FIRST OPPORTUNITY FUND INC Form N-PX August 31, 2010

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-04605

FIRST OPPORTUNITY FUND, INC. (Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A, Boulder, CO 80302 (Address of principal executive offices) (Zip code)

Stephen C. Miller 2344 Spruce Street, Suite A, Boulder, CO 80302 (Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: March 31

Date of reporting period: July 1, 2009 – June 30, 2010

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

Proxy Voting Record

For Period July 1, 2009 to June 30, 2010

Name of Issuer	Ticker Symbol	CUSIP	Shareholder Meeting Date	Record Date	-	Description of Matter	•	-	Vote (For or Against)	For or Against Management
Sun Bancorp, Inc.	SNBC	86663B102	7/16/2009	5/29/2009	1	Election of fourteen (14) directors	Issuer	Yes	For	For
						Approval of amendment to Company's 2004 stock-based incentive				
					2	plan	Issuer	Yes	Against	Against
					3	Approval of directors stock purchase plan	Issuer	Yes	Against	Against
					4	D&T, LLP as auditors		Yes	For	For
Alliance Bankshares Corporation	ABVA	018535104	7/15/2009	6/3/2009	1	Election of two (2) directors	Issuer	Yes	For	For
					2	Yount, Hyde & Barbour, PC as accountants	Issuer	Yes	For	For
MF Global LTD	MF	G60642108	8/13/2009	7/1/2009	1	Election of eight (8) directors	Issuer	Yes	For	For
					2	Share option for employees	Issuer	Yes	Against	Against
					3	PWC LLP as auditors	Issuer	Yes	For	For
New England Bancshares, Inc.	NEBS	643863202	8/13/2009	6/22/2009	1	Election of four (4) directors	Issuer	Yes	For	For
					2	Ratify Shatswell, Macleod & Co. PC. as auditors	Issuer	Yes	For	For
					2	Adjourn meeting if additional proxies are needed	Issuer	Abstain	Abstain	Abstain
Eastern Virginia Bancshares,	EVDG	07710(101	8/20/2000	71612000	1	Disc of more than	Tearren	V	E - ··	Ear
Inc.	EAR2	277196101	8/20/2009	7/6/2009	1	Plan of merger	Issuer	Yes	For	For
First Capital Bancorp, Inc.	FCVA	319438107	8/20/2009	7/6/2009	1	Approval of agreement and plan of merger	Issuer	Yes	For	For
						-				

						Authority to adjourn meeting in the event there are insufficient				
					2	proxies	Issuer	Abstain	Abstain	Abstain
Citizens Republic				- 10 0 10 0 0 0		Increase authorized shares of common				
Bancorp, Inc	CRBC	174420109	9/9/2009	7/29/2009	1	stock	Issuer	Yes	For	For
						Issue additional				
					2	shares of common stock	Issuer	Yes	For	For
					L	Adjourn, postpone or	185001	105	1'01	1.01
						continue the special				
					3	meeting	Issuer	Abstain	Abstain	Abstain
South Financial					-	Increase authorized				
Group, Inc.	TSFG	837841105	9/11/2009	7/31/2009	1	chares	Issuer	Yes	For	For
•						Converge preferred				
					2	stock into common	Issuer	Abstain	Abstain	Abstain
						Approve adjournment of meeting if				
					3	necessary	Issuer	Abstain	Abstain	Abstain
						Agreement of				
Carolina Trust	~					reorganization and	_		_	_
Bank	CART	144200102	9/15/2009	7/24/2009	1	merger	Issuer	Yes	For	For
						Approve Merger				
First						between First				
Bankshares,	SUED	31928A101	0/20/2000	8/17/2000	1	Bankshares, Inc. and Xenith Corporation	Issuer	Yes	For	For
nc.	SULP	31928A101	912912009	0/1//2009	1	Change name to	185001	105	1'01	1.01
						Xenith Bankshares,				
					2	Inc.	Issuer	Yes	For	For
					-	Increase number of	100401	105	1 01	1 01
						common stock from				
						10 million to 100				
					3	million	Issuer	Yes	For	For
						Authorize issuance of				
						25 million shares of				
					4	preferred stock.	Issuer	Yes	Against	Against
						Amend shareholder				
					5	Voting requirements	Issuer	Yes	Against	Against
						Establish "cause" as				
					6	sole standard for	Lassa	V	Ean	Far
					6	removing directors	Issuer	Yes	For	For
						Revise procedures for persons other than				
						directors and officers				
						seeking				
					7	indemnification	Issuer	Yes	Against	Against
					,	Election of nine (9)	100 001		Buillot	- Bannot
					8	directors	Issuer	Yes	For	For
					9	Approve any motion	Issuer		Abstain	Abstain
						to adjourn or				

						postpone the annual meeting to a later date				
Goldleaf Financial Solutions, Inc.	GFSI	38144H208	9/29/2009	8/28/2009	1	Adopt agreement and plan of merger	Issuer	Yes	For	For
solutions, me.	0151	3014411200	512512005	012012009		Adjourn meeting to solicit additional				
Beverly National					2	Approve merger between Danvers Bancorp, Inc. and Beverly National	Issuer	Abstain	Adstain	Abstain
Corporation	BNV	088115100	10/8/2009	8/28/2009	1	Corporation Approval of adjournments of the special meeting if	Issuer	Yes	For	For
					2	necessary	Issuer	Abstain	Abstain	Abstain
Danvers Bancorp, Inc	DNBK	236442109	10/9/2009	8/28/2009	1	Approve merger between Danvers Bancorp, Inc. and Beverly National Corporation	Issuer	Yes	For	For
·					2	Approval of adjournments of the special meeting if necessary	Issuer	Abstain	Abstain	Abstain
Royal Financial, inc.	RYFL	78027P109	10/21/2009	9/15/2009	1	Election of three (3) directors	Issuer	Yes	For	For
Georgetown					2	Ratify independent accountants Election of four (4)	Issuer	Yes	For	For
Bancorp, Inc	GTWN	372590109	10/27/2009	9/9/2009	1	directors	Issuer	Yes	For	For
					2	Approval of Equity Incentive plan	Issuer	Yes	For	For
					3	Ratify independent registered public accounting firm	Issuer	Yes	For	For
lefferson Bancshares, Inc.	JFBI	472375104	10/29/2009	8/28/2009	1	Election of three (3) directors	Issuer	Yes	For	For
inc.	JI DI	-1257510-	10/29/2009	012012009	2	Ratify public accounting firm	Issuer	Yes	For	For
Hampden					_	Election of three (3)		2.00		- ••
Bancorp, Inc.	HBNK	40867E107	11/4/2009	9/22/2009	1	directors Ratify independent	Issuer	Yes	For	For
Washington Banking					2	accountants Authorize 35,000,000 shares of common	Issuer	Yes	For	For
Company	WBCO	937303105	11/12/2009	9/25/2009	1	stock	Issuer	Yes	For	For
					2	Solicit additional proxies if needed	Issuer	Abstain	Abstain	Abstain

		•	5 0							
Auburn					Election of three (3)					
Bancorp, Inc.	ABBB	050254101	11/17/2009 10/14/2		directors	Issuer	Yes	For	For	
				2	Equity Incentive Plan	Issuer	Yes	For	For	
					Berry, Dunn, McNeil					
				_	& Parker as	_		_	_	
				3	Accounting Firm	Issuer	Yes	For	For	
State Bancorp,	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~				Increase shares of	_		_	_	
Inc.	STBC	855716106	11/17/2009 9/22/2	009 1	common stock	Issuer	Yes	For	For	
					eliminate classified					
					board and provide for					
				2	annual election of	т	V	Б	г	
				2	board of directors	Issuer	Yes	For	For	
					Reduce the director					
					and stockholder vote					
					required to approve certain business					
				3	combinations	Issuer	Yes	For	For	
HF Financial				5	Election of two (2)	185001	108	POI	POI	
Corp.	HFFC	404172108	11/18/2009 9/30/2	009 1	directors	Issuer	Yes	For	For	
corp.	mre	404172100	11/10/2007 7/30/2	007 1	Eide Bailly as	155001	103	101	101	
				2	accounting firm	Issuer	Yes	For	For	
Osage				2	decounting min	155401	105	1.01	1.01	
Bancshares,					Election of two (2)					
Inc.	OSBK	68764U106	11/18/2009 10/9/2	009 1	directors	Issuer	Yes	For	For	
Provident	0 S D II	00101010100				1000001	100	1 01	1 01	
Financial					Election of two (2)					
Holdings, Inc.	PROV	743868101	11/24/2009 10/9/2	009 1	directors	Issuer	Yes	For	For	
e ,					Deloitte & Touche,					
				2	LLP as auditor	Issuer	Yes	For	For	
				3	Increase shares	Issuer	Yes	For	For	
Seacoast										
Banking										
Corporation	SBCF	811707306	12/3/2009 10/14/2	2009 1	Increase stock	Issuer	Yes	For	For	
				2	Adjourn meeting	Issuer	Abstain	Abstain	Abstain	
Ram Holdings,					Amendments to					
Ltd.	RAMR	G7368R104	12/7/2009 11/5/2	009 1	By-laws	Issuer	Yes	For	For	
					Election of sixteen					
				2	(16) directors	Issuer	Yes	For	For	
					PWC as independent					
				3	auditors	Issuer	Yes	For	For	
					Power and authority					
				4	to issue unused shares	Issuer	Yes	For	For	
					Proposals concerning					
				_	Ram Reinsurance	-		-	-	
				5	company	Issuer	Yes	For	For	
				F 1	Amendments to	T	V	Г	Г	
				5.1	by-laws	Issuer	Yes	For	For	
					Election of directors					
				5 0	for Ram Reinsurance	Lagran	Vaa	Ear	Ear	
				5.2	Company Ltd.	Issuer	Yes	For	For	
				5.3		Issuer	Yes	For	For	

						PWC as independent auditors for Ram Reinsurance Company Ltd.				
1st United	EUDC	22740N1105	12/9/2000	11/6/2000	1	Leanson about	Tanan	Vaa	Ean	Ean
Bancorp, Inc. Metro Bancorp,	FUBC	33740N105	12/8/2009	11/6/2009	1	Increase shares Election of nine (9)	Issuer	Yes	For	For
Inc.	METR	59161R101	12/9/2009	10/9/2009	1	directors	Issuer	Yes	For	For
						Take action on other				
					2	business	Issuer	Abstain	Abstain	Abstain
Northwest	NDCT	((7220100	10/15/0000	10/00/0000	1	Conversion and	T	N 7	г	Б
Bancorp, Inc.	NBCI	667328108	12/15/2009	10/30/2009	1	reorganization plan Establish NorthWest	Issuer	Yes	For	For
					2	Charitable Foundation	Issuer	Yes	For	For
					-	Approve adjournment	100401	105	1 01	1 01
					3	of the special meeting	Issuer	Abstain	Abstain	Abstain
						Limit ability of				
					4	stockholders to	T	NZ	г	Г
					4a	remove directors Require super	Issuer	Yes	For	For
						majority vote to				
						approve amendments				
						to the articles of				
					4b	incorporation	Issuer	Yes	For	For
						Super-majority vote				
						of stockholders to				
						approve stockholder-proposed				
					4c	amendments	Issuer	Yes	For	For
						Limit the voting	100000	100	1 01	1 01
						rights of shares				
						beneficially owned in				
					4d	excess of 10%	Issuer	Yes	For	For
BCB Bancorp,	DCDD	055009102	12/17/2000	11/6/2000	1	Dian of monoon	Lannar	\mathbf{V}_{20}	Ean	Ean
Inc.	BCBL	055298103	12/1//2009	11/0/2009	1	Plan of merger Increase authorized	Issuer	Yes	For	For
						shares of common				
					2	stock	Issuer	Yes	For	For
						Adjourn special				
					3	meeting	Issuer	Abstain	Abstain	Abstain
Carver	CADU	116075100	10/10/0000	11/2/2000		Election of three (3)	T	X 7	-	-
Bancorp, Inc.	CARV	146875109	12/18/2009	11/2/2009	1	directors KPMG as auditors	Issuer	Yes Yes	For For	For
					2	Advisory approval of	Issuer	105	FUI	For
						compensation of				
						named executive				
					3	officers	Issuer	Yes	For	For
Republic First						Election of three (3)				
Bancorp, Inc.	FRBK	760416107	12/23/2009	11/13/2009	1	directors	Issuer	Yes	For	For
Home Federal	HOME	43710G105	1/10/2010	12/4/2000	1	Election of two (2) directors	Iconor	Vac	Ear	For
Bancorp, Inc.	HOME	43/100103	1/19/2010	12/4/2009	1	unectors	Issuer	Yes	For	FUI

						Ratify Crowe Hawath, LLP as				
First Financial					2	accountants Election of five (5)	Issuer	Yes	For	For
Holdings, Inc.	FFCH	320239106	1/28/2010	11/30/2009	1	directors	Issuer	Yes	For	For
iloidings, me.	i i cii	520257100	1120/2010	11130/2009		Advisory approval of the Executive Officer				
					2	Compensation	Issuer	Yes	For	For
					3	Ratify Grant Thornton , LLP as accountants	Issuer	Yes	For	For
Malvern					U	, us us coountaits	1000001	100	1 01	1 01
Federal						Election of three (3)				
Bancorp, Inc.	MLVF	561410101	1/28/2010	12/15/2009	1	directors	Issuer	Yes	For	For
					•	Ratify Parentbeard,	Ŧ	* 7		
Dame atus al					2	LLC as accountants	Issuer	Yes	For	For
Perpetual Federal Savings						Election of three (3)				
Bank	PFOH	714273109	2/10/2010	12/15/2009	1	directors	Issuer	Yes	For	For
ESSA Bancorp,						Election of three (3)				
Inc.	ESSA	29667D104	2/11/2010	12/22/2009	1	directors	Issuer	Yes	For	For
						Ratification of S.R. Snodgrass as				
					2	accountants	Issuer	Yes	For	For
Liberty						Election of two (2)				
Bancorp, Inc.	LBCP	53017Q102	2/17/2010	1/4/2010	1	directors	Issuer	Yes	For	For
First California Financial						Increase shares of common stock from 25,000,000 to				
Group., Inc.	FCAL	319395109	3/3/2010	2/12/2010	1	100,000,000	Issuer	Yes	For	For
Western	I OIL	517575107	5/5/2010	2,12,2010	1	100,000,000	100401	105	1 01	1 01
Liberty						Approve merger				
Bancorp	WLBC	961443108	3/25/2010	3/1/2010	1	agreement	Issuer	Yes	For	For
						Adjourn meeting if				
					2	needed	Holder	Abstain	Abstain	Abstain
Eastern						Election of fourteen				
Virginia Bankshares, Inc	EVBS	277106101	1/15/2010	3/5/2010	1	(14) directors	Issuer	Yes	For	For
Dankshares, me		277170101	7/15/2010	5/5/2010	1	Shareholders approve	155001	103	101	101
						executive				
					2	compensation	Issuer	Yes	For	For
Pacific Continental						Election of nine (9)				
Corporation	PCBK	69412V108	4/19/2010	3/5/2010	1	directors	Issuer	Yes	For	For
corporation	TODIC	071127100	1/1//2010	51512010	1	Increase shares of	100401	105	1 01	1 01
					2	common stock	Issuer	Yes	For	For
						Increase shares of				
					3	preferred stock	Issuer	Yes	Against	Against
						Moss Adams LLP as				
					4	accountants	Issuer	Yes	For	For
Citizens &	CZNC	172922106	4/20/2010	2/23/2010	1	Election of five (5)	Issuer	Yes	For	For
Northern						directors				

Corporation										
					-	Executive	_			
					2	compensation	Issuer	Yes	For	For
					2	Parentebeard, LLLC		N7.	Γ.	Г
					3	as auditors	Issuer	Yes	For	For
CD Dangorn					4	Shareholder proposal	Holder	Yes	For	Against
ECB Bancorp,	ECRE	268253101	4/20/2010	2/1/2010	1	Election of three (3) directors	Iccuor	Yes	For	For
Inc.	ECDE	208233101	4/20/2010	3/1/2010	1	Executive	Issuer	168	FOI	FOI
					2	compensation	Issuer	Yes	For	For
					2	Dixon Hughes PLLC	155001	105	1'01	TOI
					3	as accountants	Issuer	Yes	For	For
					5	Election of thirteen	155001	105	1.01	101
U S Bancorp	USB	902973304	4/20/2010	2/22/2010	1	(13) directors	Issuer	Yes	For	For
0 5 Duncorp	005	J0271330.	1/20/2010		-	Ratify Ernst & Young	100001	105	1.01	1.01
					2	LLP as auditor	Issuer	Yes	For	For
					_	Approve Stock	100401	100	1.01	1.01
					3	Incentive Plan	Issuer	Yes	Against	Against
						Approve executive	1000111		1.9	
						compensation				
					4	program	Issuer	Yes	For	For
Umpqua						p 8	10	-		
Holdings						Election of twelve				
Corporation	UMPQ	904214202	4/20/2010	2/12/2010	1	(12) directors	Issuer	Yes	For	For
Corperant	0	JUI-1.				Approve amendment	1000.			
						to Articles of				
					2	Incorporation	Issuer	None	None	None
						Amend 2003 stock				
					3	incentive plan	Issuer	Against	Against	Against
						Amend	1011	8-	1.0	8
						performance-based				
						Executive incentive				
					4	plan	Issuer	Yes	For	For
						To consider and	-			
						approve the following				l
						advisory proposal:				
						"Resolved, that the				
						shareholders approve				
						the compensation of				
						executive officers as				
					5	described"	Issuer	Yes	For	For
					5	Moss Adams LLP as	100401	100	1.01	1 01
					6	auditor for 2010	Issuer	Yes	For	For
Union First					U		100401	100	1.01	1 01
Market										
Bankshares						Election of four (4)				
Corp	UBSH	90662P104	4/20/2010	3/5/2010	1	directors	Issuer	Yes	For	For
corp	Oboli	JUUU21 10 .	1/20/2010	51512010	-	Election of one (1)	100401	100	1.01	1 01
					2	class III director	Issuer	Yes	For	For
					2	Election of one (1)	155001	105	101	1.01
					3	class I director	Issuer	Yes	For	For
					5	class I director	155001	103	101	101

			. 3							
						Yount, Hyde and Barbour, PC as				
					4	accountant	Issuer	Yes	For	For
						Executive				
					5	compensation	Issuer	Yes	For	For
					6	Annual Director election	Holder	Yes	For	Against
Northwest Bancshares,						Election of four (4)				
Inc.	NWBI	667340103	4/21/2010	2/26/2010	1	directors	Issuer	Yes	For	For
					2	KPMG LLP as	Iccuor	Vas	For	For
River Valley					2	accountants Election of two (2)	Issuer	Yes	For	For
Bancorp	RIVR	768475105	4/21/2010	2/26/2010	1	directors	Issuer	Yes	For	For
Dancorp	IXI Y IX	100413105	4/21/2010	212012010	2	BKD, LLP as auditors		Yes	For	For
Huntington					_	Dire, DEI ab autore	100401	1.00	1 01	1 01
Bancshares						Election of five (5)				
Incorporated	HBAN	446150104	4/22/2010	2/17/2010	1	directors	Issuer	Yes	For	For
						Approval of amended and restated 2007 stock and long-term				
					2	incentive plan	Issuer	Against	Against	Against
						Increase common				
					3	shares	Issuer	Yes	For	For
					4	D & T LLP as auditor	Issuer	Yes	For	For
					-	Executive	-	* 7	-	-
. 1					5	compensation	Issuer	Yes	For	For
Peoples	DEDO	700700101	4/22/2010	2/26/2010	1	Election of five (5)	Issue	Vac	Ean	East
Bancorp, Inc.	PEBO	709789101	4/22/2010	2/20/2010	1	directors Clarify qualifications	Issuer	Yes	For	For
						required to be a				
					2	Director	Issuer	Yes	For	For
					~	Ernst & Young LLP	155001	105	1.01	1 01
					3	as accounting firm	Issuer	Yes	For	For
					-	Executive	100			
						compensation				I
					4	disclosure	Issuer	Yes	For	For
Southern National										
Bancorp of VA,		040205104	4/22/2010	2/1/2010	1	Election of two (2)	T	Vac	Em	East
lnc.	SONA	843395104	4/22/2010	3/1/2010	1	directors Stock owerd incentive	Issuer	Yes	For	For
					r	Stock award incentive	Louior	Vac	Against	Against
					23	plan Ratify accountants	Issuer Issuer	Yes Yes	Against For	Against For
Cambridge					5	Election of five (5)	155001	105	1.01	1.01
Bancorp	CATC	132152109	4/26/2010	3/1/2010	1	directors	Issuer	Yes	For	For
Duitoorp	0	10210210,		01112020	-	Ratify accounting	100000	1.00	1 01	1 01
					2	firm	Issuer	Yes	For	For
First Citizens Bancshares,						Election of eighteen				
Inc.	FCNCA	31946M103	4/26/2010	3/3/2010	1	(18) directors	Issuer	Yes	For	For

					2	Dixon Hughes as accountants	Issuer	Yes	For	For	
Ameriserv					2	Election of five (5)	155001	105	1'01	1'01	
Fiancial, Inc.	ASRV	03074A102	4/27/2010	3/8/2010	1	directors	Issuer	Yes	For	For	
					2	Wave age restriction Executive	Issuer	Yes	For	For	
					3	compensation	Issuer	Yes	For	For	
BB & T						Election of eighteen					
Corporation	BBT	054937107	4/27/2010	2/24/2010	1	(18) directors Increase authorized	Issuer	Yes	For	For	
					2	shares	Issuer	Yes	For	For	
						PWC LLP as	_		_	_	
					3	accountant	Issuer	Yes	For	For	
					4	Political contribution reports	Holder	Yes	Against	For	
						Require independent Chair of Board of			C		
					5	Directors	Holder	Yes	For	Against	
						Overdraft policy and					
					6	practice reports	Holder	Yes	Against	For	
CFS Bancorp, Inc. (Oposition Proxy Solicited by PL Capital						Election of J.W.					
Group)	CITZ	12525D102	4/27/2010	3/9/2010	1	Palmer for director	Holder	Yes	For	Against	
					•	BKD, LLP as	** 11		-		
					2	accountants	Holder	Yes	For	Against	
CFS Bancorp,	CITZ	12525D102	1/07/2010	3/9/2010	1	Election of two (2)	Iconor	Did Not Vote	N/A	N/A	
Inc.	CHZ	12525D102	4/2//2010	51912010	1	directors BKD, LLP as	Issuer	Did Not	\mathbf{N}/\mathbf{A}	IN/A	
					2	accountants	Issuer	Vote	N/A	N/A	
First					2	decountants	155401	Vole	1 1/1 1	1 1/2 1	
Community						Election of three (3)					
Bancshares	FCBC	31983A103	4/27/2010	3/1/2010	1		Issuer	Yes	For	For	
						Increase common					
					2	shares	Issuer	Yes	For	For	
						Dixon Hughes PLLC	-		-	-	
					3	as accountants	Issuer	Yes	For	For	
					4	Executive	Icouor	Vac	Eor	For	
Old Point					4	Compensation	Issuer	Yes	For	FOI	
Financial Corporation	OPOF	680194107	4/27/2010	2/17/2010	1	Election of sixteen (16) directors	Issuer	Yes	For	For	
corporation	0101	0001/4107	12112010	2/1//2010	1	Ratify Yount, Hyde &	155001	105	101	101	
						Barbour, P.C. as	-		-	-	
					2	accountant	Issuer	Yes	For	For	
PNC Financial Services Group,		60 0 15 5 10 5				Election of seventeen	-		_	-	
Inc.	PNC	693475105	4/27/2010	2/12/2010	1	(17) directors	Issuer	Yes	For	For	
					2	PWC LLP as accountants	Issuer	Yes	For	For	
1											

					3	Executive compensation	Issuer	Yes	For	For	
					4	Severance agreements		Yes	Against	For	
					-	Executive	1101001	103	riganist	1.01	
					5	compensation report	Holder	Yes	Against	For	
Rockville					C	Election of three (3)	1101001	100	1.800000	1 01	
Financial, Inc.	RCKB	774186100	4/27/2010	3/5/2010	1	directors	Issuer	Yes	For	For	
					2	Wolf & Company, PC	Issuer	Yes	For	For	
						Ratify appointment of					
					2	accounting firm	Issuer	Yes	For	For	
						Ratify basis of					
						compensation					
					3	program for officers	Issuer	Yes	For	For	
						Right to call special					
						meetings of					
					4	stockholders	Issuer	Yes	For	For	
State Bancorp,						Election of three (3)					
Inc	STBC	855716106	4/27/2010	3/19/2010	1	directors	Issuer	Yes	For	For	
Wells Fargo						Election of sixteen					
and Company	WFC	949746101	4/27/2010	2/26/2010	1	(16) directors	Issuer	Yes	For	For	
					•	Named executive	-	••	-	-	
					2	compensation	Issuer	Yes	For	For	
					2	Increase shares of	Ŧ		-	-	
					3	common stock	Issuer	Yes	For	For	
					4	KPMG LLP as	т	N	Г	F	
					4	auditors	Issuer	Yes	For	For	
					5	Executive and	Holdon	Vac	Against	Ear	
					5	director compensation Require an	Holder	Yes	Against	For	
					6	independent chairman	Holder	Yes	Against	For	
					0	Charitable	TIOIUCI	103	Agamst	1.01	
					7	contribution report	Holder	Yes	Against	For	
					,	Political contribution	1101001	105	riganist	1.01	
					8	report	Holder	Yes	Against	For	
Associated					0	Election of ten (10)	monuel	105	1 iguilist	101	
Banc-corp	ASBC	045487105	4/28/2010	3/4/2010	1	directors	Issuer	Yes	For	For	
cane corp	1152 0	0.0.000		01 11 2010	-	Incentive	1000001	100	1 01	1 01	
					2	compensation plan	Issuer	Yes	Against	Against	
						Executive			0	0	
					3	compensation	Issuer	Yes	For	For	
Bank of						Election of thirteen					
America	BAC	060505104	4/28/2010	3/3/2010	1	(13) directors	Issuer	Yes	For	For	
						Ratify accounting					
					2	firm	Issuer	Yes	For	For	
						Increase shares of					
					3	common stock	Issuer	Yes	For	For	
						Executive					
					4	compensation	Issuer	Yes	For	For	
						Key associate stock					
					5	plan	Issuer	Yes	Against	Against	
					6		Holder	Yes	Against	For	

			. 0							
						Disclosure of				
						government				
					7	employment Non-deductible pay	Holder	Yes	Against	For
					/	Special Stockholder	noidei	168	Agamst	FUI
					8	Meetings	Holder	Yes	Against	For
					0	Executive	monuel	105	riguinist	101
					9	Compensation	Holder	Yes	Against	For
					10	Succession Planning	Holder	Yes	Against	For
					11	Derivatives trading	Holder	Yes	For	Against
						Recoup incentive				-
					12	compensation	Holder	Yes	Against	For
Barrick Gold						Election of fourteen				
Corporation	ABX	067901108	4/28/2010	3/3/2010	1	(14) directors	Issuer	Yes	For	For
					2	PWC LLP as auditors	Issuer	Yes	For	For
						Executive	-		-	-
G ,					3	compensation	Issuer	Yes	For	For
Centrue						\mathbf{F}_{1}				
Financial Corporation	TDIE	15643B106	1/20/2010	3/1/2010	1	Election of three (3) directors	Issuer	Yes	For	For
Corporation	IKUE	130430100	4/20/2010	5/1/2010	1	Crowe Horwath LLp	Issuel	168	го	FUI
					2	as Auditors	Issuer	Yes	For	For
					4	Executive	135001	103	1.01	101
					3	Compensation	Issuer	Yes	For	For
Great Florida						Election of seven (7)				
Bank	GFLBB	390528206	4/29/2010	2/26/2010	1	directors	Issuer	Yes	For	For
Katahdin										
Bankshares						Election of three (3)				
Corp.	KTHN	485835102	5/3/2010	3/3/2010	1	directors	Issuer	Yes	For	For
						Berry, Dunn, McNeil				
						and Parker as	_		_	_
					2	accountants	Issuer	Yes	For	For
LSB	LODY	50015D100	51410010	215/0010	1	Election of three (3)	т	NZ	Б	Г
Corporation	LSBX	50215P100	5/4/2010	3/5/2010	1	directors	Issuer	Yes	For	For
					2	Wolf & Company, PC as accountants	Issuer	Yes	For	For
Maiden					2	Election of nine (9)	155001	105	1'01	1.01
Holdings, Ltd.	MHLD	G5753U112	5/4/2010	3/31/2010	1	directors	Issuer	Yes	For	For
rioranigo, Eta.	miiile	00,000112	0/ 1/2010	5/51/2010	-	Increase number of	155401	105	101	101
					3	common shares	Issuer	Yes	Against	Against
						BDO Seidman, LLP			U	U
						as accountants &				
						Arthur Morris and				
						Company as				
					4	accountants	Issuer	Yes	For	For
The										
Connecticut										
Bank & Trust	OTDO	00754(100	51410010	2/1///2010	1	Election of five (5)	т	NZ	Б	Г
Company	CIBC	207546102	5/4/2010	3/16/2010	1	directors Executive	Issuer	Yes	For	For
					2	Executive Compensation	Issuer	Yes	For	For
					4	Compensation	155001	105	1.01	1.01

		•								
CRM Holdings						Election of three (3) directors of CRM				
Ltd	CRMH	G2554P103	5/5/2010	3/23/2010	1	Holdings Ltd Election of eight (8)	Issuer	Yes	For	For
					2	directors of Twin Bridges Ltd	Issuer	Yes	For	For
						Ernst & Young LLP				
					3	as auditors	Issuer	Yes	For	For
					4	Name change	Issuer	Yes	For	For
					-	Approve amended	T	V	F	F a m
					5 6	by-laws Reverse share split	Issuer Issuer	Yes Yes	For For	For For
Heritage					0	Reverse share spin	Issuel	168	FOI	FUI
Financial						Election of three (3)				
Corporation	HFWA	42722X106	5/5/2010	3/8/2010	1	directors	Issuer	Yes	For	For
· F						Executive				
					2	compensation	Issuer	Yes	For	For
						KPMG LLP as				
					3	accountants	Issuer	Yes	For	For
						Increase share of				
					4	common stock	Issuer	Yes	For	For
					5	Omnibus equity plan	Issuer	Yes	For	For
					(Declassification of	TT-1.1.	V	F	A
Domo Donoom					6	Board of Directors	Holder	Yes	For	Against
Rome Bancorp, Inc.	POME	77587P103	5/5/2010	3/12/2010	1	Election of three (3) directors	Issuer	Yes	For	For
inc.	KOWL	//30/1103	5/5/2010	5/12/2010	1	Crowe Horwath LLP	155001	105	101	101
					2	as accountants	Issuer	Yes	For	For
Assured					_	Election of thirteen				
Guaranty LTD	AGO	G0585R106	5/6/2010	3/16/2010	1	(13) directors	Issuer	Yes	For	For
2						Bermuda law change				
					2a	amendments	Issuer	Yes	For	For
						Corporate				
						Governance				
					2b	amendments	Issuer	Yes	For	For
					2	Ratification of PWC	Ŧ	NZ	Б	Г
					3	LLP as auditors	Issuer	Yes	For	For
						Authorizing company vote for appointment of PWC LLP as				
					4b	auditors	Issuer	Yes	For	For
						PWC as auditors for Assured Guaranty				
					4c	Ireland Holdings, LTD	Issuer	Yes	For	For
Citizens					10	2.0	100401	100	1 01	1.01
Community						Election of six (6)				
Bank	CZYB	174532101	5/6/2010	3/8/2010	1	directors	Issuer	Yes	For	For
						Executive				
					2	Compensation	Issuer	Yes	For	For
	HBCP	43689E107	5/6/2010	3/19/2010	1		Issuer	Yes	For	For

		- 0	5							
Home Bancorp, Inc						Election of two (2) directors				
						Porter Keadle Moore				
					2	LLP as accountants	Issuer	Yes	For	For
Ocean First						Election of two (2)				
Financial Corp	OCFC	675234108	5/6/2010	3/9/2010	1	directors	Issuer	Yes	For	For
					2	KPMG LLP as	T	V	Г	г
Douvon					2	Accountants	Issuer	Yes	For	For
Ocwen Financial						Election of six (6)				
Corporation	OCN	675746309	5/6/2010	3/8/2010	1	directors	Issuer	Yes	For	For
1						D & T LLP as				
					2	accountants	Issuer	Yes	For	For
Sterling						Election of ten (10)				
Bancorp	STL	859158107	5/6/2010	3/22/2010	1	directors	Issuer	Yes	For	For
					2	Crowe Horwath LLP	T	V	F	F
					2	as accountants Executive	Issuer	Yes	For	For
					3	compensation	Issuer	Yes	For	For
Xenith					5	compensation	155001	105	101	1 01
Bankshares,						Election of eleven				
Inc.	XBKS	98410X105	5/6/2010	3/25/2010	1	(11) directors	Issuer	Yes	For	For
						Grant Thornton LLP				
					2	as accountants	Issuer	Yes	For	For
Cypress										
Sharpridge Investments						Election of seven (7)				
Inc.	CYS	23281A307	5/7/2010	3/5/2010	1	directors	Issuer	Yes	For	For
ine.	015	2520111507	5/112010	57572010	1	D & T LLP as	155401	105	1 01	1 01
					2	accountants	Issuer	Yes	For	For
Goldman Sachs						Election of eleven				
Group, Inc.	GS	38141G104	5/7/2010	3/8/2010	1	(11) directors	Issuer	Yes	For	For
					•	PWC LLP as	Ŧ	* 7		
					2	accountants Executive	Issuer	Yes	For	For
					3	compensation	Issuer	Yes	For	For
					5	Eliminate Super	155001	103	101	101
					4	Majority Voting	Issuer	Abstain	Abstain	Abstain
						Holders of 25% to be				
						able to call special				
					5	meetings	Issuer	Yes	For	For
					6	Cumulative Voting	Holder	Yes	For	Against
					7	Collateral in OTC	Holdon	Vac	Against	Ear
					7 8	derivatives trading Separate chair & CEO	Holder	Yes Yes	Against Against	For For
					0	Political Contribution	Tioluci	103	Against	101
					9	report	Holder	Yes	Against	For
						Global warming			č	
					10	report	Holder	Yes	Against	For
					11	Pay Disparity report	Holder	Yes	Against	For
					12		Holder	Yes	Against	For

						Executive				
						compensation				
Bank Marin	DMDC	063425102	5/11/2010	2/15/2010	1	Election of eleven (11) directors	Icouor	Yes	For	For
Bancorp	DIVINC	005425102	5/11/2010	5/15/2010	1	Approve director	Issuer	168	FUI	FUI
					2	stock plan	Issuer	Yes	For	For
						Ratify Independent				
					3	Auditors	Issuer	Yes	For	For
Carolina Trust						Election of eight (8)				
Bank	CART	144200102	5/11/2010	3/31/2010	1	directors	Issuer	Yes	For	For
					•	Executive	Ŧ	• 7	-	
					2	Compensation	Issuer	Yes	For	For
					3	Increase authorized shares	Issuer	Yes	For	For
					4	Ratify accountants	Issuer	Yes	For	For
Republic First					-	Election of three (3)	155001	105	1.01	101
Bancorp, Inc.	FRBK	760416107	5/11/2010	3/11/2010	1	directors	Issuer	Yes	For	For
•						Increase common				
					2	stock	Issuer	Yes	For	For
						Adjourn meeting to				
					_	solicit additional	_			
					3	proxies	Issuer	Abstain	Abstain	Abstain
Dynex Capital	DV	260170506	5/12/2010	2/22/2010	1	Election of three (3) directors	Isonon	Yes	Ear	Ear
Inc.	DX	26817Q506	5/12/2010	3/23/2010	1	BDO Seidman LLP as	Issuer	res	For	For
					2	auditors	Issuer	Yes	For	For
Genworth					-	Election of nine (9)	100001	105	1 01	101
Financial, Inc.	GNW	37247D106	5/12/2010	3/19/2010	1	directors	Issuer	Yes	For	For
						Material terms of				
						performance goals for				
					_	performance based	_			
					2	awards	Issuer	Yes	Against	Against
					2	KPMG LLP as	Isonon	Vac	Ear	Ear
(egacy					3	accountants Election of three (3)	Issuer	Yes	For	For
Legacy Bancorp, Inc	LEGC	52463G105	5/12/2010	3/22/2010	1	directors	Issuer	Yes	For	For
zancorp, me	2200	-21000100	2712/2010		-	Regarding annual	100401	100	1 01	1 01
					2	election of directors	Issuer	Yes	For	For
						Wolf & Company PC				
					3	as accountants	Issuer	Yes	For	For
Penn Millers										
Holding		7075(110)	5/10/0010	2/17/2010	1	Election of three (3)	Terre	V	Б.	E.
Corporation	PMIC	707561106	5/12/2010	3/1//2010	1	directors KPMG LLP as	Issuer	Yes	For	For
					2	accountants	Issuer	Yes	For	For
					2	Stock Incentive plan	Issuer	Yes	Against	Against
SI Financial					5	Election of eleven	105401	1.00	- iguiliot	1 Sumot
Group, Inc.	SIFI	78425W102	5/12/2010	3/15/2010	1	(11) directors	Issuer	Yes	For	For
					2	Ratify accountants	Issuer	Yes	For	For
Washington	WBCO	937303105	5/13/2010	3/15/2010	1	Election of two (2)	Issuer	Yes	For	For
Banking						directors				

Company										
					2	Executive	T	NZ	г	Г
					2	Compensation	Issuer	Yes	For	For
						Ratify Auditor and				
					2	Moss Adams LLP as	т	NZ	г	г
					3	accountants	Issuer	Yes	For	For
						Declassify the Board				
						of Directors and				
						annual election of	TT 11	N 7	F	
A					4	Board of Directors	Holder	Yes	For	Against
Amtrust						\mathbf{F}_{1}				
Financial	A EQI	022250200	5/14/2010	2/20/2010	1	Election of seven (7)	T	V	F	F - a
Services, Inc.	AFSI	032359309	5/14/2010	3/26/2010	1	directors	Issuer	Yes	For	For
					2	BDO Seidman, LLP	т	N 7	F	Б
					2	as auditors	Issuer	Yes	For	For
						Amend 2007				
					2	executive	I	V.	A	A a - i - - i
					3	performance plan	Issuer	Yes	Against	Against
					4	2010 Omnibus	т	NZ	. • .	A • .
					4	incentive plan	Issuer	Yes	Against	Against
First						Fix number of				
Community						directors to serve on				
Bank Corp of	FOF					board for ensuing	-		-	
America	FCFL	31985E202	5/17/2010	4/8/2010	1	year at nine (9)	Issuer	Yes	For	For
					•	Election of eight (8)	•			
					2	directors	Issuer	Yes	For	For
					•	Executive		• 7		
					3	Compensation	Issuer	Yes	For	For
						Increase authorized	-	••	-	
					4	common stock	Issuer	Yes	For	For
						Adjourn meeting to				
					_	solicit additional				
					5	votes	Issuer	Abstain	Abstain	Abstain
Bank of										
Commerce	D	0.0.0				Election of $ten(10)$		••	F	-
Holdings	BOCH	06424J103	5/18/2010	3/31/2010	1	directors	Issuer	Yes	For	For
						Moss Adams LLP as			F	-
					2	accountants	Issuer	Yes	For	For
					-	Amend and reinstate	-	.		
					3	stock incentive plan	Issuer	Yes	Against	Against
						Remove cumulative				
					4	voting	Issuer	Yes	Against	Against
					-	Compensation of	_		_	_
					5	named executives	Issuer	Yes	For	For
Flushing										
Financial						Election of four (4)			_	
Corporation	FFIC	343873105	5/18/2010	3/26/2010	1	directors	Issuer	Yes	For	For
						Grant Thornton, LLP	_		_	
					2	as accountants	Issuer	Yes	For	For
					3	Increase shares	Issuer	Yes	For	For
					4		Issuer	Yes	Against	Against

										,
						Re-approval of the performance criteria of the Omnibus				
Redwood						Incentive plan Election of two (2)				
Financial, Inc.	REDW	757903109	5/18/2010	3/19/2010	1	directors	Issuer	Yes	For	For
Southern First	NLL .	101900-11	0/10/20	J117120		Election of four (4)	100000		1	
Bancshares	SFST	842873101	5/18/2010	3/31/2010	1	directors	Issuer	Yes	For	For
					2	Stock Incentive plan	Issuer	Yes	Against	Against
						Executive			-	
					3	Compensation	Issuer	Yes	For	For
						Adjourn meeting to solicit additional				
					4	proxies	Issuer	Abstain	Abstain	Abstain
					_	Elliott Davis LLC as				
					5	accountants	Issuer	Yes	For	For
Valley Commerce						Election of nine (9)				
Bancorp	VCBP	919518100	5/18/2010	3/24/2010	1	directors	Issuer	Yes	For	For
					~	Executive	~		_	-
					2	Compensation	Issuer	Yes	For	For
					3	Perry-Smith LLP as auditors	Laguar	Yes	For	For
Abington					3	Election of two (2)	Issuer	168	FUI	FUI
Abington Bancorp, Inc.	ABBC	00350L109	5/19/2010	4/1/2010	1	directors	Issuer	Yes	For	For
Dancorp, me.	TIDD C	005501102	JI17/2010	T/ 1/ 2010	1	Parentbeard LLC as	100401	105	1.01	1.01
					2	accountants	Issuer	Yes	For	For
Altisource Portfolio						Election of five (5)				
Solutions S.A.	ASPS	L0175J104	5/19/2010	3/15/2010	1	directors	Issuer	Yes	For	For
						D & T LLP as				
					2	accounting firm	Issuer	Yes	For	For
						Ratify share purchase				
					3	reform	Issuer	Yes	For	For
						Ratify Directors				_
					4	reports	Issuer	Yes	For	For
					E	Ratify Luxembourg	T	Vac	P	E
					5	statutory accounts	Issuer	Yes	For	For
					6 7	Discharge directors Other matters	Issuer Issuer	Yes Abstain	For Abstain	For Abstain
Bancorp Rhode					1	Election of four (4)	Issuer	AUstam	AUstain	AUstani
Island, Inc.	BARI	059690107	5/19/2010	4/1/2010	1	directors	Issuer	Yes	For	For
blunc, me.	D1	007070-0-0	5/15/20-	1/1/=0-0		Executive	100000		1	1
					2	compensation	Issuer	Yes	For	For
						KPMG LLP as				
					3	auditors	Issuer	Yes	For	For
Central Valley Community						Election of eight (8)				
Bancorp	CVCY	155685100	5/19/2010	3/22/2010	1	directors	Issuer	Yes	For	For
					2	Perry-Smith LLP as accountants	Issuer	Yes	For	For
					2	accountains	188001	105	1.01	1.01

1										ľ
					3	Executive	Louior	Vac	For	For
					3	compensation Increase shares;	Issuer	Yes	FOr	FOr
						Create new series of				
						common stock;				
						Rights, preferences,				
						privileges and				
						restrictions of				
					4	common stock	Issuer	Yes	For	For
						Eliminate cumulative	100001	100	1 01	101
						voting for the				ļ
1					5	Directors	Issuer	Yes	Against	Against
First Advantage						Election of 3 (three)	100000		1	1 19
Bancorp		31848L104	5/19/2010	3/29/2010	1	directors	Issuer	Yes	For	For
						HorneLLP as				
1					2	accountants	Issuer	Yes	For	For
First Capital						Election of four (4)				
Bancorp, Inc.	FCVA	319438107	5/19/2010	3/22/2010	1	directors	Issuer	Yes	For	For
					2	Stock incentive plan	Issuer	Yes	Against	Against
						Increase number of			č	č
					3	shares to 30,000,000	Issuer	Yes	For	For
						Disclosure of				
1						executive				ļ
					4	compensation	Issuer	Yes	For	For
						Ratify appointment of				
						Cherry, Bekaert &				
					5	Holland	Issuer	Yes	For	For
						Election of nine (9)				
FNB Bancorp	FNBG	302515101	5/19/2010	4/1/2010	1	directors	Issuer	Yes	For	For
						Advisory vote on				
						executive				
					2	compensation	Issuer	Yes	For	For
1						Moss Adams as				
					3	auditors	Issuer	Yes	For	For
Meridian										
Interstate						Election of four (4)				
Bancorp, Inc	EBSB	58964Q104	5/19/2010	3/31/2010	1	directors	Issuer	Yes	For	For
1						Wolf & Company PC				
					2	as accountants	Issuer	Yes	For	For
Pilot Banshares						Election of three (3)				
Inc.	PLBN	721530103	5/19/2010	4/9/2010	1	directors	Issuer	Yes	For	For
Third Century						Election of two (2)				
Bancorp	TDCB	884120106	5/19/2010	3/15/2010	1	directors	Issuer	Yes	For	For
						BKD LLP as				
					2	accountants	Issuer	Yes	For	For
Wainwright &						Election of ten (10)				
Trust Company	WAIN	930705108	5/19/2010	3/24/2010	1	directors	Issuer	Yes	For	For
					2	Election of Clerk	Issuer	Yes	For	For
1						Caturano and				
1						Company, PC as				
1					3	auditors	Issuer	Yes	For	For
4										ł

American Rivier						Election of ten (5)				
Bankshares	AMRB	029326105	5/20/2010	3/29/2010	1	directors	Issuer	Yes	For	For
					2	2010 Equity Incentive plan	Issuer	Yes	Against	Against
					2	Perry-Smith LLP as	188001	105	Against	Against
					3	accountants	Issuer	Yes	For	For
Beacon Federal						Election of three (3)				
Bancorp, Inc	BFED	073582108	5/20/2010	3/12/2010	1	directors	Issuer	Yes	For	For
					2	Crowe Horwath LLP as accountants	Issuer	Yes	For	For
Beneficial					2	as accountants	188001	105	1'01	1'01
Mutual						Election of six (6)				
Bancorp, Inc.	BNCL	08173R104	5/20/2010	4/1/2010	1	directors	Issuer	Yes	For	For
Bridge Capital						Election of nine (9)				
Holdings	BBNK	108030107	5/20/2010	3/25/2010	1	directors	Issuer	Yes	For	For
					2	Executive	Icouor	Yes	For	For
					Z	Compensation Vavrinek, Trine &	Issuer	res	FOI	FOI
						Co. LLP as				
					3	accountants	Issuer	Yes	For	For
Central Federal						Election of two (2)				
Corporation	CFBK	15346Q103	5/20/2010	4/9/2010	1	directors	Issuer	Yes	For	For
					2	Executive	т	N7	Г	г
					2	compensation Crowe Horwath LLP	Issuer	Yes	For	For
					3	as accountants	Issuer	Yes	For	For
First Trust					2	Election of four (4)	100401	105	1 01	1 01
Bank	NCFT	33732N105	5/20/2010	3/17/2010	1	directors	Issuer	Yes	For	For
						Dixon Hughes PLLC				
					2	as accountants	Issuer	Yes	For	For
Greater Hudson Bank, N.A.		391868106	5/20/2010	2/21/2010	1	Election of seven (7) directors	Issuer	Yes	For	For
Muni Funding	UNDS	391000100	5/20/2010	5/51/2010	1	unectors	188001	168	FUI	ΓUI
Company of						Election of five (5)				
America, LLC	MUNFL	.62618W103	5/20/2010	4/16/2010	1	directors	Issuer	Yes	For	For
Newport						Election of five (5)				
Bancorp, Inc.	NFSB	651754103	5/20/2010	3/22/2010	1	directors	Issuer	Yes	For	For
					2	Wolf & Company	T	V	F and	P
Omni					2	LLC as accountants Election of two (2)	Issuer	Yes	For	For
American Inc	OABC	68216R107	5/20/2010	4/20/2010	1	directors	Issuer	Yes	For	For
						Mcgladrey & Pullen				
					2	LLP as accountants	Issuer	Yes	For	For
Willis Lease										
Finance	WIEC	070646105	5/20/2010	2/22/2010	1	Election of two (2)	Incore	Var	For	For
Corporation	WLFC	970646105	5/20/2010	312212010	1	directors Increase share of	Issuer	Yes	For	For
					2	common stock	Issuer	Yes	Against	Against
					3	Approve	Issuer	Yes	Against	Against
						performance-based				

						compensation policy				
					4	KPMG LLC as	Iconor	Vac	For	For
Danvers					4	accountants Election of five (5)	Issuer	Yes	For	For
Bancorp, Inc.	DNBK	236442109	5/21/2010	3/26/2010	1	directors	Issuer	Yes	For	For
Duricorp,	DIVE	20011210,	012112010	512012010	-	Wolf & Company,	100401	100	101	1
					2	P.C. as accountants	Issuer	Yes	For	For
PMI Group,						Election of nine (9)				
The	PMI	69344M101	5/21/2010	3/31/2010	1	directors	Issuer	Yes	For	For
					_	Ernst & Young LLP				
					2	as Accountants	Issuer	Yes	For	For
					2	Amend Certificate of	T	V	D	P
					3	Incorporation	Issuer	Yes	For	For
					4	Employee stock purchase plan	Issuer	Yes	For	For
					4	Amend equity	185001	105	POI	1.01
					5	incentive plan	Issuer	Yes	Against	Against
1st United					U	Election of eleven	1000001	100	1 1941100	1 iguillor
Bancorp, Inc.	FUBC	33740N105	5/25/2010	3/23/2010	1	(11) directors	Issuer	Yes	For	For
						Crowe Horwath LLP				
					2	as accountants	Issuer	Yes	For	For
						Election of 3 (three)				
Parkway Bank	PKWY	70153M109	5/25/2010	3/26/2010	1	directors	Issuer	Yes	For	For
					2	Dixon Hughes PLLC	Issuer	Yes	For	For
Square 1	COPI		7/27/2010			Election of three (3)			-	-
Fnancial, Inc.	SQFI		5/25/2010		1	directors	Issuer	Yes	For	For
					2	Grant Thornton LLP	T	Vac	Fee	Den
Гоциан					2	as auditors Election of six (6)	Issuer	Yes	For	For
Fower Bancorp, Inc	TORC	891709107	5/25/2010	4/9/2010	1	directors	Issuer	Yes	For	For
Dancorp, me	TODC	0/1/0/10/	JI 2JI 2010	<i>HJI2</i> 010	2	Stock incentive plan	Issuer	Yes	Against	Against
					-	KPMG LLP as	105401	105	1 Sumor	1 Sumst
					3	accountants	Issuer	Yes	For	For
First California										
Financial						First California				
Group, Inc.	FCAL	319395109	5/26/2010	4/22/2010	1	Financial Group, Inc.	Issuer	Yes	For	For
					2	Moss Adams LLP	Issuer	Yes	For	For
						Executive	_		_	_
					3	Compensation	Issuer	Yes	For	For
Mackinac	MENIC	554571100	5/26/2010	4/20/2010	1	Election of two (2)	T	Vac	Den	D en
Financial Corp	MFNU	5545/1109	5/26/2010	4/20/2010	1	directors Executive	Issuer	Yes	For	For
					2	compensation	Issuer	Yes	For	For
					2	Plante & Moran,	155001	105	1.01	1.01
					3	PLLC as auditors	Issuer	Yes	For	For
Northfield					5	Election of three (3)	100401	100	101	1 01
Bancorp, Inc.	NFBK	66611L105	5/26/2010	4/6/2010	1	directors	Issuer	Yes	For	For
						KPMG LLP as				
					2	accountants	Issuer	Yes	For	For
Pacific Premier						Election of two (2)				
Bancorp, Inc.	PPBI	69478X105	5/26/2010	3/31/2010	1	directors	Issuer	Yes	For	For

		e	,								
					2	Appoint auditors	Issuer	Yes	For	For	
Sierra Bancorp	BSBB	82620P102	5/26/2010	3/29/2010	1	Election of five (5) directors	Issuer	Yes	For	For	
Sierra Dancorp	DSIA	020201102	512012010	512512010	1	Vavrinek, Trine,	155001	103	101	1.01	
					2	Day Co. LLP	Issuer	Yes	For	For	
White Mountains						Election of (24)					
Insurance Group, Ltd	WTM	G9618E107	5/26/2010	3/29/2010	1	Election of (24) directors	Issuer	Yes	For	For	
Group, Lia	VV 1 1V1	GJOIOLIUT	572072010	512712010	1	Amendments to the Long-Term Incentive	155001	105	1 01	101	
					7	Plan	Issuer	Yes	Against	Against	
						Amendments to the terms of options granted to the					
					8	chairman and CEO	Issuer	Yes	Against	Against	
					0	PWC LLP as	T	37	Б	Б	
					9	accountants	Issuer	Yes	For	For	
East West Bancorp, Inc.	EWBC	27579R104	5/27/2010	3/31/2010	1	Election of eleven (11) directors Ratify KPMG LLP as	Issuer	Did Not Vote Did Not	N/A	N/A	
					2	accountant	Issuer	Vote	N/A	N/A	
						Advisory Vote to Approve Executive		Did Not			
					3	Compensation	Issuer	Vote	N/A	N/A	
Aercap						Adoption of the annual accounts for the financial year					
Holdings N.V.	AER	N00985106	5/27/2010	3/30/2010	3	2009	Issuer	Yes	For	For	
C C						Discharge of					
					5	Directors	Issuer	Yes	For	For	
					6	Election of seven (7) directors	Issuer	Yes	For	For	
					0	Amend Remuneration	Issuel	168	го	FUI	
					7	Policy	Issuer	Yes	For	For	
						Designation of Mr. K.A. Helming as person referred to in the articles of					
					8	incorporation	Issuer	Yes	For	For	
					9	PWC LLP as accountants	Issuer	Yes	For	For	
						Authorize Board of Directors to	100001		1.01		
					10	repurchase shares	Issuer	Yes	For	For	
					11	Amend articles of association	Issuer	Yes	For	For	
Old Line Bancshares,						Election of five (5)	200401		2.01	1 01	
Inc.	OLBK	67984M100	5/27/2010	4/6/2010	1	directors	Issuer	Yes	For	For	
					2		Issuer	Yes	For	For	

						Rowles & Company as accountants				
					3	Equity incentive plan	Issuer	Yes	Against	Against
PrivateBancorp,					-	Election of four (4)			1-8	8
Inc.	PVTB	742962103	5/27/2010	3/31/2010	1	directors	Issuer	Yes	For	For
						Ernst & Young LLP				
					2	as accountants	Issuer	Yes	For	For
						Executive				
					3	Compensation	Issuer	Yes	For	For
					4	Increase shares	Issuer	Yes	For	For
Naugatuck										
Valley	NIVOI	620067107	5/20/2010	4/0/2010	1	Election of three (3)	To our out	Vac	Ean	Ear
Financial Corp.	INVSL	03900/10/	5/28/2010	4/9/2010	1	directors	Issuer	Yes	For	For
					2	Whitlesey & Hadley, PC as accountants	Issuer	Yes	For	For
Sterling Banks					2	I C as accountants	155001	105	101	1'01
Inc.	STBK	85915B100	6/8/2010	4/23/2010	1	Merger Plan	Issuer	Yes	For	For
	51511	007102100	0/0/2010		-	Adjourn meeting to	1000001	100	1 01	1 01
						solicit additional				
					2	proxies	Issuer	Abstain	Abstain	Abstain
Omega										
Healthcare						Election of two (2)				
Investors, Inc.	OHI	681936100	6/9/2010	4/30/2010	1	directors	Issuer	Yes	For	For
						Ernst & Young, LLP				
					2	as auditors	Issuer	Yes	For	For
						Revise provisions re				
					20	REIT ownership	Iconor	Vac	Ear	Ear
					3a	limits Authorize Board of	Issuer	Yes	For	For
						Directors to increase				
					3b	or decrease shares	Issuer	Yes	Against	Against
Heritage Oaks					50	Election of eleven	100001	105	riguinist	riguinist
Bancorp	HEOP	42724R107	6/10/2010	3/31/2010	1	(11) directors	Issuer	Yes	For	For
					2	Increase shares	Issuer	Yes	For	For
						Approve issuance of				
					3	shares	Issuer	Yes	For	For
						Increase Directors				
					4	from nine to fifteen	Issuer	Yes	For	For
					_	Executive	_		_	_
					5	compensation	Issuer	Yes	For	For
						Vavrinek, Trine, Day				
					6	& Co. LLP as accountants	Icouor	Yes	For	For
					6	Solicit additional	Issuer	res	FOI	FOr
					7	proxies	Issuer	Abstain	Abstain	Abstain
Oak Ridge					1	provies	155001	AUstain	Austain	Austain
Financial						Election of two (2)				
Services, Inc.	BKOR	671768109	6/10/2010	4/16/2010	1	directors	Issuer	Yes	For	For
,						Executive				-
					2	Compensation	Issuer	Yes	For	For
					3	-	Issuer	Yes	For	For

						Elliot Davis, PLLC as accountants				
Florida Capital						Election of eight (8)				
Group, Inc.	GAF		6/15/2010		1	directors	Issuer	Yes	For	For
-					2	Increase authorized shares	Issuer	Yes	For	For
Sound Financial, Inc.	SNFL	83607Y108	6/15/2010	5/4/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	Moss Adams LLP as accountants	Issuer	Yes	For	For
CCF Holding Company	CCFH	12487X104	6/17/2010	5/3/2010	1	Election of two (2) directors	Issuer	Yes	For	For
ICB Financial	ICBN	44923M103	6/17/2010	4/19/2010	1	Election of ten (10) directors	Issuer	Yes	For	For
					2	Executive compensation proposal	Issuer	Yes	For	For
					3	Other business	Issuer	Abstain		Abstain
Oritani Fanacial					5	Approve plan of conversion and	155001	Tostum	Tostam	rusum
Corp.	ORIT	686323106	6/18/2010	5/5/2010	1	reorganization	Issuer	Yes	For	For
					2	Approval of adjournment of	Ŧ			
					2	special meeting Limit ability of shareholders to	Issuer	Abstain	Abstain	Abstain
					3a	remove directors	Issuer	Yes	Against	Against
						Supermajority vote required to approve certain amendments to the new articles of			U	C
					3b	incorporation	Issuer	Yes	Against	Against
						Supermajority vote required to approve shareholder-proposed amendments to				
					3c	bylaws	Issuer	Yes	Against	Against
						Limit voting rights of shares owned in excess of 10% of				
					3d	outstanding stock	Issuer	Yes	Against	Against
Fox Chase Bancorp, Inc.	FXCB	35137P106	6/24/2010	4/30/2010	1	Plan of conversion & reorganization	Issuer	Yes	For	For
						Supermajority vote required to approve certain amendments to the new articles of				
					2a	incorporation	Issuer	Yes	Against	Against
					2b	Limit voting rights of shares owned in excess of 10% of	Issuer	Yes	Against	Against

						outstanding stock				
					2	Election of two (2)	T		F	
					3	directors	Issuer	Yes	For	For
					4	KPMG LLP as	Issuer	Yes	For	For
Colonial					4	accountants Approve plan of	Issuel	168	FUI	ГОІ
Bankshares,						conversion and				
Inc.	COBK	195572102	6/25/2010	5/4/2010	1	reorganization	Issuer	Yes	For	For
	CODII	1988,2102	0/20/2010	5/ 1/2010	-	Parentbeard LLC as	155401	105	101	1 01
					2	accountants	Issuer	Yes	For	For
						Election of three (3)				
					3	directors	Issuer	Yes	For	For
						Solicit additional				
					4	proxies if necessary	Issuer	Abstain	Abstain	Abstain
						Supermajority vote				
						required to approve				
						certain amendments				
						to the new articles of				
					5a	incorporation	Issuer	Yes	Against	Against
						Supermajority vote				
						required to approve				
						shareholder-proposed				
					-1	amendments to				
					5b	bylaws	Issuer	Yes	Against	Against
						Limit voting rights of				
						shares owned in 10% of				
					5c	excess of 10% of outstanding stock	Issuer	Yes	Against	Against
Fidelity Federal					50	Election of seven (7)	185001	105	Against	Against
Bancorp	FDI B	315921205	6/28/2010	5/28/2010	1	directors	Issuer	Yes	For	For
Dancorp		515721205	0/20/2010	JI2012010	1	Approve plan of	155001	100	1.01	1 01
Viewpoint						conversion and				
Financial group	VPFG	926727108	6/28/2010	4/29/2010	1	reorganization	Issuer	Yes	For	For
						Election of two (2)				
					2	directors	Issuer	Yes	For	For
						Ernst & Young LLP				
					3	as accountant	Issuer	Yes	For	For
						Solicit additional				
					4	proxies if necessary	Issuer	Abstain	Abstain	Abstain
						Limit ability of				
						shareholders to				
					5a	remove directors	Issuer	Yes	Against	Against
						Supermajority vote				
						required to approve				
						certain amendments				
						to the new articles of				
					5b	incorporation	Issuer	Yes	Against	Against
					5c	Supermajority vote	Issuer	Yes	Against	Against
						required to approve				
						shareholder-proposed				
						amendments to				

						bylaws				
						Limit voting rights of shares owned in excess of 10% of				
					5d	outstanding stock	Issuer	Yes	Against	Against
Nara Bancorp,						Election of eight (8)			U	U
Inc.	NARA	63080P105	6/29/2010	5/5/2010	1	directors	Issuer	Yes	For	For
					2	Crowe Horwath LLP	Tanan	Vaa	Ear	Ean
					2	as accountants Approve	Issuer	Yes	For	For
					3	compensation plan	Issuer	Yes	For	For
						Increase number of				
					4	shares	Issuer	Yes	For	For
First Security	Fact	22(212102	(10010010			Election of five (5)	•	• 7		
Group, Inc.	FSGI	336312103	6/30/2010	5/7/2010	1	directors	Issuer	Yes	For	For
						Joseph Decosimo & Co PLLC as				
					2	accountants	Issuer	Yes	For	For
						Executive				
					3	compensation	Issuer	Yes	For	For
						Increase shares of	•	* 7		
					4	common stock Approve potential	Issuer	Yes	For	For
						private offering of				
					5	stock	Issuer	Yes	For	For
Ocean Shore						Election of seven (7)				
Holding CO	OSHC	67501R103	6/30/2010	5/3/2010	1	directors	Issuer	Yes	For	For
					2	Approval of the	Ŧ			. • .
					2	equity incentive plan D&T LLp as	Issuer	Yes	Against	Against
					3	accountants	Issuer	Yes	For	For
Oriental					U		100001	1.00	1 01	1 01
Fnancial Group						Approve issuance of				
Inc.	OFG	68618W100	6/30/2010	5/24/2010	1	common stock	Issuer	Yes	For	For
						Adjourn or postpone				
					2	meeting to solicit additional proxies	Issuer	Abstain	Abstain	Abstain
The Bancorp,					2	Election of eleven	188001	AUStalli	AUStalli	AUStalli
Inc.	TBBK	05969A105	5/10/2010	3/15/2010	1	(11) directors	Issuer	Yes	For	For
						Approve executive				
					2	compensation plan	Issuer	Yes	For	For
						Approve Grant				
					3	Thomton LLP as accountants	Issuer	Yes	For	For
					5		155001	103	1 01	1 01

SIGNATURE

Pursuant to the requirements of 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.

(Registrant) First Opportunity Fund, Inc.

By: /s/ Stephen C. Miller Stephen C. Miller President (Principal Executive Officer)

Date: August 31, 2010