

FIRST OPPORTUNITY FUND INC
Form N-PX
August 23, 2013

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)

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

Fund Administrative Services, LLC
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, 2012 – June 30, 2013

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 (§§ 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. § 3507.

Item 1. Proxy Voting Record

For Period July 1, 2012 to June 30, 2013

Shareholder							Matter Proposed		
Ticker	Meeting	Record	Meeting	Proposal	Description of Matter to be Voted		by Issuer	Vote Cast	Vote
Symbol	Date	Date	Type	Number	On	or Holder	(Yes or Abstain)	(For or Against)	
ICBN	44923M103	9/20/2012	7/31/2012	Annual	1	APPROVING PRINCIPAL TERMS OF AN AGREEMENT AND PLAN OF MERGER AMONG STARBUCK BANCSHARES, INC., ICB MERGER SUB CORP., AND ICBF AS MAY BE AMENDED FROM TIME TO TIME ("MERGER AGREEMENT"), AND THE PRINCIPAL TERMS OF THE MERGER OF ICB MERGER SUB CORP. WITH AND INTO ICBF, WITH ICBF CONTINUING AS THE SURVIVING COMPANY AND AS A WHOLLY-OWNED SUBSIDIARY OF STARBUCK BANCSHARES, INC.	Issuer	Yes	For
					2	APPROVING THE GRANT OF DISCRETIONARY AUTHORITY TO ADJOURN THE ICBF ANNUAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING OF ICBF TO APPROVE THE PRINCIPAL TERMS OF THE MERGER AGREEMENT AND THE MERGER.	Issuer	Abstain	Abstain
					3	Election of directors. Nominees:			
						1) GLENDA M. BAYLESS	Issuer	Yes	For
						2) JAMES S. COOPER	Issuer	Yes	For
						3) KENNETH R. LEHMAN	Issuer	Yes	For

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						4) BYRON R. MATTESON	Issuer	Yes	For
						5) RONALD J. MAYER	Issuer	Yes	For
						6) A.G. THEODOROU, D.D.S.	Issuer	Yes	For
						7) EUGENE H. WOOD	Issuer	Yes	For
						8) ROBERT H. ZIPRICK	Issuer	Yes	For
					4	APPROVING AN ADVISORY (NON-BINDING) PROPOSAL TO RATIFY ICBF'S COMPENSATION OF ITS EXECUTIVE OFFICERS.	Issuer	Yes	For
					5	APPROVING A PROPOSAL TO RATIFY THE SELECTION OF SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP ("SQUAR MILNER") TO SERVE AS ICBF'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For
					6	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND AT ANY ADJOURNMENTS THEREOF.	Issuer	Abstain	Abstain
CORP INC.	EBMT 26942G100	10/18/2012	9/6/2012	Annual	1	Election of directors. Nominees:			
						1) THOMAS J. MCCARVEL	Issuer	Yes	For
						2) JAMES A. MAIERLE	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF DAVIS, KINARD & CO., P.C. AS EAGLE BANCORP MONTANA INC.'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2013	Issuer	Yes	For
	WLBC 961443108	10/17/2012	9/10/2012	Special	1	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 17, 2012, BY AND BETWEEN WESTERN ALLIANCE BANCORPORATION AND WESTERN LIBERTY BANCORP, PURSUANT TO WHICH WESTERN LIBERTY BANCORP WILL MERGE WITH AND INTO WESTERN ALLIANCE BANCORPORATION WITH WESTERN ALLIANCE BANCORPORATION SURVIVING THE MERGER, AS	Issuer	Yes	For

						DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS.			
					2	TO VOTE, ON AN ADVISORY (NONBINDING) BASIS, TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO WESTERN LIBERTY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Issuer	Yes	For
					3	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE MEETING, INCLUDING, WITHOUT LIMITATION, A MOTION TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME AND/OR PLACE FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN ORDER TO APPROVE THE FOREGOING PROPOSALS.	Issuer	Abstain	Abstain
CARV 146875604	9/27/2012	8/7/2012	Annual	1	Election of directors. Nominees:				
						1) DR. SAMUEL J. DANIEL	Issuer	Yes	For
						2) MR. ROBERT R. TARTER	Issuer	Yes	For
				2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR CARVER FOR THE FISCAL YEAR ENDING MARCH 31, 2013.				
						ADVISORY (NON-BINDING) APPROVAL OF COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DETERMINED BY THE COMPENSATION COMMITTEE.	Issuer	Yes	For
FCVA 319438107	8/22/2012	7/2/2012	Annual	1	Election of directors. Nominees:				

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					1) ROBERT G. WATTS, JR.	Issuer	Yes	For	
					2) DEBRA L. RICHARDSON	Issuer	Yes	For	
					3) JOHN M. PRESLEY	Issuer	Yes	For	
				2	PROPOSAL TO AMEND THIS FIRST CAPITAL BANCORP, INC. 2010 STOCK INCENTIVE PLAN TO INCREASE THE AUTHORIZED NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 360,000 SHARES	Issuer	Yes	For	
				3	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO AUTHORIZE THE BOARD OF DIRECTORS TO EFFECT A REVERSE STOCK SPLIT OF THE COMPANY'S COMMON STOCK	Issuer	Yes	For	
				4	PROPOSAL TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT	Issuer	Yes	For	
				5	PROPOSAL TO RATIFY THE APPOINTMENT OF CHERRY, BEKAERT & HOLLAND	Issuer	Yes	For	
MLVF	561410101	10/2/2012	8/9/2012	Special	1	APPROVAL A PLAN OF CONVERSION AND REORGANIZATION AND THE TRANSACTIONS CONTEMPLATED THEREBY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For
					2A.	APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW PROVIDING FOR THE AUTHORIZED CAPITAL STOCK OF 50,000,000 SHARES OF COMMON STOCK AND 10,000,000 SHARES OF SERIAL PREFERRED STOCK COMPARED TO 15,000,000 SHARES OF COMMON STOCK AND 5,000,000 SHARES OF PREFERRED STOCK IN THE	Holder	Yes	Against

CHARTER OF MALVERN FEDERAL BANCORP.								
					2B. APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW REQUIRING A SUPER-MAJORITY SHAREHOLDER APPROVAL FOR MERGERS, CONSOLIDATIONS AND SIMILAR TRANSACTIONS, UNLESS THEY HAVE BEEN APPROVED IN ADVANCE BY AT LEAST TWO-THIRDS OF THE BOARD OF DIRECTORS OF MALVERN BANCORP-NEW.	Holder	Yes	Against
					2C. APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW REQUIRING A SUPER-MAJORITY SHAREHOLDER APPROVAL OF AMENDMENTS TO CERTAIN PROVISIONS IN THE ARTICLES OF INCORPORATION AND BYLAWS OF MALVERN BANCORP-NEW.	Holder	Yes	Against
					2D. APPROVAL OF A PROVISION IN ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW TO LIMIT THE ACQUISITION OF SHARES IN EXCESS OF 10% OF OUTSTANDING VOTING SECURITIES OF MALVERN BANCORP-NEW.	Holder	Yes	Against
					3 ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT MEETING.	Issuer	Abstain	Abstain
HRS	413875105	10/26/2012	8/31/2012	Annual	1 Election of directors. Nominees:			
					1) ELECTION OF DIRECTOR: WILLIAM M. BROWN	Issuer	Yes	For
					2) ELECTION OF DIRECTOR: PETER W. CHIARELLI	Issuer	Yes	For

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					3) ELECTION OF DIRECTOR: THOMAS A. DATTILO	Issuer	Yes	For
					4) ELECTION OF DIRECTOR: TERRY D. GROWCOCK	Issuer	Yes	For
					5) ELECTION OF DIRECTOR: LEWIS HAY III	Issuer	Yes	For
					6) ELECTION OF DIRECTOR: KAREN KATEN	Issuer	Yes	For
					7) ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN	Issuer	Yes	For
					8) ELECTION OF DIRECTOR: LESLIE F. KENNE	Issuer	Yes	For
					9) ELECTION OF DIRECTOR: DAVID B. RICKARD	Issuer	Yes	For
					10) ELECTION OF DIRECTOR: JAMES C. STOFFEL	Issuer	Yes	For
					11) ELECTION OF DIRECTOR: GREGORY T. SWIENTON	Issuer	Yes	For
					12) ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Issuer	Yes	For
				2	APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
				3	APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Issuer	Yes	For
				4	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Issuer	Yes	For
HBNK 40867E107	11/6/2012	9/19/2012	Annual	1	Election of directors. Nominees:			
					1) JUDITH E. KENNEDY	Issuer	Yes	For
					2) RICHARD J. KOS	Issuer	Yes	For
					3) KATHLEEN O'BRIEN MOORE	Issuer	Yes	For
				2	TO RATIFY THE APPOINTMENT OF WOLF & COMPANY, P.C. AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR	Issuer	Yes	For

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					ENDING JUNE 30, 2013.				
					3	TO EXPLORE AVENUES TO ENHANCE SHAREHOLDER VALUE THROUGH AN EXTRA-ORDINARY TRANSACTION (DEFINED HERE AS A TRANSACTION NOT IN THE ORDINARY COURSE OF BUSINESS OPERATIONS) INCLUDING, BUT NOT LIMITED TO, SELLING OR MERGING THE COMPANY WITH ANOTHER INSTITUTION.	Issuer	Yes	For
OSBK 68764U106	11/14/2012	9/14/2012	Special	1	TO APPROVE AN AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 27, 2012, BETWEEN AMERICAN BANCORPORATION, INC. AND OSAGE BANCSHARES, INC. AND THE TRANSACTIONS CONTEMPLATED THEREBY.	Issuer	Yes	For	ES, INC.
				2	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, 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	
EMS, CSCO 17275R102	11/15/2012	9/17/2012	Annual	1	Election of directors. Nominees:				
					1) ELECTION OF DIRECTOR: CAROL A. BARTZ	Issuer	Yes	For	
					2) ELECTION OF DIRECTOR: MARC BENIOFF	Issuer	Yes	For	
					3) ELECTION OF DIRECTOR: M. MICHELE BURNS	Issuer	Yes	For	
					4) ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Issuer	Yes	For	
					5) ELECTION OF DIRECTOR: LARRY R. CARTER	Issuer	Yes	For	
					6) ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Issuer	Yes	For	
					7) ELECTION OF DIRECTOR: BRIAN L. HALLA	Issuer	Yes	For	
						Issuer	Yes	For	

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						8) ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY			
						9) ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON	Issuer	Yes	For
						10) ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Issuer	Yes	For
						11) ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Issuer	Yes	For
						12) ELECTION OF DIRECTOR: ARUN SARIN	Issuer	Yes	For
						13) ELECTION OF DIRECTOR: STEVEN M. WEST	Issuer	Yes	For
					2	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE EXECUTIVE INCENTIVE PLAN.	Issuer	Yes	For
					3	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Issuer	Yes	For
					5	APPROVAL TO HAVE CISCO'S BOARD ADOPT A POLICY TO HAVE AN INDEPENDENT BOARD CHAIRMAN WHENEVER POSSIBLE.	Holder	Yes	Against
					6	APPROVAL TO REQUEST CISCO MANAGEMENT TO PREPARE A REPORT ON "CONFLICT MINERALS" IN CISCO'S SUPPLY CHAIN.	Holder	Yes	Against
NC	ABBB	050254101	11/20/2012	10/2/2012	Annual	1	Election of directors. Nominees:		
						1) PETER E. CHALKE	Issuer	Yes	For
						2) THOMAS J. DEAN	Issuer	Yes	For
						3) SHARON A. MILLETT	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, 2013	Issuer	Yes	For
INC.	RYFL	78027P109	2/19/2013	11/26/2012	Annual	1	Election of directors. Nominees:		
						1) JAMES A. FITCH, JR.	Issuer	Yes	For
						2) ROGER L. HUPE	Issuer	Yes	For

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					2	PROPOSAL TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Issuer	Yes	For
MLVF	561409103	2/7/2013	12/20/2012	Annual	1	Election of directors. Nominees:	Issuer	Yes	For
						1) RONALD ANDERSON	Issuer	Yes	For
						2) F. CLAIRE HUGHES, JR.	Issuer	Yes	For
					2	PROPOSAL TO ADOPT A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
					3	ADVISORY VOTE ON THE FREQUENCY OF THE NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	1yr
					4	PROPOSAL TO RATIFY THE APPOINTMENT OF PARENTEBEARD LLC AS MALVERN BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2013.	Issuer	Yes	For
PFOH	714273109	1/23/2013	11/30/2012	Annual	1	Election of directors. Nominees:			
						1) STEVEN R. BOHL	Issuer	Yes	For
						2) MICHAEL R. MELVIN	Issuer	Yes	For
						3) JOSEPH P. VALORE	Issuer	Yes	For
ABVA	018535104	12/19/2012	10/26/2012	Special	1	TO APPROVE THE AGREEMENT & PLAN OF REORGANIZATION, AS AMENDED, & RELATED PLAN OF MERGER (REORGANIZATION AGREEMENT), AMONG WASHINGTONFIRST BANKSHARES, INC., ALLIANCE BANKSHARES	Issuer	Yes	For

						CORPORATION & ALLIANCE BANK CORPORATION PURSUANT TO WHICH ALLIANCE WILL MERGE WITH & INTO WASHINGTONFIRST, WITH WASHINGTONFIRST AS THE SURVIVING CORPORATION (MERGER).			
					2	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION THAT ALLIANCE'S NAMED EXECUTIVE OFFICERS MAY RECEIVE, UNDER PRE-EXISTING AGREEMENTS, IN CONNECTION WITH THE MERGER.	Issuer	Yes	For
					3	TO APPROVE A PROPOSAL, IF NECESSARY, TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO PERMIT THE FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ACHIEVE A QUORUM OR APPROVE THE REORGANIZATION AGREEMENT.	Issuer	Abstain	Abstain
Y	BYFC	111444105	12/19/2012	10/29/2012	Annual	1	Election of directors. Nominees:		
ON						1) WAYNE-KENT A. BRADSHAW	Issuer	Yes	For
						2) KELLOGG CHAN	Issuer	Yes	For
						3) PAUL C. HUDSON	Issuer	Yes	For
					2	RATIFICATION OF APPOINTMENT OF CROWE HORWATH LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF BROADWAY FINANCIAL CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2012	Issuer	Yes	For
					3	NONBINDING PROPOSAL TO APPROVE EXECUTIVE COMPENSATION AS DESCRIBED IN THE ANNUAL MEETING PROXY STATEMENT	Issuer	Yes	For

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AL	HFFC	404172108	12/19/2012	11/9/2012	Annual	1	Election of directors. Nominees:			
							1) DAVID J. HORAZDOVSKY	Issuer	Yes	For
							2) MICHAEL M. VEKICH	Issuer	Yes	For
						2	TO RATIFY THE APPOINTMENT OF EIDE BAILLY, LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Issuer	Yes	For
LEY	RIVR	768475105	4/17/2013	2/22/2013	Annual	1	Election of directors. Nominees:			
							1) FRED W. KOEHLER	Issuer	Yes	For
							2) CHARLES J. MCKAY, CPA	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, 2013.	Issuer	Yes	For
						3	APPROVAL, ON AN ADVISORY BASIS, OF THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS INCLUDED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING.	Issuer	Yes	For
						4	THE SHAREHOLDERS SHOULD VOTE TO APPROVE, ON AN ADVISORY BASIS, THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS EVERY.	Issuer	Yes	1 Year
ON	CZNC	172922106	4/16/2013	2/19/2013	Annual	1	Election of directors. Nominees:			
							1) R.BRUCE HANER	Issuer	Yes	For
							2) SUSAN E. HARTLEY	Issuer	Yes	For
							3) LEO F. LAMBERT	Issuer	Yes	For
							4) LEONARD SIMPSON	Issuer	Yes	For
						2	RATIFICATION OF THE APPOINTMENT OF THE FIRM OF PARENTEBEARD LLC AS INDEPENDENT AUDITORS.	Issuer	Yes	For

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ESTATE RIF 76970B101 4/11/2013 2/19/2013 Annual	2A.	ELECTION OF CLASS III TRUSTEE: ARTHUR G. KOUMANTZELIS	Issuer	Yes	For
ND-					
OLBK 67984M100 4/15/2013 2/15/2013 Special	1	A PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER DATED SEPTEMBER 10, 2012, AS AMENDED, AS THE AGREEMENT MAY BE AMENDED FROM TIME TO TIME, BY AND BETWEEN OLD LINE BANCSHARES, INC. AND WSB HOLDINGS, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For
ES, INC.					
	2	TO ADJOURN THE MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MATTERS TO BE CONSIDERED BY THE STOCKHOLDERS AT THE MEETING.	Issuer	Abstain	Abstain
SONA 843395104 4/25/2013 3/5/2013 Annual	1	Election of directors. Nominees:			
F VA,					
		1) R. RODERICK PORTER	Issuer	Yes	For
		2) W. BRUCE JENNINGS	Issuer	Yes	For
	2	RATIFICATION OF THE APPOINTMENT OF DIXON HUGHES GOODMAN LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Issuer	Yes	For
	3	APPROVAL OF AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
CNS 19248A109 4/25/2013 2/20/2013 Annual	1	Election of directors. Nominees:			

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						1) MARTIN COHEN	Issuer	Yes	For
						2) RICHARD J. NORMAN	Issuer	Yes	For
						3) FRANK K. ROSS	Issuer	Yes	For
SNY	80105N105	5/3/2013	3/25/2013	Annual	1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes	For
					2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes	For
					3	APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Issuer	Yes	For
					4	APPOINTMENT OF A DIRECTOR (FABIENNE LECORVAISIER)	Issuer	Yes	For
					5	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Issuer	Yes	For
					6	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHTS MAINTAINED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS	Issuer	Yes	For
					7	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHT BEING CANCELLED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS BY PUBLIC OFFERING	Issuer	Yes	For

8	POSSIBILITY OF ISSUING, WITHOUT PREEMPTIVE RIGHT, SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AS CONSIDERATION FOR ASSETS TRANSFERRED TO THE COMPANY AS A CAPITAL CONTRIBUTION IN KIND IN THE FORM OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF ANOTHER COMPANY	Issuer	Yes	For
9	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREEMPTIVE RIGHTS	Issuer	Yes	For
10	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY INCORPORATION OF SHARE PREMIUM, RESERVES, PROFITS OR OTHER ITEMS	Issuer	Yes	For
11	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE OF SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL RESERVED FOR MEMBERS OF SAVINGS PLANS, WITH WAIVER OF PREEMPTIVE RIGHT IN THEIR FAVOR	Issuer	Yes	For
12	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT, WITHOUT PREEMPTIVE RIGHT, EXISTING OR NEW RESTRICTED SHARES IN FULL OR PARTIAL SUBSTITUTION FOR THE DISCOUNT TO A CAPITAL INCREASE RESERVED FOR SALARIED EMPLOYEES	Issuer	Yes	For
13		Issuer	Yes	For

							DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO GRANT, WITHOUT PREEMPTIVE RIGHT, OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES			
						14	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES	Issuer	Yes	For
						15	POWERS FOR FORMALITIES	Issuer	Yes	For
WN NC.	GTWN	372591107	4/23/2013	3/7/2013	Annual	1	Election of directors. Nominees:			
							1) KEITH N. CONGDON	Issuer	Yes	For
							2) KATHLEEN R. SACHS	Issuer	Yes	For
							3) DAVID A. SPLAINE	Issuer	Yes	For
							4) ROBERT T. WYMAN	Issuer	Yes	For
						2	THE RATIFICATION OF SHATSWELL MACLEOD & COMPANY, P. C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Issuer	Yes	For
						3	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 OUR EXECUTIVE COMPENSATION.	Issuer	Yes	1YR
GO &	WFC	949746101	4/23/2013	2/26/2013	Annual	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			