

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

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX  
August 18, 2014

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

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

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2013 - 06/30/2014

Eaton Vance Risk-Managed Diversified Equity Income Fund

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ABBOTT LABORATORIES

Agen

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Security: 002824100  
Meeting Type: Annual  
Meeting Date: 25-Apr-2014  
Ticker: ABT  
ISIN: US0028241000  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	R.J. ALPERN	Mgmt	For
	R.S. AUSTIN	Mgmt	For
	S.E. BLOUNT	Mgmt	For
	W.J. FARRELL	Mgmt	For
	E.M. LIDDY	Mgmt	For
	N. MCKINSTRY	Mgmt	For
	P.N. NOVAKOVIC	Mgmt	For
	W.A. OSBORN	Mgmt	For

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	S.C. SCOTT III	Mgmt	For
	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
2.	RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS	Shr	Against
5.	SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE	Shr	Against
6.	SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION	Shr	For

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 ACCENTURE PLC

Agen-----

Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2014  
 Ticker: ACN  
 ISIN: IE00B4BNMY34  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO ACCEPT, IN A NON-BINDING VOTE, THE COMPANY'S IRISH FINANCIAL STATEMENTS FOR THE TWELVE-MONTH PERIOD ENDED AUGUST 31, 2013, AS PRESENTED.	Mgmt	For
2A.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: JAIME ARDILA	Mgmt	For
2B.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: CHARLES H. GIANCARLO	Mgmt	For
2C.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WILLIAM L. KIMSEY	Mgmt	For
2D.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For
2E.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: MARK MOODY-STUART	Mgmt	For
2F.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: PIERRE NANTERME	Mgmt	For
2G.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: GILLES C. PELISSON	Mgmt	For
2H.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WULF VON SCHIMMELMANN	Mgmt	For

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|-----|---|------|-----|
| 3.  | TO RATIFY, IN A NON-BINDING VOTE, THE APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ACCENTURE PLC FOR A TERM EXPIRING AT OUR ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2015 AND TO AUTHORIZE, IN A BINDING VOTE, THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION. | Mgmt | For |
| 4.  | TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt | For |
| 5.  | TO GRANT THE BOARD THE AUTHORITY TO ISSUE SHARES UNDER IRISH LAW.   | Mgmt | For |
| 6.  | TO GRANT THE BOARD THE AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH LAW.  | Mgmt | For |
| 7.  | TO APPROVE A CAPITAL REDUCTION AND CREATION OF DISTRIBUTABLE RESERVES UNDER IRISH LAW.  | Mgmt | For |
| 8.  | TO AUTHORIZE HOLDING THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND AS REQUIRED UNDER IRISH LAW.   | Mgmt | For |
| 9.  | TO AUTHORIZE ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES UNDER IRISH LAW.  | Mgmt | For |
| 10. | TO DETERMINE THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK UNDER IRISH LAW.   | Mgmt | For |

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 ACE LIMITED

Agen

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 Security: H0023R105  
 Meeting Type: Special  
 Meeting Date: 10-Jan-2014  
 Ticker: ACE  
 ISIN: CH0044328745  
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- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | APPROVAL OF THE PAYMENT OF DIVIDENDS FROM LEGAL RESERVES  | Mgmt          | For           |
| 2.     | ELECTION OF HOMBURGER AG AS OUR INDEPENDENT PROXY UNTIL THE CONCLUSION OF OUR 2014 ORDINARY GENERAL MEETING | Mgmt          | For           |
| 3.     | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR  | Mgmt          | For           |

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AN EXISTING AGENDA ITEM IS PUT BEFORE THE  
MEETING I/WE HEREWITH AUTHORIZE AND  
INSTRUCT THE INDEPENDENT PROXY TO VOTE AS  
FOLLOWS IN RESPECT OF THE POSITION OF THE  
BOARD OF DIRECTORS

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ACE LIMITED

Agen

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Security: H0023R105  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: ACE  
ISIN: CH0044328745  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	APPROVAL OF THE ANNUAL REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF ACE LIMITED FOR THE YEAR ENDED DECEMBER 31, 2013	Mgmt	For
2.	ALLOCATION OF DISPOSABLE PROFIT	Mgmt	For
3.	DISCHARGE OF THE BOARD OF DIRECTORS	Mgmt	For
4A.	ELECTION OF DIRECTOR: JOHN EDWARDSON	Mgmt	For
4B.	ELECTION OF DIRECTOR: KIMBERLY ROSS	Mgmt	For
4C.	ELECTION OF DIRECTOR: ROBERT SCULLY	Mgmt	For
4D.	ELECTION OF DIRECTOR: DAVID SIDWELL	Mgmt	For
4E.	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
4F.	ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ	Mgmt	For
4G.	ELECTION OF DIRECTOR: MICHAEL G. ATIEH	Mgmt	For
4H.	ELECTION OF DIRECTOR: MARY A. CIRILLO	Mgmt	For
4I.	ELECTION OF DIRECTOR: MICHAEL P. CONNORS	Mgmt	For
4J.	ELECTION OF DIRECTOR: PETER MENIKOFF	Mgmt	For
4K.	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
4L.	ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR.	Mgmt	For
4M.	ELECTION OF DIRECTOR: THEODORE E. SHASTA	Mgmt	For
4N.	ELECTION OF DIRECTOR: OLIVIER STEIMER	Mgmt	For
5.	ELECTION OF EVAN G. GREENBERG AS THE CHAIRMAN OF THE BOARD OF DIRECTORS UNTIL OUR NEXT ANNUAL GENERAL MEETING	Mgmt	For

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6A.	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MICHAEL P. CONNORS	Mgmt	For
6B.	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MARY A. CIRILLO	Mgmt	For
6C.	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: JOHN EDWARDSON	Mgmt	For
6D.	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: ROBERT M. HERNANDEZ	Mgmt	For
7.	ELECTION OF HAMBURGER AG AS INDEPENDENT PROXY UNTIL THE CONCLUSION OF OUR NEXT ANNUAL GENERAL MEETING	Mgmt	For
8A.	ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL GENERAL MEETING	Mgmt	For
8B.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2014	Mgmt	For
8C.	ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL GENERAL MEETING	Mgmt	For
9.	AMENDMENT OF THE ARTICLES OF ASSOCIATION RELATING TO AUTHORIZED SHARE CAPITAL FOR GENERAL PURPOSES	Mgmt	For
10.	APPROVAL OF THE PAYMENT OF A DISTRIBUTION TO SHAREHOLDERS THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN FOUR QUARTERLY INSTALLMENTS AT SUCH TIMES DURING THE PERIOD THROUGH OUR NEXT ANNUAL GENERAL MEETING AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS	Mgmt	For
11.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
12.	IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS: MARK "FOR" TO VOTE IN ACCORDANCE WITH THE POSITION OF THE BOARD OF DIRECTORS; MARK "AGAINST" TO VOTE AGAINST NEW ITEMS AND PROPOSALS; MARK "ABSTAIN" TO ABSTAIN	Mgmt	Against

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AFLAC INCORPORATED  
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Agen

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Security: 001055102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2014  
 Ticker: AFL  
 ISIN: US0010551028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DANIEL P. AMOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN SHELBY AMOS II	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL S. AMOS II	Mgmt	For
1D.	ELECTION OF DIRECTOR: W. PAUL BOWERS	Mgmt	For
1E.	ELECTION OF DIRECTOR: KRISS CLONINGER III	Mgmt	For
1F.	ELECTION OF DIRECTOR: ELIZABETH J. HUDSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT B. JOHNSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Mgmt	For
1J.	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Mgmt	For
1K.	ELECTION OF DIRECTOR: MELVIN T. STITH	Mgmt	For
1L.	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Mgmt	For
1M.	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Mgmt	For
2.	TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCUSSION IN THE PROXY STATEMENT"	Mgmt	Against
3.	TO CONSIDER AND ACT UPON THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014	Mgmt	For

AMAZON.COM, INC.

Agen

Security: 023135106

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Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: AMZN  
 ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1G.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2014  
 Ticker: AXP  
 ISIN: US0258161092

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B.	ELECTION OF DIRECTOR: URSULA BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: KENNETH CHENAULT	Mgmt	For
1D.	ELECTION OF DIRECTOR: PETER CHERNIN	Mgmt	For

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1E.	ELECTION OF DIRECTOR: ANNE LAUVERGEON	Mgmt	For
1F.	ELECTION OF DIRECTOR: THEODORE LEONSIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD LEVIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD MCGINN	Mgmt	For
1I.	ELECTION OF DIRECTOR: SAMUEL PALMISANO	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEVEN REINEMUND	Mgmt	For
1K.	ELECTION OF DIRECTOR: DANIEL VASELLA	Mgmt	For
1L.	ELECTION OF DIRECTOR: ROBERT WALTER	Mgmt	For
1M.	ELECTION OF DIRECTOR: RONALD WILLIAMS	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA.	Shr	Against
5.	SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS.	Shr	Against
6.	SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT.	Shr	For
7.	SHAREHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shr	For

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 ANADARKO PETROLEUM CORPORATION

Agen

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 Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: APC  
 ISIN: US0325111070  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANTHONY R. CHASE	Mgmt	For
1B.	ELECTION OF DIRECTOR: KEVIN P. CHILTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For



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1D.	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD L. GEORGE	Mgmt	For
1F.	ELECTION OF DIRECTOR: CHARLES W. GOODYEAR	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	For
1H.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Mgmt	For
1I.	ELECTION OF DIRECTOR: R.A. WALKER	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	Against
4.	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
5.	STOCKHOLDER PROPOSAL - REPORT ON CLIMATE CHANGE RISK.	Shr	Against

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 APPLE INC.

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 Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 28-Feb-2014  
 Ticker: AAPL  
 ISIN: US0378331005  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM CAMPBELL TIMOTHY COOK MILLARD DREXLER AL GORE ROBERT IGER ANDREA JUNG ARTHUR LEVINSON RONALD SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	THE AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION (THE "ARTICLES") TO FACILITATE THE IMPLEMENTATION OF MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN AN UNCONTESTED ELECTION BY ELIMINATING ARTICLE VII, WHICH RELATES TO THE TERM OF DIRECTORS AND THE TRANSITION FROM A CLASSIFIED BOARD OF DIRECTORS TO A DECLASSIFIED STRUCTURE	Mgmt	For
3.	THE AMENDMENT OF THE ARTICLES TO ELIMINATE THE "BLANK CHECK" AUTHORITY OF THE BOARD TO	Mgmt	For

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ISSUE PREFERRED STOCK

4.	THE AMENDMENT OF THE ARTICLES TO ESTABLISH A PAR VALUE FOR THE COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE	Mgmt	For
5.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Mgmt	For
6.	A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
7.	THE APPROVAL OF THE APPLE INC. 2014 EMPLOYEE STOCK PLAN	Mgmt	For
8.	A SHAREHOLDER PROPOSAL BY JOHN HARRINGTON AND NORTHSTAR ASSET MANAGEMENT INC. ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS" TO AMEND THE COMPANY'S BYLAWS	Shr	Against
9.	A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "REPORT ON COMPANY MEMBERSHIP AND INVOLVEMENT WITH CERTAIN TRADE ASSOCIATIONS AND BUSINESS ORGANIZATIONS"	Shr	Against
10.	A SHAREHOLDER PROPOSAL BY CARL ICAHN OF A NON-BINDING ADVISORY RESOLUTION THAT THE COMPANY COMMIT TO COMPLETING NOT LESS THAN \$50 BILLION OF SHARE REPURCHASES DURING ITS 2014 FISCAL YEAR (AND INCREASE THE AUTHORIZATION UNDER ITS CAPITAL RETURN PROGRAM ACCORDINGLY)	Shr	Against
11.	A SHAREHOLDER PROPOSAL BY JAMES MCRITCHIE OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "PROXY ACCESS FOR SHAREHOLDERS"	Shr	Against

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 AT&T INC.

Agen

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 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2014  
 Ticker: T  
 ISIN: US00206R1023  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For

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1D.	ELECTION OF DIRECTOR: SCOTT T. FORD	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1F.	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1I.	ELECTION OF DIRECTOR: BETH E. MOONEY	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1K.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1L.	ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR	Mgmt	For
1M.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE SEVERANCE POLICY.	Mgmt	For
5.	POLITICAL REPORT.	Shr	Against
6.	LOBBYING REPORT.	Shr	Against
7.	WRITTEN CONSENT.	Shr	For

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AUTONATION, INC.

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Agen

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Security: 05329W102  
Meeting Type: Annual  
Meeting Date: 06-May-2014  
Ticker: AN  
ISIN: US05329W1027  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MIKE JACKSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT J. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: RICK L. BURDICK	Mgmt	For
1D	ELECTION OF DIRECTOR: DAVID B. EDELSON	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT R. GRUSKY	Mgmt	For
1F	ELECTION OF DIRECTOR: MICHAEL LARSON	Mgmt	For

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1G	ELECTION OF DIRECTOR: MICHAEL E. MAROONE	Mgmt	For
1H	ELECTION OF DIRECTOR: CARLOS A. MIGOYA	Mgmt	For
1I	ELECTION OF DIRECTOR: G. MIKE MIKAN	Mgmt	For
1J	ELECTION OF DIRECTOR: ALISON H. ROSENTHAL	Mgmt	For
2	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Mgmt	For
3	APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Mgmt	For
4	APPROVAL OF AUTONATION, INC. 2014 NON-EMPLOYEE DIRECTOR EQUITY PLAN	Mgmt	For
5	ADOPTION OF STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN	Shr	For
6	ADOPTION OF STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against

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AVALONBAY COMMUNITIES, INC.

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Agen

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Security: 053484101  
Meeting Type: Annual  
Meeting Date: 21-May-2014  
Ticker: AVB  
ISIN: US0534841012  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR GLYN F. AEPPEL ALAN B. BUCKELEW BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS,	Mgmt	For

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COMPENSATION TABLES AND NARRATIVE  
DISCUSSION SET FORTH IN THE PROXY  
STATEMENT.

- |    |   |      |         |
|----|---|------|---------|
| 4. | TO APPROVE PERFORMANCE GOALS UNDER THE AVALONBAY COMMUNITIES, INC. 2009 STOCK OPTION AND INCENTIVE PLAN.  | Mgmt | For     |
| 5. | TO ADOPT A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, THAT THE BOARD OF DIRECTORS ADOPT A POLICY ADDRESSING THE SEPARATION OF THE ROLES OF CEO AND CHAIRMAN. | Shr  | Against |

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BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
Meeting Type: Annual  
Meeting Date: 07-May-2014  
Ticker: BAC  
ISIN: US0605051046

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHARON L. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: SUSAN S. BIES	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACK O. BOVENDER, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: PIERRE J.P. DE WECK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ARNOLD W. DONALD	Mgmt	For
1G.	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: LINDA P. HUDSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1K.	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1L.	ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN	Mgmt	For
1M.	ELECTION OF DIRECTOR: LIONEL L. NOWELL, III	Mgmt	For
1N.	ELECTION OF DIRECTOR: CLAYTON S. ROSE	Mgmt	For
1O.	ELECTION OF DIRECTOR: R. DAVID YOST	Mgmt	For
2.	AN ADVISORY (NON-BINDING) RESOLUTION TO	Mgmt	For

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	APPROVE EXECUTIVE COMPENSATION (SAY ON PAY) .		
3.	RATIFICATION OF THE APPOINTMENT OF OUR REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
4.	APPROVAL OF AMENDMENT TO THE SERIES T PREFERRED STOCK.	Mgmt	For
5.	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING IN DIRECTOR ELECTIONS.	Shr	Against
6.	STOCKHOLDER PROPOSAL - PROXY ACCESS.	Shr	Against
7.	STOCKHOLDER PROPOSAL - CLIMATE CHANGE REPORT.	Shr	Against
8.	STOCKHOLDER PROPOSAL - LOBBYING REPORT.	Shr	Against

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 BIOGEN IDEC INC.

Agen

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 Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 12-Jun-2014  
 Ticker: BIIB  
 ISIN: US09062X1037  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CAROLINE D. DORSA	Mgmt	For
1B.	ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS	Mgmt	For
1C.	ELECTION OF DIRECTOR: GEORGE A. SCANGOS	Mgmt	For
1D.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1E.	ELECTION OF DIRECTOR: ALEXANDER J. DENNER	Mgmt	For
1F.	ELECTION OF DIRECTOR: NANCY L. LEAMING	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD C. MULLIGAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. PANGIA	Mgmt	For
1I.	ELECTION OF DIRECTOR: BRIAN S. POSNER	Mgmt	For
1J.	ELECTION OF DIRECTOR: ERIC K. ROWINSKY	Mgmt	For
1K.	ELECTION OF DIRECTOR: STEPHEN A. SHERWIN	Mgmt	For
2.	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING	Mgmt	For

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DECEMBER 31, 2014.

3. SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. Mgmt For

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C.H. ROBINSON WORLDWIDE, INC. Agen

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Security: 12541W209  
Meeting Type: Annual  
Meeting Date: 08-May-2014  
Ticker: CHRW  
ISIN: US12541W2098  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SCOTT P. ANDERSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT EZRILOV	Mgmt	For
1C.	ELECTION OF DIRECTOR: WAYNE M. FORTUN	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARY J STEELE GUILFOILE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JODEE A. KOZLAK	Mgmt	For
1F.	ELECTION OF DIRECTOR: REBECCA KOENIG ROLOFF	Mgmt	For
1G.	ELECTION OF DIRECTOR: BRIAN P. SHORT	Mgmt	For
2.	TO APPROVE, BY NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

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CANADIAN PACIFIC RAILWAY LIMITED Agen

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Security: 13645T100  
Meeting Type: Annual  
Meeting Date: 01-May-2014  
Ticker: CP  
ISIN: CA13645T1003  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPOINTMENT OF AUDITORS AS NAMED IN THE MANAGEMENT PROXY CIRCULAR.	Mgmt	For

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02	ADVISORY VOTE ACCEPTING THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION AS DESCRIBED IN THE MANAGEMENT PROXY CIRCULAR.	Mgmt	For
03	DIRECTOR		
	WILLIAM A. ACKMAN	Mgmt	For
	GARY F. COLTER	Mgmt	For
	ISABELLE COURVILLE	Mgmt	For
	PAUL G. HAGGIS	Mgmt	For
	E. HUNTER HARRISON	Mgmt	For
	PAUL C. HILAL	Mgmt	For
	KRYSTYNA T. HOEG	Mgmt	For
	REBECCA MACDONALD	Mgmt	For
	DR. ANTHONY R. MELMAN	Mgmt	For
	LINDA J. MORGAN	Mgmt	For
	THE HON. JIM PRENTICE	Mgmt	For
	ANDREW F. REARDON	Mgmt	For
	STEPHEN C. TOBIAS	Mgmt	For

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 CATERPILLAR INC.

Agen

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 Security: 149123101  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2014  
 Ticker: CAT  
 ISIN: US1491231015  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: DANIEL M. DICKINSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JUAN GALLARDO	Mgmt	For
1D.	ELECTION OF DIRECTOR: JESSE J. GREENE, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: PETER A. MAGOWAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: DENNIS A. MUILENBURG	Mgmt	For
1H.	ELECTION OF DIRECTOR: DOUGLAS R. OBERHELMAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM A. OSBORN	Mgmt	For
1J.	ELECTION OF DIRECTOR: EDWARD B. RUST, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1L.	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
2.	RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For



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3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE THE CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN.	Mgmt	For
5.	APPROVE THE CATERPILLAR INC. EXECUTIVE SHORT-TERM INCENTIVE PLAN.	Mgmt	For
6.	STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS.	Shr	Against
7.	STOCKHOLDER PROPOSAL - SALES TO SUDAN.	Shr	Against
8.	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.	Shr	Against

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 CELGENE CORPORATION

Agen

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 Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 18-Jun-2014  
 Ticker: CELG  
 ISIN: US1510201049  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. HUGIN R.W. BARKER, D. PHIL. MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE M.A. FRIEDMAN, M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK AND TO EFFECT A STOCK SPLIT.	Mgmt	For
4.	APPROVAL OF AN AMENDMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	Against
5.	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
6.	STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	Against

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 CHEVRON CORPORATION  
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Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: CVX  
 ISIN: US1667641005  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1B.	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1C.	ELECTION OF DIRECTOR: A.P. GAST	Mgmt	For
1D.	ELECTION OF DIRECTOR: E. HERNANDEZ, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: J.M. HUNTSMAN, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: G.L. KIRKLAND	Mgmt	For
1G.	ELECTION OF DIRECTOR: C.W. MOORMAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1I.	ELECTION OF DIRECTOR: J.G. STUMPF	Mgmt	For
1J.	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1K.	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1L.	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	CHARITABLE CONTRIBUTIONS DISCLOSURE	Shr	Against
5.	LOBBYING DISCLOSURE	Shr	Against
6.	SHALE ENERGY OPERATIONS	Shr	Against
7.	INDEPENDENT CHAIRMAN	Shr	Against
8.	SPECIAL MEETINGS	Shr	For
9.	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	Against
10.	COUNTRY SELECTION GUIDELINES	Shr	For

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CITIGROUP INC.

Agen

Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: C  
 ISIN: US1729674242

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MICHAEL L. CORBAT	Mgmt	For
1B.	ELECTION OF DIRECTOR: DUNCAN P. HENNES	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANZ B. HUMER	Mgmt	For
1D.	ELECTION OF DIRECTOR: EUGENE M. MCQUADE	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Mgmt	For
1F.	ELECTION OF DIRECTOR: GARY M. REINER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOAN E. SPERO	Mgmt	For
1K.	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Mgmt	For
1M.	ELECTION OF DIRECTOR: JAMES S. TURLEY	Mgmt	For
1N.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON	Mgmt	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF CITI'S 2013 EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF THE CITIGROUP 2014 STOCK INCENTIVE PLAN.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE.	Shr	Against
6.	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON	Shr	Against

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LOBBYING AND GRASSROOTS LOBBYING  
CONTRIBUTIONS.

- |    |  |     |         |
|----|--|-----|---------|
| 7. | STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR DIRECTORS. | Shr | Against |
| 8. | STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS.   | Shr | Against |

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CONCHO RESOURCES INC

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Agen

Security: 20605P101  
Meeting Type: Annual  
Meeting Date: 05-Jun-2014  
Ticker: CXO  
ISIN: US20605P1012

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR TIMOTHY A. LEACH WILLIAM H. EASTER III JOHN P. SURMA	Mgmt Mgmt Mgmt	For For For
2.	TO RATIFY THE SELECTION OF GRANT THORNTON LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE OFFICER COMPENSATION ("SAY-ON-PAY").	Mgmt	For

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CORNING INCORPORATED

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Agen

Security: 219350105  
Meeting Type: Annual  
Meeting Date: 29-Apr-2014  
Ticker: GLW  
ISIN: US2193501051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHANIE A. BURNS	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For

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1D.	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES B. FLAWS	Mgmt	For
1F.	ELECTION OF DIRECTOR: DEBORAH A. HENRETTA	Mgmt	For
1G.	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	For
1H.	ELECTION OF DIRECTOR: KEVIN J. MARTIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: DEBORAH D. RIEMAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1L.	ELECTION OF DIRECTOR: MARK S. WRIGHTON	Mgmt	For
2.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF THE ADOPTION OF THE 2014 VARIABLE COMPENSATION PLAN.	Mgmt	For
4.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

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 COSTCO WHOLESALE CORPORATION

----- Agen

Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2014  
 Ticker: COST  
 ISIN: US22160K1051  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR SUSAN L. DECKER RICHARD M. LIBENSON JOHN W. MEISENBACH CHARLES T. MUNGER	Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld
2.	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	CONSIDERATION OF SHAREHOLDER PROPOSAL TO CHANGE CERTAIN VOTING REQUIREMENTS.	Shr	For

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5. TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE METHOD OF ELECTING DIRECTORS. Shr For

COVIDIEN PLC Agen

Security: G2554F113  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2014  
 Ticker: COV  
 ISIN: IE00B68SQD29

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Mgmt	For
1B)	ELECTION OF DIRECTOR: JOY A. AMUNDSON	Mgmt	For
1C)	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1D)	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1E)	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1F)	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1G)	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Mgmt	For
1H)	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1I)	ELECTION OF DIRECTOR: STEPHEN H. RUSCKOWSKI	Mgmt	For
1J)	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
2)	APPROVE, IN A NON-BINDING ADVISORY VOTE, THE APPOINTMENT OF THE INDEPENDENT AUDITORS AND AUTHORIZE, IN A BINDING VOTE, THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
3)	APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt	For
4)	AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5)	DETERMINE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.	Mgmt	For
6)	RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES.	Mgmt	Against
S7)	RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES FOR CASH WITHOUT FIRST OFFERING THEM	Mgmt	Against

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TO EXISTING SHAREHOLDERS.

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DANAHER CORPORATION

Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 06-May-2014  
Ticker: DHR  
ISIN: US2358511028  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1D.	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For
1E.	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: MITCHELL P. RALES	Mgmt	For
1G.	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
1J.	ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURE POLICIES AND DIRECT AND INDIRECT POLITICAL EXPENDITURES.	Shr	Against
5.	TO ACT UPON SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT A POLICY REQUIRING THE CHAIR OF BOARD OF DIRECTORS BE INDEPENDENT.	Shr	For

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DEERE & COMPANY

Agen

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Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 26-Feb-2014  
 Ticker: DE  
 ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: GREGORY R. PAGE	Mgmt	For
1J.	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: SHERRY M. SMITH	Mgmt	For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For

DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: DFS  
 ISIN: US2547091080

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1C.	ELECTION OF DIRECTOR: GREGORY C. CASE	Mgmt	For



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1D.	ELECTION OF DIRECTOR: CANDACE H. DUNCAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1G.	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Mgmt	For
1H.	ELECTION OF DIRECTOR: MICHAEL H. MOSKOW	Mgmt	For
1I.	ELECTION OF DIRECTOR: DAVID W. NELMS	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARK A. THIERER	Mgmt	For
1K.	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR OMNIBUS INCENTIVE PLAN.	Mgmt	For
4.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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DOLLAR GENERAL CORPORATION

Agen

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Security: 256677105  
Meeting Type: Annual  
Meeting Date: 29-May-2014  
Ticker: DG  
ISIN: US2566771059  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WARREN F. BRYANT	Mgmt	For
1B.	ELECTION OF DIRECTOR: MICHAEL M. CALBERT	Mgmt	For
1C.	ELECTION OF DIRECTOR: SANDRA B. COCHRAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD W. DREILING	Mgmt	For
1E.	ELECTION OF DIRECTOR: PATRICIA D. FILI-KRUSHEL	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM C. RHODES, III	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID B. RICKARD	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY (NONBINDING) BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For

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3. TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. Mgmt For

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DUKE ENERGY CORPORATION

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Agen

Security: 26441C204  
Meeting Type: Annual  
Meeting Date: 01-May-2014  
Ticker: DUK  
ISIN: US26441C2044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING HARRIS E. DELOACH, JR. DANIEL R. DIMICCO JOHN H. FORSGREN LYNN J. GOOD ANN M. GRAY JAMES H. HANCE, JR. JOHN T. HERRON JAMES B. HYLER, JR. WILLIAM E. KENNARD E. MARIE MCKEE E. JAMES REINSCH JAMES T. RHODES CARLOS A. SALADRIGAS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2014	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	APPROVAL OF THE AMENDMENT TO DUKE ENERGY CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY LESS THAN UNANIMOUS WRITTEN CONSENT	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER RIGHT TO CALL A SPECIAL SHAREHOLDER MEETING	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE	Shr	Against

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EBAY INC.

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Agen

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 Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: EBAY  
 ISIN: US2786421030  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR FRED D. ANDERSON EDWARD W. BARNHOLT SCOTT D. COOK JOHN J. DONAHOE	Mgmt Mgmt Mgmt Mgmt	For For For For
2	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3	TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN.	Mgmt	For
4	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
5	TO CONSIDER A STOCKHOLDER PROPOSAL SUBMITTED BY JOHN CHEVEDDEN REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shr	For
6	PROPOSAL WITHDRAWN	Shr	Abstain

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 EDISON INTERNATIONAL  
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Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: EIX  
 ISIN: US2810201077  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAGJEET S. BINDRA	Mgmt	For
1B.	ELECTION OF DIRECTOR: VANESSA C.L. CHANG	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCE A. CORDOVA	Mgmt	Abstain
1D.	ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.	Mgmt	For

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1E.	ELECTION OF DIRECTOR: BRADFORD M. FREEMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: LUIS G. NOGALES	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
1H.	ELECTION OF DIRECTOR: LINDA G. STUNTZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS C. SUTTON	Mgmt	For
1J.	ELECTION OF DIRECTOR: ELLEN O. TAUSCHER	Mgmt	For
1K.	ELECTION OF DIRECTOR: PETER J. TAYLOR	Mgmt	For
1L.	ELECTION OF DIRECTOR: BRETT WHITE	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN	Shr	For

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 EMERSON ELECTRIC CO.

Agen

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 Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 04-Feb-2014  
 Ticker: EMR  
 ISIN: US2910111044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR D.N. FARR* H. GREEN* C.A. PETERS* J.W. PRUEHER* A.A. BUSCH III# J.S. TURLEY#	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

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|----|---|-----|---------|
| 5. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A POLITICAL CONTRIBUTIONS REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr | Against |
| 6. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A LOBBYING REPORT AS DESCRIBED IN THE PROXY STATEMENT.                | Shr | Against |

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EOG RESOURCES, INC.

Agen

Security: 26875P101  
Meeting Type: Annual  
Meeting Date: 01-May-2014  
Ticker: EOG  
ISIN: US26875P1012

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JANET F. CLARK	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHARLES R. CRISP	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES C. DAY	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARK G. PAPA	Mgmt	For
1E.	ELECTION OF DIRECTOR: H. LEIGHTON STEWARD	Mgmt	For
1F.	ELECTION OF DIRECTOR: DONALD F. TEXTOR	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM R. THOMAS	Mgmt	For
1H.	ELECTION OF DIRECTOR: FRANK G. WISNER	Mgmt	For
2.	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	STOCKHOLDER PROPOSAL CONCERNING QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS, IF PROPERLY PRESENTED.	Shr	Against
5.	STOCKHOLDER PROPOSAL CONCERNING A METHANE EMISSIONS REPORT, IF PROPERLY PRESENTED.	Shr	Against

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EXPRESS SCRIPTS HOLDING COMPANY

Agen

Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: ESRX  
 ISIN: US30219G1085

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GARY G. BENANAV	Mgmt	For
1B.	ELECTION OF DIRECTOR: MAURA C. BREEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM J. DELANEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS P. MAC MAHON	Mgmt	For
1F.	ELECTION OF DIRECTOR: FRANK MERGENTHALER	Mgmt	For
1G.	ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN O. PARKER, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: GEORGE PAZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH	Mgmt	For
1K.	ELECTION OF DIRECTOR: SEYMOUR STERNBERG	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014.	Mgmt	For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Mgmt	For

EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: XOM  
 ISIN: US30231G1022

Prop.#	Proposal	Proposal Type	Proposal Vote
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1.	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE U.M. BURNS L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S REINEMUND R.W. TILLERSON W.C. WELDON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	MAJORITY VOTE FOR DIRECTORS	Shr	Against
5.	LIMIT DIRECTORSHIPS	Shr	Against
6.	AMENDMENT OF EEO POLICY	Shr	Against
7.	REPORT ON LOBBYING	Shr	Against
8.	GREENHOUSE GAS EMISSIONS GOALS	Shr	Against

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FACEBOOK INC.

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Agen

Security: 30303M102  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: FB  
ISIN: US30303M1027  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARC L. ANDREESSEN ERSKINE B. BOWLES S.D. DESMOND-HELLMANN DONALD E. GRAHAM REED HASTINGS SHERYL K. SANDBERG PETER A. THIEL MARK ZUCKERBERG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For Withheld For Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.	Shr	For

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4.	A STOCKHOLDER PROPOSAL REGARDING LOBBYING EXPENDITURES.	Shr	Against
5.	A STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shr	Against
6.	A STOCKHOLDER PROPOSAL REGARDING CHILDHOOD OBESITY AND FOOD MARKETING TO YOUTH.	Shr	Against
7.	A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT.	Shr	Against

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 FMC TECHNOLOGIES, INC.

Agen

Security: 30249U101  
 Meeting Type: Annual  
 Meeting Date: 02-May-2014  
 Ticker: FTI  
 ISIN: US30249U1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: ELEAZAR DE CARVALHO FILHO	Mgmt	For
1C.	ELECTION OF DIRECTOR: C. MAURY DEVINE	Mgmt	For
1D.	ELECTION OF DIRECTOR: CLAIRE S. FARLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN T. GREMP	Mgmt	For
1F.	ELECTION OF DIRECTOR: THOMAS M. HAMILTON	Mgmt	For
1G.	ELECTION OF DIRECTOR: PETER MELLBYE	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSEPH H. NETHERLAND	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD A. PATTAROZZI	Mgmt	For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF 2013 EXECUTIVE COMPENSATION.	Mgmt	For

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen



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

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 16-Jul-2013  
 Ticker: FCX  
 ISIN: US35671D8570

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ALAN R. BUCKWALTER, III ROBERT A. DAY JAMES C. FLORES GERALD J. FORD THOMAS A. FRY, III H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B.M. RANKIN, JR. STEPHEN H. SIEGELE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Shr	Against
5	STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS.	Shr	For
6	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY.	Shr	Against
7	STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS.	Shr	For

FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857

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

Meeting Type: Annual  
 Meeting Date: 17-Jun-2014  
 Ticker: FCX  
 ISIN: US35671D8570

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ALAN R. BUCKWALTER, III ROBERT A. DAY JAMES C. FLORES GERALD J. FORD THOMAS A. FRY, III H. DEVON GRAHAM, JR. LYDIA H. KENNARD CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT STEPHEN H. SIEGELE FRANCES FRAGOS TOWNSEND	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4	APPROVAL OF THE FREEPORT-MCMORAN COPPER & GOLD INC. ANNUAL INCENTIVE PLAN.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Shr	Against

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: GILD  
 ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN F. COGAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ETIENNE F. DAVIGNON	Mgmt	For

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1C.	ELECTION OF DIRECTOR: CARLA A. HILLS	Mgmt	For
1D.	ELECTION OF DIRECTOR: KEVIN E. LOFTON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN W. MADIGAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN C. MARTIN	Mgmt	For
1G.	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD J. WHITLEY	Mgmt	For
1I.	ELECTION OF DIRECTOR: GAYLE E. WILSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: PER WOLD-OLSEN	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	TO VOTE ON A PROPOSED AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO DESIGNATE DELAWARE CHANCERY COURT AS THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS.	Mgmt	Against
4.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.	Mgmt	For
5.	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.	Shr	Against
6.	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.	Shr	For
7.	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT INCENTIVE COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER INCLUDE NON-FINANCIAL MEASURES BASED ON PATIENT ACCESS TO GILEAD'S MEDICINES.	Shr	Against

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GOOGLE INC.

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Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 14-May-2014

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

Ticker: GOOG  
 ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For For For For For For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	THE APPROVAL OF 2013 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
5.	A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
6.	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
7.	A STOCKHOLDER PROPOSAL REGARDING TAX POLICY PRINCIPLES, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
8.	A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

HONDA MOTOR CO.,LTD.

Agen

Security: J22302111  
 Meeting Type: AGM  
 Meeting Date: 13-Jun-2014  
 Ticker:  
 ISIN: JP3854600008

Prop.#	Proposal	Proposal	Proposal Vote
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		Type	
Please reference meeting materials.		Non-Voting	
1	Approve Appropriation of Surplus	Mgmt	For
2.1	Appoint a Director	Mgmt	For
2.2	Appoint a Director	Mgmt	For
2.3	Appoint a Director	Mgmt	For
2.4	Appoint a Director	Mgmt	For
2.5	Appoint a Director	Mgmt	For
2.6	Appoint a Director	Mgmt	For
2.7	Appoint a Director	Mgmt	For
2.8	Appoint a Director	Mgmt	For
2.9	Appoint a Director	Mgmt	For
2.10	Appoint a Director	Mgmt	For
2.11	Appoint a Director	Mgmt	For
2.12	Appoint a Director	Mgmt	For
2.13	Appoint a Director	Mgmt	For

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 JOHNSON & JOHNSON

Agen

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 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: JNJ  
 ISIN: US4781601046  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN E.L. DAVIS	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALEX GORSKY	Mgmt	For
1E.	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARK B. MCCLELLAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For

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1H.	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1K.	ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Mgmt	For
1L.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Mgmt	For
4.	SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Shr	For

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 JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: JPM  
 ISIN: US46625H1005  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LINDA B. BAMMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For
1C.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Mgmt	For
1H.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL A. NEAL	Mgmt	For
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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4.	LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING	Shr	Against
5.	SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS	Shr	For
6.	CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE	Shr	Against

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 LYONDELLBASELL INDUSTRIES N.V.  
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Agen

Security: N53745100  
 Meeting Type: Annual  
 Meeting Date: 16-Apr-2014  
 Ticker: LYB  
 ISIN: NL0009434992

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	TO ELECT JAGJEET S. BINDRA, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1B.	TO ELECT MILTON CARROLL, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1C.	TO ELECT CLAIRE S. FARLEY, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1D.	TO ELECT RUDY VAN DER MEER, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1E.	TO ELECT ISABELLA D. GOREN, CLASS II DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2015	Mgmt	For
1F.	TO ELECT NANCE K. DICCIANI, CLASS III DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2016	Mgmt	For
2A.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: KARYN F. OVELMEN	Mgmt	For
2B.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: CRAIG B. GLIDDEN	Mgmt	For
2C.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: BHAVESH V. PATEL	Mgmt	For
2D.	TO ELECT MANAGING DIRECTOR TO SERVE A	Mgmt	For

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FOUR-YEAR TERM: PATRICK D. QUARLES		
2E.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: TIMOTHY D. ROBERTS	Mgmt For
3.	ADOPTION OF ANNUAL ACCOUNTS FOR 2013	Mgmt For
4.	DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD	Mgmt For
5.	DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD	Mgmt For
6.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt For
7.	APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS	Mgmt For
8.	RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2013 FISCAL YEAR	Mgmt For
9.	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt For
10.	APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL	Mgmt For
11.	APPROVAL TO CANCEL UP TO 10% OF ISSUED SHARE CAPITAL HELD IN TREASURY	Mgmt For

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MACY'S INC.

Agen

Security: 55616P104  
Meeting Type: Annual  
Meeting Date: 16-May-2014  
Ticker: M  
ISIN: US55616P1049

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Mgmt	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For



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1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	APPROVAL OF MACY'S AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE COMPENSATION PLAN.	Mgmt	For

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MCDONALD'S CORPORATION

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: MCD  
ISIN: US5801351017  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1C.	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: CARY D. MCMILLAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: SHEILA A. PENROSE	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROGER W. STONE	Mgmt	For
1H.	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF PERFORMANCE GOALS FOR AWARDS UNDER THE MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2014.	Mgmt	For

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5. ADVISORY VOTE REQUESTING THE ABILITY FOR SHAREHOLDERS TO ACT BY WRITTEN CONSENT, IF PRESENTED.	Shr	For
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MERCK & CO., INC.

Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 27-May-2014  
 Ticker: MRK  
 ISIN: US58933Y1055

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: THOMAS R. CECH	Mgmt	For
1C.	ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Mgmt	For
1D.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Mgmt	For
1J.	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1L.	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
4.	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.	Shr	For
5.	SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS.	Shr	For

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METLIFE, INC.

Agen

Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: MET  
 ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHERYL W. GRISE	Mgmt	For
1B.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1C.	ELECTION OF DIRECTOR: R. GLENN HUBBARD	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEVEN A. KANDARIAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN M. KEANE	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM E. KENNARD	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I.	ELECTION OF DIRECTOR: CATHERINE R. KINNEY	Mgmt	For
1J.	ELECTION OF DIRECTOR: DENISE M. MORRISON	Mgmt	For
1K.	ELECTION OF DIRECTOR: KENTON J. SICCHITANO	Mgmt	For
1L.	ELECTION OF DIRECTOR: LULU C. WANG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	APPROVAL OF THE METLIFE, INC. 2015 STOCK AND INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	APPROVAL OF THE METLIFE, INC. 2015 NON-MANAGEMENT DIRECTOR STOCK COMPENSATION PLAN.	Mgmt	For

MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2013  
 Ticker: MSFT

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ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
5.	ELECTION OF DIRECTOR: STEPHEN J. LUCZO	Mgmt	For
6.	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
7.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
8.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
9.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
10.	APPROVE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN	Mgmt	For
11.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
12.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2014	Mgmt	For

MOHAWK INDUSTRIES, INC.

Agen

Security: 608190104  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: MHK  
 ISIN: US6081901042

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MR. ILL MR. LORBERBAUM DR. SMITH BOGART	Mgmt Mgmt Mgmt	For For For
2.	THE RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION, AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT FOR THE 2014 ANNUAL MEETING	Mgmt	For

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OF STOCKHOLDERS

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 MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: MDLZ  
 ISIN: US6092071058  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: LEWIS W.K. BOOTH	Mgmt	For
1C.	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARK D. KETCHUM	Mgmt	For
1E.	ELECTION OF DIRECTOR: JORGE S. MESQUITA	Mgmt	For
1F.	ELECTION OF DIRECTOR: NELSON PELTZ	Mgmt	For
1G.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Mgmt	For
1H.	ELECTION OF DIRECTOR: IRENE B. ROSENFELD	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICK T. SIEWERT	Mgmt	For
1J.	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
1K.	ELECTION OF DIRECTOR: RATAN N. TATA	Mgmt	For
1L.	ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	APPROVE MONDELEZ INTERNATIONAL, INC. AMENDED AND RESTATED 2005 PERFORMANCE INCENTIVE PLAN	Mgmt	For
4.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2014	Mgmt	For
5.	SHAREHOLDER PROPOSAL: REPORT ON PACKAGING	Shr	Against

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 MONSANTO COMPANY

Agen

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Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 28-Jan-2014  
 Ticker: MON  
 ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Mgmt	For
1B.	ELECTION OF DIRECTOR: LAURA K. IPSEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM U. PARFET	Mgmt	For
1D.	ELECTION OF DIRECTOR: GEORGE H. POSTE, PH.D., D.V.M.	Mgmt	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For
3.	ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREOWNER PROPOSAL REQUESTING A REPORT RELATED TO LABELING OF FOOD PRODUCED WITH GENETIC ENGINEERING.	Shr	Against
5.	SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.	Shr	Against

MORGAN STANLEY

Agen

Security: 617446448  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: MS  
 ISIN: US6174464486

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ERSKINE B. BOWLES	Mgmt	For
1B.	ELECTION OF DIRECTOR: HOWARD J. DAVIES	Mgmt	For
1C.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES P. GORMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT H. HERZ	Mgmt	For
1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For

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1G.	ELECTION OF DIRECTOR: KLAUS KLEINFELD	Mgmt	For
1H.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: HUTHAM S. OLAYAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: JAMES W. OWENS	Mgmt	For
1K.	ELECTION OF DIRECTOR: O. GRIFFITH SEXTON	Mgmt	For
1L.	ELECTION OF DIRECTOR: RYOSUKE TAMAKOSHI	Mgmt	For
1M.	ELECTION OF DIRECTOR: MASAAKI TANAKA	Mgmt	For
1N.	ELECTION OF DIRECTOR: LAURA D. TYSON	Mgmt	For
1O.	ELECTION OF DIRECTOR: RAYFORD WILKINS, JR.	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR	Mgmt	For
3.	TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION)	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING A REPORT ON LOBBYING	Shr	Against

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NETFLIX, INC.

Agen

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Security: 64110L106  
Meeting Type: Annual  
Meeting Date: 09-Jun-2014  
Ticker: NFLX  
ISIN: US64110L1061  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR REED HASTINGS JAY C. HOAG A. GEORGE (SKIP) BATTLE	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	TO APPROVE THE COMPANY'S PERFORMANCE BONUS PLAN.	Mgmt	For
5.	CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF	Shr	For

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PROPERLY PRESENTED AT THE MEETING.

- |    |   |     |     |
|----|---|-----|-----|
| 6. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE STANDARD IN DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 7. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO VOTE REGARDING POISON PILLS, IF PROPERLY PRESENTED AT THE MEETING.         | Shr | For |
| 8. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING CONFIDENTIAL VOTING, IF PROPERLY PRESENTED AT THE MEETING.                          | Shr | For |
| 9. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.                   | Shr | For |

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NEXTERA ENERGY, INC.

Agen

Security: 65339F101  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: NEE  
ISIN: US65339F1012

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHERRY S. BARRAT	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT M. BEALL, II	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES L. CAMAREN	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH B. DUNN	Mgmt	For
1E.	ELECTION OF DIRECTOR: KIRK S. HACHIGIAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: TONI JENNINGS	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES L. ROBO	Mgmt	For
1H.	ELECTION OF DIRECTOR: RUDY E. SCHUPP	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN L. SKOLDS	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: HANSEL E. TOOKES, II	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For



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- |    |   |      |     |
|----|---|------|-----|
| 3. | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL - ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS IN ARTICLES OF INCORPORATION AND BYLAWS.                                     | Shr  | For |

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2013  
 Ticker: NKE  
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For For
2.	TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.	Shr	Against

NXP SEMICONDUCTOR NV

Agen

Security: N6596X109  
 Meeting Type: Special  
 Meeting Date: 10-Oct-2013  
 Ticker: NXPI  
 ISIN: NL0009538784

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	PROPOSAL TO APPOINT MRS. DR. M. HELMES AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 10 OCTOBER, 2013.	Mgmt	For
1B.	PROPOSAL TO APPOINT MRS. J. SOUTHERN AS	Mgmt	For

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NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH  
EFFECT FROM 10 OCTOBER, 2013.

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NXP SEMICONDUCTOR NV

Agen

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Security: N6596X109  
Meeting Type: Special  
Meeting Date: 28-Mar-2014  
Ticker: NXPI  
ISIN: NL0009538784  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPOINT MR. E. MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM APRIL 1, 2014	Mgmt	For

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NXP SEMICONDUCTOR NV

Agen

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Security: N6596X109  
Meeting Type: Annual  
Meeting Date: 20-May-2014  
Ticker: NXPI  
ISIN: NL0009538784  
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Prop.#	Proposal	Proposal Type	Proposal Vote
2C.	ADOPTION OF THE 2013 FINANCIAL STATEMENTS	Mgmt	For
2D.	GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR MANAGEMENT DURING THE PAST FINANCIAL YEAR	Mgmt	For
3A.	PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3B.	PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3C.	PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	Against
3D.	PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3E.	PROPOSAL TO RE-APPOINT DR. MARION HELMES AS	Mgmt	For

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	NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014		
3F.	PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3G.	PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3H.	PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3I.	PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3J.	PROPOSAL TO APPOINT DR. RICK TSAI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM JULY 1, 2014	Mgmt	For
4.	AUTHORISATION TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL	Mgmt	For
5.	AUTHORISATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL	Mgmt	For

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 OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 02-May-2014  
 Ticker: OXY  
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	For
1B.	ELECTION OF DIRECTOR: HOWARD I. ATKINS	Mgmt	For
1C.	ELECTION OF DIRECTOR: EUGENE L. BATCHELDER	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM R. KLESSE	Mgmt	For

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1J.	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1K.	ELECTION OF DIRECTOR: ELISSE B. WALTER	Mgmt	For
2.	ONE-YEAR WAIVER OF DIRECTOR AGE RESTRICTION FOR EDWARD P.DJEREJIAN, AN INDEPENDENT DIRECTOR.	Mgmt	For
3.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
4.	ABILITY OF STOCKHOLDERS TO ACT BY WRITTEN CONSENT.	Mgmt	For
5.	SEPARATION OF THE ROLES OF THE CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER.	Mgmt	For
6.	RATIFICATION OF INDEPENDENT AUDITORS.	Mgmt	For
7.	EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shr	For
8.	REVIEW LOBBYING AT FEDERAL, STATE, LOCAL LEVELS.	Shr	Against
9.	QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS.	Shr	Against
10.	FUGITIVE METHANE EMISSIONS AND FLARING REPORT.	Shr	Against

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 ORACLE CORPORATION

Agen

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 Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 31-Oct-2013  
 Ticker: ORCL  
 ISIN: US68389X1054  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		
	JEFFREY S. BERG	Mgmt	Withheld
	H. RAYMOND BINGHAM	Mgmt	Withheld
	MICHAEL J. BOSKIN	Mgmt	Withheld
	SAFRA A. CATZ	Mgmt	For
	BRUCE R. CHIZEN	Mgmt	Withheld
	GEORGE H. CONRADES	Mgmt	Withheld
	LAWRENCE J. ELLISON	Mgmt	For
	HECTOR GARCIA-MOLINA	Mgmt	Withheld
	JEFFREY O. HENLEY	Mgmt	Withheld
	MARK V. HURD	Mgmt	For
	NAOMI O. SELIGMAN	Mgmt	Withheld
2	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against

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3	APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN.	Mgmt	For
4	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
6	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	For
7	STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.	Shr	Against
8	STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.	Shr	For
9	STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS.	Shr	For

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 PEPSICO, INC.

Agen

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PEP  
 ISIN: US7134481081

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHONA L. BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN M. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
1E.	ELECTION OF DIRECTOR: RONA A. FAIRHEAD	Mgmt	For
1F.	ELECTION OF DIRECTOR: RAY L. HUNT	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALBERTO IBARGUEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: INDRA K. NOOYI	Mgmt	For
1I.	ELECTION OF DIRECTOR: SHARON PERCY ROCKEFELLER	Mgmt	For
1J.	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1K.	ELECTION OF DIRECTOR: LLOYD G. TROTTER	Mgmt	For

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

1L.	ELECTION OF DIRECTOR: DANIEL VASELLA	Mgmt	For
1M.	ELECTION OF DIRECTOR: ALBERTO WEISSER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS OF THE PEPSICO, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	POLICY REGARDING APPROVAL OF POLITICAL CONTRIBUTIONS.	Shr	Against
6.	POLICY REGARDING EXECUTIVE RETENTION OF STOCK.	Shr	For

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 PHILLIPS 66

Agen

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 Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PSX  
 ISIN: US7185461040  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM R. LOOMIS, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: GLENN F. TILTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2014.	Mgmt	For
3.	SAY ON PAY - AN ADVISORY (NON-BINDING) VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	GREENHOUSE GAS REDUCTION GOALS.	Shr	Against

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 PPG INDUSTRIES, INC.

Agen

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 Security: 693506107  
 Meeting Type: Annual  
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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

Meeting Date: 17-Apr-2014  
 Ticker: PPG  
 ISIN: US6935061076

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR STEPHEN F. ANGEL HUGH GRANT MICHELE J. HOOPER	Mgmt Mgmt Mgmt	For For For
2.	PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS.	Mgmt	For
3.	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO REPLACE THE SUPERMAJORITY VOTING REQUIREMENTS.	Mgmt	For
4.	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
5.	SHAREHOLDER PROPOSAL FOR AN INDEPENDENT BOARD CHAIRMAN.	Shr	Against

QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 04-Mar-2014  
 Ticker: QCOM  
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: BARBARA T. ALEXANDER	Mgmt	For
1B.	ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK	Mgmt	For
1C.	ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS W. HORTON	Mgmt	For
1F.	ELECTION OF DIRECTOR: PAUL E. JACOBS	Mgmt	For
1G.	ELECTION OF DIRECTOR: SHERRY LANSING	Mgmt	For
1H.	ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF	Mgmt	For

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1I.	ELECTION OF DIRECTOR: DUANE A. NELLES	Mgmt	For
1J.	ELECTION OF DIRECTOR: CLARK T. RANDT, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: FRANCISCO ROS	Mgmt	For
1L.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1M.	ELECTION OF DIRECTOR: BRENT SCOWCROFT	Mgmt	For
1N.	ELECTION OF DIRECTOR: MARC I. STERN	Mgmt	For
2.	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 28, 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

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RANGE RESOURCES CORPORATION

Agen

Security: 75281A109  
Meeting Type: Annual  
Meeting Date: 20-May-2014  
Ticker: RRC  
ISIN: US75281A1097

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANTHONY V. DUB	Mgmt	For
1B.	ELECTION OF DIRECTOR: V. RICHARD EALES	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALLEN FINKELSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES M. FUNK	Mgmt	For
1E.	ELECTION OF DIRECTOR: JONATHAN S. LINKER	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARY RALPH LOWE	Mgmt	For
1G.	ELECTION OF DIRECTOR: KEVIN S. MCCARTHY	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN H. PINKERTON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JEFFREY L. VENTURA	Mgmt	For
2.	A PROPOSAL TO APPROVE THE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS.	Mgmt	For



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|----|---|------|---------|
| 3. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AS OF AND FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL - A PROPOSAL REQUESTING A REPORT REGARDING FUGITIVE METHANE EMISSIONS.   | Shr  | Against |

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REGIONS FINANCIAL CORPORATION

Agen

Security: 7591EP100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: RF  
 ISIN: US7591EP1005

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GEORGE W. BRYAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CAROLYN H. BYRD	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAVID J. COOPER, SR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: DON DEFOSSET	Mgmt	For
1E.	ELECTION OF DIRECTOR: ERIC C. FAST	Mgmt	For
1F.	ELECTION OF DIRECTOR: O.B. GRAYSON HALL, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOHN D. JOHNS	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES D. MCCRARY	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES R. MALONE	Mgmt	For
1J.	ELECTION OF DIRECTOR: RUTH ANN MARSHALL	Mgmt	For
1K.	ELECTION OF DIRECTOR: SUSAN W. MATLOCK	Mgmt	For
1L.	ELECTION OF DIRECTOR: JOHN E. MAUPIN, JR.	Mgmt	For
1M.	ELECTION OF DIRECTOR: LEE J. STYSLINGER III	Mgmt	For
2.	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	NONBINDING STOCKHOLDER APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For

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ROCKWELL AUTOMATION, INC.

Agen

Security: 773903109  
 Meeting Type: Annual  
 Meeting Date: 04-Feb-2014  
 Ticker: ROK  
 ISIN: US7739031091

Prop.#	Proposal	Proposal Type	Proposal Vote
A.	DIRECTOR STEVEN R. KALMANSON JAMES P. KEANE DONALD R. PARFET	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
B.	TO APPROVE THE SELECTION OF DELOITTE & TOUCHE LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
C.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
D.	SHAREHOLDER PROPOSAL REQUESTING MAJORITY VOTING IN ELECTIONS OF DIRECTORS.	Shr	Against

SEMPRA ENERGY

Agen

Security: 816851109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2014  
 Ticker: SRE  
 ISIN: US8168511090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: KATHLEEN L. BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: PABLO A. FERRERO	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM D. JONES	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Mgmt	For
1G.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For
1H.	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Mgmt	For

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1I.	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Mgmt	For
1J.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1K.	ELECTION OF DIRECTOR: JACK T. TAYLOR	Mgmt	For
1L.	ELECTION OF DIRECTOR: LUIS M. TELLEZ	Mgmt	For
1M.	ELECTION OF DIRECTOR: JAMES C. YARDLEY	Mgmt	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.	Mgmt	For

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 SHIRE PLC

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 Agen

Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: SHPG  
 ISIN: US82481R1068  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO RECEIVE THE COMPANY'S ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2013.	Mgmt	For
2.	TO APPROVE THE DIRECTORS' REMUNERATION REPORT, EXCLUDING THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 64 TO 90 OF THE 2013 ANNUAL REPORT AND ACCOUNTS, FOR THE YEAR ENDED DECEMBER 31, 2013.	Mgmt	For
3.	TO APPROVE THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 66 TO 74 OF THE DIRECTORS' REMUNERATION REPORT, WHICH TAKES EFFECT ON JANUARY 1, 2015.	Mgmt	For
4.	TO ELECT DOMINIC BLAKEMORE AS A DIRECTOR.	Mgmt	For
5.	TO RE-ELECT WILLIAM BURNS AS A DIRECTOR.	Mgmt	For
6.	TO RE-ELECT DR. STEVEN GILLIS AS A DIRECTOR.	Mgmt	For
7.	TO RE-ELECT DR. DAVID GINSBURG AS A DIRECTOR.	Mgmt	For
8.	TO RE-ELECT DAVID KAPPLER AS A DIRECTOR.	Mgmt	For
9.	TO RE-ELECT SUSAN KILSBY AS A DIRECTOR.	Mgmt	For
10.	TO RE-ELECT ANNE MINTO AS A DIRECTOR.	Mgmt	For

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|-----|---|------|-----|
| 11. | TO RE-ELECT DR. FLEMMING ORNSKOV AS A DIRECTOR.   | Mgmt | For |
| 12. | TO RE-ELECT DAVID STOUT AS A DIRECTOR.  | Mgmt | For |
| 13. | TO RE-APPOINT DELOITTE LLP AS THE COMPANY'S AUDITOR UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.   | Mgmt | For |
| 14. | TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR.   | Mgmt | For |
| 15. | THAT SANCTION BE AND IS HEREBY GIVEN TO THE DIRECTORS OF THE COMPANY PERMITTING THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) BY THE GROUP (AS DEFINED IN THE ARTICLES) TO EXCEED THE LIMIT IMPOSED BY ARTICLE 107 OF THE ARTICLES PROVIDED THAT THE SANCTION HEREBY GIVEN SHALL NOT EXTEND TO PERMIT THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED BY THE GROUP TO EXCEED A SUM EQUAL TO U.S. \$12,000,000,000.       | Mgmt | For |
| 16. | THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE ARTICLES OF ASSOCIATION ("ARTICLES")) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE ARTICLES BE RENEWED AND FOR THIS PURPOSE THE AUTHORISED ALLOTMENT AMOUNT SHALL BE: (A) 9,813,055 OF RELEVANT SECURITIES; AND (B) SOLELY IN CONNECTION WITH AN ALLOTMENT PURSUANT TO AN OFFER BY WAY OF A RIGHTS ISSUE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.   | Mgmt | For |
| 17. | THAT SUBJECT TO THE PASSING OF RESOLUTION 16, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE ARTICLES, BE RENEWED AND FOR THIS PURPOSE THE NON PRE-EMPTIVE AMOUNT (AS DEFINED IN THE ARTICLES) SHALL BE 1,494,561 AND THE ALLOTMENT PERIOD SHALL BE THE PERIOD COMMENCING ON APRIL 29, 2014, AND ENDING ON THE EARLIER OF JULY 28, 2015, OR THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2015. | Mgmt | For |
| 18. | THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY, AND (B) PURSUANT TO ARTICLE 58A OF   | Mgmt | For |

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THE COMPANIES (JERSEY) LAW 1991, TO HOLD AS  
 TREASURY SHARES ANY ORDINARY SHARES  
 PURCHASED PURSUANT TO THE AUTHORITY  
 CONFERRED BY PARAGRAPH (A) OF THIS  
 RESOLUTION, ALL AS MORE FULLY DESCRIBED IN  
 THE PROXY STATEMENT.

- |     |   |      |     |
|-----|---|------|-----|
| 19. | TO APPROVE THAT A GENERAL MEETING OF THE COMPANY, OTHER THAN AN ANNUAL GENERAL MEETING, MAY BE CALLED ON NOT LESS THAN 14 CLEAR DAYS' NOTICE. | Mgmt | For |
|-----|---|------|-----|

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SIMON PROPERTY GROUP, INC.

Agen

Security: 828806109  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: SPG  
 ISIN: US8288061091

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: MELVYN E. BERGSTEIN	Mgmt	For
1.2	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Mgmt	For
1.3	ELECTION OF DIRECTOR: KAREN N. HORN, PH.D.	Mgmt	For
1.4	ELECTION OF DIRECTOR: ALLAN HUBBARD	Mgmt	For
1.5	ELECTION OF DIRECTOR: REUBEN S. LEIBOWITZ	Mgmt	For
1.6	ELECTION OF DIRECTOR: DANIEL C. SMITH, PH.D.	Mgmt	For
1.7	ELECTION OF DIRECTOR: J. ALBERT SMITH, JR.	Mgmt	For
2.	ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION AND APPROVAL OF THE AMENDED AND RESTATED 1998 STOCK INCENTIVE PLAN.	Mgmt	For
4.	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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SUNTRUST BANKS, INC.

Agen

Security: 867914103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014

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Ticker: STI  
ISIN: US8679141031

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ROBERT M. BEALL, II	Mgmt	For
1B.	ELECTION OF DIRECTOR: DAVID H. HUGHES	Mgmt	For
1C.	ELECTION OF DIRECTOR: M. DOUGLAS IVESTER	Mgmt	For
1D.	ELECTION OF DIRECTOR: KYLE PRECHTL LEGG	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM A. LINNENBRINGER	Mgmt	For
1F.	ELECTION OF DIRECTOR: DONNA S. MOREA	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID M. RATCLIFFE	Mgmt	For
1H.	ELECTION OF DIRECTOR: WILLIAM H. ROGERS, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: FRANK P. SCRUGGS, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: THOMAS R. WATJEN	Mgmt	For
1K.	ELECTION OF DIRECTOR: DR. PHAIL WYNN, JR.	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO APPROVE AN AMENDMENT TO THE SUNTRUST BANKS, INC. 2009 STOCK PLAN.	Mgmt	For
4.	TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. 2009 STOCK PLAN.	Mgmt	For
5.	TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. ANNUAL INCENTIVE PLAN.	Mgmt	For
6.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR 2014.	Mgmt	For

TELEFON AB L.M.ERICSSON, KISTA

Agen

Security: W26049119  
Meeting Type: AGM  
Meeting Date: 11-Apr-2014  
Ticker:  
ISIN: SE0000108656

Prop.#	Proposal	Proposal Type	Proposal Vote
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CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 279825 DUE TO CHANGE IN THE VOTING STATUS OF RESOLUTIONS "13 TO 16". ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
CMMT	AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION	Non-Voting	
1	Election of the Chairman Advokat Sven Unger of the Annual General Meeting	Non-Voting	
2	Preparation and approval of the voting list	Non-Voting	
3	Approval of the agenda of the Annual General Meeting	Non-Voting	
4	Determination whether the Annual General Meeting has been properly convened	Non-Voting	
5	Election of two persons approving the minutes	Non-Voting	
6	Presentation of the annual report, the Auditors' report, the consolidated accounts, the Auditors' report on the consolidated accounts and the Auditors report whether the guidelines for remuneration to group management have been complied with, as well as the auditors' presentation of the audit work during 2013	Non-Voting	
7	The President's speech and questions from the shareholders to the Board of Directors and the management	Non-Voting	
8.1	Resolution with respect to: Adoption of the income statement and the balance sheet, the consolidated income statement and the	Mgmt	For

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	consolidated balance sheet		
8.2	Resolution with respect to: Discharge of liability for the members of the Board of Directors and the President	Mgmt	For
8.3	Resolution with respect to: The appropriation of the profit in accordance with the approved balance sheet and determination of the record date for dividend: The Board of Directors proposes a dividend of SEK 3 per share and Wednesday, April 16, 2014, as record date for dividend. Assuming this date will be the record day, Euroclear Sweden AB is expected to disburse dividends on Wednesday, April 23, 2014	Mgmt	For
9.1	Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the number of Board members and deputies of the Board of Directors to be elected by the Annual General Meeting According to the articles of association, the Board shall consist of no less than five and no more than twelve Board members, with no more than six deputies. The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting of shareholders remain twelve and that no deputies be elected	Mgmt	For
9.2	Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to members of the Board of Directors elected by the Annual General Meeting and members of the Committees of the Board of Directors elected by the Annual General Meeting	Mgmt	For
9.3	Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of the Chairman of the Board of Directors, other Board members and deputies of the Board of Directors: The Nomination Committee proposes that the following persons be elected Board members: Chairman of the Board: re-election: Leif Johansson. Other Board members: re-election: Roxanne S. Austin, Sir Peter L. Bonfield, Nora Denzel, Borje Ekholm, Alexander Izosimov, Ulf J. Johansson, Sverker Martin-Lof, Kristin Skogen Lund, Hans Vestberg, Jacob Wallenberg and Par Ostberg	Mgmt	For
9.4	Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to the auditor The Nomination	Mgmt	For



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	Committee proposes, like previous years, that the auditor fees be paid against approved account		
9.5	Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the number of auditors According to the articles of association, the company shall have no less than one and no more than three registered public accounting firms as auditor. The Nomination Committee proposes that the company should have one registered public accounting firm as auditor	Mgmt	For
9.6	Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of auditor The Nomination Committee proposes that PricewaterhouseCoopers AB be appointed auditor for the period as of the end of the Annual General Meeting 2014 until the end of the Annual General Meeting 2015	Mgmt	For
10	Resolution on the Guidelines for remuneration to Group management	Mgmt	For
11.1	Long-Term Variable Compensation Program 2014: Resolution on implementation of the Stock Purchase Plan	Mgmt	For
11.2	Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Stock Purchase Plan	Mgmt	For
11.3	Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Stock Purchase Plan	Mgmt	Against
11.4	Long-Term Variable Compensation Program 2014: Resolution on implementation of the Key Contributor Retention Plan	Mgmt	For
11.5	Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Key Contributor Retention Plan	Mgmt	For
11.6	Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Key Contributor Retention Plan	Mgmt	Against
11.7	Long-Term Variable Compensation Program 2014: Resolution on implementation of the Executive Performance Stock Plan	Mgmt	For
11.8	Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Executive Performance Stock Plan	Mgmt	For

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11.9	Long-Term Variable Compensation Program 2014:Resolution on Equity Swap Agreement with third party in relation to the Executive Performance Stock Plan	Mgmt	Against
12	Resolution on transfer of treasury stock in relation to the resolutions on the Long-Term Variable Remuneration Programs 2010, 2011, 2012 and 2013	Mgmt	For
CMMT	PLEASE NOTE THAT THE RESOLUTIONS "13 TO 16" ARE THE SHAREHOLDER PROPOSALS. HOWEVER, MANAGEMENT MAKES NO RECOMMENDATION	Non-Voting	
13	Resolution on proposal from the Shareholder Einar Hellbom that the Annual General Meeting resolve to delegate to the Board of Directors to review how shares are to be given equal voting rights and to present a proposal to that effect at the Annual General Meeting 2015	Mgmt	For
14.1	Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To take necessary action to create a shareholders' association in the company	Mgmt	Against
14.2	Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To write to the Government of Sweden, requesting a prompt appointment of a commission instructed to propose legislation on the abolishment of voting power differences in Swedish limited liability companies	Mgmt	Against
14.3	Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To prepare a proposal regarding board representation for the small and midsize shareholders	Mgmt	Against
15	Resolution on proposal from the Shareholder Thorwald Arvidsson to amend the articles of association	Mgmt	Against
16	Resolution on proposal from the Shareholder Thorwald Arvidsson for an examination through a special examiner under the Swedish Companies Act (2005:551), chapter 10, section 21, (Sw. sarskild granskning) to make clear whether the company has acted contrary to sanctions resolved by relevant international bodies. The audit should primarily concern the company's exports to Iran	Mgmt	Against

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17 Closing of the Annual General Meeting

Non-Voting

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 THE BOEING COMPANY

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 Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2014  
 Ticker: BA  
 ISIN: US0970231058  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
2.	APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	APPROVE THE AMENDMENT AND RESTATEMENT OF THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN.	Mgmt	For
4.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014.	Mgmt	For
5.	REPORT TO DISCLOSE LOBBYING.	Shr	Against
6.	RIGHT TO ACT BY WRITTEN CONSENT.	Shr	For
7.	INDEPENDENT BOARD CHAIRMAN.	Shr	Against

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 THE CHARLES SCHWAB CORPORATION

Agen

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 Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: SCHW  
 ISIN: US8085131055  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN T. MCLIN	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROGER O. WALTHER	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT N. WILSON	Mgmt	For
2.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against
5.	STOCKHOLDER PROPOSAL REGARDING ANNUAL DISCLOSURE OF EEO-1 DATA	Shr	Against
6.	STOCKHOLDER PROPOSAL REGARDING ACCELERATED VESTING UPON CHANGE IN CONTROL	Shr	For

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 THE ESTEE LAUDER COMPANIES INC.

Agen

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 Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 12-Nov-2013  
 Ticker: EL  
 ISIN: US5184391044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: AERIN LAUDER	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM P. LAUDER	Mgmt	Abstain
1C.	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	Abstain
1D.	ELECTION OF DIRECTOR: LYNN FORESTER DE ROTHSCHILD	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD F. ZANNINO	Mgmt	For

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2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2014 FISCAL YEAR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE THE ESTEE LAUDER COMPANIES INC. EXECUTIVE ANNUAL INCENTIVE PLAN PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Mgmt	Against
5.	VOTE ON STOCKHOLDER PROPOSAL CONCERNING SUSTAINABLE PALM OIL.	Shr	Against

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 THE HERSHEY COMPANY

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 Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: HSY  
 ISIN: US4278661081  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR P.M. ARWAY J.P. BILBREY R.F. CAVANAUGH C.A. DAVIS M.K. HABEN R.M. MALCOLM J.M. MEAD J.E. NEVELS A.J. PALMER T.J. RIDGE D.L. SHEDLARZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2014.	Mgmt	For
3.	APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Mgmt	For

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 THE HOME DEPOT, INC.

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 Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: HD  
 ISIN: US4370761029

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1D.	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. FRANK BROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H.	ELECTION OF DIRECTOR: HELENA B. FOULKES	Mgmt	For
1I.	ELECTION OF DIRECTOR: WAYNE M. HEWETT	Mgmt	For
1J.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARK VADON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
5.	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: PNC  
 ISIN: US6934751057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	Mgmt	For

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1E.	ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1I.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1K.	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L.	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M.	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1N.	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O.	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK.	Shr	Against

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 THE PROCTER & GAMBLE COMPANY  
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Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 08-Oct-2013  
 Ticker: PG  
 ISIN: US7427181091  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANGELA F. BRALY	Mgmt	For
1B.	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1C.	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN	Mgmt	For
1E.	ELECTION OF DIRECTOR: A.G. LAFLEY	Mgmt	For
1F.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For

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1G.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1H.	ELECTION OF DIRECTOR: MARGARET C. WHITMAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Mgmt	For
1J.	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1K.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
2.	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	AMEND THE COMPANY'S CODE OF REGULATIONS TO REDUCE CERTAIN SUPERMAJORITY VOTING REQUIREMENTS	Mgmt	For
4.	APPROVE THE 2013 NON-EMPLOYEE DIRECTORS' STOCK PLAN	Mgmt	For
5.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (THE SAY ON PAY VOTE)	Mgmt	For

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THE WALT DISNEY COMPANY

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Agen

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Security: 254687106  
Meeting Type: Annual  
Meeting Date: 18-Mar-2014  
Ticker: DIS  
ISIN: US2546871060  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACK DORSEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1F.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1I.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	For
1J.	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For



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2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2014.	Mgmt	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.	Shr	For
6.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EQUITY AWARDS.	Shr	For

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 UNITED TECHNOLOGIES CORPORATION  
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Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2014  
 Ticker: UTX  
 ISIN: US9130171096  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LOUIS R. CHENEVERT	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1F.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARSHALL O. LARSEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1J.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1K.	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1L.	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
2.	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2014	Mgmt	For
3.	APPROVE AN AMENDMENT AND RESTATEMENT OF THE 2005 LONG-TERM INCENTIVE PLAN, INCLUDING	Mgmt	For

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APPROVAL OF ADDITIONAL SHARES FOR FUTURE AWARDS

- |    |   |      |     |
|----|---|------|-----|
| 4. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS | Mgmt | For |
|----|---|------|-----|

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 VERIZON COMMUNICATIONS INC.

Agen

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 Security: 92343V104  
 Meeting Type: Special  
 Meeting Date: 28-Jan-2014  
 Ticker: VZ  
 ISIN: US92343V1044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	APPROVE THE ISSUANCE OF UP TO APPROXIMATELY 1.28 BILLION SHARES OF VERIZON COMMON STOCK TO VODAFONE ORDINARY SHAREHOLDERS IN CONNECTION WITH VERIZON'S ACQUISITION OF VODAFONE'S INDIRECT 45% INTEREST IN VERIZON WIRELESS	Mgmt	For
2.	APPROVE AN AMENDMENT TO ARTICLE 4(A) OF VERIZON'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE VERIZON'S AUTHORIZED SHARES OF COMMON STOCK BY 2 BILLION SHARES TO AN AGGREGATE OF 6.25 BILLION AUTHORIZED SHARES OF COMMON STOCK	Mgmt	For
3.	APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL VOTES AND PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSALS	Mgmt	For

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 VISA INC.

Agen

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 Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2014  
 Ticker: V  
 ISIN: US92826C8394  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For

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1C.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1E.	ELECTION OF DIRECTOR: CATHY E. MINEHAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID J. PANG	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For
2.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Mgmt	For

\* Management position unknown

### SIGNATURES

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

(Registrant)	Eaton Vance Risk-Managed Diversified Equity Income Fund
By (Signature)	/s/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/18/2014