

REAL ESTATE INCOME FUND INC
Form N-PX
August 29, 2006

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: 811-21098

REAL ESTATE INCOME FUND INC.

(Exact name of registrant as specified in charter)

125 BROAD STREET, NEW YORK, NEW YORK 10004

(Address of principal executive offices) (Zip code)

Robert I. Frenkel, Esq.

300 First Stamford Place, 4th Floor

Stamford, Connecticut 06902

(Name and address of agent for service)

Registrant's telephone number, including area code: 203-890-7046

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Date of fiscal year end: December 31

Date of reporting period: July 1, 2005 June 30, 2006

Item 1. Proxy Voting Record

A report may indicate that the Adviser or Subadviser, as the case may be, did not vote in a particular proposal. No vote was entered for a proposal where (a) certain restrictions or pre-conditions on voting may, if followed, have adversely affected investment management of the fund's portfolio holdings, such as share blocking rules that prohibit sales during the shareholder solicitation and voting process, (b) potential material conflicts of interest arising from proxy proposals were identified by the CAM Proxy Voting Committee, (c) administrative or operational constraints impeded the ability to cast a timely vote, such as late receipt of proxy voting information, and/or (d) systems or processing errors occurred (including errors by third party vendors).

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<PRE>

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

ICA File Number: 811-21098
Reporting Period: 07/01/2005 - 06/30/2006
Real Estate Income Fund, Inc.

===== REAL ESTATE INCOME FUND, INC. =====

ARCHSTONE SMITH TRUST

Ticker: ASN Security ID: 039583109
Meeting Date: MAY 17, 2006 Meeting Type: Annual
Record Date: MAR 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James A. Cardwell | For | For | Management |
| 1.2 | Elect Director Ernest A. Gerardi, Jr. | For | For | Management |
| 1.3 | Elect Director Ruth Ann M. Gillis | For | For | Management |
| 1.4 | Elect Director Ned S. Holmes | For | For | Management |
| 1.5 | Elect Director Robert P. Kogod | For | For | Management |
| 1.6 | Elect Director James H. Polk, III | For | For | Management |
| 1.7 | Elect Director John M. Richman | For | For | Management |
| 1.8 | Elect Director John C. Schweitzer | For | For | Management |
| 1.9 | Elect Director R. Scot Sellers | For | For | Management |
| 1.10 | Elect Director Robert H. Smith | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

BRANDYWINE REALTY TRUST

Ticker: BDN Security ID: 105368203
Meeting Date: DEC 21, 2005 Meeting Type: Special
Record Date: NOV 15, 2005

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

BRANDYWINE REALTY TRUST

Ticker: BDN Security ID: 105368203
Meeting Date: MAY 2, 2006 Meeting Type: Annual
Record Date: MAR 23, 2006

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

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| | | | | | |
|------|-----------------|------------------------|-----|-----|------------|
| 1.1 | Elect Director | Walter D'Alessio | For | For | Management |
| 1.2 | Elect Director | D. Pike Aloian | For | For | Management |
| 1.3 | Elect Director | Thomas F. August | For | For | Management |
| 1.4 | Elect Director | Donald E. Axinn | For | For | Management |
| 1.5 | Elect Director | Wyche Fowler | For | For | Management |
| 1.6 | Elect Director | Michael J. Joyce | For | For | Management |
| 1.7 | Elect Director | Anthony A. Nichols Sr. | For | For | Management |
| 1.8 | Elect Director | Michael V. Prentiss | For | For | Management |
| 1.9 | Elect Director | Charles P. Pizzi | For | For | Management |
| 1.10 | Elect Director | Gerard H. Sweeney | For | For | Management |
| 2 | Ratify Auditors | | For | For | Management |

CAMDEN PROPERTY TRUST

Ticker: CPT Security ID: 133131102
 Meeting Date: MAY 2, 2006 Meeting Type: Annual
 Record Date: MAR 15, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Richard J. Campo | For | For | Management |
| 1.2 | Elect Director William R. Cooper | For | For | Management |
| 1.3 | Elect Director George A. Hrdlicka | For | For | Management |
| 1.4 | Elect Director Scott S. Ingraham | For | For | Management |
| 1.5 | Elect Director Lewis A. Levey | For | For | Management |
| 1.6 | Elect Director William B. Mcguire, Jr. | For | For | Management |
| 1.7 | Elect Director William F. Paulsen | For | For | Management |
| 1.8 | Elect Director D. Keith Oden | For | For | Management |
| 1.9 | Elect Director F. Gardner Parker | For | For | Management |
| 1.10 | Elect Director Steven A. Webster | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

CEDAR SHOPPING CENTERS, INC.

Ticker: CDR Security ID: 150602209
 Meeting Date: JUN 13, 2006 Meeting Type: Annual
 Record Date: APR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James J. Burns | For | For | Management |
| 1.2 | Elect Director Richard Homburg | For | For | Management |
| 1.3 | Elect Director Paul G. Kirk, Jr. | For | For | Management |
| 1.4 | Elect Director Everett B. Miller, III | For | For | Management |
| 1.5 | Elect Director Leo S. Ullman | For | For | Management |
| 1.6 | Elect Director Brenda J. Walker | For | For | Management |
| 1.7 | Elect Director Roger M. Widmann | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

EASTGROUP PROPERTIES, INC.

Ticker: EGP Security ID: 277276101
 Meeting Date: MAY 31, 2006 Meeting Type: Annual
 Record Date: APR 13, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director D. Pike Aloian | For | For | Management |
| 1.2 | Elect Director H. C. Bailey, Jr. | For | For | Management |
| 1.3 | Elect Director Hayden C. Eaves, III | For | For | Management |
| 1.4 | Elect Director Fredric H. Gould | For | For | Management |
| 1.5 | Elect Director David H. Hoster, II | For | For | Management |
| 1.6 | Elect Director Mary E. McCormick | For | For | Management |
| 1.7 | Elect Director David M. Osnos | For | For | Management |
| 1.8 | Elect Director Leland R. Speed | For | For | Management |

ENTERTAINMENT PROPERTIES TRUST

Ticker: EPR Security ID: 29380T105
 Meeting Date: MAY 10, 2006 Meeting Type: Annual
 Record Date: FEB 15, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Morgan G. Earnest Ii | For | For | Management |
| 1.2 | Elect Director James A. Olson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

EQUITY ONE, INC.

Ticker: EQY Security ID: 294752100
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Noam Ben-Ozer | For | For | Management |
| 1.2 | Elect Director James S. Cassel | For | For | Management |
| 1.3 | Elect Director Cynthia Cohen | For | For | Management |
| 1.4 | Elect Director Neil Flanzraich | For | For | Management |
| 1.5 | Elect Director Patrick L. Flinn | For | For | Management |
| 1.6 | Elect Director Nathan Hetz | For | Withhold | Management |
| 1.7 | Elect Director Chaim Katzman | For | For | Management |
| 1.8 | Elect Director Peter Linneman | For | For | Management |
| 1.9 | Elect Director Dori Segal | For | For | Management |
| 1.10 | Elect Director Doron Valero | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

EXTRA SPACE STORAGE INC.

Ticker: EXR Security ID: 30225T102
 Meeting Date: MAY 24, 2006 Meeting Type: Annual
 Record Date: MAR 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kenneth M. Woolley | For | For | Management |
| 1.2 | Elect Director Anthony Fanticola | For | For | Management |
| 1.3 | Elect Director Hugh W. Horne | For | For | Management |
| 1.4 | Elect Director Spencer F. Kirk | For | For | Management |
| 1.5 | Elect Director Joseph D. Margolis | For | For | Management |
| 1.6 | Elect Director Roger B. Porter | For | For | Management |

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| | | | | |
|-----|--------------------------------|-----|-----|------------|
| 1.7 | Elect Director K. Fred Skousen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

FIRST POTOMAC REALTY TRUST

Ticker: FPO Security ID: 33610F109
Meeting Date: MAY 26, 2006 Meeting Type: Annual
Record Date: MAR 13, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Robert H. Arnold | For | For | Management |
| 1.2 | Elect Director Richard B. Chess | For | For | Management |
| 1.3 | Elect Director Douglas J. Donatelli | For | For | Management |
| 1.4 | Elect Director Louis T. Donatelli | For | For | Management |
| 1.5 | Elect Director J. Roderick Heller, III | For | For | Management |
| 1.6 | Elect Director R. Michael Mccullough | For | For | Management |
| 1.7 | Elect Director Alan G. Merten | For | For | Management |
| 1.8 | Elect Director Terry L. Stevens | For | For | Management |

GABLES RESIDENTIAL TRUST

Ticker: GBP Security ID: 362418105
Meeting Date: SEP 29, 2005 Meeting Type: Special
Record Date: AUG 23, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |

GLENBOROUGH REALTY TRUST INC.

Ticker: GLB Security ID: 37803P105
Meeting Date: MAY 4, 2006 Meeting Type: Annual
Record Date: FEB 28, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert Batinovich | For | For | Management |
| 1.2 | Elect Director Patrick Foley | For | For | Management |
| 1.3 | Elect Director Keith Locker | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

GLIMCHER REALTY TRUST

Ticker: GRT Security ID: 379302102
Meeting Date: MAY 5, 2006 Meeting Type: Annual
Record Date: MAR 10, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Herbert Glimcher | For | For | Management |
| 1.2 | Elect Director Howard Gross | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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HEALTH CARE PROPERTY INVESTORS, INC.

Ticker: HCP Security ID: 421915109
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: MAR 23, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Mary A Cirillo-Goldberg | For | For | Management |
| 1.2 | Elect Director Robert R. Fanning, Jr. | For | For | Management |
| 1.3 | Elect Director James F. Flaherty III | For | For | Management |
| 1.4 | Elect Director David B. Henry | For | For | Management |
| 1.5 | Elect Director Michael D. Mckee | For | Withhold | Management |
| 1.6 | Elect Director Harold M. Messmer, Jr. | For | For | Management |
| 1.7 | Elect Director Peter L. Rhein | For | For | Management |
| 1.8 | Elect Director Kenneth B. Roath | For | For | Management |
| 1.9 | Elect Director Richard M. Rosenberg | For | For | Management |
| 1.10 | Elect Director Joseph P. Sullivan | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Other Business | For | Against | Management |

HEALTHCARE REALTY TRUST, INC.

Ticker: HR Security ID: 421946104
 Meeting Date: MAY 9, 2006 Meeting Type: Annual
 Record Date: MAR 9, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David R. Emery | For | For | Management |
| 1.2 | Elect Director Batey M. Gresham, Jr. | For | For | Management |
| 1.3 | Elect Director Dan S. Wilford | For | For | Management |
| 1.4 | Elect Director C.R. Fernandez, M.D. | For | For | Management |
| 1.5 | Elect Director Errol L. Biggs, Phd | For | For | Management |
| 1.6 | Elect Director Bruce D. Sullivan | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

HERITAGE PROPERTY INVESTMENT TRUST INC

Ticker: HTG Security ID: 42725M107
 Meeting Date: MAY 12, 2006 Meeting Type: Annual
 Record Date: MAR 10, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Kenneth K. Quigley, Jr. | For | For | Management |
| 1.2 | Elect Director William M. Vaughn III | For | For | Management |
| 1.3 | Elect Director Ritchie E. Reardon | For | For | Management |
| 1.4 | Elect Director Robert J. Watson | For | For | Management |

HOSPITALITY PROPERTIES TRUST

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Ticker: HPT Security ID: 44106M102
 Meeting Date: MAY 23, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Trustee Frank J. Bailey | For | For | Management |
| 1.2 | Elect Trustee Gerard M. Martin | For | Withhold | Management |
| 2 | Amend Articles/Bylaws/Charter-Non-Routine | For | For | Management |
| 3 | Amend Articles/Bylaws/Charter-Non-Routine | For | For | Management |
| 4 | Amend Articles/Bylaws/Charter-Non-Routine | For | For | Management |
| 5 | Adjourn Meeting | For | Against | Management |

HRPT PROPERTIES TRUST

Ticker: HRP Security ID: 40426W101
 Meeting Date: MAY 23, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director William A. Lamkin | For | For | Management |
| 1.2 | Elect Director Adam D. Portnoy | For | For | Management |
| 2 | Amend Stock Ownership Limitations | For | For | Management |
| 3 | Change Company Name | For | For | Management |
| 4 | Amend Articles/Bylaws/Charter-Non-Routine | For | For | Management |
| 5 | Amend Articles/Bylaws/Charter-Non-Routine | For | For | Management |
| 6 | Adjourn Meeting | For | Against | Management |

ISTAR FINANCIAL INC.

Ticker: SFI Security ID: 45031U101
 Meeting Date: MAY 31, 2006 Meeting Type: Annual
 Record Date: APR 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jay Sugarman | For | For | Management |
| 1.2 | Elect Director Willis Andersen, Jr. | For | For | Management |
| 1.3 | Elect Director Glenn R. August | For | For | Management |
| 1.4 | Elect Director Robert W. Holman, Jr. | For | For | Management |
| 1.5 | Elect Director Robin Josephs | For | For | Management |
| 1.6 | Elect Director John G. Mcdonald | For | For | Management |
| 1.7 | Elect Director George R. Puskar | For | For | Management |
| 1.8 | Elect Director Jeffrey A. Weber | For | For | Management |
| 2 | Amend Articles/Bylaws/Eliminate
Limitations in Article III | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | Against | Management |
| 4 | Ratify Auditors | For | For | Management |

KILROY REALTY CORP.

Ticker: KRC Security ID: 49427F108
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 3, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John B. Kilroy, Jr. | For | For | Management |
| 1.2 | Elect Director Dale F. Kinsella | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |

LEXINGTON CORPORATE PROPERTIES TRUST

Ticker: LXP Security ID: 529043101
 Meeting Date: MAY 23, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director E. Robert Roskind | For | For | Management |
| 1.2 | Elect Director Richard J. Rouse | For | For | Management |
| 1.3 | Elect Director T. Wilson Eglin | For | For | Management |
| 1.4 | Elect Director Geoffrey Dohrmann | For | For | Management |
| 1.5 | Elect Director Carl D. Glickman | For | For | Management |
| 1.6 | Elect Director James Grosfeld | For | For | Management |
| 1.7 | Elect Director Kevin W. Lynch | For | For | Management |
| 1.8 | Elect Director Stanley R. Perla | For | For | Management |
| 1.9 | Elect Director Seth M. Zachary | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Other Business | For | Against | Management |

LIBERTY PROPERTY TRUST

Ticker: LRY Security ID: 531172104
 Meeting Date: MAY 18, 2006 Meeting Type: Annual
 Record Date: MAR 14, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William P. Hankowsky | For | For | Management |
| 1.2 | Elect Director David L. Lingerfelt | For | For | Management |
| 1.3 | Elect Director Jose A. Mejia | For | For | Management |
| 1.4 | Elect Director John A . Miller | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

MACERICH CO., THE

Ticker: MAC Security ID: 554382101
 Meeting Date: JUN 1, 2006 Meeting Type: Annual
 Record Date: MAR 14, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Arthur M. Coppola | For | For | Management |
| 1.2 | Elect Director James S. Cownie | For | For | Management |
| 1.3 | Elect Director Mace Siegel | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Performance-Based and/or Time Based Equity Awards | Against | For | Shareholder |

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MACK-CALI REALTY CORP.

Ticker: CLI Security ID: 554489104
Meeting Date: MAY 24, 2006 Meeting Type: Annual
Record Date: APR 7, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director John R. Cali | For | For | Management |
| 1.2 | Elect Director Mitchell E. Hersh | For | For | Management |
| 1.3 | Elect Director Irvin D. Reid | For | For | Management |
| 1.4 | Elect Director Robert F. Weinberg | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

MID-AMERICA APARTMENT COMMUNITIES, INC.

Ticker: MAA Security ID: 59522J103
Meeting Date: MAY 16, 2006 Meeting Type: Annual
Record Date: MAR 17, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director George E. Cates | For | For | Management |
| 1.2 | Elect Director John S. Grinalds | For | For | Management |
| 1.3 | Elect Director Simon R. C. Wadsworth | For | For | Management |
| 1.4 | Elect Director Mary Beth E. McCormick | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

NATIONAL RETAIL PROPERTIES, INC.

Ticker: NNN Security ID: 202218103
Meeting Date: MAY 11, 2006 Meeting Type: Annual
Record Date: MAR 10, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director G. Nicholas Beckwith, III | For | For | Management |
| 1.2 | Elect Director Kevin B. Habicht | For | For | Management |
| 1.3 | Elect Director Clifford R. Hinkle | For | For | Management |
| 1.4 | Elect Director Richard B. Jennings | For | For | Management |
| 1.5 | Elect Director Ted B. Lanier | For | For | Management |
| 1.6 | Elect Director Robert C. Legler | For | For | Management |
| 1.7 | Elect Director Craig Macnab | For | For | Management |
| 1.8 | Elect Director Robert Martinez | For | For | Management |
| 2 | Other Business | For | Against | Management |

NATIONAL RETAIL PROPERTIES, INC.

Ticker: NNN Security ID: 202218111
Meeting Date: MAY 11, 2006 Meeting Type: Annual
Record Date: MAR 10, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director G. Nicholas Beckwith, III | For | For | Management |
| 1.2 | Elect Director Kevin B. Habicht | For | For | Management |
| 1.3 | Elect Director Clifford R. Hinkle | For | For | Management |
| 1.4 | Elect Director Richard B. Jennings | For | For | Management |
| 1.5 | Elect Director Ted B. Lanier | For | For | Management |
| 1.6 | Elect Director Robert C. Legler | For | For | Management |
| 1.7 | Elect Director Craig Macnab | For | For | Management |
| 1.8 | Elect Director Robert Martinez | For | For | Management |
| 2 | Other Business | For | Against | Management |

OMEGA HEALTHCARE INVESTORS, INC.

Ticker: OHI Security ID: 681936100
 Meeting Date: MAY 25, 2006 Meeting Type: Annual
 Record Date: APR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Bernard J. Korman | For | For | Management |
| 1.2 | Elect Director Thomas F. Franke | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

PARKWAY PROPERTIES, INC.

Ticker: PKY Security ID: 70159Q104
 Meeting Date: MAY 4, 2006 Meeting Type: Annual
 Record Date: MAR 21, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Daniel P. Friedman | For | For | Management |
| 1.2 | Elect Director Roger P. Friou | For | For | Management |
| 1.3 | Elect Director Martin L. Garcia | For | For | Management |
| 1.4 | Elect Director Matthew W. Kaplan | For | For | Management |
| 1.5 | Elect Director Michael J. Lipsey | For | For | Management |
| 1.6 | Elect Director Joe F. Lynch | For | For | Management |
| 1.7 | Elect Director Steven G. Rogers | For | For | Management |
| 1.8 | Elect Director Leland R. Speed | For | For | Management |
| 1.9 | Elect Director Lenore M. Sullivan | For | For | Management |
| 2 | Approve Nonqualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Other Business | For | Against | Management |

PRENTISS PROPERTIES TRUST

Ticker: PP Security ID: 740706106
 Meeting Date: DEC 21, 2005 Meeting Type: Special
 Record Date: NOV 15, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |

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PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST

Ticker: PMZ.U Security ID: 74157U307
 Meeting Date: MAY 17, 2006 Meeting Type: Annual/Special
 Record Date: MAR 20, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Roland A. Cardy | For | For | Management |
| 1.2 | Elect Director R. Michael Latimer | For | For | Management |
| 1.3 | Elect Director William Biggar | For | For | Management |
| 1.4 | Elect Director Kenneth Field | For | For | Management |
| 1.5 | Elect Director Ian Collier | For | For | Management |
| 1.6 | Elect Director Michael La Brier | For | For | Management |
| 1.7 | Elect Director Michael Nobrega | For | For | Management |
| 2 | Approve KPMG LLP as Auditors and Authorize Board to Fix Remuneration of Auditors | For | For | Management |
| 3 | Amend Declaration of Trust | For | For | Management |

RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202
 Meeting Date: JUN 14, 2006 Meeting Type: Annual
 Record Date: APR 18, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Stephen R. Blank | For | For | Management |
| 1.2 | Elect Trustee Joel M. Pashcow | For | For | Management |
| 1.3 | Elect Trustee Michael A. Ward | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

REALTY INCOME CORP.

Ticker: O Security ID: 756109104
 Meeting Date: MAY 16, 2006 Meeting Type: Annual
 Record Date: MAR 10, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kathleen R. Allen | For | For | Management |
| 1.2 | Elect Director Donald R. Cameron | For | For | Management |
| 1.3 | Elect Director William E. Clark, Jr. | For | For | Management |
| 1.4 | Elect Director Roger P. Kuppinger | For | For | Management |
| 1.5 | Elect Director Thomas A. Lewis | For | For | Management |
| 1.6 | Elect Director Michael D. Mckee | For | For | Management |
| 1.7 | Elect Director Ronald L. Merriman | For | For | Management |
| 1.8 | Elect Director Willard H. Smith Jr. | For | For | Management |

SENIOR HOUSING PROPERTIES TRUST

Ticker: SNH Security ID: 81721M109

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Meeting Date: MAY 9, 2006 Meeting Type: Annual
 Record Date: MAR 16, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Frank J. Bailey | For | For | Management |
| 1.2 | Elect Director Barry M. Portnoy | For | For | Management |

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806505
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: MAR 9, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Birch Bayh | For | Did Not
Vote | Management |
| 1.2 | Elect Director Melvyn E. Bergstein | For | Did Not
Vote | Management |
| 1.3 | Elect Director Linda Walker Bynoe | For | Did Not
Vote | Management |
| 1.4 | Elect Director Karen N. Horn | For | Did Not
Vote | Management |
| 1.5 | Elect Director Reuben S. Leibowitz | For | Did Not
Vote | Management |
| 1.6 | Elect Director J. Albert Smith, Jr. | For | Did Not
Vote | Management |
| 1.7 | Elect Director Pieter S. Van Den Berg | For | Did Not
Vote | Management |

SPIRIT FINANCE CORPORATON

Ticker: SFC Security ID: 848568309
 Meeting Date: MAY 19, 2006 Meeting Type: Annual
 Record Date: MAR 7, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Morton H. Fleischer | For | For | Management |
| 1.2 | Elect Director Christopher H. Volk | For | For | Management |
| 1.3 | Elect Director Willie R. Barnes | For | For | Management |
| 1.4 | Elect Director Linda J. Blessing | For | For | Management |
| 1.5 | Elect Director Dennis E. Mitchem | For | For | Management |
| 1.6 | Elect Director Paul F. Oreffice | For | For | Management |
| 1.7 | Elect Director James R. Parish | For | For | Management |
| 1.8 | Elect Director Kenneth B. Roath | For | For | Management |
| 1.9 | Elect Director Casey J. Sylla | For | For | Management |
| 1.10 | Elect Director Shelby Yastrow | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

TANGER FACTORY OUTLET CENTERS, INC.

Ticker: SKT Security ID: 875465106
 Meeting Date: MAY 12, 2006 Meeting Type: Annual
 Record Date: MAR 27, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stanley K. Tanger | For | Withhold | Management |
| 1.2 | Elect Director Steven B. Tanger | For | Withhold | Management |
| 1.3 | Elect Director Jack Africk | For | For | Management |
| 1.4 | Elect Director William G. Benton | For | For | Management |
| 1.5 | Elect Director Thomas E. Robinson | For | Withhold | Management |
| 1.6 | Elect Director Allan L. Schuman | For | For | Management |

TRUSTREET PROPERTIES INC

Ticker: TSY Security ID: 898404108
 Meeting Date: JUN 22, 2006 Meeting Type: Annual
 Record Date: APR 3, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert A. Bourne | For | For | Management |
| 1.2 | Elect Director G. Steven Dawson | For | For | Management |
| 1.3 | Elect Director G. Richard Hostetter | For | For | Management |
| 1.4 | Elect Director Richard C. Huseman | For | Withhold | Management |
| 1.5 | Elect Director James H. Kropp | For | Withhold | Management |
| 1.6 | Elect Director J. Joseph Kruse | For | Withhold | Management |
| 1.7 | Elect Director Curtis B. McWilliams | For | For | Management |
| 1.8 | Elect Director James M. Seneff, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | Against | Management |

UNITED DOMINION REALTY TRUST, INC.

Ticker: UDR Security ID: 910197102
 Meeting Date: MAY 2, 2006 Meeting Type: Annual
 Record Date: MAR 17, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Katherine A. Cattanach | For | For | Management |
| 1.2 | Elect Director Eric J. Foss | For | For | Management |
| 1.3 | Elect Director Robert P. Freeman | For | For | Management |
| 1.4 | Elect Director Jon A. Grove | For | For | Management |
| 1.5 | Elect Director James D. Klingbeil | For | For | Management |
| 1.6 | Elect Director Robert C. Larson | For | For | Management |
| 1.7 | Elect Director Thomas R. Oliver | For | For | Management |
| 1.8 | Elect Director Lynne B. Sagalyn | For | For | Management |
| 1.9 | Elect Director Mark J. Sandler | For | For | Management |
| 1.10 | Elect Director Thomas W. Toomey | For | For | Management |
| 1.11 | Elect Director Thomas C. Wajnert | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

VENTAS, INC.

Ticker: VTR Security ID: 92276F100
 Meeting Date: MAY 19, 2006 Meeting Type: Annual
 Record Date: MAR 20, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Debra A. Cafaro | For | For | Management |
| 1.2 | Elect Director Douglas Crocker, II | For | For | Management |
| 1.3 | Elect Director Jay M. Gellert | For | For | Management |
| 1.4 | Elect Director Ronald G. Geary | For | For | Management |
| 1.5 | Elect Director Christopher T. Hannon | For | For | Management |
| 1.6 | Elect Director Sheli Z. Rosenberg | For | For | Management |
| 1.7 | Elect Director Thomas C. Theobald | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Approve Non-Employee Director Omnibus
Stock Plan | For | For | Management |

===== END NPX REPORT

</PRE>

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.

Real Estate Income Fund Inc.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chairman, President and Chief Executive Officer of

Real Estate Income Fund Inc.

Date: August 29, 2006