

BLACKROCK ENHANCED CAPITAL & INCOME FUND, INC.

Form N-PX

August 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-21506

Name of Fund: BlackRock Enhanced Capital and Income Fund, Inc. (CII)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: John Perlowski, Chief Executive Officer, BlackRock Enhanced Capital and Income Fund, Inc., 55 East 52<sup>nd</sup> Street, New York City, NY 10055.

Registrant's telephone number, including area code: (800) 882-0052, Option 4

Date of fiscal year end: 10/31

Date of reporting period: 07/01/2012 - 06/30/2013

Item 1 Proxy Voting Record Attached hereto.

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

ICA File Number: 811-21506  
 Reporting Period: 07/01/2012 - 06/30/2013  
 BlackRock Enhanced Capital and Income Fund, Inc.

===== BlackRock Enhanced Capital and Income Fund, Inc. =====

AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG Security ID: 026874784  
 Meeting Date: MAY 15, 2013 Meeting Type: Annual  
 Record Date: MAR 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Robert H. Benmosche	For	For	Management
1b	Elect Director W. Don Cornwell	For	For	Management
1c	Elect Director John H. Fitzpatrick	For	For	Management
1d	Elect Director William G. Jurgensen	For	For	Management
1e	Elect Director Christopher S. Lynch	For	For	Management
1f	Elect Director Arthur C. Martinez	For	Against	Management
1g	Elect Director George L. Miles, Jr.	For	Against	Management
1h	Elect Director Henry S. Miller	For	For	Management
1i	Elect Director Robert S. Miller	For	For	Management
1j	Elect Director Suzanne Nora Johnson	For	For	Management
1k	Elect Director Ronald A. Rittenmeyer	For	For	Management
1l	Elect Director Douglas M. Steenland	For	For	Management
1m	Elect Director Theresa M. Stone	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	Three Years	Management
5	Ratify Auditors	For	For	Management
6	Limit Total Number of Boards on Which Company Directors May Serve	Against	Against	Shareholder

ANNALY CAPITAL MANAGEMENT, INC.

Ticker: NLY Security ID: 035710409  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: APR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kevin P. Brady	For	For	Management
1.2	Elect Director E. Wayne Nordberg	For	Against	Management
1.3	Elect Director Kevin G. Keyes	For	For	Management
1.4	Elect Director John H. Schaefer	For	Against	Management
2	Approve Management Externalization	For	Against	Management

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3	Proposal Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Ratify Auditors	For	For	Management

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APPLE INC.

Ticker: AAPL Security ID: 037833100  
Meeting Date: FEB 27, 2013 Meeting Type: Annual  
Record Date: JAN 02, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William Campbell	For	For	Management
1.2	Elect Director Timothy Cook	For	For	Management
1.3	Elect Director Millard Drexler	For	For	Management
1.4	Elect Director Al Gore	For	For	Management
1.5	Elect Director Robert Iger	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Arthur Levinson	For	For	Management
1.8	Elect Director Ronald Sugar	For	For	Management
2	Amend Articles of Incorporation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Stock Retention/Holding Period	Against	Against	Shareholder
6	Establish Board Committee on Human Rights	Against	Against	Shareholder

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ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102  
Meeting Date: NOV 01, 2012 Meeting Type: Annual  
Record Date: SEP 07, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan L. Boeckmann	For	For	Management
1.2	Elect Director George W. Buckley	For	For	Management
1.3	Elect Director Mollie Hale Carter	For	For	Management
1.4	Elect Director Terrell K. Crews	For	For	Management
1.5	Elect Director Pierre Dufour	For	For	Management
1.6	Elect Director Donald E. Felsing	For	For	Management
1.7	Elect Director Antonio Maciel	For	For	Management
1.8	Elect Director Patrick J. Moore	For	For	Management
1.9	Elect Director Thomas F. O'Neill	For	For	Management
1.10	Elect Director Daniel Shih	For	For	Management
1.11	Elect Director Kelvin R. Westbrook	For	For	Management
1.12	Elect Director Patricia A. Woertz	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

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ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102  
 Meeting Date: MAY 02, 2013 Meeting Type: Annual  
 Record Date: MAR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan L. Boeckmann	For	For	Management
1.2	Elect Director George W. Buckley	For	For	Management
1.3	Elect Director Mollie Hale Carter	For	For	Management
1.4	Elect Director Terell K. Crews	For	For	Management
1.5	Elect Director Pierre Dufour	For	For	Management
1.6	Elect Director Donald E. Felsing	For	For	Management
1.7	Elect Director Antonio Maciel	For	For	Management
1.8	Elect Director Patrick J. Moore	For	For	Management
1.9	Elect Director Thomas F. O'Neill	For	For	Management
1.10	Elect Director Daniel Shih	For	For	Management
1.11	Elect Director Kelvin R. Westbrook	For	For	Management
1.12	Elect Director Patricia A. Woertz	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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 AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 26, 2013 Meeting Type: Annual  
 Record Date: FEB 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Randall L. Stephenson	For	For	Management
1.2	Elect Director Gilbert F. Amelio	For	For	Management
1.3	Elect Director Reuben V. Anderson	For	For	Management
1.4	Elect Director James H. Blanchard	For	For	Management
1.5	Elect Director Jaime Chico Pardo	For	For	Management
1.6	Elect Director Scott T. Ford	For	For	Management
1.7	Elect Director James P. Kelly	For	For	Management
1.8	Elect Director Jon C. Madonna	For	For	Management
1.9	Elect Director Michael B. McCallister	For	For	Management
1.10	Elect Director John B. McCoy	For	For	Management
1.11	Elect Director Joyce M. Roche	For	For	Management
1.12	Elect Director Matthew K. Rose	For	For	Management
1.13	Elect Director Laura D'Andrea Tyson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Stock Purchase and Deferral Plan	For	For	Management
5	Report on Political Contributions	Against	Against	Shareholder
6	Report on Reducing Lead Battery Health Hazards	Against	Against	Shareholder
7	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	Shareholder
8	Require Independent Board Chairman	Against	Against	Shareholder

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 BERKSHIRE HATHAWAY INC.

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Ticker: BRK.B Security ID: 084670702  
 Meeting Date: MAY 04, 2013 Meeting Type: Annual  
 Record Date: MAR 06, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Warren E. Buffett	For	For	Management
1.2	Elect Director Charles T. Munger	For	For	Management
1.3	Elect Director Howard G. Buffett	For	For	Management
1.4	Elect Director Stephen B. Burke	For	For	Management
1.5	Elect Director Susan L. Decker	For	For	Management
1.6	Elect Director William H. Gates III	For	For	Management
1.7	Elect Director David S. Gottesman	For	For	Management
1.8	Elect Director Charlotte Guyman	For	For	Management
1.9	Elect Director Donald R. Keough	For	For	Management
1.10	Elect Director Thomas S. Murphy	For	For	Management
1.11	Elect Director Ronald L. Olson	For	For	Management
1.12	Elect Director Walter Scott, Jr.	For	For	Management
1.13	Elect Director Meryl B. Witmer	For	For	Management
2	Adopt Quantitative Goals for GHG and Other Air Emissions	Against	Against	Shareholder

### CENTURYLINK, INC.

Ticker: CTL Security ID: 156700106  
 Meeting Date: MAY 22, 2013 Meeting Type: Annual  
 Record Date: APR 03, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Bruce Hanks	For	For	Management
1.2	Elect Director C. G. Melville, Jr.	For	For	Management
1.3	Elect Director Fred R. Nichols	For	For	Management
1.4	Elect Director William A. Owens	For	For	Management
1.5	Elect Director Harvey P. Perry	For	For	Management
1.6	Elect Director Glen F. Post, III	For	For	Management
1.7	Elect Director Laurie A. Siegel	For	For	Management
1.8	Elect Director Joseph R. Zimmel	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4a	Share Retention Policy	Against	Against	Shareholder
4b	Adopt Policy on Bonus Banking	Against	Against	Shareholder
4c	Proxy Access	Against	For	Shareholder
4d	Provide for Confidential Voting	Against	Against	Shareholder

### CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100  
 Meeting Date: MAY 14, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2a	Elect Director Robert C. Arzbaecher	For	For	Management
2b	Elect Director Stephen J. Hagge	For	For	Management
2c	Elect Director Edward A. Schmitt	For	For	Management
3	Advisory Vote to Ratify Named	For	For	Management

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	Executive Officers' Compensation			
4	Ratify Auditors	For	For	Management
5	Reduce Supermajority Vote Requirement	Against	For	Shareholder
6	Adopt Policy and Report on Board Diversity	Against	Against	Shareholder
7	Report on Political Contributions	Against	Against	Shareholder
8	Report on Sustainability	Against	Against	Shareholder

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### CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100  
 Meeting Date: MAY 29, 2013 Meeting Type: Annual  
 Record Date: APR 03, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Linnet F. Deily	For	For	Management
1b	Elect Director Robert E. Denham	For	Against	Management
1c	Elect Director Alice P. Gast	For	For	Management
1d	Elect Director Enrique Hernandez, Jr.	For	For	Management
1e	Elect Director George L. Kirkland	For	For	Management
1f	Elect Director Charles W. Moorman, IV	For	For	Management
1g	Elect Director Kevin W. Sharer	For	For	Management
1h	Elect Director John G. Stumpf	For	For	Management
1i	Elect Director Ronald D. Sugar	For	For	Management
1j	Elect Director Carl Ware	For	For	Management
1k	Elect Director John S. Watson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Report on Management of Hydraulic Fracturing Risks and Opportunities	Against	Against	Shareholder
6	Report on Offshore Oil Wells and Spill Mitigation Measures	Against	Against	Shareholder
7	Report on Financial Risks of Climate Change	Against	Against	Shareholder
8	Report on Lobbying Payments and Policy	Against	Against	Shareholder
9	Prohibit Political Contributions	Against	Against	Shareholder
10	Provide for Cumulative Voting	Against	Against	Shareholder
11	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
12	Require Director Nominee with Environmental Expertise	Against	Against	Shareholder
13	Adopt Guidelines for Country Selection	Against	Against	Shareholder

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### CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 15, 2012 Meeting Type: Annual  
 Record Date: SEP 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Carol A. Bartz	For	For	Management
1b	Elect Director Marc Benioff	For	For	Management
1c	Elect Director M. Michele Burns	For	For	Management
1d	Elect Director Michael D. Capellas	For	For	Management

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1e	Elect Director Larry R. Carter	For	For	Management
1f	Elect Director John T. Chambers	For	For	Management
1g	Elect Director Brian L. Halla	For	For	Management
1h	Elect Director John L. Hennessy	For	For	Management
1i	Elect Director Kristina M. Johnson	For	For	Management
1j	Elect Director Richard M. Kovacevich	For	For	Management
1k	Elect Director Roderick C. McGearry	For	For	Management
1l	Elect Director Arun Sarin	For	For	Management
1m	Elect Director Steven M. West	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Ratify Auditors	For	For	Management
5	Require Independent Board Chairman	Against	Against	Shareholder
6	Report on Eliminating Conflict Minerals from Supply Chain	Against	Against	Shareholder

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CITIGROUP INC.

Ticker: C Security ID: 172967424  
 Meeting Date: APR 24, 2013 Meeting Type: Annual  
 Record Date: FEB 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Michael L. Corbat	For	For	Management
1b	Elect Director Franz B. Humer	For	For	Management
1c	Elect Director Robert L. Joss	For	For	Management
1d	Elect Director Michael E. O'Neill	For	For	Management
1e	Elect Director Judith Rodin	For	For	Management
1f	Elect Director Robert L. Ryan	For	For	Management
1g	Elect Director Anthony M. Santomero	For	For	Management
1h	Elect Director Joan E. Spero	For	For	Management
1i	Elect Director Diana L. Taylor	For	For	Management
1j	Elect Director William S. Thompson, Jr.	For	For	Management
1k	Elect Director Ernesto Zedillo Ponce de Leon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Stock Retention/Holding Period	Against	Against	Shareholder
6	Report on Lobbying Payments and Policy	Against	Against	Shareholder
7	Amend Indemnifications Provisions	Against	Against	Shareholder

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DOMINION RESOURCES, INC.

Ticker: D Security ID: 25746U109  
 Meeting Date: MAY 03, 2013 Meeting Type: Annual  
 Record Date: FEB 28, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William P. Barr	For	For	Management
1.2	Elect Director Peter W. Brown	For	For	Management
1.3	Elect Director Helen E. Dragas	For	For	Management
1.4	Elect Director James O. Ellis, Jr.	For	For	Management
1.5	Elect Director Thomas F. Farrell, II	For	For	Management



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1.6	Elect Director John W. Harris	For	For	Management
1.7	Elect Director Robert S. Jepson, Jr.	For	For	Management
1.8	Elect Director Mark J. Kington	For	For	Management
1.9	Elect Director Pamela J. Royal	For	For	Management
1.10	Elect Director Robert H. Spilman, Jr.	For	For	Management
1.11	Elect Director Michael E. Szymanczyk	For	For	Management
1.12	Elect Director David A. Wollard	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Call Special Meeting	For	For	Management
5	Report on Coal Use from Mountaintop Removal Mining	Against	Against	Shareholder
6	Include Sustainability as a Performance Measure for Senior Executive Compensation	Against	Against	Shareholder
7	Minimize Pool Storage of Spent Nuclear Fuel	Against	Against	Shareholder
8	Report on Financial Risks of Climate Change	Against	Against	Shareholder

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ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108  
 Meeting Date: MAY 06, 2013 Meeting Type: Annual  
 Record Date: MAR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ralph Alvarez	For	For	Management
2	Elect Director Winfried Bischoff	For	For	Management
3	Elect Director R. David Hoover	For	For	Management
4	Elect Director Franklyn G. Prendergast	For	For	Management
5	Elect Director Kathi P. Seifert	For	For	Management
6	Ratify Auditors	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
8	Amend Omnibus Stock Plan	For	For	Management

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ENSCO PLC

Ticker: ESV Security ID: G3157S106  
 Meeting Date: MAY 20, 2013 Meeting Type: Annual  
 Record Date: MAR 28, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Re-elect Francis S. Kalman as Director	For	For	Management
2	Re-elect Roxanne J. Decyk as Director	For	For	Management
3	Re-elect Mary Francis CBE as Director	For	For	Management
4	Reappoint KPMG LLP as Auditors of the Company	For	For	Management
5	Reappoint KPMG Audit Plc as Auditors of the Company	For	For	Management
6	Authorize Board to Fix Remuneration of Auditors	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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8	Advisory Vote to Approve Directors' Remuneration Report	For	For	Management
9	Accept Auditors' and Directors' Reports and Statutory Reports	For	For	Management
10	Amend Articles of Association Declassifying the Board and Conversion of American Depositary Shares to Class A ordinary Shares	For	For	Management
11	Authorize Share Repurchase Program	For	For	Management

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EXPRESS SCRIPTS HOLDING COMPANY

Ticker: ESRX Security ID: 30219G108  
 Meeting Date: MAY 09, 2013 Meeting Type: Annual  
 Record Date: MAR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Gary G. Benanav	For	Against	Management
1b	Elect Director Maura C. Breen	For	For	Management
1c	Elect Director William J. DeLaney	For	For	Management
1d	Elect Director Nicholas J. LaHowchic	For	For	Management
1e	Elect Director Thomas P. Mac Mahon	For	Against	Management
1f	Elect Director Frank Mergenthaler	For	For	Management
1g	Elect Director Woodrow A. Myers, Jr.	For	For	Management
1h	Elect Director John O. Parker, Jr.	For	For	Management
1i	Elect Director George Paz	For	For	Management
1j	Elect Director William L. Roper	For	For	Management
1k	Elect Director Samuel K. Skinner	For	Against	Management
1l	Elect Director Seymour Sternberg	For	Against	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102  
 Meeting Date: MAY 29, 2013 Meeting Type: Annual  
 Record Date: APR 04, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director M.J. Boskin	For	For	Management
1.2	Elect Director P. Brabeck-Letmathe	For	For	Management
1.3	Elect Director U.M. Burns	For	For	Management
1.4	Elect Director L.R. Faulkner	For	For	Management
1.5	Elect Director J.S. Fishman	For	For	Management
1.6	Elect Director H.H. Fore	For	For	Management
1.7	Elect Director K.C. Frazier	For	For	Management
1.8	Elect Director W.W. George	For	For	Management
1.9	Elect Director S.J. Palmisano	For	For	Management
1.10	Elect Director S.S. Reinemund	For	For	Management
1.11	Elect Director R.W. Tillerson	For	For	Management
1.12	Elect Director W.C. Weldon	For	For	Management
1.13	Elect Director E.E. Whitacre, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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4	Require Independent Board Chairman	Against	Against	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder
6	Limit Directors to a Maximum of Three Board Memberships in Companies with Sales over \$500 Million Annually	Against	Against	Shareholder
7	Report on Lobbying Payments and Policy	Against	Against	Shareholder
8	Study Feasibility of Prohibiting Political Contributions	Against	Against	Shareholder
9	Adopt Sexual Orientation Anti-bias Policy	Against	Against	Shareholder
10	Report on Management of Hydraulic Fracturing Risks and Opportunities	Against	Against	Shareholder
11	Adopt Quantitative GHG Goals for Products and Operations	Against	Against	Shareholder

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 FORD MOTOR COMPANY

Ticker: F Security ID: 345370860  
 Meeting Date: MAY 09, 2013 Meeting Type: Annual  
 Record Date: MAR 13, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen G. Butler	For	For	Management
1.2	Elect Director Kimberly A. Casiano	For	For	Management
1.3	Elect Director Anthony F. Earley, Jr.	For	For	Management
1.4	Elect Director Edsel B. Ford II	For	For	Management
1.5	Elect Director William Clay Ford, Jr.	For	For	Management
1.6	Elect Director Richard A. Gephardt	For	Against	Management
1.7	Elect Director James H. Hance, Jr.	For	Against	Management
1.8	Elect Director William W. Helman IV	For	For	Management
1.9	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1.10	Elect Director Richard A. Manoogian	For	For	Management
1.11	Elect Director Ellen R. Marram	For	For	Management
1.12	Elect Director Alan Mulally	For	For	Management
1.13	Elect Director Homer A. Neal	For	For	Management
1.14	Elect Director Gerald L. Shaheen	For	For	Management
1.15	Elect Director John L. Thornton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Amend Omnibus Stock Plan	For	Against	Management
6	Approval of Tax Benefits Preservation Plan	For	For	Management
7	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
8	Amend Bylaws -- Call Special Meetings	Against	Against	Shareholder

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 GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 24, 2013 Meeting Type: Annual  
 Record Date: FEB 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1	Elect Director W. Geoffrey Beattie	For	For	Management
2	Elect Director John J. Brennan	For	For	Management
3	Elect Director James I. Cash, Jr.	For	For	Management
4	Elect Director Francisco D'Souza	For	For	Management
5	Elect Director Marijn E. Dekkers	For	For	Management
6	Elect Director Ann M. Fudge	For	For	Management
7	Elect Director Susan Hockfield	For	For	Management
8	Elect Director Jeffrey R. Immelt	For	For	Management
9	Elect Director Andrea Jung	For	For	Management
10	Elect Director Robert W. Lane	For	For	Management
11	Elect Director Ralph S. Larsen	For	For	Management
12	Elect Director Rochelle B. Lazarus	For	For	Management
13	Elect Director James J. Mulva	For	For	Management
14	Elect Director Mary L. Schapiro	For	For	Management
15	Elect Director Robert J. Swieringa	For	For	Management
16	Elect Director James S. Tisch	For	Against	Management
17	Elect Director Douglas A. Warner, III	For	For	Management
18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
19	Ratify Auditors	For	For	Management
20	Cessation of All Stock Options and Bonuses	Against	Against	Shareholder
21	Establish Term Limits for Directors	Against	Against	Shareholder
22	Require Independent Board Chairman	Against	Against	Shareholder
23	Provide Right to Act by Written Consent	Against	Against	Shareholder
24	Stock Retention/Holding Period	Against	Against	Shareholder
25	Require More Director Nominations Than Open Seats	Against	Against	Shareholder

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GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104  
 Meeting Date: SEP 24, 2012 Meeting Type: Annual  
 Record Date: JUL 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Bradbury H. Anderson	For	For	Management
2	Elect Director R. Kerry Clark	For	For	Management
3	Elect Director Paul Danos	For	For	Management
4	Elect Director William T. Esrey	For	For	Management
5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director Judith Richards Hope	For	For	Management
7	Elect Director Heidi G. Miller	For	For	Management
8	Elect Director Hilda Ochoa-Brillembourg	For	For	Management
9	Elect Director Steve Odland	For	For	Management
10	Elect Director Kendall J. Powell	For	For	Management
11	Elect Director Michael D. Rose	For	For	Management
12	Elect Director Robert L. Ryan	For	For	Management
13	Elect Director Dorothy A. Terrell	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Ratify Auditors	For	For	Management

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GENERAL MOTORS COMPANY

Ticker: GM Security ID: 37045V100

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Meeting Date: JUN 06, 2013 Meeting Type: Annual

Record Date: APR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Daniel F. Akerson	For	For	Management
1b	Elect Director David Bonderman	For	Against	Management
1c	Elect Director Erroll B. Davis, Jr.	For	For	Management
1d	Elect Director Stephen J. Girsky	For	For	Management
1e	Elect Director E. Neville Isdell	For	For	Management
1f	Elect Director Robert D. Krebs	For	For	Management
1g	Elect Director Kathryn V. Marinello	For	For	Management
1h	Elect Director Michael G. Mullen	For	For	Management
1i	Elect Director James J. Mulva	For	For	Management
1j	Elect Director Patricia F. Russo	For	Against	Management
1k	Elect Director Thomas M. Schoewe	For	For	Management
1l	Elect Director Theodore M. Solso	For	For	Management
1m	Elect Director Carol M. Stephenson	For	For	Management
1n	Elect Director Cynthia A. Telles	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder
5	Stock Retention/Holding Period	Against	Against	Shareholder

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### GOOGLE INC.

Ticker: GOOG Security ID: 38259P508

Meeting Date: JUN 06, 2013 Meeting Type: Annual

Record Date: APR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Larry Page	For	For	Management
1.2	Elect Director Sergey Brin	For	For	Management
1.3	Elect Director Eric E. Schmidt	For	For	Management
1.4	Elect Director L. John Doerr	For	For	Management
1.5	Elect Director Diane B. Greene	For	For	Management
1.6	Elect Director John L. Hennessy	For	For	Management
1.7	Elect Director Ann Mather	For	Withhold	Management
1.8	Elect Director Paul S. Otellini	For	For	Management
1.9	Elect Director K. Ram Shriram	For	For	Management
1.10	Elect Director Shirley M. Tilghman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Reducing Lead Battery Health Hazards	Against	Against	Shareholder
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
5	Stock Retention/Holding Period	Against	Against	Shareholder
6	Adopt Policy on Succession Planning	Against	Against	Shareholder

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### HALLIBURTON COMPANY

Ticker: HAL Security ID: 406216101

Meeting Date: MAY 15, 2013 Meeting Type: Annual

Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Alan M. Bennett	For	For	Management
1.2	Elect Director James R. Boyd	For	For	Management
1.3	Elect Director Milton Carroll	For	Against	Management
1.4	Elect Director Nance K. Dicciani	For	For	Management
1.5	Elect Director Murry S. Gerber	For	For	Management
1.6	Elect Director Jose C. Grubisich	For	For	Management
1.7	Elect Director Abdallah S. Jum'ah	For	For	Management
1.8	Elect Director David J. Lesar	For	For	Management
1.9	Elect Director Robert A. Malone	For	For	Management
1.10	Elect Director J. Landis Martin	For	For	Management
1.11	Elect Director Debra L. Reed	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Report on Human Rights Risk Assessment Process	Against	Against	Shareholder

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HOLLYFRONTIER CORPORATION

Ticker: HFC Security ID: 436106108  
 Meeting Date: MAY 15, 2013 Meeting Type: Annual  
 Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Douglas Y. Bech	For	For	Management
1b	Elect Director Buford P. Berry	For	For	Management
1c	Elect Director Leldon E. Echols	For	For	Management
1d	Elect Director R. Kevin Hardage	For	For	Management
1e	Elect Director Michael C. Jennings	For	For	Management
1f	Elect Director Robert J. Kostelnik	For	For	Management
1g	Elect Director James H. Lee	For	For	Management
1h	Elect Director Robert G. McKenzie	For	For	Management
1i	Elect Director Franklin Myers	For	For	Management
1j	Elect Director Michael E. Rose	For	For	Management
1k	Elect Director Tommy A. Valenta	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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INVESCO LTD.

Ticker: IVZ Security ID: G491BT108  
 Meeting Date: MAY 16, 2013 Meeting Type: Annual  
 Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph R. Canion	For	For	Management
1.2	Elect Director Edward P. Lawrence	For	For	Management
1.3	Elect Director Phoebe A. Wood	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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JAPAN AIRLINES CO. LTD.

Ticker: 9201 Security ID: J25979121  
 Meeting Date: JUN 19, 2013 Meeting Type: Annual  
 Record Date: MAR 31, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Allocation of Income, with a Final Dividend of JPY 190	For	For	Management
2	Amend Articles To Enable the Company to Pay Dividends to Holders of Non-voting Common Shares	For	For	Management
3.1	Elect Director Onishi, Masaru	For	For	Management
3.2	Elect Director Ueki, Yoshiharu	For	For	Management
3.3	Elect Director Kamikawa, Hirohide	For	For	Management
3.4	Elect Director Sato, Nobuhiro	For	For	Management
3.5	Elect Director Okawa, Junko	For	For	Management
3.6	Elect Director Kainaka, Tatsuo	For	For	Management
3.7	Elect Director Iwata, Kimie	For	For	Management

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 25, 2013 Meeting Type: Annual  
 Record Date: FEB 26, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Ian E.L. Davis	For	For	Management
1.4	Elect Director Alex Gorsky	For	For	Management
1.5	Elect Director Michael M.E. Johns	For	For	Management
1.6	Elect Director Susan L. Lindquist	For	For	Management
1.7	Elect Director Anne M. Mulcahy	For	For	Management
1.8	Elect Director Leo F. Mullin	For	For	Management
1.9	Elect Director William D. Perez	For	For	Management
1.10	Elect Director Charles Prince	For	For	Management
1.11	Elect Director A. Eugene Washington	For	For	Management
1.12	Elect Director Ronald A. Williams	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Stock Retention/Holding Period	Against	Against	Shareholder
5	Screen Political Contributions for Consistency with Corporate Values	Against	Against	Shareholder
6	Require Independent Board Chairman	Against	Against	Shareholder

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 21, 2013 Meeting Type: Annual  
 Record Date: MAR 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1a	Elect Director James A. Bell	For	For	Management
1b	Elect Director Crandall C. Bowles	For	For	Management
1c	Elect Director Stephen B. Burke	For	For	Management
1d	Elect Director David M. Cote	For	Against	Management
1e	Elect Director James S. Crown	For	Against	Management
1f	Elect Director James Dimon	For	For	Management
1g	Elect Director Timothy P. Flynn	For	For	Management
1h	Elect Director Ellen V. Futter	For	Against	Management
1i	Elect Director Laban P. Jackson, Jr.	For	For	Management
1j	Elect Director Lee R. Raymond	For	For	Management
1k	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Act by Written Consent	For	For	Management
5	Amend Executive Incentive Bonus Plan	For	For	Management
6	Require Independent Board Chairman	Against	Against	Shareholder
7	Stock Retention/Holding Period	Against	Against	Shareholder
8	Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity	Against	Against	Shareholder
9	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103  
 Meeting Date: MAY 02, 2013 Meeting Type: Annual  
 Record Date: MAR 04, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John R. Alm	For	For	Management
1.2	Elect Director John F. Bergstrom	For	For	Management
1.3	Elect Director Abelardo E. Bru	For	For	Management
1.4	Elect Director Robert W. Decherd	For	For	Management
1.5	Elect Director Thomas J. Falk	For	For	Management
1.6	Elect Director Fabian T. Garcia	For	For	Management
1.7	Elect Director Mae C. Jemison	For	For	Management
1.8	Elect Director James M. Jenness	For	For	Management
1.9	Elect Director Nancy J. Karch	For	Against	Management
1.10	Elect Director Ian C. Read	For	For	Management
1.11	Elect Director Linda Johnson Rice	For	For	Management
1.12	Elect Director Marc J. Shapiro	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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L BRANDS, INC.

Ticker: LTD Security ID: 501797104  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: APR 03, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis S. Hersch	For	For	Management
1.2	Elect Director David T. Kollat	For	For	Management



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1.3	Elect Director William R. Loomis, Jr.	For	For	Management
1.4	Elect Director Leslie H. Wexner	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Pro-rata Vesting of Equity Plans	Against	Against	Shareholder

### MARATHON OIL CORPORATION

Ticker: MRO Security ID: 565849106  
 Meeting Date: APR 24, 2013 Meeting Type: Annual  
 Record Date: FEB 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Gregory H. Boyce	For	For	Management
1b	Elect Director Pierre Brondeau	For	For	Management
1c	Elect Director Clarence P. Cazalot, Jr.	For	For	Management
1d	Elect Director Linda Z. Cook	For	For	Management
1e	Elect Director Shirley Ann Jackson	For	Against	Management
1f	Elect Director Philip Lader	For	For	Management
1g	Elect Director Michael E. J. Phelps	For	For	Management
1h	Elect Director Dennis H. Reilley	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Lobbying Payments and Policy	Against	Against	Shareholder

### MARATHON PETROLEUM CORPORATION

Ticker: MPC Security ID: 56585A102  
 Meeting Date: APR 24, 2013 Meeting Type: Annual  
 Record Date: FEB 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Evan Bayh	For	For	Management
1.2	Elect Director William L. Davis	For	For	Management
1.3	Elect Director Thomas J. Usher	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Declassify the Board of Directors	For	For	Management

### MAXIM INTEGRATED PRODUCTS, INC.

Ticker: MXIM Security ID: 57772K101  
 Meeting Date: NOV 14, 2012 Meeting Type: Annual  
 Record Date: SEP 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Tunc Doluca	For	For	Management
1.2	Elect Director B. Kipling Hagopian	For	For	Management
1.3	Elect Director James R. Bergman	For	For	Management

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1.4	Elect Director Joseph R. Bronson	For	For	Management
1.5	Elect Director Robert E. Grady	For	For	Management
1.6	Elect Director William D. Watkins	For	For	Management
1.7	Elect Director A.R. Frank Wazzan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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MEDTRONIC, INC.

Ticker: MDT Security ID: 585055106  
 Meeting Date: AUG 23, 2012 Meeting Type: Annual  
 Record Date: JUN 25, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard H. Anderson	For	For	Management
1.2	Elect Director Victor J. Dzau	For	For	Management
1.3	Elect Director Omar Ishrak	For	For	Management
1.4	Elect Director Shirley Ann Jackson	For	Withhold	Management
1.5	Elect Director Michael O. Leavitt	For	For	Management
1.6	Elect Director James T. Lenehan	For	For	Management
1.7	Elect Director Denise M. O'Leary	For	For	Management
1.8	Elect Director Kendall J. Powell	For	For	Management
1.9	Elect Director Robert C. Pozen	For	For	Management
1.10	Elect Director Jack W. Schuler	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
5	Adopt Proxy Access Right	Against	Against	Shareholder
6	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105  
 Meeting Date: MAY 28, 2013 Meeting Type: Annual  
 Record Date: APR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Leslie A. Brun	For	For	Management
1b	Elect Director Thomas R. Cech	For	For	Management
1c	Elect Director Kenneth C. Frazier	For	For	Management
1d	Elect Director Thomas H. Gloner	For	For	Management
1e	Elect Director William B. Harrison Jr.	For	For	Management
1f	Elect Director C. Robert Kidder	For	For	Management
1g	Elect Director Rochelle B. Lazarus	For	For	Management
1h	Elect Director Carlos E. Represas	For	For	Management
1i	Elect Director Patricia F. Russo	For	Against	Management
1j	Elect Director Craig B. Thompson	For	For	Management
1k	Elect Director Wendell P. Weeks	For	For	Management
1l	Elect Director Peter C. Wendell	For	For	Management
2	Ratify Auditors	For	For	Management

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3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Act by Written Consent	Against	Against	Shareholder
5	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
6	Report on Charitable and Political Contributions	Against	Against	Shareholder
7	Report on Lobbying Activities	Against	Against	Shareholder

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MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 28, 2012 Meeting Type: Annual  
 Record Date: SEP 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Ballmer	For	For	Management
2	Elect Director Dina Dublon	For	For	Management
3	Elect Director William H. Gates, III	For	For	Management
4	Elect Director Maria M. Klawe	For	For	Management
5	Elect Director Stephen J. Luczo	For	For	Management
6	Elect Director David F. Marquardt	For	For	Management
7	Elect Director Charles H. Noski	For	For	Management
8	Elect Director Helmut Panke	For	For	Management
9	Elect Director John W. Thompson	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Approve Qualified Employee Stock Purchase Plan	For	For	Management
12	Ratify Auditors	For	For	Management
13	Provide for Cumulative Voting	Against	Against	Shareholder

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NEXTERA ENERGY, INC.

Ticker: NEE Security ID: 65339F101  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Sherry S. Barrat	For	For	Management
1b	Elect Director Robert M. Beall, II	For	For	Management
1c	Elect Director James L. Camaren	For	For	Management
1d	Elect Director Kenneth B. Dunn	For	For	Management
1e	Elect Director Lewis Hay, III	For	For	Management
1f	Elect Director Toni Jennings	For	For	Management
1g	Elect Director James L. Robo	For	For	Management
1h	Elect Director Rudy E. Schupp	For	For	Management
1i	Elect Director John L. Skolds	For	For	Management
1j	Elect Director William H. Swanson	For	For	Management
1k	Elect Director Michael H. Thaman	For	For	Management
1l	Elect Director Hansel E. Tookes, II	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Minimize Pool Storage of Spent Nuclear	Against	Against	Shareholder

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Fuel

NOBLE CORPORATION

Ticker: NE Security ID: H5833N103  
 Meeting Date: APR 26, 2013 Meeting Type: Annual  
 Record Date: APR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Michael A. Cawley	For	For	Management
1b	Elect Director Gordon T. Hall	For	For	Management
1c	Elect Director Ashley Almanza	For	For	Management
2	Accept Financial Statements and Statutory Reports	For	For	Management
3	Approve Dividends	For	For	Management
4	Ratify PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm and PricewaterhouseCoopers AG as Statutory Auditor	For	For	Management
5	Approve Discharge of Board and Senior Management	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Approve Extension of CHF 133 Million Pool of Capital without Preemptive Rights	For	For	Management

PBF ENERGY INC.

Ticker: PBF Security ID: 69318G106  
 Meeting Date: MAY 21, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas D. O'Malley	For	For	Management
1.2	Elect Director Spencer Abraham	For	For	Management
1.3	Elect Director Jefferson F. Allen	For	For	Management
1.4	Elect Director Martin J. Brand	For	For	Management
1.5	Elect Director Timothy H. Day	For	For	Management
1.6	Elect Director David I. Foley	For	For	Management
1.7	Elect Director Dennis M. Houston	For	For	Management
1.8	Elect Director Edward F. Kosnik	For	For	Management
1.9	Elect Director Neil A. Wizel	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	Three Years	Three Years	Management

PEPSICO, INC.

Ticker: PEP Security ID: 713448108

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Meeting Date: MAY 01, 2013 Meeting Type: Annual

Record Date: MAR 07, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Shona L. Brown	For	For	Management
1.2	Elect Director George W. Buckley	For	For	Management
1.3	Elect Director Ian M. Cook	For	For	Management
1.4	Elect Director Dina Dublon	For	For	Management
1.5	Elect Director Victor J. Dzau	For	For	Management
1.6	Elect Director Ray L. Hunt	For	For	Management
1.7	Elect Director Alberto Ibarguen	For	For	Management
1.8	Elect Director Indra K. Nooyi	For	For	Management
1.9	Elect Director Sharon Percy Rockefeller	For	For	Management
1.10	Elect Director James J. Schiro	For	For	Management
1.11	Elect Director Lloyd G. Trotter	For	For	Management
1.12	Elect Director Daniel Vasella	For	For	Management
1.13	Elect Director Alberto Weisser	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

PFIZER INC.

Ticker: PFE Security ID: 717081103

Meeting Date: APR 25, 2013 Meeting Type: Annual

Record Date: FEB 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis A. Ausiello	For	For	Management
1.2	Elect Director M. Anthony Burns	For	For	Management
1.3	Elect Director W. Don Cornwell	For	For	Management
1.4	Elect Director Frances D. Fergusson	For	For	Management
1.5	Elect Director William H. Gray, III	For	For	Management
1.6	Elect Director Helen H. Hobbs	For	For	Management
1.7	Elect Director Constance J. Horner	For	For	Management
1.8	Elect Director James M. Kilts	For	For	Management
1.9	Elect Director George A. Lorch	For	For	Management
1.10	Elect Director Suzanne Nora Johnson	For	For	Management
1.11	Elect Director Ian C. Read	For	For	Management
1.12	Elect Director Stephen W. Sanger	For	For	Management
1.13	Elect Director Marc Tessier-Lavigne	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Stock Retention/Holding Period	Against	Against	Shareholder
5	Provide Right to Act by Written Consent	Against	Against	Shareholder

PRUDENTIAL FINANCIAL, INC.

Ticker: PRU Security ID: 744320102

Meeting Date: MAY 14, 2013 Meeting Type: Annual

Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas J. Baltimore, Jr.	For	For	Management
1.2	Elect Director Gordon M. Bethune	For	For	Management

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1.3	Elect Director Gaston Caperton	For	For	Management
1.4	Elect Director Gilbert F. Casellas	For	For	Management
1.5	Elect Director James G. Cullen	For	For	Management
1.6	Elect Director William H. Gray, III	For	For	Management
1.7	Elect Director Mark B. Grier	For	For	Management
1.8	Elect Director Constance J. Horner	For	For	Management
1.9	Elect Director Martina Hund-Mejean	For	For	Management
1.10	Elect Director Karl J. Krapek	For	For	Management
1.11	Elect Director Christine A. Poon	For	For	Management
1.12	Elect Director John R. Strangfeld	For	For	Management
1.13	Elect Director James A. Unruh	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Act by Written Consent	Against	Against	Shareholder

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PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

Ticker: PEG Security ID: 744573106  
 Meeting Date: APR 16, 2013 Meeting Type: Annual  
 Record Date: FEB 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Albert R. Gamper, Jr.	For	For	Management
1.2	Elect Director William V. Hickey	For	For	Management
1.3	Elect Director Ralph Izzo	For	For	Management
1.4	Elect Director Shirley Ann Jackson	For	Against	Management
1.5	Elect Director David Lilley	For	For	Management
1.6	Elect Director Thomas A. Renyi	For	For	Management
1.7	Elect Director Hak Cheol Shin	For	For	Management
1.8	Elect Director Richard J. Swift	For	Against	Management
1.9	Elect Director Susan Tomasky	For	For	Management
1.10	Elect Director Alfred W. Zollar	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Nonqualified Employee Stock Purchase Plan	For	For	Management
5	Ratify Auditors	For	For	Management
6	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 05, 2013 Meeting Type: Annual  
 Record Date: JAN 07, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Barbara T. Alexander	For	For	Management
1b	Elect Director Donald G. Cruickshank	For	For	Management
1c	Elect Director Raymond V. Dittamore	For	For	Management
1d	Elect Director Susan Hockfield	For	For	Management
1e	Elect Director Thomas W. Horton	For	For	Management
1f	Elect Director Paul E. Jacobs	For	For	Management
1g	Elect Director Sherry Lansing	For	For	Management
1h	Elect Director Duane A. Nelles	For	For	Management

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1i	Elect Director Francisco Ros	For	For	Management
1j	Elect Director Brent Scowcroft	For	For	Management
1k	Elect Director Marc I. Stern	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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RENAULT

Ticker: RNO Security ID: F77098105  
 Meeting Date: APR 30, 2013 Meeting Type: Annual/Special  
 Record Date: APR 24, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
2	Approve Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 1.72 per Share	For	For	Management
4	Approve Transaction with Nissan	For	For	Management
5	Acknowledge Auditor's Report Related to Remuneration of Redeemable Shares	For	For	Management
6	Reelect Dominique de La Garanderie as Director	For	For	Management
7	Reelect Alain Belda as Director	For	For	Management
8	Elect Yuriko Koike as Director	For	For	Management
9	Elect Benoit Ostertag as Representative of Employee Shareholders to the Board	For	For	Management
10	Acknowledge Appointment of David Azema as Director Representing the French State	For	For	Management
11	Acknowledge Appointment of Pascal Faure as Director Representing the French State	For	For	Management
12	Appoint Auditex as Alternate Auditor	For	For	Management
13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
14	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	Management
15	Authorize up to 1.5 Percent of Issued Capital for Use in Restricted Stock Plan	For	For	Management
16	Approve Employee Stock Purchase Plan	For	For	Management
17	Authorize Filing of Required Documents/Other Formalities	For	For	Management

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SAIC, INC.

Ticker: SAI Security ID: 78390X101  
 Meeting Date: JUN 07, 2013 Meeting Type: Annual  
 Record Date: APR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1a	Elect Director France A. Cordova	For	For	Management
1b	Elect Director Jere A. Drummond	For	For	Management
1c	Elect Director Thomas F. Frist, III	For	For	Management
1d	Elect Director John J. Hamre	For	For	Management
1e	Elect Director Miriam E. John	For	For	Management
1f	Elect Director Anita K. Jones	For	For	Management
1g	Elect Director John P. Jumper	For	For	Management
1h	Elect Director Harry M.J. Kraemer, Jr.	For	For	Management
1i	Elect Director Lawrence C. Nussdorf	For	For	Management
1j	Elect Director Edward J. Sanderson, Jr.	For	For	Management
2	Approve Reverse Stock Split	For	For	Management
3	Change Company Name	For	For	Management
4	Establish Range For Board Size	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Ratify Auditors	For	For	Management

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SUNCOR ENERGY INC

Ticker: SU Security ID: 867224107  
 Meeting Date: APR 30, 2013 Meeting Type: Annual  
 Record Date: MAR 04, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mel E. Benson	For	For	Management
1.2	Elect Director Dominic D'Alessandro	For	For	Management
1.3	Elect Director John T. Ferguson	For	For	Management
1.4	Elect Director W. Douglas Ford	For	For	Management
1.5	Elect Director Paul Haseldonckx	For	For	Management
1.6	Elect Director John R. Huff	For	For	Management
1.7	Elect Director Jacques Lamarre	For	For	Management
1.8	Elect Director Maureen McCaw	For	For	Management
1.9	Elect Director Michael W. O'Brien	For	For	Management
1.10	Elect Director James W. Simpson	For	For	Management
1.11	Elect Director Eira M. Thomas	For	For	Management
1.12	Elect Director Steven W. Williams	For	For	Management
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
3	Amend Stock Option Plan	For	For	Management
4	Advisory Vote on Executive Compensation Approach	For	For	Management

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THE PROCTER & GAMBLE COMPANY

Ticker: PG Security ID: 742718109  
 Meeting Date: OCT 09, 2012 Meeting Type: Annual  
 Record Date: AUG 10, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Angela F. Braly	For	For	Management
1.2	Elect Director Kenneth I. Chenault	For	For	Management
1.3	Elect Director Scott D. Cook	For	For	Management
1.4	Elect Director Susan Desmond-Hellmann	For	For	Management
1.5	Elect Director Robert A. McDonald	For	For	Management



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1.6	Elect Director W. James McNerney, Jr.	For	For	Management
1.7	Elect Director Johnathan A. Rodgers	For	For	Management
1.8	Elect Director Margaret C. Whitman	For	For	Management
1.9	Elect Director Mary Agnes Wilderotter	For	For	Management
1.10	Elect Director Patricia A. Woertz	For	For	Management
1.11	Elect Director Ernesto Zedillo	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote	Against	Against	Shareholder
5	Report on Adopting Extended Producer Responsibility Policy	Against	Against	Shareholder
6	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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THE SOUTHERN COMPANY

Ticker: SO Security ID: 842587107  
 Meeting Date: MAY 22, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Juanita Powell Baranco	For	For	Management
1b	Elect Director Jon A. Boscia	For	For	Management
1c	Elect Director Henry A. 'Hal' Clark, III	For	For	Management
1d	Elect Director Thomas A. Fanning	For	For	Management
1e	Elect Director David J. Grain	For	For	Management
1f	Elect Director H. William Habermeyer, Jr.	For	For	Management
1g	Elect Director Veronica M. Hagen	For	For	Management
1h	Elect Director Warren A. Hood, Jr.	For	For	Management
1i	Elect Director Donald M. James	For	For	Management
1j	Elect Director Dale E. Klein	For	For	Management
1k	Elect Director William G. Smith, Jr.	For	For	Management
1l	Elect Director Steven R. Specker	For	For	Management
1m	Elect Director E. Jenner Wood, III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Alter Mandatory Retirement Policy for Directors	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Reduce Supermajority Vote Requirement	For	For	Management

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THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109  
 Meeting Date: MAY 22, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Alan L. Beller	For	For	Management
1b	Elect Director John H. Dasburg	For	For	Management
1c	Elect Director Janet M. Dolan	For	For	Management

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1d	Elect Director Kenneth M. Duberstein	For	For	Management
1e	Elect Director Jay S. Fishman	For	For	Management
1f	Elect Director Patricia L. Higgins	For	For	Management
1g	Elect Director Thomas R. Hodgson	For	For	Management
1h	Elect Director William J. Kane	For	For	Management
1i	Elect Director Cleve L. Killingsworth, Jr.	For	For	Management
1j	Elect Director Donald J. Shepard	For	For	Management
1k	Elect Director Laurie J. Thomsen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Authorize New Class of Preferred Stock	For	For	Management
5	Report on Political Contributions	Against	Against	Shareholder

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THE WALT DISNEY COMPANY

Ticker: DIS Security ID: 254687106  
 Meeting Date: MAR 06, 2013 Meeting Type: Annual  
 Record Date: JAN 07, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.a	Elect Director Susan E. Arnold	For	For	Management
1.b	Elect Director John S. Chen	For	For	Management
1.c	Elect Director Judith L. Estrin	For	For	Management
1.d	Elect Director Robert A. Iger	For	For	Management
1.e	Elect Director Fred H. Langhammer	For	For	Management
1.f	Elect Director Aylwin B. Lewis	For	For	Management
1.g	Elect Director Monica C. Lozano	For	For	Management
1.h	Elect Director Robert W. Matschullat	For	For	Management
1.i	Elect Director Sheryl K. Sandberg	For	For	Management
1.j	Elect Director Orin C. Smith	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Adopt Proxy Access Right	Against	Against	Shareholder
6	Require Independent Board Chairman	Against	Against	Shareholder

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TIME WARNER INC.

Ticker: TWX Security ID: 887317303  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James L. Barksdale	For	For	Management
1.2	Elect Director William P. Barr	For	For	Management
1.3	Elect Director Jeffrey L. Bewkes	For	For	Management
1.4	Elect Director Stephen F. Bollenbach	For	For	Management
1.5	Elect Director Robert C. Clark	For	For	Management
1.6	Elect Director Mathias Dopfner	For	For	Management
1.7	Elect Director Jessica P. Einhorn	For	For	Management
1.8	Elect Director Fred Hassan	For	For	Management
1.9	Elect Director Kenneth J. Novack	For	For	Management
1.10	Elect Director Paul D. Wachter	For	For	Management

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1.11	Elect Director Deborah C. Wright	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management

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### U.S. BANCORP

Ticker: USB Security ID: 902973304  
 Meeting Date: APR 16, 2013 Meeting Type: Annual  
 Record Date: FEB 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Douglas M. Baker, Jr.	For	For	Management
1b	Elect Director Y. Marc Belton	For	For	Management
1c	Elect Director Victoria Buyniski Gluckman	For	For	Management
1d	Elect Director Arthur D. Collins, Jr.	For	For	Management
1e	Elect Director Richard K. Davis	For	For	Management
1f	Elect Director Roland A. Hernandez	For	For	Management
1g	Elect Director Doreen Woo Ho	For	For	Management
1h	Elect Director Joel W. Johnson	For	For	Management
1i	Elect Director Olivia F. Kirtley	For	For	Management
1j	Elect Director Jerry W. Levin	For	For	Management
1k	Elect Director David B. O'Maley	For	For	Management
1l	Elect Director O'dell M. Owens	For	For	Management
1m	Elect Director Craig D. Schnuck	For	For	Management
1n	Elect Director Patrick T. Stokes	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder

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### UNILEVER NV

Ticker: UN Security ID: 904784709  
 Meeting Date: MAY 15, 2013 Meeting Type: Annual  
 Record Date: APR 17, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Report of Management Board (Non-Voting)	None	None	Management
2	Approve Financial Statements and Allocation of Income	For	For	Management
3	Approve Discharge of Executive Board Members	For	For	Management
4	Approve Discharge of Non-Executive Board Members	For	For	Management
5	Reelect P.G.J.M. Polman as CEO to Board of Directors	For	For	Management
6	Reelect R.J.M.S. Huet as CFO to Board of Directors	For	For	Management
7	Reelect L.O. Fresco to Board of Directors	For	For	Management
8	Reelect A.M. Fudge to Board of Directors	For	For	Management

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9	Reelect C.E. Golden to Board of Directors	For	For	Management
10	Reelect B.E. Grote to Board of Directors	For	For	Management
11	Reelect H. Nyasulu to Board of Directors	For	For	Management
12	Reelect M. Rifkind to Board of Directors	For	For	Management
13	Reelect K.J. Storm to Board of Directors	For	For	Management
14	Reelect M. Treschow to Board of Directors	For	For	Management
15	Reelect P.S. Walsh to Board of Directors	For	For	Management
16	Elect L.M. Cha to Board of Directors	For	For	Management
17	Elect M.Ma to Board of Directors	For	For	Management
18	Elect J. Rishton to Board of Directors	For	For	Management
19	Ratify PricewaterhouseCoopers Accountants NV as Auditors	For	For	Management
20	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/Merger and Restricting/Excluding Preemptive Rights	For	For	Management
21	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
22	Approve Authorization to Cancel Ordinary Shares	For	For	Management
23	Allow Questions and Close Meeting	None	None	Management

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UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
Meeting Date: JUN 03, 2013 Meeting Type: Annual  
Record Date: APR 05, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director William C. Ballard, Jr.	For	For	Management
1b	Elect Director Edson Bueno	For	For	Management
1c	Elect Director Richard T. Burke	For	For	Management
1d	Elect Director Robert J. Darretta	For	For	Management
1e	Elect Director Stephen J. Hemsley	For	For	Management
1f	Elect Director Michele J. Hooper	For	For	Management
1g	Elect Director Rodger A. Lawson	For	For	Management
1h	Elect Director Douglas W. Leatherdale	For	For	Management
1i	Elect Director Glenn M. Renwick	For	For	Management
1j	Elect Director Kenneth I. Shine	For	For	Management
1k	Elect Director Gail R. Wilensky	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103

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Meeting Date: JUN 07, 2013 Meeting Type: Annual

Record Date: APR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Aida M. Alvarez	For	For	Management
1b	Elect Director James I. Cash, Jr.	For	For	Management
1c	Elect Director Roger C. Corbett	For	For	Management
1d	Elect Director Douglas N. Daft	For	For	Management
1e	Elect Director Michael T. Duke	For	Against	Management
1f	Elect Director Timothy P. Flynn	For	For	Management
1g	Elect Director Marissa A. Mayer	For	For	Management
1h	Elect Director Gregory B. Penner	For	For	Management
1i	Elect Director Steven S. Reinemund	For	For	Management
1j	Elect Director H. Lee Scott, Jr.	For	Against	Management
1k	Elect Director Jim C. Walton	For	For	Management
1l	Elect Director S. Robson Walton	For	Against	Management
1m	Elect Director Christopher J. Williams	For	Against	Management
1n	Elect Director Linda S. Wolf	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Amend Bylaws -- Call Special Meetings	Against	For	Shareholder
6	Stock Retention/Holding Period	Against	Against	Shareholder
7	Require Independent Board Chairman	Against	For	Shareholder
8	Disclosure of Recoupment Activity from Senior Officers	Against	For	Shareholder

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### WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101

Meeting Date: APR 23, 2013 Meeting Type: Annual

Record Date: FEB 26, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director John D. Baker, II	For	For	Management
1b	Elect Director Elaine L. Chao	For	For	Management
1c	Elect Director John S. Chen	For	For	Management
1d	Elect Director Lloyd H. Dean	For	For	Management
1e	Elect Director Susan E. Engel	For	For	Management
1f	Elect Director Enrique Hernandez, Jr.	For	For	Management
1g	Elect Director Donald M. James	For	For	Management
1h	Elect Director Cynthia H. Milligan	For	For	Management
1i	Elect Director Federico F. Pena	For	For	Management
1j	Elect Director Howard V. Richardson	For	For	Management
1k	Elect Director Judith M. Runstad	For	For	Management
1l	Elect Director Stephen W. Sanger	For	For	Management
1m	Elect Director John G. Stumpf	For	For	Management
1n	Elect Director Susan G. Swenson	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Require Independent Board Chairman	Against	Against	Shareholder
6	Report on Lobbying Payments and Policy	Against	Against	Shareholder
7	Review Fair Housing and Fair Lending Compliance	Against	Against	Shareholder

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YAHOO! INC.

Ticker: YHOO Security ID: 984332106  
Meeting Date: JUN 25, 2013 Meeting Type: Annual  
Record Date: APR 26, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John D. Hayes	For	For	Management
1.2	Elect Director Susan M. James	For	For	Management
1.3	Elect Director Max R. Levchin	For	For	Management
1.4	Elect Director Peter Liguori	For	For	Management
1.5	Elect Director Daniel S. Loeb	For	For	Management
1.6	Elect Director Marissa A. Mayer	For	For	Management
1.7	Elect Director Thomas J. McInerney	For	For	Management
1.8	Elect Director Maynard G. Webb, Jr.	For	For	Management
1.9	Elect Director Harry J. Wilson	For	For	Management
1.10	Elect Director Michael J. Wolf	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Report on Sustainability	Against	Against	Shareholder
5	Report on Political Contributions	Against	Against	Shareholder

===== END NPX REPORT

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.

BlackRock Enhanced Capital and Income Fund, Inc.

By: /s/ John Perlowski  
John Perlowski  
Chief Executive Officer of  
BlackRock Enhanced Capital and Income Fund, Inc.  
Date: August 27, 2013