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FIRST FINANCIAL FUND INC  
Form N-PX  
August 28, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-04605

First Financial 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, 2005 - June 30, 2006

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, 2005 TO JUNE 30, 2006

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| Name of Issuer                 | Ticker Symbol | CUSIP     | Shldr Meeting Date | Record Date | Mtg Type | Description of Matter to be Voted On  |
|--------------------------------|---------------|-----------|--------------------|-------------|----------|---|
| Amegy Bancorporation, Inc.     | ABNK          | 02343R102 | 10/11/05           | 8/31/05     | Special  | <p>1 Proposal to approve the plan of merger by and among Zions Bancorporation, Independence Merger Company, Inc. and the Company</p> <p>2 Proposal to approve any adjournments or postponements of the Special Meeting, if necessary</p>            |
| Medical Properties Trust, Inc. | -             | 58463J106 | 10/12/05           | 9/7/05      | Annual   | <p>1 Election of seven (7) directors</p> <p>2 Approve amendments to the charter related to transfers or ownership restrictions on common stock</p> <p>3 Approve an amendment to the amended and restated 2004 equity incentive plan</p>             |
| Royal Financial, Inc.          | RYFL          | 78027P109 | 10/26/05           | 9/15/05     | Annual   | <p>1 Election of two (2) directors</p> <p>2 Proposal to adopt the 2005 stock option plan</p> <p>3 Proposal to adopt the 2005 recognition and retention plan</p> <p>4 Proposal to ratify Crowe Chizek and Company LLC as independent accountants</p> |
| Parkvale Financial Corporation | PFC           | 701492100 | 10/27/05           | 8/29/05     | Annual   | <p>1 Election of two (2) directors</p>  |

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|                             |      |           |          |         |        |   |   |   |
|-----------------------------|------|-----------|----------|---------|--------|---|---|---|
|                             |      |           |          |         |        |   | 2 | Appointment of Parente Randolph, LLC as independent auditors  |
| Jefferson Bancshares, Inc.  | JFBI | 472375104 | 10/27/05 | 8/31/05 | Annual | 1 | 1 | Election of two (2) directors   |
|                             |      |           |          |         |        |   | 2 | Ratification of Craine, Thompson & Jones, P.C. as independent registered accounting firm                                |
| First Place Financial Corp. | FFFC | 33610T109 | 10/27/05 | 9/9/05  | Annual | 1 | 1 | Election of four (4) directors  |
|                             |      |           |          |         |        |   | 2 | Ratification of Crowe Chizek and Company LLC as independent auditors  |
| K-Fed Bancorp               | KFED | 48246S101 | 10/25/05 | 8/31/05 | Annual | 1 | 1 | Election of two (2) directors   |
|                             |      |           |          |         |        |   | 2 | Ratification of Crowe Chizek and Company LLP as independent registered public accounting firm                           |
| Georgetown Bancorp, Inc.    | GTWN | 372590109 | 10/25/05 | 9/15/05 | Annual | 1 | 1 | Election of eight (8) directors   |
|                             |      |           |          |         |        |   | 2 | Ratification of Wolf & Company PC as independent auditors   |
| First Security Group, Inc.  | FSGI | 336312103 | 10/27/05 | 9/16/05 | Annual | 1 | 1 | Election of nine (9) directors  |
|                             |      |           |          |         |        |   | 2 | Approve amendment to the Articles of Incorporation which would increase the number of authorized shares of common stock |
|                             |      |           |          |         |        |   | 3 | Ratify appointment of Joseph Decosimo and Company PLLC as independent auditors  |
|                             |      |           |          |         |        |   |   | Approval of the   |

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|                                    |      |           |          |          |         |   |  |
|------------------------------------|------|-----------|----------|----------|---------|---|--|
| MBNA Corporation                   | KRB  | 55262L100 | 11/3/05  | 9/2/05   | Special | 1 | merger with Bank of America Corporation  |
|                                    |      |           |          |          |         | 2 | Approval of proposal to adjourn special meeting, if necessary, to solicit additional proxies   |
| Northwest Bancorp, Inc.            | NWSB | 667328108 | 11/16/05 | 9/30/05  | Annual  | 1 | Election of three (3) directors  |
|                                    |      |           |          |          |         | 2 | Ratification of KPMG LLP as independent registered public accounting firm  |
| Texas United Bancshares, Inc.      | TXUI | 882838105 | 11/22/05 | 10/11/05 | Special | 1 | Approve the agreement and plan of reorganization , which provides for the merger of Gateway Holding Company with and into Texas United |
|                                    |      |           |          |          |         | 2 | Approval of proposal to adjourn special meeting, if necessary, to solicit additional proxies   |
| Provident Financial Holdings, Inc. | PROV | 743868101 | 11/22/05 | 9/29/05  | Annual  | 1 | Election of two (2) directors  |
|                                    |      |           |          |          |         | 2 | Ratification of Deloitte & Touche LLP as independent auditors  |
| HF Financial Corp.                 | HFFC | 404172108 | 11/16/05 | 9/30/05  | Annual  | 1 | Election of three (3) directors  |
| Redwood Financial, Inc.            | REDW | 757903109 | 12/14/05 | 10/20/05 | Annual  | 1 | Election of two (2) directors  |
| Perpetual Federal Savings Bank     | PFOH | 714273109 | 1/18/06  | 11/21/05 | Annual  | 1 | Election of two (2) directors  |
|                                    |      |           |          |          |         | 2 | Ratification of appointment of Crowe, Chizek and Company, LLP as auditors  |

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|                                  |       |            |         |          |         |   |   |
|----------------------------------|-------|------------|---------|----------|---------|---|---|
| Home Federal Bancorp, Inc.       | HOME  | 43709A101  | 1/23/06 | 11/29/05 | Annual  | 1 | Election of two (2) directors   |
|                                  |       |            |         |          |         | 2 | Ratification of appointment of Moss Adams LLP as auditors   |
| BankUnited Financial Corporation | BKUNA | 06652B103  | 1/27/06 | 12/9/05  | Annual  | 1 | Election of four (4) directors  |
| Calnet Business Bank, N.A.       | CLNB  | 131326100  | 2/15/06 | 12/20/05 | Special | 1 | Proposal to approve and adopt the agreement and plan of merger  |
|                                  |       |            |         |          |         | 2 | Proposal to grant discretionary authority to persons named as proxies to adjourn the meeting if necessary |
| Charter Financial Corporation    | CHFNB | 16122M100  | 2/22/06 | 12/30/05 | Annual  | 1 | Election of two (2) directors   |
| FNB Corp.                        | FNBN  | 302519103  | 3/15/06 | 1/31/06  | Special | 1 | Approval of the agreement and plan of merger  |
|                                  |       |            |         |          |         | 2 | Approval of an amendment to increase the number of authorized shares                                      |
|                                  |       |            |         |          |         | 3 | Approval to adjourn special meeting, if necessary   |
| SNB Bancshares, Inc.             | SNBT  | 78460M2009 | 3/23/06 | 1/31/06  | Special | 1 | Approve the agreement and plan of reorganization  |
| Southcoast Financial Corporation | SOCB  | 84129R100  | 4/7/06  | 2/28/06  | Annual  | 1 | Election of three (3) directors   |
|                                  |       |            |         |          |         | 2 | Approval of 2005 employee stock purchase plan   |
| First                            |       |            |         |          |         |   | To fix the number of directors to serve on  |

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|                                   |      |           |         |         |        |   |   |
|-----------------------------------|------|-----------|---------|---------|--------|---|---|
| Community Bank<br>Corp of America | FCFL | 31985E202 | 4/17/06 | 3/1/06  | Annual | 1 | the board for the<br>ensuing year at eleven   |
|                                   |      |           |         |         |        | 2 | Election of eight (8)<br>directors  |
|                                   |      |           |         |         |        | 3 | The adoption of the<br>2006 stock plan  |
|                                   |      |           |         |         |        | 4 | Approve an amendment<br>to our articles of<br>incorporation to in<br>crease the number of<br>authorized common<br>shares to 20,000,000<br>and to create a class<br>of preferred stock |
|                                   |      |           |         |         |        | 5 | Adjournment of the<br>annual meeting to<br>solicit additional<br>proxies in the event<br>there are not<br>sufficient votes to<br>approve either<br>foregoing items                    |
| Cardinal State<br>Bank            | CSNC | 141546101 | 4/19/06 | 2/17/06 | Annual | 1 | Proposal to<br>reorganize Cardinal<br>State Bank into a<br>holding company and<br>share exchange  |
|                                   |      |           |         |         |        | 2 | Election of four (4)<br>directors   |
|                                   |      |           |         |         |        | 3 | Approval of two<br>additional<br>directorships  |
|                                   |      |           |         |         |        | 4 | Ratify the<br>appointment of<br>independent public<br>accountants as the<br>bank's independent<br>accountants for 2006  |
| First<br>Community<br>Bancorp     | FCBP | 31983B101 | 4/19/06 | 3/8/06  | Annual | 1 | Approve principal<br>terms and adoption of<br>merger of Foothill<br>Independent Bancorp<br>and First Community<br>Bancorp and issuance<br>of shares in<br>connection of merger        |
|                                   |      |           |         |         |        | 2 | Election of ten (10)<br>directors   |

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|                              |      |           |         |         |             |   |   |  |
|------------------------------|------|-----------|---------|---------|-------------|---|---|--|
|                              |      |           |         |         |             |   | 3 | Approve and amend First Community's Articles of incorporation to increase the maximum amount of authorized shares of common stock. |
|                              |      |           |         |         |             |   | 4 | Approve an increase on the authorized number of shares available for issuance under 2003 stock incentive plan                      |
|                              |      |           |         |         |             |   | 5 | Approve and adjournment or postponement of the annual meeting if necessary to solicit additional proxies                           |
|                              |      |           |         |         |             |   | 6 | Transact any other business as may properly come before the annual meeting and at any postponements or adjournments thereof.       |
| Foothill Independent Bancorp | FOOT | 344905104 | 4/19/06 | 3/10/06 | Independent | 1 |   | Adoption of merger of Foothill Independent Bancorp and First Community Bancorp   |
|                              |      |           |         |         |             |   | 2 | Approval of adjournments of the special meeting if required to solicit proxies   |
| Mercer Insurance Group, Inc. | MIGP | 587902107 | 4/19/06 | 3/13/06 | Annual      | 1 |   | Election of three (3) directors  |
|                              |      |           |         |         |             |   | 2 | Ratification of appointment of KPMG LLP as public accounting firm for YE 2006  |
| River Valley Bancorp         | RIVR | 768475105 | 4/19/06 | 2/24/06 | Annual      | 1 |   | Election of two (2) directors  |
| Westbank                     |      |           |         |         |             |   |   | Election of three (3) directors  |

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|--|------|-----------|---------|---------|--------|-----|--|
| Corporation                              | WBKC | 957116106 | 4/19/06 | 2/27/06 | Annual | 1   | directors  |
|  |      |           |         |         |        | 2   | Approve 2006 Equity Incentive Plan   |
| Enterprise<br>Financial<br>Services Corp | EFSC | 293712105 | 4/19/06 | 2/22/06 | Annual | 1   | Election of twelves (12) Directors   |
|  |      |           |         |         |        | 2   | Ratification and approval of KPMG LLP as independent registered public accounting firm                               |
|  |      |           |         |         |        | 3   | Approval of stock plan for non-management directors  |
|  |      |           |         |         |        | 4   | Approval of amendment and extension of the 2002 stock incentive plan   |
|  |      |           |         |         |        | 5   | Approval of the annual incentive plan  |
| UBS AG                                   | UBS  | H8920M855 | 4/19/06 | 3/17/06 | Annual | 1   | Annual report, group and parent company accounts for financial year 2005 reports of the group and statutory auditors |
|  |      |           |         |         |        | 2   | Appropriation of retained earnings dividend for financial year 2005  |
|  |      |           |         |         |        | 3   | Discharge of the members of the board of directors and the group executive board                                     |
|  |      |           |         |         |        | 4A1 | Reelection of board member Rolf A. Meyer   |
|  |      |           |         |         |        | 4A2 | Relection of board member Ernesto Bertarelli   |
|  |      |           |         |         |        | 4B1 | Election of new board member Gabrielle Kaufmann-Kohler   |
|  |      |           |         |         |        | 4B2 | Election of new board member Joerg Wolle   |
|  |      |           |         |         |        |     | Election of the group  |



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|                                 |       |           |         |         |        |  | 4A  | and statutory auditors   |
|                                 |       |           |         |         |        |  | 4B  | Election of the special auditors   |
|                                 |       |           |         |         |        |  | 5A  | Cancellation of shares repurchased under the 2005/2006 share buyback program                       |
|                                 |       |           |         |         |        |  | 5B  | Approval of the new share buyback program for 2006/2007  |
|                                 |       |           |         |         |        |  | 5C  | One-time payout in the form of a par value repayment   |
|                                 |       |           |         |         |        |  | 5D  | Share split  |
|                                 |       |           |         |         |        |  | 5E1 | Amendments to article 4 paragraph 1 and article 4A of the articles of association                  |
|                                 |       |           |         |         |        |  | 5E2 | Reduction of the threshold value for agenda item requests  |
|                                 |       |           |         |         |        |  | 6   | Creation of conditional capital, approval of article 4A paragraph 2 of the articles of association |
| LSB Bancshares, Inc.            | LSBX  | 502158108 | 4/19/06 | 2/22/06 | Annual |  | 1   | Election of five (5) directors   |
|                                 |       |           |         |         |        |  | 2   | Ratify appointment of Turlington and Company, LLP, certified public accountants                    |
| Cardinal Financial Corporation  | CSNC  | 14149F109 | 4/21/06 | 3/7/06  | Annual |  | 1   | Election of four (4) directors   |
|                                 |       |           |         |         |        |  | 2   | Approve amendment to company's 2002 equity compensation plan                                       |
| First Citizens Bancshares, Inc. | FCNCA | 31946M103 | 4/24/06 | 3/6/06  | Annual |  | 1   | Election of twenty-two (22) directors  |

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|--|------|-----------|---------|---------|--------|---|--|
| Ameriserv<br>Financial, Inc.           | ASRV | 03074A102 | 4/25/06 | 3/3/06  | Annual | 1 | Election of five (5)<br>directors  |
| CFS Bancorp,<br>Inc                    | CITZ | 12525D102 | 4/25/06 | 3/3/06  | Annual | 1 | Election of five (5)<br>directors  |
|  |      |           |         |         |        | 2 | Proposal to ratify<br>the appointment of<br>BKD, LLP as<br>independent<br>registered public<br>accounting firm for<br>the company for the<br>YE 2006 |
| Commercial<br>Capital<br>Bancorp, Inc. | CCBI | 20162L105 | 4/25/06 | 3/10/06 | Annual | 1 | Election of three (3)<br>directors   |
|  |      |           |         |         |        | 2 | Proposal to ratify<br>KPMG LLP as the<br>company's independent<br>auditors for the<br>fiscal YE 2006   |
| HMN Financial,<br>Inc.                 | HMNF | 40424G108 | 4/25/06 | 2/28/06 | Annual | 1 | Election of three (3)<br>directors   |
|  |      |           |         |         |        | 2 | Ratification of<br>appointment of KPMG<br>LLP as auditors of<br>company for YE 2006  |
| Metlife                                | MET  | 59156R108 | 4/25/06 | 3/1/06  | Annual | 1 | Election of four (4)<br>directors  |
|  |      |           |         |         |        | 2 | Ratification of<br>appointment of<br>Deloitte & Touche as<br>independent auditor<br>for 2006   |
| Parkway Bank                           | PKWY | 70153M109 | 4/15/06 | 2/28/06 | Annual | 1 | Election of four (4)<br>directors  |
|  |      |           |         |         |        | 2 | Ratification of Dixon<br>Hughes PLLC as the<br>bank's independent<br>auditor for the<br>Fiscal YE 2006   |
| Platnum<br>Underwriters                |      |           |         |         |        |   | Election of seven (7)  |

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|------------------------------|------|-----------|---------|---------|--------|---|--|
| Holdings, LTD                | PTP  | G7127P100 | 4/25/06 | 3/10/06 | Annual | 1 | directors  |
|                              |      |           |         |         |        | 2 | To consider and take action on a proposal to amend the bye-laws of the company by removing bye-law 51(4), which would limit the voting rights of the company's 6 % series a mandatory convertible preferred shares |
|                              |      |           |         |         |        | 3 | To consider and take action on a proposal to approve the 2006 share incentive plan   |
|                              |      |           |         |         |        | 4 | To consider and take action upon a proposal to ratify the selection of KPMG LLP as the company's independent registered public accounting firm for the 2006 fiscal year  |
| Republic First Bancorp, Inc. | FRBK | 760416107 | 4/25/06 | 3/14/06 | Annual | 1 | Election of six (6) directors  |
| SCBT Financial Corporation   | SCBT | 78401V102 | 4/25/06 | 3/10/06 | Annual | 1 | Election of six (6) directors  |
|                              |      |           |         |         |        | 2 | Proposal to ratify of appointment of JW Hunt & Co., LLP, CPAs as SCBT Financial Corps. independent auditors for 2006   |
| TIB Financial Corp           | TIBB | 872449103 | 4/25/06 | 2/28/06 | Annual | 1 | Election of three (3) directors  |
| UMB Financial Corporation    | UMBF | 902788108 | 4/25/06 | 3/1/06  | Annual | 1 | Election of six (6) directors  |
|                              |      |           |         |         |        | 2 | Ratification of the audit committee's retention of Deloitte & Touche as independent auditors and to examine and audit financial statements for 2006  |

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|                                |      |           |         |         |        |  | 3 | Amendment approval to company's articles of inc. to increase shares of common stock  |
| Unionbancorp, Inc.             | UBCD | 908908106 | 4/25/06 | 3/1/06  | Annual |  | 1 | Election of three (3) directors  |
| Greene County Bancshares, Inc. | GCBS | 394361208 | 4/26/06 | 3/17/06 | Ann    |  | 1 | Election of six (6) directors  |
| Downey Financial, Corp.        | DSL  | 261018105 | 4/26/06 | 2/27/06 | Annual |  | 1 | Election of three (3) directors  |
|                                |      |           |         |         |        |  | 2 | Ratification of appointment of KPMG LLP as auditors for 2006   |
| Bank of America Corporation    | BAC  | 060505104 | 4/26/06 | 3/3/06  | Annual |  | 1 | Election of eighteen (18) directors  |
|                                |      |           |         |         |        |  | 2 | Ratify independent registered public accounting firm for 2006  |
|                                |      |           |         |         |        |  | 3 | Adopt amendment to 2003 key associates stock plan.   |
|                                |      |           |         |         |        |  | 4 | Political contributions  |
|                                |      |           |         |         |        |  | 5 | Majority voting in director elections  |
|                                |      |           |         |         |        |  | 6 | Independent Board Chairman   |
|                                |      |           |         |         |        |  | 7 | EEO Policy   |
| UnionBanCal Corporation        | UB   | 908906100 | 4/26/06 | 3/3/06  | Annual |  | 1 | Election of fifteen (15) directors   |
|                                |      |           |         |         |        |  |   | Approve the amended and restated 1997 performance share plan to enable awards under the plan to qualify as deductible, performance-based |

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|                           |      |           |         |         |         |  | 2 | compensation under<br>162 (M) of the<br>Internal Revenue code   |
|                           |      |           |         |         |         |  | 3 | Approve the senior<br>executive bonus plan<br>to enable bonuses<br>paid under the plan<br>to qualify as<br>deductible,<br>performance-based<br>compensation under<br>162 (M) of the<br>Internal Revenue code                  |
|                           |      |           |         |         |         |  | 4 | Ratify selection of<br>independent<br>registered public<br>accounting firm,<br>Deloitte & Touche LLP<br>for 2006  |
| United<br>Community Banks | UCBI | 90984P105 | 4/26/06 | 3/8/06  | Annual  |  | 1 | Election of eleven<br>(11) directors  |
|                           |      |           |         |         |         |  | 2 | Approval of the<br>employee stock<br>purchase plan  |
| Bayview Capital           | BVC  | 07262L309 | 4/27/06 | 3/24/06 | Special |  | 1 | Approve and<br>adopt the agreement<br>and plan merger<br>between BVCC<br>and Great Lakes<br>Bancorp, Inc.<br>and approve<br>the merger<br>and other<br>transactions<br>contemplated<br>by the agreement<br>and plan<br>merger |
|                           |      |           |         |         |         |  | 2 | Approve the stock<br>purchase agreement<br>and approve the sale<br>BVAC and other<br>transactions<br>contemplated by the<br>stock purchase<br>agreement   |
|                           |      |           |         |         |         |  |   | Approve and adopt<br>amendments to BVCC's<br>certificate of<br>incorporation to<br>establish<br>restrictions on   |

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|                                   |      |           |         |         |        |  |  |
|-----------------------------------|------|-----------|---------|---------|--------|--|--|
|                                   |      |           |         |         |        |  | transfers of BVCC common stock by anyone who is or would become a 5% or greater holder of stock                                |
|                                   |      |           |         |         |        |  | 3  |
|                                   |      |           |         |         |        |  | Proposal to ratify an amendment to BVCC's by-laws that increased the max number of members of board of directors from 10 to 25 |
|                                   |      |           |         |         |        |  | 4  |
| BCB Bancorp, Inc.                 | BCBP | 055298103 | 4/27/06 | 3/6/06  | Annual |  | Election of four (4) directors   |
|                                   |      |           |         |         |        |  | 1  |
|                                   |      |           |         |         |        |  | Ratification of appointment of Beard Miller Company, LLP as independent registered public accounting firm for YE 2006          |
|                                   |      |           |         |         |        |  | 2  |
| Signature Bank                    | SBNY | 82669G104 | 4/26/06 | 3/9/06  | Annual |  | Election of three (3) directors  |
|                                   |      |           |         |         |        |  | 1  |
|                                   |      |           |         |         |        |  | Ratification of the appointment of KPMG LLP as the company's independent accountants for the YE 2006                           |
|                                   |      |           |         |         |        |  | 2  |
| Capital One Financial Corporation | COF  | 14040H105 | 4/27/06 | 2/28/06 | Annual |  | Election of three (3) directors  |
|                                   |      |           |         |         |        |  | 1  |
|                                   |      |           |         |         |        |  | Ratification of Ernst & Young as independent auditors for 2006   |
|                                   |      |           |         |         |        |  | 2  |
|                                   |      |           |         |         |        |  | Approval and adoption of amended 2004 incentive stock incentive plan   |
|                                   |      |           |         |         |        |  | 3  |
|                                   |      |           |         |         |        |  | Director election majority vote standard   |
|                                   |      |           |         |         |        |  | 4  |
| Fidelity Southern Corporation     | LION | 316394105 | 4/27/06 | 3/10/06 | Annual |  | Election of nine (9) directors   |
|                                   |      |           |         |         |        |  | 1  |
|                                   |      |           |         |         |        |  | Approval of equity   |

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|                                   |      |           |         |         |        |  |   |   |
|-----------------------------------|------|-----------|---------|---------|--------|--|---|---|
|                                   |      |           |         |         |        |  | 2 | incentive plan  |
| Phoenix<br>Companies, Inc.        | PNX  | 71902E109 | 4/27/06 | 2/28/06 | Annual |  | 1 | Election of four (4)<br>directors   |
|                                   |      |           |         |         |        |  | 2 | Ratify of appointment<br>of PWC as independent<br>registered public<br>accounting firm  |
| Metrocorp<br>Bancshares ,<br>Inc. | MCBI | 591650106 | 4/28/06 | 3/13/06 | Annual |  | 1 | Election of five (5)<br>directors   |
|                                   |      |           |         |         |        |  | 2 | Approval of an<br>amendment and<br>restated articles of<br>incorporation of the<br>company to increase<br>the number of<br>authorized shares of<br>common stock from<br>20,000,000 to<br>50,000,000 |
|                                   |      |           |         |         |        |  | 3 | Ratification of the<br>appointment of the<br>Pricewaterhousecooper<br>LLP as the<br>independent<br>registered public<br>accounting firm of<br>the company for the<br>YE 2006                        |
| Summit Bank<br>Corporation        | SBGA | 866013105 | 5/1/06  | 3/20/06 | Annual |  | 1 | Election of five (5)<br>directors   |
| LSB<br>Corporation                | LSBX | 50215P100 | 5/2/06  | 3/3/06  | Annual |  | 1 | Election of four (4)<br>directors   |
|                                   |      |           |         |         |        |  | 2 | Approval and<br>ratification of the<br>LSB corporation 2006<br>stock option and<br>incentive plan   |
|                                   |      |           |         |         |        |  | 3 | Ratification of the<br>appointment of the<br>KPMG LLP as the<br>independent<br>registered public<br>accounting firm of<br>the company for the<br>YE 2006  |

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|                                  |      |           |        |         |        |   |  |
|----------------------------------|------|-----------|--------|---------|--------|---|--|
| Capital Corp<br>of the West      | CCOW | 140065202 | 5/2/06 | 3/3/06  | Annual | 1 | Election of three (3)<br>directors   |
| Arch Capital<br>Group LTD        | ACGL | G0450A105 | 5/3/06 | 3/28/06 | Annual | 1 | Election of nineteen<br>(19) directors   |
|                                  |      |           |        |         |        | 3 | Ratify PWC LLC as<br>independent<br>registered public<br>accounting firm for<br>2006   |
| Iberiabank<br>Corporation        | IBKC | 450828108 | 5/3/06 | 3/21/06 | Annual | 1 | Election of three (3)<br>directors   |
|                                  |      |           |        |         |        | 2 | Ratification of the<br>appointment of<br>Castaing, Hussey &<br>Lolan, LLC as the<br>company's independent<br>auditors for 2006                     |
| Rome Bancorp                     | ROME | 77587P103 | 5/3/06 | 3/10/06 | Annual | 1 | Election of a director   |
|                                  |      |           |        |         |        | 2 | Ratification of the<br>appointment of Crowe<br>Chizek and Company<br>LLC as the<br>independent<br>registered public<br>accounting firm for<br>2006 |
|                                  |      |           |        |         |        | 3 | Adoption of the 2006<br>stock option plan  |
|                                  |      |           |        |         |        | 4 | Adoption of the 2006<br>recognition and<br>retention plan  |
| SI Financial<br>Group, Inc       | SIFI | 78425W102 | 5/3/06 | 3/15/06 | Annual | 1 | Election of three (3)<br>directors   |
|                                  |      |           |        |         |        | 2 | Ratification of the<br>appointment of Wolf &<br>Company PC as the<br>independent<br>registered public<br>accounting firm for<br>2006               |
| Yardville<br>National<br>Bancorp | YANB | 985021104 | 5/3/06 | 3/17/06 | Annual | 1 | Election of three (3)<br>directors   |



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|--|------|-----------|--------|---------|--------|---|--|
| Abington<br>Community<br>Bancorp, Inc. | ABBC | 00350R106 | 5/4/06 | 3/21/06 | Annual | 1 | Election of two (2) directors  |
|  |      |           |        |         |        | 2 | Ratification of the appointment of Beard Miller Company LLP as the independent registered public accounting firm for 2006                                      |
| Berkshire<br>Hills Bancorp             | BHLB | 84680107  | 5/4/06 | 3/16/06 | Annual | 1 | Election of three (3) directors  |
|  |      |           |        |         |        | 2 | Ratification of the appointment of Wolf & Company, PC as independent registered public accounting firm of Berkshire Hills Bancorp, Inc. for the fiscal YE 2006 |
| Crescent<br>Banking Company            | CSNT | 225646108 | 5/4/06 | 3/23/06 | Annual | 1 | Election of three (3) directors  |
| Northrim<br>Bancorp, Inc.              | NRIM | 666762109 | 5/4/06 | 3/8/06  | Annual | 1 | Election of ten (10) directors   |
| CRM Holdings<br>Ltd.                   | CRMH | G2554P103 | 5/9/06 | 3/28/06 | Annual | 1 | Election of thirteen (13) directors  |
|  |      |           |        |         |        | 3 | To appoint Johnson Lambert & Co. as Independent auditors for 2006 & to authorize the board of directors, acting through audit committee to set the fees        |
| Carolina Trust<br>Bank                 | CART | 144200102 | 5/9/06 | 3/15/06 | Annual | 1 | Election of six (6) directors  |
|  |      |           |        |         |        | 2 | Authorization to purchase up to 70,000 shares of common stock  |
|  |      |           |        |         |        | 3 | Ratification of the independent auditors   |
|  |      |           |        |         |        |   | Election of seven (7)  |

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|--|------|-----------|---------|---------|--------|---|--|
| FNB Corp.                                | FNBN | 302519103 | 5/9/06  | 3/23/06 | Annual | 1 | directors  |
| Southern<br>Connecticut<br>Bancorp, Inc. | SSE  | 84264A102 | 5/9/06  | 3/28/06 | Anuual | 1 | Election of seven (7)<br>directors<br>Ratify the<br>appointment of<br>McGladrey & Pullen,<br>LL as independent<br>2 accountants for 2006   |
| Wainwright<br>Bank & Trust<br>Company    | WAIN | 930705108 | 5/10/06 | 3/13/06 | Annual | 1 | Election of eleven<br>(11) directors<br>2 Election of one (1)<br>clerk<br>Ratification of the<br>selection by the<br>board of directors<br>vital, Caturano &<br>Company, PC as<br>independent auditors<br>3 for 2006 |
| Benjamin<br>Franklin<br>Bancorp, Inc.    | BFBC | 082073107 | 5/11/06 | 3/20/06 | Annual | 1 | Election of six (6)<br>directors<br>2 Approve the 2006<br>stock incentive plan<br>Ratify appointment of<br>Wolfe & Company PC as<br>independent<br>registered public<br>accounting firm for<br>3 2006                |
| Citizens<br>Community Bank               | CZWI | 174532101 | 5/11/06 | 3/27/06 | Annual | 1 | Election of six (6)<br>directors<br>2 Proxies are<br>authorized to vote<br>upon any other<br>business that may<br>come before meeting.<br>At present management<br>knows of no other<br>business to be<br>presented. |
| Legacy<br>Bancorp, Inc.                  | LEGC | 52463G105 | 5/11/06 | 3/20/06 | Annual | 1 | Election of two (2)<br>directors<br>Ratification of the  |

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|                                    |      |           |         |         |        |   |   |
|------------------------------------|------|-----------|---------|---------|--------|---|---|
|                                    |      |           |         |         |        |   | <p>appointment of Wolf &amp; Company PC as the independent registered public accounting firm of the company for the</p> <p>2 YE 2006</p>                          |
| Atlantic Coast Federal Corp.       | ACFC | 048425102 | 5/12/06 | 3/24/06 | Annual | 1 | <p>Election of three (3) directors</p>  |
|                                    |      |           |         |         |        | 2 | <p>Ratification of the appointment of Crowe, Chizek and Co., LLC as the independent registered public accounting firm of the company for the</p> <p>2 YE 2006</p> |
| Community Capital Bancshares, Inc. | ALBY | 203634100 | 5/15/06 | 3/7/06  | Annual | 1 | <p>Election of five (5) directors</p>   |
|                                    |      |           |         |         |        | 2 | <p>Approve the 2006 employee stock purchase plan.</p>   |
| Gateway Financial Holdings, Inc.   | GBTS | 368140109 | 5/15/06 | 3/15/06 | Annual | 1 | <p>Election of seven (7) directors</p>  |
| Connecticut Bank & Trust           | CTBC | 207546102 | 5/16/06 | 3/24/06 | Annual | 1 | <p>Election of four (4) directors</p>   |
| Preferred Bank                     | PFBC | 740367107 | 5/16/06 | 3/31/06 | Annual | 1 | <p>Election of five (5) directors</p>   |
|                                    |      |           |         |         |        | 2 | <p>Ratification of the appointment of KPMG, LLP as independent registered public accounting firm for</p> <p>2 2006</p>  |
| Bankatlantic Bancorp, Inc.         | BBY  | 065908501 | 5/16/06 | 3/20/-6 | Annual | 1 | <p>Election of two (2) directors</p>  |
|                                    |      |           |         |         |        | 2 | <p>Approval of company's 2006 performance-based annual incentive plan.</p>  |

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|--|------|-----------|---------|---------|--------|---|--|
| Centennial Bank Holdings, Inc.           | -    | 151345204 | 5/16/06 | 3/24/06 | Annual | 1 | Election of eleven (11) directors  |
| Dearborn Bancorp, Inc.                   | DEAR | 24242R108 | 5/16/06 | 3/24/06 | Annual | 1 | Election of four (4) directors   |
| American International Group, Inc.       | AIG  | 026874107 | 5/17/06 | 3/24/06 | Annual | 1 | Election of fifteen (15) directors   |
|  |      |           |         |         |        | 2 | Ratification of the appointment of PWC LLP as independent registered public accounting firm of the company for the YE 2006 |
|  |      |           |         |         |        | 3 | Adoption of an executive incentive plan  |
| Hartford Financial Svcs Group, Inc., The | HIG  | 416515104 | 5/17/06 | 3/20/06 | Annual | 1 | Election of eleven (11) directors  |
|  |      |           |         |         |        | 2 | Ratify the appointment of Deloitte & Touche LLP as independent public accountants for 2006                                 |
| Heartland Financial USA, Inc.            | HTLF | 42234Q102 | 5/17/06 | 3/20/06 | Annual | 1 | Election of two (2) directors  |
|  |      |           |         |         |        | 2 | Appointment of KPMG LLP as independent registered public accounting firm for 2006  |
| North Bay Bancorp                        | NBAN | 657477105 | 5/17/06 | 3/22/06 | Annual | 1 | Election of three (3) directors  |
|  |      |           |         |         |        | 2 | Approve the amended 2002 incentive compensation plan.  |
|  |      |           |         |         |        | 3 | Ratify appointment of KPMG as independent public accountants.  |

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|                                |      |           |         |         |        |   |  |
|--------------------------------|------|-----------|---------|---------|--------|---|--|
| Ohio Casualty Corporation      | OCAS | 677120103 | 5/17/06 | 3/15/06 | Annual | 1 | Election of four (4) directors   |
|                                |      |           |         |         |        | 2 | Ratify the appointment of Ernst & Young LLP as independent public accountants for 2006                             |
| Third Century Bancorp          | TDCB | 884120106 | 5/17/06 | 3/20/06 | Annual | 1 | Election of two (2) directors  |
| Bank Holdings, The             | TBHS | 88331E104 | 5/18/06 | 3/21/06 | Annual | 1 | Election of nine (9) directors   |
| CCF Holding Company            | CCFH | 12487X104 | 5/18/06 | 4/6/06  | Annual | 1 | Election of three (3) directors  |
| First Trust Bank               | NCFT | 33732N105 | 5/18/06 | 3/14/06 | Annual | 1 | Election of four (4) directors   |
|                                |      |           |         |         |        | 2 | Amendment to 1999 stock option plan  |
|                                |      |           |         |         |        | 3 | Ratify the appointment of Dixon Hughes LLC, as the independent public accountants for 2006                         |
| Medical Properties Trust, Inc. | -    | 58463J106 | 5/18/06 | 4/12/06 | Annual | 1 | Election of eight (8) directors  |
|                                |      |           |         |         |        | 2 | Ratify appointment of KPMG LLP as independent registered Public Accounting firm for 2006                           |
| Sun Bancorp                    | SNBC | 86663B102 | 5/18/06 | 3/30/06 | Annual | 1 | Election of sixteen (16) directors   |
|                                |      |           |         |         |        | 2 | Amend the certificate of incorporation to increase authorized shares of common stock from 25,000,000 to 50,000,000 |
|                                |      |           |         |         |        |   | Ratify the appointment of Deloitte & Touche LLP, as the independent auditors                                       |

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|                                      |      |           |         |         |        |  |   |  |
|--------------------------------------|------|-----------|---------|---------|--------|--|---|--|
|                                      |      |           |         |         |        |  | 3 | for 2006   |
| Texas United Bancshares              | TXUI | 882838105 | 5/18/06 | 4/13/06 | Annual |  | 1 | Election of five (5) directors   |
|                                      |      |           |         |         |        |  | 2 | Ratification of BKD, LLP at the company's independent registered public accounting firm for 2006 |
| Pennsylvania Commerce Bancorp, Inc.  | COBH | 708677109 | 5/19/06 | 3/27/06 | Annual |  | 1 | Election of eight (8) directors  |
|                                      |      |           |         |         |        |  | 2 | Take action on other business, may become before meeting   |
| Ventas, Inc.                         | VTR  | 92276F100 | 5/19/06 | 3/20/06 | Annual |  | 1 | Election of seven (7) directors  |
|                                      |      |           |         |         |        |  | 2 | Ratify the appointment of Ernst & Young LLC, as the independent public accountants for 2006      |
|                                      |      |           |         |         |        |  | 3 | To approve the adoption of Ventas, Inc 2006 incentive plan.                                      |
|                                      |      |           |         |         |        |  | 4 | To approve the adoption of Ventas, Inc 2006 stock plan for directors.                            |
| The Bancorp, Inc.                    | TBBK | 05969A105 | 5/22/06 | 3/27/06 | Annual |  | 1 | Election of twelve (12) directors  |
|                                      |      |           |         |         |        |  | 2 | Approve Grant Thornton LLP as independent public accountants for 2006                            |
| American Bancorp of New Jersey, Inc. | ABNJ | 02407E104 | 5/23/06 | 3/29/06 | Annual |  | 1 | Election of seven (7) directors  |
|                                      |      |           |         |         |        |  | 2 | Approval of the 2006 equity incentive plan   |
|                                      |      |           |         |         |        |  |   | Ratify the appointment of Crowe  |

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|                                      |      |           |         |          |        |   |   |
|--------------------------------------|------|-----------|---------|----------|--------|---|---|
|                                      |      |           |         |          |        |   | Chizek and Company,<br>LLC, as auditors for<br>3 2006   |
| Appalachian<br>Bancshares,<br>Inc.   | APAB | 037675105 | 5/23/06 | 4/3/06   | Annual | 1 | Election of two (2)<br>directors  |
| First Federal<br>Bancshares,<br>Inc. | FFBI | 32021B103 | 5/23/06 | 4/3/06   | Annual | 1 | Election of three (3)<br>directors  |
|                                      |      |           |         |          |        | 2 | Ratify the<br>appointment of Crowe<br>Chizek and Company,<br>LLC, as auditors for<br>2006       |
| Rait<br>Investment<br>Trust          | RAS  | 749227104 | 5/23/06 | 3//24/06 | Annual | 1 | Election of eight (8)<br>directors  |
|                                      |      |           |         |          |        | 2 | Approve the selection<br>of Grant Thornton LLP<br>as independent public<br>accountants for 2006 |
| Citizen's<br>First Bancorp,<br>Inc.  | CTZN | 17461R106 | 5/25/06 | 3/27/06  | Annual | 1 | Election of two (2)<br>directors  |
|                                      |      |           |         |          |        | 2 | Ratify BDO Seidman,<br>LLP as independent<br>register public<br>accounting firm for<br>2006     |
| E*Trade<br>Financial<br>Corporation  | ET   | 269246104 | 5/25/06 | 4/3/06   | Annual | 1 | Election of three (3)<br>directors  |
|                                      |      |           |         |          |        | 2 | Ratify selection of<br>Deloitte & Touche LLP<br>as independent public<br>accountant for 2006    |
| North Valley<br>Bancorp              | NOVB | 66304M105 | 5/25/06 | 4/13/06  | Annual | 1 | Election of seven (7)<br>directors  |
|                                      |      |           |         |          |        | 2 | Ratify appointment of<br>Perry-Smith LLP as<br>independent auditors<br>for 2006                 |
| Old Line<br>Bancshares,              |      |           |         |          |        |   | Election of seven (7)   |

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|                                      |      |           |         |         |        |   |  |
|--------------------------------------|------|-----------|---------|---------|--------|---|--|
| Inc.                                 | OLBK | 67984M100 | 5/25/06 | 4/5/06  | Annual | 1 | directors  |
|                                      |      |           |         |         |        | 2 | Amend charter to increase the authorized shares of common stock from 5 - 15 million.   |
|                                      |      |           |         |         |        | 3 | Amend charter to expressly grant board of directors power to change location of the principal office w/o approval of stockholders. |
|                                      |      |           |         |         |        | 4 | Ratify the appointment of Rowles & Company LLP, as the independent public accountants for 2006                                     |
| White Mountain Insurance Group, Ltd. | WTM  | G9618E107 | 5/25/06 | 3/27/06 | Annual | 1 | Election of twenty-six (26) directors  |
|                                      |      |           |         |         |        | 2 | Appointment of independent registered accounting firm  |
| Pacific Premier Bancorp, Inc.        | PPBI | 69478X105 | 5/31/06 | 3/31/06 | Annual | 1 | Election of two (2) directors  |
|                                      |      |           |         |         |        | 2 | Ratify appointment of Vavrinek, Trine, Day & Co., LLP as independent auditors for 2006   |
| Technology Investment Capital Corp.  | TICC | 878717305 | 6/6/06  | 4/27/06 | Annual | 1 | Election of twenty-six (26) directors  |
|                                      |      |           |         |         |        | 2 | Ratify the appointment of PWC LLP, as the independent public accountants for 2006  |
| Bank of Oak Ridge                    | BKOR | 064180102 | 6/8/06  | 4/21/06 | Annual | 1 | Election of three (3) directors  |
|                                      |      |           |         |         |        |   | Ratify appointment of Larrowe & Company, PLC as independent  |



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|                                       |      |           |         |         |        |  |   |  |
|---------------------------------------|------|-----------|---------|---------|--------|--|---|--|
|                                       |      |           |         |         |        |  | 2 | auditors for 2006  |
|                                       |      |           |         |         |        |  |   | Approval of proposed future reorganization of  |
|                                       |      |           |         |         |        |  | 3 | the bank   |
|                                       |      |           |         |         |        |  |   | Approval of the holding company  |
|                                       |      |           |         |         |        |  | 4 | omnibus plan   |
| Mortgageit Holdings, Inc.             | MHL  | 61915Q108 | 6/13/06 | 4/24/04 | Annual |  | 1 | Election of four (4) directors   |
|                                       |      |           |         |         |        |  | 2 | Ratify appointment of BDO Seidman. LLP as independent auditors for 2006  |
| People's Choice Financial Corporation | PCTB | 71085T105 | 4/17/06 | 6/14/06 | Annual |  | 1 | Election of four (4) directors   |
|                                       |      |           |         |         |        |  | 2 | Ratify the appointment of Grant Tornton LLP as independent auditor for 2006  |
| Countrywide Financial Corporation     | CFC  | 222372104 | 6/14/06 | 4/17/06 | Annual |  | 1 | Election of four (4) directors   |
|                                       |      |           |         |         |        |  | 2 | Approve 2006 equity incentive plan   |
|                                       |      |           |         |         |        |  |   | Ratify the   |
|                                       |      |           |         |         |        |  | 3 | appointment of KPMG LLP, as the independent public accountants for 2006  |
|                                       |      |           |         |         |        |  | 4 | Consider stockholder proposal urging board of directors to adopt policy that stockholders be given opportunity to annually approve report of our compensation committee. |
| Team Financial, Inc.                  | TFIN | 87815X109 | 6/20/06 | 5/5/06  | Annual |  | 1 | Election of three (3) directors  |
|                                       |      |           |         |         |        |  |   | Ratify appointment of  |

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|                                 |      |           |         |         |        |  |   |   |
|---------------------------------|------|-----------|---------|---------|--------|--|---|---|
|                                 |      |           |         |         |        |  | 2 | KPMG LLP as independent auditors for 2006   |
|                                 |      |           |         |         |        |  | 3 | Proposal regarding shareholder rights agreement   |
|                                 |      |           |         |         |        |  | 4 | Proposal to declassify board of directors   |
|                                 |      |           |         |         |        |  | 5 | Transaction of such other business as may properly come before the meeting  |
| Broadway Financial Corporation  | BYFC | 111444105 | 6/21/06 | 4/21/06 | Annual |  | 1 | Election of three (3) directors   |
|                                 |      |           |         |         |        |  | 2 | Ratify appointment of Crowe, Chizek and Company, LLP, as independent auditors for 2006  |
| First Security Group, Ins.      | FSGI | 336312103 | 6/23/06 | 4/13/06 | Annual |  | 1 | Election of seven (7) directors   |
|                                 |      |           |         |         |        |  | 2 | Ratify appointment of Joseph Decosimo and Company, PLLC as independent auditors for 2006                                      |
| Alliance Bankshares Corporation | ABVA | 018535104 | 6/28/06 | 5/5/06  | Annual |  | 1 | Election of two (2) directors   |
|                                 |      |           |         |         |        |  | 2 | Ratify appointment of Yount, Hyde & Barbour, PC, as independent auditors for 2006   |
|                                 |      |           |         |         |        |  | 3 | Approve amendment to the articles of incorporation to increase the number of authorized shares from 10,000,000 to 15, 000,000 |
| United Financial Bancorp, Inc.  | UBNK | 91030R103 | 7/20/06 | 5/22/06 | Annual |  | 1 | Election of three (3) directors   |

Approval of the 2006  
stock-based incentive  
2 plan

Ratify appointment of  
Grant Thornton, LLP  
as independent  
registered public  
accounting firm for  
3 2006

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant First Financial Fund, Inc.

By (Signature and Title)\* /s/ Stephen C. Miller

Stephen C. Miller, President  
(Principal Executive Officer)

\*Print the name and title of each signing officer under his or her signature.