

Edgar Filing: SELIGMAN CASH MANAGEMENT FUND INC - Form 497

SELIGMAN CASH MANAGEMENT FUND INC

Form 497

October 05, 2007

Supplement, dated October 5, 2007, to the Prospectuses  
for each of the following Seligman Funds:

Prospectuses, each dated February 1, 2007, for  
Seligman Core Fixed Income Fund, Inc., Seligman Municipal Fund Series, Inc.,  
Seligman Municipal Series Trust, Seligman New Jersey Municipal Fund, Inc.,  
Seligman Pennsylvania Municipal Fund Series, and  
Seligman TargetHorizon ETF Portfolios, Inc.

Prospectuses, each dated March 1, 2007, for  
Seligman Frontier Fund, Inc. and Seligman Global Fund Series, Inc.

Prospectuses, each dated May 1, 2007, for  
Seligman Capital Fund, Inc., Seligman Cash Management Fund, Inc.,  
Seligman Common Stock Fund, Inc., Seligman Communications and Information  
Fund, Inc., Seligman Growth Fund, Inc., Seligman High Income Fund Series,  
Seligman Income and Growth Fund, Inc., Seligman LaSalle Real Estate Fund  
Series, Inc.,  
Seligman Portfolios, Inc., Seligman Time Horizon/Harvester Series, Inc.,  
Seligman Value Fund Series, Inc. and Tri-Continental Corporation  
(collectively, the "Funds")

The following supersedes and replaces the information contained under the heading entitled "Frequently Asked Questions About Regulatory Matters" in each Fund's Prospectus:

In late 2003, Seligman conducted an extensive internal review in response to public announcements concerning mutual fund trading practices. The following discussion has been prepared to provide shareholders with important information.

For purposes of this discussion, J. & W. Seligman & Co. Incorporated and its affiliates and related parties are referred to as "Seligman" or the "Manager," and the Seligman open-end registered investment companies are referred to as the "Seligman Funds."

Q1. Have any Seligman employees engaged in improper trading?

A. The Manager conducted an internal review of employee trading in shares of the Seligman Funds in the fall of 2003 and continues to monitor employee trading in the Seligman Funds. The Manager has not found any improper trading activity by Seligman employees.

Q2. Does Seligman have any policies relating to employee investment in the Seligman Funds?

A. A majority of Seligman employees invest in the Seligman Funds, either directly or through the Seligman 401(k) plans. Trading by employees is monitored by the Manager's legal department and is subject to the Manager's Code of Ethics. In addition, unlike many 401(k) plans that permit daily trading, the Seligman 401(k) plans permit only weekly trading activity. All Seligman employees have been informed that excessive trading with respect to the Seligman Funds, or trading in the Seligman Funds based upon inside information, is inappropriate and may, in certain cases, be illegal. Employees who engage in inappropriate trading will be subject to disciplinary action, which may include termination of employment.

Q3. Has Seligman engaged in improper disclosure of a Fund's portfolio holdings?

## Edgar Filing: SELIGMAN CASH MANAGEMENT FUND INC - Form 497

- A. The Manager has found no improprieties relating to the disclosure of a Fund's portfolio holdings. The Manager has not disclosed and does not disclose a Fund's portfolio holdings prior to public dissemination,

unless such disclosure is made for legitimate business purposes and only if the Manager believes that such disclosure will not be detrimental to a Fund's interest. A description of the policies and procedures with respect to the disclosure of each Fund's portfolio securities is set forth in each Fund's Statement of Additional Information.

- Q4. What is Seligman's policy with regard to receipt of late trades (i.e., after 4:00 pm Eastern Time)?

- A. Seligman does not accept late trades directly from Fund shareholders or prospective shareholders. The large majority of mutual fund trades submitted to Seligman are from broker-dealer firms and other financial intermediaries on behalf of their clients. These intermediaries have an obligation to ensure that trades submitted to the Seligman Funds after 4:00 pm on a trading day for that day's net asset value were, in fact, received by those entities by 4:00 pm on that day. This applies to all trades from intermediaries, including those that are transmitted electronically to Seligman after the market closes. Although the Seligman Funds and the Manager, like other mutual fund groups, cannot determine the time at which orders received through financial intermediaries were placed, the Manager expects mutual fund trades submitted to Seligman by financial intermediaries to comply with all applicable laws and regulations. On a periodic basis, Seligman contacts every financial intermediary that offers, sells, or purchases shares of the Seligman Funds in order to remind it of its responsibility to have reasonable policies and procedures to ensure that it complies with their legal and contractual obligations. The Manager has found no instances of Fund shareholders engaging in late trading directly with the Seligman Funds. Seligman will cooperate with and support any governmental or regulatory investigation to identify and hold accountable any financial intermediary that has submitted orders in violation of applicable laws or regulations.

- Q5. What is Seligman's policy regarding market timing?

- A. Seligman has policies and procedures in place to restrict trades that, in its judgment, could prove disruptive in the management of portfolios of the Seligman Funds. As part of the Manager's procedures, the Manager will reject trades, issues warning letters, and prohibit accounts from making further exchanges. Since September 2003, when the first proceedings relating to trading practices within the mutual fund industry were publicly announced, Seligman has taken additional steps to strengthen its policies and procedures. A general description of the Seligman Funds' policies is set forth in each Fund's prospectus. In addition, Rule 22c-2 was adopted by the SEC under the Investment Company Act of 1940 and is required to be fully implemented within the entire mutual fund industry on October 16, 2007. This rule will enable the Seligman Funds to obtain additional information relating to transactions by shareholders holding their shares through financial intermediaries, thereby enhancing the ability to identify excessive trading in the Seligman Funds.

- Q6. Has Seligman conducted an internal review relating to market timing?

- A. The Manager completed its internal review in the fall of 2003. As of September 2003, the Manager had one arrangement that permitted frequent trading. This arrangement was in the process of being closed down by the Manager before September 2003. Based on a review of the Manager's records

## Edgar Filing: SELIGMAN CASH MANAGEMENT FUND INC - Form 497

for 2001 through 2003, the Manager identified three other arrangements that had permitted frequent trading in the Seligman Funds. All three had already been terminated prior to the end of September 2002. The results of the Manager's internal review were presented to the Independent Directors of the Seligman Funds. In order to resolve matters with the Independent Directors relating to the four arrangements, the Manager in May 2004 paid approximately \$75,000 to Seligman Global Growth Fund, \$300,000 to Seligman Global Smaller Companies Fund and \$1.6 million to Seligman Global Technology Fund in recognition that these global investment funds presented some potential for time zone arbitrage. The amounts paid by the Manager represented less than 1/2 of 1% of each such Fund's net asset value as of the date such payments were made. In addition, with respect to Seligman Communications and Information Fund and notwithstanding that time zone

arbitrage opportunities did not exist, the Manager, at the request of the Independent Directors, agreed to waive a portion of its management fee, amounting to five basis points (0.05%) per annum, for that Fund for the two-year period from June 1, 2004 to May 31, 2006.

- Q7. Does Seligman disclose its internal market timing control procedures?
- A. Seligman's market timing control procedures are proprietary. The Manager believes that disclosing these procedures will reduce their effectiveness.
- Q8. What new practices are being considered to prevent market timing abuses?
- A. As noted in response to Q5 above, the full implementation of Rule 22c-2 will enhance the ability to identify excessive trading in the Seligman Funds. On a periodic basis, Seligman contacts every financial intermediary that offers, sells, or purchases shares of the Seligman Funds in order to inform it that it must have reasonable policies and procedures to ensure that it does not knowingly permit or facilitate excessive trading of the Seligman Funds or knowingly use or facilitate any methods designed to disguise such trading in the Seligman Funds.
- Q9. Is Seligman involved with any federal or state investigation relating to market timing or late trading?
- A. Beginning in February 2004, Seligman was in discussions with the New York staff of the SEC and the Office of the New York Attorney General ("Attorney General") in connection with their review of frequent trading in certain of the Seligman Funds. No late trading is involved. This review was apparently stimulated by Seligman's voluntary public disclosure of the arrangements (described in the response to Q6 above) in January 2004. In March 2005, negotiations to settle the matter were initiated by the New York staff of the SEC. After several months of negotiations, tentative agreement was reached, both with the New York staff of the SEC and the Attorney General, on the financial terms of a settlement. However, settlement discussions with the Attorney General ended when the Attorney General sought to impose operating conditions on Seligman that were unacceptable to Seligman, would have applied in perpetuity and were not requested or required by the SEC. Subsequently, the New York staff of the SEC indicated that, in lieu of moving forward under the terms of the tentative financial settlement, the staff was considering recommending to the Commissioners of the SEC the instituting of a formal action against Seligman. Seligman believes that any action would be both inappropriate and unnecessary, especially in light of the fact that Seligman previously resolved the underlying issue with the Independent Directors of the Seligman Funds and made recompense to the affected Funds.

## Edgar Filing: SELIGMAN CASH MANAGEMENT FUND INC - Form 497

Immediately after settlement discussions with the Attorney General ended, the Attorney General issued subpoenas to certain of the Seligman Funds and their directors. The subpoenas sought various Board materials and information relating to the deliberations of the Independent Directors as to the advisory fees paid by the Seligman Funds to Seligman. Seligman objected to the Attorney General's seeking of such information and, on September 6, 2005, filed suit in federal district court seeking to enjoin the Attorney General from pursuing a fee inquiry. Seligman believes that, although the court announced on September 26, 2007 that it would abstain, on procedural grounds, from deciding the issue, the Attorney General's inquiry is improper because Congress has vested exclusive regulatory oversight of investment company advisory fees in the SEC.

At the end of September 2005, the Attorney General indicated that it intended to file an action at some point in the future alleging, in substance, that Seligman permitted other persons to engage in frequent trading other than the arrangements described above and, as a result, the prospectus disclosure used by the Seligman Funds is and has been misleading. On September 26, 2006, the Attorney General commenced a civil action in New York State Supreme Court against J. & W. Seligman & Co. Incorporated, Seligman

Advisors, Inc., Seligman Data Corp. and Brian T. Zino, reiterating, in substance, the foregoing claims and various other related matters. The Attorney General also claims that the fees charged by Seligman are excessive. The Attorney General is seeking damages and restitution, disgorgement, penalties and costs (collectively, "Damages"), including Damages of at least \$80 million relating to alleged timing occurring in the Seligman Funds and disgorgement of profits and management fees, and injunctive relief. Seligman and Mr. Zino believe that the claims are without merit and intend to defend themselves vigorously.

Any resolution of these matters with regulatory authorities may include, but not be limited to, the relief sought by the Attorney General or other sanctions or changes in procedures. Any Damages will be paid by Seligman and not by the Seligman Funds. If Seligman is unsuccessful in its defense of these proceedings, it and its affiliates could be barred from providing investment advisory and other services, including serving as an investment adviser for the Seligman Funds and other registered investment companies and acting as principal underwriter for the Seligman Funds. If these results occur, Seligman will seek exemptive relief from the SEC to permit it and its affiliates to continue to provide investment advisory and other services. There is no assurance that such exemptive relief will be granted. Seligman does not believe that the foregoing legal action or other possible actions should have a material adverse impact on Seligman or its clients, including the Seligman Funds and other investment companies managed by it; however, there can be no assurance of this or that these matters and any related publicity will not result in reduced demand for shares of the Seligman Funds and such other investment companies or other adverse consequences.

Q10. Does Seligman have any market timing arrangements at the current time?

A. Market timing arrangements in the Seligman Funds have been prohibited. In addition, Seligman has strengthened existing controls to discourage and help prevent market timing. As noted in response to Q5 above, the full implementation of Rule 22c-2 will enhance the ability to identify excessive trading in the Seligman Funds.

Edgar Filing: SELIGMAN CASH MANAGEMENT FUND INC - Form 497

Q11. Have any employees been disciplined in connection with the Manager's overall internal review?

A. One employee has left Seligman.