

FIRST OPPORTUNITY FUND INC
Form N-PX
August 31, 2011

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, 2010 – June 30, 2011

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, 2010 to June 30, 2011

| Name of Issuer | Ticker Symbol | CUSIP | Shareholder Meeting Date | Record Date | Proposal Number | Description of Matter Voted On | Matter Proposed By Issuer or Holder | Vote Cast | Vote | For or Against Management |
|--------------------------------------|---------------|-----------|--------------------------|-------------|-----------------|---|-------------------------------------|-----------|---------|---------------------------|
| Finance Bankshares Corporation | AB | 018535104 | 7/15/2010 | 6/7/2010 | 1 | Election of seven (7) directors | Issuer | Yes | For | For |
| | | | | | 2 | Yount , Hyde and Barbour PC as accountants | Issuer | Yes | For | For |
| Western Liberty Corp | WLBC | 961443108 | 7/15/2010 | 6/14/2010 | 2 | Election of five (5) directors | Issuer | Yes | For | For |
| | | | | | 3 | Crowe Horwath LLP as accountants | Issuer | Yes | For | For |
| Bank of Virginia | BOVA | 06544P104 | 7/20/2010 | 6/18/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | Yount, Hyde & Barbour PC as accountants | Issuer | Yes | For | For |
| | | | | | 3 | Approve issuance of common stock to Cordia Bancorp Inc. | Issuer | Yes | For | For |
| | | | | | 4 | Adjourn meeting to solicit additional proxies | Issuer | Abstain | Abstain | Abstain |
| New England Bancshares, Inc. | NEBS | 643863202 | 8/11/2010 | 6/21/2010 | 1 | Election of four (4) directors | Issuer | Yes | For | For |
| | | | | | 2 | Shatswell, Macleod & Company PC as auditors | Issuer | Yes | For | For |
| Mini Funding Company of America, LLC | MUNFL | 62618W103 | 8/16/2010 | 7/15/2010 | 1 | Approve company agreement | Issuer | Yes | Against | Against |
| Terra Nova Financial Group, Inc. | TNFG | 88102L204 | 9/15/2010 | 7/30/2010 | 1 | To authorize and approve the asset sale pursuant to the purchase agreement dated June 16, 2010, as it may be amended from time to time, by and between Terra Nova Financial Group, Inc. and Lightspan Financial, Inc. | Issuer | Yes | For | For |
| | | | | | 2 | | Issuer | Yes | For | For |

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| | | | | | | To authorize and adopt the plan of dissolution | | | | |
| | | | | | 3 | To approve an amendment to our amended and restated article of incorporation to change our name to "TNFG Corporation", or if that name becomes unadvisable, as determined by our board of directors, or becomes unavailable in the State of Illinois, to other such name as determined by our board of directors. | Issuer | Yes | For | For |
| | | | | | 4 | To approve an adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve proposal 1, proposal 2 and proposal 3 | Issuer | Abstain | Abstain | Abstain |
| Broadway Financial Corporation | BYFC | 111444105 | 9/22/2010 | 8/4/2010 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of appointment of Crowe Horwath LLP as the independent registered public accounting firm of Broadway Financial Corporation for the year ending December 31, 2010 | Issuer | Yes | For | For |
| | | | | | 3 | Amendment of Broadway Financial Corporation's certificate if incorporation to increase the authorized number of share of common stock from 3,000,000 to 8,000,000 as further described in the annual meeting proxy statement | Issuer | Yes | For | For |
| | | | | | 4 | Nonbinding proposal to approve executive | Issuer | Yes | For | For |

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| | | | | | compensation officers as described in the annual meeting proxy statement | | | | | |
|-----------------------------|------|-----------|------------|-----------|--|---|--------|-----|-----|-----|
| BOFI Holding, Inc. | BOFI | 05566U108 | 10/21/2010 | 9/1/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of Crowe Horwath LLP as our independent registered public accounting firm for the current fiscal year | Issuer | Yes | For | For |
| Eagle Bancorp Montana, Inc. | EGBN | 26942G100 | 10/21/2010 | 9/3/2010 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of Davis, Kinard & Co, PC as Eagle Bancorp Montana Inc.'s independent auditors for the fiscal year ending June 30, 2011 | Issuer | Yes | For | For |
| Georgetown Bancorp, Inc. | GTWN | 372590109 | 10/26/2010 | 9/9/2010 | 1 | Election of five (5) directors | Issuer | Yes | For | For |
| | | | | | 2 | The Ratification of Shatswell, Macleod & Company, PC as the company's independent registered public accounting firm for the six months ending December 31, 2010 | Issuer | Yes | For | For |
| Jefferson Bancshares, Inc. | JFBI | 472375104 | 10/28/2010 | 8/27/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of Craine, Thompson & Jones, PC as the independent registered public accounting firm for the fiscal year ending June 30, 2011 | Issuer | Yes | For | For |
| Hamptden Bancorp, | HBNK | 40867E107 | 11/2/2010 | 9/17/2010 | 1 | Election of four (4) directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of Wolf & Company PC as the Company's independent auditors for the year ending June 30. | Issuer | Yes | For | For |

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| Walgreen Co. | WAG | 931422109 | 11/15/2010 | 1/12/2011 | 1 | Election of eleven (11) directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratify the appointment of Deloitte & Touche LLP as Walgreen Co.'s independent registered public accounting firm | Issuer | Yes | For | For |
| | | | | | 3 | Amend Walgreen Co. articles of incorporation to revise the purpose clause | Issuer | Yes | For | For |
| | | | | | 4 | Amend the Walgreen Co. articles of incorporation to eliminate certain supermajority vote requirements | Issuer | Yes | For | For |
| | | | | | 5 | Amend Walgreen Co. Articles of incorporation to eliminate the "fair price" charter provision applicable to certain business combinations | Issuer | Yes | For | For |
| | | | | | 6 | Shareholder proposal on a policy to change the vote required for shareholders to call special shareholder meetings | Holder | Yes | For | Against |
| | | | | | 7 | Shareholder proposal on a policy that a significant portion of future stock option grants to senior executives should be performance-based | Holder | Yes | For | Against |
| Burn Bancorp Inc | ABBB | 050254101 | 11/16/2010 | 9/27/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of Berry, Dunn, McNeil & Parker as the company's independent registered public accounting firm for the fiscal year ending June30, 2011 | Issuer | Yes | For | For |
| Bank of Virginia | BOVA | 06544P104 | 11/17/2010 | 10/14/2010 | 1 | To approve the issuance of common stock to Cordia Bancorp Inc. pursuant to a stock purchase agreement, | Issuer | Yes | For | For |

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| | | | | | | dated April 26, 2010, as amended by amendment no. 1 dated October 1, 2010, by and between Bank of Virginia and Cordia Bancorp Inc. as more fully described in the accompanying proxy statement. | | | | |
| | | | | | 2 | To adjourn the special meeting to a later date of dates, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of common stock to Cordia Bancorp Inc., as more fully described in the accompanying proxy statement | Issuer | Abstain | Abstain | Abstain |
| Financial Corp. | HFFC | 404172108 | 11/17/2010 | 9/30/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | To Ratify the Appointment of Eide Bailly, LLP as the corporation's independent registered public accounting firm for the fiscal year ending June 30, 2011 | Issuer | Yes | For | For |
| age Bancshares, | OSBK | 68764U106 | 11/17/2010 | 10/8/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| tani Financial | ORIT | 68633D103 | 11/23/2010 | 10/12/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| rp | | | | | 2 | To Ratify the appointment of KPMG, LLP as the independent registered accounting firm for Oritani Financial Corp. for the fiscal year ending June 30, 2011 | Issuer | Yes | For | For |
| vident | PROV | 743868101 | 11/30/2010 | 10/15/2010 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| ancial Holdings, | | | | | 2 | | Issuer | Yes | For | For |

| | | | | | | | | | | |
|---------------------|------|-----------|------------|------------|----|---|--------|---------|---------|---------|
| | | | | | | The ratification of the appointment of Deloitte & Touche LLP as independent auditor for Provident Financial Holdings, Inc. for the fiscal year ending June 20, 2011 | | | | |
| | | | | | 3 | To adopt the Provident Financial Holdings, Inc. 2010 equity incentive plan | Issuer | Yes | Against | Against |
| tower Bancorp, Inc. | TOBC | 891709107 | 12/8/2010 | 10/28/2010 | 1 | Proposal to approve and adopt the agreement and plan of merger, dated as of December 27, 2009 by and between tower and First Chester County Corporation ("First Chester"), as amended, all as more fully described in the proxy statement | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to adjourn the special meeting of shareholders, if more time is needed, to allow tower time to solicit additional votes in favor of the merger agreement. | Issuer | Abstain | Abstain | Abstain |
| ram Holdings Ltd | RAMR | G7368R104 | 12/15/2010 | 11/3/2010 | 1 | Election of five (5) directors | Issuer | Yes | For | For |
| | | | | | 2 | To Appoint Deloitte & Touche Ltd., Hamilton, Bermuda to act as the independent auditor of Ram Holdings Ltd. | Issuer | Yes | For | For |
| | | | | | 3a | Election of five (5) directors | Issuer | Yes | For | For |
| | | | | | 3b | To authorize the appointment of Deloitte & Touche Ltd., Hamilton, Bermuda to act as the independent auditor of Ram Reinsurance Company Ltd. for the financial year ending December 31, 2010 | Issuer | Yes | For | For |

| | | | | | | | | | | |
|------------------|------|-----------|------------|-----------|----|--|--------|---------|---------|---------|
| | | | | | 3c | Authorize deeming of two of the vacancies on the board of Ram Reissuance Company Ltd. as vacancies available for appointment of two directors by the holders of class B preference shares. | Issuer | Yes | For | For |
| Financial Group, | SIFI | 78425W102 | 12/23/2010 | 11/1/2010 | 1 | The approval of the plan of conversion and reorganization, pursuant to which Savings Institute Bank and Trust Company will be reorganized from the mutual holding company corporate structure into the fully-public stock holding company structure, as more fully described in the proxy statement/prospectus | Issuer | Yes | For | For |
| | | | | | 2a | Approval of a provision in new SI Financial Group's articles of incorporation requiring a super-majority vote to approve certain amendments to New SI Financial Group's articles of incorporation | Issuer | Abstain | Abstain | Abstain |
| | | | | | 2b | Approval of provisions in new SI Financial Group's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of new SI Financial Group's outstanding voting stock | Issuer | Abstain | Abstain | Abstain |
| | | | | | 3 | The approval of the contribution of \$5000,000 in cash to SI Financial Group Foundation, Inc. | Issuer | Yes | For | For |
| | | | | | 4 | The approval of the adjournment of the special meeting if necessary, to solicit | Issuer | Abstain | Abstain | Abstain |

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| additional proxies | | | | | | | | | | |
|--------------------------------|------|-----------|-----------|------------|---|---|--------|-----|---------|---------|
| Royal Financial, Inc. | RYFL | 78027P109 | 1/11/2011 | 11/15/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to ratify the appointment of Crowe Horwath LLP as the company's independent accountants for the fiscal year ending June 30, 2011 | Issuer | Yes | For | For |
| Home Federal Bank Corp, Inc. | HOME | 43710G105 | 1/18/2011 | 12/6/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the fiscal year ending June 30, 2011 | Issuer | Yes | For | For |
| First Southern Bank Corp, Inc. | | 33644N102 | 1/25/2011 | 11/29/2010 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of Crowe Horwath LLP as the company's independent auditors for 2011 | Issuer | Yes | For | For |
| Perpetual Federal Savings Bank | PFOH | 714273109 | 1/26/2011 | 11/29/2010 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| | | | | | 2 | The approval of an advisory (non-binding) proposal on named executive officer compensation | Issuer | Yes | Against | Against |
| | | | | | 3 | The approval of an advisory (non-binding) proposal on the frequency of stockholder votes on named compensation | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | The ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the fiscal year ending September 30, 2011 | Issuer | Yes | For | For |

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| Old Line Bancshares, Inc. | OLBK | 67984M100 | 1/27/2011 | 12/1/2010 | 1 | To approve the agreement and plan of merger dated September 1, 2010, as amended, by and between Old line Bancshares, Inc. and Maryland Bankcorp, Inc. pursuant to which Maryland Bankcorp, Inc. will merge with and into Old Line Bancshares, Inc., with Old Line Bancshares, Inc. as surveying entity, and the merger contemplated by agreement and plan of merger | Issuer | Yes | For | For |
| | | | | | 2 | To adjourn the meeting to a later date or dates, if necessary, to permit further solicitation of additional proxies in the event there are not sufficient votes at the time of the meeting to approve the matter to be considered by the stockholders at the meeting. | Issuer | Abstain | Abstain | Abstain |
| Malvern Federal Bancorp Inc. | MLVF | 561410101 | 2/3/2011 | 12/28/2010 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to adopt a non-binding resolution to approve the compensation of our named executive officers | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | Proposal to ratify the appointment of the Parentbeard, LLC as Malvern Federal Bancorp's independent registered public accounting firm for the fiscal year ending | Issuer | Yes | For | For |

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September 30, 2011

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|-------------------------------|------|-----------|-----------|------------|---|---|--------|---------|---------|---------|
| erty Bancorp, . | LBCP | 53017Q102 | 2/16/2011 | 1/3/2011 | 1 | Election of one (1) director | Issuer | No | NA | NA |
| | | | | | 2 | To ratify and approve the selection of Michael Trokey & Company, PC as the company's independent auditors for the year ending September 30, 2011. | Issuer | No | NA | NA |
| ckville Financial, . | RCKB | 774186100 | 2/18/2011 | 1/4/2011 | 1 | The approval of a plan of conversion and reorganization, all as more fully described in the proxy statement | Issuer | Yes | For | For |
| | | | | | 2 | The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the plan of conversion and reorganization | Issuer | Abstain | Abstain | Abstain |
| arter Financial orporation | CHFV | 16122M100 | 2/23/2011 | 12/31/2010 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Dixon Hughes PLLC as independent registered public accounting firm of Charter Financial Corporation for the fiscal year ending September 30, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | To consider and act upon a non-binding advisory resolution regarding the compensation of Charter Financial Corporations named executive officers | Issuer | Yes | For | For |
| | | | | | 4 | To consider and vote upon the frequency at which Charter Financial Corporation should include an advisory vote regarding the compensation of Charter Financial Corporation's | Issuer | Yes | 1 yr | Against |

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| | | | | | named executive officers in its proxy statement for shareholder consideration. | | | | | |
|----------------------|----------------|-----------|----------|-----------|--|--|--------|---------|---------|---------|
| Essa Bancorp, inc. | ESSA | 29667D104 | 3/3/2011 | 1/14/2011 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of S.R. Snodgrass, A.C. as independent registered public accounting firm of Essa Bancorp., Inc. for the fiscal year ending September, 30, 2011. | Issuer | Yes | For | For |
| | | | | | 3 | To consider and act upon an advisory, non-binding resolution regarding the compensation of the company's named executive officers. | Issuer | Yes | For | For |
| | | | | | 4 | To consider and act upon an advisory resolution on the frequency at which the company should include an advisory vote regarding the compensation of the company's named executive officers in its proxy statement for shareholder consideration | Issuer | Yes | 1 yr | For |
| Majestic Capital Ltd | MAJCQG5760D111 | | 3/3/2011 | 1/18/2011 | 1 | To adopt the agreement and plan of merger and amalgamation dated as of September 21, 2010, among Majestic Capital, Ltd., Bayside Equity Holdings LLC a Delaware limited Liability company (Bayside), and Majestic Acquisition Corp., a Delaware company and a wholly-owned subsidiary of Bayside (amalgamation sub), all as more fully described in the proxy statement. | Issuer | Yes | For | For |
| | | | | | 2 | | Issuer | Abstain | Abstain | Abstain |

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| | | | | | | | To approve any adjournment or postponement of the special general meeting, if necessary or appropriate, to solicit additional proxies or because certain conditions to the completion of the amalgamation have not yet been satisfied. | | | | |
| Over Bancorp, Inc. | CARV | 146875109 | 4/4/2011 | 2/16/2011 | 1 | Election of three (3) directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratification of KPMG LLP as independent auditors for the fiscal year ending March 31, 2011 | Issuer | Yes | For | For | |
| | | | | | 3 | Advisory (non-binding) approval of compensation of named executive officers | Issuer | Yes | For | For | |
| First Community Bank Corp of America | FCFL | 31985E202 | 4/11/2011 | 3/15/2011 | 1 | A proposal to approve the plan of complete liquidation and dissolution of FCBC and the acquisition agreement, dated February 10,2011, among FCBC, First Community Bank of America, CBM Florida Holding CO. and Community Bank & Company | Issuer | Yes | For | For | |
| Specific Continental Corporation | PCBK | 96412V108 | 4/18/2011 | 3/4/2011 | 1 | Election of nine (9) directors | Issuer | Yes | For | For | |
| | | | | | 2 | To consider an advisory (non-binding) resolution on executive compensation | Issuer | Yes | For | For | |
| | | | | | 3 | To vote in an advisory (non-binding) capacity on the frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | For | |
| | | | | | 4 | To approve the appointment of Moss | Issuer | Yes | For | For | |

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| | | | | | | Adams LLP to serve as the company's independent registered public accounting firm for the fiscal year 2011 | | | | |
| Public Service Enterprise Group | PEG | 744573106 | 4/19/2011 | 2/18/2011 | 1 | Election of nine (9) directors | Issuer | Yes | For | For |
| | | | | | 2 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 3 | Advisory vote on frequency of advisory vote on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | 4 | Ratification of the appointment of Deloitte & Touch LLP as independent auditor for the fiscal year 2011 | Issuer | Yes | For | For |
| Citizens & Northern Corporation | CZNC | 172922106 | 4/19/2011 | 2/22/2011 | 1 | Election of three (3) directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve, in an advisory (non-binding) vote, the compensation of the company's named executive officers as disclosed in the proxy statement | Issuer | Yes | For | For |
| | | | | | 3 | To approve, in an advisory (non-binding) vote, whether a shareholder vote to approve the compensation of the company's named executive officers should occur every one, two or three years | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | Ratification of the appointment of the firm of Parentebeard LLC as independent auditors | Issuer | Yes | For | For |
| River Valley Bancorp | RIVR | 768475105 | 4/20/2011 | 2/25/2011 | 1 | Election of two (2) directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval and ratification of the appointment of BKD, LLP as auditors for River Valley Bancorp for | Issuer | Yes | For | For |

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| | | | | | the fiscal year ended December 31, 2011 | | | | | |
|-------------------------------|------|-----------|-----------|-----------|--|--|--------|-----|------|---------|
| ana Corporation | SCG | 80589M102 | 4/21/2011 | 3/3/2011 | 1 | Election of five (5) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of amendment to director compensation and deferral plan | Issuer | Yes | For | For |
| | | | | | 3 | Approval of amendment to articles of incorporation to increase shares from 150,000,000 to 200,000,000 | Issuer | Yes | For | For |
| | | | | | 4 | Approval of appointment of independent registered public accounting firm | Issuer | Yes | For | For |
| | | | | | 5 | Advisory (non-binding) vote on executive compensation vote | Issuer | Yes | For | For |
| | | | | | 6 | Advisory (non-binding) vote on frequency of executive compensation vote | Issuer | Yes | 1 yr | Against |
| l Point Financial Corporation | OPOF | 680194107 | 4/26/2011 | 2/16/2011 | 1 | Election of fifteen (15) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of Yount, Hyde & Barbour as the company's independent registered accounting firm for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| nttrue Financial Corporation | TRUE | 15643B106 | 4/26/2011 | 3/1/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve the advisory (non-binding) proposal ratifying the appointment of Crowe Horwath LLP as out independent auditors for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | To approve the following advisory (non-binding) proposal: "resolved, that the shareholders approve the executive compensation of the company, as described in | Issuer | Yes | For | For |

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the "compensation discussion and analysis" and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in this proxy statement

| | | | | | | | | | | |
|----------------------------|------|-----------|-----------|-----------|---|---|--------|-----|-----|-----|
| S Bancorp, Inc | CITZ | 12525D102 | 4/26/2011 | 3/4/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of BKD, LLP as the company's independent registered public accounting firm for CFS Bancorp for the year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | An advisory (non-binding) vote to approve the company's 2010 executive compensation (say-on-pay) | Issuer | Yes | For | For |
| | | | | | 4 | An advisory (non-binding) vote on the frequency of an advisory vote on (say-on-pay) vote | Issuer | Yes | For | For |
| Ameriserve Financial, Inc. | ASRV | 03074A102 | 4/26/2011 | 3/7/2011 | 1 | Election of six (6) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of the Ameriserve Financial, Inc. 2011 stock incentive plan | Issuer | Yes | For | For |
| | | | | | 3 | An advisory (non-binding) vote on executive compensation | Issuer | Yes | For | For |
| Borgetown Bancorp, Inc. | GTWN | 372590109 | 4/26/2011 | 3/10/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of Shatswell, Macleod and Company PC as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |

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|----------------------------|------|-----------|-----------|-----------|---|---|--------|-----|------|---------|
| ckville Financial . | RCKB | 774188106 | 4/26/2011 | 3/11/2011 | 1 | Election of five (5) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of the company's executive compensation as described in the compensation discussion and analysis and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in the proxy statement. | Issuer | Yes | For | For |
| | | | | | 3 | Approval to hold the advisory vote on executive compensation every three years | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | Ratification of the appointment of Wolf & Company PC as independent auditors for the current year | Issuer | Yes | For | For |
| public First ncorp, Inc | FRBK | 760416107 | 4/26/2011 | 3/15/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of Parentbeard LLC as the independent registered public accounting firm for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| te Bancorp, Inc. | STBC | 855716106 | 4/26/2011 | 3/18/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification on a non-binding basis of the company's 2010 compensation program for its named executive officers | Issuer | Yes | For | For |
| | | | | | 3 | Ratification of the appointment of the independent registered public accounting firm | Issuer | Yes | For | For |
| ore Bancshares, . | SHBI | 825107105 | 4/27/2011 | 3/10/2011 | 1 | Election of five (5) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Issuer | Yes | For | For |

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| | | | | | | | Ratify the appointment of Stegman and Company as the company's independent accounting firm for 2011 | | | | |
| | | | | | 3 | | Adopt a non-binding advisory resolution approving the compensation of the named executive officers | Issuer | Yes | For | For |
| | | | | | 4 | | Recommend, by non-binding advisory vote, the frequency (every one two or three years) of the non-binding stockholder vote on the compensation of the named executive officers | Issuer | Yes | 1 yr | For |
| hen & Steers rastructure Fund, . | UTF | 19248A109 | 4/28/2011 | 2/23/2011 | 1 | | Election of three (3) Directors | Issuer | Yes | For | For |
| hen & Steers ality Inc y-Common | RQI | 19247L106 | 4/28/2011 | 2/23/2011 | 1 | | Election of three (3) Directors | Issuer | Yes | For | For |
| eat Florida Bank | GFLBB | 390528206 | | 2/25/2011 | 1 | | Election of six (6) Directors | Issuer | Yes | For | For |
| B Bancorp, Inc | BCBP | 055298103 | 4/28/2011 | 3/1/2011 | 1 | | Election of six (6) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Ratification of the appointment of Parentbeard LLC as independent registered public accounting firm for the company for the year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | | Amendment to the BCB Bancorp, Inc. certificate of incorporation to authorize 10 million shares of serial preferred stock par value \$0.01 | Issuer | Yes | For | For |
| | | | | | 4 | | Approval of the 2011 BCB Bancorp, Inc. Stock option plan | Issuer | Yes | Against | Against |
| | SONA | 843395104 | 4/28/2011 | 3/4/2011 | 1 | | | Issuer | Yes | For | For |

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|---------------------------------------|------|-----------|-----------|-----------|---|--|---|--------|-----|------|-----|
| Southern National Corp of VA, Inc. | | | | | | | Election of three (3) Directors | | | | |
| | | | | | 2 | | Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the company for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | | Approval of an advisory (non-binding) proposal on the compensation of the company's named executive officers | Issuer | Yes | For | For |
| | | | | | 4 | | Approval of an advisory (non-binding) proposal on the frequency of advisory votes on the compensation of the company's named executive officers | Issuer | Yes | 1 yr | For |
| Evans Bancorp, Inc. | EVBN | 29911Q208 | 4/28/2011 | 3/10/2011 | 1 | | Election of six (6) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Amendments to employee stock purchase plan to increase the amount of common stock available for issuance there under from 100,000 to 200,000 | Issuer | Yes | For | For |
| | | | | | 3 | | Ratification of the appointment of KPMG LP as Evans Bancorp, Inc's independent registered public accounting firm for fiscal year 2011 | Issuer | Yes | For | For |
| Kathdin Bankshares Corp. | KTHN | 485835102 | 5/2/2011 | 2/22/2011 | 1 | | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | To ratify the selection of Berry, Dunn McNeil and Parker as the independent accountants for 2011 | Issuer | Yes | For | For |
| Wells Fargo & Company | WFC | 949746101 | 5/3/2011 | 3/4/2011 | 1 | | Election of fourteen (14) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Proposal to approve an advisory resolution to | Issuer | Yes | For | For |

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|--------------------------------|------|-----------|----------|----------|---|--|--|--------|-----|---------|---------|
| | | | | | | | approve named executives' compensation | | | | |
| | | | | | 3 | | Advisory proposal on the frequency (every 1, 2 or 3 years) of future advisory votes regarding named executives' compensation | Issuer | Yes | 1 yr | For |
| | | | | | 4 | | Proposal to ratify the appointment of KPMG LL as independent auditors for 2011 | Issuer | Yes | For | For |
| | | | | | 5 | | Stockholder proposal regarding an amendment to the Company's By-Laws to allow holders of 10% of the Company's common stock to call special meeting of stockholders | Holder | Yes | For | Against |
| | | | | | 6 | | Stockholder proposal to provide for cumulative voting in contested director elections | Holder | Yes | For | Against |
| | | | | | 7 | | Stockholder proposal regarding the adoption of a policy to require an independent chairman | Holder | Yes | Against | For |
| | | | | | 8 | | Stockholder proposal regarding an advisory vote on director compensation | Holder | Yes | Against | For |
| | | | | | 9 | | Stockholder proposal regarding an investigation and report on internal contrails for mortgage servicing operations | Holder | Yes | For | Against |
| Heritage Financial Corporation | HFWA | 42722X106 | 5/4/2011 | 3/7/2011 | 1 | | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Approval of an advisory (non-binding) vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 3 | | Advisory (non-binding) vote on how often shareholder shall vote on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | 4 | | Ratification of the appointment of KPMG LLP as Heritage's independent registered | Issuer | Yes | For | For |

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|-------------------------------|------|-----------|----------|-----------|---|--|---|--------|-----|------|---------|
| | | | | | | | public accounting firm for the fiscal year ending December 31, 2011 | | | | |
| | | | | | 5 | | Amendment of Heritage's articles of incorporation to eliminate staggered terms for directors | Issuer | Yes | For | For |
| | | | | | 6 | | Shareholder proposal regarding majority voting in director elections | Holder | Yes | For | Against |
| me Bancorp Inc | HBCP | 43689E107 | 5/4/2011 | 3/17/2011 | 1 | | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Proposal to adopt a non-binding resolution to approve the compensation of our named executive officers | Issuer | Yes | For | For |
| | | | | | 3 | | Advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | | Proposal to ratify the appointment of Porter Keadle Moore LLP as the company's independent registered public accounting firm for the year ending December 31, 2011 | Issuer | Yes | For | For |
| ngrowth Energy corporation | PGH | 70706P104 | 5/5/2011 | 3/21/2011 | 1 | | Appointment of KPMG LLP as auditors of the corporation for the ending year and authorizing the directors to fix their remuneration | Issuer | Yes | For | For |
| | | | | | 2 | | Election of eight (8) Directors | Issuer | Yes | For | For |
| mith Bankshares, . | XBKS | 98410X105 | 5/5/2011 | 3/25/2011 | 1 | | Election of eleven (11) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Proposal to ratify the appointment of Grant Thornton LLP as the independent public accountant for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |

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|--------------|-----|-----------|----------|-----------|------|--|--------|-----|---------|---------|
| Novi-Aventis | SNY | 80105N105 | 5/6/2011 | 3/28/2011 | 1 | Approval of the individual company financial statements for the year ended December 31, 2010 | Issuer | Yes | For | For |
| | | | | | 2 | Approval of the consolidated financial statements for the year ended December 31, 2010 | Issuer | Yes | For | For |
| | | | | | 3 | Appropriation of profits; declaration of dividend | Issuer | Yes | For | For |
| | | | | | 4 | Agreements and commitments subject to article L225-38 et seq of the Commercial Code | Issuer | Yes | For | For |
| | | | | | 5 | Directors attendance fees | Issuer | Yes | For | For |
| | | | | | 6-11 | Election of six (6) Directors | Issuer | Yes | For | For |
| | | | | | 12 | Reappointment of a Statutory Auditor (Pricewaterhousecoopers Audit) | Issuer | Yes | For | For |
| | | | | | 13 | Appointment of a Deputy Statutory Auditor (Mr. Yves Nicolas) | Issuer | Yes | For | For |
| | | | | | 14 | Authorization of the Board of Directors to carry out transactions in share issued by the company | Issuer | Yes | Against | Against |
| | | | | | 15 | Delegation to the board of directors of authority to decide to carry out increases in the share capital by issuance, with preemptive rights maintained , of shares and/or securities giving access to the company's capital and/or by issuance of securities giving entitlement to the allotment of debt instruments | Issuer | Yes | Against | Against |
| | | | | | 16 | Delegation to the Board of Directors of authority to decide to carry out by public offering increases | Issuer | Yes | Against | Against |

| | | | | | | |
|----|--|--|-----|---------|---------|--|
| | | in the share capital by issuance, without preemptive rights of shares and/or securities giving access to the company's capital and/or the issuance of securities giving entitlement to the allotment of debt instruments | | | | |
| 17 | Possibility of issuing without preemptive rights, shares and/or securities giving access to the company's capital as consideration for assets transferred to the company as a capital contribution in kind in the form of shares or securities giving access to the capital of another company | Issuer | Yes | Against | Against | |
| 18 | Delegation to the Board of Directors of authority to increase the number of shares to be issued in the event of a capital increase with or without preemptive rights | Issuer | Yes | Against | Against | |
| 19 | Delegation to the Board of Directors of authority to decide to carry out increase in the share capital by incorporation of share premium, reserves, profits or other items | Issuer | Yes | Against | Against | |
| 20 | Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by issuance, of shares or securities giving access to the company's capital reserved for members of savings plans with waiver of preemptive rights in their favor | Issuer | Yes | Against | Against | |
| 21 | | Issuer | Yes | Against | Against | |

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|----------------------------------|------|-----------|-----------|-----------|----|--|--|--------|-----|---------|---------|
| | | | | | | | Delegation to the Board of Directors of authority to grant options to subscribe for or purchase shares | | | | |
| | | | | | 22 | | Authorization to the Board of Directors to reduce the share capital by cancelation of treasury shares | Issuer | Yes | For | For |
| | | | | | 23 | | Amendment to article 11 of the Articles of Association | Issuer | Yes | For | For |
| | | | | | 24 | | Amendment to article 12 of the Articles of Association | Issuer | Yes | For | For |
| | | | | | 25 | | Amendment to article 19 of the Articles of Association | Issuer | Yes | For | For |
| | | | | | 26 | | Change of name and corresponding change to the Articles of Association | Issuer | Yes | For | For |
| | | | | | 27 | | Powers for formalities | Issuer | Yes | Against | Against |
| izens South nking Corporation | CSBC | 176682102 | 5/9/2011 | 3/15/2011 | 1 | | Election of one (1) Director | Issuer | Yes | For | For |
| | | | | | 2 | | An advisory, non-binding proposal to approve our executive compensation programs and policies | Issuer | Yes | For | For |
| | | | | | 3 | | The ratification of the appointment of Cherry, Bekaert and Holland, LLP as our independent registered public accounting firm for the year ending December 31, 2011 | Issuer | Yes | For | For |
| Company | MMM | 88579Y101 | 5/10/2011 | 3/11/2011 | 1 | | Election of ten (ten) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | To Ratify the appointment of Pricewaterhousecoopers as independent registered public accounting firm. | Issuer | Yes | For | For |
| | | | | | 3 | | An advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 4 | | An advisory vote on the frequency of advisory | Issuer | Yes | 1 yr | For |

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| | | | | | votes on executive compensation | | | | | |
|----------------------------------|------|-----------|-----------|-----------|---------------------------------|--|--------|-----|---------|---------|
| | | | | | 5 | Stockholder proposal on political contributions | Issuer | Yes | For | For |
| Hampshire First Bank | HFBN | 408853109 | 5/10/2011 | 3/18/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Baker, Newman & Noyes, LLC as independent auditors of Hampshire First Bank for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| FINL Group, Inc. | SIFI | 78425V104 | 5/11/2011 | 3/14/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Wolf & Company PC as the independent registered public accounting firm of SI Financial Group, Inc. for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | The approval of a non-binding resolution to approve the compensation of the named executive officers | Issuer | Yes | For | For |
| | | | | | 4 | The determination of whether the stockholder vote to approve the compensation of the named executive officers should occur every one, two or three years | Issuer | Yes | 1 yr | Against |
| Philip Morris International Inc. | PM | 718172109 | 5/11/2011 | 3/15/2011 | 1 | Election of ten (10) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the selection of independent auditors | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote to approve executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of future advisory votes on Executive Compensation | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Stockholder proposal 1 - Food insecurity and | Holder | Yes | Against | For |

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|----------------------------------|------|-----------|-----------|-----------|-------------|--|--------|---------|---------|---------|
| | | | | | 6 | Stockholder proposal 2 - Independent board chair | Holder | Yes | Against | For |
| an Millers lding Corporation | PMIC | 707561106 | 5/11/2011 | 3/16/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of KPMG LLP as the company's independent registered public accounting firm for the 2011 fiscal year | Issuer | Yes | For | For |
| izens Community nk | CZYB | 174532101 | 5/12/2011 | 3/14/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve in an advisory (non-binding) vote, the compensation of executives disclosed in the 2011 proxy statement | Issuer | Abstain | Abstain | Abstain |
| stern Virginia nkshares, Inc. | EVBS | 277196101 | 5/12/2011 | 4/1/2011 | 1 | Election of fourteen (14) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve on an advisory (non-binding) basis the compensation of the company's executive officers | Issuer | Yes | For | For |
| | | | | | 3 | To ratify the appointment of Yount, Hyde & Barbour PC as the company's independent registered public accountant for 2011 | Issuer | Yes | For | For |
| nsococean Ltd. | RIG | H8817H100 | 5/13/2011 | 3/16/2011 | 1 | Approval of the 2010 annual report, including the consolidated financial statements of Transocean Ltd. For fiscal year 2010 and the statutory financial statements of Transocean Ltd. For fiscal year 2010 | Issuer | Yes | For | For |
| | | | | | 2 | Discharge of the members of the Board of Directors and executive management from liability for activities during fiscal year 2010 | Issuer | Yes | Against | Against |
| | | | | | 3 | | Issuer | Yes | Against | Against |

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| | | | | | Appropriation of available earnings for fiscal year 2010 | | | | | |
|--------|-----|-----------|-----------|----------|--|--|--------|-----|---------|---------|
| | | | | | 4 | Proposed reallocation of free reserve to legal reserve, reserve from capital contributions | Issuer | Yes | Against | Against |
| | | | | | 5 | Rescission of the distribution to shareholders in the form of a par value reduction as approved at the 2010 annual general meeting | Issuer | Yes | Against | Against |
| | | | | | 6 | Release and allocation of legal reserve, reserve from capital contribution, to dividend reserve from capital contributions, If proposal 3 and proposal 5 are not approved as proposed by the Board of Directors, there will be no vote on the proposal 6 | Issuer | Yes | Against | Against |
| | | | | | 7 | New authorized share capital | Issuer | Yes | Against | Against |
| | | | | | 8 | Reduction of the maximum number of members of the Board of Directors to 12 | Issuer | Yes | For | For |
| | | | | | 9 | Election of five (5) Directors | Issuer | Yes | For | For |
| | | | | | 10 | Appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year 2011 and reelection of Ernst & Young Ltd., Zurich, as the Company's auditor for a further one-year term | Issuer | Yes | For | For |
| | | | | | 11 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 12 | Advisory vote on the frequency of executive compensation vote | Issuer | Yes | 1 yr | For |
| al S.A | TOT | 89151E109 | 5/13/2011 | 4/5/2011 | 1 | Approval of parent company financial statements | Issuer | Yes | For | For |

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|----------------------------|------|-----------|-----------|-----------|-----|---|--------|-----|---------|-----|
| | | | | | 2 | Approval of consolidated financial statements | Issuer | Yes | For | For |
| | | | | | 3 | Allocation of earnings, declaration of dividend | Issuer | Yes | For | For |
| | | | | | 4 | Agreements covered by article L.225-38 of the French commercial code | Issuer | Yes | For | For |
| | | | | | 5 | Authorization for the board of directors to trade in shares of the company | Issuer | Yes | For | For |
| | | | | | 6 | Renewal of the appointment of director | Issuer | Yes | For | For |
| | | | | | 7 | Renewal of the appointment of director | Issuer | Yes | For | For |
| | | | | | 8 | Renewal of the appointment of director | Issuer | Yes | For | For |
| | | | | | 9 | Appointment of director | Issuer | Yes | For | For |
| | | | | | 10 | Appointment of director | Issuer | Yes | For | For |
| | | | | | E11 | Authorization to grant restricted shares in company to employees of group and to managers of company or other group companies | Issuer | Yes | For | For |
| | | | | | A | Amendment of article 9 of the company's articles of association, all as more fully described in the proxy statement | Holder | Yes | Against | For |
| Carolina Trust Bank | CART | 144200102 | 5/16/2011 | 3/31/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of executive compensation | Issuer | Yes | For | For |
| | | | | | 3 | Approval of amendment to articles to decrease par value | Issuer | Yes | For | For |
| | | | | | 4 | Shareholder proposal to reduce the size of the board to nine over a three year period | Holder | Yes | Against | For |
| Bank of Commerce Buildings | BOCH | 06424J103 | 5/17/2011 | 3/15/2011 | 1 | Election of nine(9) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of Moss Adams, LLP as the company's independent registered public accounting firm for 2010 | Issuer | Yes | For | For |
| | | | | | 3 | | Issuer | Yes | For | For |

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| | | | | | | Adoption of the non-binding advisory resolution approving the compensation of the named executive officers | | | | |
|---------------------------------|------|-----------|-----------|-----------|---|--|--------|-----|-----|-----|
| B Bancorp, Inc. | ECBE | 268253101 | 5/17/2011 | 3/18/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Non-binding, advisory resolution (a "say-on pay" resolution) to approve compensation paid or provided to Bancorp's executive officers as disclosed in the proxy statement for the annual meeting | Issuer | Yes | For | For |
| | | | | | 3 | Proposal to ratify the appointment of Dixon Hughes Goodman LLP as Bancorp's independent public accountants for 2011 | Issuer | Yes | For | For |
| Southern First Bancshares, Inc. | SFST | 842873101 | 5/17/2011 | 3/28/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to approve an advisory (non-binding) proposal on the compensation of our named executive officers as disclosed in the proxy statement | Issuer | Yes | For | For |
| | | | | | 3 | Proposal to ratify the appointment of Elliot Davis, LLC as our independent registered public accountant for the fiscal year ending December 31, 2010 | Issuer | Yes | For | For |
| Third Century Bancorp | TDCB | 884120106 | 5/18/2011 | 3/15/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of BKD LLP as the company's independent registered public accounting firm for the year ending December 31, 2011 | Issuer | Yes | For | For |

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|-------------------------------------|------|-----------|-----------|-----------|---|---|--------|-----|---------|---------|
| Central Valley Community Bancorp | CVCY | 155685100 | 5/18/2011 | 3/21/2011 | 1 | Election of eight (8) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve the proposal to ratify the appointment of Perry-Smith LLP as the independent registered public accounting firm for the company's 2011 fiscal year | Issuer | Yes | For | For |
| | | | | | 3 | To adopt a non-binding advisory resolution approving executive compensation | Issuer | Yes | For | For |
| Willis Lease Finance Corporation | WLFC | 970646105 | 5/18/2011 | 3/21/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation frequency | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | To ratify the appointment of KPMG LLP as the company's independent registered accounting firm | Issuer | Yes | For | For |
| Ocean Shore Holding Co. | OSHC | 67501R103 | 5/18/2011 | 3/23/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Ocean Shore Holding Co. for the year ending December 31, 2011 | Issuer | Yes | For | For |
| PPL Corporation | PPL | 69351T106 | 5/18/2011 | 2/28/2011 | 1 | Election of ten (10) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of short term incentive plan | Issuer | Yes | Against | Against |
| | | | | | 3 | Ratification of the appointment of independent registered accounting firm | Issuer | Yes | For | For |
| | | | | | 4 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 5 | Advisory vote on the frequency of future | Issuer | Yes | 1 yr | For |

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| | | | | | executive compensation | | | | | |
|-----------------------------------|------|-----------|-----------|-----------|------------------------|---|--------|-----|------|-----|
| | | | | | votes | | | | | |
| | | | | | 6 | Shareholder proposal - Director election majority vote standard proposal | Holder | Yes | For | For |
| | | | | | 7 | Shareholder proposal - Special shareholder meetings | Holder | Yes | For | For |
| Meridian Interstate Bancorp, Inc. | EBSB | 5864Q104 | 5/18/2011 | 3/31/2011 | 1 | Election of five (5) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Wolf & Company PC as independent registered accounting firm of Meridian Interstate Bancorp, Inc for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | An advisory (non-binding) resolution to approve the company's executive compensation as described in the proxy statement | Issuer | Yes | For | For |
| | | | | | 4 | An advisory (non-binding) proposal with respect to approve the frequency that stockholders will vote on executive compensation | Issuer | Yes | 1 yr | For |
| B Bancorp | FNBG | 302515101 | 5/18/2011 | 4/1/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve the advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 3 | To ratify the appointment of Moss Adams LLP as independent auditors of the company to serve for the 2011 fiscal year | Issuer | Yes | For | For |
| First Advantage Bancorp | FABK | 31848L104 | 5/18/2011 | 3/31/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Horne LLP as the independent registered public accounting firm of | Issuer | Yes | For | For |

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| | | | | | | advantage Bancorp for the fiscal year ending December 31, 2011 | | | | |
|-----------------------------|------|-----------|-----------|-----------|---|--|--------|---------|---------|---------|
| First Capital Bancorp, Inc. | FCVA | 319438107 | 5/18/2011 | 4/4/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to approve in an advisory (non-binding) vote the compensation of executives disclosed in the proxy statement | Issuer | Yes | For | For |
| | | | | | 3 | Proposal to ratify the appointment of Cherry, Bekaert & Holland | Issuer | Yes | For | For |
| MET Finance Holdings, Inc. | NA | 999C144A | 5/19/2011 | 4/1/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratify appointment of Pricewaterhousecoopers LLP as auditors for fiscal year 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Ratify amendment to the company's certificate of incorporation to change the name of the corporation to South Street Holdings Inc. | Issuer | Yes | For | For |
| | | | | | 4 | In their discretion, on any other matters that may properly come before the meeting | Issuer | Abstain | Abstain | Abstain |
| Macon Federal Bancorp, Inc. | BFED | 073582108 | 5/19/2011 | 3/11/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the company for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| First Trust Bank | NCFT | 33732N105 | 5/19/2011 | 3/18/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of independent accountants proposal to ratify the appointment of Dixon Hughes PLLC, as the bank's independent | Issuer | Yes | For | For |

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| | | | | | registered public accounting firm for 2011 | | | | | |
|------------------------------|------|-----------|-----------|-----------|---|--|--------|-----|---------|---------|
| Newport Bancorp, . | NFSB | 651754103 | 5/19/2011 | 3/21/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Wolf & Company PC as independent registered public accounting firm of Newport Bancorp, Inc. for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| Vista Group, Inc | MO | 02209S103 | 5/19/2011 | 3/28/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the selection of independent registered public accounting firm | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on the compensation of the company's named executive officers | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of the future advisory votes on the compensation of the company's executive officers | Issuer | Yes | 1 yr | N R |
| | | | | | 5 | Shareholder proposal - Address concerns regarding tobacco flavoring | Holder | Yes | Against | For |
| American River Bankshares | AMRB | 029326105 | 5/19/2011 | 3/28/2011 | 1 | Election of eight (8) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the selection of Perry-Smith LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | To hold an advisory (non-binding) vote on the company's executive compensation "say-on-pay" votes | Issuer | Yes | For | For |
| | | | | | 4 | To hold an advisory (non-binding) vote on the | Issuer | Yes | 1 yr | For |

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| | | | | | frequency of future "say-on-pay" votes | | | | | |
|--|------|-----------|-----------|-----------|---|---|--------|-----|------|---------|
| Connecticut Bank & Trust Company, The | CTBC | 207546102 | 5/19/2011 | 4/4/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The nonbinding approval of the compensation of the bank's named executive officers as determined by the compensation committee | Issuer | Yes | For | For |
| Central Federal Corporation | CFBK | 15346Q103 | 5/19/2011 | 4/8/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of the following advisory (non-binding) proposal: "Resolved, that the stockholders approve the compensation of the company's executive officers, as set forth in the compensation tables and any related disclosures or discussion In the proxy statement". | Issuer | Yes | For | For |
| | | | | | 3 | Ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the company for the year ending December 31, 2011 | Issuer | Yes | For | For |
| Metro Bankcorp, . | METR | 59161R101 | 5/20/2011 | 3/25/2011 | 1 | Election of eight (8) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Amend and restate articles of incorporation | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on compensation of named executive officers as described in the proxy statement | Issuer | Yes | For | For |
| | | | | | 4 | Advisory vote on the frequency at which shareholders will vote on compensation of named executive officers. Such vote shall occur every | Issuer | Yes | 1 yr | Against |

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|-------------------------|------|-----------|-----------|-----------|---|--|--------|-----|---------|---------|
| | | | | | 5 | Ratification of the appointment of Parentbeard LLC as independent registered public accounting firm for the fiscal year ended December 31, 2011 | Issuer | Yes | For | For |
| United Bancorp, | FUBC | 33740N105 | 5/24/2011 | 3/22/2011 | 1 | Election of eleven (11) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Nonbinding advisory vote to approve executive compensation | Issuer | Yes | Against | Against |
| | | | | | 3 | Nonbinding advisory vote on frequency of the nonbinding advisory vote to approve executive compensation | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | To ratify the appointment of Crowe Horwath LLP as the company's principal independent registered public accounting firm for the company's fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| Wood Financial, | REDW | 757903109 | 5/24/2011 | 3/24/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| Wiley Commerce ncorp | VCBP | 919518100 | 5/24/2011 | 3/24/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve the non-binding advisory proposal concerning the compensation of the company's executives | Issuer | Yes | For | For |
| | | | | | 3 | To ratify the board of directors' selection of Perry-Smith, LLP , independent public accountants, to serve as the company's auditors for the fiscal year ending December 31, 2011. | Issuer | Yes | For | For |
| rk & Co., Inc. | MRK | 58933Y105 | 5/24/2011 | 3/25/2011 | 1 | Election of eighteen (18) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of the | Issuer | Yes | For | For |

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| | | | | | Company's independent registered public accounting firm for 2011 | | | | | |
|--------------------------|------|-----------|-----------|-----------|--|--|--------|-----|---------|---------|
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of future votes on executive compensation | Issuer | Yes | 1 yr | Against |
| Power Bancorp, Inc | TOBC | 891709107 | 5/24/2011 | 3/25/2011 | 1 | Election of 6 (six) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of an advisory, non-binding resolution regarding executive compensation. | Issuer | Yes | For | For |
| | | | | | 3 | Approval of an advisory, non-binding proposal on the frequency of future advisory votes regarding executive compensation | Issuer | Yes | 1 y | Against |
| | | | | | 4 | Approval of an amendment to our amended and restated articles of incorporation to limit the transaction requiring approval of our shareholders by supermajority vote | Issuer | Yes | For | For |
| | | | | | 5 | Ratification of appointment of KPMG, LLP as independent registered public accounting firm | Issuer | Yes | For | For |
| UniAmerican Incorp, Inc. | OABC | 68216R107 | 5/24/2011 | 3/31/2011 | 1 | Election of 5 (five) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of appointment of McGladrey & Pullen LLP as independent registered public accounting firm for the year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | To consider a non-binding resolution approving the compensation of our executive officers | Issuer | Yes | For | For |
| | | | | | 4 | | Issuer | Yes | 1 yr | For |

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|----------------|------|-----------|-----------|-----------|---|--|--|--------|-----|---------|---------|
| | | | | | | | To consider a non-binding proposal relating to the frequency of future consideration by shareholders of the compensation of our executive officers | | | | |
| | | | | | 5 | | The approval of the 2011 equity incentive plan | Issuer | Yes | For | For |
| ot Bancshares, | PLBN | 721530103 | 5/24/2011 | 4/4/2011 | 1 | | Election of 3 (three) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Approval of an amendment to the bylaws to authorized the board of directors to increase the number of directors by board resolution | Issuer | Yes | Against | Against |
| | | | | | 3 | | Approval of an amendment to the articles of incorporation to increase the number of authorized shares of the company's common stock to 20 million shares | Issuer | Yes | For | For |
| | | | | | 4 | | Approval of the pilot bancshares, Inc. 2011 incentive plan | Issuer | Yes | For | For |
| ritage Oaks | HEOP | 42724R107 | 5/25/2011 | 3/31/2011 | 1 | | Election of 11 (eleven) Directors | Issuer | Yes | For | For |
| ncorp | | | | | 2 | | Non-binding vote on approval for executive compensation. To adopt a non-binding resolution approving the executive compensation disclosed in the proxy statement for the 2011 annual meeting of shareholders dated May25, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | | Ratification of independent accountants of Perry-Smith LLP as the company's independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| und Financial, | SNFL | 83607Y108 | 5/25/2011 | 3/31/2011 | 1 | | Election of two (2) Directors | Issuer | Yes | For | For |

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|--------------------------------|------|-----------|-----------|-----------|---|---|--------|---------|---------|---------|
| | | | | | 2 | The ratification of the appointment of Moss Adams LLP as the independent registered public accounting firm for the fiscal year ending December 31 ,2011 | Issuer | Yes | For | For |
| Pacific Premier Bancorp, Inc. | PPBI | 69478X105 | 5/25/2011 | 4/1/2011 | 1 | Election of 3 (three) Directors | Issuer | Yes | For | For |
| | | | | | 2 | The ratification of the appointment of Vavrinek, Trine, Day & Co., LLP as independent auditors of Pacific Bancorp, Inc. for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| Bank of Virginia | BAYK | 06544P104 | 5/25/2011 | 4/11/2011 | 1 | Election of 9 (nine) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the selection by audit committee of the board of directors of Yount, Hyde & Barbour, P.C. independent certified public accountants as auditors of the bank for 2011 | Issuer | Yes | For | For |
| | | | | | 3 | To approve the Bank of Virginia 2011 stock incentive plan, as more fully described in the accompanying proxy statement | Issuer | Yes | For | For |
| | | | | | 4 | To adjourn the annual meeting to a latter date or dates, if necessary, to permit further solicitation of proxies in event there are not sufficient votes at the time of annual meeting to approve matters to be considered by shareholders at the meeting, as more fully described in the accompanying proxy statement. | Issuer | Abstain | Abstain | Abstain |
| Rockinac Financial Corporation | MFNC | 554571109 | 5/25/2011 | 4/19/2011 | 1 | Election of 4 (four) Directors | Issuer | Yes | For | For |

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|----------------------|------|-----------|-----------|-----------|---|--|--------|-----|-----|-----|
| | | | | | 2 | A proposal to approve, in non-binding advisory vote, the corporation's compensation of executives, as disclosed in the proxy statement for the annual meeting | Issuer | Yes | For | For |
| | | | | | 3 | To ratify the appointment of Plante & Moran PLLC as independent auditors for the year ending December 31, 2011 | Issuer | Yes | For | For |
| eris Bancorp | ABCB | 03076K108 | 5/26/2011 | 3/17/2011 | 1 | Election of 4 (four) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of Porter Kealdle Moore LLP as the company's independent auditor for the fiscal year ended December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Approval of non-binding advisory proposal on executive compensation | Issuer | Yes | For | For |
| | | | | | 4 | Approval of the amendment of the company's articles of incorporation to increase the number of authorized shares of common stock from 30 million to 100 million shares | Issuer | Yes | For | For |
| dge Capital Holdings | BBNK | 108030107 | 5/26/2011 | 3/29/2011 | 1 | Election of 9 (nine) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve a non-executive employee option exchange program | Issuer | Yes | For | For |
| | | | | | 3 | To reapprove the existing performance criteria under the company's 2006 equity incentive plan | Issuer | Yes | For | For |
| | | | | | 4 | To ratify the appointment of Vavrinek, Trine Day & Co. LLP as independent accountants for the company's 2011 fiscal year | Issuer | Yes | For | For |

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|--|------|-----------|-----------|-----------|---|---|--------|-----|---------|---------|
| Greater Hudson Bank, N.A. | GHDS | 391868106 | 5/26/2011 | 3/31/2011 | 1 | Election of 6 (six) Directors | Issuer | Yes | For | For |
| First California Financial Group, Inc. | FCAL | 319395109 | 5/26/2011 | 4/15/2011 | 1 | Election of 8 (eight) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To approve amendments to the first California 2007 omnibus equity incentive plan | Issuer | Yes | Against | Against |
| | | | | | 3 | To ratify the appointment of Moss Adams LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 4 | To approve a non-binding advisory proposal on the company's executive compensation | Issuer | Yes | For | For |
| Walmart Stores, Inc. | WMT | 931142103 | 6/3/2011 | 4/6/2011 | 1 | Election of fifteen (15) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of Ernst & Young LLP as independent accountants | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Gender identity non-discrimination policy | Holder | Yes | Against | For |
| | | | | | 6 | Political contributions report | Holder | Yes | Against | For |
| | | | | | 7 | Special shareowner meetings | Holder | Yes | For | Against |
| | | | | | 8 | Require suppliers to publish annual sustainability report | Holder | Yes | Against | For |
| | | | | | 9 | Climate change risk disclosure | Holder | Yes | Against | For |
| Black Ridge Financial Services, Inc. | BKOR | 671768109 | 6/9/2011 | 4/8/2011 | 1 | Election of five (5) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to approve the non-binding advisory resolution for approval of | Issuer | Yes | For | For |

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| | | | | | | | | | | |
|-------------------|------|-----------|-----------|----------|---|--|--------|-----|---------|---------|
| | | | | | | the executive compensation disclosed in the proxy statement | | | | |
| | | | | | 3 | Proposal to ratify the appointment of Elliott Davis, PLCC as the independent registered public accounting firm for the company for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| F Holding Company | CCFH | 12487X104 | 6/16/2011 | 5/2/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To amend the articles of incorporation of the company to increase the number of authorized shares of common stock from 20 million to 50 million | Issuer | Yes | For | For |
| | | | | | 3 | To ratify the appointment of Thigpen, Jones Seaton & Co., PC as the independent registered accounting firm for the company for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 4 | To permit management to adjourn the annual meeting of shareholders to another time and date if such action is necessary to solicit additional proxies or attendance at the meeting | Issuer | Yes | Abstain | Abstain |
| Legacy Bancorp, . | LEGC | 52463G105 | 6/20/2011 | 5/2/2011 | 1 | To consider and vote upon a proposal to adopt the agreement and plan of merger, dated as of December 21, 2010, by and between Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc. and thereby to approve the transactions contemplated by the merger agreement, including the merger of | Issuer | Yes | For | For |

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| | | | | | Legacy Bancorp, Inc. with and into Berkshire Hills Bancorp, Inc. | | | | | |
|---------------------------------|-------|-----------|-----------|-----------|--|---|--------|-----|---------|---------|
| | | | | | 2 | To approve one or more adjournments of the special meeting if necessary or appropriate including adjournments to permit further solicitation of proxies in favor of the merger | Issuer | Yes | Abstain | Abstain |
| Old Line Bancshares, Inc. | OLBK | 67984M100 | 6/23/2011 | 4/25/2011 | 1 | Election of six (6) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of Rowles & Company LLP as independent public accountants to audit financial statements of Old Line Bancshares, Inc for 2011 | Issuer | Yes | For | For |
| Western Liberty Bancorp | WLBC | 961443108 | 6/23/2011 | 4/25/2011 | 1 | Election of eight (8) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of Crowe Horwath LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| Naugatuck Valley Financial Corp | NVSLD | 639067107 | 6/24/2011 | 5/3/2011 | 1 | The approval of the plan of conversion and reorganization pursuant to which Naugatuck Valley Savings and Loan will convert from the mutual holding company corporate structure to the stock holding company corporate structure and a newly formed Maryland chartered holding company named Naugatuck Valley Financial Corporation will offer shares of its common stock for sale | Issuer | Yes | For | For |
| | | | | | 2a | Approval of a provision in New Naugatuck | Issuer | Yes | Against | Against |

| | | | | | | |
|----|--|--|---------|---------|---------|---------|
| | | Valley Financial Corporation's articles of incorporation requiring a super- majority vote to approve certain amendments to New Naugatuck Valley Financial Corporations articles of incorporation | | | | |
| 2b | Approval of a provision in New Naugatuck Valley Financial Corporations articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of New Naugatuck Valley Corporation's outstanding voting stock | Issuer | Yes | Against | Against | |
| 3 | Election of three (3) Directors | Issuer | Yes | For | For | For |
| 4 | The ratification of the appointment of Whittlesey & Hadley PC as independent registered public accountants of Naugatuck Valley Financial Corporation for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For | For |
| 5 | The approval of the adjournment of the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion and reorganization. *Note* such other business as may properly come before the meeting or any adjournment thereof. | Issuer | Abstain | Abstain | Abstain | Abstain |

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, 2011
