledged that the Proposed Fee is at the higher end of the spectrum of fees charged by similarly situated investment advisers of closed-end funds, although it is the same as that charged by BIA and SIA to the Boulder Funds, who are BIA's and SIA's only other clients. The Board also considered that the New Advisers have a policy of not participating in (or neutralizing the indirect cost to their clients of) soft dollar or directed brokerage transactions, and that instead, the New Advisers directly bear the cost of third-party research utilized by them, increasing the cost to the New Advisers of providing investment management services to their fund clients and decreasing their clients' transaction expenses. The Board also obtained detailed information regarding the overall profitability of the New Advisers and the combined profitability of the New Advisers, BIA and FAS, which acts as co-administrator for the Fund. The combined profitability information was obtained to assist the Board in determining the overall benefits to the New Advisers from their relationship to the Fund. In particular, the Board reviewed the costs anticipated to be incurred by the New Advisers and FAS in providing services to the Fund. Based on its analysis of this information, the Board determined that the level of profits expected to be earned by the New Advisers from managing the Fund bear a reasonable relationship to the services rendered, and concluded that the fee under the Advisory Agreements was reasonable and fair in light of the nature and quality of the services provided by the New Advisers. The Board recognized that the Proposed Fee, on a "look-through"

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basis, represents a modest increase compared to the cost of advisory services currently provided to the Fund by Wellington Management. However, the Board believed that the higher fee is justified primarily because the New Advisers will have the added responsibility of overseeing the Fund's hedge fund investments and Wellington Management as sub-adviser, each of which will require an increased expenditure of resources, and determining the Fund's asset allocation across the entire universe of investment possibilities.

The Board took into consideration that, with respect to the Boulder Funds, BIA and SIA have advocated removal of investment restrictions which ultimately benefited stockholders, but that the Fund will require the New Advisers to analyze a much broader universe of investments than those of the Boulder Funds. The Board observed that in contrast, under the Fund's present Concentration Policy, Wellington Management analyzed a relatively narrow asset class (i.e., financial services companies) having fewer investment prospects. Moreover, the Board noted that under the Concentration Policy, Wellington Management is mandated to remain substantially invested in financial services companies whether or not the financial services industry is in or out of favor, and thus does not have the burden of determining when and whether reducing the industry concentration is appropriate and in the best interests of the stockholders. The Board believed that the New Advisers will necessarily expend more time, energy and resources in determining the most appropriate asset class at the most appropriate time and thus are entitled to a higher fee than the Current Fee.

Economies of Scale. The Board considered whether economies of scale might occur with respect to the management of the Fund, whether the Fund could appropriately benefit from any economies of scale, and whether the Proposed Fee is reasonable in relation to the Fund's assets and any economies of scale that may exist. Based on the relatively small size of the Fund, the Board determined that no meaningful economies of scale would be realized until the Fund achieved significantly higher asset levels. The Board also noted that SIA's and BIA's internal costs of providing investment management services to the Boulder Funds had increased over time, in part due to administrative burdens and expenses resulting from legislative and regulatory actions, and that the New Advisers might need to hire additional personnel as their assets under management increase. Nevertheless, the Board determined that breakpoints should be added to the Fund's advisory fee schedule to reduce the advisory fees in the event the Fund's assets increase over current levels. After some discussion, the New Advisers agreed to a waiver of advisory fees such that the advisory fees would be calculated at the annual rate of 1.25% on asset levels up to \$400 million, 1.10% on assets between \$400-\$600 million; and 1.00% on assets exceeding \$600 million. This fee waiver agreement has a one-year term after the Effective Date and is renewable annually. The Board concluded that these breakpoint levels were acceptable and would appropriately benefit the Fund from any economies of scale realized by the New Advisers if the Fund's assets grow.

Support by Significant Stockholder. The Board placed considerable weight on the views of the Horejsi Affiliates, the Fund's largest stockholders, which are affiliated with Mr. Horejsi and the New Advisers. As of May 31, 2009, the Horejsi Affiliates held approximately 35.51% of the Shares. The Board understands from Mr. Horejsi that the Horejsi Affiliates are supportive of the New Advisers and the approval of the Advisory Agreements.

Approval. The Board based its decision to approve the Advisory Agreements on a careful analysis, in consultation with independent counsel for the Fund and the Independent Directors, of these and other factors. In

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approving the Advisory Agreements, the Board concluded that the terms of the Advisory Agreements are reasonable and fair and that approval of the Advisory Agreements is in the best interests of the Fund and its stockholders.

How the Horejsi Affiliates will Vote. Representatives of the Horejsi Affiliates, which hold approximately 35.51% of the Shares, who, because of their ownership of the New Advisers, have an economic interest in approval of Proposal 1 and Proposal 2, have informed the Board that the Horejsi Affiliates will vote their shares FOR both Proposal 1 and Proposal 2.

Conditional Proposals. Passage of Proposals 1 and 2 (approval of the Advisory Agreements) and Proposal 3 (approval of the Sub-Advisory Agreement) are conditioned on all such Proposals being approved by stockholders (i.e., if one fails to achieve stockholder approval, all three fail).

Required Vote. Approval of each of Proposals 1 and 2 requires a 1940 Act Majority Vote.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSAL 1.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSAL 2.

### PROPOSAL 3

TO APPROVE OR DISAPPROVE THE PROPOSED INVESTMENT SUB-ADVISORY AGREEMENT WITH WELLINGTON MANAGEMENT COMPANY, LLP

Background of Proposal. See "Background" discussion under Proposals 1 and 2 above.

Wellington Management Company, LLP. Wellington Management is being proposed to act as sub-adviser to the Fund with respect to the Legacy Holdings for a period of two years following the Effective Date. Wellington Management is located at 75 State Street, Boston, Massachusetts. Wellington Management is a Massachusetts limited liability partnership and a professional investment counseling firm which provides investment services to investment companies, employee benefit plans, endowments, foundations, and other institutions. Wellington Management and its predecessor organizations have provided investment advisory services for over 70 years. As of March 31, 2009, Wellington Management had investment management authority with respect to approximately \$396 billion in assets. Wellington Management has managed the Fund since its inception in 1986. Nicholas C. Adams, Senior Vice President, Partner and Equity Portfolio Manager, is primarily responsible for the day-to-day management of the Fund and, if the Restructuring is approved by stockholders, is expected to continue managing the Legacy Holdings for a period of two years following the Effective Date. Mr. Adams joined Wellington Management as an investment professional in 1983. The names and principal occupations of the principal executive officers of Wellington Management are set forth below. Unless otherwise stated below, the business address of each such person is 75 State Street, Boston Massachusetts:

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Name and Position with Wellington Management

Principal Occupation  
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Karl E. Bandtel	Senior Vice President, Partner and Executive Member
Edward P. Bousa	Senior Vice President, Partner and Executive Member
Cynthia M. Clarke	Senior Vice President, Partner and Chief Legal
Lucius T. Hill, III	Senior Vice President, Partner and Executive Member
Jean M. Hynes	Senior Vice President, Partner and Executive Co Member
Selwyn J. Notelovitz	Senior Vice President, Partner and Chief Compli Officer
Saul J. Pannell	Senior Vice President, Partner and Executive Co Member
Phillip H. Perelmuter	Senior Vice President, Managing Partner and Exe Committee Member
Edward J. Steinborn	Senior Vice President, Partner and Chief Financi Officer
Brendan J. Swords	Senior Vice President, Managing Partner and Exe Committee Member
Perry M. Traquina	President, Chief Executive Officer, Managing and Executive Committee Member
James W. Valone	Senior Vice President, Partner and Executive Member

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Current Agreement. Wellington Management has served as the sole investment manager to the Fund from its inception in 1986. Pursuant to the terms of the investment advisory agreement between Wellington Management and the Fund (the "Current Advisory Agreement"), Wellington Management is responsible for managing the Fund's investment portfolio. The Current Advisory Agreement was amended in July 2006, after required approval was obtained from the Board and stockholders to increase the fees payable to Wellington Management. Under the agreement, as amended, Wellington Management is entitled to receive an investment advisory fee at the annual rate of 1.125% of the Fund's average net assets, based on the net assets on the last business day of each month, up to and including \$150 million; 1.00% on net assets in excess of \$150 million and up to and including \$300 million; and 0.875% on net assets in excess of \$300 million (defined above as the "Current Fee").

The Sub-Advisory Agreement. A copy of the Sub-Advisory Agreement is set forth as Exhibit B to this Proxy Statement. If approved by stockholders, the Sub-Advisory Agreement will become effective on the Effective Date and continue for a two-year period, at which time it will terminate by its terms. The Sub-Advisory Agreement is terminable, without penalty, on 60 days' written notice by the Board or by Wellington Management upon written notice to the Fund. The Sub-Advisory Agreement will terminate automatically upon assignment (as defined in the 1940 Act). Under the Sub-Advisory Agreement, Wellington Management is

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solely responsible for making investment decisions regarding whether to continue to hold or to sell Legacy Holdings (defined above) including, but not limited to, supplying investment research and portfolio management services and placing purchase and sale orders for portfolio transactions. However, Wellington Management will manage the Legacy Holdings with a view toward liquidating the assets to generate cash for the New Advisers to invest or familiarizing the New Advisers with these holdings. Wellington Management will have no authority after the Effective Date to directly purchase any new security for the Fund. The Sub-Advisory Agreement also provides that Wellington Management will bear all expenses in connection with its performance, including fees that it might pay to consultants. Under the Sub-Advisory Agreement, Wellington Management will be compensated at a rate equal to the Current Fee (the "Proposed Sub-Advisory Fee").

Fees and Expenses. See Table 1 above which consolidates the fees and expenses associated with Proposals 1 through 3.

Board Considerations Regarding the Sub-Advisory Agreement. The 1940 Act requires that the Board, including a majority of the Independent Directors, approve the terms of the Sub-Advisory Agreement. At a special meeting held on April 16, 2009, and at their regularly scheduled meeting on April 24, 2009, the Board considered the Restructuring and, in particular, the Sub-Advisory Agreement and, by a unanimous vote (including a separate vote of the Independent Directors), approved the Sub-Advisory Agreement and recommended it be submitted to stockholders for approval.

Factors Considered. Generally, the Board considered a number of factors in approving the Sub-Advisory Agreement including, among other things, (i) the nature, extent and quality of services to be furnished by Wellington Management to the Fund; (ii) the investment performance of the Fund under Wellington Management's management compared to relevant market indices and the performance of comparable funds; (iii) the advisory fees and other expenses paid by the Fund; (iv) the profitability to Wellington Management of its investment advisory relationship with the Fund; (v) the extent to which economies of scale are realized and whether fee levels reflect any economies of scale; (vi) support of Wellington Management by the Fund's principal stockholders; and (vii) the historical relationship between the Fund and Wellington Management. The Board also reviewed the willingness of Wellington Management to provide temporary investment management services to the Fund with respect to the Legacy Holdings and its ability to provide supervision services to the Fund, including the background, education and experience of the key portfolio management and operational personnel, the investment philosophy and decision-making process of those professionals, and the ethical standards maintained by Wellington Management.

Deliberative Process. To assist the Board in its evaluation of the quality of Wellington Management's services and the reasonableness of the fees under the Sub-Advisory Agreement, the Board received a memorandum from independent legal counsel to the Fund and the Independent Directors discussing the factors generally regarded as appropriate to consider in evaluating investment advisory arrangements and the duties of directors in approving such arrangements. In connection with its evaluation, the Board also requested and received various materials relating to Wellington Management's investment services under the Current Advisory Agreement. These materials included reports and presentations from Wellington Management that described, among other things, Wellington Management's organizational structure, financial condition, internal controls, policies and procedures on brokerage practices, soft-dollar commissions and trade allocation, comparative investment performance results, comparative sub-advisory fees, and compliance policies and procedures. The Board also reviewed a report prepared by Wellington Management comparing the Fund's performance to a group of closed-end and open-end mutual funds with similar, though not identical, investment strategies as the Fund (the "Peer Group"). The

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Board also considered information received from Wellington Management throughout the year, including investment performance and returns as well as stock price and net asset value. In advance of the April 24, 2009 meeting, the Independent Directors held a special telephonic meeting with counsel to the Fund and the Independent Directors. The purpose of this meeting was to discuss the Restructuring and renewal of the Current Advisory Agreement and to review the materials provided to the Board by Wellington Management in connection with the annual review process. The Board held additional discussions at the April 24, 2009 Board meeting, which included a private session among the Independent Directors and their independent legal counsel at which no employees or representatives of the New Advisers or Wellington Management were present. The information below summarizes the Board's considerations in connection with its approval of the Sub-Advisory Agreement. In deciding to approve the Sub-Advisory Agreement, the Board did not identify a single factor as controlling and this summary does not describe all of the matters considered. However, the Board concluded that each of the various factors referred to below favored such approval.

Nature, Extent and Quality of the Services Provided; Ability to Provide Services. The Board received and considered various data and information regarding the nature, extent and quality of services currently provided to the Fund by Wellington Management under the Current Advisory Agreement. Wellington Management's most recent investment adviser registration form on the SEC's Form ADV was provided to the Board, as were the responses of Wellington Management to an information request submitted to it by the Independent Directors through their independent legal counsel. The Board reviewed and analyzed the materials, which included information about the background, education and experience of Wellington Management's key portfolio management and operational personnel and the amount of attention currently devoted to the Fund by Wellington Management's portfolio management personnel. The Board also reviewed Wellington Management's policies and procedures on side-by-side management of hedge funds and other accounts and any impact these might have on the success of the Fund. The Board was satisfied that Wellington Management's investment personnel, including Mr. Adams, the Fund's principal portfolio manager, would devote an adequate portion of their time and attention to the success of the Fund and its investment strategy, particularly given a reduction in the number of accounts managed by Mr. Adams that occurred in 2006. Based on the above factors, the Board concluded that it was generally satisfied with the nature, extent and quality of the investment advisory services to be provided to the Fund by Wellington Management, and that Wellington Management possessed the ability to continue to provide these services to the Fund in the future.

Investment Performance. The Board considered the investment performance of the Fund as compared to relevant indices, the performance of three comparable closed-end financial services funds (the "Closed-End Peer Group") and the performance of 11 selected open-end financial services funds (the "Open-End Peer Group") for the year-to-date, one-, three-, five- and ten-year periods and since-inception period (for the indices only) ended February 28, 2009. Certain information for certain periods were not available, depending on the inception date of the index or comparable fund. The Board noted that the Fund's returns gross of fees of were in line with the returns of the S&P 500 Index, NASDAQ Composite Principal Index, NASDAQ Banks Index, SNL All Daily Thrift Index, and MSCI World Financials ex-Real Estate Index for the one-year, three-year and five-year periods, and that the Fund had outperformed all of those indices for the ten-year and since-inception periods. The Board noted that the financial services sector of the stock market had experienced a significant decline in late 2008 and early 2009, which accounted for the Fund's recent relative underperformance as compared to broader market indices. The Board also observed that the

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Fund had significantly outperformed the Closed-End Peer Group over the year-to-date, one-, five- and ten-year periods except for one fund for the one-year period. The Board further noted that the Fund outperformed the Lipper Financial Services Fund Average and the Open-End Peer Group in all time-period categories except for four funds in the one-year period, three funds in the three-year period, and one fund in the five-year period. In concluding that the Fund's overall investment performance supported renewal of the Current Advisory Agreement and approval of the Sub-Advisory Agreement under the Restructuring, the Board ascribed greater weight to the long-term performance of the Fund against its benchmarks and other financial services funds.

Costs of Services Provided and Profits Realized by Wellington Management. In evaluating the costs of the services to be provided to the Fund by Wellington Management, the Board relied on statistical and other information regarding the Fund's total expense ratio and its various components, including the Proposed Fee and Proposed Sub-Advisory Fee and investment-related expenses. The Board also noted that in 2006, in connection with a proposed increase in advisory fees under the Current Advisory Agreement that was ultimately approved by the Board and stockholders, it had conducted a detailed evaluation of the Fund's expense ratio and the advisory fees charged by Wellington Management. The Board noted that the Proposed Sub-Advisory Fee is in the range of advisory fees for funds in the Closed-End Peer Group and is comparable to the fees earned by Wellington Management on other portfolios managed by Mr. Adams, including certain WHM Hedge Funds. The Board also noted that the Proposed Fee to be charged by the New Advisers is at the higher end of the spectrum of fees charged by similarly situated investment advisers of closed-end funds but that the Advisory Agreements with the New Advisers contain a waiver of all fees paid to Wellington Management under the Sub-Advisory Agreement.

The Board also obtained information regarding the overall profitability of Wellington Management to assist the Board in determining the overall benefits to Wellington Management from its relationship to the Fund. The Board compared the overall profitability of Wellington Management to the profitability of certain publicly traded investment management firms. Based on its analysis of this information, the Board determined that the overall level of profits earned by Wellington Management did not appear to be unreasonable based on the profitability of other investment management firms and the quality of the services rendered by Wellington Management. Based on these factors, the Board concluded that the fee under the Sub-Advisory Agreement was reasonable and fair in light of the nature and quality of the services provided by Wellington Management.

Economies of Scale. The Board considered whether there have been economies of scale with respect to the management of the Fund, whether the Fund has appropriately benefited from any economies of scale, and whether the Proposed Sub-Advisory Fee is reasonable in relation to the Fund's assets and any economies of scale that may exist. The Board noted that the Proposed Sub-Advisory Fee includes breakpoints. In evaluating economies of scale, the Board noted that Wellington Management's internal costs of providing investment management services to the Fund had continued to increase, particularly costs associated with attracting and retaining talented investment personnel and compliance costs. The Board concluded that the breakpoints in the fee schedule are acceptable and appropriately reflect any economies of scale expected to be realized by Wellington Management in managing the Legacy Holdings if the Fund's net assets increase.

Support by Significant Stockholder. The Board placed considerable weight on

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the views of the Horejsi Affiliates, the Fund's largest stockholders, which are affiliated with Mr. Horejsi and the New Advisers. As of May 31, 2009, the Horejsi Affiliates held approximately 35.51% of the Shares. The Board understands from Mr. Horejsi that the Horejsi Affiliates are supportive of the Restructuring and engaging Wellington Management to manage the Legacy Holdings under the Sub-Advisory Agreement.

Approval. The Board based its decision to approve the Sub-Advisory Agreement on a careful analysis, in consultation with independent counsel to the Fund and the Independent Directors, of these and other factors. In approving the Sub-Advisory Agreement, the Board concluded that the terms of the Sub-Advisory are reasonable and fair and that approval of the Sub-Advisory Agreement is in the best interests of the Fund and its stockholders.

How the Horejsi Affiliates will Vote. Representatives of the Horejsi Affiliates, which hold approximately [35.51]% of the Shares, who, because of their ownership of the New Advisers, have an economic interest in approval of Proposals 1 through 3, have informed the Board that the Horejsi Affiliates will vote their Shares FOR Proposal 3.

Conditional Proposal. Passage of Proposals 1 and 2 (approval of the Advisory Agreements) and Proposal 3 (approval of the Sub-Advisory Agreement) are conditioned on all such Proposals being approved by stockholders (i.e., if one fails to achieve stockholder approval, all three fail).

Required Vote. Approval of Proposal 3 requires a 1940 Act Majority Vote.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS,  
UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSAL 3.

### PROPOSAL 4

TO APPROVE OR DISAPPROVE ELIMINATING THE FUND'S FUNDAMENTAL  
POLICY OF INVESTING AT LEAST 65% OF ITS ASSETS IN  
FINANCIAL SERVICES COMPANIES

Summary of Proposal. The Fund has adopted a fundamental investment policy of investing at least 65% of its assets in "financial services companies" (defined above as the "Concentration Policy"). "Financial services companies" are broadly defined to include, but are not limited to, savings and banking institutions, mortgage banking institutions, real estate investment trusts, consumer finance companies, credit collection and related service companies, insurance companies, security and commodity brokerage companies, security exchange companies, financial-related technology companies, investment advisory and asset management firms, and financial conglomerates, and holding companies of any of these companies. The Concentration Policy is "fundamental", meaning that it cannot be changed without a 1940 Act Majority Vote. If approved, Proposal 4 will eliminate the Concentration Policy in its entirety such that the Fund will no longer be required to invest significantly (i.e., greater than 25%) in financial services companies or the financial services or any other industry.

Reason for this Proposal. Under the Concentration Policy, the Fund is required to invest greater than 65% of its total assets in financial services companies. In 2006, in order to provide the Fund's adviser with more flexibility and mitigate industry risk, stockholders approved an amendment to the Fund's concentration policy which broadened the scope of financial companies in which the Fund could invest and which would be included when determining whether the

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Fund has met its concentration threshold (i.e., the "financial services companies" described above). Management believes that, even in its broadened form, the Concentration Policy is still overly restrictive and could unduly expose the Fund to considerable downside risk and volatility should the financial services industry take a further downturn. For example, the recent sub-prime fiasco, the banking, credit and liquidity crisis, changes in the tax laws and other factors have disproportionately impacted the Fund under its Concentration Policy. Financial services companies are also affected by general economic conditions. All of these risks are compounded because, under the Concentration Policy, the Fund is "fundamentally bound" to invest in these types of assets. Management believes that eliminating the financial mandate under the Concentration Policy will mitigate the inherent risk of concentrating in the financial services sector.

Generally, as with all equity funds, the Fund's net asset value can fall because of weakness in the broad market, a particular industry, or specific holdings. The market as a whole can decline for many reasons, including adverse political or economic developments domestically or abroad, changes in investor psychology or heavy institutional selling. The prospects for an industry or company may deteriorate because of a variety of factors, including disappointing earnings or changes in the competitive environment. In addition, the Fund's adviser's assessment of companies held by the Fund may prove incorrect, resulting in losses or poor performance even in a rising market. Finally, the Fund's investment approach could fall out of favor with the investing public, resulting in lagging performance compared to other types of stock funds. Foreign stock holdings may lose value because of declining foreign currencies or adverse political or economic events overseas. As with any investment company, there can be no guarantee the Fund will achieve its objective.

If the Concentration Policy is eliminated under Proposal 4, going forward, the Fund would be precluded from investing more than 25% of its assets in the financial services or any other industry. However, the Fund would likely be concentrated in the securities of financial services companies immediately following the Effective Date as a result of the current effectiveness of the Concentration Policy. The New Advisers would seek to reduce the Fund's holdings in financial services companies to below 25% of the Fund's assets in a prudent manner consistent with elimination of the Concentration Policy. As discussed, if the Restructuring Proposals are approved by stockholders, the New Advisers expect to invest significantly in the WHM Hedge Funds, which have significant exposure to the financial services sector. However, the Fund will not "look through" its investments in the WHM Hedge Funds to underlying portfolio holdings in financial services companies in determining whether the Fund exceeds the 25% maximum concentration threshold contemplated under this Proposal. The Fund could therefore become indirectly concentrated in financial services companies by virtue of the investments by the WHM Hedge Funds in such investments. If the Restructuring Proposals are approved by stockholders, in the near term the New Advisers expect to focus primarily on a broad range of companies which may or may not include financial services companies.

Risks and Disadvantages of Eliminating the Concentration Policy. Eliminating the Concentration Policy so that the Fund may no longer invest more than 25% of its assets in financial services companies may, for some long-term investors, take away some of their ability to invest in the Fund as a means of diversifying into the financial services industry. However, management does not view eliminating the current policy as increasing risk. Indeed, management believes that eliminating the current 65% requirement will mitigate industry concentration risks.

Board Considerations. At a special meeting held on April 16, 2009, and at their regularly scheduled meeting on April 24, 2009, the Board considered, among other things, amending the Concentration Policy. In view of the disproportionate impact that the recent market downturn has had on financial services companies

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generally, the Board concluded that maintaining the 65% requirement imposes a disproportionate industry risk on the Fund and stockholders and should be eliminated altogether should the Restructuring Proposals be approved by stockholders.

Conditional Proposal. If Proposals 1 through 3 are not approved by stockholders (i.e., Wellington Management continues as the Fund's primary investment manager), Proposal 4 will not become effective regardless of whether or not it is approved by stockholders.

Required Vote. Approval of Proposal 4 requires a 1940 Act Majority Vote.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS,  
UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSAL 4.

### PROPOSAL 5

#### TO APPROVE OR DISAPPROVE AMENDING THE CONCENTRATION POLICY

Summary of Proposal. As discussed in Proposal 4, the Fund has adopted a fundamental investment policy of investing at least 65% of its assets in "financial services companies" (defined above as the "Concentration Policy"). The Concentration Policy is "fundamental", meaning that it cannot be changed without a 1940 Act Majority Vote. If approved, Proposal 5 will amend the Concentration Policy to reduce the minimum threshold level of the Fund's investment in financial services companies to 25% of the Fund's assets. Proposal 5 will become effective only if the Proposal is approved by stockholders and stockholders do not approve the Restructuring Proposals.

Reason for this Proposal. See discussion under Proposal 4 above. If the Restructuring Proposals are not approved by stockholders, Wellington Management would continue to manage the Fund and would do so with a continued focus on the Fund's historic industry (i.e., financial services). However, as discussed in Proposal 4, the Board determined that, regardless of whether or not the Restructuring Proposals are approved, continuing Fund operations with a 65% minimum threshold imposes a disproportionate industry risk on the Fund and should be, at the very least, reduced to the minimum level permitted under the 1940 Act for an investment company which has declared a concentration policy (i.e., 25%). In 2006, in order to provide the Fund's adviser with more flexibility and mitigate industry risk, stockholders approved an amendment to the Fund's concentration policy which broadened the scope of financial companies in which the Fund could invest and which would be included when determining whether the Fund has met its concentration threshold (i.e., the "financial services companies" described above). Management believes that, even in its broadened form, the Concentration Policy is still overly restrictive and could unduly expose the Fund to considerable downside risk and volatility should the financial services industry take a further downturn. For example, the recent sub-prime fiasco, the banking, credit and liquidity crisis, changes in the tax laws and other factors have disproportionately impacted the Fund under its Concentration Policy. Financial services companies are also affected by general economic conditions. All of these risks are compounded because, under the Concentration Policy, the Fund is "fundamentally bound" to invest in these types of assets. Management believes that, if the Restructuring Proposals are not approved by stockholders, reducing the financial mandate under the Concentration Policy will mitigate the inherent risk of concentrating in the financial services sector.

Risks and Disadvantages of Amending the Concentration Policy. See discussion under Proposal 4 above.

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Board Considerations. See discussion under Proposal 4 above.

Conditional Proposal. Proposal 5 will become effective only if the Proposal is approved by stockholders and Proposals 1 through 3 are not approved by stockholders (i.e., Wellington Management continues as the Fund's primary investment manager).

Required Vote. Approval of Proposal 5 requires a 1940 Act Majority Vote.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS,  
UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSAL 5.

### PROPOSAL 6

#### AMENDMENT TO THE CHARTER CLASSIFYING THE BOARD OF DIRECTORS OF THE FUND INTO THREE SEPARATE CLASSES AND MAKING RELATED CHANGES TO THE CHARTER

The Board has considered and recommends to the Fund's stockholders amending the Fund's charter (the "Charter") in order to classify the Boards into three separate classes (the "Classification Proposal").

Presently the Charter provides that each Director serve a one-year term. The Charter reads as follows:

The directors shall be elected at each annual meeting of the stockholders commencing in 2004, except as necessary to fill any vacancies, and each director elected shall hold office until his or her successor is duly elected and qualifies, or until his or her earlier resignation, death, or removal.

In addition, under Maryland General Corporation Law ("MGCL"), Directors may be removed with or without cause by the affirmative vote of a majority of all the votes entitled to be cast generally for election of directors. Thus, presently under the Charter and the MGCL, only a single meeting of stockholders would be required to effect a complete change in the Board.

In 2004, stockholders of the Fund approved "de-classification" of the Board from three separate classes, each serving a three-year term, to a single class elected on an annual basis. However, the Board now believes that a classified or staggered board structure will best serve the Fund's longer-term interests. Thus, if stockholders approve Proposal 6 and approve a new board structure with three classes of directors, with each class serving a staggered three-year term (instead of the current one-year term), the Charter will be amended accordingly and such change will take effect immediately and with respect to the election of Directors at the Meeting under Proposal 7. Class I Directors will hold office initially for a term expiring at the 2010 annual meeting of stockholders, Class II Directors will hold office initially for a term expiring at the 2011 annual meeting of stockholders and Class III Directors will hold office initially for a term expiring at the 2012 annual meeting of stockholders, with the members of each class to hold office until their successors are duly elected and qualified. At each annual meeting of the stockholders, the successors to the class of Directors whose term expires at such meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors are duly elected and qualified. In the event of a vacancy on the Board of Directors due to the removal or resignation of a Director during such Director's term of office, the remaining Directors shall by their vote or written consent fill the vacancy for



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the remainder of such Director's term.

Background on the Classification Proposal. In 2004, the Fund's stockholders approved a comprehensive set of corporate governance proposals, one of which was to "de-classify" the Boards such that Directors would serve an annual term (the "2004 Proposal"). Prior to the 2004 Proposal, the Fund had a "classified" or "staggered" board. Various industry trade groups, activist investor groups, the New York Stock Exchange, and other industry professionals generally advocated de-classification as well as the other corporate governance proposals advanced by the Fund in 2004. It was thought at that time that having all Directors stand for election every year would lead to better stockholder governance, a more responsive Board and more access to fund management.

Since that time, the Board has had the opportunity to experience and review the effect of the adoption of these corporate governance proposals, and in particular the effect of the 2004 Proposal. In assessing the 2004 Proposal, management paid close attention to the Fund's investment objectives, the makeup of the Fund's stockholders and other developments within the past four years.

Board Considerations. At its regular meeting in February 2009, the Board considered the Classification Proposal. At that meeting, the Board considered a number of factors before concluding that a classified board would better serve the long-term investment interest of the Fund and its stockholders.

The Board recognized that the overall effect of the Classification Proposal would be to make any hostile attempt to take control of the Fund through a proxy contest more difficult. In order to change the membership of a majority of the Directors, at least two years would be required. The Board believes that this would encourage persons seeking to acquire control of the Fund to engage in good-faith, arm's-length negotiations with the Board. The Board also believes that ensuring continuity of service among the Board members and three-year commitments for Board service is desirable and that the Proposal will facilitate the Fund's attracting and retaining qualified members of the Board and hiring and retaining competent management personnel by increasing the likelihood of a stable employment environment.

The Board understands the Fund's stockholder base to be generally comprised of many stockholders holding smaller positions who have a long-term investment horizon similar to that expressed by the Fund's largest stockholders (i.e., the Horejsi Affiliates). A primary reason that these stockholders invest with the Fund is the potential for long-term capital appreciation coupled with responsible and deliberative asset management and an eye toward capital preservation. Neither the Board nor the Fund's stockholders contemplate sudden, drastic changes in the makeup of the Fund's investment portfolio.

The Board noted that, in general, closed-end funds such as the Fund seem to be more subject than operating companies to pressures from "hostile" stockholders, arbitrageurs and other groups of investors seeking to take advantage of short-term market cycles for their own benefit. These activities are often detrimental to stockholders seeking a particular investment style and a long-term investment horizon. For example, twice in the past three years, one of the Boulder Funds, BIF, was subject to activist pressure to change its fundamental operations. In 2005, Scott Schultz and Phil Goldstein joined together to pressure BIF to adopt a managed distribution program and, in October 2008, Ronald Olin and Ralph Bradshaw sought to float stockholder proposals that called for removal of BIF's advisers, replacement of the current Board and an aggressive level-rate distribution policy at odds with the then-current market and BIF's long-term rate of return. Messrs. Olin's and Bradshaw's proposals have since been withdrawn.

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The Board ultimately concluded that Proposal 6 achieves a fair balance between the corporate governance intent of the 2004 Proposal and protecting the stockholders' long-term interests and recommends that stockholders vote "FOR" this proposal.

The Board noted that, because Directors will be directly affected by Proposal 6, they may be deemed to have an interest in its outcome.

If approved by the stockholders, the Proposal would impose the classified board structure effective immediately and for this Meeting. The table below illustrates the effect stockholder approval of the Proposal would have on the terms of Directors:

	----- Class I 2009-10 -----	----- Class II 2009-11 -----	----- Class III 2009-12 -----
Richard Barr			X
Susan Ciciora*			X
John Horejsi*	X		
Dean Jacobson	X		
Joel Looney		X	

Accordingly, Messrs. Horejsi and Jacobson will hold office initially for a term expiring at the 2010 annual meeting of stockholders, Mr. Looney will hold office initially for a term expiring at the 2011 annual meeting of stockholders and Ms. Ciciora and Mr. Barr hold will hold office initially for a term expiring at the 2012 annual meeting of stockholders.

If at some point in the future, the Fund issues preferred stock, the amendment also clarifies that (1) if holders of preferred stock are entitled to elect additional directors in connection with dividend arrearages, the election of such additional directors may cause the total number of Directors on the Board to exceed five and (2) that the terms of Directors elected separately by holders of preferred stock terminate if all such preferred stock is redeemed.

Attached at Exhibit C are Articles of Amendment containing the amendment to the Charter (the "Amendment") which, if approved, will be filed with the State Department of Assessments and Taxation of Maryland. If stockholders approve Proposal 6, the Annual Meeting will be temporarily adjourned so that the Amendment may be filed immediately and effective immediately. Thereafter, the Annual Meeting will resume and Proposal 7 will be considered. If stockholders do not approve this Proposal 6, but do approve Proposal 7, each of the Directors will be elected to serve until the annual meeting of stockholders in 2010 and until their successors are duly elected and qualified.

Vote required. Approval of Proposal 6 requires the affirmative vote of a majority of all the votes entitled to be cast by the stockholders of the Fund on the matter. Holders of record of Shares of the Fund at the close of business on the Record Date will be entitled to one vote per share on each matter as to which they are entitled to vote at the Meeting and any postponements or adjournments thereof.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS,  
UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSAL 5.

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## PROPOSAL 7

### ELECTION OF DIRECTORS OF THE FUND

The Charter currently provides that all of the Directors stand for election each year. If stockholders approve Proposal 6, then the Charter will be amended, effective immediately and for purposes of this Meeting, so that the terms of each Director, if elected, would be classified in accordance with Proposal 6. Thus, if Proposal 6 is approved, and the Directors as nominated in this Proposal 7 are elected, Messrs. Horejsi and Jacobson will hold office initially for a term expiring at the 2010 annual meeting of stockholders, Mr. Looney will hold office initially for a term expiring at the 2011 annual meeting of stockholders and Mr. Barr and Ms. Ciciora will hold office initially for a term expiring at the 2012 annual meeting of stockholders, with the members of each class to hold office until their successors are duly elected and qualified. At each annual meeting of the stockholders, the successors to the class of Directors whose term expires at such meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors are duly elected and qualified.

The Boards have nominated the following five Director nominees to stand for election and serve terms as follows:

	----- Class I 2009-10 -----	----- Class II 2009-11 -----	----- Class III 2009-12 -----
Richard Barr			X
Susan Ciciora*			X
John Horejsi*	X		
Dean Jacobson	X		
Joel Looney		X	

The above nominees have consented to serve as Directors if elected at the Meeting for the term as indicated above. If the designated nominees decline or otherwise become unavailable for election, however, the proxy confers discretionary power on the persons named therein to vote in favor of a substitute nominee or nominees for the Board.

INFORMATION ABOUT DIRECTORS AND OFFICERS. Set forth in the following table is information about the nominees for election to the Board of Directors, all of whom are currently Directors of the Fund:

----- Name, Address*, Age -----	----- Position, Length of Term Served, and Term of Office -----	----- Principal Occupation(s) and Other Directorships Held During the Past Five Years -----

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Independent  
Directors  
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<p>Joel W. Looney Chairman Age: 47</p>	<p>Director and Chairman of the Board of the Fund since 2003. Current Nominee for a term to expire at the 2011 annual meeting.</p>	<p>Partner (since 1999), Financial Management Group, (investment adviser); Director (since 2001), Boul Total Return Fund, Inc.; Director (since 2002) Chairman (since 2003), Boulder Growth &amp; Income Fu Inc.; Director and Chairman (since 2007) The Den Fund Inc.</p>
<p>Richard I. Barr Age: 71</p>	<p>Director of the Fund since 2001. Current Nominee for a term to expire at the 2012 annual meeting.</p>	<p>Retired (since 2001); Manager (1963-2001), Advant Sales and Marketing, Inc. (food and beverage); Direc (since 1999) and Chairman (since 2003), Boulder To Return Fund, Inc.; Director (since 2002), Boul Growth &amp; Income Fund, Inc.; Director (since 2007), Denali Fund Inc.</p>
<p>Dr. Dean L. Jacobson Age: 70</p>	<p>Director of the Fund since 2003. Current Nominee for a term to expire at the 2010 annual meeting.</p>	<p>Founder and President (since 1989), Forensic Engineering, Inc. (engineering investigations); Professor Emeritus (since 1997), Arizona St University; Director (since 2004), Boulder Total Ret Fund, Inc.; Director (since 2006), Boulder Growth Income Fund, Inc.; Director (since 2007), The Den Fund Inc.</p>

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Interested  
Directors\*\*  
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<p>Susan L. Ciciora Age: 44</p>	<p>Director of the Fund since 2003. Current Nominee for a term to expire at the 2012 annual meeting.</p>	<p>Trustee (since 1994), the Brown Trust; Trustee (si 1992), the EH Trust; Director (since 1997), Hore Charitable Foundation, Inc. (private charita foundation); Director (since 2006), Boulder Growth Income Fund, Inc.; Director (since 2001), Boulder To Return Fund; Director (since 2007), The Denali Fund I</p>
<p>John S. Horejsi Age: 41</p>	<p>Director of the Fund since 2006. Current nominee for a term to expire at the 2010 annual meeting.</p>	<p>Director (since 1997), Horejsi Charitable Foundat (private charitable foundation); Director (since 200 Boulder Growth &amp; Income Fund, Inc.; Director (si 2006), Boulder Total Return Fund, Inc.; Director (si 2007), The Denali Fund Inc.</p>

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From the late 1980s until January, 2001, Mr. Looney served, without compensation, as one of three trustees of the Mildred Trust, an affiliate of the EH Trust.

The names of the executive officers of the Fund are listed in the table below. Each officer was elected to office by the Board at a meeting held on February 9, 2009. This table also shows certain additional information. Officers are elected annually and each officer will hold such office until a successor has been elected by the Board.

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Name, Address*, Age	Position, Length of Term Served, and Term of Office	Principal Occupation(s) and Other During the Past Five Y
Stephen C. Miller Age: 56	President (since 2003) of the Fund; Director and Chairman (2003-2004); Chief Compliance Officer (2004-2007). Appointed annually.	President and General Counsel (since 1999), FAS; Vice President Director (1999-2004) and President (since 2002), Boulder Total Return Fund, Inc.; Director (since 2002), Boulder Growth & Income Fund Inc.; President (since 2007), The Counsel, Krassa & Miller, LLC (since 1
Carl D. Johns Age: 46	Chief Financial Officer, Chief Accounting Officer, Vice President and Treasurer (since 2003). Appointed annually.	Vice President and Treasurer (since 1999), FAS; Vice Manager (since 1999), FAS; Vice Financial Officer, Chief Accounting Officer (since 1999), Boulder Total Return Fund, Inc., (since 2002), Boulder Growth & Income Fund Inc., The Denali Fund Inc.
Joel L. Terwilliger Age: 40	Chief Compliance Officer (since 2007). Appointed annually.	Associate General Counsel (since 2002), Boulder Growth & Income Fund, Inc., Boulder Total Return Fund, Inc., and the Fund, (since 2002), Boulder Growth & Income Fund Inc.; Senior Associate/Legal Counsel (since 2002), Great-West Life & Annuity Insurance Company and other affiliated companies.
Stephanie J. Kelley Age: 52	Secretary (since 2003). Appointed annually.	Secretary (since 2000), Boulder Total Return Fund, Inc.; Secretary (since 2002); Boulder Growth & Income Fund, Inc.; Secretary (since 2007), The Denali Fund Inc.; Assistant Secretary and Assistant Secretary of other entities affiliated with the Fund; employee (since 1999), FAS.
Nicole L. Murphey Age: 32	Vice President (since 2008); Assistant Secretary (since 2003). Appointed annually.	Vice President (since 2008) and Assistant Secretary (since 2000) Boulder Total Return Fund, Inc.; President (since 2008) and Assistant Secretary (since 2002), Boulder Growth & Income Fund, Inc.; Assistant Secretary (since 2008) and Assistant Secretary (since 2008) and Assistant Secretary (since 1999) Denali Fund Inc.; employee (since 1999)

Set forth in the following table are the nominees for election to the Board (all of whom are current Directors of the Fund) together with the dollar range of equity securities beneficially owned by each Director as of the Record Date.

OWNERSHIP OF THE FUND BY DIRECTORS

Independent Directors and Nominees	Dollar Range of Equity	Aggregate Dollar Range of
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	Securities in the Fund	Equity Securities in All F in the Family of Investmen Companies
Dean L. Jacobson	Up to \$10,001	\$10,001 to \$50,000
Richard I. Barr	\$10,001 to \$50,000	Over \$100,000
Joel W. Looney	\$50,001 to \$100,000	Over \$100,000
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Interested Directors and Nominees		
Susan L. Ciciora	Over \$100,000+	Over \$100,000
John S. Horejsi	Over \$100,000+	Over \$100,000+

None of the Independent Directors or their family members owned beneficially or of record any securities of the New Advisers, Wellington Management or any person directly or indirectly controlling, controlled by, or under common control with the New Advisers or Wellington Management.

DIRECTOR AND OFFICER COMPENSATION. The following table sets forth certain information regarding the compensation of the Fund's Directors for the fiscal year ended March 31, 2009. No persons (other than the Independent Directors, as set forth below) currently receive compensation from the Fund for acting as a Director or officer. Directors and executive officers of the Fund do not receive pension or retirement benefits from the Fund. Independent Directors receive reimbursement for travel and other out of pocket expenses incurred in connection with Board meetings.

Independent Directors	Aggregate Compensation from the Fund Paid to Directors	Total Compensation from Fund and Fund Complex Pai Directors+
Dean L. Jacobson	\$28,500	\$100,000
Richard I. Barr	\$28,500	\$104,000
Joel W. Looney (Chairman)	\$35,500	\$121,000
-----		
Interested Directors		
Susan L. Ciciora	\$0	\$0
John S. Horejsi	\$0	\$0

Each Director of the Fund who is not a Director, officer, or employee of one of the New Advisers, FAS, Wellington Management, or any of their affiliates,

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receives a fee of \$8,000 per annum plus \$4,000 for each in person meeting of the Board of Directors and \$500 for each telephonic meeting of the Board. In addition, the Chairman of the Board and the Chairman of the Audit Committee receive \$1,000 per meeting and each member of the Audit Committee receives \$500 per meeting. Each Independent Director of the Fund is reimbursed for travel and out-of-pocket expenses associated with attending Board and Committee meetings. The Board held ten meetings (six of which were held by telephone conference call) during the fiscal year ended March 31, 2009. Each Director currently serving in such capacity for the entire fiscal year attended at least 75% of the meetings of Directors and any Committee of which he is a member. The aggregate remuneration paid to the Directors of the Fund for acting as such during the fiscal year ended March 31, 2009 amounted to \$92,500.

### COMMITTEES OF THE BOARD OF DIRECTORS

AUDIT COMMITTEE; REPORT OF AUDIT COMMITTEE. The purpose of the Audit Committee is to assist in Board oversight of the integrity of the Fund's financial statements, the Fund's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence and the performance of the Fund's independent auditors. The Audit Committee reviews the scope and results of the Fund's annual audit with the Fund's independent accountants and recommends the engagement of such accountants. Management, however, is responsible for the preparation, presentation and integrity of the Fund's financial statements, and the independent accountants are responsible for planning and carrying out proper audits and reviews. The Board of Directors adopted a written charter for the Audit Committee on August 19, 2003 and most recently amended the joint Audit Committee Charter on January 25, 2008 to add The Denali Fund Inc. Subsequent minor amendments to the Audit Committee Charter were adopted on February 2, 2009. A copy of the Audit Committee Charter was included in proxy materials delivered to stockholders on June 20, 2007.

The Audit Committee is composed entirely of the Fund's Independent Directors, consisting of Dr. Jacobson and Messrs. Looney and Barr. The Board of Directors has determined that Joel Looney qualifies as an "audit committee financial expert," as defined under the Securities and Exchange Commission's Regulation S-K, Item 401(h). The Audit Committee is in compliance with applicable rules of the listing requirements for closed-end fund audit committees, including the requirement that all members of the audit committee be "financially literate" and that at least one member of the audit committee have "accounting or related financial management expertise," as determined by the Board. The Audit Committee is required to conduct its operations in accordance with applicable requirements of the Sarbanes-Oxley Act, and the Fund's independent publicly registered accounting firm is required to comply with the rules and regulations promulgated under the Sarbanes-Oxley Act and by the Public Company Accounting Oversight Board. The members of the Audit Committee are subject to the fiduciary duty to exercise reasonable care in carrying out their duties. Each member of the Audit Committee is independent, as that term is defined by the NYSE Listing Standards. The Audit Committee met three times during the fiscal year ended March 31, 2009.

In connection with the audited financial statements as of and for the period ended March 31, 2009 included in the Fund's Annual Report for the period ended March 31, 2009 (the "Annual Report"), at a meeting held on \_\_\_\_\_, 2009, the Audit Committee considered and discussed the audited financial statements with management and the independent accountants, and discussed the audit of such financial statements with the independent accountants.

The Audit Committee has received the written disclosures and letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and has discussed with independent accountants their independence. The Audit Committee discussed with

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the independent accountants the accounting principles applied by the Fund and such other matters brought to the attention of the Audit Committee by the independent accountants required by Statement of Auditing Standards No. 61, Communications With Audit Committees, as currently modified or supplemented.

On April 1, 2008 the Fund adopted the Financial Accounting Standards Board's ("FASB") Statement of Financial Accounting Standards No. 157 ("FAS 157"). FAS 157 is important in the context of helping the Fund define "fair value" for the underlying securities or investments it holds. In addition, FAS 157 expands disclosures about fair value measurements.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not employed by the Fund in any accounting, financial management, or internal control capacity. Moreover, the Audit Committee relies on and makes no independent verification of the facts presented to it or representations made by management or the independent accountants. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles and policies, or internal controls and procedures, designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not provide assurance that the audit of the Fund's financial statements has been carried out in accordance with generally accepted accounting standards or that the financial statements are presented in accordance with generally accepted accounting principles.

Based on its consideration of the audited financial statements and the discussions referred to above with management and the independent accountants and subject to the limitation on the responsibilities and role of the Audit Committee set forth in the Audit Committee Charter and those discussed above, the Audit Committee of the Fund recommended to the Board that the audited financial statements be included in the Fund's Annual Report and be mailed to stockholders and filed with the SEC.

Submitted by the Audit Committee of the Fund's Board of Directors: Joel W. Looney, Richard I. Barr and Dean L. Jacobson

NOMINATING COMMITTEE. The Board of Directors has a nominating committee (the "Nominating Committee") composed of the Fund's Independent Directors, consisting of Dr. Jacobson and Messrs. Looney and Barr, which Nominating Committee is responsible for considering candidates for election to the Board in the event a position is vacated or created. Each member of the Nominating Committee is independent, as that term is defined by the NYSE Listing Standards. The Nominating Committee met on \_\_\_\_\_, 2009 with regard to the nomination of the Director nominees set forth in the proposal above. The Nominating Committee met [once] during the fiscal year ended March 31, 2009. The Board of Directors has adopted a charter for the Nominating Committee that is available on the Fund's website, [www.firstopportunityfund.com](http://www.firstopportunityfund.com). The Nominating Committee does not have a formal process for identifying candidates. The Nominating Committee takes into consideration such factors as it deems appropriate when nominating candidates. These factors may include judgment, skill, diversity, experience with investment companies and other organizations of comparable purpose, complexity, size and subject to similar legal restrictions and oversight, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees thereof.

The Nominating Committee will consider all qualified candidates in the same manner. The Nominating Committee may modify its policies and procedures for director nominees and recommendations in response to changes in the Fund's circumstances, and as applicable legal or listing standards change. The Nominating Committee would consider director candidates recommended by



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stockholders (if a vacancy were to exist) and submitted in accordance with applicable law and procedures as described in this Proxy Statement (see "Submission of Stockholder Proposals" below). Such recommendations should be mailed to the Secretary of the Fund.

The Fund does not have a compensation committee.

### OTHER BOARD-RELATED MATTERS

Stockholders who wish to send communications to the Board should send them to the address of the Fund and to the attention of the Board. All such communications will be directed to the Board's attention.

The Fund does not have a formal policy regarding Board member attendance at the Annual Meeting of Stockholders; however, all of the Directors of the Fund who were Directors at the time, attended the July 28, 2008, Annual Meeting of Stockholders.

Required Vote. The election of each of Messrs. Looney, Barr and Horejsi, Dr. Jacobson and Ms. Ciciora as Directors of the Fund will require the affirmative vote of a plurality of the votes cast by holders of the Common Stock at the Meeting in person or by proxy.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS,  
UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE ELECTION OF ALL  
THE NOMINEES.

### SUBMISSION OF STOCKHOLDER PROPOSALS

Notice is hereby given that for a stockholder proposal to be considered for inclusion in the Fund's proxy material relating to its 2010 annual meeting of stockholders, the stockholder proposal must be addressed to, and received by, the Fund not earlier than \_\_\_\_\_, 2009 and not later than \_\_\_\_\_, 2009. Any such proposal shall set forth as to each matter the stockholder proposes to bring before the meeting (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and address, as they appear on the Fund's books, of the stockholder proposing such business, (iii) the class and number of shares of the capital stock of the Fund which are beneficially owned by the stockholder, and (iv) any material interest of the stockholder in such business. Stockholder proposals, including any accompanying supporting statement, may not exceed 500 words. A stockholder desiring to submit a proposal must be a record or beneficial owner of Shares with a market value of at least \$2,000 and must have held such Shares for at least one year. Further, the stockholder must continue to hold such Shares through the date on which the meeting is held. Documentary support regarding the foregoing must be provided along with the proposal. Joint proposals to more than one fund are not permissible; stockholders may not submit one proposal (plus the required additional documentation) for more than one fund. There are additional requirements regarding proposals of stockholders, and a stockholder contemplating submission of a proposal is referred to Rule 14a-8 promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"). The timely submission of a proposal does not guarantee its inclusion in the Fund's proxy materials.

Pursuant to the Fund's Bylaws, at any annual meeting of the stockholders, only business that has been properly brought before the meeting will be conducted. To be properly brought before the annual meeting, the business must be (i) specified in the notice of meeting, (ii) by or at the direction of the Board of Directors, or (iii) otherwise properly brought before the meeting by a

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stockholder. For business to be properly brought before the annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Fund. To be timely, a stockholder's notice must be received by the Secretary at 2344 Spruce Street, Suite A, Boulder, Colorado 80302 by 5:00 P.M. Mountain Time not earlier than the 150th day and not later than the 120th day prior to the first anniversary of the date of public release of the notice for the preceding year's annual meeting. However, if the date of the annual meeting is advanced or delayed by more than 30 days from the first anniversary of the date of the preceding year's annual meeting, for notice by the stockholder to be timely, it must be received by the Secretary not later than 5:00 P.M. Mountain Time on the later of the 120th day prior to the date of such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made. The public announcement of a postponement or adjournment of an annual meeting shall not commence a new time period for the giving of a stockholder's notice as described above.

Pursuant to the Fund's Bylaws, such stockholder's notice shall set forth (i) as to each individual whom the stockholder proposes to nominate for election or reelection as a director, (A) the name, age, business address and residence address of such individual, (B) the class, series and number of any shares of stock of the Fund that are beneficially owned by such individual, (C) the date such shares were acquired and the investment intent of such acquisition, (D) whether such stockholder believes any such individual is, or is not, an "interested person" of the Fund, as defined in the 1940 Act and information regarding such individual that is sufficient, in the discretion of the Board of Directors or any committee thereof or any authorized officer of the Fund, to make such determination, (E) the extent to which such individual (including such individual's principals) has entered into any hedging transaction or arrangement with the effect or intent of mitigating or otherwise managing profit, loss or risk of changes in the value of the common stock or the daily quoted market price of the Fund held by such individual (including such individual's principals), or increasing or decreasing the voting power of such individual (including such individual's principals), including independently verifiably information in support of the foregoing, (F) the investment strategy or objective - including any related disclosure documents or other independently verifiable information in support of the foregoing - for such individual (including such individual's principals), and (G) all other information relating to such individual that is required to be disclosed in solicitations of proxies for election of directors in an election contest (even if an election contest is not involved), or is otherwise required, in each case pursuant to Regulation 14A (or any successor provision) under the Exchange Act and the rules thereunder (including such individual's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (ii) as to any other business that the stockholder proposes to bring before the meeting, a description of such business, the reasons for proposing such business at the meeting and any material interest in such business of such stockholder and any Stockholder Associated Person (as defined below), individually or in the aggregate, including any anticipated benefit to the stockholder and the Stockholder Associated Person therefrom; (iii) as to the stockholder giving the notice and any Stockholder Associated Person, the class, series and number of all shares of stock of the Fund which are owned by such stockholder and by such Stockholder Associated Person, if any, and the nominee holder for, and number of, shares owned beneficially but not of record by such stockholder and by any such Stockholder Associated Person; (iv) as to the stockholder giving the notice and any Stockholder Associated Person covered by the immediately preceding clauses (ii) or (iii), the name and address of such stockholder, as they appear on the Fund's stock ledger and current name and address, if different, and of such Stockholder Associated Person; and (v) to the extent known by the stockholder giving the notice, the name and address of any other stockholder supporting the nominee for election or reelection as a director or the proposal of other business on the date of such stockholder's notice. "Stockholder

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Associated Person" of any stockholder shall mean (i) any person controlling, directly or indirectly, or acting in concert with, such stockholder, (ii) any beneficial owner of shares of stock of the Fund owned of record or beneficially by such stockholder and (iii) any person controlling, controlled by or under common control with such Stockholder Associated Person. Stockholders may not submit more than one notice (plus the required additional documentation) for more than one Fund.

### ADDITIONAL INFORMATION

INDEPENDENT ACCOUNTANTS. At its regularly scheduled Board meeting held on April 24, 2009, the Audit Committee of the Board, consisting of those Directors who are not "interested persons" (as defined in the 1940 Act) of the Fund, selected, and the Board ratified, the selection of Deloitte & Touche LLP ("Deloitte") of Denver, Colorado as the Fund's independent registered public accounting firm for the Fund's fiscal year ending March 31, 2010. Deloitte served as independent accountants for the Fund's fiscal years ending March 31, 2008 and March 31, 2009.

In addition to performing independent audit services for the Fund, Deloitte also performs certain non-audit related services, i.e., tax, and consulting, on behalf of the Fund's adviser, Wellington Management Company, L.P. (the "investment adviser"). Under the Sarbanes-Oxley rules, as adopted by the SEC, and under the Audit Committee Charter, the Audit Committee must pre-approve all non-audit services to be provided by the auditors to the Fund, and all non-audit services to be provided by the auditors to the Fund's investment adviser and any service providers controlling, controlled by or under common control with the Fund's investment adviser ("adviser affiliates") that provide on-going services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund, or must establish detailed pre-approval policies and procedures for such services in accordance with applicable laws. The Audit Committee has reviewed the non-audit services to be provided by Deloitte to the investment adviser (no such services are provided to the Fund) and has pre-approved the provision of those services. Accordingly, all of the audit, audit-related, non-audit, and tax services described below for which Deloitte billed the Fund fees for the fiscal years ended March 31, 2008 and March 31, 2009, were either pre-approved by the Audit Committee or were for services that were unrelated to the direct operations and/or financial reporting of the Fund. Deloitte has informed the Fund that it has no direct or indirect financial interest in the Fund.

A representative of Deloitte will not be present at the Meeting but will be available by telephone and will have an opportunity to make a statement if the representative so desires and will be available to respond to appropriate questions.

Set forth below are audit fees and non-audit related fees billed to the Fund for professional services received from Deloitte for the Fund's fiscal years ended March 31, 2008 and March 31, 2009.

Fiscal Year Ended	Audit Fees	Audit-Related Fees	Tax Fees*	All Other F
3/31/2008	\$29,000	\$ -	\$5,175	\$ -

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3/31/2009

\$29,000

\$ -

\$7,250

\$ -

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE. Section 16(a) of the Exchange Act and Section 30(h) of the 1940 Act require the Fund's Directors and officers, persons affiliated with the Fund's investment advisers, and persons who own more than 10% of a registered class of the Fund's securities, to file reports of ownership and changes of ownership with the SEC and the New York Stock Exchange. Directors, officers and greater-than-10% stockholders are required by SEC regulations to furnish the Fund with copies of all Section 16(a) forms they file. Based solely upon the Fund's review of the copies of such forms it receives and written representations from such persons, the Fund believes that through the date hereof all such filing requirements applicable to such persons were complied with.

BROKER NON-VOTES AND ABSTENTIONS. A proxy for shares held by brokers or nominees as to which (i) instructions have not been received from the beneficial owners or the persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter, is a broker "non-vote". Proxies that reflect abstentions or broker non-votes (collectively "abstentions") will be counted as shares that are present and entitled to vote on the matter for purposes of determining the presence of a quorum. Accordingly, abstentions and broker non-votes effectively will be a vote against adjournment and Proposals 1, 2, 3, 4, 5 and 6.

OTHER MATTERS TO COME BEFORE THE MEETING. The Fund does not intend to present any other business at the Meeting, nor is it aware that any stockholder intends to do so. If, however, any other matters are properly brought before the Meeting, the persons named in the accompanying form of proxy will vote thereon in accordance with their discretion.

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IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY EVEN IF YOU PLAN TO ATTEND THE MEETING. STOCKHOLDERS ARE URGED TO SIGN THE ENCLOSED PROXY CARD (UNLESS AUTHORIZING THEIR PROXY VIA TOUCH-TONE TELEPHONE OR THROUGH THE INTERNET) AND MAIL IT IN THE ENCLOSED ENVELOPE SO AS TO ENSURE A QUORUM AT THE MEETING. THIS IS IMPORTANT WHETHER YOU OWN FEW OR MANY SHARES. INSTRUCTIONS FOR THE PROPER EXECUTION OF PROXIES ARE SET FORTH ON THE INSIDE COVER.  
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EXHIBIT A-1

PROPOSED INVESTMENT CO-ADVISORY AGREEMENT WITH RMA

EXHIBIT A-2

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PROPOSED INVESTMENT CO-ADVISORY AGREEMENT WITH SIA

EXHIBIT B

PROPOSED SUB-ADVISORY AGREEMENT WITH WELLINGTON MANAGEMENT

EXHIBIT C

FORM OF ARTICLES OF AMENDMENT

[GRAPHIC OMITTED]  
FIRST OPPORTUNITY FUND, INC.  
[www.firstopportunityfund.com](http://www.firstopportunityfund.com)

PROXY

FIRST OPPORTUNITY FUND, INC.

PROXY SOLICITED BY THE BOARD OF DIRECTORS

The undersigned holder of shares of Common Stock of First Opportunity Fund, Inc., a Maryland corporation (the "Fund"), hereby appoints Stephen C. Miller, Carl D. Johns, and Nicole L. Murphey, or any of them, as proxies for the undersigned, with full powers of substitution in each of them, to attend the Annual Meeting of Stockholders (the "Annual Meeting") to be held at \_\_\_\_\_ at \_\_\_ a.m. Pacific Daylight Time (local time), on \_\_\_\_\_, 2009, and any adjournments or postponements thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and to otherwise represent the undersigned at the Annual Meeting with all the powers possessed by the undersigned if personally present at the Meeting.

The votes entitled to be cast will be cast as instructed below. If this Proxy is executed but no instruction is given, the votes entitled to be cast by the undersigned will be cast "FOR" each of the proposals described in the Proxy Statement.

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting and Proxy Statement. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting. A majority of the proxies present and acting at the Special Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby

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revokes any proxy previously given.

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

Please indicate your vote by an "X" in the appropriate box below.

This proxy, if properly executed, will be voted in the manner directed by the undersigned stockholder. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR ALL PROPOSALS.

Please refer to the Proxy Statement for a discussion of the Proposals.

1. To approve or disapprove the proposed investment advisory agreement with Rocky Mountain Advisers, LLC. FOR \_\_\_ AGAINST \_\_\_

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THE PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT

2. To approve or disapprove the proposed investment advisory agreement with Stewart Investment Advisers. FOR \_\_\_ AGAINST \_\_\_

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THE PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT

3. To approve or disapprove the proposed investment sub-advisory agreement with Wellington Management LLP. FOR \_\_\_ AGAINST \_\_\_

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THE PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT

4. To approve or disapprove elimination of the Fund's fundamental policy of investing at least 65% of its assets in financial services companies (the "Concentration Policy"). FOR \_\_\_ AGAINST \_\_\_

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THE PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT

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PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT

5. To approve or disapprove amending the Concentration Policy FOR \_\_\_ AGAINST \_\_\_ to reduce the Fund's minimum threshold for investing in financial services companies to 25%.

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THE PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT

6. To approve or disapprove an amendment to the Fund's charter classifying the board of directors of the Fund into three separate classes and making related changes to the charter FOR \_\_\_ AGAINST \_\_\_

THE BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THE PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT

7. Election of Directors: Nominees are Richard I. Barr, John S. Horejsi, Susan L. Ciciora, Dr. Dean L. Jacobson, and Joel W. Looney FOR \_\_\_ WITHHOLD \_\_\_

Instruction: If you do not wish your shares voted "for" a particular nominee, mark the "For A through the name(s) of the nominee(s). Your shares will be voted "For" the remaining nomin INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" E

MARK HERE FOR ADDRESS CHANGE AND NOTE AT LEFT \_\_\_\_\_

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

NOTE: Please sign exactly as your name appears on this Proxy. If joint owners, EACH should sign this Proxy. When signing as attorney, executor, administrator, trustee, guardian or corporate officer, please give your full title.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

