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FIRST FINANCIAL FUND INC  
Form N-PX  
August 28, 2007

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, 2006 - June 30, 2007

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, 2006 TO JUNE 30, 2007

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Name of Issuer	Ticker Symbol	CUSIP	Shareholder		Meeting Type	Meeting Voted On	Description of Matter to be
			Meeting Date	Record Date			
Capitol One Financial Corporation	COF	14040H105	8/22/06	7/7/06	Special	1	To approve and adopt the agreement and plan of merger
						2	To approve adjournment of the special meeting; to solicit additional proxies
New England Bancshares, Inc.	NEBS	643863202	8/10/06	6/16/06	Annual	1	Election of two (2) directors
						2	Approval of Equity incentive plan
						3	Ratification of Shatwell, Macleod & Company, PC as independent auditors for 2007
Carver Bancorp, Inc.	CARV	146875109	9/12/06	7/25/06	Annual	1	Election of three (3) directors
						2	Ratification of the appointment of KPMG LLP as independent auditors for 2007
						3	Approve the adoption of the 2006 stock incentive plan.
Aames Investment Corporation	AIC	00253G108	9/14/06	8/1/06	Special	1	Approve merger w/ & into AHL Acquisition, LLC & wholly owned subsidiary of Accredited Home Lenders Holding Co.
						2	Approve Adjournments or postponements of the special meeting, to permit further solicitation of proxies if there are not sufficient votes to approve item 1
							Transact such other

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							3	business or adjournment of meeting
Great Lakes Bancorp, Inc.	GLK	390914109	10/17/06	9/1/06	Annual	1		Election of four (4) directors
Americredit Corp.	ACF	03060R101	10/25/06	9/1/06	Annual	1		Election of two (2) directors
							2	Proposal related to electing directors by majority vote
Jefferson Bancshares, Inc.	JFBI	472375104	10/26/06	8/31/06	Annual	1		Election of three (3) directors
							2	Ratification of Craine, Thompson & Jones as Independent register Public Accounting Firm for YE 2007
K-Fed Bancorp	KFED	48246S101	10/24/06	8/31/06	Annual	1		Election of three (3) directors
							2	Ratification of Crowe Chizek and Co. LLP as accounting firm for YE 6/07
Georgetown Bancorp, Inc.	GTWN	372590109	10/24/06	9/19/06	Annual	1		Election of two (2) directors
							2	Ratification of Wolf & Co PC as accounting firm for YE 6/07
Royal Financial, Inc.	RYFL	78027P109	10/25/06	9/15/06	Annual	1		Election of two (2) directors
							2	Ratification of the appointment of Crow, Chizek & Co., LLC as independent accountants for YE 6-30-07
Legacy Bancorp, Inc.	LEGC	52463G105	11/1/06	9/15/06	Special	1		Approval of 2006 equity incentive plan

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Unionbancorp, Inc.	UBCD	908908106	11/9/06	9/22/06	Special	1	Adoption of the Agreement & Plan of Merger, dated 6/30/06 between Unionbancorp, Inc. & Centruce Financial Corp.
						2	Approve to Adjourn meeting in the event that an insufficient number of shares is present in person or by proxy to adopt merger agreement
HF Financial Corp.	HFFC	404172108	11/15/06	9/20/06	Annual	1	Election of two (2) directors
						2	Ratification of the amendment to 2002 stock option & incentive plan
Provident Financial Holdings, Inc	PROV	743868101	11/21/06	9/27/06	Annual	1	Election of two (2) directors
						2	Ratification of appointment of Deloitte & Touche LLP as independent auditors for YE 6-30-07
						3	Adopt 2006 equity Incentive Plan
Mortgageit Holdings, Inc.	MHL	61915Q108	11/30/03	10/13/06	Special	1	Approval of merger on terms & conditions set forth in agreement & plan of reorganization, dated 7/11/06
						2	Grant Discretionary Authority to Adjourn the special meeting to permit further solicitation of proxies
Sterling Bank	STNJ	858910102	12/12/06	10/26/06	Annual	1	Election for twelve (12) directors

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							2	Approve acquisition plan dated 4/26/06, reorganize and become a newly-formed holding company called Sterling Banks, Inc.
							3	Approve 2006 Employee stock option plan
							4	Approval of proposal to give board of directors discretion to vote upon any other matters, including motion to adjourn meeting to solicit additional proxies
Redwood Financial, Inc.	REDW	757903109	12/13/06	10/19/06	Annual		1	Election for one (1) director
Texas United Bancshares, Inc.	TXUI	882838105	12/14/06	10/26/06	Special		1	Proposal to approve agreement and plan of reorganization, dated July 18, 06 between Prosperity Bancshares, Inc. and Texas United Bancshares Inc.
Bancshares of Florida, Inc.	BOFL	05976U102	12/20/06	10/27/06	Special		1	Approval of issuance of shares of Bancshares common stock in connection with merger of Old Florida Bancshares, Inc. with and into Bancshares pursuant to an agreement of plan of merger dated August, 28, 2006
							2	Approval of an amendment to Bancshare's restated articles of incorporation whereby the corporate name shall be changed to Bank of Florida Corporation.
								Adjournment of the special mtg to

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							3	solicit additional proxies in the event there are not sufficient votes to approve proposal 1 & 2
Summit Bank Corporation	SBGA	866013105	12/29/06	11/24/06	Special	1		Approve plan of merger dated 9-18-06
							2	Consider proposal to adjourn the special meeting to solicit additional proxies in the event the company does not have sufficient votes to approve merger agreement
Home Federal Bancorp, Inc	HOME	43709A101	1/16/07	11/29/06	Annual	1		Election for two (2) directors
							2	Ratification of appointment of Moss Adams LLP as Independent Auditor for YE 9-30-07
Perpetual Federal Savings Bank	PFOH	71473109	1/17/07	11/20/06	Annual	1		Election for three (3) directors
							2	Ratification of appointment of Crowe, Chizek & Co., LLP as Independent Auditor for YE 9-30-07
Bankunited Financial Corp.	BKUNA	06652B103	1/23/07	12/1/07	Annual	1		Election for three (3) directors
							2	Approval of 2007 Stock Award Incentive Plan
							3	Approval of Amendment to articles of incorporation to increase authorized class A common shares
Liberty Bancorp, Inc.	LBCP	53017Q102	2/5/07	12/15/06	Annual	1		Election for two (2) directors
								Approval of the Liberty Bancorp, Inc.

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							2	2007 Equity Incentive Plan
First Federal Bancshares, Inc.	FFBI	32021B103	2/16/07	1/5/07	Special	1		Approval and adoption of agreement and plan of reorganization, sated 11/3/06
							2	Approval of adjournment of special meeting, for purpose of solicitation of additional proxies to approve agreement and plan of reorganization
American Bancorp of New Jersey, Inc.	ABNJ	02407E104	2/27/07	1/8/07	Annual	1		Election for two (2) directors
							2	Ratification of appointment of Crowe, Chizek and Company, LLC as auditors for YE 9/30/07
Charter Financial Corporation	CHFN	16122M100	2/28/07	1/12/07	Annual	1		Election for two (2) directors
ECB Bancorp, Inc.	ECBE	268253101	4/17/07	3/1/07	Annual	1		Election for three (3) directors Ratification of appointment of Dixon Hughes PLLC as accounting firm for YE 2007
							2	
First Indiana Corporation	FINB	32054R108	4/18/07	2/9/07	Annual	1		Election for three (3) directors
Cardinal State Bank	CSNC	141546101	4/18/07	2/16/07	Annual	1		Election for five (5) directors
							2	Re-approve agreement and plan of reorganization and share exchange and the transactions contemplated by the agreement
							3	Proposal to approve 2 additional directorships

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									Ratification of appointment of Elliott Davis PLLC as auditors for YE 2007
							4		
River Valley Bancorp	RIVR	768475105	4/18/07	2/23/07	Annual	1			Election for one (1) directors
United Financial Bancorp, Inc.	UBNK	91030R103	4/19/07	3/5/07	Annual	1			Election for three (3) directors
									Ratification of appointment of Grant Thornton LLP as accounting firm for YE 12/31/07
							2		
Eastern Virginia Bankshares, Inc	EVBS	277196101	4/19/07	3/7/07	Annual	1			Election for ten (10) directors
									Approve 2007 equity compensation plan
							2		
Cardinal Financial Corporation	CFNL	14149F109	4/20/07	3/6/07	Annual	1			Election for five (5) directors
									Ratification of appointment of KPMG LLP as auditors for YE 2007
							2		
TIB Financial Corp.	TIBB	872449103	4/24/07	2/28/07	Annual	1			Election for four (4) directors
Centrue Financial Corporation	TRUE	15643B106	4/24/07	3/1/07	Annual	1			Election for four (4) directors
									Approve the amended and restated 2003 stock option plan
							2		
UMB Financial Corporation	UMBF	902788102	4/24/07	3/1/07	Annual	1			Election for five (5) directors
									Ratify Deloitte & Touche as auditors for 2007
							2		



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Ameriserv Financial, Inc.	ASRV	03074A102	4/24/07	3/2/07	Annual	1	Election for five (5) directors
						2	Waiver of director age restriction with respect to non-executive chairman
CFS Bancorp, Inc	CITZ	12525D102	4/24/07	3/2/07	Annual	1	Election for two (2) directors
						2	Ratification of appointment of BKD, LLP as accounting firm for YE 2007
SCBT Financial Corporation	SCBT	78401V102	4/24/07	3/6/07	Annual	1	Election for six (6) directors
						2	Ratification of appointment of JW Hunt and Company, LLP as auditors for YE 2007
Republic First Bancorp, Inc	FRBK	760416107	4/24/07	3/13/07	Annual	1	Election for three (3) directors
State Bancorp, Inc	STBC	855716106	4/24/07	3/16/07	Annual	1	Election for five (5) directors
The PNC Financial Services Group, Inc.	PNC	693475105	4/24/07	2/28/07	Annual	1	Election for eighteen (18) directors
						2	Approval of executive incentive bonus plan
						3	Ratification of appointment of PWC LLP as auditors for 2007
Downey Financial Corp.	DSL	261018105	4/25/07	2/26/07	Annual	1	Election for four (4) directors
						2	appointment of KPMG LLP as auditors for YE 2007
Signature Bank	SBNY	82669G104	4/25/07	3/1/07	Annual	1	Election for three (3) directors

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								Ratification of appointment of KPMG, LLP as accounting firm for YE 2007	2
Firstfed Financial Corp.	FED	337907109	4/25/07	3/5/07	Annual	1		Election for two (2) directors	
								Approval of executive incentive bonus plan	2
								Ratification of appointment of Grant Thornton LLP as auditors for 2007	3
Platinum Underwriters Holdings, Ltd.	PTP	G7127P100	4/25/07	3/9/07	Annual	1		Election for nine (9) directors	
								Ratification of appointment of KPMG LLP as auditors for YE 2007	2
Capital One Financial Corporation	COF	14040H105	4/26/07	2/28/07	Annual	1		Election for three (3) directors	
								Ratification of appointment of Ernst & Young LLP as independent auditors for YE 2007	2
								Approval of amended and restated certificate of incorporation to permit amendment of bylaws to adopt majority voting for the election of directors	3
								Advisory vote on executive compensation	4
BCB Bancorp, Inc	BCBP	055298103	4/26/07	3/5/07	Annual	1		Election for three (3) directors	
								Ratification of appointment of Beard Miller Company, LLP as accounting firm for YE 2007	2

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Bank of Florida Corporation	BOFL	062128103	4/26/07	3/6/07	Annual	1	Election for eleven (11) directors
						2	Ratification of appointment of Hacker, Johnson & Smith PA as auditors for YE 2007
						3	Adjournment of annual meeting to solicit additional proxies in the event there are not sufficient vote to approve proposals 1 or 2
Fidelity Southern Corporation	LION	316394105	4/26/07	3/8/07	Annual	1	Election for nine (9) directors
LSB Corporation	LSBX	50215P100	5/1/07	3/2/07	Annual	1	Election of two (2) directors
						2	Ratification of appointment of Wolf & Company PC as accounting firm for YE 2007
Aspen Insurance Holdings	AHL	G05384105	5/2/07	3/8/07	Annual	1	Election for thirty (30) directors
						2	Re-elect class I director
						3	Re-elect class II director
						4	Amend non-employee director stock option plan
						5	Appoint KPMG Audit PLC, London as accounting firm
						6	(No proposal listed on proxy)
						7	Authorize directors of Aspen Insurance UK Limited to allot shares
							Re-appoint KPMG Audit PLC, as auditor of

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							8	Aspen Insurance UK Limited
							9	(No proposal listed on proxy)
							10	Authorize directors of Aspen Insurance UK Services Limited to allot shares
							11	Authorize re-appointment of KPMG Audit PLC as auditor of Aspen Insurance UK Limited
							12	(No proposal listed on proxy)
							13	Authorize directors of Aspen (UK) Holdings Limited to allot shares
							14	Authorize re-appointment of KPMG Audit PLC as auditor of Aspen (UK) Holdings
							15	(No proposal listed on proxy)
							16	Authorize directors of Aiuk Trustees limited to allot shares
							17	Authorize appointment of KPMG Audit PLC as auditor of Aiuk Trustees Limited
							18	(No proposal listed on proxy)
							19	Authorize appointment of KPMG as auditor of Aspen Insurance Limited for Fiscal YE 2007
Rome Bancorp, Inc.	ROME	77587P103	5/2/07	3/9/07	Annual		1	Election for three (3) directors
							2	Ratification of appointment of Crowe, Chizek & Company as accounting firm for YE 2007
CRM Holdings								Election for eleven

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Ltd	CRMH	G2554P103	5/2/07	3/20/07	Annual	1	(11) directors
						2	(No proposal #2 listed only #1, #3 and #4-MM)
						3	Appoint Johnson Lambert & Co LLP as auditors for 2007 and to authorize board of directors to set auditor fees
						4	Approve 2007 stock purchase plan
Iberiabank Corporation	IBKC	450828108	5/2/07	3/21/07	Annual	1	Election for five (5) directors
						2	Ratification of appointment of Ernst & Young LLP as auditors for YE 2007
Northrim Bancorp, Inc.	NRIM	666762109	5/3/07	3/8/07	Annual	1	Election for eleven (11) directors
Berkshire Hills Bancorp, Inc	BHLB	084680107	5/3/07	3/15/07	Annual	1	Election for Four (4) directors
						2	Ratification of appointment of Wolf & Company as accounting firm for YE 2007
Max RE Capital Ltd	MXGL	G6052F103	5/4/07	3/9/07	Annual	1	Election of four (4) directors
						2	Authorize election of W. Marston Becker to the board of directors
						3	Authorize approval of amendment to bye-laws to reduce number of directors to 2 (two)
						4	Approve changing name to Max Capital Group Ltd.
						5	Approve changing name to Max Bermuda Ltd.
							Ratification of appointment of KPMG Hamilton Bermuda as auditors for Max RE

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						6	Capital Ltd. for 2007
							Ratification of appointment of KPMG Hamilton Bermuda for Max RE Ltd as auditors for 2007
						7	
Metrocorp Bancshares, Inc.	MCBI	591650106	5/4/07	3/14/07	Annual	1	Election for four (4) directors
						2	Approval of 2007 stock awards and incentive plan
						3	Ratification of appointment of PWC LLP as accounting firm for YE 2007
Southcoast Financial Corporation	SOCB	84129R100	5/4/07	3/27/07	Annual	1	Election for two (2) directors
Allied World Assurance Company, Ltd.	AWH	G0219G203	5/8/07	3/12/07	Annual	1	Election for nineteen (19) directors
						2	Appoint Deloitte & Touche as auditors to serve until 2008 general meeting
Bank of Marin	BMRC	063431100	5/8/07	3/13/07	Annual	1	Election for thirteen (13) directors
						2	Approval of the formation of a bank holding company
						3	Approval of the bank of Marin 2007 equity plan
						4	Ratification of the board of directors' selection of independent auditors
FNB United Corp	FNBN	302519103	5/8/07	3/22/07	Annual	1	Election for seven (7) directors
							Approval of amendment of 2003 stock incentive plan to

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						2	increase shares
Wright Bank & Trust	WAIN	930705108	5/9/07	3/12/07	Annual	1	Election for twelve (12) directors
						2	Election of clerk of the bank
						3	Ratification of the board of directors' selection of independent auditors
						4	Approval of the 2007 stock incentive plan
SI Financial Group, Inc.	SIFI	78425W102	5/9/07	3/16/07	Annual	1	Election for three (3) directors
						2	Ratification of appointment of Wolf & Company as accounting firm for YE 2007
Benjamin Franklin Bancorp, Inc.	BFBC	082073107	5/10/07	3/20/07	Annual	1	Election for four (4) directors
						2	Ratification of appointment of Wolf & Company as accounting firm for YE 2007
Legacy Bancorp, Inc	LEGC	52463G105	5/10/07	3/20/07	Annual	1	Election for three (3) directors
						2	Ratification of appointment of Wolf & Company as accounting firm for YE 2007
Citizens Community Bank	CZWI	174532101	5/10/07	3/26/07	Annual	1	Election for five (5) directors
Suffolkfirst Bank	SUFB	864788104	5/10/07	4/2/07	Annual	1	Election for nine (9) directors
Arch Capital Group Ltd.	ACGL	G0450A105	5/11/07	3/29/07	Annual	1	Election for nineteen (19) directors
							Approve long term incentive and share award plan as set forth in an appendix

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							2	to and as described in the proxy statement
							3	Approve the employee incentive share purchase plan as set forth in an appendix to as described in the proxy statement
							4	(No proposal listed on proxy)
							5	Appoint of PWC LLP as accounting firm for YE 2007
First Community Bank Corp of America	FCFL	31985E202	5/14/07	3/15/07	Annual	1		Fix the number of Directors to serve on the board for the ensuing year at eleven (11).
							2	Election for eight (8) directors
							3	Adjournment of the annual meeting to solicit additional proxies in the event there are not sufficient votes to approve either item.
Parkway Bank	PKWY	70153M109	5/15/07	3/15/07	Annual	1		Election for four (4) directors
							2	Ratification of Dixon Hughes PLLC auditor for 2007
Connecticut Bank & Trust Company	CTBC	207546102	5/15/07	3/20/07	Annual	1		Election for five (5) directors
Bankatlantic Bancorp, Inc.	BBY	065908501	5/15/07	3/20/07	Annual	1		Election for four (4) directors
Great Lakes Bancorp, Inc.	GLK	390914109	5/15/07	3/30/07	Annual	1		Election for four (4) directors
							2	Amend Certificate of Incorporation to reduce the number of authorized shares of common stock
								Amend the restated



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								2002 stock option plan to remove 5 year vesting requirement for employees and grant the option committee the authority to set vesting requirements
							3	
Valley Commerce Bancorp	VCBP	919518100	5/15/07	3/22/07	Annual	1		Election for eight (8) directors
							2	Approve the equity incentive plan
							3	Ratification of Perry-Smith LLP as auditor for 2007
							4	Approve authority of proxy holders to adjourn meeting to solicit additional proxies
Dearborn Bancorp, Inc	DEAR	24242R108	5/15/07	3/23/07	Annual	1		Election for four (4) directors
							2	Approve an amendment to the articles of incorporation to increase authorized common stock
Bank of Commerce Holdings	BOCH	06424J103	5/15/07	3/30/07	Annual	1		Election for ten (10) directors
							2	Approval of 2008 stock option plan
							3	Ratification of appointment of Moss Adams, LLC as accounting firm
Commerce Bancorp, Inc.	CBH	200519106	5/15/07	4/2/2007	Annual	1		Election for thirteen (13) directors
Greenville First Bancshares, Inc. (Southern First Bancshares)	GVBK	39607Y100	5/15/07	4/2/07	Annual	1		Election for four (4) directors

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							2	Change name to Southern First Bancshares
Third Century Bancorp	TDCB	884120106	5/16/07	3/20/07	Annual	1		Election for one (1) director
							2	Ratification of appointment of BKD LLP as accounting firm for YE 2007
National Financial Partners Corp.	NFP	63607P208	5/16/07	3/22/07	Annual	1		Election for seven (7) directors
							2	Ratification of appointment of PWC LLP as accounting firm for YE 2007
American Internatoinal Group, Inc.	AIG	026874107	5/16/07	3/23/07	Annual	1		Election for fifteen (15) directors
							2	Ratification of appointment of PWC LLP as accounting firm for YE 2007
							3	Adoption of the 2007 stock incentive plan
							4	Proposal relating to performance-based stock options
Bank of Virginia	BOVA	06544P104	5/16/07	3/30/07	Annual	1		Election of two (2) directors
							2	Ratify selection by audit committee of Young, Hyde & Barbour, PC independent certified public accountants, as auditors for 2007
FNB Bancorp	FNBG	302515101	5/16/07	3/30/07	Annual	1		Election of nine (9) directors
							2	Ratify Appointment of Moss Adams LLP as independent auditors for 2007

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Proassurance Corporation	PRA	74267C106	5/16/07	3/30/07	Annual	1	Election of three (3) directors
First Community Bancorp	FCBP	31983B101	5/16/07	4/2/07	Annual	1	Election of thirteen (13) directors
						2	Approve material terms of executive incentive plan
						3	Transact any other business as may come before the meeting and at any postponements or adjournments
First Trust Bank	NCFT	33732N105	5/17/07	3/14/07	Annual	1	Election of four (4) directors
						2	Ratification of appointment of Dixon Hughes PLLC as accounting firm for YE 2007
Ace Limited	ACE	G0070K103	5/17/07	3/30/07	Annual	1a	Election of director B. Duperreault
						1b	Election of director R. Hernandez
						1c	Election of director P. Menikoff
						1d	Election of director R. Ripp
						1e	Election of director D. Smurfit
						2	Ratification of appointment of PWC LLP as accounting firm for 2007
Assurant, Inc.	AIZ	04621X108	5/17/07	3/30/07	Annual	1	Election of four (4) directors
						2	Ratification of appointment of PWC LLP as accounting firm for YE 2007

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Sun Bancorp, Inc	SNBC	86663B102	5/17/07	3/29/07	Annual	1	Election of fifteen (15) directors
						2	Approval of the amended and restated stock-based incentive plan
						3	Ratification of Deloitte & Touche LLP Perry-Smith LLP as auditor for 2007
UCBH Holdings, Inc	UCBH	90262T308	5/17/07	3/30/07	Annual	1a	Election of director P. Chau
						1b	Election of director Dr. Wong
						1c	Election of director T. Wu
						2	Approval of amendments to the amended and restated 2006 equity incentive plan
						3	Declassification of the board of directors
4	Ratification of appointment of the independent registered public accounting firm for YE 2007						
Abington Community Bancorp, Inc.	ABBC	00350R106	5/17/07	4/3/07	Annual	1	Election of two (2) directors
						2	Ratification of appointment of Beard Miller Company, LLP as the independent registered public accounting firm for YE 2007
Central Federal Corporation	CFBK	15346Q103	5/17/07	4/5/07	Annual	1	Election of three (3) directors
						2	Approve amended and restated 2003 equity compensation plan
							Ratification of

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										3	Crowe, Chizek and Company LLC as auditors for 2007
Bank of Oak Ridge	BKOR	064180102	5/17/07	4/17/07	Annual	1					Election of eleven (11) directors
										2	Ratification of Elliott Davis, PLLC as auditors for 2007
Rait Financial Trust	RAS	749227104	5/17/07	3/23/07	Annual	1					Election of nine (9) directors
										2	Ratification of appointment of Grant Thornton LLP as accounting firm for YE 2007
Pennsylvania Commerce Bancorp, Inc.	COBH	708677109	5/18/07	3/30/07	Annual	1					Election of eight (8) directors
										2	Take action on other business which may properly come before the meeting
Community Capital Bancshares, Inc.	ALBY	203634100	5/21/07	4/10/07	Annual	1					Election of five (5) directors
Viewpoint Financial Group	VPFG	926727108	5/22/07	3/23/07	Annual	1					Election of one (1) director
										2	Approve 2007 Equity Incentive Plan
										3	Ratification of appointment of Crowe, Chizek and Company LLC as accounting firm for YE 2007
Caroline Trust Bank	CART	144200102	5/22/07	3/30/07	Annual	1					Election of seven (7) directors
										2	Ratification of auditors for 2007
Capital Corp of the West	CCOW	140065202	5/22/07	4/2/07	Annual	1					Election of three (3) directors

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								Approve proposal to increase the number of shares available for grants of stock options pursuant to the 2002 stock option plan
							2	
Conseco, Inc	CNO	203464883	5/22/07	4/4/07	Annual	1		Election of ten (10) directors
								Ratification of appointment of PWC LLP as accounting firm for YE 2007
							2	
Appalachian Bancshares, Inc.	APAB	037675105	5/22/07	4/9/07	Annual	1		Election of three (3) directors
								Proposal to approve the Appalachian Bancshare, Inc. 2007 equity incentive plan
							2	
Beverly National Corporation	BNV	088115100	5/22/07	4/11/07	Annual	1		Fix the number of directors who shall constitute the full board of directors at eleven
								Election of four (4) directors
							2	
								Appointment of Shatswell, Macleod & Company, PC as independent auditor for YE 2007
							3	
The Bancorp, Inc.	TBBK	05969A105	5/23/07	3/27/07	Annual	1		Election of twelve (12) directors
								Ratification of appointment of Grant Thornton, LLP as accounting firm for YE 2007
							2	
Everest Re Group, Ltd.	RE	G3223R108	5/23/07	3/27/07	Annual	1		Election of two (2) directors
								Appointment of PWC LLP as accounting firm for YE 2007 and authorize the board

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								of directors acting by the audit committee of the board to set the fees for the registered public accounting firm
							2	
Pacific Premier Bancorp, Inc.	PPBI	69478X105	5/23/07	3/30/07	Annual	1		Election of two (2) directors
							2	Ratification of Vavrinek, Trine, Day and CO. LLP as accounting firm for YE 2007
E*Trade Financial Corporation	ET	269246104	5/23/07	4/2/07	Annual	1		Election of four (4) directors
							2	Ratification of Deloitte & Touche LLP Perry-Smith LLP as accountants for 2007
NASDAQ Stock Market, Inc.	NDAQ	631103108	5/23/07	4/12/07	Annual	1		Election of thirteen (13) directors
							2	Appointment of independent registered public accounting firm for YE 2007
							3	Approve amended and restated equity plan
Heritage Oaks Bancorp	HEOP	42724R107	5/24/07	3/30/07	Annual	1		Election of nine (9) directors
							2	Ratification of Varrincek, Trine, Day & Co. LLP as accountants for 2007
White Mountains Insurance Group, LTD	WTM	G9618E107	5/24/07	3/26/07	Annual	1		Election of twenty-five (25) directors
							*	(No proposal 2 - 6 on proxy - MM)
							7	Amendment to the company's bye-laws

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							8	Appointment of independent registered public accounting firm for YE 2007
First Regional Bancorp	FRGB	33615C101	5/24/07	3/30/07	Annual	1		Election of three (3) directors
							2	Other business as may come before the meeting and adjournment/s thereof
Interinvest Bancshares Corporation	IBCA	460927106	5/24/07	3/30/07	Annual	1		Election of three (3) directors
							2	Appointment of Hacker, Johnson & Smith, PA, PC as independent registered public accounting firm for YE 2007
CCF Holding Company	CCFH	12487X104	5/24/07	4/5/07	Annual	1		Election of three (3) directors
							2	Approval of the 2007 stock incentive plan
							3	Approval of an amendment to the articles of incorporation authorizing an additional sixteen million shares of common stock
Old Line Bancshares, Inc	OLBK	67984M100	5/24/07	4/5/07	Annual	1		Election of five (5) directors
							2	Appointment of Rowles & Company LLP as independent public accounting firm to audit statements for YE 2007
Goldleaf Financial Solutions	GFSID	38144H208	5/29/07	3/1/07	Annual	1		Election of two (2) directors



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								Approve second amendment to the 2005 long-term incentive plan.	2
								Other matters as may properly come before meeting	3
Technology Investment Capital Corp.	TICC	878717305	6/5/07	4/26/07	Annual	1		Election of one (1) director	
								Ratification of selection of PWC as independent registered public accounting firm for YE 2007	2
Southern Connecticut Bancorp, Inc.	SSE	84264A102	6/12/07	5/2/07	Annual	1		Election of three (3) directors	
Alliance Bankshares Corporation	ABVA	018535104	6/13/07	4/27/07	Annual	1		Election of two (2) directors	
								Ratify appointment of Yount, Hyde & Barbour, PC as independent accountants for YE 2007	2
								Approve 2007 incentive stock plan	3
First Security Group, Inc.	FSGI	336312103	6/14/07	4/16/07	Annual	1		Election of eight (8) directors	
								Approval of second amendment to the long-term incentive plan.	2
								Ratification of Joseph Decosimo and Company, PLLC as auditors for 2007	3
The Bank Holdings	TBHS	88331E104	6/14/07	4/23/07	Annual	1		Election of eleven (11) directors	
Amtrust Financial								Election of seven (7)	

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Services, Inc.	AFNIY	032359101	6/14/06	4/24/07	Annual	1	directors
						2	Approval of Amtrust Financial Service, Inc. 2007 incentive plan
						3	Approval of amendment 1 to the 2005 equity incentive plan
						4	Ratification of BDO Seidman, LLP as auditors for 2007
Fidelity Federal Bancorp	FDLB	315921205	6/18/07	5/25/07	Annual	1 - 7	Election of seven (7) directors
Team Financial, Inc.	TFIN	87815X109	6/19/07	4/25/07	Annual	1	Election of three (3) directors
						2	Ratification of appointment of KPMG LLP as independent auditors firm for YE 2007
						3	Proposal regarding the 2007 stock incentive plan
						4	Other business as may come before the meeting
Broadway Financial Corporation	BYFC	111444105	6/20/07	4/30/07	Annual	1	Election of three (3) directors
						2	Ratification of appointment of Crowe, Chizek & Company, LLP as independent audit firm for YE 2007
First California Financial Group	FCAL	319395109	6/21/07	5/18/07	Annual	1	Election of ten (10) directors
						2	Approve amendment to article XI of the certificate to remove the supermajority voting provision relating to the authorized capital stock of the company

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							3	Approve an amendment to article XI to remove the supermajority voting provision with respect to elections by written ballot
							4	Approve an amendment to article XI of the certificate to remove the supermajority voting provision with respect to stockholder action by written consent
							5	Approve and amendment to the certificate to remove article VII of the certificate containing supermajority voting requirements relating to the ability of stockholders to change the number of directors
							6	Approve an amendment to article XI of the certificate to remove the supermajority voting provision with respect to amendments tot the certificate
							7	Approve the 2007 omnibus equity incentive plan
Abington Community Bancorp, Inc.	ABBC	00350R106	6/26/07	5/9/07	Special 1			Approval of a plan conversion and reorganization pursuant to: 1: Make an election 2: Form interim stock savings bank a wholly owned subsidiary 3: Outstanding shares of common stock of Abington Community Bancorp, Inc. will be converted into shares common stock of Abington Bancorp, Inc.
Bankfinancial								Election of two (2)

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Corporation	BFIN	06643P104	6/26/07	5/11/07	Annual	1	directors
						2	Ratify engagement of Crowe, Chizek and Company LLC as independent registered public accounting firm of the company for YE 2007
Sterling Banks Inc	STBK	85915B100	6/26/07	5/18/07	Annual	1	Election of fourteen (14) directors
Westfield Financial, Inc.	WFD	96008P104	7/19/07	5/31/07	Annual	1	Election of three (3) directors
						2	Approval of 2007 stock option plan
						3	Approval of 2007 recognition and retention plan
Resource Capital Corp		76120W104	7/25/07	6/4/07	Annual	1	Election of seven (7) directors
						2	Proposal to Adopt 2007 Omnibus Equity Compensation Plan
						3	Proxies are authorized to vote upon such other business as may properly be brought before the meeting or any adjournment thereof.
LSB Bancshares, Inc.	LSBX	502158108	7/25/07	6/7/07	Annual	1	Adopt agreement and plan of merger by and between LSB & FNB as may be amended from time to time
						2	Amend the articles of incorporation as amended to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders

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							3	Amend amended and restated bylaws to provide that directors be elected annually
							4	Election of three (3) directors
First Capital Bancorp, Inc.	FCVA	319438107	8/15/07	6/22/07	Annual		1	Election of four (4) directors
							2	Proposal to amend 2000 stock option plan to increase authorized number of shares reserved for issuance by 105000 shares
							3	Ratify appointment of Cherry, Bekaert & Holland
Newport Bancorp, Inc.	NFSB	651754103	8/16/07	6/28/07	Annual		1	Election of five (5) directors
							2	Approval of 2007 equity incentive plan
							3	Ratify appointment of Wolf & Company, PC as accounting firm for YE 2007

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.

