

Seligman LaSalle International Real Estate Fund, Inc.  
Form DEF 14A  
August 12, 2008

## **SCHEDULE 14A**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

**SELIGMAN LASALLE INTERNATIONAL REAL ESTATE FUND, INC.**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

---

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

---

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

---

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

Fee paid previously with preliminary materials.

Edgar Filing: Seligman LaSalle International Real Estate Fund, Inc. - Form DEF 14A

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:

---

## Seligman LaSalle International Real Estate Fund, Inc.

100 Park Avenue, New York, New York 10017

New York City Telephone (212) 850-1864

Toll-Free Telephone (800) 221-2450

### Notice of Special Meeting of Stockholders

**to be held on October 7, 2008**

August 12, 2008

To the Stockholders:

A special meeting of stockholders (the Meeting) of Seligman LaSalle International Real Estate Fund, Inc., a Maryland corporation (the Corporation), will be held at the offices of Venable LLP, 750 East Pratt Street, 4th Floor Conference Center, Baltimore, MD 21202, on October 7, 2008, at 9:00 a.m., local time, for the following purposes:

1. To consider and vote upon the proposed Investment Management Services Agreement between the Corporation and RiverSource Investments, LLC, a subsidiary of Ameriprise Financial, Inc.;
2. To consider and vote upon the proposed Subadvisory Agreement between RiverSource Investments, LLC and LaSalle Investment Management (Securities), L.P.;
3. To consider and vote upon the proposed Delegation Agreement between LaSalle Investment Management (Securities), L.P. and LaSalle Investment Management Securities B.V.; and
4. To elect ten directors to the Board, (i) four of which to hold office until the 2009 annual meeting of stockholders, (ii) two of which to hold office until the 2010 annual meeting of stockholders and (iii) four of which to hold office until the 2011 annual meeting of stockholders, and until their successors are elected and qualify;

all as more fully set forth in the Proxy Statement accompanying this notice. To enter the Meeting, you will need proof of ownership of the Corporation's stock, such as your proxy (or a copy thereof) or, if your stock is held in street name, a proxy from the record holder or other proof of beneficial ownership, such as a brokerage statement showing your holdings of the Corporation's stock.

The effectiveness of Proposals 1, 2, 3 and 4 are contingent on the acquisition of the Corporation's manager, J. & W. Seligman & Co. Incorporated, as described in the accompanying Proxy Statement. With respect to Proposal 4, the terms of office of the nominees, if elected, will

com-

mence at the closing of such acquisition. In addition, the effectiveness of Proposal 2 is contingent upon Proposal 1 being approved by stockholders and Proposal 3 is contingent upon Proposals 1 and 2 being approved by stockholders. The close of business on July 17, 2008 has been fixed as the record date for the determination of stockholders entitled to notice of, and to vote at, the Meeting or any adjournment or postponement thereof.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR ALL PROPOSALS.**

Your vote is important, regardless of the number of shares that you own. You can authorize proxies to cast your votes at the Meeting easily and quickly by mail, by telephone, or via the internet or you may vote in person at the Meeting. A self-addressed, postage-paid envelope has been enclosed for your convenience. Please help avoid the expense of a follow-up mailing by submitting your proxy today.

We appreciate your participation and prompt response in these matters and thank you for your continued support.

If you have any questions or need additional information, please contact Georgeson Inc., the Corporation's proxy solicitors, at 199 Water Street, New York, New York 10038, or by telephone at 1-888-679-2865.

By order of the Board of Directors,

Paul B. Goucher

Secretary

Dated: New York, New York, August 12, 2008

**TABLE OF CONTENTS**

	<b>Page</b>
<u>Important Information to Help You Understand and Vote on the Proposals</u>	3
<u>Questions and Answers</u>	3
<b><u>GENERAL OVERVIEW</u></b>	8
<u>The Transaction</u>	8
<u>Board Considerations for Approval of the Proposed Advisory Agreement; Proposed Subadvisory Agreement and Proposed Delegation Agreement</u>	9
<u>Conditions to Closing and Effectiveness of the Proposals</u>	15
<u>Information Regarding RiverSource</u>	16
<u>Covenants Regarding Certain Legal Requirements Under the 1940 Act</u>	16
<b><u>PROPOSAL 1 TO APPROVE A NEW INVESTMENT MANAGEMENT SERVICES AGREEMENT</u></b>	17
<u>The Proposed Advisory Agreement</u>	17
<u>Description of the Proposed Advisory Agreement and Current Management Agreement</u>	18
<u>Required Vote and Recommendation</u>	21
<b><u>PROPOSAL 2 TO APPROVE A NEW SUBADVISORY AGREEMENT</u></b>	22
<u>The Proposed Subadvisory Agreement</u>	22
<u>Description of the Proposed Subadvisory Agreement and Current Subadvisory Agreement</u>	22
<u>Required Vote and Recommendation</u>	24
<b><u>PROPOSAL 3 TO APPROVE A NEW DELEGATION AGREEMENT</u></b>	24
<u>The Proposed Delegation Agreement</u>	25
<u>Description of the Proposed Delegation Agreement and Current Delegation Agreement</u>	25
<u>Required Vote and Recommendation</u>	26
<b><u>PROPOSAL 4 ELECTION OF DIRECTORS</u></b>	26
<u>Information Regarding the Nominees</u>	28
<u>Beneficial Ownership of Shares of the Corporation and Seligman Group of Funds</u>	32
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	33

	<b>Page</b>
<u>Arrangements for Selection as Nominee</u>	33
<u>Transactions in Securities of Seligman</u>	33
<u>Current Committees of the Board</u>	33
<u>Proposed Committees</u>	35
<u>Procedures for Communications to the Board of Directors</u>	36
<u>Executive Officers of the Corporation</u>	36
<u>Remuneration for Directors and Officers</u>	37
<u>Required Vote and Recommendation</u>	39
<b><u>OTHER INFORMATION</u></b>	39
<u>Other Matters to Come Before the Meeting</u>	39
<u>Stockholder Proposals</u>	39
<u>Expenses</u>	39
Appendix A	More Information on RiverSource, Seligman, LaSalle U.S. and LaSalle B.V.
<u>Appendix B</u>	Form of Proposed Advisory Agreement
<u>Appendix C</u>	Form of Proposed Subadvisory Agreement
<u>Appendix D</u>	Form of Proposed Delegation Agreement

**Important Information to Help You Understand**

**and Vote on the Proposals**

The following questions and answers provide an overview of the matters on which you are being asked to vote. The enclosed proxy statement (the Proxy Statement ) contains more detailed information about each proposal, and we encourage you to read it in its entirety before voting. Your vote is important.

**Questions and Answers**

**Q. What is happening?**

- A. RiverSource Investments, LLC ( RiverSource ), a wholly owned subsidiary of Ameriprise Financial, Inc. ( Ameriprise ), recently entered into a stock purchase agreement (the Stock Purchase Agreement ) with the stockholders of J. & W. Seligman & Co. Incorporated ( Seligman ), the manager of Seligman LaSalle International Real Estate Fund, Inc. (the Corporation ). Under the Stock Purchase Agreement, RiverSource will acquire all of the outstanding capital stock of Seligman (the Transaction ). RiverSource and Seligman anticipate that the Transaction will be completed in the fourth quarter of 2008 (the Closing ).

If and when the Transaction is completed, the Corporation's current management agreement with Seligman will terminate, and, subject to approval of the Corporation's stockholders, the Corporation will enter into a new investment management services agreement with RiverSource (the Proposed Advisory Agreement ). Similarly, Seligman's subadvisory agreement with LaSalle Investment Management (Securities), L.P. ( LaSalle U.S. ) and LaSalle U.S.'s current delegation agreement with LaSalle Investment Management Securities B.V. ( LaSalle B.V. ) will also terminate when the Transaction is completed, and, subject to approval of the Corporation's stockholders, RiverSource will enter into a new subadvisory agreement with LaSalle U.S. (the Proposed Subadvisory Agreement ), and LaSalle U.S. will enter into a new delegation agreement with LaSalle B.V. (the Proposed Delegation Agreement ). Eight of the current directors (the Directors ) of the Corporation have indicated that, if the Closing occurs, they will resign in order to facilitate the oversight of the Corporation by the same board of directors or trustees that currently oversees other funds advised by RiverSource, as those Directors believe that the interests of stockholders would most efficiently and effectively be represented by a single board that is familiar with RiverSource and with the management and operation of other funds advised by RiverSource. The two remaining current Directors are expected to continue to serve as Directors, and to serve on the boards of the other funds advised by RiverSource. The Proxy Statement provides additional information about the matters on which the Board is soliciting your vote the Proposed Advisory Agreement, the Proposed

Subadvisory Agreement, the Proposed Delegation Agreement and the nominees for new directors of the Corporation. As explained in the Proxy Statement, if approved by stockholders, the effectiveness of the proposals is contingent upon the Closing.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH PROPOSAL AND NOMINEE DESCRIBED IN THE ENCLOSED PROXY STATEMENT.**

**Q. Why are you sending me this information?**

**A.** You are receiving the enclosed Proxy Statement and proxy card (the Proxy Card ) because you own shares of the Corporation and have the right to vote on these important proposals concerning your investment.

**Q. Why am I being asked to vote on a new investment management services agreement, subadvisory agreement and delegation agreement?**

**A.** If the Transaction is completed, the Corporation's current management agreement will terminate, and Seligman will no longer be able to serve as the manager to the Corporation under that agreement. Similarly, if the Transaction is completed, the Corporation's current subadvisory agreement and delegation agreement will also terminate and LaSalle U.S. and LaSalle B.V. will no longer be able to serve as subadvisers to the Corporation under those agreements.

**Q. Why am I being asked to elect new Directors?**

**A.** In connection with the Transaction, the Board of Directors has recommended that stockholders elect Directors who are familiar with RiverSource and with the management and operation of other funds advised by RiverSource. The proposed nominees currently serve as directors and trustees of other funds advised by RiverSource. Two of the Corporation's current Directors are expected to continue to serve as Directors of the Corporation following the Closing, and to serve on the boards of the other funds advised by RiverSource. If all of the proposed nominees are elected and the Transaction is completed, the Board of Directors of the Corporation will consist of 12 directors.

**Q. How will the Transaction affect me as a stockholder?**

**A.** The Transaction will not result in any change in the Corporation's investment objectives or policies. The fees currently payable by the Corporation in respect of investment advisory and administrative services, as a percentage of net assets, will remain the same. However, while the

Corporation's current management agreement provides for both investment advisory and administrative services, following the Transaction administrative services will be provided without charge by Ameriprise under a separate administrative services agreement, rather than by RiverSource under the Proposed Advisory Agreement. The fees under the administrative services agreement may be increased without stockholder approval, although RiverSource anticipates that any increase would be offset by a decrease in fees payable under the Proposed Advisory Agreement. The other terms of the Proposed Advisory Agreement, Proposed Subadvisory Agreement and Proposed Delegation Agreement are generally similar to, or the same as, those of the Corporation's current agreements, as discussed in greater detail in the Proxy Statement under Proposal 1.

**Q. How does the Corporation's Board recommend that I vote?**

A. The Corporation's Board recommends that you vote **FOR** each proposal.

**Q. Will the Corporation pay for this proxy solicitation?**

A. No. RiverSource has agreed to bear these costs.

**Q. How do I cast my votes?**

A. You may vote in person at the Meeting or, for your convenience, there are several ways you can authorize proxies to cast your votes on your behalf at the Meeting:

By Mail: Complete, sign and return the enclosed Proxy Card(s) in the enclosed self-addressed, postage-paid envelope.

By Telephone: Call the toll-free number printed on the enclosed Proxy Card(s) and follow the directions.

By Internet: Access the website address printed on the enclosed Proxy Card(s) and follow the directions on the website.

In Person: Attend the stockholder meeting as described in the enclosed Proxy Statement. To enter the Meeting, you will need proof of ownership of the Corporation's stock, such as your proxy (or a copy thereof) or, if your stock is held in street name, a proxy from the record holder or other proof of beneficial ownership, such as a brokerage statement showing your holdings of the Corporation's stock.

**Q. Whom should I call for additional information about the enclosed Proxy Statement?**

A. If you have any questions or need additional information, please contact Georgeson Inc., the Corporation's proxy solicitors, at 199 Water Street, New York, New York 10038, or by telephone at 1-888-679-2865.

---

# Seligman Lasalle International Real Estate Fund, Inc.

100 Park Avenue, New York, New York 10017

## PROXY STATEMENT

### Special Meeting of Stockholders to be held on October 7, 2008

This proxy statement ( Proxy Statement ) is furnished to you in connection with the solicitation of proxies by the Board of Directors of Seligman LaSalle International Real Estate Fund, Inc., a Maryland corporation (the Corporation ), to be used at the special meeting of stockholders (the Meeting ) to be held at the offices of Venable LLP, 750 East Pratt Street, 4th Floor Conference Center, Baltimore, MD 21202, on October 7, 2008 at 9:00 a.m., local time. It is expected that the notice of special meeting, Proxy Statement and form of proxy will first be mailed to stockholders on or about August 12, 2008.

If you properly authorize your proxy through the Internet or telephonically, or by executing and returning the enclosed proxy card, and your proxy is not subsequently revoked, your votes will be cast at the Meeting, and any postponement or adjournment thereof. If you give instructions, your votes will be cast in accordance with your instructions. If you return your signed proxy card without instructions, your votes will be cast (i) **FOR** the approval of the proposed investment management services agreement with RiverSource Investments, LLC ( RiverSource ) (Proposal 1); (ii) **FOR** the approval of the proposed subadvisory agreement with LaSalle Investment Management (Securities), L.P. ( LaSalle U.S. ) (Proposal 2); (iii) **FOR** the approval of the proposed delegation agreement with LaSalle Investment Management Securities B.V. ( LaSalle B.V. ) (Proposal 3); and (iv) **FOR** the election of each of the nominees (the Nominees ) named in Proposal 4 to the Board of Directors of the Corporation (the Board ) (Proposal 4). Your votes will be cast in the discretion of the proxy holders on any other matter that may properly have come before the Meeting and any postponement or adjournment thereof, including, but not limited to, proposing and/or voting on the adjournment or postponement of the Meeting with respect to one or more proposals in the event that sufficient votes in favor of any Board proposal are not received. If approved by stockholders, the effectiveness of the proposals is contingent upon the Closing (as defined below under General Overview The Transaction ). See General Overview The Transaction Conditions to Closing and Effectiveness of the Proposals.

If you execute, date and submit a proxy card, you may revoke that proxy or change it by written notice to the Corporation (Attention: Secretary) at 100 Park Avenue, New York, New York 10017, by submitting a subsequently executed and dated proxy card, by authorizing your proxy by telephone or Internet on a later date, or by attending the Meeting and casting your vote in person. If

you authorize your proxy by telephone or through the Internet, you may revoke it by authorizing a subsequent proxy by telephone or Internet, by completing, signing and returning a proxy card dated as of a date that is later than your last telephone or Internet proxy authorization or by attending the Meeting and casting your vote in person. Attending the Meeting will not automatically revoke your prior proxy.

The close of business on July 17, 2008 has been fixed as the record date (the **Record Date** ) for the determination of stockholders entitled to notice of, and to vote at, the Meeting and any adjournment or postponement thereof. On that date, the Corporation had outstanding 9,214,704 shares of common stock, par value \$0.01 per share (the **Common Stock** ). Each share of Common Stock entitles the holder thereof to one vote. For all matters to be voted upon, an abstention or broker non-vote will not be considered a vote cast. Abstentions and broker non-votes, if any, will be considered present for the purpose of determining the presence of a quorum. Abstentions and broker non-votes, if any, with respect to Proposals 1, 2, 3 or 4 will have the same effect as a vote against that proposal.

The presence in person or by proxy of stockholders entitled to cast a majority of the votes entitled to be cast at the Meeting shall constitute a quorum. In the event that a quorum is not present at the Meeting or, even if a quorum is so present, in the event that sufficient votes in favor of any Board proposal (including the election of each of the Board's nominees for Director) are not received and tabulated prior to the time the Meeting is called to order, the chairman of the Meeting may adjourn the Meeting with no notice other than an announcement at the Meeting and further solicitation may be made. If a vote to adjourn the Meeting with respect to one or more of the proposals is called, the votes of stockholders indicating a vote for, or silent with respect to, a Board proposal in their proxies will be cast for adjournment or postponement with respect to that proposal and votes of stockholders indicating a vote against such a proposal will be cast against adjournment or postponement with respect to that proposal.

The Corporation's stockholder service agent is American Stock Transfer & Trust Company ( **AST** ). The address of AST is 59 Maiden Lane, New York, NY 10038. The Corporation will furnish, without charge, a copy of its most recent annual report and most recent semi-annual report to any stockholder upon request to AST at (718) 921-8124.

The Corporation's manager is J. & W. Seligman & Co. Incorporated ( **Seligman** ). The address of Seligman is 100 Park Avenue, New York, New York 10017. Information regarding the management fee paid by the Corporation to Seligman for the 2007 calendar year and the most recent semi-annual period is set out under the heading **Description of the Proposed Advisory Agreement and Current Management Agreement Fees**.

For information regarding the directors and executive officers of Seligman, LaSalle U.S. and LaSalle B.V., see Appendix A.

If you have elected to receive one Proxy Statement for all accounts maintained by members of your household, the Corporation will deliver promptly upon written or oral request to AST at the address or telephone number provided above, a separate copy of the Proxy Statement for a separate account. If you are currently receiving multiple copies of the Proxy Statement and wish, in the future, to receive only one copy for all accounts maintained by members of your household, please contact AST.

## GENERAL OVERVIEW

### The Transaction

RiverSource, a wholly owned subsidiary of Ameriprise Financial, Inc. ( Ameriprise ), recently entered into a stock purchase agreement (the Stock Purchase Agreement ) with the stockholders of Seligman, the Corporation's manager. Under the Stock Purchase Agreement, RiverSource will acquire all of the outstanding capital stock of Seligman for an aggregate purchase price of approximately \$440 million (the Transaction ). RiverSource and Seligman anticipate that the Transaction will be completed in the fourth quarter of 2008 (the Closing ).

RiverSource, Ameriprise and Seligman advised the Corporation's Board that they believe that the combination of RiverSource and Seligman will result in significant benefits to the Corporation, including: greater resources to attract and retain high quality investment personnel; greater depth and breadth of investment management capabilities; a continued high level of service to the Corporation; the potential for realization of economies of scale over time since the Corporation will be part of a much larger fund complex.

If and when the Transaction is completed, the Corporation's current management agreement (the Current Management Agreement ) with Seligman will terminate, and, subject to approval by the Corporation's stockholders, the Corporation will enter into a new investment management services agreement with RiverSource (the Proposed Advisory Agreement ). Similarly, Seligman's current subadvisory agreement with LaSalle U.S. (the Current Subadvisory Agreement ) and LaSalle U.S.'s current delegation agreement with LaSalle B.V. (the Current Delegation Agreement ) will also terminate when the Transaction is completed, and, subject to approval of the Corporation's stockholders, RiverSource will enter into a new subadvisory agreement with LaSalle U.S. (the Proposed Subadvisory Agreement ), and LaSalle U.S. will enter into a new delegation agreement

with LaSalle B.V. (the Proposed Delegation Agreement ). Eight of the current directors (the Directors ) of the Corporation have indicated that, if the Closing occurs, they will resign in order to facilitate the oversight of the Corporation by the same board of directors or trustees that currently oversees other funds advised by RiverSource, as they believe that the interests of stockholders would most efficiently and effectively be represented by a single board that is familiar with RiverSource and with the management and operation of other funds advised by RiverSource. The remaining two Directors, Leroy C. Richie and John F. Maher, are expected to continue to serve as Directors of the Corporation, and to join the boards of the other funds advised by RiverSource.

The Directors have approved an interim investment management services agreement for the Corporation with RiverSource, which would be effective at the Closing if the Proposed Advisory Agreement has not been approved by stockholders prior to the Closing. Under the interim investment management services agreement, RiverSource would serve as investment adviser to the Corporation for up to 150 days following the Closing. The terms of the interim agreement are substantially the same as the Current Management Agreement, and the same as the Proposed Advisory Agreement, except to the extent required by law. Similarly, the Directors have approved an interim subadvisory agreement between RiverSource and LaSalle U.S. and an interim delegation agreement between LaSalle U.S. and LaSalle B.V. Under the interim subadvisory agreement and interim delegation agreement, LaSalle U.S. and LaSalle B.V., respectively, would serve as subadvisers and manage the Corporation's portfolio for up to 150 days following the Closing. The terms of these interim agreements are the same as the Proposed Advisory, Proposed Subadvisory Agreement and Proposed Delegation Agreement, except as required by law. The provisions required by law include a requirement that fees payable under the interim agreements will be paid into an escrow account and, if the Corporation's stockholders approve an advisory, subadvisory or delegation agreement, as applicable, by the end of the 150-day period, the compensation (plus interest) payable under the agreement will be paid to RiverSource, LaSalle U.S. or LaSalle B.V., as applicable, and if such an agreement is not so approved, only the lesser of the costs incurred (plus interest) or the amount in the escrow account (including interest) will be so paid.

#### **Board Considerations for Approval of the Proposed Advisory Agreement, Proposed Subadvisory Agreement and Proposed Delegation Agreement**

At a meeting held on July 29, 2008, the Directors of the Corporation unanimously approved the Proposed Advisory Agreement with RiverSource, the Proposed Subadvisory Agreement between RiverSource and LaSalle U.S. and the Proposed Delegation Agreement between LaSalle U.S. and LaSalle B.V. (LaSalle U.S. and LaSalle B.V. together, the Subadvisers ).

Prior to their approval of the proposed agreements, the Directors requested and evaluated extensive materials from, and were provided materials and information about the Transaction and matters related to the proposed approvals by, Seligman, RiverSource and Ameriprise. The Directors reviewed the approval of the Proposed Advisory Agreement with RiverSource, and the approval of the Proposed Subadvisory and Delegation Agreements with RiverSource and the Subadvisers, and in each case with experienced counsel who advised on the legal standards for their consideration. The independent Directors discussed the proposed approvals with counsel in private sessions.

At their meetings on June 12, 2008, July 17, 2008 and July 29, 2008, the Directors discussed the Transaction and RiverSource's plans and intentions regarding the Corporation with representatives of Ameriprise, RiverSource and Seligman.

The Directors considered all factors they believed relevant, including the specific matters discussed below. In their deliberations, the Directors did not identify any particular information that was all-important or controlling, and Directors may have attributed different weights to the various factors. The Directors determined that the selection of RiverSource to advise the Corporation, and the overall arrangements between the Corporation and RiverSource as provided in the Proposed Advisory Agreement, including the proposed advisory fee and the related administration arrangements between the Corporation and Ameriprise, were fair and reasonable in light of the services to be performed, expenses incurred and such other matters as the Directors considered relevant. The Directors also determined that the selection of LaSalle U.S. and LaSalle B.V. to subadvise the Corporation as provided in the Proposed Subadvisory and Delegation Agreements were also fair and reasonable in light of the services to be performed, expenses incurred and such other matters as the Directors considered relevant. The material factors and conclusions that formed the basis for the Directors' determination included, in addition, the factors discussed in further detail below:

- (i) the reputation, financial strength and resources of RiverSource, its parent, Ameriprise, and the Subadvisers and their ultimate parent company, Jones Lang LaSalle Incorporated;
- (ii) the capabilities of RiverSource and the Subadvisers with respect to compliance and their regulatory histories;
- (iii) an assessment of RiverSource's compliance system by the Corporation's Chief Compliance Officer;
- (iv) that the portfolio management team for the Corporation would not change as a result of the Transaction, and that RiverSource and Ameriprise assured the Directors that following the Transaction there will not be any diminution in the nature, quality and extent of services provided to the Corporation or its stockholders;

- (v) the potential benefits of the combination of RiverSource and Seligman to the Corporation, including: greater resources to attract and retain high quality investment personnel; greater depth and breadth of investment management capabilities; a continued high level of service to the Corporation; and the potential for realization of economies of scale over time since the Corporation will be part of a much larger fund complex;
- (vi) the fact that the Corporation's total advisory and administrative fees will not increase by virtue of the Proposed Advisory, Subadvisory and Delegation Agreements, but will remain the same;
- (vii) that RiverSource, and not the Corporation, would bear the costs of obtaining all approvals of the Proposed Advisory, Subadvisory and Delegation Agreements;
- (viii) the qualifications of the personnel of RiverSource, Ameriprise and the Subadvisers that would provide advisory and administrative services to the Corporation;
- (ix) the terms and conditions of the Proposed Advisory Agreement, including their review of differences from the Current Management Agreement;
- (x) the terms and conditions of the Proposed Subadvisory and Delegation Agreements, including that they were the same as the Current Subadvisory and Delegation Agreements in all material respects;
- (xi) that RiverSource and Ameriprise have agreed to refrain from imposing or seeking to impose, for a period of two years after the Closing, any unfair burden (within the meaning of the Investment Company Act of 1940, as amended (the 1940 Act)) on the Corporation;
- (xii) that certain members of RiverSource's management have a significant amount of experience integrating other fund families; and
- (xiii) their knowledge of the nature and quality of services provided by LaSalle U.S. and LaSalle B.V. gained from their experience as Directors of the Corporation and of other funds in the Seligman Group of Funds for which the Subadvisers provide services and their overall confidence in their integrity and competence gained from that experience.

*Nature, Extent and Quality of Services to be Provided*

In considering the nature, extent and quality of the services to be provided under the Proposed Advisory, Subadvisory and Delegation Agreements, the Directors of the Corporation considered, among other things, the expected impact of the Transaction on the operations of the Corporation, the information provided by each of RiverSource and the Subadvisers with respect to the nature, extent

and quality of services to be provided by it, RiverSource's and the Subadvisers' compliance programs and compliance records, and presentations provided on the quality of RiverSource's and the Subadvisers' investment research capabilities and the other resources they and Ameriprise have indicated that they would dedicate to performing services for the Corporation.

They noted the professional experience and qualifications of the Corporation's portfolio management team and other senior personnel of the Subadvisers, and considered that the team for the Corporation was not expected to change following the Transaction. The Directors considered a report by the Corporation's Chief Compliance Officer assessing RiverSource's compliance system, which was followed by a meeting in private session with the Chief Compliance Officer. They also discussed RiverSource's compliance system with the Chief Compliance Officer for the RiverSource funds. The Directors also considered RiverSource's and the Subadvisers' presentations on the selection of brokers and dealers for portfolio transactions and noted that they receive regular reports concerning such selection by the Subadvisers. As administrative services (currently provided under the Current Management Agreement) would be provided to the Corporation by Ameriprise at no additional cost rather than pursuant to the Proposed Advisory Agreement, the Directors considered Ameriprise's capability to provide such administrative services as well as Ameriprise's and RiverSource's role in coordinating the activities of the Corporation's other service providers (including the Subadvisers). The Directors noted that Ameriprise intended to continue Seligman's practice of sub-contracting administrative services provided by Seligman for the Corporation to State Street Bank and Trust Company for the foreseeable future. The Directors concluded that, overall, they were satisfied with assurances from RiverSource, the Subadvisers and Ameriprise as to the expected nature, extent and quality of the services to be provided to the Corporation under the Proposed Advisory Agreement, the Proposed Subadvisory Agreement and Proposed Delegation Agreement and new administrative services agreement.

#### *Costs of Services Provided and Profitability*

In considering the costs of services to be provided by RiverSource under the Proposed Advisory Agreement, the Directors considered, among other things, the projected pre-tax profitability of RiverSource's proposed relationship with the Corporation and discussed the assumptions of RiverSource and the limitations of the information provided. The Directors also considered the pre-tax historical profitability information provided by the Subadvisers. The Directors noted that RiverSource and the Subadvisers had undertaken to provide detailed profitability information in connection with future contract continuances. The Directors considered RiverSource's and the Subadvisers' financial condition based on historical information provided by RiverSource and the Subadvisers.

The Directors noted that the proposed fees under the Proposed Advisory, Subadvisory and Delegation Agreements were the same as provided under the Current Management, Subadvisory and Delegation Agreements. The Directors recognized that it is difficult to make comparisons of profitability from fund advisory contracts because comparative information is not generally publicly available and is affected by numerous factors. In reviewing the projected profitability information, the Directors considered the effect of fall-out benefits on RiverSource's and the Subadviser's expenses. The Directors concluded that they were satisfied that RiverSource's (and similarly, the Subadviser's) level of projected profitability from its relationship with the Corporation was not excessive.

#### *Fall-Out Benefits*

The Directors considered that RiverSource and the Subadvisers would benefit from soft dollar arrangements using portfolio brokerage of the Corporation. The Directors noted RiverSource's representation that none of its affiliated broker-dealers was expected to provide brokerage services to the Corporation. They reviewed information about RiverSource's and the Subadviser's practices with respect to allocating portfolio brokerage for brokerage and research services. The Directors recognized that RiverSource's and the Subadviser's profitability would be somewhat lower without these benefits. The Directors noted that RiverSource and the Subadvisers may derive reputational and other benefits from its association with the Corporation.

#### *Investment Results*

The Directors receive and review detailed performance information on the Corporation and the trading price of its common stock compared to net asset value at each regular Board meeting during the year in addition to the information received for the meeting regarding the approval of the Proposed Advisory, Subadvisory and Delegation Agreements. The Directors noted that the Corporation's current portfolio management team would continue to advise the Corporation after the Transaction. The Directors noted that RiverSource does not have experience managing closed-end funds such as the Corporation, and discussed with RiverSource its sensitivity to the fact that the market return of common stockholders of the Corporation is affected by the relationship of the Corporation's trading price to the net asset value of the Corporation's common stock, as well as investment performance.

At the meetings, the Directors reviewed performance information for the Corporation for the first six months of 2008 and the preceding calendar year for the period from inception in May 2007. The Directors reviewed information showing performance of the Corporation compared to the UBS Global Real Estate Investors Index - Ex US, the UBS Global Real Estate Investors Index, and the FTSE NAREIT Equity REIT Index, as well as performance relative to the other funds in the Lipper

Real Estate Fund Average and to a group of competitor funds selected by Seligman. The Directors also reviewed information about portfolio turnover rates of the Corporation compared to other investment companies with similar investment objectives.

The Directors noted that the Corporation had commenced operations in May 2007 and had only relatively short-term performance information. They noted that the Corporation's results were better than that of the competitor average in the most recent period, but that they lagged the Corporation's other benchmarks for the periods presented. Taking into account these comparisons and the other factors considered, the Directors concluded that the Corporation's investment results were satisfactory. The Directors recognized that it is not possible to predict what effect, if any, consummation of the Transaction would have on the future performance of the Corporation.

#### *Management Fees and Other Expenses*

The Directors considered the proposed advisory fee rate to be paid by the Corporation to RiverSource, which is the same as the management fee rate currently paid by the Corporation. The Directors also considered the proposed subadvisory fee rate and the fee arrangements under the Proposed Subadvisory and Delegation Agreements, respectively, which are also the same as those currently in effect with respect to the Corporation.

In addition to the materials provided by Seligman, RiverSource provided information regarding the fees for each of the RiverSource funds and managed accounts. Although RiverSource does not manage a comparable fund to the Corporation, the Directors noted that it manages an open-end real estate fund and the fee rate charged by RiverSource for that fund is slightly lower than the current fee rate paid by the Corporation. The Directors recognized that it is difficult to make comparisons of advisory fees because there are variations in the services that are included in the fees paid by other funds.

The Directors also reviewed data provided by LaSalle U.S. comparing the subadvisory fee rate in the Proposed Subadvisory Agreement with the rates it earns from advising other accounts. The Directors noted that the subadvisory fee rate paid under the Proposed Subadvisory Agreement is generally within the range of those paid by the Subadviser's other clients of comparable size. The Directors noted that the Current and Proposed Delegation Agreements provide that the Subadvisers would mutually agree on an appropriate compensation structure, and further noted that the Corporation was not responsible for payments thereunder.

The Directors compared the Corporation's management fee rate to the rate paid by the other funds in its Lipper category (the peer group). The information showed that the Corporation's current effective management fee rate was lower than the average and the median for the peer group.

They noted that the Corporation's fee rate was within the range of rates of this peer group. In considering the fee rate, the Directors noted that the Corporation's current management fee rate covers administrative services provided by Seligman whereas the Proposed Advisory Agreement does not include such services, but that Ameriprise will provide such services to the Corporation initially without a fee. The Directors further considered that the administrative fee could be increased without stockholder approval, although RiverSource noted that, at this time, it did not have an intention to seek such an increase, and that any such increase would require board approval and that it was expected that any proposed increase would be offset by a decrease in the fees under the Proposed Advisory Agreement. The Directors also noted RiverSource's and Ameriprise's covenants in the Stock Purchase Agreement regarding compliance with Section 15(f) of the 1940 Act.

The Directors considered the total expense ratio of the Corporation in comparison to the fees and expenses of funds within its peer group and noted that overall the Corporation's expenses were not expected to be adversely affected as a result of the Transaction. They noted that the Corporation's expense ratio was lower than the median and the average for its peer group. The Directors concluded that the expense ratio was acceptable in light of the factors considered.

#### *Economies of Scale*

The Directors noted that, although the management fee schedule for the Corporation does not contain breakpoints that reduce the fee rate on assets above specified levels, the Corporation is a closed-end fund and was not expected to have meaningful asset growth as a result. In such circumstances, the Directors of the Corporation did not view the potential for realization of economies of scale as the Corporation's assets grow to be a material factor in their deliberations. The Directors recognized, however, that the Corporation may benefit from certain economies of scale over time from becoming a part of the larger RiverSource fund complex, based on potential future synergies of operations.

#### **Conditions to Closing and Effectiveness of the Proposals**

If approved by stockholders, the effectiveness of each proposal is contingent upon the Closing. The Closing is subject to certain terms and conditions, including, among others: (1) RiverSource and Seligman obtaining any necessary governmental approvals; (2) a specified minimum level of annualized revenue being achieved; and (3) stockholders of open-end Seligman Funds equaling a percentage of annualized revenue of the open-end Seligman Funds approving the assignment of the management agreements with RiverSource in respect of those Seligman funds.

In addition to being contingent upon Closing, the effectiveness of Proposal 2 is contingent upon Proposal 1 being approved by stockholders and the effectiveness of Proposal 3 is contingent upon Proposals 1 and 2 being approved by stockholders.

### **Information Regarding RiverSource**

RiverSource is registered as an investment adviser under the Investment Advisers Act of 1940, as amended. RiverSource offers a full spectrum of investment products to domestic and international retail, business, and institutional investors. As of June 30, 2008, RiverSource had approximately \$142 billion in assets under management. RiverSource currently manages 104 funds. RiverSource's principal office address is 50605 Ameriprise Financial Center, Minneapolis, MN.

For additional information regarding RiverSource, LaSalle U.S. and LaSalle B.V., see Appendix A.

### **Covenants Regarding Certain Legal Requirements Under the 1940 Act**

RiverSource has made certain covenants in the Stock Purchase Agreement regarding compliance with Section 15(f) of the 1940 Act, which, in pertinent part, provides a safe harbor for the receipt by an investment adviser or any of its affiliated persons of any amount or benefit in connection with certain transactions, such as the Transaction, involving an assignment of an investment management services agreement as long as two conditions are satisfied.

The first condition requires that no unfair burden be imposed on the investment company as a result of the Transaction, or as a result of any express or implied terms, conditions or understandings applicable to the Transaction. The term unfair burden, as defined in the 1940 Act, includes any arrangement during the two-year period after the change in control whereby the investment adviser (or predecessor or successor investment adviser), or any interested person of any such investment adviser, receives or is entitled to receive any compensation, directly or indirectly, from such investment company or its security holders (other than fees for bona fide investment advisory or other services) or from any person in connection with the purchase or sale of securities or other property to, from or on behalf of such investment company (other than bona fide ordinary fees for principal underwriting services). No such compensation arrangements are contemplated in the Transaction. RiverSource and Ameriprise have agreed to refrain from imposing or seeking to impose, for a period of two years after the Closing, any unfair burden on the Corporation.

The second condition requires that, during the three-year period immediately following the closing of such transactions, at least 75% of the investment company's board of directors or trustees

must not be interested persons (as defined in Section 2(a)(19) of the 1940 Act) of the investment adviser or predecessor investment adviser. The Board currently satisfies, and the Nominees (as hereinafter defined), if elected, would satisfy, such 75% requirement. RiverSource has agreed with Seligman to use its reasonable best efforts to ensure continued satisfaction of the 75% requirement for the three-year period following the Closing.

### **PROPOSAL 1 TO APPROVE A NEW INVESTMENT MANAGEMENT SERVICES AGREEMENT**

The Board is recommending the approval of the Proposed Advisory Agreement for the Corporation because the Current Management Agreement will terminate upon the Closing (as defined above). As required by the 1940 Act, the Current Management Agreement provides for automatic termination upon its assignment. Under the 1940 Act, a change in control of an investment adviser constitutes an assignment. The closing of the Transaction will result in the assignment of the Current Management Agreement, and in its automatic termination. Therefore, as described below, stockholders of the Corporation are being asked to approve the Proposed Advisory Agreement.

The Proposed Advisory Agreement will become effective as of the later of (i) the Closing or (ii) the date stockholders of the Corporation approve the Proposed Advisory Agreement. If the Closing does not take place, the Proposed Advisory Agreement will not become effective, and the Current Management Agreement will continue in effect.

The Current Management Agreement was last approved by the Directors, including a majority of the independent Directors, on May 17, 2007 and by the Corporation's sole stockholder on May 18, 2007.

#### **The Proposed Advisory Agreement**

As noted above, under the requirements of the 1940 Act, the Corporation is required to enter into a new investment management services agreement as a result of the Transaction. The fees payable under the Proposed Advisory Agreement are the same as currently payable under the Current Management Agreement. Under the Current Management Agreement, the adviser is responsible for providing administrative services to the Corporation. The Proposed Advisory Agreement does not encompass administrative services, which will be provided to the Corporation by Ameriprise under a separate administrative services agreement. Other terms of the Proposed Advisory Agreement are generally similar to those of the Current Management Agreement although the forms of the two

agreements differ in a number of respects. The Board has approved, and recommends that you approve, the Proposed Advisory Agreement with RiverSource, which would take effect upon the later of (i) the Closing or (ii) the date stockholders of the Corporation approve the Proposed Advisory Agreement. The form of the Proposed Advisory Agreement is substantially the same form currently in effect for all other funds advised by RiverSource. Differences between the Proposed Advisory Agreement and Current Management Agreement are described in detail below.

#### **Description of the Proposed Advisory Agreement and Current Management Agreement**

Set forth below is a general description of the terms of the Proposed Advisory Agreement and a general comparison with the terms of the Current Agreement. The terms of the Proposed Advisory Agreement are generally similar to those of the Corporation's Current Management Agreement. A copy of the form of Proposed Advisory Agreement for the Corporation is attached as Appendix B to this Proxy Statement.

**Fees.** There is no change in the fees payable by the Corporation under its Proposed Advisory Agreement. Under the Proposed Advisory Agreement and Current Management Agreement, the Corporation will pay as full compensation for the services provided an annual fee payable monthly, in an amount equal to 0.98% of the Corporation's daily managed assets (defined as the net asset value of the Corporation's common stock plus the liquidation preference of any issued and outstanding preferred shares and the principal amount of any borrowings used for leverage). For the period from May 30, 2007 (commencement of operations) through December 31, 2007 and, for the six-month period ended June 30, 2008, the fee payable to Seligman by the Corporation amounted to \$1,079,875 and \$382,288, respectively. The Proposed Advisory Agreement provides that the fee computation shall be made for each calendar day on the basis of managed assets as of the close of business of the preceding day. The Current Management Agreement provides that the fee is calculated on each day and is based on average daily managed assets. In addition, under the Current Management Agreement, administrative services, in addition to investment advisory services, are provided by Seligman. The Proposed Advisory Agreement does not cover the provision of administrative services, which are to be provided by Ameriprise pursuant to an administrative services agreement as discussed below.

**Investment Advisory Services.** The investment advisory duties under the Proposed Advisory Agreement and Current Management Agreement are substantially the same. Both agreements generally provide that, subject to the direction and control of the Board, the adviser will furnish the Corporation continuously with investment advice; determine, consistent with the Corporation's investment objectives and policies, which securities in its discretion will be purchased, held or sold;

and execute or cause the execution of purchase or sell orders pursuant to its determinations with brokers or dealers it has selected. In executing portfolio transactions and selecting brokers or dealers for the Corporation, the adviser agrees to seek to obtain best execution. In assessing the best overall terms available for any transaction, the adviser may consider all factors it deems relevant, including, but not limited to, the characteristics of the security being traded, the broker-dealer's ability to provide research services, and the reputation, reliability, and financial soundness of the broker-dealer. Both the Proposed Advisory Agreement and Current Management Agreement authorize the adviser to pay to a broker or dealer who provides such brokerage and research services a commission for executing a portfolio transaction for the Corporation that is in excess of the amount of commission another broker or dealer would have charged for effecting the transaction, to the extent consistent with applicable law.

Both the Proposed Advisory Agreement and Current Management Agreement provide that the adviser will provide support with respect to voting proxies solicited by or with respect to the issuers of securities in which the Corporation's assets may be invested from time to time. The Current Management Agreement provides that the adviser will determine how voting and other rights with respect to securities will be exercised, subject to the control of the Board. The Proposed Advisory Agreement provides that, in the event the Board determines to delegate proxy voting authority to the adviser, the adviser will determine how voting and other rights with respect to securities will be exercised, subject to the control of the Board, but that, absent such a delegation, the Board will exercise sole voting power with respect to all such proxies.

The Proposed Advisory Agreement provides that the adviser may, at its own expense and with the approval of the Corporation's Board and/or its stockholders, select and contract with one or more investment advisers to perform some or all of the services for which the adviser is responsible, as described above. Under current law, a stockholder vote would be required before a subadviser could be employed to provide advisory services to the Corporation.

**Administrative Services.** The Current Management Agreement provides that Seligman will provide all necessary administrative services to the Corporation. In contrast, the Proposed Advisory Agreement does not require RiverSource to provide administrative services. Instead, Ameriprise will enter into a new administrative services agreement with the Corporation under which it will provide, at no cost to the Corporation, generally the same administrative services provided by Seligman under the Current Management Agreement. *However, administrative services agreements, unlike advisory agreements, may be amended, including to increase the fees payable thereunder, by the directors without stockholder approval.* RiverSource has indicated that it reserves its right to seek

such an increase in the future, although it anticipates that any such fees would be offset by corresponding decreases in advisory fees. If an increase in fees under the administrative services agreement that would not be offset by corresponding decreases in advisory fees is sought, the Corporation will inform stockholders prior to the effectiveness of such increase.

**Payment of Expenses.** The Proposed Advisory Agreement and Current Management Agreement both provide that the adviser will pay all expenses incurred by it in connection with its activities under the agreements, while the Corporation is responsible for bearing its own expenses. The expenses to be borne by the Corporation under the contract include, without limitation: direct charges in connection with the purchase and sale of assets; the cost of securities purchased for the Corporation and the amount of any brokerage fees and commissions incurred in executing portfolio transactions for the Corporation; expenses related to the issue and sale of securities; fees and expenses of attorneys and consultants; taxes; filing fees and charges; and organizational expenses. The Proposed Advisory Agreement also lists the following expenses to be borne by the Corporation, which, while not explicitly noted in the Current Management Agreement, have been paid by the Corporation in the normal course of business: premium on the fidelity bond required by Rule 17g-1 under the 1940 Act, fees of consultants employed by the Corporation, benefits paid or provided to Board members, and expenses incurred in connection with lending portfolio securities.

**Limitation on Liability.** Under the Proposed Advisory Agreement, and subject to the federal securities laws, neither RiverSource, nor any of its directors, officers, partners, principals, employees, or agents shall be liable for any acts or omissions or for any loss suffered by the Corporation or its stockholders or creditors, except a loss resulting from bad faith, intentional misconduct or negligence on its part in regard to the performance of its duties under the agreement. In addition, RiverSource will be entitled to reasonably rely upon any information or instructions furnished by the Corporation or its agents which is believed in good faith to be accurate and reliable. Also, the Proposed Advisory Agreement provides that RiverSource does not warrant any rate of return, market value or performance of any assets in the Corporation. The Current Management Agreement states that Seligman shall not be liable to the Corporation for any error of judgment or mistake of law or for any loss arising out of any investment or for any act or omission in the management of the Corporation and the performance of its duties under the Current Management Agreement, except for willful misfeasance, bad faith or gross negligence in the performance of its duties or by reason of reckless disregard of its obligations and duties under the agreement. The Proposed Advisory Agreement therefore provides for a lower negligence standard for the adviser's potential liability to the Corporation—simple negligence rather than gross negligence.

**Duration and Termination.** The Proposed Advisory Agreement will have an initial term of two years from its effective date and will continue until a new agreement is approved by a vote of the majority of the outstanding shares of the Corporation and by vote of a majority of the Board members who are not parties to such agreement or interested persons. Thereafter, the Proposed Advisory Agreement will continue from year to year, until terminated by either party, if continuance is specifically approved at least annually (i) by the Board or by a vote of the majority of the outstanding shares of the Corporation and (ii) by the vote of a majority of the Board members who are not parties to the Proposed Advisory Agreement or interested persons, cast in person at a meeting called for the purpose of voting on such approval. The Current Management Agreement provides that it will continue in full force and effect until December 31, 2008 and from year to year thereafter if continuance is approved in the manner required by the 1940 Act that is, in the manner specified in the Proposed Advisory Agreement.

#### **Required Vote and Recommendation**

Approval of the Proposed Advisory Agreement requires the affirmative vote of a majority of the outstanding voting securities of the Corporation, which for this purpose means the affirmative vote of the lesser of (i) more than 50% of the outstanding shares of the Corporation's stock or (ii) 67% or more of the shares of the Corporation's stock present at the Meeting if more than 50% of the outstanding shares of the Corporation's stock are present at the Meeting in person or represented by proxy.

At a meeting held on July 29, 2008, the Board approved the Proposed Advisory Agreement and voted to present the Proposed Advisory Agreement for stockholder approval.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE PROPOSED ADVISORY AGREEMENT.**

#### **PROPOSAL 2 TO APPROVE A NEW SUBADVISORY AGREEMENT**

The Board is recommending the approval of the Proposed Subadvisory Agreement for the Corporation because the Current Subadvisory Agreement will terminate upon the Closing (as defined above). The Current Subadvisory Agreement provides for automatic termination upon the assignment of the Current Management Agreement. Under the 1940 Act, a change in control of Seligman will constitute an assignment of the Current Management Agreement and result in its automatic termination. As a result, the closing of the Transaction will result in the automatic

termination of the Current Subadvisory Agreement. Therefore, as described below, stockholders of the Corporation are being asked to approve the Proposed Subadvisory Agreement.

The Proposed Subadvisory Agreement will become effective as of the later of (i) the Closing or (ii) the date stockholders of the Corporation approve the Proposed Subadvisory Agreement provided that the Proposed Advisory Agreement is approved. If the Closing does not take place, the Proposed Subadvisory Agreement will not become effective, and the Current Subadvisory Agreement will continue in effect.

The Current Subadvisory Agreement was last approved by the Directors, including a majority of the independent Directors, on May 17, 2007 and by the Corporation's sole stockholder on May 18, 2007.

### **The Proposed Subadvisory Agreement**

As noted above, under the requirements of the 1940 Act, a new subadvisory agreement is required as a result of the Transaction. The fees payable and all other terms under the Proposed Subadvisory Agreement are the same as those under the Current Subadvisory Agreement, except that the commencement and termination dates will be updated. The Board has approved, and recommends that you approve, the Proposed Subadvisory Agreement, which would take effect upon the later of (i) the Closing or (ii) the date stockholders of the Corporation approve the Proposed Subadvisory Agreement, provided that the Proposed Advisory Agreement is approved.

### **Description of the Proposed Subadvisory Agreement and Current Subadvisory Agreement**

The terms of the Proposed Subadvisory Agreement are identical to those of the Current Subadvisory Agreement. A copy of the form of Proposed Subadvisory Agreement for the Corporation is attached as Appendix C to this Proxy Statement. The key provisions of the Current Subadvisory Agreement and the Proposed Subadvisory Agreement are set forth below.

**Fees.** Under the Current and Proposed Subadvisory Agreements with LaSalle U.S., the adviser pays LaSalle U.S. as full compensation for the services provided an annual fee, payable monthly, in an amount equal to 0.49% of the Corporation's average daily managed assets. For the period from May 30, 2007 (commencement of operations) through December 31, 2007 and the six-month period ended June 30, 2008, the subadvisory fees paid by Seligman to LaSalle U.S. were \$589,937 and \$382,288, respectively.

**Subadvisory Services.** The duties under the Proposed Subadvisory Agreement and Current Subadvisory Agreement are the same. Both the Current and Proposed Subadvisory Agreements

generally provide that, subject to the direction and control of the Board and in conjunction with and under the supervision of the adviser, the subadviser agrees to furnish the Corporation with investment advice, research and assistance as the adviser or the Corporation may reasonably request, in accordance with the Corporation's investment objectives and policies. The subadviser will participate in the development of the Corporation's overall investment strategy and in the determination of investment allocations; provide investment advice and research to the Corporation with respect to existing and potential investments in securities; determine securities and other assets for investment; select brokers and dealers; cause the execution of trades, including foreign exchange dealings; and, unless otherwise agreed to by the adviser, vote proxies solicited by or with respect to issuers of securities in which assets of the Corporation may be invested from time to time.

The Current and Proposed Subadvisory Agreements both provide that LaSalle U.S. will not consult with any other subadviser (other than its affiliates or LaSalle B.V.) with respect to any investment company in the same group of investment companies except for purposes of complying with certain regulatory requirements.

**Payment of Expenses.** The Current and Proposed Subadvisory Agreements both provide that LaSalle U.S. will pay all of its expenses arising from performance of its obligations under the agreement, other than the cost of securities including brokerage commissions and similar fees and charges for the acquisition, disposition, lending or borrowing of the Corporation's investments.

**Limitation on Liability.** Under the Current and Proposed Subadvisory Agreements, the adviser and LaSalle U.S., respectively, will each hold harmless and indemnify the other from and against any loss or damages arising out of the indemnifying party's breach of the agreement or arising out of the willful misfeasance, bad faith or gross negligence on the indemnifying party's part in the performance of its duties, or from reckless disregard of its obligations and duties, under the agreement.

**Duration and Termination.** The Proposed Subadvisory Agreement will have an initial term of two years from its effective date and will continue until a new agreement is approved by a vote of the majority of the outstanding shares of the Corporation and by vote of a majority of the Board members who are not parties to such agreements or interested persons. Thereafter, the Proposed Subadvisory Agreement will continue from year to year, until terminated by either party, if continuance is specifically approved at least annually by the Board or by a vote of the majority of the outstanding shares of the Corporation and by the vote of a majority of the Board members who are not parties to the agreement or interested persons, cast in person at a meeting called for the purpose of voting on such approval. The Proposed Subadvisory and Current Subadvisory Agreement

provide that, as of December 31, 2008 LaSalle U.S. may terminate the agreement as of that date or as of the end of any calendar year thereafter upon not less than 60 days written notice to the adviser and the Corporation. The Current Subadvisory Agreement provides it will continue in full force and effect until December 31, 2008 and from year to year thereafter if such continuance is approved in the manner required by the 1940 Act that is, in the manner specified in the Proposed Subadvisory Agreement.

#### **Required Vote and Recommendation**

Approval of the Proposed Subadvisory Agreement requires the affirmative vote of a majority of the outstanding voting securities of the Corporation, which for this purpose means the affirmative vote of the lesser of (i) more than 50% of the outstanding shares of the Corporation's stock or (ii) 67% or more of the shares of the Corporation's stock present at the Meeting if more than 50% of the outstanding shares of the Corporation's stock are present at the Meeting in person or represented by proxy.

At a meeting held on July 29, 2008, the Board approved the Proposed Subadvisory Agreement and voted to present the Proposed Subadvisory Agreement for stockholder approval.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE PROPOSED SUBADVISORY AGREEMENT.**

#### **PROPOSAL 3 TO APPROVE A NEW DELEGATION AGREEMENT**

The Board is recommending the approval of the Proposed Delegation Agreement because the Current Delegation Agreement will terminate upon the Closing (as defined above). The Current Delegation Agreement provides that it will terminate upon the termination of the Current Subadvisory Agreement. As noted above, the Current Subadvisory Agreement will terminate upon the change in control of Seligman. As a result, the closing of the Transaction will result in the automatic termination of the Current Delegation Agreement. Therefore, as described below, stockholders of the Corporation are being asked to approve the Proposed Delegation Agreement.

The Proposed Delegation Agreement will become effective as of the later of (i) the Closing or (ii) the date stockholders of the Corporation approve the Proposed Delegation Agreement, provided that the Proposed Advisory and Subadvisory Agreements are also approved. If the Closing does not take place, the Proposed Delegation Agreement will not become effective, and the Current Delegation Agreement will continue in effect.

The Current Delegation Agreement was last approved by the Directors, including a majority of the independent Directors, on May 17, 2007 and by the Corporation's sole stockholder on May 18, 2007.

### **The Proposed Delegation Agreement**

As noted above, under the requirements of the 1940 Act, a new delegation agreement is required as a result of the Transaction. The fees payable and all other terms under the Proposed Delegation Agreement are the same as those under the Current Delegation Agreement, except that the commencement and termination dates will be updated. The Board has approved, and recommends that you approve, the Proposed Delegation Agreement, which would take effect upon the later of (i) the Closing or (ii) the date stockholders of the Corporation approve the Proposed Delegation Agreement, provided that the Proposed Advisory and Subadvisory Agreements are also approved.

### **Description of the Proposed Delegation Agreement and Current Delegation Agreement**

The terms of the Proposed Delegation Agreement are identical to those of the Current Delegation Agreement. A copy of the form of Proposed Delegation Agreement for the Corporation is attached as Appendix D to this Proxy Statement. The key provisions of the Current Delegation Agreement and the Proposed Delegation Agreement are set forth below.

**Fees.** Each of the Current and Proposed Delegation Agreements provides that LaSalle U.S. and LaSalle B.V. shall agree on an appropriate compensation structure based on services provided and LaSalle B.V.'s compensation will not exceed the compensation received by LaSalle U.S. pursuant to the subadvisory agreement.

**Subadvisory Services.** The duties under the Proposed Delegation Agreement and Current Delegation Agreement are the same. Both the Current and Proposed Delegation Agreement provide that LaSalle B.V. shall (i) assist in the development of the Corporation's overall investment strategy and in the determination of investment allocations, (ii) provide investment advice and research to the Corporation (iii) determine securities and other assets for investment, (iv) select brokers and dealers, and (v) cause the execution of trades.

The Current and Proposed Delegation Agreements both provide that LaSalle B.V. will not consult with any other subadviser (other than LaSalle U.S. or its affiliates) with respect to any investment company in the same group of investment companies except for purposes of complying with certain regulatory requirements.

**Payment of Expenses.** The Current and Proposed Delegation Agreements both provide that LaSalle B.V. will bear all fees and expenses of its performance of its obligations under the agreement.

**Limitation on Liability.** The Current and Proposed Delegation Agreements both provide that LaSalle U.S. and LaSalle B.V. will each hold harmless and indemnify the other from and against any loss or damages arising out of the indemnifying party's breach of the agreement or arising out of the willful misfeasance, bad faith or gross negligence on the indemnifying party's part in the performance of its duties, or from reckless disregard of its obligations and duties, under the agreement.

**Duration and Termination.** The Proposed Delegation Agreement will have an initial term of two years from its effective date and will continue until a new agreement is approved in the manner required by the 1940 Act.

#### **Required Vote and Recommendation**

Approval of the Proposed Delegation Agreement requires the affirmative vote of a majority of the outstanding voting securities of the Corporation, which for this purpose means the affirmative vote of the lesser of (i) more than 50% of the outstanding shares of the Corporation's stock or (ii) 67% or more of the shares of the Corporation's stock present at the Meeting if more than 50% of the outstanding shares of the Corporation's stock are present at the Meeting in person or represented by proxy.

At a meeting held on July 29, 2008, the Board approved the Proposed Delegation Agreement and voted to present the Proposed Delegation Agreement for stockholder approval.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE PROPOSED DELEGATION AGREEMENT.**

#### **PROPOSAL 4 ELECTION OF DIRECTORS**

The Board of Directors is presently comprised of ten Directors. The Board is divided into three classes, two of which consist of three Directors and one of which consists of four Directors. Members of each class hold office for a term of three years and until their successors are elected and qualify. The term of one class expires in each year.

Eight of the Directors of the Corporation have indicated that, if the Closing occurs, they will resign in order to facilitate the oversight of the Corporation by the same board of directors or trustees that currently oversees other funds advised by the RiverSource boards, as the Directors believe that the interests of stockholders would most efficiently and effectively be represented by a single board that is familiar with RiverSource and with the management and operation of other funds advised by RiverSource. Messrs. Richie and Maher, the two remaining current Directors after the Closing, are expected to continue to serve as Directors, and to serve on the boards of the funds advised by RiverSource.

Effective upon the Closing, the number of directors on the Board will increase by two for a total of 12 directors, and each class will consist as nearly as possible of one-third of the entire Board of Directors. If the Transaction does not close for any reason, the size of the Board will not be increased, the existing Directors would continue to serve as Directors, and the nominees would not serve as Directors.

Kathleen Blatz, Arne H. Carlson, Pamela G. Carlton, Patricia M. Flynn, Anne P. Jones, Jeffrey Laikind, Stephen R. Lewis, Jr., Catherine James Paglia, Alison Taunton-Rigby and William F. Truscott (each a Nominee and, collectively, the Nominees), each of whom has agreed to serve, have been nominated for election as Directors of the Corporation. Mses. Blatz, Carlton and Taunton-Rigby and Mr. Truscott have been nominated for election to the class of directors whose term will expire at the annual meeting to be held in 2009, Ms. Jones and Mr. Carlson have been nominated for election to the class of directors whose term will expire at the annual meeting to be held in 2010, and Mses. Flynn and Paglia and Messrs. Laikind and Lewis have been nominated for election to the class of directors whose term will expire at the annual meeting to be held in 2011, so that the term of office of one class will expire in each year, and each Nominee shall hold office until his or her successor is elected and qualifies. Thereafter, Directors will hold office until the third annual meeting following their election and until their successors are duly elected and qualify. If an unforeseen event prevents a Nominee from serving, your votes will be cast for the election of a substitute selected by the Directors. It is the intention of the persons named in the accompanying form of proxy to nominate and cast your votes for the election of Mmes. Blatz, Carlton, Flynn, Jones, Paglia and Taunton-Rigby and Messrs. Carlson, Laikind, Lewis, Jr. and Truscott.

---

**Information Regarding the Nominees**

Background information regarding each of the Nominees follows.

Name (Age), Address and Position with Corporation	Term of Office if Elected and Length of Time Served	Principal Occupation(s) During Past 5 Years, Directorships and Other Information	Number of Portfolios in Fund Complex <sup>1</sup> to be Overseen by Nominee
<i>Independent Director Nominees</i> Kathleen Blatz (53) 901 S. Marquette Ave., Minneapolis, MN 55402	2008-2009;  N/A	<b>Chief Justice, Minnesota Supreme Court, 1998-2006;</b> Director of RiverSource funds since 2006; Trustee of St. Thomas University, the Judicial Conference Committee on Federal-State Jurisdiction; Vice Chair of the Minnesota Supreme Court Foster Care and Permanency Task Force.	163
Arne H. Carlson (73) 901 S. Marquette Ave., Minneapolis, MN 55402	2008-2010;  N/A	<b>Independent Chair of the Boards of RiverSource Funds, 1999-2006;</b> Chair, Board Services Corporation; former Governor of Minnesota	163
Pamela G. Carlton (53) 901 S. Marquette Ave., Minneapolis, MN 55402	2008-2009;  N/A	<b>President, Springboard-Partners in Cross Cultural Learning LLC;</b> Director of RiverSource funds since 2007.	163
Patricia M. Flynn (57) 901 S. Marquette Ave., Minneapolis, MN 55402	2008-2011;  N/A	<b>Trustee Professor of Economics and Management, Bentley College;</b> Director of RiverSource funds since 2004; former Dean, McCallum Graduate School of Business and its Graduate, Executive and Professional Education programs, Bentley College	163
Anne P. Jones (73) 901 S. Marquette Ave., Minneapolis, MN 55402	2008-2010;  N/A	<b>Attorney and Consultant;</b> Director of RiverSource funds since 1985.	163
Jeffrey Laikind (72) 901 S. Marquette Ave., Minneapolis, MN 55402	2008-2011;  N/A	<b>Former Managing Director, Shikiar Asset Management;</b> Director of RiverSource funds since 2005.	163
Stephen R. Lewis, Jr. (69) 901 S. Marquette Ave., Minneapolis, MN 55402	2008-2011;  N/A	<b>President Emeritus and Professor of Economics, Carleton College;</b> Director of RiverSource funds since 2002; Director of Valmont Industries, Inc.; Trustee of the Carnegie Endowment for International Peace and the William Mitchell College of Law.	163
Catherine James Paglia (55)	2008-2011;	<b>Director, Enterprise Asset Management, Inc.;</b> Director of RiverSource funds since 2004; Trustee of Carleton College.	163

Edgar Filing: Seligman LaSalle International Real Estate Fund, Inc. - Form DEF 14A

*901 S. Marquette Ave.,*

N/A

*Minneapolis, MN 55402*

Name (Age), Address and Position with Corporation	Term of Office if Elected and Length of Time Served	Principal Occupation(s) During	Number of Portfolios in Fund Complex <sup>1</sup> to be Overseen by Nominee
		Past 5 Years,	
Directorships and Other Information			
Alison Taunton-Rigby (64)  901 S. Marquette Ave.,  Minneapolis, MN 55402	2008-2009;  N/A	<b>Chief Executive Officer, RiboNovix, Inc. since 2003;</b> former President, Forester Biotech; Director of RiverSource funds since 2002; Director of Healthways, Inc., Idera Pharmaceuticals, Inc., Abt Associates, Inc. and the Children's Hospital of Boston; Director/Trustee of the Biomedical, Science Careers Program, the Mass Women's Forum, the Whitehead Institute and Bentley College Business Ethics Board.	163
<i>Interested Director Nominee</i> William F. Truscott* (47)  53600 Ameriprise Financial Center, Minneapolis, MN 55474	2008-2009;  N/A	<b>President, U.S. Asset Management and Chief Investment Officer, Ameriprise Financial, Inc.;</b> President, Chairman of the Board and Chief Investment Officer, RiverSource Investments, LLC since 2005; Director, President and Chief Executive Officer, Ameriprise Certificate Company since 2006; Chairman of the Board, Chief Executive Officer; President, RiverSource Distributors, Inc. since 2006; Senior Vice President, Chief Investment Officer, Ameriprise Financial, Inc.; Chairman of the Board and Chief Investment Officer, RiverSource Investments, LLC, 2001-2005; Director of RiverSource funds since 2001.	163

\* If elected, Mr. Truscott would be considered an interested person of the Corporation, as defined in the 1940 Act, by virtue of his positions with Ameriprise and RiverSource.

<sup>1</sup> This table assumes the Closing occurs. Fund Complex is comprised of the RiverSource complex of funds (currently consists of 27 registered investment companies (comprising 104 separate portfolios)) and the Seligman Group of Funds (currently consists of 22 registered investment companies (comprising 59 separate portfolios)).

Information regarding the Directors of the Corporation follows. The address of each Director is 100 Park Avenue, New York, New York 10017.

Name (Age) and Position With Corporation*	Term of Office and Length of Time Served	Principal Occupation(s) During	Number of Portfolios in Fund Complex <sup>2</sup> Overseen
		Past 5 Years,	
Directorships and Other Information			
<i>Independent Directors</i> Maureen Fonseca (52)  <i>Director</i>	2007-2010	<b>Head of School, The Masters School (education);</b> Director or Trustee of each of the investment companies of the Seligman Group of Funds; Trustee, New York State Association of Independent Schools and Greens Farms Academy (education); and Commissioner, Middle States Association (education).	59
Betsy S. Michel (66)  <i>Director</i>	2007-2008	<b>Attorney;</b> Director or Trustee of each of the investment companies of the Seligman Group of Funds; and Trustee, The Geraldine R. Dodge Foundation (charitable foundation) and Drew University (Madison, NJ). Formerly, Chairman of the Board of Trustees of St. George's School (Newport, RI) and Trustee, World Learning, Inc. (international educational training) and Council of New Jersey Grantmakers.	59

<b>Name (Age) and Position With Corporation*</b>	<b>Term of Office and Length of Time</b>	<b>Principal Occupation(s) During Past 5 Years, Directorships and Other Information</b>	<b>Number of Portfolios in Fund Complex<sup>2</sup> Overseen</b>
James N. Whitson (73)  <i>Director</i>	2007-2008	<b>Retired Executive Vice President and Chief Operating Officer, Sammons Enterprises, Inc. (a diversified holding company);</b> Director or Trustee of each of the investment companies of the Seligman Group of Funds; and Director, CommScope, Inc. (manufacturer of telecommunications equipment). Formerly, Director and Consultant, Sammons Enterprises, Inc. and Director, C-SPAN (cable television networks).	59
John R. Galvin (79)  <i>Director</i>	2007-2009	<b>Dean Emeritus, Fletcher School of Law and Diplomacy at Tufts University;</b> Director or Trustee of each of the investment companies of the Seligman Group of Funds; and Chairman Emeritus, American Council on Germany. Formerly, Director, Raytheon Co. (defense and commercial electronics); Governor of the Center for Creative Leadership; and Trustee, Institute for Defense Analyses. From February 1995 until June 1997, Director of USLIFE Corporation (life insurance). From June 1987 to June 1992, Supreme Allied Commander, NATO, and the Commander-in-Chief, United States European Command.	59
John F. Maher (65)  <i>Director</i>	2007-2010	<b>Retired President and Chief Executive Officer, and former Director, Great Western Financial Corporation (bank holding company) and its principal subsidiary, Great Western Bank (a federal savings bank).</b> Director or Trustee of each of the investment companies of the Seligman Group of Funds. From 1989 to 1999, Director, Baker Hughes (energy products and services).	59
Frank A. McPherson (75)  <i>Director</i>	2007-2010	<b>Retired Chairman of the Board and Chief Executive Officer of Kerr-McGee Corporation (diversified energy and chemical company);</b> Director or Trustee of each of the investment companies of the Seligman Group of Funds; and Director, DCP Midstream GP, LLP (natural gas processing and transporting), Integris Health (owner of various hospitals), Oklahoma Medical Research Foundation, Oklahoma Foundation for Excellence in Education, National Cowboy and Western Heritage Museum, and Oklahoma City Museum of Art. Formerly, Director, ConocoPhillips (integrated international oil corporation), Kimberly-Clark Corporation (consumer products), Oklahoma Chapter of the Nature Conservancy, Boys and Girls Clubs of Oklahoma, Oklahoma City Public Schools Foundation, Oklahoma City Chamber of Commerce and BOK Financial (bank holding company). From 1990 until 1994, Director, the Federal Reserve System's Kansas City Reserve Bank.	59

<sup>2</sup> Fund Complex for existing Directors reflects only the portfolios in the Seligman Group of Funds, which currently consists of 22 registered investment companies (comprising 59 separate portfolios), including the Corporation.

Name (Age) and	Term of	Office	Principal Occupation(s) During	Number of
Position With Corporation	and Length of Time	Served	Past 5 Years,	Portfolios in Fund Complex Overseen
			Directorships and Other Information	
Leroy C. Richie (66)	2007-2010	<i>Director</i>	<b>Counsel, Lewis &amp; Munday, P.C. (law firm);</b> Director or Trustee of each of the investment companies of the Seligman Group of Funds; Director, Vibration Control Technologies, LLC (auto vibration technology); Lead Outside Director, Digital Ally, Inc. (digital imaging) and Infinity, Inc. (oil and gas exploration and production); Director, OGE Energy Corp. (energy and energy services provider offering physical delivery and related services for both electricity and natural gas); Director and Chairman, Highland Park Michigan Economic Development Corp.; and Chairman, Detroit Public Schools Foundation. Formerly, Chairman and Chief Executive Officer, Q Standards Worldwide, Inc. (library of technical standards); Director, Kerr-McGee Corporation (diversified energy and chemical company); Trustee, New York University Law Center Foundation; and Vice Chairman, Detroit Medical Center and Detroit Economic Growth Corp. From 1990 until 1997, Vice President and General Counsel, Automotive Legal Affairs, Chrysler Corporation.	59
Robert L. Shafer (76)	2007-2009	<i>Director</i>	<b>Ambassador and Permanent Observer of the Sovereign Military Order of Malta to the United Nations;</b> and Director or Trustee of each of the investment companies of the Seligman Group of Funds. Formerly, from May 1987 until June 1997, Director, USLIFE Corporation (life insurance) and from December 1973 until January 1996, Vice President, Pfizer Inc. (pharmaceuticals).	59
<i>Interested Directors</i>				
William C. Morris**	2007-2009	<i>Director and Chairman</i>	<b>Chairman and Director, J. &amp; W. Seligman &amp; Co. Incorporated;</b> Chairman of the Board and Director or Trustee of each of the investment companies of the Seligman Group of Funds; Chairman and Director, Seligman Advisors, Inc., Seligman Services, Inc. and Carbo Ceramics, Inc. (manufacturer of ceramic proppants for oil and gas industry); Director, Seligman Data Corp.; and President and Chief Executive Officer of The Metropolitan Opera Association. Formerly, Director, Kerr-McGee Corporation (diversified energy and chemical company) and Chief Executive Officer of each of the investment companies of the Seligman Group of Funds.	59
Brian T. Zino** (55)	2007-2008	<i>Director, President and Chief Executive Officer</i>	<b>Director and President, J. &amp; W. Seligman &amp; Co. Incorporated;</b> President, Chief Executive Officer and Director or Trustee of each of the investment companies of the Seligman Group of Funds; Director, Seligman Advisors, Inc. and Seligman Services, Inc.; Chairman, Seligman Data Corp; and a member of the Board of Governors of the Investment Company Institute. Formerly, Director and Chairman, ICI Mutual Insurance Company.	59

\*\* Messrs. Morris and Zino are considered interested persons of the Corporation, as defined in the 1940 Act, by virtue of their positions with Seligman and its affiliates.

**Beneficial Ownership of Shares of the Corporation and Seligman Group of Funds**

As of June 30, 2008 (unless otherwise indicated), each Director (and Nominee) beneficially owned shares of the Corporation and the investment companies of the Seligman Group of Funds as follows:

Name of Director or Nominee	Dollar Range of Shares Owned by Director or Nominee of the Corporation	Aggregate Dollar Range of Shares Owned by Director or Nominee of All Funds Overseen or to be Overseen by Director or Nominee in Family of Investment Companies*
<i>Independent Director Nominees**</i>		
Kathleen Blatz	\$1-\$10,000	Over \$100,000
Arne H. Carlson	\$1-\$10,000	Over \$100,000
Pamela G. Carlton	\$1-\$10,000	\$1-\$10,000
Patricia M. Flynn	\$10,001-\$50,000	Over \$100,000***
Anne P. Jones	\$1-\$10,000	Over \$100,000
Jeffrey Laikind	\$1-\$10,000	Over \$100,000
Stephen R. Lewis, Jr.	\$1-\$10,000	Over \$100,000***
Catherine James Paglia	\$1-\$10,000	Over \$100,000***
Alison Taunton-Rigby	\$1-\$10,000	Over \$100,000
<i>Independent Directors</i>		
Maureen Fonseca	\$1-\$10,000	\$1-\$10,000
John R. Galvin	\$10,001-\$50,000	\$50,001-\$100,000
John F. Maher	\$10,001-\$50,000	Over \$100,000
Frank A. McPherson	\$1-\$10,000	Over \$100,000
Betsy S. Michel	\$10,001-\$50,000	Over \$100,000
Leroy C. Richie	\$1-\$10,000	Over \$100,000
Robert L. Shafer	\$10,001-\$50,000	Over \$100,000
James N. Whitson	\$1-\$10,000	Over \$100,000
<i>Interested Director Nominee**</i>		
William F. Truscott	\$1-\$10,000	Over \$100,000
<i>Interested Directors</i>		
William C. Morris	Over \$100,000	Over \$100,000
Brian T. Zino	\$10,001-\$50,000	Over \$100,000

\* For the purposes of this table, Family of Investment Companies assumes that the Closing has occurred and includes funds in the RiverSource complex of funds and the Seligman Group of Funds.

\*\* Acquired shares of the Corporation's stock after June 30, 2008.

\*\*\* With respect to funds in the RiverSource complex of funds, includes deferred compensation invested in share equivalents.

As of June 30, 2008, all Directors and officers of the Corporation as a group owned beneficially less than 1% of the Corporation's Common Stock.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Directors and officers, the persons who own in excess of 10% of the Corporation's outstanding shares and certain officers and directors of Seligman to file initial reports of beneficial ownership and reports of changes in beneficial ownership of shares of the Corporation. Such stockholders, officers and directors are required to furnish the Corporation with copies of all Section 16(a) forms that they file. To the Corporation's knowledge, based solely on a review of the copies of such reports furnished to the Corporation, and on representations made, all Section 16 reporting persons complied with all Section 16(a) filing requirements applicable to them.

#### **Arrangements for Selection as Nominee**

In light of the Transaction, the Board determined that nomination of persons who are more familiar with RiverSource and with the management and operation of other funds advised by RiverSource would facilitate the efficient and effective representation of stockholder interests. All Nominees were reviewed based on the criteria generally employed by the Director Nominating Committee to review candidates for nomination as director and were unanimously recommended by such committee for election as directors.

#### **Transactions in Securities of Seligman**

No Director or Nominee has purchased or sold any securities, in an amount exceeding 1% of the outstanding securities, of Seligman or any subsidiary, except that each of Messrs. Morris and Zino, each a Director, has agreed to sell his stock in Seligman, representing approximately 55% and 9.4%, respectively, of the outstanding stock of Seligman, to RiverSource in connection with the Transaction.

#### **Current Committees of the Board**

The Board met three times during the fiscal year ended December 31, 2007. The standing committees of the Board include the Board Operations Committee, Audit Committee, and Director Nominating Committee (each a "Committee"). These Committees are comprised solely of Directors who are not "interested persons" of the Corporation as that term is defined in the 1940 Act. The duties of these Committees are described below.

*Board Operations Committee.* This Committee has authority generally to direct the operations of the Board, including the nomination of members of other Board Committees and the selection of legal counsel for the Corporation. The Committee met three times during the fiscal year ended December 31, 2007. Members of the Committee, Messrs. McPherson (Chairman), Maher, Richie, Shafer and Whitson, General Galvin, and Mes. Fonseca and Michel, are the independent Directors of the Corporation. In his capacity as Chairman of the Board Operations Committee, Mr. McPherson performs duties similar to those of a lead independent director, as he chairs meetings of the independent Directors, and acts as a point of contact between the independent Directors and Seligman between board meetings in respect of general matters.

*Audit Committee.* This Committee recommends an independent registered public accounting firm for selection as auditors by the Board annually. In addition, this Committee assists the Board in its oversight of the Corporation's financial reporting process and operates pursuant to a written charter. The Committee met once during the year ended December 31, 2007. Members of this Committee are Messrs. Whitson (Chairman), Maher and Richie and General Galvin. The members of this Committee are independent as required by applicable listing standards of the New York Stock Exchange.

*Director Nominating Committee.* Members of the Nominating Committee are Messrs. Shafer (Chairman) and McPherson and Ms. Michel. The Nominating Committee met twice during the year ended December 31, 2007. The Nominating Committee identifies, evaluates, selects and nominates, or recommends for nomination, candidates for the Board. It also may set standards or qualifications for Directors. The Nominating Committee may consider candidates for the Board submitted by current Directors, Seligman, the stockholders and other appropriate sources.

The Nominating Committee will consider candidates submitted by a stockholder or group of stockholders who have beneficially owned at least \$10,000 of the Corporation's outstanding Common Stock for at least one year at the time of submission and who timely provide specified information about the candidates and the nominating stockholder or group. To be timely for consideration by the Nominating Committee, the submission, including all required information, must be submitted in writing to the attention of the Secretary at 100 Park Avenue, New York, New York 10017 and received at such time as may be determined by the Corporation's Board of Directors in its reasonable discretion. The Nominating Committee will consider only one candidate submitted by such a stockholder or group for nomination for election at an annual meeting of stockholders. The Nominating Committee will not consider self-nominated candidates or candidates nominated by members of a candidate's family, including such candidate's spouse, children, parents, uncles, aunts, grandparents, nieces and nephews.

The Nominating Committee will consider and evaluate candidates submitted by the nominating stockholder or group on the basis of the same criteria as those used to consider and evaluate candidates submitted from other sources. These criteria may include the candidate's relevant knowledge, experience and expertise, the candidate's ability to carry out his or her duties in the best interests of the Corporation and the candidate's ability to qualify as a disinterested Director. The charter for the Nominating Committee, which provides a detailed description of the criteria used by the Nominating Committee as well as information required to be provided by stockholders submitting candidates for consideration by the Nominating Committee may be obtained by writing to the Secretary of the Corporation at the address above.

### **Proposed Committees**

The Nominees have indicated that if they are elected, they intend to organize the following committees of the Board:

*Board Governance Committee.* This committee would recommend to the Board the size, structure and composition of the Board and its committees; the compensation to be paid to members of the Board; and a process for evaluating the Board's performance. The committee would also review candidates for Board membership including candidates recommended by stockholders of the Corporation. The committee would also make recommendations to the Board regarding responsibilities and duties of the Board, oversee proxy voting and support the work of the chairperson of the Board in relation to furthering the interests of the Corporation and its stockholders on external matters.

*Compliance Committee.* This committee would support the Corporation's maintenance of a strong compliance program by providing a forum for independent Board members to consider compliance matters impacting the Corporation or its key service providers; would develop and implement, in coordination with the Corporation's Chief Compliance Officer (CCO), a process for the review and consideration of compliance reports that are provided to the Board; and would provide a designated forum for the Corporation's CCO to meet with independent Board members on a regular basis to discuss compliance matters.

*Contracts Committee.* This committee would review and oversee the contractual relationships with service providers and would receive and analyze reports covering the level and quality of services provided under contracts with the Corporation and advise the Board regarding actions taken on these contracts during the annual review process.

*Executive Committee.* This committee would act for the Board between meetings of the Board.

*Investment Review Committee.* This committee would review and oversee the management of the Corporation's assets and would consider investment management policies and strategies; investment performance; risk management techniques; and securities trading practices and report areas of concern to the Board.

*Audit Committee.* This committee would oversee the accounting and financial reporting processes of the Corporation and internal controls over financial reporting and would oversee the quality and integrity of the Corporation's financial statements and independent audits as well as the Corporation's compliance with legal and regulatory requirements relating to the Corporation's accounting and financial reporting, internal controls over financial reporting and independent audits. The committee also would make recommendations regarding the selection of the Corporation's independent auditor and review and evaluate the qualifications, independence and performance of the auditor.

**Procedures for Communications to the Board of Directors**

The Board of Directors has adopted a process for stockholders to send communications to the Board. To communicate with the Board of Directors or an individual Director, a stockholder must send written communications to 100 Park Avenue, New York, New York 10017, addressed to the Board of Directors of Seligman LaSalle International Real Estate Fund, Inc. or the individual Director. All stockholder communications received in accordance with this process will be forwarded to the Board of Directors or the individual Director. Consistent with the Corporation's policy, each member of the Board of Directors will be encouraged to attend the first annual meeting of stockholders.

**Executive Officers of the Corporation**

Information with respect to executive officers of the Corporation, other than Messrs. Morris and Zino, is as follows:

Name (Age) and Position With the Corporation*	Term of Office and Length of Time Served*	Principal Occupation(s) During Past 5 Years
Eleanor T.M. Hoagland (57)**  <i>Vice President and Chief Compliance Officer</i>	2007 to Date	Ms. Hoagland is a Managing Director of Seligman and Vice President and Chief Compliance Officer for each of the investment companies of the Seligman Group of Funds.

Name (Age) and Position With the Corporation*	Term of Office and Length of	Principal Occupation(s) During Past 5 Years
Lawrence P. Vogel (52)  <i>Vice President and Treasurer</i>	Time Served* 2007 Date	Mr. Vogel is Senior Vice President and Treasurer, Investment Companies, of Seligman, Vice President and Treasurer of each of the investment companies of the Seligman Group of Funds and Treasurer of Seligman Data Corp.
Thomas G. Rose (50)**  <i>Vice President</i>	2007 to Date	Mr. Rose is Managing Director, Chief Financial Officer, and Treasurer of Seligman, and Senior Vice President, Finance, of Seligman Advisors, Inc. and Seligman Data Corp. He is a Vice President of each of the investment companies of the Seligman Group of Funds, Seligman International, Inc. and Seligman Services, Inc.
Paul B. Goucher (39)**  <i>Secretary and Chief Legal Officer</i>	July 2008 to Date	Director, Managing Director, General Counsel and Corporate Secretary, J. & W. Seligman & Co. Incorporated; Secretary of each of the investment companies of the Seligman Group of Funds; and Corporate Secretary, Seligman Advisors, Inc., Seligman Services, Inc. and Seligman Data Corp. Formerly, Senior Vice President, Associate General Counsel and Assistant Corporate Secretary, J. & W. Seligman & Co. Incorporated; Assistant Secretary of each of the investment companies in the Seligman Group of Funds; and Assistant Corporate Secretary, Seligman Advisors, Inc., Seligman Services, Inc. and Seligman Data Corp.

\* All officers are elected annually by the Board of Directors and serve until their successors are elected and qualify or their earlier resignation. The address of each of the foregoing officers is 100 Park Avenue, New York, New York 10017.

\*\* Stockholder of Seligman.

#### Remuneration for Directors and Officers

Directors of the Corporation who are not employees of Seligman or its affiliates each receive an annual retainer fee of \$60,000, the amount of which is shared by the Corporation and the other investment companies in the Seligman Group of Funds. This fee is separate from any payments that any Nominee or continuing Director (following the Closing) might receive from the RiverSource funds. For the year ended December 31, 2007, the Corporation paid each Director a portion of an

aggregate retainer fee in the amount (for each Director that served for a full year) of \$685. In addition, such Directors are currently paid a total of \$3,000 for each day on which they attend Board and/or Committee meetings (\$1,500 for telephonic attendance at certain meetings), the amount of which is shared by the Corporation and the other investment companies of the Seligman Group of Funds meeting on the same day. The Directors are also reimbursed for the expenses of attending meetings. There were seven Directors who were not employees of Seligman or its affiliates at the beginning of 2007. Following the Meeting, assuming all Nominees are elected as directors of the Corporation, there will be one Director who is an employee of RiverSource or its affiliates. Total Directors' fees paid by the Corporation to the Directors listed below for the year ended December 31, 2007 were as follows:

**Number of Directors**

<b>in Group</b>	<b>Capacity in which Remuneration was Received</b>	<b>Aggregate Direct Remuneration</b>
8	Directors and Members of Committees	\$9,802

Director's attendance, retainer and/or committee fees paid to each Director during 2007 were as follows:

<b>Name</b>	<b>Aggregate Compensation From Corporation</b>	<b>Pension or Retirement Benefits Accrued as Part of Corporation Expenses</b>	<b>Total Compensation From Corporation and Seligman Group of Funds Complex*</b>
Maureen Fonseca**	\$917	0	\$ 43,565
John R. Galvin	1,210	0	106,500
John F. Maher***	1,236	0	105,000
Frank A. McPherson	1,254	0	106,500
Betsy S. Michel	1,340	0	112,500
Leroy C. Richie	1,295	0	112,500
Robert L. Shafer	1,340	0	112,500
James N. Whitson	1,210	0	106,500

\* For the year ended December 31, 2007, there were twenty-three registered investment companies in the Seligman Group of Funds, including the Corporation.

\*\* Dr. Fonseca became a Director on July 19, 2007.

\*\*\* Mr. Maher is currently deferring compensation pursuant to the Corporation's deferred compensation plan. Mr. Maher has accrued deferred compensation (including earnings/losses) in respect of the Corporation in the amount of \$1,204 as of December 31, 2007.

No compensation is paid by the Corporation or funds in the Seligman Group of Funds to Directors or officers of the Corporation or funds in the Seligman Group of Funds, as applicable, who are employees or officers of Seligman.

### **Required Vote and Recommendation**

The Corporation's Bylaws require each Nominee to be elected by the affirmative vote of the holders of a majority of the shares of stock outstanding and entitled to vote thereon.

**Your Board of Directors Unanimously Recommends that You Vote FOR the Election of Each of the Nominees to Serve as Director of the Corporation.**

### **OTHER INFORMATION**

#### **Other Matters to Come Before the Meeting**

Under Maryland law, the only matters that may be acted on at a special meeting of stockholders are those stated in the notice of the special meeting. Accordingly, other than procedural matters relating to Proposals 1, 2, 3 and 4, no other business may properly come before the Meeting. The persons named as proxies will vote on such procedural matters in accordance with their discretion.

#### **Stockholder Proposals**

Notice is hereby given that, under the stockholder proposal rule under the Securities Exchange Act (Rule 14a-8), any stockholder proposal that may properly be included in the proxy solicitation material for the Corporation's first annual meeting must be delivered not earlier than the 150th day prior to the date of such annual meeting and not later than 5:00 p.m., Eastern 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 Corporation's Bylaws require that certain information must be provided by the stockholder to the Corporation when notice of a nominee or proposal is submitted to the Corporation.

#### **Expenses**

The expenses incurred in connection with the solicitation of proxies for the Meeting, including preparation, filing, printing, mailing and solicitation expenses, legal fees, out-of-pocket expenses and expenses of any proxy solicitation firm, will be paid by RiverSource pursuant to the terms of the Stock Purchase Agreement, and not by the Corporation. In addition to the use of the mails, proxies may be solicited personally or via facsimile, telephone or the Internet by Directors, officers and employees of the Corporation, Seligman, Seligman Advisors, Inc., Seligman Services, Inc., Seligman

Data Corp. and RiverSource and its affiliates and the Corporation may reimburse persons holding shares in their names or names of their nominees for their expenses in sending solicitation material to their beneficial owners. The Corporation has engaged Georgeson Inc., 199 Water Street, New York, New York 10038 to assist in soliciting for a fee of up to \$7,500 plus expenses.

**PROMPT EXECUTION AND RETURN OF THE ENCLOSED PROXY IS REQUESTED. A PRE-ADDRESSED, POSTAGE-PAID ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE, AND TOUCH-TONE TELEPHONE AND INTERNET VOTING ARE AVAILABLE TO AUTHORIZE PROXIES TO CAST YOUR VOTES AT THE MEETING.**

By order of the Board of Directors,

Paul B. Goucher,

Secretary

**It is important that you authorize proxies promptly. All stockholders, including those who expect to attend the Meeting, are urged to authorize their proxy as soon as possible by accessing the Internet site listed on the enclosed proxy card, by calling the toll-free number listed on the enclosed proxy card, or by mailing the enclosed proxy card in the enclosed return envelope, which requires no postage if mailed in the United States. To enter the Meeting, you will need proof of ownership of the Corporation's stock, such as your proxy (or a copy thereof) or, if your stock is held in street name, a proxy from the record holder or other proof of beneficial ownership, such as a brokerage statement showing your holdings of the Corporation's stock.**

## **APPENDIX A**

**MORE INFORMATION ON RIVERSOURCE, SELIGMAN, LASALLE U.S. AND LASALLE B.V.**