MARINER ENERGY INC
Form DEFA14A
April 30, 2010

**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**
**SCHEDULE 14A**
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
o Definitive Additional Materials
þ Soliciting Material Pursuant to §240.14a-12

**MARINER ENERGY, 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):
þ No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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:

o Fee paid previously with preliminary materials.

o 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:

On April 29, 2010, the following materials were distributed to employees of Mariner Energy, Inc.:

**Pending Acquisition of Mariner Energy, Inc. by Apache Corporation**

**SUMMARY OF EMPLOYEE EQUITY MATTERS**

This summary is entirely qualified by reference to (i) the Agreement and Plan of Merger, by and among Apache Corporation, ZMZ Acquisitions LLC, and Mariner Energy, Inc., dated April 14, 2010 (the Merger Agreement ), and (ii) your restricted stock and deferred cash bonus awards.

**Unvested Awards**

If you remain employed by Mariner until the closing date:

Your unvested standard annual restricted stock awards fully vest. Full vesting occurs as a result of the terms of these awards.

Any long-term performance-based restricted stock awards vest 40% and the remaining 60% are cancelled. Partial vesting of these awards occurs solely as a result of the terms of the merger; otherwise, under the terms of these awards, 100% would be forfeited.

**Vested Stock and Option Awards**

Upon closing:

Each share of Mariner common stock that you own will convert into either (i) 0.17043 of a share of Apache common stock plus $7.80 in cash, (ii) 0.24347 of a share of Apache common stock, or (iii) $26.00 in cash, in all cases, subject to an election feature and proration under the terms of the merger described further below.

Each unexercised option to purchase Mariner common stock that you own will convert into a fully vested option to purchase 0.24347 of a share of Apache common stock; the number of shares and exercise price of your Apache stock option will be economically equivalent to your Mariner stock option. This conversion occurs under the terms of the merger described further below.

**Merger Agreement Excerpts**

The following excerpts from the Merger Agreement pertain to your Mariner common stock and options. Some defined terms are followed by Section 1.6 (*Conversion of Securities*), Section 1.7 (*Employee Stock Options; Restricted Shares*) and Section 1.9 (*Election Procedures; Allocation of Merger Consideration*) of the Merger Agreement. Please refer to the complete Merger Agreement filed as Exhibit 2.1 to Mariner s Form 8-K filed with the Securities and Exchange Commission ( SEC ) on April 16, 2010, available on the SEC s website at www.sec.gov or on Mariner s website under Investor Information, SEC Filings.

April 14, 2010

**Cash Amount Per Share** means $7.80 per share.
**Company** means Mariner Energy, Inc., a Delaware corporation.
**Exchange Ratio** means 0.24347 shares of Parent Common Stock.
**Merger** means the merger of the Company with and into Merger Sub.
**Merger Sub** means ZMZ Acquisitions LLC, a wholly owned subsidiary of Parent.
**Parent** means Apache Corporation, a Delaware corporation.
**Parent Common Stock** means the common stock, par value $0.625 per share of Parent.
**Per Share Cash Consideration** means $26.00 in cash.
**Per Share Mixed Consideration** means the combination of (i) the Cash Amount Per Share and (ii) 0.17043 shares of Parent Common Stock.
**Per Share Stock Consideration** means a number of shares (which need not be a whole number) of Parent Common Stock equal to the Exchange Ratio.
**Share** means each issued and outstanding share of common stock, par value $.0001 per share of the Company.

Section 1.6 *Conversion of Securities*. At the Effective Time, by virtue of the Merger and without any action on the part of Merger Sub, the Company or the holders of any of the Shares:

(a) Each Share issued and outstanding immediately prior to the Effective Time (other than any Shares to be canceled pursuant to Section 1.6(b) and any Dissenting Shares (as herein defined)) shall be canceled and shall be converted automatically into the right to receive, at the election of the holder as provided in and subject to Sections 1.9 and 1.10, either (i) the Per Share Stock Consideration, (ii) the Per Share Cash Consideration or (iii) the Per Share Mixed Consideration (together, the **Merger Consideration** ), payable, without interest, to the holder of such Share, upon surrender, in the manner provided in Section 1.10, of the certificate that formerly evidenced such Share. As of the Effective Time, all such Shares shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a Certificate representing any such Shares shall cease to have any rights with respect thereto, except the right to receive (i) the Merger Consideration; (ii) any cash in lieu of fractional shares of Parent Common Stock, if any, to be issued or paid in consideration therefor upon surrender of such Certificate in accordance with Section 1.10; and (iii) any dividends or distributions in accordance with Section 1.10(e);

(b) Each Share held in the treasury of the Company and each Share owned by Merger Sub, Parent or any direct or indirect wholly owned subsidiary of Parent or of the Company immediately prior to the Effective Time shall be canceled without any conversion thereof and no payment or distribution shall be made with respect thereto;

(c) The Merger Consideration shall be adjusted to reflect fully the effect of any stock split, reverse split, stock dividend, reorganization, recapitalization, consolidation, exchange or other like change with respect to Parent Common Stock or Company Common Stock occurring after the date hereof and prior to the Effective Time (including any dividend or distribution on the Parent Common Stock or the Company Common Stock of securities convertible into Parent Common Stock or Company Common Stock, as applicable); and

(d) For purposes of this Agreement, each of the following terms has the meaning set forth below:

**Cash Amount Per Share** shall mean $7.80 per share.

**Deemed Shares Outstanding** means the total number of shares of the Company Common Stock outstanding; *provided*, *however*, that regardless of the actual number of shares of the Company Common Stock outstanding, in no event shall the Deemed Shares Outstanding exceed the sum of (a) 102,045,275 (103,241,493 shares issued and outstanding on April 14, 2010 less 1,196,218 shares of restricted Company Common Stock granted by the Company pursuant to the 2008 Long-Term Performance-Based Restricted Stock Program), (b) the aggregate number of shares of the Company Common Stock, if any, that are issued after the date hereof by the Company upon the exercise of Options (all as disclosed in Section 2.3 and as exercised or vested in accordance with their terms), (c) the number of shares approved by Parent for grant pursuant to Section 4.1, (d) shares issued in accordance with Section 4.1 of the Company Schedule, and (e) the number of shares with respect to which restrictions shall lapse pursuant to Section 1.7(c).

**Exchange Ratio** means 0.24347 shares of Parent Common Stock.

**Per Share Cash Consideration** means $26.00 in cash.

**Per Share Mixed Consideration** means the combination of (i) the Cash Amount Per Share and (ii) 0.17043 shares of Parent Common Stock.

**Per Share Stock Consideration** means a number of shares (which need not be a whole number) of Parent Common Stock equal to the Exchange Ratio.

**Total Cash Amount** means the product obtained by multiplying the Deemed Shares Outstanding by the Cash Amount Per Share.

Section 1.7 *Employee Stock Options; Restricted Shares*.

(a) At the Effective Time, each stock option to purchase Shares granted (and not exercised, expired or terminated) pursuant to a Company Benefit Plan providing for grants of equity-based incentive awards or any other stock option, stock bonus, stock award, or stock purchase plan, program or arrangement of the Company or any of the Company s subsidiaries or any predecessor thereof or any other contract or agreement entered into by the Company or any of the Company s subsidiaries (collectively, **Stock Incentive Plan** ) that is then outstanding (in each case, an **Option** ), whether or not then exercisable or vested, shall by virtue of the Merger and without any action on the part of any holder of any outstanding Option, be converted into a fully exercisable option (i) to purchase the number of shares of Parent Common Stock (calculated on an aggregate basis with respect to all Company Common Stock subject to a given Option with the same terms under such Option) obtained by multiplying the number of shares of Company Common Stock issuable upon exercise of such Option by the Exchange Ratio (with any resulting number of shares that contain a fraction of a share being decreased to the next whole number of shares), and (ii) at an exercise price per share of Parent Common Stock equal to the per share Company Common Stock exercise price pursuant to such Option divided by the Exchange Ratio (with any resulting exercise price that contains a fraction of a cent being increased to the next whole cent), and (iii) otherwise upon terms and conditions equivalent to such outstanding Options. The assumption and conversion of an Option pursuant to this Section 1.7(a) shall be deemed a release of any and all rights the holder had or may have to purchase Shares in respect of such Option. Prior to the Effective Time, the Company shall communicate the conversion in this Section 1.7(a) to each holder of Option(s) in a written notice.

(b) Immediately prior to the Effective Time, all restrictions on each outstanding award of restricted Company Common Stock granted by the Company pursuant to any Stock Incentive Plan that is not subject to a price condition or other condition that has not been satisfied prior to the date of this Agreement or that has not lapsed pursuant to the terms of an employment agreement and specifically excluding the 2008 Long-Term Performance-Based Restricted Stock Program (the **Restricted Shares** ) shall, without any action on the part of the holder thereof, the Company or Parent, lapse at that time, and each such Restricted Share shall become fully vested in each holder thereof at that time, and each such Restricted Share will be treated at the Effective Time the same as, and have the same rights and be subject to the same conditions as, each share of Company Common Stock not subject to any restrictions, except that upon vesting the holder may satisfy the applicable withholding Tax obligations by payment by cash or check or by returning to the Surviving Company a sufficient number of shares of Company Common Stock equal in value to that obligation. Prior to the Effective Time, the Company, the Company Board of Directors and the Compensation Committee of the Company Board of Directors shall take any actions necessary under the Company s Stock Incentive Plans, the award agreements thereunder and otherwise to effectuate this Section 1.7(b).

(c) Immediately prior to the Effective Time, all restrictions on 40% of each award relating to the 1,196,218 shares of restricted Company Common Stock granted by the Company pursuant to the 2008 Long-Term Performance-Based Restricted Stock Program, that are subject to a price condition that has not been satisfied prior to the date of this Agreement shall, without any action on the part of the holder thereof, the Company or Parent, lapse at that time, and shall become fully vested in the holder thereof at that time, and each such share will be treated at the Effective Time the same as, and have the same rights and be subject to the same conditions as, each share of Company Common Stock not subject to any restrictions, except that upon vesting the holder may satisfy the applicable withholding Tax obligations by payment by cash or check or by returning to the Surviving Company a sufficient number of shares of Company Common Stock equal in value to that obligation. Prior to the Effective Time, the Company, the Company Board of Directors and the Compensation Committee of the Company Board of Directors shall take any actions necessary under the Company s Stock Incentive Plans, the award agreements thereunder and otherwise to effectuate this Section 1.7(c). For the avoidance of doubt, all other shares of restricted Company Common Stock granted by the Company pursuant to the 2008 Long-Term Performance-Based Restricted Stock Program shall be cancelled.

Section 1.9 *Election Procedures; Allocation of Merger Consideration.*

(a) An election form and other appropriate and customary transmittal materials (which shall specify that delivery shall be effected, and risk of loss and title to the Certificates theretofore representing shares of the Company Common Stock shall pass, only upon proper delivery of such Certificates to the Exchange Agent or, in the case of Book-Entry Shares, upon adherence to the procedures set forth therein) in such form as Parent shall specify and as shall be reasonably acceptable to the Company (the **Election Form** ) and pursuant to which each holder of record of shares of the Company Common Stock as of the close of business on the Election Form Record Date may make an election pursuant to this Section 1.9, shall be mailed at the same time as the Proxy Statement/Prospectus or at such other time as the Company and Parent may agree (the date on which such mailing is commenced or such other agreed date, the **Mailing Date** ) to each holder of record of the Company Common Stock as of the close of business on the record date for notice of the Company Stockholders Meeting (the **Election Form Record Date** ).

(b) Each Election Form shall permit the holder (or the beneficial owner through appropriate and customary documentation and instructions), other than any holder of Dissenting Shares, to specify (i) the number of shares of such holder s Company Common Stock with respect to which such holder elects to receive the Per Share Mixed Consideration ( **Mixed Consideration Election Shares** ), (ii) the number of shares of such holder s Company Common Stock with respect to which such holder elects to receive Per Share Stock Consideration ( **Stock Election Shares** ), (iii) the number of shares of such holder s Company Common Stock with respect to which such holder elects to receive the Per Share Cash Consideration ( **Cash Election Shares** ), or (iv) that such holder makes no election with respect to such holder s Company Common Stock ( **Non-Election Shares** ). Any Company Common Stock with respect to which the Exchange Agent has not received an effective, properly completed Election Form on or before 5:00 p.m., New York time, on the 33rd day following the Mailing Date (or such other time and date as the Company and Parent shall agree) (the **Election Deadline** ) (other than any shares of the Company Common Stock that constitute Dissenting Shares as of such time) shall also be deemed to be Non-Election Shares. Parent and the Company may agree to extend such deadline to such other date as is agreed to by Parent and the Company, and the Company and Parent shall make a public announcement of such new Election Deadline, if any.

(c) Parent shall make available one or more Election Forms as may reasonably be requested from time to time by all persons who become holders (or beneficial owners) of the Company Common Stock between the Election Form Record Date and the close of business on the business day prior to the Election Deadline, and the Company shall provide to the Exchange Agent all information reasonably necessary for it to perform as specified herein.

(d) Any such election shall have been properly made only if the Exchange Agent shall have actually received a properly completed Election Form by the Election Deadline. An Election Form shall be deemed properly completed only if accompanied by (i) one or more Certificates (or customary affidavits and indemnification regarding the loss or destruction of such Certificates or the guaranteed delivery of such Certificates) representing all certificated shares of the Company Common Stock covered by such Election Form or (ii) in the case of Book-Entry Shares, any additional documents specified by the procedures set forth in the Election Form, together with duly executed transmittal materials included in the Election Form. Any Election Form may be revoked or changed by the person submitting such Election Form prior to the Election Deadline. In the event an Election Form is revoked prior to the Election Deadline, the shares of the Company Common Stock represented by such Election Form shall become Non-Election Shares and Parent shall cause the Certificates, if any, representing the Company Common Stock to be promptly returned without charge to the person submitting the Election Form upon written request to that effect from the holder who submitted the Election Form, except to the extent (if any) a subsequent election is properly made with respect to any or all of the applicable shares of the Company Common Stock. Subject to the terms of this Agreement and of the Election Form, the Exchange Agent shall have reasonable discretion to determine whether any election, revocation or change has been properly or timely made and to disregard immaterial defects in the Election Forms, and any good faith decisions of the Exchange Agent regarding such matters shall be binding and conclusive. None of Parent, Merger Sub or the Exchange Agent shall be under any obligation to notify any person of any defect in an Election Form.

(e) Parent shall cause the Exchange Agent to allocate among the holders of the Company Common Stock with rights to receive Merger Consideration in accordance with the Election Form as follows:
   (i) ***Mixed Consideration.*** Each Mixed Consideration Election Share and each Non-Election Share shall be converted into the right to receive the Per Share Mixed Consideration.

(ii) ***Cash Election Shares for more than Total Cash Amount***. If the product obtained by multiplying (x) the number of Cash Election Shares by (y) the Per Share Cash Consideration is greater than the Total Cash Amount less the aggregate cash paid to holders of Mixed Consideration Election Shares and Non-Election Shares, then:

(A) All Stock Election Shares shall be converted into the right to receive the Per Share Stock Consideration,

(B) The Exchange Agent shall then select from among the Cash Election Shares, pro rata to the holders of Cash Election Shares in accordance with their respective numbers of Cash Election Shares (except as provided in the last paragraph of this Section 1.9(e)), a sufficient number of shares ( **Stock Designated Shares** ) such that the aggregate cash amount that will be paid in the Merger equals as closely as practicable the Total Cash Amount, and all Stock Designated Shares shall be converted into the right to receive the Per Share Stock Consideration, and

(C) The Cash Election Shares that are not Stock Designated Shares will be converted into the right to receive the Per Share Cash Consideration.

(iii) ***Cash Election Shares for less than Total Cash Amount***. If the product obtained by multiplying (x) the number of Cash Election Shares by (y) the Per Share Cash Consideration is less than the Total Cash Amount less the aggregate cash paid to holders of Mixed Consideration Election Shares and Non-Election Shares, then:

(A) All Cash Election Shares shall be converted into the right to receive the Per Share Cash Consideration,

(B) The Exchange Agent shall then select from among the Stock Election Shares, in each case pro rata to the holders of Stock Election Shares in accordance with their respective numbers of Stock Election Shares, as the case may be, a sufficient number of shares ( **Cash Designated Shares** ) such that the aggregate cash amount that will be paid in the Merger equals as closely as practicable the Total Cash Amount, and all Cash Designated Shares shall be converted into the right to receive the Per Share Cash Consideration, and

(C) The Stock Election Shares that are not Cash Designated Shares shall be converted into the right to receive the Per Share Stock Consideration.

(iv) ***Cash Election Shares equal to Total Cash Amount***. If the product obtained by multiplying (x) the number of Cash Election Shares by (y) the Per Share Cash Consideration is equal to the Total Cash Amount less the aggregate cash paid to holders of Mixed Consideration Election Shares and Non-Election Shares, then subparagraphs (ii) and (iii) above shall not apply and all Cash Election Shares shall be converted into the right to receive the Per Share Cash Consideration and all Stock Election Shares shall be converted into the right to receive the Per Share Stock Consideration.

Notwithstanding anything in this Agreement to the contrary, to the fullest extent permitted by Delaware Law, for purposes of determining the allocations set forth in this Section 1.9, Parent shall have the right to require, but not the obligation to require (unless such requirement is necessary to satisfy the conditions set forth in Section 6.2(e) or Section 6.3(d)), that any shares of the Company Common Stock that constitute Dissenting Shares as of the Election Deadline be treated as Cash Election Shares not subject to the pro rata selection process contemplated by this Section 1.9.

(f) The pro rata selection process to be used by the Exchange Agent shall consist of such equitable pro ration processes as shall be reasonably and mutually determined by Parent and the Company.

**Additional Information**

In connection with the Merger, Mariner and Apache will file a definitive proxy statement/prospectus and other documents with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION REGARDING MARINER, APACHE, AND THE MERGER.

A definitive proxy statement/prospectus will be sent to stockholders of Mariner seeking their approval of the Merger. Investors and security holders may obtain a free copy of the definitive proxy statement/prospectus (when available) and other documents filed by Mariner and Apache with the SEC at the SEC s website, www.sec.gov. Copies of the documents filed with the SEC by Mariner will be available free of charge on Mariner s website at www.mariner-energy.com under the tab Investor Information or by contacting Mariner s Investor Relations Department at 713-954-5558. Copies of the documents filed with the SEC by Apache will be available free of charge on Apache s website at www.apachecorp.com under the tab Investors or by contacting Apache s Investor Relations Department at 713-296-6000. You may also read and copy any reports, statements and other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC s website for further information on its public reference room.

**Participants in Solicitation**

Mariner, its directors, executive officers and certain members of management and employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies from stockholders of Mariner in connection with the Merger. Information concerning the interests of the persons who may be participants in the solicitation will be set forth in the definitive proxy statement/prospectus (when available). Information concerning beneficial ownership of Mariner stock by its directors and certain executive officers is included in its proxy statement dated March 29, 2010 and subsequent statements of changes in beneficial ownership on file with the SEC.

Apache, its directors, executive officers and certain members of management and employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies from stockholders of Mariner in connection with the Merger. Information concerning the interests of the persons who may be participants in the solicitation will be set forth in the definitive proxy statement/prospectus (when available). Information concerning beneficial ownership of Apache stock by its directors and certain executive officers is included in its proxy statement dated March 31, 2010 and subsequent statements of changes in beneficial ownership on file with the SEC.

**Forward-Looking Statements**

This summary contains forward-looking statements that involve significant risks and uncertainties. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including: statements regarding the anticipated timing of filings and approvals relating to the Merger; statements regarding the expected timing of the completion of the Merger; statements regarding the ability to complete the Merger considering the various closing conditions; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Investors and security holders are cautioned not to place undue reliance on these forward-looking statements. Actual results could differ materially from those currently anticipated due to a number of risks and uncertainties. Risks and uncertainties that could cause results to differ from expectations include, among others: the possibility that one or more closing conditions for the Merger may not be satisfied or waived, including the failure to obtain the requisite approval of Mariner s stockholders or the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the Merger; the effects of disruption from the Merger making it more difficult to maintain relationships with employees, business partners or governmental entities; other business effects, including the effects of industry, economic or political conditions outside of the control of Mariner or Apache; and other risks and uncertainties discussed in documents filed with the SEC by Mariner and Apache.

April 14, 2010

**Pending Acquisition of Mariner Energy, Inc. by Apache Corporation**
**SUMMARY OF EMPLOYEE RETENTION/SEVERANCE ARRANGEMENTS ***

1. **Closing****:

If you remain employed by Mariner until the closing date:

Your unvested standard annual restricted stock awards fully vest.

Your unvested deferred cash bonus awards (offshore personnel) fully vest.

You receive a closing bonus of no less than your 2009 annual bonus paid in March 2010 (or if employed for less than full-year 2009 or hired in 2010, a bonus in an amount determined by Mariner).

You become an employee of Apache (or one of its subsidiaries) with credit for Mariner service.

2. **Between Closing and December 1, 2010**:

If you voluntarily terminate without good reason before you receive a permanent employment offer from Apache, you receive basic severance.

*Basic severance means severance benefits under Mariner s severance plan. Good reason is a voluntary termination that is a qualifying event under the severance plan (as recognized and approved by the Plan Administrator) or is described in your employment or change of control agreement, as applicable.*

If you voluntarily terminate for good reason, you receive enhanced severance.

*Enhanced severance is your annual base salary plus severance/separation benefits under either Mariner s severance plan or your employment or change of control agreement, as applicable.*

If you voluntarily terminate for any reason after you receive a permanent employment offer from Apache, you receive enhanced severance.

If Apache terminates you without cause, you receive enhanced severance.

*Without cause is an involuntary termination that is a qualifying event under the severance plan or is described in your employment or change of control agreement, as applicable.*

If Apache terminates you because you fail its background check or drug test, you receive basic severance.

All waiver and release requirements continue to be a condition to receive severance.

3. **Between December 1, 2010 and December 31, 2010**:

If you voluntarily terminate for any reason, you receive enhanced severance.

If Apache terminates you without cause, you receive enhanced severance.

If you have an employment or change of control agreement with Mariner and accept permanent employment with Apache, you must waive your rights under the agreement effective December 31, 2010.

All waiver and release requirements continue to be a condition to receive severance.

April 14, 2010

4. **<u>Between Closing and December 31 of the year in which Closing occurs</u>**:
   Vacation continues to be earned and any unused vacation is carried over to the next year or paid upon employment termination, as applicable, on terms no less favorable than Mariner s existing Vacation and Attendance Policy.
5. **<u>Between January 1, 2011 and February 15, 2011</u>**:
   If you remain employed by Apache on February 15, 2011, you receive a retention bonus of no less than the amount of your closing bonus paid on the closing date.

* This summary is entirely qualified by reference to (i) the attached Schedule 5.9(c) to the Agreement and Plan of Merger, by and among Apache Corporation, ZMZ Acquisitions LLC, and Mariner Energy, Inc., dated April 14, 2010 (the Merger Agreement ), (ii) the Merger Agreement, filed as Exhibit 2.1 to Mariner s Form 8-K filed on April 16, 2010 with the Securities and Exchange Commission, (iii) Mariner s Amended and Restated Employee Severance Plan, effective December 1, 2009, (iv) Mariner s Vacation and

Attendance Policy, effective January 1, 2007, and (v) your employment agreement or change of control agreement with Mariner.

** This summary assumes closing occurs before October 1, 2010. If closing occurs later, references to December 1 and 31, 2010 mean 60 and 90 days, respectively, after the closing date.

**Additional Information**

In connection with the Merger, Mariner and Apache will file a definitive proxy statement/prospectus and other documents with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION REGARDING MARINER, APACHE, AND THE MERGER.

A definitive proxy statement/prospectus will be sent to stockholders of Mariner seeking their approval of the Merger. Investors and security holders may obtain a free copy of the definitive proxy statement/prospectus (when available) and other documents filed by Mariner and Apache with the SEC at the SEC s website, www.sec.gov. Copies of the documents filed with the SEC by Mariner will be available free of charge on Mariner s website at www.mariner-energy.com under the tab Investor Information or by contacting Mariner s Investor Relations Department at 713-954-5558. Copies of the documents filed with the SEC by Apache will be available free of charge on Apache s website at www.apachecorp.com under the tab Investors or by contacting Apache s Investor Relations Department at 713-296-6000. You may also read and copy any reports, statements and other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC s website for further information on its public reference room.

**Participants in Solicitation**

Mariner, its directors, executive officers and certain members of management and employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies from stockholders of Mariner in connection with the Merger. Information concerning the interests of the persons who may be participants in the solicitation will be set forth in the definitive proxy statement/prospectus (when available). Information concerning beneficial ownership of Mariner stock by its directors and certain executive officers is included in its proxy statement dated March 29, 2010 and subsequent statements of changes in beneficial ownership on file with the SEC.

Apache, its directors, executive officers and certain members of management and employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies from stockholders of Mariner in connection with the Merger. Information concerning the interests of the persons who may be participants in the solicitation will be set forth in the definitive proxy statement/prospectus (when available). Information concerning beneficial ownership of Apache stock by its

directors and certain executive officers is included in its proxy statement dated March 31, 2010 and subsequent statements of changes in beneficial ownership on file with the SEC.

**Forward-Looking Statements**

This summary contains forward-looking statements that involve significant risks and uncertainties. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including: statements regarding the anticipated timing of filings and approvals relating to the Merger; statements regarding the expected timing of the completion of the Merger; statements regarding the ability to complete the Merger considering the various closing conditions; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Investors and security holders are cautioned not to place undue reliance on these forward-looking statements. Actual results could differ materially from those currently anticipated due to a number of risks and uncertainties. Risks and uncertainties that could cause results to differ from expectations include, among others: the possibility that one or more closing conditions for the Merger may not be satisfied or waived, including the failure to obtain the requisite approval of Mariner s stockholders or the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the Merger; the effects of disruption from the Merger making it more difficult to maintain relationships with employees, business partners or governmental entities; other business effects, including the effects of industry, economic or political conditions outside of the control of Mariner or Apache; and other risks and uncertainties discussed in documents filed with the SEC by Mariner and Apache.

April 14, 2010

Section 5.9(c) of the Company Schedule
The Parent [Apache], Merger Sub and Company [Mariner] agree to implement the following employment arrangements.

1. Employment; Service.

At Closing, all Company employees will become employees of Apache (or one of its Subsidiaries) and receive credit for all periods of service with the Company (and with predecessor employers with respect to which the Company and its Subsidiaries shall have granted service credit) for all purposes.

2. Retention.

(a) An employee who remains employed until the Closing Date shall be paid a cash closing bonus within 10 days after the Closing Date of not less than 100% of his or her 2009 bonus (as paid in 2010). For purposes of determining the minimum closing bonus for an employee who did not have a full year of service in 2009, the amount of the closing bonus will be determined by the Company in its discretion.

(b) An employee who remains employed on February 15, 2011 shall be paid a cash retention bonus of not less than 100% of his or her 2009 bonus (as paid in 2010) on February 15, 2011. The amount of the minimum cash retention bonus paid on February 15, 2011 will equal the amount of the closing bonus.

3. Severance.

(a) An employee who (i) is covered by a change of control agreement or employment agreement and (ii) accepts a formal written offer of permanent employment with Apache that includes a work assignment, compensation and benefits package will be required to waive his or her rights under such agreement effective December 31, 2010.

(b) If, during the period beginning on the Closing Date and ending on December 1, 2010, an employee voluntarily terminates his or her employment for a reason that is not a Qualifying Termination (as defined below) or if an employee is terminated due to failure to satisfy Apache s background check and drug testing requirements, and if in either case such employee is not entitled to benefits pursuant to paragraph (e) below, he or she will be entitled to a lump sum payment of an amount equal to severance under the Amended and Restated Mariner Energy, Inc. Employee Severance Plan, effective as of December 1, 2009 (the Mariner Severance Plan ), payable as if subject to the terms of the Mariner Severance Plan.

(c) If, during the period beginning on the Closing Date and ending on December 31, 2010, the employment of an employee terminates as a result of a Qualifying Termination (as defined below), he or she will be entitled to a lump sum payment of an amount equal to his or her annual base salary plus severance under the Mariner Severance Plan, payable as if subject to the terms of the Mariner Severance Plan.

(d) Notwithstanding the foregoing Section 3(c), if during the period beginning on the Closing Date and ending on December 31, 2010, an employee who has an employment agreement or a change of control agreement with the Company terminates as a result of a Qualifying Termination, he or she will be entitled to (1) a lump sum payment of an amount equal to (i) his or her annual base salary, plus (ii) the severance payment payable under the Applicable Agreement, and (2) the welfare benefit continuation coverage provided under the terms of the Applicable Agreement. The Applicable Agreement means the applicable employment or change of control agreement covering the employee.
(e) If an employee (1) does not receive an offer of employment from Apache by December 1, 2010 or (2) receives an offer of employment from Apache and such employee terminates for any reason by December 31, 2010, then he or she will be entitled to a lump sum payment of an amount equal to his or her annual base salary, and either (i) severance under the Mariner Severance Plan, payable as if subject to the terms of the Mariner Severance Plan, or (ii) severance under any Applicable Agreement, plus the welfare benefit continuation coverage provided under the terms of the Applicable Agreement.
(f) A Qualifying Termination shall mean (i) if an employee is subject to an employment agreement or a change in control agreement, a termination of employment that would entitle the employee to separation benefits under that document, or (ii) if the employee is not subject to such an agreement, a Qualifying Event as defined under the Mariner Severance Plan.
(g) In the event the Closing Date has not occurred prior to October 1, 2010, all references in this Section 3 to December 1, 2010 shall mean 60 days after the Closing Date, and all references to December 31, 2010 shall mean 90 days after the Closing Date.
(h) In no event shall an employee be entitled to receive payment under more than one Section of Sections 3(b), 3(c), 3(d) or 3(e) above.
(i) All of the Company s existing waiver and release requirements to receipt of severance shall continue to be a condition to receive severance.
4. Vacation.
From and after the Closing Date through December 31 of the calendar year in which the Closing Date occurs, employees shall continue to earn vacation at a rate no less favorable than under the Company s vacation policy in effect on the date of this Agreement ( Vacation Policy ) and be entitled to use any unused vacation in the subsequent calendar year on a basis no less favorable than under such Vacation Policy, and shall be entitled to receive payment for any unused vacation upon termination of employment in accordance with the Vacation Policy.

**Most Frequently Asked Questions:**

1) **Do I need to submit a resume and who should I send it to?**

If we had a resume on file for you, a copy was included in this packet for your convenience. If you would like to submit an updated resume, please send it directly to Katie Miller (kmiller@mariner-energy.com) within the next several weeks. If there is not a resume included in your packet, then we don t have one on file for you. Although it is not required, it would be beneficial to submit a resume or bio to help facilitate discussions regarding organizational structure.

2) **Does Mariner plan to make the profit sharing contribution for the plan year 2009?**

Yes, assuming Mariner receives approval from the Board, profit sharing contributions will be made for the plan year 2009 at some point prior to closing.

3) **Does Apache reimburse for toll road expenses for travel to and from work?**

Currently Apache does not reimburse for toll road expenses. However, this is being reviewed by Apache, and you will be updated if any changes are made in regards to their policy.

4) **What does self-insured mean in regards to health plans?**

An employer has a self-insured plan if the employer assumes the financial risk for providing health care benefits to its employees. Rather than paying a fixed premium to an insurance company who in turn assumes the financial risk, the employer pays for medical claims out-of-pocket as they are incurred. Whether a health plan is self-insured or fully-insured is, in most cases, a transparent point to employees. It affects the employer and how the plan is administered.

t Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">**Market Risk** – The price of a security held by the Fund may fall due to changing market, economic or political conditions.

**Micro Capitalization Company Risk** – Stock prices of micro capitalization companies are significantly more volatile, and more vulnerable to adverse business and economic developments than those of larger companies. Micro capitalization companies often have narrower markets for their goods and/or services and more limited managerial and financial resources than larger, more established companies, including small or medium capitalization companies.

**Real Estate Investment Trusts (“REITs”) Risk** – REITs’ share prices may decline because of adverse developments affecting the real estate industry including changes in interest rates. The returns from REITs may trail returns from the overall market. Additionally, there is always a risk that a given REIT will fail to qualify for favorable tax treatment.

**Real Estate Securities Risk** – Risks associated with investment in securities of companies in the real estate industry include: declines in the value of real estate; risks related to local economic conditions, overbuilding and increased competition; increases in property taxes and operating expenses; changes in zoning laws; casualty or condemnation losses; variations in rental income, neighborhood values or the appeal of properties to tenants; changes in interest rates and changes in general economic and market conditions.

**Small and Medium Capitalization Company Risk** – Securities of small or medium capitalization companies are more likely to experience sharper swings in market values, less liquid markets, in which it may be more difficult for the Adviser to sell at times and at prices that the Adviser believes appropriate and generally are more volatile than those of larger companies.

**Undervalued Stock Risk** – The Fund may pursue strategies that may include investing in securities, which, in the opinion of the Adviser, are undervalued. The identification of investment opportunities in undervalued securities is a difficult task and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

**The following are definitions of some of the terms used in this report:**

**Cash flow** measures the cash generating capability of a company by adding non-cash charges (e.g., depreciation) and interest expense to pretax income.

**CNY/CNH** are the different currency symbols in the Chinese Monetary Policy. CNY is the currency symbol traded onshore (mainland China) and CNH is the currency symbol traded outside of China.

**FTSE EPRA/NAREIT Global Index** is a total return index that is designed to represent general trends in eligible real estate equities worldwide.

**MSCI Emerging Markets Index** is a total return, free-float adjusted market capitalization weighted index that is designed to measure the equity market performance in the global emerging markets. Source: MSCI. MSCI data may not be reproduced or used for any other purpose. MSCI provides no warranties, has not prepared or approved this report, and has no liability hereunder.

**Real Estate Investment Trust (REIT)** is a security that trades like a stock on the major exchanges and invests in real estate directly, either through properties or mortgages. REITs receive special tax considerations and typically offer investors high yields, as well as a highly liquid method of investing in real estate.

**SDR** is an international reserve asset created by the International Monetary Fund to supplement its member countries' official reserves.

An investor cannot invest directly in an index.

***This is a closed-end fund and does not continuously offer shares.***

Manager Commentary (Continued)
April 30, 2016

**PERFORMANCE**[1] *As of April 30, 2016 (Unaudited)*

| | Ending Value as of 4/30/16 | 6 Months[2] | 1 Year | 3 Years | 5 Years | Since Inception[3] |
|---|---|---|---|---|---|---|
| Alpine Global Premier Properties Fund \| NAV[4] | $6.85 | -0.44 % | -5.78 % | 0.25 % | 4.09 % | -0.96 % |
| Alpine Global Premier Properties Fund \| Market Price | $5.71 | -1.87 % | -9.42 % | -4.68 % | 3.63 % | -3.46 % |
| FTSE EPRA/NAREIT Global Index | | 4.11 % | 0.70 % | 2.79 % | 6.49 % | 1.25 % |
| MSCI US REIT Index | | 5.01 % | 7.92 % | 7.21 % | 10.08 % | 4.36 % |

(1) *Performance information calculated assuming reinvestment of dividends and distributions including returns of capital, if any.*
(2) *Not annualized.*
(3) *Commenced operations on April 26, 2007. IPO price of $20 used in calculating performance information for market price.*
(4) *Performance at NAV includes fees and expenses.*

*To the extent that the Fund's historical performance resulted from gains derived from participation in Initial Public Offerings ("IPOs") and/or Secondary Offerings, there is no guarantee that these results can be replicated in future periods or that the Fund will be able to participate to the same degree in IPO/Secondary Offerings in the future.*

*All figures represent past performance and are not a guarantee of future results. Investment returns and principal value of the Fund will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. Current performance may be higher or lower than the performance quoted. Call 1(800)617.7616 or visit www.alpinefunds.com for current month-end performance.*

**FTSE EPRA/NAREIT Global Index** is a total return index that is designed to represent general trends in eligible real estate equities worldwide.

**MSCI US REIT Index** is a gross, total return, free float-adjusted market capitalization index that is comprised of equity REITs. The index is based on MSCI USA Investable Market Index (IMI) its parent index which captures large, mid and small caps securities. With 144 constituents, it represents about 99% of the US REIT universe and securities are classified in the REIT sector according to the Global Industry Classification Standard (GICS®). It however excludes Mortgage REIT and selected Specialized REITs. This index reinvests as much as possible of a company's dividend distributions. The reinvested amount is equal to the total dividend amount distributed to persons residing in the country of the dividend-paying company. Gross total return indexes do not, however, include any tax credits. Source: MSCI. MSCI data may not be reproduced or used for any other purpose. MSCI provides no warranties, has not prepared or approved this report, and has no liability hereunder.

**PORTFOLIO DISTRIBUTIONS* (Unaudited)**

**TOP 10 HOLDINGS* (Unaudited)**

| | | |
|---|---|---|
| Colony Capital, Inc.-Class A | 3.63% | United States |
| Invincible Investment Corp. | 3.47% | Japan |
| Regus PLC | 2.78% | United Kingdom |
| Mitsui Fudosan Co., Ltd. | 2.75% | Japan |
| Nexity SA | 2.66% | France |
| Kenedix, Inc. | 2.60% | Japan |
| Dalata Hotel Group PLC | 2.50% | Ireland |
| Starwood Property Trust, Inc. | 2.48% | United States |
| Green REIT PLC | 2.35% | Ireland |
| ADO Properties SA | 2.25% | Germany |
| **Top 10 Holdings** | **27.47%** | |

**TOP 5 COUNTRIES* (Unaudited)**

| | |
|---|---|
| United States | 31.0% |
| Japan | 17.6% |
| United Kingdom | 8.6% |
| India | 6.3% |
| France | 5.7% |

* *Portfolio Distributions percentages are based on total investments. The Top 10 Holdings and Top 5 Countries do not include short-term investments and percentages are based on total net assets. Portfolio holdings and sector distributions are as of 04/30/16 and are subject to change. Portfolio holdings are not recommendations to buy or sell any securities.*

Manager Commentary (Continued)
April 30, 2016

**REGIONAL ALLOCATION**** *As of April 30, 2016 (Unaudited)*

*** As a percentage of total investments, excluding any short-term investments.*

**NAV AND MARKET PRICE** *As of April 30, 2016 (Unaudited)*

Schedule of Portfolio Investments
April 30, 2016 (Unaudited)

| Shares | Security Description | Value |
|---|---|---|
| COMMON STOCKS-103.9% | | |
| ASIA-34.8% | | |
| **China-5.6%** | | |
| 1,938,840 | CapitaLand Retail China Trust | $2,126,474 |
| 1,800,000 | China Overseas Land & Investment, Ltd. | 5,743,274 |
| 5,168,367 | China Resources Land, Ltd. | 12,752,845 |
| 934,335 | Dalian Wanda Commercial Properties Co., Ltd.-Class H (a) | 6,179,193 |
| 1,000,000 | KWG Property Holding, Ltd. | 648,455 |
| 1,200,000 | Longfor Properties Co., Ltd. | 1,695,523 |
| 4,537,976 | Shui On Land, Ltd. | 1,193,450 |
| 3,600,000 | Sunac China Holdings, Ltd. | 2,306,592 |
| | | 32,645,806 |
| **Hong Kong-0.4%** | | |
| 320,000 | Cheung Kong Property Holdings,Ltd. | 2,196,754 |
| **India-4.8%** | | |
| 4,973,128 | DB Realty, Ltd. (b) | 3,767,521 |
| 4,000,000 | DLF, Ltd. | 7,833,559 |
| 1,999,368 | Hirco PLC (b)(c)(d) | 146,069 |
| 2,000,000 | Housing Development &Infrastructure, Ltd. (b) | 2,587,065 |
| 744,090 | Kolte-Patil Developers, Ltd. | 1,392,715 |
| 990,500 | Oberoi Realty, Ltd. | 4,149,856 |
| 1,986,423 | Prestige Estates Projects, Ltd. | 5,047,665 |
| 700,993 | Sobha, Ltd. | 3,096,501 |
| | | 28,020,951 |
| **Japan-17.6%** | | |
| 15,000 | Daito Trust Construction Co., Ltd. | 2,184,445 |
| 1,000,309 | Hulic Co., Ltd. | 10,341,540 |
| 3,000 | Hulic REIT, Inc. | 5,247,180 |
| 2,500,000 | Ichigo, Inc. | 11,301,692 |
| 26,278 | Invincible Investment Corp. | 20,301,237 |
| 1,350 | Kenedix Office Investment Corp. | 8,056,861 |
| 3,403,769 | Kenedix, Inc. | 15,195,397 |
| 4,205 | LaSalle Logiport REIT (b) | 4,015,301 |
| 250,000 | Mitsubishi Estate Co., Ltd. | 4,983,553 |
| 628,621 | Mitsui Fudosan Co., Ltd. | 16,099,551 |
| 300,000 | Sekisui House, Ltd. | 5,445,959 |
| | | 103,172,716 |
| **Philippines-0.6%** | | |
| 8,000,625 | SM Prime Holdings, Inc. | 3,864,871 |
| **Singapore-2.8%** | | |
| 3,582,198 | ARA Asset Management, Ltd. | 3,156,415 |
| 6,334,400 | Banyan Tree Holdings, Ltd. | 2,331,507 |

| | | | |
|---|---|---|---|
| 7,494,924 | Global Logistic Properties, Ltd. | | 10,672,402 |
| | | | 16,160,324 |

| Shares | Security Description | Value |
|---|---|---|
| **Thailand-1.2%** | | |
| 4,710,000 | Central Pattana PCL | $7,112,869 |
| **United Arab Emirates-1.8%** | | |
| 1,194,290 | DAMAC Properties Dubai Co. PJSC | 838,920 |
| 5,300,000 | Emaar Properties PJSC | 9,812,410 |
| | | 10,651,330 |
| TOTAL ASIA (Cost $183,349,107) | | 203,825,621 |
| AUSTRALIA-0.9% | | |
| **Australia-0.9%** | | |
| 1,000,000 | Goodman Group | 5,238,811 |
| TOTAL AUSTRALIA (Cost $2,990,963) | | 5,238,811 |
| EUROPE-30.3% | | |
| **France-5.7%** | | |
| 120,000 | Accor SA | 5,315,553 |
| 49,303 | Kaufman & Broad SA | 1,846,060 |
| 219,474 | Klepierre | 10,322,509 |
| 290,219 | Nexity SA | 15,562,329 |
| | | 33,046,451 |
| **Germany-3.9%** | | |
| 400,000 | ADO Properties SA (a)(b) | 13,168,080 |
| 300,000 | Dream Global Real Estate Investment Trust | 2,104,088 |
| 351,775 | TLG Immobilien AG | 7,437,704 |
| | | 22,709,872 |
| **Ireland-5.7%** | | |
| 2,896,284 | Dalata Hotel Group PLC (b) | 14,621,969 |
| 8,322,573 | Green REIT PLC | 13,741,922 |
| 700,000 | Hibernia REIT PLC | 1,033,179 |
| 2,810,607 | Irish Residential Properties REIT PLC | 3,604,481 |
| | | 33,001,551 |
| **Spain-4.7%** | | |
| 512,973 | Hispania Activos Inmobiliarios SA (b) | 7,518,463 |
| 1,134,376 | Lar Espana Real Estate Socimi SA | 11,666,879 |
| 730,000 | Merlin Properties Socimi SA | 8,484,251 |
| | | 27,669,593 |
| **Sweden-1.7%** | | |
| 349,945 | JM AB | 10,118,639 |
| **United Kingdom-8.6%** | | |
| 2,440,625 | Countryside Properties PLC (b) | 8,291,232 |

| | | |
|---|---|---|
| 520,547 | Great Portland Estates PLC | 5,765,331 |

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Schedule of Portfolio Investments (Continued)
April 30, 2016 (Unaudited)

| Shares | Security Description | Value |
|---|---|---|
| **United Kingdom-Continued** | | |
| 264,212 | Kennedy Wilson Europe Real Estate PLC | $4,204,124 |
| 250,000 | Land Securities Group PLC | 4,135,057 |
| 1,124,322 | LondonMetric Property PLC | 2,603,844 |
| 1,960,001 | LXB Retail Properties PLC | 2,892,496 |
| 3,801,768 | Regus PLC | 16,242,694 |
| 600,000 | The British Land Co. PLC | 6,303,405 |
| | | 50,438,183 |
| TOTAL EUROPE (Cost $140,966,489) | | 176,984,289 |
| NORTH & SOUTH AMERICA-37.9% | | |
| **Brazil-1.1%** | | |
| 440,310 | Cyrela Commercial Properties SA Empreendimentos e Participacoes | 1,248,244 |
| 15,000 | Cyrela Commercial Properties SA Empreendimentos e Participacoes-ADR (a) | 173,872 |
| 1,595,723 | Direcional Engenharia SA | 2,853,441 |
| 900,000 | JHSF Participacoes SA (b) | 387,294 |
| 208,240 | Sao Carlos Empreendimentos e Participacoes SA | 1,688,686 |
| | | 6,351,537 |
| **Chile-1.0%** | | |
| 3,073,723 | Parque Arauco SA | 5,978,331 |
| **Mexico-4.7%** | | |
| 4,326,924 | Concentradora Fibra Hotelera Mexicana SA de CV | 3,961,083 |
| 3,807,723 | Corp. Inmobiliaria Vesta SAB de CV | 6,196,944 |
| 4,600,979 | Fibra Uno Administracion SA de CV | 10,929,720 |
| 8,250,000 | Grupo GICSA SA de CV (b) | 6,521,493 |
| | | 27,609,240 |
| **United States-31.1%** | | |
| 50,000 | AvalonBay Communities, Inc. (e) | 8,839,500 |
| 70,000 | Boston Properties, Inc. (e) | 9,020,200 |
| 250,000 | Brookdale Senior Living, Inc. (b)(e) | 4,615,000 |
| 250,000 | CBL & Associates Properties, Inc. (e) | 2,920,000 |
| 1,200,507 | Colony Capital, Inc.-Class A (e) | 21,224,964 |
| 87,464 | Extended Stay America, Inc. (e) | 1,368,812 |
| 173,328 | Four Corners Property Trust, Inc. (e) | 3,076,572 |
| 359,091 | Hilton Worldwide Holdings, Inc. (e) | 7,917,957 |
| 200,000 | Kilroy Realty Corp. (e) | 12,962,000 |
| 180,000 | Lennar Corp.-Class A (e) | 8,155,800 |
| 288,707 | LGI Homes, Inc. (b)(e) | 8,086,683 |
| 6,667 | MGM Growth Properties LLC-Class A (b) | 147,141 |
| 130,872 | NorthStar Asset Management Group, Inc. (e) | 1,628,048 |
| 316,812 | NorthStar Realty Europe Corp. (e) | 3,779,567 |

| Shares | Security Description | Value |
|---|---|---|
| **United States-Continued** | | |
| 500,436 | NorthStar Realty Finance Corp. (e) | $6,400,576 |
| 450,000 | NRG Yield, Inc.-Class A (e) | 6,808,500 |
| 100,000 | NRG Yield, Inc.-Class C (e) | 1,618,000 |
| 150,000 | Pattern Energy Group, Inc. (e) | 3,150,000 |
| 45,742 | Simon Property Group, Inc. (e) | 9,201,918 |
| 750,944 | Starwood Property Trust, Inc. (e) | 14,538,276 |
| 250,026 | Taylor Morrison Home Corp.-Class A (b)(e) | 3,600,374 |
| 750,000 | TerraForm Power, Inc.-Class A (e) | 8,010,000 |
| 60,000 | The Howard Hughes Corp. (b)(e) | 6,310,200 |
| 300,000 | TRI Pointe Group, Inc. (b)(e) | 3,480,000 |
| 1,196,931 | Two Harbors Investment Corp. (e) | 9,371,970 |
| 349,780 | WCI Communities, Inc. (b)(e) | 5,589,484 |
| 501,771 | William Lyon Homes-Class A (b)(e) | 7,074,971 |
| 250,000 | WP Glimcher, Inc. (e) | 2,622,500 |
| | | 181,519,013 |
| TOTAL NORTH & SOUTH AMERICA (Cost $237,402,825) | | 221,458,121 |
| TOTAL COMMON STOCKS (Cost $564,709,384) | | 607,506,842 |
| EQUITY-LINKED STRUCTURED NOTES-2.0% | | |
| **India-1.5%** | | |
| 400,000 | DB Realty, Ltd.-Macquarie Bank,Ltd. (b) | 303,030 |
| 1,181,568 | Dewan Housing Finance Corp.-Macquarie Bank, Ltd. | 3,543,990 |
| 193,000 | Kolte-Patil Developers, Ltd.-Macquarie Bank, Ltd. | 361,238 |
| 850,000 | Phoenix Mills, Ltd.-Macquarie Bank, Ltd. | 4,099,427 |
| 60,000 | Prestige Estates Projects, Ltd.-Macquarie Bank, Ltd. | 152,465 |
| 80,000 | Sobha, Ltd.-Macquarie Bank, Ltd. | 353,385 |
| | | 8,813,535 |
| **Sweden-0.5%** | | |
| 300,000 | Sandvik AB-Morgan Stanley BV | 3,078,283 |
| TOTAL EQUITY-LINKED STRUCTURED NOTES (Cost $13,554,497) | | 11,891,818 |

*The accompanying notes are an integral part of these financial statements.*

Schedule of Portfolio Investments (Continued)
April 30, 2016 (Unaudited)

| Shares | Security Description | Value |
|---|---|---|
| TOTAL INVESTMENTS (Cost $578,263,881) [f] -105.9% | | $619,398,660 |
| LIABILITIES IN EXCESS OF OTHER ASSETS-(5.9)% | | (34,513,163 ) |
| TOTAL NET ASSETS 100.0% | | $584,885,497 |

*Percentages are stated as a percent of net assets.*

(a) *Restricted under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. These securities have been determined to be liquid under guidelines established by the Board of Trustees. Liquid securities restricted under Rule 144A comprised 3.3% of the Fund’s net assets.*
(b) *Non-income producing security.*
(c) *Illiquid security.*
(d) *Security fair valued in accordance with procedures approved by the Board of Trustees. These securities comprised 0.0% of the Fund’s net assets.*
(e) *All or a portion of the security has been designated as collateral for the line of credit.*
(f) *See Note 6 for the cost of investments for federal tax purposes.*

**Common Abbreviations**

*ADR - American Depositary Receipt*

*AG - Aktiengesellschaft is a German term that refers to a corporation that is limited by shares, i.e., owned by shareholders.*

*PJSC - Public Joint Stock Company*

*PLC - Public Limited Company*

*REIT - Real Estate Investment Trust*

*SA - Generally designates corporations in various countries, mostly those employing the civil law.*

*SA de CV - Sociedad Anonima de Capital Variable is the Spanish equivalent to Variable Capital Company.*

*SAB de CV - Sociedad Anonima Bursátil de Capital Variable is the Spanish equivalent to Variable Capital Company.*

*The accompanying notes are an integral part of these financial statements.*

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Statement of Assets and Liabilities
April 30, 2016 (Unaudited)

| | |
|---|---|
| ASSETS: | |
| Investments, at value[1] | $619,398,660 |
| Foreign currencies, at value[2] | 68,513 |
| Cash | 184,498 |
| Receivable from investment securities sold | 2,634,695 |
| Dividends receivable | 1,766,694 |
| Unrealized appreciation on forward currency contracts | 819,228 |
| Prepaid expenses and other assets | 177,579 |
| Total assets | 625,049,867 |
| LIABILITIES: | |
| Loan payable (Note 7) | 31,510,866 |
| Interest on loan payable | 4,036 |
| Payable for investment securities purchased | 7,231 |
| Unrealized depreciation on forward currency contracts | 7,672,934 |
| Foreign cap gains tax payable | 105,183 |
| Accrued expenses and other liabilities: | |
| Investment advisory fees (Note 4) | 502,389 |
| Administration fees | 49,333 |
| Trustee fees | 22,850 |
| Compliance fees | 14,140 |
| Other | 275,408 |
| Total liabilities | 40,164,370 |
| Net Assets | $584,885,497 |
| NET ASSETS REPRESENTED BY: | |
| Paid-in-capital | $1,704,743,137 |
| Accumulated net investment loss | (34,962,305) |
| Accumulated net realized loss from investments and foreign currency transactions | (1,119,203,089) |
| Net unrealized appreciation on investments and foreign currency translations | 34,307,754 |
| Net Assets | $584,885,497 |
| Net asset value | |
| Net assets | $584,885,497 |

| | |
|---|---|
| Shares of beneficial interest issued and outstanding | 85,407,951 |
| Net asset value per share | $6.85 |

| | |
|---|---|
| (1) Total cost of investments | $578,263,881 |
| (2) Total cost of foreign currencies | $65,335 |

Statement of Operations
For the Six Months Ended April 30, 2016 (Unaudited)

| | |
|---|---|
| INVESTMENT INCOME: | |
| Dividend income | $17,057,082 |
| Less: Foreign taxes withheld | (468,467) |
| Total investment income | 16,588,615 |
| EXPENSES: | |
| Investment advisory fee (Note 4) | 3,007,038 |
| Interest on loan (Note 7) | 250,116 |
| Administration fee (Note 4) | 66,412 |
| NYSE fees | 53,172 |
| Printing and mailing fees | 49,155 |
| Trustee fees | 45,491 |
| Audit and tax fees | 35,997 |
| Insurance fees | 35,841 |
| Legal fees | 27,698 |
| Accounting and custody fees | 26,664 |
| Compliance fees | 12,791 |
| Other fees | 164,439 |
| Total expenses | 3,774,814 |
| Net investment income | 12,813,801 |
| NET REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS AND FOREIGN CURRENCY: | |
| Net realized gain from: | |
| Investments | 10,131,486 |
| Foreign currency transactions | 1,481,582 |
| Net realized gain from investments and foreign currency | 11,613,068 |
| Change in net unrealized depreciation on: | |
| Investments | (26,882,651) |
| Foreign currency translations | (6,760,375) |
| Change in net unrealized depreciation on investments and foreign currency | (33,643,026) |
| Net loss on investments and foreign currency | (22,029,958) |
| Decrease in net assets from operations | $(9,216,157) |

*The accompanying notes are an integral part of these financial statements.*

Statements of Changes in Net Assets

| | For the Six Months Ended April 30, 2016 (Unaudited) | For the Year Ended October 31, 2015 |
|---|---|---|
| OPERATIONS: | | |
| Net investment income | $12,813,801 | $12,093,472 |
| Net realized gain from: | | |
| Investments | 10,131,486 | 25,199,603 |
| Foreign currency transactions | 1,481,582 | 10,488,253 |
| Change in net unrealized depreciation on: | | |
| Investments | (26,882,651 ) | (39,276,953 ) |
| Foreign currency translations | (6,760,375 ) | (5,881,206 ) |
| Increase (decrease) in net assets from operations | (9,216,157 ) | 2,623,169 |
| DISTRIBUTIONS TO COMMON SHAREHOLDERS (NOTE 5): | | |
| From net investment income | (25,622,386 ) | (45,092,318 ) |
| From tax return of capital | — | (6,380,790 ) |
| Decrease in net assets from distributions to shareholders | (25,622,386 ) | (51,473,108 ) |
| CAPITAL SHARE TRANSACTIONS: | | |
| Repurchase of shares | — | (3,551,409 ) |
| Decrease in net assets from capital share transactions | — | (3,551,409 ) |
| Net decrease in net assets | (34,838,543 ) | (52,401,348 ) |
| Net Assets: | | |
| Beginning of period | 619,724,040 | 672,125,388 |
| End of period* | $584,885,497 | $619,724,040 |
| CAPITAL SHARE TRANSACTIONS: | | |
| Common shares outstanding – beginning of period | 85,407,951 | 85,956,569 |
| Common shares retired | — | (548,618 ) |
| Common shares outstanding – end of period | 85,407,951 | 85,407,951 |
| *Including accumulated net investment loss of: | $(34,962,305 ) | $(22,153,720 ) |

*The accompanying notes are an integral part of these financial statements.*

Financial Highlights
(For a share outstanding throughout each period)

| | Six Months Ended April 30, 2016 (Unaudited) | Years Ended October 31, 2015 | 2014† | 2013† | 2012† | 2011† |
|---|---|---|---|---|---|---|
| PER COMMON SHARE OPERATING PERFORMANCE: | | | | | | |
| Net asset value per share, beginning of period | $7.26 | $7.82 | $8.17 | $7.75 | $6.92 | $8.43 |
| Income from investment operations: | | | | | | |
| Net investment income | 0.15 | 0.14 | 0.22 | 0.34 | 0.16 | 0.34 |
| Net realized and unrealized gain (loss) | (0.26) | (0.11) | 0.03 | 0.68 | 1.27 | (1.08) |
| Total from investment operations | (0.11) | 0.03 | 0.25 | 1.02 | 1.43 | (0.74) |
| LESS DISTRIBUTIONS: | | | | | | |
| From net investment income | (0.30) | (0.53) | (0.32) | (0.45) | (0.41) | (0.60) |
| Tax return of capital | — | (0.07) | (0.28) | (0.15) | (0.19) | (0.17) |
| Total distributions | (0.30) | (0.60) | (0.60) | (0.60) | (0.60) | (0.77) |
| Anti-Dilutive effect of share repurchase program | — | 0.01 | — | — | — | — |
| Net asset value per share, end of period | $6.85 | $7.26 | $7.82 | $8.17 | $7.75 | $6.92 |
| Per share market value, end of period | $5.71 | $6.14 | $6.88 | $7.47 | $7.32 | $6.01 |
| Total return based on: | | | | | | |
| Net Asset Value[(a)] | (0.44)%[(b)] | 1.71% | 4.06% | 14.04% | 22.87% | (8.21)% |
| Market Value[(a)] | (1.87)%[(b)] | (2.23)% | 0.13% | 10.40% | 33.62% | (4.54)% |
| RATIOS/SUPPLEMENTAL DATA: | | | | | | |
| Net Assets at end of period (000) | $584,885 | $619,724 | $672,125 | $702,414 | $666,271 | $758,718 |
| Ratio of total expenses to average net assets[(c)] | 1.34%[(d)] | 1.28% | 1.29% | 1.33% | 1.29% | 1.29% |
| Ratio of net investment income to average net assets | 4.54%[(d)] | 1.86% | 2.75% | 4.11% | 4.13% | 4.06% |
| Portfolio turnover | 21%[(b)] | 41% | 58% | 49% | 59% | 67%[(e)] |
| Borrowing at End of period | | | | | | |
| Aggregate Amount Outstanding (000) | $31,511 | $53,158 | $15,216 | $38,542 | N/A | $45,570 |
| Asset Coverage Per $1,000 (000) | $19,561 | $12,658 | $45,171 | $19,224 | N/A | $17,650 |

† *Beginning with the year ended October 31, 2015, the Fund was audited by Ernst & Young LLP. The previous year was audited by another independent registered public accounting firm.*

(a) *Total investment return is calculated assuming a purchase of a common share at the opening on the first day and a sale at closing on the last day of each period reported. Dividends and distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total investment returns do not reflect brokerage commissions paid directly by the Fund's common shareholders. Past performance is not a guarantee of future results.*

(b) *Not annualized.*

(c) *Ratio of total expenses to average net assets excluding interest expense was 1.25% for the six months ended April 30, 2016, and 1.22%, 1.23%, 1.26%, 1.27% and 1.25% for the years ended October 31, 2015, 2014, 2013, 2012 and 2011, respectively.*

(d) *Annualized.*

(e) *Portfolio turnover rate does not reflect total return swap transactions.*

*The accompanying notes are an integral part of these financial statements.*

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Notes to Financial Statements
April 30, 2016 (Unaudited)

**1. Organization:**

Alpine Global Premier Properties Fund (the "Fund") is a diversified, closed-end management investment company. The Fund was organized as a Delaware statutory trust on February 13, 2007, and had no operating history prior to April 26, 2007. The Board of Trustees (the "Board") authorized an unlimited number of shares with no par value. The Fund's primary investment objective is capital appreciation. The Fund's secondary investment objective is high current income.

The Fund is an investment company and accordingly follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic ("ASC") 946 Financial Services – Investment Companies.

**2. Significant Accounting Policies:**

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require management to make estimates and assumptions that affect amounts reported herein. Actual results could differ from those estimates. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ.

**A. Valuation of Securities:**

The net asset value ("NAV") of shares of the Fund is calculated by dividing the value of the Fund's net assets by the number of outstanding shares. NAV is determined each day the New York Stock Exchange ("NYSE") is open as of the close of regular trading (normally, 4:00 p.m., Eastern Time). In computing NAV, portfolio securities of the Fund are valued at their current fair values determined on the basis of market quotations or if market quotations are not readily available or determined to be unreliable, through procedures and/or guidelines established by the Board. In computing the Fund's NAV, equity securities that are traded on a securities exchange in the United States, except for those listed on NASDAQ Global Market, NASDAQ Global Select Market and NASDAQ Capital Market exchanges (collectively, "NASDAQ") and option securities are valued at the last reported sale price as of the time of valuation. Securities traded on NASDAQ will be valued at the NASDAQ Official Closing Prices ("NOCP"). If, on a particular day, an exchange traded or NASDAQ security does not trade, then the mean between the most recent quoted bid and asked prices will be used. For equity investments traded on more than one exchange, the last reported sale price on the exchange where the stock is primarily traded is used. Equity-linked structured notes are valued by referencing the last reported sale or settlement price of the underlying security on the day of valuation. Foreign exchange adjustments are applied to the last reported price to convert the underlying security's trading currency to the equity-linked structured note's settlement currency. Each option security traded on a securities exchange in the United States is valued at the last current reported sales price as of the time of valuation if the last current reported sales price falls within the consolidated bid/ask quote. If the last current reported sale price does not fall within the consolidated bid/ask quote, the security is valued at the mid-point of the consolidated bid/ask quote for the option security. Forward currency contracts are valued based on third-party vendor quotations. Each security traded in the over-the-counter market and quoted on the NASDAQ National Market System is valued at the NOCP, as determined by NASDAQ, or lacking an NOCP, the last current reported sale price as of the time of valuation by NASDAQ, or lacking any current reported sale on NASDAQ at the time of valuation, at the mean between the most recent bid and asked quotations. Each over-the-counter option that is not traded through the Options Clearing Corporation is valued by the counterparty of the option, or if the counterparty's price is not readily available, then by using the Black-Scholes method. Debt and short-term securities are valued based on an evaluated bid price as furnished by pricing services approved by the Board, which may be based on market transactions for comparable securities and various relationships between securities that are generally recognized by institutional traders, a computerized matrix system, or appraisals derived from information concerning the securities or similar securities received from recognized dealers in those securities. Each other security traded over-the-counter is valued at the mean between the most recent bid and asked quotations.

Securities that are principally traded in a foreign market are valued at the last current sale price at the time of valuation or lacking any current or reported sale, at the time of valuation, at the mean between the most recent bid and asked quotations as of the close of the appropriate exchange or other designated time. Trading in securities on European and Far Eastern securities exchanges and over-the-counter markets is normally completed at various times before the close of business on each day on which the NYSE is open. Trading of these securities may not take place on every NYSE business day. In addition, trading may take place in various foreign markets on Saturdays or on other days when the NYSE is not open and on which the Fund's NAV is not calculated.

When market quotations are not readily available or when the valuation methods mentioned above are not reflective of a fair value of the security, the security is valued at fair value following procedures and/or guidelines approved by the Board. The Fund may also use fair value pricing, if the value of a security it holds is, pursuant to the Board guidelines, materially affected by events occurring before the Fund's NAV is calculated but after the close of the primary market or market transactions for comparable securities and various relationships between securities that are generally recognized by institutional traders, a computerized matrix system, or appraisals derived from information concerning the securities or similar securities received from recognized dealers in those securities. The Board has approved the use of a third-party pricing vendor's proprietary fair value pricing model to assist in determining current valuation for foreign equities and OTC derivatives traded in markets that close prior to the NYSE. When fair value pricing is employed, the value of the portfolio security used to calculate the Fund's NAV may differ from quoted or official closing prices. The Fund may also fair value a security if the Fund or Adviser believes that the market price is stale. Other types of securities that the Fund may hold for which fair value pricing might be required include illiquid securities including restricted securities and private placements for which there is no public market.

For securities valued by the Fund, valuation techniques are used to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

The Board of Trustees adopted procedures which utilize fair value procedures when any assets for which reliable market quotations are not readily available or for which the Fund's pricing service does not provide a valuation or provides a valuation that in the judgment of the Adviser does not represent fair value. The Board of Trustees has established a Valuation Committee which is responsible for (1) monitoring the valuation of Fund securities and other investments; and (2) as required, when the Board of Trustees is not in session, reviewing and approving the fair value of illiquid and other holdings after consideration of all relevant factors, which determinations are reported to the Board of Trustees.

**Fair Value Measurement:**

In accordance with FASB ASC, "Fair Value Measurement" ("ASC 820"), defines fair value as the value that the Fund would receive to sell an investment or pay to transfer a liability in a timely transaction with an independent buyer in the principal market, or in the absence of a principal market the most advantageous market for the investment or liability. ASC 820 uses a three-tier hierarchy to establish

classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability that are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entities' own assumptions about the assumptions market participants would use in pricing the asset or liability that are developed based on the best information available.

Level 1 - Unadjusted quoted prices in active markets for identical investments.

Level 2 - Other significant observable inputs (including quoted prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates, etc.).

Level 3 - Significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments).

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Various inputs are used in determining the value of the Fund's investments as of the reporting period end. The designated input levels are not necessarily an indication of the risk or liquidity associated with these investments. These inputs are categorized in the following hierarchy under ASC 820.

The following is a summary of the inputs used to value the Fund's assets and liabilities carried at fair value as of April 30, 2016:

| | **Valuation Inputs** | | | |
|---|---|---|---|---|
| Investments in Securities at Value* | Level 1 | Level 2 | Level 3 | Total Value |
| Common Stocks | | | | |
| Asia | $196,566,683 | $7,258,938 | $ — | $203,825,621 |
| Australia | 5,238,811 | — | — | 5,238,811 |
| Europe | 176,984,289 | — | — | 176,984,289 |
| North & South America | 221,458,121 | — | — | 221,458,121 |
| Equity-Linked Structured Notes | — | 11,891,818 | — | 11,891,818 |
| Total | $600,247,904 | $19,150,756 | $ — | $619,398,660 |

Notes to Financial Statements (Continued)
April 30, 2016 (Unaudited)

| Other Financial Instruments | Valuation Inputs Level 1 | Level 2 | Level 3 | Total Value |
|---|---|---|---|---|
| Assets | | | | |
| Forward Currency Contracts | $— | $819,228 | $ — | $819,228 |
| Liabilities | | | | |
| Forward Currency Contracts | — | (7,672,934) | — | (7,672,934) |
| Total | $— | $(6,853,706) | $ — | $(6,853,706) |

**For detailed industry descriptions, see accompanying Schedule of Portfolio Investments.*

For the period ended April 30, 2016, there were no transfers between Level 1, Level 2 and Level 3. The Fund recognizes transfers as of the beginning of the period.

**B. Security Transactions and Investment Income:**

Security transactions are accounted for on a trade date basis. Realized gains and losses are computed on the identified cost basis. Dividend income is recorded on the ex-dividend date or in the case of some foreign securities, on the date thereafter when the Fund is made aware of the dividend. Upon notification from issuers, some of the dividend income received from a real estate investment trust may be redesignated as a reduction of cost of the related investment and/or realized gain. Interest income is recorded on the accrual basis and includes accretion of discounts and amortization of premiums, where applicable. To the extent any issuer defaults or a credit event occurs that impacts the issuer, the Fund may halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default or credit event.

**C. Federal and Other Income Taxes:**

It is the Fund's policy to comply with the Federal income and excise tax requirements of the Internal Revenue Code of 1986 (the "Code"), as amended, applicable to regulated investment companies and to timely distribute all of its investment company taxable income and net realized capital gains to shareholders in accordance with the timing requirements imposed by the Code. Therefore, no Federal income tax provision is required. Capital gains realized on some foreign securities are subject to foreign taxes. Dividends and interest from non-U.S. sources received by the Fund are generally subject to non-U.S. withholding taxes at rates ranging up to 30%. Such capital gains and withholding taxes, which are accrued as applicable, may be reduced or eliminated under the terms of applicable U.S. income tax treaties, and the Fund intends to undertake procedural steps to claim the benefits of such treaties. Where available, the Fund will file refund claims for foreign taxes withheld.

FASB ASC 740-10 “Income Taxes” - Overall sets forth a minimum threshold for financial statement recognition of the benefit of a tax position taken or expected to be taken in a tax return. Management has analyzed the Fund’s tax positions taken on income tax returns for all open tax years and has concluded that as of April 30, 2016, no provision for income tax is required in the Fund’s financial statements. The Fund’s Federal and state income and Federal excise

tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state departments of revenue. As of April 30, 2016, open Federal and New York tax years include the tax years ended October 31, 2012 through 2015. Also, the Fund has recognized no interest and penalties related to uncertain tax benefits. The Fund is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months.

Foreign taxes withheld, if any, represent amounts withheld by foreign tax authorities, net of refunds recoverable. Foreign capital gains on certain foreign securities may be subject to foreign taxes, which are accrued as applicable. As of April 30, 2016, there $207,694 accrued capital gains taxes for the Fund.

**D. Distributions to Shareholders:**

On July 5, 2011, the Fund, acting in accordance with an exemptive order received from the SEC and with approval of the Board, adopted a level distribution policy under which the Fund intends to make regular monthly cash distributions to common shareholders, stated in terms of a fixed amount per common share. With this policy, the Fund can include long-term capital gains in its distribution as frequently as twelve times a year. The Board views approval of this policy as a potential means of further supporting the market price of the Fund through the payment of a steady and predictable level of cash distributions to shareholders.

The level distribution rate may be modified or eliminated by the Board from time to time. If a monthly distribution exceeds the Fund’s monthly estimated investment company taxable income (which may include net short-term capital gain) and net tax exempt income, the excess could result in a tax-free return of capital distribution from the Fund’s assets. The determination of a tax-free return of capital is made on an annual basis as further described below. The Fund’s final distribution for each calendar year will include any remaining investment company taxable income and net tax exempt income undistributed during the year, as well as all net capital gains, if any, realized during the year. If the total distributions made in any fiscal year exceed annual investment company taxable income, net tax

Notes to Financial Statements (Continued)
April 30, 2016 (Unaudited)

exempt income and net capital gain, such excess distributed amount would be treated as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions in excess of the accumulated investment company taxable income, net tax-exempt income and net capital gain would first be a tax- free return of capital to the extent of the adjusted tax basis in the shares. After such adjusted tax basis is reduced to zero, the distribution would constitute capital gain (assuming the shares are held as capital assets). Distributions to shareholders are recorded by the Fund on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

The current monthly distribution rate is $0.05 per share. The Board continues to evaluate its monthly distribution policy in the light of ongoing economic and market conditions and may change the amount of the monthly distributions in the future.

**E. Foreign Currency Translation Transactions:**

The Fund may invest in foreign securities. In the event that the Fund executes a foreign security transaction, the Fund will generally enter into a forward foreign currency contract to settle the foreign security transaction. The Fund does not isolate that portion of its net realized and unrealized gains and losses on investments resulting from changes in foreign exchange rates from the impact arising from changes in market process. Such fluctuations are included with net realized and unrealized gain or loss from investments. Net realized foreign currency transaction gains and losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, and the differences between the amounts of dividends, interest and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign currency transactions gains and losses arise from changes in the value of assets and liabilities, other than investments in securities, resulting from changes in the exchange rates. The books and records of the Fund are maintained in U.S. dollars. Non-U.S. dollar-denominated amounts are translated into U.S. dollars as follows, with the resultant translations gains and losses recorded in the Statement of Operations:

i) fair value of investment securities and other assets and liabilities at the exchange rate on the valuation date.

ii) purchases and sales of investment securities, income and expenses at the exchange rate prevailing on the respective date of such transactions.

The Fund does not isolate that portion of their net realized and unrealized gains and losses on investments resulting from changes in foreign exchange rates from the impact arising from changes in market process. Such fluctuations are included with net realized and unrealized gain or loss from investments. Net realized foreign currency transaction gains and losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, and the differences between the amounts of dividends, interest and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign currency transactions gains and losses arise from changes in the value of assets and liabilities, other than investments in securities, resulting from changes in the exchange rates.

**F. Risks Associated with Foreign Securities and Currencies:**

Investments in securities of foreign issuers carry certain risks not ordinarily associated with investments in securities of domestic issuers. Such risks include future political and economic developments and the possible imposition of exchange controls or other foreign governmental laws and restrictions. In addition, with respect to certain countries, there is a possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments, which could adversely affect investments in those countries. Generally, when the U.S. dollar rises in value against a foreign currency, the Fund's investments denominated in that currency will lose value because that currency is worth fewer U.S. dollars; the opposite effect occurs if the U.S. dollar falls in relative value.

Certain countries may also impose substantial restrictions on investments in their capital markets by foreign entities, including restrictions on investments in issuers or industries deemed sensitive to relevant national interests. These factors may limit the investment opportunities available to the Fund or result in a lack of liquidity and high price volatility with respect to securities of issuers from developing countries.

**G. Equity-Linked Structured Notes:**

The Fund may invest in equity-linked structured notes. Equity-linked structured notes are securities which are specially designed to combine the characteristics of one or more underlying securities and their equity derivatives in a single note form. The return and/or yield or income component may be based on the performance of the underlying equity securities, and equity index, and/or option positions. Equity-linked structured notes are typically offered in limited transactions by financial institutions in either registered or non-registered form. An investment in equity-linked structured notes creates exposure to the credit risk of the issuing financial institution, as well as to the market risk of the underlying securities. There is no guaranteed return of principal with these securities and the appreciation potential of these securities may be limited by a maximum payment or call right. In certain cases, equity-linked structured notes may be more volatile and less liquid than complex securities or other types of fixed-income securities. Such securities may exhibit price behavior that does not correlate with other fixed-income securities. The Fund held seven equity-linked structured notes as of April 30, 2016.

Notes to Financial Statements (Continued)
April 30, 2016 (Unaudited)

**H. Options:**

The Fund may engage in option transactions and in doing so achieve similar objectives to what they would achieve through the sale or purchase of individual securities. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller of the option the obligation to sell, the underlying security, index or other instrument at the exercise price. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the seller the obligation to buy, the underlying security, index, or other instrument at the exercise price.

To seek to offset some of the risk of a potential decline in value of certain long positions, the Fund may also purchase put options on individual securities. The Fund may also seek to generate income from option premiums by writing (selling) options on a portion of the equity securities in the Fund's portfolio.

When a Fund purchases an option, it pays a premium and an amount equal to that premium is recorded as an asset. When a Fund writes an option, it receives a premium and an amount equal to that premium is recorded as a liability. The asset or liability is adjusted daily to reflect the current market value of the option. If an option expires unexercised, the Fund realizes a gain or loss to the extent of the premium received or paid. If an option is exercised, the premium received or paid is recorded as an adjustment to the proceeds from the sale or the cost basis of the purchase. The difference between the premium and the amount received or paid on a closing purchase or sale transaction is also treated as a realized gain or loss. The cost of securities acquired through the exercise of call options is increased

by premiums paid. The proceeds from securities sold through the exercise of put options are decreased by the premiums paid. Gain or loss on written options and purchased options is presented separately as net realized gain or loss on written options and net realized gain or loss on purchased options, respectively. There were no options contracts held as of April 30, 2016.

**I. Forward Currency Contracts:**

The Fund is subject to foreign currency exchange rate risk in the normal course of pursuing its investment objective. The Fund may use forward currency contracts to gain exposure to or economically hedge against changes in the value of foreign currencies. A forward currency contract ("forward") is an agreement between two parties to buy and sell a currency at a set price on a future date. The market value of the forward contract fluctuates with changes in forward currency exchange rates. The forward contract is marked-to-market daily and the change in market value is recorded by the Fund as unrealized appreciation or depreciation. When the forward contract is closed, a Fund records a realized gain or loss equal to the fluctuation in value during the period the forward contract was open. A Fund could be exposed to risk if a counterparty is unable to meet the terms of a forward or if the value of the currency changes unfavorably. The Fund's forward contracts are not subject to a master netting agreement or similar agreement. During the period ended April 30, 2016, the Fund entered into eight forward contracts. The average monthly principal amount for forward contracts held by the Fund throughout the period was $117,943,564. This is based on amounts held as of each month-end throughout the period.

The Fund held the following forward currency contracts as of April 30, 2016:

| Description | Counterparty | Settlement Date | Currency | Settlement Value | Current Value | Unrealized Appreciation/ (Depreciation) |
|---|---|---|---|---|---|---|
| Contracts Sold: | | | | | | |
| Euro | State Street Bank and Trust Company | 06/09/16 | 40,000,000 EUR | $43,879,200 | $45,851,883 | $(1,972,683) |
| British Pound | State Street Bank and Trust Company | 06/09/16 | 19,100,000 GBP | 28,729,647 | 27,910,419 | 819,228 |
| Japanese Yen | State Street Bank and Trust Company | 06/09/16 | 2,000,000,000 JPY | 17,706,950 | 18,812,221 | (1,105,271) |
| Japanese Yen | State Street Bank and Trust Company | 06/09/16 | 4,000,000,000 JPY | 33,029,462 | 37,624,442 | (4,594,980) |
| | | | | | $130,198,965 | $(6,853,706) |

**J. Derivative Instruments:**

The following tables provide information about the effect of derivatives on the Fund’s Statement of Assets and Liabilities and Statement of Operations as of and for the period ended April 30, 2016. The first table provides additional detail about the amounts and

sources of unrealized appreciation/(depreciation) on derivatives at the end of the period. The second table provides additional information about the amounts and sources of net realized gain/(loss) and the change in net unrealized appreciation/(depreciation) resulting from the Fund’s derivatives during the period.

Notes to Financial Statements (Continued)
April 30, 2016 (Unaudited)

The effect of derivative instruments in the Statement of Assets and Liabilities as of April 30, 2016:

| Derivatives | Statement of Assets and Liabilities Location | Unrealized Appreciation/ (Depreciation) |
|---|---|---|
| Foreign exchange risk | Unrealized appreciation on forward currency contracts | $ 819,228 |
| Foreign exchange risk | Unrealized depreciation on forward currency contracts | $ (7,672,934 ) |
| Total | | $ (6,853,706 ) |

The effect of derivative instruments in the Statement of Operations for the period ended April 30, 2016:

| Derivatives | Statement of Operations Location | Net Realized Gain | Change in Net Unrealized Depreciation |
|---|---|---|---|
| | Net realized gain/(loss) from foreign currency transactions | $ 1,744,530 | |
| Foreign exchange risk | Change in net unrealized appreciation/(depreciation) on foreign currency translations | | $ (6,802,738 ) |

**3. Purchases and Sales of Securities:**

Purchases and sales of securities (excluding short-term securities) for the period ended April 30, 2016 are as follows:

| Purchases | Sales |
|---|---|
| $127,100,237 | $137,765,316 |

The Fund did not have purchases and sales of U.S. Government Obligations during the period ended April 30, 2016.

**4. Investment Advisory Agreement, Administration Agreement and Other Affiliated Transactions:**

Alpine Woods Capital Investors, LLC (“Alpine Woods”) serves as the Fund’s investment adviser pursuant to an Investment Advisory Agreement with the Fund. As compensation for its services to the Fund, Alpine Woods receives an annual investment advisory fee of 1.00% based on the Fund’s average daily Managed Assets, computed daily and payable monthly. Managed Assets is defined as being "equal to the net asset value of the Fund's common shares plus the principal amount of any borrowings for investment purposes that are outstanding and the liquidation preference of any preferred shares."

State Street Bank and Trust Company ("SSBT") serves as the fund accounting agent and custodian. The custodian is responsible for the safekeeping of the assets of the Fund and the fund accounting agent

is responsible for calculating the Fund's NAV. SSBT, as the Fund's custodian and fund accounting agent, is paid on the basis of net assets and transaction costs of the Fund. SSBT also serves as the administrator for the Fund. SSBT, as the Fund's administrator, is paid on the basis of net assets of the Fund.

Boston Financial Data Services, Inc. ("BFDS") serves as the transfer agent to the Fund. BFDS is paid on the basis of net assets, per account fees and certain transaction costs.

**5. Capital Transactions:**

On February 27, 2013, the Board announced a new Share Repurchase Plan (the "Repurchase Plan"). Under the Repurchase Plan, the Fund may purchase, in the open market, the Fund's then outstanding common shares, with the amount and timing of repurchases at the discretion of the Fund's investment adviser, Alpine Woods, and subject to market conditions and investment considerations. During the year ended October 31, 2015, under the Repurchase Plan, the Adviser purchased 548,618 shares at an average price of $6.53, including commissions in the amount of $8,230. The average discount of these purchases, comparing the purchase price to the net asset value at the time of purchase, was 14.50%. During the period ended April 30, 2016, there were no shares repurchased under the Repurchase Plan.

**6. Income Tax Information:**

GAAP requires that certain components of net assets be reclassified to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share of the Fund.

**Classification of Distributions:**

Net investment income/(loss) and net realized gain/(loss) may differ for financial statement and tax purposes. The character of distributions made during the year from net investment income or net realized gains may differ from its ultimate characterization for Federal income tax purposes.

The tax character of the distributions paid by the Fund during the year ended October 31, 2015 were as follows:

| | |
|---|---|
| Distributions paid from: | |
| Ordinary income | $45,092,318 |
| Return of capital | 6,380,790 |
| Total | $51,473,108 |

Tax components of distributable earnings are determined in accordance with income tax regulations which may differ from the composition of net assets reported under GAAP. GAAP requires that certain components of net assets be reclassified to reflect permanent differences between financial reporting and tax reporting. The

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Notes to Financial Statements (Continued)
April 30, 2016 (Unaudited)

permanent differences are primarily due to differing treatment of gains (losses) related to foreign currency transactions, expired capital loss carryforward, tax treatment of spin-offs, and taxable overdistributions. Accordingly, for the year ended October 31, 2015, the effect of certain differences were reclassified. The Fund decreased accumulated net investment loss by $28,243,968 and decreased accumulated net realized loss by $39,491,772, and decreased paid in capital by $(67,735,740). These differences were primarily due to the differing tax treatment of foreign currency and certain other investments. Net assets of the Fund were unaffected by the reclassifications.

As of October 31, 2015, the Fund utilized $20,092,751 of capital loss carryovers. As of October 31, 2015, the Fund had available for tax purposes unused capital loss carryovers of $661,143,094, expiring on October 31, 2016, unused capital loss carryovers of $369,610,833, expiring on October 31, 2017, unused capital loss carryovers of $67,561,774, expiring on October 31, 2018, unused capital loss carryovers of $32,169,593, expiring on October 31, 2019. During the year October 31, 2015, the Fund expired $44,241,925 of capital loss carryovers.

Under the Regulated Investment Company ("RIC") Modernization Act of 2010, post-enactment capital losses that are carried forward will retain their character as either short-term or long-term capital losses rather than being considered all short-term as under previous law. However, any losses incurred during those future taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years, which carry an expiration date. As a result of this ordering rule, pre-enactment capital loss carryovers may be more likely to expire unused.

There were no capital loss carryovers as of October 31, 2015, with no expiration.

As of October 31, 2015, the components of distributable earnings on a tax basis were as follows:

| | |
|---|---|
| Accumulated capital loss | $(1,130,485,294) |
| Unrealized appreciation | 45,466,193 |
| Total | $(1,085,019,101) |

As of April 30, 2016, net unrealized appreciation/(depreciation) of investments, excluding foreign currency, based on Federal tax costs was as follows:

| Cost of investments | Gross unrealized appreciation | Gross unrealized depreciation | Net unrealized appreciation |
|---|---|---|---|
| $578,263,881 | $106,905,372 | $(65,770,593) | $41,134,779 |

The differences between book and tax net unrealized appreciation and cost were primarily due to deferral of losses from wash sales and to the different tax treatment of certain other investments.

**7. Line of Credit:**

On December 1, 2010, the Fund entered into a lending agreement with BNP Paribas Prime Brokerage International Ltd. (“BNPP PB”) which allows the Fund to borrow on an uncommitted and secured basis. The terms of the lending agreement indicate the rate to be the Federal Funds rate plus 0.95% per annum on amounts borrowed. The BNPP PB facility provides a secured, uncommitted line of credit for the Fund where selected Fund assets are pledged against advances made to the Fund. The Fund has granted a security interest in all pledged assets used as collateral to the BNPP PB facility. The Fund is permitted to borrow up to 33.33% of the total assets for extraordinary or emergency purposes. Additionally the Fund is permitted to borrow up to 10% of the managed assets for investment purposes, but in no event shall outstanding borrowings exceed 33.33% of total assets. On April 30, 2016, the amount available for investment purposes was $30,994,121. Either BNPP PB or the Fund may terminate this agreement upon delivery of written notice. During the period ended April 30, 2016, the average borrowing by the Fund was $36,748,587 with an average rate on borrowings of 1.35%. During the period ended April 30, 2016, the maximum borrowing by the Fund was $57,372,439. Interest expense related to the loan for the period ended April 30, 2016 was $250,116. As of April 30, 2016, the outstanding loan for the Fund was $31,510,866.

**8. Recently Issued Accounting Pronouncements:**

In May 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-07 Disclosure for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent). The amendments in ASU No. 2015-07 remove the requirement to categorize within the fair value hierarchy investments measured using the net asset value per share (“NAV”) practical expedient. The ASU also removes certain disclosure requirements for investments that qualify, but do not utilize, the NAV practical expedient. The amendments in the ASU are effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Management is currently evaluating the impact these changes will have on the Fund’s financial statements and related disclosures.

**9. Subsequent Events:**

**Distributions:** The Fund paid a distribution of $4,270,398 or $0.05 per common share on May 31, 2016 to common shareholders of record on May 23, 2016.

The Fund will also pay a distribution of $4,270,398 or $0.05 per common share payable on June 30, 2016 to common shareholders of record on June 23, 2016.

Additional Information
April 30, 2016 (Unaudited)

**Dividend Reinvestment Plan**

Unless the registered owner of common shares elects to receive cash by contacting Boston Financial Data Services, Inc. (the "Plan Administrator"), all dividends or other distributions (together, "Dividends" and each, a "Dividend") declared on common shares will be automatically reinvested by the Plan Administrator for shareholders in the Fund's Dividend Reinvestment Plan (the "Plan"), in additional common shares of the Fund. Shareholders who are not permitted to participate through their broker or nominee or who elect not to participate in the Plan will receive all Dividends in cash paid by check mailed directly to the shareholder of record (or, if the common shares are held in street or other nominee name, then to such nominee) by the Plan Administrator, as dividend disbursing agent. You may elect not to participate in the Plan and to receive all Dividends in cash by contacting the Plan Administrator, as dividend disbursing agent, at the address set forth below. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Administrator prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared Dividend. If you hold your shares through a broker, and you wish for all Dividends declared on your common shares to be automatically reinvested pursuant to the Plan, please contact your broker.

The Plan Administrator will open an account for each shareholder under the Plan in the same name in which such shareholder's common shares are registered. Whenever the Fund declares a Dividend payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in common shares. The common shares will be acquired by the Plan Administrator for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized common shares from the Fund ("Newly Issued common shares") or (ii) by purchase of outstanding common shares on the open market ("Open-Market Purchases") on the NYSE or elsewhere. If, on the payment date for any Dividend, the closing market price plus estimated brokerage commissions per share is equal to or greater than the NAV per share, the Plan Administrator will invest the Dividend amount in Newly Issued common shares on behalf of the participants. The number of Newly Issued common shares to be credited to each participant's account will be determined by dividing the dollar amount of the Dividend by the NAV per share on the payment date; provided that, if the NAV is less than or equal to 95% of the closing market value on the payment date, the dollar amount of the Dividend will be divided by 95% of the closing market price per share on the payment date. If, on the payment date for any Dividend, the NAV per share is greater than the closing market value plus estimated brokerage commissions, the Plan Administrator will invest the Dividend amount in

common shares acquired on behalf of the participants in Open-Market Purchases.

In the event of a market discount on the payment date for any Dividend, the Plan Administrator will have until the last business day before the next date on which the common shares trade on an "ex-dividend" basis or 30 days after the payment date for such Dividend, whichever is sooner (the "Last Purchase Date"), to invest the Dividend amount in common shares acquired in Open-Market Purchases. If, before the Plan Administrator has completed its Open-Market Purchases, the market price per share exceeds the NAV per share, the average per share purchase price paid by the Plan Administrator may exceed the NAV of the common shares, resulting in the acquisition of fewer common shares than if the Dividend had been paid in Newly Issued common shares on the Dividend payment date. Because of the foregoing difficulty with respect to Open-Market Purchases, the Plan provides that if the Plan Administrator is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Administrator may cease making Open-Market Purchases and may invest the uninvested portion of the Dividend amount in Newly Issued common shares at the NAV per share at the close of business on the Last Purchase Date provided that, if the NAV is less than or equal to 95% of the then current market price per share, the dollar amount of the Dividend will be divided by 95% of the market price on the payment date for purposes of determining the number of shares issuable under the Plan.

The Plan Administrator maintains all shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common shares in the account of each Plan participant will be held by the Plan Administrator on behalf of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Administrator will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

In the case of the Fund's shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Administrator will administer the Plan on the basis of the number of common shares certified from time to time by the record shareholder's name and held for the account of beneficial owners who participate in the Plan.

There will be no brokerage charges with respect to common shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any U.S.

Federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. See "Federal and Other Income Taxes." Participants that request a sale of common shares through the Plan Administrator are subject to brokerage commissions.

Shareholders participating in the Plan may receive benefits not available to shareholders not participating in the Plan. If the market price plus commissions of the Fund's shares is higher than the NAV, participants in the Plan will receive shares of the Fund for less than they could otherwise purchase them and will have shares with a cash value greater than the value of any cash distribution they would have received on their shares. If the market price plus commissions is below the net asset value, participants receive distributions of shares with a NAV greater than the value of any cash distribution they would have received on their shares. However, there may be insufficient shares available in the market to make distributions in shares at prices below the NAV. Also, because the Fund does not redeem its shares, the price on resale may be more or less than the NAV.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All correspondence or question concerning the Plan should be directed to the Plan Administrator, Boston Financial Data Services, Inc., c/o Alpine Closed-End Funds, PO Box 8128, Boston, MA 02266-8128 or by calling toll-free 1(800) 617.7616.

**Approval of Investment Management Agreements**

In the weeks leading up to the Meeting, the Board Members reviewed 15(c) Materials responsive to their information request and specifically relating to the Agreements provided by the Adviser. The Board members had the opportunity to, and, directly and through counsel, did ask specific questions of the Adviser relating to the 15(c) Materials. In deciding whether to continue the Agreements, the Independent Trustees considered various factors, including (i) the nature, extent and quality of the services provided by the Adviser under the Agreements, (ii) the investment performance of the Funds, (iii) the costs to the Adviser of its services and the profits realized by the Adviser, from its relationship with the Funds, and (iv) the extent to which economies of scale would be realized if and as a Fund grows and whether the fee levels in the Agreements reflect these economies of scale. The Independent Trustees evaluated a variety of information they deemed relevant on a Fund by Fund basis. No one particular factor was identified as determinative, but rather it was a combination of all the factors and conclusions that formed the basis for the determinations made by the Independent Trustees, and different Independent Trustees may have placed greater weight on certain factors than did other Independent Trustees.

In considering the nature, extent and quality of the services provided by the Adviser, the Independent Trustees relied on, among other things, their prior experience as Independent Trustees of the Funds, the materials provided at and prior to the Meeting, as well as on materials and updates provided at Board meetings throughout the year. They noted that under the Agreements, the Adviser is responsible for managing the Funds' investments in accordance with each Fund's investment objectives and policies, applicable legal and regulatory requirements, and the oversight of the Independent Trustees. The Independent Trustees also noted that the Adviser is responsible for providing necessary and appropriate reports and information to the Independent Trustees, and for furnishing the Funds with the assistance, cooperation, and information necessary for the Funds to meet various legal requirements regarding registration and reporting. Finally, they noted the experience and expertise of the Adviser as a fund adviser to the Funds.

The Independent Trustees reviewed the background and experience of the Adviser's senior management, including those individuals responsible for the investment, operations and compliance activities with respect to the Funds' investments, and the responsibilities of the investment and compliance personnel with respect to the Funds. They also considered the resources, operational structures and practices of the Adviser in managing the Funds' portfolios, in monitoring and securing the Funds' compliance with investment objectives and policies and with applicable laws and regulations, and in seeking best execution of portfolio transactions. Drawing upon the materials provided both at the Meeting and throughout the year, and their general knowledge of the business of the Adviser, which has been formed through meetings with members of the Adviser, including the Portfolio Managers of the Funds, the Independent Trustees took into account the Adviser's experience, resources and strength in these areas. On the basis of this review, the Independent Trustees determined that the nature and extent of the services provided by the Adviser to the Funds were appropriate and could be expected to remain so.

The Independent Trustees discussed the Fund performance metrics in the 15(c) Materials that were compiled by Morningstar. In assessing the quality of the portfolio management, the Independent Trustees were able to review and compare the short-term and long-term performance of each Fund on both an absolute basis and in comparison both to its peer group and relevant index as set forth in the Morningstar Report. The Board recognized the steps that management has taken over the past year with respect to the performance of the Funds, including changes to the portfolio management and research teams and the implementation of distribution and fund performance recommendations from a third party consulting firm. They noted the product rationalization measures taken, including the mergers of certain funds, the liquidation of another fund and the launch of Alpine Global Realty Growth & Income Fund, and the Adviser's ongoing commitment to

Additional Information (Continued)
April 30, 2016 (Unaudited)

continue to consider actions to rationalize the Fund complex, particularly with respect to smaller Funds. The Independent Trustees also reviewed a summary of Fund performance and expenses against those of their peer and category groups. For certain of the Funds, they noted that higher expenses as compared to the peer and category groups were accounted for by the small size of a Fund or a decline in the assets of a Fund. In this connection, the Independent Trustees noted the steps taken by the Adviser to reduce management fees and overall expenses of the Funds. The Board also considered the infrastructure and technology services provided by the Adviser. The Independent Trustees concluded that the fees to the Adviser, as proposed to be reduced or waived for certain Funds at this Meeting, were appropriate.

Based on the presentation previously made by the Adviser regarding profitability, the Independent Trustees also considered the profitability of the advisory agreements with the Adviser. The Independent Trustees were provided with general data on the Funds' profitability and with respect to the profitability of each Fund. The Independent Trustees also examined the level of profits that could be expected to accrue to the Adviser from the fees payable under the Agreements and any expense subsidization undertaken by the Adviser, including pursuant to the expense limitation agreements in place, as well as each Funds' brokerage and commissions, commission sharing agreements and the Open-End Trusts' payments to intermediaries whose customers invest in the Funds. After receiving the Adviser's presentation and having had time for discussion and analysis, including plans for potential modification or enhancement of existing products, as well as commitments by the Adviser to continue to seek to improve the distribution of the Funds through a review of the Adviser's business, the Independent Trustees concluded that, to the extent that the Adviser's relationship with the Funds had been profitable, the profitability was in no instance excessive.

The Independent Trustees also had an opportunity to review and discuss the other 15(c) Materials provided by Alpine in response to the request of their counsel, including, among others, comparative performance, expense information, organization charts, advisory fee breakpoints and profitability data. The Independent Trustees also had the opportunity to consider whether the management of the Funds resulted in any "fall-out" benefits to the Adviser. In considering whether the Adviser benefits in other ways from its relationship with the Funds, the Independent Trustees concluded that, to the extent that Adviser derives other benefits from its relationship with the Funds, any such benefits do not render the Adviser's fees excessive.

The Independent Trustees approved the continuance of the Funds' Agreements for one year with the Adviser after weighing, among others, the foregoing factors. They reasoned that the nature and extent of the services provided by the Adviser were appropriate and that the Adviser was continuing to take appropriate steps to address performance issues affecting certain Funds, including by taking steps

to add and change investment personnel. As to the Adviser's fees for the Funds, the Independent Trustees determined that the fees, after considering certain additional proposed contractual waivers, were appropriate, that the Funds' relationship with the Adviser was not so profitable as to render the fees excessive and that any additional benefits to the Adviser were not of a magnitude that resulted in excessive fees.

**Availability of Proxy Voting Information**

The policies and procedures used in determining how to vote proxies relating to portfolio securities are available without a charge, upon request, by contacting the Fund at 1(800) 617.7616 and on the SEC's web site at http://www.sec.gov. Information regarding how the Fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available without charge, upon request, by contacting the Fund at 1(800) 617.7616 and on the SEC's web site at http://www.sec.gov.

**Portfolio Holdings**

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q within 60 days after the end of the period. Copies of the Fund's Forms N-Q are available without a charge, upon request, by contacting the Fund at 1(800) 617.7616 and on the SEC's web site at http://www.sec.gov. You may also review and copy Form N-Q at the SEC's Public Reference Room in Washington, D.C. For more information about the operation of the Public Reference Room, please call the SEC at 1 (800) SEC.0330.

**Designation Requirements**

Of the distributions paid by the Fund from ordinary income for the year ended October 31, 2015, the following percentages met the requirements to be treated as qualifying for the corporate dividends received deduction and qualified dividend income, respectively.

| | |
|---|---|
| Dividends Received Deduction | 2.86% |
| Qualified Dividend Income | 15.62% |

**Shareholder Meeting**

On May 17, 2016, the Fund held its Annual Meeting of Shareholders (the "Meeting") to consider and vote on the proposals set forth below. The following votes were recorded:

**Proposal 1:** To elect James A. Jacobson as a Trustee to the Board of Trustees for a term of three years to expire at the 2019 Annual Meeting or until his successor has been duly elected and qualified.

| | **James A. Jacobson** |
|---|---|
| For | 67,626,388 |
| Withheld | 6,145,448 |

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Additional Information (Continued)
April 30, 2016 (Unaudited)

**Proposal 2:** To elect H. Guy Leibler as a Trustee to the Board of Trustees for a term of three years to expire at the 2019 Annual Meeting or until his successor has been duly elected and qualified.

| | **H. Guy Leibler** |
|---|---|
| For | 67,689,644 |
| Withheld | 6,082,192 |

**Proposal 3:** To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

| | |
|---|---|
| For | 44,858,795 |
| Against | 27,604,341 |
| Abstain | 1,308,686 |

Eleanor T. M. Hoagland, Jeffrey E. Wacksman and Samuel A. Lieber continued to serve as Trustees of the Trust following the Annual Meeting of Shareholders.

**Notice**

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940 that the Fund may purchase at market prices from time to time its common shares in the open market.

| | |
|---|---|
| **Investor** | 1(800) 617.7616 |
| **Information** | www.alpinefunds.com |

**Trustees**

Samuel A. Lieber
Eleanor T.M. Hoagland
James A. Jacobson
H. Guy Leibler
Jeffrey E.Wacksman

**Investment Adviser**

Alpine Woods Capital Investors, LLC
2500 Westchester Ave., Suite 215
Purchase, NY 10577

**Administrator & Custodian**

State Street Bank & Trust Company
One Lincoln Street
Boston, MA 02111

**Transfer Agent**

Boston Financial Data Services, Inc.
2000 Crown Colony Drive
Quincy, MA 02169

**Independent Registered Public Accounting Firm**

Ernst & Young
5 Times Square
New York, NY 10019

**Fund Counsel**

Willkie Farr & Gallagher LLP
787 7th Ave.
New York, NY 10019

SHAREHOLDER | INVESTOR INFORMATION

**1(800) 617.7616**

www.alpinefunds.com

**Item 2. Code of Ethics**

Not applicable to semi-annual report.

**Item 3. Audit Committee Financial Expert**

Not applicable to semi-annual report.

**Item 4. Principal Accountant Fees and Services**

Not applicable to semi-annual report.

**Item 5. Audit Committee of Listed Registrants**

Not applicable to semi-annual report.

**Item 6. Schedule of Investments**

(a) Schedule of Investments is included as part of Item 1 of the Form N-CSR.

(b) Not applicable.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

Not applicable to semi-annual report.

**Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

(a) Not applicable to semi-annual report.

(b) Not applicable.

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

No such purchases were made by or on behalf of the Registrant during the period covered by the report.

**Item 10. Submission of Matters to a Vote of Security Holders.**

There were no material changes to the procedures by which shareholders may recommend nominees to the Registrant's Board of Trustees.

**Item 11. Controls and Procedures.**

(a) The Registrant's principal executive officer and principal financial officer have evaluated the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended) within 90 days of this filing and have concluded that the Registrant's disclosure controls and procedures were effective, as of that date.

(b) There was no change in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940, as amended) during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

**Item 12. Exhibits**

| | |
|---|---|
| (a)(1) | Not applicable to semi-annual report. |
| (a)(2) | The certifications required by Rule 30a-2(a) of the Investment Company Act of 1940, as amended, and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto as Ex99.Cert. |
| (a)(3) | No such written solicitations were sent or given during the period covered by the report by or on behalf of the Registrant. |
| (b) | The certifications by the Registrant's Principal Executive Officer and Principal Financial Officer, as required by Rule 30a-2(b) of the Investment Company Act of 1940, as amended, and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto as Ex99.906Cert. |

(c) Notices to shareholders regarding the Fund's distributions.

**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.

Alpine Global Premier Properties Fund

By: /s/ Samuel A. Lieber
Samuel A. Lieber
Chief Executive Officer (Principal Executive Officer)

Date: July 7, 2016

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 and in the capacities and on the dates indicated.

By: /s/ Samuel A. Lieber
Samuel A. Lieber
Chief Executive Officer (Principal Executive Officer)

By: /s/ Ronald G. Palmer, Jr.
Ronald G. Palmer, Jr.
Chief Financial Officer (Principal Financial Officer)

Date: July 7, 2016