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ZWEIG TOTAL RETURN FUND INC
Form N-PX
August 30, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

Investment Company Act File Number: 811-05620

ZWEIG TOTAL RETURN FUND, INC.
(exact name of registrant as specified in charter)

101 Munson Street, Greenfield, MA 01301
(Address of principal executive offices)

Kevin J. Carr, Esq., Virtus Investment Partners, Inc. 100 Pearl Street,
Hartford, CT 06103
(Name and Address of agent for service)

Registrant's telephone number, including area code: 800-243-1574

Date of Fiscal Year End: 12/31

Date of Reporting Period: 07/01/2011 - 06/30/2012

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

ICA File Number: 811-05620
Reporting Period: 07/01/2011 - 06/30/2012
Zweig Total Return Fund Inc

===== Zweig Total Return Fund, Inc =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
Meeting Date: APR 27, 2012 Meeting Type: Annual
Record Date: FEB 29, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Alpern | For | For | Management |
| 1.2 | Elect Director Roxanne S. Austin | For | For | Management |
| 1.3 | Elect Director Sally E. Blount | For | For | Management |
| 1.4 | Elect Director W. James Farrell | For | For | Management |

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| | | | | |
|------|--|---------|----------|-------------|
| 1.5 | Elect Director Edward M. Liddy | For | For | Management |
| 1.6 | Elect Director Nancy McKinstry | For | Withhold | Management |
| 1.7 | Elect Director Phebe N. Novakovic | For | For | Management |
| 1.8 | Elect Director William A. Osborn | For | For | Management |
| 1.9 | Elect Director Samuel C. Scott, III | For | For | Management |
| 1.10 | Elect Director Glenn F. Tilton | For | For | Management |
| 1.11 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Research Animal Care and Promotion of Testing Alternatives | Against | Against | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | Against | Shareholder |
| 7 | Adopt Anti Gross-up Policy | Against | For | Shareholder |
| 8 | Stock Retention/Holding Period | Against | For | Shareholder |
| 9 | Cease Compliance Adjustments to Performance Criteria | Against | For | Shareholder |
| 10 | Pro-rata Vesting of Equity Plans | Against | For | Shareholder |

ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109
 Meeting Date: MAY 15, 2012 Meeting Type: Annual
 Record Date: MAR 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director William S. Ayer | For | For | Management |
| 2 | Elect Director Patricia M. Bedient | For | For | Management |
| 3 | Elect Director Marion C. Blakey | For | For | Management |
| 4 | Elect Director Phyllis J. Campbell | For | For | Management |
| 5 | Elect Director Jessie J. Knight, Jr. | For | For | Management |
| 6 | Elect Director R. Marc Langland | For | For | Management |
| 7 | Elect Director Dennis F. Madsen | For | For | Management |
| 8 | Elect Director Byron I. Mallott | For | For | Management |
| 9 | Elect Director J. Kenneth Thompson | For | For | Management |
| 10 | Elect Director Bradley D. Tilden | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Stock Retention | Against | For | Shareholder |

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: MAY 17, 2012 Meeting Type: Annual
 Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Elizabeth E. Bailey | For | For | Management |
| 2 | Elect Director Gerald L. Baliles | For | For | Management |
| 3 | Elect Director Martin J. Barrington | For | For | Management |
| 4 | Elect Director John T. Casteen III | For | For | Management |
| 5 | Elect Director Dinyar S. Devitre | For | For | Management |
| 6 | Elect Director Thomas F. Farrell II | For | For | Management |
| 7 | Elect Director Thomas W. Jones | For | For | Management |

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| | | | | |
|----|--|---------|-----|-------------|
| 8 | Elect Director W. Leo Kiely III | For | For | Management |
| 9 | Elect Director Kathryn B. McQuade | For | For | Management |
| 10 | Elect Director George Munoz | For | For | Management |
| 11 | Elect Director Nabil Y. Sakkab | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: APR 02, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Jeffrey P. Bezos | For | For | Management |
| 2 | Elect Director Tom A. Alberg | For | For | Management |
| 3 | Elect Director John Seely Brown | For | For | Management |
| 4 | Elect Director William B. Gordon | For | For | Management |
| 5 | Elect Director Jamie S. Gorelick | For | For | Management |
| 6 | Elect Director Blake G. Krikorian | For | For | Management |
| 7 | Elect Director Alain Monie | For | For | Management |
| 8 | Elect Director Jonathan J. Rubinstein | For | For | Management |
| 9 | Elect Director Thomas O. Ryder | For | For | Management |
| 10 | Elect Director Patricia Q. Stonesifer | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Amend Omnibus Stock Plan | For | For | Management |
| 13 | Report on Climate Change | Against | For | Shareholder |
| 14 | Report on Political Contributions | Against | For | Shareholder |

APPLE INC.

Ticker: AAPL Security ID: 037833100
 Meeting Date: FEB 23, 2012 Meeting Type: Annual
 Record Date: DEC 27, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William V. Campbell | For | For | Management |
| 1.2 | Elect Director Timothy D. Cook | For | For | Management |
| 1.3 | Elect Director Millard S. Drexler | For | For | Management |
| 1.4 | Elect Director Al Gore | For | For | Management |
| 1.5 | Elect Director Robert A. Iger | For | For | Management |
| 1.6 | Elect Director Andrea Jung | For | For | Management |
| 1.7 | Elect Director Arthur D. Levinson | For | For | Management |
| 1.8 | Elect Director Ronald D. Sugar | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Prepare Conflict of Interest Report | Against | Against | Shareholder |
| 5 | Advisory Vote to Ratify Directors' Compensation | Against | Against | Shareholder |
| 6 | Report on Political Contributions | Against | Against | Shareholder |
| 7 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

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 AT&T INC.

Ticker: T Security ID: 00206R102
 Meeting Date: APR 27, 2012 Meeting Type: Annual
 Record Date: FEB 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Randall L. Stephenson | For | For | Management |
| 2 | Elect Director Gilbert F. Amelio | For | For | Management |
| 3 | Elect Director Reuben V. Anderson | For | For | Management |
| 4 | Elect Director James H. Blanchard | For | For | Management |
| 5 | Elect Director Jaime Chico Pardo | For | For | Management |
| 6 | Elect Director James P. Kelly | For | For | Management |
| 7 | Elect Director Jon C. Madonna | For | For | Management |
| 8 | Elect Director John B. McCoy | For | For | Management |
| 9 | Elect Director Joyce M. Roche | For | For | Management |
| 10 | Elect Director Matthew K. Rose | For | For | Management |
| 11 | Elect Director Laura D'Andrea Tyson | For | For | Management |
| 12 | Ratification Of Appointment Of Independent Auditors. | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Provide Right to Act by Written Consent | For | For | Management |
| 15 | Report on Political Contributions | Against | For | Shareholder |
| 16 | Commit to Wireless Network Neutrality | Against | Against | Shareholder |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |

 AUTOZONE, INC.

Ticker: AZO Security ID: 053332102
 Meeting Date: DEC 14, 2011 Meeting Type: Annual
 Record Date: OCT 17, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1 | Elect Director William C. Crowley | For | For | Management |
| 2 | Elect Director Sue E. Gove | For | For | Management |
| 3 | Elect Director Earl G. Graves, Jr. | For | For | Management |
| 4 | Elect Director Robert R. Grusky | For | For | Management |
| 5 | Elect Director J. R. Hyde, III | For | For | Management |
| 6 | Elect Director W. Andrew McKenna | For | For | Management |
| 7 | Elect Director George R. Mrkonic, Jr. | For | For | Management |
| 8 | Elect Director Luis P. Nieto | For | For | Management |
| 9 | Elect Director William C. Rhodes, III | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

 BANK OF AMERICA CORPORATION

Ticker: BAC Security ID: 060505104
 Meeting Date: MAY 09, 2012 Meeting Type: Annual
 Record Date: MAR 14, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Mukesh D. Ambani | For | For | Management |
| 2 | Elect Director Susan S. Bies | For | For | Management |
| 3 | Elect Director Frank P. Bramble, Sr. | For | For | Management |
| 4 | Elect Director Virgis W. Colbert | For | For | Management |
| 5 | Elect Director Charles K. Gifford | For | For | Management |
| 6 | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 7 | Elect Director Monica C. Lozano | For | For | Management |
| 8 | Elect Director Thomas J. May | For | For | Management |
| 9 | Elect Director Brian T. Moynihan | For | For | Management |
| 10 | Elect Director Donald E. Powell | For | For | Management |
| 11 | Elect Director Charles O. Rossotti | For | Against | Management |
| 12 | Elect Director Robert W. Scully | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Disclose Prior Government Service | Against | Against | Shareholder |
| 16 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 17 | Stock Retention/Holding Period | Against | For | Shareholder |
| 18 | Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations | Against | Against | Shareholder |
| 19 | Prohibit Political Contributions | Against | Against | Shareholder |

BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103
 Meeting Date: JUN 08, 2012 Meeting Type: Annual
 Record Date: APR 10, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Caroline D. Dorsa | For | For | Management |
| 2 | Elect Director Stelios Papadopoulos | For | For | Management |
| 3 | Elect Director George A. Scangos | For | For | Management |
| 4 | Elect Director Lynn Schenk | For | For | Management |
| 5 | Elect Director Alexander J. Denner | For | For | Management |
| 6 | Elect Director Nancy L. Leaming | For | For | Management |
| 7 | Elect Director Richard C. Mulligan | For | For | Management |
| 8 | Elect Director Robert W. Pangia | For | For | Management |
| 9 | Elect Director Brian S. Posner | For | For | Management |
| 10 | Elect Director Eric K. Rowinsky | For | For | Management |
| 11 | Elect Director Stephen A. Sherwin | For | For | Management |
| 12 | Elect Director William D. Young | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes | For | Against | Management |
| 16 | Provide Right to Call Special Meeting | For | For | Management |

BRISTOL-MYERS SQUIBB COMPANY

Ticker: BMY Security ID: 110122108
 Meeting Date: MAY 01, 2012 Meeting Type: Annual

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Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Lamberto Andreotti | For | For | Management |
| 2 | Elect Director Lewis B. Campbell | For | For | Management |
| 3 | Elect Director James M. Cornelius | For | For | Management |
| 4 | Elect Director Louis J. Freeh | For | For | Management |
| 5 | Elect Director Laurie H. Glimcher | For | For | Management |
| 6 | Elect Director Michael Grobstein | For | For | Management |
| 7 | Elect Director Alan J. Lacy | For | For | Management |
| 8 | Elect Director Vicki L. Sato | For | For | Management |
| 9 | Elect Director Elliott Sigal | For | For | Management |
| 10 | Elect Director Gerald L. Storch | For | For | Management |
| 11 | Elect Director Togo D. West, Jr. | For | For | Management |
| 12 | Elect Director R. Sanders Williams | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Approve Omnibus Stock Plan | For | For | Management |
| 16 | Provide for Cumulative Voting | Against | For | Shareholder |
| 17 | Report on Research Animal Care and Promotion of Testing Alternatives | Against | Against | Shareholder |
| 18 | Provide Right to Act by Written Consent | Against | For | Shareholder |

CATERPILLAR INC.

Ticker: CAT Security ID: 149123101
 Meeting Date: JUN 13, 2012 Meeting Type: Annual
 Record Date: APR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director David L. Calhoun | For | For | Management |
| 1.2 | Elect Director Daniel M. Dickinson | For | For | Management |
| 1.3 | Elect Director Eugene V. Fife | For | For | Management |
| 1.4 | Elect Director Juan Gallardo | For | For | Management |
| 1.5 | Elect Director David R. Goode | For | For | Management |
| 1.6 | Elect Director Jesse J. Greene, Jr. | For | For | Management |
| 1.7 | Elect Director Jon M. Huntsman, Jr. | For | For | Management |
| 1.8 | Elect Director Peter A. Magowan | For | For | Management |
| 1.9 | Elect Director Dennis A. Muilenburg | For | For | Management |
| 1.10 | Elect Director Douglas R. Oberhelman | For | For | Management |
| 1.11 | Elect Director William A. Osborn | For | For | Management |
| 1.12 | Elect Director Charles D. Powell | For | For | Management |
| 1.13 | Elect Director Edward B. Rust, Jr. | For | For | Management |
| 1.14 | Elect Director Susan C. Schwab | For | For | Management |
| 1.15 | Elect Director Joshua I. Smith | For | For | Management |
| 1.16 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Provide Right to Call Special Meeting | For | For | Management |
| 5 | Amend Advance Notice Provisions for Shareholder Proposals/Nominations | For | For | Management |
| 6 | Report on Political Contributions | Against | Against | Shareholder |
| 7 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 8 | Review and Assess Human Rights Policies | Against | For | Shareholder |
| 9 | Provide Right to Act by Written Consent | Against | For | Shareholder |

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CENTURYLINK, INC.

Ticker: CTL Security ID: 156700106
Meeting Date: MAY 23, 2012 Meeting Type: Annual
Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1 | Declassify the Board of Directors | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |
| 3.1 | Elect Director Fred R. Nichols | For | For | Management |
| 3.2 | Elect Director Harvey P. Perry | For | For | Management |
| 3.3 | Elect Director Laurie A. Siegel | For | For | Management |
| 3.4 | Elect Director Joseph R. Zimmel | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Performance-Based and/or Time-Based Equity Awards | Against | For | Shareholder |
| 7 | Adopt Policy on Bonus Banking | Against | For | Shareholder |
| 8 | Report on Political Contributions | Against | For | Shareholder |

CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100
Meeting Date: MAY 10, 2012 Meeting Type: Annual
Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Stephen A. Furbacher | For | Withhold | Management |
| 1.2 | Elect Director John D. Johnson | For | Withhold | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Declassify the Board of Directors | Against | For | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

CHESAPEAKE ENERGY CORPORATION

Ticker: CHK Security ID: 165167107
Meeting Date: JUN 08, 2012 Meeting Type: Annual
Record Date: APR 10, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Richard K. Davidson | For | Withhold | Management |
| 1.2 | Elect Director V. Burns Hargis | For | Withhold | Management |
| 2 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Approve Executive Incentive Bonus Plan | For | Against | Management |
| 6 | Ratify Auditors | For | For | Management |

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|----|--|---------|-----|-------------|
| 7 | Reincorporate in Another State [from Oklahoma to Delaware] | Against | For | Shareholder |
| 8 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 9 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |
| 10 | Adopt Proxy Access Right | Against | For | Shareholder |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 30, 2012 Meeting Type: Annual
 Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Linnet F. Deily | For | For | Management |
| 2 | Elect Director Robert E. Denham | For | For | Management |
| 3 | Elect Director Chuck Hagel | For | For | Management |
| 4 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 5 | Elect Director George L. Kirkland | For | For | Management |
| 6 | Elect Director Charles W. Moorman, IV | For | For | Management |
| 7 | Elect Director Kevin W. Sharer | For | For | Management |
| 8 | Elect Director John G. Stumpf | For | For | Management |
| 9 | Elect Director Ronald D. Sugar | For | For | Management |
| 10 | Elect Director Carl Ware | For | For | Management |
| 11 | Elect Director John S. Watson | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Remove Exclusive Venue Provision | Against | For | Shareholder |
| 15 | Require Independent Board Chairman | Against | For | Shareholder |
| 16 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 17 | Adopt Guidelines for Country Selection | Against | For | Shareholder |
| 18 | Report on Hydraulic Fracturing Risks to Company | Against | For | Shareholder |
| 19 | Report on Accident Risk Reduction Efforts | Against | Against | Shareholder |
| 20 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 21 | Request Director Nominee with Environmental Qualifications | Against | For | Shareholder |

CITIGROUP INC.

Ticker: C Security ID: 172967424
 Meeting Date: APR 17, 2012 Meeting Type: Annual
 Record Date: FEB 21, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Franz B. Humer | For | For | Management |
| 2 | Elect Director Robert L. Joss | For | For | Management |
| 3 | Elect Director Michael E. O'Neill | For | For | Management |
| 4 | Elect Director Vikram S. Pandit | For | For | Management |
| 5 | Elect Director Lawrence R. Ricciardi | For | For | Management |
| 6 | Elect Director Judith Rodin | For | For | Management |
| 7 | Elect Director Robert L. Ryan | For | For | Management |
| 8 | Elect Director Anthony M. Santomero | For | For | Management |
| 9 | Elect Director Joan E. Spero | For | For | Management |

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|----|---|---------|---------|-------------|
| 10 | Elect Director Diana L. Taylor | For | For | Management |
| 11 | Elect Director William S. Thompson, Jr. | For | For | Management |
| 12 | Elect Director Ernesto Zedillo Ponce de Leon | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 16 | Disclose Prior Government Service | Against | Against | Shareholder |
| 17 | Report on Political Contributions and Lobbying Expenditures | Against | Against | Shareholder |
| 18 | Stock Retention/Holding Period | Against | For | Shareholder |
| 19 | Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations | Against | Against | Shareholder |

CITRIX SYSTEMS, INC.

Ticker: CTXS Security ID: 177376100
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: APR 02, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Director Thomas F. Bogan | For | For | Management |
| 2 | Elect Director Nanci E. Caldwell | For | For | Management |
| 3 | Elect Director Gary E. Morin | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

CLIFFS NATURAL RESOURCES INC.

Ticker: CLF Security ID: 18683K101
 Meeting Date: MAY 08, 2012 Meeting Type: Annual
 Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Joseph A. Carrabba | For | For | Management |
| 2 | Elect Director Susan M. Cunningham | For | For | Management |
| 3 | Elect Director Barry J. Eldridge | For | For | Management |
| 4 | Elect Director Andres R. Gluski | For | For | Management |
| 5 | Elect Director Susan M. Green | For | For | Management |
| 6 | Elect Director Janice K. Henry | For | For | Management |
| 7 | Elect Director James F. Kirsch | For | For | Management |
| 8 | Elect Director Francis R. McAllister | For | For | Management |
| 9 | Elect Director Richard K. Riederer | For | For | Management |
| 10 | Elect Director Richard A. Ross | For | For | Management |
| 11 | Permit Board to Amend Bylaws Without Shareholder Consent | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Approve Omnibus Stock Plan | For | For | Management |
| 14 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |

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COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101
Meeting Date: MAY 31, 2012 Meeting Type: Annual
Record Date: MAR 22, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Kenneth J. Bacon | For | For | Management |
| 1.2 | Elect Director Sheldon M. Bonovitz | For | For | Management |
| 1.3 | Elect Director Joseph J. Collins | For | Withhold | Management |
| 1.4 | Elect Director J. Michael Cook | For | For | Management |
| 1.5 | Elect Director Gerald L. Hassell | For | Withhold | Management |
| 1.6 | Elect Director Jeffrey A. Honickman | For | For | Management |
| 1.7 | Elect Director Eduardo G. Mestre | For | For | Management |
| 1.8 | Elect Director Brian L. Roberts | For | For | Management |
| 1.9 | Elect Director Ralph J. Roberts | For | For | Management |
| 1.10 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 1.11 | Elect Director Judith Rodin | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Amend Nonqualified Employee Stock Purchase Plan | For | For | Management |
| 5 | Restore or Provide for Cumulative Voting | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Stock Retention/Holding Period | Against | For | Shareholder |
| 8 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For | Shareholder |

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
Meeting Date: MAY 09, 2012 Meeting Type: Annual
Record Date: MAR 12, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Richard L. Armitage | For | For | Management |
| 2 | Elect Director Richard H. Auchinleck | For | For | Management |
| 3 | Elect Director James E. Copeland, Jr. | For | For | Management |
| 4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 5 | Elect Director Ruth R. Harkin | For | For | Management |
| 6 | Elect Director Ryan M. Lance | For | For | Management |
| 7 | Elect Director Mohd H. Marican | For | For | Management |
| 8 | Elect Director Harold W. McGraw, III | For | For | Management |
| 9 | Elect Director James J. Mulva | For | For | Management |
| 10 | Elect Director Robert A. Niblock | For | For | Management |
| 11 | Elect Director Harald J. Norvik | For | For | Management |
| 12 | Elect Director William K. Reilly | For | For | Management |
| 13 | Elect Director Victoria J. Tschinkel | For | For | Management |
| 14 | Elect Director Kathryn C. Turner | For | For | Management |
| 15 | Elect Director William E. Wade, Jr. | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 18 | Adopt Policy to Address Coastal | Against | Against | Shareholder |

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| | | | | |
|----|--|---------|---------|-------------|
| 19 | Louisiana Environmental Impacts Report on Accident Risk Reduction Efforts | Against | Against | Shareholder |
| 20 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 21 | Adopt Quantitative GHG Goals for Products and Operations | Against | For | Shareholder |
| 22 | Amend EEO Policy to Prohibit Discrimination based on Gender Identity | Against | For | Shareholder |

CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101
 Meeting Date: JUN 14, 2012 Meeting Type: Annual
 Record Date: APR 17, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ellis L. 'Lon' McCain | For | For | Management |
| 1.2 | Elect Director Mark E. Monroe | For | Withhold | Management |
| 1.3 | Elect Director Edward T. Schafer | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

CUMMINS INC.

Ticker: CMI Security ID: 231021106
 Meeting Date: MAY 08, 2012 Meeting Type: Annual
 Record Date: MAR 15, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director N. Thomas Linebarger | For | For | Management |
| 2 | Elect Director William I. Miller | For | For | Management |
| 3 | Elect Director Alexis M. Herman | For | For | Management |
| 4 | Elect Director Georgia R. Nelson | For | For | Management |
| 5 | Elect Director Carl Ware | For | For | Management |
| 6 | Elect Director Robert K. Herdman | For | For | Management |
| 7 | Elect Director Robert J. Bernhard | For | For | Management |
| 8 | Elect Director Franklin R. Chang Diaz | For | For | Management |
| 9 | Elect Director Stephen B. Dobbs | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Approve Omnibus Stock Plan | For | For | Management |
| 13 | Amend Nonqualified Employee Stock Purchase Plan | For | For | Management |
| 14 | Provide Right to Call Special Meeting | For | For | Management |

DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105
 Meeting Date: SEP 22, 2011 Meeting Type: Annual
 Record Date: JUL 29, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Leonard L. Berry | For | For | Management |

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| | | | | |
|------|--|----------|----------|------------|
| 1.2 | Elect Director Odie C. Donald | For | For | Management |
| 1.3 | Elect Director Christopher J. Fraleigh | For | For | Management |
| 1.4 | Elect Director Victoria D. Harker | For | For | Management |
| 1.5 | Elect Director David H. Hughes | For | For | Management |
| 1.6 | Elect Director Charles A. Ledsinger Jr | For | For | Management |
| 1.7 | Elect Director William M. Lewis, Jr. | For | For | Management |
| 1.8 | Elect Director Senator Connie Mack III | For | For | Management |
| 1.9 | Elect Director Andrew H. Madsen | For | For | Management |
| 1.10 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 1.11 | Elect Director Michael D. Rose | For | For | Management |
| 1.12 | Director Maria A. Sastre | For | For | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 5 | Ratify Auditors | For | For | Management |

DEERE & COMPANY

Ticker: DE Security ID: 244199105
 Meeting Date: FEB 29, 2012 Meeting Type: Annual
 Record Date: DEC 31, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Crandall C. Bowles | For | For | Management |
| 2 | Elect Director Vance D. Coffman | For | For | Management |
| 3 | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 4 | Elect Director Dipak C. Jain | For | For | Management |
| 5 | Elect Director Clayton M. Jones | For | For | Management |
| 6 | Elect Director Joachim Milberg | For | For | Management |
| 7 | Elect Director Richard B. Myers | For | For | Management |
| 8 | Elect Director Thomas H. Patrick | For | For | Management |
| 9 | Elect Director Sherry M. Smith | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Approve Non-Employee Director Restricted Stock Plan | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

DUKE ENERGY CORPORATION

Ticker: DUK Security ID: 26441C105
 Meeting Date: AUG 23, 2011 Meeting Type: Special
 Record Date: JUL 05, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Reverse Stock Split | For | For | Management |
| 2 | Issue Shares in Connection with Acquisition | For | For | Management |
| 3 | Adjourn Meeting | For | For | Management |

DUKE ENERGY CORPORATION

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Ticker: DUK Security ID: 26441C105
 Meeting Date: MAY 03, 2012 Meeting Type: Annual
 Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director William Barnet, III | For | For | Management |
| 1.2 | Elect Director G. Alex Bernhardt, Sr. | For | For | Management |
| 1.3 | Elect Director Michael G. Browning | For | For | Management |
| 1.4 | Elect Director Daniel R. DiMicco | For | For | Management |
| 1.5 | Elect Director John H. Forsgren | For | For | Management |
| 1.6 | Elect Director Ann Maynard Gray | For | For | Management |
| 1.7 | Elect Director James H. Hance, Jr. | For | For | Management |
| 1.8 | Elect Director E. James Reinsch | For | For | Management |
| 1.9 | Elect Director James T. Rhodes | For | For | Management |
| 1.10 | Elect Director James E. Rogers | For | For | Management |
| 1.11 | Elect Director Philip R. Sharp | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | For | For | Management |
| 5 | Report on Financial Risks of Coal Reliance | Against | Against | Shareholder |
| 6 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109
 Meeting Date: APR 25, 2012 Meeting Type: Annual
 Record Date: FEB 29, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Lamberto Andreotti | For | For | Management |
| 2 | Elect Director Richard H. Brown | For | For | Management |
| 3 | Elect Director Robert A. Brown | For | For | Management |
| 4 | Elect Director Bertrand P. Collomb | For | For | Management |
| 5 | Elect Director Curtis J. Crawford | For | For | Management |
| 6 | Elect Director Alexander M. Cutler | For | For | Management |
| 7 | Elect Director Eleuthere I. Du Pont | For | For | Management |
| 8 | Elect Director Marillyn A. Hewson | For | For | Management |
| 9 | Elect Director Lois D. Juliber | For | For | Management |
| 10 | Elect Director Ellen J. Kullman | For | For | Management |
| 11 | Elect Director Lee M. Thomas | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Require Independent Board Chairman | Against | For | Shareholder |
| 15 | Report on Pay Disparity | Against | Against | Shareholder |

ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108
 Meeting Date: APR 16, 2012 Meeting Type: Annual
 Record Date: FEB 15, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director K. Baicker | For | For | Management |
| 2 | Elect Director J. E. Fyrwald | For | For | Management |
| 3 | Elect Director E. R. Marram | For | For | Management |
| 4 | Elect Director D. R. Oberhelman | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Declassify the Board of Directors | For | For | Management |
| 8 | Reduce Supermajority Vote Requirement | For | For | Management |
| 9 | Adopt Policy for Engagement With Proponents of Shareholder Proposals Supported by a Majority Vote | Against | For | Shareholder |
| 10 | Report on Research Animal Care and Promotion of Testing Alternatives | Against | Against | Shareholder |

EXPRESS SCRIPTS HOLDING COMPANY

Ticker: ESRX Security ID: 30219G108
 Meeting Date: MAY 30, 2012 Meeting Type: Annual
 Record Date: APR 11, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Gary G. Benanav | For | For | Management |
| 2 | Elect Director Maura C. Breen | For | For | Management |
| 3 | Elect Director William J. Delaney | For | For | Management |
| 4 | Elect Director Nicholas J. Lahowchic | For | For | Management |
| 5 | Elect Director Thomas P. Mac Mahon | For | For | Management |
| 6 | Elect Director Frank Mergenthaler | For | For | Management |
| 7 | Elect Director Woodrow A. Myers, Jr. | For | For | Management |
| 8 | Elect Director John O. Parker, Jr. | For | For | Management |
| 9 | Election Of Director: George Paz | For | For | Management |
| 10 | Election Of Director: Myrtle S. Potter | For | For | Management |
| 11 | Elect Director William L. Roper | For | For | Management |
| 12 | Elect Director Samuel K. Skinner | For | For | Management |
| 13 | Elect Director Seymour Sternberg | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Report on Political Contributions | Against | For | Shareholder |
| 17 | Provide Right to Act by Written Consent | Against | For | Shareholder |

FIRSTENERGY CORP.

Ticker: FE Security ID: 337932107
 Meeting Date: MAY 15, 2012 Meeting Type: Annual
 Record Date: MAR 21, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Paul T. Addison | For | For | Management |
| 1.2 | Elect Director Anthony J. Alexander | For | For | Management |
| 1.3 | Elect Director Michael J. Anderson | For | For | Management |
| 1.4 | Elect Director Carol A. Cartwright | For | For | Management |
| 1.5 | Elect Director William T. Cottle | For | For | Management |
| 1.6 | Elect Director Robert B. Heisler, Jr. | For | For | Management |
| 1.7 | Elect Director Julia L. Johnson | For | For | Management |

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| | | | | | |
|------|--|-----------------------|---------|---------|-------------|
| 1.8 | Elect Director | Ted J. Kleisner | For | For | Management |
| 1.9 | Elect Director | Donald T. Misheff | For | For | Management |
| 1.10 | Elect Director | Ernest J. Novak, Jr. | For | For | Management |
| 1.11 | Elect Director | Christopher D. Pappas | For | For | Management |
| 1.12 | Elect Director | Catherine A. Rein | For | For | Management |
| 1.13 | Elect Director | George M. Smart | For | For | Management |
| 1.14 | Elect Director | Wes M. Taylor | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | | For | Against | Management |
| 4 | Amend Omnibus Stock Plan | | For | For | Management |
| 5 | Report on Coal Combustion Waste Hazard and Risk Mitigation Efforts | | Against | For | Shareholder |
| 6 | Report on Plans to Reduce Coal-Related Costs and Risks | | Against | Against | Shareholder |
| 7 | Reduce Supermajority Vote Requirement | | Against | For | Shareholder |

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104
 Meeting Date: AUG 02, 2011 Meeting Type: Special
 Record Date: JUN 07, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect Roberto Quarta as Director | For | For | Management |
| 2 | Elect John M. Malcolm as Director | For | For | Management |
| 3 | Broadridge note: IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE ANNUAL GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS. | For | Abstain | Management |

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104
 Meeting Date: NOV 01, 2011 Meeting Type: Special
 Record Date: SEP 07, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect J. Kent Masters as Director | For | For | Management |
| 2 | Elect Henri Philippe Reichstul as Director | For | For | Management |
| 3 | Broadridge note: IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE EXTRAORDINARY GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS | For | Abstain | Management |

FOSTER WHEELER AG

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Ticker: FWLT Security ID: H27178104
 Meeting Date: MAY 01, 2012 Meeting Type: Annual
 Record Date: MAR 06, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Umberto della Sala as Director | For | For | Management |
| 2 | Elect J. Kent Masters as Director | For | For | Management |
| 3 | Elect Roberto Quarta as Director | For | For | Management |
| 4 | Elect Maureen B. Tart-Bezer as Director | For | For | Management |
| 5 | Ratify PricewaterhouseCoopers AG as Auditors | For | For | Management |
| 6 | Ratify PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm | For | For | Management |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 8 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 9 | Approve Discharge of Board and Senior Management | For | For | Management |
| 10 | Approve CHF 51,721,260 Reduction in Share Capital via Cancellation of Repurchased Shares | For | For | Management |
| 11 | Authorize Share Repurchase Program and Cancellation of Repurchased Shares | For | Against | Management |
| 12 | Broadridge note: IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE EXTRAORDINARY GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS | For | Abstain | Management |

 FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857
 Meeting Date: JUN 14, 2012 Meeting Type: Annual
 Record Date: APR 18, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Richard C. Adkerson | For | For | Management |
| 1.2 | Elect Director Robert J. Allison, Jr. | For | For | Management |
| 1.3 | Elect Director Robert A. Day | For | For | Management |
| 1.4 | Elect Director Gerald J. Ford | For | For | Management |
| 1.5 | Elect Director H. Devon Graham, Jr. | For | For | Management |
| 1.6 | Elect Director Charles C. Krulak | For | For | Management |
| 1.7 | Elect Director Bobby Lee Lackey | For | For | Management |
| 1.8 | Elect Director Jon C. Madonna | For | For | Management |
| 1.9 | Elect Director Dustan E. McCoy | For | For | Management |
| 1.10 | Elect Director James R. Moffett | For | For | Management |
| 1.11 | Elect Director B. M. Rankin, Jr. | For | For | Management |
| 1.12 | Elect Director Stephen H. Siegele | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Request Director Nominee with Environmental Qualifications | Against | For | Shareholder |

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GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 10, 2012 Meeting Type: Annual
 Record Date: MAR 14, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director John F. Cogan | For | For | Management |
| 1.2 | Elect Director Etienne F. Davignon | For | For | Management |
| 1.3 | Elect Director James M. Denny | For | For | Management |
| 1.4 | Elect Director Carla A. Hills | For | For | Management |
| 1.5 | Elect Director Kevin E. Lofton | For | For | Management |
| 1.6 | Elect Director John W. Madigan | For | For | Management |
| 1.7 | Elect Director John C. Martin | For | For | Management |
| 1.8 | Elect Director Gordon E. Moore | For | For | Management |
| 1.9 | Elect Director Nicholas G. Moore | For | For | Management |
| 1.10 | Elect Director Richard J. Whitley | For | For | Management |
| 1.11 | Elect Director Gayle E. Wilson | For | For | Management |
| 1.12 | Elect Director Per Wold-Olsen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 5 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For | Shareholder |

H. J. HEINZ COMPANY

Ticker: HNZ Security ID: 423074103
 Meeting Date: AUG 30, 2011 Meeting Type: Annual
 Record Date: JUN 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1 | Elect Director William R. Johnson | For | For | Management |
| 2 | Elect Director Charles E. Bunch | For | For | Management |
| 3 | Elect Director Leonard S. Coleman, Jr. | For | For | Management |
| 4 | Elect Director John G. Drosdick | For | For | Management |
| 5 | Elect Director Edith E. Holiday | For | For | Management |
| 6 | Elect Director Candace Kendle | For | For | Management |
| 7 | Elect Director Dean R. O'Hare | For | For | Management |
| 8 | Elect Director Nelson Peltz | For | For | Management |
| 9 | Elect Director Dennis H. Reilley | For | For | Management |
| 10 | Elect Director Lynn C. Swann | For | For | Management |
| 11 | Elect Director Thomas J. Usher | For | For | Management |
| 12 | Elect Director Michael F. Weinstein | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

HALLIBURTON COMPANY

Ticker: HAL Security ID: 406216101
 Meeting Date: MAY 16, 2012 Meeting Type: Annual

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Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Alan M. Bennett | For | For | Management |
| 2 | Elect Director James R. Boyd | For | For | Management |
| 3 | Elect Director Milton Carroll | For | For | Management |
| 4 | Elect Director Nance K. Dicciani | For | For | Management |
| 5 | Elect Director Murry S. Gerber | For | For | Management |
| 6 | Elect Director S. Malcolm Gillis | For | For | Management |
| 7 | Elect Director Abdallah S. Jum'ah | For | For | Management |
| 8 | Elect Director David J. Lesar | For | For | Management |
| 9 | Elect Director Robert A. Malone | For | For | Management |
| 10 | Elect Director J. Landis Martin | For | For | Management |
| 11 | Elect Director Debra L. Reed | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |

HCP, INC.

Ticker: HCP Security ID: 40414L109
 Meeting Date: APR 26, 2012 Meeting Type: Annual
 Record Date: MAR 02, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director James F. Flaherty, III | For | For | Management |
| 2 | Elect Director Christine N. Garvey | For | For | Management |
| 3 | Elect Director David B. Henry | For | For | Management |
| 4 | Elect Director Lauralee E. Martin | For | For | Management |
| 5 | Elect Director Michael D. McKee | For | For | Management |
| 6 | Elect Director Peter L. Rhein | For | For | Management |
| 7 | Elect Director Kenneth B. Roath | For | For | Management |
| 8 | Elect Director Joseph P. Sullivan | For | For | Management |
| 9 | Ratify Auditors | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

INTEL CORPORATION

Ticker: INTC Security ID: 458140100
 Meeting Date: MAY 17, 2012 Meeting Type: Annual
 Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Charlene Barshefsky | For | For | Management |
| 2 | Elect Director Andy D. Bryant | For | For | Management |
| 3 | Elect Director Susan L. Decker | For | For | Management |
| 4 | Elect Director John J. Donahoe | For | For | Management |
| 5 | Elect Director Reed E. Hundt | For | For | Management |
| 6 | Elect Director Paul S. Otellini | For | For | Management |
| 7 | Elect Director James D. Plummer | For | For | Management |
| 8 | Elect Director David S. Pottruck | For | For | Management |
| 9 | Elect Director Frank D. Yeary | For | For | Management |
| 10 | Elect Director David B. Yoffie | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |

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|----|--|---------|---------|-------------|
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote | Against | Against | Shareholder |

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 24, 2012 Meeting Type: Annual
 Record Date: FEB 24, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Alain J.P. Belda | For | For | Management |
| 2 | Elect Director William R. Brody | For | For | Management |
| 3 | Elect Director Kenneth I. Chenault | For | For | Management |
| 4 | Elect Director Michael L. Eskew | For | For | Management |
| 5 | Elect Director David N. Farr | For | For | Management |
| 6 | Elect Director Shirley Ann Jackson | For | For | Management |
| 7 | Elect Director Andrew N. Liveris | For | For | Management |
| 8 | Elect Director W. James McNerney, Jr. | For | For | Management |
| 9 | Elect Director James W. Owens | For | For | Management |
| 10 | Elect Director Samuel J. Palmisano | For | For | Management |
| 11 | Elect Director Virginia M. Rometty | For | For | Management |
| 12 | Elect Director Joan E. Spero | For | For | Management |
| 13 | Elect Director Sidney Taurel | For | For | Management |
| 14 | Elect Director Lorenzo H. Zambrano | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Provide for Cumulative Voting | Against | For | Shareholder |
| 18 | Report on Political Contributions | Against | Against | Shareholder |
| 19 | Report on Lobbying Expenses | Against | Against | Shareholder |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 26, 2012 Meeting Type: Annual
 Record Date: FEB 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Mary Sue Coleman | For | For | Management |
| 2 | Elect Director James G. Cullen | For | For | Management |
| 3 | Elect Director Ian E.l. Davis | For | For | Management |
| 4 | Elect Director Alex Gorsky | For | For | Management |
| 5 | Elect Director Michael M.e. Johns | For | For | Management |
| 6 | Elect Director Susan L. Lindquist | For | For | Management |
| 7 | Elect Director Anne M. Mulcahy | For | For | Management |
| 8 | Elect Director Leo F. Mullin | For | For | Management |
| 9 | Elect Director William D. Perez | For | For | Management |
| 10 | Elect Director Charles Prince | For | For | Management |
| 11 | Elect Director David Satcher | For | For | Management |
| 12 | Elect Director William C. Weldon | For | For | Management |
| 13 | Elect Director Ronald A. Williams | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 15 | Approve Omnibus Stock Plan | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |
| 18 | Require Shareholder Vote to Approve Political Contributions | Against | Against | Shareholder |
| 19 | Adopt Animal-Free Training Methods | Against | Against | Shareholder |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 15, 2012 Meeting Type: Annual
 Record Date: MAR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director James A. Bell | For | For | Management |
| 2 | Elect Director Crandall C. Bowles | For | For | Management |
| 3 | Elect Director Stephen B. Burke | For | For | Management |
| 4 | Elect Director David M. Cote | For | For | Management |
| 5 | Elect Director James S. Crown | For | For | Management |
| 6 | Elect Director James Dimon | For | For | Management |
| 7 | Elect Director Timothy P. Flynn | For | For | Management |
| 8 | Elect Director Ellen V. Futter | For | For | Management |
| 9 | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 10 | Elect Director Lee R. Raymond | For | For | Management |
| 11 | Elect Director William C. Weldon | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Affirm Political Non-Partisanship | Against | Against | Shareholder |
| 15 | Require Independent Board Chairman | Against | For | Shareholder |
| 16 | Report on Loan Modifications | Against | Against | Shareholder |
| 17 | Report on Political Contributions | Against | Against | Shareholder |
| 18 | Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity | Against | Against | Shareholder |
| 19 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 20 | Stock Retention | Against | For | Shareholder |

KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103
 Meeting Date: MAY 03, 2012 Meeting Type: Annual
 Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director John R. Alm | For | For | Management |
| 2 | Elect Director John F. Bergstrom | For | For | Management |
| 3 | Elect Director Abelardo E. Bru | For | For | Management |
| 4 | Elect Director Robert W. Decherd | For | For | Management |
| 5 | Elect Director Thomas J. Falk | For | For | Management |
| 6 | Elect Director Fabian T. Garcia | For | For | Management |
| 7 | Elect Director Mae C. Jemison, M.D. | For | For | Management |
| 8 | Elect Director James M. Jenness | For | For | Management |
| 9 | Elect Director Nancy J. Karch | For | For | Management |
| 10 | Elect Director Ian C. Read | For | For | Management |

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| | | | | |
|----|--|-----|-----|------------|
| 11 | Elect Director Linda Johnson Rice | For | For | Management |
| 12 | Elect Director Marc J. Shapiro | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

LEGGETT & PLATT, INCORPORATED

Ticker: LEG Security ID: 524660107
 Meeting Date: MAY 10, 2012 Meeting Type: Annual
 Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Robert E. Brunner | For | For | Management |
| 2 | Elect Director Ralph W. Clark | For | For | Management |
| 3 | Elect Director R. Ted Enloe, III | For | For | Management |
| 4 | Elect Director Richard T. Fisher | For | For | Management |
| 5 | Elect Director Matthew C. Flanigan | For | For | Management |
| 6 | Elect Director Karl G. Glassman | For | For | Management |
| 7 | Elect Director Ray A. Griffith | For | For | Management |
| 8 | Elect Director David S. Haffner | For | For | Management |
| 9 | Elect Director Joseph W. McClanathan | For | For | Management |
| 10 | Elect Director Judy C. Odom | For | For | Management |
| 11 | Elect Director Maurice E. Purnell, Jr. | For | For | Management |
| 12 | Elect Director Phoebe A. Wood | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | For | Shareholder |

LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Director George W. Henderson, III | For | For | Management |
| 2 | Elect Director Eric G. Johnson | For | For | Management |
| 3 | Elect Director M. Leanne Lachman | For | For | Management |
| 4 | Elect Director Isaiah Tidwell | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109
 Meeting Date: APR 26, 2012 Meeting Type: Annual
 Record Date: MAR 01, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Nolan D. Archibald | For | For | Management |
| 2 | Elect Director Rosalind G. Brewer | For | For | Management |
| 3 | Elect Director David B. Burritt | For | For | Management |
| 4 | Elect Director James O. Ellis, Jr. | For | For | Management |
| 5 | Elect Director Thomas J. Falk | For | For | Management |
| 6 | Elect Director Gwendolyn S. King | For | For | Management |
| 7 | Elect Director James M. Loy | For | For | Management |
| 8 | Elect Director Douglas H. McCorkindale | For | For | Management |
| 9 | Elect Director Joseph W. Ralston | For | For | Management |
| 10 | Elect Director Anne Stevens | For | For | Management |
| 11 | Elect Director Robert J. Stevens | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Require Independent Board Chairman | Against | For | Shareholder |

LULULEMON ATHLETICA INC.

Ticker: LULU Security ID: 550021109
 Meeting Date: JUN 06, 2012 Meeting Type: Annual
 Record Date: APR 18, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Christine M. Day | For | For | Management |
| 1.2 | Elect Director Martha A.M. (Marti) Morfitt | For | For | Management |
| 1.3 | Elect Director Rhoda M. Pitcher | For | For | Management |
| 1.4 | Elect Director Emily White | For | For | Management |
| 1.5 | Elect Director Jerry Stritzke | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |

MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104
 Meeting Date: JUN 05, 2012 Meeting Type: Annual
 Record Date: APR 10, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Ajay Banga | For | For | Management |
| 2 | Elect Director David R. Carlucci | For | For | Management |
| 3 | Elect Director Steven J. Freiberg | For | For | Management |
| 4 | Elect Director Richard Haythornthwaite | For | For | Management |
| 5 | Elect Director Marc Olivie | For | For | Management |
| 6 | Elect Director Rima Qureshi | For | For | Management |
| 7 | Elect Director Mark Schwartz | For | For | Management |
| 8 | Elect Director Jackson P. Tai | For | For | Management |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 10 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 11 | Amend Omnibus Stock Plan | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

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MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: MAR 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Robert A. Eckert | For | For | Management |
| 2 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 3 | Elect Director Jeanne P. Jackson | For | For | Management |
| 4 | Elect Director Andrew J. Mckenna | For | For | Management |
| 5 | Elect Director Donald Thompson | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Approve Omnibus Stock Plan | For | For | Management |
| 8 | Declassify the Board of Directors | For | For | Management |
| 9 | Provide Right to Call Special Meeting | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Report on Policy Responses to Children's Health Concerns and Fast Food | Against | Against | Shareholder |

MEADWESTVACO CORPORATION

Ticker: MWV Security ID: 583334107
 Meeting Date: APR 23, 2012 Meeting Type: Annual
 Record Date: MAR 01, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Michael E. Campbell | For | For | Management |
| 2 | Elect Director Thomas W. Cole, Jr. | For | For | Management |
| 3 | Elect Director James G. Kaiser | For | For | Management |
| 4 | Elect Director Richard B. Kelson | For | For | Management |
| 5 | Elect Director James M. Kilts | For | For | Management |
| 6 | Elect Director Susan J. Kropf | For | For | Management |
| 7 | Elect Director Douglas S. Luke | For | For | Management |
| 8 | Elect Director John A. Luke, Jr. | For | For | Management |
| 9 | Elect Director Gracia C. Martore | For | For | Management |
| 10 | Elect Director Timothy H. Powers | For | For | Management |
| 11 | Elect Director Jane L. Warner | For | For | Management |
| 12 | Elect Director Alan D. Wilson | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

MONSANTO COMPANY

Ticker: MON Security ID: 61166W101
 Meeting Date: JAN 24, 2012 Meeting Type: Annual
 Record Date: NOV 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Elect Directors Janice L. Fields | For | For | Management |

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| | | | | |
|---|--|---------|---------|-------------|
| 2 | Elect Directors Hugh Grant | For | For | Management |
| 3 | Elect Directors C. Steven McMillan | For | For | Management |
| 4 | Elect Directors Robert J. Stevens | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Amend Omnibus Stock Plan | For | For | Management |
| 8 | Report on Risk of Genetically Engineered Products | Against | Against | Shareholder |

NEW YORK COMMUNITY BANCORP, INC.

Ticker: NYB Security ID: 649445103
 Meeting Date: JUN 07, 2012 Meeting Type: Annual
 Record Date: APR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Maureen E. Clancy | For | Withhold | Management |
| 1.2 | Elect Director Hanif Dahya | For | For | Management |
| 1.3 | Elect Director Joseph R. Ficalora | For | For | Management |
| 1.4 | Elect Director James J. O'Donovan | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

NUCOR CORPORATION

Ticker: NUE Security ID: 670346105
 Meeting Date: MAY 10, 2012 Meeting Type: Annual
 Record Date: MAR 12, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Clayton C. Daley, Jr. | For | For | Management |
| 1.2 | Elect Director John J. Ferriola | For | For | Management |
| 1.3 | Elect Director Harvey B. Gantt | For | For | Management |
| 1.4 | Elect Director Bernard L. Kasriel | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 04, 2012 Meeting Type: Annual
 Record Date: MAR 13, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Spencer Abraham | For | For | Management |
| 2 | Elect Director Howard I. Atkins | For | For | Management |
| 3 | Elect Director Stephen I. Chazen | For | For | Management |
| 4 | Elect Director Edward P. Djerejian | For | For | Management |
| 5 | Elect Director John E. Feick | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 6 | Elect Director Margaret M. Foran | For | For | Management |
| 7 | Elect Director Carlos M. Gutierrez | For | For | Management |
| 8 | Elect Director Ray R. Irani | For | For | Management |
| 9 | Elect Director Avedick B. Poladian | For | For | Management |
| 10 | Elect Director Aziz D. Syriani | For | For | Management |
| 11 | Elect Director Rosemary Tomich | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Request Director Nominee with Environmental Qualifications | Against | Against | Shareholder |

PAPA JOHN'S INTERNATIONAL, INC.

Ticker: PZZA Security ID: 698813102
 Meeting Date: APR 26, 2012 Meeting Type: Annual
 Record Date: FEB 28, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect Director Philip Guarascio | For | For | Management |
| 2 | Elect Director Olivia F. Kirtley | For | For | Management |
| 3 | Elect Director W. Kent Taylor | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

PAYCHEX, INC.

Ticker: PAYX Security ID: 704326107
 Meeting Date: OCT 11, 2011 Meeting Type: Annual
 Record Date: AUG 12, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|----------|-----------|------------|
| 1 | Elect Director B. Thomas Golisano | For | For | Management |
| 2 | Elect Director Joseph G. Doody | For | For | Management |
| 3 | Elect Director David J. S. Flaschen | For | For | Management |
| 4 | Elect Director Phillip Horsley | For | For | Management |
| 5 | Elect Director Grant M. Inman | For | For | Management |
| 6 | Elect Director Pamela A. Joseph | For | For | Management |
| 7 | Elect Director Martin Mucci | For | For | Management |
| 8 | Elect Director Joseph M. Tucci | For | For | Management |
| 9 | Elect Director Joseph M. Velli | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 12 | Ratify Auditors | For | For | Management |

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 02, 2012 Meeting Type: Annual
 Record Date: MAR 02, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Shona L. Brown | For | For | Management |
| 2 | Elect Director Ian M. Cook | For | For | Management |
| 3 | Elect Director Dina Dublon | For | For | Management |
| 4 | Elect Director Victor J. Dzau | For | For | Management |
| 5 | Elect Director Ray L. Hunt | For | For | Management |
| 6 | Elect Director Alberto Ibarguen | For | For | Management |
| 7 | Elect Director Indra K. Nooyi | For | For | Management |
| 8 | Elect Director Sharon Percy Rockefeller | For | For | Management |
| 9 | Elect Director James J. Schiro | For | For | Management |
| 10 | Elect Director Lloyd G. Trotter | For | For | Management |
| 11 | Elect Director Daniel Vasella | For | For | Management |
| 12 | Elect Director Alberto Weisser | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Amend Omnibus Stock Plan | For | For | Management |
| 16 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 17 | Establish Risk Oversight Committee | Against | Against | Shareholder |
| 18 | Require Independent Board Chairman | Against | For | Shareholder |

PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4 Security ID: 71654V408
Meeting Date: AUG 23, 2011 Meeting Type: Special
Record Date: AUG 09, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Ratify Alternate Director Miriam Aparecida Belchior as Director Until Next General Meeting to Fill Director Vacancy | For | For | Management |
| 2 | Amend Articles 18, 19, 21, 22, 25, 28, and 39 Re: Board Size, Procedures Applicable to Employee Board Representative, Clarify Chairman's Casting Vote | For | For | Management |

PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4 Security ID: 71654V408
Meeting Date: DEC 19, 2011 Meeting Type: Special
Record Date: DEC 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Agreement to Absorb FAFEN ENERGIA | For | For | Management |
| 2 | Approve Agreement to Absorb TERMORIO | For | For | Management |
| 3 | Approve Agreement to Absorb UTE JUIZ DE FORA | For | For | Management |
| 4 | Appoint KPMG Auditores Independentes to Appraise Proposed Absorptions | For | For | Management |
| 5 | Approve Independent Firm's Appraisal of FAFEN ENERGIA | For | For | Management |
| 6 | Approve Independent Firm's Appraisal of TERMORIO | For | For | Management |

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| | | | | |
|----|--|-----|-----|------------|
| 7 | Approve Independent Firm's Appraisal of UTE JUIZ DE FORA | For | For | Management |
| 8 | Approve Absorption of FAFEN ENERGIA | For | For | Management |
| 9 | Approve Absorption of TERMORIO | For | For | Management |
| 10 | Approve Absorption of UTE JUIZ DE FORA | For | For | Management |
| 11 | Authorize Board to Ratify and Execute Approved Resolutions | For | For | Management |
| 12 | Elect Josue Christiano Gomes da Silva as Director | For | For | Management |

PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4 Security ID: 71654V408
 Meeting Date: JAN 27, 2012 Meeting Type: Special
 Record Date: JAN 03, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Appoint Independent Firm to Appraise Proposed Spin-Off | For | For | Management |
| 1.2 | Approve Independent Firm's Appraisal | For | For | Management |
| 1.3 | Approve Agreement to Spin Off BRK Investimentos Petroquimicos S.A. | For | For | Management |
| 1.4 | Approve Spin Off of BRK Investimentos Petroquimicos S.A. | For | For | Management |
| 2.1 | Appoint Independent Firm to Appraise Proposed Absorption | For | For | Management |
| 2.2 | Approve Independent Firm's Appraisal | For | For | Management |
| 2.3 | Approve Agreement to Absorb Petrobras Quimica S.A. | For | For | Management |
| 2.4 | Approve Absorption of Petrobras Quimica S.A. | For | For | Management |

PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4 Security ID: 71654V408
 Meeting Date: FEB 28, 2012 Meeting Type: Special
 Record Date: FEB 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Amend Articles Re: Increase the Number of Executive Directors | For | For | Management |
| 2 | Elect Maria das Gracas Silva Foster as Director | For | For | Management |

PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4 Security ID: 71654V408
 Meeting Date: MAR 19, 2012 Meeting Type: Annual/Special
 Record Date: FEB 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports for Fiscal Year | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| | Ended Dec. 31, 2011 | | | |
| 2 | Approve Capital Budget for Upcoming Fiscal Year | For | For | Management |
| 3 | Approve Allocation of Income and Dividends | For | For | Management |
| 4a | Elect Directors Appointed by Controlling Shareholder | For | For | Management |
| 4b | Elect Directors Appointed by Minority Shareholders | For | For | Management |
| 5 | Elect Board Chairman | For | For | Management |
| 6a | Elect Fiscal Council Members and Alternates Appointed by Controlling Shareholder | For | For | Management |
| 6b | Elect Fiscal Council Members and Alternates Appointed by Minority Shareholders | For | For | Management |
| 7 | Approve Remuneration of Executive Officers, Non-Executive Directors, and Fiscal Council Members | For | For | Management |
| 1 | Authorize Capitalization of Reserves Without Issuance of New Shares | For | For | Management |

QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 06, 2012 Meeting Type: Annual
 Record Date: JAN 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Barbara T. Alexander | For | For | Management |
| 1.2 | Elect Director Stephen M. Bennett | For | For | Management |
| 1.3 | Elect Director Donald G. Cruickshank | For | For | Management |
| 1.4 | Elect Director Raymond V. Dittamore | For | For | Management |
| 1.5 | Elect Director Thomas W. Horton | For | For | Management |
| 1.6 | Elect Director Paul E. Jacobs | For | For | Management |
| 1.7 | Elect Director Robert E. Kahn | For | For | Management |
| 1.8 | Elect Director Sherry Lansing | For | For | Management |
| 1.9 | Elect Director Duane A. Nelles | For | For | Management |
| 1.10 | Elect Director Francisco Ros | For | For | Management |
| 1.11 | Elect Director Brent Scowcroft | For | For | Management |
| 1.12 | Elect Director Marc I. Stern | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Eliminate Provision Relating to Plurality Voting for the Election of Directors | For | For | Management |

SANDISK CORPORATION

Ticker: SNDK Security ID: 80004C101
 Meeting Date: JUN 12, 2012 Meeting Type: Annual
 Record Date: APR 18, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Michael E. Marks | For | For | Management |

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| | | | | |
|----|--|-----|-----|------------|
| 2 | Elect Director Kevin DeNuccio | For | For | Management |
| 3 | Elect Director Irwin Federman | For | For | Management |
| 4 | Elect Director Steven J. Gomo | For | For | Management |
| 5 | Elect Director Eddy W. Hartenstein | For | For | Management |
| 6 | Elect Director Chenming Hu | For | For | Management |
| 7 | Elect Director Catherine P. Lego | For | For | Management |
| 8 | Elect Director Sanjay Mehrotra | For | For | Management |
| 9 | Ratify Auditors | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108
 Meeting Date: APR 11, 2012 Meeting Type: Annual
 Record Date: FEB 22, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Peter L.S. Currie | For | For | Management |
| 1.2 | Elect Director Tony Isaac | For | For | Management |
| 1.3 | Elect Director K. Vaman Kamath | For | For | Management |
| 1.4 | Elect Director Paal Kibsgaard | For | For | Management |
| 1.5 | Elect Director Nikolay Kudryavtsev | For | For | Management |
| 1.6 | Elect Director Adrian Lajous | For | For | Management |
| 1.7 | Elect Director Michael E. Marks | For | For | Management |
| 1.8 | Elect Director Elizabeth Moler | For | For | Management |
| 1.9 | Elect Director Lubna S. Olayan | For | For | Management |
| 1.10 | Elect Director Leo Rafael Reif | For | For | Management |
| 1.11 | Elect Director Tore I. Sandvold | For | For | Management |
| 1.12 | Elect Director Henri Seydoux | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Adopt and Approve Financials and Dividends | For | For | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 5 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |

TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101
 Meeting Date: MAY 25, 2012 Meeting Type: Annual
 Record Date: MAR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ann Torre Bates | For | For | Management |
| 1.2 | Elect Director David W. Niemiec | For | For | Management |
| 1.3 | Elect Director Frank A. Olson | For | For | Management |
| 1.4 | Elect Director Robert E. Wade | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

THE GOLDMAN SACHS GROUP, INC.

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Ticker: GS Security ID: 38141G104
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Lloyd C. Blankfein | For | For | Management |
| 2 | Elect Director M. Michele Burns | For | For | Management |
| 3 | Elect Director Gary D. Cohn | For | For | Management |
| 4 | Elect Director Claes Dahlback | For | For | Management |
| 5 | Elect Director Stephen Friedman | For | For | Management |
| 6 | Elect Director William W. George | For | For | Management |
| 7 | Elect Director James A. Johnson | For | For | Management |
| 8 | Elect Director Lakshmi N. Mittal | For | For | Management |
| 9 | Elect Director James J. Schiro | For | For | Management |
| 10 | Elect Director Debora L. Spar | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Provide for Cumulative Voting | Against | For | Shareholder |
| 14 | Stock Retention/Holding Period | Against | For | Shareholder |
| 15 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |

 THE WILLIAMS COMPANIES, INC.

Ticker: WMB Security ID: 969457100
 Meeting Date: MAY 17, 2012 Meeting Type: Annual
 Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Alan S. Armstrong | For | For | Management |
| 2 | Elect Director Joseph R. Cleveland | For | For | Management |
| 3 | Elect Director Irl F. Engelhardt | For | For | Management |
| 4 | Elect Director John A. Hagg | For | For | Management |
| 5 | Elect Director Juanita H. Hinshaw | For | For | Management |
| 6 | Elect Director Frank T. Macinnis | For | For | Management |
| 7 | Elect Director Steven W. Nance | For | For | Management |
| 8 | Elect Director Murray D. Smith | For | For | Management |
| 9 | Elect Director Janice D. Stoney | For | For | Management |
| 10 | Elect Director Laura A. Sugg | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

 TOTAL SA

Ticker: FP Security ID: 89151E109
 Meeting Date: MAY 11, 2012 Meeting Type: Annual/Special
 Record Date: APR 03, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Consolidated Financial Statements and Statutory Reports | For | For | Management |
| 3 | Approve Allocation of Income and | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| | Dividends of EUR 2.28 per Share | | | |
| 4 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 5 | Reelect Christophe de Margerie as Director | For | Against | Management |
| 6 | Reelect Patrick Artus as Director | For | For | Management |
| 7 | Reelect Bertrand Collomb as Director | For | For | Management |
| 8 | Reelect Anne Lauvergeon as Director | For | For | Management |
| 9 | Reelect Michel Pebereau as Director | For | Against | Management |
| 10 | Ratify Appointment of Gerard Lamarche as Director | For | For | Management |
| 11 | Elect Anne-Marie Idrac as Director | For | For | Management |
| 12 | Approve Severance Payment Agreement with Christophe de Margerie | For | Against | Management |
| 13 | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 2.5 Billion and/or Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value | For | For | Management |
| 14 | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 850 Million | For | For | Management |
| 15 | Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Item 14 | For | For | Management |
| 16 | Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions | For | For | Management |
| 17 | Approve Employee Stock Purchase Plan | For | For | Management |
| 18 | Approve Stock Purchase Plan Reserved for Employees of International Subsidiaries | For | For | Management |
| 19 | Approve Reduction in Share Capital via Cancellation of Repurchased Shares | For | For | Management |
| A | Approve Additional Indicators to Include in the Information Provided on Corporate Executive Officers Remuneration | Against | Against | Shareholder |
| B | Allow Loyalty Dividends to Long-Term Registered Shareholders | Against | Against | Shareholder |

UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108
Meeting Date: MAY 10, 2012 Meeting Type: Annual
Record Date: FEB 29, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Andrew H. Card, Jr. | For | For | Management |
| 2 | Elect Director Erroll B. Davis, Jr. | For | For | Management |
| 3 | Elect Director Thomas J. Donohue | For | For | Management |
| 4 | Elect Director Archie W. Dunham | For | For | Management |
| 5 | Elect Director Judith Richards Hope | For | For | Management |
| 6 | Elect Director Charles C. Krulak | For | For | Management |
| 7 | Elect Director Michael R. McCarthy | For | For | Management |

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| | | | | |
|----|---|---------|-----|-------------|
| 8 | Elect Director Michael W. McConnell | For | For | Management |
| 9 | Elect Director Thomas F. McLarty, III | For | For | Management |
| 10 | Elect Director Steven R. Rogel | For | For | Management |
| 11 | Elect Director Jose H. Villarreal | For | For | Management |
| 12 | Elect Director James R. Young | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 16 | Stock Retention | Against | For | Shareholder |

UNITED CONTINENTAL HOLDINGS, INC.

Ticker: UAL Security ID: 910047109
 Meeting Date: JUN 12, 2012 Meeting Type: Annual
 Record Date: APR 16, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Carolyn Corvi | For | For | Management |
| 1.2 | Elect Director Jane C. Garvey | For | For | Management |
| 1.3 | Elect Director Walter Isaacson | For | For | Management |
| 1.4 | Elect Director Henry L. Meyer Iii | For | For | Management |
| 1.5 | Elect Director Oscar Munoz | For | For | Management |
| 1.6 | Elect Director Laurence E. Simmons | For | For | Management |
| 1.7 | Elect Director Jeffery A. Smisek | For | For | Management |
| 1.8 | Elect Director Glenn F. Tilton | For | For | Management |
| 1.9 | Elect Director David J. Vitale | For | For | Management |
| 1.10 | Elect Director John H. Walker | For | For | Management |
| 1.11 | Elect Director Charles A. Yamarone | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102
 Meeting Date: JUN 04, 2012 Meeting Type: Annual
 Record Date: APR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director William C. Ballard, Jr. | For | For | Management |
| 2 | Elect Director Richard T. Burke | For | For | Management |
| 3 | Elect Director Robert J. Darretta | For | For | Management |
| 4 | Elect Director Stephen J. Hemsley | For | For | Management |
| 5 | Elect Director Michele J. Hooper | For | For | Management |
| 6 | Elect Director Rodger A. Lawson | For | For | Management |
| 7 | Elect Director Douglas W. Leatherdale | For | For | Management |
| 8 | Elect Director Glenn M. Renwick | For | For | Management |
| 9 | Elect Director Kenneth I. Shine | For | For | Management |
| 10 | Elect Director Gail R. Wilensky | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 03, 2012 Meeting Type: Annual
 Record Date: MAR 05, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Richard L. Carrion | For | For | Management |
| 2 | Elect Director Melanie L. Healey | For | For | Management |
| 3 | Elect Director M. Frances Keeth | For | For | Management |
| 4 | Elect Director Robert W. Lane | For | For | Management |
| 5 | Elect Director Lowell C. McAdam | For | For | Management |
| 6 | Elect Director Sandra O. Moose | For | For | Management |
| 7 | Elect Director Joseph Neubauer | For | For | Management |
| 8 | Elect Director Donald T. Nicolaisen | For | For | Management |
| 9 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 10 | Elect Director Hugh B. Price | For | For | Management |
| 11 | Elect Director Rodney E. Slater | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Disclose Prior Government Service | Against | Against | Shareholder |
| 15 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 16 | Performance-Based and/or Time-Based Equity Awards | Against | For | Shareholder |
| 17 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 18 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 19 | Commit to Wireless Network Neutrality | Against | Against | Shareholder |

VISA INC.

Ticker: V Security ID: 92826C839
 Meeting Date: JAN 31, 2012 Meeting Type: Annual
 Record Date: DEC 05, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Gary P. Coughlan | For | For | Management |
| 2 | Elect Director Mary B. Cranston | For | For | Management |
| 3 | Elect Director Francisco Javier Fernandez-Carbajal | For | For | Management |
| 4 | Elect Director Robert W. Matschullat | For | For | Management |
| 5 | Elect Director Cathy E. Minehan | For | For | Management |
| 6 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 7 | Elect Director David J. Pang | For | For | Management |
| 8 | Elect Director Joseph W. Saunders | For | For | Management |
| 9 | Elect Director William S. Shanahan | For | For | Management |
| 10 | Elect Director John A. Swainson | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Amend Omnibus Stock Plan | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |

WHITING PETROLEUM CORPORATION

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Ticker: WLL Security ID: 966387102
Meeting Date: MAY 01, 2012 Meeting Type: Annual
Record Date: MAR 12, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director James J. Volker | For | For | Management |
| 1.2 | Elect Director William N. Hahne | For | For | Management |
| 1.3 | Elect Director Allan R. Larson | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

YUM! BRANDS, INC.

Ticker: YUM Security ID: 988498101
Meeting Date: MAY 17, 2012 Meeting Type: Annual
Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director David W. Dorman | For | For | Management |
| 2 | Elect Director Massimo Ferragamo | For | For | Management |
| 3 | Elect Director Mirian M. Graddick-Weir | For | For | Management |
| 4 | Elect Director J. David Grissom | For | For | Management |
| 5 | Elect Director Bonnie G. Hill | For | For | Management |
| 6 | Elect Director Jonathan S. Linen | For | For | Management |
| 7 | Elect Director Thomas C. Nelson | For | For | Management |
| 8 | Elect Director David C. Novak | For | For | Management |
| 9 | Elect Director Thomas M. Ryan | For | For | Management |
| 10 | Elect Director Jing-Shyh S. Su | For | For | Management |
| 11 | Elect Director Robert D. Walter | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 14 | Require Independent Board Chairman | Against | For | Shareholder |
| 15 | Adopt and Implement Sustainable Palm Oil Policy | Against | For | Shareholder |

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END NPX REPORT

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) Zweig Total Return Fund, Inc.

By (Signature and Title)* /s/ George R. Alyward

George R. Alyward, President

Date: August 29, 2012