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ZWEIG TOTAL RETURN FUND INC  
Form N-PX  
August 13, 2008

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 811-05620

Zweig Total Return Fund Inc.  
(Exact name of registrant as specified in charter)

900 Third Avenue, New York, NY 10022  
(Address of principal executive offices) (Zip code)

Marc Baltuch, c/o Phoenix/Zweig Advisers 900 Third Ave, NY, NY 10022  
(Name and address of agent for service)

Registrant's telephone number, including area code: 212-451-1100

Date of fiscal year end: 12/31/07

Date of reporting period: 6/30/08

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 ((S) (S) 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,

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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 (S) 3507.

### GENERAL INSTRUCTIONS

#### A. Rule as to Use of Form N-PX.

Form N-PX is to be used for reports pursuant to Section 30 of the Investment Company Act of 1940 (the "Act") and Rule 30b1-4 under the Act (17 CFR 270.30b1-4) by all registered management investment companies, other than small business investment companies registered on Form N-5 ((S) (S) 239.24 and 274.5 of this chapter), to file their complete proxy voting record not later than August 31 of each year for the most recent twelve-month period ended June 30.

#### B. Application of General Rules and Regulations.

The General Rules and Regulations under the Act contain certain general requirements that are applicable to reporting on any form under the Act. These general requirements should be carefully read and observed in the preparation and filing of reports on this form, except that any provision in the form or in these instructions shall be controlling.

SEC 2451 (4-03) Persons who are to respond to the collection of Information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Instructions.

1. In the case of a registrant that offers multiple series of shares, provide the information required by this Item separately for each series. The term "series" means shares offered by a registrant that represent undivided interests in a portfolio of investments and that are preferred over all other series of shares for assets specifically allocated to that series in accordance with Rule 18f-2(a) under the Act (17 CFR 270.18f-2(a)).
2. The exchange ticker symbol or CUSIP number required by paragraph (b) or (c) of this Item may be omitted if it is not available through reasonably practicable means, e.g., in the case of certain securities of foreign issuers.

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

ICA File Number: 811-05620  
Reporting Period: 07/01/2007 - 06/30/2008  
Zweig Total Return Fund Inc

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===== ZWEIG TOTAL RETURN FUND, INC =====

ALCOA INC.

Ticker: AA Security ID: 013817101  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: FEB 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph T. Gorman	For	For	Management
1.2	Elect Director Klaus Kleinfeld	For	For	Management
1.3	Elect Director James W. Owens	For	For	Management
1.4	Elect Director Ratan N. Tata	For	For	Management
2	Ratify Auditor	For	For	Management
3	Report on Global Warming	Against	Against	Shareholder

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 ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101  
 Meeting Date: MAY 20, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	For	Management
2	Elect Director Robert D. Beyer	For	For	Management
3	Elect Director W. James Farrell	For	For	Management
4	Elect Director Jack M. Greenberg	For	For	Management
5	Elect Director Ronald T. LeMay	For	For	Management
6	Elect Director J. Christopher Reyes	For	For	Management
7	Elect Director H. John Riley, Jr.	For	For	Management
8	Elect Director Joshua I. Smith	For	For	Management
9	Elect Director Judith A. Sprieser	For	For	Management
10	Elect Director Mary Alice Taylor	For	For	Management
11	Elect Director Thomas J. Wilson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Provide for Cumulative Voting	Against	For	Shareholder
14	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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 ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103  
 Meeting Date: MAY 28, 2008 Meeting Type: Annual  
 Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Elizabeth E. Bailey	For	For	Management

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2	Elect Director Gerald L. Baliles	For	For	Management
3	Elect Director Dinyar S. Devitre	For	For	Management
4	Elect Director Thomas F. Farrell II	For	For	Management
5	Elect Director Robert E. R. Huntley	For	For	Management
6	Elect Director Thomas W. Jones	For	For	Management
7	Elect Director George Munoz	For	For	Management
8	Elect Director Michael E. Szymanczyk	For	For	Management
9	Ratify Auditors	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
11	Provide for Cumulative Voting	Against	For	Shareholder
12	Adopt the Marketing and Advertising Provisions of the U.S. Master Settlement Agreement Globally	Against	Against	Shareholder
13	Cease Advertising Campaigns Oriented to Prevent Youth Smoking	Against	Against	Shareholder
14	Implement the "Two Cigarette" Marketing Approach	Against	Against	Shareholder
15	Adopt Principles for Health Care Reform	Against	Against	Shareholder

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### AT&T INC

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 25, 2008 Meeting Type: Annual  
 Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Randall L. Stephenson	For	For	Management
2	Elect Director William F. Aldinger III	For	For	Management
3	Elect Director Gilbert F. Amelio	For	For	Management
4	Elect Director Reuben V. Anderson	For	For	Management
5	Elect Director James H. Blanchard	For	For	Management
6	Elect Director August A. Busch III	For	For	Management
7	Elect Director James P. Kelly	For	For	Management
8	Elect Director Jon C. Madonna	For	For	Management
9	Elect Director Lynn M. Martin	For	For	Management
10	Elect Director John B. McCoy	For	For	Management
11	Elect Director Mary S. Metz	For	For	Management
12	Elect Director Joyce M. Roche	For	For	Management
13	Elect Director Laura D' Andrea Tyson	For	For	Management
14	Elect Director Patricia P. Upton	For	For	Management
15	Ratify Auditors	For	For	Management
16	Report on Political Contributions	Against	For	Shareholder
17	Exclude Pension Credits from Earnings Performance Measure	Against	For	Shareholder
18	Require Independent Lead Director	Against	For	Shareholder
19	Establish SERP Policy	Against	For	Shareholder
20	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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### BOEING CO., THE

Ticker: BA Security ID: 097023105  
 Meeting Date: APR 28, 2008 Meeting Type: Annual  
 Record Date: FEB 28, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John H. Biggs	For	For	Management
2	Elect Director John E. Bryson	For	For	Management
3	Elect Director Arthur D. Collins, Jr.	For	For	Management
4	Elect Director Linda Z. Cook	For	For	Management
5	Elect Director William M. Daley	For	For	Management
6	Elect Director Kenneth M. Duberstein	For	For	Management
7	Elect Director James L. Jones	For	For	Management
8	Elect Director Edward M. Liddy	For	For	Management
9	Elect Director John F. McDonnell	For	For	Management
10	Elect Director W. James McNerney, Jr.	For	For	Management
11	Elect Director Mike S. Zafirovski	For	For	Management
12	Ratify Auditors	For	For	Management
13	Report on Foreign Arms Sales	Against	Against	Shareholder
14	Adopt Principles for Health Care Reform	Against	Against	Shareholder
15	Adopt Human Rights Policy	Against	For	Shareholder
16	Require Independent Lead Director	Against	For	Shareholder
17	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
19	Restrict Severance Agreements (Change-in-Control)	Against	For	Shareholder

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BRISTOL-MYERS SQUIBB CO.

Ticker:            BMY                    Security ID: 110122108  
Meeting Date: MAY 6, 2008    Meeting Type: Annual  
Record Date:   MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lewis B. Campbell	For	For	Management
2	Elect Director James M. Cornelius	For	For	Management
3	Elect Director Louis J. Freeh	For	For	Management
4	Elect Director Laurie H. Glimcher	For	For	Management
5	Elect Director Michael Grobstein	For	For	Management
6	Elect Director Leif Johansson	For	For	Management
7	Elect Director Alan J. Lacey	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director Togo D. West, Jr.	For	For	Management
10	Elect Director R. Sanders Williams	For	For	Management
11	Ratify Auditors	For	For	Management
12	Increase Disclosure of Executive Compensation	Against	Against	Shareholder

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BUNGE LIMITED

Ticker:            BG                        Security ID: G16962105  
Meeting Date: MAY 23, 2008    Meeting Type: Annual  
Record Date:   MAR 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECTION OF DIRECTOR: ERNEST G. BACHRACH	For	For	Management
2	ELECTION OF DIRECTOR: ENRIQUE H. BOILINI	For	For	Management
3	ELECTION OF DIRECTOR: MICHAEL H. BULKIN	For	For	Management
4	Ratify Auditors	For	For	Management

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5	TO INCREASE THE NUMBER OF AUTHORIZED COMMON SHARES OF BUNGE LIMITED FROM 240,000,000 TO 400,000,000.	For	For	Management
6	TO INCREASE THE NUMBER OF AUTHORIZED PREFERENCE SHARES OF BUNGE LIMITED FROM 10,000,000 TO 21,000,000.	For	Against	Management
7	TO AMEND BUNGE LIMITED S BYE-LAWS TO PERMIT BUNGE LIMITED TO REPURCHASE OR OTHERWISE ACQUIRE ITS SHARES TO HOLD AS TREASURY SHARES.	For	For	Management

### CATERPILLAR INC.

Ticker: CAT Security ID: 149123101  
 Meeting Date: JUN 11, 2008 Meeting Type: Annual  
 Record Date: APR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Frank Blount	For	For	Management
1.2	Elect Director John R. Brazil	For	For	Management
1.3	Elect Director Eugene V. Fife	For	For	Management
1.4	Elect Director Gail D. Fosler	For	For	Management
1.5	Elect Director Peter A. Magowan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Report on Foreign Military Sales	Against	Against	Shareholder

### CHESAPEAKE ENERGY CORP.

Ticker: CHK Security ID: 165167107  
 Meeting Date: JUN 6, 2008 Meeting Type: Annual  
 Record Date: APR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Aubrey K. McClendon	For	For	Management
1.2	Elect Director Don Nickles	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Declassify the Board of Directors	Against	For	Shareholder

### CIENA CORPORATION

Ticker: CIEN Security ID: 171779309  
 Meeting Date: MAR 26, 2008 Meeting Type: Annual  
 Record Date: JAN 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harvey B. Cash	For	For	Management
2	Elect Director Judith M. O'Brien	For	For	Management
3	Elect Director Gray B. Smith	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management

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5	Increase Authorized Common Stock	For	For	Management
6	Ratify Auditors	For	For	Management

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CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 15, 2007 Meeting Type: Annual  
 Record Date: SEP 17, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Carol A. Bartz	For	For	Management
2	Elect Director M. Michele Burns	For	For	Management
3	Elect Director Michael D. Capellas	For	For	Management
4	Elect Director Larry R. Carter	For	For	Management
5	Elect Director John T. Chambers	For	For	Management
6	Elect Director Brian L. Halla	For	For	Management
7	Elect Director Dr. John L. Hennessy	For	For	Management
8	Elect Director Richard M. Kovacevich	For	For	Management
9	Elect Director Roderick C. McGearry	For	For	Management
10	Elect Director Michael K. Powell	For	For	Management
11	Elect Director Steven M. West	For	For	Management
12	Elect Director Jerry Yang	For	For	Management
13	Amend Omnibus Stock Plan	For	For	Management
14	Approve Executive Incentive Bonus Plan	For	For	Management
15	Ratify Auditors	For	For	Management
16	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
17	Pay For Superior Performance	Against	For	Shareholder
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
19	Report on Internet Fragmentation	Against	For	Shareholder

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CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 14, 2008 Meeting Type: Annual  
 Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harold W. McGraw III	For	For	Management
2	Elect Director James J. Mulva	For	For	Management
3	Elect Director Bobby S. Shackouls	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Ratify Auditors	For	For	Management
6	Require Director Nominee Qualifications	Against	Against	Shareholder
7	Report on Indigenous Peoples Rights Policies	Against	Against	Shareholder
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
9	Report on Political Contributions	Against	For	Shareholder
10	Adopt Greenhouse Gas Emissions Goals for Products and Operations	Against	For	Shareholder
11	Report on Community Environmental Impacts of Operations	Against	Against	Shareholder
12	Report on Environmental Damage from Drilling in the National Petroleum	Against	For	Shareholder

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	Reserve				
13	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For		Shareholder
14	Report on Global Warming	Against	Against		Shareholder

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CONTINENTAL AIRLINES, INC.

Ticker: CAL Security ID: 210795308  
 Meeting Date: JUN 11, 2008 Meeting Type: Annual  
 Record Date: APR 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kirbyjon H. Caldwell	For	Did Not Vote	Management
1.2	Elect Director Lawrence W. Kellner	For	Did Not Vote	Management
1.3	Elect Director Douglas H. McCorkindale	For	Did Not Vote	Management
1.4	Elect Director Henry L. Meyer III	For	Did Not Vote	Management
1.5	Elect Director Oscar Munoz	For	Did Not Vote	Management
1.6	Elect Director George G.C. Parker	For	Did Not Vote	Management
1.7	Elect Director Jeffery A. Smisek	For	Did Not Vote	Management
1.8	Elect Director Karen Hastie Williams	For	Did Not Vote	Management
1.9	Elect Director Ronald B. Woodard	For	Did Not Vote	Management
1.10	Elect Director Charles A. Yamarone	For	Did Not Vote	Management
2	Ratify Auditors	For	Did Not Vote	Management
3	Affirm Political Nonpartisanship	Against	Did Not Vote	Shareholder
4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Did Not Vote	Shareholder
5	Submit Severance Agreement (Change in Control) to Shareholder Vote	Against	Did Not Vote	Shareholder
6	Note from Broadridge: Please vote ABSTAIN if Stock Owned of Record or Beneficially by You is Owned and Controlled Only By U.S. Citizens, Or vote FOR if Such Stock is Owned or Controlled By any Person Who is Not a U.S. Citizen	None	Did Not Vote	Management

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CORNING INC.

Ticker: GLW Security ID: 219350105  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John Seely Brown	For	Withhold	Management
1.2	Elect Director Gordon Gund	For	Withhold	Management



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1.3	Elect Director Kurt M. Landgraf	For	For	Management
1.4	Elect Director H. Onno Ruding	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### COSTCO WHOLESALE CORPORATION

Ticker: COST Security ID: 22160K105  
 Meeting Date: JAN 29, 2008 Meeting Type: Annual  
 Record Date: NOV 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Susan L. Decker	For	For	Management
1.2	Elect Director Richard D. Dicerchio	For	For	Management
1.3	Elect Director Richard M. Libenson	For	For	Management
1.4	Elect Director John W. Meisenbach	For	For	Management
1.5	Elect Director Charles T. Munger	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### DELL INC.

Ticker: DELL Security ID: 24702R101  
 Meeting Date: DEC 4, 2007 Meeting Type: Annual  
 Record Date: OCT 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donald J. Carty	For	For	Management
1.2	Elect Director Michael S. Dell	For	For	Management
1.3	Elect Director William H. Gray, III	For	For	Management
1.4	Elect Director Sallie L. Krawcheck	For	For	Management
1.5	Elect Director Alan (A.G.) Lafley	For	For	Management
1.6	Elect Director Judy C. Lewent	For	For	Management
1.7	Elect Director Klaus S. Luft	For	For	Management
1.8	Elect Director Thomas W. Luce, III	For	For	Management
1.9	Elect Director Alex J. Mandl	For	For	Management
1.10	Elect Director Michael A. Miles	For	For	Management
1.11	Elect Director Samuel A. Nunn, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Stock Retention/Holding Period	Against	For	Shareholder
5	Declaration of Dividend	Against	Against	Shareholder

### EMC CORP.

Ticker: EMC Security ID: 268648102  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: MAR 20, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael W. Brown	For	For	Management
1.2	Elect Director Michael J. Cronin	For	For	Management
1.3	Elect Director Gail Deegan	For	For	Management

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1.4	Elect Director John R. Egan	For	For	Management
1.5	Elect Director W. Paul Fitzgerald	For	For	Management
1.6	Elect Director Olli-Pekka Kallasvuo	For	Withhold	Management
1.7	Elect Director Edmund F. Kelly	For	For	Management
1.8	Elect Director Windle B. Priem	For	For	Management
1.9	Elect Director Paul Sagan	For	For	Management
1.10	Elect Director David N. Strohm	For	For	Management
1.11	Elect Director Joseph M. Tucci	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management

### FAIRPOINT COMMUNICATIONS, INC

Ticker: FRP Security ID: 305560104  
 Meeting Date: JUN 18, 2008 Meeting Type: Annual  
 Record Date: APR 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Claude C. Lilly	For	For	Management
1.2	Elect Director Robert S. Lilien	For	For	Management
1.3	Elect Director Thomas F. Gilbane, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

### FOSTER WHEELER LTD

Ticker: FWLT Security ID: G36535139  
 Meeting Date: JAN 8, 2008 Meeting Type: Special  
 Record Date: NOV 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY DESCRIBED IN THE PROXY STATEMENT.	For	For	Management

### FOSTER WHEELER LTD

Ticker: FWLT Security ID: G36535139  
 Meeting Date: MAY 6, 2008 Meeting Type: Annual  
 Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jack A. Fusco	For	For	Management
1.2	Elect Director Edward G. Galante	For	For	Management
1.3	Elect Director Raymond J. Milchovich	For	For	Management
2	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS FOSTER WHEELER LTD. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008 AND AUTHORIZATION OF THE BOARD, THROUGH THE AUDIT COMMITTEE, TO SET THE	For	For	Management

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FIRM S REMUNERATION.

FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857  
 Meeting Date: JUN 5, 2008 Meeting Type: Annual  
 Record Date: APR 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Adkerson	For	For	Management
1.2	Elect Director Robert J. Allison, Jr.	For	Withhold	Management
1.3	Elect Director Robert A. Day	For	For	Management
1.4	Elect Director Gerald J. Ford	For	For	Management
1.5	Elect Director H. Devon Graham, Jr.	For	Withhold	Management
1.6	Elect Director J. Bennett Johnston	For	For	Management
1.7	Elect Director Charles C. Krulak	For	For	Management
1.8	Elect Director Bobby Lee Lackey	For	Withhold	Management
1.9	Elect Director Jon C. Madonna	For	For	Management
1.10	Elect Director Dustan E. McCoy	For	For	Management
1.11	Elect Director Gabrielle K. McDonald	For	For	Management
1.12	Elect Director James R. Moffett	For	For	Management
1.13	Elect Director B.M. Rankin, Jr.	For	For	Management
1.14	Elect Director J. Stapleton Roy	For	For	Management
1.15	Elect Director Stephen H. Siegele	For	For	Management
1.16	Elect Director J. Taylor Wharton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: MAR 19, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul Berg	For	For	Management
1.2	Elect Director John F. Cogan	For	For	Management
1.3	Elect Director Etienne F. Davignon	For	For	Management
1.4	Elect Director James M. Denny	For	For	Management
1.5	Elect Director Carla A. Hills	For	For	Management
1.6	Elect Director John W. Madigan	For	For	Management
1.7	Elect Director John C. Martin	For	For	Management
1.8	Elect Director Gordon E. Moore	For	For	Management
1.9	Elect Director Nicholas Moore	For	For	Management
1.10	Elect Director Gayle E. Wilson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Increase Authorized Common Stock	For	For	Management

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104  
 Meeting Date: APR 10, 2008 Meeting Type: Annual

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Record Date: FEB 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Directors Lloyd C. Blankfein	For	For	Management
2	Elect Directors John H. Bryan	For	For	Management
3	Elect Directors Gary D. Cohn	For	For	Management
4	Elect Directors Claes Dahlback	For	For	Management
5	Elect Directors Stephen Friedman	For	For	Management
6	Elect Directors William W. George	For	For	Management
7	Elect Directors Rajat K. Gupta	For	For	Management
8	Elect Directors James A. Johnson	For	For	Management
9	Elect Directors Lois D. Juliber	For	For	Management
10	Elect Directors Edward M. Liddy	For	For	Management
11	Elect Directors Ruth J. Simmons	For	For	Management
12	Elect Directors Jon Winkelried	For	For	Management
13	Ratify Auditors	For	For	Management
14	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
16	Prepare Sustainability Report	Against	Against	Shareholder

### HALLIBURTON CO.

Ticker: HAL Security ID: 406216101  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan M. Bennett	For	For	Management
2	Elect Director James R. Boyd	For	For	Management
3	Elect Director Milton Carroll	For	For	Management
4	Elect Director Kenneth T. Derr	For	For	Management
5	Elect Director S. Malcolm Gillis	For	For	Management
6	Elect Director James T. Hackett	For	For	Management
7	Elect Director David J. Lesar	For	For	Management
8	Elect Director J. Landis Martin	For	For	Management
9	Elect Director Jay A. Precourt	For	For	Management
10	Elect Director Debra L. Reed	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Adopt Human Rights Policy	Against	For	Shareholder
14	Report on Political Contributions	Against	For	Shareholder
15	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder

### HEWLETT-PACKARD CO.

Ticker: HPQ Security ID: 428236103  
 Meeting Date: MAR 19, 2008 Meeting Type: Annual  
 Record Date: JAN 22, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lawrence T. Babbio, Jr.	For	For	Management
2	Elect Director Sari M. Baldauf	For	For	Management
3	Elect Director Richard A. Hackborn	For	For	Management
4	Elect Director John H. Hammergren	For	For	Management

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5	Elect Director Mark V. Hurd	For	For	Management
6	Elect Director Joel Z. Hyatt	For	For	Management
7	Elect Director John R. Joyce	For	For	Management
8	Elect Director Robert L. Ryan	For	For	Management
9	Elect Director Lucille S. Salhany	For	For	Management
10	Elect Director G. Kennedy Thompson	For	For	Management
11	Ratify Auditors	For	For	Management

HUDSON CITY BANCORP, INC.

Ticker: HCBK Security ID: 443683107  
 Meeting Date: APR 22, 2008 Meeting Type: Annual  
 Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald E. Hermance, Jr.	For	For	Management
1.2	Elect Director William G. Bardel	For	For	Management
1.3	Elect Director Scott A. Belair	For	For	Management
2	Ratify Auditors	For	For	Management

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 29, 2008 Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Black	For	For	Management
1.2	Elect Director W.R. Brody	For	For	Management
1.3	Elect Director K.I. Chenault	For	For	Management
1.4	Elect Director M.L. Eskew	For	For	Management
1.5	Elect Director S.A. Jackson	For	For	Management
1.6	Elect Director L.A. Noto	For	For	Management
1.7	Elect Director J.W. Owens	For	For	Management
1.8	Elect Director S.J. Palmisano	For	For	Management
1.9	Elect Director J.E. Spero	For	For	Management
1.10	Elect Director S. Taurel	For	For	Management
1.11	Elect Director L.H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Review Executive Compensation	Against	For	Shareholder
5	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
6	Amend Bylaw -- Call Special Meetings	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104  
 Meeting Date: APR 29, 2008 Meeting Type: Annual  
 Record Date: MAR 3, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John M. Shalikashvili	For	For	Management
1.2	Elect Director Michael T. Strianese	For	For	Management
1.3	Elect Director John P. White	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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### MARSHALL & ILSLEY CORP.

Ticker: MI Security ID: 571834RKH  
 Meeting Date: OCT 25, 2007 Meeting Type: Special  
 Record Date: SEP 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Spin-Off Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management

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### MASSEY ENERGY COMPANY

Ticker: MEE Security ID: 576206106  
 Meeting Date: MAY 13, 2008 Meeting Type: Annual  
 Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Don L. Blankenship	For	For	Management
1.2	Elect Director Robert H. Foglesong	For	For	Management
1.3	Elect Director Bobby R. Inman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Political Contributions	Against	For	Shareholder
4	Report on Plans to Reduce Greenhouse Gas from Products and Operations	Against	For	Shareholder

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### MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101  
 Meeting Date: MAY 22, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ralph Alvarez	For	For	Management
2	Elect Director Susan E. Arnold	For	For	Management
3	Elect Director Richard H. Lenny	For	For	Management
4	Elect Director Cary D. McMillan	For	For	Management
5	Elect Director Sheila A. Penrose	For	For	Management
6	Elect Director James A. Skinner	For	For	Management
7	Ratify Auditors	For	For	Management

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### MERCK & CO., INC.

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Ticker: MRK Security ID: 589331107  
 Meeting Date: APR 22, 2008 Meeting Type: Annual  
 Record Date: FEB 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard T. Clark	For	For	Management
2	Elect Director Johnnetta B. Cole, Ph.D.	For	For	Management
3	Elect Director Thomas H. Glocer	For	For	Management
4	Elect Director Steven F. Goldstone	For	For	Management
5	Elect Director William B. Harrison, Jr.	For	For	Management
6	Elect Director Harry R. Jacobson, M.D.	For	For	Management
7	Elect Director William N. Kelley, M.D.	For	For	Management
8	Elect Director Rochelle B. Lazarus	For	For	Management
9	Elect Director Thomas E. Shenk, Ph.D.	For	For	Management
10	Elect Director Anne M. Tatlock	For	For	Management
11	Elect Director Samuel O. Thier, M.D.	For	For	Management
12	Elect Director Wendell P. Weeks	For	For	Management
13	Elect Director Peter C. Wendell	For	For	Management
14	Ratify Auditors	For	For	Management
15	Limit Executive Compensation	Against	Against	Shareholder
16	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
18	Adopt a bylaw to Require an Independent Lead Director	Against	For	Shareholder

### MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 13, 2007 Meeting Type: Annual  
 Record Date: SEP 7, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William H. Gates, III	For	For	Management
2	Elect Director Steven A. Ballmer	For	For	Management
3	Elect Director James I. Cash, Jr.	For	For	Management
4	Elect Director Dina Dublon	For	For	Management
5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director Reed Hastings	For	For	Management
7	Elect Director David F. Marquardt	For	For	Management
8	Elect Director Charles H. Noski	For	For	Management
9	Elect Director Helmut Panke	For	For	Management
10	Elect Director Jon A. Shirley	For	For	Management
11	Ratify Auditors	For	For	Management
12	Adopt Policies to Protect Freedom of Access to the Internet	Against	Against	Shareholder
13	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder

### NATIONAL SEMICONDUCTOR CORP.

Ticker: NSM Security ID: 637640103  
 Meeting Date: SEP 28, 2007 Meeting Type: Annual  
 Record Date: AUG 1, 2007

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Brian L. Halla	For	For	Management
2	Elect Director Steven R. Appleton	For	For	Management
3	Elect Director Gary P. Arnold	For	For	Management
4	Elect Director Richard J. Danzig	For	For	Management
5	Elect Director John T. Dickson	For	For	Management
6	Elect Director Robert J. Frankenberg	For	For	Management
7	Elect Director E. Floyd Kvamme	For	For	Management
8	Elect Director Modesto A. Maidique	For	For	Management
9	Elect Director Edward McCracken	For	For	Management
10	Ratify Auditors	For	For	Management
11	Approve Omnibus Stock Plan	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management

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NIKE, INC.

Ticker: NKE Security ID: 654106103  
 Meeting Date: SEP 17, 2007 Meeting Type: Annual  
 Record Date: JUL 25, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jill K. Conway	For	For	Management
1.2	Elect Director Alan B. Graf, Jr.	For	For	Management
1.3	Elect Director Jeanne P. Jackson	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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NOKIA CORP.

Ticker: NOK Security ID: 654902204  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE ANNUAL ACCOUNTS	For	For	Management
2	APPROVAL OF THE DISTRIBUTION OF THE PROFIT FOR THE YEAR, PAYMENT OF DIVIDEND	For	For	Management
3	APPROVAL OF THE DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS, AND THE PRESIDENT, FROM LIABILITY	For	For	Management
4	APPROVAL OF THE REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS	For	For	Management
5	APPROVAL OF THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS	For	For	Management
6.1	Elect Director Georg Ehrnrooth	For	For	Management
6.2	Elect Director Lalita D. Gupte	For	For	Management
6.3	Elect Director Bengt Holmstrom	For	For	Management
6.4	Elect Director Henning Kagermann	For	For	Management
6.5	Elect Director Olli-Pekka Kallasvuo	For	For	Management
6.6	Elect Director Per Karlsson	For	For	Management
6.7	Elect Director Jorma Ollila	For	For	Management
6.8	Elect Director Marjorie Scardino	For	For	Management
6.9	Elect Director Risto Siilasmaa	For	For	Management
6.10	Elect Director Keijo Suila	For	For	Management



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7	APPROVAL OF THE AUDITOR REMUNERATION	For	For	Management
8	APPROVAL OF THE RE-ELECTION OF PRICEWATERHOUSECOOPERS OY AS THE AUDITORS FOR FISCAL YEAR 2008	For	For	Management
9	APPROVAL OF THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE NOKIA SHARES	For	For	Management
10	MARK THE FOR BOX IF YOU WISH TO INSTRUCT NOKIA'S LEGAL COUNSELS TO VOTE IN THEIR DISCRETION ON YOUR BEHALF ONLY UPON ITEM 10	None	Against	Management

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NUCOR CORP.

Ticker:           NUE                           Security ID: 670346105  
Meeting Date: MAY 9, 2008           Meeting Type: Annual  
Record Date: MAR 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter C. Browning	For	For	Management
1.2	Elect Director Victoria F. Haynes	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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OCCIDENTAL PETROLEUM CORP.

Ticker:           OXY                           Security ID: 674599105  
Meeting Date: MAY 2, 2008           Meeting Type: Annual  
Record Date: MAR 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Spencer Abraham	For	Against	Management
2	Elect Director Ronald W. Burkle	For	For	Management
3	Elect Director John S. Chalsty	For	Against	Management
4	Elect Director Edward P. Djerejian	For	For	Management
5	Elect Director John E. Feick	For	For	Management
6	Elect Director Ray R. Irani	For	For	Management
7	Elect Director Irvin W. Maloney	For	Against	Management
8	Elect Director Avedick B. Poladian	For	For	Management
9	Elect Director Rodolfo Segovia	For	Against	Management
10	Elect Director Aziz D. Syriani	For	For	Management
11	Elect Director Rosemary Tomich	For	Against	Management
12	Elect Director Walter L. Weisman	For	For	Management
13	Ratify Auditors	For	For	Management
14	Publish a Scientific Global Warming Report	Against	Against	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
16	Disclose Information on Compensation Consultant	Against	Against	Shareholder
17	Pay For Superior Performance	Against	For	Shareholder
18	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

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 PEPSICO, INC.

Ticker: PEP Security ID: 713448108  
 Meeting Date: MAY 7, 2008 Meeting Type: Annual  
 Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director I.M. Cook	For	For	Management
2	Elect Director D. Dublon	For	For	Management
3	Elect Director V.J. Dzau	For	For	Management
4	Elect Director R.L. Hunt	For	For	Management
5	Elect Director A. Ibarguen	For	For	Management
6	Elect Director A.C. Martinez	For	For	Management
7	Elect Director I.K. Nooyi	For	For	Management
8	Elect Director S.P. Rockefeller	For	For	Management
9	Elect Director J.J. Schiro	For	For	Management
10	Elect Director L.G. Trotter	For	For	Management
11	Elect Director D.Vasella	For	For	Management
12	Elect Director M.D. White	For	For	Management
13	Ratify Auditors	For	For	Management
14	Report on Recycling	Against	Against	Shareholder
15	Report on Genetically Engineered Products	Against	Against	Shareholder
16	Report on Human Rights Policies Relating to Water Use	Against	Against	Shareholder
17	Report on Global Warming	Against	Against	Shareholder
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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 QUALCOMM INC.

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 11, 2008 Meeting Type: Annual  
 Record Date: JAN 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara T. Alexander	For	For	Management
1.2	Elect Director Donald G. Cruickshank	For	For	Management
1.3	Elect Director Raymond V. Dittamore	For	For	Management
1.4	Elect Director Irwin Mark Jacobs	For	For	Management
1.5	Elect Director Paul E. Jacobs	For	For	Management
1.6	Elect Director Robert E. Kahn	For	For	Management
1.7	Elect Director Sherry Lansing	For	For	Management
1.8	Elect Director Duane A. Nelles	For	Withhold	Management
1.9	Elect Director Marc I. Stern	For	For	Management
1.10	Elect Director Brent Scowcroft	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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 REINSURANCE GROUP OF AMERICA, INCORPORATED

Ticker: RGA Security ID: 759351109  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: MAR 21, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J. Cliff Eason	For	For	Management
1.2	Elect Director Joseph A. Reali	For	Withhold	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

### ST. MARY LAND & EXPLORATION CO.

Ticker: SM Security ID: 792228108  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara M. Baumann	For	For	Management
1.2	Elect Director Anthony J. Best	For	For	Management
1.3	Elect Director Larry W. Bickle	For	For	Management
1.4	Elect Director William J. Gardiner	For	For	Management
1.5	Elect Director Mark A. Hellerstein	For	For	Management
1.6	Elect Director Julio M. Quintana	For	For	Management
1.7	Elect Director John M. Seidl	For	For	Management
1.8	Elect Director William D. Sullivan	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

### UNION PACIFIC CORP.

Ticker: UNP Security ID: 907818108  
 Meeting Date: MAY 1, 2008 Meeting Type: Annual  
 Record Date: FEB 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Andrew H. Card, Jr.	For	For	Management
2	Elect Director Erroll B. Davis, Jr.	For	For	Management
3	Elect Director Thomas J. Donohue	For	For	Management
4	Elect Director Archie W. Dunham	For	For	Management
5	Elect Director Judith Richards Hope	For	For	Management
6	Elect Director Charles C. Krulak	For	For	Management
7	Elect Director Michael W. McConnell	For	For	Management
8	Elect Director Thomas F. McLarty III	For	For	Management
9	Elect Director Steven R. Rogel	For	For	Management
10	Elect Director James R. Young	For	For	Management
11	Ratify Auditors	For	For	Management
12	Increase Authorized Common Stock	For	For	Management
13	Report on Political Contributions	Against	For	Shareholder

### UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: JUN 5, 2008 Meeting Type: Annual  
 Record Date: APR 9, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C. Ballard, Jr.	For	For	Management
2	Elect Director Richard T. Burke	For	For	Management
3	Elect Director Robert J. Darretta	For	For	Management
4	Elect Director Stephen J. Hemsley	For	For	Management
5	Elect Director Michele J. Hooper	For	For	Management
6	Elect Director Douglas W. Leatherdale	For	For	Management
7	Elect Director Glenn M. Renwick	For	For	Management
8	Elect Director Gail R. Wilensky	For	For	Management
9	Amend Omnibus Stock Plan	For	For	Management
10	Amend Qualified Employee Stock Purchase Plan	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
13	Performance-Based Equity Awards	Against	For	Shareholder

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### VALERO ENERGY CORP.

Ticker: VLO Security ID: 91913Y100  
 Meeting Date: MAY 1, 2008 Meeting Type: Annual  
 Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W.E. Bill Bradford	For	For	Management
1.2	Elect Director Ronald K. Calgaard	For	For	Management
1.3	Elect Director Irl F. Engelhardt	For	For	Management
2	Ratify Auditors	For	For	Management
3	Share buyback holding period	Against	Against	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
5	Report on Political Contributions	Against	For	Shareholder

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### VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104  
 Meeting Date: MAY 1, 2008 Meeting Type: Annual  
 Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director M. Frances Keeth	For	For	Management
3	Elect Director Robert W. Lane	For	For	Management
4	Elect Director Sandra O. Moose	For	For	Management
5	Elect Director Joseph Neubauer	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Thomas H. O'Brien	For	For	Management
8	Elect Director Clarence Otis, Jr.	For	For	Management
9	Elect Director Hugh B. Price	For	For	Management
10	Elect Director Ivan G. Seidenberg	For	For	Management
11	Elect Director John W. Snow	For	For	Management
12	Elect Director John R. Stafford	For	For	Management
13	Ratify Auditors	For	For	Management
14	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
15	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	Against	Shareholder

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16      Require Independent Board Chairman                      Against      Against      Shareholder

WACHOVIA CORP.

Ticker:                      WB                      Security ID: 929903102  
 Meeting Date: APR 22, 2008      Meeting Type: Annual  
 Record Date: FEB 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John D. Baker, II	For	For	Management
2	Elect Director Peter C. Browning	For	For	Management
3	Elect Director John T. Casteen, III	For	For	Management
4	Elect Director Jerry Gitt	For	For	Management
5	Elect Director William H. Goodwin, Jr.	For	For	Management
6	Elect Director Maryellen C. Herringer	For	For	Management
7	Elect Director Robert A. Ingram	For	For	Management
8	Elect Director Donald M. James	For	For	Management
9	Elect Director Mackey J. McDonald	For	For	Management
10	Elect Director Joseph Neubauer	For	For	Management
11	Elect Director Timothy D. Proctor	For	For	Management
12	Elect Director Ernest S. Rady	For	For	Management
13	Elect Director Van L. Richey	For	For	Management
14	Elect Director Ruth G. Shaw	For	For	Management
15	Elect Director Lanty L. Smith	For	For	Management
16	Elect Director G. Kennedy Thompson	For	For	Management
17	Elect Director Dona Davis Young	For	For	Management
18	Ratify Auditors	For	For	Management
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
20	Report on Political Contributions	Against	For	Shareholder
21	Require Two Candidates for Each Board Seat	Against	Against	Shareholder

WELLS FARGO AND COMPANY

Ticker:                      WFC                      Security ID: 949746101  
 Meeting Date: APR 29, 2008      Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John S. Chen	For	For	Management
2	Elect Director Lloyd H. Dean	For	For	Management
3	Elect Director Susan E. Engel	For	For	Management
4	Elect Director Enrique Hernandez, Jr.	For	For	Management
5	Elect Director Robert L. Joss	For	For	Management
6	Elect Director Richard M. Kovacevich	For	For	Management
7	Elect Director Richard D. McCormick	For	For	Management
8	Elect Director Cynthia H. Milligan	For	Against	Management
9	Elect Director Nicholas G. Moore	For	For	Management
10	Elect Director Philip J. Quigley	For	Against	Management
11	Elect Director Donald B. Rice	For	Against	Management
12	Elect Director Judith M. Runstad	For	For	Management
13	Elect Director Stephen W. Sanger	For	For	Management
14	Elect Director John G. Stumpf	For	For	Management
15	Elect Director Susan G. Swenson	For	For	Management
16	Elect Director Michael W. Wright	For	Against	Management

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17	Ratify Auditors	For	For	Management
18	Amend Executive Incentive Bonus Plan	For	For	Management
19	Amend Omnibus Stock Plan	For	For	Management
20	Require Independent Board Chairman	Against	For	Shareholder
21	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
22	Pay For Superior Performance	Against	For	Shareholder
23	Report on Human Rights Investment Policies	Against	Against	Shareholder
24	Adopt EEO Policy Without Reference to Sexual Orientation	Against	Against	Shareholder
25	Report on Racial and Ethnic Disparities in Loan Pricing	Against	Against	Shareholder

===== END NPX REPORT

**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) George Aylward By (Signature and Title)\* /s/ George Aylward, President ----- Date 8/12/08 \* Print the name and title of each signing officer under his or her signature.**