

BOULDER GROWTH & INCOME FUND
Form N-PX
August 31, 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: 811-02328

BOULDER GROWTH & INCOME FUND, INC.
(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A, Boulder, CO 80302
(Address of principal executive offices) (Zip code)

Stephen C. Miller
2344 Spruce Street, Suite A, Boulder, CO 80302
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: November 30

Date of reporting period: July 1, 2011 – June 30, 2012

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

Proxy Voting Record

For Period July 1, 2011 to June 30, 2012

R GROWTH & INCOME FUND, INC.

ng 07/01/2011 to

Issuer	Ticker Symbol	CUSIP	Shareholder Meeting Date	Record Date	Proposal Number	Description of Matter Voted On	Matter Proposed By Issuer or Holder	Vote Cast	Vote	M
WIDE PROPERTIES,	NHP	638620104	7/1/2011	5/13/2011	1	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 27, 2011, BY AND AMONG VENTAS, INC., ITS WHOLLY OWNED SUBSIDIARY, NEEDLES ACQUISITION LLC, AND NATIONWIDE HEALTH PROPERTIES, INC. (NHP), AND APPROVE THE MERGER OF NHP WITH AND INTO NEEDLES AQUISITION LLC AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER.	Issuer	Yes	For	
DUKE ENERGY,	PGN	743263105	8/23/2011	7/5/2011	1	TO APPROVE THE PLAN OF MERGER CONTAINED IN THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 8, 2011, BY AND AMONG DUKE ENERGY CORPORATION, DIAMOND ACQUISITION CORPORATION AND PROGRESS ENEGRY, INC., AS IT MAY BE AMENDED FROM TIME TO TIME, AND THE MERGER DESCRIBED	Issuer	Yes	For	

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						THEREIN.			
					2	TO ADJOURN THE PROGRESS ENERGY, INC. SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER PROPOSAL.	Issuer	Abstain	Abstain
orporation	HRS	413875105	10/28/2011	8/31/2011	1	Election of Director:	Issuer	Yes	For
						1A - Election of Director: Howard L. Lance	Issuer	Yes	For
						1B - Election of Director: Thomas A. Dattilo	Issuer	Yes	For
						1C - Election of Director: Terry D. Growcock	Issuer	Yes	For
						1D - Election of Director: Lewis Hay III	Issuer	Yes	For
						1E - Election of Director: Karen Katen	Issuer	Yes	For
						1F - Election of Director: Stephen P. Kaufman	Issuer	Yes	For
						1G - Election of Director: Leslie F. Kenne	Issuer	Yes	For
						1H - Election of Director: David B. Rickard	Issuer	Yes	For
						1I - Election of Director: James C. Stoffel	Issuer	Yes	For
						1J - Election of Director: Gregory T. Swienton	Issuer	Yes	For
						1K - Election of Director: Hansel E. Tookes II	Issuer	Yes	For
					2	Advisory vote on executive compensation.	Issuer	Yes	Against
					3	Advisory vote on frequency of future advisory votes on executive compensation.	Issuer	Yes	1 yr
					4	Ratification of appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal year 2012	Issuer	Yes	For
					5	Shareholder proposal requesting approval of an amendment to our by-laws to require an independent chairman of the board.	Holder	Yes	Against
C	DEO	25243Q205	10/19/2011	9/9/2011	1	Report and accounts 2011.	Issuer	Yes	For
					2		Issuer	Yes	For

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					Directors' remuneration report 2011.			
					3 Declaration of final dividend.	Issuer	Yes	For
					4 Re-election of PB Bruzelius as a director.	Issuer	Yes	For
					5 Re-election of LM Danon as a director.	Issuer	Yes	For
					6 Re-election of Lord Davies as a director.	Issuer	Yes	For
					7 Re-election of BD Holden as a director.	Issuer	Yes	For
					8 Re-election of Dr FB Humer as a director.	Issuer	Yes	For
					9 Re-election of D Mahlan as a director.	Issuer	Yes	For
					10 Re-election of PG Scott as a director.	Issuer	Yes	For
					11 Re-election of HT Stitzler as a director.	Issuer	Yes	For
					12 Re-election of PS Walsh as a director.	Issuer	Yes	For
					13 Re-appointment of auditor.	Issuer	Yes	For
					14 Remuneration of auditor.	Issuer	Yes	For
					15 Authority to allot shares.	Issuer	Yes	For
					16 Disapplication of pre-emption rights.	Issuer	Yes	For
					17 Authority to purchase own ordinary shares.	Issuer	Yes	For
					18 Authority to make political donations and/or to incur political expenditure in the EU.	Issuer	Abstain	Abstain
					19 Reduced notice of a general meeting other than an annual general meeting.	Issuer	Yes	Against
aymore Global AGC-W 007639305 10/25/2011 9/6/2011 & In W7					1A Election of Trustee: Mr. Daniel L. Black	Issuer	Yes	For
					1B Election of Trustee: Mr. Michael A. Smart	Issuer	Yes	For
r & Gamble	PG	742718109	40827	40767	Election of directors. Nominees:			
					1a Angela F. Braly	Issuer	Yes	For
					1b Kenneth I. Chenault	Issuer	Yes	For
					1c Scott D. Cook	Issuer	Yes	For
					1d Susan Desmond-Hellmann	Issuer	Yes	For
					1e Robert A. McDonald	Issuer	Yes	For
					1f W. James McNerney	Issuer	Yes	For
					1g Jonathan A. Rodgers	Issuer	Yes	For
					1h Margaret C. Whitman	Issuer	Yes	For
					1i Mary Agnes Wilderotter	Issuer	Yes	For

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					1j	Patricial A. Woertz	Issuer	Yes	For
					1k	Ernesto Zedillo	Issuer	Yes	For
					2	Ratify the appointment of the independent registered public accounting firm.	Issuer	Yes	For
					3	Advisory vote to approve the company's say on pay vote (pages 65-66 of proxy statement).	Issuer	Yes	For
					4	Advisory vote to recommend the frequency of the say on pay vote (pages 66-67 of proxy statement).	Issuer	Yes	1 yr
					5	Amend the compnay's amended articles of incorporation (page 67 of proxy statement).	Issuer	Yes	For
					6	Shareholder Proposal #1 - cumulative voting (page 68 of proxy statement).	Holder	Yes	For
					7	Shareholder Proposal #2 - animal testing (pages 69-70 of proxy statement).	Holder	Yes	Against
					8	Shareholder proposal #3 - electioneering contributions (pages 70-72 of proxy statement).	Holder	Yes	Against
ASIA PACIFIC REAL ESTATE INVESTMENT ADVISORS, INC.	RAP	76970B101	12/13/2011	10/24/2011	1	TO APPROVE THE ISSUANCE OF COMMON SHARES OF RMR ASIA PACIFIC REAL ESTATE FUND ("RAP") IN CONNECTION WITH AN AGREEMENT AND PLAN OF REORGANIZATION PROVIDING FOR THE REORGANIZATION OF RMR REAL ESTATE INCOME FUND WITH AND INTO RAP.	Issuer	Yes	For
					2	TO APPROVE CHANGES TO THE FUNDAMENTAL INVESTMENT OBJECTIVES AND RESTRICTIONS OF RAP.	Issuer	Yes	For
					3	TO APPROVE A NEW INVESTMENT ADVISORY CONTRACT BETWEEN RAP AND RMR ADVISORS, INC.	Issuer	Yes	For
					4	Election of Director: John L. Harrington	Issuer	Yes	For
LEDE INC.	LG	505597104	1/26/2012	12/1/2011	1	Election of directors. Nominees:			
						01- ARNOLD W. DONALD	Issuer	Yes	For
						02- ANTHONY V. LENESS	Issuer	Yes	For
						03- WILLIAM E. NASSER	Issuer	Yes	For
						04- SUZANNE SITHERWOOD	Issuer	Yes	For

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					2	APPROVE THE LACLEDE GROUP 2006 EQUITY INCENTIVE PLAN AS AMENDED.	Issuer	Yes	For
					3	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012.	Issuer	Yes	For
					4	GRANT DISCRETIONARY AUTHORITY TO VOTE ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.	Issuer	Yes	Against
ENERGY ATION	ATO	049560105	2/8/2012	12/12/2011	1	Election of directors. Nominees:			
						1A - ELECTION OF DIRECTOR: KIM R. COCKLIN	Issuer	Yes	For
						1B - ELECTION OF DIRECTOR: RICHARD W. DOUGLAS	Issuer	Yes	For
						1C - ELECTION OF DIRECTOR: RUBEN E. ESQUIVEL	Issuer	Yes	For
						1D - ELECTION OF DIRECTOR: RICHARD K. GORDON	Issuer	Yes	For
						1E - ELECTION OF DIRECTOR: THOMAS C. MEREDITH	Issuer	Yes	For
						1F - ELECTION OF DIRECTOR: NANCY K. QUINN	Issuer	Yes	For
						1G - ELECTION OF DIRECTOR: STEPHEN R. SPRINGER	Issuer	Yes	For
						1H - ELECTION OF DIRECTOR: RICHARD WARE II	Issuer	Yes	For
					2	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Issuer	Yes	For
					3	PROPOSAL FOR AN ADVISORY VOTE BY SHAREHOLDERS TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS FOR FISCAL 2011 ("SAY ON PAY").	Issuer	Yes	For
DINGS, INC.	WGL	92924F106	3/1/2012	1/3/2012	1	Election of directors. Nominees:			

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					1) MICHAEL D. BARNES	Issuer	Yes	For	
					2) GEORGE P. CLANCY, JR.	Issuer	Yes	For	
					3) JAMES W. DYKE, JR.	Issuer	Yes	For	
					4) MELVYN J. ESTRIN	Issuer	Yes	For	
					5) NANCY C. FLOYD	Issuer	Yes	For	
					6) JAMES F. LAFOND	Issuer	Yes	For	
					7) DEBRA L. LEE	Issuer	Yes	For	
					8) TERRY D. MCCALLISTER	Issuer	Yes	For	
				2	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012.	Issuer	Yes	For	
				3	PROPOSAL TO RE-APPROVE THE WGL HOLDINGS, INC. OMNIBUS INCENTIVE COMPENSATION PLAN.	Issuer	Yes	Against	
				4	PROPOSAL TO APPROVE, BY NON-BINDING VOTE, COMPENSATION PAID TO CERTAIN EXECUTIVE OFFICERS.	Issuer	Yes	For	
				5	PROPOSAL TO PROVIDE CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS.	Holder	Yes	For	
N	BEN	354613101	3/14/2012	1/17/2012	1	Election of directors. Nominees:			
ES, INC.						1A - ELECTION OF DIRECTOR: SAMUEL H. ARMACOST	Issuer	Yes	For
						1B - ELECTION OF DIRECTOR: CHARLES CROCKER	Issuer	Yes	For
						1C - ELECTION OF DIRECTOR: JOSEPH R. HARDIMAN	Issuer	Yes	For
						1D - ELECTION OF DIRECTOR: CHARLES B. JOHNSON	Issuer	Yes	For
						1E - ELECTION OF DIRECTOR: GREGORY E. JOHNSON	Issuer	Yes	For
						1F - ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR.	Issuer	Yes	For
						1G - ELECTION OF DIRECTOR: MARK C. PIGOTT	Issuer	Yes	For
						1H - ELECTION OF DIRECTOR: CHUTTA RATNATHICAM	Issuer	Yes	For
						1I - ELECTION OF DIRECTOR: LAURA STEIN	Issuer	Yes	For
						1J - ELECTION OF DIRECTOR: ANNE M. TATLOCK	Issuer	Yes	For
						1K - ELECTION OF DIRECTOR: GEOFFREY Y. YANG	Issuer	Yes	For

				2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2012.	Issuer	Yes	For
PKX	693483109	3/16/2012	12/30/2011	1	APPROVAL OF BALANCE SHEET (STATEMENTS OF FINANCIAL POSITION), STATEMENTS OF INCOME, AND STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS FOR THE 44TH FISCAL YEAR	Issuer	Yes	For
				2	PARTIAL AMENDMENTS TO ARTICLES OF INCORPORATION	Issuer	Yes	For
				3A1	ELECTION OF OUTSIDE DIRECTOR: HAN, JOON-HO	Issuer	Yes	For
				3A2	ELECTION OF OUTSIDE DIRECTOR: LEE, YOUNG-SUN	Issuer	Yes	For
				3A3	ELECTION OF OUTSIDE DIRECTOR: LEE, CHANG-HEE	Issuer	Yes	For
				3A4	ELECTION OF OUTSIDE DIRECTOR: JAMES B. BEMOWSKI	Issuer	Yes	For
				3B1	ELECTION OF AUDIT COMMITTEE MEMBER: LEE, YOUNG-SUN	Issuer	Yes	For
				3B2	ELECTION OF AUDIT COMMITTEE MEMBER: LEE, CHANG-HEE	Issuer	Yes	For
				3C1	ELECTION OF INSIDE DIRECTOR: CHUNG, JOON-YANG	Issuer	Yes	For
				3C2	ELECTION OF INSIDE DIRECTOR: PARK, HAN-YONG	Issuer	Yes	For
				3C3	ELECTION OF INSIDE DIRECTOR: CHO, NOI-HA	Issuer	Yes	For
				3C4	ELECTION OF INSIDE DIRECTOR: PARK, KI-HONG	Issuer	Yes	For
				3C5	ELECTION OF INSIDE DIRECTOR: KIM, JOON-SIK	Issuer	Yes	For
				4	APPROVAL OF LIMITS OF TOTAL REMUNERATION FOR DIRECTORS	Issuer	Yes	For
				5	PAYMENT OF SPECIAL REMUNERATION FOR	Issuer	Yes	For

					MERITORIOUS SERVICES TO THE LATE HONORARY CHAIRMAN PARK, TAE-JOON				
RGY, LLC	LINE	536020100	4/24/2012	3/1/2012	1	Election of directors. Nominees:			
						1) GEORGE A. ALCORN	Issuer	Yes	For
						2) MARK E. ELLIS	Issuer	Yes	For
						3) TERRENCE S. JACOBS	Issuer	Yes	For
						4) MICHAEL C. LINN	Issuer	Yes	For
						5) JOSEPH P. MCCOY	Issuer	Yes	For
						6) JEFFREY C. SWOVELAND	Issuer	Yes	For
					2	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
AN AM S,L.P.	MMP	559080106	4/24/2012	2/24/2012	1	Election of directors. Nominees:			
						1) ROBERT G. CROYLE	Issuer	Yes	For
						2) BARRY R. PEARL	Issuer	Yes	For
					2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For
					3	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR	Issuer	Yes	For
N ELECTRIC COMPANY,	AEP	025537101	4/24/2012	2/27/2012	1	Election of directors. Nominees:			
						1A ELECTION OF DIRECTOR: NICHOLAS K. AKINS	Issuer	Yes	For
						1B ELECTION OF DIRECTOR: DAVID J. ANDERSON	Issuer	Yes	For
						1C ELECTION OF DIRECTOR: JAMES F. CORDES	Issuer	Yes	For
						1D ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Issuer	Yes	For
						1E ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Issuer	Yes	For
						1F ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Issuer	Yes	For
						1G ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Issuer	Yes	For
						1H ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Issuer	Yes	For
						1I ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Issuer	Yes	For

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					1J ELECTION OF DIRECTOR: RICHARD L. SANDOR	Issuer	Yes	For
					1K ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Issuer	Yes	For
					1L ELECTION OF DIRECTOR: JOHN F. TURNER	Issuer	Yes	For
				2	APPROVAL OF THE AMERICAN ELECTRIC POWER SYSTEM SENIOR OFFICER INCENTIVE PLAN.	Issuer	Yes	For
				3	APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
				4	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For
& JOHNSON	JNJ	478160104	4/26/2012	2/28/2012	1 Election of directors. Nominees:			
					1a. ELECTION OF DIRECTOR: MARY SUE COLEMAN	Issuer	Yes	For
					1b. ELECTION OF DIRECTOR: JAMES G. CULLEN	Issuer	Yes	For
					1c. ELECTION OF DIRECTOR: IAN E.L. DAVIS	Issuer	Yes	For
					1d. ELECTION OF DIRECTOR: ALEX GORSKY	Issuer	Yes	For
					1e. ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Issuer	Yes	For
					1f. ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Issuer	Yes	For
					1g. ELECTION OF DIRECTOR: ANNE M. MULCAHY	Issuer	Yes	For
					1h. ELECTION OF DIRECTOR: LEO F. MULLIN	Issuer	Yes	For
					1i. ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Issuer	Yes	For
					1j. ELECTION OF DIRECTOR: CHARLES PRINCE	Issuer	Yes	For
					1k. ELECTION OF DIRECTOR: DAVID SATCHER	Issuer	Yes	For
					1l. ELECTION OF DIRECTOR: WILLIAM C. WELDON	Issuer	Yes	For
					1m. ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Issuer	Yes	For
				2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
				3		Issuer	Yes	For

						APPROVAL OF THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN			
					4	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Issuer	Yes	For
					5	SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Holder	Yes	Against
					6	SHAREHOLDER PROPOSAL ON BINDING VOTE ON POLITICAL CONTRIBUTIONS	Holder	Yes	Against
					7	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Holder	Yes	Against
DR	SNY	80105N105	5/4/2012	3/26/2012	1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2011	Issuer	Yes	For
					2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2011	Issuer	Yes	For
					3	APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Issuer	Yes	For
					4	APPOINTMENT OF MR. LAURENT ATTAL AS DIRECTOR	Issuer	Yes	For
					5	REAPPOINTMENT OF MR. UWE BICKER AS DIRECTOR	Issuer	Yes	For
					6	REAPPOINTMENT OF MR. JEAN-RENE FOURTOU AS DIRECTOR	Issuer	Yes	For
					7	REAPPOINTMENT OF MS. CLAUDIE HAIGNERE AS DIRECTOR	Issuer	Yes	For
					8	REAPPOINTMENT OF MS. CAROLE PIWNICA AS DIRECTOR	Issuer	Yes	For
					9	REAPPOINTMENT OF MR. KLAUS POHLE AS DIRECTOR	Issuer	Yes	For
					10	APPOINTMENT OF A STATUTORY AUDITOR	Issuer	Yes	For
					11	APPOINTMENT OF A DEPUTY STATUTORY AUDITOR	Issuer	Yes	For
					12		Issuer	Yes	For

					RATIFICATION OF THE TRANSFER OF THE REGISTERED OFFICE				
					13	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Issuer	Yes	For
					14	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT EXISTING OR NEW CONSIDERATION-FREE SHARES TO SOME OR ALL SALARIED EMPLOYEES AND CORPORATE OFFICERS OF THE GROUP	Issuer	Yes	For
					15	POWERS FOR FORMALITIES	Issuer	Yes	For
RE DISTRICT C COMPANY	EDE	291641108	4/26/2012	2/27/2012	1	Election of directors. Nominees:			
						1) D. RANDY LANEY	Issuer	Yes	For
						2) BONNIE C. LIND	Issuer	Yes	For
						3) B. THOMAS MUELLER	Issuer	Yes	For
						4) PAUL R. PORTNEY	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	TO VOTE UPON A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Issuer	Yes	For
STEERS STRUCTURE C	UTF	19248A109	4/26/2012	2/21/2012	1	Election of directors. Nominees:			
						1) GEORGE GROSSMAN	Issuer	Yes	For
						2) ROBERT H. STEERS	Issuer	Yes	For
						3) C. EDWARD WARD JR.	Issuer	Yes	For
	HCP	40414L109	4/26/2012	3/2/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: JAMES F. FLAHERTY III	Issuer	Yes	For

						1B. ELECTION OF DIRECTOR: CHRISTINE N. GARVEY	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: DAVID B. HENRY	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: LAURALEE E. MARTIN	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: MICHAEL D. MCKEE	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: PETER L. RHEIN	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: KENNETH B. ROATH	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: JOSEPH P. SULLIVAN	Issuer	Yes	For
				2		RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS HCP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
				3		ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
POINT INC.	CNP	15189T107	4/26/2012	2/27/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: DONALD R. CAMPBELL	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: MILTON CARROLL	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: O. HOLCOMBE CROSSWELL	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: MICHAEL P. JOHNSON	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: JANIECE M. LONGORIA	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: DAVID M. MCCLANAHAN	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: SUSAN O. RHENEY	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: R.A. WALKER	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: PETER S. WAREING	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: SHERMAN M. WOLFF	Issuer	Yes	For
				2		RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2012.	Issuer	Yes	For
				3			Issuer	Yes	For

APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.									
N EXPRESS Y	AXP	025816109	4/30/2012	3/1/2012	1	Election of directors. Nominees:			
						1) C. BARSHEFSKY	Issuer	Yes	For
						2) U.M. BURNS	Issuer	Yes	For
						3) K.I. CHENAULT	Issuer	Yes	For
						4) P. CHERNIN	Issuer	Yes	For
						5) T.J. LEONSIS	Issuer	Yes	For
						6) J. LESCHLY	Issuer	Yes	For
						7) R.C. LEVIN	Issuer	Yes	For
						8) R.A. MCGINN	Issuer	Yes	For
						9) E.D. MILLER	Issuer	Yes	For
						10) S.S REINEMUND	Issuer	Yes	For
						11) R.D. WALTER	Issuer	Yes	For
						12) R.A. WILLIAMS	Issuer	Yes	For
					2	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	APPROVAL OF PERFORMANCE GOALS AND AWARD LIMITS UNDER 2007 INCENTIVE COMPENSATION PLAN.	Issuer	Yes	For
					5	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Holder	Yes	For
					6	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Holder	Yes	Against
WTH ENERGY ATION	PGH	70706P104	5/2/2012	3/26/2012	1	APPOINTMENT OF KPMG LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Issuer	Yes	For
					2	Election of directors. Nominees:			
						1) DEREK W. EVANS	Issuer	Yes	For
						2) JOHN B. ZAOZIRNY	Issuer	Yes	For
						3) THOMAS A. CUMMING	Issuer	Yes	For
						4) WAYNE K. FOO	Issuer	Yes	For

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						5) JAMES D. MCFARLAND	Issuer	Yes	For
						6) MICHAEL S. PARRETT	Issuer	Yes	For
						7) A. TERENCE POOLE	Issuer	Yes	For
						8) D. MICHAEL G. STEWART	Issuer	Yes	For
N PROPANE S, L.P.	SPH	864482104	5/1/2012	3/5/2012	1	Election of directors. Nominees:			
						1) HAROLD R. LOGAN, JR.	Issuer	Yes	For
						2) JOHN HOYT STOOKEY	Issuer	Yes	For
						3) DUDLEY C. MECUM	Issuer	Yes	For
						4) JOHN D. COLLINS	Issuer	Yes	For
						5) JANE SWIFT	Issuer	Yes	For
						6) MICHAEL J. DUNN, JR.	Issuer	Yes	For
					2	TO APPROVE AMENDMENTS TO THE EXISTING PARTNERSHIP AGREEMENTS TO POTENTIALLY FACILITATE THIRD PARTY FINANCING TRANSACTIONS.	Issuer	Yes	For
					3	TO APPROVE AMENDMENTS TO THE EXISTING PARTNERSHIP AGREEMENTS TO PROVIDE DELAWARE COURTS AS THE EXCLUSIVE FORUM.	Issuer	Yes	For
					4	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
					5	APPROVAL OF THE ADJOURNMENT OF THE TRI-ANNUAL MEETING, IF NECESSARY, TO SOLICIT PROXIES.	Issuer	Abstain	Abstain
AINS RATED	GXP	391164100	5/1/2012	2/21/2012	1	Election of directors. Nominees:			
						1) TERRY BASSHAM	Issuer	Yes	For
						2) DAVID L. BODDE	Issuer	Yes	For
						3) MICHAEL J. CHESSER	Issuer	Yes	For
						4) R.C. FERGUSON, JR.	Issuer	Yes	For
						5) GARY D. FORSEE	Issuer	Yes	For
						6) THOMAS D. HYDE	Issuer	Yes	For
						7) JAMES A. MITCHELL	Issuer	Yes	For
						8) JOHN J. SHERMAN	Issuer	Yes	For
						9) LINDA H. TALBOTT	Issuer	Yes	For
						10) ROBERT H. WEST	Issuer	Yes	For
					2	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED	Issuer	Yes	For

					EXECUTIVE OFFICERS.				
					3	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For
BOURCES INC.	GAS	001204106	5/1/2012	2/22/2012	1	Election of directors. Nominees:			
						1) SANDRA N. BANE	Issuer	Yes	For
						2) THOMAS D. BELL, JR.	Issuer	Yes	For
						3) NORMAN R. BOBINS	Issuer	Yes	For
						4) CHARLES R. CRISP	Issuer	Yes	For
						5) BRENDA J. GAINES	Issuer	Yes	For
						6) ARTHUR E. JOHNSON	Issuer	Yes	For
						7) WYCK A. KNOX, JR.	Issuer	Yes	For
						8) DENNIS M. LOVE	Issuer	Yes	For
						9) C.H. "PETE" MCTIER	Issuer	Yes	For
						10) DEAN R. O'HARE	Issuer	Yes	For
						11) ARMANDO J. OLIVERA	Issuer	Yes	For
						12) JOHN E. RAN	Issuer	Yes	For
						13) JAMES A. RUBRIGHT	Issuer	Yes	For
						14) JOHN W. SOMERHALDER II	Issuer	Yes	For
						15) BETTINA M. WHYTE	Issuer	Yes	For
						16) HENRY C. WOLF	Issuer	Yes	For
					2	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
ENERGY, INC.	TE	872375100	5/2/2012	2/24/2012	1	Election of directors. Nominees:			
						1.1 ELECTION OF DIRECTOR: DUBOSE AUSLEY	Issuer	Yes	For
						1.2 ELECTION OF DIRECTOR: EVELYN V. FOLLIT	Issuer	Yes	For
						1.3 ELECTION OF DIRECTOR: SHERRILL W. HUDSON	Issuer	Yes	For
						1.4 ELECTION OF DIRECTOR: JOSEPH P. LACHER	Issuer	Yes	For
						1.5 ELECTION OF DIRECTOR: LORETTA A. PENN	Issuer	Yes	For
					2	RATIFICATION OF THE SELECTION OF	Issuer	Yes	For

						PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2012.			
					3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	AMENDMENT AND RESTATEMENT OF THE COMPANY'S ARTICLES OF INCORPORATION.	Issuer	Yes	For
					5	AMENDMENT OF THE COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY.	Issuer	Yes	Against
Estate Fund	RIF	76970B101	4/10/2012	2/16/2012	1	To elect one Class II Trustee: Jeffrey P. Somers	Issuer	No	N/A
Natural Gas Inc.	PNY	720186105	3/8/2012	1/3/2012	1	Election of directors. Nominees:			
						1) E. James Burton	Issuer	No	N/A
						2) Ratification of the appointment of Deloitte& Touche LLP as the companies independent registered public accounting firm for fiscal year 2012.	Issuer	No	N/A
						3) Approval of amendments to the company's restated articles of incorporation to reduce supermajority voting thresholds.	Issuer	No	N/A
						4) Approval of amendments to the company's amended and restated bylaws to reduce supermajority voting thresholds.	Issuer	No	N/A
						5) Advisory vote on executive compensation.	Issuer	No	N/A
	SCG	80589M102	5/3/2012	3/5/2012	1	Election of directors. Nominees:			
ATION						1) JAMES A. BENNETT	Issuer	Yes	For
						2) LYNNE M. MILLER	Issuer	Yes	For
						3) JAMES W. ROQUEMORE	Issuer	Yes	For
						4) MACEO K. SLOAN	Issuer	Yes	For
					2	APPROVAL OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
					3	SHAREHOLDER PROPOSAL REGARDING REPEAL OF THE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Holder	Yes	For

CARE REIT,	HCN	42217K106	5/3/2012	3/5/2012	1	Election of directors. Nominees:			
						1.A ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Issuer	Yes	For
						1.B ELECTION OF DIRECTOR: GEORGE L. CHAPMAN	Issuer	Yes	For
						1.C ELECTION OF DIRECTOR: DANIEL A. DECKER	Issuer	Yes	For
						1.D ELECTION OF DIRECTOR: THOMAS J. DEROSA	Issuer	Yes	For
						1.E ELECTION OF DIRECTOR: JEFFREY H. DONAHUE	Issuer	Yes	For
						1.F ELECTION OF DIRECTOR: PETER J. GRUA	Issuer	Yes	For
						1.G ELECTION OF DIRECTOR: FRED S. KLIPSCH	Issuer	Yes	For
						1.H ELECTION OF DIRECTOR: SHARON M. OSTER	Issuer	Yes	For
						1.I ELECTION OF DIRECTOR: JEFFREY R. OTTEN	Issuer	Yes	For
						1.J ELECTION OF DIRECTOR: R. SCOTT TRUMBULL	Issuer	Yes	For
					2	APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC.	Issuer	Yes	For
					3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2012.	Issuer	Yes	For
athaway Inc. A	BRK-A	084670108	5/5/2012	3/7/2012	1	Election of directors. Nominees:			
						1) WARREN E. BUFFETT	Issuer	Yes	For
						2) CHARLES T. MUNGER	Issuer	Yes	For
						3) HOWARD G. BUFFETT	Issuer	Yes	For
						4) STEPHEN B. BURKE	Issuer	Yes	For
						5) SUSAN L. DECKER	Issuer	Yes	For
						6) WILLIAM H. GATES III	Issuer	Yes	For
						7) DAVID S. GOTTESMAN	Issuer	Yes	For
						8) CHARLOTTE GUYMAN	Issuer	Yes	For
						9) DONALD R. KEOUGH	Issuer	Yes	For
						10) THOMAS S. MURPHY	Issuer	Yes	For
						11) RONALD L. OLSON	Issuer	Yes	For
						12) WALTER SCOTT, JR.	Issuer	Yes	For

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					2	SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING.	Holder	Yes	Against
athaway Inc. B	BRK-B	084670702	5/5/2012	3/7/2012	1	Election of directors. Nominees:			
						1) WARREN E. BUFFETT	Issuer	Yes	For
						2) CHARLES T. MUNGER	Issuer	Yes	For
						3) HOWARD G. BUFFETT	Issuer	Yes	For
						4) STEPHEN B. BURKE	Issuer	Yes	For
						5) SUSAN L. DECKER	Issuer	Yes	For
						6) WILLIAM H. GATES III	Issuer	Yes	For
						7) DAVID S. GOTTESMAN	Issuer	Yes	For
						8) CHARLOTTE GUYMAN	Issuer	Yes	For
						9) DONALD R. KEOUGH	Issuer	Yes	For
						10) THOMAS S. MURPHY	Issuer	Yes	For
						11) RONALD L. OLSON	Issuer	Yes	For
						12) WALTER SCOTT, JR.	Issuer	Yes	For
					2	SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING.	Holder	Yes	Against
PHILLIPS	COP	20825C104	5/9/2012	3/12/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: RUTH R. HARKIN	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: RYAN M. LANCE	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: MOHD H. MARICAN	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: JAMES J. MULVA	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Issuer	Yes	For
						1K. ELECTION OF DIRECTOR: HARALD J. NORVIK	Issuer	Yes	For
						1L. ELECTION OF DIRECTOR: WILLIAM K. REILLY	Issuer	Yes	For
						1M. ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Issuer	Yes	For
						1N. ELECTION OF DIRECTOR: KATHRYN C. TURNER	Issuer	Yes	For

						10. ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.			
					2	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Holder	Yes	Against
					5	ACCIDENT RISK MITIGATION.	Holder	Yes	Against
					6	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Holder	Yes	Against
					7	GREENHOUSE GAS REDUCTION TARGETS.	Holder	Yes	Against
					8	GENDER EXPRESSION NON-DISCRIMINATION.	Holder	Yes	Against
DRRIS TIONAL INC.	PM	718172109	5/9/2012	3/16/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: HAROLD BROWN	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: JENNIFER LI	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: GRAHAM MACKAY	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: KALPANA MORPARIA	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: LUCIO A. NOTO	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: ROBERT B. POLET	Issuer	Yes	For
						1K. ELECTION OF DIRECTOR: CARLOS SLIM HELU	Issuer	Yes	For
						1L. ELECTION OF DIRECTOR: STEPHEN M. WOLF	Issuer	Yes	For
					2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Issuer	Yes	For

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					3	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For
					4	APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN	Issuer	Yes	For
					5	STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR	Holder	Yes	Against
					6	STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE	Holder	Yes	Against
INCOME	O	756109104	6/21/2012	3/8/2012	1	Election of directors. Nominees:			
ATION						1A. ELECTION OF DIRECTOR: KATHLEEN R. ALLEN, PHD.	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: A. LARRY CHAPMAN	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: PRIYA CHERIAN HUSKINS	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: THOMAS A. LEWIS	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: MICHAEL D. MCKEE	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: GREGORY T. MCLAUGHLIN	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: RONALD L. MERRIMAN	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
					4	TO AMEND THE CHARTER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK.	Issuer	Yes	For
					5	AMEND THE CHARTER TO PERMIT BOARD OF DIRECTORS TO CHANGE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK IN ITS DISCRETION FROM	Issuer	Yes	Against

					TIME TO TIME.				
				6	TO APPROVE THE REALTY INCOME CORPORATION 2012 INCENTIVE AWARD PLAN.	Issuer	Yes	For	
ANY	MMM	88579Y101	5/8/2012	3/9/2012	1	Election of directors. Nominees:			
					1A. ELECTION OF DIRECTOR: LINDA G. ALVARADO	Issuer	Yes	For	
					1B. ELECTION OF DIRECTOR: VANCE D. COFFMAN	Issuer	Yes	For	
					1C. ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Issuer	Yes	For	
					1D. ELECTION OF DIRECTOR: W. JAMES FARRELL	Issuer	Yes	For	
					1E. ELECTION OF DIRECTOR: HERBERT L. HENKEL	Issuer	Yes	For	
					1F. ELECTION OF DIRECTOR: EDWARD M. LIDDY	Issuer	Yes	For	
					1G. ELECTION OF DIRECTOR: ROBERT S. MORRISON	Issuer	Yes	For	
					1H. ELECTION OF DIRECTOR: AULANA L. PETERS	Issuer	Yes	For	
					1I. ELECTION OF DIRECTOR: INGE G. THULIN	Issuer	Yes	For	
					1J. ELECTION OF DIRECTOR: ROBERT J. ULRICH	Issuer	Yes	For	
				2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For	
				3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For	
				4	TO APPROVE THE 2012 AMENDED AND RESTATED GENERAL EMPLOYEES STOCK PURCHASE PLAN.	Issuer	Yes	For	
				5	TO APPROVE THE AMENDED 2008 LONG-TERM INCENTIVE PLAN.	Issuer	Yes	For	
				6	STOCKHOLDER PROPOSAL ON LOBBYING.	Holder	Yes	Against	
				7	STOCKHOLDER PROPOSAL TO PROHIBIT POLITICAL SPENDING FROM CORPORATE TREASURY FUNDS.	Holder	Yes	Against	
				8	STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN.	Holder	Yes	Against	

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NC.	ALE	018522300	5/8/2012	3/9/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: KATHLEEN A. BREKKEN	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: KATHRYN W. DINDO	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: HEIDI J. EDDINS	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: SIDNEY W. EMERY, JR.	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: JAMES S. HAINES, JR.	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: ALAN R. HODNIK	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: JAMES J. HOOLIHAN	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: MADELEINE W. LUDLOW	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: DOUGLAS C. NEVE	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: LEONARD C. RODMAN	Issuer	Yes	For
						1K. ELECTION OF DIRECTOR: BRUCE W. STENDER	Issuer	Yes	For
					2	APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3	APPROVAL OF AN AMENDMENT TO THE ALLETE AND AFFILIATED COMPANIES EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES AVAILABLE FOR ISSUANCE UNDER THE PLAN.	Issuer	Yes	For
					4	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS ALLETE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
DIVIDEND & TRUST-PFD C	GDV-T	36242H302	5/14/2012	3/19/2012	1	Election of directors. Nominees:			
						1) JAMES P. CONN	Issuer	Yes	For
						2) SALVATORE M. SALIBELLO	Issuer	Yes	For
						3) EDWARD T. TOKAR	Issuer	Yes	For
CARE TRUST RATED	HR	421946104	5/15/2012	3/15/2012	1	Election of directors. Nominees:			

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						1) ERROL L. BIGGS, PH.D.	Issuer	Yes	For
						2) C. RAYMOND FERNANDEZ	Issuer	Yes	For
						3) BRUCE D. SULLIVAN, CPA	Issuer	Yes	For
					2	RATIFY THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
					3	TO APPROVE THE FOLLOWING RESOLUTION: RESOLVED, THAT THE SHAREHOLDERS OF HEALTHCARE REALTY TRUST INCORPORATED APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K IN THE COMPANY'S PROXY STATEMENT FOR THE 2012 ANNUAL MEETING OF SHAREHOLDERS.	Issuer	Yes	For
INGS ATION	UIL	902748102	5/15/2012	3/12/2012	1	Election of directors. Nominees:			
						1) THELMA R. ALBRIGHT	Issuer	Yes	For
						2) ARNOLD L. CHASE	Issuer	Yes	For
						3) BETSY HENLEY-COHN	Issuer	Yes	For
						4) SUEDEEN G. KELLY	Issuer	Yes	For
						5) JOHN L. LAHEY	Issuer	Yes	For
						6) DANIEL J. MIGLIO	Issuer	Yes	For
						7) WILLIAM F. MURDY	Issuer	Yes	For
						8) DONALD R. SHASSIAN	Issuer	Yes	For
						9) JAMES P. TORGERSON	Issuer	Yes	For
					2	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS UIL HOLDINGS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
ERGY CORP.	FE	337932107	5/15/2012	3/21/2012	1	Election of directors. Nominees:			
						1) PAUL T. ADDISON	Issuer	Yes	For

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					2)	ANTHONY J. ALEXANDER	Issuer	Yes	For
					3)	MICHAEL J. ANDERSON	Issuer	Yes	For
					4)	DR. CAROL A. CARTWRIGHT	Issuer	Yes	For
					5)	WILLIAM T. COTTLE	Issuer	Yes	For
					6)	ROBERT B. HEISLER, JR.	Issuer	Yes	For
					7)	JULIA L. JOHNSON	Issuer	Yes	For
					8)	TED J. KLEISNER	Issuer	Yes	For
					9)	DONALD T. MISHEFF	Issuer	Yes	For
					10)	ERNEST J. NOVAK, JR.	Issuer	Yes	For
					11)	CHRISTOPHER D. PAPPAS	Issuer	Yes	For
					12)	CATHERINE A. REIN	Issuer	Yes	For
					13)	GEORGE M. SMART	Issuer	Yes	For
					14)	WES M. TAYLOR	Issuer	Yes	For
				2		RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
				3		ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
				4		APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE FIRSTENERGY CORP. 2007 INCENTIVE PLAN AS REQUIRED BY SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Issuer	Yes	For
				5		SHAREHOLDER PROPOSAL: REPORT ON COAL COMBUSTION WASTE	Holder	Yes	Against
				6		SHAREHOLDER PROPOSAL: REPORT ON COAL-RELATED COSTS AND RISKS	Holder	Yes	Against
				7		SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE	Holder	Yes	For
ORATION	PPL	69351T106	5/16/2012	2/29/2012	1	Election of directors. Nominees:			
						1) FREDERICK M. BERNTHAL	Issuer	Yes	For
						2) JOHN W. CONWAY	Issuer	Yes	For
						3) STEVEN G. ELLIOTT	Issuer	Yes	For
						4) LOUISE K. GOESER	Issuer	Yes	For
						5) STUART E. GRAHAM	Issuer	Yes	For
						6) STUART HEYDT	Issuer	Yes	For
						7) RAJA RAJAMANNAR	Issuer	Yes	For
						8) CRAIG A. ROGERSON	Issuer	Yes	For
						9) WILLIAM H. SPENCE	Issuer	Yes	For
						10) NATICA VON ALTHANN	Issuer	Yes	For
						11) KEITH W. WILLIAMSON	Issuer	Yes	For
				2			Issuer	Yes	For

APPROVAL OF THE PPL CORPORATION 2012 STOCK INCENTIVE PLAN								
				3	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
				4	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
				5	SHAREOWNER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD PROPOSAL	Holder	Yes	Against
	VVC	92240G101	5/16/2012	3/14/2012	1	Election of directors. Nominees:		
					1) CARL L. CHAPMAN	Issuer	Yes	For
					2) J.H. DEGRAFFENREIDT, JR	Issuer	Yes	For
					3) NIEL C. ELLERBROOK	Issuer	Yes	For
					4) JOHN D. ENGELBRECHT	Issuer	Yes	For
					5) ANTON H. GEORGE	Issuer	Yes	For
					6) MARTIN C. JISCHKE	Issuer	Yes	For
					7) ROBERT G. JONES	Issuer	Yes	For
					8) J. TIMOTHY MCGINLEY	Issuer	Yes	For
					9) R. DANIEL SADLIER	Issuer	Yes	For
					10) MICHAEL L. SMITH	Issuer	Yes	For
					11) JEAN L. WOJTOWICZ	Issuer	Yes	For
				2	APPROVE A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
				3	RATIFY THE REAPPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR VECTREN FOR 2012.	Issuer	Yes	For
	BKH	092113109	5/23/2012	3/13/2012	1	Election of directors. Nominees:		
					1) MICHAEL H. MADISON	Issuer	Yes	For
					2) STEVEN R. MILLS	Issuer	Yes	For
					3) STEPHEN D. NEWLIN	Issuer	Yes	For
				2	AUTHORIZE AN INCREASE IN THE COMPANY'S AUTHORIZED INDEBTEDNESS FROM \$2 BILLION TO \$4 BILLION.	Issuer	Yes	For

					3	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					4	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
WTH ENERGY ATION	PGH	70706P104	5/23/2012	4/23/2012	1	TO APPROVE, WITH OR WITHOUT VARIATION, AN ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN THE JOINT MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT OF THE CORPORATION AND NAL ENERGY CORPORATION ("NAL") DATED APRIL 20, 2012, TO APPROVE THE ISSUANCE OF UP TO 163,964,889 COMMON SHARES PURSUANT TO A PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING THE CORPORATION, NAL AND THE HOLDERS OF COMMON SHARES OF NAL. PLEASE REFER TO THE VOTING INSTRUCTION FORM FOR A FULL DESCRIPTION OF THIS RESOLUTION.	Issuer	Yes	For
					2	Election of directors. Nominees:			
						1) KELVIN B. JOHNSTON	Issuer	Yes	For
						2) BARRY D. STEWART	Issuer	Yes	For
INC.	VTR	92276F100	5/17/2012	3/20/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: DEBRA A. CAFARO	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: DOUGLAS CROCKER II	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: RONALD G. GEARY	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: JAY M. GELLERT	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: RICHARD I. GILCHRIST	Issuer	Yes	For

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					1F. ELECTION OF DIRECTOR: MATTHEW J. LUSTIG	Issuer	Yes	For
					1G. ELECTION OF DIRECTOR: DOUGLAS M. PASQUALE	Issuer	Yes	For
					1H. ELECTION OF DIRECTOR: ROBERT D. REED	Issuer	Yes	For
					1I. ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Issuer	Yes	For
					1J. ELECTION OF DIRECTOR: GLENN J. RUFRANO	Issuer	Yes	For
					1K. ELECTION OF DIRECTOR: JAMES D. SHELTON	Issuer	Yes	For
				2	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Issuer	Yes	For
				3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
				4	ADOPTION OF THE VENTAS, INC. 2012 INCENTIVE PLAN.	Issuer	Yes	For
C SERVICES,	RSG	760759100	5/17/2012	3/20/2012	1	Election of directors. Nominees:		
					1A. ELECTION OF DIRECTOR: JAMES W. CROWNOVER	Issuer	Yes	For
					1B. ELECTION OF DIRECTOR: WILLIAM J. FLYNN	Issuer	Yes	For
					1C. ELECTION OF DIRECTOR: MICHAEL LARSON	Issuer	Yes	For
					1D. ELECTION OF DIRECTOR: NOLAN LEHMANN	Issuer	Yes	For
					1E. ELECTION OF DIRECTOR: W. LEE NUTTER	Issuer	Yes	For
					1F. ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ	Issuer	Yes	For
					1G. ELECTION OF DIRECTOR: DONALD W. SLAGER	Issuer	Yes	For
					1H. ELECTION OF DIRECTOR: ALLAN C. SORENSEN	Issuer	Yes	For
					1I. ELECTION OF DIRECTOR: JOHN M. TRANI	Issuer	Yes	For
					1J. ELECTION OF DIRECTOR: MICHAEL W. WICKHAM	Issuer	Yes	For
				2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
				3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE	Issuer	Yes	For

						COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.			
					4	STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Holder	Yes	For
					5	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Holder	Yes	Against
ENERGY,	WR	95709T100	5/17/2012	3/19/2012	1	Election of directors. Nominees:			
						1) CHARLES Q. CHANDLER IV	Issuer	Yes	For
						2) R. A. EDWARDS III	Issuer	Yes	For
						3) SANDRA A. J. LAWRENCE	Issuer	Yes	For
						4) MICHAEL F. MORRISSEY	Issuer	Yes	For
					2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For
					3	RATIFICATION AND CONFIRMATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
GROUP, INC.	MO	02209S103	5/17/2012	3/26/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: ELIZABETH E. BAILEY	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: GERALD L. BALILES	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: MARTIN J. BARRINGTON	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: THOMAS W. JONES	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: W. LEO KIELY III	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: KATHRYN B. MCQUADE	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: GEORGE MUNOZ	Issuer	Yes	For
						1K. ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Issuer	Yes	For

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					2	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Issuer	Yes	For
					4	SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES	Holder	Yes	Against
RGY CORP.	OGE	670837103	5/17/2012	3/19/2012	1	Election of directors. Nominees:			
						1) WAYNE H. BRUNETTI	Issuer	Yes	For
						2) JOHN D. GROENDYKE	Issuer	Yes	For
						3) KIRK HUMPHREYS	Issuer	Yes	For
						4) ROBERT KELLEY	Issuer	Yes	For
						5) ROBERT O. LORENZ	Issuer	Yes	For
						6) JUDY R. MCREYNOLDS	Issuer	Yes	For
						7) LEROY C. RICHIE	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S PRINCIPAL INDEPENDENT ACCOUNTANTS FOR 2012.	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For
					4	SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE.	Holder	Yes	For
ENERGY ATION	LNT	018802108	5/17/2012	3/15/2012	1	Election of directors. Nominees:			
						1) PATRICK E. ALLEN	Issuer	Yes	For
						2) PATRICIA L. KAMPLING	Issuer	Yes	For
						3) ANN K. NEWHALL	Issuer	Yes	For
						4) DEAN C. OESTREICH	Issuer	Yes	For
						5) CAROL P. SANDERS	Issuer	Yes	For
					2	ADVISORY VOTE ON APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
					3	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For

CO., INC.	MRK	58933Y105	5/22/2012	03/23/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: LESLIE A. BRUN	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: THOMAS R. CECH	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: THOMAS H. GLOCER	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR.	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: C. ROBERT KIDDER	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Issuer	Yes	For
						1K. ELECTION OF DIRECTOR: WENDELL P. WEEKS	Issuer	Yes	For
						1L. ELECTION OF DIRECTOR: PETER C. WENDELL	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDER ACTION BY WRITTEN CONSENT.	Holder	Yes	For
					5	SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS.	Holder	Yes	Against
					6	SHAREHOLDER PROPOSAL CONCERNING REPORT ON CHARITABLE AND POLITICAL CONTRIBUTIONS.	Holder	Yes	Against
THERN Y	SO	842587107	05/23/2012	3/26/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: J.P. BARANCO	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: J.A. BOSCIA	Issuer	Yes	For

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					1C. ELECTION OF DIRECTOR: H.A. CLARK III	Issuer	Yes	For
					1D. ELECTION OF DIRECTOR: T.A. FANNING	Issuer	Yes	For
					1E. ELECTION OF DIRECTOR: H.W. HABERMEYER, JR.	Issuer	Yes	For
					1F. ELECTION OF DIRECTOR: V.M. HAGEN	Issuer	Yes	For
					1G. ELECTION OF DIRECTOR: W.A. HOOD, JR.	Issuer	Yes	For
					1H. ELECTION OF DIRECTOR: D.M. JAMES	Issuer	Yes	For
					1I. ELECTION OF DIRECTOR: D.E. KLEIN	Issuer	Yes	For
					1J. ELECTION OF DIRECTOR: W.G. SMITH, JR.	Issuer	Yes	For
					1K. ELECTION OF DIRECTOR: S.R. SPECKER	Issuer	Yes	For
					1L. ELECTION OF DIRECTOR: L.D. THOMPSON	Issuer	Yes	For
					1M. ELECTION OF DIRECTOR: E.J. WOOD III	Issuer	Yes	For
				2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Issuer	Yes	For
				3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION	Issuer	Yes	For
				4	STOCKHOLDER PROPOSAL ON COAL COMBUSTION BYPRODUCTS ENVIRONMENTAL REPORT	Holder	Yes	Against
				5	STOCKHOLDER PROPOSAL ON LOBBYING CONTRIBUTIONS AND EXPENDITURES REPORT	Holder	Yes	Against
ENERGY,	NEE	65339F101	5/25/2012	3/27/2012	1	Election of directors. Nominees:		
					1A. ELECTION OF DIRECTOR: SHERRY S. BARRAT	Issuer	Yes	For
					1B. ELECTION OF DIRECTOR: ROBERT M. BEALL, II	Issuer	Yes	For
					1C. ELECTION OF DIRECTOR: JAMES L. CAMAREN	Issuer	Yes	For
					1D. ELECTION OF DIRECTOR: KENNETH B. DUNN	Issuer	Yes	For
					1E. ELECTION OF DIRECTOR: J. BRIAN FERGUSON	Issuer	Yes	For

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					1F. ELECTION OF DIRECTOR: LEWIS HAY, III	Issuer	Yes	For
					1G. ELECTION OF DIRECTOR: TONI JENNINGS	Issuer	Yes	For
					1H. ELECTION OF DIRECTOR: OLIVER D. KINGSLEY, JR.	Issuer	Yes	For
					1I. ELECTION OF DIRECTOR: RUDY E. SCHUPP	Issuer	Yes	For
					1J. ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Issuer	Yes	For
					1K. ELECTION OF DIRECTOR: MICHAEL H. THAMAN	Issuer	Yes	For
					1L. ELECTION OF DIRECTOR: HANSEL E. TOOKES, II	Issuer	Yes	For
				2	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
				3	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Issuer	Yes	For
E PARTNERS,	BPL	118230101	6/5/2012	4/9/2012	1	Election of directors. Nominees:		
					1) PIETER BAKKER	Issuer	Yes	For
					2) C. SCOTT HOBBS	Issuer	Yes	For
					3) MARK C. MCKINLEY	Issuer	Yes	For
				2	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For
RT STORES,	WMT	931142103	6/1/2012	4/4/2012	1	Election of directors. Nominees:		
					1A. ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Issuer	Yes	For
					1B. ELECTION OF DIRECTOR: JAMES W. BREYER	Issuer	Yes	For
					1C. ELECTION OF DIRECTOR: M. MICHELE BURNS	Issuer	Yes	For
					1D. ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Issuer	Yes	For

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					1E. ELECTION OF DIRECTOR: ROGER C. CORBETT	Issuer	Yes	For	
					1F. ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Issuer	Yes	For	
					1G. ELECTION OF DIRECTOR: MICHAEL T. DUKE	Issuer	Yes	For	
					1H. ELECTION OF DIRECTOR: MARISSA A. MAYER	Issuer	Yes	For	
					1I. ELECTION OF DIRECTOR: GREGORY B. PENNER	Issuer	Yes	For	
					1J. ELECTION OF DIRECTOR: STEVEN S REINEMUND	Issuer	Yes	For	
					1K. ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Issuer	Yes	For	
					1L. ELECTION OF DIRECTOR: ARNE M. SORENSON	Issuer	Yes	For	
					1M. ELECTION OF DIRECTOR: JIM C. WALTON	Issuer	Yes	For	
					1N. ELECTION OF DIRECTOR: S. ROBSON WALTON	Issuer	Yes	For	
					1O. ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Issuer	Yes	For	
					1P. ELECTION OF DIRECTOR: LINDA S. WOLF	Issuer	Yes	For	
				2	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Issuer	Yes	For	
				3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For	
				4	POLITICAL CONTRIBUTIONS REPORT	Holder	Yes	Against	
				5	DIRECTOR NOMINATION POLICY	Holder	Yes	Against	
				6	REPORT REGARDING INCENTIVE COMPENSATION PROGRAMS	Holder	Yes	Against	
GINIA E S, L.P.	PVR	707884102	6/6/2012	4/9/2012	1	Election of directors. Nominees:			
						1) JAMES L. GARDNER	Issuer	Yes	For
						2) THOMAS W. HOFMANN	Issuer	Yes	For
						3) WILLIAM H. SHEA, JR.	Issuer	Yes	For
					2	TO APPROVE THE ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC	Issuer	Yes	For

ACCOUNTING FIRM FOR THE
2012 FISCAL YEAR.

BLAR INC.	CAT	149123101	6/13/2012	4/16/2012	1	Election of directors. Nominees:			
						1) DAVID L. CALHOUN	Issuer	Yes	For
						2) DANIEL M. DICKINSON	Issuer	Yes	For
						3) EUGENE V. FIFE	Issuer	Yes	For
						4) JUAN GALLARDO	Issuer	Yes	For
						5) DAVID R. GOODE	Issuer	Yes	For
						6) JESSE J. GREENE, JR.	Issuer	Yes	For
						7) JON M. HUNTSMAN, JR.	Issuer	Yes	For
						8) PETER A. MAGOWAN	Issuer	Yes	For
						9) DENNIS A. MUILENBURG	Issuer	Yes	For
						10) DOUGLAS R. OBERHELMAN	Issuer	Yes	For
						11) WILLIAM A. OSBORN	Issuer	Yes	For
						12) CHARLES D. POWELL	Issuer	Yes	For
						13) EDWARD B. RUST, JR.	Issuer	Yes	For
						14) SUSAN C. SCHWAB	Issuer	Yes	For
						15) JOSHUA I. SMITH	Issuer	Yes	For
						16) MILES D. WHITE	Issuer	Yes	For
					2	RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Issuer	Yes	For
					3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	AMEND RESTATED CERTIFICATE OF INCORPORATION AND BYLAWS TO PROVIDE STOCKHOLDERS THE RIGHT TO CALL SPECIAL MEETINGS.	Issuer	Yes	For
					5	AMEND BYLAW ADVANCE NOTICE PROVISIONS.	Issuer	Yes	For
					6	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS AND EXPENSES.	Holder	Yes	Against
					7	STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD.	Holder	Yes	For
					8	STOCKHOLDER PROPOSAL - REVIEW GLOBAL CORPORATE STANDARDS.	Holder	Yes	Against
					9	STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION BY WRITTEN CONSENT.	Holder	Yes	For
BY & CO.	WPC	92930Y107	6/21/2012	4/23/2012	1	Election of directors. Nominees:			

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					1) TREVOR P. BOND	Issuer	Yes	For	
					2) FRANCIS J. CAREY	Issuer	Yes	For	
					3) NATHANIEL S. COOLIDGE	Issuer	Yes	For	
					4) EBERHARD FABER IV	Issuer	Yes	For	
					5) BENJAMIN H. GRISWOLD IV	Issuer	Yes	For	
					6) AXEL K.A. HANSING	Issuer	Yes	For	
					7) DR. RICHARD C. MARSTON	Issuer	Yes	For	
					8) ROBERT E. MITTELSTAEDT	Issuer	Yes	For	
					9) CHARLES E. PARENTE	Issuer	Yes	For	
					10) NICK J.M. VAN OMMEN	Issuer	Yes	For	
					11) DR. KARSTEN VON KOLLER	Issuer	Yes	For	
					12) REGINALD WINSSINGER	Issuer	Yes	For	
				2	APPROVING AN AMENDMENT TO THE W. P. CAREY & CO. LLC EMPLOYEE STOCK PURCHASE PLAN.	Issuer	Yes	For	
				3	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For	
INCOME ATION	O	756109104	6/21/2012	3/8/2012	4	TO AMEND THE CHARTER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK.	Issuer	Yes	For
T-MCMORAN & GOLD INC.	FCX	35671D857	6/14/2012	4/18/2012	1	Election of directors. Nominees:			
					1) RICHARD C. ADKERSON	Issuer	Yes	For	
					2) ROBERT J. ALLISON, JR.	Issuer	Yes	For	
					3) ROBERT A. DAY	Issuer	Yes	For	
					4) GERALD J. FORD	Issuer	Yes	For	
					5) H. DEVON GRAHAM, JR.	Issuer	Yes	For	
					6) CHARLES C. KRULAK	Issuer	Yes	For	
					7) BOBBY LEE LACKEY	Issuer	Yes	For	
					8) JON C. MADONNA	Issuer	Yes	For	
					9) DUSTAN E. MCCOY	Issuer	Yes	For	
					10) JAMES R. MOFFETT	Issuer	Yes	For	
					11) B. M. RANKIN, JR.	Issuer	Yes	For	
					12) STEPHEN H. SIEGELE	Issuer	Yes	For	
				2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For	
				3	RATIFICATION OF THE APPOINTMENT OF ERNST &	Issuer	Yes	For	

YOUNG LLP AS OUR
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM.

4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Holder	Yes	Against
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SIGNATURE

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) Boulder Growth & Income Fund, Inc.

By: /s/ Stephen C. Miller
Stephen C. Miller
President (Principal Executive Officer)

Date: August 30, 2012
