

FIRST OPPORTUNITY FUND INC  
Form N-PX  
August 29, 2014

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, 2013 – June 30, 2014

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, 2013 to June 30, 2014

Issuer	Ticker Symbol	CUSIP	Shareholder Meeting		Record Date	Meeting Type	Proposal Number	Description of Matter to be Voted On	Matter Proposed		
			Date	Date					by Issuer or Holder	Vote Cast (Yes or Abstain)	Vote (For or Against)
FCMORAN LD INC.	FCX	35671D857	7/16/2013	5/24/2013	Annual	1	Election of directors. Nominees:				
							1) RICHARD C. ADKERSON	Issuer	Yes	For	
							2) ROBERT J. ALLISON, JR.	Issuer	Yes	For	
							3) ALAN R. BUCKWALTER, III	Issuer	Yes	For	
							4) ROBERT A. DAY	Issuer	Yes	For	
							5) JAMES C. FLORES	Issuer	Yes	For	
							6) GERALD J. FORD	Issuer	Yes	For	
							7) THOMAS A. FRY, III	Issuer	Yes	For	
							8) H. DEVON GRAHAM, JR.	Issuer	Yes	For	
							9) CHARLES C. KRULAK	Issuer	Yes	For	
							10) BOBBY LEE LACKEY	Issuer	Yes	For	
							11) JON C. MADONNA	Issuer	Yes	For	
							12) DUSTAN E. MCCOY	Issuer	Yes	For	
							13) JAMES R. MOFFETT	Issuer	Yes	For	
							14) B.M. RANKIN, JR.	Issuer	Yes	For	
							15) 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	
						5	STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR	Holder	Yes	Against	

					CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS.			
				6	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY.	Holder	Yes	Again
				7	STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS.	Holder	Yes	For
CE	453838609	7/18/2013	Annual	1	Election of directors. Nominees:			
					1) CHARLES W. THOMAS	Issuer	Yes	For
					2) DAN T. DANIELS	Issuer	Yes	For
					3) ROGER A. DE YOUNG JR.	Issuer	Yes	For
					4) ROGER K. DUERR	Issuer	Yes	For
					5) DENNIS D. SLATTERY	Issuer	Yes	For
					6) KENT G. SNYDER	Issuer	Yes	For
					7) JAMES R. WILBURN	Issuer	Yes	For
				2	TO RATIFY THE APPOINTMENT BY THE BOARD OF DIRECTORS OF VAVRINEK, TRINE, DAY & CO., LLP AS THE BANK'S INDEPENDENT PUBLIC ACCOUNTANT AND AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Issuer	Yes	For
HT GROUP,	99Z011U3	7/25/2013	Annual	1	Election of directors. Nominees:			
					1) JANE BOISSEAU	Issuer	Yes	For
					2) CHRISTINE DETRICK	Issuer	Yes	For
					3) MICHAEL DELVIN II	Issuer	Yes	For
					4) DAVIS FULKERSON	Issuer	Yes	For
					5) JOHN GRAF	Issuer	Yes	For
					6) KIRK HACHIGAN	Issuer	Yes	For
					7) NICHOLAS RASMUSSEN	Issuer	Yes	For
				2	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS	Issuer	Yes	For

LLP AS THE INDEPENDENT  
ACCOUNTING FIRM FOR 2013

OLBK	67984M100	8/15/2013	6/25/2013	Annual	1	Election of directors. Nominees:				
						1) JAMES W. CORNELSEN*	Issuer	Yes	For	
						2) JAMES F. DENT*	Issuer	Yes	For	
						3) JEFFREY A. RIVEST*	Issuer	Yes	For	
						4) CARLA HARGROVE MCGILL*	Issuer	Yes	For	
						5) WILLIAM J. HARNETT#	Issuer	Yes	For	
						6) MICHAEL J. SULLIVAN#	Issuer	Yes	For	
					2	TO RATIFY THE APPOINTMENT OF DIXON HUGHES GOODMAN, LLP AS INDEPENDENT PUBLIC ACCOUNTANTS TO AUDIT THE FINANCIAL STATEMENTS OF OLD LINE BANCSHARES, INC. FOR 2013.	Issuer	Yes	For	
					3	TO APPROVE ARTICLES OF AMENDMENT TO OLD LINE BANCSHARES, INC.'S ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE, FROM 15,000,000 SHARES TO 25,000,000 SHARES.	Issuer	Yes	For	
					4	TO APPROVE AN AMENDMENT TO THE OLD LINE BANCSHARES, INC. 2010 EQUITY INCENTIVE PLAN TO INCREASE BY 450,000 THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE UNDER THE PLAN.	Issuer	Yes	For	
					5	TO APPROVE A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For	
					6	TO APPROVE A NON-BINDING ADVISORY PROPOSAL REGARDING THE FREQUENCY WITH WHICH STOCKHOLDERS SHOULD VOTE ON THE COMPENSATION OF THE	Issuer	Yes	1 Yes	

COMPANY'S NAMED  
EXECUTIVE OFFICERS.

GROUP, SIFI											
GROUP, SIFI	78425V104	8/15/2013	5/31/2013	Annual	1	THE PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 5, 2013, BY AND BETWEEN SI FINANCIAL GROUP, INC. AND NEWPORT BANCORP, INC., AND THE MERGER CONTEMPLATED THEREIN.	Issuer	Yes	For		
					2	THE PROPOSAL TO ADJOURN THE ANNUAL MEETING TO PERMIT THE FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER.	Issuer	Abstain	Absta		
					3	Election of directors. Nominees: 1) RHEO A. BROUILLARD 2) ROGER ENGLE	Issuer	Yes	For		
					4	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, 2013.	Issuer	Yes	For		
					5	THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For		
NCORP, NFSB	651754103	8/15/2013	6/7/2013	Annual	1	THE PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 5, 2013, BY AND BETWEEN SI FINANCIAL GROUP, INC. AND NEWPORT BANCORP, INC., AND THE MERGER CONTEMPLATED THEREIN.	Issuer	Yes	For		
					2	THE PROPOSAL TO ADJOURN THE ANNUAL MEETING TO PERMIT THE FURTHER	Issuer	Abstain	Absta		

								SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER.			
						3		THE PROPOSAL TO APPROVE THE NON-BINDING, ADVISORY RESOLUTION APPROVING THE COMPENSATION PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF THE COMPANY IN CONNECTION WITH THE MERGER.	Issuer	Yes	For
						4		Election of directors. Nominees:			
								1) WILLIAM R. HARVEY	Issuer	Yes	For
								2) KEVIN M. MCCARTHY	Issuer	Yes	For
						5		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, 2013.	Issuer	Yes	For
						6		A NON-BINDING, ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
						7		AN ADVISORY, NON-BINDING VOTE REGARDING THE FREQUENCY OF VOTING ON OUR EXECUTIVE COMPENSATION.	Issuer	Yes	1 Year
ARTNERS	EPD	293792107	9/30/2013	8/19/2013	Special	1		PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2008 ENTERPRISE PRODUCTS LONG-TERM INCENTIVE PLAN.	Issuer	No	NA
						2		PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE EPD UNIT PURCHASE PLAN.	Issuer	No	NA
ORP IC.	EBMT	26942G100	10/24/2013	9/6/2013	Annual	1		Election of directors. Nominees:			
								1) RICK F. HAYS	Issuer	Yes	For

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						2) PETER J. JOHNSON	Issuer	Yes	For	
						3) MAUREEN J. RUDE	Issuer	Yes	For	
					2	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.	Issuer	Yes	For	
					3	ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	1 Ye	
					4	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, 2014.	Issuer	Yes	For	
	HRS	413875105	10/25/2013	8/30/2013	Annual	1	Election of directors. Nominees:			
						1) WILLIAM M. BROWN	Issuer	Yes	For	
						2) PETER W. CHIARELLI	Issuer	Yes	For	
						3) THOMAS A. DATTILO	Issuer	Yes	For	
						4) TERRY D. GROWCOCK	Issuer	Yes	For	
						5) LEWIS HAY III	Issuer	Yes	For	
						6) VYOMESH I. JOSHI	Issuer	Yes	For	
						7) KAREN KATEN	Issuer	Yes	For	
						8) STEPHEN P. KAUFMAN	Issuer	Yes	For	
						9) LESLIE F. KENNE	Issuer	Yes	For	
						10) DAVID B. RICKARD	Issuer	Yes	For	
						11) DR. JAMES C. STOFFEL	Issuer	Yes	For	
						12) GREGORY T. SWIENTON	Issuer	Yes	For	
						13) HANSEL E. TOOKES II	Issuer	Yes	For	
					2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DISCLOSED IN PROXY STATEMENT.	Issuer	Yes	For	
					3	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Issuer	Yes	For	
P, INC.	CITZ	12525D102	10/29/2013	9/20/2013	Special	1	TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE AGREEMENT OF REORGANIZATION AND MERGER DATED MAY 13, 2013	Issuer	Yes	For

BETWEEN FIRST MERCHANTS CORPORATION AND CFS, AND TO APPROVE THE TRANSACTIONS CONTEMPLATED THEREBY (THE "CFS MERGER PROPOSAL").

					2	TO APPROVE ONE OR MORE ADJOURNMENTS OF THE CFS SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE CFS MERGER PROPOSAL.	Issuer	Abstain	Absta
					3	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION PAYABLE TO CFS' NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CFS MERGER PROPOSAL.	Issuer	Yes	For
NCIAL,	RYFL	78027P109	10/29/2013	8/30/2013	Annual	1	Election of directors. Nominees:		
						1) JOHN T. DEMPSEY	Issuer	Yes	For
						2) LEONARD SZWAJKOWSKI	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, 2014.	Issuer	Yes	For
	ORCL	68389X105	10/31/2013	9/3/2013	Annual	1	Election of directors. Nominees:		
						1) JEFFREY S. BERG	Issuer	Yes	For
						2) H. RAYMOND BINGHAM	Issuer	Yes	For
						3) MICHAEL J. BOSKIN	Issuer	Yes	For
						4) SAFRA A. CATZ	Issuer	Yes	For
						5) BRUCE R. CHIZEN	Issuer	Yes	For
						6) GEORGE H. CONRADES	Issuer	Yes	For
						7) LAWRENCE J. ELLISON	Issuer	Yes	For
						8) HECTOR GARCIA-MOLINA	Issuer	Yes	For
						9) JEFFREY O. HENLEY	Issuer	Yes	For
						10) MARK V. HURD	Issuer	Yes	For
						11) NAOMI O. SELIGMAN	Issuer	Yes	For
					2	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3		Issuer	Yes	For



APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN.					
	4	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Issuer	Yes	For
	5	STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.	Holder	Yes	Again
	6	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Holder	Yes	Again
	7	STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.	Holder	Yes	Again
	8	STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.	Holder	Yes	Again
	9	STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS.	Holder	Yes	Again
NCORP, HBNK 40867E107 11/5/2013 9/16/2013 Annual	1	Election of directors. Nominees:			
		1) THOMAS R. BURTON	Issuer	Yes	For
		2) ARLENE PUTNAM	Issuer	Yes	For
		3) RICHARD D. SUSKI	Issuer	Yes	For
		4) LINDA SILVA THOMPSON	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, 2014.	Issuer	Yes	For
	3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION.	Issuer	Yes	For
	4	TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY OF HOLDING A	Issuer	Yes	1 Y

VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.										
				5	IF PROPERLY PRESENTED AT ANNUAL MEETING, TO VOTE UPON A PROPOSAL SUBMITTED BY A SHAREHOLDER OF COMPANY REQUESTING THAT THE BOARD EXPLORE AVENUES TO ENHANCE SHAREHOLDER VALUE THROUGH AN EXTRA-ORDINARY TRANSACTION (DEFINED HERE AS A TRANSACTION NOT IN ORDINARY COURSE OF BUSINESS OPERATIONS) INCLUDING, BUT NOT LIMITED TO, SELLING OR MERGING COMPANY WITH ANOTHER INSTITUTION.	Holder	Yes	For		
MS, INC.	CSCO	17275R102	11/19/2013	9/20/2013	Annual	1	Election of directors. Nominees:			
							1) CAROL A. BARTZ	Issuer	Yes	For
							2) MARC BENIOFF	Issuer	Yes	For
							3) GREGORY Q. BROWN	Issuer	Yes	For
							4) M. MICHELE BURNS	Issuer	Yes	For
							5) MICHAEL D. CAPELLAS	Issuer	Yes	For
							6) JOHN T. CHAMBERS	Issuer	Yes	For
							7) BRIAN L. HALLA	Issuer	Yes	For
							8) DR. JOHN L. HENNESSY	Issuer	Yes	For
							9) DR. KRISTINA M. JOHNSON	Issuer	Yes	For
							10) RODERICK C. MCGEARY	Issuer	Yes	For
							11) ARUN SARIN	Issuer	Yes	For
							12) STEVEN M. WEST	Issuer	Yes	For
						2	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2005 STOCK 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 2014.	Issuer	Yes	For
						5	APPROVAL TO HAVE CISCO HOLD A COMPETITION FOR GIVING PUBLIC ADVICE ON	Holder	Yes	Again

THE VOTING ITEMS IN THE  
PROXY FILING FOR CISCO'S  
2014 ANNUAL SHAREOWNERS  
MEETING.

L CORP.	HFFC	404172108	11/21/2013	9/25/2013	Annual	1	Election of directors. Nominees:			
							1) JAMES W. ABBOTT	Issuer	Yes	For
							2) ROBERT L. HANSON	Issuer	Yes	For
						2	NON-BINDING STOCKHOLDER APPROVAL OF THE NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For
						3	ADVISORY VOTE ON THE FREQUENCY OF THE NON-BINDING RESOLUTION TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	1 Y
						4	TO RATIFY THE APPOINTMENT OF EIDE BAILLY, LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2014.	Issuer	Yes	For
CORP,	ABBB	50254101	11/26/2013	10/1/2013	Annual	1	Election of directors. Nominees:			
							1) BONNIE G. ADAMS	Issuer	Yes	For
							2) CLAIRE D. THOMPSON	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
EASURY ASH IT	DTRXX	261908107	12/6/2013	10/11/2013	Special	1	Election of directors. Nominees:			
							1) GORDON J. DAVIS	Issuer	Yes	For
							2) WHITNEY I. GERARD	Issuer	Yes	For
							3) ROBIN A. MELVIN	Issuer	Yes	For
							4) NATHAN LEVENTHAL	Issuer	Yes	For
							5) ROSLYN M. WATSON	Issuer	Yes	For
, LLC	LINE	536020100	12/16/2013	11/14/2013	Annual	1	Election of directors. Nominees:			
							1) GEORGE A. ALCORN	Issuer	Yes	For
							2) DAVID D. DUNLAP	Issuer	Yes	For
							3) MARK E. ELLIS	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 THE SELECTION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT FOR LINN FOR 2013.	Issuer	Yes	For
3	APPROVAL OF THE ISSUANCE OF LINN UNITS TO LINNCO, LLC ("LINNCO") IN EXCHANGE FOR THE CONTRIBUTION OF BERRY PETROLEUM COMPANY ("BERRY") TO LINN PURSUANT TO THE TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 3, 2013, AND AMENDMENT NO. 2 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 13, 2013, BY AND AMONG BERRY, BACCHUS HOLDCO, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF BERRY ("HOLDCO"), BACCHUS MERGER SUB, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF HOLDCO, LINNCO, LINN ACQUISITION COMPANY, LLC, A DIRECT WHOLLY OWNED SUBSIDIARY OF LINNCO, AND LINN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT") AND THE CONTRIBUTION AGREEMENT DATED FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO CONTRIBUTION AGREEMENT, DATED AS OF NOVEMBER 3, 2013 BY AND BETWEEN LINNCO AND LINN.	Issuer	Yes	For
4		Issuer	Yes	For

					APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE LINN ENERGY, LLC AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN (THE "LTIP"), WHICH INCREASES THE TOTAL NUMBER OF LINN UNITS AUTHORIZED TO BE ISSUED UNDER THE LTIP FROM 12,200,000 UNITS TO 21,000,000 UNITS.				
				5	APPROVAL OF ANY ADJOURNMENT OF THE LINN ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ALL OF THE PROPOSALS VOTED ON BY THE LINN UNITHOLDERS AT THE LINN ANNUAL MEETING.	Issuer	Abstain	Absta	
FEDERAL PFOH IK	714273109	1/22/2014	11/27/2013	Annual	1	Election of Directors. Nominees:			
					1) C. EDWARD STOCKSDALE*	Issuer	Yes	For	
					2) CHARLES L. SWEETING*	Issuer	Yes	For	
					3) DAVID P. VERNON*	Issuer	Yes	For	
					4) M. TODD WOODRUFF#	Issuer	Yes	For	
CE	453838609	1/23/2014		Special	1	TO APPROVE THE PRINCIPAL TERMS OF THE MERGER, AS DESCRIBED IN THE PLAN AND AGREEMENT OF MERGER DATED NOVEMBER 4, 2013, AS AMENDED ON NOVEMBER 26, 2013.	Issuer	Yes	For
					2	TO APPROVE AN AMENDMENT TO THE ARTICLES OF INCORPORATION OF INDY TO AUTHORIZE UP TO 1,000,000 SHARES OF PREFERRED STOCK.	Issuer	Yes	For
					3	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SHAREHOLDDER MEETING TO A LATER DATE OR DATES IF NECESSARY TO SOLICIT ADDITIONAL PROXIES.	Issuer	Abstain	Absta

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BANCORP	MLVF	561409103	2/6/2014	12/18/2013	Annual	1	Election of Directors. Nominees:			
							1) GEORGE E. STEINMETZ*	Issuer	Yes	For
							2) STEPHEN P. SCARTOZZI*	Issuer	Yes	For
							3) JOHN O'GRADY*	Issuer	Yes	For
							4) RALPH K. PACKARD#	Issuer	Yes	For
						2	PROPOSAL TO ADOPT A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
						3	PROPOSAL TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS MALVERN BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2014.	Issuer	Yes	For
1 FINANCIAL		90SQF1991	2/4/2014		Special	1	APPROVAL OF THE AMENDMENT OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK.	Issuer	Yes	For
						2	APPROVAL OF THE AMENDMENT OF THE SQUARE 1 FINANCIAL, INC. 2009 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR THE ISSUANCE OF EQUITY COMPENSATION AWARDS.	Issuer	Yes	For
100% OF THE		999C144A	4/16/2014	3/1/2014	Annual	1	AMENDMENT TO THE CERTIFICATE OF INCORPORATION AND BYLAWS.	Issuer	Yes	Against
100% OF THE						2	Election of Directors. Nominees:			
							1) KARSTEN BERLAGE	Issuer	Yes	For
							2) ART CERTOSIMO	Issuer	Yes	For
						3	RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS FOR FISCAL YEAR 2014.	Issuer	Yes	For
						4	IN THEIR DISCRETION, ON ANY OTHER MATTERS THAT	Issuer	Abstain	Abstain

							MAY PROPERLY COME BEFORE THE MEETING.			
TATE D	RIF	76970B101	4/23/2014	2/14/2014	Annual	1	ELECTION OF CLASS I TRUSTEE: JOHN L. HARRINGTON	Issuer	Yes	For
						2	IN THEIR DISCRETION, THE PROXY HOLDERS ARE AUTHORIZED TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR AT ANY ADJOURNMENTS, POSTPONEMENTS OR DELAYS THEREOF.	Issuer	NA	NA
	CZNC	172922106	4/17/2014	2/13/2014	Annual	1	Election of Directors. Nominees:			
							1) DENNIS F. BEARDSLEE	Issuer	Yes	For
							2) JAN E. FISHER	Issuer	Yes	For
							3) ANN M. TYLER	Issuer	Yes	For
						2	TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Issuer	Yes	For
						3	RATIFICATION OF THE APPOINTMENT OF THE FIRM OF PARENTEBEARD LLC AS INDEPENDENT AUDITORS.	Issuer	Yes	For
, LLC	LINE	536020100	4/22/2014	3/3/2014	Annual	1	Election of Directors. Nominees:			
							1) MARK E. ELLIS	Issuer	Yes	For
							2) DAVID D. DUNLAP	Issuer	Yes	For
							3) STEPHEN J. HADDEN	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	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINN FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
						3	TO PROVIDE A NON-BINDING ADVISORY VOTE APPROVING	Issuer	Yes	For

LINN'S EXECUTIVE  
COMPENSATION PROGRAM.

Y	RIVR	768475105	4/16/2014	2/21/2014	Annual	1	Election of Directors. Nominees:			
							1) MICHAEL J. HENSLEY	Issuer	Yes	For
							2) L.S. LIVERS, M.S., R.D.	Issuer	Yes	For
						2	PROPOSAL TO APPROVE THE RIVER VALLEY BANCORP 2014 STOCK OPTION AND INCENTIVE PLAN	Issuer	Yes	For
						3	APPROVAL AND RATIFICATION OF THE APPOINTMENT OF BKD, LLP AS AUDITORS FOR RIVER VALLEY BANCORP FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014.	Issuer	Yes	For
						4	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
	SONA	843395104	4/24/2014	3/4/2014	Annual	1	Election of Directors. Nominees:			
							1) FREDERICK L. BOLLERER	Issuer	Yes	For
							2) NEIL J. CALL	Issuer	Yes	For
							3) JOHN J. FORCH	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, 2014.	Issuer	Yes	For
						3	APPROVAL OF AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
	DHNSON	JNJ	478160104	4/24/2014	2/25/2014	Annual	1	Election of Directors. Nominees:		
							1) MARY SUE COLEMAN	Issuer	Yes	For
							2) JAMES G. CULLEN	Issuer	Yes	For
							3) IAN E. L. DAVIS	Issuer	Yes	For



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							4) ALEX GORSKY	Issuer	Yes	For
							5) SUSAN L. LINDQUIST	Issuer	Yes	For
							6) MARK B. MCCLELLAN	Issuer	Yes	For
							7) ANNE M. MULCAHY	Issuer	Yes	For
							8) LEO F. MULLIN	Issuer	Yes	For
							9) WILLIAM D. PEREZ	Issuer	Yes	For
							10) CHARLES PRINCE	Issuer	Yes	For
							11) A. EUGENE WASHINGTON	Issuer	Yes	For
							12) RONALD A. WILLIAMS	Issuer	Yes	For
					2		ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
					3		RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Issuer	Yes	For
					4		SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Holder	Yes	Against
ERS TURE	UTF	19248A109	4/24/2014	2/21/2014	Annual	1	Election of Directors. Nominees:			
							1) BONNIE COHEN	Issuer	Yes	For
							2) MICHAEL CLARK	Issuer	Yes	For
							3) RICHARD E. KROON	Issuer	Yes	For
NAL CHINES	IBM	459200101	4/29/2014	2/28/2014	Annual	1	Election of Directors. Nominees:			
							1) A.J.P. BELDA	Issuer	Yes	For
							2) W.R. BRODY	Issuer	Yes	For
							3) K.I. CHENAULT	Issuer	Yes	For
							4) M.L. ESKEW	Issuer	Yes	For
							5) D.N. FARR	Issuer	Yes	For
							6) S.A. JACKSON	Issuer	Yes	For
							7) A.N. LIVERIS	Issuer	Yes	For
							8) W.J. MCNERNEY, JR.	Issuer	Yes	For
							9) J.W. OWENS	Issuer	Yes	For
							10) V.M. ROMETTY	Issuer	Yes	For
							11) J.E. SPERO	Issuer	Yes	For
							12) S. TAUREL	Issuer	Yes	For
							13) L.H. ZAMBRANO	Issuer	Yes	For
					2		RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Issuer	Yes	For
					3		ADVISORY VOTE ON EXECUTIVE COMPENSATION	Issuer	Yes	For

							(PAGE 72)					
							4 APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE (PAGE 73)	Issuer	Yes	For		
							5 ADOPTION OF THE IBM 2014 EMPLOYEES STOCK PURCHASE PLAN ((PAGE 76)	Issuer	Yes	For		
							6 STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES ((PAGE 78)	Holder	Yes	Again		
							7 STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 79)	Holder	Yes	For		
							8 STOCKHOLDER PROPOSAL TO LIMIT ACCELERATED EXECUTIVE PAY (PAGE 80)	Holder	Yes	For		
D &	WFC	949746101	4/29/2014	3/4/2014	Annual	1	Election of Directors. Nominees:					
							1) JOHN D. BAKER II	Issuer	Yes	For		
							2) ELAINE L. CHAO	Issuer	Yes	For		
							3) JOHN S. CHEN	Issuer	Yes	For		
							4) LLOYD H. DEAN	Issuer	Yes	For		
							5) SUSAN E. ENGEL	Issuer	Yes	For		
							6) ENRIQUE HERNANDEZ, JR.	Issuer	Yes	For		
							7) DONALD M. JAMES	Issuer	Yes	For		
							8) CYNTHIA H. MILLIGAN	Issuer	Yes	For		
							9) FEDERICO F. PENA	Issuer	Yes	For		
							10) JAMES H. QUIGLEY	Issuer	Yes	For		
							11) JUDITH M. RUNSTAD	Issuer	Yes	For		
							12) STEPHEN W. SANGER	Issuer	Yes	For		
							13) JOHN G. STUMPF	Issuer	Yes	For		
							14) SUSAN G. SWENSON	Issuer	Yes	For		
						2	VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For		
						3	RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Issuer	Yes	For		
						4	ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Holder	Yes	Again		
						5	REVIEW AND REPORT ON INTERNAL CONTROLS OVER	Holder	Yes	Again		

THE COMPANY'S MORTGAGE  
SERVICING AND  
FORECLOSURE PRACTICES.

ST C.	FRBK	760416107	4/29/2014	3/17/2014	Annual	1	Election of Directors. Nominees:			
							1) HARRY D. MADONNA	Issuer	Yes	For
							2) BRIAN P. TIERNEY	Issuer	Yes	For
						2	APPROVAL OF THE 2014 REPUBLIC FIRST BANCORP, INC. EQUITY INCENTIVE PLAN.	Issuer	Yes	Again
						3	RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
MERCE	VCBP	919518100	4/29/2014	3/14/2014	Annual	1	Election of Directors. Nominees:			
							1) WALTER A. DWELLE	Issuer	Yes	For
							2) DONALD A. GILLES	Issuer	Yes	For
							3) PHILIP R. HAMMON, 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
							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, 2014.	Issuer	Yes	For
, INC.	XBKS	98410X105	5/1/2014	3/14/2014	Annual	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) T. GAYLON LAYFIELD, III	Issuer	Yes	For
							6) MICHAEL A. MANCUSI	Issuer	Yes	For
							7) ROBERT J. MERRICK	Issuer	Yes	For
							8) SCOTT A. REED	Issuer	Yes	For
							9) MARK B. SISISKY	Issuer	Yes	For
							10) THOMAS G. SNEAD, JR.	Issuer	Yes	For

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						2	APPROVAL OF THE XENITH BANKSHARES, INC. 2012 STOCK INCENTIVE PLAN, AS AMENDED.	Issuer	Yes	For
						3	RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
						4	ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
BKOR	671768109	5/1/2014	3/20/2014	Annual		1	Election of Directors. Nominees:			
ERVICES,							1) LYNDA J. ANDERSON*	Issuer	Yes	For
							2) DOUGLAS G. BOIKE*	Issuer	Yes	For
							3) BILLY R. KANOY*	Issuer	Yes	For
							4) STEPHEN S. NEAL#	Issuer	Yes	For
							5) THOMAS W. WAYNE#	Issuer	Yes	For
						2	TO RATIFY THE APPOINTMENT OF ELLIOTT DAVIS, PLLC, AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
RP INC	HBCP	43689E107	5/6/2014	3/17/2014	Annual	1	Election of Directors. Nominees:			
							1) PAUL J. BLANCHET, III*	Issuer	Yes	For
							2) MARC W. JUDICE*	Issuer	Yes	For
							3) JOHN W. BORDELON#	Issuer	Yes	For
						2	PROPOSAL TO APPROVE THE HOME BANCORP, INC. 2014 EQUITY INCENTIVE PLAN.	Issuer	Yes	For
						3	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, 2014.	Issuer	Yes	For
SNY	80105N105	5/5/2014	3/27/2014	Annual		1		Issuer	No	NA

							APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2013.				
						2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2013.	Issuer	No	NA	
						3	APPROPRIATION OF PROFITS; DECLARATION OF DIVIDEND.	Issuer	No	NA	
						4	APPROVAL OF THE AGREEMENTS AND UNDERTAKINGS REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE.	Issuer	No	NA	
						5	RENEWAL OF A DIRECTOR (CHRISTOPHER VIEHBACHER).	Issuer	No	NA	
						6	RENEWAL OF A DIRECTOR (ROBERT CASTAIGNE)		No		
						7	RENEWAL OF A DIRECTOR (CHRISTIAN MULLIEZ).	Issuer	No	NA	
						8	APPOINTMENT OF A DIRECTOR (PATRICK KRON).	Issuer	No	NA	
						9	ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED TO MR. SERGE WEINBERG, CHAIRMAN OF THE BOARD OF DIRECTORS.	Issuer	No	NA	
						10	ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED TO CHRISTOPHER VIEHBACHER, CHIEF EXECUTIVE OFFICER.	Issuer	No	NA	
						11	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY.	Issuer	No	NA	
						12	POWERS FOR FORMALITIES.	Issuer	No	NA	
RVICES,	RSG	760759100	5/8/2014	3/11/2014	Annual	1	Election of Directors. Nominees:				
							1) JAMES W. CROWNOVER	Issuer	Yes	For	
							2) TOMAGO COLLINS	Issuer	Yes	For	
							3) ANN E. DUNWOODY	Issuer	Yes	For	
							4) WILLIAM J. FLYNN	Issuer	Yes	For	
							5) MICHAEL LARSON	Issuer	Yes	For	

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							6) W. LEE NUTTER	Issuer	Yes	For
							7) RAMON A. RODRIGUEZ	Issuer	Yes	For
							8) DONALD W. SLAGER	Issuer	Yes	For
							9) ALLAN C. SORENSEN	Issuer	Yes	For
							10) JOHN M. TRANI	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 ACCOUNTING FIRM.	Issuer	Yes	For
						4	APPROVAL OF THE AMENDED AND RESTATED EXECUTIVE INCENTIVE PLAN.	Issuer	Yes	For
						5	STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Holder	Yes	Against
						6	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Holder	Yes	Against
IS	PM	718172109	5/7/2014	3/14/2014	Annual	1	Election of Directors. Nominees:			
AL INC.							1) HAROLD BROWN	Issuer	Yes	For
							2) ANDRE CALANTZOPOULOS	Issuer	Yes	For
							3) LOUIS C. CAMILLERI	Issuer	Yes	For
							4) JENNIFER LI	Issuer	Yes	For
							5) SERGIO MARCHIONNE	Issuer	Yes	For
							6) KALPANA MORPARIA	Issuer	Yes	For
							7) LUCIO A. NOTO	Issuer	Yes	For
							8) ROBERT B. POLET	Issuer	Yes	For
							9) CARLOS SLIM HELU	Issuer	Yes	For
							10) STEPHEN M. WOLF	Issuer	Yes	For
						2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Issuer	Yes	For
						3	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Issuer	Yes	For
						4	SHAREHOLDER PROPOSAL 1 - LOBBYING	Holder	Yes	Against
						5	SHAREHOLDER PROPOSAL 2 - ANIMAL TESTING	Holder	Yes	Against
TOT		89151E109	5/16/2014	4/8/2014	Annual	1	APPROVAL OF FINANCIAL STATEMENTS OF THE PARENT	Issuer	Yes	For

	COMPANY FOR THE 2013 FISCAL YEAR.			
2	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2013 FISCAL YEAR.	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 MS. PATRICIA BARBIZET AS A DIRECTOR.	Issuer	Yes	For
6	RENEWAL OF THE APPOINTMENT OF MS. MARIE-CHRISTINE COISNE-ROQUETTE AS A DIRECTOR.	Issuer	Yes	For
7	RENEWAL OF THE APPOINTMENT OF MR. PAUL DESMARAIS, JR AS A DIRECTOR.	Issuer	Yes	For
8	RENEWAL OF THE APPOINTMENT OF MS. BARBARA KUX AS A DIRECTOR.	Issuer	Yes	For
9	ADVISORY OPINION ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED FOR FISCAL YEAR ENDED DECEMBER 31, 2013 TO MR. CHRISTOPHE DE MARGERIE, CHAIRMAN AND CHIEF EXECUTIVE OFFICER.	Issuer	Yes	For
10	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES AND/OR ANY SECURITIES PROVIDING ACCESS TO THE COMPANY'S SHARE CAPITAL WHILE MAINTAINING SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS OR BY CAPITALIZING PREMIUMS, RESERVES, SURPLUSES OR	Issuer	Yes	For

OTHER LINE ITEMS.				
11	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
12	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 SHARE CAPITAL INCREASE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS.	Issuer	Yes	For
13	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, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED TO REMUNERATE IN-KIND CONTRIBUTIONS.	Issuer	Yes	For
14	DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL UNDER THE CONDITIONS PROVIDED IN ARTICLES L. 3332-18 AND FOLLOWING OF THE FRENCH LABOUR CODE, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED DUE TO THE SUBSCRIPTION OF SHARES BY GROUP EMPLOYEES.	Issuer	Yes	For
15		Issuer	Yes	For



DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL RESERVED FOR CATEGORIES OF BENEFICIARIES IN A TRANSACTION RESERVED FOR EMPLOYEES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS.

16	AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO EMPLOYEES OF THE GROUP AS WELL AS TO EXECUTIVE DIRECTORS OF THE COMPANY OR OTHER COMPANIES OF THE GROUP, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED IN FAVOR OF THE BENEFICIARIES OF SUCH SHARE ALLOCATIONS.	Issuer	Yes	For
17	AMENDMENT OF ARTICLE 11 OF THE COMPANY'S ARTICLES OF ASSOCIATION TO DETERMINE THE APPOINTMENT PROCEDURES OF THE DIRECTOR(S) REPRESENTING EMPLOYEES PURSUANT TO THE FRENCH LAW OF JUNE 14, 2013, ON THE PROTECTION OF EMPLOYMENT AND TO INTEGRATE TECHNICAL CHANGES CONCERNING CERTAIN PROVISIONS REGARDING THE DIRECTORS REPRESENTING EMPLOYEE SHAREHOLDERS.	Issuer	Yes	For
18	AMENDMENT OF ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO SET THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD AT 70 YEARS.	Issuer	Yes	For
19	AMENDMENT OF ARTICLE 15 OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO SET THE LIMIT ON THE	Issuer	Yes	For

	AGE OF THE PRESIDENT AT 67 YEARS.			
20	AMENDMENT OF ARTICLE 17 OF THE COMPANY'S ARTICLES OF ASSOCIATION FOR HARMONIZATION PURPOSES WITH THE FRENCH ORDER OF DECEMBER 9, 2010, IMPLEMENTING INTO FRENCH LEGISLATION THE EUROPEAN DIRECTIVE REGARDING THE RIGHT OF SHAREHOLDERS TO BE REPRESENTED AT SHAREHOLDERS' MEETINGS BY ANY PERSON OF THEIR CHOICE.	Issuer	Yes	For
21	CIRCULATION OF A QUARTERLY NEWSLETTER BY THE EMPLOYEE DIRECTORS AND THE DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS.	Holder	Yes	Again
22	COMPONENTS OF THE COMPENSATION OF EXECUTIVE DIRECTORS AND EMPLOYEES LINKED TO INDUSTRIAL SAFETY INDICATORS.	Holder	Yes	Again
23	EXPANSION OF INDIVIDUAL SHARE OWNERSHIP (LOYALTY DIVIDEND).	Holder	Yes	Again
24	INCLUSION OF EMPLOYEE DIRECTOR(S) IN THE BOARD OF DIRECTORS' ORGANIZATION (AMENDMENT OF PARAGRAPH 5, ARTICLE 12 OF THE ARTICLES OF ASSOCIATION TO PROVIDE FOR THE PARTICIPATION OF EMPLOYEE DIRECTORS IN ALL THE BOARD'S COMMITTEES).	Holder	Yes	Again
25	DISTRIBUTION OF ATTENDANCE FEES (AMENDMENT OF PARAGRAPH 7, ARTICLE 12 OF THE ARTICLES OF ASSOCIATION TO PROVIDE FOR A DISTRIBUTION OF ATTENDANCE FEES BASED ON	Holder	Yes	Again

THE ACTUAL TIME SPENT BY  
DIRECTORS AT BOARD  
MEETINGS).

MERCHANTS CORPORATION	FRME	3208171096	5/12/2014	3/4/2014	Annual	1	Election of Directors. Nominees:			
							1) RODERICK ENGLISH	Issuer	Yes	For
							2) GARY J. LEHMAN	Issuer	Yes	For
							3) JEAN L. WOJTOWICZ	Issuer	Yes	For
							4) F. HOWARD HALDERMAN	Issuer	Yes	For
						2	PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF FIRST MERCHANTS CORPORATION'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
						3	PROPOSAL TO RATIFY THE APPOINTMENT OF THE FIRM BKD, LLP AS THE INDEPENDENT AUDITOR FOR 2014.	Issuer	Yes	For
SI FINANCIAL GROUP, INC.	SIFI	78425V104	5/14/2014	3/12/2014	Annual	1	Election of Directors. Nominees:			
							1) MARK D. ALLIOD	Issuer	Yes	For
							2) MICHAEL R. GARVEY	Issuer	Yes	For
							3) ROBERT O. GILLARD	Issuer	Yes	For
							4) KATHLEEN A. NEALON	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, 2014.	Issuer	Yes	For
						3	THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
SI FINANCIAL GROUP, INC.	MO	02209S103	5/14/2014	3/24/2014	Annual	1	Election of Directors. Nominees:			
							1) GERALD L. BALILES	Issuer	Yes	For
							2) MARTIN J. BARRINGTON	Issuer	Yes	For
							3) JOHN T. CASTEEN III	Issuer	Yes	For
							4) DINYAR S. DEVITRE	Issuer	Yes	For
							5) THOMAS F. FARRELL II	Issuer	Yes	For
							6) THOMAS W. JONES	Issuer	Yes	For
							7) DEBRA J. KELLY-ENNIS	Issuer	Yes	For

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						8) W. LEO KIELY III	Issuer	Yes	For
						9) KATHRYN B. MCQUADE	Issuer	Yes	For
						10) GEORGE MUNOZ	Issuer	Yes	For
						11) 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 - PREPARATION OF HEALTH EFFECT AND CESSATION MATERIALS FOR POOR AND LESS FORMALLY EDUCATED TOBACCO CONSUMERS	Holder	Yes	Again
					5	SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES	Holder	Yes	Again
NC.	REDW	757903109	5/14/2014	3/14/2014	Annual	1	Election of Directors. Nominees:		
						1) JAMES P. TERSTEEG	Holder	Yes	For
						2) J. SCOTT NELSON	Holder	Yes	For
					2	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF.	Holder	Abstain	Absta
N	KSS	500255104	5/15/2014	3/12/2014	Annual	1	Election of Directors. Nominees:		
						1) PETER BONEPARTH	Issuer	Yes	For
						2) STEVEN A. BURD	Issuer	Yes	For
						3) DALE E. JONES	Issuer	Yes	For
						4) KEVIN MANSELL	Issuer	Yes	For
						5) JOHN E. SCHLIFSKE	Issuer	Yes	For
						6) FRANK V. SICA	Issuer	Yes	For
						7) PETER M. SOMMERHAUSER	Issuer	Yes	For
						8) STEPHANIE A. STREETER	Issuer	Yes	For
						9) NINA G. VACA	Issuer	Yes	For
						10) STEPHEN E. WATSON	Issuer	Yes	For
					2	RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
					3	ADVISORY VOTE ON APPROVAL OF NAMED	Issuer	Yes	For

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EXECUTIVE OFFICER COMPENSATION.										
						4	SHAREHOLDER PROPOSAL: EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Holder	Yes	Again
						5	SHAREHOLDER PROPOSAL: ANNUAL REPORT ON THE COSTS, BENEFITS AND SCIENTIFIC SUPPORT FOR SUSTAINABILITY INITIATIVES.	Holder	Yes	Again
RY	TDCB	884120106	5/21/2014	3/14/2014	Annual	1	Election of Directors. Nominees:			
							1) KYLE E. KASTING	Issuer	Yes	For
							2) ROBERT D. SCHAFSTALL	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, 2014.	Issuer	Yes	For
MERCE	BOCH	06424J103	5/20/2014	3/31/2014	Annual	1	Election of Directors. Nominees:			
							1) ORIN N. BENNETT	Issuer	Yes	For
							2) GARY R. BURKS	Issuer	Yes	For
							3) JOSEPH Q. GIBSON	Issuer	Yes	For
							4) RANDALL S. ESLICK	Issuer	Yes	For
							5) JON W. HALFHIDE	Issuer	Yes	For
							6) LINDA J. MILES	Issuer	Yes	For
							7) DAVID H. SCOTT	Issuer	Yes	For
							8) TERENCE J. STREET	Issuer	Yes	For
							9) LYLE L. TULLIS	Issuer	Yes	For
							THE RATIFICATION OF THE SELECTION OF MOSS ADAMS, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Issuer	Yes	For
							THE ADOPTION OF THE NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
N	GTWN	372591107	5/20/2014	3/27/2014	Annual	1	Election of Directors. Nominees:			
							1) ROBERT E. BALLETO	Issuer	Yes	For
							2) STEPHEN L. FLYNN	Issuer	Yes	For

								3) THOMAS L. HAMELIN	Issuer	Yes	For
								4) J. RICHARD MURPHY	Issuer	Yes	For
								THE RATIFICATION OF SHATSWELL MACLEOD & COMPANY, P. C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
								AN ADVISORY, NON-BINDING RESOLUTION TO APPROVE THE EXECUTIVE COMPENSATION DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For
								THE APPROVAL OF THE GEORGETOWN BANCORP, INC. 2014 EQUITY INCENTIVE PLAN.	Issuer	Yes	For
RST	SFST	842873101	5/20/2014	4/1/2014	Annual	1		Election of Directors. Nominees:			
, INC.								1) ANDREW B. CAJKA	Issuer	Yes	For
								2) ANNE S. ELLEFSON	Issuer	Yes	For
								3) FRED GILMER, JR.	Issuer	Yes	For
								4) TECUMSEH HOOPER, 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 APPROVE AN AMENDMENT TO THE 2010 SOUTHERN FIRST BANCSHARES, INC. STOCK INCENTIVE PLAN TO INCREASE BY 200,000 THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE UNDER THE PLAN PURSUANT TO STOCK OPTIONS.	Issuer	Yes	For
						4		PROPOSAL TO RATIFY THE APPOINTMENT OF ELLIOTT DAVIS, LLC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For

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HASE &	JPM	46625H100	5/20/2014	3/21/2014	Annual	1	Election of Directors. Nominees:			
							1) LINDA B. BAMMANN	Issuer	Yes	For
							2) JAMES A. BELL	Issuer	Yes	For
							3) CRANDALL C. BOWLES	Issuer	Yes	For
							4) STEPHEN B. BURKE	Issuer	Yes	For
							5) JAMES S. CROWN	Issuer	Yes	For
							6) JAMES DIMON	Issuer	Yes	For
							7) TIMOTHY P. FLYNN	Issuer	Yes	For
							8) LABAN P. JACKSON, JR.	Issuer	Yes	For
							9) MICHAEL A. NEAL	Issuer	Yes	For
							10) LEE R. RAYMOND	Issuer	Yes	For
							11) WILLIAM C. WELDON	Issuer	Yes	For
						2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For
						3	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
						4	LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING	Holder	Yes	Again
						5	SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS	Holder	Yes	For
						6	CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE	Holder	Yes	For
E	OSHC	67501R103	5/21/2014	3/26/2014	Annual	1	Election of Directors: Nominees:			
							1) CHRISTOPHER J. FORD	Issuer	Yes	For
							2) JOHN L. VAN DUYN, JR.	Issuer	Yes	For
							3) D.F. MCCROSSON, ESQ.	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, 2014.	Issuer	Yes	For
						3	THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE	Issuer	Yes	For

## OFFICERS.

ALLEY	CVCY	155685100	5/21/2014	3/24/2014	Annual	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
							9) F.T. ELLIOTT, IV	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 2014 FISCAL YEAR.	Issuer	Yes	For
L C.	FCVA	319438107	5/21/2014	4/4/2014	Annual	1	Election of Directors. Nominees:			
							1) GERALD BLAKE	Issuer	Yes	For
							2) GRANT S. GRAYSON	Issuer	Yes	For
							3) GERALD H. YOSPIN	Issuer	Yes	For
							4) MARTIN L. BRILL	Issuer	Yes	For
						2	PROPOSAL TO AMEND THE FIRST CAPITAL BANCORP, INC. 2010 STOCK INCENTIVE PLAN TO INCREASE THE AUTHORIZED NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 378,000 SHARES.	Issuer	Yes	For
						3	PROPOSAL TO RATIFY THE APPOINTMENT OF CHERRY, BEKAERT, LLP.	Issuer	Yes	For
CORP,	LBCP	53017Q102	5/21/2014	3/25/2014	Annual	1	Election of Directors. Nominees:			
							1) BRENT GILES	Issuer	Yes	For
							2) DENNIS FISHER	Issuer	Yes	For
						2	PROPOSAL TO RATIFY AND APPROVE THE SELECTION OF BKD, LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANT FOR THE YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For



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ORP,	METR	59161R101	5/22/2014	3/31/2014	Annual	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) J. RODNEY MESSICK	Issuer	Yes	For
							7) H.C. METTE, ESQUIRE	Issuer	Yes	For
							8) MICHAEL A. SERLUCO	Issuer	Yes	For
							9) SAMIR J. SROUJI, M.D.	Issuer	Yes	For
						2	ADVISORY VOTE TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT	Issuer	Yes	For
						3	RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014	Issuer	Yes	For
						4	TAKE ACTION ON OTHER BUSINESS, WHICH MAY PROPERLY COME BEFORE THE MEETING	Issuer	Abstain	Absta
GINIA	EVBS	277196101	5/22/2014	4/2/2014	Annual	1	Election of Directors. Nominees:			
, INC.							1) W. RAND COOK	Issuer	Yes	For
							2) CHARLES R. REVERE	Issuer	Yes	For
							3) F.L. GARRETT, III	Issuer	Yes	For
							4) JOE A. SHEARIN	Issuer	Yes	For
							5) IRA C. HARRIS, PHD, CPA	Issuer	Yes	For
							6) BORIS M. GUTIN	Issuer	Yes	For
							7) LESLIE E. TAYLOR, CPA	Issuer	Yes	For
							8) WILLIAM L. LEWIS	Issuer	Yes	For
							9) MICHAEL E. FIORE, P.E.	Issuer	Yes	For
							10) JAY T. THOMPSON, III	Issuer	Yes	For
							11) W. GERALD COX	Issuer	Yes	For
							12) ERIC A. JOHNSON	Issuer	Yes	For
							13) W. LESLIE KILDUFF, JR.	Issuer	Yes	For
						2	TO APPROVE ON AN ADVISORY (NON-BINDING) BASIS THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
						3	TO APPROVE ON AN ADVISORY (NON-BINDING)	Issuer	Yes	1 Y

							BASIS THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.				
							4	TO RATIFY THE AUDIT AND RISK OVERSIGHT COMMITTEE'S APPOINTMENT OF YOUNT, HYDE & BARBOUR, P.C. AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT OF THE COMPANY FOR 2014.	Issuer	Yes	For
MIER C.	PPBI	69478X105	5/27/2014	4/1/2014	Annual	1	Election of Directors. Nominees:				
								1) KENNETH A. BOUDREAU	Issuer	Yes	For
								2) JOHN J. CARONA	Issuer	Yes	For
								3) STEVEN R. GARDNER	Issuer	Yes	For
								4) JOSEPH L. GARRETT	Issuer	Yes	For
								5) JOHN D. GODDARD	Issuer	Yes	For
								6) JEFF C. JONES	Issuer	Yes	For
								7) MICHAEL L. MCKENNON	Issuer	Yes	For
							2	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAME EXECUTIVE OFFICERS.	Issuer	Yes	For
							3	TO APPROVE, THE AMENDMENT TO THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN.	Issuer	Yes	For
							4	TO RATIFY THE APPOINTMENT OF VAVRINEK, TRINE, DAY & CO., LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
INC.	MRK	58933Y105	5/27/2014	3/31/2014	Annual	1	Election of Directors. Nominees:				
								1) LESLIE A. BRUN	Issuer	Yes	For
								2) THOMAS R. CECH	Issuer	Yes	For
								3) KENNETH C. FRAZIER	Issuer	Yes	For
								4) THOMAS H. GLOCER	Issuer	Yes	For
								5) WILLIAM B. HARRISON JR.	Issuer	Yes	For
								6) C. ROBERT KIDDER	Issuer	Yes	For
								7) ROCHELLE B. LAZARUS	Issuer	Yes	For
								8) CARLOS E. REPRESAS	Issuer	Yes	For
								9) PATRICIA F. RUSSO	Issuer	Yes	For
								10) CRAIG B. THOMPSON	Issuer	Yes	For
								11) WENDELL P. WEEKS	Issuer	Yes	For
								12) PETER C. WENDELL	Issuer	Yes	For

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						2	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
						3	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Issuer	Yes	For
						4	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.	Holder	Yes	For
						5	SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS.	Holder	Yes	Again
OPOF	680194107	5/27/2014	3/18/2014	Annual		1	Election of Directors. Nominees:			
							1) STEPHEN C. ADAMS	Issuer	Yes	For
							2) JAMES READE CHISMAN	Issuer	Yes	For
							3) RUSSELL SMITH EVANS, JR	Issuer	Yes	For
							4) MICHAEL A. GLASSER	Issuer	Yes	For
							5) DR. ARTHUR D. GREENE	Issuer	Yes	For
							6) JOHN CABOT ISHON	Issuer	Yes	For
							7) JOHN B. MORGAN, II	Issuer	Yes	For
							8) LOUIS G. MORRIS	Issuer	Yes	For
							9) DR. H. ROBERT SCHAPPERT	Issuer	Yes	For
							10) ROBERT F. SHUFORD, SR.	Issuer	Yes	For
							11) ROBERT FL. SHUFORD, JR.	Issuer	Yes	For
							12) ELLEN CLARK THACKER	Issuer	Yes	For
							13) JOSEPH R. WITT	Issuer	Yes	For
						2	TO APPROVE, IN AN ADVISORY, NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.	Issuer	Yes	For
						3	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, 2014.	Issuer	Yes	For
ERN C.	FSOF	33644N102	5/28/2014	4/11/2014	Special	1	TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE AGREEMENT	Issuer	Yes	For

AND PLAN OF MERGER  
 DATED JANUARY 29, 2014  
 ("MERGER AGREEMENT") BY  
 AND BETWEEN THE  
 COMPANY AND  
 CENTERSTATE BANKS, INC.  
 ("CENTERSTATE") PURSUANT  
 TO WHICH THE COMPANY  
 WILL MERGE WITH AND INTO  
 CENTERSTATE, WITH  
 CENTERSTATE AS THE  
 SURVIVING COMPANY IN THE  
 MERGER ("MERGER  
 PROPOSAL").

TO CONSIDER AND VOTE  
 UPON A PROPOSAL OF THE  
 BOARD OF DIRECTORS TO  
 ADJOURN OR POSTPONE THE  
 SPECIAL MEETING, IF  
 NECESSARY OR  
 APPROPRIATE, TO PERMIT  
 FURTHER SOLICITATION OF  
 PROXIES IF THERE ARE NOT  
 SUFFICIENT VOTES AT THE  
 TIME OF THE SPECIAL  
 MEETING TO APPROVE THE  
 MERGER PROPOSAL  
 ("ADJOURNMENT  
 PROPOSAL").

Issuer Abstain Absta

CVX 166764100 5/28/2014 4/2/2014 Annual 1 Election of Directors. Nominees:

1) L.F. DEILY	Issuer	Yes	For
2) R.E. DENHAM	Issuer	Yes	For
3) A.P. GAST	Issuer	Yes	For
4) E. HERNANDEZ, JR.	Issuer	Yes	For
5) J.M. HUNTSMAN, JR.	Issuer	Yes	For
6) G.L. KIRKLAND	Issuer	Yes	For
7) C.W. MOORMAN	Issuer	Yes	For
8) K.W. SHARER	Issuer	Yes	For
9) J.G. STUMPF	Issuer	Yes	For
10) R.D. SUGAR	Issuer	Yes	For
11) C. WARE	Issuer	Yes	For
12) J.S. WATSON	Issuer	Yes	For
2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
3 ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For

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					4	CHARITABLE CONTRIBUTIONS DISCLOSURE	Holder	Yes	Again
					5	LOBBYING DISCLOSURE	Holder	Yes	Again
					6	SHALE ENERGY OPERATIONS	Holder	Yes	Again
					7	INDEPENDENT CHAIRMAN	Holder	Yes	Again
					8	SPECIAL MEETINGS	Holder	Yes	For
					9	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Holder	Yes	Again
					10	COUNTRY SELECTION GUIDELINES	Holder	Yes	Again
	OLBK 67984M100	5/28/2014	4/7/2014	Annual	1	Election of Directors. Nominees:			
						1) CRAIG E. CLARK*	Issuer	Yes	For
						2) G. THOMAS DAUGHERTY*	Issuer	Yes	For
						3) GAIL D. MANUEL*	Issuer	Yes	For
						4) GREGORY S. PROCTOR, JR.*	Issuer	Yes	For
						5) SUHAS R. SHAH*	Issuer	Yes	For
						6) THOMAS H. GRAHAM#	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF DIXON HUGHES GOODMAN LLP AS INDEPENDENT PUBLIC ACCOUNTANTS TO AUDIT THE FINANCIAL STATEMENTS OF OLD LINE BANCSHARES, INC. FOR 2014.	Issuer	Yes	For
					3	TO APPROVE A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
	MFNC 554571109	5/28/2014	4/21/2014	Annual	1	Election of Directors. Nominees:			
						1) DENNIS B. BITTNER	Issuer	Yes	For
						2) JOSEPH D. GAREA	Issuer	Yes	For
						3) KELLY W. GEORGE	Issuer	Yes	For
						4) L. BROOKS PATTERSON	Issuer	Yes	For
					2	A PROPOSAL TO APPROVE THE AMENDED AND RESTATED ARTICLES OF INCORPORATION.	Issuer	Yes	Again
					3	A PROPOSAL TO APPROVE ARTICLE X, PROCESS OF AMENDING THE AMENDED AND RESTATED ARTICLES OF INCORPORATION.	Issuer	Yes	Again

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						4	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
						5	TO RATIFY THE APPOINTMENT OF PLANTE & MORAN, PLLC AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
						6	TO ADJOURN THE ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSALS 2 AND 3.	Issuer	Abstain	Absta
TORES,	WMT	931142103	6/6/2014	4/11/2014	Annual	1	Election of Directors. Nominees:			
							1) AIDA M. ALVAREZ	Issuer	Yes	For
							2) JAMES I. CASH, JR.	Issuer	Yes	For
							3) ROGER C. CORBETT	Issuer	Yes	For
							4) PAMELA J. CRAIG	Issuer	Yes	For
							5) DOUGLAS N. DAFT	Issuer	Yes	For
							6) MICHAEL T. DUKE	Issuer	Yes	For
							7) TIMOTHY P. FLYNN	Issuer	Yes	For
							8) MARISSA A. MAYER	Issuer	Yes	For
							9) C. DOUGLAS MCMILLON	Issuer	Yes	For
							10) GREGORY B. PENNER	Issuer	Yes	For
							11) STEVEN S REINEMUND	Issuer	Yes	For
							12) JIM C. WALTON	Issuer	Yes	For
							13) S. ROBSON WALTON	Issuer	Yes	For
							14) 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	REQUEST FOR INDEPENDENT CHAIRMAN POLICY	Holder	Yes	Again
						5	REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY	Holder	Yes	Again
						6	REQUEST FOR ANNUAL REPORT ON LOBBYING	Holder	Yes	Again
R INC.	CAT	149123101	6/11/2014	4/14/2014	Annual	1	Election of Directors. Nominees:			
							1) DAVID L. CALHOUN	Issuer	Yes	For

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					2)	DANIEL M. DICKINSON	Issuer	Yes	For		
					3)	JUAN GALLARDO	Issuer	Yes	For		
					4)	JESSE J. GREENE, JR.	Issuer	Yes	For		
					5)	JON M. HUNTSMAN, JR.	Issuer	Yes	For		
					6)	PETER A. MAGOWAN	Issuer	Yes	For		
					7)	DENNIS A. MUILENBURG	Issuer	Yes	For		
					8)	DOUGLAS R. OBERHELMAN	Issuer	Yes	For		
					9)	WILLIAM A. OSBORN	Issuer	Yes	For		
					10)	EDWARD B. RUST, JR.	Issuer	Yes	For		
					11)	SUSAN C. SCHWAB	Issuer	Yes	For		
					12)	MILES D. WHITE	Issuer	Yes	For		
				2	RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.						
				3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.						
				4	APPROVE THE CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN.						
				5	APPROVE THE CATERPILLAR INC. EXECUTIVE SHORT-TERM INCENTIVE PLAN.						
				6	STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS.						
				7	STOCKHOLDER PROPOSAL - SALES TO SUDAN.						
				8	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.						
RUST I	CJPXX		6/10/2014	Special	1	Election of Trustees/Directors. Nominees:					
					1)	DR. MATTHEW GOLDSTEIN	Issuer	Yes	For		
					2)	JOHN F. FINN	Issuer	Yes	For		
					3)	ROBERT J. HIGGINS	Issuer	Yes	For		
					4)	PETER C. MARSHALL	Issuer	Yes	For		
					5)	MARY E. MARTINEZ	Issuer	Yes	For		
					6)	MARILYN MCCOY	Issuer	Yes	For		
					7)	MITCHELL M. MERIN	Issuer	Yes	For		
					8)	WILLIAM G. MORTON, JR.	Issuer	Yes	For		
					9)	DR. ROBERT A. ODEN, JR.	Issuer	Yes	For		
					10)	MARIAN U. PARDO	Issuer	Yes	For		
					11)	FREDERICK W. RUEBECK	Issuer	Yes	For		
					12)	JAMES J. SCHONBACHLER	Issuer	Yes	For		
					13)	FRANKIE D. HUGHES	Issuer	Yes	For		
CMORAN LD INC.	FCX	35671D857	6/17/2014	4/21/2014	Annual	1	Election of Directors. Nominees:				
					1)	RICHARD C. ADKERSON	Issuer	Yes	For		
					2)	ROBERT J. ALLISON, JR.	Issuer	Yes	For		

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				3) ALAN R. BUCKWALTER, III	Issuer	Yes	For
				4) ROBERT A. DAY	Issuer	Yes	For
				5) JAMES C. FLORES	Issuer	Yes	For
				6) GERALD J. FORD	Issuer	Yes	For
				7) THOMAS A. FRY, III	Issuer	Yes	For
				8) H. DEVON GRAHAM, JR.	Issuer	Yes	For
				9) LYDIA H. KENNARD	Issuer	Yes	For
				10) CHARLES C. KRULAK	Issuer	Yes	For
				11) BOBBY LEE LACKEY	Issuer	Yes	For
				12) JON C. MADONNA	Issuer	Yes	For
				13) DUSTAN E. MCCOY	Issuer	Yes	For
				14) JAMES R. MOFFETT	Issuer	Yes	For
				15) STEPHEN H. SIEGELE	Issuer	Yes	For
				16) FRANCES FRAGOS TOWNSEND	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	APPROVAL OF THE FREEPORT-MCMORAN COPPER & GOLD INC. ANNUAL INCENTIVE PLAN.	Issuer	Yes	For
			5	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Holder	Yes	Again
NC.	SQBK 90SQF1991	6/24/2014	Annual	1	Election of Directors. Nominees:		
					1) PAUL R. BURKE	Issuer	Yes
					2) JOHN T. PIETRZAK	Issuer	Yes
					3) W. KIRK WYCOFF	Issuer	Yes
				2	THE RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS INDEPENDENT AUDITORS FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014	Issuer	Yes





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 29, 2014

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