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HANCOCK JOHN BANK & THRIFT OPPORTUNITY FUND
Form N-PX
August 26, 2004

FORM N-PX
ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number: 811-8568

Bank and Thrift Opportunity Fund

(Exact name of registrant as specified in charter)

101 Huntington Avenue
Boston, MA 02199

(Address of principal executive offices)

Victor Acker
John Hancock Advisers, LLC
101 Huntington Avenue
Boston, MA 02199

(Name and address of agent for service)

Registrant's telephone number, including area code: 1 800-852-0218

Date of Fiscal year-end: 10/31/2003

Date of reporting period: 7/1/2003 - 6/30/2004

Item 1. Proxy Voting Record
Account Number: 127254

ISSUER NAME	TICKER	CUSIP	MTG DATE	MTG TYPE	Proposal Type	Voted?	Vote For/Agnst	Mgmt
ABC Bancorp	ABCB	000400101	5/18/04	Annual				
1.01	Elect Johnny W. Floyd	MGMT	YES	FOR	FOR			
1.02	Elect Eswin W. Hortman Jr.	MGMT	YES	FOR	FOR			
1.03	Elect Daniel B. Jeter	MGMT	YES	FOR	FOR			
2.00	Ratify Selection of Auditors	MGMT	YES	FOR	FOR			
3.00	Approve Other Business	MGMT	YES	FOR	FOR			

Affiliated Managers Group		6/8/04	Annual					
1.01	Elect William J. Nutt	MGMT	YES	FOR	FOR			
1.02	Elect Sean M. Healey	MGMT	YES	FOR	FOR			
1.03	Elect Richard E. Floor	MGMT	YES	FOR	FOR			
1.04	Elect Stephen J. Lockwood	MGMT	YES	FOR	FOR			
1.05	Elect Harold J. Meyerman	MGMT	YES	FOR	FOR			
1.06	Elect Robert C. Puff Jr	MGMT	YES	FOR	FOR			
1.07	Elect Rita M. Rodriguez	MGMT	YES	FOR	FOR			

Alabama National Bancorporation	ALAB	010317105	5/5/04	Annual				
1.01	Elect W. Ray Barnes	MGMT	YES	FOR	FOR			
1.02	Elect Dan M. David	MGMT	YES	FOR	FOR			
1.03	Elect John V. Denson	MGMT	YES	FOR	FOR			
1.04	Elect Griffin A. Greene	MGMT	YES	FOR	FOR			
1.05	Elect John H. Holcomb III	MGMT	YES	FOR	FOR			
1.06	Elect John D. Johns	MGMT	YES	FOR	FOR			
1.07	Elect John J. McMahon Jr.	MGMT	YES	FOR	FOR			
1.08	Elect C. Phillip McWane	MGMT	YES	FOR	FOR			

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1.09 Elect William D. Montgomery MGMT YES FOR FOR
1.10 Elect Richard Murray IV MGMT YES FOR FOR
1.11 Elect Victor E. Nichol Jr. MGMT YES FOR FOR

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1.12 Elect C. Lloyd Nix MGMT YES FOR FOR
1.13 Elect G. Ruffner Page Jr. MGMT YES FOR FOR
1.14 Elect John M. Plunk MGMT YES FOR FOR
1.15 Elect W. Stancil Starnes MGMT YES FOR FOR
2.00 Adopt Director Stock Award Plan MGMT YES AGNST AGNST
3.00 Adopt Deferred Compensation Plan MGMT YES FOR FOR
4.00 Ratify Selection of Auditors MGMT YES FOR FOR

Allegiant Bancorp ALLE 017476102 3/19/04 Special
1.00 Approve Merger/Acquisition MGMT YES FOR FOR

AmericanWest Bancorp AWBC 03058P109 4/27/04 Annual
1.01 Elect Gary M. Bolyard MGMT YES FOR FOR
1.02 Elect Wesley E. Colley MGMT YES FOR FOR
1.03 Elect Craig D. Eerkes MGMT YES FOR FOR
1.04 Elect James Rand Elliott MGMT YES FOR FOR
1.05 Elect Robert J. Gardner MGMT YES FOR FOR
1.06 Elect Allen Ketelsen MGMT YES FOR FOR
1.07 Elect Donald H. Swartz, II MGMT YES FOR FOR
1.08 Elect P. Mike Taylor MGMT YES FOR FOR

AmSouth Bancorporation ASO 032165102 4/15/04 Annual
1.01 Elect Claude B. Nielsen MGMT YES FOR FOR
1.02 Elect Cleophus Thomas MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Adopt Employee Stock Purchase Plan MGMT YES AGNST AGNST
4.00 Add Shares to Stock Option Plan MGMT YES AGNST AGNST
5.00 Adopt Director Stock Option Plan MGMT YES AGNST AGNST
6.00 Report on Political Donations and Policy SHLDR YES ABSTAIN
AGNST

Astoria Financial Corp AF 046265104 5/19/04 Annual
1.01 Elect John J. Conefry Jr. MGMT YES FOR FOR
1.02 Elect Lawrence W. Peters MGMT YES FOR FOR
1.03 Elect Thomas V. Powderly MGMT YES FOR FOR
2.00 Reapprove Option/Bonus Plan for OBRA MGMT YES FOR FOR
3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Bank of America Corp BAC 060505104 5/26/04 Annual
1.01 Elect William Barnet III MGMT YES FOR FOR
1.02 Elect Charles W. Coker MGMT YES FOR FOR
1.03 Elect John T. Collins MGMT YES FOR FOR
1.04 Elect Gary L. Countryman MGMT YES FOR FOR
1.05 Elect Paul Fulton MGMT YES FOR FOR
1.06 Elect Charles K. Gifford MGMT YES FOR FOR
1.07 Elect Donald E. Guinn MGMT YES FOR FOR
1.08 Elect James H. Hance Jr. MGMT YES FOR FOR
1.09 Elect Kenneth D. Lewis MGMT YES FOR FOR
1.10 Elect Walter E. Massey MGMT YES FOR FOR
1.11 Elect J. Thomas May MGMT YES FOR FOR
1.12 Elect C. Steven McMillan MGMT YES FOR FOR
1.13 Elect Eugene M. McQuade MGMT YES FOR FOR

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1.14 Elect Patricia E. Mitchell MGMT YES FOR FOR
1.15 Elect Edward L. Romero MGMT YES FOR FOR
1.16 Elect Thomas M. Ryan MGMT YES FOR FOR
1.17 Elect O. Temple Sloan Jr. MGMT YES FOR FOR
1.18 Elect Meredith R. Spangler MGMT YES FOR FOR
1.19 Elect Jackie M. Ward MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Change Annual Meeting Date SHLDR YES AGNST FOR
4.00 Double Board Nominees SHLDR YES AGNST FOR
5.00 Limit or End Charitable Giving SHLDR YES ABSTAIN AGNST
6.00 Mutual Funds Review Committee SHLDR YES AGNST FOR

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7.00 Ensure Customer Privacy SHLDR YES AGNST FOR

Bank One Corp ONE 06423A103 5/25/04 Annual

1.00 Approve Merger/Acquisition MGMT YES FOR FOR
2.01 Elect John H. Bryan MGMT YES FOR FOR
2.02 Elect Stephen B. Burke MGMT YES FOR FOR
2.03 Elect James S. Crown MGMT YES FOR FOR
2.04 Elect James Dimon MGMT YES FOR FOR
2.05 Elect Maureen A. Fay MGMT YES FOR FOR
2.06 Elect Laban P. Jackson, Jr. MGMT YES FOR FOR
2.07 Elect John W. Kessler MGMT YES FOR FOR
2.08 Elect Robert I. Lipp MGMT YES FOR FOR
2.09 Elect Richard A. Manoogian MGMT YES FOR FOR
2.10 Elect David C. Novak MGMT YES FOR FOR
2.11 Elect John W. Rogers Jr. MGMT YES FOR FOR
2.12 Elect Frederick P. Stratton Jr. MGMT YES FOR FOR
3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Banknorth Group BNK 06646R107 4/27/04 Annual

1.01 Elect Dana S. Levenson MGMT YES FOR FOR
1.02 Elect John M. Naughton MGMT YES FOR FOR
1.03 Elect Angelo Pizzagalli MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

BB&T BBT 054937107 4/27/04 Annual

1.00 Repeal Classified Board MGMT YES FOR FOR
2.00 Approve Non-Technical Bylaw Amendments MGMT YES FOR FOR
Repeal Classified Board
3.01 Elect John A. Allison IV MGMT YES FOR FOR
3.02 Elect Ronald E. Deal MGMT YES FOR FOR
3.03 Elect Tom D. Efird MGMT YES FOR FOR
3.04 Elect Albert O. McCauley MGMT YES FOR FOR
3.05 Elect Barry J. Fitzpatrick MGMT YES FOR FOR
3.06 Elect J. Holmes Morrison MGMT YES FOR FOR
3.07 Elect Jennifer S. Banner MGMT YES FOR FOR
3.08 Elect Albert F. Zettlemyer MGMT YES FOR FOR
4.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
5.00 Ratify Selection of Auditors MGMT YES FOR FOR
6.00 Restrict Executive Compensation SHLDR YES AGNST FOR

Beverly National Corporation 088115100 4/27/04 Annual

1.00 Approve Board Size MGMT YES FOR FOR
2.00 Elect Director Nominee MGMT YES FOR FOR
3.00 Ratify Selection of Auditors MGMT YES FOR FOR

BOK Financial BOKF 05561Q201 4/27/04 Annual

1.01 Elect C. Fred Ball Jr. MGMT YES FOR FOR

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1.02 Elect Sharon J. Bell MGMT YES FOR FOR
1.03 Elect Joseph E. Cappy MGMT YES FOR FOR
1.04 Elect Luke R. Corbett MGMT YES FOR FOR
1.05 Elect William E. Durrett MGMT YES FOR FOR
1.06 Elect Robert G. Greer MGMT YES FOR FOR
1.07 Elect David F. Griffin MGMT YES FOR FOR
1.08 Elect V. Burns Hargis MGMT YES FOR FOR
1.09 Elect E. Carey Joullian IV MGMT YES FOR FOR
1.10 Elect George B. Kaiser MGMT YES FOR FOR
1.11 Elect Judith Z. Kishner MGMT YES FOR FOR
1.12 Elect David L. Kyle MGMT YES WHOLD AGNST
1.13 Elect Robert J. LaFortune MGMT YES FOR FOR
1.14 Elect Stanley A. Lybarger MGMT YES FOR FOR
1.15 Elect Steven J. Malcom MGMT YES FOR FOR
1.16 Elect Paula Marshall-Chapman MGMT YES FOR FOR
1.17 Elect Steven E. Moore MGMT YES WHOLD AGNST

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1.18 Elect James A. Robinson MGMT YES FOR FOR
1.19 Elect L. Francis Rooney III MGMT YES FOR FOR

Camden National CAC 133034108 5/4/04 Annual
1.01 Elect Theodore C. Johanson MGMT YES FOR FOR
1.02 Elect Richard N. Simoneau MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Capital City Bank Group CCBG 139674105 4/27/04 Annual
1.01 Elect Cader B. Cox III MGMT YES FOR FOR
1.02 Elect Ruth A. Knox MGMT YES FOR FOR
1.03 Elect William G. Smith Jr. MGMT YES FOR FOR
2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
3.00 Adopt Employee Stock Purchase Plan MGMT YES FOR FOR
4.00 Adopt Director Stock Award Plan MGMT YES FOR FOR
5.00 Ratify Selection of Auditors MGMT YES FOR FOR

Cardinal Financial CFNL 14149F109 4/21/04 Annual
1.01 Elect B. G. Beck MGMT YES FOR FOR
1.02 Elect Michael A. Garcia MGMT YES WHOLD AGNST
1.03 Elect J. Hamilton Lambert MGMT YES FOR FOR
1.04 Elect Alice M. Starr MGMT YES FOR FOR
2.00 Add Shares to Stock Option Plan MGMT YES FOR FOR
Amend Stock Option Plan
3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Cascade Bancorp CACB 147154108 4/27/04 Annual
1.01 Elect Gary L. Hoffman MGMT YES FOR FOR
1.02 Elect Patricia L. Moss MGMT YES FOR FOR
1.03 Elect Henry H. Hewitt MGMT YES FOR FOR

CCBT Financial CCBT 12500Q102 3/31/04 Special
1.00 Approve Merger/Acquisition MGMT YES FOR FOR
2.00 Adjourn Meeting MGMT YES FOR FOR

Charter One Financial CF 160903100 4/21/04 Annual
1.01 Elect Patrick J. Agnew MGMT YES FOR FOR
1.02 Elect Denise M. Fugo MGMT YES FOR FOR
1.03 Elect Charles John Koch MGMT YES FOR FOR
1.04 Elect Ronald F. Poe MGMT YES FOR FOR
1.05 Elect Jerome L. Schostak MGMT YES FOR FOR

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1.06 Elect Mark Shaevsky MGMT YES FOR FOR
2.00 Amend Stock Option Plan MGMT YES FOR FOR
3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Chittenden CHZ 170228100 4/21/04 Annual

1.01 Elect Directors MGMT YES FOR FOR
1.02 Elect Directors MGMT YES FOR FOR
1.03 Elect Directors MGMT YES FOR FOR

CIT Group Inc CIT 125581108 5/12/04 Annual

1.01 Elect Albert R. Gamper Jr. MGMT YES FOR FOR
1.02 Elect Gary C. Butler MGMT YES FOR FOR
1.03 Elect William A. Farlinger MGMT YES FOR FOR
1.04 Elect William M. Freeman MGMT YES FOR FOR
1.05 Elect Thomas H. Kean MGMT YES FOR FOR
1.06 Elect Edward J. Kelly III MGMT YES FOR FOR
1.07 Elect Marianne Miller Parrs MGMT YES FOR FOR
1.08 Elect Jeffrey M. Peek MGMT YES FOR FOR
1.09 Elect John R. Ryan MGMT YES FOR FOR
1.10 Elect Peter J. Tobin MGMT YES FOR FOR
1.11 Elect Lois M. Van Deusen MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

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3.00 Approve Other Business MGMT YES FOR FOR

Citigroup C 172967101 4/20/04 Annual

1.01 Elect C. Michael Armstrong MGMT YES FOR FOR
1.02 Elect Alain J.P. Belda MGMT YES FOR FOR
1.03 Elect George David MGMT YES FOR FOR
1.04 Elect Kenneth T. Derr MGMT YES FOR FOR
1.05 Elect John M. Deutch MGMT YES FOR FOR
1.06 Elect Roberto H. Ramirez MGMT YES FOR FOR
1.07 Elect Ann Dibble Jordan MGMT YES FOR FOR
1.08 Elect Dudley C. Mecum II MGMT YES FOR FOR
1.09 Elect Richard D. Parsons MGMT YES FOR FOR
1.10 Elect Andrall E. Pearson MGMT YES FOR FOR
1.11 Elect Charles Prince MGMT YES FOR FOR
1.12 Elect Robert E. Rubin MGMT YES FOR FOR
1.13 Elect Franklin A. Thomas MGMT YES FOR FOR
1.14 Elect Sanford I. Weill MGMT YES FOR FOR
1.15 Elect Robert B. Willumstad MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Restrict Executive Compensation SHLDR YES AGNST FOR
4.00 Review Political Spending SHLDR YES ABSTAIN AGNST
5.00 Restrict Executive Compensation SHLDR YES AGNST FOR
6.00 Independent Board Chairman SHLDR YES AGNST FOR

City National CYN 178566105 4/28/04 Annual

1.01 Elect Russell Goldsmith MGMT YES FOR FOR
1.02 Elect Michael L. Meyer MGMT YES FOR FOR
1.03 Elect Ronald L. Olson MGMT YES WHOLD AGNST
2.00 Amend Stock Option Plan MGMT YES FOR FOR
3.00 Approve Annual Bonus Plan MGMT YES FOR FOR

Colonial BancGroup CNB 195493309 4/21/04 Annual

1.01 Elect Directors MGMT YES FOR FOR
1.02 Elect Directors MGMT YES FOR FOR

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1.03 Elect Directors MGMT YES FOR FOR
1.04 Elect Directors MGMT YES FOR FOR
1.05 Elect Directors MGMT YES FOR FOR
1.06 Elect Directors MGMT YES FOR FOR
1.07 Elect Directors MGMT YES FOR FOR

Columbia Bancorp (Oregon) CBBO 197231103 4/22/04 Annual

1.01 Elect Charles F. Beardsley MGMT YES FOR FOR
1.02 Elect William A. Booth MGMT YES FOR FOR
1.03 Elect Roger L. Christensen MGMT YES FOR FOR
1.04 Elect Terry L. Cochran MGMT YES FOR FOR

Columbia Bancorp Maryland CBMD 197227101 5/25/04 Annual

1.01 Elect Hugh F.Z. Cole Jr. MGMT YES WHOLD AGNST
1.02 Elect Herschel L. Langenthal MGMT YES WHOLD AGNST
1.03 Elect James R. Moxley Jr. MGMT YES WHOLD AGNST
1.04 Elect Vincent D. Palumbo MGMT YES WHOLD AGNST
1.05 Elect John A. Scaldara Jr. MGMT YES WHOLD AGNST
1.06 Elect Lawrence A. Shulman MGMT YES WHOLD AGNST

Columbia Banking System COLB 197236102 4/28/04 Annual

1.01 Elect Melanie J. Dressel MGMT YES FOR FOR
1.02 Elect John P. Folsom MGMT YES FOR FOR
1.03 Elect Frederick M. Golberg MGMT YES FOR FOR
1.04 Elect Thomas M. Hulbert MGMT YES FOR FOR
1.05 Elect Thomas L. Matson MGMT YES FOR FOR
1.06 Elect Daniel C. Regis MGMT YES FOR FOR
1.07 Elect Donald Rodman MGMT YES FOR FOR
1.08 Elect William T. Weyerhaeuser MGMT YES FOR FOR

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1.09 Elect James M. Will MGMT YES FOR FOR
2.00 Add Shares to Stock Option Plan MGMT YES FOR FOR
Amend Stock Option Plan

Comerica Inc CMA 200340107 5/18/04 Annual

1.01 Elect Ralph W. Babb Jr. MGMT YES FOR FOR
1.02 Elect James F. Cordes MGMT YES FOR FOR
1.03 Elect Peter D. Cummings MGMT YES FOR FOR
1.04 Elect Todd W. Herrick MGMT YES FOR FOR
1.05 Elect William P. Vititoe MGMT YES FOR FOR
1.06 Elect Kenneth L. Way MGMT YES FOR FOR
2.00 Adopt Employee Stock Purchase Plan MGMT YES AGNST AGNST
3.00 Adopt Director Stock Option Plan MGMT YES AGNST AGNST
4.00 Ratify Selection of Auditors MGMT YES FOR FOR

Commercial Bankshares CLBK 201607108 4/15/04 Annual

1.01 Elect Joseph W. Armaly MGMT YES FOR FOR
1.02 Elect Jack J. Partagas MGMT YES FOR FOR
1.03 Elect Cromwell A. Anderson MGMT YES FOR FOR
1.04 Elect Robert Namoff MGMT YES FOR FOR
1.05 Elect Sherman Simon MGMT YES FOR FOR
1.06 Elect Michael W. Sontag MGMT YES FOR FOR
1.07 Elect Martin Yelen MGMT YES FOR FOR
2.00 Adopt Director Stock Option Plan MGMT YES AGNST AGNST
3.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
4.00 Approve Other Business MGMT YES FOR FOR

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Commercial Capital Bancorp Inc CCBI 20162L105 5/17/04 Annual

- 1.00 Approve Merger/Acquisition MGMT YES FOR FOR
- Approve Common Stock Issuance
- 2.01 Elect Stephen H. Gordon MGMT YES FOR FOR
- 2.02 Elect Mark E. Schaffer MGMT YES FOR FOR
- 2.03 Elect Christopher G. Hagerty MGMT YES FOR FOR
- 3.00 Ratify Selection of Auditors MGMT YES FOR FOR
- 4.00 Increase Authorized Common Stock MGMT YES FOR FOR
- 5.00 Approve Annual Bonus Plan MGMT YES FOR FOR
- 6.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
- 7.00 Adjourn Meeting MGMT YES FOR FOR

Community Banks (PA) CMTY 203628102 5/4/04 Annual

- 1.01 Elect Thomas L. Miller MGMT YES FOR FOR
- 1.02 Elect James A. Ulsh MGMT YES FOR FOR
- 1.03 Elect Ronald E. Boyer MGMT YES FOR FOR
- 1.04 Elect Peter DeSoto MGMT YES WHOLD AGNST
- 2.00 Approve Other Business MGMT YES FOR FOR

Community First Bankshares CFBX 203902101 4/20/04 Annual

- 1.01 Elect Mark A. Anderson MGMT YES FOR FOR
- 1.02 Elect Patrick Delaney MGMT YES FOR FOR
- 1.03 Elect John H. Flittie MGMT YES FOR FOR
- 1.04 Elect Darrell G. Knudson MGMT YES FOR FOR
- 1.05 Elect Dawn R. Elm MGMT YES FOR FOR
- 1.06 Elect Marilyn R. Seymann MGMT YES FOR FOR
- 1.07 Elect Harvey L. Wollman MGMT YES FOR FOR
- 1.08 Elect Thomas Gallagher MGMT YES FOR FOR
- 1.09 Elect Rahn K. Porter MGMT YES FOR FOR
- 1.10 Elect Lauris N. Molbert MGMT YES FOR FOR
- 1.11 Elect Karen M. Meyer MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Community First Bankshares 6/30/04 Annual

- 1.01 Elect Mark A. Anderson MGMT YES FOR FOR
- 1.02 Elect Patrick Delaney MGMT YES FOR FOR

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- 1.03 Elect John H. Flittie MGMT YES FOR FOR
- 1.04 Elect Darrell G. Knudson MGMT YES FOR FOR
- 1.05 Elect Dawn R. Elm MGMT YES FOR FOR
- 1.06 Elect Marilyn R. Seymann MGMT YES FOR FOR
- 1.07 Elect Harvey L. Wollman MGMT YES FOR FOR
- 1.08 Elect Thomas Gallagher MGMT YES FOR FOR
- 1.09 Elect Rahn K. Porter MGMT YES FOR FOR
- 1.10 Elect Lauris N. Molbert MGMT YES FOR FOR
- 1.11 Elect Karen M. Meyer MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Compass Bancshares CBSS 20449H109 4/19/04 Annual

- 1.01 Elect Carl J. Gessler Jr. MGMT YES FOR FOR
- 1.02 Elect D. Paul Jones Jr. MGMT YES FOR FOR
- 1.03 Elect J. Terry Strange MGMT YES FOR FOR
- 2.00 Approve Savings Plan MGMT YES FOR FOR
- 3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Countrywide Financial CFC 222372104 1/9/04 Special

- 1.00 Increase Authorized Common Stock MGMT YES FOR FOR

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Countrywide Financial Corp CFC 222372104 6/16/04 Annual

- 1.01 Elect Henry Cisneros MGMT YES FOR FOR
 - 1.02 Elect Robert J. Donato MGMT YES FOR FOR
 - 1.03 Elect Michael E. Dougherty MGMT YES FOR FOR
 - 1.04 Elect Martin R. Melone MGMT YES FOR FOR
 - 1.05 Elect Harley W. Snyder MGMT YES FOR FOR
 - 2.00 Amend Stock Option Plan MGMT YES FOR FOR
- Add Shares to Stock Option Plan

Cullen/Frost Bankers Inc CFR 229899109 5/19/04 Annual

- 1.01 Elect Royce S. Caldwell MGMT YES FOR FOR
- 1.02 Elect Richard W. Evans Jr. MGMT YES FOR FOR
- 1.03 Elect Tom C. Frost MGMT YES FOR FOR
- 1.04 Elect Preston M. Geren III MGMT YES FOR FOR
- 1.05 Elect Karen E. Jennings MGMT YES FOR FOR
- 1.06 Elect Richard M. Kleberg III MGMT YES FOR FOR
- 1.07 Elect Horace Wilkins Jr. MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Desert Community Bank 25037Y109 5/11/04 Annual

- 1.01 Elect Director Nominee - Charles R. Brammer MGMT YES FOR FOR
- 1.02 Elect Director Nominee - Donald P. Brithinee MGMT YES FOR FOR
- 1.03 Elect Director Nominee - Terry E. Caldwell MGMT YES FOR FOR
- 1.04 Elect Director Nominee - Allen L. McKellips MGMT YES FOR FOR
- 1.05 Elect Director Nominee - Robin Pellissier MGMT YES FOR FOR
- 1.06 Elect Director Nominee - Alfred D. Smith MGMT YES FOR FOR
- 1.07 Elect Director Nominee - George Vulich MGMT YES FOR FOR
- 1.08 Elect Director Nominee - Ronald L. Wilson MGMT YES FOR FOR
- 2.00 Adopt Stock Incentive Plan MGMT YES AGNST AGNST

DNB Financial Corporation 233237106 4/27/04 Annual

- 1.00 Elect Director Nominee MGMT YES FOR FOR
- 2.00 Adopt Stock Incentive Plan MGMT YES AGNST AGNST
- 3.00 Ratify Selection of Auditors MGMT YES FOR FOR

East West Bancorp Inc EWBC 27579R104 5/17/04 Annual

- 1.01 Elect Julia Gouw MGMT YES FOR FOR
- 1.02 Elect Peggy Cherng MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Fannie Mae FNM 313586109 5/25/04 Annual

- 1.01 Elect Stephen B. Ashley MGMT YES FOR FOR

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- 1.02 Elect Kenneth M. Duberstein MGMT YES FOR FOR
- 1.03 Elect Thomas P. Gerrity MGMT YES FOR FOR
- 1.04 Elect Timothy Howard MGMT YES FOR FOR
- 1.05 Elect Ann McLaughlin Korologos MGMT YES FOR FOR
- 1.06 Elect Frederic V. Malek MGMT YES FOR FOR
- 1.07 Elect Donald B. Marron MGMT YES FOR FOR
- 1.08 Elect Daniel H. Mudd MGMT YES FOR FOR
- 1.09 Elect Anne M. Mulcahy MGMT YES FOR FOR
- 1.10 Elect Joe K. Pickett MGMT YES FOR FOR
- 1.11 Elect Leslie Rahl MGMT YES FOR FOR
- 1.12 Elect Franklin D. Raines MGMT YES FOR FOR
- 1.13 Elect H. Patrick Swygert MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR
- 3.00 Add Shares to Employee Stock Purchase Plan MGMT YES FOR FOR

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4.00 Adopt Cumulative Voting SHLDR YES AGNST FOR

Federal Home Loan Mortgage FRE 313400301 3/31/04 Annual

- 1.01 Elect Joan E. Donaghue MGMT YES FOR FOR
- 1.02 Elect Michelle Engler MGMT YES FOR FOR
- 1.03 Elect Richard Karl Goeltz MGMT YES FOR FOR
- 1.04 Elect George D. Gould MGMT YES FOR FOR
- 1.05 Elect Henry Kaufman MGMT YES FOR FOR
- 1.06 Elect John B. McCoy MGMT YES FOR FOR
- 1.07 Elect Shaun F. O'Malley MGMT YES FOR FOR
- 1.08 Elect Ronald F. Poe MGMT YES FOR FOR
- 1.09 Elect Stephen A. Ross MGMT YES FOR FOR
- 1.10 Elect Donald J. Schuenke MGMT YES FOR FOR
- 1.11 Elect Christina Seix MGMT YES FOR FOR
- 1.12 Elect Richard F. Syron MGMT YES FOR FOR
- 1.13 Elect William J. Turner MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Fifth Third Bancorp FITB 316773100 3/23/04 Annual

- 1.01 Elect Darryl F. Allen MGMT YES FOR FOR
- 1.02 Elect Allen M. Hill MGMT YES FOR FOR
- 1.03 Elect Mitchel D. Livingston MGMT YES FOR FOR
- 1.04 Elect Hendrick G. Meijer MGMT YES FOR FOR
- 1.05 Elect James E. Rogers MGMT YES FOR FOR
- 2.00 Adopt Stock Option Plan MGMT YES FOR FOR
- 3.00 Ratify Selection of Auditors MGMT YES FOR FOR
- 4.00 Adopt Sexual Orientation Anti-Bias Policy SHLDR YES ABSTAIN
AGNST

Financial Institutions FISF 317585404 5/5/04 Annual

- 1.01 Elect Samuel M. Gullo MGMT YES FOR FOR
- 1.02 Elect Joseph F. Hurley MGMT YES FOR FOR
- 1.03 Elect James H. Wyckoff MGMT YES FOR FOR
- 1.04 Elect Pamela Davis Heilman MGMT YES FOR FOR

First Charter FCTR 319439105 4/28/04 Annual

- 1.01 Elect Harold D. Alexander MGMT YES FOR FOR
- 1.02 Elect H. Clark Goodwin MGMT YES FOR FOR
- 1.03 Elect Lawrence M. Kimbrough MGMT YES FOR FOR
- 1.04 Elect Samuel C. King, Jr. MGMT YES FOR FOR
- 1.05 Elect Jerry E. McGee MGMT YES FOR FOR
- 1.06 Elect Thomas R. Revels MGMT YES FOR FOR
- 1.07 Elect Ellen L. Messinger MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

First National Bankshares (FL) FLB 321100109 4/19/04 Annual

- 1.01 Elect G. Scott Baton II MGMT YES FOR FOR
- 1.02 Elect David A. Straz Jr. MGMT YES FOR FOR
- 1.03 Elect Lee Roy Selmon MGMT YES FOR FOR

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2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST

First Regional Bancorp 10101011 5/18/04 Annual

- 1.01 Elect Fred M. Jones MGMT YES FOR FOR
- 1.02 Elect H. Anthony Gartshore MGMT YES FOR FOR
- 1.03 Elect Lawrence J. Sherman MGMT YES FOR FOR
- 1.04 Elect Jack A. Sweeney MGMT YES FOR FOR
- 2.00 Approve Other Business MGMT YES FOR FOR

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First State Bancorporation FSNM 336453105 6/3/04 Annual

- 1.01 Elect Leonard J. DeLayo, Jr. MGMT YES FOR FOR
- 1.02 Elect Bradford M. Johnson MGMT YES FOR FOR
- 1.03 Elect H. Patrick Dee MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

First Tennessee National FTN 337162101 4/20/04 Annual

- 1.01 Elect Robert C. Blattberg MGMT YES FOR FOR
- 1.02 Elect J. Kenneth Glass MGMT YES FOR FOR
- 1.03 Elect Michael D. Rose MGMT YES FOR FOR
- 1.04 Elect Luke Yancy III MGMT YES FOR FOR
- 2.00 Approve Name Change MGMT YES FOR FOR
- 3.00 Amend Stock Option Plan MGMT YES FOR FOR
Add Shares to Stock Option Plan
- 4.00 Ratify Selection of Auditors MGMT YES FOR FOR

FleetBoston Financial FBF 339030108 3/17/04 Special

- 1.00 Approve Merger/Acquisition MGMT YES FOR FOR
- 2.00 Adjourn Meeting MGMT YES FOR FOR

FNB FBAN 302520101 5/12/04 Annual

- 1.01 Elect William B. Campbell MGMT YES FOR FOR
- 1.02 Elect Stephen J. Gurgovits MGMT YES FOR FOR
- 1.03 Elect Harry F. Radcliffe MGMT YES FOR FOR
- 1.04 Elect John W. Rose MGMT YES FOR FOR
- 1.05 Elect Robert B. Goldstein MGMT YES FOR FOR
- 1.06 Elect Henry M. Ekker MGMT YES FOR FOR

FNB (NC) FNBN 302519103 5/11/04 Annual

- 1.01 Elect James M. Campbell, Jr. MGMT YES FOR FOR
- 1.02 Elect R. Larry Campbell MGMT YES FOR FOR
- 1.03 Elect Thomas A. Jordan MGMT YES FOR FOR
- 1.04 Elect Michael C. Miller MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Fulton Financial FULT 360271100 4/22/04 Annual

- 1.01 Elect Donald M Bowman Jr. MGMT YES FOR FOR
- 1.02 Elect Clark S. Frame MGMT YES FOR FOR
- 1.03 Elect Charles V. Henry III MGMT YES FOR FOR
- 1.04 Elect George W. Hodges MGMT YES FOR FOR
- 1.05 Elect Joseph J. Mowad MGMT YES FOR FOR
- 1.06 Elect John O. Shirk MGMT YES FOR FOR
- 2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST

Glacier Bancorp GBCI 37637Q105 4/28/04 Annual

- 1.01 Elect James M. English MGMT YES FOR FOR
- 1.02 Elect Jon W. Hippler MGMT YES FOR FOR
- 1.03 Elect John S. MacMillan MGMT YES FOR FOR
- 2.00 Approve Reincorporation MGMT YES FOR FOR

GreenPoint Financial GPT 395384100 4/30/04 Annual

- 1.01 Elect Bharat B. Bhatt MGMT YES FOR FOR
- 1.02 Elect J. Thomas Presby MGMT YES FOR FOR
- 1.03 Elect Robert F. Vizza MGMT YES FOR FOR

- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

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Harleysville National HNBC 412850109 4/13/04 Annual

- 1.01 Elect Walter R. Bateman II MGMT YES FOR FOR
- 1.02 Elect LeeAnn Bergey MGMT YES FOR FOR
- 2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST

Hibernia HIB 428656102 4/21/04 Annual

- 1.01 Elect E. R. Campbell MGMT YES FOR FOR
- 1.02 Elect Richard W. Freeman Jr. MGMT YES FOR FOR
- 1.03 Elect Randall E. Howard MGMT YES FOR FOR
- 1.04 Elect Elton R. King MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Independent Bank (MI) IBCP 453838104 4/23/04 Annual

- 1.01 Elect Jeffrey A. Bratsburg MGMT YES FOR FOR
- 1.02 Elect Charles C. Van Loan MGMT YES FOR FOR

KeyCorp KEY 493267108 5/13/04 Annual

- 1.01 Elect Alexander M. Cutler MGMT YES FOR FOR
- 1.02 Elect Douglas J. McGregor MGMT YES FOR FOR
- 1.03 Elect Eduardo R. Menasce MGMT YES FOR FOR
- 1.04 Elect Henry L. Meyer III MGMT YES FOR FOR
- 1.05 Elect Peter G. Ten Eyck II MGMT YES FOR FOR
- 2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
- 3.00 Approve Annual Bonus Plan MGMT YES FOR FOR
- 4.00 Ratify Selection of Auditors MGMT YES FOR FOR

Legg Mason LM 524901105 7/22/03 Annual

- 1.00 Elect Directors MGMT YES FOR FOR

Lehman Brothers Holdings LEH 524908100 4/2/04 Annual

- 1.01 Elect Roger S. Berlind MGMT YES FOR FOR
- 1.02 Elect Marsha J. Evans MGMT YES FOR FOR
- 1.03 Elect Christopher Gent MGMT YES WHOLD AGNST
- 1.04 Elect Dina Merrill MGMT YES FOR FOR
- 2.00 Ratify Selection of Auditors MGMT YES FOR FOR
- 3.00 Approve Other Business MGMT YES FOR FOR

Local Financial Corp LFIN 539553107 5/19/04 Annual

- 1.00 Approve Merger/Acquisition MGMT YES FOR FOR
- 2.00 Elect Edward A. Townsend MGMT YES FOR FOR
- 2.01 Elect Robert A. Kotecki MGMT YES FOR FOR
- 2.02 Elect J. David Rosenberg MGMT YES FOR FOR
- 3.00 Ratify Selection of Auditors MGMT YES FOR FOR
- 4.00 Adjourn Meeting MGMT YES FOR FOR

LSB LSBX 50215P100 5/4/04 Annual

- 1.01 Elect Malcolm W. Brawn MGMT YES FOR FOR
- 1.02 Elect Neil H. Cullen MGMT YES FOR FOR
- 1.03 Elect Richard Hart Harrington MGMT YES FOR FOR

M & T Bank MTB 55261F104 4/20/04 Annual

- 1.01 Elect William F. Allyn MGMT YES FOR FOR
- 1.02 Elect Brent D. Baird MGMT YES FOR FOR
- 1.03 Elect Robert J. Bennett MGMT YES FOR FOR
- 1.04 Elect C. Angela Bontempo MGMT YES FOR FOR
- 1.05 Elect Robert T. Brady MGMT YES FOR FOR
- 1.06 Elect Emerson L. Brumback MGMT YES FOR FOR
- 1.07 Elect Michael D. Buckley MGMT YES FOR FOR
- 1.08 Elect Patrick J. Callan MGMT YES FOR FOR
- 1.09 Elect R. Carlos Carballada MGMT YES FOR FOR
- 1.10 Elect T. Jefferson Cunningham III MGMT YES FOR FOR

1.11 Elect Donald Devorris MGMT YES FOR FOR
 1.12 Elect Richard E. Garman MGMT YES WHOLD AGNST
 1.13 Elect James V. Glynn MGMT YES FOR FOR
 1.14 Elect Derek C. Hathaway MGMT YES FOR FOR
 1.15 Elect Daniel R. Hawbaker MGMT YES FOR FOR
 1.16 Elect Patrick W.E. Hodgson MGMT YES FOR FOR
 1.17 Elect Gary Kennedy MGMT YES FOR FOR
 1.18 Elect Richard G. King MGMT YES FOR FOR
 1.19 Elect Reginald B. Newman II MGMT YES FOR FOR
 1.20 Elect Jorge G. Pereira MGMT YES FOR FOR
 1.21 Elect Michael P. Pinto MGMT YES FOR FOR
 1.22 Elect Robert E. Sadler Jr. MGMT YES FOR FOR
 1.23 Elect Eugene J. Sheehy MGMT YES FOR FOR
 1.24 Elect Stephen G. Sheetz MGMT YES FOR FOR
 1.25 Elect Herbert L. Washington MGMT YES FOR FOR
 1.26 Elect Robert G. Wilmers MGMT YES FOR FOR
 2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Marshall & Ilsley MI 571834100 4/27/04 Annual

1.01 Elect Jon F. Chait MGMT YES FOR FOR
 1.02 Elect Bruce E. Jacobs MGMT YES FOR FOR
 1.03 Elect Dennis J. Kuester MGMT YES FOR FOR
 1.04 Elect Edward L. Meyer Jr. MGMT YES FOR FOR
 1.05 Elect San W. Orr Jr. MGMT YES FOR FOR
 1.06 Elect Debra S. Waller MGMT YES FOR FOR
 1.07 Elect George E. Wardeberg MGMT YES FOR FOR

MB Financial MBFI 55264U108 4/27/04 Annual

1.01 Elect E. M. Bakwin MGMT YES FOR FOR
 1.02 Elect Mitchell Feiger MGMT YES FOR FOR
 1.03 Elect James N. Hallene MGMT YES FOR FOR
 1.04 Elect David L. Husman MGMT YES FOR FOR

MBNA KRB 55262L100 5/3/04 Annual

1.01 Elect James H. Berick MGMT YES FOR FOR
 1.02 Elect Benjamin R. Civiletti MGMT YES FOR FOR
 1.03 Elect Bruce L. Hammonds MGMT YES FOR FOR
 1.04 Elect William L. Jews MGMT YES FOR FOR
 1.05 Elect Randolph D. Lerner MGMT YES FOR FOR
 1.06 Elect Stuart L. Markowitz MGMT YES FOR FOR
 1.07 Elect William B. Milstead MGMT YES FOR FOR
 2.00 Ratify Selection of Auditors MGMT YES FOR FOR
 3.00 Expense Stock Options SHLDR YES AGNST FOR
 4.00 Increase Board Independence SHLDR YES FOR AGNST

Mellon Financial MEL 58551A108 4/20/04 Annual

1.01 Elect Jared L. Cohon MGMT YES FOR FOR
 1.02 Elect Ira J. Gumberg MGMT YES FOR FOR
 1.03 Elect Martin G. McGuinn MGMT YES FOR FOR
 1.04 Elect David S. Shapira MGMT YES FOR FOR
 1.05 Elect John P. Surma MGMT YES FOR FOR
 1.06 Elect Edward J. McAniff MGMT YES FOR FOR
 2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
 3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Mercantile Bankshares Corp MRBK 587405101 5/11/04 Annual

1.01 Elect Cynthia A. Archer MGMT YES FOR FOR
 1.02 Elect Richard O. Berndt MGMT YES FOR FOR

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1.03 Elect Howard B. Bowen MGMT YES FOR FOR
1.04 Elect William R. Brody MGMT YES FOR FOR
1.05 Elect Edward J. Kelly III MGMT YES FOR FOR
1.06 Elect Morton B. Plant MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

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3.00 Reapprove Option/Bonus Plan for OBRA MGMT YES FOR FOR
4.00 Amend Deferred Compensation Plan MGMT YES FOR FOR

Merrill Merchants MERB 59021H103 4/29/04 Annual
1.01 Elect William C. Bullock Jr. MGMT YES FOR FOR
1.02 Elect Edwin N. Clift MGMT YES FOR FOR
1.03 Elect Susan B. Singer MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Metlife MET 59156R108 4/27/04 Annual
1.01 Elect Curtis H. Barnette MGMT YES FOR FOR
1.02 Elect John C. Danforth MGMT YES FOR FOR
1.03 Elect Burton A. Dole Jr. MGMT YES FOR FOR
1.04 Elect Harry P. Kamen MGMT YES FOR FOR
1.05 Elect Charles M. Leighton MGMT YES FOR FOR
2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
3.00 Approve Annual Bonus Plan MGMT YES FOR FOR
4.00 Adopt Director Stock Option Plan MGMT YES AGNST AGNST
5.00 Ratify Selection of Auditors MGMT YES FOR FOR
6.00 Cap Executive Pay SHLDR YES AGNST FOR

Mid-State Bancshares MDST 595440108 5/18/04 Annual
1.01 Elect Daryl L. Flood MGMT YES FOR FOR
1.02 Elect Michael Miner MGMT YES FOR FOR
1.03 Elect Alan Rains MGMT YES FOR FOR

National City NCC 635405103 4/27/04 Annual
1.01 Elect Jon E. Barfield MGMT YES FOR FOR
1.02 Elect James S. Broadhurst MGMT YES FOR FOR
1.03 Elect John W. Brown MGMT YES FOR FOR
1.04 Elect Christopher M. Connor MGMT YES FOR FOR
1.05 Elect David A. Daberko MGMT YES FOR FOR
1.06 Elect Joseph T. Gorman MGMT YES FOR FOR
1.07 Elect Bernadine P. Healy MGMT YES FOR FOR
1.08 Elect Paul A. Ormond MGMT YES FOR FOR
1.09 Elect Robert A. Paul MGMT YES FOR FOR
1.10 Elect Gerald L. Shaheen MGMT YES FOR FOR
1.11 Elect Jerry Sue Thornton MGMT YES FOR FOR
1.12 Elect Morry Weiss MGMT YES FOR FOR
2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
3.00 Reapprove Option/Bonus Plan for OBRA MGMT YES FOR FOR
4.00 Ratify Selection of Auditors MGMT YES FOR FOR

National Commerce Financial NCF 63545P104 4/28/04 Annual
1.01 Elect Blake P. Garrett MGMT YES FOR FOR
1.02 Elect Thomas M. Garrott MGMT YES FOR FOR
1.03 Elect C. Dan Joyner MGMT YES FOR FOR
1.04 Elect W. Neely Mallory Jr. MGMT YES FOR FOR
1.05 Elect Eric B. Munson MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

New Century Financial NCEN 64352D101 9/10/03 Special

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1.00 Increase Authorized Common Stock MGMT YES FOR FOR

North Fork Bancorporation NFB 659424105 4/27/04 Annual

1.01 Elect James F. Reeve MGMT YES FOR FOR

1.02 Elect George H. Rowsom MGMT YES FOR FOR

1.03 Elect Kurt R. Schmeller MGMT YES FOR FOR

2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Northrim BanCorp NRIM 666762109 5/6/04 Annual

1.01 Elect R. Marc Langland MGMT YES FOR FOR

1.02 Elect Larry S. Cash MGMT YES FOR FOR

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1.03 Elect Mark G. Copeland MGMT YES FOR FOR

1.04 Elect Frank A. Danner MGMT YES FOR FOR

1.05 Elect Ronald A. Davis MGMT YES FOR FOR

1.06 Elect Anthony Drabek MGMT YES FOR FOR

1.07 Elect Christopher N. Knudson MGMT YES FOR FOR

1.08 Elect Richard L. Lowell MGMT YES FOR FOR

1.09 Elect Irene Sparks Rowan MGMT YES FOR FOR

1.10 Elect John C. Swalling MGMT YES FOR FOR

1.11 Elect Joseph E. Usibelli MGMT YES FOR FOR

2.00 Adopt Stock Option Plan MGMT YES FOR FOR

Pacific Capital Bancorp PCBC 69404P101 4/27/04 Annual

1.01 Elect Edward E. Birch MGMT YES FOR FOR

1.02 Elect Richard M. Davis MGMT YES FOR FOR

1.03 Elect Richard S. Hambleton Jr MGMT YES FOR FOR

1.04 Elect D. Vernon Horton MGMT YES FOR FOR

1.05 Elect Roger C. Knopf MGMT YES FOR FOR

1.06 Elect Robert W. Kummer Jr. MGMT YES FOR FOR

1.07 Elect Clayton C. Larson MGMT YES FOR FOR

1.08 Elect John R. Mackall MGMT YES FOR FOR

1.09 Elect Gerald T. McCullough MGMT YES FOR FOR

1.10 Elect Richard A. Nightingale MGMT YES FOR FOR

1.11 Elect Kathy J. Odell MGMT YES FOR FOR

1.12 Elect William S. Thomas Jr. MGMT YES FOR FOR

2.00 Ratify Selection of Auditors MGMT YES FOR FOR

PennFed Financial Services PFSB 708167101 10/29/03 Annual

1.00 Elect Directors MGMT YES FOR FOR

2.00 Approve Reincorporation MGMT YES FOR FOR

3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Piper Jaffray Companies PJC 724078100 4/28/04 Annual

1.01 Elect Andrew S. Duff MGMT YES FOR FOR

1.02 Elect Samuel L. Kaplan MGMT YES FOR FOR

1.03 Elect Frank L. Sims MGMT YES FOR FOR

2.00 Add Shares to Stock Option Plan MGMT YES AGNST AGNST
Amend Stock Option Plan

3.00 Ratify Selection of Auditors MGMT YES FOR FOR

PNC Financial Services Group PNC 693475105 4/27/04 Annual

1.01 Elect Paul W. Chellgren MGMT YES FOR FOR

1.02 Elect Robert N. Clay MGMT YES FOR FOR

1.03 Elect J. Gary Cooper MGMT YES FOR FOR

1.04 Elect George A. Davidson Jr. MGMT YES FOR FOR

1.05 Elect Richard B. Kelson MGMT YES FOR FOR

1.06 Elect Bruce C. Lindsay MGMT YES FOR FOR

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1.07 Elect Anthony A. Massaro MGMT YES FOR FOR
1.08 Elect Thomas H. O'Brien MGMT YES FOR FOR
1.09 Elect Jane G. Pepper MGMT YES FOR FOR
1.10 Elect James E. Rohr MGMT YES FOR FOR
1.11 Elect Lorene K. Steffes MGMT YES FOR FOR
1.12 Elect Dennis F. Strigl MGMT YES FOR FOR
1.13 Elect Stephen G. Thieke MGMT YES FOR FOR
1.14 Elect Thomas J. Usher MGMT YES FOR FOR
1.15 Elect Milton A. Washington MGMT YES FOR FOR
1.16 Elect Helge H. Wehmeier MGMT YES FOR FOR

Prosperity Bancshares PRSP 743606105 4/20/04 Annual

1.01 Elect Charles A. Davis Jr. MGMT YES FOR FOR
1.02 Elect Ned S. Holmes MGMT YES FOR FOR
1.03 Elect Tracy T. Rudolph MGMT YES FOR FOR
1.04 Elect David Zalman MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

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Provident Bankshares PBKS 743859100 4/21/04 Annual

1.01 Elect Melvin A. Bilal MGMT YES FOR FOR
1.02 Elect Ward B. Coe III MGMT YES FOR FOR
1.03 Elect William J. Crowley, Jr MGMT YES FOR FOR
1.04 Elect Gary N. Geisel MGMT YES FOR FOR
1.05 Elect Bryan J. Logan MGMT YES FOR FOR
1.06 Elect Frederick W. Meier Jr. MGMT YES FOR FOR
2.00 Approve Merger/Acquisition MGMT YES FOR FOR
Approve Common Stock Issuance
3.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
4.00 Ratify Selection of Auditors MGMT YES FOR FOR

Prudential Financial Inc PRU 744320102 6/8/04 Annual

1.01 Elect Arthur F. Ryan MGMT YES FOR FOR
1.02 Elect W. Gaston Caperton III MGMT YES FOR FOR
1.03 Elect Gilbert F. Casellas MGMT YES FOR FOR
1.04 Elect Karl J. Krapek MGMT YES FOR FOR
1.05 Elect Ida F. S. Schmertz MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Limit or End Charitable Giving SHLDR YES ABSTAIN AGNST
4.00 Repeal Classified Board SHLDR YES FOR AGNST

S&T Bancorp STBA 783859101 4/19/04 Annual

1.01 Elect Thomas A. Brice MGMT YES FOR FOR
1.02 Elect James L. Carino MGMT YES FOR FOR
1.03 Elect Jeffrey D. Grube MGMT YES FOR FOR
1.04 Elect Joseph A. Kirk MGMT YES FOR FOR
1.05 Elect James C. Miller MGMT YES FOR FOR

Sandy Spring Bancorp SASR 800363103 4/21/04 Annual

1.01 Elect Solomon Graham MGMT YES FOR FOR
1.02 Elect Gilbert L. Hardesty MGMT YES FOR FOR
1.03 Elect Charles F. Mess MGMT YES FOR FOR
1.04 Elect Lewis R. Schumann MGMT YES FOR FOR
1.05 Elect W. Drew Stabler MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Sky Financial Group SKYF 83080P103 4/21/04 Annual

1.01 Elect Fred H. Johnson III MGMT YES FOR FOR
1.02 Elect James C. McBane MGMT YES FOR FOR

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1.03 Elect Gerard P. Mastroianni MGMT YES FOR FOR
1.04 Elect Robert E. Spitler MGMT YES FOR FOR
1.05 Elect Joseph N. Tosh II MGMT YES FOR FOR
2.00 Increase Authorized Common Stock MGMT YES FOR FOR
3.00 Adopt Stock Award Plan MGMT YES AGNST AGNST

SouthTrust SOTR 844730101 4/21/04 Annual

1.01 Elect Carl F. Bailey MGMT YES FOR FOR
1.02 Elect John M. Bradford MGMT YES FOR FOR
1.03 Elect William C. Hulsey MGMT YES FOR FOR
1.04 Elect Wallace D. Malone Jr. MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Reapprove Option/Bonus Plan for OBRA MGMT YES FOR FOR
4.00 Adopt Stock Option Plan MGMT YES AGNST AGNST

Southwest Bancorporation of Texas SWBT 84476R109 5/5/04 Annual

1.01 Elect Ernest H. Cockrell MGMT YES FOR FOR
1.02 Elect Fred R. Lummis MGMT YES FOR FOR
1.03 Elect Paul B. Murphy Jr. MGMT YES FOR FOR
1.04 Elect Thomas F. Soriero MGMT YES FOR FOR
2.00 Amend Deferred Compensation Plan MGMT YES FOR FOR
3.00 Adopt Stock Option Plan MGMT YES AGNST AGNST

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4.00 Ratify Selection of Auditors MGMT YES FOR FOR

Sovereign Bancorp SOV 845905108 4/22/04 Annual

1.01 Elect Andrew C. Hove Jr. MGMT YES FOR FOR
1.02 Elect Daniel K. Rothermel MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Increase Authorized Common Stock MGMT YES FOR FOR
4.00 Adopt Stock Option Plan MGMT YES FOR FOR
Amend Employee Stock Purchase Plan
5.00 Adopt Deferred Compensation Plan MGMT YES FOR FOR

Summit Bancshares SBIT 866011109 4/20/04 Annual

1.01 Elect Elliott S. Garsek MGMT YES FOR FOR
1.02 Elect Ronald J. Goldman MGMT YES FOR FOR
1.03 Elect F.S. Gunn MGMT YES FOR FOR
1.04 Elect Robert L. Herchert MGMT YES FOR FOR
1.05 Elect Jay J. Lesok MGMT YES FOR FOR
1.06 Elect William W. Meadows MGMT YES WHOLD AGNST
1.07 Elect James L. Murray MGMT YES FOR FOR
1.08 Elect Phlip E. Norwood MGMT YES FOR FOR
1.09 Elect Byron B. Searcy MGMT YES FOR FOR
1.10 Elect Roderick D. Stepp MGMT YES WHOLD AGNST

SunTrust Banks STI 867914103 4/20/04 Annual

1.01 Elect J. Hicks Lanier MGMT YES FOR FOR
1.02 Elect Larry L. Prince MGMT YES FOR FOR
1.03 Elect Frank S. Royal M.D. MGMT YES FOR FOR
1.04 Elect Robert M. Beall II MGMT YES FOR FOR
1.05 Elect Jeffrey C. Crowe MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Adopt Stock Option Plan MGMT YES AGNST AGNST

Superior Financial SUFI 868161100 8/7/03 Special

1.00 Approve Merger/Acquisition MGMT YES FOR FOR

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Synovus Financial SNV 87161C105 4/22/04 Annual
1.01 Elect James H. Blanchard MGMT YES FOR FOR
1.02 Elect C. Edward Floyd MGMT YES FOR FOR
1.03 Elect Gardiner W. Garrard Jr. MGMT YES FOR FOR
1.04 Elect V. Nathaniel Hansford MGMT YES FOR FOR
1.05 Elect Alfred W. Jones III MGMT YES FOR FOR
1.06 Elect H. Lynn Page MGMT YES FOR FOR
1.07 Elect James D. Yancey MGMT YES FOR FOR
1.08 Elect Frank W. Brumley MGMT YES FOR FOR
1.09 Elect Elizabeth W. Camp MGMT YES FOR FOR
1.10 Elect T. Michael Goodrich MGMT YES FOR FOR
1.11 Elect J. Neal Purcell MGMT YES FOR FOR
1.12 Elect William B. Turner MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Taylor Capital Group TAYC 876851106 6/17/04 Annual
1.01 Elect Edward T. McGowan MGMT YES FOR FOR
1.02 Elect Shepherd G. Pryor, IV MGMT YES FOR FOR
1.03 Elect Mark L. Yeager MGMT YES FOR FOR

TCF Financial TCB 872275102 4/28/04 Annual
1.01 Elect Luella Gross Goldberg MGMT YES FOR FOR
1.02 Elect George G. Johnson MGMT YES FOR FOR
1.03 Elect Lynn A. Nagorske MGMT YES FOR FOR
1.04 Elect Ralph Strangis MGMT YES FOR FOR
2.00 Reapprove Option/Bonus Plan for OBRA MGMT YES FOR FOR
3.00 Extend Term of Stock Option Plan MGMT YES FOR FOR
4.00 Reapprove Option/Bonus Plan for OBRA MGMT YES FOR FOR

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5.00 Ratify Selection of Auditors MGMT YES FOR FOR

TriCo Bancshares TCBK 896095106 5/4/04 Annual
1.01 Elect William J. Casey MGMT YES FOR FOR
1.02 Elect Donald J. Amaral MGMT YES FOR FOR
1.03 Elect Craig S. Compton MGMT YES FOR FOR
1.04 Elect John S.A. Hasbrook MGMT YES FOR FOR
1.05 Elect Michael W. Koehnen MGMT YES FOR FOR
1.06 Elect Wendell J. Lundberg MGMT YES FOR FOR
1.07 Elect Donald E. Murphy MGMT YES FOR FOR
1.08 Elect Steve G. Nettleton MGMT YES FOR FOR
1.09 Elect Richard P. Smith MGMT YES FOR FOR
1.10 Elect Carroll R. Taresh MGMT YES FOR FOR
1.11 Elect Alex A. Vereschagin MGMT YES FOR FOR
2.00 Increase Authorized Common Stock MGMT YES FOR FOR
3.00 Add Shares to Stock Option Plan MGMT YES AGNST AGNST
4.00 Ratify Selection of Auditors MGMT YES FOR FOR

U.S. Bancorp USB 902973304 4/20/04 Annual
1.01 Elect Victoria B. Gluckman MGMT YES FOR FOR
1.02 Elect Arthur D. Collins Jr. MGMT YES FOR FOR
1.03 Elect Jerry W. Levin MGMT YES FOR FOR
1.04 Elect Thomas E. Petry MGMT YES FOR FOR
1.05 Elect Richard G. Reiten MGMT YES WHOLD AGNST
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Implement Executive Compensation Plan SHLDR YES AGNST FOR
4.00 Approve Extra Benefits Under Serps SHLDR YES AGNST FOR
5.00 Eliminate Supermajority Provision SHLDR YES FOR AGNST

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UCBH Holdings UCBH 90262T308 4/29/04 Annual

- 1.01 Elect Anthony Y. Chan MGMT YES FOR FOR
- 1.02 Elect Joseph J. Jou MGMT YES FOR FOR
- 1.03 Elect Godwin Wong MGMT YES FOR FOR
- 1.04 Elect Thomas S. Wu MGMT YES FOR FOR
- 2.00 Approve Non-Technical Charter Amendments MGMT YES FOR FOR
- 3.00 Ratify Selection of Auditors MGMT YES FOR FOR

Umpqua Holdings UMPQ 904214103 4/29/04 Annual

- 1.01 Elect David B. Frohnmayer` MGMT YES FOR FOR
- 1.02 Elect Dan Giustina MGMT YES FOR FOR
- 1.03 Elect William Lansing MGMT YES FOR FOR
- 1.04 Elect Diana E. Goldschmidt MGMT YES FOR FOR
- 1.05 Elect Gary M. DeStefano MGMT YES FOR FOR
- 1.06 Elect Katherine Keene MGMT YES FOR FOR

Union Planters Corp UPC 908068109 6/8/04 Annual

- 1.00 Approve Merger/Acquisition MGMT YES FOR FOR
- 2.01 Elect Albert M. Austin MGMT YES FOR FOR
- 2.02 Elect George W. Bryan MGMT YES FOR FOR
- 2.03 Elect Robert R. Waller MGMT YES FOR FOR
- 2.04 Elect Spence L. Wilson MGMT YES FOR FOR
- 3.00 Ratify Selection of Auditors MGMT YES FOR FOR
- 4.00 Adjourn Meeting MGMT YES FOR FOR
- 5.00 Restrict Executive Compensation SHLDR YES AGNST FOR

Univest Corporation of Pennsylvania 915271100 4/13/04 Annual

- 1.01 Elect Director Nominee - James L. Bergey MGMT YES FOR FOR
- 1.02 Elect Director Nominee - Charles H. Hoeflich MGMT YES FOR FOR
- 1.03 Elect Director Nominee - John U. Young MGMT YES FOR FOR
- 1.04 Elect Director Nominee - Richard W. Godshall MGMT YES FOR FOR
- 1.05 Elect Director Nominee - Margaret K. Zook MGMT YES FOR FOR
- 1.06 Elect Director Nominee - William G. Morral MGMT YES FOR FOR

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Valley National Bancorp VLY 919794107 4/7/04 Annual

- 1.01 Elect Andrew B. Abramson MGMT YES FOR FOR
- 1.02 Elect Pamela Bronander MGMT YES FOR FOR
- 1.03 Elect Joseph Coccia Jr. MGMT YES FOR FOR
- 1.04 Elect Eric P. Edelstein MGMT YES FOR FOR
- 1.05 Elect Mary J. Guilfoile MGMT YES FOR FOR
- 1.06 Elect H. Dale Hemmerdinger MGMT YES FOR FOR
- 1.07 Elect Graham O. Jones MGMT YES WHOLD AGNST
- 1.08 Elect Walter H. Jones III MGMT YES FOR FOR
- 1.09 Elect Gerald Korde MGMT YES FOR FOR
- 1.10 Elect Gerald H. Lipkin MGMT YES FOR FOR
- 1.11 Elect Robinson Markel MGMT YES FOR FOR
- 1.12 Elect Robert E. McEntee MGMT YES FOR FOR
- 1.13 Elect Richard S. Miller MGMT YES FOR FOR
- 1.14 Elect Barnett Rukin MGMT YES FOR FOR
- 1.15 Elect Peter Southway MGMT YES FOR FOR
- 1.16 Elect Leonard J. Vorchheimer MGMT YES FOR FOR
- 2.00 Approve Other Business MGMT YES FOR FOR

Wachovia WB 929903102 4/20/04 Annual

- 1.01 Elect James S. Balloun MGMT YES FOR FOR
- 1.02 Elect John T. Casteen III MGMT YES FOR FOR
- 1.03 Elect Joseph Neubauer MGMT YES FOR FOR

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1.04 Elect Lanty L. Smith MGMT YES FOR FOR
1.05 Elect Dona Davis Young MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Double Board Nominees SHLDR YES AGNST FOR
4.00 Review Political Spending SHLDR YES ABSTAIN AGNST
5.00 Independent Board Chairman SHLDR YES AGNST FOR

Washington Mutual WM 939322103 4/20/04 Annual

1.01 Elect Anne V. Farrell MGMT YES FOR FOR
1.02 Elect Stephen E. Frank MGMT YES FOR FOR
1.03 Elect Margaret G. Osmer-McQuade MGMT YES FOR FOR
1.04 Elect William D. Schulte MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR
3.00 Implement Executive Compensation Plan SHLDR YES AGNST FOR

Webster Financial WBS 947890109 4/22/04 Annual

1.01 Elect Directors MGMT YES FOR FOR
1.02 Elect Directors MGMT YES FOR FOR
1.03 Elect Directors MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Wells Fargo WFC 949746101 4/27/04 Annual

1.01 Elect John A. Blanchard III MGMT YES FOR FOR
1.02 Elect Susan E. Engel MGMT YES FOR FOR
1.03 Elect Enrique Hernandez Jr. MGMT YES FOR FOR
1.04 Elect Robert L. Joss MGMT YES FOR FOR
1.05 Elect Reatha Clark King MGMT YES FOR FOR
1.06 Elect Richard M. Kovacevich MGMT YES FOR FOR
1.07 Elect Richard D. McCormick MGMT YES FOR FOR
1.08 Elect Cynthia H. Milligan MGMT YES FOR FOR
1.09 Elect Philip J. Quigley MGMT YES FOR FOR
1.10 Elect Donald B. Rice MGMT YES FOR FOR
1.11 Elect Judith M. Runstad MGMT YES FOR FOR
1.12 Elect Stephen W. Sanger MGMT YES FOR FOR
1.13 Elect Susan G. Swenson MGMT YES FOR FOR
1.14 Elect Michael W. Wright MGMT YES FOR FOR
2.00 Approve Savings Plan MGMT YES FOR FOR
3.00 Ratify Selection of Auditors MGMT YES FOR FOR
4.00 Expense Stock Options SHLDR YES AGNST FOR
5.00 Restrict Executive Compensation SHLDR YES AGNST FOR

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6.00 Link Executive Pay to Social Criteria SHLDR YES AGNST FOR
7.00 Review Political Spending SHLDR YES ABSTAIN AGNST

West Coast Bancorp WCBO 952145100 4/20/04 Annual

1.01 Elect Lloyd D. Ankeny MGMT YES FOR FOR
1.02 Elect Michael J. Bragg MGMT YES FOR FOR
1.03 Elect Jack E. Long MGMT YES FOR FOR
1.04 Elect Duane C. McDougall MGMT YES FOR FOR
1.05 Elect Steven J. Oliva MGMT YES FOR FOR
1.06 Elect J. F. Ouderkirk MGMT YES FOR FOR
1.07 Elect Steven N. Spence MGMT YES FOR FOR
1.08 Elect Robert D. Sznawajs MGMT YES FOR FOR
1.09 Elect David J. Truitt MGMT YES FOR FOR
1.10 Elect Nancy A. Wilgenbusch MGMT YES FOR FOR
2.00 Add Shares to Stock Option Plan MGMT YES AGNST AGNST
3.00 Ratify Selection of Auditors MGMT YES FOR FOR

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Whitney Holding WTNV 966612103 4/28/04 Annual
1.01 Elect Kathryn M. Sullivan MGMT YES FOR FOR
1.02 Elect Harry J. Blumenthal Jr. MGMT YES WHOLD AGNST
1.03 Elect Joel B. Bullard Jr. MGMT YES FOR FOR
1.04 Elect Angus R. Cooper II MGMT YES FOR FOR
2.00 Adopt Stock Option Plan MGMT YES AGNST AGNST
3.00 Repeal Fair Price Provision SHLDR YES AGNST FOR

Wilmington Trust WL 971807102 4/15/04 Annual
1.01 Elect Charles S. Crompton Jr. MGMT YES FOR FOR
1.02 Elect R. Keith Elliott MGMT YES FOR FOR
1.03 Elect Stacey J. Mobley MGMT YES FOR FOR
1.04 Elect H. Rodney Sharp III MGMT YES FOR FOR
2.00 Adopt Employee Stock Purchase Plan MGMT YES FOR FOR
3.00 Approve Annual Bonus Plan MGMT YES FOR FOR

XL Capital Ltd. XL G98255105 4/30/04 Annual
1.01 Elect John Loudon MGMT YES FOR FOR
1.02 Elect Robert S. Parker MGMT YES FOR FOR
1.03 Elect Alan Z. Senter MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Yardville National Bancorp YANB 985021104 6/3/04 Annual
1.01 Elect Elbert G. Basolis Jr. MGMT YES FOR FOR
1.02 Elect Anthony M. Giampetro MGMT YES FOR FOR
1.03 Elect Patrick M. Ryan MGMT YES FOR FOR
1.04 Elect Martin Tuchman MGMT YES FOR FOR
1.05 Elect F. Kevin Tylus MGMT YES FOR FOR
1.06 Elect Samuel D. Marrazzo MGMT YES FOR FOR

Zions Bancorporation ZION 989701107 4/30/04 Annual
1.01 Elect Roger B. Porter MGMT YES FOR FOR
1.02 Elect L. E. Simmons MGMT YES FOR FOR
1.03 Elect Steven C. Wheelwright MGMT YES FOR FOR
2.00 Ratify Selection of Auditors MGMT YES FOR FOR

Any ballot marked 'Abstain' is considered to have been voted. Ballots marked 'Abstain' are considered to be have been voted against management's recommendation, regardless of whether the recommendation is 'For' or 'Against,' except where management has made no recommendation or has recommended that shareholders 'Abstain.' Where management has recommended that shareholders 'Abstain' from voting on a ballot item: 1) a ballot marked 'Abstain' is considered to have been voted for management's recommendation to 'Abstain' and 2) a ballot voted 'For' or 'Against' is considered to have been voted against management's recommendation to 'Abstain.'

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Where management has made no recommendation on a ballot item, the abbreviation "N/A" is used to denote that there is no applicable recommendation compared to which a vote may be 'For' or 'Against' the recommendation of management.

SIGNATURES:

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.

Bank and Thrift Opportunity Fund

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(Registrant)

By _____
(Signature & Title)

Date _____