

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX  
August 16, 2013

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

NAME OF REGISTRANT: Eaton Vance Risk-Managed  
Diversified Equity Income  
Fund

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2012 - 06/30/2013

Eaton Vance Risk-Managed Diversified Equity Income Fund

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ABBOTT LABORATORIES

Agen

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Security: 002824100  
Meeting Type: Annual  
Meeting Date: 26-Apr-2013  
Ticker: ABT  
ISIN: US0028241000  
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| Prop.# | Proposal       | Proposal Type | Proposal Vote |
|--------|----------------|---------------|---------------|
| 1.     | DIRECTOR       |               |               |
|        | R.J. ALPERN    | Mgmt          | For           |
|        | R.S. AUSTIN    | Mgmt          | For           |
|        | S.E. BLOUNT    | Mgmt          | For           |
|        | W.J. FARRELL   | Mgmt          | For           |
|        | E.M. LIDDY     | Mgmt          | For           |
|        | N. MCKINSTRY   | Mgmt          | For           |
|        | P.N. NOVAKOVIC | Mgmt          | For           |
|        | W.A. OSBORN    | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
|    | S.C. SCOTT III  | Mgmt | For     |
|    | G.F. TILTON   | Mgmt | For     |
|    | M.D. WHITE  | Mgmt | For     |
| 2. | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS                           | Mgmt | For     |
| 3. | SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION             | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS                     | Shr  | Against |
| 5. | SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE                                  | Shr  | Against |
| 6. | SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIR                              | Shr  | Against |
| 7. | SHAREHOLDER PROPOSAL - EQUITY RETENTION AND HEDGING                         | Shr  | For     |
| 8. | SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION                               | Shr  | For     |
| 9. | SHAREHOLDER PROPOSAL - ACCELERATED VESTING OF AWARDS UPON CHANGE IN CONTROL | Shr  | For     |

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 ABBVIE INC.

Agen

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 Security: 00287Y109  
 Meeting Type: Annual  
 Meeting Date: 06-May-2013  
 Ticker: ABBV  
 ISIN: US00287Y1091  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>WILLIAM H.L. BURNSIDE<br>EDWARD J. RAPP<br>ROY S. ROBERTS   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS OF ABBVIE FOR 2013.   | Mgmt                 | For               |
| 3.     | SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt                 | For               |
| 4.     | SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY STOCKHOLDER VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt                 | 1 Year            |
| 5.     | APPROVAL OF THE ABBVIE 2013 INCENTIVE STOCK PROGRAM.  | Mgmt                 | For               |

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ACCENTURE PLC

Agen

Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 06-Feb-2013  
 Ticker: ACN  
 ISIN: IE00B4BNMY34

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2012 AS PRESENTED  | Mgmt          | For           |
| 2A.    | RE-APPOINTMENT OF THE DIRECTOR: WILLIAM L. KIMSEY  | Mgmt          | For           |
| 2B.    | RE-APPOINTMENT OF THE DIRECTOR: ROBERT I. LIPP   | Mgmt          | For           |
| 2C.    | RE-APPOINTMENT OF THE DIRECTOR: PIERRE NANTERME  | Mgmt          | For           |
| 2D.    | RE-APPOINTMENT OF THE DIRECTOR: GILLES C. PELISSON   | Mgmt          | For           |
| 2E.    | RE-APPOINTMENT OF THE DIRECTOR: WULF VON SCHIMMELMANN  | Mgmt          | For           |
| 3.     | RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION | Mgmt          | For           |
| 4.     | APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS   | Mgmt          | For           |
| 5.     | APPROVAL OF AN AMENDMENT TO THE ACCENTURE PLC 2010 SHARE INCENTIVE PLAN  | Mgmt          | For           |
| 6.     | AUTHORIZATION TO HOLD THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND  | Mgmt          | For           |
| 7.     | AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES  | Mgmt          | For           |
| 8.     | DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK   | Mgmt          | For           |

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|    |  |     |         |
|----|--|-----|---------|
| 9. | SHAREHOLDER PROPOSAL: REPORT ON LOBBYING PRACTICES | Shr | Against |
|----|--|-----|---------|

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 ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: ACE  
 ISIN: CH0044328745

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF ROBERT M. HERNANDEZ  | Mgmt          | For           |
| 1.2    | ELECTION OF PETER MENIKOFF   | Mgmt          | For           |
| 1.3    | ELECTION OF ROBERT RIPP  | Mgmt          | For           |
| 1.4    | ELECTION OF THEODORE E. SHASTA   | Mgmt          | For           |
| 2.     | AMENDMENT TO THE ARTICLES OF ASSOCIATION TO DECLASSIFY THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 3.1    | APPROVAL OF THE ANNUAL REPORT  | Mgmt          | For           |
| 3.2    | APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED  | Mgmt          | For           |
| 3.3    | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS  | Mgmt          | For           |
| 4.     | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt          | For           |
| 5.     | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 6.1    | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING   | Mgmt          | For           |
| 6.2    | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2013 | Mgmt          | For           |
| 6.3    | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING  | Mgmt          | For           |
| 7.     | APPROVAL OF ACE LIMITED 2004 LONG-TERM INCENTIVE PLAN AS AMENDED THROUGH THE SIXTH AMENDMENT   | Mgmt          | For           |
| 8.     | APPROVAL OF THE PAYMENT OF A DISTRIBUTION  | Mgmt          | For           |

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TO SHAREHOLDERS THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN FOUR QUARTERLY INSTALLMENTS AT SUCH TIMES DURING THE PERIOD THROUGH OUR NEXT ANNUAL GENERAL MEETING AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS

9. ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION Mgmt For

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AFLAC INCORPORATED

----- Agen

Security: 001055102  
Meeting Type: Annual  
Meeting Date: 06-May-2013  
Ticker: AFL  
ISIN: US0010551028  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DANIEL P. AMOS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN SHELBY AMOS II  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PAUL S. AMOS II  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: W. PAUL BOWERS   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KRISS CLONINGER III  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ELIZABETH J. HUDSON  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT B. JOHNSON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CHARLES B. KNAPP   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MELVIN T. STITH  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: DAVID GARY THOMPSON  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: TAKURO YOSHIDA   | Mgmt          | For           |
| 2.     | TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE | Mgmt          | For           |

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COMMISSION, INCLUDING AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCUSSION IN THE PROXY STATEMENT"

3. TO CONSIDER AND ACT UPON THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013 Mgmt For

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ALLERGAN, INC. Agen

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Security: 018490102  
Meeting Type: Annual  
Meeting Date: 30-Apr-2013  
Ticker: AGN  
ISIN: US0184901025  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID E.I. PYOTT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL R. GALLAGHER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DEBORAH DUNSIRE, M.D.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DAWN HUDSON   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: TREVOR M. JONES, PH.D.  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LOUIS J. LAVIGNE, JR.   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: PETER J. MCDONNELL, M.D.  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: TIMOTHY D. PROCTOR  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RUSSELL T. RAY  | Mgmt          | For           |
| 2      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3      | ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS   | Mgmt          | For           |
| 4      | APPROVE THE AMENDMENT AND RESTATEMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION            | Mgmt          | For           |
| 5.1    | STOCKHOLDER PROPOSAL #1 - RIGHT TO ACT BY WRITTEN CONSENT   | Shr           | For           |

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5.2 STOCKHOLDER PROPOSAL #2 - DISCLOSURE OF LOBBYING PRACTICES Shr      Against

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 ALPHA NATURAL RESOURCES, INC. Agen

Security: 02076X102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: ANR  
 ISIN: US02076X1028  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: KEVIN S. CRUTCHFIELD                               | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: ANGELO C. BRISIMITZAKIS                            | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: WILLIAM J. CROWLEY, JR.                            | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: E. LINN DRAPER, JR.                                | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: GLENN A. EISENBERG                                 | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: DEBORAH M. FRETZ                                   | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: P. MICHAEL GIFTOS                                  | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: L. PATRICK HASSEY                                  | Mgmt          | For           |
| 1.9    | ELECTION OF DIRECTOR: JOEL RICHARDS, III                                 | Mgmt          | For           |
| 2.     | APPROVAL OF THE AMENDED AND RESTATED ANNUAL INCENTIVE BONUS PLAN.        | Mgmt          | For           |
| 3.     | APPROVAL OF THE AMENDED AND RESTATED 2012 LONG-TERM INCENTIVE PLAN.      | Mgmt          | For           |
| 4.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.               | Mgmt          | For           |
| 5.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, KPMG LLP. | Mgmt          | For           |
| 6.     | A STOCKHOLDER PROPOSAL SEEKING A WATER MANAGEMENT REPORT.                | Shr           | Against       |
| 7.     | A STOCKHOLDER PROPOSAL SEEKING A CLIMATE CHANGE REPORT.                  | Shr           | Against       |

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 AMAZON.COM, INC. Agen

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 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: AMZN  
 ISIN: US0231351067  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY P. BEZOS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TOM A. ALBERG  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN SEELY BROWN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM B. GORDON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALAIN MONIE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS O. RYDER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS         | Mgmt          | For           |
| 3.     | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS | Shr           | Against       |

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 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

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 Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: AEP  
 ISIN: US0255371017  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: NICHOLAS K. AKINS    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID J. ANDERSON    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RALPH D. CROSBY, JR. | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LINDA A. GOODSPEED   | Mgmt          | For           |



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|     |  |      |         |
|-----|--|------|---------|
| 1E. | ELECTION OF DIRECTOR: THOMAS E. HOAGLIN  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: SANDRA BEACH LIN   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: MICHAEL G. MORRIS  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: LIONEL L. NOWELL III   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: STEPHEN S. RASMUSSEN   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: OLIVER G. RICHARD,<br>III  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: RICHARD L. SANDOR  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER   | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: JOHN F. TURNER   | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE<br>FISCAL YEAR ENDING DECEMBER 31, 2013. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF THE COMPANY'S<br>EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL FOR LOBBYING<br>DISCLOSURE REPORT.  | Shr  | Against |

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AMERICAN EXPRESS COMPANY

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Agen

Security: 025816109  
Meeting Type: Annual  
Meeting Date: 29-Apr-2013  
Ticker: AXP  
ISIN: US0258161092  
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| Prop.# | Proposal       | Proposal Type | Proposal Vote |
|--------|----------------|---------------|---------------|
| 1.     | DIRECTOR       |               |               |
|        | C. BARSHEFSKY  | Mgmt          | For           |
|        | U.M. BURNS     | Mgmt          | For           |
|        | K.I. CHENAULT  | Mgmt          | For           |
|        | P. CHERNIN     | Mgmt          | For           |
|        | A. LAUVERGEON  | Mgmt          | For           |
|        | T.J. LEONSIS   | Mgmt          | For           |
|        | R.C. LEVIN     | Mgmt          | For           |
|        | R.A. MCGINN    | Mgmt          | For           |
|        | S.J. PALMISANO | Mgmt          | For           |
|        | S.S REINEMUND  | Mgmt          | For           |
|        | D.L. VASELLA   | Mgmt          | For           |
|        | R.D. WALTER    | Mgmt          | For           |
|        | R.A. WILLIAMS  | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 2. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt | For     |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.   | Shr  | Against |

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ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
Meeting Type: Annual  
Meeting Date: 14-May-2013  
Ticker: APC  
ISIN: US0325111070

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: KEVIN P. CHILTON                          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LUKE R. CORBETT                           | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: H. PAULETT EBERHART                       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PETER J. FLUOR                            | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RICHARD L. GEORGE                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PRESTON M. GEREN III                      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHARLES W. GOODYEAR                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN R. GORDON                            | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ERIC D. MULLINS                           | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS                     | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: R. A. WALKER                              | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.       | Shr           | Against       |

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 APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2013  
 Ticker: AAPL  
 ISIN: US0378331005  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>WILLIAM CAMPBELL<br>TIMOTHY COOK<br>MILLARD DREXLER<br>AL GORE<br>ROBERT IGER<br>ANDREA JUNG<br>ARTHUR LEVINSON<br>RONALD SUGAR  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | AMENDMENT OF APPLE'S RESTATED ARTICLES OF INCORPORATION TO (I) ELIMINATE CERTAIN LANGUAGE RELATING TO TERM OF OFFICE OF DIRECTORS IN ORDER TO FACILITATE THE ADOPTION OF MAJORITY VOTING FOR ELECTION OF DIRECTORS, (II) ELIMINATE "BLANK CHECK" PREFERRED STOCK, (III) ESTABLISH A PAR VALUE FOR COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE AND (IV) MAKE OTHER CHANGES. | Mgmt   | For  |
| 3.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.  | Mgmt   | For  |
| 4.     | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt   | Against  |
| 5.     | A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK."  | Shr  | For  |
| 6.     | A SHAREHOLDER PROPOSAL ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS."   | Shr  | Against  |

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 AT&T INC.

Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2013  
 Ticker: T  
 ISIN: US00206R1023  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|     |  |      |         |
|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON          | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: GILBERT F. AMELIO              | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: JAMES H. BLANCHARD             | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: SCOTT T. FORD                  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER         | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: MATTHEW K. ROSE                | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.         | Mgmt | For     |
| 4.  | APPROVE STOCK PURCHASE AND DEFERRAL PLAN.            | Mgmt | For     |
| 5.  | POLITICAL CONTRIBUTIONS REPORT.                      | Shr  | Against |
| 6.  | LEAD BATTERIES REPORT.                               | Shr  | Against |
| 7.  | COMPENSATION PACKAGES.                               | Shr  | For     |
| 8.  | INDEPENDENT BOARD CHAIRMAN.                          | Shr  | Against |

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AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: AVB  
 ISIN: US0534841012

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| Prop.# | Proposal                   | Proposal Type | Proposal Vote |
|--------|----------------------------|---------------|---------------|
| 1.     | DIRECTOR<br>GLYN F. AEPPEL | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
|    | ALAN B. BUCKELEW   | Mgmt | For |
|    | BRUCE A. CHOATE  | Mgmt | For |
|    | JOHN J. HEALY, JR.   | Mgmt | For |
|    | TIMOTHY J. NAUGHTON  | Mgmt | For |
|    | LANCE R. PRIMIS  | Mgmt | For |
|    | PETER S. RUMMELL   | Mgmt | For |
|    | H. JAY SARLES  | Mgmt | For |
|    | W. EDWARD WALTER   | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2013.  | Mgmt | For |
| 3. | TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT. | Mgmt | For |
| 4. | TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF AMENDMENT, AS AMENDED, TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S COMMON STOCK, PAR VALUE \$.01 PER SHARE, BY 140 MILLION SHARES.  | Mgmt | For |

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 BANK OF AMERICA CORPORATION

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 Agen

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 Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: BAC  
 ISIN: US0605051046  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHARON L. ALLEN          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SUSAN S. BIES            | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACK O. BOVENDER, JR.    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ARNOLD W. DONALD         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CHARLES K. GIFFORD       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LINDA P. HUDSON          | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1I. | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: THOMAS J. MAY  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: LIONEL L. NOWELL, III  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: R. DAVID YOST  | Mgmt | For     |
| 2.  | AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY).                 | Mgmt | For     |
| 3.  | RATIFICATION OF THE APPOINTMENT OF THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.                                      | Shr  | Against |
| 5.  | STOCKHOLDER PROPOSAL - PROXY ACCESS.   | Shr  | Against |
| 6.  | STOCKHOLDER PROPOSAL - MULTIPLE BOARD SERVICE.   | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS.  | Shr  | Against |
| 8.  | STOCKHOLDER PROPOSAL - MORTGAGE SERVICING.   | Shr  | Against |

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 BEAM INC.

-----  
 Agen

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 Security: 073730103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: BEAM  
 ISIN: US0737301038  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: STEPHEN W. GOLSBY    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANN F. HACKETT       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: A.D. DAVID MACKAY    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: GRETCHEN W. PRICE    | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROBERT A. STEELE     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PETER M. WILSON      | Mgmt          | For           |

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- |    |  |      |     |
|----|--|------|-----|
| 2. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |

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BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
Meeting Type: Annual  
Meeting Date: 21-May-2013  
Ticker: BXP  
ISIN: US1011211018

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ZOE BAIRD BUDINGER   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CAROL B. EINIGER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACOB A. FRENKEL   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOEL I. KLEIN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DOUGLAS T. LINDE   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MATTHEW J. LUSTIG  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALAN J. PATRICOF   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: OWEN D. THOMAS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MARTIN TURCHIN   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID A. TWARDOCK  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MORTIMER B. ZUCKERMAN  | Mgmt          | For           |
| 2.     | TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | Against       |
| 3.     | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Mgmt          | For           |

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BROADCOM CORPORATION

Agen

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Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: BRCM  
 ISIN: US1113201073

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>R.J. FINOCCHIO, JR.<br>NANCY H. HANDEL<br>EDDY W. HARTENSTEIN<br>MARIA M. KLAWE, PH.D.<br>JOHN E. MAJOR<br>SCOTT A. MCGREGOR<br>WILLIAM T. MORROW<br>HENRY SAMUELI, PH.D.<br>ROBERT E. SWITZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.  | Mgmt   | For   |

CAMERON INTERNATIONAL CORPORATION

Agen

Security: 13342B105  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: CAM  
 ISIN: US13342B1052

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES T. HACKETT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL E. PATRICK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JON ERIK REINHARDSEN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BRUCE W. WILKINSON  | Mgmt          | For           |
| 2      | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013. | Mgmt          | For           |
| 3      | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S 2012 EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4      | TO APPROVE THE AMENDMENTS TO AND THE RESTATEMENT OF THE COMPANY'S EQUITY INCENTIVE PLAN.                            | Mgmt          | For           |



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 CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 12-Jun-2013  
 Ticker: CELG  
 ISIN: US1510201049  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>ROBERT J. HUGIN<br>R.W. BARKER, D. PHIL.<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>M.A. FRIEDMAN, M.D.<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.   | Mgmt   | For   |
| 3.     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.  | Mgmt   | For   |
| 4.     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 5.     | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.  | Shr  | For   |

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 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 29-May-2013  
 Ticker: CVX  
 ISIN: US1667641005  
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| Prop.# | Proposal                          | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L.F. DEILY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: R.E. DENHAM | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: A.P. GAST  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: E. HERNANDEZ   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: G.L. KIRKLAND  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: C.W. MOORMAN   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: J.G. STUMPF  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: C. WARE  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: J.S. WATSON  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                | Mgmt | For     |
| 4.  | APPROVAL OF AMENDMENTS TO LONG-TERM INCENTIVE PLAN                           | Mgmt | For     |
| 5.  | SHALE ENERGY OPERATIONS  | Shr  | Against |
| 6.  | OFFSHORE OIL WELLS   | Shr  | Against |
| 7.  | CLIMATE RISK   | Shr  | Against |
| 8.  | LOBBYING DISCLOSURE  | Shr  | Against |
| 9.  | CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES                   | Shr  | Against |
| 10. | CUMULATIVE VOTING  | Shr  | Against |
| 11. | SPECIAL MEETINGS   | Shr  | For     |
| 12. | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE                            | Shr  | Against |
| 13. | COUNTRY SELECTION GUIDELINES   | Shr  | For     |

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 CITIGROUP INC.

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 Agen

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 Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: C  
 ISIN: US1729674242  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|     |   |      |         |
|-----|---|------|---------|
| 1A. | ELECTION OF DIRECTOR: MICHAEL L. CORBAT   | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: FRANZ B. HUMER  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: ROBERT L. JOSS  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: JUDITH RODIN  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: ROBERT L. RYAN  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: JOAN E. SPERO   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: DIANA L. TAYLOR   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON,<br>JR.   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE<br>DE LEON  | Mgmt | For     |
| 2.  | PROPOSAL TO RATIFY THE SELECTION OF KPMG<br>LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2013.                        | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF CITI'S 2012 EXECUTIVE<br>COMPENSATION.   | Mgmt | For     |
| 4.  | AMENDMENT TO THE CITIGROUP 2009 STOCK<br>INCENTIVE PLAN (RELATING TO DIVIDEND<br>EQUIVALENTS).  | Mgmt | For     |
| 5.  | STOCKHOLDER PROPOSAL REQUESTING THAT<br>EXECUTIVES RETAIN A SIGNIFICANT PORTION OF<br>THEIR STOCK UNTIL REACHING NORMAL<br>RETIREMENT AGE.  | Shr  | For     |
| 6.  | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON<br>LOBBYING AND GRASSROOTS LOBBYING<br>CONTRIBUTIONS.   | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL REQUESTING THAT THE<br>BOARD INSTITUTE A POLICY TO MAKE IT MORE<br>PRACTICAL TO DENY INDEMNIFICATION FOR<br>DIRECTORS. | Shr  | Against |

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COLGATE-PALMOLIVE COMPANY

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Agen

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Security: 194162103  
Meeting Type: Annual  
Meeting Date: 10-May-2013  
Ticker: CL  
ISIN: US1941621039  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: NIKESH ARORA   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN T. CAHILL   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: IAN COOK   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: HELENE D. GAYLE  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ELLEN M. HANCOCK   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOSEPH JIMENEZ   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RICHARD J. KOGAN   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DELANO E. LEWIS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: J. PEDRO REINHARD  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEPHEN I. SADOVE  | Mgmt          | For           |
| 2.     | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | APPROVE THE COLGATE-PALMOLIVE COMPANY 2013 INCENTIVE COMPENSATION PLAN.                                    | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION REQUIREMENT.   | Shr           | For           |

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 COMCAST CORPORATION

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 Agen

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 Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 15-May-2013  
 Ticker: CMCSA  
 ISIN: US20030N1019  
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| Prop.# | Proposal             | Proposal Type | Proposal Vote |
|--------|----------------------|---------------|---------------|
| 1.     | DIRECTOR             |               |               |
|        | KENNETH J. BACON     | Mgmt          | For           |
|        | SHELDON M. BONOVIKZ  | Mgmt          | For           |
|        | JOSEPH J. COLLINS    | Mgmt          | For           |
|        | J. MICHAEL COOK      | Mgmt          | For           |
|        | GERALD L. HASSELL    | Mgmt          | For           |
|        | JEFFREY A. HONICKMAN | Mgmt          | For           |
|        | EDUARDO G. MESTRE    | Mgmt          | For           |
|        | BRIAN L. ROBERTS     | Mgmt          | For           |
|        | RALPH J. ROBERTS     | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
|    | JOHNATHAN A. RODGERS  | Mgmt | For |
|    | DR. JUDITH RODIN  | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS | Mgmt | For |
| 3. | TO PROHIBIT ACCELERATED VESTING UPON A CHANGE IN CONTROL    | Shr  | For |
| 4. | TO ADOPT A RECAPITALIZATION PLAN                            | Shr  | For |

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 CONOCOPHILLIPS

Agen

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 Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: COP  
 ISIN: US20825C1045  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JODY L. FREEMAN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: GAY HUEY EVANS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RYAN M. LANCE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MOHD H. MARICAN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: HARALD J. NORVIK  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.  | Mgmt          | For           |
| 2.     | TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | REPORT ON GRASSROOTS LOBBYING EXPENDITURES.   | Shr           | Against       |
| 5.     | GREENHOUSE GAS REDUCTION TARGETS.   | Shr           | Against       |
| 6.     | GENDER IDENTITY NON-DISCRIMINATION.   | Shr           | Against       |

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 COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 24-Jan-2013  
 Ticker: COST  
 ISIN: US22160K1051  
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| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 1      | DIRECTOR<br>BENJAMIN S. CARSON, SR.<br>WILLIAM H. GATES<br>HAMILTON E. JAMES<br>W. CRAIG JELINEK<br>JILL S. RUCKELSHAUS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.  | Mgmt                                 | For                             |
| 3      | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.  | Mgmt                                 | For                             |
| 4      | CONSIDERATION OF SHAREHOLDER PROPOSAL TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS.                        | Shr                                  | For                             |

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 COVIDIEN PLC

Agen

Security: G2554F113  
 Meeting Type: Annual  
 Meeting Date: 20-Mar-2013  
 Ticker: COV  
 ISIN: IE00B68SQD29  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOSE E. ALMEIDA         | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: JOY A. AMUNDSON         | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: CRAIG ARNOLD            | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: ROBERT H. BRUST         | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.    | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III   | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 1H) | ELECTION OF DIRECTOR: MARTIN D. MADAUS  | Mgmt | For |
| 1I) | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO  | Mgmt | For |
| 2   | APPOINT THE INDEPENDENT AUDITORS AND<br>AUTHORIZE THE AUDIT COMMITTEE TO SET THE<br>AUDITORS' REMUNERATION. | Mgmt | For |
| 3   | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For |
| 4   | APPROVE THE AMENDED AND RESTATED COVIDIEN<br>STOCK AND INCENTIVE PLAN.                                      | Mgmt | For |
| 5   | AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY<br>TO MAKE MARKET PURCHASES OF COMPANY SHARES.                  | Mgmt | For |
| S6  | AUTHORIZE THE PRICE RANGE AT WHICH THE<br>COMPANY CAN REISSUE SHARES IT HOLDS AS<br>TREASURY SHARES.        | Mgmt | For |
| S7  | AMEND ARTICLES OF ASSOCIATION TO EXPAND THE<br>AUTHORITY TO EXECUTE INSTRUMENTS OF<br>TRANSFER.             | Mgmt | For |
| 8   | ADVISORY VOTE ON THE CREATION OF<br>MALLINCKRODT DISTRIBUTABLE RESERVES.                                    | Mgmt | For |

-----  
DANAHER CORPORATION

Agen

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Security: 235851102  
Meeting Type: Annual  
Meeting Date: 07-May-2013  
Ticker: DHR  
ISIN: US2358511028  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: DONALD J. EHRLICH   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: LINDA HEFNER FILLER   | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: TERI LIST-STOLL   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: WALTER G. LOHR, JR.   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: STEVEN M. RALES   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: ALAN G. SPOON   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG<br>LLP AS DANAHER'S INDEPENDENT REGISTERED | Mgmt          | For           |

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PUBLIC ACCOUNTING FIRM.

- |    |  |      |         |
|----|--|------|---------|
| 3. | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND ALL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS.   | Mgmt | For     |
| 4. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 5. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY PAY PROGRAMS UNTIL REACHING NORMAL RETIREMENT AGE. | Shr  | For     |
| 6. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURES AND POLITICAL EXPENDITURE POLICIES, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against |

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DEERE & COMPANY

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Agen

Security: 244199105  
Meeting Type: Annual  
Meeting Date: 27-Feb-2013  
Ticker: DE  
ISIN: US2441991054  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SAMUEL R. ALLEN          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VANCE D. COFFMAN         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DIPAK C. JAIN            | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CLAYTON M. JONES         | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOACHIM MILBERG          | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD B. MYERS         | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS H. PATRICK        | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: AULANA L. PETERS         | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SHERRY M. SMITH          | Mgmt          | For           |



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|    |  |      |     |
|----|--|------|-----|
| 2. | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3. | RE-APPROVAL OF THE JOHN DEERE MID-TERM INCENTIVE PLAN.   | Mgmt | For |
| 4. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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DOLLAR GENERAL CORPORATION

Agen

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Security: 256677105  
Meeting Type: Annual  
Meeting Date: 29-May-2013  
Ticker: DG  
ISIN: US2566771059  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>RAJ AGRAWAL<br>WARREN F. BRYANT<br>MICHAEL M. CALBERT<br>SANDRA B. COCHRAN<br>RICHARD W. DREILING<br>P.D. FILI-KRUSHEL<br>ADRIAN JONES<br>WILLIAM C. RHODES, III<br>DAVID B. RICKARD | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO APPROVE AN AMENDMENT TO DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED CHARTER TO IMPLEMENT A MAJORITY VOTING STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS.                              | Mgmt   | For  |
| 3.     | TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.  | Mgmt   | For  |

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DUKE ENERGY CORPORATION

Agen

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Security: 26441C204  
Meeting Type: Annual  
Meeting Date: 02-May-2013  
Ticker: DUK  
ISIN: US26441C2044  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 1.     | DIRECTOR |               |               |

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|    |   |      |         |
|----|---|------|---------|
|    | WILLIAM BARNET, III   | Mgmt | For     |
|    | G. ALEX BERNHARDT, SR.  | Mgmt | For     |
|    | MICHAEL G. BROWNING   | Mgmt | For     |
|    | HARRIS E. DELOACH, JR.  | Mgmt | For     |
|    | DANIEL R. DIMICCO   | Mgmt | For     |
|    | JOHN H. FORSGREN  | Mgmt | For     |
|    | ANN M. GRAY   | Mgmt | For     |
|    | JAMES H. HANCE, JR.   | Mgmt | For     |
|    | JOHN T. HERRON  | Mgmt | For     |
|    | JAMES B. HYLER, JR.   | Mgmt | For     |
|    | E. MARIE MCKEE  | Mgmt | For     |
|    | E. JAMES REINSCH  | Mgmt | For     |
|    | JAMES T. RHODES   | Mgmt | For     |
|    | JAMES E. ROGERS   | Mgmt | For     |
|    | CARLOS A. SALADRIGAS  | Mgmt | For     |
|    | PHILIP R. SHARP   | Mgmt | For     |
| 2. | RATIFICATION OF DELOITTE & TOUCHE LLP AS<br>DUKE ENERGY CORPORATION'S INDEPENDENT<br>PUBLIC ACCOUNTANT FOR 2013                               | Mgmt | For     |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION  | Mgmt | For     |
| 4. | APPROVAL OF THE AMENDED DUKE ENERGY<br>CORPORATION EXECUTIVE SHORT-TERM INCENTIVE<br>PLAN   | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER<br>ACTION BY WRITTEN CONSENT   | Shr  | For     |
| 6. | SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT<br>TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE<br>MAJORITY VOTING FOR THE ELECTION OF<br>DIRECTORS | Shr  | Against |

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EATON VANCE RISK-MGD DIV EQTY INCM FD

Agen

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Security: 27829G106  
Meeting Type: Annual  
Meeting Date: 26-Apr-2013  
Ticker: ETJ  
ISIN: US27829G1067  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>LYNN A. STOUT<br>HARRIETT TEE TAGGART<br>RALPH F. VERNI | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

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EBAY INC.

Agen

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 Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2013  
 Ticker: EBAY  
 ISIN: US2786421030  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID M. MOFFETT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: THOMAS J. TIERNEY   | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt          | Against       |
| 3.     | STOCKHOLDER PROPOSAL REGARDING CORPORATE LOBBYING DISCLOSURE.   | Shr           | Against       |
| 4.     | STOCKHOLDER PROPOSAL REGARDING PRIVACY AND DATA SECURITY.   | Shr           | Against       |
| 5.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2013. | Mgmt          | For           |

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 EDISON INTERNATIONAL  
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Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: EIX  
 ISIN: US2810201077  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAGJEET S. BINDRA       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: VANESSA C.L. CHANG      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCE A. CORDOVA       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR. | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BRADFORD M. FREEMAN     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LUIS G. NOGALES         | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1G. | ELECTION OF DIRECTOR: RONALD L. OLSON  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III                                     | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: THOMAS C. SUTTON   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: PETER J. TAYLOR  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: BRETT WHITE  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION                        | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN                         | Shr  | Against |

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 EMC CORPORATION

Agen

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 Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 01-May-2013  
 Ticker: EMC  
 ISIN: US2686481027  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL W. BROWN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RANDOLPH L. COWEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GAIL DEEGAN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES S. DISTASIO   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN R. EGAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: EDMUND F. KELLY   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMI MISCIK   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WINDLE B. PRIEM   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PAUL SAGAN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID N. STROHM   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOSEPH M. TUCCI   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

YEAR ENDING DECEMBER 31, 2013, AS DESCRIBED  
IN EMC'S PROXY STATEMENT.

|    |   |      |         |
|----|---|------|---------|
| 3. | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.   | Mgmt | For     |
| 4. | APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 2003 STOCK PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Mgmt | For     |
| 5. | APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 1989 EMPLOYEE STOCK PURCHASE PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Mgmt | For     |
| 6. | APPROVAL OF AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION AND BYLAWS TO ALLOW SHAREHOLDERS TO ACT BY WRITTEN CONSENT BY LESS THAN UNANIMOUS APPROVAL, AS DESCRIBED IN EMC'S PROXY STATEMENT. | Mgmt | For     |
| 7. | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Shr  | Against |

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EMERSON ELECTRIC CO.

Agen

Security: 291011104  
Meeting Type: Annual  
Meeting Date: 05-Feb-2013  
Ticker: EMR  
ISIN: US2910111044  
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| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1.     | DIRECTOR<br>C.A.H. BOERSIG*<br>J.B. BOLTEN*<br>M.S. LEVATICH*<br>R.L. STEPHENSON*<br>A.A. BUSCH III#                         | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.                                      | Mgmt                                 | For                             |
| 3.     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt                                 | For                             |
| 4.     | APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.                     | Mgmt                                 | For                             |
| 5.     | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr                                  | Against                         |

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 EOG RESOURCES, INC. Agen  
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Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: EOG  
 ISIN: US26875P1012  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLES R. CRISP   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES C. DAY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARK G. PAPA   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM R. THOMAS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FRANK G. WISNER  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013. | Mgmt          | For           |
| 3.     | TO APPROVE THE AMENDED AND RESTATED EOG RESOURCES, INC. 2008 OMNIBUS EQUITY COMPENSATION PLAN.   | Mgmt          | For           |
| 4.     | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |

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 EXPRESS SCRIPTS HOLDING COMPANY Agen  
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Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: ESRX  
 ISIN: US30219G1085  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|     |   |      |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: GARY G. BENANAV   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MAURA C. BREEN  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WILLIAM J. DELANEY  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: THOMAS P. MAC MAHON   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: FRANK MERGENTHALER  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WOODROW A. MYERS,<br>JR., MD  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN O. PARKER, JR.   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GEORGE PAZ  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD,<br>MPH  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SAMUEL K. SKINNER   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: SEYMOUR STERNBERG   | Mgmt | For |
| 2.  | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. | Mgmt | For |
| 3.  | TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE<br>COMPENSATION.   | Mgmt | For |

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 EXXON MOBIL CORPORATION

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 Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 29-May-2013  
 Ticker: XOM  
 ISIN: US30231G1022  
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| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 1.     | DIRECTOR            |               |               |
|        | M.J. BOSKIN         | Mgmt          | For           |
|        | P. BRABECK-LETMATHE | Mgmt          | For           |
|        | U.M. BURNS          | Mgmt          | For           |
|        | L.R. FAULKNER       | Mgmt          | For           |
|        | J.S. FISHMAN        | Mgmt          | For           |
|        | H.H. FORE           | Mgmt          | For           |
|        | K.C. FRAZIER        | Mgmt          | For           |
|        | W.W. GEORGE         | Mgmt          | For           |
|        | S.J. PALMISANO      | Mgmt          | For           |
|        | S.S. REINEMUND      | Mgmt          | For           |
|        | R.W. TILLERSON      | Mgmt          | For           |
|        | W.C. WELDON         | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
|     | E.E. WHITACRE, JR.  | Mgmt | For     |
| 2.  | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 60)            | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 61) | Mgmt | Against |
| 4.  | INDEPENDENT CHAIRMAN (PAGE 63)                            | Shr  | For     |
| 5.  | MAJORITY VOTE FOR DIRECTORS (PAGE 64)                     | Shr  | Against |
| 6.  | LIMIT DIRECTORSHIPS (PAGE 65)                             | Shr  | Against |
| 7.  | REPORT ON LOBBYING (PAGE 66)                              | Shr  | Against |
| 8.  | POLITICAL CONTRIBUTIONS POLICY (PAGE 67)                  | Shr  | Against |
| 9.  | AMENDMENT OF EEO POLICY (PAGE 69)                         | Shr  | Against |
| 10. | REPORT ON NATURAL GAS PRODUCTION (PAGE 70)                | Shr  | Against |
| 11. | GREENHOUSE GAS EMISSIONS GOALS (PAGE 72)                  | Shr  | Against |

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: GE  
 ISIN: US3696041033

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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: JOHN J. BRENNAN     | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.  | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: FRANCISCO D'SOUZA   | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: MARIJN E. DEKKERS   | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: ANN M. FUDGE        | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD     | Mgmt          | For           |
| A8     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT   | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: ANDREA JUNG         | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROBERT W. LANE      | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: RALPH S. LARSEN     | Mgmt          | For           |



## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| A12 | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS                                  | Mgmt | For     |
| A13 | ELECTION OF DIRECTOR: JAMES J. MULVA                                       | Mgmt | For     |
| A14 | ELECTION OF DIRECTOR: MARY L. SCHAPIRO                                     | Mgmt | For     |
| A15 | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA                                  | Mgmt | For     |
| A16 | ELECTION OF DIRECTOR: JAMES S. TISCH                                       | Mgmt | For     |
| A17 | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III                                | Mgmt | For     |
| B1  | ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION                    | Mgmt | For     |
| B2  | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| C1  | CESSATION OF ALL STOCK OPTIONS AND BONUSES                                 | Shr  | Against |
| C2  | DIRECTOR TERM LIMITS   | Shr  | Against |
| C3  | INDEPENDENT CHAIRMAN   | Shr  | Against |
| C4  | RIGHT TO ACT BY WRITTEN CONSENT  | Shr  | Against |
| C5  | EXECUTIVES TO RETAIN SIGNIFICANT STOCK                                     | Shr  | For     |
| C6  | MULTIPLE CANDIDATE ELECTIONS   | Shr  | Against |

-----  
GILEAD SCIENCES, INC.

Agen

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Security: 375558103  
Meeting Type: Annual  
Meeting Date: 08-May-2013  
Ticker: GILD  
ISIN: US3755581036  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>JOHN F. COGAN<br>ETIENNE F. DAVIGNON<br>CARLA A. HILLS<br>KEVIN E. LOFTON<br>JOHN W. MADIGAN<br>JOHN C. MARTIN<br>NICHOLAS G. MOORE<br>RICHARD J. WHITLEY<br>GAYLE E. WILSON<br>PER WOLD-OLSEN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE                                       | Mgmt   | For  |

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FISCAL YEAR ENDING DECEMBER 31, 2013.

|    |  |      |         |
|----|--|------|---------|
| 3. | TO APPROVE A RESTATEMENT OF GILEAD SCIENCES, INC.'S 2004 EQUITY INCENTIVE PLAN.  | Mgmt | For     |
| 4. | TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION.   | Mgmt | For     |
| 5. | TO APPROVE, ON THE ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.  | Mgmt | For     |
| 6. | TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR, IF PROPERLY PRESENTED AT THE MEETING. | Shr  | Against |
| 7. | TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT, IF PROPERLY PRESENTED AT THE MEETING.                            | Shr  | For     |

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 GOOGLE INC.

Agen

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 Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2013  
 Ticker: GOOG  
 ISIN: US38259P5089  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>LARRY PAGE<br>SERGEY BRIN<br>ERIC E. SCHMIDT<br>L. JOHN DOERR<br>DIANE B. GREENE<br>JOHN L. HENNESSY<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.                            | Mgmt   | For  |
| 3.     | A STOCKHOLDER PROPOSAL REGARDING A REPORT ON LEAD BATTERIES IN GOOGLE'S SUPPLY CHAIN, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |

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|    |   |     |     |
|----|---|-----|-----|
| 4. | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.  | Shr | For |
| 5. | A STOCKHOLDER PROPOSAL REGARDING EXECUTIVE STOCK RETENTION, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 6. | A STOCKHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.       | Shr | For |

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HALLIBURTON COMPANY

Agen

Security: 406216101  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: HAL  
ISIN: US4062161017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.M. BENNETT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: J.R. BOYD   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: M. CARROLL  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: N.K. DICCIANI   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: M.S. GERBER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: J.C. GRUBISICH  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: A.S. JUM'AH   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: D.J. LESAR  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: R.A. MALONE   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: J.L. MARTIN   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: D.L. REED   | Mgmt          | For           |
| 2.     | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.                         | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                      | Mgmt          | For           |
| 4.     | PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN. | Mgmt          | For           |
| 5.     | PROPOSAL ON HUMAN RIGHTS POLICY.  | Shr           | Against       |

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HOLLYFRONTIER CORPORATION

Agen

Security: 436106108  
 Meeting Type: Annual  
 Meeting Date: 15-May-2013  
 Ticker: HFC  
 ISIN: US4361061082

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DOUGLAS Y. BECH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BUFORD P. BERRY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LELDON E. ECHOLS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: R. KEVIN HARDAGE  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL C. JENNINGS   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT J. KOSTELNIK   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES H. LEE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT G. MCKENZIE  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: FRANKLIN MYERS  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MICHAEL E. ROSE   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: TOMMY A. VALENTA  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR. | Mgmt          | For           |

HONDA MOTOR CO.,LTD.

Agen

Security: J22302111  
 Meeting Type: AGM  
 Meeting Date: 19-Jun-2013  
 Ticker:  
 ISIN: JP3854600008

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

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|      |  |            |     |
|------|--|------------|-----|
|      | Please reference meeting materials.      | Non-Voting |     |
| 1    | Approve Appropriation of Surplus         | Mgmt       | For |
| 2    | Amend Articles to: Expand Business Lines | Mgmt       | For |
| 3.1  | Appoint a Director                       | Mgmt       | For |
| 3.2  | Appoint a Director                       | Mgmt       | For |
| 3.3  | Appoint a Director                       | Mgmt       | For |
| 3.4  | Appoint a Director                       | Mgmt       | For |
| 3.5  | Appoint a Director                       | Mgmt       | For |
| 3.6  | Appoint a Director                       | Mgmt       | For |
| 3.7  | Appoint a Director                       | Mgmt       | For |
| 3.8  | Appoint a Director                       | Mgmt       | For |
| 3.9  | Appoint a Director                       | Mgmt       | For |
| 3.10 | Appoint a Director                       | Mgmt       | For |
| 3.11 | Appoint a Director                       | Mgmt       | For |
| 3.12 | Appoint a Director                       | Mgmt       | For |
| 3.13 | Appoint a Director                       | Mgmt       | For |
| 4    | Appoint a Corporate Auditor              | Mgmt       | For |

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 30-Apr-2013  
Ticker: IBM  
ISIN: US4592001014

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| Prop.# | Proposal                            | Proposal<br>Type | Proposal Vote |
|--------|-------------------------------------|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.J.P. BELDA  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: W.R. BRODY    | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: K.I. CHENAULT | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: M.L. ESKEW    | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: D.N. FARR     | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: S.A. JACKSON  | Mgmt             | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1G. | ELECTION OF DIRECTOR: A.N. LIVERIS   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: J.W. OWENS   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: V.M. ROMETTY   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: J.E. SPERO   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: S. TAUREL  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: L.H. ZAMBRANO  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71) | Mgmt | For     |
| 3.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)                                      | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 73)       | Shr  | Against |
| 5.  | STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 74)                  | Shr  | For     |
| 6.  | STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR (PAGE 75)                              | Shr  | For     |
| 7.  | STOCKHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK (PAGE 76)              | Shr  | For     |

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 JOHNSON & JOHNSON

Agen

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 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: JNJ  
 ISIN: US4781601046  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARY SUE COLEMAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES G. CULLEN    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: IAN E.L. DAVIS     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALEX GORSKY        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANNE M. MULCAHY    | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1H. | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: A. EUGENE WASHINGTON  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt | For     |
| 3.  | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK   | Shr  | For     |
| 5.  | SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES  | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN  | Shr  | Against |

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 JPMORGAN CHASE & CO.

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 Agen

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 Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: JPM  
 ISIN: US46625H1005  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES A. BELL         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: STEPHEN B. BURKE      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID M. COTE         | Mgmt          | Against       |
| 1E.    | ELECTION OF DIRECTOR: JAMES S. CROWN        | Mgmt          | Against       |
| 1F.    | ELECTION OF DIRECTOR: JAMES DIMON           | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN      | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ELLEN V. FUTTER       | Mgmt          | Against       |
| 1I.    | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LEE R. RAYMOND        | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1K. | ELECTION OF DIRECTOR: WILLIAM C. WELDON   | Mgmt | For     |
| 2.  | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt | For     |
| 3.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION   | Mgmt | For     |
| 4.  | AMENDMENT TO THE FIRM'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY WRITTEN CONSENT  | Mgmt | For     |
| 5.  | REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN  | Mgmt | For     |
| 6.  | REQUIRE SEPARATION OF CHAIRMAN AND CEO  | Shr  | Against |
| 7.  | REQUIRE EXECUTIVES TO RETAIN SIGNIFICANT STOCK UNTIL REACHING NORMAL RETIREMENT AGE                               | Shr  | Against |
| 8.  | ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS          | Shr  | Against |
| 9.  | DISCLOSE FIRM PAYMENTS USED DIRECTLY OR INDIRECTLY FOR LOBBYING, INCLUDING SPECIFIC AMOUNTS AND RECIPIENTS' NAMES | Shr  | Against |

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 KRAFT FOODS GROUP, INC.

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 Agen

Security: 50076Q106  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: KRFT  
 ISIN: US50076Q1067  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ABELARDO E. BRU  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JEANNE P. JACKSON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: E. FOLLIN SMITH  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF AN EXECUTIVE COMPENSATION VOTE.  | Mgmt          | 1 Year        |
| 4.     | APPROVAL OF THE MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE KRAFT FOODS GROUP, INC. 2012 PERFORMANCE INCENTIVE PLAN. | Mgmt          | For           |
| 5.     | RATIFICATION OF THE SELECTION OF   | Mgmt          | For           |



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PRICEWATERHOUSECOOPERS LLP AS OUR  
INDEPENDENT AUDITORS FOR THE FISCAL YEAR  
ENDING DECEMBER 28, 2013.

|    |   |     |         |
|----|---|-----|---------|
| 6. | SHAREHOLDER PROPOSAL: LABEL GENETICALLY<br>ENGINEERED PRODUCTS. | Shr | Against |
|----|---|-----|---------|

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LYONDELLBASELL INDUSTRIES N.V.

Agen

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Security: N53745100  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: LYB  
ISIN: NL0009434992  
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| Prop.# | Proposal  | Proposal<br>Type     | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>JACQUES AIGRAIN<br>SCOTT M. KLEINMAN<br>BRUCE A. SMITH  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | ADOPTION OF ANNUAL ACCOUNTS FOR 2012  | Mgmt                 | For               |
| 3.     | DISCHARGE FROM LIABILITY OF SOLE MEMBER OF<br>THE MANAGEMENT BOARD  | Mgmt                 | For               |
| 4.     | DISCHARGE FROM LIABILITY OF MEMBERS OF THE<br>SUPERVISORY BOARD   | Mgmt                 | For               |
| 5.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM     | Mgmt                 | For               |
| 6.     | APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE<br>DUTCH ANNUAL ACCOUNTS | Mgmt                 | For               |
| 7.     | APPROVAL OF COMPENSATION OF THE MEMBERS OF<br>THE SUPERVISORY BOARD                                       | Mgmt                 | For               |
| 8.     | RATIFICATION AND APPROVAL OF DIVIDENDS IN<br>RESPECT OF THE 2012 FISCAL YEAR                              | Mgmt                 | For               |
| 9.     | ADVISORY VOTE APPROVING EXECUTIVE<br>COMPENSATION   | Mgmt                 | For               |
| 10.    | APPROVAL TO REPURCHASE UP TO 10% OF ISSUED<br>SHARE CAPITAL   | Mgmt                 | For               |
| 11.    | APPROVAL TO CANCEL UP TO 10% OF SHARE<br>CAPITAL HELD IN TREASURY   | Mgmt                 | For               |
| 12.    | APPROVAL TO AMEND ARTICLES OF ASSOCIATION   | Mgmt                 | For               |

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 MACY'S INC.

Agen

Security: 55616P104  
 Meeting Type: Annual  
 Meeting Date: 17-May-2013  
 Ticker: M  
 ISIN: US55616P1049  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MEYER FELDBERG  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SARA LEVINSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TERRY J. LUNDGREN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOSEPH NEUBAUER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOYCE M. ROCHE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PAUL C. VARGA   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON  | Mgmt          | For           |
| 2.     | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 1, 2014. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |

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 MARATHON OIL CORPORATION

Agen

Security: 565849106  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: MRO  
 ISIN: US5658491064  
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| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREGORY H. BOYCE | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1B. | ELECTION OF DIRECTOR: PIERRE BRONDEAU   | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: LINDA Z. COOK   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: PHILIP LADER  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt | For     |
| 2.  | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2013.            | Mgmt | For     |
| 3.  | BOARD PROPOSAL FOR A NON-BINDING ADVISORY VOTE TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.         | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL SEEKING A REPORT REGARDING THE COMPANY'S LOBBYING ACTIVITIES, POLICIES AND PROCEDURES. | Shr  | Against |

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MCDONALD'S CORPORATION

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Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 23-May-2013  
Ticker: MCD  
ISIN: US5801351017  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WALTER E. MASSEY   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROGER W. STONE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MILES D. WHITE   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2013.               | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN ANNUAL REPORT ON EXECUTIVE COMPENSATION, IF PRESENTED. | Shr           | Against       |

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|    |   |     |         |
|----|---|-----|---------|
| 5. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN EXECUTIVE STOCK RETENTION POLICY, IF PRESENTED. | Shr | For     |
| 6. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A HUMAN RIGHTS REPORT, IF PRESENTED.               | Shr | Against |
| 7. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT, IF PRESENTED.                  | Shr | Against |

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 28-Nov-2012  
Ticker: MSFT  
ISIN: US5949181045

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | ELECTION OF DIRECTOR: STEVEN A. BALLMER   | Mgmt          | For           |
| 2.     | ELECTION OF DIRECTOR: DINA DUBLON   | Mgmt          | For           |
| 3.     | ELECTION OF DIRECTOR: WILLIAM H. GATES III  | Mgmt          | For           |
| 4.     | ELECTION OF DIRECTOR: MARIA M. KLAWE  | Mgmt          | For           |
| 5.     | ELECTION OF DIRECTOR: STEPHEN J. LUCZO  | Mgmt          | For           |
| 6.     | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt          | For           |
| 7.     | ELECTION OF DIRECTOR: CHARLES H. NOSKI  | Mgmt          | For           |
| 8.     | ELECTION OF DIRECTOR: HELMUT PANKE  | Mgmt          | For           |
| 9.     | ELECTION OF DIRECTOR: JOHN W. THOMPSON  | Mgmt          | For           |
| 10.    | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)                                 | Mgmt          | For           |
| 11.    | APPROVAL OF EMPLOYEE STOCK PURCHASE PLAN (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)  | Mgmt          | For           |
| 12.    | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2013 (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL) | Mgmt          | For           |
| 13.    | SHAREHOLDER PROPOSAL - ADOPT CUMULATIVE VOTING (THE BOARD RECOMMENDS A VOTE AGAINST THIS PROPOSAL)                                    | Shr           | Against       |

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 MONDELEZ INTL, INC

Agen

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 Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: MDLZ  
 ISIN: US6092071058  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LEWIS W.K. BOOTH   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LOIS D. JULIBER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK D. KETCHUM  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JORGE S. MESQUITA  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: IRENE B. ROSENFELD   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PATRICK T. SIEWERT   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RUTH J. SIMMONS  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RATAN N. TATA  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: J.F. VAN BOXMEER   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR 2013              | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL: REPORT ON EXTENDED PRODUCER RESPONSIBILITY                             | Shr           | Against       |
| 5      | SHAREHOLDER PROPOSAL: SUSTAINABILITY REPORT ON GENDER EQUALITY IN THE COMPANY'S SUPPLY CHAIN | Shr           | Abstain       |

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 MONSANTO COMPANY

Agen

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 Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 31-Jan-2013  
 Ticker: MON  
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# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

ISIN: US61166W1018

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR H. HARPER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GWENDOLYN S. KING  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JON R. MOELLER   | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.  | Mgmt          | For           |
| 3.     | ADVISORY, (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVAL OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO DECLASSIFY THE BOARD. | Mgmt          | For           |
| 5.     | SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.                                    | Shr           | Against       |

NETFLIX, INC.

Agen

Security: 64110L106  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2013  
 Ticker: NFLX  
 ISIN: US64110L1061

| Prop.# | Proposal   | Proposal Type        | Proposal Vote                    |
|--------|--|----------------------|----------------------------------|
| 1.     | DIRECTOR<br>TIMOTHY M. HALEY<br>ANN MATHER<br>LESLIE KILGORE   | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013. | Mgmt                 | For                              |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.   | Mgmt                 | For                              |
| 4.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF PROPERLY PRESENTED AT THE MEETING.                              | Shr                  | For                              |

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- |    |  |     |         |
|----|--|-----|---------|
| 5. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For     |
| 6. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.                        | Shr | For     |
| 7. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS, IF PROPERLY PRESENTED AT THE MEETING.                     | Shr | Against |
| 8. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE RIGHT, IF PROPERLY PRESENTED AT THE MEETING.                        | Shr | For     |

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 NIKE, INC.

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 Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2012  
 Ticker: NKE  
 ISIN: US6541061031  
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- | Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                                    | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt                 | For               |
| 3.     | TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.       | Mgmt                 | For               |
| 4.     | TO RE-APPROVE AND AMEND THE NIKE, INC. LONG-TERM INCENTIVE PLAN.  | Mgmt                 | For               |
| 5.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |
| 6.     | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.                          | Shr                  | Against           |

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 OCCIDENTAL PETROLEUM CORPORATION

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 Agen

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Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 03-May-2013  
 Ticker: OXY  
 ISIN: US6745991058

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SPENCER ABRAHAM                         | Mgmt          | Against       |
| 1B.    | ELECTION OF DIRECTOR: HOWARD I. ATKINS                        | Mgmt          | Against       |
| 1C.    | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN                       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN                     | Mgmt          | Against       |
| 1E.    | ELECTION OF DIRECTOR: JOHN E. FEICK                           | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARGARET M. FORAN                       | Mgmt          | Against       |
| 1G.    | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ                     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RAY R. IRANI                            | Mgmt          | Against       |
| 1I.    | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN                     | Mgmt          | Against       |
| 1J.    | ELECTION OF DIRECTOR: AZIZ D. SYRIANI                         | Mgmt          | Against       |
| 2.     | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION                | Mgmt          | Against       |
| 3.     | RATIFICATION OF SELECTION OF KPMG LLP AS INDEPENDENT AUDITORS | Mgmt          | For           |
| 4.     | STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT                   | Shr           | For           |

ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 07-Nov-2012  
 Ticker: ORCL  
 ISIN: US68389X1054

| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 1      | DIRECTOR            |               |               |
|        | JEFFREY S. BERG     | Mgmt          | For           |
|        | H. RAYMOND BINGHAM  | Mgmt          | For           |
|        | MICHAEL J. BOSKIN   | Mgmt          | For           |
|        | SAFRA A. CATZ       | Mgmt          | For           |
|        | BRUCE R. CHIZEN     | Mgmt          | Withheld      |
|        | GEORGE H. CONRADES  | Mgmt          | Withheld      |
|        | LAWRENCE J. ELLISON | Mgmt          | For           |



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|   |   |      |          |
|---|---|------|----------|
|   | HECTOR GARCIA-MOLINA  | Mgmt | For      |
|   | JEFFREY O. HENLEY   | Mgmt | For      |
|   | MARK V. HURD  | Mgmt | For      |
|   | DONALD L. LUCAS   | Mgmt | For      |
|   | NAOMI O. SELIGMAN   | Mgmt | Withheld |
| 2 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | Against  |
| 3 | APPROVAL OF INCREASE IN SHARES UNDER THE DIRECTORS' STOCK PLAN.   | Mgmt | For      |
| 4 | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013. | Mgmt | For      |
| 5 | STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.  | Shr  | For      |
| 6 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.  | Shr  | For      |
| 7 | STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.   | Shr  | For      |
| 8 | STOCKHOLDER PROPOSAL REGARDING EQUITY ACCELERATION UPON A CHANGE IN CONTROL OF ORACLE.                                    | Shr  | For      |

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 PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: PFE  
 ISIN: US7170811035  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. ANTHONY BURNS     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W. DON CORNWELL      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: FRANCES D. FERGUSON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: HELEN H. HOBBS       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES M. KILTS       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GEORGE A. LORCH      | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1J | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: IAN C. READ  | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: STEPHEN W. SANGER  | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE   | Mgmt | For |
| 2  | RATIFY THE SELECTION OF KPMG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2013 | Mgmt | For |
| 3  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION  | Mgmt | For |
| 4  | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE<br>EQUITY RETENTION                                     | Shr  | For |
| 5  | SHAREHOLDER PROPOSAL REGARDING ACTION BY<br>WRITTEN CONSENT                                      | Shr  | For |

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 PHILIP MORRIS INTERNATIONAL INC.

Agem

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 Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: PM  
 ISIN: US7181721090  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HAROLD BROWN         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANDRE CALANTZOPOULOS | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JENNIFER LI          | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: GRAHAM MACKAY        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SERGIO MARCHIONNE    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KALPANA MORPARIA     | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LUCIO A. NOTO        | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ROBERT B. POLET      | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CARLOS SLIM HELU     | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: STEPHEN M. WOLF      | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 2. | RATIFICATION OF THE SELECTION OF<br>INDEPENDENT AUDITORS | Mgmt | For |
| 3. | ADVISORY RESOLUTION APPROVING EXECUTIVE<br>COMPENSATION  | Mgmt | For |

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 PHILLIPS 66

Agen

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 Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: PSX  
 ISIN: US7185461040  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREG C. GARLAND   | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN E. LOWE  | Mgmt             | For           |
| 2.     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST<br>& YOUNG LLP AS INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR<br>2013. | Mgmt             | For           |
| 3.     | PROPOSAL TO APPROVE ADOPTION OF THE 2013<br>OMNIBUS STOCK AND PERFORMANCE INCENTIVE<br>PLAN OF PHILLIPS 66.                                 | Mgmt             | For           |
| 4.     | SAY ON PAY - AN ADVISORY VOTE ON THE<br>APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt             | For           |
| 5.     | SAY WHEN ON PAY - AN ADVISORY VOTE ON THE<br>FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE<br>COMPENSATION.                                   | Mgmt             | 1 Year        |

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 PPG INDUSTRIES, INC.

Agen

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 Security: 693506107  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2013  
 Ticker: PPG  
 ISIN: US6935061076  
 -----

| Prop.# | Proposal                                      | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1      | DIRECTOR<br>JAMES G. BERGES<br>JOHN V. FARACI | Mgmt<br>Mgmt     | For<br>For    |

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|   |   |      |     |
|---|---|------|-----|
|   | VICTORIA F. HAYNES  | Mgmt | For |
|   | MARTIN H. RICHENHAGEN   | Mgmt | For |
| 2 | PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For |
| 3 | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.              | Mgmt | For |
| 4 | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt | For |
| 5 | SHAREHOLDER PROPOSAL TO ADOPT A SIMPLE MAJORITY VOTE.   | Shr  | For |

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PPL CORPORATION

Agen

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Security: 69351T106  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: PPL  
ISIN: US69351T1060  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>FREDERICK M. BERNTHAL<br>JOHN W. CONWAY<br>PHILIP G. COX<br>STEVEN G. ELLIOTT<br>LOUISE K. GOESER<br>STUART E. GRAHAM<br>STUART HEYDT<br>RAJA RAJAMANNAR<br>CRAIG A. ROGERSON<br>WILLIAM H. SPENCE<br>NATICA VON ALTHANN<br>KEITH H. WILLIAMSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | APPROVAL OF AMENDMENT TO PPL CORPORATION'S ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTE STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS  | Mgmt   | For  |
| 3      | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt   | For  |
| 4      | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt   | For  |
| 5      | SHAREOWNER PROPOSAL - REQUEST FOR POLITICAL   | Shr  | Against  |

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

## SPENDING REPORT

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 QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 05-Mar-2013  
 Ticker: QCOM  
 ISIN: US7475251036  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BARBARA T. ALEXANDER   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: THOMAS W. HORTON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAUL E. JACOBS   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: SHERRY LANSING   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DUANE A. NELLES  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FRANCISCO ROS  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BRENT SCOWCROFT  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MARC I. STERN  | Mgmt          | For           |
| 02     | TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 90,000,000 SHARES.            | Mgmt          | For           |
| 03     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 29, 2013. | Mgmt          | For           |
| 04     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt          | For           |

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 REGIONS FINANCIAL CORPORATION

Agen

Security: 7591EP100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

Ticker: RF  
ISIN: US7591EP1005

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GEORGE W. BRYAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CAROLYN H. BYRD   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DAVID J. COOPER, SR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DON DEFOSSET  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ERIC C. FAST  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: O.B. GRAYSON HALL, JR.  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHN D. JOHNS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES D. MCCRARY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JAMES R. MALONE   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RUTH ANN MARSHALL   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SUSAN W. MATLOCK  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JOHN E. MAUPIN, JR.   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JOHN R. ROBERTS   | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: LEE J. STYSLINGER III   | Mgmt          | For           |
| 2.     | NONBINDING STOCKHOLDER APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | APPROVAL OF THE REGIONS FINANCIAL CORPORATION EXECUTIVE INCENTIVE PLAN.                             | Mgmt          | For           |
| 4.     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                         | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL REGARDING POSTING A REPORT, UPDATED SEMI-ANNUALLY, OF POLITICAL CONTRIBUTIONS. | Shr           | Against       |

SEMPRA ENERGY

Agen

Security: 816851109  
Meeting Type: Annual  
Meeting Date: 09-May-2013  
Ticker: SRE  
ISIN: US8168511090

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALAN L. BOECKMANN                        | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.                  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM D. JONES                         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM G. OUCHI                         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DEBRA L. REED                            | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM C. RUSNACK                       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE                      | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LYNN SCHENK                              | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JACK T. TAYLOR                           | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LUIS M. TELLEZ                           | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JAMES C. YARDLEY                         | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.               | Mgmt          | For           |
| 4.     | APPROVAL OF 2013 LONG-TERM INCENTIVE PLAN.                     | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.     | Shr           | Against       |

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 TERADATA CORPORATION

Agen

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 Security: 88076W103  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: TDC  
 ISIN: US88076W1036  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: EDWARD P. BOYKIN                           | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CARY T. FU                                 | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VICTOR L. LUND                             | Mgmt          | For           |
| 2.     | AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 3. | APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Mgmt | For |
| 4. | APPROVAL OF A STOCKHOLDER PROPOSAL RECOMMENDING DECLASSIFICATION OF OUR BOARD                             | Shr  | For |

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 THE BOEING COMPANY

Agen

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 Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 Ticker: BA  
 ISIN: US0970231058  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LINDA Z. COOK   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: EDWARD M. LIDDY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SUSAN C. SCHWAB   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.                            | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2013. | Mgmt          | For           |
| 4.     | FUTURE EXTRAORDINARY RETIREMENT BENEFITS.   | Shr           | For           |
| 5.     | ACTION BY WRITTEN CONSENT.  | Shr           | For           |
| 6.     | EXECUTIVES TO RETAIN SIGNIFICANT STOCK.   | Shr           | For           |
| 7.     | INDEPENDENT BOARD CHAIRMAN.   | Shr           | For           |



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 THE CHARLES SCHWAB CORPORATION  
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Agen

Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: SCHW  
 ISIN: US8085131055  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN A. ELLIS                    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARUN SARIN                          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES R. SCHWAB                   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PAULA A. SNEED                      | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS                      | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt          | For           |
| 4.     | APPROVAL OF 2013 STOCK INCENTIVE PLAN                     | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS    | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS               | Shr           | For           |

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 THE COCA-COLA COMPANY  
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Agen

Security: 191216100  
 Meeting Type: Special  
 Meeting Date: 10-Jul-2012  
 Ticker: KO  
 ISIN: US1912161007  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO AMEND ARTICLE FOURTH OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO INCREASE THE AUTHORIZED COMMON STOCK OF THE COMPANY FROM 5,600,000,000 SHARES, PAR VALUE \$.25 PER SHARE, TO 11,200,000,000 SHARES, PAR VALUE \$.25 PER SHARE, AND TO EFFECT A SPLIT OF THE ISSUED COMMON STOCK OF THE COMPANY BY CHANGING EACH ISSUED SHARE OF COMMON STOCK INTO TWO | Mgmt          | For           |

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SHARES OF COMMON STOCK.

-----  
 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: KO  
 ISIN: US1912161007  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HERBERT A. ALLEN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RONALD W. ALLEN   | Mgmt          | Against       |
| 1C.    | ELECTION OF DIRECTOR: HOWARD G. BUFFETT   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD M. DALEY  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BARRY DILLER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: HELENE D. GAYLE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: EVAN G. GREENBERG   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ALEXIS M. HERMAN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MUHTAR KENT   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ROBERT A. KOTICK  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: DONALD F. MCHENRY   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: SAM NUNN  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: JAMES D. ROBINSON III   | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: PETER V. UEERROTH   | Mgmt          | For           |
| 1P.    | ELECTION OF DIRECTOR: JACOB WALLENBERG  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.                 | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | Against       |
| 4.     | APPROVE AN AMENDMENT TO THE COMPANY'S BY-LAWS TO PERMIT SHAREOWNERS TO CALL SPECIAL MEETINGS. | Mgmt          | For           |
| 5.     | SHAREOWNER PROPOSAL REGARDING A BOARD   | Shr           | Against       |

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COMMITTEE ON HUMAN RIGHTS.

-----  
 THE GOLDMAN SACHS GROUP, INC.

Agem

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 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: GS  
 ISIN: US38141G1040  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. MICHELE BURNS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY D. COHN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CLAES DAHLBACK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM W. GEORGE  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES A. JOHNSON   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES J. SCHIRO  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DEBORA L. SPAR   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MARK E. TUCKER   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: DAVID A. VINIAR  | Mgmt          | For           |
| 02     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY)   | Mgmt          | For           |
| 03     | APPROVAL OF THE GOLDMAN SACHS AMENDED AND RESTATED STOCK INCENTIVE PLAN (2013)                           | Mgmt          | Against       |
| 04     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Mgmt          | For           |
| 05     | SHAREHOLDER PROPOSAL REGARDING HUMAN RIGHTS COMMITTEE  | Shr           | Against       |
| 06     | SHAREHOLDER PROPOSAL REGARDING GOLDMAN SACHS LOBBYING DISCLOSURE   | Shr           | Against       |
| 07     | SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS   | Shr           | Against       |
| 08     | SHAREHOLDER PROPOSAL REGARDING MAXIMIZATION  | Shr           | Against       |

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OF VALUE FOR SHAREHOLDERS

-----  
 THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: HSY  
 ISIN: US4278661081

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>P.M. ARWAY<br>J.P. BILBREY<br>R.F. CAVANAUGH<br>C.A. DAVIS<br>R.M. MALCOLM<br>J.M. MEAD<br>J.E. NEVELS<br>A.J. PALMER<br>T.J. RIDGE<br>D.L. SHEDLARZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2013.   | Mgmt   | For  |
| 3.     | APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.   | Mgmt   | For  |

-----  
 THE HOME DEPOT, INC.

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: HD  
 ISIN: US4370761029

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCIS S. BLAKE     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ARI BOUSBIB          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J. FRANK BROWN       | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: ALBERT P. CAREY   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: ARMANDO CODINA  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: BONNIE G. HILL  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: KAREN L. KATEN  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: MARK VADON  | Mgmt | For     |
| 2.  | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP  | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt | For     |
| 4.  | APPROVAL OF THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN | Mgmt | For     |
| 5.  | APPROVAL OF THE AMENDED AND RESTATED 2005 OMNIBUS STOCK INCENTIVE PLAN                          | Mgmt | For     |
| 6.  | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT                                      | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY                                     | Shr  | Against |

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 THE PNC FINANCIAL SERVICES GROUP, INC.  
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Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: PNC  
 ISIN: US6934751057  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD O. BERNDT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHARLES E. BUNCH   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PAUL W. CHELLGREN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KAY COLES JAMES    | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: BRUCE C. LINDSAY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ANTHONY A. MASSARO | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1I | ELECTION OF DIRECTOR: JANE G. PEPPER   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: JAMES E. ROHR  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: DONALD J. SHEPARD  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: LORENE K. STEFFES  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: DENNIS F. STRIGL   | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: THOMAS J. USHER  | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.   | Mgmt | For     |
| 1P | ELECTION OF DIRECTOR: HELGE H. WEHMEIER  | Mgmt | For     |
| 2  | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt | For     |
| 3  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 4  | A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK.                        | Shr  | Against |

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 THE PROCTER & GAMBLE COMPANY  
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Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 09-Oct-2012  
 Ticker: PG  
 ISIN: US7427181091  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ANGELA F. BRALY        | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KENNETH I. CHENAULT    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SCOTT D. COOK          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT A. MCDONALD     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MARGARET C. WHITMAN    | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1I. | ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO  | Mgmt | For     |
| 2.  | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM                      | Mgmt | For     |
| 3.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION (THE SAY ON PAY VOTE)                                | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL #1 - SAY ON POLITICAL CONTRIBUTION (PAGE 67 OF PROXY STATEMENT)         | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL #2 - PRODUCER RESPONSIBILITY FOR PACKAGING (PAGE 70 OF PROXY STATEMENT) | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL #3 - ADOPT SIMPLE MAJORITY VOTE (PAGE 72 OF PROXY STATEMENT)            | Shr  | For     |

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 THE SOUTHERN COMPANY

Agen

Security: 842587107  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: SO  
 ISIN: US8425871071

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: J.P. BARANCO         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: J.A. BOSCIA          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: H.A. CLARK III       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: T.A. FANNING         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: D.J. GRAIN           | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: H.W. HABERMEYER, JR. | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: V.M. HAGEN           | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: W.A. HOOD, JR.       | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: D.M. JAMES           | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: D.E. KLEIN           | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: W.G. SMITH, JR.      | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: S.R. SPECKER         | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1M. | ELECTION OF DIRECTOR: E.J. WOOD III  | Mgmt | Against |
| 2.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013           | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION  | Mgmt | For     |
| 4.  | RATIFICATION OF BY-LAW AMENDMENT   | Mgmt | For     |
| 5.  | AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE TWO-THIRDS SUPERMAJORITY REQUIREMENTS IN ARTICLE ELEVENTH TO A MAJORITY VOTE | Mgmt | For     |
| 6.  | AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE 75% SUPERMAJORITY REQUIREMENTS IN ARTICLE THIRTEENTH TO A TWO-THIRDS VOTE    | Mgmt | For     |

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 THE WALT DISNEY COMPANY

Agen

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 Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2013  
 Ticker: DIS  
 ISIN: US2546871060  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SUSAN E. ARNOLD  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN S. CHEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JUDITH L. ESTRIN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT A. IGER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: FRED H. LANGHAMMER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: AYLWIN B. LEWIS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SHERYL K. SANDBERG   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ORIN C. SMITH  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2013. | Mgmt          | For           |



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|    |  |      |         |
|----|--|------|---------|
| 3. | TO APPROVE THE TERMS OF THE COMPANY'S AMENDED AND RESTATED 2002 EXECUTIVE PERFORMANCE PLAN, AS AMENDED.    | Mgmt | For     |
| 4. | TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.  | Mgmt | Against |
| 5. | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.  | Shr  | For     |
| 6. | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO FUTURE SEPARATION OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER. | Shr  | For     |

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 UNION PACIFIC CORPORATION

Agen

Security: 907818108  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: UNP  
 ISIN: US9078181081  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.H. CARD, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: E.B. DAVIS, JR.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: T.J. DONOHUE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: A.W. DUNHAM  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J.R. HOPE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: J.J. KORALESKI   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: C.C. KRULAK  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: M.R. MCCARTHY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: M.W. MCCONNELL   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: T.F. MCLARTY III   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: S.R. ROGEL   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: J.H. VILLARREAL  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: J.R. YOUNG   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").   | Mgmt          | For           |

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- |    |   |      |         |
|----|---|------|---------|
| 4. | ADOPT THE UNION PACIFIC CORPORATION 2013 STOCK INCENTIVE PLAN.                                  | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr  | Against |

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 UNITED TECHNOLOGIES CORPORATION

Agen

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 Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 Ticker: UTX  
 ISIN: US9130171096  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN V. FARACI   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDWARD A. KANGAS   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ELLEN J. KULLMAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARSHALL O. LARSEN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: HAROLD MCGRAW III  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RICHARD B. MYERS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: H. PATRICK SWYGERT   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ANDRE VILLENEUVE   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN   | Mgmt          | For           |
| 2.     | APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2013. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.             | Mgmt          | For           |

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 VERIZON COMMUNICATIONS INC.

Agen

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: VZ  
 ISIN: US92343V1044

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. CARRION                                     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MELANIE L. HEALEY                                      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. FRANCES KEETH                                       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT W. LANE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: LOWELL C. MCADAM                                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: SANDRA O. MOOSE  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOSEPH NEUBAUER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN                                   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.                                     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: HUGH B. PRICE  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RODNEY E. SLATER                                       | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: KATHRYN A. TESIJA                                      | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: GREGORY D. WASSON                                      | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt          | For           |
| 04     | APPROVAL OF LONG-TERM INCENTIVE PLAN   | Mgmt          | For           |
| 05     | NETWORK NEUTRALITY   | Shr           | Against       |
| 06     | LOBBYING ACTIVITIES  | Shr           | Against       |
| 07     | PROXY ACCESS BYLAWS  | Shr           | For           |
| 08     | SEVERANCE APPROVAL POLICY  | Shr           | For           |
| 09     | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING                                  | Shr           | For           |
| 10     | SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT                                  | Shr           | For           |

VISA INC.

Agen

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Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2013  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GARY P. COUGHLAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY B. CRANSTON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CATHY E. MINEHAN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID J. PANG  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOSEPH W. SAUNDERS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CHARLES W. SCHARF  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOHN A. SWAINSON   | Mgmt          | For           |
| 2.     | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013. | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL ON LOBBYING PRACTICES AND EXPENDITURES, IF PROPERLY PRESENTED.                                    | Shr           | Against       |

WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: WFC  
 ISIN: US9497461015

| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOHN D. BAKER II | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1B) | ELECTION OF DIRECTOR: ELAINE L. CHAO   | Mgmt | For     |
| 1C) | ELECTION OF DIRECTOR: JOHN S. CHEN   | Mgmt | For     |
| 1D) | ELECTION OF DIRECTOR: LLOYD H. DEAN  | Mgmt | For     |
| 1E) | ELECTION OF DIRECTOR: SUSAN E. ENGEL   | Mgmt | For     |
| 1F) | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ,<br>JR.  | Mgmt | For     |
| 1G) | ELECTION OF DIRECTOR: DONALD M. JAMES  | Mgmt | For     |
| 1H) | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN  | Mgmt | For     |
| 1I) | ELECTION OF DIRECTOR: FEDERICO F. PENA   | Mgmt | For     |
| 1J) | ELECTION OF DIRECTOR: HOWARD V. RICHARDSON   | Mgmt | For     |
| 1K) | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD  | Mgmt | For     |
| 1L) | ELECTION OF DIRECTOR: STEPHEN W. SANGER  | Mgmt | For     |
| 1M) | ELECTION OF DIRECTOR: JOHN G. STUMPF   | Mgmt | For     |
| 1N) | ELECTION OF DIRECTOR: SUSAN G. SWENSON   | Mgmt | For     |
| 2.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE<br>COMPENSATION.  | Mgmt | For     |
| 3.  | PROPOSAL TO APPROVE THE COMPANY'S AMENDED<br>AND RESTATED LONG-TERM INCENTIVE<br>COMPENSATION PLAN.                                      | Mgmt | For     |
| 4.  | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2013.            | Mgmt | For     |
| 5.  | STOCKHOLDER PROPOSAL TO ADOPT A POLICY<br>REQUIRING AN INDEPENDENT CHAIRMAN.   | Shr  | Against |
| 6.  | STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON<br>THE COMPANY'S LOBBYING POLICIES AND<br>PRACTICES.   | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL TO REVIEW AND REPORT<br>ON INTERNAL CONTROLS OVER THE COMPANY'S<br>MORTGAGE SERVICING AND FORECLOSURE<br>PRACTICES. | Shr  | Against |

\* Management position unknown

### SIGNATURES

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

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undersigned, thereunto duly authorized.

|                |   |
|----------------|---|
| (Registrant)   | Eaton Vance Risk-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Walter A. Row, III                                  |
| Name           | Walter A. Row, III                                      |
| Title          | President   |
| Date           | 08/16/2013  |