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FIRST FINANCIAL FUND INC
Form N-PX
August 30, 2004

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)

1680 38th Street, Suite 800
Boulder, CO 80301
(Address of principal executive offices) (Zip code)

Stephen C. Miller
1680 38th Street, Suite 800
Boulder, CO 80301
(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, 2003 - June 30, 2004

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, 2003 TO JUNE 30, 2004

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| Name of Issuer | Ticker Symbol | CUSIP | Shldr Meeting Date | Record Date | Mtg Type | Description of Matter to be Voted On |
|------------------------------------|---------------|-----------|--------------------|-------------|----------|--|
| ParkVale Financial Corporation | PFC | 701492100 | 10/23/03 | 8/25/03 | Annual | 1 Election of the nominees as Directors Appointment of Ernst & Young as the Corporation's Independent Auditors for Fiscal 2004. |
| ParkVale Financial Corporation | PFC | 701492100 | 10/23/03 | 8/25/03 | Annual | 2 Election of the nominees as Directors The ratification of the appointment of Crowe Chizek and Company, LLC as auditors for the year ending June 30, 2004. |
| Chesterfield Financial Corporation | CFSL | 166435107 | 11/18/03 | 10/1/03 | Annual | 1 Election of the nominees as Directors The ratification of the appointment of Crowe Chizek and Company, LLC as auditors for the year ending June 30, 2004. |
| Chesterfield Financial Corporation | CFSL | 166435107 | 11/18/03 | 10/1/03 | Annual | 2 Election of the nominees as Directors The approval of the appointment of Deloitte & Touche, LLP as independent auditors for the fiscal year ending June 30, 2004. |
| Provident Financial Holdings | PROV | 743868101 | 11/18/03 | 10/13/03 | Annual | 1 The adoption of the 2003 stock option plan |
| Provident Financial Holdings | PROV | 743868101 | 11/18/03 | 10/13/03 | Annual | 2 To approve the proposal to amend the Company's restated Certificate of Incorporation to increase the authorized common stock |
| Provident Financial Holdings | PROV | 743868101 | 11/18/03 | 10/13/03 | Annual | 3 The election of two directors of the Savings Bank: Michael R. Melvin and Joseph P. Valore The ratification of the appointment of Crowe, Chizek and Company LLP as auditors for the Savings Bank for the |
| Countrywide Financial Corporation | CFC | 222372104 | 1/9/04 | 11/28/03 | Special | 1 |
| Perpetual Federal Savings Bank | PFOH | 714273109 | 1/21/04 | 11/24/03 | Annual | 1 |
| Perpetual | | | | | | |

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|--|------|-----------|---------|----------|---------|---|--|
| Federal Savings Bank | PFOH | 714273109 | 1/21/04 | 11/24/03 | Annual | 2 | fiscal year ending September 30, 2004. |
| St. Landry Financial Corporation | SLAN | 790851109 | 1/27/04 | 12/16/03 | Annual | 1 | The election of four directors of the company The ratification of the appointment of John S. Dowling & Company as the auditor of the Company for the fiscal year ending September 30, 2004. |
| St. Landry Financial Corporation | SLAN | 790851109 | 1/27/04 | 12/16/03 | Annual | 2 | Approval and adoption of the agreement and plan of reorganization, dated as of October 16, 2003, by and between Pacific Crest Capital, Inc. ("Pacific Crest Capital"), and Pacific Crest Capital Bancorp ("Pacific Capital Bancorp"). |
| Pacific Crest Capital, Inc. | PCCI | 694166109 | 2/6/04 | 12/26/03 | Special | A | Election of four directors Approval of the Northeast Pennsylvania Financial Corp. 2004 Stock Plan Ratification of the appointment of KPMG LLP as independent auditors for the fiscal year ending September 30, 2004 |
| Northeast Pennsylvania Financial Corp. | NEPF | 663905107 | 2/19/04 | 12/29/03 | Annual | 1 | Approval and adoption of the Merger Agreement and Plan of Merger, dated October 28, 2003, between the company and HFB Merger Corp., a wholly owned subsidiary of the Company as described in the Proxy Statement, dated January 15, 2004 |
| Northeast Pennsylvania Financial Corp. | NEPF | 663905107 | 2/19/04 | 12/29/03 | Annual | 2 | Election of John W. Johnson, Jr. and William B. Hudson as Directors |
| Northeast Pennsylvania Financial Corp. | NEPF | 663905107 | 2/19/04 | 12/29/03 | Annual | 3 | Adoption of the merger agreement Adoption of Bank of America's Amended |
| HFB Financial Corporation | HFBA | 40417C106 | 2/24/04 | 1/14/04 | Special | 1 | |
| Charter Financial Corporation | CHFN | 16122M100 | 2/25/04 | 12/31/03 | Annual | 1 | |
| Bank of America Corporation | BAC | 060505104 | 3/17/04 | 1/26/04 | Special | 1 | |
| Bank of America | | | | | | | |

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|---|------|-----------|---------|---------|---------|---|--|
| Corporation | BAC | 060505104 | 3/17/04 | 1/26/04 | Special | 2 | Stock Plan Adoption of an amendment to increase the number of authorized shares of Bank of America common stock |
| Bank of America Corporation | BAC | 060505104 | 3/17/04 | 1/26/04 | Special | 3 | Approval of proposal to adjourn the Bank of America special meeting, if necessary, to solicit additional proxies |
| Bank of America Corporation | BAC | 060505104 | 3/17/04 | 1/26/04 | Special | 4 | Approval of the Merger Agreement |
| Fleetboston Financial Corporation | FBF | 339030108 | 3/17/04 | 1/26/04 | Special | 1 | Approval of proposal to adjourn the Fleetboston Special Meeting if necessary, to solicit additional shares |
| Fleetboston Financial Corporation | FBF | 339030108 | 3/17/04 | 1/26/04 | Special | 2 | To approve and adopt the Agreement and Plan of Merger dated as of October 20, 2003 among Seacoast Financial Services Corporation, Coast Merger Sub Corporation and Abington Bancorp, Inc. |
| Abington Bancorp, Inc. | ABBK | 00350P100 | 3/25/04 | 2/5/04 | Special | 1 | To adjourn the Special Meeting to a later date or dates, if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the Special Meeting to approve and adopt the Agreement and Plan of Merger |
| Abington Bancorp, Inc. | ABBK | 00350P100 | 3/25/04 | 2/5/04 | Special | 2 | Election of twelve (12) directors |
| Federal Home Loan Mortgage Corp (Freddie Mac) | FRE | 313400301 | 3/31/04 | 2/20/04 | Annual | 1 | Ratification and appointment of PricewaterhouseCoopers LLP as independent auditors |
| Federal Home Loan Mortgage Corp (Freddie Mac) | FRE | 313400301 | 3/31/04 | 2/20/04 | Annual | 2 | Issuance of common stock |
| Hanmi Financial Corporation | | 410495105 | 4/7/04 | 2/10/04 | Special | 1 | |
| Pacific Union | | | | | | | |

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|---------------------------------|------|-----------|---------|---------|---------|---|---|
| Bank | | 695025106 | 4/7/04 | 2/10/04 | Special | 1 | Approval of merger |
| | | | | | | | To approve the sale of Medical Office Properties, Inc.'s medical office building portfolio to CNL Retirement Properties, Inc. |
| Medical Office Properties, Inc. | | 58462U201 | 4/14/04 | | Special | 1 | To approve the sale of Medical Office Properties, Inc.'s long-term care portfolio to LTC Acquisition LLC. |
| Medical Office Properties, Inc. | | 58462U201 | 4/14/04 | | Special | 2 | An amendment to Medical Office Properties, Inc.'s charter to eliminate the right of an objecting shareholder of our company to demand and receive the fair value of such stockholder's shares upon the occurrence of certain events, including without limitation, the sale of Medical Office Properties, Inc.'s medical office building portfolio. |
| Medical Office Properties, Inc. | | 58462U201 | 4/14/04 | | Special | 3 | |
| Trustmark Corporation | TRMK | 898402102 | 4/20/04 | 2/20/04 | Annual | 1 | Election of twelve (12) directors |
| Cardinal Financial Corporation | CFNL | 14149F109 | 4/21/04 | 3/8/04 | Annual | 1 | Election of four (4) directors |
| Cardinal Financial Corporation | CFNL | 14149F109 | 4/21/04 | 3/8/04 | Annual | 2 | Approve the Company's 2002 Equity Compensation Plan, as amended and restated |
| Cardinal Financial Corporation | CFNL | 14149F109 | 4/21/04 | 3/8/04 | Annual | 3 | Ratify the appointment of KPMG LLP as the Company's independent auditors for 2004 |
| First Indiana Corporation | FINB | 32054R108 | 4/21/04 | 2/12/04 | Annual | 1 | Election of Robert H. McKinney and Michael L. Smith as Directors |
| First Indiana Corporation | FINB | 32054R108 | 4/21/04 | 2/12/04 | Annual | 2 | Proposal to ratify selection of KPMG LLP as independent auditors for 2004 |
| First Pactrust Bancorp, Inc. | FPTB | 33589V101 | 4/21/04 | 3/12/04 | Annual | 1 | Election of two (2) directors |
| Hibernia Corporation | HIB | 428656102 | 4/21/04 | 2/25/04 | Annual | 1 | Election of four (4) directors |

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| Hibernia Corporation | HIB | 428656102 | 4/21/04 | 2/25/04 | Annual | 2 | Ratify the appointment of Ernst & Young LLP as independent auditors for the Company for 2004 |
| Ohio Casualty Corporation | OCAS | 677240103 | 4/21/04 | 3/1/04 | Annual | 1 | Election of three (3) directors |
| Ohio Casualty Corporation | OCAS | 677240103 | 4/21/04 | 3/1/04 | Annual | 2 | To consider and vote upon a shareholder proposal regarding the compensation for senior executives |
| River Valley Bancorp | RIVR | 768475105 | 4/21/04 | 2/26/04 | Annual | 1 | Election of Jonnie L. Davis and Charles J. McKay as directors |
| Westbank Corporation | WBKC | 957116106 | 4/21/04 | 3/1/04 | Annual | 2 | To approve the Westbank Corporation 2004 Recognition and Retention Plan |
| Westbank Corporation | WBKC | 957116106 | 4/21/04 | 3/1/04 | Annual | 3 | Ratify the appointment of Grant Thornton LLP as the Corporation's independent public accountants for the fiscal year ending December 31, 2004 |
| Westbank Corporation | WBKC | 957116106 | 4/21/04 | 3/1/04 | Annual | 1A | To elect Roland O. Archambault for a three-year term |
| Westbank Corporation | WBKC | 957116106 | 4/21/04 | 3/1/04 | Annual | 1B | To elect Donald R. Chase for a three-year term |
| Westbank Corporation | WBKC | 957116106 | 4/21/04 | 3/1/04 | Annual | 1C | To elect George R. Sullivan for a three-year term |
| Fidelity Southern Corporation | LION | 316394105 | 4/22/04 | 3/5/04 | Annual | 1 | Election of seven (7) directors |
| FirstFed America Bancorp, Inc. | FAB | 337929103 | 4/22/04 | 3/3/04 | Special | 1 | Approve and adopt the Agreement and Plan of Merger by and between Firstfed America Bancorp, Inc. and Webster Financial Corporation, which provides, among other things, for the merger of Firstfed America with and into Webster. Such other matters as may come before the special meeting of shareholders and any adjournments thereof, including whether to |

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|---------------------------------------|-------|-----------|---------|---------|---------|---|---|
| FirstFed America Bancorp, Inc. | FAB | 337929103 | 4/22/04 | 3/3/04 | Special | 2 | adjourn the special meeting to solicit additional votes in favor of the merger agreement. |
| Provident Bancorp, Inc. | PBCP | 74383A109 | 4/22/04 | 3/15/04 | Annual | 1 | Election of four (4) directors Ratification of the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending September 30, 2004 |
| Provident Bancorp, Inc. | PBCP | 7483A109 | 4/22/04 | 3/15/04 | Annual | 2 | |
| Southwest Bancorp, Inc. | OKSB | 844767103 | 4/22/04 | 3/5/04 | Annual | 1 | Election of four (4) directors Amendment of 1999 Stock Option Plan to increase the number of shares of common stock authorized to be issued under the plan from 1,260,000 to 1,760,000 |
| Southwest Bancorp, Inc. | OKSB | 844767103 | 4/22/04 | 3/5/04 | Annual | 2 | |
| Metrocorp Bancshares, Inc. | MCBI | 591650106 | 4/23/04 | 3/18/04 | Annual | 1 | Election of six (6) directors Ratification of the appointment of PricewaterhouseCoopers LLP as the independent auditors for the year ending December 31, 2004 |
| Metrocorp Bancshares, Inc. | MCBI | 591650106 | 4/23/04 | 3/18/04 | Annual | 2 | |
| First Citizens Bancshares, Inc. | FCNCA | 31946M103 | 4/26/04 | 3/11/04 | Annual | 1 | Election of twenty-one (21) directors |
| Rainier Pacific Financial Group, Inc. | RPFPG | 75087U101 | 4/26/04 | 3/5/04 | Annual | 1 | Election of nine (9) directors |
| Rainier Pacific Financial Group, Inc. | RPFPG | 75087U101 | 4/26/04 | 3/5/04 | Annual | 2 | The adoption of the 2004 Stock Option Plan |
| Rainier Pacific Financial Group, Inc. | RPFPG | 75087U101 | 4/26/04 | 3/5/04 | Annual | 3 | The adoption of the 2004 Management Recognition Plan |
| CFS Bancorp Inc. | CITZ | 12525D102 | 4/27/04 | 3/5/04 | Annual | 1 | Election of two (2) directors |
| Chubb Corporation | CB | 171232101 | 4/27/04 | 3/8/04 | Annual | 1 | Election of fifteen (15) directors Approve the adoption of the Chubb Corporation Long-Term Stock Incentive Plan (2004) |
| Chubb Corporation | CB | 171232101 | 4/27/04 | 3/8/04 | Annual | 2 | Approve the adoption of the Chubb |

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| Chubb Corporation | CB | 171232101 | 4/27/04 | 3/8/04 | Annual | 3 | Corporation Long-Term Stock Incentive Plan for Non-Employee Directors (2004 Ratify the appointment of Ernst & Young LLP as independent auditors for 2004 |
| Chubb Corporation | CB | 171232101 | 4/27/04 | 3/8/04 | Annual | 4 | Shareholder proposal |
| Chubb Corporation | CB | 171232101 | 4/27/04 | 3/8/04 | Annual | 5 | Shareholder proposal |
| Firstfed Bancorp, Inc. | FFDB | 33761Q102 | 4/27/04 | 3/10/04 | Annual | 1 | Election of B.K. Goodwin, III and James E. Mulkin as directors Ratification of the appointment of KPMG LLP as independent auditors for the Company for the fiscal year ending December |
| Firstfed Bancorp, Inc. | FFDB | 33761Q102 | 4/27/04 | 3/10/04 | Annual | 2 | 31, 2004 |
| Golden West Financial Corporation | GDW | 381317106 | 4/27/04 | 3/1/04 | Annual | 1 | Election of three (3) directors Increase the number of authorized shares of common stock from 200,000,000 to |
| Golden West Financial Corporation | GDW | 381317106 | 4/27/04 | 3/1/04 | Annual | 2 | 600,000,000 Ratification of the selection of Deloitte & Touche LLP to serve as the company's independent outside auditors for the year ending December 31, |
| Golden West Financial Corporation | GDW | 381317106 | 4/27/04 | 3/1/04 | Annual | 3 | 2004 |
| HMN Financial Inc. | HMNF | 40424G108 | 4/27/04 | 3/2/04 | Annual | 1 | Election of three (3) directors Ratification of the appointment of KPMG LLP as the auditors of the Company for the fiscal year ending |
| HMN Financial Inc. | HMNF | 40424G108 | 4/27/04 | 3/2/04 | Annual | 2 | December 31, 2004 |
| BostonFed Bancorp, Inc. | BFD | 101178101 | 4/28/04 | 3/5/04 | Annual | 1 | Election of three (3) directors Ratification of appointment of KPMG LLP as independent auditors for the fiscal year ending |
| BostonFed Bancorp, Inc. | BFD | 101178101 | 4/28/04 | 3/5/04 | Annual | 2 | December 31, 2004 |
| City National Corporation | CYN | 178566105 | 4/28/04 | 3/1/04 | Annual | 1 | Election of three (3) directors Proposal to approve the Amended and Restated 2002 Omnibus |
| City National Corporation | CYN | 178566105 | 4/28/04 | 3/1/04 | Annual | 2 | Plan |

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| City National Corporation | CYN | 178566105 | 4/28/04 | 3/1/04 | Annual | 3 | Proposal to approve the Amended and Restated 1999 Variable Bonus Plan |
| Downey Financial Corp. | DSL | 261018105 | 4/28/04 | 2/27/04 | Annual | 1 | Election of three (3) directors |
| Downey Financial Corp. | DSL | 261018105 | 4/28/04 | 2/27/04 | Annual | 2 | Ratify appointment of KPMG LLP as auditors for the year 2004 |
| Fidelity Federal Bancorp | FFED | 315921106 | 4/28/04 | 2/25/04 | Annual | 1 | Election of eight (8) directors |
| Fidelity Federal Bancorp | FFED | 315921106 | 4/28/04 | 2/25/04 | Annual | 2 | Ratification of accountants: ratify the appointment of BKD LLP as independent public accountants for the year ending December 31, 2004 |
| Iberiabank Corporation | IBKC | 450828108 | 4/28/04 | 3/16/04 | Annual | 1 | Election of four (4) directors |
| Iberiabank Corporation | IBKC | 450828108 | 4/28/04 | 3/16/04 | Annual | 2 | Ratification of the appointment of Castaing, Hussey & Lolan, LLC as independent auditors for 2004 |
| UnionBanCal Corporation | UB | 908906100 | 4/28/04 | 3/1/04 | Annual | 1 | Election of fifteen (15) directors |
| UnionBanCal Corporation | UB | 908906100 | 4/28/04 | 3/1/04 | Annual | 2 | To amend the 1997 UnionBanCal Corporation performance share plan |
| UnionBanCal Corporation | UB | 908906100 | 4/28/04 | 3/1/04 | Annual | 3 | Ratify selection of independent auditors, Deloitte & Touche LLP for 2004 |
| UnionBanCal Corporation | UB | 908906100 | 4/28/04 | 3/1/04 | Annual | 4 | To approve a stockholder proposal regarding cumulative voting |
| Woronoco Bancorp | WRO | 981630106 | 4/28/04 | 3/1/04 | Annual | 1 | Election of four (4) directors |
| Woronoco Bancorp | WRO | 981630106 | 4/28/04 | 3/1/04 | Annual | 2 | Approval of the Woronoco Bancorp, Inc. 2004 Equity Compensation Plan |
| Woronoco Bancorp | WRO | 981630106 | 4/28/04 | 3/1/04 | Annual | 3 | Ratification of the appointment of Wolf & Company, P.C. as independent auditors for the fiscal year ending December 31, 2004 |
| Boston Private Financial Holdings | BPFH.OQ | 101119105 | 4/29/04 | 3/3/04 | Annual | 1 | Election of four (4) directors |

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|-----------------------------------|---------|-----------|---------|---------|--------|---|--|
| Boston Private Financial Holdings | BPFH.OQ | 101119105 | 4/29/04 | 3/3/04 | Annual | 2 | Approve a new stock option and incentive plan for officers, employees, nonemployee directors and other key persons of the Company and its subsidiaries |
| Boston Private Financial Holdings | BPFH.OQ | 101119105 | 4/29/04 | 3/3/04 | Annual | 3 | Approve the Boston Private Financial Holdings Annual Executive Incentive Plan |
| CB Bancshares, Inc. | CBBI | 124785106 | 4/29/04 | 3/22/04 | Annual | 1 | Election of three (3) directors |
| Greenpoint Financial Corp. | GPT | 395384100 | 4/30/04 | 3/19/04 | Annual | 1 | Election of three (3) directors |
| Greenpoint Financial Corp. | GPT | 395384100 | 4/30/04 | 3/19/04 | Annual | 2 | Ratification of appointment of PricewaterhouseCooper LLP as independent auditor for the year ending December 31, 2004 |
| Trico Bancshares | TCBK | 896095106 | 5/4/04 | 3/8/04 | Annual | 1 | Election of eleven (11) directors |
| Trico Bancshares | TCBK | 896095106 | 5/4/04 | 3/8/04 | Annual | 2 | To approve the proposal to amend the company's articles of incorporation to increase by 30,000,000 the number of authorized shares of common stock from 20,000,000 to 50,000,000 |
| Trico Bancshares | TCBK | 896095106 | 5/4/04 | 3/8/04 | Annual | 3 | To approve the proposal to amend the company's 2001 stock option plan to increase by 450,000 the number of shares which may be granted under the plan. |
| Trico Bancshares | TCBK | 896095106 | 5/4/04 | 3/8/04 | Annual | 4 | To approve a proposal to ratify the selection of KPMG LLP as the independent public accountants of the company for 2004 |
| Franklin Bank Corp | | 352448104 | 5/5/04 | 3/22/04 | Annual | 1 | Election of three (3) directors |
| Franklin Bank Corp | | 352448104 | 5/5/04 | 3/22/04 | Annual | 2 | Ratification of the appointment of Deloitte & Touche LLP as independent auditors for 2004 |

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| Online Resources Corporation | ORCC | 68273G101 | 5/5/04 | 3/15/04 | Annual | 1 | Election of three (3) directors Proposal to ratify the appointment of Ernst & Young LLP as independent public accountants for the year ending December |
| Online Resources Corporation | ORCC | 68273G101 | 5/5/04 | 3/15/04 | Annual | 2 | 31, 2004 Proposal to approve the agreement and plan of merger, dated as of February 4, 2004, by and between Southtrust of Alabama, Inc. and FloridaFirst Bancorp, Inc. |
| FloridaFirst Bancorp, Inc. | FFBK | 343258109 | 5/7/04 | 3/23/04 | Special | 1 | Inc. |
| Commercial Federal Corporation | CFB | 201647104 | 5/11/04 | 3/24/04 | Annual | 1 | Election of four (4) directors Ratification of appointment of Deloitte & Touche LLP as independent auditors for the year ending December 31, |
| Commercial Federal Corporation | CFB | 201647104 | 5/11/04 | 3/24/04 | Annual | 2 | 2004 |
| FNB Corp. | FNBN | 302519103 | 5/11/04 | 3/25/04 | Annual | 1 | Election of four (4) directors |
| Meadowbrook Insurance Group, Inc. | MIG | 58319P108 | 5/11/04 | 3/16/04 | Annual | 1 | Election of five (5) directors |
| Meadowbrook Insurance Group, Inc. | MIG | 58319P108 | 5/11/04 | 3/16/04 | Annual | 2 | Ratification of appointment of independent accountant Approval of the amendment and restatement of the 1995 and 2002 stock option plans to permit restricted stock awards. |
| Meadowbrook Insurance Group, Inc. | MIG | 58319P108 | 5/11/04 | 3/16/04 | Annual | 3 | |
| Resource America, Inc. | REXI | 761195205 | 5/11/04 | 3/15/04 | Annual | 1 | Election of two (2) directors In their discretion, the proxies are authorized to vote upon such other business as may properly be brought before the meeting or any adjournment thereof |
| Resource America, Inc. | REXI | 761195205 | 5/11/04 | 3/15/04 | Annual | 2 | |
| Direct General Corporation | DRCT | 25456W204 | 5/12/04 | 3/29/04 | Annual | 1 | Election of one (1) director |
| First Republic | | | | | | | Election of four (4) |

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| Bank | FRC | 336158100 | 5/12/04 | 3/26/04 | Annual | 1 | directors To amend First Republic's 2003 restricted stock plan to increase the number of shares that are authorized by 450,000 |
| First Republic Bank | FRC | 336158100 | 5/12/04 | 3/26/04 | Annual | 2 | To ratify selection of KPMG LLP as independent auditors for the year ending December 31, 2004 |
| First Republic Bank | FRC | 336158100 | 5/12/04 | 3/26/04 | Annual | 3 | |
| Bank of Oak Ridge | BKOR | 064180102 | 5/13/04 | 2/27/04 | Annual | 1 | Election of four (4) directors Ratification of Larrowe & Company PLC as the bank's independent auditor for the fiscal year ending December 31, 2004 |
| Bank of Oak Ridge | BKOR | 064180102 | 5/13/04 | 2/27/04 | Annual | 2 | The approval of an amendment to the bank's articles of incorporation to reduce the par value of the bank's common stock from \$5.00 per share to \$3.00 per share |
| Bank of Oak Ridge | BKOR | 064180102 | 5/13/04 | 2/27/04 | Annual | 3 | The approval of an amendment to the Bank of Oak Ridge employee stock option plan |
| Bank of Oak Ridge | BKOR | 064180102 | 5/13/04 | 2/27/04 | Annual | 4 | The approval of an amendment to the Bank of Oak Ridge director stock option plan |
| Bank of Oak Ridge | BKOR | 064180102 | 5/13/04 | 2/27/04 | Annual | 5 | |
| CCF Holding Company | CCFH | 12487X104 | 5/13/04 | 4/2/04 | Annual | 1 | Election of three (3) directors Ratification of the appointment of Porter Keadle Moore, LLP as independent auditors for the fiscal year ending December 31, 2004 |
| CCF Holding Company | CCFH | 12487X104 | 5/13/04 | 4/2/04 | Annual | 2 | |
| Penn-America Group, Inc. | PNG | 707247102 | 5/13/04 | 3/31/04 | Annual | 1 | Election of seven (7) directors To approve an amendment to the company's Certificate of Incorporation to increase authorized common stock from 20,000,000 to 30,000,000 shares |
| Penn-America Group, Inc. | PNG | 707247102 | 5/13/04 | 3/31/04 | Annual | 2 | |
| Bimini Mortgage | | | | | | | Election of one (1) |

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| Management, Inc. Bimini Mortgage Management, Inc. | | 09031E202 | 5/14/04 | 4/2/04 | Special | 1 | director Election of one (1) |
| | | 09031E202 | 5/14/04 | 4/2/04 | Special | 1 | director Proposal to approve the amendment to the articles of incorporation of the company |
| Bimini Mortgage Management, Inc. | | 09031E202 | 5/14/04 | 4/2/04 | Special | 2 | Proposal to approve the amendments to the Articles of Incorporation of the company |
| Bimini Mortgage Management, Inc. | | 09031E202 | 5/14/04 | 4/2/04 | Special | 2 | company |
| Coast Financial Holdings, Inc. | CFHI | 190354100 | 5/18/04 | 3/19/04 | Annual | 1 | Election of eight (8) directors |
| Coast Financial Holdings, Inc. | CFHI | 190354100 | 5/18/04 | 3/19/04 | Annual | 2 | Approval and ratification of the plan amendments |
| First Regional Bancorp | FRGB | 33615C101 | 5/18/04 | 3/31/04 | Annual | 1 | Election of four (4) directors |
| First Regional Bancorp | FRGB | 33615C101 | 5/18/04 | 3/31/04 | Annual | 2 | To transact such other business as may come before the meeting |
| Ocwen Financial Corporation | OCN | 675746101 | 5/18/04 | 3/18/04 | Annual | 1 | Election of seven (7) directors |
| Ocwen Financial Corporation | OCN | 675746106 | 5/18/04 | 3/18/04 | Annual | 2 | Ratification of the appointment of PricewaterhouseCoopers LLP as the independent auditor for the year ending December 31, 2004 |
| Hamni Financial Corporation | | 410495105 | 5/19/04 | 4/5/04 | Annual | 1 | Election of two (2) directors |
| Hamni Financial Corporation | | 410495105 | 5/19/04 | 4/5/04 | Annual | 2 | Increase the number of authorized shares of common stock from 50 million shares to 200 million shares |
| Accredited Home Lenders Holding Co. | LEND | 00437P107 | 5/20/04 | 3/26/04 | Annual | 1 | Election of two (2) directors |
| Accredited Home Lenders Holding Co. | LEND | 00437P107 | 5/20/04 | 3/26/04 | Annual | 2 | To ratify the appointment of Deloitte & Touche LLP as auditors for the year ending December 31, 2004 |
| Texas United Bancshares, Inc. | TXUI | 882838105 | 5/20/04 | 4/19/04 | Annual | 1 | Election of three (3) directors |
| Texas United Bancshares, Inc. | TXUI | 882838105 | 5/20/04 | 4/19/04 | Annual | 2 | Ratification of Grant Thornton LLP as the company's independent auditors for the year ended December 31, 200 |

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|---------------------------------|------|-----------|---------|--------|---------|---|--|
| Hudson City Bancorp Inc. | HCBK | 443683107 | 5/21/04 | 4/2/04 | Annual | 1 | Election of four (4) directors Ratification of appointment of KPMG LLP as independent auditors for fiscal year ending December |
| Hudson City Bancorp Inc. | HCBK | 443683107 | 5/21/04 | 4/2/04 | Annual | 2 | 31, 2004 |
| Safety Insurance Group, Inc. | SAFT | 78648T100 | 5/21/04 | 4/5/04 | Annual | 1 | Election of one (1) director |
| Hawthorne Financial Corporation | HTHR | 420542102 | 5/25/04 | 4/2/04 | Special | 1 | Proposal to approve and adopt the agreement and plan of merger, dated as of January 27, 2004, among Commercial Capital Bancorp, Inc., CCBI Acquisition Corp. and Hawthorne Financial Corporation Proposal to grant discretionary authority to adjourn the special meeting if necessary to permit further solicitations of proxies |
| Hawthorne Financial Corporation | HTHR | 420542102 | 5/25/04 | 4/2/04 | Special | 2 | |
| 21st Century Insurance Group | TW | 90130N103 | 5/26/04 | 4/6/04 | Annual | 1 | Election of eleven (11) directors Proposal to ratify the appointment of PricewaterhouseCooper |
| 21st Century Insurance Group | TW | 90130N103 | 5/26/04 | 4/6/04 | Annual | 2 | LLP as independent auditors for 2004 To approve the proposed chief executive officer short term incentive plan |
| 21st Century Insurance Group | TW | 90130N103 | 5/26/04 | 4/6/04 | Annual | 3 | To approve the proposed group stock option plan |
| 21st Century Insurance Group | TW | 90130N103 | 5/26/04 | 4/6/04 | Annual | 4 | |
| Bank of America Corporation | BAC | 060505104 | 5/26/04 | 4/7/04 | Annual | 1 | Election of nineteen (19) directors Ratification of independent public accountants Stockholder proposal regarding annual meeting date |
| Bank of America Corporation | BAC | 060505104 | 5/26/04 | 4/7/04 | Annual | 2 | |
| Bank of America Corporation | BAC | 060505104 | 5/26/04 | 4/7/04 | Annual | 3 | Stockholder proposal regarding nomination of directors |
| Bank of America Corporation | BAC | 060505104 | 5/26/04 | 4/7/04 | Annual | 4 | Stockholder proposal regarding charitable contributions |
| Bank of America Corporation | BAC | 060505104 | 5/26/04 | 4/7/04 | Annual | 5 | |

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| Bank of America Corporation | BAC | 060505104 | 5/26/04 | 4/7/04 | Annual | 6 | Stockholder proposal regarding mutual fund trading policies |
| Bank of America Corporation | BAC | 060505104 | 5/26/04 | 4/7/04 | Annual | 7 | Stockholder proposal regarding privacy and information security |
| Citizens First Bancorp, Inc. | CTZN | 17461R106 | 5/27/04 | 3/31/04 | Annual | 1 | Election of two (2) directors To ratify the appointment of BDO Seidman, LLP as independent auditors for the fiscal year ending December 31, 2004 |
| Citizens First Bancorp, Inc. | CTZN | 17461R106 | 5/27/04 | 3/31/04 | Annual | 2 | |
| Old Republic International Corporation | ORI | 680223104 | 5/28/04 | 3/22/04 | Annual | 1 | Election of four (4) directors |
| Yardville National Bancorp | YANB | 985021104 | 6/3/04 | 4/23/04 | Annual | 1 | Election of six (6) directors |
| IPC Holdings, Ltd. | IPCR | G4933P101 | 6/11/04 | 3/31/04 | Annual | 1 | Election of six (6) directors |
| IPC Holdings, Ltd. | IPCR | G4933P101 | 6/11/04 | 3/31/04 | Annual | 2 | Appointment and remuneration of independent auditors, KPMG LLP |
| Sun Bancorp, Inc. | SNBC | 86663B102 | 6/11/04 | 4/27/04 | Annual | 1 | To approve and adopt an agreement and plan of merger, dated as of February 16, 2004, by and between Sun Bancorp, Inc. and Community Bancorp of New Jersey |
| Sun Bancorp, Inc. | SNBC | 86663B102 | 6/11/04 | 4/27/04 | Annual | 2 | Election of fourteen (14) directors |
| Sun Bancorp, Inc. | SNBC | 86663B102 | 6/11/04 | 4/27/04 | Annual | 3 | The ratification of the appointment of Deloitte & Touche LLP as independent auditors for the fiscal year ending December 31, 2004 |
| Sun Bancorp, Inc. | SNBC | 86663B102 | 6/11/04 | 4/27/04 | Annual | 4 | To approve and adopt the Sun Bancorp, Inc. 2004 stock based incentive plan |
| St. Landry Financial Corporation | SLAN | 790851109 | 6/15/04 | 4/30/04 | Special | 1 | Approval and adoption of the agreement and plan of merger, dated March 4, 2004 by and between the company and Teche Holding Company |
| Team Financial, Inc. | TFIN | 87815X109 | 6/15/04 | 4/23/04 | Annual | 1 | Election of three (3) directors |

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| Team Financial, Inc. | TFIN | 87815X109 | 6/15/04 | 4/23/04 | Annual | 2 | Ratification of newly elected Class I directors, Kenneth L. Smith and Lloyd A. Byerhof |
| Team Financial, Inc. | TFIN | 87815X109 | 6/15/04 | 4/23/04 | Annual | 3 | Ratification of term modification of Employee Stock Purchase Plan |
| Team Financial, Inc. | TFIN | 87815X109 | 6/15/04 | 4/23/04 | Annual | 4 | Ratification of the appointment of KPMG LLP as independent auditors for 2003 |
| Broadway Financial Corporation | BYFC | 111444105 | 6/16/04 | 4/19/04 | Annual | 1 | Election of three (3) directors |
| Broadway Financial Corporation | BYFC | 111444105 | 6/16/04 | 4/19/04 | Annual | 2 | Ratification of appointment of KPMG LLP as independent auditors for the year ending December 31, 2004 |
| Countrywide Financial Corporation | CFC | 222372104 | 6/16/04 | 4/19/04 | Annual | 1 | Election of five (5) directors |
| Countrywide Financial Corporation | CFC | 222372104 | 6/16/04 | 4/19/04 | Annual | 2 | To approve and amend the company's 2000 Equity Incentive Plan |
| Mercer Insurance Group, Inc. | MIGP | 587902107 | 6/16/04 | 4/28/04 | Annual | 1 | Election of three (3) directors |
| Mercer Insurance Group, Inc. | MIGP | 587902107 | 6/16/04 | 4/28/04 | Annual | 2 | Approval and adoption of Mercer Insurance Group, Inc. 2004 Stock Incentive Plan |
| Taylor Capital Group, Inc. | TAYC | 876851106 | 6/17/04 | 4/28/04 | Annual | 1 | Election of three (3) directors |
| Bay View Capital Corporation | BVC | 07262L101 | 6/24/04 | 5/20/04 | Special | 1 | Proposal to approve and adopt an amendment of the company's restated Certificate of Incorporation to effect a 1-for-10 reverse stock split of the issued and outstanding shares of the company's stock |
| The Bank Holdings | TBHS | 88331E104 | 6/24/04 | 4/26/04 | Annual | 1 | Election of four (4) directors |
| The Bank Holdings | TBHS | 88331E104 | 6/24/04 | 4/26/04 | Annual | 2 | Adoption of an amendment to the Bank Holdings 2002 Stock Option Plan |
| | | | | | | | To approve and adopt the agreement |

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| Seacoast Financial Services Corporation | SCFS | 81170Q106 | 6/28/04 | 5/7/04 | Special 1 | and plan of merger, dated as of January 26, 2004, as amended between Sovereign Bancorp, Inc. and Seacoast Financial Services Corporation |
| Seacoast Financial Services Corporation | SCFS | 81170Q106 | 6/28/04 | 5/7/04 | Special 2 | To adjourn the special meeting to a later date or dates, if necessary to permit further solicitation of proxies |

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.