

BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 31, 2012

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

Investment Company Act file number: 811-02328

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

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

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

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

Date of fiscal year end: November 30

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

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

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

## Proxy Voting Record

For Period July 1, 2011 to June 30, 2012

R GROWTH &amp; INCOME FUND, INC.

ng 07/01/2011 to

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ACCOUNTING FIRM FOR THE  
2012 FISCAL YEAR.

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

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

YOUNG LLP AS OUR  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM.

|   |  |        |     |         |
|---|--|--------|-----|---------|
| 4 | STOCKHOLDER PROPOSAL<br>REGARDING THE SELECTION<br>OF A CANDIDATE WITH<br>ENVIRONMENTAL EXPERTISE<br>TO BE RECOMMENDED FOR<br>ELECTION TO THE BOARD OF<br>DIRECTORS. | Holder | Yes | Against |
|---|--|--------|-----|---------|

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SIGNATURE

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

(Registrant) Boulder Growth & Income Fund, Inc.

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

Date: August 30, 2012

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