FIRST OPPORTUNITY FUND INC
Form N-CSR
June 07, 2010
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED

MANAGEMENT INVESTMENT COMPANIES

Investment Company Act File Number:

811-04605

First Opportunity Fund, Inc.

(Exact Name of Registrant as Specified in Charter)

Fund Administrative Services

2344 Spruce Street, Suite A

Boulder, CO 80302

(Address of Principal Executive Offices)(Zip Code)

Fund Administrative Services

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, 2010

Date of Reporting Period: March 31, 2010

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Item 1. Reports to Stockholders.

The Report to Stockholders is attached herewith.

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Dear Shareholders:

The First Opportunity Fund ("the Fund") returned +44.4% on net asset value ("NAV") for the twelve-month period ending March 31, 2010. During the same period Financial stocks, as measured by the NASDAQ Banks Principal Only Index, returned +23.9%, underperforming the overall market return of +49.8%, as measured by the S&P 500 Index.

TOTAL RETURNS *as of March 31, 2010*

	YTD	6 M	1 YR	3 YRS	5 YRS	10 YRS
First Opportunity Fund NAV	9.0%	7.2%	44.4%	-13.4%	-4.2%	12.2%
S&P 500 Index	5.4%	11.8%	49.8%	-4.2%	1.9%	-0.7%
NASDAQ Composite*	5.9%	13.5%	56.7%	0.6%	4.6%	-5.8%
NASDAQ Banks*	13.2%	10.5%	23.9%	-17.0%	-8.8%	2.0%
SNL All Daily Thrift	6.7%	11.6%	14.4%	-28.4%	-16.2%	1.4%

Source: *Wellington Management Company, LLP*

**Principal Only*

Periods greater than one year are annualized

The twelve-month period ended March 31, 2010 was truly an extraordinary time. Starting at the depths of the financial crisis, with many comparing the state of the US economy to the Great Depression, we have experienced a year of record shattering monetary and fiscal stimulus. Although surprising, the results of zero short term interest rates, a bloated Federal Reserve balance sheet, and $2 trillion of stimulus should not have been hard to predict.

While the Fund's +44.4% growth in NAV comfortably exceeded its benchmark financial services indexes, we lagged the broader equity market as measured by the S&P 500 Index. We had a defensive posture with cash levels above 20% at the beginning of this period and sought those financial companies less levered to a potential meltdown. This positioning was not helpful in the "melt up" that we saw during the year ended March 2010.

During the twelve-month period ended March 31, 2010, Goldman Sachs (+62.3%), a US-based bank holding company and investment bank, was the strongest contributor to the Fund's absolute performance. The company's shares rallied in July 2009 after the firm announced plans to pay back the government TARP loans. Shares strengthened in October 2009 after the company released strong quarterly earnings, but the stock has trended lower ever since as investors assessed potential regulatory and government policy changes, as well as concerns about the sustainability of recent, record fixed income results. Property and casualty insurance and reinsurance firm White Mountain Insurance (+106.7%), and diversified bank holding companies Bank of America (+81.1%) and Wells Fargo (+39.7%) were also significant positive contributors to absolute performance during the period.

The top detractor from absolute performance during the period was our position in Thornburg Mortgage Notes. The company defaulted on the Notes as a result of its Chapter 11 bankruptcy filing in May 2009. Due to the significant amount of claims senior to the Notes, our position was valued as worthless. Investments in Privee LLC (0.0%), a closely held Miami-based bank holding company which is also the parent of Republic Federal Bank, and National Bancshares (-55.3%), the holding company for Spartanburg, South Carolina-based First National Bank of the South, were also significant detractors from the Fund's absolute returns during the period.

In terms of industry positioning, the Fund remains primarily invested in Banks & Thrifts, where we favor large banks with strong balance sheets. We also have significant allocations to Capital Markets and Diversified Finance, and Insurance companies. At the end of the period, approximately 25% of the Fund's equity securities were domiciled outside the US, up from 12% a year ago, as our global research efforts led us to attractive financial investment opportunities in other countries, including India, Japan, and Switzerland. The Fund's top holdings at the end of the period included Goldman Sachs, East West Bancorp, Assured Guaranty, White Mountain Insurance, and Ocwen Financial.

We expect the torrid performance of bank stocks to moderate, or even reverse, in the near term as the supply of new capital continues unabated, short covering moderates, and incremental FDIC assisted deals become less attractive. We also think that the markets eagerness to discount normalized earnings two years out may lead to some disappointment as the "new normal" will likely be less than the old and may indeed be three or four years out instead of two. On the other hand, the Federal Reserve's insistence on a zero percent short term interest rate has pushed investors out the risk curve as well as bank treasurers who, if they are willing to take significant interest rate risk, can make a tidy profit off the record breaking steepness of the yield curve. That is another way of saying that we could be very wrong about a "cooling off" for bank stocks. But we don't think so.

Looking ahead, we continue to believe flexibility is critical, and the key to flexibility is liquidity. Our larger investments tend to be liquid stocks, or liquid companies, or both.

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We continue to have a modest bet on the mortgage and bond insurers on the basis of rescission trends and the US government s attempts to forestall foreclosures. In future months, we also hope to get a little help from the Fund s portfolio of private placement securities, some of whose investment thesis have yet to mature.

While we do not dismiss the fiscal difficulties many nations are facing, we have continued to benefit from the wave of liquidity in the markets. We are watching the credit and interest rate markets intently, which we believe will be much more closely intertwined over the next few years than in past cycles.

As always, we thank you for your confidence and appreciate your support of the Fund.

Nicholas C. Adams
Senior Vice President and Equity Portfolio Manager
Wellington Management Company, LLP

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Dear Fellow Stockholders:

On behalf of the Board of Directors, I would like to highlight a number of events that have taken place since the end of the Fund s fiscal year that may be important with regard to some stockholders continued investment in the Fund.

- At a meeting held on May 3, 2010, stockholders approved new investment co-advisory agreements with Rocky Mountain Advisers, LLC (RMA) and Stewart Investment Advisers (SIA), as well as a new sub-advisory agreement with Wellington Management Company, LLP. Under this restructuring, with respect to the portion of the portfolio managed by RMA and SIA, the new advisers intend to make a substantial investment in certain private investment funds currently managed by an affiliate of Wellington Management. Separately, Wellington Management will act as sub-adviser with respect to a discrete portion of the portfolio containing positions with respect to which Wellington Management has long-term familiarity in its role as the Fund s previous advisor. The term of Wellington Management s role as sub-adviser will not last more than 2 years and will be limited to liquidating a portion of the Fund s legacy holdings. RMA and SIA will oversee the Fund s investments in private investment funds, supervise and oversee all sub-advisory activities and manage the balance of the Fund s assets in accordance with the stockholder approved changes and the Fund s investment objective and policies.

- As part of the restructuring proposals, stockholders also approved eliminating the Fund s fundamental concentration policy which previously required that the Fund invest at least 65% of its assets in financial services companies. Since stockholders eliminated this concentration policy altogether, the Fund will be required to reduce its exposure to the financial services industry to less than 25% of its overall assets, although it is expected that some of the private investment funds in which the Fund invests may have significant financial industry exposure. Because the Fund is presently substantially concentrated in financial services companies, it will likely continue to be concentrated in the securities of these companies in excess of the 25% threshold approved by stockholders for a period of time. The new advisers intend to reduce the Fund s holdings in financial services companies to below the 25% threshold in a prudent manner.

- On May 6, 2010, as a result of the restructuring proposals approved by stockholders, the New York Stock Exchange notified the Fund that it intended to suspend trading of the Fund s shares prior to the market opening on Wednesday, May 12, 2010. As had been discussed in the Fund s recent

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proxy materials, the NYSE did not have a listing standard expressly prohibiting or otherwise regulating the Fund s ability to invest in hedge funds. However, the NYSE indicated that it would exercise its discretionary authority under the NYSE rules and initiate its delisting process based on it being in the public interest . This likelihood that the Fund would be delisted should it pursue the restructuring was discussed in the Fund s recent proxy statement.

¤ On May 12, 2010, the Fund was officially delisted from the NYSE at which time it began trading under the ticker symbol FOFI in the over-the-counter market.

The restructuring was a project we worked on for almost two years. The Board is excited to begin the transition process and hope that our fellow stockholders are similarly excited about the new direction. The Board has had a long-held desire to give the Fund increased flexibility and broader access to Wellington Management s talent. Although we understand it will take time to fully transition the Fund to implement the restructuring proposals, including making the new investments, reducing the Fund s exposure to financial services companies and separating the Fund s assets into the separate portfolios to be managed by the new advisers and Wellington Management as sub-adviser, I know everyone has the goal of making this a successful transition.

Very truly yours,

Joel Looney, Chairman

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	Per Share of Common Stock		
	Net Asset Value	NYSE Closing Price	Dividend Paid
3/31/09	$ 5.68	$ 4.32	$ 0.00
4/30/09	6.17	4.87	0.00
5/31/09	6.50	4.74	0.00
6/30/09	6.66	4.98	0.00
7/31/09	6.97	5.44	0.00
8/31/09	7.51	5.97	0.00
9/30/09	7.65	6.40	0.00
10/31/09	7.33	6.31	0.00
11/30/09	7.37	5.94	0.00
12/31/09	7.49	6.02	0.03
1/31/10	7.54	6.28	0.00
2/28/10	7.72	6.35	0.00
3/31/10	8.16	7.04	0.00

First Opportunity Fund, Inc. (formerly First Financial Fund, Inc.) was ranked #1 in Lipper Closed-End Equity Fund Performance for the 10 years ending:

¤ December 31, 2006

¤ December 31, 2005

¤ December 31, 2004

and the 5 years ending:

¤ December 31, 2004 by Lipper Inc.

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INVESTMENTS AS A % OF NET ASSETS

REGIONAL BREAKDOWN

U.S.	76.6%
Bermuda	7.0%
India	4.8%
Switzerland	3.9%
Japan	2.0%
Netherlands	1.5%
Turkey	1.0%
Cayman Islands	0.9%
United Kingdom	0.8%
Brazil	0.7%
Denmark	0.6%
Canada	0.5%
Australia	0.4%
Puerto Rico	0.4%
Luxembourg	0.3%

Singapore	0.1%
Other assets less liabilities	-1.5%

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Shares	Description	Value (Note 1)
LONG TERM INVESTMENTS (98.6%)		
DOMESTIC COMMON STOCKS (72.0%)		
Banks & Thrifts (37.9%)		
163,844	1st United Bancorp, Inc.*	$ 1,318,944
73,090	Alliance Bankshares Corp.*	182,725
64,000	American River Bankshares	505,600
541,900	AmeriServ Financial, Inc.*	921,230
78,300	Bancorp Rhode Island, Inc.	2,141,505
133,900	Bancorp, Inc.*	1,191,710
202,400	Bank of America Corp.	3,612,840
69,789	Bank of Commerce Holdings	330,102
34,200	Bank of Marin	1,131,336
83,300	Bank of Virginia*	262,395
109,800	BB&T Corp.	3,556,422
57,000	BCB Bancorp, Inc.	506,730
37,400	Bridge Capital Holdings*	342,210
13,400	Cambridge Bancorp	402,000
47,298	Carolina Trust Bank*	231,760
340,815	CCF Holding Co.*(a)	34,081
29,600	Central Valley Community Bancorp*(b)(c)(g)	145,188
20,544	Central Valley Community Bancorp*	111,965
51,860	Centrue Financial Corp.	178,917
49,600	Citizens & Northern Corp.	622,480
60,000	Community Bank *(b)(c)(g)	3,622,200
75,800	The Connecticut Bank & Trust Co.*	341,100
490,270	East West Bancorp*(b)(c)(g)	7,686,453
87,366	Eastern Virginia Bankshares, Inc.	659,613
97,200	FC Holdings, Inc.*(b)(c)(g)	49,572
5,700	First Advantage Bancorp	60,990
39,700	First American International Bank*(b)(c)(g)	601,852
142,278	First California Financial Group, Inc.*	375,614
17,400	First Capital Bancorp, Inc.*	134,328
16,255	First Citizens BancShares, Inc.	3,230,844
66,500	First Community Bancshares, Inc.	822,605
48,400	First Interstate Bancsystem, Inc.	786,500
56,900	First Merchants Corp.	396,024
192,300	First Security Group, Inc.	415,368
66,726	First Southern Bancorp, Inc. - Class B*(b)	1,167,705
28,200	First State Bank*(b)(c)(g)	42,300
2,880	First Trust Bank*	16,560
193,261	Florida Capital Group, Inc.*(b)(c)(g)	193,261
17,248	FNB Bancorp	