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		_	lDescription 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
					2	Approval of amendment to Company's 2004 stock-based incentive	ĭ	X/		
					2	plan	Issuer	Yes	Against	Against
					3	Approval of directors stock purchase plan	Issuer	Yes	Against	Against
					4	D&T, LLP as auditors	Issuer	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 Ratify Shatswell, Macleod & Co. PC. as	Issuer	Yes	For	For
					2	auditors	Issuer	Yes	For	For
					2	Adjourn meeting if additional proxies are needed		Abstain		Abstain
Eastern Virginia Bancshares,			0.15.3.15							
Inc.	EVBS	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 adjoint meeting in the extension of the exte	nt			
	2 proxies		Abstain A	Abstain	Abstain
tizens	Increase authoriz	d			
epublic ancorp, Inc C	shares of commo 9/9/2009 7/29/2009 1 stock	Issuer	Yes	For	For
incorp, inc	Issue additional	188001	168	ΓΟΙ	FUI
	shares of commo				
	2 stock	Issuer	Yes	For	For
	Adjourn, postpor	or			
	continue the spec	al			
	3 meeting		Abstain A	Abstain	Abstain
outh Financial	Increase authoriz			_	_
roup, Inc. T	9/11/2009 7/31/2009 1 chares	Issuer	Yes	For	For
	Converge prefer		Alestoin	Alatoin	Abatain
	2 stock into comm		Abstain A	Abstan	Abstain
	Approve adjourn	ent			
	of meeting if a necessary	Issuer A	Abstain A	Abstain	Abstain
	Agreement of	Issuei .	Abstani .	AUStain	Austani
arolina Trust	reorganization a				
	9/15/2009 7/24/2009 1 merger	Issuer	Yes	For	For
	Approve Merger				
rst	between First				
ankshares,	Bankshares, Inc.	nd			ļ
·	9/29/2009 8/17/2009 1 Xenith Corporati		Yes	For	For
	Change name to				
	Xenith Bankshar	,,			
	2 Inc.	Issuer	Yes	For	For
	Increase number				
	common stock fr	n			
	10 million to 100				
	3 million	Issuer	Yes	For	For
	Authorize issuan				
	25 million shares				
	4 preferred stock.	Issuer	Yes A	Against .	Against
	Amend sharehold		T7 - ~	4 10.4	A .:
	5 Voting requirem		Yes A	Against .	Against
	Establish "cause sole standard for	.S			
	sole standard for 6 removing director	s Issuer	Yes	For	For
	Revise procedure		168	ΓΟΙ	FUI
	persons other that				ĺ
	directors and off				ĺ
	seeking	15			ĺ
	7 indemnification	Issuer	Yes A	Against	Against
	Election of nine			18	119
	8 directors	Issuer	Yes	For	For
	9 Approve any mo		Abstain A		Abstain
	to adjourn or				
	to adjourn or				

postpone the annual meeting to a later date

						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
,					2	Adjourn meeting to solicit additional proxies if necessary	Issuer		Abstain	Abstain
Beverly National						Approve merger between Danvers Bancorp, Inc. and Beverly National				
Corporation	BNV	088115100	10/8/2009	8/28/2009	1	Corporation	Issuer	Yes	For	For
					2	Approval of adjournments of the special meeting if	T	A1	A1	A1
					2	necessary Approve merger	Issuer	Abstain	Abstain	Abstain
Danvers						between Danvers Bancorp, Inc. and Beverly National				
Bancorp, Inc	DNBK	236442109	10/9/2009	8/28/2009	1	Corporation	Issuer	Yes	For	For
					2	Approval of adjournments of the special meeting if				
Davial					2	necessary Election of three (3)	Issuer	Abstain	Abstain	Abstain
Royal Financial, inc.	RYFL	78027P109	10/21/2009	9/15/2009	1	directors	Issuer	Yes	For	For
					2	Ratify independent accountants	Issuer	Yes	For	For
Georgetown Bancorp, Inc	GTWN	372590109	10/27/2009	9/9/2009	1	Election of four (4) directors	Issuer	Yes	For	For
					2	Approval of Equity Incentive plan	Issuer	Yes	For	For
						Ratify independent registered public				
					3	accounting firm	Issuer	Yes	For	For
lefferson Bancshares,	IEDI	472275104	10/20/2000	0/20/2000	1	Election of three (3)	T	V	F- :-	F
Inc.	JFBI	472375104	10/29/2009	8/28/2009	1	directors Ratify public	Issuer	Yes	For	For
					2	accounting firm	Issuer	Yes	For	For
Hampden Bancorp, Inc.	HRNK	40867E107	11/4/2000	9/22/2000	1	Election of three (3) directors	Issuer	Yes	For	For
Dancorp, Inc.	HIDINK	+000/E10/	11/4/2009	912212009	1	Ratify independent	155001	1 68	1.01	1.01
					2	accountants	Issuer	Yes	For	For
Washington Banking Company	WDCO	027202105	11/12/2000	0/25/2000	1	Authorize 35,000,000 shares of common	Ioon	Vas	East	Eor
Company	WBCO	937303105	11/12/2009	912312009	1	stock Solicit additional	Issuer	Yes	For	For
					2	proxies if needed	Issuer	Abstain	Abstain	Abstain

Auburn	4 DDD	050054101	11/17/2000 10/14/2000) 1	Election of three (3)	Ť	3 7	F	F
Bancorp, Inc.	ABBB	050254101	11/17/2009 10/14/2009	2	directors Equity Incentive Plan	Issuer Issuer	Yes Yes	For For	For For
				L	Equity Incentive Plan Berry, Dunn, McNeil & Parker as	Issuei	168	гог	FOI
				3	Accounting Firm	Issuer	Yes	For	For
State Bancorp, Inc.	STBC	855716106	11/17/2009 9/22/2009	1	Increase shares of common stock	Issuer	Yes	For	For
					eliminate classified board and provide for annual election of				
				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 Corp.	HFFC	404172108	11/18/2009 9/30/2009	1	Election of two (2) directors	Issuer	Yes	For	For
				2	Eide Bailly as	τ.	X 7		
Ocean				2	accounting firm	Issuer	Yes	For	For
Osage Bancshares, Inc.	OSBK	68764U106	11/18/2009 10/9/2009	1	Election of two (2) directors	Issuer	Yes	For	For
Provident Financial	OSBIT	007010100	11/10/2009 10/9/2009		Election of two (2)	155401	100	1 01	101
Holdings, Inc.	PROV	743868101	11/24/2009 10/9/2009	1	directors	Issuer	Yes	For	For
					Deloitte & Touche,				
				2	LLP as auditor	Issuer	Yes	For	For
Sagagest				3	Increase shares	Issuer	Yes	For	For
Seacoast Banking	CDCE	011707206	12/2/2000 10/14/2000) 1	To avecage stock	T	Vas	Far	Ean
Corporation	SBCF	811/0/306	12/3/2009 10/14/2009		Increase stock	Issuer	Yes Abstain	For	For
Ram Holdings,	DAMD	C72(0D104	12/7/2000 11/5/2000		Adjourn meeting Amendments to				Abstain
Ltd.	KAMK	G/308K104	12/7/2009 11/5/2009	1	By-laws Election of sixteen	Issuer	Yes	For	For
				2	(16) directors	Issuer	Yes	For	For
				3	PWC as independent auditors	Issuer	Yes	For	For
				4	Power and authority to issue unused shares	Issuer	Yes	For	For
				5	Proposals concerning Ram Reinsurance company Amendments to	Issuer	Yes	For	For
				5.1	by-laws	Issuer	Yes	For	For
				3.1	Election of directors for Ram Reinsurance	200001	200	2 01	2 01
				5.2	Company Ltd.	Issuer	Yes	For	For
				5.3		Issuer	Yes	For	For

						PWC as independent auditors for Ram Reinsurance				
1st United						Company Ltd.				
Bancorp, Inc.	FURC	33740N105	12/8/2000	11/6/2000	1	Increase shares	Issuer	Yes	For	For
Metro Bancorp,	говс	33740N103	12/0/2009	11/0/2009	1	Election of nine (9)	188001	168	1.01	1.01
_	METD	59161R101	12/0/2000	10/0/2000	1	directors	Issuer	Yes	For	For
Inc.	MEIK	39101K101	12/9/2009	10/9/2009	1	Take action on other	issuei	168	гог	ГОІ
					2	business	Issuer	Abstain	Abstoin	Abstain
Northwest						Conversion and	188001	Austain	Austain	Austain
Bancorp, Inc.	NRCT	667328108	12/15/2000	10/30/2000	1	reorganization plan	Issuer	Yes	For	For
bancorp, mc.	NDCI	007328108	12/13/2009	10/30/2009	1	Establish NorthWest	188461	168	1'01	1.01
					2	Charitable Foundation	Issuer	Yes	For	For
						Approve adjournment	188001	1 68	1.01	1.01
					3	of the special meeting	Issuer	Abstain	Abstain	Abstain
					3	Limit ability of	155001	Austain	Austain	Austani
						stockholders to				
					4a	remove directors	Issuer	Yes	For	For
					− a	Require super	155001	103	101	101
						majority vote to				
						approve amendments				
						to the articles of				
					4b	incorporation	Issuer	Yes	For	For
					70	Super-majority vote	155001	103	101	101
						of stockholders to				
						approve				
						stockholder-proposed				
					4c	amendments	Issuer	Yes	For	For
						Limit the voting	155461	105	101	101
						rights of shares				
						beneficially owned in				
					4d	excess of 10%	Issuer	Yes	For	For
BCB Bancorp,										
Inc.	BCBP	055298103	12/17/2009	11/6/2009	1	Plan of merger	Issuer	Yes	For	For
						Increase authorized				
						shares of common				
					2	stock	Issuer	Yes	For	For
						Adjourn special				
					3	meeting	Issuer	Abstain	Abstain	Abstain
Carver						Election of three (3)				
Bancorp, Inc.	CARV	146875109	12/18/2009	11/2/2009	1	directors	Issuer	Yes	For	For
					2	KPMG as auditors	Issuer	Yes	For	For
						Advisory approval of compensation of named executive				
					3	officers	Issuer	Yes	For	For
Republic First						Election of three (3)	100001		2 01	1 31
Bancorp, Inc.	FRRK	760416107	12/23/2009	11/13/2009	1	directors	Issuer	Yes	For	For
Home Federal	11.011	. 00 .10107		1,10,2007		Election of two (2)	100001	200	2 01	1 31
Bancorp, Inc.	HOME	43710G105	1/19/2010	12/4/2009	1	directors	Issuer	Yes	For	For
р, т		2.232130	2. 2010		-					

				2	Ratify Crowe Hawath, LLP as	Iccuar	Vac	For	For
						188001	168	1.01	1.01
FFCH	320239106	1/28/2010	11/30/2009	1		Issuer	Yes	For	For
					Advisory approval of the Executive Officer				
				2	Compensation	Issuer	Yes	For	For
				3	Ratify Grant Thornton , LLP as accountants	Issuer	Yes	For	For
MAR	561410101	1/20/2010	12/15/2000	1	Election of three (3)		3 7	r.	F
MLVF	561410101	1/28/2010	12/15/2009	1		Issuer	Yes	For	For
				2.		Issuer	Yes	For	For
				_	Election of three (3)	155401	100	101	1 01
PFOH	714273109	2/10/2010	12/15/2009	1	directors	Issuer	Yes	For	For
700.	2066	2/11/2010	10/00/000	_	Election of three (3)		••	_	_
ESSA	29667D104	2/11/2010	12/22/2009	1	Ratification of S.R.	Issuer	Yes	For	For
				2		Issuer	Yes	For	For
LBCP	53017Q102	2/17/2010	1/4/2010	1	Election of two (2) directors	Issuer	Yes	For	For
					Increase shares of common stock from 25,000,000 to				
FCAL	319395109	3/3/2010	2/12/2010	1	100,000,000	Issuer	Yes	For	For
					Approve merger				
WLBC	961443108	3/25/2010	3/1/2010	1		Issuer	Yes	For	For
				2	3	Holder	Abstain	Abstain	Abstain
					needed	Holder	Tiostam	7 10344111	Tiostain
EVBS	277196101	4/15/2010	3/5/2010	1	Election of fourteen (14) directors	Issuer	Yes	For	For
				_	executive				_
				2	compensation	Issuer	Yes	For	For
PCRK	69412V108	4/19/2010	3/5/2010	1	Election of nine (9)	Issuer	Yes	For	For
TODIT	071121100	1,15,2010	3/3/2010	•	Increase shares of	155401	105	1 01	101
				2	common stock	Issuer	Yes	For	For
				3	preferred stock	Issuer	Yes	Against	Against
				4		Issuer	Yes	For	For
CZNC	172922106	4/20/2010	2/23/2010	1	Election of five (5) directors	Issuer	Yes	For	For
	MLVF PFOH ESSA LBCP FCAL WLBC EVBS	MLVF 561410101 PFOH 714273109 ESSA 29667D104 LBCP 53017Q102 FCAL 319395109 WLBC 961443108 EVBS 277196101 PCBK 69412V108	MLVF 561410101 1/28/2010 PFOH 714273109 2/10/2010 ESSA 29667D104 2/11/2010 LBCP 53017Q102 2/17/2010 FCAL 319395109 3/3/2010 WLBC 961443108 3/25/2010 EVBS 277196101 4/15/2010 PCBK 69412V108 4/19/2010	FCAL 319395109 3/3/2010 2/12/2010 WLBC 961443108 3/25/2010 3/1/2010 EVBS 277196101 4/15/2010 3/5/2010	2 MLVF 561410101 1/28/2010 12/15/2009 1 PFOH 714273109 2/10/2010 12/15/2009 1 ESSA 29667D104 2/11/2010 12/22/2009 1 LBCP 53017Q102 2/17/2010 1/4/2010 1 FCAL 319395109 3/3/2010 2/12/2010 1 WLBC 961443108 3/25/2010 3/1/2010 1 EVBS 277196101 4/15/2010 3/5/2010 1 PCBK 69412V108 4/19/2010 3/5/2010 1 2 PCBK 69412V108 4/19/2010 3/5/2010 1 2	Hawath, LLP as accountants Election of five (5)	Hawath, LLP as accountants	Hawath, LLP as accountants Susur Yes Election of five (5) Susur Yes Advisory approval of the Executive Officer Compensation Susur Yes Advisory approval of the Executive Officer Susur Yes Ratify Grant Thornton Susur Yes S	Hawath, LLP as accountants Issuer Yes For

Corporation										
,						Executive				
					2	compensation Parentebeard, LLLC	Issuer	Yes	For	For
					3	as auditors	Issuer	Yes	For	For
					4	Shareholder proposal	Holder	Yes	For	Against
ECB Bancorp, Inc.	ECBE	268253101	4/20/2010	3/1/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	Executive compensation	Issuer	Yes	For	For
					3	Dixon Hughes PLLC as accountants	Issuer	Yes	For	For
					3	Election of thirteen	155001	105	1 01	1 01
U S Bancorp	USB	902973304	4/20/2010	2/22/2010	1	(13) directors	Issuer	Yes	For	For
					2	Ratify Ernst & Young LLP as auditor	Issuer	Yes	For	For
					3	Approve Stock Incentive Plan	Issuer	Yes	Against	Against
						Approve executive compensation				
					4	program	Issuer	Yes	For	For
Umpqua Holdings	IIM/DO	004214202	4/20/2010	2/12/2010	1	Election of twelve	Laguar	Vac	Ear	Ear
Corporation	UMPQ	904214202	4/20/2010	2/12/2010	1	(12) directors	Issuer	Yes	For	For
						Approve amendment to Articles of				
					2	Incorporation Amend 2003 stock	Issuer	None	None	None
					3	incentive plan	Issuer	Against	Against	Against
						Amend				
						performance-based				
						Executive incentive				
					4	plan	Issuer	Yes	For	For
						To consider and approve the following advisory proposal: "Resolved, that the shareholders approve the compensation of executive officers as				
					5	described"	Issuer	Yes	For	For
					6	Moss Adams LLP as auditor for 2010	Issuer	Yes	For	For
Union First Market Bankshares						Election of four (4)				
Corp	UBSH	90662P104	4/20/2010	3/5/2010	1	directors	Issuer	Yes	For	For
					2	Election of one (1) class III director	Issuer	Yes	For	For
					3	Election of one (1) class I director	Issuer	Yes	For	For

						Yount, Hyde and Barbour, PC as				
					4	accountant	Issuer	Yes	For	For
						Executive				
					5	compensation	Issuer	Yes	For	For
						Annual Director				
					6	election	Holder	Yes	For	Against
Northwest										Č
Bancshares,						Election of four (4)				
Inc.	NWBI	667340103	4/21/2010	2/26/2010	1	directors	Issuer	Yes	For	For
						KPMG LLP as				
					2	accountants	Issuer	Yes	For	For
River Valley						Election of two (2)				
Bancorp	RIVR	768475105	4/21/2010	2/26/2010	1	directors	Issuer	Yes	For	For
				_,,	2	BKD, LLP as auditors	Issuer	Yes	For	For
Huntington					_	DID, EZI us uuditeis	1550001	100	1 01	1 01
Bancshares						Election of five (5)				
Incorporated	HBAN	446150104	4/22/2010	2/17/2010	1	directors	Issuer	Yes	For	For
	112111		.,, _ 0 1 0	2,17,2010		Approval of amended	155441	1 40	1 01	1 01
						and restated 2007				
						stock and long-term				
					2	incentive plan	Issuer	Against	Against	Against
						Increase common	155401	7 iguilist	rigamst	rigamst
					3	shares	Issuer	Yes	For	For
					4	D & T LLP as auditor	Issuer	Yes	For	For
					-	Executive	155001	103	1 01	101
					5	compensation	Issuer	Yes	For	For
Peoples					3	Election of five (5)	155401	105	1 01	1 01
Bancorp, Inc.	PEBO	709789101	4/22/2010	2/26/2010	1	directors	Issuer	Yes	For	For
bancorp, me.	1 LDO	707707101	4/22/2010	2/20/2010	1	Clarify qualifications	155001	103	1 01	101
						required to be a				
					2	Director	Issuer	Yes	For	For
						Ernst & Young LLP	155401	105	1 01	1 01
					3	as accounting firm	Issuer	Yes	For	For
					3	Executive	155001	103	1 01	101
						compensation				
					4	disclosure	Issuer	Yes	For	For
Southern						uisciosuic	155001	103	101	1 01
National										
Bancorp of VA,						Election of two (2)				
Inc.		843395104	4/22/2010	3/1/2010	1	directors	Issuer	Yes	For	For
inc.	5011/1	043373104	4/22/2010	3/1/2010	1	Stock award incentive	155001	103	1 01	101
					2	plan	Issuer	Yes	Against	Against
					3	Ratify accountants	Issuer	Yes	For	For
Cambridge					5	Election of five (5)	Issuel	108	TUI	1 01
Bancorp	CATC	132152109	4/26/2010	3/1/2010	1	directors	Issuer	Yes	For	For
Dancorp	CHIC	152152107	17 201 2010	31112010	1	Ratify accounting	1550001	103	1 01	1 01
					2	firm	Issuer	Yes	For	For
First Citizens					4	111111	Issuel	108	TUI	1 01
Bancshares,						Election of eighteen				
Inc.	FCNCA	31946M103	4/26/2010	3/3/2010	1	(18) directors	Issuer	Yes	For	For
	LINCA	. J 1 / TUIVI 1 U J	TI 2012010	31314010	1	(10) directors	issuci	108	1 01	1 01

					2	Dixon Hughes as accountants	Issuer	Yes	For	For	
Ameriserv						Election of five (5)					
Fiancial, Inc.	ASRV	03074A102	4/27/2010	3/8/2010	1	directors	Issuer	Yes	For	For	
					2	Wave age restriction	Issuer	Yes	For	For	
					2	Executive		* 7	-	-	
BB & T					3	compensation	Issuer	Yes	For	For	
Corporation	BBT	054937107	<i>4/27/2</i> 010	2/24/2010	1	Election of eighteen (18) directors	Issuer	Yes	For	For	
corporation	DD1	057/5/10/	7/2//2010	2/24/2010	1	Increase authorized	155001	103	101	1 01	
					2	shares	Issuer	Yes	For	For	
						PWC LLP as					
					3	accountant	Issuer	Yes	For	For	
1						Political contribution					
					4	reports	Holder	Yes	Against	For	
						Require independent Chair of Board of					
					5	Directors	Holder	Yes	For	Against	
1						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	
					2	BKD, LLP as	TT-11	V		A :	
CEC Dangorn					2	accountants	Holder	Yes Did Not	For	Against	
CFS Bancorp,	CITZ	12525D102	4/27/2010	3/9/2010	1	Election of two (2) directors	Issuer	Vote	N/A	N/A	
inc.	CIIZ	12323D102	4/2//2010	3/9/2010	1	BKD, LLP as	188001	Did Not	IN/A	IVA	
					2	accountants	Issuer	Vote	N/A	N/A	
First						accountants	155401	Vote	14/11	1 1/7 1	
Community						Election of three (3)					
Bancshares	FCBC	31983A103	4/27/2010	3/1/2010	1	directors	Issuer	Yes	For	For	
						Increase common					
					2	shares	Issuer	Yes	For	For	
						Dixon Hughes PLLC					
					3	as accountants	Issuer	Yes	For	For	
						Executive					
					4	Compensation	Issuer	Yes	For	For	
Old Point Financial						Election of sixteen					
Corporation	OPOF	680194107	4/27/2010	2/17/2010	1	(16) directors	Issuer	Yes	For	For	
						Ratify Yount, Hyde &					
						Barbour, P.C. as					
					2	accountant	Issuer	Yes	For	For	
PNC Financial						-					
Services Group,	D ~	60 2 1 2 5 1 2 =	110=100:00	0/10/2010		Election of seventeen		**	-	_	
nc.	PNC	693475105	4/27/2010	2/12/2010	1	(17) directors	Issuer	Yes	For	For	
					2	PWC LLP as	Inches:	Vac	Eo.	Ear	
					2	accountants	Issuer	Yes	For	For	

					2	Executive	Icenor	Yes	For	For
					3 4	compensation Severance agreements	Issuer Holder	Yes	Against	For
						Executive Executive	Holder	103	7 igamst	1 01
D1					5	compensation report	Holder	Yes	Against	For
Rockville	DCVD	774196100	4/27/2010	2/5/2010	1	Election of three (3) directors	Laguan	Vac	Бол	Eon
Financial, Inc.	KCKB	774186100	4/2//2010	3/5/2010	1 2		Issuer	Yes	For	For
					2	Wolf & Company, PC	Issuer	Yes	For	For
					2	Ratify appointment of accounting firm	Issuer	Yes	For	For
						Ratify basis of				
						compensation				
					3	program for officers	Issuer	Yes	For	For
						Right to call special				
					4	meetings of	T	V	F	F
Stata Dangama					4	stockholders	Issuer	Yes	For	For
State Bancorp, Inc	STRC	855716106	4/27/2010	3/10/2010	1	Election of three (3) directors	Issuer	Yes	For	For
Wells Fargo	SIBC	833710100	4/2//2010	3/19/2010	1	Election of sixteen	188001	168	1.01	1.01
and Company	WFC	949746101	4/27/2010	2/26/2010	1	(16) directors	Issuer	Yes	For	For
and Company	WIC	J47740101	7/2//2010	2/20/2010	1	Named executive	133461	103	1 01	1 01
					2	compensation	Issuer	Yes	For	For
						Increase shares of	155401	103	1 01	1 01
					3	common stock	Issuer	Yes	For	For
						KPMG LLP as				
					4	auditors	Issuer	Yes	For	For
						Executive and				
					5	director compensation	Holder	Yes	Against	For
						Require an				
					6	independent chairman	Holder	Yes	Against	For
						Charitable				
					7	contribution report	Holder	Yes	Against	For
						Political contribution				_
					8	report	Holder	Yes	Against	For
Associated	A GD G	0.45.405.105	4/20/2010	2/4/2010	1	Election of ten (10)	_	*7	Б	Б
Banc-corp	ASBC	045487105	4/28/2010	3/4/2010	1	directors	Issuer	Yes	For	For
					2	Incentive	T	Vac	A soinet	Ai
					2	compensation plan Executive	Issuer	Yes	Against	Against
					3	compensation	Issuer	Yes	For	For
Bank of					3	Election of thirteen	188001	168	1.01	1.01
America	BAC	060505104	4/28/2010	3/3/2010	1	(13) directors	Issuer	Yes	For	For
imerica	Dire	000303101	1/20/2010	3/3/2010	-	Ratify accounting	155401	103	101	1 01
					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

						Disclosure of government				
						employment				
					7	Non-deductible pay	Holder	Yes	Against	For
					8	Special Stockholder Meetings	Holder	Yes	Against	For
					0	Executive	TT 11	37		Г
					9	Compensation	Holder	Yes	Against	For
					10	Succession Planning	Holder	Yes	Against	For
					11	Derivatives trading	Holder	Yes	For	Against
					12	Recoup incentive	Holder	Vac	A goingt	For
Barrick Gold					12	compensation Election of fourteen	noider	Yes	Against	ror
Corporation	ABX	067901108	4/29/2010	3/3/2010	1	(14) directors	Issuer	Yes	For	For
Corporation	ADA	007901108	4/20/2010	3/3/2010	1 2	PWC LLP as auditors	Issuer	Yes	For	For
					2	Executive	188001	168	1.01	1.01
					3	compensation	Issuer	Yes	For	For
Centrue					3	compensation	188001	168	1.01	1.01
Financial						Election of three (3)				
Corporation	TRUE	15643B106	4/28/2010	3/1/2010	1	directors	Issuer	Yes	For	For
Corporation	IKCL	13043 B 100	7/20/2010	3/1/2010	1	Crowe Horwath LLp	155001	103	1 01	1 01
					2	as Auditors	Issuer	Yes	For	For
					_	Executive	155401	105	1 01	1 01
					3	Compensation	Issuer	Yes	For	For
Great Florida						Election of seven (7)	100001	105	1 01	1 01
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						Election of three (3)				
Corporation	LSBX	50215P100	5/4/2010	3/5/2010	1	directors	Issuer	Yes	For	For
						Wolf & Company, PC				
					2	as accountants	Issuer	Yes	For	For
Maiden						Election of nine (9)				
Holdings, Ltd.	MHLD	G5753U112	5/4/2010	3/31/2010	1	directors	Issuer	Yes	For	For
						Increase number of				
					3	common shares	Issuer	Yes	Against	Against
						BDO Seidman, LLP				
						as accountants &				
						Arthur Morris and				
						Company as				
					4	accountants	Issuer	Yes	For	For
The Connecticut Bank & Trust						Election of five (5)				
Company	CTRC	207546102	5/4/2010	3/16/2010	1	directors	Issuer	Yes	For	For
Company	CIDC	207370102	31712010	311012010	1	Executive	155001	108	1 01	1 01
					2	Compensation	Issuer	Yes	For	For

		_	_							
CRM Holdings						Election of three (3) directors of CRM				
Ltd	CRMH	G2554P103	5/5/2010	3/23/2010	1	Holdings Ltd	Issuer	Yes	For	For
						Election of eight (8) directors of Twin				
					2	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				
					5	by-laws	Issuer	Yes	For	For
					6	Reverse share split	Issuer	Yes	For	For
Heritage Financial						Election of three (3)				
Corporation	HFWA	42722X106	5/5/2010	3/8/2010	1	directors	Issuer	Yes	For	For
<u> </u>						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				
					6	Board of Directors	Holder	Yes	For	Against
Rome Bancorp,						Election of three (3)				· ·
Inc.	ROME	77587P103	5/5/2010	3/12/2010	1	directors	Issuer	Yes	For	For
						Crowe Horwath LLP				
					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
•						Bermuda law change				
					2a	amendments	Issuer	Yes	For	For
						Corporate				
						Governance				
					2b	amendments	Issuer	Yes	For	For
						Ratification of PWC				
					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				
						Ireland Holdings,				
					4c	LTD	Issuer	Yes	For	For
Citizens										
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

Home Bancorp, Inc						Election of two (2) directors				
					2	Porter Keadle Moore LLP as accountants	Issuer	Yes	For	For
Ocean First Financial Corp	OCFC	675234108	5/6/2010	3/9/2010	1	Election of two (2) directors	Issuer	Yes	For	For
					2	KPMG LLP as 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
					2	D & T LLP as accountants	Issuer	Yes	For	For
Sterling					2	Election of ten (10)	155001	108	1.01	1.01
Bancorp	STL	859158107	5/6/2010	3/22/2010	1	directors	Issuer	Yes	For	For
•						Crowe Horwath LLP				
					2	as accountants	Issuer	Yes	For	For
						Executive				
					3	compensation	Issuer	Yes	For	For
Xenith						E1 . C 1				
Bankshares,	VDVC	98410X105	5/6/2010	3/25/2010	1	Election of eleven (11) directors	Laguan	Yes	For	For
Inc.	ADKS	90410X103	3/0/2010	3/23/2010	1	Grant Thornton LLP	Issuer	1 68	гог	гог
					2	as accountants	Issuer	Yes	For	For
Cypress Sharpridge					_		100001	100	2 02	2 02
Investments	CYS	23281A307	5/7/2010	3/5/2010	1	Election of seven (7) directors	Issuer	Yes	For	For
Inc.	CIS	23281A307	3///2010	3/3/2010	1	D & T LLP as	issuer	res	ror	ror
					2	accountants	Issuer	Yes	For	For
Goldman Sachs					_	Election of eleven	155401	105	1 01	101
Group, Inc.	GS	38141G104	5/7/2010	3/8/2010	1	(11) directors PWC LLP as	Issuer	Yes	For	For
					2	accountants	Issuer	Yes	For	For
						Executive				
					3	compensation	Issuer	Yes	For	For
						Eliminate Super				
					4	Majority Voting	Issuer	Abstain	Abstain	Abstain
						Holders of 25% to be				
					_	able to call special		37	Б	Г
					5	meetings Cumulative Voting	Issuer Holder	Yes Yes	For For	For
					U	Collateral in OTC	Holdel	1 68	гоі	Against
					7	derivatives trading	Holder	Yes	Against	For
					8	Separate chair & CEO	Holder	Yes	Against	For
						Political Contribution			8	
					9	report	Holder	Yes	Against	For
						Global warming				
					10	report	Holder	Yes	Against	For
					11	Pay Disparity report	Holder	Yes	Against	For
					12		Holder	Yes	Against	For

						Executive compensation				
Bank Marin						Election of eleven				
Bancorp	BMRC	063425102	5/11/2010	3/15/2010	1	(11) directors	Issuer	Yes	For	For
					2	Approve director	Icanor	Yes	For	For
						stock plan Ratify Independent	Issuer	1 68	гог	ГОІ
					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				
					2	Compensation	Issuer	Yes	For	For
						Increase authorized				
					3	shares	Issuer	Yes	For	For
					4	Ratify accountants	Issuer	Yes	For	For
Republic First	EDDIZ	760416107	5 /1 1 /0010	2/11/2010		Election of three (3)	T	3 7	г	Г
Bancorp, Inc.	FRBK	760416107	5/11/2010	3/11/2010	1	directors	Issuer	Yes	For	For
					2	Increase common stock	Iccuar	Yes	For	For
					2	Adjourn meeting to	Issuer	res	FOI	LOL
						solicit additional				
					3	proxies	Issuer	Abstain	Abstain	Abstain
Dynex Capital						Election of three (3)	100401	Tiostain	1100000111	110544111
Inc.	DX	26817Q506	5/12/2010	3/23/2010	1	directors	Issuer	Yes	For	For
						BDO Seidman LLP as				
					2	auditors	Issuer	Yes	For	For
Genworth						Election of nine (9)				
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	.	X 7		
					3	accountants	Issuer	Yes	For	For
Legacy	LECC	52463G105	5/12/2010	2/22/2010	1	Election of three (3) directors	Issuer	Yes	For	For
Bancorp, Inc	LEGC	32403G103	3/12/2010	3/22/2010	1	Regarding annual	Issuei	1 68	гог	ГОІ
					2	election of directors	Issuer	Yes	For	For
						Wolf & Company PC	155401	103	101	1 01
					3	as accountants	Issuer	Yes	For	For
Penn Millers										
Holding						Election of three (3)				
Corporation	PMIC	707561106	5/12/2010	3/17/2010	1	directors	Issuer	Yes	For	For
						KPMG LLP as				
					2	accountants	Issuer	Yes	For	For
					3	Stock Incentive plan	Issuer	Yes	Against	Against
SI Financial						Election of eleven				_
Group, Inc.	SIFI	78425W102	5/12/2010	3/15/2010	1	(11) directors	Issuer	Yes	For	For
XX 1 1	um ac	007000107	F.11.0.10.01.0	2/15/2016	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										
					_	Executive			_	_
					2	Compensation	Issuer	Yes	For	For
						Ratify Auditor and				
					2	Moss Adams LLP as	Laguan	Vac	F-2#	Ean
					3	accountants Declassify the Board	Issuer	Yes	For	For
						Declassify the Board of Directors and				
						annual election of				
					4	Board of Directors	Holder	Yes	For	Against
Amtrust						Doard of Directors	1101001	105	1 01	Agamst
Financial						Election of seven (7)				
Services, Inc.	AFSI	032359309	5/14/2010	3/26/2010	1	directors	Issuer	Yes	For	For
Jen 11 - 1, 1		00200		0,20,20	_	BDO Seidman, LLP	20.2.1.			
i					2	as auditors	Issuer	Yes	For	For
						Amend 2007				
						executive				
					3	performance plan	Issuer	Yes	Against	Against
						2010 Omnibus			U	
					4	incentive plan	Issuer	Yes	Against	Against
First						Fix number of			, in the second	
Community						directors to serve on				
Bank Corp of						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				
					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						Election of ten(10)				
Holdings	BOCH	06424J103	5/18/2010	3/31/2010	1	directors	Issuer	Yes	For	For
						Moss Adams LLP as				
					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
i						Compensation of				
					5	named executives	Issuer	Yes	For	For
Flushing										
Financial		2.12052105	7/10/0010	2/26/2010		Election of four (4)	· ·		_	_
Corporation	FFIC	343873105	5/18/2010	3/26/2010	1	directors	Issuer	Yes	For	For
i					_	Grant Thornton, LLP	_			_
					2	as accountants	Issuer	Yes	For	For
					3	Increase shares	Issuer	Yes	For	For
i					4		Issuer	Yes	Against	Against
4										

						Re-approval of the performance criteria of the Omnibus Incentive plan				
Redwood						Election of two (2)				
Financial, Inc.	REDW	757903109	5/18/2010	3/19/2010	1	directors	Issuer	Yes	For	For
Southern First						Election of four (4)				
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
						Perry-Smith LLP as	Ţ.		_	_
					3	auditors	Issuer	Yes	For	For
Abington	4 D D G	002501 100	<i>5.11.0.10.01.0</i>	4/1/0010		Election of two (2)	-	* 7		
Bancorp, Inc.	ABBC	00350L109	5/19/2010	4/1/2010	1	directors	Issuer	Yes	For	For
					2	Parentbeard LLC as	T	Vac	Eas	Ean
Altisource					2	accountants	Issuer	Yes	For	For
Portfolio						Election of five (5)				
Solutions S.A.	ΔSDS	L0175J104	5/19/2010	3/15/2010	1	directors	Issuer	Yes	For	For
Solutions S.A.	ASIS	L01/33104	3/1//2010	3/13/2010	1	D & T LLP as	188461	103	101	1 01
					2	accounting firm	Issuer	Yes	For	For
					2	Ratify share purchase	155401	103	1 01	1 01
					3	reform	Issuer	Yes	For	For
						Ratify Directors	1550001	145	1 01	1 01
					4	reports	Issuer	Yes	For	For
						Ratify Luxembourg				
					5	statutory accounts	Issuer	Yes	For	For
					6	Discharge directors	Issuer	Yes	For	For
					7	Other matters	Issuer	Abstain	Abstain	Abstain
Bancorp Rhode						Election of four (4)				
Island, Inc.	BARI	059690107	5/19/2010	4/1/2010	1	directors	Issuer	Yes	For	For
						Executive				
					2	compensation	Issuer	Yes	For	For
						KPMG LLP as				
					3	auditors	Issuer	Yes	For	For
Central Valley						TTI				
Community	011011	155405100	F.110/0010	0.100.100.10	4	Election of eight (8)		* 7	Б	F
Bancorp	CVCY	155685100	5/19/2010	3/22/2010	1	directors	Issuer	Yes	For	For
					2	Perry-Smith LLP as	I	X 7 -	F	F
					2	accountants	Issuer	Yes	For	For

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

American Rivier						Election of ten (5)				
Bankshares	AMRB	029326105	5/20/2010	3/29/2010	1	directors 2010 Equity Incentive	Issuer	Yes	For	For
					2	plan	Issuer	Yes	Against	Against
					_	Perry-Smith LLP as	100001	105	1 iguilist	1 Iguilist
					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
						Crowe Horwath LLP				
					2	as accountants	Issuer	Yes	For	For
Beneficial										
Mutual	DNCI	001720104	<i>5 1</i> 20 120 1 0	4/1/2010	1	Election of six (6)	T	3 7	Γ	.
Bancorp, Inc.	BNCL	08173R104	5/20/2010	4/1/2010	1	directors	Issuer	Yes	For	For
Bridge Capital Holdings	RRNK	108030107	5/20/2010	3/25/2010	1	Election of nine (9) directors	Issuer	Yes	For	For
Holdings	DDINK	108030107	3/20/2010	312312010	1	Executive	188uC1	168	1'01	1'01
					2	Compensation	Issuer	Yes	For	For
						Vavrinek, Trine &	100001	105	1 01	1 01
						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
						Executive				
					2	compensation	Issuer	Yes	For	For
						Crowe Horwath LLP	_		_	_
					3	as accountants	Issuer	Yes	For	For
First Trust	NOTE	2252221105	<i>5.1</i> 20.120.10	2/17/2010	1	Election of four (4)	_	*7	-	-
Bank	NCFI	33732N105	5/20/2010	3/1//2010	1	directors	Issuer	Yes	For	For
					2	Dixon Hughes PLLC as accountants	Issuer	Yes	For	For
Greater Hudson					2	Election of seven (7)	188001	108	1'01	1.01
Bank, N.A.		391868106	5/20/2010	3/31/2010	1	directors	Issuer	Yes	For	For
Muni Funding	GIIDS	271000100	2/20/2010	5/51/2010	-	directors	100001	105	1 01	1 01
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
						Wolf & Company				
					2	LLC as accountants	Issuer	Yes	For	For
Omni	0.50	600160100	# IO 0 IO 0 I O	1/20/2010		Election of two (2)	-		_	_
American Inc	OABC	68216R107	5/20/2010	4/20/2010	1	directors	Issuer	Yes	For	For
					2	Mcgladrey & Pullen	T	3 7	Γ	.
Willis Lagge					2	LLP as accountants	Issuer	Yes	For	For
Willis Lease Finance						Election of two (2)				
Corporation	WLFC	970646105	5/20/2010	3/22/2010	1	directors	Issuer	Yes	For	For
Corporation	,, Li C	770010103	5/20/2010	3/22/2010	1	Increase share of	100401	103	1 01	1 01
					2	common stock	Issuer	Yes	Against	Against
					3	Approve	Issuer	Yes	Against	Against
						performance-based			_	- '

						compensation policy				
					4	KPMG LLC as accountants	Leguer	Yes	For	For
Danvers					4	Election of five (5)	Issuer	1 68	гог	гог
Bancorp, Inc.	DNBK	236442109	5/21/2010	3/26/2010	1	directors	Issuer	Yes	For	For
Buncorp, me.	DINDIN	230112107	3/21/2010	3/20/2010	_	Wolf & Company,	155401	103	1 01	101
					2	P.C. as accountants	Issuer	Yes	For	For
PMI Group,						Election of nine (9)				
Гhe	PMI	69344M101	5/21/2010	3/31/2010	1	directors	Issuer	Yes	For	For
						Ernst & Young LLP				
					2	as Accountants	Issuer	Yes	For	For
						Amend Certificate of				
					3	Incorporation	Issuer	Yes	For	For
						Employee stock				
					4	purchase plan	Issuer	Yes	For	For
						Amend equity				
					5	incentive plan	Issuer	Yes	Against	Against
1st United						Election of eleven	_		_	_
Bancorp, Inc.	FUBC	33740N105	5/25/2010	3/23/2010	1	(11) directors	Issuer	Yes	For	For
					2	Crowe Horwath LLP	-	T 7		
					2	as accountants	Issuer	Yes	For	For
D 1 D 1	DIZMAN	7015234100	<i>F 10 F 1</i> 0010	2/26/2010	1	Election of 3 (three)	т	37	Г	Г
Parkway Bank	PKWY	/0153M109	5/25/2010	3/26/2010	1	directors	Issuer	Yes	For	For
C					2	Dixon Hughes PLLC	Issuer	Yes	For	For
Square 1	SQFI		5/25/2010		1	Election of three (3) directors	Issuer	Yes	For	For
Fnancial, Inc.	SQFI		3/23/2010		1	Grant Thornton LLP	Issuei	1 68	гог	ги
					2	as auditors	Issuer	Yes	For	For
Гower						Election of six (6)	133461	103	1 01	1 01
Bancorp, Inc	TORC	891709107	5/25/2010	4/9/2010	1	directors	Issuer	Yes	For	For
bancorp, me	1020	0,1,0,10,	3/23/2010	11712010	2	Stock incentive plan	Issuer	Yes	Against	Against
					_	KPMG LLP as			8	
					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						Election of two (2)				
Financial Corp	MFNC	554571109	5/26/2010	4/20/2010	1	directors	Issuer	Yes	For	For
						Executive			_	_
					2	compensation	Issuer	Yes	For	For
					2	Plante & Moran,	-	* 7		
T .1.6" 1.1					3	PLLC as auditors	Issuer	Yes	For	For
Northfield	MEDIZ	(((111 105	<i>510(1</i> 0010	<i>AICI</i> 2 010	1	Election of three (3)	T	X Z		Б.,.
Bancorp, Inc.	NERK	66611L105	3/20/2010	4/6/2010	1	directors	Issuer	Yes	For	For
					2	KPMG LLP as	Iconor	Vaa	For	For
Pacific Premier					2	accountants Election of two (2)	Issuer	Yes	For	FOI
Bancorp, Inc.	PPBI	69478X105	5/26/2010	3/31/2010	1	directors	Issuer	Yes	For	For
bancorp, inc.	11 DI	UJTIUATUJ	312012010	313112010	1	directors	155001	108	1.01	1.01

					2	Appoint auditors	Issuer	Yes	For	For
Sierra Bancorp	RSRR	82620P102	5/26/2010	3/29/2010	1	Election of five (5) directors	Issuer	Yes	For	For
Sicira Bancorp	DSKK	020201 102	3/20/2010	312312010	1	Vavrinek, Trine,	155001	108	POI	1.01
					2	Day Co. LLP	Issuer	Yes	For	For
White Mountains Insurance						Election of (24)				
Group, Ltd	WTM	G9618E107	5/26/2010	3/29/2010	1	directors	Issuer	Yes	For	For
Group, Liu	VV 1 1V1	G)010L107	3/20/2010	312712010	1	Amendments to the	155001	103	101	1'01
						Long-Term Incentive				
					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	τ.	37	П	
					9	accountants	Issuer	Yes	For	For
East West	EWDC	27570D104	5/27/2010	2/21/2010	1	Election of eleven	Loguer	Did Not Vote	N/A	N/A
Bancorp, Inc.	EWDC	27579R104	3/2//2010	3/31/2010	1	(11) directors Ratify KPMG LLP as	Issuer	Did Not	N/A	N/A
					2	accountant	Issuer	Vote	N/A	N/A
						Advisory Vote to	155401	Voic	1 1/1 1	11//1
						Approve Executive		Did Not		
					3	Compensation	Issuer	Vote	N/A	N/A
						Adoption of the				
						annual accounts for				
Aercap						the financial year				
Holdings N.V.	AER	N00985106	5/27/2010	3/30/2010	3	2009	Issuer	Yes	For	For
					~	Discharge of	τ.	3 7		
					5	Directors	Issuer	Yes	For	For
					6	Election of seven (7) directors	Issuer	Yes	For	For
					U	Amend Remuneration		168	1.01	1.01
					7	Policy	Issuer	Yes	For	For
					,	Designation of Mr.	155401	105	1 01	1 01
						K.A. Helming as				
						person referred to in				
						the articles of				
					8	incorporation	Issuer	Yes	For	For
						PWC LLP as			_	_
					9	accountants	Issuer	Yes	For	For
						Authorize Board of				
					10	Directors to	Leguer	Yes	For	For
					10	repurchase shares Amend articles of	Issuer	1 68	TOI	LOL
					11	association	Issuer	Yes	For	For
Old Line					11	assoviation	100001	105	1 01	101
Bancshares,						Election of five (5)				
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,		742062102	5/07/0010	2/21/2010	1	Election of four (4)	T	3 7	F	F
lnc.	PVTB	742962103	5/2//2010	3/31/2010	1	directors Ernst & Young LLP	Issuer	Yes	For	For
					2	as accountants	Issuer	Yes	For	For
						Executive				
					3	Compensation	Issuer	Yes	For	For
Naugatuck					4	Increase shares	Issuer	Yes	For	For
Valley						Election of three (3)				
Financial Corp.	NVSL	639067107	5/28/2010	4/9/2010	1	directors	Issuer	Yes	For	For
					2	Whitlesey & Hadley,		*7		
Sterling Banks					2	PC as accountants	Issuer	Yes	For	For
Inc.	STBK	85915B100	6/8/2010	4/23/2010	1	Merger Plan	Issuer	Yes	For	For
			0, 0, 20	,,,,,		Adjourn meeting to				
						solicit additional				
0					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 REIT ownership				
					3a	limits	Issuer	Yes	For	For
						Authorize Board of				
					21	Directors to increase				
Heritage Oaks					3b	or decrease shares Election of eleven	Issuer	Yes	Against	Against
Bancorp	НЕОР	42724R107	6/10/2010	3/31/2010	1	(11) directors	Issuer	Yes	For	For
p			0, 20, 2020		2	Increase shares	Issuer	Yes	For	For
						Approve issuance of				
					3	shares	Issuer	Yes	For	For
					4	Increase Directors from nine to fifteen	Issuer	Yes	For	For
					<u> </u>	Executive	133461	103	1 01	1 01
					5	compensation	Issuer	Yes	For	For
						Vavrinek, Trine, Day				
					6	& Co. LLP as accountants	Issuer	Yes	For	For
					U	Solicit additional	188001	108	1.01	1.01
					7	proxies	Issuer	Abstain	Abstain	Abstain
Oak Ridge										
Financial	DVOD	671760100	6/10/2010	4/16/2010	1	Election of two (2)	Iggram	Vaa	E	Eo.
Services, Inc.	BKUK	671768109	0/10/2010	4/10/2010	1	directors Executive	Issuer	Yes	For	For
					2	Compensation	Issuer	Yes	For	For
					3	•	Issuer	Yes	For	For
l										

						Elliot Davis, PLLC as accountants				
Florida Capital						Election of eight (8)				
Group, Inc.	GAF		6/15/2010		1	directors	Issuer	Yes	For	For
			0, 20, 200		_	Increase authorized				
					2	shares	Issuer	Yes	For	For
Sound						Election of three (3)				
Financial, Inc.	SNFL	83607Y108	6/15/2010	5/4/2010	1	directors	Issuer	Yes	For	For
,						Moss Adams LLP as				
					2	accountants	Issuer	Yes	For	For
CCF Holding						Election of two (2)				
Company	CCFH	12487X104	6/17/2010	5/3/2010	1	directors	Issuer	Yes	For	For
, ,						Election of ten (10)				
ICB Financial	ICBN	44923M103	6/17/2010	4/19/2010	1	directors	Issuer	Yes	For	For
						Executive				
						compensation				
					2	proposal	Issuer	Yes	For	For
					3	Other business	Issuer	Abstain	Abstain	Abstain
						Approve plan of				
Oritani Fanacial						conversion and				
Corp.	ORIT	686323106	6/18/2010	5/5/2010	1	reorganization	Issuer	Yes	For	For
						Approval of				
						adjournment of				
					2	special meeting	Issuer	Abstain	Abstain	Abstain
						Limit ability of				
						shareholders to				
					3a	remove directors	Issuer	Yes	Against	Against
						Supermajority vote				_
						required to approve				
						certain amendments				
						to the new articles of				
					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						Plan of conversion &				
Bancorp, Inc.	FXCB	35137P106	6/24/2010	4/30/2010	1	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	Issuer	Yes	Against	Against
						shares owned in				
						excess of 10% of				

						outstanding stock					
						Election of two (2)					
					3	directors	Issuer	Yes	For	For	
					4	KPMG LLP as	τ.	3 7	-	-	
0-1:-1					4	accountants	Issuer	Yes	For	For	
Colonial						Approve plan of conversion and					
Bankshares, Inc.	CORK	195572102	6/25/2010	5/4/2010	1	reorganization	Issuer	Yes	For	For	
inc.	CODK	173372102	0/23/2010	3/4/2010	1	Parentbeard LLC as	155001	103	101	1 01	
					2	accountants	Issuer	Yes	For	For	
						Election of three (3)	155401	105	101	101	
					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	T	3 7	A :4	A :4	
					5b	bylaws Limit voting rights of	Issuer	Yes	Against	Against	
						Limit voting rights of shares owned in					
						excess of 10% of					
					5c	outstanding stock	Issuer	Yes	Against	Against	
Fidelity Federal					30	Election of seven (7)	155401	105	Tiguinst	Tiguinst	
Bancorp	FDLB	315921205	6/28/2010	5/28/2010	1	directors	Issuer	Yes	For	For	
1						Approve plan of					
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	
					4	Solicit additional	T	A 14	A 14	A 1	
					4	proxies if necessary Limit ability of	Issuer	Abstain	Abstain	Abstain	
						shareholders to					
					5a	remove directors	Issuer	Yes	Against	Against	
					Ju	Supermajority vote	155401	103	riguilist	riguinst	
						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)				
Inc.	NARA	63080P105	6/29/2010	5/5/2010	1	directors	Issuer	Yes	For	For
						Crowe Horwath LLP				
					2	as accountants	Issuer	Yes	For	For
						Approve				
					3	compensation plan	Issuer	Yes	For	For
						Increase number of	_		_	_
					4	shares	Issuer	Yes	For	For
First Security						Election of five (5)	_		_	_
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	Issuer	Yes	For	For
						Approve potential				
					~	private offering of		X 7		.
0 01					5	stock	Issuer	Yes	For	For
Ocean Shore	OGHO	67501D102	C/20/2010	5/2/2010	1	Election of seven (7)	т	3 7	Г	F
Holding CO	OSHC	67501R103	6/30/2010	5/3/2010	1	directors	Issuer	Yes	For	For
					2	Approval of the	T	3 7	A : 4	A:
					2	equity incentive plan	Issuer	Yes	Against	Against
					2	D&T LLp as	Lagram	Vac	For	For
Oriental					3	accountants	Issuer	Yes	FOI	FOI
Oriental						Annraya issuence of				
Fnancial Group	OFG	68618W100	6/20/2010	5/24/2010	1	Approve issuance of	Issuer	Yes	For	For
Inc.	Oro	00010 W 100	0/30/2010	3/24/2010	1	common stock Adjourn or postpone	188001	168	1.01	1.01
						meeting to solicit				
					2	additional proxies	Issuer	Abstain	Ahetain	Abstain
The Bancorp,					2	Election of eleven	155001	Austain	Austain	Aostain
Inc.	TRRK	05969A105	5/10/2010	3/15/2010	1	(11) directors	Issuer	Yes	For	For
inc.	IDDK	03707A103	3/10/2010	3/13/2010	1	Approve executive	155001	103	101	101
					2	compensation plan	Issuer	Yes	For	For
					<i></i>	Approve Grant	155001	103	1 01	1 01
						Thomton LLP as				
					3	accountants	Issuer	Yes	For	For
					J		100001	105	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