

TRI-CONTINENTAL CORP
Form N-Q
November 24, 2008

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

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-0266

Tri-Continental Corporation
(Exact name of Registrant as specified in charter)

100 Park Avenue
New York, New York 10017
(Address of principal executive offices) (Zip code)

Lawrence P. Vogel
100 Park Avenue
New York, New York 10017
(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 850-1864

Date of fiscal year end: 12/31

Date of reporting period: 9/30/08

FORM N-Q

ITEM 1. SCHEDULE OF INVESTMENTS.

Tri-Continental Corporation**Schedule of Investments** (unaudited)

September 30, 2008

| | Shares, Shares Subject to Call/Put, Partnership Interest or Principal Amount | | Value |
|---|--|----|------------|
| COMMON STOCKS 93.2% | | | |
| AEROSPACE AND DEFENSE 2.9% | | | |
| Boeing Company (The) | 137,900 shs. | \$ | 7,908,565 |
| Honeywell International Inc. | 382,700 | | 15,901,185 |
| Raytheon Company | 262,300 | | 14,035,673 |
| United Technologies Corporation | 176,600 | | 10,606,596 |
| | | | 48,452,019 |
| AIR FREIGHT AND LOGISTICS 1.2% | | | |
| United Parcel Service Inc. (Class B) | 310,900 | | 19,552,501 |
| AIRLINES 1.5% | | | |
| Delta Air Lines, Inc.* | 1,103,229 | | 8,219,056 |
| Northwest Airlines Corporation | 1,329,600 | | 12,006,288 |
| UAL Corporation | 468,300 | | 4,116,357 |
| | | | 24,341,701 |
| BIOTECHNOLOGY 2.1% | | | |
| Amgen Inc.* | 193,600 | | 11,474,672 |
| Cephalon, Inc.* | 299,600 | | 23,216,004 |
| | | | 34,690,676 |
| CAPITAL MARKETS 2.9% | | | |
| Bank of New York Mellon Corporation | 325,500 | | 10,604,790 |
| Fortress Investments Group LLC (Class A) | 1,172,129 | | 12,307,354 |
| Janus Capital Group Inc. | 378,600 | | 9,192,408 |
| Morgan Stanley | 377,300 | | 8,677,900 |
| State Street Corporation | 132,800 | | 7,553,664 |
| | | | 48,336,116 |
| COMMERCIAL BANKS 1.4% | | | |
| Wachovia Corporation | 617,063 | | 2,159,721 |
| Wells Fargo & Company | 564,100 | | 21,170,673 |
| | | | 23,330,394 |

COMMUNICATIONS

| | | |
|--|-----------|------------|
| EQUIPMENT 4.6% | | |
| Cisco Systems, Inc.* | 762,980 | 17,212,829 |
| Comverse Technology, Inc.* | 2,508,614 | 24,007,436 |
| Nokia Corp. (ADR) | 260,400 | 4,856,460 |
| QUALCOMM Inc. | 499,600 | 21,467,812 |
| Research in Motion Limited | 129,700 | 8,858,510 |
| | | 76,403,047 |
| COMPUTERS AND PERIPHERALS 2.0% | | |
| Apple Inc.* | 111,000 | 12,616,260 |
| Hewlett-Packard Company | 429,700 | 19,869,328 |
| | | 32,485,588 |
| CONSTRUCTION AND ENGINEERING 0.4% | | |
| Foster Wheeler Ltd.* | 165,400 | 5,972,594 |
| CONSUMER FINANCE 0.9% | | |
| American Express Company | 409,600 | 14,512,128 |
| CONTAINERS AND PACKAGING 1.3% | | |
| Smurfit-Stone Container Corporation* | 4,670,904 | 21,953,249 |
| DIVERSIFIED FINANCIAL SERVICES 5.9% | | |
| Bank of America Corporation | 1,284,040 | 44,941,400 |
| CIT Group Inc. | 1,284,200 | 8,938,032 |
| Citigroup Inc. | 274,800 | 5,636,148 |
| JPMorgan Chase & Co. | 807,500 | 37,710,250 |
| | | 97,225,830 |
| DIVERSIFIED TELECOMMUNICATION SERVICES 3.5% | | |
| AT&T Inc. | 1,031,000 | 28,785,520 |
| Frontier Communications Corporation | 1,011,300 | 11,629,950 |
| Qwest Communications International Inc. | 3,746,500 | 12,101,195 |
| tw telecom inc.* | 467,300 | 4,855,247 |
| | | 57,371,912 |
| ELECTRIC UTILITIES 0.8% | | |
| Exelon Corporation | 208,700 | 13,068,794 |
| ELECTRICAL EQUIPMENT 1.0% | | |
| ABB Limited (ADR)* | 348,200 | 6,755,080 |
| Energy Conversion Devices, Inc.* | 76,700 | 4,467,775 |

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| | | |
|--|------------|------------|
| First Solar, Inc.* | 19,500 | 3,683,745 |
| JA Solar Holdings Co., Ltd. (ADR)* | 160,000 | 1,692,800 |
| | | 16,599,400 |
| ENERGY EQUIPMENT AND SERVICES 3.1% | | |
| Baker Hughes Incorporated | 108,400 | 6,562,536 |
| Exterran Holdings, Inc.* | 148,600 | 4,749,256 |
| Halliburton Company | 264,500 | 8,567,155 |
| Noble Corporation | 189,700 | 8,327,830 |
| Schlumberger Limited | 159,100 | 12,424,119 |
| Transocean Inc.* | 94,400 | 10,368,896 |
| | | 50,999,792 |
| FOOD AND STAPLES RETAILING 1.6% | | |
| CVS Caremark Corporation | 399,000 | 13,430,340 |
| Rite Aid Corporation* | 15,227,951 | 12,791,479 |
| | | 26,221,819 |
| HEALTH CARE EQUIPMENT AND SUPPLIES 1.8% | | |
| Baxter International Inc. | 141,000 | 9,253,830 |
| Hologic, Inc.* | 528,500 | 10,215,905 |
| Zimmer Holdings, Inc.* | 161,800 | 10,445,808 |
| | | 29,915,543 |
| HEALTH CARE PROVIDERS AND SERVICES 1.5% | | |
| Express Scripts, Inc.* | 127,800 | 9,434,196 |
| Health Net, Inc.* | 406,475 | 9,592,810 |
| UnitedHealth Group Incorporated | 222,680 | 5,653,845 |
| | | 24,680,851 |
| HOUSEHOLD PRODUCTS 1.6% | | |
| Procter & Gamble Company (The) | 378,100 | 26,349,789 |
| INDEPENDENT POWER PRODUCERS AND ENERGY TRADERS 0.5% | | |
| AES Corporation (The)* | 669,600 | 7,827,624 |
| INDEX DERIVATIVES 2.3% | | |
| Consumer Discretionary Select Sector SPDR Fund | 752,100 | 20,983,590 |
| Financial Select Sector SPDR Fund | 844,400 | 16,795,116 |
| | | 37,778,706 |

INDUSTRIAL**CONGLOMERATES 2.2%**

| | | |
|--------------------------|-----------|------------|
| 3M Company | 109,600 | 7,486,776 |
| General Electric Company | 1,168,100 | 29,786,550 |
| | | 37,273,326 |

INSURANCE 2.5%

| | | |
|--|---------|------------|
| American International Group, Inc. | 472,200 | 1,572,426 |
| Hartford Financial Services Group, Inc. | 219,700 | 9,005,503 |
| MetLife, Inc. | 314,600 | 17,617,600 |
| Prudential Financial, Inc. | 176,434 | 12,703,248 |
| | | 40,898,777 |

**INTERNET SOFTWARE
AND SERVICES 3.5%**

| | | |
|------------------------|-----------|------------|
| Google Inc. (Class A)* | 52,800 | 21,147,456 |
| SAVVIS, Inc.* | 1,194,170 | 16,049,645 |
| Yahoo!, Inc.* | 1,217,512 | 21,062,958 |
| | | 58,260,059 |

MACHINERY 0.3%

| | | |
|-----------------|--------|-----------|
| Deere & Company | 86,700 | 4,291,650 |
|-----------------|--------|-----------|

MEDIA 0.7%

| | | |
|-------------------------------|---------|------------|
| Comcast Corporation (Class A) | 581,200 | 11,408,956 |
|-------------------------------|---------|------------|

METALS AND MINING 2.2%

| | | |
|---|---------|------------|
| Alcoa Inc. | 529,613 | 11,958,662 |
| Barrick Gold Corporation | 222,400 | 8,170,976 |
| Freeport-McMoRan Copper & Gold, Inc. | 193,600 | 11,006,160 |
| Nucor Corporation | 124,900 | 4,933,550 |
| | | 36,069,348 |

MULTI-UTILITIES 1.0%

| | | |
|---|---------|------------|
| Public Service Enterprise Group Incorporated | 530,600 | 17,398,374 |
|---|---------|------------|

MULTILINE RETAIL 1.3%

| | | |
|---------------------|---------|------------|
| Kohl's Corporation* | 238,400 | 10,985,472 |
| Target Corporation | 233,800 | 11,467,890 |
| | | 22,453,362 |

OIL, GAS AND**CONSUMABLE FUELS 10.7%**

| | | |
|-------------------------------|---------|------------|
| Chesapeake Energy Corporation | 395,500 | 14,182,630 |
| Chevron Corporation | 407,700 | 33,627,096 |
| ConocoPhillips Company | 337,100 | 24,692,575 |

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| | | |
|----------------------------------|-----------|-------------|
| El Paso Corporation | 1,103,800 | 14,084,488 |
| Exxon Mobil Corporation | 795,000 | 61,739,700 |
| Occidental Petroleum Corporation | 142,400 | 10,032,080 |
| Valero Energy Corporation | 280,000 | 8,484,000 |
| XTO Energy, Inc. | 225,625 | 10,496,075 |
| | | 177,338,644 |

PHARMACEUTICALS 9.5%

| | | |
|------------------------------|-----------|-------------|
| Abbott Laboratories | 372,500 | 21,448,550 |
| Bristol-Myers Squibb Company | 677,900 | 14,134,215 |
| Forest Laboratories, Inc.* | 449,500 | 12,711,860 |
| Merck & Co. Inc. | 292,200 | 9,221,832 |
| Mylan, Inc.* | 1,629,700 | 18,611,174 |
| Pfizer Inc. | 1,334,638 | 24,610,725 |
| Schering-Plough Corporation | 1,245,500 | 23,004,385 |
| Sepracor Inc.* | 562,000 | 10,290,220 |
| Wyeth | 640,434 | 23,657,632 |
| | | 157,690,593 |

SEMICONDUCTORS AND

SEMICONDUCTOR

EQUIPMENT 3.2%

| | | |
|-------------------------------------|-----------|------------|
| Analog Devices, Inc. | 241,900 | 6,374,065 |
| Intel Corporation | 971,800 | 18,201,814 |
| Marvell Technology Group Ltd.* | 2,520,181 | 23,437,683 |
| MEMC Electronic Materials, Inc.* | 170,700 | 4,823,982 |
| | | 52,837,544 |

SOFTWARE 7.0%

| | | |
|---------------------------------------|-----------|-------------|
| Activision Blizzard, Inc.* | 1,532,800 | 23,651,104 |
| BMC Software Inc.* | 280,200 | 8,022,126 |
| Macrovision Solutions Corporation* | 1,688,027 | 25,961,855 |
| Microsoft Corporation | 1,479,856 | 39,497,357 |
| Oracle Corporation* | 900,100 | 18,281,031 |
| | | 115,413,473 |

SPECIALTY RETAIL 1.5%

| | | |
|--------------------------------------|---------|------------|
| Abercrombie & Fitch Co. (Class A) | 449,000 | 17,713,050 |
| OfficeMax Inc. | 845,992 | 7,520,869 |
| | | 25,233,919 |

TOBACCO 2.4%

| | | |
|----------------------------------|---------|------------|
| Altria Group, Inc. | 684,880 | 13,588,019 |
| Philip Morris International Inc. | 546,380 | 26,280,877 |
| | | 39,868,896 |

WIRELESS

TELECOMMUNICATION

| | | |
|--|-----------|------------------------|
| SERVICES 0.4% | | |
| NII Holdings Inc.* | 165,800 | 6,287,136 |
| TOTAL COMMON STOCKS | | 1,540,794,130 |
| | | |
| OPTIONS PURCHASED* 0.7% | | |
| | | |
| BIOTECHNOLOGY 0.1% | | |
| Amgen Inc., Call expiring January 2009 at \$60 | 394,300 | 1,892,640 |
| | | |
| COMMUNICATIONS | | |
| EQUIPMENT 0.0% | | |
| JDS Uniphase Corporation, Call expiring January 2009 at \$15 | 994,900 | 99,490 |
| | | |
| DIVERSIFIED FINANCIAL | | |
| SERVICES 0.0% | | |
| CIT Group Inc., Call expiring January 2009 at \$35 | 303,600 | 15,180 |
| Citigroup Inc., Call expiring January 2009 at \$30 | 565,200 | 271,296 286,476 |
| | | |
| FOOD AND STAPLES | | |
| RETAILING 0.0% | | |
| Rite Aid Corporation, Call expiring January 2009 at \$5 | 3,495,200 | 174,760 |
| | | |
| INDEX DERIVATIVES 0.5% | | |
| United States Oil Fund, Put expiring October 2008 at \$100 | 215,900 | 4,231,640 |
| United States Oil Fund, Put expiring October 2008 at \$90 | 333,300 | 3,266,340 7,497,980 |
| | | |
| INTERNET SOFTWARE AND SERVICES 0.1% | | |
| Yahoo! Inc., Call expiring January 2009 at \$30 | 556,300 | 66,756 |
| Yahoo! Inc., Call expiring January 2009 at \$25 | 1,233,500 | 703,095 769,851 |
| | | |
| PHARMACEUTICALS 0.0% | | |
| Bristol-Myers Squibb Company, Call expiring January 2009 at \$25 | 738,800 | 162,536 |
| Wyeth, Call expiring October 2008 at \$45 | 280,900 | 22,472 185,008 |

**SEMICONDUCTORS AND
SEMICONDUCTOR
EQUIPMENT 0.0%**

| | | |
|--|---------|------------|
| Marvell Technology Group, Ltd., Call expiring January 2009 at \$20 | 908,200 | 90,820 |
| Marvell Technology Group, Ltd., Call expiring January 2009 at \$15 | 352,900 | 52,935 |
| | | 143,755 |
| TOTAL OPTIONS PURCHASED | | 11,049,960 |

**LIMITED
PARTNERSHIP 0.1%**

| | | |
|-------------------------------------|--------------|-----------|
| WCAS Capital Partners II, L.P. □ | \$ 4,292,803 | 2,192,377 |
|-------------------------------------|--------------|-----------|

**SHORT-TERM
HOLDINGS 4.6%**

EQUITY-LINKED NOTES □ □ 2.6%

| | | |
|--|------------|------------|
| Credit Suisse 39.54%, 11/21/08 (a) | 15,603,000 | 12,586,784 |
| Deutsche Bank 37.5%, 11/20/08 (b) | 15,603,000 | 10,522,975 |
| Goldman Sachs Group 34.6%, 10/2/08 (c) | 14,844,000 | 9,146,873 |
| Lehman Brothers: 53.51%, 9/14/08 (d) ** | 14,844,000 | 1,231,978 |
| 39.5%, 10/2/08 (e) ** | 14,844,000 | 737,881 |
| Morgan Stanley 37.05%, 10/17/08 (f) | 14,844,000 | 8,227,732 |
| TOTAL EQUITY LINKED NOTES | | 42,454,223 |

TIME DEPOSIT 2.0%

| | | |
|------------------------------------|------------|------------|
| Citibank, Nassau, 1.5%, 10/1/08 | 33,749,000 | 33,749,000 |
|------------------------------------|------------|------------|

| | | |
|---|--|------------|
| TOTAL SHORT-TERM INVESTMENTS | | 76,203,223 |
|---|--|------------|

| | | |
|------------------------------------|--|---------------|
| TOTAL INVESTMENTS 98.6% | | 1,630,239,690 |
|------------------------------------|--|---------------|

| | | |
|---|--|------------|
| OTHER ASSETS LESS LIABILITIES 1.4% | | 23,034,537 |
|---|--|------------|

| | | |
|---|----|---------------|
| NET INVESTMENT ASSETS 100.0% | \$ | 1,653,274,227 |
|---|----|---------------|

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At September 30, 2008, the cost of investments for federal income tax purposes was \$2,315,261,439. The tax basis gross unrealized appreciation and depreciation of portfolio securities were \$36,426,888 and \$721,448,637, respectively. Net unrealized depreciation was \$685,021,749.

* Non-income producing security.

** Security in default and non-income producing.

□ At September 30, 2008, Tri-Continental Corporation owned one limited partnership investment that was purchased through a private offering and cannot be sold without prior registration under the Securities Act of 1933 or pursuant to an exemption therefrom. The investment is valued at fair value as determined in accordance with procedures approved by the Board of Directors of the Corporation. The acquisition dates of investment in the limited partnership, along with the cost and value at September 30, 2008, was as follows:

| Investment | Acquisition Dates | Cost | Value |
|--------------------------------|---------------------|-------------|-------------|
| WCAS Capital Partners II, L.P. | 12/11/90 to 3/24/98 | \$4,292,803 | \$2,192,377 |

□□ The security may be offered and sold only to a □qualified institutional buyer□ under Rule 144A of the Securities Act of 1933. These notes are exchangeable at maturity, based on the terms of the respective notes, for shares of common stock of a company or cash at a maturity value which is generally determined as follows:

The principal amount of the notes plus or minus the lowest return of the companies□ respective stock prices determined at maturity from the date of purchase of the notes:

- (a) Energizer Holdings, Inc., Longs Drug Stores Corporation and Sepracor Inc.
- (b) CIGNA Corporation, Hologic, Inc. and Qwest Communications International Inc.
- (c) Adobe Systems Incorporated, UnitedHealth Group Incorporated and Wyeth
- (d) Delta Air Lines, Inc., Intel Corporation and Mylan Inc.
- (e) Health Net, Inc., Kohl's Corporation and Prudential Financial, Inc.
- (f) Comcast Corporation, Merck & Co., Inc. and Nokia Corporation ADR

ADR □ American Depositary Receipts.

Security Valuation □ Securities traded on an exchange are valued at the last sales price on the primary exchange or market on which they are traded. Securities not listed on an exchange or security market, or securities for which there is no last sales price, are valued at the mean of the most recent bid and asked prices or are valued by J. & W. Seligman & Co. Incorporated (the □Manager□) based on quotations provided by primary market makers in such securities. Securities for which market quotations are not readily available (or are otherwise no longer valid or reliable) are valued at fair value determined in accordance with procedures approved by the Board of Directors. This can occur in the event of, among other things, natural disasters, acts of terrorism, market disruptions, intra-day trading halts, and extreme market volatility. The determination of fair value involves subjective judgments. As a result, using fair value to price a security may result in a price materially different from the prices used by other investment companies to determine net asset value or the price that may be realized upon the actual sale of the security. Short-term holdings maturing in 60 days or less are valued at current market quotations or amortized cost if the Manager believes it approximates fair value. Short-term holdings that mature in more than 60 days are valued at current market quotations until the 60th day prior to maturity and are then valued as described above for securities maturing in 60 days or less.

Fair Value Measurements □ On January 1, 2008, the Corporation adopted Statement of Financial Accounting Standards No. 157 (□SFAS 157□), □Fair Value Measurements.□ SFAS 157 establishes a three-tier hierarchy to classify the assumptions, referred to as inputs, used in valuation techniques (see Security Valuation above) to measure fair value of the Corporation□s investments. These inputs are summarized in three broad levels: Level 1 □ quoted

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prices in active markets for identical investments; Level 2 other significant observable inputs (including quoted prices in inactive markets or for similar investments); and Level 3 significant unobservable inputs (including the Corporation's own assumptions in determining fair value). The inputs or methodology used for valuing securities may not be an indication of the risk associated with investing in those securities.

The following is a summary of the value of the Corporation's investments as of September 30, 2008 based on the level of inputs used:

| Valuation Inputs | Value |
|--|------------------|
| Level 1 <input type="checkbox"/> Quoted Prices | \$ 1,551,844,090 |
| Level 2 <input type="checkbox"/> Other Significant Observable Inputs | 76,203,223 |
| Level 3 <input type="checkbox"/> Significant Unobservable Inputs | 2,192,377 |
| Total | \$ 1,630,239,690 |

As required by SFAS 157, the following is a reconciliation of investments for which significant unobservable inputs (Level 3) were used to determine the fair value of investments classified as Level 3 at either the beginning or end of the period:

| | |
|--|--------------|
| Balance as of December 31, 2007 | \$ 1,784,956 |
| Net change in unrealized depreciation | 407,421 |
| Balance as of September 30, 2008 | \$ 2,192,377 |
| Net change in unrealized depreciation from investments still held as of September 30, 2008 | \$ 407,421 |

Risk To the extent that the Corporation invests a substantial percentage of its assets in an industry, the Corporation's performance may be negatively affected if that industry falls out of favor. Stocks of large-capitalization companies have at times experienced periods of volatility and negative performance. During such periods, the value of such stocks may decline and the Corporation's performance may be negatively affected.

Subsequent Events On November 7, 2008, RiverSource Investments, LLC (RiverSource Investments), a wholly owned subsidiary of Ameriprise Financial, Inc., announced the closing of its acquisition (the Acquisition) of the Manager. With the Acquisition completed and stockholders of the Corporation having previously approved (at a Special Meeting held on October 7, 2008) a new investment management services agreement between the Corporation and RiverSource Investments, RiverSource Investments is the new investment manager of the Corporation effective November 7, 2008.

On November 12, 2008, the Corporation announced an offer to repurchase up to approximately 35% of its issued and outstanding shares of common stock (Common Stock) in exchange for a pro rata portion of the Corporation's portfolio securities (subject to certain exceptions) and cash (or cash equivalents) at a price equal to 99.25% of the net asset value per share of Common Stock as of the close of the regular trading session of the New York Stock Exchange on the trading day immediately after the day the repurchase offer expires.

The offer commenced on November 12, 2008 and will expire at 5:00 p.m., Eastern time, on December 11, 2008 (unless extended). The offer is being made upon the terms and subject to the conditions set forth in the Offer to Repurchase, which was mailed on November 14, 2008 to holders of Common Stock of the Corporation on November 10, 2008.

ITEM 2. CONTROLS AND PROCEDURES.

- a. The registrant's principal executive officer and principal financial officer have concluded, based upon their evaluation of the registrant's disclosure controls and procedures as conducted within 90 days of the filing date of this report, that these disclosure controls and procedures provide reasonable assurance that material information required to be disclosed by the registrant in the report it files or submits on Form N-Q is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and that such material information is accumulated and communicated to the registrant's management, including its principal executive officer and principal financial officer, as appropriate, in order to allow timely decisions regarding required disclosure.
- b. The registrant's principal executive officer and principal financial officer are aware of no changes in the registrant's internal control over financial reporting that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

- (a) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940.
-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRI-CONTINENTAL CORPORATION

By: /S/ PATRICK T. BANNIGAN
Patrick T. Bannigan
President and Chief Executive Officer

Date: November 24, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

By: /S/ PATRICK T. BANNIGAN
Patrick T. Bannigan
President and Chief Executive Officer

Date: November 24, 2008

By: /S/ LAWRENCE P. VOGEL
Lawrence P. Vogel
Treasurer and Chief Financial Officer

Date: November 24, 2008

TRI-CONTINENTAL CORPORATION

EXHIBIT INDEX

- (a) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940.
-