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BANCROFT FUND LTD  
Form N-PX  
July 15, 2009

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-02151  
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BANCROFT FUND LTD.  
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(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308  
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(Address of principal executive offices) (Zip code)

Thomas H. Dinsmore  
Bancroft Fund Ltd.  
65 Madison Avenue  
Morristown, New Jersey 07960-7308  
(Name and address of agent for service)

Copy to:  
Steven B. King, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street, 51st Floor  
Philadelphia, PA 19103-7599

Registrant's telephone number, including area code: 973-631-1177

Date of fiscal year end: October 31, 2009

Date of reporting period: June 30, 2009

Item 1. Proxy Voting Record

Issuer: Fifth Third Bancorp  
Ticker symbol: FITB  
CUSIP: 316773209  
Meeting date: 04/21/2009

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
2. To Amend Article Fourth, Section (A) (2) (D) of The Second Amended Articles of Incorporation, As Amended, To	Management	YES	FOR	FOR

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Revise The Terms of the Authorized,  
Unissued Shares of Preferred Stock,  
Without Par Value.

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Issuer: XL Capital  
Ticker symbol: XL  
CUSIP: G98255105  
Meeting date: 04/24/2009

(Abstained because we no longer owned the security as of the meeting date)

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.
1-01. Election of Director: Dale R. Comey	Management	YES	ABSTAIN	N/A
1-02. Election of Director: Robert R. Glauber	Management	YES	ABSTAIN	N/A
1-03. Election of Director: G. Thompson Hutton	Management	YES	ABSTAIN	N/A
2 To approve the amendment and restatement of the Company's 1991 Performance Incentive Program	Management	YES	ABSTAIN	N/A
3 To approve the amendment and restatement of the Company's Directors Stock & Option Plan	Management	YES	ABSTAIN	N/A
4 Ratification of the appointment of independent auditors for 2009	Management	YES	ABSTAIN	N/A

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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.

Bancroft Fund Ltd.  
By /s/Thomas H. Dinsmore  
Thomas H. Dinsmore  
Principal Executive Officer  
Date: July 15, 2009