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Eaton Vance Enhanced Equity Income Fund II
Form N-PX
August 07, 2012

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: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity
Income Fund II

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.
Two International Place
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2011 - 06/30/2012

Eaton Vance Enhanced Equity Income Fund II

ACCENTURE PLC

Agen

Security: G1151C101
Meeting Type: Annual
Meeting Date: 09-Feb-2012
Ticker: ACN
ISIN: IE00B4BNMY34

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2011 AS PRESENTED | Mgmt | For |
| 2A | RE-APPOINTMENT OF DIRECTOR: DINA DUBLON | Mgmt | For |
| 2B | RE-APPOINTMENT OF DIRECTOR: WILLIAM D. GREEN | Mgmt | For |
| 2C | RE-APPOINTMENT OF DIRECTOR: NOBUYUKI IDEI | Mgmt | For |

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| | | | |
|----|---|------|-----|
| 2D | RE-APPOINTMENT OF DIRECTOR: MARJORIE MAGNER | Mgmt | For |
| 03 | RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION | Mgmt | For |
| 04 | APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 05 | APPROVAL OF AMENDMENTS TO ACCENTURE PLC'S ARTICLES OF ASSOCIATION TO PROVIDE FOR THE PHASED-IN DECLASSIFICATION OF THE BOARD, BEGINNING IN 2013 | Mgmt | For |
| 06 | AUTHORIZATION TO HOLD THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND | Mgmt | For |
| 07 | AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES | Mgmt | For |
| 08 | DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK | Mgmt | For |

 AIR PRODUCTS AND CHEMICALS, INC.

Agen

Security: 009158106
 Meeting Type: Annual
 Meeting Date: 26-Jan-2012
 Ticker: APD
 ISIN: US0091581068

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: MARIO L. BAEZA | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: SUSAN K. CARTER | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JOHN E. MCGLADE | Mgmt | For |
| 02 | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. TO RATIFY APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012. | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | For |

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 ALLSCRIPTS HEALTHCARE SOLUTIONS, INC

 Agen

Security: 01988P108
 Meeting Type: Annual
 Meeting Date: 15-Jun-2012
 Ticker: MDRX
 ISIN: US01988P1084

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 1 | DIRECTOR PAUL M. BLACK DENNIS H. CHOOKASZIAN ROBERT J. CINDRICH NOT VALID; DO NOT VOTE PHILIP D. GREEN MICHAEL J. KLUGER GLEN E. TULLMAN STUART L. BASCOMB DAVID D. STEVENS RALPH H "RANDY" THURMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For Withheld For For For For For |
| 2 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE ALLSCRIPTS HEALTHCARE SOLUTIONS, INC. EMPLOYEE STOCK PURCHASE PLAN TO, AMONG OTHER ITEMS, INCREASE THE NUMBER OF SHARES AVAILABLE FOR GRANT THEREUNDER BY 1,000,000. | Mgmt | For |
| 3 | APPROVAL OF THE RESOLUTION TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |
| 4 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |

 AMAZON.COM, INC.

 Agen

Security: 023135106
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: AMZN
 ISIN: US0231351067

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: JEFFREY P. BEZOS | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TOM A. ALBERG | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN SEELY BROWN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: WILLIAM B. GORDON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMIE S. GORELICK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: BLAKE G. KRIKORIAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ALAIN MONIE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: THOMAS O. RYDER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt | For |
| 3. | APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS, AS AMENDED, PURSUANT TO SECTION 162 (M) OF THE INTERNAL REVENUE CODE IN OUR 1997 STOCK INCENTIVE PLAN | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT ON CLIMATE CHANGE | Shr | Against |
| 5. | SHAREHOLDER PROPOSAL CALLING FOR CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS | Shr | Against |

 AMERICAN EXPRESS COMPANY

Agen

 Security: 025816109
 Meeting Type: Annual
 Meeting Date: 30-Apr-2012
 Ticker: AXP
 ISIN: US0258161092

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------|---------------|---------------|
| 1. | DIRECTOR | | |
| | C. BARSHEFSKY | Mgmt | For |
| | U.M. BURNS | Mgmt | For |
| | K.I. CHENAULT | Mgmt | For |
| | P. CHERNIN | Mgmt | For |
| | T.J. LEONSIS | Mgmt | For |
| | J. LESCHLY | Mgmt | For |
| | R.C. LEVIN | Mgmt | For |
| | R.A. MCGINN | Mgmt | For |

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|----|--|------|---------|
| | E.D. MILLER | Mgmt | For |
| | S.S REINEMUND | Mgmt | For |
| | R.D. WALTER | Mgmt | For |
| | R.A. WILLIAMS | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | APPROVAL OF PERFORMANCE GOALS AND AWARD LIMITS UNDER 2007 INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 5. | SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS. | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES. | Shr | Against |

 AMERICAN TOWER CORPORATION

 Agen

Security: 029912201
 Meeting Type: Special
 Meeting Date: 29-Nov-2011
 Ticker: AMT
 ISIN: US0299122012

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 24, 2011, BETWEEN AMERICAN TOWER CORPORATION AND AMERICAN TOWER REIT, INC., WHICH IS PART OF THE REORGANIZATION OF AMERICAN TOWER'S OPERATIONS THROUGH WHICH AMERICAN TOWER INTENDS TO QUALIFY AS A REIT FOR FEDERAL INCOME TAX PURPOSES. | Mgmt | For |
| 02 | PROPOSAL TO PERMIT THE BOARD OF DIRECTORS OF AMERICAN TOWER CORPORATION TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE ORIGINALLY SCHEDULED TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1. | Mgmt | For |

 AMERISOURCEBERGEN CORPORATION

 Agen

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Security: 03073E105
 Meeting Type: Annual
 Meeting Date: 01-Mar-2012
 Ticker: ABC
 ISIN: US03073E1055

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: STEVEN H. COLLIS | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: RICHARD C. GOZON | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: KATHLEEN W. HYLE | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: MICHAEL J. LONG | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AMERISOURCEBERGEN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt | For |
| 03 | TO CONDUCT AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |

APACHE CORPORATION

Agen

Security: 037411105
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: APA
 ISIN: US0374111054

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | ELECTION OF DIRECTOR: SCOTT D. JOSEY | Mgmt | For |
| 2. | ELECTION OF DIRECTOR: GEORGE D. LAWRENCE | Mgmt | For |
| 3. | ELECTION OF DIRECTOR: RODMAN D. PATTON | Mgmt | For |
| 4. | ELECTION OF DIRECTOR: CHARLES J. PITMAN | Mgmt | For |
| 5. | RATIFICATION OF ERNST & YOUNG LLP AS APACHE'S INDEPENDENT AUDITORS | Mgmt | For |
| 6. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 7. | SHAREHOLDER PROPOSAL TO REPEAL APACHE'S CLASSIFIED BOARD OF DIRECTORS | Shr | For |

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 APPLE INC. Agen

Security: 037833100
 Meeting Type: Annual
 Meeting Date: 23-Feb-2012
 Ticker: AAPL
 ISIN: US0378331005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 1 | DIRECTOR WILLIAM V. CAMPBELL TIMOTHY D. COOK MILLARD S. DREXLER AL GORE ROBERT A. IGER ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 2 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 04 | A SHAREHOLDER PROPOSAL ENTITLED "CONFLICT OF INTEREST REPORT" | Shr | Against |
| 05 | A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER SAY ON DIRECTOR PAY" | Shr | Against |
| 06 | A SHAREHOLDER PROPOSAL ENTITLED "REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES" | Shr | Against |
| 07 | A SHAREHOLDER PROPOSAL ENTITLED "ADOPT A MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS" | Shr | For |

 BANKUNITED INC Agen

Security: 06652K103
 Meeting Type: Annual
 Meeting Date: 09-May-2012
 Ticker: BKU
 ISIN: US06652K1034

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | DIRECTOR JOHN BOHLSSEN CHINH E. CHU | Mgmt Mgmt | For For |

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|----|---|------|----------|
| | AMBASSADOR SUE M. COBB | Mgmt | For |
| | EUGENE F. DEMARK | Mgmt | For |
| | JOHN A. KANAS | Mgmt | For |
| | RICHARD S. LEFRAK | Mgmt | For |
| | THOMAS M. O'BRIEN | Mgmt | For |
| | WILBUR L. ROSS, JR. | Mgmt | Withheld |
| | PIERRE OLIVIER SARKOZY | Mgmt | For |
| | LANCE N. WEST | Mgmt | For |
| 2. | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY VOTE ON EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

 BEAM INC.

Agen

 Security: 073730103
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: BEAM
 ISIN: US0737301038

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: STEPHEN W. GOLSBY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ANN F. HACKETT | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: A.D. DAVID MACKAY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ROBERT A. STEELE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: PETER M. WILSON | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | APPROVAL OF THE BEAM INC. 2012 EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 5. | RE-APPROVAL OF THE ANNUAL EXECUTIVE INCENTIVE COMPENSATION PLAN. | Mgmt | For |

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BROADCOM CORPORATION

Agen

Security: 111320107
 Meeting Type: Annual
 Meeting Date: 15-May-2012
 Ticker: BRCM
 ISIN: US1113201073

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 1. | DIRECTOR ROBERT J. FINOCCHIO, JR NANCY H. HANDEL EDDY W. HARTENSTEIN MARIA M. KLAWE, PH.D. JOHN E. MAJOR SCOTT A. MCGREGOR WILLIAM T. MORROW HENRY SAMUELI, PH.D. ROBERT E. SWITZ | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For |
| 2. | TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE BROADCOM CORPORATION 1998 EMPLOYEE STOCK PURCHASE PLAN, AS PREVIOUSLY AMENDED AND RESTATED, THAT WOULD EXTEND THE TERM OF THE PLAN THROUGH MAY 15, 2022, AND EFFECT VARIOUS TECHNICAL REVISIONS AND IMPROVEMENTS. | Mgmt | For |
| 3. | TO APPROVE THE ADOPTION OF THE BROADCOM CORPORATION 2012 STOCK INCENTIVE PLAN. | Mgmt | Against |
| 4. | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |

CATALYST HEALTH SOLUTIONS, INC.

Agen

Security: 14888B103
 Meeting Type: Annual
 Meeting Date: 04-Jun-2012
 Ticker: CHSI
 ISIN: US14888B1035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-------------------------------|---------------|---------------|
| 1. | DIRECTOR STEVEN B. EPSTEIN | Mgmt | For |

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| | MICHAEL R. MCDONNELL | Mgmt | For |
| | DALE B. WOLF | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3. | TO OBTAIN APPROVAL BY THE SHAREHOLDERS, ON AN ADVISORY BASIS, OF THE COMPANY'S NAMED EXECUTIVE OFFICERS COMPENSATION AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K OR ANY SUCCESSOR THERETO (THE "SAY ON PAY" VOTE). | Mgmt | For |

 CELGENE CORPORATION

Agen

 Security: 151020104
 Meeting Type: Annual
 Meeting Date: 13-Jun-2012
 Ticker: CELG
 ISIN: US1510201049

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR ROBERT J. HUGIN R.W. BARKER, D. PHIL. MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE M.A. FRIEDMAN, M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3. | APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN. | Mgmt | For |
| 4. | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT. | Shr | For |

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CENTURYLINK, INC.

Agen

Security: 156700106
 Meeting Type: Annual
 Meeting Date: 23-May-2012
 Ticker: CTL
 ISIN: US1567001060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------------------|--------------------------|
| 1A. | APPROVE CHARTER AMENDMENT TO DECLASSIFY OUR BOARD OF DIRECTORS. | Mgmt | For |
| 1B. | APPROVE CHARTER AMENDMENT TO INCREASE OUR AUTHORIZED SHARES. | Mgmt | For |
| 2. | DIRECTOR FRED R. NICHOLS HARVEY P. PERRY LAURIE A. SIEGEL JOSEPH R. ZIMMEL | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 3. | RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2012. | Mgmt | For |
| 4. | ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION. | Mgmt | For |
| 5A. | SHAREHOLDER PROPOSAL REGARDING BONUS DEFERRALS. | Shr | For |
| 5B. | SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED RESTRICTED STOCK. | Shr | For |
| 5C. | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS. | Shr | Against |

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103
 Meeting Type: Annual
 Meeting Date: 11-May-2012
 Ticker: CL
 ISIN: US1941621039

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: NIKESH ARORA | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN T. CAHILL | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: IAN COOK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: HELENE D. GAYLE | Mgmt | For |

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| 1E. | ELECTION OF DIRECTOR: ELLEN M. HANCOCK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOSEPH JIMENEZ | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD J. KOGAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DELANO E. LEWIS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: J. PEDRO REINHARD | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: STEPHEN I. SADOVE | Mgmt | For |
| 2. | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR. | Shr | Against |

COMCAST CORPORATION

Agen

 Security: 20030N101
 Meeting Type: Annual
 Meeting Date: 31-May-2012
 Ticker: CMCSA
 ISIN: US20030N1019

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR KENNETH J. BACON SHELDON M. BONOVIKZ JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS JOHNATHAN A. RODGERS DR. JUDITH RODIN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS | Mgmt | For |
| 3. | APPROVAL OF THE COMCAST CORPORATION 2002 EMPLOYEE STOCK PURCHASE PLAN | Mgmt | For |
| 4. | APPROVAL OF THE COMCAST - NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN | Mgmt | For |
| 5. | TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS | Shr | Against |

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| 6. | TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR | Shr | For |
| 7. | TO ADOPT A SHARE RETENTION POLICY FOR SENIOR EXECUTIVES | Shr | For |
| 8. | TO MAKE POISON PILLS SUBJECT TO A SHAREHOLDER VOTE | Shr | For |

 CONOCOPHILLIPS

Agen

Security: 20825C104
 Meeting Type: Annual
 Meeting Date: 09-May-2012
 Ticker: COP
 ISIN: US20825C1045

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: RUTH R. HARKIN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: RYAN M. LANCE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MOHD H. MARICAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HAROLD W. MCGRAW III | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES J. MULVA | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: HARALD J. NORVIK | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: WILLIAM K. REILLY | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: KATHRYN C. TURNER | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR. | Mgmt | For |
| 2. | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF EXECUTIVE | Mgmt | For |

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COMPENSATION.

| | | | |
|----|--|-----|---------|
| 4. | COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS). | Shr | Against |
| 5. | ACCIDENT RISK MITIGATION. | Shr | Against |
| 6. | REPORT ON GRASSROOTS LOBBYING EXPENDITURES. | Shr | Against |
| 7. | GREENHOUSE GAS REDUCTION TARGETS. | Shr | Against |
| 8. | GENDER EXPRESSION NON-DISCRIMINATION. | Shr | Against |

CORNING INCORPORATED

Agen

Security: 219350105
Meeting Type: Annual
Meeting Date: 26-Apr-2012
Ticker: GLW
ISIN: US2193501051

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JOHN SEELY BROWN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: STEPHANIE A. BURNS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN A. CANNING, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: RICHARD T. CLARK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMES B. FLAWS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: GORDON GUND | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: KURT M. LANDGRAF | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DEBORAH D. RIEMAN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: H. ONNO RUDING | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MARK S. WRIGHTON | Mgmt | For |
| 2. | APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 4. | APPROVAL OF CORNING INCORPORATED 2012 LONG-TERM INCENTIVE PLAN. | Mgmt | For |
| 5. | AMENDMENT AND RESTATEMENT OF CERTIFICATE OF INCORPORATION TO REMOVE PROVISIONS | Mgmt | For |

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REQUIRING SUPERMAJORITY VOTE OF
SHAREHOLDERS.

COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105
Meeting Type: Annual
Meeting Date: 26-Jan-2012
Ticker: COST
ISIN: US22160K1051

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--------------------------------------|---------------------------------|
| 01 | DIRECTOR JAMES D. SINEGAL JEFFREY H. BROTMAN RICHARD A. GALANTI DANIEL J. EVANS JEFFREY S. RAIKES | Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| 02 | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS. | Mgmt | For |
| 03 | AMENDMENT OF COMPANY'S FIFTH RESTATED STOCK INCENTIVE PLAN. | Mgmt | For |
| 04 | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION. | Mgmt | For |

COVIDIEN PLC

Agen

Security: G2554F113
Meeting Type: Annual
Meeting Date: 13-Mar-2012
Ticker: COV
ISIN: IE00B68SQD29

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: JOSE E. ALMEIDA | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: CRAIG ARNOLD | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ROBERT H. BRUST | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR. | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN | Mgmt | For |

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| | | | |
|----|--|------|-----|
| 1F | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: MARTIN D. MADAUS | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DENNIS H. REILLEY | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO | Mgmt | For |
| 02 | APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION. | Mgmt | For |
| 03 | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 04 | AUTHORIZE THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES. | Mgmt | For |
| S5 | AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES. (SPECIAL RESOLUTION) | Mgmt | For |
| S6 | AMEND ARTICLES OF ASSOCIATION TO PROVIDE FOR ESCHEATMENT IN ACCORDANCE WITH U.S. LAWS. (SPECIAL RESOLUTION) | Mgmt | For |
| S7 | AMEND ARTICLES OF ASSOCIATION TO GIVE THE BOARD OF DIRECTORS AUTHORITY TO DECLARE NON-CASH DIVIDENDS. (SPECIAL RESOLUTION) | Mgmt | For |

 CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109
 Meeting Type: Annual
 Meeting Date: 11-May-2012
 Ticker: CY
 ISIN: US2328061096

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | DIRECTOR | | |
| | T.J. RODGERS | Mgmt | For |
| | W. STEVE ALBRECHT | Mgmt | For |
| | ERIC A. BENHAMOU | Mgmt | For |
| | LLOYD CARNEY | Mgmt | For |
| | JAMES R. LONG | Mgmt | For |
| | J. DANIEL MCCRANIE | Mgmt | For |
| | J.D. SHERMAN | Mgmt | For |
| | WILBERT VAN DEN HOEK | Mgmt | For |
| 2. | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2012. | Mgmt | For |

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| | | | |
|----|---|------|-----|
| 3. | ANNUAL ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
|----|---|------|-----|

DANAHER CORPORATION

Agen

Security: 235851102
 Meeting Type: Annual
 Meeting Date: 08-May-2012
 Ticker: DHR
 ISIN: US2358511028

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1 | ELECTION OF DIRECTOR: MORTIMER M. CAPLIN | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: DONALD J. EHRLICH | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: LINDA P. HEFNER | Mgmt | For |
| 1.4 | ELECTION OF DIRECTOR: TERI LIST-STOLL | Mgmt | For |
| 1.5 | ELECTION OF DIRECTOR: WALTER G. LOHR, JR. | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3. | TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF DANAHER FROM 1 BILLION (1,000,000,000) SHARES TO 2 BILLION (2,000,000,000) SHARES, \$.01 PAR VALUE PER SHARE. | Mgmt | For |
| 4. | TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE DANAHER 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 5. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |

DEERE & COMPANY

Agen

Security: 244199105
 Meeting Type: Annual
 Meeting Date: 29-Feb-2012
 Ticker: DE
 ISIN: US2441991054

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: VANCE D. COFFMAN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: DIPAK C. JAIN | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: CLAYTON M. JONES | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: JOACHIM MILBERG | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: THOMAS H. PATRICK | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: SHERRY M. SMITH | Mgmt | For |
| 02 | NON-BINDING VOTE ON EXECUTIVE COMPENSATION | Mgmt | For |
| 03 | APPROVAL OF THE NONEMPLOYEE DIRECTOR STOCK OWNERSHIP PLAN | Mgmt | For |
| 04 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012 | Mgmt | For |

DOLLAR GENERAL CORP

Agen

Security: 256677105
 Meeting Type: Annual
 Meeting Date: 01-Jun-2012
 Ticker: DG
 ISIN: US2566771059

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1 | DIRECTOR | | |
| | RAJ AGRAWAL | Mgmt | Withheld |
| | WARREN F. BRYANT | Mgmt | Withheld |
| | MICHAEL M. CALBERT | Mgmt | Withheld |
| | RICHARD W. DREILING | Mgmt | Withheld |
| | ADRIAN JONES | Mgmt | Withheld |
| | WILLIAM C. RHODES, III | Mgmt | Withheld |
| | DAVID B. RICKARD | Mgmt | For |
| 2 | TO APPROVE DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN. | Mgmt | For |

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| | | | |
|---|---|------|-----|
| 3 | TO APPROVE DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED ANNUAL INCENTIVE PLAN. | Mgmt | For |
| 4 | TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012. | Mgmt | For |

 EBAY INC.

Agen

Security: 278642103
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: EBAY
 ISIN: US2786421030

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MARC L. ANDREESSEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: WILLIAM C. FORD, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DAWN G. LEPORE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KATHLEEN C. MITIC | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: PIERRE M. OMIKYAR | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 3. | APPROVE AMENDMENT & RESTATEMENT OF 2008 EQUITY INCENTIVE AWARD PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER PLAN BY 16.5 MILLION SHARES | Mgmt | For |
| 4. | TO APPROVE OUR EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 5. | TO ADOPT AND APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS. | Mgmt | For |
| 6. | AMENDMENT TO OUR AMENDED & RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE STOCKHOLDERS WITH THE RIGHT TO CALL A SPECIAL MEETING | Mgmt | For |
| 7. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2012 | Mgmt | For |

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 ECOLAB INC. Agen

Security: 278865100
 Meeting Type: Special
 Meeting Date: 30-Nov-2011
 Ticker: ECL
 ISIN: US2788651006

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | APPROVE THE ISSUANCE OF SHARES OF ECOLAB COMMON STOCK TO THE STOCKHOLDERS OF NALCO HOLDING COMPANY PURSUANT TO THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER DATED AS OF JULY 19, 2011. | Mgmt | For |
| 02 | ADOPT AN AMENDMENT TO ECOLAB'S RESTATED CERTIFICATE OF INCORPORATION FOLLOWING COMPLETION OF THE MERGER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF ECOLAB COMMON STOCK TO 800,000,000 SHARES. | Mgmt | For |
| 03 | ADJOURN THE ECOLAB SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE SHARE ISSUANCE PROPOSAL. | Mgmt | For |

 ECOLAB INC. Agen

Security: 278865100
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: ECL
 ISIN: US2788651006

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1 | ELECTION OF DIRECTOR: LESLIE S. BILLER | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: MICHAEL LARSON | Mgmt | For |
| 1.4 | ELECTION OF DIRECTOR: VICTORIA J. REICH | Mgmt | For |
| 1.5 | ELECTION OF DIRECTOR: JOHN J. ZILLMER | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF | Mgmt | For |

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PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM.

| | | | |
|----|--|------|---------|
| 3. | APPROVE AMENDMENTS TO THE ECOLAB INC. RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPER-MAJORITY VOTING. | Mgmt | For |
| 4. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL REQUESTING THE BOARD OF DIRECTORS TO PROVIDE AN ANNUAL ADVISORY VOTE ON ELECTIONEERING, POLITICAL CONTRIBUTIONS AND COMMUNICATION EXPENDITURES. | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL REQUESTING THE BOARD OF DIRECTORS TO ADOPT A RULE TO REDEEM ANY CURRENT OR FUTURE STOCKHOLDER RIGHTS PLAN UNLESS SUCH PLAN IS SUBMITTED TO A STOCKHOLDER VOTE WITHIN 12 MONTHS. | Shr | For |

EMERSON ELECTRIC CO.

Agen

Security: 291011104
Meeting Type: Annual
Meeting Date: 07-Feb-2012
Ticker: EMR
ISIN: US2910111044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR C. FERNANDEZ G.* A.F. GOLDEN* W.R. JOHNSON* J.B. MENZER* A.A. BUSCH III** R.L. RIDGWAY** | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For |
| 02 | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION. | Mgmt | For |
| 03 | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 04 | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr | Against |
| 05 | APPROVAL OF THE STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS AS DESCRIBED IN THE PROXY STATEMENT. | Shr | For |

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 EQUINIX, INC.

Agen

 Security: 29444U502
 Meeting Type: Annual
 Meeting Date: 05-Jun-2012
 Ticker: EQIX
 ISIN: US29444U5020

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 1. | DIRECTOR STEVEN T. CLONTZ GARY F. HROMADKO SCOTT G. KRIENS WILLIAM K. LUBY IRVING F. LYONS, III CHRISTOPHER B. PAISLEY STEPHEN M. SMITH PETER F. VAN CAMP | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 2. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3. | TO APPROVE BY A NON-BINDING ADVISORY VOTE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | TO APPROVE LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE. | Mgmt | For |
| 5. | TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED BYLAWS TO PERMIT HOLDERS OF RECORD OF AT LEAST TWENTY FIVE PERCENT (25%) OF THE VOTING POWER OF THE COMPANY'S OUTSTANDING CAPITAL STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS. | Mgmt | For |

 EXPEDIA, INC.

Agen

 Security: 30212P105
 Meeting Type: Annual
 Meeting Date: 06-Dec-2011
 Ticker: EXPE
 ISIN: US30212P1057

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | APPROVAL OF AMENDMENTS TO EXPEDIA AMENDED & RESTATED CERTIFICATE OF INCORPORATION THAT WOULD EFFECT SPIN-OFF OF TRIPADVISOR, INC. | Mgmt | For |
| 02 | APPROVAL OF AMENDMENTS TO THE EXPEDIA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO EFFECT A ONE-FOR-TWO REVERSE STOCK SPLIT OF EXPEDIA COMMON STOCK AND CLASS B COMMON STOCK. | Mgmt | Against |
| 03 | APPROVAL AND ADOPTION OF A MERGER AGREEMENT, UNDER WHICH A WHOLLY OWNED SUBSIDIARY OF EXPEDIA WOULD MERGE WITH AND INTO EXPEDIA, FOR THE PURPOSE OF CONVERTING ALL SHARES OF SERIES A PREFERRED STOCK INTO CASH. | Mgmt | For |
| 04 | APPROVAL OF THE ADDITION OF PROVISIONS TO THE EXPEDIA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION PURSUANT TO WHICH EXPEDIA WOULD RENOUNCE ANY INTEREST OR EXPECTANCY IN CERTAIN CORPORATE OPPORTUNITIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 05 | DIRECTOR A. GEORGE "SKIP" BATTLE BARRY DILLER JONATHAN L. DOLGEN WILLIAM R. FITZGERALD CRAIG A. JACOBSON VICTOR A. KAUFMAN PETER M. KERN DARA KHOSROVSHAHI JOHN C. MALONE JOSE A. TAZON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For Withheld For Withheld For Withheld For Withheld Withheld For |
| 06 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS EXPEDIA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |
| 07 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF EXPEDIA'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 08 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF EXPEDIA'S NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |

EXXON MOBIL CORPORATION

Agen

Security: 30231G102
Meeting Type: Annual
Meeting Date: 30-May-2012

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Ticker: XOM
ISIN: US30231G1022

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |
| 2. | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 61) | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 62) | Mgmt | Against |
| 4. | INDEPENDENT CHAIRMAN (PAGE 64) | Shr | For |
| 5. | MAJORITY VOTE FOR DIRECTORS (PAGE 65) | Shr | Against |
| 6. | REPORT ON POLITICAL CONTRIBUTIONS (PAGE 66) | Shr | Against |
| 7. | AMENDMENT OF EEO POLICY (PAGE 67) | Shr | Against |
| 8. | REPORT ON NATURAL GAS PRODUCTION (PAGE 69) | Shr | Against |
| 9. | GREENHOUSE GAS EMISSIONS GOALS (PAGE 71) | Shr | Against |

FLUOR CORPORATION

Agen

Security: 343412102
Meeting Type: Annual
Meeting Date: 03-May-2012
Ticker: FLR
ISIN: US3434121022

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1.A | ELECTION OF DIRECTOR: PETER K. BARKER | Mgmt | Against |
| 1.B | ELECTION OF DIRECTOR: ALAN M. BENNETT | Mgmt | For |
| 1.C | ELECTION OF DIRECTOR: DEAN R. O'HARE | Mgmt | For |
| 1.D | ELECTION OF DIRECTOR: DAVID T. SEATON | Mgmt | For |

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| | | | |
|----|--|------|-----|
| 2. | AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GRANT HOLDERS OF AT LEAST 25% OF THE COMPANY'S OUTSTANDING SHARES OF COMMON STOCK THE RIGHT TO CALL A SPECIAL MEETING OF STOCKHOLDERS. | Mgmt | For |
| 4. | THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |

 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857
 Meeting Type: Annual
 Meeting Date: 14-Jun-2012
 Ticker: FCX
 ISIN: US35671D8570

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1 | DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B. M. RANKIN, JR. STEPHEN H. SIEGELE | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | Against |
| 03 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 04 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Shr | Against |

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 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106
 Meeting Type: Annual
 Meeting Date: 10-May-2012
 Ticker: FMS
 ISIN: US3580291066

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2011 | Mgmt | For |
| 2. | RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT | Mgmt | For |
| 3. | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER | Mgmt | For |
| 4. | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD | Mgmt | For |
| 5. | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2012 | Mgmt | For |
| 6. | AMENDMENT TO SECTION 12 (2) SENTENCE 2 OF THE ARTICLES (COMPOSITION OF THE AUDIT AND CORPORATE GOVERNANCE COMMITTEE) | Mgmt | For |
| 7. | RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 (2) GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY* | Mgmt | Against |

 GILEAD SCIENCES, INC.

Agen

Security: 375558103
 Meeting Type: Annual
 Meeting Date: 10-May-2012
 Ticker: GILD
 ISIN: US3755581036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 1. | DIRECTOR | | |
| | JOHN F. COGAN | Mgmt | For |
| | ETIENNE F. DAVIGNON | Mgmt | For |
| | JAMES M. DENNY | Mgmt | For |
| | CARLA A. HILLS | Mgmt | For |
| | KEVIN E. LOFTON | Mgmt | For |
| | JOHN W. MADIGAN | Mgmt | For |
| | JOHN C. MARTIN | Mgmt | For |

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| | | | |
|----|--|------|---------|
| | GORDON E. MOORE | Mgmt | For |
| | NICHOLAS G. MOORE | Mgmt | For |
| | RICHARD J. WHITLEY | Mgmt | For |
| | GAYLE E. WILSON | Mgmt | For |
| | PER WOLD-OLSEN | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT. | Mgmt | Against |
| 4. | IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT. | Shr | For |
| 5. | IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO REDEEM GILEAD'S POISON PILL UNLESS THE PLAN IS SUBJECT TO A STOCKHOLDER VOTE. | Shr | For |

 GOLDCORP INC.

Agen

 Security: 380956409
 Meeting Type: Annual and Special
 Meeting Date: 26-Apr-2012
 Ticker: GG
 ISIN: CA3809564097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| A | DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG BLANCA TREVINO DE VEGA KENNETH F. WILLIAMSON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| B | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION; | Mgmt | For |

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| | | | |
|---|---|------|---------|
| C | A RESOLUTION APPROVING THE AMENDMENT TO THE RESTRICTED SHARE PLAN FOR THE COMPANY; | Mgmt | For |
| D | A NON-BINDING ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION; | Mgmt | For |
| E | THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM. | Shr | Against |

GOOGLE INC.

Agen

Security: 38259P508
Meeting Type: Annual
Meeting Date: 21-Jun-2012
Ticker: GOOG
ISIN: US38259P5089

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |
| 2. | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3A. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C CAPITAL STOCK AND TO MAKE CERTAIN CLARIFYING CHANGES. | Mgmt | Against |
| 3B. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 6 BILLION TO 9 BILLION. | Mgmt | Against |

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| | | | |
|-----|---|------|---------|
| 3C. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE TREATMENT OF SHARES OF CLASS A COMMON STOCK IN A MANNER THAT IS AT LEAST AS FAVORABLE AS THE SHARES OF CLASS B COMMON STOCK. | Mgmt | For |
| 4. | THE APPROVAL OF GOOGLE'S 2012 STOCK PLAN. | Mgmt | Against |
| 5. | THE APPROVAL OF GOOGLE'S 2012 INCENTIVE COMPENSATION PLAN FOR EMPLOYEES AND CONSULTANTS OF MOTOROLA MOBILITY. | Mgmt | Against |
| 6. | A STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 7. | A STOCKHOLDER PROPOSAL REGARDING MANDATORY ARBITRATION OF CERTAIN SHAREHOLDER CLAIMS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 8. | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |

HALLIBURTON COMPANY

Agen

Security: 406216101
Meeting Type: Annual
Meeting Date: 16-May-2012
Ticker: HAL
ISIN: US4062161017

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: A.M. BENNETT | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: J.R. BOYD | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: M. CARROLL | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: N.K. DICCIANI | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: M.S. GERBER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: S.M. GILLIS | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: A.S. JUM'AH | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: D.J. LESAR | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: R.A. MALONE | Mgmt | For |

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| | | | |
|----|---|------|-----|
| 1J | ELECTION OF DIRECTOR: J.L. MARTIN | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: D.L. REED | Mgmt | For |
| 2 | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS. | Mgmt | For |
| 3 | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 4 | PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN. | Mgmt | For |

HARRIS CORPORATION

Agen

Security: 413875105
Meeting Type: Annual
Meeting Date: 28-Oct-2011
Ticker: HRS
ISIN: US4138751056

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: HOWARD L. LANCE | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: THOMAS A. DATTILO | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: TERRY D. GROWCOCK | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: LEWIS HAY III | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: KAREN KATEN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: LESLIE F. KENNE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: DAVID B. RICKARD | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JAMES C. STOFFEL | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: GREGORY T. SWIENTON | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: HANSEL E. TOOKES II | Mgmt | For |
| 02 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 03 | ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 04 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt | For |
| 05 | SHAREHOLDER PROPOSAL REQUESTING APPROVAL OF | Shr | Against |

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AN AMENDMENT TO OUR BY-LAWS TO REQUIRE AN
INDEPENDENT CHAIRMAN OF THE BOARD.

HORNBECK OFFSHORE SERVICES, INC. Agen

Security: 440543106
Meeting Type: Annual
Meeting Date: 21-Jun-2012
Ticker: HOS
ISIN: US4405431069

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1 | DIRECTOR LARRY D. HORNBECK STEVEN W. KRABLIN JOHN T. RYND | Mgmt Mgmt Mgmt | For For For |
| 2 | RATIFICATION OF SELECTION OF AUDITORS - TO RATIFY THE REAPPOINTMENT OF ERNST & YOUNG, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS AND AUDITORS FOR THE FISCAL YEAR 2012. | Mgmt | For |
| 3 | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS SET FORTH IN THE PROXY STATEMENT. | Mgmt | For |

ILLINOIS TOOL WORKS INC. Agen

Security: 452308109
Meeting Type: Annual
Meeting Date: 04-May-2012
Ticker: ITW
ISIN: US4523081093

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DANIEL J. BRUTTO | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: SUSAN CROWN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DON H. DAVIS, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMES W. GRIFFITH | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ROBERT S. MORRISON | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| 1G. | ELECTION OF DIRECTOR: JAMES A. SKINNER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DAVID B. SMITH, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DAVID B. SPEER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PAMELA B. STROBEL | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: KEVIN M. WARREN | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: ANRE D. WILLIAMS | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101
Meeting Type: Annual
Meeting Date: 24-Apr-2012
Ticker: IBM
ISIN: US4592001014

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: A. J. P. BELDA | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: W. R. BRODY | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: K. I. CHENAULT | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: M. L. ESKEW | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: D. N. FARR | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: S. A. JACKSON | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: A. N. LIVERIS | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: W. J. MCNERNEY, JR. | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: J. W. OWENS | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: S. J. PALMISANO | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: V. M. ROMETTY | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: J. E. SPERO | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: S. TAUREL | Mgmt | For |

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| | | | |
|----|--|------|---------|
| 1N | ELECTION OF DIRECTOR: L. H. ZAMBRANO | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71) | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72) | Mgmt | For |
| 04 | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 73) | Shr | Against |
| 05 | STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS - TRADE ASSOCIATIONS POLICY (PAGE 74) | Shr | Against |
| 06 | STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 75) | Shr | Against |

JDS UNIPHASE CORPORATION

Agen

Security: 46612J507
 Meeting Type: Annual
 Meeting Date: 16-Nov-2011
 Ticker: JDSU
 ISIN: US46612J5074

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1 | DIRECTOR PENELOPE A. HERSCHER MASOOD JABBAR THOMAS WAECHTER | Mgmt Mgmt Mgmt | For For For |
| 2 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR JDS UNIPHASE CORPORATION FOR THE FISCAL YEAR ENDING JUNE 30, 2012. | Mgmt | For |
| 3 | TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4 | TO RECOMMEND, BY NON-BINDING ADVISORY VOTE, THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |

KANSAS CITY SOUTHERN

Agen

Security: 485170302
 Meeting Type: Annual

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Meeting Date: 03-May-2012
 Ticker: KSU
 ISIN: US4851703029

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR LU M. CORDOVA MICHAEL R. HAVERTY THOMAS A. MCDONNELL | Mgmt Mgmt Mgmt | For For For |
| 2. | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3A. | APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION - ELIMINATION OF CERTAIN SUPERMAJORITY VOTING REQUIREMENTS. | Mgmt | For |
| 3B. | APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION - ELIMINATION OF CUMULATIVE VOTING. | Mgmt | For |
| 3C. | APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION - TECHNICAL AND CONFORMING CHANGES. | Mgmt | For |
| 4. | ADVISORY (NON-BINDING) VOTE APPROVING THE 2011 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | CONSIDER AND ACT ON A STOCKHOLDER PROPOSAL REGARDING ADOPTING SIMPLE MAJORITY VOTING. | Shr | For |

KEYCORP

Agen

Security: 493267108
 Meeting Type: Annual
 Meeting Date: 17-May-2012
 Ticker: KEY
 ISIN: US4932671088

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 1 | DIRECTOR EDWARD P. CAMPBELL JOSEPH A. CARRABBA CHARLES P. COOLEY ALEXANDER M. CUTLER H. JAMES DALLAS ELIZABETH R. GILE RUTH ANN M. GILLIS WILLIAM G. GISEL, JR. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |

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| | | | |
|---|---|------|-----|
| | RICHARD J. HIPPLE | Mgmt | For |
| | KRISTEN L. MANOS | Mgmt | For |
| | BETH E. MOONEY | Mgmt | For |
| | BILL R. SANFORD | Mgmt | For |
| | BARBARA R. SNYDER | Mgmt | For |
| | THOMAS C. STEVENS | Mgmt | For |
| 2 | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For |
| 3 | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 4 | SHAREHOLDER PROPOSAL REQUESTING CHAIRMAN BE INDEPENDENT DIRECTOR. | Shr | For |

LAS VEGAS SANDS CORP.

Agen

Security: 517834107
 Meeting Type: Annual
 Meeting Date: 07-Jun-2012
 Ticker: LVS
 ISIN: US5178341070

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR JASON N. ADER MICHAEL A. LEVEN JEFFREY H. SCHWARTZ | Mgmt Mgmt Mgmt | For For For |
| 2. | TO CONSIDER AND ACT UPON THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | TO CONSIDER AND ACT UPON AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS. | Mgmt | Against |

MACY'S INC.

Agen

Security: 55616P104
 Meeting Type: Annual
 Meeting Date: 18-May-2012
 Ticker: M
 ISIN: US55616P1049

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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| | | | |
|-----|---|------|---------|
| 1A. | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MEYER FELDBERG | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: SARA LEVINSON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: TERRY J. LUNDGREN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOSEPH NEUBAUER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOYCE M. ROCHE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: PAUL C. VARGA | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON | Mgmt | For |
| 2. | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2013. | Mgmt | For |
| 3. | APPROVAL OF MACY'S SENIOR EXECUTIVE INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 4. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 5. | SHAREHOLDER PROPOSAL REGARDING RACCOON DOG FUR. | Shr | Against |

MCDONALD'S CORPORATION

Agen

Security: 580135101
Meeting Type: Annual
Meeting Date: 24-May-2012
Ticker: MCD
ISIN: US5801351017

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ROBERT A. ECKERT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JEANNE P. JACKSON | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ANDREW J. MCKENNA | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DONALD THOMPSON | Mgmt | For |

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|----|--|------|---------|
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | APPROVAL OF THE 2012 OMNIBUS STOCK OWNERSHIP PLAN. | Mgmt | For |
| 4. | APPROVAL OF DECLASSIFICATION OF THE BOARD OF DIRECTORS. | Mgmt | For |
| 5. | APPROVAL OF SHAREHOLDERS' RIGHT TO CALL SPECIAL MEETINGS. | Mgmt | For |
| 6. | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2012. | Mgmt | For |
| 7. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT. | Shr | Against |

 MEAD JOHNSON NUTRITION COMPANY

Agen

Security: 582839106
 Meeting Type: Annual
 Meeting Date: 04-May-2012
 Ticker: MJN
 ISIN: US5828391061

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: STEPHEN W. GOLSBY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DR. STEVEN M. ALTSCHULER | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: HOWARD B. BERNICK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KIMBERLY A. CASIANO | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ANNA C. CATALANO | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DR. CELESTE A. CLARK | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES M. CORNELIUS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: PETER G. RATCLIFFE | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DR. ELLIOTT SIGAL | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT S. SINGER | Mgmt | For |
| 2. | ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 3. | THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012 | Mgmt | For |

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MICROSOFT CORPORATION

Agen

Security: 594918104
 Meeting Type: Annual
 Meeting Date: 15-Nov-2011
 Ticker: MSFT
 ISIN: US5949181045

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1 | ELECTION OF DIRECTOR: STEVEN A. BALLMER | Mgmt | For |
| 2 | ELECTION OF DIRECTOR: DINA DUBLON | Mgmt | For |
| 3 | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt | For |
| 4 | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN | Mgmt | For |
| 5 | ELECTION OF DIRECTOR: REED HASTINGS | Mgmt | For |
| 6 | ELECTION OF DIRECTOR: MARIA M. KLAWE | Mgmt | For |
| 7 | ELECTION OF DIRECTOR: DAVID F. MARQUARDT | Mgmt | For |
| 8 | ELECTION OF DIRECTOR: CHARLES H. NOSKI | Mgmt | For |
| 9 | ELECTION OF DIRECTOR: HELMUT PANKE | Mgmt | For |
| 10 | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 11 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year |
| 12 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR. | Mgmt | For |
| 13 | SHAREHOLDER PROPOSAL 1. ESTABLISHMENT OF A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY. | Shr | Against |

MONSANTO COMPANY

Agen

Security: 61166W101
 Meeting Type: Annual
 Meeting Date: 24-Jan-2012
 Ticker: MON
 ISIN: US61166W1018

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: JANICE L. FIELDS | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: HUGH GRANT | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: C. STEVEN MCMILLAN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ROBERT J. STEVENS | Mgmt | For |
| 02 | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012. | Mgmt | For |
| 03 | ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION. | Mgmt | For |
| 04 | APPROVAL OF THE MONSANTO COMPANY 2005 LONG-TERM INCENTIVE PLAN (AS AMENDED AND RESTATED AS OF JANUARY 24, 2012). | Mgmt | For |
| 05 | SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS. | Shr | Against |

 NIKE, INC.

Agen

 Security: 654106103
 Meeting Type: Annual
 Meeting Date: 19-Sep-2011
 Ticker: NKE
 ISIN: US6541061031

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1 | DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE | Mgmt Mgmt Mgmt | For For For |
| 2 | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 3 | TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

 ORACLE CORPORATION

Agen

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Security: 68389X105
 Meeting Type: Annual
 Meeting Date: 12-Oct-2011
 Ticker: ORCL
 ISIN: US68389X1054

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1 | DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 2 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | Against |
| 3 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES RELATING TO EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR FISCAL 2012. | Mgmt | For |
| 5 | ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION. | Shr | For |

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109
 Meeting Type: Annual
 Meeting Date: 09-May-2012
 Ticker: PM
 ISIN: US7181721090

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: HAROLD BROWN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JENNIFER LI | Mgmt | For |

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| | | | |
|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: GRAHAM MACKAY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: SERGIO MARCHIONNE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: KALPANA MORPARIA | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LUCIO A. NOTO | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT B. POLET | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: CARLOS SLIM HELU | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: STEPHEN M. WOLF | Mgmt | For |
| 2. | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS | Mgmt | For |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE | Shr | Against |

 QUALCOMM INCORPORATED

Agen

 Security: 747525103
 Meeting Type: Annual
 Meeting Date: 06-Mar-2012
 Ticker: QCOM
 ISIN: US7475251036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 02 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR | Mgmt | For |

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INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR
FISCAL YEAR ENDING SEPTEMBER 30, 2012.

| | | | |
|----|---|------|---------|
| 03 | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | Against |
| 04 | TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE PLURALITY VOTING PROVISION. | Mgmt | For |

RACKSPACE HOSTING, INC.

Agen

Security: 750086100
Meeting Type: Annual
Meeting Date: 02-May-2012
Ticker: RAX
ISIN: US7500861007

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: S. JAMES BISHKIN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: FRED REICHHELD | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: MARK P. MELLIN | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 03 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE AMENDED AND RESTATED 2007 LONG TERM INCENTIVE PLAN. | Mgmt | For |

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108
Meeting Type: Annual
Meeting Date: 11-Apr-2012
Ticker: SLB
ISIN: AN8068571086

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: PETER L.S. CURRIE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TONY ISAAC | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: K. VAMAN KAMATH | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1D. | ELECTION OF DIRECTOR: PAAL KIBSGAARD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ADRIAN LAJOUS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL E. MARKS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ELIZABETH A. MOLER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LUBNA S. OLAYAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: L. RAFAEL REIF | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: TORE I. SANDVOLD | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: HENRI SEYDOUX | Mgmt | For |
| 2. | TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO APPROVE THE COMPANY'S 2011 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS. | Mgmt | For |
| 4. | TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 5. | TO APPROVE AMENDMENTS TO THE COMPANY'S 2004 STOCK AND DEFERRAL PLAN FOR NON-EMPLOYEE DIRECTORS TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE AND MAKE CERTAIN TECHNICAL CHANGES. | Mgmt | For |

SHIRE PLC

Agen

Security: 82481R106
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: SHPGY
 ISIN: US82481R1068

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2011 AND REPORTS OF THE DIRECTORS AND THE AUDITOR. | Mgmt | For |
| 02 | TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2011. | Mgmt | For |
| 03 | TO RE-ELECT WILLIAM BURNS AS A DIRECTOR OF THE COMPANY. | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| O4 | TO RE-ELECT MATTHEW EMMENS AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O5 | TO RE-ELECT DR. DAVID GINSBURG AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O6 | TO RE-ELECT GRAHAM HETHERINGTON AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O7 | TO RE-ELECT DAVID KAPPLER AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O8 | TO RE-ELECT ANNE MINTO AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O9 | TO RE-ELECT ANGUS RUSSELL AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O10 | TO RE-ELECT DAVID STOUT AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O11 | TO ELECT SUSAN KILSBY AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| O12 | TO RE-APPOINT DELOITTE LLP AS THE COMPANY'S AUDITOR UNTIL THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2013. | Mgmt | For |
| O13 | TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITOR. | Mgmt | For |
| O14 | TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED. ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| S15 | TO RESOLVE THAT, SUBJECT TO THE PASSING OF RESOLUTION 14, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| S16 | TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED, PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| S17 | TO RESOLVE THAT A GENERAL MEETING OF THE COMPANY, OTHER THAN AN ANNUAL GENERAL MEETING, MAY BE CALLED ON NOT LESS THAN 14 | Mgmt | For |

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CLEAR DAYS' NOTICE.

 ST. JUDE MEDICAL, INC. Agen

Security: 790849103
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: STJ
 ISIN: US7908491035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: JOHN W. BROWN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: DANIEL J. STARKS | Mgmt | For |
| 2 | TO APPROVE AMENDMENTS TO THE 2007 EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 3 | TO APPROVE AMENDMENTS TO OUR ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY OUR BOARD OF DIRECTORS. | Mgmt | For |
| 4 | ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |

 SUPERIOR ENERGY SERVICES, INC. Agen

Security: 868157108
 Meeting Type: Special
 Meeting Date: 07-Feb-2012
 Ticker: SPN
 ISIN: US8681571084

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | APPROVAL OF THE ISSUANCE OF SHARES OF SUPERIOR COMMON STOCK TO COMPLETE STOCKHOLDERS PURSUANT TO THE MERGER AGREEMENT. | Mgmt | For |
| 02 | ADOPTION OF AN AMENDMENT TO SUPERIOR'S CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF SUPERIOR COMMON STOCK FROM 125,000,000 SHARES TO 250,000,000 SHARES. | Mgmt | For |

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| | | | |
|----|--|------|-----|
| 03 | AUTHORIZATION OF SUPERIOR'S BOARD OF DIRECTORS, IN ITS DISCRETION, TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF SUPERIOR COMMON STOCK TO COMPLETE STOCKHOLDERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
|----|--|------|-----|

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209
 Meeting Type: Annual
 Meeting Date: 19-Sep-2011
 Ticker: TEVA
 ISIN: US8816242098

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | APPROVE RESOLUTION OF THE BOARD TO DECLARE & DISTRIBUTE CASH DIVIDEND FOR YEAR DECEMBER 31, 2010, PAID IN FOUR INSTALLMENTS IN AN AGGREGATE AMOUNT OF NIS 2.90 PER ORDINARY SHARE (OR ADS). | Mgmt | For |
| 2A | TO APPOINT MR. CHAIM HURVITZ TO THE BOARD OF DIRECTORS. | Mgmt | For |
| 2B | TO APPOINT MR. ORY SLONIM TO THE BOARD OF DIRECTORS. | Mgmt | For |
| 2C | TO APPOINT MR. DAN SUESSKIND TO THE BOARD OF DIRECTORS. | Mgmt | For |
| 3A | APPOINT MR. JOSEPH (YOSSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 3B | APPOINT PROF. DAFNA SCHWARTZ AS A STATUTORY INDEPENDENT DIRECTOR, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 04 | APPOINT KESSELMAN & KESSELMAN, MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 05 | TO APPROVE THE PURCHASE OF DIRECTORS' & OFFICERS' LIABILITY INSURANCE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 6A | TO APPROVE AN INCREASE IN THE REMUNERATION FOR PROF. MOSHE MANY IN HIS CAPACITY AS | Mgmt | For |

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VICE CHAIRMAN OF THE BOARD OF DIRECTORS,
ALL AS MORE FULLY DESCRIBED IN THE PROXY
STATEMENT.

| | | | |
|----|--|------|-----|
| 6B | APPROVE REIMBURSEMENT OF EXPENSES TO DR. PHILLIP FROST, CHAIRMAN OF BOARD, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
|----|--|------|-----|

THE BOEING COMPANY

Agen

Security: 097023105
Meeting Type: Annual
Meeting Date: 30-Apr-2012
Ticker: BA
ISIN: US0970231058

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DAVID L. CALHOUN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: LINDA Z. COOK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: EDWARD M. LIDDY | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012. | Mgmt | For |
| 4. | REPORT ON POLITICAL AND TRADE ASSOCIATION CONTRIBUTIONS. | Shr | Against |
| 5. | ACTION BY WRITTEN CONSENT. | Shr | For |

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| | | | |
|----|--|-----|-----|
| 6. | RETENTION OF SIGNIFICANT STOCK BY FORMER EXECUTIVES. | Shr | For |
| 7. | EXTRAORDINARY RETIREMENT BENEFITS. | Shr | For |

 THE COCA-COLA COMPANY

Agen

 Security: 191216100
 Meeting Type: Annual
 Meeting Date: 25-Apr-2012
 Ticker: KO
 ISIN: US1912161007

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: HERBERT A. ALLEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RONALD W. ALLEN | Mgmt | Against |
| 1C. | ELECTION OF DIRECTOR: HOWARD G. BUFFETT | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: RICHARD M. DALEY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: BARRY DILLER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: EVAN G. GREENBERG | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ALEXIS M. HERMAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MUHTAR KENT | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DONALD R. KEOUGH | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT A. KOTICK | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DONALD F. MCHENRY | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: SAM NUNN | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: JAMES D. ROBINSON III | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: PETER V. UEERROTH | Mgmt | For |
| 1P. | ELECTION OF DIRECTOR: JACOB WALLENBERG | Mgmt | For |
| 1Q. | ELECTION OF DIRECTOR: JAMES B. WILLIAMS | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |

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 THE ESTEE LAUDER COMPANIES INC.

Agen

Security: 518439104
 Meeting Type: Annual
 Meeting Date: 11-Nov-2011
 Ticker: EL
 ISIN: US5184391044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--------------------------------------|---------------------------------|
| 01 | DIRECTOR CHARLENE BARSHEFSKY WEI SUN CHRISTIANSON FABRIZIO FREDA JANE LAUDER LEONARD A. LAUDER | Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| 02 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 03 | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 04 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR. | Mgmt | For |

 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: PNC
 ISIN: US6934751057

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD O. BERNDT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CHARLES E. BUNCH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: PAUL W. CHELLGREN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KAY COLES JAMES | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: RICHARD B. KELSON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: BRUCE C. LINDSAY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ANTHONY A. MASSARO | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1H. | ELECTION OF DIRECTOR: JANE G. PEPPER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES E. ROHR | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DONALD J. SHEPARD | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LORENE K. STEFFES | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DENNIS F. STRIGL | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: THOMAS J. USHER | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR. | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: HELGE H. WEHMEIER | Mgmt | For |
| 2. | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |

THE TIMKEN COMPANY

Agen

Security: 887389104
 Meeting Type: Annual
 Meeting Date: 08-May-2012
 Ticker: TKR
 ISIN: US8873891043

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------------------|--------------------------|
| 1 | DIRECTOR JOSEPH W. RALSTON JOHN P. REILLY JOHN M. TIMKEN, JR. JACQUELINE F. WOODS | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 2 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3 | TO APPROVE, ON AN ADVISORY BASIS, A RESOLUTION REGARDING NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |

THE TJX COMPANIES, INC.

Agen

Security: 872540109
 Meeting Type: Annual

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Meeting Date: 13-Jun-2012
 Ticker: TJX
 ISIN: US8725401090

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ZEIN ABDALLA | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOSE B. ALVAREZ | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ALAN M. BENNETT | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: BERNARD CAMMARATA | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DAVID T. CHING | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MICHAEL F. HINES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: AMY B. LANE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CAROL MEYROWITZ | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN F. O'BRIEN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLOW B. SHIRE | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | APPROVAL OF MATERIAL TERMS OF EXECUTIVE OFFICER PERFORMANCE GOALS UNDER CASH INCENTIVE PLANS. | Mgmt | For |
| 4. | ADVISORY APPROVAL OF TJX'S EXECUTIVE COMPENSATION. | Mgmt | For |

THE WALT DISNEY COMPANY

Agen

Security: 254687106
 Meeting Type: Annual
 Meeting Date: 13-Mar-2012
 Ticker: DIS
 ISIN: US2546871060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: SUSAN E. ARNOLD | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JOHN S. CHEN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JUDITH L. ESTRIN | Mgmt | Against |
| 1D | ELECTION OF DIRECTOR: ROBERT A. IGER | Mgmt | For |

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| | | | |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: FRED H. LANGHAMMER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: AYLWIN B. LEWIS | Mgmt | Against |
| 1G | ELECTION OF DIRECTOR: MONICA C. LOZANO | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT | Mgmt | Against |
| 1I | ELECTION OF DIRECTOR: SHERYL K. SANDBERG | Mgmt | Against |
| 1J | ELECTION OF DIRECTOR: ORIN C. SMITH | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2012. | Mgmt | For |
| 03 | TO APPROVE AN AMENDMENT TO THE 2011 STOCK INCENTIVE PLAN. | Mgmt | For |
| 04 | TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | Mgmt | Against |

THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102
Meeting Type: Annual
Meeting Date: 23-May-2012
Ticker: TMO
ISIN: US8835561023

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: C. MARTIN HARRIS | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JUDY C. LEWENT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JIM P. MANZI | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: LARS R. SORENSEN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ELAINE S. ULLIAN | Mgmt | For |
| 2. | AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2012. | Mgmt | For |

TIDEWATER INC.

Agen

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Security: 886423102
 Meeting Type: Annual
 Meeting Date: 14-Jul-2011
 Ticker: TDW
 ISIN: US8864231027

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR M. JAY ALLISON JAMES C. DAY RICHARD T. DU MOULIN MORRIS E. FOSTER J. WAYNE LEONARD JON C. MADONNA JOSEPH H. NETHERLAND RICHARD A. PATTAROZZI NICHOLAS J. SUTTON CINDY B. TAYLOR DEAN E. TAYLOR JACK E. THOMPSON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 02 | SAY ON PAY VOTE - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (AS DISCLOSED IN THE PROXY STATEMENT). | Mgmt | For |
| 03 | FREQUENCY VOTE - AN ADVISORY VOTE ON HOW OFTEN THE COMPANY SHOULD HOLD THE SAY ON PAY VOTE. | Mgmt | 1 Year |
| 04 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2012. | Mgmt | For |

UNION PACIFIC CORPORATION

Agen

Security: 907818108
 Meeting Type: Annual
 Meeting Date: 10-May-2012
 Ticker: UNP
 ISIN: US9078181081

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: A.H. CARD, JR. | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: E.B. DAVIS, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: T.J. DONOHUE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: A.W. DUNHAM | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: J.R. HOPE | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1F. | ELECTION OF DIRECTOR: C.C. KRULAK | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: M.R. MCCARTHY | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: M.W. MCCONNELL | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: T.F. MCLARTY III | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: S.R. ROGEL | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: J.H. VILLARREAL | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: J.R. YOUNG | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY"). | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr | Against |
| 5. | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE STOCK OWNERSHIP IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr | For |

 UNITED PARCEL SERVICE, INC.

Agen

 Security: 911312106
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: UPS
 ISIN: US9113121068

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A) | ELECTION OF DIRECTOR: F. DUANE ACKERMAN | Mgmt | For |
| 1B) | ELECTION OF DIRECTOR: MICHAEL J. BURNS | Mgmt | For |
| 1C) | ELECTION OF DIRECTOR: D. SCOTT DAVIS | Mgmt | For |
| 1D) | ELECTION OF DIRECTOR: STUART E. EIZENSTAT | Mgmt | For |
| 1E) | ELECTION OF DIRECTOR: MICHAEL L. ESKEW | Mgmt | For |
| 1F) | ELECTION OF DIRECTOR: WILLIAM R. JOHNSON | Mgmt | For |
| 1G) | ELECTION OF DIRECTOR: CANDACE KENDLE | Mgmt | For |
| 1H) | ELECTION OF DIRECTOR: ANN M. LIVERMORE | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1I) | ELECTION OF DIRECTOR: RUDY H.P. MARKHAM | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: CLARK T. RANDT, JR. | Mgmt | For |
| 1K) | ELECTION OF DIRECTOR: JOHN W. THOMPSON | Mgmt | For |
| 1L) | ELECTION OF DIRECTOR: CAROL B. TOME | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS UPS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3. | TO APPROVE THE 2012 OMNIBUS INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 4. | TO APPROVE THE AMENDMENT TO THE DISCOUNTED EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 5. | THE SHAREOWNER PROPOSAL REGARDING LOBBYING DISCLOSURE. | Shr | Against |

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109
 Meeting Type: Annual
 Meeting Date: 11-Apr-2012
 Ticker: UTX
 ISIN: US9130171096

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN V. FARACI | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMIE S. GORELICK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDWARD A. KANGAS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HAROLD MCGRAW III | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: H. PATRICK SWYGERT | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ANDRE VILLENEUVE | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN | Mgmt | For |

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- | | | | |
|----|---|------|---------|
| 2. | APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | Against |

 UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102
 Meeting Type: Annual
 Meeting Date: 04-Jun-2012
 Ticker: UNH
 ISIN: US91324P1021

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR. | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RICHARD T. BURKE | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ROBERT J. DARRETTA | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MICHELE J. HOOPER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: RODGER A. LAWSON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: GLENN M. RENWICK | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D. | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D. | Mgmt | For |
| 2. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 4. | CONSIDERATION OF THE SHAREHOLDER PROPOSAL SET FORTH IN THE PROXY STATEMENT, IF PROPERLY PRESENTED AT THE 2012 ANNUAL MEETING OF SHAREHOLDERS. | Shr | Against |

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 URBAN OUTFITTERS, INC. Agen

Security: 917047102
 Meeting Type: Annual
 Meeting Date: 22-May-2012
 Ticker: URBN
 ISIN: US9170471026

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|----------------------|
| 1 | DIRECTOR RICHARD A. HAYNE HARRY S. CHERKEN, JR. | Mgmt Mgmt | Withheld Withheld |
| 2 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013. | Mgmt | For |
| 3 | SHAREHOLDER PROPOSAL REGARDING BOARD NOMINEE REQUIREMENTS. | Shr | Against |
| 4 | SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS. | Shr | For |
| 5 | SHAREHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD. | Shr | For |

 VARIAN MEDICAL SYSTEMS, INC. Agen

Security: 92220P105
 Meeting Type: Annual
 Meeting Date: 09-Feb-2012
 Ticker: VAR
 ISIN: US92220P1057

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 01 | DIRECTOR TIMOTHY E. GUERTIN DAVID J. ILLINGWORTH R. NAUMANN-ETIENNE | Mgmt Mgmt Mgmt | For For For |
| 02 | TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 03 | TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE VARIAN MEDICAL SYSTEMS, INC. 2005 OMNIBUS STOCK PLAN. | Mgmt | For |

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04 TO RATIFY THE APPOINTMENT OF Mgmt For
 PRICEWATERHOUSECOOPERS LLP AS VARIAN
 MEDICAL SYSTEMS, INC.'S INDEPENDENT
 REGISTERED PUBLIC ACCOUNTING FIRM FOR
 FISCAL YEAR 2012.

 VERISIGN, INC. Agen

 Security: 92343E102
 Meeting Type: Annual
 Meeting Date: 24-May-2012
 Ticker: VRSN
 ISIN: US92343E1029

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: D. JAMES BIDZOS | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: WILLIAM L. CHENEVICH | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: KATHLEEN A. COTE | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ROGER H. MOORE | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JOHN D. ROACH | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: LOUIS A. SIMPSON | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: TIMOTHY TOMLINSON | Mgmt | For |
| 2 | TO APPROVE, ON AN ADVISORY BASIS, VERISIGN, INC.'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3 | TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |

 WALTER INVESTMENT MGMT. CORP Agen

 Security: 93317W102
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: WAC
 ISIN: US93317W1027

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 1 | DIRECTOR | | |

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| | | | |
|---|--|------|-----|
| | MARK O'BRIEN | Mgmt | For |
| | SHANNON SMITH | Mgmt | For |
| 2 | ADVISORY VOTE ON EXECUTIVE COMPENSATION FOR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3 | APPROVAL AND RATIFICATION OF REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM. PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR. | Mgmt | For |

WATSON PHARMACEUTICALS, INC.

Agen

Security: 942683103
Meeting Type: Annual
Meeting Date: 11-May-2012
Ticker: WPI
ISIN: US9426831031

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JACK MICHELSON | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RONALD R. TAYLOR | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ANDREW L. TURNER | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | TO APPROVE AN ANNUAL INCENTIVE PLAN WHICH, IF APPROVED, IS GENERALLY INTENDED TO ALLOW COMPENSATION PAID THEREUNDER TO COVERED EMPLOYEES TO QUALIFY AS "QUALIFIED PERFORMANCE-BASED COMPENSATION" WITHIN THE MEANING OF 162(M) OF THE UNITED STATES INTERNAL REVENUE CODE (AS AMENDED) (THE "CODE"). | Mgmt | For |
| 4. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |

WELLS FARGO & COMPANY

Agen

Security: 949746101
Meeting Type: Annual
Meeting Date: 24-Apr-2012

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Ticker: WFC
ISIN: US9497461015

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A) | ELECTION OF DIRECTOR: JOHN D. BAKER II | Mgmt | For |
| 1B) | ELECTION OF DIRECTOR: ELAINE L. CHAO | Mgmt | For |
| 1C) | ELECTION OF DIRECTOR: JOHN S. CHEN | Mgmt | For |
| 1D) | ELECTION OF DIRECTOR: LLOYD H. DEAN | Mgmt | For |
| 1E) | ELECTION OF DIRECTOR: SUSAN E. ENGEL | Mgmt | For |
| 1F) | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt | For |
| 1G) | ELECTION OF DIRECTOR: DONALD M. JAMES | Mgmt | For |
| 1H) | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN | Mgmt | For |
| 1I) | ELECTION OF DIRECTOR: NICHOLAS G. MOORE | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: FEDERICO F. PENA | Mgmt | For |
| 1K) | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY | Mgmt | Against |
| 1L) | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD | Mgmt | For |
| 1M) | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | For |
| 1N) | ELECTION OF DIRECTOR: JOHN G. STUMPF | Mgmt | For |
| 1O) | ELECTION OF DIRECTOR: SUSAN G. SWENSON | Mgmt | For |
| 2. | PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION. | Mgmt | For |
| 3. | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2012. | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN. | Shr | For |
| 5. | STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS. | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL TO AMEND THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS TO NOMINATE DIRECTOR CANDIDATES FOR INCLUSION IN THE COMPANY'S PROXY MATERIALS. | Shr | For |
| 7. | STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS. | Shr | Against |

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* Management position unknown

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) | Eaton Vance Enhanced Equity Income Fund II |
| By (Signature) | /s/ Walter A. Row, III |
| Name | Walter A. Row, III |
| Title | President |
| Date | 08/07/2012 |