

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
Form N-PX
August 20, 2012

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number 811-22467

Kayne Anderson Midstream/Energy Fund, Inc.
(Exact name of registrant as specified in charter)

717 Texas Avenue, Suite 3100 Houston, Texas
(Address of principal executive offices)

77002
(Zip code)

David J. Shladovsky, Esq.
KA Fund Advisors, LLC
717 Texas Avenue, Suite 3100
Houston, Texas 77002
(Name and address of agent for service)

Registrant's telephone number, including area code: (310) 284-6438

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.

ITEM 1. PROXY VOTING RECORD.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
 - (b) The exchange ticker symbol of the portfolio security;
 - (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
 - (d) The shareholder meeting date;
 - (e) A brief identification of the matter voted on;
 - (f) Whether the matter was proposed by the issuer or by a security holder;
 - (g) Whether the registrant cast its vote on the matter;
 - (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
 - (i) Whether the registrant cast its vote for or against management.
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SIGNATURES

[See General Instruction F]

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) Kayne Anderson Midstream/Energy Fund, Inc.

By (Signature and Title)*	/s/ Kevin S. McCarthy Kevin S. McCarthy, Chairman of the Board of Directors,
Date	August 20, 2012 President and Chief Executive Officer

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

Item 1 – Proxy Voting Record
 Kayne Anderson Midstream/Energy Fund, Inc.
 7/1/2011 - 6/30/2012

Issuer	Symbol	CUSIP	Meeting Date	Matter:	Proposed by (Issuer) or (Shareholder)	Vote How	For/Against	Voted	Mgmt
CRUDE CARRIERS CORPORATION	CRUY	1820X1069	20/2011	ADOPT: THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 5, 2011, BY AND AMONG CAPITAL PRODUCT PARTNERS L.P., CAPITAL GP L.L.C., POSEIDON PROJECT CORP. ("CRUDE"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	I	YES	FOR		FOR
				APPROVE: ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE PROPOSED MERGER.	I	YES	FOR		FOR
KNIGHTSBRIDGE TANKERS LTD.	VLCC	05299G1069	23/2011	ELECT: OLA LORENTZON DOUGLAS C. WOLCOTT DAVID M. WHITE HANS PETER AAS HERMAN BILLUNG	I	YES	FOR		FOR
				RE-APPOINT AND AUTHORIZE: PRICEWATERHOUSECOOPERS AS THE COMPANY'S INDEPENDENT AUDITORS AND	I	YES	FOR		FOR

TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION.

APPROVE:
THE INCREASE OF THE COMPANY'S AUTHORISED SHARE CAPITAL FROM US\$350,000.00 DIVIDED INTO 35,000,000 COMMON SHARES OF US\$0.01 PAR VALUE EACH (OF WHICH 24,425,699 ARE IN ISSUE) TO US\$500,000.00 DIVIDED INTO 50,000,000 COMMON SHARES OF US\$0.01 PAR VALUE EACH BY THE CREATION OF 15,000,000 COMMON SHARES OF US\$0.01 PAR VALUE EACH.

I YES FOR FOR

APPROVE:
THE REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS OF A TOTAL AMOUNT OF FEES NOT TO EXCEED US\$500,000.00 FOR THE YEAR ENDED DECEMBER 31, 2011.

I YES FOR FOR

CAPITAL PRODUCTS PARTNERS L.P.

CPLP1108210711/15/2011

ELECT:
CLASS I DIRECTOR TO SERVE UNTIL THE 2014 ANNUAL MEETING OF LIMITED PARTNERS: P. DE DEMANDOLX-DEDONS.

I YES FOR FOR

NAVIOS MARITIME PARTNERS L.P.

NMM6226710211/22/2011

ELECT:
CLASS III DIRECTOR TO SERVE UNTIL THE 2014 ANNUAL MEETING OF LIMITED PARTNERS: SERAFEIM KRIEMPARDIS.

I YES FOR FOR

RATIFY:
THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY'S

I YES FOR FOR

INDEPENDENT PUBLIC
ACCOUNTS FOR THE FISCAL
YEAR.

REGENCY ENERGY

PARTNERS LP	RGP75885Y10712/16/2011	APPROVE: THE TERMS OF THE REGENECY ENERGY PARTNERS LP 2011 LONG-TERM INCENTIVE PLAN, WHICH PROVIDES FOR AWARDS OF OPTIONS TO PURCHASE THE PARTNERSHIP'S COMMON UNITS, AWARDS OF THE PARTNERSHIP'S RESTRICTED UNITS, AWARDS OF THE PARTNERSHIP'S PHANTOM UNITS, AWARDS OF THE PARTNERSHIP'S COMMON UNITS, AWARDS OF DISTRIBUTION EQUIVALENT RIGHTS (OR DERS), AWARDS OF COMMON UNIT APPRECIATION RIGHTS, AND OTHER UNIT-BASED AWARDS TO EMPLOYEES AND CONSULTANTS OF THE APRTNERSHIP, REGENCY GP LP, REGENCY GP LLC, A SUBSIDIARY OF THEIR AFFILIATES, AND MEMBERS OF THE BOARD OF DIRECTORS OF REGENCY GP LLC.	I	YES	FOR	FOR
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NATIONAL FUEL
GAS COMPANY

NFG636180101	3/8/2012	ELECT: PHILIP C. ACKERMAN R. DON CASH STEPHEN E. EWING	I	YES	FOR	FOR
		RAITFY: PRICEWATERHOUSECOOPERS LLP AS OUR REGISTERED PUBLIC ACCOUNTING FIRM.	I	YES	FOR	FOR
		APPROVE: THE COMPENSATION OF EXECUTIVES.	I	YES	FOR	FOR
		APPROVE:	I	YES	FOR	FOR

THE 2012 ANNUAL AT RISK
COMPENSATION INCENTIVE
PLAN.

APPROVE:
THE 2012 PERFORMANCE
INCENTIVE PROGRAM.

I YES FOR FOR

EL PASO
CORPORATION

28336L109
EP

3/9/2012

ADOPT:
AGREEMENT AND PLAN OF
MERGER, BY AND AMONG EL
PASO CORPORATION ("EL
PASO"), SIRIUS HOLDINGS
MERGER CORPORATION,
SIRIUS MERGER
CORPORATION, KINDER
MORGAN, INC., SHERPA
MERGER SUB, INC. AND
SHERPA ACQUISITION, LLC
(MERGER AGREEMENT) AND
AGREEMENT & PLAN OF
MERGER BY AND AMONG EL
PASO, SIRIUS HOLDINGS
MERGER CORPORATION &
SIRIUS MERGER CORPORATION
(FIRST MERGER AGREEMENT).

I YES FOR FOR

APPROVE:
ANY ADJOURNMENT OF THE
SPECIAL MEETING, IF
NECESSARY, TO SOLICIT
ADDITIONAL PROXIES IN
FAVOR OF THE PROPOSAL TO
ADOPT THE MERGER
AGREEMENT AND THE FIRST
MERGER AGREEMENT.

I YES FOR FOR

APPROVE:
ON AN ADVISORY (NON-
BINDING) BASIS THE
COMPENSATION THAT MAY BE
PAID OR BECOME PAYABLE TO
EL PASO'S NAMED EXECUTIVE
OFFICERS THAT IS BASED ON
OR OTHERWISE RELATES TO
THE PROPOSED
TRANSACTIONS.

I YES FOR FOR

PEMBINA
PIPELINE

PBA706327103 3/27/2012

APPROVE:

I YES FOR FOR

CORPORATION

THE ISSUANCE OF UP TO 129,293,805 COMMON SHARES OF THE CORPORATION, PLUS SUCH NUMBER OF ADDITIONAL COMMON SHARES OF THE CORPORATION REQUIRED TO BE ISSUED TO ACCOUNT FOR THE ROUNDING OF FRACTIONAL SHARES, PURSUANT TO A PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING PROVIDENT ENERGY LTD. ("PROVIDENT"), HOLDERS OF COMMON SHARES OF PROVIDENT, THE CORPORATION AND PEMBINA ACQUISITION CO INC., A WHOLLY-OWNED SUBSIDIARY OF THE CORPORATION.

CONSIDER AND VOTE:
A SPECIAL RESOLUTION APPROVING AN AMENDMENT TO THE CORPORATION'S ARTICLES TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS OF THE CORPORATION FROM 9 TO 11, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING INFORMATION CIRCULAR.

I YES FOR FOR

PROVIDENT
ENERGY LTD.

74386V100

PVX

3/27/2012

APPROVE:
A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE ACCOMPANYING JOINT MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT DATED FEBRUARY 17, 2012 OF PROVIDENT ENERGY LTD. ("PROVIDENT") AND PEMBINA PIPELINE CORPORATION ("PEMBINA") (THE

I YES FOR FOR

"CIRCULAR"), TO APPROVE A PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING PROVIDENT, PROVIDENT SHAREHOLDERS, PEMBINA AND PEMBINA ACQUISITION CO INC., A WHOLLY-OWNED SUBSIDIARY OF PEMBINA, ALL AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR.

KIRBY CORPORATION	497266106 KEX	4/24/2012	ELECT: DIRECTOR: BOB G. GOWER DIRECTOR: MONTE J. MILLER DIRECTOR: JOSEPH H. PYNE APPROVE: AMENDMENTS TO KIRBY CORPORATION'S ("KIRBY") 2005 STOCK AND INCENTIVE PLAN. APPROVE: AN AMENDMENT TO KIRBY'S 2000 NONEMPLOYEE DIRECTOR STOCK PLAN. RATIFY: THE SELECTION OF KPMG LLP AS KIRBY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. VOTE: ADVISORY VOTE ON THE APPROVAL OF THE COMPENSATION OF KIRBY'S NAMED EXECUTIVE OFFICERS.	I I I I I I I	YES YES YES YES YES YES YES	FOR FOR FOR FOR FOR FOR FOR	FOR FOR FOR FOR FOR FOR FOR
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CENTERPOINT ENERGY, INC.	15189T107 CNP	4/26/2012	ELECT: DIRECTOR: DONALD R. CAMPBELL DIRECTOR: MILTON CARROLL DIRECTOR: O. HOLCOMBE CROSSWELL DIRECTOR: MICHAEL P. JOHNSON	I I I I I	YES YES YES YES YES	FOR FOR FOR FOR FOR	FOR FOR FOR FOR FOR
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DIRECTOR: JANIECE M.
 LONGORIA
 DIRECTOR: DAVID M.
 MCCLANAHAN I YES FOR FOR
 DIRECTOR: SUSAN O. RHENEY I YES FOR FOR
 DIRECTOR: R.A. WALKER I YES FOR FOR
 DIRECTOR: PETER S. WAREING I YES FOR FOR
 DIRECTOR: SHERMAN M.
 WOLFF I YES FOR FOR

RATIFY: I YES FOR FOR
 THE APPOINTMENT OF
 DELOITTE & TOUCHE LLP AS
 INDEPENDENT AUDITORS FOR
 2012.

APPROVE: I YES FOR FOR
 THE ADVISORY RESOLUTION
 ON EXECUTIVE
 COMPENSATION.

SPECTRA ENERGY 847560109
 CORP. SE 5/1/2012 ELECT: I YES FOR FOR
 WILLIAM T. ESREY
 GREGORY L. EBEL
 AUSTIN A. ADAMS
 JOSEPH ALVARADO
 PAMELA L. CARTER
 F. ANTHONY COMPER
 PETER B. HAMILTON
 DENNIS R. HENDRIX
 MICHAEL MCSHANE
 JOSEPH H. NETHERLAND
 MICHAEL E.J. PHELPS

RATIFY: I YES FOR FOR
 THE APPOINTMENT OF
 DELOITTE & TOUCHE LLP AS
 SPECTRA ENERGY CORP'S
 INDEPENDENT REGISTERED
 PUBLIC ACCOUNTING FIRM
 FOR FISCAL YEAR 2012.

VOTE: I YES FOR FOR
 AN ADVISORY RESOLUTION TO
 APPROVE EXECUTIVE
 COMPENSATION.

SUNOCO, INC. SUN86764P109 5/3/2012 ELECT: I YES FOR FOR
 I.C. BRITT
 C.C. CASCIATO

W.H. EASTER, III
 G.W. EDWARDS
 U.O. FAIRBAIRN
 J.P. JONES, III
 J.G. KAISER
 B.P. MACDONALD
 J.K. WULFF

RATIFY: I YES FOR FOR
 THE APPOINTMENT OF ERNST
 & YOUNG LLP AS
 INDEPENDENT REGISTERED
 PUBLIC ACCOUNTING FIRM
 FOR THE FISCAL YEAR 2012.

VOTE: I YES FOR FOR
 ADVISORY VOTE TO APPROVE
 NAMED EXECUTIVE OFFICER
 COMPENSATION.

APPROVE: S YES AGAINST FOR
 SHAREHOLDER PROPOSAL
 REGARDING EQUITY AWARDS,
 IF SUCH PROPOSAL IS
 PROPERLY PRESENTED AT THE
 MEETING.

KEYERA CORP. KEY493271100 5/8/2012 ELECT: I YES FOR FOR
 JAMES V. BERTRAM
 ROBERT B. CATELL
 MICHAEL B.C. DAVIES
 NANCY M. LAIRD
 HON E. PETER LOUGHEED
 DONALD J. NELSON
 H. NEIL NICHOLS
 WILLIAM R. STEDMAN

APPOINT: I YES FOR FOR
 DELOITTE & TOUCHE LLP AS
 AUDITORS OF KEYERA CORP.
 FOR A TERM EXPIRING AT THE
 CLOSE OF THE NEXT ANNUAL
 MEETING OF SHAREHOLDERS.

KINDER MORGAN, 49456B101
 INC. KMI 5/9/2012 ELECT: I YES FOR FOR
 RICHARD D. KINDER
 C. PARK SHAPER
 STEVEN J. KEAN
 HENRY CORNELL
 DEBORAH A. MACDONALD

MICHAEL MILLER
 MICHAEL C. MORGAN
 KENNETH A. PONTARELLI
 FAYEZ SAROFIM
 JOEL V. STAFF
 JOHN STOKES
 R. BARAN TEKKORA
 GLENN A. YOUNGKIN

RATIFY: I YES FOR FOR
 THE SELECTION OF
 PRICEWATERHOUSECOOPERS
 LLP AS OUR INDEPENDENT
 REGISTERED PUBLIC
 ACCOUNTING FIRM FOR 2012.

APPROVE: I YES FOR FOR
 ON AN ADVISORY BASIS, OF
 THE COMPENSATION OF OUR
 NAMED EXECUTIVE OFFICERS.

APPROVE: I YES YEAR¹ AGAINST
 THE FREQUENCY WITH WHICH
 WE WILL HOLD AN ADVISORY
 VOTE ON THE COMPENSATION
 OF OUR NAMED
 EXECUTIVE OFFICERS.

SUNCOKE
 ENERGY, INC.

86722A103
 SXC 5/10/2012

ELECT: I YES FOR FOR
 FREDERICK A. HENDERSON
 ALVIN BLEDSOE

VOTE: I YES FOR FOR
 ADVISORY APPROVAL OF THE
 COMPANY'S EXECUTIVE
 COMPENSATION.

APPROVE: I YES YEAR¹ FOR
 PROPOSAL TO RECOMMEND
 THE FREQUENCY OF
 ADVISORY STOCKHOLDER
 VOTES TO APPROVE THE
 COMPANY'S EXECUTIVE
 COMPENSATION.

RATIFY: I YES FOR FOR
 THE APPOINTMENT OF ERNST
 & YOUNG LLP AS THE

COMPANY'S INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM FOR 2012.

NISOURCE INC.	NI 65473P1055/15/2012	ELECT: DIRECTOR: RICHARD A. ABDOO DIRECTOR: ARISTIDES S. CANDRIS DIRECTOR: SIGMUND L. CORNELIUS DIRECTOR: MICHAEL E. JESANIS DIRECTOR: MARTY R. KITRELL DIRECTOR: W. LEE NUTTER DIRECTOR: DEBORAH S. PARKER DIRECTOR: IAN M. ROLLAND DIRECTOR: ROBERT C. SKAGGS, JR. DIRECTOR: TERESA A. TAYLOR DIRECTOR: RICHARD L. THOMPSON DIRECTOR: CAROLYN Y. WOO	I YES FOR FOR
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RATIFY: THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	I YES FOR FOR
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CONSIDER: ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	I YES FOR FOR
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CONSIDER: AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN.	I YES FOR FOR
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CONSIDER: A STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	S YES AGAINST FOR
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OGE ENERGY CORP.	670837103 OGE	5/17/2012	ELECT: WAYNE H. BRUNETTI JOHN D. GROENDYKE	I YES FOR FOR
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KIRK HUMPHREYS
 ROBERT KELLEY
 ROBERT O. LORENZ
 JUDY R. MCREYNOLDS
 LEROY C. RICHIE

RATIFY: I YES FOR FOR
 THE APPOINTMENT OF ERNST
 & YOUNG LLP AS THE
 COMPANY'S PRINCIPAL
 INDEPENDENT ACCOUNTANTS
 FOR 2012.

VOTE: I YES FOR FOR
 ADVISORY VOTE TO APPROVE
 NAMED EXECUTIVE OFFICER
 COMPENSATION.

APPROVE: S YEAGAINSTFOR
 SHAREHOLDER PROPOSAL
 REGARDING SIMPLE MAJORITY
 VOTE.

THE WILLIAMS
 COMPANIES, INC. WMBD694571005/17/2012

ELECT:
 DIRECTOR: ALAN S.
 ARMSTRONG I YES FOR FOR
 DIRECTOR: JOSEPH R.
 CLEVELAND I YES FOR FOR
 DIRECTOR: IRL F.
 ENGELHARDT I YES FOR FOR
 DIRECTOR: JOHN A. HAGG I YES FOR FOR
 DIRECTOR: JUANITA H.
 HINSHAW I YES FOR FOR
 DIRECTOR: FRANK T.
 MACINNIS I YES FOR FOR
 DIRECTOR: STEVEN W. NANCE I YES FOR FOR
 DIRECTOR: MURRAY D. SMITH I YES FOR FOR
 DIRECTOR: JANICE D. STONEY I YES FOR FOR
 DIRECTOR: LAURA A. SUGG I YES FOR FOR

RATIFY: I YES FOR FOR
 ERNST & YOUNG LLP AS
 AUDITORS FOR 2012.

APPROVE: I YES FOR FOR
 BY NONBINDING ADVISORY
 VOTE, THE COMPANY'S
 EXECUTIVE COMPENSATION.

PBA706327103 5/22/2012 FIX: I YES FOR FOR

PEMBINA
PIPELINE
CORPORATION

THE NUMBER OF DIRECTORS
OF THE CORPORATION TO BE
ELECTED AT THE MEETING AT
NINE (9).

ELECT:	I	YES	FOR	FOR
THOMAS W. BUCHANAN				
RANDALL J. FINDLAY				
ROBERT B. MICHALESKI				
LESLIE A. O'DONOGHUE				
GRANT D. BILLING				
ALLAN L. EDGEWORTH				
DAVID M.B. LEGRESLEY				
LORNE B. GORDON				
JEFFREY T. SMITH				

APPOINT:	I	YES	FOR	FOR
KPMG LLP, CHARTERED				
ACCOUNTANTS, AS THE				
AUDITORS OF THE				
CORPORATION FOR THE				
ENSUING FINANCIAL YEAR AT				
A REMUNERATION TO BE				
FIXED BY THE BOARD OF				
DIRECTORS.				

ONEOK, INC.

OKE682680103 5/23/2012

ELECT:	I	YES	FOR	FOR
DIRECTOR: JAMES C. DAY	I	YES	FOR	FOR
DIRECTOR: JULIE H. EDWARDS	I	YES	FOR	FOR
DIRECTOR: WILLIAM L. FORD	I	YES	FOR	FOR
DIRECTOR: JOHN W. GIBSON	I	YES	FOR	FOR
DIRECTOR: BERT H. MACKIE	I	YES	FOR	FOR
DIRECTOR: STEVEN J.				
MALCOLM	I	YES	FOR	FOR
DIRECTOR: JIM W. MOGG	I	YES	FOR	FOR
DIRECTOR: PATTYE L. MOORE	I	YES	FOR	FOR
DIRECTOR: GARY D. PARKER	I	YES	FOR	FOR
DIRECTOR: EDUARDO A.				
RODRIGUEZ	I	YES	FOR	FOR
DIRECTOR: GERALD B. SMITH	I	YES	FOR	FOR
DIRECTOR: DAVID J.				
TIPPECONNIC	I	YES	FOR	FOR
RATIFY:	I	YES	FOR	FOR
THE SELECTION OF				
PRICEWATERHOUSECOOPERS				
LLP AS THE INDEPENDENT				
REGISTERED PUBLIC				

ACCOUNTING FIRM OF ONEOK,
INC. FOR THE YEAR ENDING
DECEMBER 31, 2012.

VOTE: I YES FOR FOR
A PROPOSAL TO APPROVE
ADDITIONAL SHARES FOR
ISSUANCE UNDER THE ONEOK,
INC. EMPLOYEE STOCK
AWARD PROGRAM.

APPROVE: I YES FOR FOR
A PROPOSAL TO AMEND AND
RESTATE THE ONEOK, INC.
EMPLOYEE STOCK PURCHASE
PLAN TO INCREASE THE
NUMBER OF SHARES
AUTHORIZED FOR ISSUANCE
UNDER THE PLAN.

APPROVE: I YES FOR FOR
A PROPOSAL TO AMEND THE
ONEOK, INC. CERTIFICATE OF
INCORPORATION TO INCREASE
THE NUMBER OF AUTHORIZED
SHARES OF COMMON STOCK.

VOTE: I YES FOR FOR
ADVISORY VOTE TO APPROVE
THE COMPANY'S EXECUTIVE
COMPENSATION.

THE SOUTHERN
COMPANY

842587107
SO 5/23/2012

ELECT:
DIRECTOR: J.P. BARANCO I YES FOR FOR
DIRECTOR: J.A. BOSCIA I YES FOR FOR
DIRECTOR: H.A. CLARK III I YES FOR FOR
DIRECTOR: T.A. FANNING I YES FOR FOR
DIRECTOR: H.W.
HABERMEYER, JR. I YES FOR FOR
DIRECTOR: V.M. HAGEN I YES FOR FOR
DIRECTOR: W.A. HOOD, JR. I YES FOR FOR
DIRECTOR: D.M. JAMES I YES FOR FOR
DIRECTOR: D.E. KLEIN I YES FOR FOR
DIRECTOR: W.G. SMITH, JR. I YES FOR FOR
DIRECTOR: S.R. SPECKER I YES FOR FOR
DIRECTOR: L.D. THOMPSON I YES FOR FOR
DIRECTOR: E.J. WOOD III I YES FOR FOR

RATIFY: I YES FOR FOR

THE APPOINTMENT OF
DELOITTE & TOUCHE LLP AS
THE COMPANY'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR 2012.

VOTE:
ADVISORY VOTE TO APPROVE
NAMED EXECUTIVE OFFICERS'
COMPENSATION.

I YES FOR FOR

APPROVE:
STOCKHOLDER PROPOSAL ON
COAL COMBUSTION
BYPRODUCTS
ENVIRONMENTAL REPORT.

S YESAGAINSTFOR

APPROVE:
STOCKHOLDER PROPOSAL ON
LOBBYING CONTRIBUTIONS
AND EXPENDITURES REPORT.

S YESAGAINSTFOR

TARGA 87612G101
RESOURCES CORP. TRGP

5/25/2012

ELECT:
IN SEON HWANG
JOE BOB PERKINS
ERSHEL C. REDD, JR.

I YES FOR FOR

RATIFY:
THE SELECTION OF
PRICEWATERHOUSECOOPERS
LLP AS THE COMPANY'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTANTS FOR
2012.

I YES FOR FOR

MARKWEST
ENERGY
PARTNERS, L.P.

MWE570759100 6/1/2012

ELECT:
FRANK M. SEMPLE
DONALD D. WOLF
KEITH E. BAILEY
MICHAEL L. BEATTY
CHARLES K. DEMPSTER
DONALD C. HEPPERMAN
RANDALL J. LARSON
ANNE E. FOX MOUNSEY
WILLIAM P. NICOLETTI

I YES FOR FOR

APPROVE:

I YES FOR FOR

AN AMENDMENT TO THE
PARTNERSHIP'S 2008
LONG-TERM INCENTIVE PLAN
TO INCREASE THE NUMBER OF
COMMON UNITS AVAILABLE
FOR ISSUANCE UNDER THE
PLAN FROM 2.5 MILLION TO 3.7
MILLION.

RATIFY: I YES FOR FOR
DELOITTE & TOUCHE LLP AS
THE PARTNERSHIP'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTANTS FOR
THE FISCAL YEAR ENDING
DECEMBER 31, 2012.

PENN VIRGINIA
RESOURCE
PARTNERS, L.P. PVR 707884106/6/2012

ELECT: I YESFOR FOR
JAMES L. GARDNER
THOMAS W. HOFMANN
WILLIAM H. SHEA, JR.

VOTE: I YES FOR FOR
ADVISORY RESOLUTION
APPROVING EXECUTIVE
COMPENSATION.

RATIFY: I YES FOR FOR
THE APPOINTMENT OF KPMG
LLP AS THE INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM FOR THE
2012 FISCAL YEAR.

BREITBURN
ENERGY
PARTNERS L.P. BBEP06776107 6/21/2012

ELECT: I YES FOR FOR
JOHN R. BUTLER, JR.
GREGORY J. MORONEY

RATIFY: I YES FOR FOR
THE APPOINTMENT OF
PRICEWATERHOUSECOOPERS
LLP AS THE INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM FOR THE
YEAR ENDING DECEMBER 31,
2012.

GLOBAL
PARTNERS LP

37946R109

GLP

6/22/2012

APPROVE:

I YES FOR FOR

AN AMENDMENT AND
RESTATEMENT OF THE
GLOBAL PARTNERS LP
LONG-TERM INCENTIVE PLAN
(AS IT HAS BEEN AMENDED
FROM TIME TO TIME, THE
"LTIP"), WHICH, AMONG OTHER
THINGS, PROVIDES FOR AN
INCREASE IN THE MAXIMUM
NUMBER OF COMMON UNITS
RESERVED AND AVAILABLE
FOR DELIVERY WITH RESPECT
TO AWARDS UNDER THE LTIP
TO 4,300,000 COMMON UNITS
(THE "LTIP PROPOSAL").

APPROVE:

I YES FOR FOR

THE ADJOURNMENT OF THE
SPECIAL MEETING TO A LATER
DATE OR DATES, IF
NECESSARY OR APPROPRIATE,
TO SOLICIT ADDITIONAL
PROXIES IN THE EVENT THERE
ARE NOT SUFFICIENT VOTES
AT THE TIME OF THE SPECIAL
MEETING TO APPROVE THE
LTIP PROPOSAL.