

TRI-CONTINENTAL CORP
Form N-PX
August 27, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY**

| | |
|--|--|
| Investment Company Act File Number: | 811-00266 |
| Name of Registrant: | Tri-Continental Corporation |
| Address of Principal Executive Offices: | 225 Franklin Street Boston, Massachusetts 02110 |
| Name and address of agent of service: | Scott R. Plummer Columbia Management Investment Advisers, LLC 5228 Ameriprise Financial Center Minneapolis, Minnesota 55474 |
| Registrant's telephone number including area code: | 612-671-1947 |
| Date of fiscal year end: | 12/31 |
| Date of reporting period: | 07/01/2011 06/30/2012 |

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***** FORM N-Px REPORT *****

ICA File Number: 811-00266

Reporting Period: 07/01/2011 - 06/30/2012

Tri-Continental Corporation

Item 1. Proxy Voting Record

===== Tri-Continental Corporation =====

3M COMPANY

Ticker: MMM Security ID: 88579Y101

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director Linda G. Alvarado | For | For | Management |
| 2 | Elect Director Vance D. Coffman | For | For | Management |
| 3 | Elect Director Michael L. Eskew | For | For | Management |
| 4 | Elect Director W. James Farrell | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 5 | Elect Director Herbert L. Henkel | For | For | Management |
| 6 | Elect Director Edward M. Liddy | For | For | Management |
| 7 | Elect Director Robert S. Morrison | For | For | Management |
| 8 | Elect Director Aulana L. Peters | For | Against | Management |
| 9 | Elect Director Inge G. Thulin | For | For | Management |
| 10 | Elect Director Robert J. Ulrich | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 16 | Prohibit Political Contributions | Against | Against | Shareholder |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 29, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Alpern | For | For | Management |
| 1.2 | Elect Director Roxanne S. Austin | For | For | Management |

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| | | | | |
|------|---|---------|---------|-------------|
| 1.3 | Elect Director Sally E. Blount | For | For | Management |
| 1.4 | Elect Director W. James Farrell | For | For | Management |
| 1.5 | Elect Director Edward M. Liddy | For | For | Management |
| 1.6 | Elect Director Nancy McKinstry | For | For | Management |
| 1.7 | Elect Director Phebe N. Novakovic | For | For | Management |
| 1.8 | Elect Director William A. Osborn | For | For | Management |
| 1.9 | Elect Director Samuel C. Scott, III | For | For | Management |
| 1.10 | Elect Director Glenn F. Tilton | For | For | Management |
| 1.11 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Research Animal Care and Promotion of Testing Alternatives | Against | Abstain | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Adopt Anti Gross-up Policy | Against | For | Shareholder |
| 8 | Stock Retention/Holding Period | Against | Against | Shareholder |
| 9 | Cease Compliance Adjustments to Performance Criteria | Against | For | Shareholder |
| 10 | Pro-rata Vesting of Equity Plans | Against | For | Shareholder |

AETNA INC.

Ticker: AET Security ID: 00817Y108

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Meeting Date: MAY 18, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Fernando Aguirre | For | For | Management |
| 2 | Elect Director Mark T. Bertolini | For | For | Management |
| 3 | Elect Director Frank M. Clark | For | For | Management |
| 4 | Elect Director Betsy Z. Cohen | For | For | Management |
| 5 | Elect Director Molly J. Coye | For | For | Management |
| 6 | Elect Director Roger N. Farah | For | For | Management |
| 7 | Elect Director Barbara Hackman Franklin | For | For | Management |
| 8 | Elect Director Jeffrey E. Garten | For | For | Management |
| 9 | Elect Director Ellen M. Hancock | For | For | Management |
| 10 | Elect Director Richard J. Harrington | For | For | Management |
| 11 | Elect Director Edward J. Ludwig | For | For | Management |
| 12 | Elect Director Joseph P. Newhouse | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 16 | Report on Political Contributions | Against | Against | Shareholder |

AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102

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Meeting Date: MAY 07, 2012 Meeting Type: Annual

Record Date: FEB 29, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Daniel P. Amos | For | For | Management |
| 2 | Elect Director John Shelby Amos, II | For | For | Management |
| 3 | Elect Director Paul S. Amos, II | For | For | Management |
| 4 | Elect Director Kriss Cloninger, III | For | For | Management |
| 5 | Elect Director Elizabeth J. Hudson | For | For | Management |
| 6 | Elect Director Douglas W. Johnson | For | For | Management |
| 7 | Elect Director Robert B. Johnson | For | For | Management |
| 8 | Elect Director Charles B. Knapp | For | For | Management |
| 9 | Elect Director E. Stephen Purdom | For | For | Management |
| 10 | Elect Director Barbara K. Rimer | For | For | Management |
| 11 | Elect Director Marvin R. Schuster | For | For | Management |
| 12 | Elect Director Melvin T. Stith | For | For | Management |
| 13 | Elect Director David Gary Thompson | For | For | Management |
| 14 | Elect Director Takuro Yoshida | For | Against | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Amend Omnibus Stock Plan | For | For | Management |
| 17 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 18 | Ratify Auditors | For | For | Management |

AMGEN INC.

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Ticker: AMGN Security ID: 031162100

Meeting Date: MAY 23, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director David Baltimore | For | For | Management |
| 2 | Elect Director Frank J. Biondi, Jr. | For | For | Management |
| 3 | Elect Director Robert A. Bradway | For | For | Management |
| 4 | Elect Director Francois De Carbonnel | For | For | Management |
| 5 | Elect Director Vance D. Coffman | For | Against | Management |
| 6 | Elect Director Rebecca M. Henderson | For | For | Management |
| 7 | Elect Director Frank C. Herringer | For | Against | Management |
| 8 | Elect Director Tyler Jacks | For | For | Management |
| 9 | Elect Director Gilbert S. Omenn | For | For | Management |
| 10 | Elect Director Judith C. Pelham | For | For | Management |
| 11 | Elect Director J. Paul Reason | For | Against | Management |
| 12 | Elect Director Leonard D. Schaeffer | For | Against | Management |
| 13 | Elect Director Kevin W. Sharer | For | For | Management |
| 14 | Elect Director Ronald D. Sugar | For | Against | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 17 | Provide Right to Act by Written Consent | For | For | Management |
| 18 | Require Independent Board Chairman | Against | For | Shareholder |
| 19 | Report on Research Animal Care and Promotion of Testing Alternatives | Against | Abstain | Shareholder |
| 20 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |

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21 Limit CEO to Serving on only One Other Against Against Shareholder
Board

ANALOG DEVICES, INC.

Ticker: ADI Security ID: 032654105

Meeting Date: MAR 13, 2012 Meeting Type: Annual

Record Date: JAN 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Ray Stata | For | For | Management |
| 2 | Elect Director Jerald G. Fishman | For | For | Management |
| 3 | Elect Director James A. Champy | For | For | Management |
| 4 | Elect Director John C. Hodgson | For | For | Management |
| 5 | Elect Director Yves-Andre Istel | For | For | Management |
| 6 | Elect Director Neil Novich | For | For | Management |
| 7 | Elect Director F. Grant Saviers | For | For | Management |
| 8 | Elect Director Paul J. Severino | For | For | Management |
| 9 | Elect Director Kenton J. Sicchitano | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 11 | Ratify Auditors | For | For | Management |

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APACHE CORPORATION

Ticker: APA Security ID: 037411105

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|-------------|
| 1 | Elect Director Scott D. Josey | For | For | Management |
| 2 | Elect Director George D. Lawrence | For | For | Management |
| 3 | Elect Director Rodman D. Patton | For | For | Management |
| 4 | Elect Director Charles J. Pitman | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Declassify the Board of Directors | Against | For | Shareholder |

APPLE INC.

Ticker: AAPL Security ID: 037833100

Meeting Date: FEB 23, 2012 Meeting Type: Annual

Record Date: DEC 27, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William V. Campbell | For | For | Management |

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| | | | | |
|-----|---|---------|----------|-------------|
| 1.2 | Elect Director Timothy D. Cook | For | For | Management |
| 1.3 | Elect Director Millard S. Drexler | For | Withhold | Management |
| 1.4 | Elect Director Al Gore | For | Withhold | Management |
| 1.5 | Elect Director Robert A. Iger | For | For | Management |
| 1.6 | Elect Director Andrea Jung | For | For | Management |
| 1.7 | Elect Director Arthur D. Levinson | For | Withhold | Management |
| 1.8 | Elect Director Ronald D. Sugar | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Prepare Conflict of Interest Report | Against | Abstain | Shareholder |
| 5 | Advisory Vote to Ratify Directors' Compensation | Against | Against | Shareholder |
| 6 | Report on Political Contributions | Against | For | Shareholder |
| 7 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

ARES CAPITAL CORPORATION

Ticker: ARCC Security ID: 04010L103

Meeting Date: JUN 04, 2012 Meeting Type: Annual

Record Date: APR 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gregory W. Penske | For | For | Management |

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| | | | | |
|-----|---|-----|----------|------------|
| 1.2 | Elect Director Robert L. Rosen | For | Withhold | Management |
| 1.3 | Elect Director Bennett Rosenthal | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Issuance of Shares Below Net Asset Value (NAV) | For | For | Management |

AT&T INC.

Ticker: T Security ID: 00206R102

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Randall L. Stephenson | For | For | Management |
| 2 | Elect Director Gilbert F. Amelio | For | For | Management |
| 3 | Elect Director Reuben V. Anderson | For | For | Management |
| 4 | Elect Director James H. Blanchard | For | For | Management |
| 5 | Elect Director Jaime Chico Pardo | For | For | Management |
| 6 | Elect Director James P. Kelly | For | For | Management |
| 7 | Elect Director Jon C. Madonna | For | For | Management |
| 8 | Elect Director John B. McCoy | For | For | Management |
| 9 | Elect Director Joyce M. Roche | For | For | Management |
| 10 | Elect Director Matthew K. Rose | For | For | Management |
| 11 | Elect Director Laura D'Andrea Tyson | For | For | Management |
| 12 | Ratification Of Appointment Of | For | For | Management |

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Independent Auditors.

| | | | | |
|----|---|---------|---------|-------------|
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Provide Right to Act by Written Consent | For | For | Management |
| 15 | Report on Political Contributions | Against | For | Shareholder |
| 16 | Commit to Wireless Network Neutrality | Against | Abstain | Shareholder |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |

AUTOZONE, INC.

Ticker: AZO Security ID: 053332102

Meeting Date: DEC 14, 2011 Meeting Type: Annual

Record Date: OCT 17, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director William C. Crowley | For | Against | Management |
| 2 | Elect Director Sue E. Gove | For | For | Management |
| 3 | Elect Director Earl G. Graves, Jr. | For | For | Management |
| 4 | Elect Director Robert R. Grusky | For | For | Management |
| 5 | Elect Director J. R. Hyde, III | For | For | Management |
| 6 | Elect Director W. Andrew McKenna | For | For | Management |
| 7 | Elect Director George R. Mrkonic, Jr. | For | For | Management |
| 8 | Elect Director Luis P. Nieto | For | For | Management |
| 9 | Elect Director William C. Rhodes, III | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |

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| | | | | |
|----|---|----------|----------|------------|
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

BED BATH & BEYOND INC.

Ticker: BBBY Security ID: 075896100

Meeting Date: JUN 22, 2012 Meeting Type: Annual

Record Date: MAY 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Warren Eisenberg | For | For | Management |
| 2 | Elect Director Leonard Feinstein | For | For | Management |
| 3 | Elect Director Steven H. Temares | For | For | Management |
| 4 | Elect Director Dean S. Adler | For | For | Management |
| 5 | Elect Director Stanley F. Barshay | For | For | Management |
| 6 | Elect Director Klaus Eppler | For | For | Management |
| 7 | Elect Director Patrick R. Gaston | For | For | Management |
| 8 | Elect Director Jordan Heller | For | For | Management |
| 9 | Elect Director Victoria A. Morrison | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Approve Omnibus Stock Plan | For | For | Management |

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BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 29, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect Director William S. Demchak | For | For | Management |
| 2 | Elect Director Laurence D. Fink | For | For | Management |
| 3 | Elect Director Robert S. Kapito | For | For | Management |
| 4 | Elect Director Thomas H. O'Brien | For | For | Management |
| 5 | Elect Director Ivan G. Seidenberg | For | For | Management |
| 6 | Declassify the Board of Directors | For | For | Management |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 8 | Ratify Auditors | For | For | Management |

BRISTOL-MYERS SQUIBB COMPANY

Ticker: BMY Security ID: 110122108

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Lamberto Andreotti | For | For | Management |
| 2 | Elect Director Lewis B. Campbell | For | For | Management |
| 3 | Elect Director James M. Cornelius | For | For | Management |
| 4 | Elect Director Louis J. Freeh | For | Against | Management |
| 5 | Elect Director Laurie H. Glimcher | For | For | Management |
| 6 | Elect Director Michael Grobstein | For | For | Management |
| 7 | Elect Director Alan J. Lacy | For | For | Management |
| 8 | Elect Director Vicki L. Sato | For | For | Management |
| 9 | Elect Director Elliott Sigal | For | For | Management |
| 10 | Elect Director Gerald L. Storch | For | For | Management |
| 11 | Elect Director Togo D. West, Jr. | For | For | Management |
| 12 | Elect Director R. Sanders Williams | For | Against | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Approve Omnibus Stock Plan | For | For | Management |
| 16 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 17 | Report on Research Animal Care and Promotion of Testing Alternatives | Against | Abstain | Shareholder |
| 18 | Provide Right to Act by Written Consent | Against | For | Shareholder |

BROADCOM CORPORATION

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Ticker: BRCM Security ID: 111320107

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Finocchio, Jr. | For | For | Management |
| 1.2 | Elect Director Nancy H. Handel | For | For | Management |
| 1.3 | Elect Director Eddy W. Hartenstein | For | For | Management |
| 1.4 | Elect Director Maria Klawe | For | Withhold | Management |
| 1.5 | Elect Director John E. Major | For | Withhold | Management |
| 1.6 | Elect Director Scott A. McGregor | For | For | Management |
| 1.7 | Elect Director William T. Morrow | For | For | Management |
| 1.8 | Elect Director Henry Samueli | For | For | Management |
| 1.9 | Elect Director Robert E. Switz | For | Withhold | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | Against | Management |
| 4 | Ratify Auditors | For | For | Management |

CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Stephen A. Furbacher | For | Withhold | Management |
| 1.2 | Elect Director John D. Johnson | For | Withhold | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Declassify the Board of Directors | Against | For | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100

Meeting Date: MAY 30, 2012 Meeting Type: Annual

Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Linnet F. Deily | For | For | Management |
| 2 | Elect Director Robert E. Denham | For | For | Management |
| 3 | Elect Director Chuck Hagel | For | For | Management |
| 4 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 5 | Elect Director George L. Kirkland | For | For | Management |
| 6 | Elect Director Charles W. Moorman, IV | For | For | Management |
| 7 | Elect Director Kevin W. Sharer | For | For | Management |
| 8 | Elect Director John G. Stumpf | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 9 | Elect Director Ronald D. Sugar | For | For | Management |
| 10 | Elect Director Carl Ware | For | For | Management |
| 11 | Elect Director John S. Watson | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Remove Exclusive Venue Provision | Against | For | Shareholder |
| 15 | Require Independent Board Chairman | Against | For | Shareholder |
| 16 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 17 | Adopt Guidelines for Country Selection | Against | Abstain | Shareholder |
| 18 | Report on Hydraulic Fracturing Risks to Company | Against | Abstain | Shareholder |
| 19 | Report on Accident Risk Reduction Efforts | Against | Abstain | Shareholder |
| 20 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | Against | Shareholder |
| 21 | Request Director Nominee with Environmental Qualifications | Against | Against | Shareholder |

CITIGROUP INC.

Ticker: C Security ID: 172967424

Meeting Date: APR 17, 2012 Meeting Type: Annual

Record Date: FEB 21, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Franz B. Humer | For | For | Management |
| 2 | Elect Director Robert L. Joss | For | Against | Management |
| 3 | Elect Director Michael E. O'Neill | For | For | Management |
| 4 | Elect Director Vikram S. Pandit | For | For | Management |
| 5 | Elect Director Lawrence R. Ricciardi | For | For | Management |
| 6 | Elect Director Judith Rodin | For | Against | Management |
| 7 | Elect Director Robert L. Ryan | For | For | Management |
| 8 | Elect Director Anthony M. Santomero | For | For | Management |
| 9 | Elect Director Joan E. Spero | For | For | Management |
| 10 | Elect Director Diana L. Taylor | For | Against | Management |
| 11 | Elect Director William S. Thompson, Jr. | For | Against | Management |
| 12 | Elect Director Ernesto Zedillo Ponce de Leon | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 16 | Disclose Prior Government Service | Against | Abstain | Shareholder |
| 17 | Report on Political Contributions and Lobbying Expenditures | Against | Against | Shareholder |
| 18 | Stock Retention/Holding Period | Against | Against | Shareholder |
| 19 | Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations | Against | For | Shareholder |

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CMS ENERGY CORPORATION

Ticker: CMS Security ID: 125896100

Meeting Date: MAY 18, 2012 Meeting Type: Annual

Record Date: MAR 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Merribel S. Ayres | For | For | Management |
| 2 | Elect Director Jon E. Barfield | For | For | Management |
| 3 | Elect Director Stephen E. Ewing | For | For | Management |
| 4 | Elect Director Richard M. Gabrys | For | For | Management |
| 5 | Elect Director David W. Joos | For | For | Management |
| 6 | Elect Director Philip R. Lochner, Jr. | For | For | Management |
| 7 | Elect Director Michael T. Monahan | For | For | Management |
| 8 | Elect Director John G. Russell | For | For | Management |
| 9 | Elect Director Kenneth L. Way | For | For | Management |
| 10 | Elect Director John B. Yasinsky | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

COCA-COLA ENTERPRISES, INC.

Ticker: CCE Security ID: 19122T109

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Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Jan Bennink | For | For | Management |
| 1.2 | Elect Director John F. Brock | For | For | Management |
| 1.3 | Elect Director Calvin Darden | For | For | Management |
| 1.4 | Elect Director L. Phillip Humann | For | For | Management |
| 1.5 | Elect Director Orrin H. Ingram, II | For | For | Management |
| 1.6 | Elect Director Thomas H. Johnson | For | For | Management |
| 1.7 | Elect Director Suzanne B. Labarge | For | For | Management |
| 1.8 | Elect Director Veronique Morali | For | For | Management |
| 1.9 | Elect Director Garry Watts | For | For | Management |
| 1.10 | Elect Director Curtis R. Welling | For | For | Management |
| 1.11 | Elect Director Phoebe A. Wood | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101

Meeting Date: MAY 31, 2012 Meeting Type: Annual

Record Date: MAR 22, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Kenneth J. Bacon | For | Withhold | Management |
| 1.2 | Elect Director Sheldon M. Bonovitz | For | For | Management |
| 1.3 | Elect Director Joseph J. Collins | For | For | Management |
| 1.4 | Elect Director J. Michael Cook | For | For | Management |
| 1.5 | Elect Director Gerald L. Hassell | For | For | Management |
| 1.6 | Elect Director Jeffrey A. Honickman | For | For | Management |
| 1.7 | Elect Director Eduardo G. Mestre | For | For | Management |
| 1.8 | Elect Director Brian L. Roberts | For | For | Management |
| 1.9 | Elect Director Ralph J. Roberts | For | For | Management |
| 1.10 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 1.11 | Elect Director Judith Rodin | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Amend Nonqualified Employee Stock Purchase Plan | For | For | Management |
| 5 | Restore or Provide for Cumulative Voting | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Stock Retention/Holding Period | Against | For | Shareholder |
| 8 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For | Shareholder |

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CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Richard L. Armitage | For | For | Management |
| 2 | Elect Director Richard H. Auchinleck | For | For | Management |
| 3 | Elect Director James E. Copeland, Jr. | For | For | Management |
| 4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 5 | Elect Director Ruth R. Harkin | For | For | Management |
| 6 | Elect Director Ryan M. Lance | For | For | Management |
| 7 | Elect Director Mohd H. Marican | For | For | Management |
| 8 | Elect Director Harold W. McGraw, III | For | For | Management |
| 9 | Elect Director James J. Mulva | For | For | Management |
| 10 | Elect Director Robert A. Niblock | For | For | Management |
| 11 | Elect Director Harald J. Norvik | For | For | Management |
| 12 | Elect Director William K. Reilly | For | For | Management |
| 13 | Elect Director Victoria J. Tschinkel | For | For | Management |
| 14 | Elect Director Kathryn C. Turner | For | For | Management |
| 15 | Elect Director William E. Wade, Jr. | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 18 | Adopt Policy to Address Coastal Louisiana Environmental Impacts | Against | Abstain | Shareholder |
| 19 | Report on Accident Risk Reduction | Against | Abstain | Shareholder |

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Efforts

| | | | | |
|---|--|---------|---------|-------------|
| 20 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 21 | Adopt Quantitative GHG Goals for | Against | Abstain | Shareholder |
| Products and Operations | | | | |
| 22 | Amend EEO Policy to Prohibit | Against | Abstain | Shareholder |
| Discrimination based on Gender Identity | | | | |

CSX CORPORATION

Ticker: CSX Security ID: 126408103

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Donna M. Alvarado | For | For | Management |
| 2 | Elect Director John B. Breaux | For | For | Management |
| 3 | Elect Director Pamela L. Carter | For | For | Management |
| 4 | Elect Director Steven T. Halverson | For | For | Management |
| 5 | Elect Director Edward J. Kelly, III | For | For | Management |
| 6 | Elect Director Gilbert H. Lamphere | For | For | Management |
| 7 | Elect Director John D. McPherson | For | For | Management |
| 8 | Elect Director Timothy T. O'Toole | For | For | Management |
| 9 | Elect Director David M. Ratcliffe | For | For | Management |
| 10 | Elect Director Donald J. Shepard | For | For | Management |
| 11 | Elect Director Michael J. Ward | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 12 | Elect Director J.C. Watts, Jr. | For | For | Management |
| 13 | Elect Director J. Steven Whisler | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

CULLEN/FROST BANKERS, INC.

Ticker: CFR Security ID: 229899109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director R. Denny Alexander | For | For | Management |
| 1.2 | Elect Director Carlos Alvarez | For | For | Management |
| 1.3 | Elect Director Royce S. Caldwell | For | For | Management |
| 1.4 | Elect Director Crawford H. Edwards | For | For | Management |
| 1.5 | Elect Director Ruben M. Escobedo | For | For | Management |
| 1.6 | Elect Director Richard W. Evans, Jr. | For | For | Management |
| 1.7 | Elect Director Patrick B. Frost | For | For | Management |
| 1.8 | Elect Director David J. Haemisegger | For | For | Management |
| 1.9 | Elect Director Karen E. Jennings | For | For | Management |
| 1.10 | Elect Director Richard M. Kleberg, III | For | For | Management |
| 1.11 | Elect Director Charles W. Matthews | For | For | Management |
| 1.12 | Elect Director Ida Clement Steen | For | For | Management |

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| | | | | |
|------|---|-----|-----|------------|
| 1.13 | Elect Director Horace Wilkins, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

DELL INC.

Ticker: DELL Security ID: 24702R101

Meeting Date: JUL 15, 2011 Meeting Type: Annual

Record Date: MAY 20, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director James W. Breyer | For | Withhold | Management |
| 1.2 | Elect Director Donald J. Carty | For | For | Management |
| 1.3 | Elect Director Michael S. Dell | For | For | Management |
| 1.4 | Elect Director William H. Gray, III | For | For | Management |
| 1.5 | Elect Director Gerald J. Kleisterlee | For | For | Management |
| 1.6 | Elect Director Thomas W. Luce, III | For | For | Management |
| 1.7 | Elect Director Klaus S. Luft | For | For | Management |
| 1.8 | Elect Director Alex J. Mandl | For | For | Management |
| 1.9 | Elect Director Shantanu Narayen | For | For | Management |
| 1.10 | Elect Director H. Ross Perot, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

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| | | | | |
|---|---|----------|----------|-------------|
| 4 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |
| 6 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 7 | Approve Declaration of Dividends | Against | Against | Shareholder |

DIRECTV

Ticker: DTV Security ID: 25490A101

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Ralph Boyd, Jr. | For | For | Management |
| 2 | Elect Director David Dillon | For | For | Management |
| 3 | Elect Director Samuel DiPiazza, Jr. | For | For | Management |
| 4 | Elect Director Dixon Doll | For | For | Management |
| 5 | Elect Director Peter Lund | For | For | Management |
| 6 | Elect Director Nancy Newcomb | For | For | Management |
| 7 | Elect Director Lorrie Norrington | For | For | Management |
| 8 | Ratify Auditors | For | For | Management |
| 9 | Eliminate Class of Common Stock | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Pro-rata Vesting of Equity Awards | Against | For | Shareholder |

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DISCOVER FINANCIAL SERVICES

Ticker: DFS Security ID: 254709108

Meeting Date: APR 18, 2012 Meeting Type: Annual

Record Date: FEB 21, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Jeffrey S. Aronin | For | For | Management |
| 2 | Elect Director Mary K. Bush | For | For | Management |
| 3 | Elect Director Gregory C. Case | For | For | Management |
| 4 | Elect Director Robert M. Devlin | For | For | Management |
| 5 | Elect Director Cynthia A. Glassman | For | For | Management |
| 6 | Elect Director Richard H. Lenny | For | For | Management |
| 7 | Elect Director Thomas G. Maheras | For | For | Management |
| 8 | Elect Director Michael H. Moskow | For | For | Management |
| 9 | Elect Director David W. Nelms | For | For | Management |
| 10 | Elect Director E. Follin Smith | For | For | Management |
| 11 | Elect Director Lawrence A. Weinbach | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |

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DISH NETWORK CORPORATION

Ticker: DISH Security ID: 25470M109

Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 07, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Joseph P. Clayton | For | For | Management |
| 1.2 | Elect Director James DeFranco | For | For | Management |
| 1.3 | Elect Director Cantey M. Ergen | For | For | Management |
| 1.4 | Elect Director Charles W. Ergen | For | For | Management |
| 1.5 | Elect Director Steven R. Goodbarn | For | For | Management |
| 1.6 | Elect Director Gary S. Howard | For | For | Management |
| 1.7 | Elect Director David K. Moskowitz | For | For | Management |
| 1.8 | Elect Director Tom A. Ortolf | For | For | Management |
| 1.9 | Elect Director Carl E. Vogel | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Other Business | For | Against | Management |

E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: FEB 29, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Lamberto Andreotti | For | For | Management |
| 2 | Elect Director Richard H. Brown | For | For | Management |
| 3 | Elect Director Robert A. Brown | For | For | Management |
| 4 | Elect Director Bertrand P. Collomb | For | For | Management |
| 5 | Elect Director Curtis J. Crawford | For | For | Management |
| 6 | Elect Director Alexander M. Cutler | For | For | Management |
| 7 | Elect Director Eleuthere I. Du Pont | For | For | Management |
| 8 | Elect Director Marillyn A. Hewson | For | For | Management |
| 9 | Elect Director Lois D. Juliber | For | For | Management |
| 10 | Elect Director Ellen J. Kullman | For | For | Management |
| 11 | Elect Director Lee M. Thomas | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Require Independent Board Chairman | Against | For | Shareholder |
| 15 | Report on Pay Disparity | Against | Abstain | Shareholder |

EASTMAN CHEMICAL COMPANY

Ticker: EMN Security ID: 277432100

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|----|---|-----|-----|-------------|
| 1 | Elect Director Stephen R. Demeritt | For | For | Management |
| 2 | Elect Director Robert M. Hernandez | For | For | Management |
| 3 | Elect Director Julie F. Holder | For | For | Management |
| 4 | Elect Director Lewis M. Kling | For | For | Management |
| 5 | Elect Director David W. Raisbeck | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Approve Omnibus Stock Plan | For | For | Management |
| 8 | Ratify Auditors | For | For | Management |
| 9 | Eliminate Supermajority Vote Provisions | For | For | Management |
| 10 | Provide Right to Act by Written Consent Against | For | | Shareholder |

ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108

Meeting Date: APR 16, 2012 Meeting Type: Annual

Record Date: FEB 15, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director K. Baicker | For | For | Management |
| 2 | Elect Director J. E. Fyrwald | For | For | Management |
| 3 | Elect Director E. R. Marram | For | For | Management |
| 4 | Elect Director D. R. Oberhelman | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Advisory Vote to Ratify Named | For | For | Management |

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Executive Officers' Compensation

| | | | | |
|---|---------------------------------------|---------|---------|-------------|
| 7 | Declassify the Board of Directors | For | For | Management |
| 8 | Reduce Supermajority Vote Requirement | For | For | Management |
| 9 | Adopt Policy for Engagement With | Against | Against | Shareholder |

Proponents of Shareholder Proposals

Supported by a Majority Vote

| | | | | |
|----|---|---------|---------|-------------|
| 10 | Report on Research Animal Care and Promotion of Testing Alternatives | Against | Abstain | Shareholder |
|----|---|---------|---------|-------------|

EXELON CORPORATION

Ticker: EXC Security ID: 30161N101

Meeting Date: NOV 17, 2011 Meeting Type: Special

Record Date: OCT 07, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with Acquisition | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

EXELON CORPORATION

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Ticker: EXC Security ID: 30161N101

Meeting Date: APR 02, 2012 Meeting Type: Annual

Record Date: FEB 07, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director John A. Canning, Jr. | For | For | Management |
| 2 | Elect Director Christopher M. Crane | For | For | Management |
| 3 | Elect Director M. Walter D'Alessio | For | For | Management |
| 4 | Elect Director Nicholas DeBenedictis | For | For | Management |
| 5 | Elect Director Nelson A. Diaz | For | For | Management |
| 6 | Elect Director Sue L. Gin | For | For | Management |
| 7 | Elect Director Rosemarie B. Greco | For | For | Management |
| 8 | Elect Director Paul L. Joskow, Ph. D. | For | For | Management |
| 9 | Elect Director Richard W. Mies | For | For | Management |
| 10 | Elect Director John M. Palms, Ph. D. | For | For | Management |
| 11 | Elect Director William C. Richardson, Ph. D. | For | For | Management |
| 12 | Elect Director Thomas J. Ridge | For | For | Management |
| 13 | Elect Director John W. Rogers, Jr. | For | For | Management |
| 14 | Elect Director John W. Rowe | For | For | Management |
| 15 | Elect Director Stephen D. Steinour | For | For | Management |
| 16 | Elect Director Don Thompson | For | For | Management |
| 17 | Elect Director Ann C. Berzin | For | For | Management |
| 18 | Elect Director Yves C. de Balmann | For | For | Management |
| 19 | Elect Director Robert J. Lawless | For | For | Management |
| 20 | Elect Director Mayo A. Shattuck III | For | For | Management |
| 21 | Ratify Auditors | For | For | Management |
| 22 | Advisory Vote to Ratify Named | For | For | Management |

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Executive Officers' Compensation

EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102

Meeting Date: MAY 30, 2012 Meeting Type: Annual

Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director M.J. Boskin | For | For | Management |
| 1.2 | Elect Director P. Brabeck-Letmathe | For | For | Management |
| 1.3 | Elect Director L.R. Faulkner | For | For | Management |
| 1.4 | Elect Director J.S. Fishman | For | For | Management |
| 1.5 | Elect Director H.H. Fore | For | For | Management |
| 1.6 | Elect Director K.C. Frazier | For | For | Management |
| 1.7 | Elect Director W.W. George | For | For | Management |
| 1.8 | Elect Director S.J. Palmisano | For | For | Management |
| 1.9 | Elect Director S.S. Reinemund | For | For | Management |
| 1.10 | Elect Director R.W. Tillerson | For | For | Management |
| 1.11 | Elect Director E.E. Whitacre, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Require a Majority Vote for the | Against | For | Shareholder |

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Election of Directors

| | | | | |
|---|---|---------|---------|-------------|
| 6 | Report on Political Contributions | Against | Against | Shareholder |
| 7 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | Abstain | Shareholder |
| 8 | Report on Hydraulic Fracturing Risks to Company | Against | Abstain | Shareholder |
| 9 | Adopt Quantitative GHG Goals for Products and Operations | Against | Abstain | Shareholder |

FOREST LABORATORIES, INC.

Ticker: FRX Security ID: 345838106

Meeting Date: AUG 18, 2011 Meeting Type: Proxy Contest

Record Date: JUN 24, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| | Management Proposals (White Card) | None | | |
| 1.1 | Elect Director Howard Solomon | For | For | Management |
| 1.2 | Elect Director Nesli Basgoz | For | For | Management |
| 1.3 | Elect Director Christopher J. Coughlin | For | For | Management |
| 1.4 | Elect Director Dan L. Goldwasser | For | For | Management |
| 1.5 | Elect Director Kenneth E. Goodman | For | For | Management |
| 1.6 | Elect Director Gerald M. Lieberman | For | For | Management |
| 1.7 | Elect Director Lawrence S. Olanoff | For | For | Management |

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| | | | | |
|------|---|----------|--------------|-------------|
| 1.8 | Elect Director Lester B. Salans | For | For | Management |
| 1.9 | Elect Director Brenton L. Saunders | For | For | Management |
| 1.10 | Elect Director Peter J. Zimetbaum | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Ratify Auditors | For | For | Management |
| # | Proposal | Diss Rec | Vote Cast | Sponsor |
| | Dissident Proxy (Gold Card) | None | | |
| 1.1 | Elect Director Alexander J. Denner | For | Did Not Vote | Shareholder |
| 1.2 | Elect Director Richard Mulligan | For | Did Not Vote | Shareholder |
| 1.3 | Elect Director Lucian A. Bebchuk | For | Did Not Vote | Shareholder |
| 1.4 | Elect Director Eric J. Ende | For | Did Not Vote | Shareholder |
| 1.5 | Management Nominee - Nesli Basgoz | For | Did Not Vote | Shareholder |
| 1.6 | Management Nominee - Christopher J. Coughlin | For | Did Not Vote | Shareholder |
| 1.7 | Management Nominee - Gerald M. Lieberman | For | Did Not Vote | Shareholder |
| 1.8 | Management Nominee - Lawrence S. Olanoff | For | Did Not Vote | Shareholder |
| 1.9 | Management Nominee - Brenton L. Saunders | For | Did Not Vote | Shareholder |
| 1.10 | Management Nominee - Peter J. Zimetbaum | For | Did Not Vote | Shareholder |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Did Not Vote | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | Did Not Vote | Management |
| 4 | Ratify Auditors | For | Did Not Vote | Management |

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FRANKLIN RESOURCES, INC.

Ticker: BEN Security ID: 354613101

Meeting Date: MAR 14, 2012 Meeting Type: Annual

Record Date: JAN 17, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Samuel H. Armacost | For | For | Management |
| 2 | Elect Director Charles Crocker | For | For | Management |
| 3 | Elect Director Joseph R. Hardiman | For | For | Management |
| 4 | Elect Director Charles B. Johnson | For | For | Management |
| 5 | Elect Director Gregory E. Johnson | For | For | Management |
| 6 | Elect Director Rupert H. Johnson, Jr. | For | For | Management |
| 7 | Elect Director Mark C. Pigott | For | For | Management |
| 8 | Elect Director Chutta Ratnathicam | For | For | Management |
| 9 | Elect Director Laura Stein | For | For | Management |
| 10 | Elect Director Anne M. Tatlock | For | For | Management |
| 11 | Elect Director Geoffrey Y. Yang | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

FREEMPORT-MCMORAN COPPER & GOLD INC.

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Ticker: FCX Security ID: 35671D857

Meeting Date: JUN 14, 2012 Meeting Type: Annual

Record Date: APR 18, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Richard C. Adkerson | For | For | Management |
| 1.2 | Elect Director Robert J. Allison, Jr. | For | For | Management |
| 1.3 | Elect Director Robert A. Day | For | For | Management |
| 1.4 | Elect Director Gerald J. Ford | For | Withhold | Management |
| 1.5 | Elect Director H. Devon Graham, Jr. | For | For | Management |
| 1.6 | Elect Director Charles C. Krulak | For | For | Management |
| 1.7 | Elect Director Bobby Lee Lackey | For | For | Management |
| 1.8 | Elect Director Jon C. Madonna | For | For | Management |
| 1.9 | Elect Director Dustan E. McCoy | For | For | Management |
| 1.10 | Elect Director James R. Moffett | For | For | Management |
| 1.11 | Elect Director B. M. Rankin, Jr. | For | For | Management |
| 1.12 | Elect Director Stephen H. Siegele | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Request Director Nominee with Environmental Qualifications | Against | Against | Shareholder |

GAMESTOP CORP.

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Ticker: GME Security ID: 36467W109

Meeting Date: JUN 19, 2012 Meeting Type: Annual

Record Date: APR 30, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Daniel A. DeMatteo | For | For | Management |
| 1.2 | Elect Director Shane S. Kim | For | For | Management |
| 1.3 | Elect Director J. Paul Raines | For | For | Management |
| 1.4 | Elect Director Kathy Vrabeck | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

GENERAL DYNAMICS CORPORATION

Ticker: GD Security ID: 369550108

Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 08, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Mary T. Barra | For | For | Management |
| 2 | Elect Director Nicholas D. Chabraja | For | For | Management |
| 3 | Elect Director James S. Crown | For | Against | Management |
| 4 | Elect Director William P. Fricks | For | For | Management |
| 5 | Elect Director Jay L. Johnson | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 6 | Elect Director James L. Jones | For | For | Management |
| 7 | Elect Director Paul G. Kaminski | For | For | Management |
| 8 | Elect Director John M. Keane | For | For | Management |
| 9 | Elect Director Lester L. Lyles | For | For | Management |
| 10 | Elect Director Phebe N. Novakovic | For | For | Management |
| 11 | Elect Director William A. Osborn | For | For | Management |
| 12 | Elect Director Robert Walmsley | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 15 | Approve Omnibus Stock Plan | For | For | Management |
| 16 | Review and Assess Human Rights Policies | Against | Abstain | Shareholder |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |

GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director W. Geoffrey Beattie | For | For | Management |
| 2 | Elect Director James I. Cash, Jr. | For | For | Management |
| 3 | Elect Director Ann M. Fudge | For | For | Management |
| 4 | Elect Director Susan Hockfield | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 5 | Elect Director Jeffrey R. Immelt | For | For | Management |
| 6 | Elect Director Andrea Jung | For | For | Management |
| 7 | Elect Director Alan G. Lafley | For | For | Management |
| 8 | Elect Director Robert W. Lane | For | For | Management |
| 9 | Elect Director Ralph S. Larsen | For | For | Management |
| 10 | Elect Director Rochelle B. Lazarus | For | Against | Management |
| 11 | Elect Director James J. Mulva | For | For | Management |
| 12 | Elect Director Sam Nunn | For | For | Management |
| 13 | Elect Director Roger S. Penske | For | Against | Management |
| 14 | Elect Director Robert J. Swieringa | For | For | Management |
| 15 | Elect Director James S. Tisch | For | For | Management |
| 16 | Elect Director Douglas A. Warner, III | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 19 | Amend Omnibus Stock Plan | For | For | Management |
| 20 | Approve Material Terms of Senior Officer Performance Goals | For | For | Management |
| 21 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 22 | Phase Out Nuclear Activities | Against | Abstain | Shareholder |
| 23 | Require Independent Board Chairman | Against | For | Shareholder |
| 24 | Provide Right to Act by Written Consent | Against | For | Shareholder |

GENERAL MOTORS COMPANY

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Ticker: GM Security ID: 37045V100

Meeting Date: JUN 12, 2012 Meeting Type: Annual

Record Date: APR 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Daniel F. Akerson | For | For | Management |
| 2 | Elect Director David Bonderman | For | For | Management |
| 3 | Elect Director Erroll B. Davis, Jr. | For | For | Management |
| 4 | Elect Director Stephen J. Girskey | For | For | Management |
| 5 | Elect Director E. Neville Isdell | For | For | Management |
| 6 | Elect Director Robert D. Krebs | For | For | Management |
| 7 | Elect Director Philip A. Laskawy | For | Against | Management |
| 8 | Elect Director Kathryn V. Marinello | For | For | Management |
| 9 | Elect Director James J. Mulva | For | For | Management |
| 10 | Elect Director Patricia F. Russo | For | For | Management |
| 11 | Elect Director Thomas M. Schoewe | For | For | Management |
| 12 | Elect Director Carol M. Stephenson | For | For | Management |
| 13 | Elect Director Theodore M. Solso | For | For | Management |
| 14 | Elect Director Cynthia A. Telles | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

H&R BLOCK, INC.

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Ticker: HRB Security ID: 093671105

Meeting Date: SEP 14, 2011 Meeting Type: Annual

Record Date: JUL 12, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|----------|-----------|------------|
| 1 | Elect Director Paul J. Brown | For | For | Management |
| 2 | Elect Director William C. Cobb | For | For | Management |
| 3 | Elect Director Marvin R. Ellison | For | For | Management |
| 4 | Elect Director Robert A. Gerard | For | For | Management |
| 5 | Elect Director David B. Lewis | For | For | Management |
| 6 | Elect Director Victoria J. Reich | For | For | Management |
| 7 | Elect Director Bruce C. Rohde | For | For | Management |
| 8 | Elect Director Tom D. Seip | For | For | Management |
| 9 | Elect Director Christianna Wood | For | For | Management |
| 10 | Elect Director James F. Wright | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 13 | Amend Deferred Compensation Plan | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |

HUMANA INC.

Ticker: HUM Security ID: 444859102

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Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Frank A. D'Amelio | For | For | Management |
| 2 | Elect Director W. Roy Dunbar | For | For | Management |
| 3 | Elect Director Kurt J. Hilzinger | For | For | Management |
| 4 | Elect Director David A. Jones, Jr. | For | For | Management |
| 5 | Elect Director Michael B. McCallister | For | For | Management |
| 6 | Elect Director William J. McDonald | For | For | Management |
| 7 | Elect Director William E. Mitchell | For | For | Management |
| 8 | Elect Director David B. Nash | For | For | Management |
| 9 | Elect Director James J. O'Brien | For | For | Management |
| 10 | Elect Director Marissa T. Peterson | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

ILLINOIS TOOL WORKS INC.

Ticker: ITW Security ID: 452308109

Meeting Date: MAY 04, 2012 Meeting Type: Annual

Record Date: MAR 06, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|----|---|-----|-----|------------|
| 1 | Elect Director Daniel J. Brutto | For | For | Management |
| 2 | Elect Director Susan Crown | For | For | Management |
| 3 | Elect Director Don H. Davis, Jr. | For | For | Management |
| 4 | Elect Director James W. Griffith | For | For | Management |
| 5 | Elect Director Robert C. McCormack | For | For | Management |
| 6 | Elect Director Robert S. Morrison | For | For | Management |
| 7 | Elect Director James A. Skinner | For | For | Management |
| 8 | Elect Director David B. Smith, Jr. | For | For | Management |
| 9 | Elect Director David B. Speer | For | For | Management |
| 10 | Elect Director Pamela B. Strobel | For | For | Management |
| 11 | Elect Director Kevin M. Warren | For | For | Management |
| 12 | Elect Director Anre D. Williams | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

INTEL CORPORATION

Ticker: INTC Security ID: 458140100

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Charlene Barshefsky | For | Against | Management |
| 2 | Elect Director Andy D. Bryant | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 3 | Elect Director Susan L. Decker | For | For | Management |
| 4 | Elect Director John J. Donahoe | For | For | Management |
| 5 | Elect Director Reed E. Hundt | For | For | Management |
| 6 | Elect Director Paul S. Otellini | For | For | Management |
| 7 | Elect Director James D. Plummer | For | For | Management |
| 8 | Elect Director David S. Pottruck | For | For | Management |
| 9 | Elect Director Frank D. Yeary | For | For | Management |
| 10 | Elect Director David B. Yoffie | For | Against | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote | Against | Against | Shareholder |

INTERCONTINENTALEXCHANGE, INC.

Ticker: ICE Security ID: 45865V100

Meeting Date: MAY 18, 2012 Meeting Type: Annual

Record Date: MAR 20, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director Charles R. Crisp | For | For | Management |
| 2 | Elect Director Jean-Marc Forneri | For | For | Management |
| 3 | Elect Director Judd A. Gregg | For | For | Management |

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| | | | | |
|----|---|-----|---------|------------|
| 4 | Elect Director Fred W. Hatfield | For | For | Management |
| 5 | Elect Director Terrence F. Martell | For | For | Management |
| 6 | Elect Director Callum McCarthy | For | For | Management |
| 7 | Elect Director Sir Robert Reid | For | For | Management |
| 8 | Elect Director Frederic V. Salerno | For | Against | Management |
| 9 | Elect Director Jeffrey C. Sprecher | For | For | Management |
| 10 | Elect Director Judith A. Sprieser | For | For | Management |
| 11 | Elect Director Vincent Tese | For | Against | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Alain J.P. Belda | For | Against | Management |
| 2 | Elect Director William R. Brody | For | For | Management |
| 3 | Elect Director Kenneth I. Chenault | For | For | Management |
| 4 | Elect Director Michael L. Eskew | For | Against | Management |
| 5 | Elect Director David N. Farr | For | For | Management |
| 6 | Elect Director Shirley Ann Jackson | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 7 | Elect Director Andrew N. Liveris | For | Against | Management |
| 8 | Elect Director W. James McNerney, Jr. | For | For | Management |
| 9 | Elect Director James W. Owens | For | For | Management |
| 10 | Elect Director Samuel J. Palmisano | For | For | Management |
| 11 | Elect Director Virginia M. Rometty | For | For | Management |
| 12 | Elect Director Joan E. Spero | For | For | Management |
| 13 | Elect Director Sidney Taurel | For | For | Management |
| 14 | Elect Director Lorenzo H. Zambrano | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 18 | Report on Political Contributions | Against | Against | Shareholder |
| 19 | Report on Lobbying Expenses | Against | Against | Shareholder |

JABIL CIRCUIT, INC.

Ticker: JBL Security ID: 466313103

Meeting Date: JAN 26, 2012 Meeting Type: Annual

Record Date: NOV 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Martha F. Brooks | For | For | Management |
| 1.2 | Elect Director Mel S. Lavitt | For | For | Management |
| 1.3 | Elect Director Timothy L. Main | For | For | Management |

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| | | | | |
|-----|---|----------|----------|------------|
| 1.4 | Elect Director William D. Morean | For | For | Management |
| 1.5 | Elect Director Lawrence J. Murphy | For | For | Management |
| 1.6 | Elect Director Frank A. Newman | For | For | Management |
| 1.7 | Elect Director Steven A. Raymund | For | For | Management |
| 1.8 | Elect Director Thomas A. Sansone | For | For | Management |
| 1.9 | Elect Director David M. Stout | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 5 | Other Business | For | Against | Management |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Mary Sue Coleman | For | For | Management |
| 2 | Elect Director James G. Cullen | For | For | Management |
| 3 | Elect Director Ian E.l. Davis | For | For | Management |
| 4 | Elect Director Alex Gorsky | For | For | Management |
| 5 | Elect Director Michael M.e. Johns | For | For | Management |
| 6 | Elect Director Susan L. Lindquist | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 7 | Elect Director Anne M. Mulcahy | For | Against | Management |
| 8 | Elect Director Leo F. Mullin | For | For | Management |
| 9 | Elect Director William D. Perez | For | For | Management |
| 10 | Elect Director Charles Prince | For | Against | Management |
| 11 | Elect Director David Satcher | For | For | Management |
| 12 | Elect Director William C. Weldon | For | For | Management |
| 13 | Elect Director Ronald A. Williams | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Approve Omnibus Stock Plan | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |
| 18 | Require Shareholder Vote to Approve Political Contributions | Against | Against | Shareholder |
| 19 | Adopt Animal-Free Training Methods | Against | Abstain | Shareholder |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director James A. Bell | For | For | Management |
| 2 | Elect Director Crandall C. Bowles | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 3 | Elect Director Stephen B. Burke | For | For | Management |
| 4 | Elect Director David M. Cote | For | For | Management |
| 5 | Elect Director James S. Crown | For | For | Management |
| 6 | Elect Director James Dimon | For | For | Management |
| 7 | Elect Director Timothy P. Flynn | For | For | Management |
| 8 | Elect Director Ellen V. Futter | For | Against | Management |
| 9 | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 10 | Elect Director Lee R. Raymond | For | For | Management |
| 11 | Elect Director William C. Weldon | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Affirm Political Non-Partisanship | Against | Against | Shareholder |
| 15 | Require Independent Board Chairman | Against | For | Shareholder |
| 16 | Report on Loan Modifications | Against | Against | Shareholder |
| 17 | Report on Political Contributions | Against | Against | Shareholder |
| 18 | Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity | Against | Abstain | Shareholder |
| 19 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 20 | Stock Retention | Against | Against | Shareholder |

KELLOGG COMPANY

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Ticker: K Security ID: 487836108

Meeting Date: APR 20, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Benjamin Carson | For | For | Management |
| 1.2 | Elect Director John Dillon | For | For | Management |
| 1.3 | Elect Director Jim Jenness | For | For | Management |
| 1.4 | Elect Director Don Knauss | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Declassify the Board of Directors | Against | For | Shareholder |
| 5 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director John R. Alm | For | For | Management |
| 2 | Elect Director John F. Bergstrom | For | For | Management |
| 3 | Elect Director Abelardo E. Bru | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 4 | Elect Director Robert W. Decherd | For | For | Management |
| 5 | Elect Director Thomas J. Falk | For | For | Management |
| 6 | Elect Director Fabian T. Garcia | For | For | Management |
| 7 | Elect Director Mae C. Jemison, M.D. | For | For | Management |
| 8 | Elect Director James M. Jenness | For | For | Management |
| 9 | Elect Director Nancy J. Karch | For | For | Management |
| 10 | Elect Director Ian C. Read | For | For | Management |
| 11 | Elect Director Linda Johnson Rice | For | For | Management |
| 12 | Elect Director Marc J. Shapiro | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect Director George W. Henderson, III | For | For | Management |
| 2 | Elect Director Eric G. Johnson | For | For | Management |
| 3 | Elect Director M. Leanne Lachman | For | For | Management |
| 4 | Elect Director Isaiah Tidwell | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

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| | | | | |
|---|---|-----|-----|------------|
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
|---|---|-----|-----|------------|

LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Nolan D. Archibald | For | For | Management |
| 2 | Elect Director Rosalind G. Brewer | For | For | Management |
| 3 | Elect Director David B. Burritt | For | Against | Management |
| 4 | Elect Director James O. Ellis, Jr. | For | For | Management |
| 5 | Elect Director Thomas J. Falk | For | For | Management |
| 6 | Elect Director Gwendolyn S. King | For | For | Management |
| 7 | Elect Director James M. Loy | For | For | Management |
| 8 | Elect Director Douglas H. McCorkindale | For | Against | Management |
| 9 | Elect Director Joseph W. Ralston | For | For | Management |
| 10 | Elect Director Anne Stevens | For | Against | Management |
| 11 | Elect Director Robert J. Stevens | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 14 | Require Independent Board Chairman | Against | For | Shareholder |

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LORILLARD, INC.

Ticker: LO Security ID: 544147101

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Robert C. Almon | For | For | Management |
| 1.2 | Elect Director Kit D. Dietz | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Approve Nonqualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Declassify the Board of Directors | None | For | Shareholder |
| 6 | Report on Political Contributions | Against | Against | Shareholder |

MACY'S, INC.

Ticker: M Security ID: 55616P104

Meeting Date: MAY 18, 2012 Meeting Type: Annual

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Record Date: MAR 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Stephen F. Bollenbach | For | For | Management |
| 2 | Elect Director Deirdre P. Connelly | For | For | Management |
| 3 | Elect Director Meyer Feldberg | For | For | Management |
| 4 | Elect Director Sara Levinson | For | For | Management |
| 5 | Elect Director Terry J. Lundgren | For | For | Management |
| 6 | Elect Director Joseph Neubauer | For | Against | Management |
| 7 | Elect Director Joyce M. Roche | For | For | Management |
| 8 | Elect Director Paul C. Varga | For | For | Management |
| 9 | Elect Director Craig E. Weatherup | For | For | Management |
| 10 | Elect Director Marna C. Whittington | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Phase Out Sale of Raccoon Dog Fur Products | Against | Abstain | Shareholder |

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MARATHON OIL CORPORATION

Ticker: MRO Security ID: 565849106

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Gregory H. Boyce | For | For | Management |
| 2 | Elect Director Pierre Brondeau | For | For | Management |
| 3 | Elect Director Clarence P. Cazalot, Jr. | For | For | Management |
| 4 | Elect Director Linda Z. Cook | For | For | Management |
| 5 | Elect Director Shirley Ann Jackson | For | For | Management |
| 6 | Elect Director Philip Lader | For | For | Management |
| 7 | Elect Director Michael E. J. Phelps | For | For | Management |
| 8 | Elect Director Dennis H. Reilley | For | For | Management |
| 9 | Ratify Auditors | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Approve Omnibus Stock Plan | For | For | Management |

MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104

Meeting Date: JUN 05, 2012 Meeting Type: Annual

Record Date: APR 10, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Ajay Banga | For | For | Management |
| 2 | Elect Director David R. Carlucci | For | For | Management |
| 3 | Elect Director Steven J. Freiberg | For | For | Management |
| 4 | Elect Director Richard Haythornthwaite | For | For | Management |
| 5 | Elect Director Marc Olivie | For | For | Management |
| 6 | Elect Director Rima Qureshi | For | For | Management |
| 7 | Elect Director Mark Schwartz | For | For | Management |
| 8 | Elect Director Jackson P. Tai | For | For | Management |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 10 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 11 | Amend Omnibus Stock Plan | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Robert A. Eckert | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 2 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 3 | Elect Director Jeanne P. Jackson | For | For | Management |
| 4 | Elect Director Andrew J. Mckenna | For | For | Management |
| 5 | Elect Director Donald Thompson | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Approve Omnibus Stock Plan | For | For | Management |
| 8 | Declassify the Board of Directors | For | For | Management |
| 9 | Provide Right to Call Special Meeting | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Report on Policy Responses to Children's Health Concerns and Fast Food | Against | Abstain | Shareholder |

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: MAR 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Leslie A. Brun | For | For | Management |
| 2 | Elect Director Thomas R. Cech | For | For | Management |
| 3 | Elect Director Kenneth C. Frazier | For | For | Management |
| 4 | Elect Director Thomas H. Glocer | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 5 | Elect Director William B. Harrison Jr. | For | For | Management |
| 6 | Elect Director C. Robert Kidder | For | For | Management |
| 7 | Elect Director Rochelle B. Lazarus | For | For | Management |
| 8 | Elect Director Carlos E. Represas | For | For | Management |
| 9 | Elect Director Patricia F. Russo | For | For | Management |
| 10 | Elect Director Craig B. Thompson | For | For | Management |
| 11 | Elect Director Wendell P. Weeks | For | For | Management |
| 12 | Elect Director Peter C. Wendell | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 15 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 16 | Amend Bylaws -- Call Special Meetings | Against | Against | Shareholder |
| 17 | Report on Charitable and Political | Against | Abstain | Shareholder |
| | Contributions | | | |

METLIFE, INC.

Ticker: MET Security ID: 59156R108

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John M. Keane | For | For | Management |
| 1.2 | Elect Director Catherine R. Kinney | For | For | Management |

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| | | | | |
|-----|---|-----|-----|------------|
| 1.3 | Elect Director Hugh B. Price | For | For | Management |
| 1.4 | Elect Director Kenton J. Sicchitano | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

MICRON TECHNOLOGY, INC.

Ticker: MU Security ID: 595112103

Meeting Date: JAN 24, 2012 Meeting Type: Annual

Record Date: NOV 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|----------|-----------|------------|
| 1 | Elect Director Steven R. Appleton | For | For | Management |
| 2 | Elect Director Robert L. Bailey | For | For | Management |
| 3 | Elect Director Patrick J. Byrne | For | For | Management |
| 4 | Elect Director Mercedes Johnson | For | For | Management |
| 5 | Elect Director Lawrence N. Mondry | For | For | Management |
| 6 | Elect Director Robert E. Switz | For | For | Management |
| 7 | Amend Omnibus Stock Plan | For | For | Management |
| 8 | Ratify Auditors | For | For | Management |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 10 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

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MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104

Meeting Date: NOV 15, 2011 Meeting Type: Annual

Record Date: SEP 02, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|----------|-----------|-------------|
| 1 | Elect Director Steven A. Ballmer | For | For | Management |
| 2 | Elect Director Dina Dublon | For | For | Management |
| 3 | Elect Director William H. Gates, III | For | For | Management |
| 4 | Elect Director Raymond V. Gilmartin | For | For | Management |
| 5 | Elect Director Reed Hastings | For | For | Management |
| 6 | Elect Director Maria M. Klawe | For | For | Management |
| 7 | Elect Director David F. Marquardt | For | For | Management |
| 8 | Elect Director Charles H. Noski | For | For | Management |
| 9 | Elect Director Helmut Panke | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Amend Bylaws to Establish a Board Committee on Environmental Sustainability | Against | Abstain | Shareholder |

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MOODY'S CORPORATION

Ticker: MCO Security ID: 615369105

Meeting Date: APR 16, 2012 Meeting Type: Annual

Record Date: FEB 21, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|-------------|
| 1 | Elect Director Ewald Kist | For | For | Management |
| 2 | Elect Director Henry A. McKinnell, Jr. , Ph.D. | For | For | Management |
| 3 | Elect Director John K. Wulff | For | Against | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Declassify the Board of Directors | Against | For | Shareholder |

NATIONAL OILWELL VARCO, INC.

Ticker: NOV Security ID: 637071101

Meeting Date: MAY 16, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|---|---|---------|---------|-------------|
| 1 | Elect Director Merrill A. Miller, Jr. | For | For | Management |
| 2 | Elect Director Greg L. Armstrong | For | For | Management |
| 3 | Elect Director David D. Harrison | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Report on Political Contributions | Against | Against | Shareholder |

NETFLIX, INC.

Ticker: NFLX Security ID: 64110L106

Meeting Date: JUN 01, 2012 Meeting Type: Annual

Record Date: APR 02, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Richard N. Barton | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Declassify the Board of Directors | Against | For | Shareholder |
| 5 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

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NEWMONT MINING CORPORATION

Ticker: NEM Security ID: 651639106

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Bruce R. Brook | For | For | Management |
| 1.2 | Elect Director Vincent A. Calarco | For | For | Management |
| 1.3 | Elect Director Joseph A. Carrabba | For | For | Management |
| 1.4 | Elect Director Noreen Doyle | For | For | Management |
| 1.5 | Elect Director Veronica M. Hagen | For | For | Management |
| 1.6 | Elect Director Michael S. Hamson | For | For | Management |
| 1.7 | Elect Director Jane Nelson | For | For | Management |
| 1.8 | Elect Director Richard T. O'Brien | For | For | Management |
| 1.9 | Elect Director John B. Prescott | For | For | Management |
| 1.10 | Elect Director Donald C. Roth | For | For | Management |
| 1.11 | Elect Director Simon R. Thompson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Other Business | For | Against | Management |

NEXTERA ENERGY, INC.

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Ticker: NEE Security ID: 65339F101

Meeting Date: MAY 25, 2012 Meeting Type: Annual

Record Date: MAR 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Sherry S. Barrat | For | For | Management |
| 2 | Elect Director Robert M. Beall, Ii | For | For | Management |
| 3 | Elect Director James L. Camaren | For | For | Management |
| 4 | Elect Director Kenneth B. Dunn | For | For | Management |
| 5 | Elect Director J. Brian Ferguson | For | For | Management |
| 6 | Elect Director Lewis Hay, Iii | For | For | Management |
| 7 | Elect Director Toni Jennings | For | For | Management |
| 8 | Elect Director Oliver D. Kingsley, Jr. | For | For | Management |
| 9 | Elect Director Rudy E. Schupp | For | For | Management |
| 10 | Elect Director William H. Swanson | For | For | Management |
| 11 | Elect Director Michael H. Thaman | For | For | Management |
| 12 | Elect Director Hansel E. Tookes, Ii | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

NVIDIA CORPORATION

Ticker: NVDA Security ID: 67066G104

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Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Tench Coxé | For | For | Management |
| 1.2 | Elect Director Mark L. Perry | For | For | Management |
| 1.3 | Elect Director Mark A. Stevens | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105

Meeting Date: MAY 04, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Spencer Abraham | For | For | Management |
| 2 | Elect Director Howard I. Atkins | For | For | Management |
| 3 | Elect Director Stephen I. Chazen | For | For | Management |
| 4 | Elect Director Edward P. Djerejian | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 5 | Elect Director John E. Feick | For | For | Management |
| 6 | Elect Director Margaret M. Foran | For | For | Management |
| 7 | Elect Director Carlos M. Gutierrez | For | For | Management |
| 8 | Elect Director Ray R. Irani | For | For | Management |
| 9 | Elect Director Avedick B. Poladian | For | For | Management |
| 10 | Elect Director Aziz D. Syriani | For | For | Management |
| 11 | Elect Director Rosemary Tomich | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Request Director Nominee with Environmental Qualifications | Against | Against | Shareholder |

PACKAGING CORPORATION OF AMERICA

Ticker: PKG Security ID: 695156109

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Cheryl K. Beebe | For | For | Management |
| 1.2 | Elect Director Hasan Jameel | For | For | Management |
| 1.3 | Elect Director Mark W. Kowlzan | For | For | Management |
| 1.4 | Elect Director Robert C. Lyons | For | For | Management |
| 1.5 | Elect Director Samuel M. Mencoff | For | For | Management |

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| | | | | |
|-----|---|-----|---------|------------|
| 1.6 | Elect Director Roger B. Porter | For | For | Management |
| 1.7 | Elect Director Thomas S. Souleles | For | For | Management |
| 1.8 | Elect Director Paul T. Stecko | For | For | Management |
| 1.9 | Elect Director James D. Woodrum | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |

PFIZER INC.

Ticker: PFE Security ID: 717081103

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 2 | Elect Director M. Anthony Burns | For | For | Management |
| 3 | Elect Director W. Don Cornwell | For | For | Management |
| 4 | Elect Director Frances D. Fergusson | For | For | Management |
| 5 | Elect Director William H. Gray, III | For | For | Management |
| 6 | Elect Director Helen H. Hobbs | For | For | Management |
| 7 | Elect Director Constance J. Horner | For | For | Management |
| 8 | Elect Director James M. Kilts | For | For | Management |
| 9 | Elect Director George A. Lorch | For | For | Management |
| 10 | Elect Director John P. Mascotte | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 11 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 12 | Elect Director Ian C. Read | For | For | Management |
| 13 | Elect Director Stephen W. Sanger | For | For | Management |
| 14 | Elect Director Marc Tessier-Lavigne | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Publish Political Contributions | Against | Against | Shareholder |
| 18 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 19 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | Against | Shareholder |
| 20 | Non-Employee Director Compensation | Against | Against | Shareholder |

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Harold Brown | For | For | Management |
| 2 | Elect Director Mathis Cabiallavetta | For | For | Management |
| 3 | Elect Director Louis C. Camilleri | For | For | Management |
| 4 | Elect Director J. Dudley Fishburn | For | For | Management |
| 5 | Elect Director Jennifer Li | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 6 | Elect Director Graham Mackay | For | For | Management |
| 7 | Elect Director Sergio Marchionne | For | Against | Management |
| 8 | Elect Director Kalpana Morparia | For | For | Management |
| 9 | Elect Director Lucio A. Noto | For | For | Management |
| 10 | Elect Director Robert B. Polet | For | For | Management |
| 11 | Elect Director Carlos Slim Helu | For | For | Management |
| 12 | Elect Director Stephen M. Wolf | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Approve Restricted Stock Plan | For | For | Management |
| 16 | Require Independent Board Chairman | Against | For | Shareholder |
| 17 | Establish Ethics Committee to Review Marketing Activities | Against | Abstain | Shareholder |

PITNEY BOWES INC.

Ticker: PBI Security ID: 724479100

Meeting Date: MAY 14, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Rodney C. Adkins | For | For | Management |
| 2 | Elect Director Anne M. Busquet | For | For | Management |
| 3 | Elect Director Roger Fradin | For | For | Management |

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| | | | | |
|----|---|-----|---------|------------|
| 4 | Elect Director Anne Sutherland Fuchs | For | Against | Management |
| 5 | Elect Director James H. Keyes | For | Against | Management |
| 6 | Elect Director Murray D. Martin | For | For | Management |
| 7 | Elect Director Michael I. Roth | For | For | Management |
| 8 | Elect Director David L. Shedlarz | For | For | Management |
| 9 | Elect Director David B. Snow, Jr. | For | Against | Management |
| 10 | Elect Director Robert E. Weissman | For | Against | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |

PRUDENTIAL FINANCIAL, INC.

Ticker: PRU Security ID: 744320102

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect Director Thomas J. Baltimore, Jr. | For | For | Management |
| 2 | Elect Director Gordon M. Bethune | For | For | Management |
| 3 | Elect Director Gaston Caperton | For | For | Management |
| 4 | Elect Director Gilbert F. Casellas | For | For | Management |
| 5 | Elect Director James G. Cullen | For | For | Management |
| 6 | Elect Director William H. Gray, III | For | For | Management |
| 7 | Elect Director Mark B. Grier | For | For | Management |

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| | | | | |
|----|---|---------|-----|-------------|
| 8 | Elect Director Constance J. Horner | For | For | Management |
| 9 | Elect Director Martina Hund-Mejean | For | For | Management |
| 10 | Elect Director Karl J. Krapek | For | For | Management |
| 11 | Elect Director Chrisitne A. Poon | For | For | Management |
| 12 | Elect Director John R. Strangfeld | For | For | Management |
| 13 | Elect Director James A. Unruh | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Eliminate Supermajority Voting Provisions | For | For | Management |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

Ticker: PEG Security ID: 744573106

Meeting Date: APR 17, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Albert R. Gamper, Jr. | For | For | Management |
| 2 | Elect Director Conrad K. Harper | For | For | Management |
| 3 | Elect Director William V. Hickey | For | For | Management |
| 4 | Elect Director Ralph Izzo | For | For | Management |
| 5 | Elect Director Shirley Ann Jackson | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 6 | Elect Director David Lilley | For | For | Management |
| 7 | Elect Director Thomas A. Renyi | For | For | Management |
| 8 | Elect Director Hak Cheol Shin | For | For | Management |
| 9 | Elect Director Richard J. Swift | For | For | Management |
| 10 | Elect Director Susan Tomasky | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

R. R. DONNELLEY & SONS COMPANY

Ticker: RRD Security ID: 257867101

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Thomas J. Quinlan, III | For | For | Management |
| 2 | Elect Director Stephen M. Wolf | For | For | Management |
| 3 | Elect Director Susan M. Cameron | For | For | Management |
| 4 | Elect Director Lee A. Chaden | For | For | Management |
| 5 | Elect Director Richard L. Crandall | For | For | Management |
| 6 | Elect Director Judith H. Hamilton | For | For | Management |
| 7 | Elect Director Thomas S. Johnson | For | Against | Management |
| 8 | Elect Director John C. Pope | For | For | Management |
| 9 | Elect Director Michael T. Riordan | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 10 | Elect Director Oliver R. Sockwell | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Approve Omnibus Stock Plan | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Prepare Sustainability Report | Against | Abstain | Shareholder |

RAYTHEON COMPANY

Ticker: RTN Security ID: 755111507

Meeting Date: MAY 31, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1 | Elect Director James E. Cartwright | For | For | Management |
| 2 | Elect Director Vernon E. Clark | For | For | Management |
| 3 | Elect Director John M. Deutch | For | Against | Management |
| 4 | Elect Director Stephen J. Hadley | For | For | Management |
| 5 | Elect Director Frederic M. Poses | For | For | Management |
| 6 | Elect Director Michael C. Ruetters | For | For | Management |
| 7 | Elect Director Ronald L. Skates | For | For | Management |
| 8 | Elect Director William R. Spivey | For | For | Management |
| 9 | Elect Director Linda G. Stuntz | For | Against | Management |
| 10 | Elect Director William H. Swanson | For | For | Management |
| 11 | Advisory Vote to Ratify Named | For | For | Management |

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Executive Officers' Compensation

| | | | | |
|----|---|---------|---------|-------------|
| 12 | Ratify Auditors | For | For | Management |
| 13 | Stock Retention/Holding Period | Against | Against | Shareholder |
| 14 | Submit SERP to Shareholder Vote | Against | Against | Shareholder |
| 15 | Provide Right to Act by Written Consent | Against | For | Shareholder |

REPUBLIC SERVICES, INC.

Ticker: RSG Security ID: 760759100

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 20, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director James W. Crownover | For | For | Management |
| 2 | Elect Director William J. Flynn | For | For | Management |
| 3 | Elect Director Michael Larson | For | Against | Management |
| 4 | Elect Director Nolan Lehmann | For | For | Management |
| 5 | Elect Director W. Lee Nutter | For | For | Management |
| 6 | Elect Director Ramon A. Rodriguez | For | For | Management |
| 7 | Elect Director Donald W. Slager | For | For | Management |
| 8 | Elect Director Allan C. Sorensen | For | For | Management |
| 9 | Elect Director John M. Trani | For | For | Management |
| 10 | Elect Director Michael W. Wickham | For | For | Management |
| 11 | Advisory Vote to Ratify Named | For | For | Management |

Executive Officers' Compensation

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| | | | | |
|----|---|---------|-----|-------------|
| 12 | Ratify Auditors | For | For | Management |
| 13 | Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives | Against | For | Shareholder |
| 14 | Report on Political Contributions | Against | For | Shareholder |

ROYAL DUTCH SHELL PLC

Ticker: RDSB Security ID: 780259206

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: APR 12, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Remuneration Report | For | For | Management |
| 3 | Elect Sir Nigel Sheinwald as Director | For | For | Management |
| 4 | Re-elect Josef Ackermann as Director | For | For | Management |
| 5 | Re-elect Guy Elliott as Director | For | For | Management |
| 6 | Re-elect Simon Henry as Director | For | For | Management |
| 7 | Re-elect Charles Holliday as Director | For | For | Management |
| 8 | Re-elect Gerard Kleisterlee as Director | For | For | Management |
| 9 | Re-elect Christine Morin-Postel as Director | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 10 | Re-elect Jorma Ollila as Director | For | For | Management |
| 11 | Re-elect Linda Stuntz as Director | For | For | Management |
| 12 | Re-elect Jeroen van der Veer as Director | For | For | Management |
| 13 | Re-elect Peter Voser as Director | For | For | Management |
| 14 | Re-elect Hans Wijers as Director | For | For | Management |
| 15 | Reappoint PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 16 | Authorise Board to Fix Remuneration of Auditors | For | For | Management |
| 17 | Authorise Issue of Equity with Pre-emptive Rights | For | For | Management |
| 18 | Authorise Issue of Equity without Pre-emptive Rights | For | For | Management |
| 19 | Authorise Market Purchase of Ordinary Shares | For | For | Management |
| 20 | Authorise EU Political Donations and Expenditure | For | For | Management |

SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108

Meeting Date: APR 11, 2012 Meeting Type: Annual

Record Date: FEB 22, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Peter L.S. Currie | For | For | Management |
| 1.2 | Elect Director Tony Isaac | For | Against | Management |
| 1.3 | Elect Director K. Vaman Kamath | For | For | Management |
| 1.4 | Elect Director Paal Kibsgaard | For | For | Management |
| 1.5 | Elect Director Nikolay Kudryavtsev | For | For | Management |
| 1.6 | Elect Director Adrian Lajous | For | For | Management |
| 1.7 | Elect Director Michael E. Marks | For | For | Management |
| 1.8 | Elect Director Elizabeth Moler | For | For | Management |
| 1.9 | Elect Director Lubna S. Olayan | For | For | Management |
| 1.10 | Elect Director Leo Rafael Reif | For | For | Management |
| 1.11 | Elect Director Tore I. Sandvold | For | For | Management |
| 1.12 | Elect Director Henri Seydoux | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Adopt and Approve Financials and Dividends | For | For | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 5 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |

SEMPRA ENERGY

Ticker: SRE Security ID: 816851109

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Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Alan L. Boeckmann | For | Against | Management |
| 2 | Elect Director James G. Brocksmith, Jr. | For | For | Management |
| 3 | Elect Director Donald E. Felsing | For | For | Management |
| 4 | Elect Director Wilford D. Godbold, Jr. | For | For | Management |
| 5 | Elect Director William D. Jones | For | For | Management |
| 6 | Elect Director William G. Ouchi | For | Against | Management |
| 7 | Elect Director Debra L. Reed | For | For | Management |
| 8 | Elect Director Carlos Ruiz | For | For | Management |
| 9 | Elect Director William C. Rusnack | For | Against | Management |
| 10 | Elect Director William P. Rutledge | For | Against | Management |
| 11 | Elect Director Lynn Schenk | For | For | Management |
| 12 | Elect Director Luis M. Tellez | For | Against | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 15 | Require Independent Board Chairman | Against | For | Shareholder |
| 16 | Include Sustainability as a Performance Measure for Senior Executive Compensation | Against | Abstain | Shareholder |

SIMON PROPERTY GROUP, INC.

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Ticker: SPG Security ID: 828806109

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Melvyn E. Bergstein | For | For | Management |
| 2 | Elect Director Larry C. Glasscock | For | For | Management |
| 3 | Elect Director Karen N. Horn | For | Against | Management |
| 4 | Elect Director Allan Hubbard | For | For | Management |
| 5 | Elect Director Reuben S. Leibowitz | For | For | Management |
| 6 | Elect Director Daniel C. Smith | For | For | Management |
| 7 | Elect Director J. Albert Smith, Jr. | For | For | Management |
| 8 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 9 | Ratify Auditors | For | For | Management |
| 10 | Amend Omnibus Stock Plan | For | For | Management |

STANLEY BLACK & DECKER, INC.

Ticker: SWK Security ID: 854502101

Meeting Date: APR 17, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|-----|---|-----|-----|------------|
| 1.1 | Elect Director Patrick D. Campbell | For | For | Management |
| 1.2 | Elect Director Benjamin H. Griswold, IV | For | For | Management |
| 1.3 | Elect Director Eileen S. Kraus | For | For | Management |
| 1.4 | Elect Director Robert L. Ryan | For | For | Management |
| 2 | Declassify the Board of Directors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

TEMPUR-PEDIC INTERNATIONAL INC.

Ticker: TPX Security ID: 88023U101

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Evelyn S. Dilsaver | For | For | Management |
| 2 | Elect Director Frank Doyle | For | For | Management |
| 3 | Elect Director John A. Heil | For | For | Management |
| 4 | Elect Director Peter K. Hoffman | For | For | Management |
| 5 | Elect Director Sir Paul Judge | For | For | Management |
| 6 | Elect Director Nancy F. Koehn | For | For | Management |
| 7 | Elect Director Christopher A. Masto | For | For | Management |
| 8 | Elect Director P. Andrews McLane | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 9 | Elect Director Mark Sarvary | For | For | Management |
| 10 | Elect Director Robert B. Trussell, Jr. | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

TESORO CORPORATION

Ticker: TSO Security ID: 881609101

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Rodney F. Chase | For | For | Management |
| 2 | Elect Director Gregory J. Goff | For | For | Management |
| 3 | Elect Director Robert W. Goldman | For | For | Management |
| 4 | Elect Director Steven H. Grapstein | For | For | Management |
| 5 | Elect Director David Lilley | For | For | Management |
| 6 | Elect Director J.W. Nokes | For | For | Management |
| 7 | Elect Director Susan Tomasky | For | For | Management |
| 8 | Elect Director Michael E. Wiley | For | For | Management |
| 9 | Elect Director Patrick Y. Yang | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |

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THE AES CORPORATION

Ticker: AES Security ID: 00130H105

Meeting Date: APR 19, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Andres Gluski | For | For | Management |
| 1.2 | Elect Director Zhang Guo Bao | For | For | Management |
| 1.3 | Elect Director Kristina M. Johnson | For | For | Management |
| 1.4 | Elect Director Tarun Khanna | For | For | Management |
| 1.5 | Elect Director John A. Koskinen | For | For | Management |
| 1.6 | Elect Director Philip Lader | For | For | Management |
| 1.7 | Elect Director Sandra O. Moose | For | For | Management |
| 1.8 | Elect Director John B. Morse, Jr. | For | For | Management |
| 1.9 | Elect Director Philip A. Odeen | For | For | Management |
| 1.10 | Elect Director Charles O. Rossotti | For | Withhold | Management |
| 1.11 | Elect Director Sven Sandstrom | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

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THE CHUBB CORPORATION

Ticker: CB Security ID: 171232101

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Zoe Baird Budinger | For | For | Management |
| 2 | Elect Director Sheila P. Burke | For | For | Management |
| 3 | Elect Director James I. Cash, Jr. | For | For | Management |
| 4 | Elect Director John D. Finnegan | For | For | Management |
| 5 | Elect Director Lawrence W. Kellner | For | For | Management |
| 6 | Elect Director Martin G. McGuinn | For | For | Management |
| 7 | Elect Director Lawrence M. Small | For | For | Management |
| 8 | Elect Director Jess Soderberg | For | For | Management |
| 9 | Elect Director Daniel E. Somers | For | For | Management |
| 10 | Elect Director James M. Zimmerman | For | For | Management |
| 11 | Elect Director Alfred W. Zollar | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote | Against | Against | Shareholder |

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THE DOW CHEMICAL COMPANY

Ticker: DOW Security ID: 260543103

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Arnold A. Allemang | For | For | Management |
| 2 | Elect Director Jacqueline K. Barton | For | For | Management |
| 3 | Elect Director James A. Bell | For | For | Management |
| 4 | Elect Director Jeff M. Fettig | For | For | Management |
| 5 | Elect Director John B. Hess | For | For | Management |
| 6 | Elect Director Andrew N. Liveris | For | For | Management |
| 7 | Elect Director Paul Polman | For | For | Management |
| 8 | Elect Director Dennis H. Reilley | For | For | Management |
| 9 | Elect Director James M. Ringler | For | Against | Management |
| 10 | Elect Director Ruth G. Shaw | For | Against | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Approve Omnibus Stock Plan | For | For | Management |
| 14 | Approve Nonqualified Employee Stock Purchase Plan | For | For | Management |
| 15 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 16 | Require Independent Board Chairman | Against | For | Shareholder |

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THE DUN & BRADSTREET CORPORATION

Ticker: DNB Security ID: 26483E100

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Austin A. Adams | For | For | Management |
| 2 | Elect Director John W. Alden | For | For | Management |
| 3 | Elect Director Christopher J. Coughlin | For | For | Management |
| 4 | Elect Director James N. Fernandez | For | For | Management |
| 5 | Elect Director Paul R. Garcia | For | For | Management |
| 6 | Elect Director Douglas A. Kehring | For | For | Management |
| 7 | Elect Director Sara Mathew | For | For | Management |
| 8 | Elect Director Sandra E. Peterson | For | For | Management |
| 9 | Elect Director Michael J. Winkler | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Provide Right to Call Special Meeting | For | For | Management |

THE HERSHEY COMPANY

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Ticker: HSY Security ID: 427866108

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director P.M. Arway | For | Withhold | Management |
| 1.2 | Elect Director J.P. Bilbrey | For | For | Management |
| 1.3 | Elect Director R.F. Cavanaugh | For | For | Management |
| 1.4 | Elect Director C.A. Davis | For | For | Management |
| 1.5 | Elect Director R.M. Malcolm | For | For | Management |
| 1.6 | Elect Director J.M. Mead | For | Withhold | Management |
| 1.7 | Elect Director J.E. Nevels | For | Withhold | Management |
| 1.8 | Elect Director A.J. Palmer | For | For | Management |
| 1.9 | Elect Director T.J. Ridge | For | For | Management |
| 1.10 | Elect Director D.L. Shedlarz | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

THE HOME DEPOT, INC.

Ticker: HD Security ID: 437076102

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director F. Duane Ackerman | For | For | Management |
| 2 | Elect Director Francis S. Blake | For | For | Management |
| 3 | Elect Director Ari Bousbib | For | For | Management |
| 4 | Elect Director Gregory D. Brenneman | For | For | Management |
| 5 | Elect Director J. Frank Brown | For | For | Management |
| 6 | Elect Director Albert P. Carey | For | Against | Management |
| 7 | Elect Director Armando Codina | For | Against | Management |
| 8 | Elect Director Bonnie G. Hill | For | Against | Management |
| 9 | Elect Director Karen L. Katen | For | Against | Management |
| 10 | Elect Director Ronald L. Sargent | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 14 | Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote | Against | Against | Shareholder |
| 15 | Prepare Employment Diversity Report | Against | Abstain | Shareholder |
| 16 | Amend Right to Act by Written Consent | Against | For | Shareholder |
| 17 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |
| 18 | Report on Charitable Contributions | Against | Abstain | Shareholder |
| 19 | Adopt Storm Water Run-off Management Policy | Against | Abstain | Shareholder |

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THE KROGER CO.

Ticker: KR Security ID: 501044101

Meeting Date: JUN 21, 2012 Meeting Type: Annual

Record Date: APR 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Reuben V. Anderson | For | For | Management |
| 2 | Elect Director Robert D. Beyer | For | For | Management |
| 3 | Elect Director David B. Dillon | For | For | Management |
| 4 | Elect Director Susan J. Kropf | For | For | Management |
| 5 | Elect Director John T. LaMacchia | For | For | Management |
| 6 | Elect Director David B. Lewis | For | For | Management |
| 7 | Elect Director W. Rodney McMullen | For | For | Management |
| 8 | Elect Director Jorge P. Montoya | For | For | Management |
| 9 | Elect Director Clyde R. Moore | For | For | Management |
| 10 | Elect Director Susan M. Phillips | For | For | Management |
| 11 | Elect Director Steven R. Rogel | For | For | Management |
| 12 | Elect Director James A. Runde | For | For | Management |
| 13 | Elect Director Ronald L. Sargent | For | For | Management |
| 14 | Elect Director Bobby S. Shackouls | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Adopt ILO Based Code of Conduct | Against | Abstain | Shareholder |
| 18 | Report on Adopting Extended Producer Responsibility Policy | Against | Abstain | Shareholder |

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THE MCGRAW-HILL COMPANIES, INC.

Ticker: MHP Security ID: 580645109

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Pedro Aspe | For | For | Management |
| 2 | Elect Director Winfried Bischoff | For | For | Management |
| 3 | Elect Director William D. Green | For | For | Management |
| 4 | Elect Director Linda Koch Lorimer | For | For | Management |
| 5 | Elect Director Harold McGraw, III | For | For | Management |
| 6 | Elect Director Robert P. McGraw | For | For | Management |
| 7 | Elect Director Hilda Ochoa-Brillembourg | For | For | Management |
| 8 | Elect Director Michael Rake | For | For | Management |
| 9 | Elect Director Edward B. Rust, Jr. | For | Against | Management |
| 10 | Elect Director Kurt L. Schmoke | For | For | Management |
| 11 | Elect Director Sidney Taurel | For | For | Management |
| 12 | Elect Director Richard E. Thornburgh | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Provide Right to Act by Written Consent | Against | For | Shareholder |

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THE TJX COMPANIES, INC.

Ticker: TJX Security ID: 872540109

Meeting Date: JUN 13, 2012 Meeting Type: Annual

Record Date: APR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Zein Abdalla | For | For | Management |
| 2 | Elect Director Jose B. Alvarez | For | For | Management |
| 3 | Elect Director Alan M. Bennett | For | For | Management |
| 4 | Elect Director Bernard Cammarata | For | For | Management |
| 5 | Elect Director David T. Ching | For | For | Management |
| 6 | Elect Director Michael F. Hines | For | For | Management |
| 7 | Elect Director Amy B. Lane | For | For | Management |
| 8 | Elect Director Carol Meyrowitz | For | For | Management |
| 9 | Elect Director John F. O'Brien | For | For | Management |
| 10 | Elect Director Willow B. Shire | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

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TRI-CONTINENTAL CORPORATION

Ticker: TY Security ID: 895436103

Meeting Date: APR 12, 2012 Meeting Type: Annual

Record Date: FEB 14, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kathleen Blatz | For | For | Management |
| 1.2 | Elect Director Pamela G. Carlton | For | For | Management |
| 1.3 | Elect Director Alison Taunton-Rigby | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

TYCO INTERNATIONAL LTD.

Ticker: TYC Security ID: H89128104

Meeting Date: MAR 07, 2012 Meeting Type: Annual

Record Date: JAN 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports for Fiscal 2010/2011 | For | For | Management |
| 2 | Approve Discharge of Board and Senior Management | For | For | Management |
| 3.1 | Elect Edward D. Breen as Director | For | For | Management |
| 3.2 | Elect Michael Daniels as Director | For | For | Management |

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| | | | | |
|------|---|-----|-----|------------|
| 3.3 | Reelect Timothy Donahue as Director | For | For | Management |
| 3.4 | Reelect Brian Duperreault as Director | For | For | Management |
| 3.5 | Reelect Bruce Gordon as Director | For | For | Management |
| 3.6 | Reelect Rajiv L. Gupta as Director | For | For | Management |
| 3.7 | Reelect John Krol as Director | For | For | Management |
| 3.8 | Reelect Brendan O'Neill as Director | For | For | Management |
| 3.9 | Reelect Dinesh Paliwal as Director | For | For | Management |
| 3.10 | Reelect William Stavropoulos as Director | For | For | Management |
| 3.11 | Reelect Sandra Wijnberg as Director | For | For | Management |
| 3.12 | Reelect R. David Yost as Director | For | For | Management |
| 4a | Ratify Deloitte AG as Auditors | For | For | Management |
| 4b | Appoint Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal 2011/2012 | For | For | Management |
| 4c | Ratify PricewaterhouseCoopers AG as Special Auditors | For | For | Management |
| 5a | Approve Allocation of Income | For | For | Management |
| 5b | Approve Consolidated Reserves | For | For | Management |
| 5c | Approve Ordinary Cash Dividend | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Amend Articles of Association Regarding Book Entry Securities and Transfer of Registered Seat | For | For | Management |

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TYSON FOODS, INC.

Ticker: TSN Security ID: 902494103

Meeting Date: FEB 03, 2012 Meeting Type: Annual

Record Date: DEC 05, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director John Tyson | For | For | Management |
| 1.2 | Elect Director Kathleen M. Bader | For | For | Management |
| 1.3 | Elect Director Gaurdie E. Banister, Jr. | For | For | Management |
| 1.4 | Elect Director Jim Kever | For | Withhold | Management |
| 1.5 | Elect Director Kevin M. McNamara | For | For | Management |
| 1.6 | Elect Director Brad T. Sauer | For | For | Management |
| 1.7 | Elect Director Robert Thurber | For | For | Management |
| 1.8 | Elect Director Barbara A. Tyson | For | For | Management |
| 1.9 | Elect Director Albert C. Zapanta | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

UNITED PARCEL SERVICE, INC.

Ticker: UPS Security ID: 911312106

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director F. Duane Ackerman | For | For | Management |
| 2 | Elect Director Michael J. Burns | For | For | Management |
| 3 | Elect Director D. Scott Davis | For | For | Management |
| 4 | Elect Director Stuart E. Eizenstat | For | For | Management |
| 5 | Elect Director Michael L. Eskew | For | For | Management |
| 6 | Elect Director William R. Johnson | For | For | Management |
| 7 | Elect Director Candace Kendle | For | For | Management |
| 8 | Elect Director Ann M. Livermore | For | For | Management |
| 9 | Elect Director Rudy H.P. Markham | For | For | Management |
| 10 | Elect Director Clark T. Randt, Jr. | For | For | Management |
| 11 | Elect Director John W. Thompson | For | For | Management |
| 12 | Elect Director Carol B. Tome | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Approve Omnibus Stock Plan | For | For | Management |
| 15 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 16 | Report on Lobbying Contributions and Expenses | Against | Against | Shareholder |

UNITED TECHNOLOGIES CORPORATION

Ticker: UTX Security ID: 913017109

Meeting Date: APR 11, 2012 Meeting Type: Annual

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Record Date: FEB 15, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Louis R. Chenevert | For | For | Management |
| 2 | Elect Director John V. Faraci | For | For | Management |
| 3 | Elect Director Jean-Pierre Garnier, Ph. D. | For | For | Management |
| 4 | Elect Director Jamie S. Gorelick | For | For | Management |
| 5 | Elect Director Edward A. Kangas | For | For | Management |
| 6 | Elect Director Ellen J. Kullman | For | For | Management |
| 7 | Elect Director Richard D. McCormick | For | For | Management |
| 8 | Elect Director Harold McGraw, III | For | For | Management |
| 9 | Elect Director Richard B. Myers | For | For | Management |
| 10 | Elect Director H. Patrick Swygert | For | For | Management |
| 11 | Elect Director Andre Villeneuve | For | For | Management |
| 12 | Elect Director Christine Todd Whitman | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102

Meeting Date: JUN 04, 2012 Meeting Type: Annual

Record Date: APR 05, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director William C. Ballard, Jr. | For | Against | Management |
| 2 | Elect Director Richard T. Burke | For | Against | Management |
| 3 | Elect Director Robert J. Darretta | For | For | Management |
| 4 | Elect Director Stephen J. Hemsley | For | For | Management |
| 5 | Elect Director Michele J. Hooper | For | For | Management |
| 6 | Elect Director Rodger A. Lawson | For | For | Management |
| 7 | Elect Director Douglas W. Leatherdale | For | Against | Management |
| 8 | Elect Director Glenn M. Renwick | For | For | Management |
| 9 | Elect Director Kenneth I. Shine | For | For | Management |
| 10 | Elect Director Gail R. Wilensky | For | Against | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |

VALERO ENERGY CORPORATION

Ticker: VLO Security ID: 91913Y100

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Ronald K. Calgaard | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 2 | Elect Director Jerry D. Choate | For | Against | Management |
| 3 | Elect Director Ruben M. Escobedo | For | Against | Management |
| 4 | Elect Director William R. Klesse | For | For | Management |
| 5 | Elect Director Bob Marbut | For | Against | Management |
| 6 | Elect Director Donald L. Nickles | For | Against | Management |
| 7 | Elect Director Philip J. Pfeiffer | For | For | Management |
| 8 | Elect Director Robert A. Profusek | For | Against | Management |
| 9 | Elect Director Susan Kaufman Purcell | For | For | Management |
| 10 | Elect Director Stephen M. Waters | For | For | Management |
| 11 | Elect Director Randall J. Weisenburger | For | For | Management |
| 12 | Elect Director Rayford Wilkins, Jr. | For | Against | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Report on Political Contributions | Against | Against | Shareholder |
| 16 | Report on Accident Risk Reduction Efforts | Against | Abstain | Shareholder |

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|----|---|---------|---------|-------------|
| 1 | Elect Director Richard L. Carrion | For | For | Management |
| 2 | Elect Director Melanie L. Healey | For | For | Management |
| 3 | Elect Director M. Frances Keeth | For | For | Management |
| 4 | Elect Director Robert W. Lane | For | For | Management |
| 5 | Elect Director Lowell C. McAdam | For | For | Management |
| 6 | Elect Director Sandra O. Moose | For | For | Management |
| 7 | Elect Director Joseph Neubauer | For | Against | Management |
| 8 | Elect Director Donald T. Nicolaisen | For | For | Management |
| 9 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 10 | Elect Director Hugh B. Price | For | For | Management |
| 11 | Elect Director Rodney E. Slater | For | Against | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Disclose Prior Government Service | Against | Abstain | Shareholder |
| 15 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 16 | Performance-Based and/or Time-Based Equity Awards | Against | Against | Shareholder |
| 17 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 18 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 19 | Commit to Wireless Network Neutrality | Against | Abstain | Shareholder |

VMWARE, INC.

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Ticker: VMW Security ID: 928563402

Meeting Date: MAY 31, 2012 Meeting Type: Annual

Record Date: APR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103

Meeting Date: JUN 01, 2012 Meeting Type: Annual

Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Aida M. Alvarez | For | Against | Management |
| 2 | Elect Director James W. Breyer | For | For | Management |
| 3 | Elect Director M. Michele Burns | For | Against | Management |
| 4 | Elect Director James I. Cash, Jr. | For | Against | Management |
| 5 | Elect Director Roger C. Corbett | For | For | Management |
| 6 | Elect Director Douglas N. Daft | For | For | Management |
| 7 | Elect Director Michael T. Duke | For | Against | Management |
| 8 | Elect Director Marissa A. Mayer | For | For | Management |
| 9 | Elect Director Gregory B. Penner | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 10 | Elect Director Steven S. Reinemund | For | For | Management |
| 11 | Elect Director H. Lee Scott, Jr. | For | Against | Management |
| 12 | Elect Director Arne M. Sorenson | For | Against | Management |
| 13 | Elect Director Jim C. Walton | For | For | Management |
| 14 | Elect Director S. Robson Walton | For | For | Management |
| 15 | Elect Director Christopher J. Williams | For | Against | Management |
| 16 | Elect Director Linda S. Wolf | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 19 | Report on Political Contributions | Against | For | Shareholder |
| 20 | Request Director Nominee with Patient Safety and Healthcare Quality Experience | Against | Against | Shareholder |
| 21 | Performance-Based Equity Awards | Against | Against | Shareholder |

WALGREEN CO.

Ticker: WAG Security ID: 931422109

Meeting Date: JAN 11, 2012 Meeting Type: Annual

Record Date: NOV 14, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director David J. Brailer | For | For | Management |
| 2 | Elect Director Steven A. Davis | For | For | Management |

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| | | | | |
|----|---|----------|----------|-------------|
| 3 | Elect Director William C. Foote | For | Against | Management |
| 4 | Elect Director Mark P. Frissora | For | For | Management |
| 5 | Elect Director Ginger L. Graham | For | For | Management |
| 6 | Elect Director Alan G. McNally | For | For | Management |
| 7 | Elect Director Nancy M. Schlichting | For | For | Management |
| 8 | Elect Director David Y. Schwartz | For | For | Management |
| 9 | Elect Director Alejandro Silva | For | For | Management |
| 10 | Elect Director James A. Skinner | For | For | Management |
| 11 | Elect Director Gregory D. Wasson | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 16 | Adopt Retention Ratio for Executives | Against | Against | Shareholder |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Director John D. Baker, II | For | Against | Management |
| 2 | Elect Director Elaine L. Chao | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 3 | Elect Director John S. Chen | For | For | Management |
| 4 | Elect Director Lloyd H. Dean | For | For | Management |
| 5 | Elect Director Susan E. Engel | For | For | Management |
| 6 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 7 | Elect Director Donald M. James | For | Against | Management |
| 8 | Elect Director Cynthia H. Milligan | For | Against | Management |
| 9 | Elect Director Nicholas G. Moore | For | For | Management |
| 10 | Elect Director Federico F. Pena | For | For | Management |
| 11 | Elect Director Philip J. Quigley | For | Against | Management |
| 12 | Elect Director Judith M. Runstad | For | For | Management |
| 13 | Elect Director Stephen W. Sanger | For | For | Management |
| 14 | Elect Director John G. Stumpf | For | For | Management |
| 15 | Elect Director Susan G. Swenson | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Require Independent Board Chairman | Against | For | Shareholder |
| 19 | Provide for Cumulative Voting | Against | For | Shareholder |
| 20 | Adopt Proxy Access Right | Against | Against | Shareholder |
| 21 | Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations | Against | Against | Shareholder |

WESTERN DIGITAL CORPORATION

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Ticker: WDC Security ID: 958102105

Meeting Date: NOV 10, 2011 Meeting Type: Annual

Record Date: SEP 16, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|----------|-----------|------------|
| 1 | Elect Director Kathleen A. Cote | For | For | Management |
| 2 | Elect Director John F. Coyne | For | For | Management |
| 3 | Elect Director Henry T. DeNero | For | For | Management |
| 4 | Elect Director William L. Kimsey | For | For | Management |
| 5 | Elect Director Michael D. Lambert | For | For | Management |
| 6 | Elect Director Len J. Lauer | For | For | Management |
| 7 | Elect Director Matthew E. Massengill | For | For | Management |
| 8 | Elect Director Roger H. Moore | For | For | Management |
| 9 | Elect Director Thomas E. Pardun | For | For | Management |
| 10 | Elect Director Arif Shakeel | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 13 | Ratify Auditors | For | For | Management |

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 Any ballot marked Abstain is considered to have been voted. Ballots marked Abstain are considered to have been voted against management's recommendation if management's recommendation is For or Against, and for management's recommendation if management's recommendation is Abstain. Where management has recommended that shareholders Abstain from voting on a ballot item, a ballot marked For or Against is considered to have been voted against management's recommendation to Abstain.

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Where management has made no recommendation on a ballot item, None is used to indicate that there is no management recommendation that a shareholder may vote For or Against.

Any ballot marked as Take No Action is neither a vote cast for or against management and None is used to represent this.

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SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Tri-Continental Corporation

By (Signature and Title)* /s/ J. Kevin Connaughton
J. Kevin Connaughton
President

Date: August 16, 2012

* Print the name and title of each signing officer under his or her signature.
