

FIRST OPPORTUNITY FUND INC  
Form N-PX  
August 31, 2012

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, 2011 – June 30, 2012

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, 2011 to June 30, 2012

First Opportunity Fund, Inc.  
 Reporting Period: 07/01/11 to 06/30/12

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
First Opportunity Fund, Inc.	ICBN	44923M103	7/21/2011	5/23/2011	1	Election of eight (8) Directors	Issuer	Yes	For
					2	Shareholder advisory (non-binding) vote on executive compensation approving an advisory (non-binding) proposal to ratify the compensation of its executive officers	Issuer	Yes	For
					3	Other business to transact such other business as may properly come before the meeting and at any adjournment or adjournments thereof	Issuer	Abstain	Abstain
New England Bancshares, Inc.	NEBS	643863202	8/11/2011	6/12/2011	1	Election of Five (5) Directors	Issuer	Yes	For
					2	The ratification of the appointment of Shatwell, Macleod & Company PC as independent auditors of New England Bancshares, Inc. for the fiscal year ending March 31, 2012	Issuer	Yes	For
Colonial Financial Services, Inc.	COBK	19566B101	8/18/2011	6/30/2011	1	Election of Two (2) Directors	Issuer	Yes	For
					2	The ratification of Parentbeard LLC as the company's independent registered public accounting firm for the year ending December 31, 2011	Issuer	Yes	For
					3	The approval of the Colonial Financial Services, Inc. 2011 equity incentive plan	Issuer	Yes	For
Bankshares	KTHN	485835102	9/12/2011	8/3/2011	1	To amend the articles of incorporation to authorize a total of 30,000 shares of preferred stock.	Issuer	Yes	For

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y Group, Inc.	336312103	9/13/2011	7/25/2011	1	Election of seven (7) directors	Issuer	Yes	For	
				2	Authority to adopt a non-binding resolution approving the compensation of First Security's executives as disclosed under the federal securities laws.	Issuer	Yes	For	
				3	Authority to adopt an amendmet to First Security's articles of incorporation that would effect a one for ten (10) reverse stock split of First Security's common stock	Issuer	Yes	For	
				4	Authority to ratify the appointment of Crowe Harwath LLP, as the independent registered accounting firm for First Security for the fiscal year ending December 31, 2011	Issuer	Yes	For	
ncial	CLFC	15146E102	9/21/2011	8/1/2011	1	To approve and adopt the agreement and plan of merger dated December 9, 2010 between Nara Bancorp, Inc. and the company providing for the merger of the company with and into Nara Bancorp, Inc. as described in the proxy statement	Issuer	Yes	For
					2	Election of seven (7) directors	Issuer	Yes	For
					3	Ratify the appointment of KPMG LLP as the independent registered public accounting firm of the company for the year ending December 31, 2011 as described in the proxy statement	Issuer	Yes	For
					4	To approve on an advisory an non-binding basis the compensation paid to the company's number executive officers as described in the proxy statement	Issuer	Yes	For
					5	To adjourn the meeting to a later date or dates if necessary or appropriate in the judgment of the board of directors to permit further solicitation of additional proxies in the event there are not sufficient votes at the time of the meeting to approve the meters to be considered by the shareholders at the meeting	Issuer	Abstain	Abstain
inancial	BYFC	111444105	9/21/2011	8/9/2011	1	Election of three (3) directors	Issuer	Yes	For
					2		Issuer	Yes	For

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						Ratification of appointment of Crowe Horwath LLP as the independent registered public accounting firm of Broadway Financial Corporation for the year ending December 31, 2011			
				3		Nonbinding proposal to approve executive compensation as described in the annual meeting proxy statement	Issuer	Yes	For
gs Ltd.	R6F	G7368R104	9/28/2011	7/27/2011	1	Authorize consolidation of Ram Holdings Ltd's issued common shares all as more fully described in the proxy statement	Issuer	Yes	For
				2		To authorize amendments to the bye-laws of Ram Holdings Ltd per the text of proposed amendments in the proxy statement	Issuer	Yes	For
				3		To authorize the issue of bonus shares of each holder of a fraction of a Ram Holdings Ltd. common share.	Issuer	Yes	For
				4		To authorize the change of name of Ram Holdings Ltd from Ram Holdings Ltd to American Oversea Group Limited.	Issuer	Yes	For
				5		Election of five (5) directors	Issuer	Yes	For
				6		To appoint Deloitte & Touche Ltd, Hamilton, Bermuda to act as the independent auditor of Ram Holdings Ltd.	Issuer	Yes	For
				7a		Authorize the change of name of Ram Reinsurance Company Ltd. to American Overseas Reinsurance Company Ltd.	Issuer	Yes	For
				7b1		Authorization of election of director of Ram Reinsurance Company Ltd. Edward Bader	Issuer	Yes	For
				7b2		Authorization of election of director of Ram Reinsurance Company Ltd. Clement S. Dwyer Jr.	Issuer	Yes	For
				7b3		Authorization of election of director of Ram Reinsurance Company Ltd. Debra J. Roberts	Issuer	Yes	For
				7b4		Authorization of election of director of Ram Reinsurance Company Ltd. David K. Steel	Issuer	Yes	For
				7b5		Authorization of election of director of Ram Reinsurance Company Ltd. Stephen J. Tynan	Issuer	Yes	For

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					7c	Authorize the appointment of Deloitte & Touche Ltd, Hamilton, Bermuda to act as the independent auditor of Ram Holdings Ltd.	Issuer	Yes	For
					7d	To authorize that the presentation of financial statements of Ram re, together with an auditor's report thereon, be waived. *note* such other business as may properly come before the meeting or nay adjourment thereof.	Issuer	Yes	Against
cial, Inc.	RYFL	78027P109	9/28/2011	8/1/2011	1	Election of two (2) directors	Issuer	Yes	For
					2	Proposal to ratify the appointment of Crowe Horwath LLP as the company's independent accountants for the fiscal year ending June 30, 2012	Issuer	Yes	For
ncshares, Inc	JFBI	472375104	10/27/2011	8/26/2011	1	Directors recommend: A vote for election of the following nominees: 01-William T. Hale	Issuer	Yes	For
					2	The ratification of Craine, Thompson & Jones, P.C. as the independent registered public accounting firm for the fiscal year ending June 30, 2012	Issuer	Yes	For
ncshares Inc.			10/27/2011	9/20/2011	1	The election of the following Directors to serve on the Board of Directors of Bancshares for the ensuing year or until their successors are duly elected and qualified: 01 Gary D. Anderson, 02 Edmund F. Conroy, 03 John D. DeDoncker, 04 Elizabeth Eagle Teros, 05, Perry B. Hansen, 06 Douglas M. Kratz, 07 Francis P. McCarthy, 08 Daniel L. Westrope	Issuer	Yes	For
					2	Approval of the Articles of Amendment to the Amended and Restated Articles of Incorporation of Bancshares to increase the authorized number of shares of common stock.	Issuer	Yes	For
					3	Approval of the Articles of Amendment to the Amended and Restated Articles of Incorporation of Bancshares to provide for a	Issuer	Yes	For

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					1-for-15 reverse stock split.				
oration	HRS	413875105	10/28/2011	8/31/2011	1	Election of Director:	Issuer	Yes	For
						1A - Election of Director: Howard L. Lance	Issuer	Yes	For
						1B - Election of Director: Thomas A. Dattilo	Issuer	Yes	For
						1C - Election of Director: Terry D. Growcock	Issuer	Yes	For
						1D - Election of Director: Lewis Hay III	Issuer	Yes	For
						1E - Election of Director: Karen Katen	Issuer	Yes	For
						1F - Election of Director: Stephen P. Kaufman	Issuer	Yes	For
						1G - Election of Director: Leslie F. Kenne	Issuer	Yes	For
						1H - Election of Director: David B. Rickard	Issuer	Yes	For
						1I - Election of Director: James C. Stoffel	Issuer	Yes	For
						1J - Election of Director: Gregory T. Swienton	Issuer	Yes	For
						1K - Election of Director: Hansel E. Tookes II	Issuer	Yes	For
					2	Advisory vote on executive compensation.	Issuer	Yes	Against
					3	Advisory vote on frequency of future advisory votes on executive compensation.	Issuer	Yes	1 yr
					4	Ratification of appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal year 2012	Holder	Yes	For
					5	Shareholder proposal requesting approval of an amendment to our by-laws to require an independent chairman of the board.		Yes	Against
rp Inc.	ECBE	268253101	10/12/2011	8/19/2011	1	Proposal to amend the company's articles of incorporation to increase the number of authorized shares of the company's common stock from 10,000,000 to 50,000,000.	Issuer	Yes	For
					2	Proposal to amend the company's articles of incorporation to authorize a new class of mandatory convertible non-voting common stock.	Issuer	Yes	For
					3	Proposal to approve for purposes of NASDAQ stock market rule 5635,	Issuer	Yes	For

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						the issuance of shares of the company's common stock to certain institutions investors in a private placement offering pursuant to the terms of a securities purchase agreement, dated as of June 30, 2011 and amended and restated as of September 9, 2011, and related documents.			
					4	Approval of the ECB Bancorp, Inc. 2011 Equity plan.	Issuer	Yes	For
					5	Proposal to grant the company management the discretionary authority to adjourn the special meeting of shareholders to solicit additional proxies in the event there are insufficient votes to approve the forgoing proposals.	Issuer	Abstain	Abstain
eral	GCF	15346Q103	10/20/2011	9/9/2011	1	To approve an amendment to our certificate of incorporation, as amended to increase the number of authorized shares of common stock from 12 million to 50 million.	Issuer	Yes	For
					2	To approve the issuance and sale of a number of shares of common stock equal to more than 20% of our outstanding common stock in accordance with the terms of the standby purchase agreements between the company and the standby purchasers.	Issuer	Yes	For
					3	To approve a proposal to grant discretionary authority to the company's board of directors to amend our certificate of incorporation, as amended, to affect a reverse stock split of the company's common stock in a specific ratio ranging from 1-for-2 to 1-for-5, as selected by the company's board of directors.	Issuer	Yes	For
					4	To approve an adjournment of the special meeting, if necessary to solicit additional proxies if there are not sufficient votes at the time of special meeting to approve proposals 1, 2 or 3.	Issuer	Abstain	Abstain
orp Montana,	EBMT	26942G100	10/20/2011	9/6/2011	1	Directors recommend a vote for election of the following nominees:	Issuer	Yes	For

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				01-Larry A. Dreyer, 02-Lynn E. Dickey.				
				2	Approval of the Eagle Bancorp Montana, Inc. 2011 stock incentive plan for directors, officers and employees.	Issuer	Yes	For
				3	Ratification of the appointment of Davis, Kinard & Co., P.C. as Eagle Bancorp Montans Inc.'s independent auditors for the fiscal year ending June 30, 2012.	Issuer	Yes	For
corp, Inc.	146875109	10/25/2011	9/6/2011	1	Election of directors to a three year term. Nominees: (01) Mr. Robert Holland, Jr. (02) Ms. Janet L. Rolle.	Issuer	Yes	For
				2	Ratification of the appointment of KPMG LLP as independent auditors for the fiscal year ending March 31, 2012.	Issuer	Yes	For
				3	Non-binding shareholder vote to approve the compensation of named executive officers.	Issuer	Yes	For
				4	Approve an amendment to the Certificate of Incorporation to effect a reverse stock split pursuant to which each 15 shares of Carver's outstanding common stock will be converted into one share of common stock in the manner described in the prozy statement.	Issuer	Yes	For
				5	Approve an amendment to the Certificate of Incorporation to increase the number of shares of authorized common stock from 10,000,000 to 150,000,000 (if proposal 4 is approved, the amendment set forth in Proposal 5 will not be effected, even if proposal 5 is approved).	Issuer	Yes	For
				6	Approve the conversion of 55,000 shares of Series C Preffered Stock into 18,154,526 shares of common stock (or into 1,210,302 shares of common stock if Proposal 4 is approved) and 45,104 shares of series D Preferred Stock.	Issuer	Yes	For
				7	Approve the issuance of up to 45,104 shares of Series D Preferred Stock.	Issuer	Yes	For
				8	Approve the subsequent conversion of up to 45,104 shares of Series D	Issuer	Yes	For



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						Preferred Stock into up to 82,744,450 shares of common stock in the event of certain transfers (or into 5,516,297 shares of common stock if Proposal 4 is approved).			
					9	Approve the exchange of 18,980 shares of Series B Preferred Stock	Issuer	Yes	For
					10	Approve an amendment to the Certificate of Incorporation that will permit the United States Department of the Treasury to vote shares of common stock in excess of 10% of Carver's outstanding common stock.	Issuer	Yes	For
ancorp, Inc.	HBNK	40867E107	11/1/2011	9/16/2011	1	Directors recommend: A vote for election of the following nominees: 01-Stanley Kowalski, Jr., 02-Mary Ellen Scott, 03-Stuart F. Young, Jr.	Issuer	Yes	For
					2	To ratify the appointment of Wolf & Company, P.C. as the company's independent auditors for the year ending June 30, 2011.	Issuer	Yes	For
corp Inc.		50254101	11/15/2011	9/27/2011	1	Directors recommend: A vote for election of the following nominees: 01-M. Kelley Matzen, 02-Allen T. Sterling, 03-Philip R. St. Pierre	Issuer	Yes	For
					2	THE RATIFICATION OF BERRY DUNN AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2012.	Issuer	Yes	For
shares, Inc.	OSBK	68764U106	11/16/2011	10/7/2011	1	Directors recommend: A vote for election of the following nominees: 01-Mark A. Formby	Issuer	Yes	For
financial nc.	PROV	743868101	11/29/2011	10/14/2011	1	Directors recommend: A vote for election of the following nominees: 01-Craig G. Blunden, 02-Roy H. Taylor	Issuer	Yes	For
					2	AN ADVISORY (NON-BINDING) VOTE TO APPROVE OUR EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.	Issuer	Yes	For
					3	AN ADVISORY (NON-BINDING) VOTE ON WHETHER AN ADVISORY VOTE ON	Issuer	Yes	1 yr

					EXECUTIVE COMPENSATION SHOULD BE HELD EVERY ONE, TWO OR THREE YEARS.				
				4	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR PROVIDENT FINANCIAL HOLDINGS, INC. FOR THE FISCAL YEAR ENDING JUNE 30, 2012.	Issuer	Yes	For	
p, Inc.	STBC	855716106	12/5/2011	10/21/2011	1	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER DATED AS OF APRIL 28, 2011 BETWEEN VALLEY NATIONAL BANCORP AND STATE BANCORP, INC. PURSUANT TO WHICH STATE BANCORP WILL MERGE WITH AND INTO VALLEY NATIONAL BANCORP.	Issuer	Yes	For
				2	APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF STATE BANCORP BASED ON OR RELATED TO THE MERGER AND THE AGREEMENTS AND UNDERSTANDINGS CONCERNING SUCH COMPENSATION.	Issuer	Yes	For	
				3	AUTHORIZATION OF THE BOARD OF DIRECTORS, IN ITS DISCRETION, TO ADJOURN OR POSTPONE THE SPECIAL MEETING, INCLUDING, WITHOUT LIMITATION, ON A MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT OR VOTE ON OTHER MATTERS PROPERLY BEFORE THE SPECIAL MEETING.	Issuer	Abstain	Abstain	

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nkshares	18535104	12/7/2011	10/24/2011	1	Directors recommend: A vote for election of the following nominees: 01-Lawrence N. Grant#, 02-Serina Moy#, 03-Robert C. Kovatik, Jr.*	Issuer	Yes	For
				2	TO RATIFY THE APPOINTMENT OF YOUNT, HYDE & BARBOUR, P.C., AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Issuer	Yes	For
PAC REAL D COM	RIF 76970B101	12/13/2011	10/24/2011	1	TO APPROVE THE ISSUANCE OF COMMON SHARES OF RMR ASIA PACIFIC REAL ESTATE FUND ("RAP") IN CONNECTION WITH AN AGREEMENT AND PLAN OF REORGANIZATION PROVIDING FOR THE REORGANIZATION OF RMR REAL ESTATE INCOME FUND WITH AND INTO RAP.	Issuer	Yes	For
				2	TO APPROVE CHANGES TO THE FUNDAMENTAL INVESTMENT OBJECTIVES AND RESTRICTIONS OF RAP.	Issuer	Yes	For
				3	TO APPROVE A NEW INVESTMENT ADVISORY CONTRACT BETWEEN RAP AND RMR ADVISORS, INC.	Issuer	Yes	For
				4	Election of Director: John L. Harrington	Issuer	Yes	For
N CO.	WAG 931422109	1/11/2012	11/14/2011	1	Election of 11 Directors:			
					1a. ELECTION OF DIRECTOR: DAVID J. BRAILER	Issuer	Yes	For
					1b. ELECTION OF DIRECTOR: STEVEN A. DAVIS	Issuer	Yes	For
					1c. ELECTION OF DIRECTOR: WILLIAM C. FOOTE	Issuer	Yes	For
					1d. ELECTION OF DIRECTOR: MARK P. FRISSORA	Issuer	Yes	For
					1e. ELECTION OF DIRECTOR: GINGER L. GRAHAM	Issuer	Yes	For
					1f. ELECTION OF DIRECTOR: ALAN G. MCNALLY	Issuer	Yes	For
					1g. ELECTION OF DIRECTOR: NANCY M. SCHLICHTING	Issuer	Yes	For
					1h. ELECTION OF DIRECTOR: DAVID Y. SCHWARTZ	Issuer	Yes	For

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					1i. ELECTION OF DIRECTOR: ALEJANDRO SILVA				
					1j. ELECTION OF DIRECTOR: JAMES A. SKINNER	Issuer	Yes	For	
					1k. ELECTION OF DIRECTOR: GREGORY D. WASSON	Issuer	Yes	For	
				2	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS WALGREEN CO.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For	
				3	APPROVAL OF THE WALGREEN CO. 2011 CASH-BASED INCENTIVE PLAN.	Issuer	Yes	For	
				4	ADVISORY VOTE ON THE APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For	
				5	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	1 yr	
				6	SHAREHOLDER PROPOSAL REGARDING AN EXECUTIVE EQUITY RETENTION POLICY.	Issuer	Yes	Against	
AL FEDERAL PFOH BANK	714273109	1/18/2012	11/25/2011	1	Election of 2 Directors:				
					1) JESSE L HENSON 2) HOBERT H NEISWANDER	Issuer	Yes	For	
				2	RATIFICATION OF THE APPOINTMENT OF CROWE HORWATH LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2012.	Issuer	Yes	For	
DERAL , INC.	HOME 43710G105	1/24/2012	11/29/2011	1	Election of Directors:				
					01- DANIEL L. STEVENS	Issuer	Yes	For	
					02- RICHARD J. NAVARRO	Issuer	Yes	For	
					03- BRAD J. LITTLE	Issuer	Yes	For	
				2	APPROVAL OF ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For	
				3	ADVISORY (NON-BINDING) VOTE ON HOW OFTEN STOCKHOLDERS SHALL VOTE	Issuer	Yes	1 yr	

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					ON EXECUTIVE COMPENSATION - EVERY ONE, TWO, OR THREE YEARS.				
				4	THE RATIFICATION OF THE APPOINTMENT OF CROWE HORWATH LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2012.	Issuer	Yes	For	
FEDERAL INC	MLVF	561410101	2/9/2012	12/27/2011	1	Election of Directors:			
					01- JOSEPH E. PALMER, JR.	Issuer	Yes	For	
					02- THERESE WOODMAN	Issuer	Yes	For	
					03- JOHN B. YERKES, JR.	Issuer	Yes	For	
				2	PROPOSAL TO RATIFY THE APPOINTMENT OF PARENTEBEARD LLC AS MALVERN FEDERAL BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2012.	Issuer	Yes	For	
BANCORP,	LBCP	53017Q102	2/15/2012	12/28/2011	1	Election of Directors:			
					01- DANIEL G. O'DELL	Issuer	Yes	For	
					02- STEVEN K. HAVENS	Issuer	Yes	For	
				2	PROPOSAL TO ADOPT AND APPROVE THE LIBERTY BANCORP, INC. 2012 EQUITY INCENTIVE PLAN.	Issuer	Yes	For	
				3	PROPOSAL TO RATIFY AND APPROVE THE SELECTION OF BKD, LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANT FOR THE YEAR ENDING SEPTEMBER 30, 2012.	Issuer	Yes	For	
	PKX	693483109	3/16/2012	12/30/2011	1	APPROVAL OF BALANCE SHEET (STATEMENTS OF FINANCIAL POSITION), STATEMENTS OF INCOME, AND STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS FOR THE 44TH FISCAL YEAR	Issuer	Yes	For
				2	PARTIAL AMENDMENTS TO ARTICLES OF	Issuer	Yes	For	

					INCORPORATION				
					3A1	ELECTION OF OUTSIDE DIRECTOR: HAN, JOON-HO	Issuer	Yes	For
					3A2	ELECTION OF OUTSIDE DIRECTOR: LEE, YOUNG-SUN	Issuer	Yes	For
					3A3	ELECTION OF OUTSIDE DIRECTOR: LEE, CHANG-HEE	Issuer	Yes	For
					3A4	ELECTION OF OUTSIDE DIRECTOR: JAMES B. BEMOWSKI	Issuer	Yes	For
					3B1	ELECTION OF AUDIT COMMITTEE MEMBER: LEE, YOUNG-SUN	Issuer	Yes	For
					3B2	ELECTION OF AUDIT COMMITTEE MEMBER: LEE, CHANG-HEE	Issuer	Yes	For
					3C1	ELECTION OF INSIDE DIRECTOR: CHUNG, JOON-YANG	Issuer	Yes	For
					3C2	ELECTION OF INSIDE DIRECTOR: PARK, HAN-YONG	Issuer	Yes	For
					3C3	ELECTION OF INSIDE DIRECTOR: CHO, NOI-HA	Issuer	Yes	For
					3C4	ELECTION OF INSIDE DIRECTOR: PARK, KI-HONG	Issuer	Yes	For
					3C5	ELECTION OF INSIDE DIRECTOR: KIM, JOON-SIK	Issuer	Yes	For
					4	APPROVAL OF LIMITS OF TOTAL REMUNERATION FOR DIRECTORS	Issuer	Yes	For
					5	PAYMENT OF SPECIAL REMUNERATION FOR MERITORIOUS SERVICES TO THE LATE HONORARY CHAIRMAN PARK, TAE-JOON	Issuer	Yes	For
CONNECTICUT TRUST	CTBC	207546102	4/3/2012	2/9/2012	1	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 25, 2011, BY AND BETWEEN BERKSHIRE HILLS BANCORP, INC., BERKSHIRE BANK AND THE CONNECTICUT BANK AND TRUST COMPANY.	Issuer	Yes	For
					2	PROPOSAL TO APPROVE, BY NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR THE CONNECTICUT BANK AND	Issuer	Yes	For

					TRUST COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.			
				3	PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT.	Issuer	Abstain	Abstain
& N TION	CZNC	172922106	4/17/2012	2/21/2012	1	Election of Directors:		
					1) RAYMOND R. MATTIE	Issuer	Yes	For
					2) EDWARD H. OWLETT, III	Issuer	Yes	For
					3) JAMES E. TOWNER	Issuer	Yes	For
					4) C.H. UPDEGRAFF, JR.	Issuer	Yes	For
				2	RATIFICATION OF THE APPOINTMENT OF THE FIRM OF PARENTEBEARD LLC AS INDEPENDENT AUDITORS.	Issuer	Yes	For
ERVICE SE GROUP	PEG	744573106	4/17/2012	2/17/2012	1A	ELECTION OF DIRECTORS: ALBERT R. GAMPER, JR.		
					1B	ELECTION OF DIRECTORS: CONRAD K. HARPER		
					1C	ELECTION OF DIRECTORS: WILLIAM V. HICKEY		
					1D	ELECTION OF DIRECTORS: RALPH IZZO		
					1E	ELECTION OF DIRECTORS: SHIRLEY ANN JACKSON		
					1F	ELECTION OF DIRECTORS: DAVID LILLEY		
					1G	ELECTION OF DIRECTORS: THOMAS A. RENYI		
					1H	ELECTION OF DIRECTORS: HAK CHEOL SHIN		
					1I	ELECTION OF DIRECTORS: RICHARD J. SWIFT		
					1J	ELECTION OF DIRECTORS: SUSAN TOMASKY		
				2	ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For

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					3	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2012.	Issuer	Yes	For
LLEY	RIVR	768475105	4/18/2012	2/24/2012	1	Election of Directors:			
						1) MATTHEW P. FORRESTER	Issuer	Yes	For
						2) LONNIE D. COLLINS	Issuer	Yes	For
					2	APPROVAL AND RATIFICATION OF THE APPOINTMENT OF BKD, LLP AS AUDITORS FOR RIVER VALLEY BANCORP FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012.	Issuer	Yes	For
RV L, INC.	ASRV	03074A102	4/24/2012	3/5/2012	1	Election of Directors:			
						1) J. MICHAEL ADAMS, JR.	Issuer	Yes	For
						2) MARGARET A. O'MALLEY	Issuer	Yes	For
						3) MARK E. PASQUERILLA	Issuer	Yes	For
						4) THOMAS C. SLATER	Issuer	Yes	For
						5) GLENN L. WILSON	Issuer	Yes	For
					2	THE RATIFICATION OF THE APPOINTMENT OF S.R. SNODGRASS AC AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM TO AUDIT OUR BOOKS AND FINANCIAL RECORDS FOR THE FISCAL YEARS ENDING DECEMBER 31, 2012, 2013 AND 2014.	Issuer	Yes	For
					3	AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
ORP, INC.	CITZ	12525D102	4/24/2012	3/2/2012	1	Election of Directors:			
						1) GENE DIAMOND	Issuer	Yes	For
						2) ROBERT R. ROSS	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF BKD, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CFS BANCORP, INC. FOR THE YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	AN ADVISORY (NON-BINDING) VOTE TO APPROVE THE 2011 NAMED EXECUTIVE OFFICER	Issuer	Yes	For



## COMPENSATION.

RGY, LLC	LINE	536020100	4/24/2012	3/1/2012	1	Election of directors. Nominees:			
						1) GEORGE A. ALCORN	Issuer	Yes	For
						2) MARK E. ELLIS	Issuer	Yes	For
						3) TERRENCE S. JACOBS	Issuer	Yes	For
						4) MICHAEL C. LINN	Issuer	Yes	For
						5) JOSEPH P. MCCOY	Issuer	Yes	For
						6) JEFFREY C. SVOVELAND	Issuer	Yes	For
					2	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
ARGO &	WFC	949746101	4/24/2012	2/24/2012	1	Election of directors. Nominees:			
						1A ELECTION OF DIRECTOR: JOHN D. BAKER II	Issuer	Yes	For
						1B ELECTION OF DIRECTOR: ELAINE L. CHAO	Issuer	Yes	For
						1C ELECTION OF DIRECTOR: JOHN S. CHEN	Issuer	Yes	For
						1D ELECTION OF DIRECTOR: LLOYD H. DEAN	Issuer	Yes	For
						1E ELECTION OF DIRECTOR: SUSAN E. ENGEL	Issuer	Yes	For
						1F ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Issuer	Yes	For
						1G ELECTION OF DIRECTOR: DONALD M. JAMES	Issuer	Yes	For
						1H ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Issuer	Yes	For
						1I ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Issuer	Yes	For
						1J ELECTION OF DIRECTOR: FEDERICO F. PEÑA	Issuer	Yes	For
						1K ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Issuer	Yes	For
						1L ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Issuer	Yes	For
						1M ELECTION OF DIRECTOR: STEPHEN W. SANGER	Issuer	Yes	For
						1N ELECTION OF DIRECTOR: JOHN G. STUMPF	Issuer	Yes	For
						1O ELECTION OF DIRECTOR: SUSAN G. SWENSON	Issuer	Yes	For
					2	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED	Issuer	Yes	For

EXECUTIVES' COMPENSATION.				
	3	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2012.	Issuer	Yes For
	4	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Holder	Yes Against
	5	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Holder	Yes For
	6	STOCKHOLDER PROPOSAL TO AMEND THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS TO NOMINATE DIRECTOR CANDIDATES FOR INCLUSION IN THE COMPANY'S PROXY MATERIALS.	Holder	Yes Against
	7	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.	Holder	Yes Against
FINANCIAL TION	TRUE	15643B106	4/25/2012	3/1/2012
	1	Election of directors. Nominees:		
		1) DENNIS J. MCDONNELL	Issuer	Yes For
		2) JOHN A. SHINKLE	Issuer	Yes For
	2	TO APPROVE THE ADVISORY (NON-BINDING) PROPOSAL RATIFYING THE APPOINTMENT OF CROWE HORWATH LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes For
	3	TO APPROVE THE FOLLOWING ADVISORY (NON-BINDING) PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE EXECUTIVE COMPENSATION OF THE COMPANY, AS DESCRIBED IN THE ACCOMPANYING NARRATIVE DISCLOSURE IN THIS PROXY STATEMENT."	Issuer	Yes For

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NCSHARES, SHBI	825107105	4/25/2012	3/8/2012	1	Election of directors. Nominees:				
					1) DAVID J. BATES	Issuer	Yes	For	
					2) LLOYD L. BEATTY, JR.	Issuer	Yes	For	
					3) JAMES A. JUDGE	Issuer	Yes	For	
					4) WILLIAM E. SYLVESTER JR	Issuer	Yes	For	
					5) W. MOORHEAD VERMILYE	Issuer	Yes	For	
				2	RATIFY THE APPOINTMENT OF STEGMAN & COMPANY AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For	
				3	ADOPT A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For	
DR	SNY	80105N105	5/4/2012	3/26/2012	1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2011	Issuer	Yes	For
					2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2011	Issuer	Yes	For
					3	APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Issuer	Yes	For
					4	APPOINTMENT OF MR. LAURENT ATTAL AS DIRECTOR	Issuer	Yes	For
					5	REAPPOINTMENT OF MR. UWE BICKER AS DIRECTOR	Issuer	Yes	For
					6	REAPPOINTMENT OF MR. JEAN-RENE FOURTOU AS DIRECTOR	Issuer	Yes	For
					7	REAPPOINTMENT OF MS. CLAUDIE HAIGNERE AS DIRECTOR	Issuer	Yes	For
					8	REAPPOINTMENT OF MS. CAROLE PIWNICA AS DIRECTOR	Issuer	Yes	For
					9	REAPPOINTMENT OF MR. KLAUS POHLE AS DIRECTOR	Issuer	Yes	For
					10	APPOINTMENT OF A STATUTORY AUDITOR	Issuer	Yes	For
					11		Issuer	Yes	For

						APPOINTMENT OF A DEPUTY STATUTORY AUDITOR			
					12	RATIFICATION OF THE TRANSFER OF THE REGISTERED OFFICE	Issuer	Yes	For
					13	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Issuer	Yes	For
					14	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT EXISTING OR NEW CONSIDERATION-FREE SHARES TO SOME OR ALL SALARIED EMPLOYEES AND CORPORATE OFFICERS OF THE GROUP	Issuer	Yes	For
					15	POWERS FOR FORMALITIES	Issuer	Yes	For
& JOHNSON	JNJ	478160104	4/26/2012	2/28/2012	1	Election of directors. Nominees:			
						1a. ELECTION OF DIRECTOR: MARY SUE COLEMAN	Issuer	Yes	For
						1b. ELECTION OF DIRECTOR: JAMES G. CULLEN	Issuer	Yes	For
						1c. ELECTION OF DIRECTOR: IAN E.L. DAVIS	Issuer	Yes	For
						1d. ELECTION OF DIRECTOR: ALEX GORSKY	Issuer	Yes	For
						1e. ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Issuer	Yes	For
						1f. ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Issuer	Yes	For
						1g. ELECTION OF DIRECTOR: ANNE M. MULCAHY	Issuer	Yes	For
						1h. ELECTION OF DIRECTOR: LEO F. MULLIN	Issuer	Yes	For
						1i. ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Issuer	Yes	For
						1j. ELECTION OF DIRECTOR: CHARLES PRINCE	Issuer	Yes	For
						1k. ELECTION OF DIRECTOR: DAVID SATCHER	Issuer	Yes	For
						1l. ELECTION OF DIRECTOR: WILLIAM C. WELDON	Issuer	Yes	For
						1m. ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Issuer	Yes	For
					2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For

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					3	APPROVAL OF THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN	Issuer	Yes	For
					4	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Issuer	Yes	For
					5	SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Holder	Yes	Against
					6	SHAREHOLDER PROPOSAL ON BINDING VOTE ON POLITICAL CONTRIBUTIONS	Holder	Yes	Against
					7	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Holder	Yes	Against
CORP, INC.	BCBP	055298103	4/26/2012	3/1/2012	1	Election of directors. Nominees:			
						1) THOMAS COUGHLIN	Issuer	Yes	For
						2) JOSEPH LYGA	Issuer	Yes	For
						3) ALEXANDER PASIECHNIK	Issuer	Yes	For
						4) SPENCER B. ROBBINS	Issuer	Yes	For
						5) GARY S. STETZ	Issuer	Yes	For
					2	THE RATIFICATION OF THE APPOINTMENT OF PARENTEBEARD LLC AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	AN ADVISORY, NON-BINDING RESOLUTION WITH RESPECT TO THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	AN ADVISORY, NON-BINDING VOTE WITH RESPECT TO THE FREQUENCY OF VOTING ON THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	1 yr
NCORP,	EVBN	29911Q208	4/26/2012	3/9/2012	1	Election of directors. Nominees:			
						1) ROBERT G. MILLER, JR.	Issuer	Yes	For
						2) JOHN R. O'BRIEN	Issuer	Yes	For
						3) MICHAEL J. ROGERS	Issuer	Yes	For
					2	AMENDMENT TO 2009 LONG-TERM EQUITY INCENTIVE PLAN TO	Issuer	Yes	For

						INCREASE THE AMOUNT OF COMMON STOCK AVAILABLE FOR ISSUANCE THEREUNDER FROM 210,000 TO 510,000.			
				3		RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS EVANS BANCORP, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Issuer	Yes	For
STEERS UCTURE C	UTF	19248A109	4/26/2012	2/21/2012	1	Election of directors. Nominees:			
						1) GEORGE GROSSMAN	Issuer	Yes	For
						2) ROBERT H. STEERS	Issuer	Yes	For
						3) C. EDWARD WARD JR.	Issuer	Yes	For
ORIDA	GFLBB	390528206	4/26/2012	2/24/2012	1	Election of directors. Nominees:			
						1) KENNETH R. BERNSTEIN	Issuer	Yes	For
						2) M. MEHDI GHOMESHI	Issuer	Yes	For
						3) DARYL L. JONES	Issuer	Yes	For
						4) LESLIE V. PANTIN, JR.	Issuer	Yes	For
						5) NEAL A. ROTH	Issuer	Yes	For
						6) DONALD D. SLESNICK, II	Issuer	Yes	For
				2		AUTHORITY TO VOTE FOR APPROVAL OF AN AMENDMENT TO THE BANK'S RESTATED ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 80,000,000 SHARES TO 330,000,000 SHARES, AND THE AUTHORIZED SHARES OF CLASS B COMMON STOCK FROM 20,000,000 SHARES TO 80,000,000 SHARES.	Issuer	Yes	For
TH ENERGY TION	PGH	70706P104	5/2/2012	3/26/2012	1	APPOINTMENT OF KPMG LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Issuer	Yes	For
					2	Election of directors. Nominees:			
						1) DEREK W. EVANS	Issuer	Yes	For
						2) JOHN B. ZAOZIRNY	Issuer	Yes	For

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						3) THOMAS A. CUMMING	Issuer	Yes	For
						4) WAYNE K. FOO	Issuer	Yes	For
						5) JAMES D. MCFARLAND	Issuer	Yes	For
						6) MICHAEL S. PARRETT	Issuer	Yes	For
						7) A. TERENCE POOLE	Issuer	Yes	For
						8) D. MICHAEL G. STEWART	Issuer	Yes	For
	PCBK	69412V108	4/30/2012	3/16/2012	1	Election of directors. Nominees:			
NTAL TION						1) ROBERT A. BALLIN	Issuer	Yes	For
						2) MICHAEL S. HOLCOMB	Issuer	Yes	For
						3) DONALD G. MONTGOMERY	Issuer	Yes	For
						4) HAL M. BROWN	Issuer	Yes	For
						5) MICHAEL D. HOLZGANG	Issuer	Yes	For
						6) JOHN H. RICKMAN	Issuer	Yes	For
						7) MICHAEL E. HEIJER	Issuer	Yes	For
						8) DONALD L. KRAHMER, JR	Issuer	Yes	For
					2	TO CONSIDER AN ADVISORY (NON-BINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3	TO VOTE ON AN AMENDMENT TO THE AMENDED AND RESTATED 2006 STOCK OPTION AND EQUITY COMPENSATION PLAN.	Issuer	Yes	For
					4	TO APPROVE THE APPOINTMENT OF MOSS ADAMS LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2012.	Issuer	Yes	For
FIRST , INC.	FRBK	760416107	5/1/2012	3/21/2012	1	Election of directors. Nominees:			
						1) ROBERT J. COLEMAN	Issuer	Yes	For
						2) HARRIS WILDSTEIN	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF PARENTEBEARD LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
E L TION	HFWA	42722X106	5/2/2012	3/5/2012	1	Election of directors. Nominees:			

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						1) GARY B. CHRISTENSEN	Issuer	Yes	For
						2) JOHN A. CLEES	Issuer	Yes	For
						3) KIMBERLY T. ELLWANGER	Issuer	Yes	For
						4) PHILIP S. WEIGAND	Issuer	Yes	For
					2	APPROVAL OF AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3	RATIFICATION OF THE APPOINTMENT OF CROWE HORWATH LLP AS HERITAGE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
Estate Fund	RIF	76970B101	4/10/2012	2/16/2012	1	To elect one Class II Trustee to our Board. For preferred shareholders only. Nominee: Adam D. Portnoy.	Issuer	No	N/A
					2	To elect one Class II Trustee to our Board. For common and preferred shareholders. Nominee: Jeffrey P. Somers	Issuer	No	N/A
First Bank	HFBN	408853109	4/10/2012	2/24/2012	1	To consider and vote upon a proposal to approve and adopt the agreement and plan of merger by and among NBT Bancorp inc., NBT Banks, N.A. and Hampshire First Bank, dated as of November 16, 2011, and the transactions contemplated by the agreement and plan of merger.	Issuer	No	N/A
					2	To adjourn, postpone or continue the special meeting, if necessary, to solicit additional proxies in favor of the approval of the agreement and plan of merger or otherwise.	Issuer	No	N/A
		SCG	80589M102	5/3/2012	3/5/2012	1	Election of directors. Nominees:		
						1) JAMES A. BENNETT	Issuer	Yes	For
						2) LYNNE M. MILLER	Issuer	Yes	For
						3) JAMES W. ROQUEMORE	Issuer	Yes	For
						4) MACEO K. SLOAN	Issuer	Yes	For
					2	APPROVAL OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
					3	SHAREHOLDER PROPOSAL REGARDING REPEAL OF THE	Holder	Yes	For



					CLASSIFICATION OF THE BOARD OF DIRECTORS.				
A.	TOT	89151E109	5/11/2012	4/3/2012	1	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS DATED DECEMBER 31, 2011	Issuer	Yes	For
					2	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS DATED DECEMBER 31, 2011	Issuer	Yes	For
					3	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Issuer	Yes	For
					4	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE IN SHARES OF THE COMPANY	Issuer	Yes	For
					5	RENEWAL OF THE APPOINTMENT OF MR. CHRISTOPHE DE MARGERIE AS A DIRECTOR	Issuer	Yes	For
					6	RENEWAL OF THE APPOINTMENT OF MR. PATRICK ARTUS AS A DIRECTOR	Issuer	Yes	For
					7	RENEWAL OF THE APPOINTMENT OF MR. BERTRAND COLLOMB AS A DIRECTOR	Issuer	Yes	For
					8	RENEWAL OF THE APPOINTMENT OF MS. ANNE LAUVERGEON AS A DIRECTOR	Issuer	Yes	For
					9	RENEWAL OF THE APPOINTMENT OF MR. MICHEL PEBEREAU AS A DIRECTOR	Issuer	Yes	For
					10	RATIFICATION OF THE APPOINTMENT OF MR. GERARD LAMARCHE AS A DIRECTOR TO SUCCEED A DIRECTOR WHO HAS RESIGNED	Issuer	Yes	For
					11	APPOINTMENT OF MS. ANNE-MARIE IDRAC AS A DIRECTOR	Issuer	Yes	For
					12	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE	Issuer	Yes	For
					13	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF	Issuer	Yes	For

	DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL, WHILE MAINTAINING SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS, OR BY CAPITALIZING PREMIUMS, RESERVES, SURPLUSES OR OTHER LINE ITEMS			
14	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS	Issuer	Yes	For
15	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED, IN THE EVENT OF SURPLUS DEMAND IN CASE OF INCREASE SHARE CAPITAL WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS	Issuer	Yes	For
16	DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL, IN PAYMENT OF SECURITIES THAT WOULD BE CONTRIBUTED TO THE COMPANY	Issuer	Yes	For
17	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL UNDER THE CONDITIONS PROVIDED FOR IN ARTICLES L. 3332-18 AND FOLLOWING OF THE FRENCH LABOUR CODE	Issuer	Yes	For
18	DELEGATION OF POWERS GRANTED TO THE BOARD OF	Issuer	Yes	For

					DIRECTORS TO INCREASE SHARE CAPITAL RESERVED FOR CATEGORIES OF BENEFICIARIES IN A TRANSACTION RESERVED FOR EMPLOYEES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS				
				19	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO REDUCE CAPITAL BY CANCELLING SHARES	Issuer	Yes	For	
				A	THE FIRST IS INTENDED TO FILL IN THE INFORMATION LISTED IN THE REGISTRATION DOCUMENT WITH BENCHMARKS TO COMPARE THE COMPENSATION FOR EXECUTIVE DIRECTORS WITH VARIOUS COMPENSATION FOR VARIOUS EMPLOYEES	Holder	Yes	Against	
				B	THE OTHER CONCERNS THE ESTABLISHMENT OF A LOYALTY DIVIDEND FOR SHAREHOLDERS HOLDING REGISTERED SHARES FOR AT LEAST TWO YEARS	Holder	Yes	Against	
RES, INC.	XBKS	98410X105	5/3/2012	3/14/2012	1	Election of directors. Nominees:			
					1) LARRY L. FELTON	Issuer	Yes	For	
					2) PALMER P. GARSON	Issuer	Yes	For	
					3) PATRICK D. HANLEY	Issuer	Yes	For	
					4) PETER C. JACKSON	Issuer	Yes	For	
					5) BRIAN D. JONES	Issuer	Yes	For	
					6) T. GAYLON LAYFIELD, III	Issuer	Yes	For	
					7) MICHAEL A. MANCUSI	Issuer	Yes	For	
					8) MALCOLM S. MCDONALD	Issuer	Yes	For	
					9) ROBERT J. MERRICK	Issuer	Yes	For	
					10) SCOTT A. REED	Issuer	Yes	For	
					11) MARK B. SISISKY	Issuer	Yes	For	
					12) JAMES E. TURNER, JR.	Issuer	Yes	For	
				2	THE PROPOSAL TO APPROVE THE XENITH BANKSHARES, INC. 2012 STOCK INCENTIVE PLAN.	Issuer	Yes	For	
				3	THE PROPOSAL TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE	Issuer	Yes	For	

COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.									
IFORNIA L GROUP,	FCAL	319395109	5/7/2012	3/23/2012	1	Election of directors. Nominees:			
						1) RICHARD D. ALDRIDGE	Issuer	Yes	For
						2) DONALD E. BENSON	Issuer	Yes	For
						3) JOHN W. BIRCHFIELD	Issuer	Yes	For
						4) JOSEPH N. COHEN	Issuer	Yes	For
						5) ROBERT E. GIPSON	Issuer	Yes	For
						6) ANTOINETTE T. HUBENETTE	Issuer	Yes	For
						7) C.G. KUM	Issuer	Yes	For
						8) THOMAS TIGNINO	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF MOSS ADAMS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For
RGY, LLC	LINE	536020100	4/24/2012	3/1/2012	1	Election of directors. Nominees:			
						1) GEORGE A. ALCORN	Issuer	Yes	For
						2) MARK E. ELLIS	Issuer	Yes	For
						3) TERRENCE S. JACOBS	Issuer	Yes	For
						4) MICHAEL C. LINN	Issuer	Yes	For
						5) JOSEPH P. MCCOY	Issuer	Yes	For
						6) JEFFREY C. SWOVELAND	Issuer	Yes	For
					2	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
A TRUST	CART	144200102	5/8/2012	3/30/2012	1	Election of directors. Nominees:			
						1) GEORGE W. BROOKINS	Issuer	Yes	For
						2) SCOTT C. DAVIS	Issuer	Yes	For
						3) JOHN MICHAEL CLINE	Issuer	Yes	For
						4) PAMELA C. HUSKEY	Issuer	Yes	For
						5) JOHNATHAN L. RHYNE, JR	Issuer	Yes	For
					2		Issuer	Yes	For

						APPROVAL OF EXECUTIVE COMPENSATION.			
					3	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
IAL GROUP,	SIFI	78425V104	5/9/2012	3/14/2012	1	Election of directors. Nominees:			
						1) DONNA M. EVAN	Issuer	Yes	For
						2) HENRY P. HINCKLEY	Issuer	Yes	For
					2	THE RATIFICATION OF THE APPOINTMENT OF WOLF & COMPANY, P.C. AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SI FINANCIAL GROUP, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	THE APPROVAL OF THE SI FINANCIAL GROUP, INC. 2012 EQUITY INCENTIVE PLAN.	Issuer	Yes	For
					4	THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
NCORP INC	HBCP	43689E107	5/9/2012	3/19/2012	1	Election of directors. Nominees:			
						1) HENRY W. BUSCH, JR.	Issuer	Yes	For
						2) JOHN A. HENDRY	Issuer	Yes	For
					2	PROPOSAL TO RATIFY THE APPOINTMENT OF PORTER KEADLE MOORE, LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
RRIS	PM	718172109	5/9/2012	3/16/2012	1	Election of directors. Nominees:			
TIONAL INC.						1A. ELECTION OF DIRECTOR: HAROLD BROWN	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Issuer	Yes	For

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					1E. ELECTION OF DIRECTOR: JENNIFER LI	Issuer	Yes	For	
					1F. ELECTION OF DIRECTOR: GRAHAM MACKAY	Issuer	Yes	For	
					1G. ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Issuer	Yes	For	
					1H. ELECTION OF DIRECTOR: KALPANA MORPARIA	Issuer	Yes	For	
					1I. ELECTION OF DIRECTOR: LUCIO A. NOTO	Issuer	Yes	For	
					1J. ELECTION OF DIRECTOR: ROBERT B. POLET	Issuer	Yes	For	
					1K. ELECTION OF DIRECTOR: CARLOS SLIM HELU	Issuer	Yes	For	
					1L. ELECTION OF DIRECTOR: STEPHEN M. WOLF	Issuer	Yes	For	
				2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Issuer	Yes	For	
				3	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For	
				4	APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN	Issuer	Yes	For	
				5	STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR	Holder	Yes	Against	
				6	STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE	Holder	Yes	Against	
	CZYB	174532101	5/10/2012	3/12/2012	1	Election of directors. Nominees:			
						1) MATHEW B. GLOVER	Issuer	Yes	
						2) WILLIAM J. SOLARI	Issuer	Yes	
						3) RONALD S. WELLS	Issuer	Yes	
					2	TO RATIFY THE APPOINTMENT OF YOUNT, HYDE & BARBOUR, P. C. AS THE BANK'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	
	SOUTH	CSBC	176682102	5/14/2012	4/3/2012	1	Election of director Ben R. Rudisill, II	Issuer	Yes
						2	THE RATIFICATION OF THE APPOINTMENT OF CHERRY, BEKAERT & HOLLAND, L.L.P. AS OUR INDEPENDENT	Issuer	Yes

					REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.
NORTHERN FUND, INC.	FSOF	33644N102	5/15/2012	3/20/2012	1 Election of directors. Nominees:
					1) J. HERBERT BOYDSTUN Issuer Yes For
					2) ROBERT G. COX Issuer Yes For
					3) MARSHA M. GASSAN Issuer Yes For
					4) JOHN T. GRIGSBY Issuer Yes For
					5) SIDNEY W. LASSEN Issuer Yes For
					6) WILLIAM C. O'MALLEY Issuer Yes For
					7) BRIAN J. SHERR Issuer Yes For
				2 TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2012.	Issuer Yes For
COMMERCIAL S	BOCH	06424J103	5/15/2012	3/15/2012	1 Election of directors. Nominees:
					1) ORIN N. BENNETT Issuer Yes For
					2) GARY BURKS Issuer Yes For
					3) KENNETH R. GIFFORD, JR. Issuer Yes For
					4) JON HALFHIDE Issuer Yes For
					5) PATRICK J. MOTY Issuer Yes For
					6) DAVID H. SCOTT Issuer Yes For
					7) LYLE L. TULLIS Issuer Yes For
					8) JOSEPH GIBSON Issuer Yes For
				2 ADOPTION, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer Yes For
				3 AMENDING AND RESTATING THE 2010 EQUITY INCENTIVE PLAN.	Issuer Yes For
AMERICAN INC	OABC	68216R107	5/15/2012	3/16/2012	1 Election of directors. Nominees:
					1) WAYNE BURCHFIELD, JR. Issuer Yes For
					2) PATTI CALLAN Issuer Yes For
					3) JOHN SAMMONS, JR. Issuer Yes For
				2 THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Issuer Yes For

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					3	TO CONSIDER A NON-BINDING RESOLUTION APPROVING THE COMPENSATION OF OUR EXECUTIVE OFFICERS.	Issuer	Yes	For
N FIRST RES, INC.	SFST	842873101	5/15/2012	3/30/2012	1	Election of directors. Nominees:			
						1) MARK A. COTHRAN	Issuer	Yes	For
						2) R.G. JOHNSTONE, III, MD	Issuer	Yes	For
						3) R. ARTHUR SEAVER, JR.	Issuer	Yes	For
					2	PROPOSAL TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT (THIS IS A NON-BINDING, ADVISORY VOTE).	Issuer	Yes	For
					3	PROPOSAL TO RATIFY THE APPOINTMENT OF ELLIOTT DAVIS, LLC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
ORATION	PPL	69351T106	5/16/2012	2/29/2012	1	Election of directors. Nominees:			
						1) FREDERICK M. BERNTHAL	Issuer	Yes	For
						2) JOHN W. CONWAY	Issuer	Yes	For
						3) STEVEN G. ELLIOTT	Issuer	Yes	For
						4) LOUISE K. GOESER	Issuer	Yes	For
						5) STUART E. GRAHAM	Issuer	Yes	For
						6) STUART HEYDT	Issuer	Yes	For
						7) RAJA RAJAMANNAR	Issuer	Yes	For
						8) CRAIG A. ROGERSON	Issuer	Yes	For
						9) WILLIAM H. SPENCE	Issuer	Yes	For
						10) NATICA VON ALTHANN	Issuer	Yes	For
						11) KEITH W. WILLIAMSON	Issuer	Yes	For
					2	APPROVAL OF THE PPL CORPORATION 2012 STOCK INCENTIVE PLAN	Issuer	Yes	For
					3	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
					4	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
					5	SHAREOWNER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD PROPOSAL	Holder	Yes	Against



VALLEY TY	CVCY	155685100	5/16/2012	3/19/2012	1	Election of directors. Nominees:				
						1) SIDNEY B. COX	Issuer	Yes	For	
						2) DANIEL N. CUNNINGHAM	Issuer	Yes	For	
						3) EDWIN S. DARDEN JR.	Issuer	Yes	For	
						4) DANIEL J. DOYLE	Issuer	Yes	For	
						5) STEVEN D. MCDONALD	Issuer	Yes	For	
						6) LOUIS MCMURRAY	Issuer	Yes	For	
						7) JOSEPH B. WEIRICK	Issuer	Yes	For	
						8) WILLIAM S. SMITTCAMP	Issuer	Yes	For	
					2	TO APPROVE THE PROPOSAL TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY'S 2012 FISCAL YEAR.	Issuer	Yes	For	
					3	TO ADOPT A NON-BINDING ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Issuer	Yes	For	
					4	TO VOTE ON A NON-BINDING ADVISORY PROPOSAL REGARDING THE FREQUENCY OF SHAREHOLDER VOTES ON SAY-ON-PAY.	Issuer	Yes	1yr	
NTURY	TDCB	884120106	5/16/2012	3/15/2012	1	Election of directors. Nominees:				
						1) DAVID A. COFFEY	Issuer	Yes	For	
						2) JERRY D. PETRO	Issuer	Yes	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, 2012.	Issuer	Yes	For	
CORP	FNBG	302515101	5/16/2012	4/9/2012	1	Election of directors. Nominees:				
						1) LISA ANGELOT	Issuer	Yes	For	
						2) THOMAS C. MCGRAW	Issuer	Yes	For	
						3) THOMAS G. ATWOOD	Issuer	Yes	For	
						4) RONALD R. BARELS	Issuer	Yes	For	
						5) MERRIE TURNER LIGHTNER	Issuer	Yes	For	
						6) MICHAEL PACELLI	Issuer	Yes	For	
						7) EDWARD J. WATSON	Issuer	Yes	For	
						8) JIM D. BLACK	Issuer	Yes	For	

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						9) ANTHONY J. CLIFFORD	Issuer	Yes	For
					2	ADVISORY (NON-BINDING) APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3	ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE "SAY ON PAY" VOTES.	Issuer	Yes	1yr
					4	TO RATIFY THE APPOINTMENT OF MOSS ADAMS LLP AS INDEPENDENT AUDITORS OF THE COMPANY TO SERVE FOR THE 2012 FISCAL YEAR.	Issuer	Yes	For
ORE CO.	OSHC	67501R103	5/16/2012	3/21/2012	1	Election of directors. Nominees:			
						1) F.G. DALZELL, MD	Issuer	Yes	For
						2) R.A. PREVITI, ED. D.	Issuer	Yes	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, 2012.	Issuer	Yes	For
					3	THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	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	1yr
VANTAGE	FABK	31848L104	5/16/2012	3/30/2012	1	Election of directors. Nominees:			
						1) VERNON M. CARRIGAN	Issuer	Yes	For
						2) JOHN T. HALLIBURTON	Issuer	Yes	For
						3) DAVID L. WATSON	Issuer	Yes	For
					2	THE RATIFICATION OF THE APPOINTMENT OF HORNE LLP AS THE INDEPENDENT	Issuer	Yes	For

					REGISTERED PUBLIC ACCOUNTING FIRM OF FIRST ADVANTAGE BANCORP FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.				
GROUP, INC.	MO	02209S103	5/17/2012	3/26/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: ELIZABETH E. BAILEY	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: GERALD L. BALILES	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: MARTIN J. BARRINGTON	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: THOMAS W. JONES	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: W. LEO KIELY III	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: KATHRYN B. MCQUADE	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: GEORGE MUNOZ	Issuer	Yes	For
						1K. ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Issuer	Yes	For
					2	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Issuer	Yes	For
					4	SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES	Holder	Yes	Against
VIRGINIA RES, INC.	EVBS	277196101	5/17/2012	4/4/2012	1	Election of directors. Nominees:			
						1) W. RAND COOK	Issuer	Yes	For
						2) JOE A. SHEARIN	Issuer	Yes	For
						3) LESLIE E. TAYLOR	Issuer	Yes	For
						4) JAY T. THOMPSON, III	Issuer	Yes	For
						5) W. LESLIE KILDUFF, JR.	Issuer	Yes	For
						6) CHARLES R. REVERE	Issuer	Yes	For
						7) IRA C. HARRIS	Issuer	Yes	For
						8) WILLIAM L. LEWIS	Issuer	Yes	For

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					9) W. GERALD COX	Issuer	Yes	For
					10) F.L. GARRETT, III	Issuer	Yes	For
					11) H.R. STRAUGHAN, JR.	Issuer	Yes	For
					12) MICHAEL E. FIORE	Issuer	Yes	For
					13) ERIC A. JOHNSON	Issuer	Yes	For
				2	TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS.	Issuer	Yes	For
				3	TO RATIFY THE APPOINTMENT OF YOUNT, HYDE & BARBOUR, P.C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2012.	Issuer	Yes	For
ANCORP,	METR	59161R101	5/17/2012	3/23/2012	1	Election of directors. Nominees:		
					1) GARY L. NALBANDIAN	Issuer	Yes	For
					2) JAMES R. ADAIR	Issuer	Yes	For
					3) JOHN J. CARDELLO, CPA	Issuer	Yes	For
					4) DOUGLAS S. GELDER	Issuer	Yes	For
					5) ALAN R. HASSMAN	Issuer	Yes	For
					6) MICHAEL A. SERLUCO	Issuer	Yes	For
					7) HOWELL C. METTE	Issuer	Yes	For
					8) SAMIR J. SROUJI, M.D.	Issuer	Yes	For
				2	AMENDMENT TO THE 2011 DIRECTOR STOCK OPTION PLAN	Issuer	Yes	For
				3	AMENDMENT TO THE SMARTBUY STOCK PURCHASE PROGRAM	Issuer	Yes	For
				4	ADVISORY VOTE TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT	Issuer	Yes	For
				5	RATIFICATION OF THE APPOINTMENT OF PARENTEBEARD LLC AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012	Issuer	Yes	For
FEDERAL TION	GCF	15346Q103	5/17/2012	4/5/2012	1	Election of director. Nominee:		
					1) JEFFREY W. ALDRICH	Issuer	Yes	For
				2		Issuer	Yes	For

"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 THIS PROXY STATEMENT."

					3	RATIFICATION OF THE APPOINTMENT OF CROWE HORWATH LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
FEDERAL	BFED	073582108	5/17/2012	3/9/2012	1	Election of director. Nominee:			
INC.						1) JOHN W. ALTMAYER	Issuer	Yes	For
						2) THOMAS DRISCOLL	Issuer	Yes	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, 2012.	Issuer	Yes	For
					3	THE APPROVAL OF AN ADVISORY, NON-BINDING RESOLUTION TO APPROVE THE EXECUTIVE COMPENSATION DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For
					4	AN ADVISORY, NON-BINDING PROPOSAL WITH RESPECT TO THE FREQUENCY THAT STOCKHOLDERS WILL VOTE ON BEACON FEDERAL BANCORP, INC.'S EXECUTIVE COMPENSATION.	Issuer	Yes	1yr
N	SONA	843395104	5/17/2012	4/11/2012	1	Election of directors. Nominees:			
L BANCORP						1) GEORGIA S. DERRICO	Issuer	Yes	For
C.						2) CHARLES A. KABBASH	Issuer	Yes	For
						3) W. BRUCE JENNINGS	Issuer	Yes	For
					2		Issuer	Yes	For

						RATIFICATION OF THE REAPPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.				
					3	APPROVAL OF AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For	
SERVICES,	RSG	760759100	5/17/2012	3/20/2012	1	Election of directors. Nominees:				
						1A. ELECTION OF DIRECTOR: JAMES W. CROWNOVER	Issuer	Yes	For	
						1B. ELECTION OF DIRECTOR: WILLIAM J. FLYNN	Issuer	Yes	For	
						1C. ELECTION OF DIRECTOR: MICHAEL LARSON	Issuer	Yes	For	
						1D. ELECTION OF DIRECTOR: NOLAN LEHMANN	Issuer	Yes	For	
						1E. ELECTION OF DIRECTOR: W. LEE NUTTER	Issuer	Yes	For	
						1F. ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ	Issuer	Yes	For	
						1G. ELECTION OF DIRECTOR: DONALD W. SLAGER	Issuer	Yes	For	
						1H. ELECTION OF DIRECTOR: ALLAN C. SORENSEN	Issuer	Yes	For	
						1I. ELECTION OF DIRECTOR: JOHN M. TRANI	Issuer	Yes	For	
						1J. ELECTION OF DIRECTOR: MICHAEL W. WICKHAM	Issuer	Yes	For	
					2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For	
					3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For	
					4	STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Holder	Yes	For	
					5		Holder	Yes	Against	

					STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.				
LE L, INC.	RCKB	774188106	5/17/2012	3/23/2012	1	Election of director. Nominee:			
						1) MICHAEL A. BARS	Issuer	Yes	For
					2	APPROVAL OF THE ROCKVILLE FINANCIAL, INC. 2012 STOCK INCENTIVE PLAN.	Issuer	Yes	For
					3	RATIFICATION OF THE APPOINTMENT OF WOLF & COMPANY P.C. AS INDEPENDENT AUDITORS FOR THE CURRENT YEAR.	Issuer	Yes	For
N RIVER RES	AMRB	029326105	5/17/2012	3/26/2012	1	Election of directors. Nominees:			
						1) CHARLES D. FITE	Issuer	Yes	For
						2) ROBERT J. FOX	Issuer	Yes	For
						3) WILLIAM A. ROBOTHAM	Issuer	Yes	For
						4) DAVID T. TABER	Issuer	Yes	For
						5) ROGER J. TAYLOR, D.D.S.	Issuer	Yes	For
						6) STEPHEN H. WAKS	Issuer	Yes	For
						7) PHILIP A. WRIGHT	Issuer	Yes	For
						8) MICHAEL A. ZIEGLER	Issuer	Yes	For
					2	TO RATIFY THE SELECTION OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For
					4	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY AND ALL ADJOURNMENTS OR POSTPONEMENTS THEREOF.	Issuer	Abstain	Abstain
BANCORP,	NFSB	651754103	5/17/2012	3/21/2012	1	Election of directors. Nominees:			
						1) DONALD N. KAULL	Issuer	Yes	For
						2) ARTHUR P. MACAULEY	Issuer	Yes	For
						3) NINO MOSCARDI	Issuer	Yes	For
						4) B. SACCUCCI-RADEBACH	Issuer	Yes	For
					2		Issuer	Yes	For

THE RATIFICATION OF THE APPOINTMENT OF WOLF & COMPANY, P.C. AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF NEWPORT BANCORP, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.

TRANSOCEAN, LTD.	RIG	H8817H100	5/18/2012	3/21/2012	1	APPROVAL OF THE 2011 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2011 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2011.	Issuer	Yes	For
					2	APPROPRIATION OF AVAILABLE EARNINGS FOR FISCAL YEAR 2011.	Issuer	Yes	For
					3A.	ELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: GLYN BARKER	Issuer	Yes	For
					3B.	ELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: VANESSA C.L. CHANG	Issuer	Yes	For
					3C.	ELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: CHAD DEATON	Issuer	Yes	For
					3D.	REELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: EDWARD R. MULLER	Issuer	Yes	For
					3E.	REELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: TAN EK KIA	Issuer	Yes	For
					4	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM.	Issuer	Yes	For
					5	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
	PGH	70706P104	5/23/2012	4/23/2012	1		Issuer	Yes	For



TH ENERGY  
TION

TO APPROVE, WITH OR WITHOUT VARIATION, AN ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN THE JOINT MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT OF THE CORPORATION AND NAL ENERGY CORPORATION ("NAL") DATED APRIL 20, 2012, TO APPROVE THE ISSUANCE OF UP TO 163,964,889 COMMON SHARES PURSUANT TO A PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING THE CORPORATION, NAL AND THE HOLDERS OF COMMON SHARES OF NAL. PLEASE REFER TO THE VOTING INSTRUCTION FORM FOR A FULL DESCRIPTION OF THIS RESOLUTION.

				2	Election of directors. Nominees:				
					1) KELVIN B. JOHNSTON	Issuer	Yes	For	
					2) BARRY D. STEWART	Issuer	Yes	For	
C L TION	MFNC	554571109	5/22/2012	4/16/2012	1	Election of directors. Nominees:			
					1) WALTER J. ASPATORE	Issuer	Yes	For	
					2) ROBERT H. ORLEY	Issuer	Yes	For	
					3) RANDOLPH C. PASCHKE	Issuer	Yes	For	
				2	A PROPOSAL TO APPROVE IN A NON-BINDING ADVISORY VOTE THE CORPORATION'S COMPENSATION OF EXECUTIVES, AS DISCLOSED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING	Issuer	Yes	For	
				3	TO RATIFY THE APPOINTMENT OF PLANTE MORAN, PLLC AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2012	Issuer	Yes	For	
				4	TO APPROVE THE MACKINAC FINANCIAL CORPORATION 2012 INCENTIVE	Issuer	Yes	For	

## COMPENSATION PLAN

COMMERCE	VCBP	919518100	5/22/2012	3/27/2012	1	Election of directors. Nominees:			
						1) WALTER A. DWELLE	Issuer	Yes	For
						2) DONALD A. GILLES	Issuer	Yes	For
						3) PHILIP R. HAMMOND, JR.	Issuer	Yes	For
						4) RUSSELL F. HURLEY	Issuer	Yes	For
						5) FRED P. LOBUE, JR.	Issuer	Yes	For
						6) KENNETH H. MACKLIN	Issuer	Yes	For
						7) BARRY R. SMITH	Issuer	Yes	For
						8) ALLAN W. STONE	Issuer	Yes	For
					2	TO REAPPROVE THE EXISTING PERFORMANCE CRITERIA UNDER THE COMPANY'S 2007 EQUITY INCENTIVE PLAN.	Issuer	Yes	For
					3	TO RATIFY THE BOARD OF DIRECTORS' SELECTION OF CROWE HORWATH, LLP, INDEPENDENT PUBLIC ACCOUNTANTS, TO SERVE AS THE COMPANY'S AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
T L TION	OPOF	680194107	5/22/2012	03/14/2012	1	Election of directors. Nominees:			
						1) JAMES READE CHISMAN	Issuer	Yes	For
						2) DR. RICHARD F. CLARK	Issuer	Yes	For
						3) RUSSELL S. EVANS, JR.	Issuer	Yes	For
						4) MICHAEL A. GLASSER	Issuer	Yes	For
						5) DR. ARTHUR D. GREENE	Issuer	Yes	For
						6) STEPHEN D. HARRIS	Issuer	Yes	For
						7) JOHN CABOT ISHON	Issuer	Yes	For
						8) JOHN B. MORGAN, II	Issuer	Yes	For
						9) LOUIS G. MORRIS	Issuer	Yes	For
						10) ROBERT L. RIDDLE	Issuer	Yes	For
						11) DR. H. ROBERT SCHAPPERT	Issuer	Yes	For
						12) ROBERT F. SHUFORD, SR.	Issuer	Yes	For
						13) ROBERT F. SHUFORD, JR.	Issuer	Yes	For
						14) ELLEN CLARK THACKER	Issuer	Yes	For
						15) JOSEPH R. WITT	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF YOUNT, HYDE & BARBOUR, P.C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For

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D L, INC.	REDW	757903109	5/22/2012	3/23/2012	1	Election of director. Nominee:			
						1) DEAN K. TOFT	Issuer	Yes	For
HUDSON A.	GHDS	391868106	5/22/2012	3/30/2012	1	Election of directors. Nominees:			
						1) KENNETH J. TORSOE	Issuer	Yes	For
						2) STEVEN BAKST	Issuer	Yes	For
						3) EDWARD LUTZ	Issuer	Yes	For
						4) RAYMOND PANTEL	Issuer	Yes	For
						5) DANIEL RIFKIN	Issuer	Yes	For
						6) ERIC J. WIGGINS	Issuer	Yes	For
CO., INC.	MRK	58933Y105	5/22/2012	3/23/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: LESLIE A. BRUN	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: THOMAS R. CECH	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: THOMAS H. GLOCER	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR.	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: C. ROBERT KIDDER	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Issuer	Yes	For
						1K. ELECTION OF DIRECTOR: WENDELL P. WEEKS	Issuer	Yes	For
						1L. ELECTION OF DIRECTOR: PETER C. WENDELL	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDER ACTION BY WRITTEN CONSENT.	Holder	Yes	For
					5		Holder	Yes	Against

					SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS.				
				6	SHAREHOLDER PROPOSAL CONCERNING REPORT ON CHARITABLE AND POLITICAL CONTRIBUTIONS.	Holder	Yes	Against	
NC SHARES,	PLBN	721530103	5/23/2012	4/2/2012	1	Election of director. Nominee:			
					1) JOHN W. PUFFER, III	Issuer	Yes	For	
CAPITAL S	BBNK	108030107	5/24/2012	3/27/2012	1	Election of directors. Nominees:			
					1) LAWRENCE OWEN BROWN	Issuer	Yes	For	
					2) HOWARD N. GOULD	Issuer	Yes	For	
					3) DR. FRANCIS J. HARVEY	Issuer	Yes	For	
					4) ALLAN C. KRAMER, M.D.	Issuer	Yes	For	
					5) ROBERT P. LATTA	Issuer	Yes	For	
					6) DANIEL P. MYERS	Issuer	Yes	For	
					7) CHRISTOPHER B. PAISLEY	Issuer	Yes	For	
					8) THOMAS M. QUIGG	Issuer	Yes	For	
					9) TERRY SCHWAKOPF	Issuer	Yes	For	
					10) BARRY A. TURKUS	Issuer	Yes	For	
				2	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS.	Issuer	Yes	For	
				3	TO APPROVE, ON AND ADVISORY BASIS, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS.	Issuer	Yes	1yr	
				4	TO RATIFY THE APPOINTMENT OF VAVRINEK, TRINE, DAY & CO. LLP AS INDEPENDENT ACCOUNTANTS FOR THE COMPANY'S 2012 FISCAL YEAR.	Issuer	Yes	For	
ANCORP	ABCB	03076K108	5/31/2012	3/22/2012	1	Election of directors. Nominees:			
					1) R. DALE EZZELL	Issuer	Yes	For	
					2) JIMMY D. VEAL	Issuer	Yes	For	
					3) V. WAYNE WILLIFORD	Issuer	Yes	For	
				2	RATIFICATION OF THE APPOINTMENT OF PORTER KEADLE MOORE, LLC AS THE	Issuer	Yes	For	

COMPANY'S INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012.									
			3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For		
			4	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	1yr		
INCORP INC	BBCN	073295107	5/31/2012	4/2/2012	1	Election of directors. Nominees:			
						1) STEVEN D. BROIDY	Issuer	Yes	For
						2) LOUIS M. COSSO	Issuer	Yes	For
						3) JIN CHUL JHUNG	Issuer	Yes	For
						4) ALVIN D. KANG	Issuer	Yes	For
						5) CHANG HWI KIM	Issuer	Yes	For
						6) KEVIN S. KIM	Issuer	Yes	For
						7) PETER Y.S. KIM	Issuer	Yes	For
						8) SANG HOON KIM	Issuer	Yes	For
						9) CHUNG HYUN LEE	Issuer	Yes	For
						10) JESUN PAIK	Issuer	Yes	For
						11) H. MAN PARK (J.H. PARK)	Issuer	Yes	For
						12) KI SUH PARK	Issuer	Yes	For
						13) SCOTT YOON-SUK WHANG	Issuer	Yes	For
			2	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012, AS DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For		
			3	NONBINDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION. TO APPROVE, ON AN ADVISORY AND NON-BINDING BASIS, THE COMPENSATION PAID TO OUR "NAMED EXECUTIVE OFFICERS," AS DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For		
			4		Issuer	Abstain	Abstain		

MEETING ADJOURNMENT. TO ADJOURN THE MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE IN THE JUDGMENT OF THE BOARD OF DIRECTORS, TO PERMIT FURTHER SOLICITATION OF ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MATTERS TO BE CONSIDERED BY THE SHAREHOLDERS AT THE MEETING.

REMIER , INC.	PPBI	69478X105	5/30/2012	3/30/2012	1	Election of directors. Nominees:				
						1) JOHN D. GODDARD	Issuer	Yes	For	
						2) JOSEPH L. GARRETT	Issuer	Yes	For	
					2	APPROVE AMENDMENT TO CERTIFICATE OF INCORPORATION TO DECLASSIFY BOARD OF DIRECTORS & PROVIDE FOR ANNUAL ELECTION OF DIRECTORS	Issuer	Yes	For	
					3	APPROVE AN AMENDMENT TO CERTIFICATE OF INCORPORATION TO ELIMINATE LIMITATION ON ABILITY OF STOCKHOLDERS TO VOTE SHARES OF COMPANY'S COMMON STOCK ABOVE SPECIFIED OWNERSHIP THRESHOLDS	Issuer	Yes	For	
					4	AMENDMENT TO CERTIFICATE OF INCORPORATION TO REDUCE VOTING THRESHOLDS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Issuer	Yes	For	
					5	TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO ELIMINATE THE CURRENT PROVISIONS OF ARTICLE EIGHTH, ALL AS MORE FULLY DESCRIBED IN THE PROXY	Issuer	Yes	For	

STATEMENT					
	6	APPROVE AMENDMENT TO CERTIFICATE OF INCORPORATION TO ELIMINATE ARTICLE NINTH, ALL AS MORE FULLY DESCRIBED IN PROXY STATEMENT	Issuer	Yes	For
	7	TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK FROM 15,000,000 TO 25,000,000 SHARES	Issuer	Yes	For
	8	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Issuer	Yes	For
	9	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	1yr
	10	TO APPROVE THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN	Issuer	Yes	For
	11	RATIFY THE APPOINTMENT OF VAVRINEK, TRINE, DAY & CO., LLP AS THE INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012	Issuer	Yes	For
	12	TO ADJOURN THE ANNUAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES	Issuer	Abstain	Abstain
HE OAKS	HEOP 42724R107 6/27/2012 4/27/2012	1	Election of directors. Nominees:		
		1) MICHAEL J. MORRIS	Issuer	Yes	For
		2) DONALD CAMPBELL	Issuer	Yes	For
		3) MICHAEL J. BEHRMAN	Issuer	Yes	For
		4) KENNETH DEWAR	Issuer	Yes	For
		5) MARK C. FUGATE	Issuer	Yes	For
		6) DANIEL J. O'HARE	Issuer	Yes	For

					7) DEE LACEY	Issuer	Yes	For
					8) JAMES L. LYNCH	Issuer	Yes	For
					9) MICHAEL E. PFAU	Issuer	Yes	For
					10) ALEXANDER F. SIMAS	Issuer	Yes	For
					11) LAWRENCE P. WARD	Issuer	Yes	For
					12) SIMONE F. LAGOMARSINO	Issuer	Yes	For
				2	TO ADOPT A NON-BINDING RESOLUTION APPROVING THE EXECUTIVE COMPENSATION DISCLOSED IN THE PROXY STATEMENT FOR THE 2012 ANNUAL MEETING OF SHAREHOLDERS DATED JUNE 27, 2012.	Issuer	Yes	For
				3	TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
				4	TO ADOPT A RESOLUTION AMENDING THE 2005 EQUITY COMPENSATION PLAN TO RE-ALLOCATE THE NUMBER OF SHARES AVAILABLE FOR INCENTIVE STOCK OPTION GRANTS UNDER THE PLAN FROM 390,760 TO 2,013,485.	Issuer	Yes	For
VIRGINIA	BOVA	06544P104	6/28/2012	5/17/2012	1	Election of directors. Nominees:		
					1) HUNTER R. HOLLAR	Issuer	Yes	For
					2) JACK C. ZOELLER	Issuer	Yes	For
				2	THE APPROVAL OF AN AMENDMENT TO THE BANK'S ARTICLES OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT OF THE BANK'S OUTSTANDING COMMON STOCK AT ANY TIME PRIOR TO NOVEMBER 30, 2012 AT ONE OF FIVE REVERSE SPLIT RATIOS, 1-FOR-2, 1-FOR-3, 1-FOR-4, 1-FOR-5 OR 1-FOR-10, AS DETERMINED BY THE BOARD OF DIRECTORS.	Issuer	Yes	For
				3	THE APPROVAL OF A PROPOSAL TO AUTHORIZE THE BANK TO ISSUE SHARES IN ONE OR MORE NON-PUBLIC OFFERINGS IN ACCORDANCE	Issuer	Yes	Against



					WITH NASDAQ RULE 5635.			
				4	THE RATIFICATION OF THE APPOINTMENT OF YOUNT, HYDE & BARBOUR, P.C. AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
RES, INC.	OLBK 67984M100	6/28/2012	4/26/2012	1	Election of directors. Nominees:			
					1) ANDRE' J. GINGLES	Issuer	Yes	For
					2) FRANK LUCENTE, JR.	Issuer	Yes	For
					3) JOHN M. SUIT, II	Issuer	Yes	For
					4) FRANK TAYLOR	Issuer	Yes	For
				2	TO RATIFY THE APPOINTMENT OF ROWLES & COMPANY, LLP AS INDEPENDENT PUBLIC ACCOUNTANTS TO AUDIT THE FINANCIAL STATEMENTS OF OLD LINE BANCSHARES, INC. FOR 2012.	Issuer	Yes	For
ING	CCFH 12487X104	7/26/2012	5/30/2012	1	Election of directors. Nominees:			
					1) STEPHEN E. BOSWELL	Issuer	Yes	For
					2) EDWIN S. KEMP, JR.	Issuer	Yes	For
					3) JOHN T. MITCHELL	Issuer	Yes	For
N S GROUP	AORE G54624112	6/26/2012	4/27/2012	1	TO AUTHORIZE THE RE-DESIGNATION OF ALL OF THE UNISSUED COMMON SHARES OF AMERICAN OVERSEAS GROUP LIMITED SUCH THAT THE PAR VALUE OF EACH UNISSUED COMMON SHARE BE US\$1.00.	Issuer	Yes	For
				2	Election of directors of American Overseas Group Limited. Nominees:			
					1) CLEMENT S. DWYER, JR.	Issuer	Yes	For
					2) DEBRA J. ROBERTS	Issuer	Yes	For
					3) DAVID K. STEEL	Issuer	Yes	For
					4) STEVEN J. TYNAN	Issuer	Yes	For
					5) JAMES L. ZECH	Issuer	Yes	For
				3	TO APPOINT DELOITTE & TOUCHE LTD., HAMILTON, BERMUDA TO ACT AS THE INDEPENDENT AUDITOR OF	Issuer	Yes	For

	AMERICAN OVERSEAS GROUP LIMITED FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2012, UNTIL THE 2013 ANNUAL GENERAL MEETING OF AMERICAN OVERSEAS GROUP LIMITED AND TO AUTHORIZE THE DIRECTORS OF AMERICAN OVERSEAS GROUP LIMITED TO DETERMINE THE INDEPENDENT AUDITOR'S FEES.			
4	TO AUTHORIZE AMENDMENTS TO THE BYE-LAWS OF AMERICAN OVERSEAS GROUP LIMITED PER THE TEXT OF PROPOSED AMENDMENTS INCLUDED IN PROPOSAL FOUR OF THE PROXY STATEMENT.	Issuer	Yes	Against
5	Proposals Concerning American Overseas Reinsurance Company Limited:	Issuer	Yes	For
	5a. TO AUTHORIZE AMENDMENTS TO THE BYE-LAWS OF AMERICAN OVERSEAS REINSURANCE COMPANY LIMITED PER THE TEXT OF AMENDMENTS SHOWN IN ANNEX A OF THE PROXY STATEMENT.	Issuer	Yes	For
	5ba. ELECTION OF DIRECTOR: CLEMENT S. DWYER, JR.	Issuer	Yes	For
	5bb. ELECTION OF DIRECTOR: DEBRA J. ROBERTS	Issuer	Yes	For
	5bc. ELECTION OF DIRECTOR: DAVID K. STEEL	Issuer	Yes	For
	5bd. ELECTION OF DIRECTOR: STEVEN J. TYNAN	Issuer	Yes	For
	5be. ELECTION OF DIRECTOR: JAMES L. ZECH	Issuer	Yes	For
	5c. TO AUTHORIZE THE APPOINTMENT OF DELOITTE & TOUCHE LTD., HAMILTON, BERMUDA TO ACT AS THE INDEPENDENT AUDITOR OF AMERICAN OVERSEAS REINSURANCE COMPANY LIMITED FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2012, UNTIL THE 2013 ANNUAL	Issuer	Yes	For

GENERAL MEETING OF AMERICAN OVERSEAS REINSURANCE COMPANY LIMITED AND TO AUTHORIZE THE DIRECTORS OF AMERICAN OVERSEAS REINSURANCE COMPANY LIMITED TO DETERMINE THE INDEPENDENT AUDITOR'S FEES.

					5d. TO AUTHORIZE THAT, PURSUANT TO SECTION 88 OF THE COMPANIES ACT 1981, THE PRESENTATION AT THE ANNUAL GENERAL MEETING OF AMERICAN OVERSEAS REINSURANCE COMPANY LIMITED OF FINANCIAL STATEMENTS OF AMERICAN OVERSEAS REINSURANCE COMPANY LIMITED FOR THE YEAR ENDED DECEMBER 31, 2011 PREPARED ACCORDING TO GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, TOGETHER WITH AN AUDITOR'S REPORT THEREON, BE WAIVED.	Issuer	Yes	Against	
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OWN, INC.	372590109	6/25/2012	4/30/2012	1	THE APPROVAL OF A PLAN OF CONVERSION AND REORGANIZATION PURSUANT TO WHICH: (A) GEORGETOWN BANCORP, MHC AND GEORGETOWN BANCORP, INC., A FEDERAL CORPORATION ("GEORGETOWN-FEDERAL") WILL CONVERT AND REORGANIZE FROM THE MUTUAL HOLDING COMPANY STRUCTURE TO THE STOCK HOLDING COMPANY STRUCTURE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For	
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				2	THE APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE	Issuer	Abstain	Abstain	
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						EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PLAN OF CONVERSION AND REORGANIZATION.			
					3A.	APPROVAL OF A PROVISION IN NEW GEORGETOWN'S ARTICLES OF INCORPORATION REQUIRING A SUPER-MAJORITY VOTE OF SHAREHOLDERS TO APPROVE CERTAIN AMENDMENTS TO NEW GEORGETOWN'S ARTICLES OF INCORPORATION.	Issuer	Yes	Against
					3B.	APPROVAL OF A PROVISION IN NEW GEORGETOWN'S ARTICLES OF INCORPORATION REQUIRING A SUPER-MAJORITY VOTE OF SHAREHOLDERS TO APPROVE SHAREHOLDER-PROPOSED AMENDMENTS TO NEW GEORGETOWN'S BYLAWS.	Issuer	Yes	Against
					3C.	APPROVAL OF A PROVISION IN NEW GEORGETOWN'S ARTICLES OF INCORPORATION TO LIMIT THE VOTING RIGHTS OF SHARES BENEFICIALLY OWNED IN EXCESS OF 10% OF OUTSTANDING VOTING STOCK.	Issuer	Yes	Against
FEDERAL	FDLB	315921205	6/25/2012	5/15/2012	1A	ELECTION OF DIRECTOR: PAUL E. BECKER	Issuer	Yes	For
					1B	ELECTION OF DIRECTOR: BRUCE A. CORDINGLEY	Issuer	Yes	For
					1C	ELECTION OF DIRECTOR: JACK CUNNINGHAM	Issuer	Yes	For
					1D	ELECTION OF DIRECTOR: DONALD R. NEEL	Issuer	Yes	For
					1E	ELECTION OF DIRECTOR: GERALD K. PEDIGO	Issuer	Yes	For
					1F	ELECTION OF DIRECTOR: BARRY A. SCHNAKENBURG	Issuer	Yes	For
					1G	ELECTION OF DIRECTOR: PHILLIP J. STOFFREGEN	Issuer	Yes	For
FCX	35671D857	6/14/2012	4/18/2012	1	Election of directors. Nominees:				

7-MCMORAN  
GOLD INC.

					1) RICHARD C. ADKERSON	Issuer	Yes	For
					2) ROBERT J. ALLISON, JR.	Issuer	Yes	For
					3) ROBERT A. DAY	Issuer	Yes	For
					4) GERALD J. FORD	Issuer	Yes	For
					5) H. DEVON GRAHAM, JR.	Issuer	Yes	For
					6) CHARLES C. KRULAK	Issuer	Yes	For
					7) BOBBY LEE LACKEY	Issuer	Yes	For
					8) JON C. MADONNA	Issuer	Yes	For
					9) DUSTAN E. MCCOY	Issuer	Yes	For
					10) JAMES R. MOFFETT	Issuer	Yes	For
					11) B. M. RANKIN, JR.	Issuer	Yes	For
					12) STEPHEN H. SIEGELE	Issuer	Yes	For
				2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
				3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
				4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Holder	Yes	Against

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				1	Election of directors. Nominees:			
					1) JAMES L. GARDNER	Issuer	Yes	For
					2) THOMAS W. HOFMANN	Issuer	Yes	For
					3) WILLIAM H. SHEA, JR.	Issuer	Yes	For
				2	TO APPROVE THE ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Issuer	Yes	For
				3	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR.	Issuer	Yes	For

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BKOR 671768109 6/7/2012 4/13/2012

1 Election of directors. Nominees:

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					1) RONALD O. BLACK	Issuer	Yes	For
					2) JAMES W. HALL	Issuer	Yes	For
					3) DR. STANLEY TENNANT	Issuer	Yes	For
				2	PROPOSAL TO APPROVAL THE NONBINDING ADVISORY RESOLUTION FOR APPROVAL OF THE EXECUTIVE COMPENSATION DISCLOSED IN THE PROXY STATEMENT.	Issuer	Yes	For
				3	THE RATIFICATION OF ELLIOTT DAVIS, PLLC AS THE COMPANY'S REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
CORP, INC.	ECBE	268253101	6/7/2012	04/16/2012	1	Election of directors. Nominees:		
					1) GEORGE T. DAVIS, JR.	Issuer	Yes	For
					2) JOHN F. HUGHES, JR.	Issuer	Yes	For
				2	PROPOSAL TO APPROVE A NON-BINDING, ADVISORY RESOLUTION TO THE COMPENSATION PAID OR PROVIDED TO BANCORP'S EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT (A "SAY-ON-PAY" RESOLUTION).	Issuer	Yes	For
				3	PROPOSAL TO APPROVE AN AMENDMENT TO BANCORP'S 2008 OMNIBUS EQUITY PLAN THAT WOULD INCREASE BY 190,100 THE NUMBER OF SHARES RESERVED UNDER THE PLAN, PERMIT DIRECTORS TO PARTICIPATE IN THE PLAN AND INCREASE THE TYPES OF AWARDS AVAILABLE FOR GRANT UNDER THE PLAN.	Issuer	Yes	Against
				4	PROPOSAL TO RATIFY THE APPOINTMENT OF DIXON HUGHES GOODMAN LLP AS BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For

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T STORES,	WMT	931142103	6/1/2012	4/4/2012	1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Issuer	Yes	For
					1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Issuer	Yes	For
					1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Issuer	Yes	For
					1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Issuer	Yes	For
					1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Issuer	Yes	For
					1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Issuer	Yes	For
					1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Issuer	Yes	For
					1H	ELECTION OF DIRECTOR: MARISSA A. MAYER	Issuer	Yes	For
					1I	ELECTION OF DIRECTOR: GREGORY B. PENNER	Issuer	Yes	For
					1J	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Issuer	Yes	For
					1K	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Issuer	Yes	For
					1L	ELECTION OF DIRECTOR: ARNE M. SORENSON	Issuer	Yes	For
					1M	ELECTION OF DIRECTOR: JIM C. WALTON	Issuer	Yes	For
					1N	ELECTION OF DIRECTOR: S. ROBSON WALTON	Issuer	Yes	For
					1O	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Issuer	Yes	For
					1P	ELECTION OF DIRECTOR: LINDA S. WOLF	Issuer	Yes	For
					2	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
					4	POLITICAL CONTRIBUTIONS REPORT	Issuer	Yes	Against
					5	DIRECTOR NOMINATION POLICY	Issuer	Yes	Against
					6	REPORT REGARDING INCENTIVE COMPENSATION PROGRAMS	Issuer	Yes	Against
PARTNERS,	BPL	118230101	6/5/2012	4/9/2012	1	Election of directors. Nominees:			
						1) PIETER BAKKER	Issuer	Yes	For
						2) C. SCOTT HOBBS	Issuer	Yes	For
						3) MARK C. MCKINLEY	Issuer	Yes	For

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					2	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For
LIBERTY	WLBC	961443108	6/20/2012	4/23/2012	1	Election of directors. Nominees:			
						1) JASON N. ADER	Issuer	Yes	For
						2) CURTIS W. ANDERSON	Issuer	Yes	For
						3) RICHARD A.C. COLES	Issuer	Yes	For
						4) MICHAEL B. FRANKEL	Issuer	Yes	For
						5) WILLIAM E. MARTIN	Issuer	Yes	For
						6) TERRENCE L. WRIGHT	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
URITY C.	FSGI	336312202	6/20/2012	4/18/2012	1	Election of directors. Nominees:			
						1) WILLIAM C. HALL	Issuer	Yes	For
						2) CAROL H. JACKSON	Issuer	Yes	For
						3) ROBERT P. KELLER	Issuer	Yes	For
						4) RALPH L. KENDALL	Issuer	Yes	For
						5) KELLY P. KIRKLAND	Issuer	Yes	For
						6) D. MICHAEL KRAMER	Issuer	Yes	For
						7) LARRY D. MAULDIN	Issuer	Yes	For
					2	AUTHORITY TO ADOPT A NON-BINDING RESOLUTION APPROVING THE COMPENSATION OF FIRST SECURITY'S EXECUTIVES AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION.	Issuer	Yes	For
					3	AUTHORITY TO APPROVE THE FIRST SECURITY GROUP, INC. 2012 LONG-TERM INCENTIVE PLAN.	Issuer	Yes	For
					4	AUTHORITY TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP, AS THE INDEPENDENT REGISTERED	Issuer	Yes	For



PUBLIC ACCOUNTING FIRM  
FOR FIRST SECURITY FOR THE  
FISCAL YEAR ENDING  
DECEMBER 31, 2012.



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 30, 2012

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