

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 BANK | PFOH | 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 | GCF | 15346Q103 | 5/17/2012 | 4/5/2012 | 1 | Election of director. Nominee: | | |
| TION | | | | | 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 INC. | BFED | 073582108 | 5/17/2012 | 3/9/2012 | 1 | Election of director. Nominee: | | | |
| | | | | | 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 L BANCORP C. | SONA | 843395104 | 5/17/2012 | 4/11/2012 | 1 | Election of directors. Nominees: | | | |
| | | | | | 1) | GEORGIA S. DERRICO | Issuer | Yes | For |
| | | | | | 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 | 1) MICHAEL A. BARS | Issuer | Yes | For |
| | | | | | 2 | 2) APPROVAL OF THE ROCKVILLE FINANCIAL, INC. 2012 STOCK INCENTIVE PLAN. | Issuer | Yes | For |
| | | | | | 3 | 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 | 1) CHARLES D. FITE | Issuer | Yes | For |
| | | | | | 2 | 2) ROBERT J. FOX | Issuer | Yes | For |
| | | | | | 3 | 3) WILLIAM A. ROBOTHAM | Issuer | Yes | For |
| | | | | | 4 | 4) DAVID T. TABER | Issuer | Yes | For |
| | | | | | 5 | 5) ROGER J. TAYLOR, D.D.S. | Issuer | Yes | For |
| | | | | | 6 | 6) STEPHEN H. WAKS | Issuer | Yes | For |
| | | | | | 7 | 7) PHILIP A. WRIGHT | Issuer | Yes | For |
| | | | | | 8 | 8) MICHAEL A. ZIEGLER | Issuer | Yes | For |
| | | | | | 2 | 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 | 3) ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Issuer | Yes | For |
| | | | | | 4 | 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 | 1) DONALD N. KAULL | Issuer | Yes | For |
| | | | | | 2 | 2) ARTHUR P. MACAULEY | Issuer | Yes | For |
| | | | | | 3 | 3) NINO MOSCARDI | Issuer | Yes | For |
| | | | | | 4 | 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 | |
| NCSHARES, | PLBN | 721530103 | 5/23/2012 | 4/2/2012 | 1 | Election of director. Nominee: | | | |
| | | | | | 1) JOHN W. PUFFER, III | Issuer | Yes | For | |
| CAPITAL | BBNK | 108030107 | 5/24/2012 | 3/27/2012 | 1 | Election of directors. Nominees: | | | |
| S | | | | | 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 | |
|--|--|--|--|--|--|--------|-----|---------|--|

| | | | | | | | | | |
|-----------|-----------|-----------|-----------|---|---|--------|-----|-----|--|
| 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 | |
|--|--|--|--|---|--|--------|---------|---------|--|

| | | | | | | | | | |
|---------|-----------|-----------|-----------|-----------|----------------------------------|--|--------|-----|---------|
| | | | | | | 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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S, L.P.

707884102 6/6/2012 4/9/2012

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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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L SERVICES,

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

1 Election of directors. Nominees:

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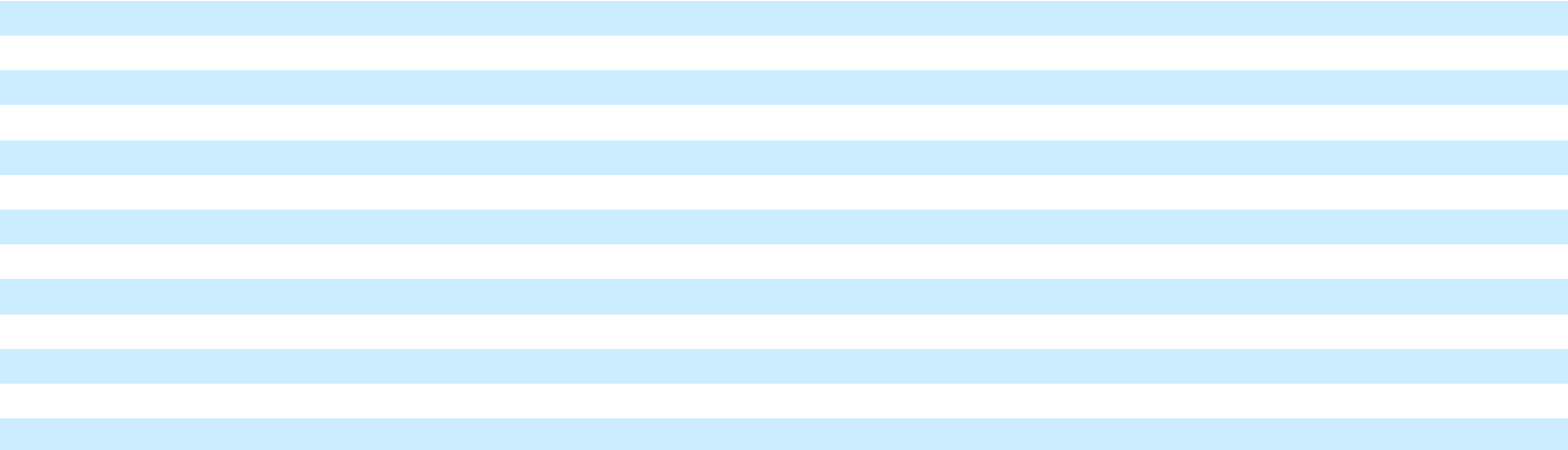
| | | | | | | | | |
|------------|------|-----------|----------|------------|--|----------------------------------|-----|---------|
| | | | | | 1) RONALD O. BLACK | Issuer | Yes | For |
| | | | | | 2) JAMES W. HALL | Issuer | Yes | For |
| | | | | | 3) DR. STANLEY TENNANT | Issuer | Yes | For |
| | | | | 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 |

| | | | | | | | | | |
|-------------|------|-----------|-----------|-----------|---|---|--------|-----|-----|
| | | | | | 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
