

SALOMON BROTHERS CAPITAL & INCOME FUND INC

Form N-PX

August 26, 2004

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: 811-21467

Salomon Brothers Capital and Income Fund Inc.

(Exact name of registrant as specified in charter)

125 BROAD STREET, NEW YORK, NEW YORK 10004

(Address of principal executive offices) (Zip code)

Robert I. Frenkel, Esq.

300 First Stamford Place, 4th Floor

Stamford, Connecticut 06902

(Name and address of agent for service)

Registrant's telephone number, including area code: 203-890-7046

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Date of fiscal year end: October 31

Date of reporting period: July 1, 2003 June 30, 2004

Item 1. Proxy Voting Record

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

ICA File Number: 811-21467
 Reporting Period: 07/01/2003 - 06/30/2004
 Salomon Brothers Capital and Income Fund Inc

===== SALOMON BROTHERS CAPITAL AND INCOME FUND INC =====

ALEXANDRIA REAL ESTATE EQUITIES, INC.

Ticker: ARE Security ID: 015271109
 Meeting Date: MAY 12, 2004 Meeting Type: Annual
 Record Date: MAR 29, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jerry M. Sudarsky | For | For | Management |
| 1.2 | Elect Director Joel S. Marcus | For | For | Management |
| 1.3 | Elect Director James H. Richardson | For | For | Management |
| 1.4 | Elect Director Richard B. Jennings | For | For | Management |
| 1.5 | Elect Director Richard H. Klein | For | For | Management |
| 1.6 | Elect Director Anthony M. Solomon | For | For | Management |
| 1.7 | Elect Director Alan G. Walton | For | For | Management |
| 1.8 | Elect Director Richmond A. Wolf | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

 AMB PROPERTY CORP.

Ticker: AMB Security ID: 00163T109
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Hamid R. Moghadam | For | For | Management |
| 1.2 | Elect Director W. Blake Baird | For | For | Management |
| 1.3 | Elect Director T. Robert Burke | For | For | Management |
| 1.4 | Elect Director David A. Cole | For | For | Management |
| 1.5 | Elect Director J. Michael Losh | For | For | Management |
| 1.6 | Elect Director Frederick W. Reid | For | For | Management |
| 1.7 | Elect Director Jeffrey L. Skelton | For | For | Management |
| 1.8 | Elect Director Thomas W. Tusher | For | For | Management |
| 1.9 | Elect Director Caryl B. Welborn | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

 AMERICAN FINANCIAL REALTY TRUST

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Ticker: AFR Security ID: 02607P305
 Meeting Date: JUN 9, 2004 Meeting Type: Annual
 Record Date: APR 9, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Glenn Blumenthal | For | For | Management |
| 1.2 | Elect Trustee John M. Eggemeyer III | For | For | Management |
| 1.3 | Elect Trustee Raymond Garea | For | For | Management |
| 1.4 | Elect Trustee Michael J. Hagan | For | For | Management |
| 1.5 | Elect Trustee John P. Hollihan III | For | For | Management |
| 1.6 | Elect Trustee William M. Kahane | For | For | Management |
| 1.7 | Elect Trustee Richard A. Kraemer | For | For | Management |
| 1.8 | Elect Trustee Lewis S. Ranieri | For | For | Management |
| 1.9 | Elect Trustee Nicholas S. Schorsch | For | For | Management |

AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG Security ID: 026874107
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: MAR 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------------|-------------|
| 1.1 | Elect Director M. Bernard Aidinoff | For | Did Not
Vote | Management |
| 1.2 | Elect Director Pei-Yuan Chia | For | Did Not
Vote | Management |
| 1.3 | Elect Director Marshall A. Cohen | For | Did Not
Vote | Management |
| 1.4 | Elect Director Willaim S. Cohen | For | Did Not
Vote | Management |
| 1.5 | Elect Director Martin S. Feldstein | For | Did Not
Vote | Management |
| 1.6 | Elect Director Ellen V. Futter | For | Did Not
Vote | Management |
| 1.7 | Elect Director Maurice R. Greenberg | For | Did Not
Vote | Management |
| 1.8 | Elect Director Carla A. Hills | For | Did Not
Vote | Management |
| 1.9 | Elect Director Frank J. Hoenemeyer | For | Did Not
Vote | Management |
| 1.10 | Elect Director Richard C. Holbrooke | For | Did Not
Vote | Management |
| 1.11 | Elect Director Donald P. Kanak | For | Did Not
Vote | Management |
| 1.12 | Elect Director Howard I. Smith | For | Did Not
Vote | Management |
| 1.13 | Elect Director Martin J. Sullivan | For | Did Not
Vote | Management |
| 1.14 | Elect Director Edmund S.W. Tse | For | Did Not
Vote | Management |
| 1.15 | Elect Director Frank G. Zarb | For | Did Not
Vote | Management |
| 2 | Approve Executive Incentive Bonus Plan | For | Did Not
Vote | Management |
| 3 | Approve Non-Employee Director Stock
Option Plan | For | Did Not
Vote | Management |
| 4 | Ratify Auditors | For | Did Not
Vote | Management |
| 5 | Report on Political | Against | Did Not | Shareholder |

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| | Contributions/Activities | | Vote | |
|---|--|---------|--------------|-------------|
| 6 | Divest from Tobacco Equities | Against | Did Not Vote | Shareholder |
| 7 | Link Executive Compensation to Predatory Lending | Against | Did Not Vote | Shareholder |

AMGEN, INC.

Ticker: AMGN Security ID: 031162100
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: MAR 19, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Frank J. Biondi, Jr. | For | Did Not Vote | Management |
| 1.2 | Elect Director Jerry D. Choate | For | Did Not Vote | Management |
| 1.3 | Elect Director Frank C. Herringer | For | Did Not Vote | Management |
| 1.4 | Elect Director Gilbert S. Omenn | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Prepare Glass Ceiling Report | Against | Did Not Vote | Shareholder |
| 4 | Expense Stock Options | Against | Did Not Vote | Shareholder |

ANTHEM INC.

Ticker: ATH Security ID: 03674B104
 Meeting Date: JUN 28, 2004 Meeting Type: Special
 Record Date: MAY 10, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with an Acquisition | For | For | Management |
| 2 | Change Company Name | For | For | Management |

ANTHEM INC.

Ticker: ATH Security ID: 03674B104
 Meeting Date: MAY 17, 2004 Meeting Type: Annual
 Record Date: MAR 19, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Victor S. Liss | For | For | Management |
| 1.2 | Elect Director James W. McDowell, Jr. | For | For | Management |
| 1.3 | Elect Director George A. Schaefer, Jr. | For | For | Management |
| 1.4 | Elect Director Jackie M. Ward | For | For | Management |

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APARTMENT INVESTMENT & MANAGEMENT CO.

Ticker: AIV Security ID: 03748R101
 Meeting Date: APR 30, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Terry Considine | For | Did Not Vote | Management |
| 1.2 | Elect Director Peter K. Kompaniez | For | Did Not Vote | Management |
| 1.3 | Elect Director James N. Bailey | For | Did Not Vote | Management |
| 1.4 | Elect Director Richard S. Ellwood | For | Did Not Vote | Management |
| 1.5 | Elect Director J. Landis Martin | For | Did Not Vote | Management |
| 1.6 | Elect Director Thomas L. Rhodes | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Approve Sale of Company Assets | For | Did Not Vote | Management |
| 4 | Limit Executive Compensation | Against | Did Not Vote | Shareholder |

ARCHSTONE SMITH TRUST

Ticker: ASN Security ID: 039583109
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Ernest A. Gerardi, Jr. | For | For | Management |
| 1.2 | Elect Director Ruth Ann M. Gillis | For | For | Management |
| 1.3 | Elect Director Ned S. Holmes | For | For | Management |
| 1.4 | Elect Director R. Scot Sellers | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Restrict Severance Agreements | Against | For | Shareholder |

ASHFORD HOSPITALITY TRUST INC.

Ticker: AHT Security ID: 044103109
 Meeting Date: MAY 4, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Archie Bennett, Jr. | For | For | Management |
| 1.2 | Elect Director Montgomery J. Bennett | For | For | Management |
| 1.3 | Elect Director Martin L. Edelman | For | For | Management |
| 1.4 | Elect Director W.D. Minami | For | For | Management |
| 1.5 | Elect Director W. Michael Murphy | For | For | Management |
| 1.6 | Elect Director Phillip S. Payne | For | For | Management |
| 1.7 | Elect Director Charles P. Toppino | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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 AVALONBAY COMMUNITIES, INC.

Ticker: AVB Security ID: 053484101
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 9, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|--------------|-------------|
| 1.1 | Elect Director Bryce Blair | For | Did Not Vote | Management |
| 1.2 | Elect Director Bruce A. Choate | For | Did Not Vote | Management |
| 1.3 | Elect Director John J. Healy, Jr. | For | Did Not Vote | Management |
| 1.4 | Elect Director Gilbert M. Meyer | For | Did Not Vote | Management |
| 1.5 | Elect Director Charles D. Peebler, Jr. | For | Did Not Vote | Management |
| 1.6 | Elect Director Lance R. Primis | For | Did Not Vote | Management |
| 1.7 | Elect Director Allan D. Schuster | For | Did Not Vote | Management |
| 1.8 | Elect Director Amy P. Williams | For | Did Not Vote | Management |
| 2 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | Did Not Vote | Shareholder |

 BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: MAY 26, 2004 Meeting Type: Annual
 Record Date: APR 7, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------------|---------|--------------|------------|
| 1.1 | Elect Director William Barnet, III | For | Did Not Vote | Management |
| 1.2 | Elect Director Charles W. Coker | For | Did Not Vote | Management |
| 1.3 | Elect Director John T. Collins | For | Did Not Vote | Management |
| 1.4 | Elect Director Gary L. Countryman | For | Did Not Vote | Management |
| 1.5 | Elect Director Paul Fulton | For | Did Not Vote | Management |
| 1.6 | Elect Director Charles K. Gifford | For | Did Not Vote | Management |
| 1.7 | Elect Director Donald E. Guinn | For | Did Not Vote | Management |
| 1.8 | Elect Director James H. Hance, Jr. | For | Did Not Vote | Management |
| 1.9 | Elect Director Kenneth D. Lewis | For | Did Not Vote | Management |
| 1.10 | Elect Director Walter E. Massey | For | Did Not Vote | Management |
| 1.11 | Elect Director Thomas J. May | For | Did Not Vote | Management |

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| | | | | | |
|------|------------|---|---------|-----------------|-------------|
| 1.12 | Elect | Director C. Steven McMillan | For | Did Not
Vote | Management |
| 1.13 | Elect | Director Eugene M. McQuade | For | Did Not
Vote | Management |
| 1.14 | Elect | Director Patricia E. Mitchell | For | Did Not
Vote | Management |
| 1.15 | Elect | Director Edward L. Romero | For | Did Not
Vote | Management |
| 1.16 | Elect | Director Thomas M. Ryan | For | Did Not
Vote | Management |
| 1.17 | Elect | Director O. Temple Sloan, Jr. | For | Did Not
Vote | Management |
| 1.18 | Elect | Director Meredith R. Spangler | For | Did Not
Vote | Management |
| 1.19 | Elect | Director Jackie M. Ward | For | Did Not
Vote | Management |
| 2 | Ratify | Auditors | For | Did Not
Vote | Management |
| 3 | Change | Date of Annual Meeting | Against | Did Not
Vote | Shareholder |
| 4 | Adopt | Nomination Procedures for the Board | Against | Did Not
Vote | Shareholder |
| 5 | Charitable | Contributions | Against | Did Not
Vote | Shareholder |
| 6 | Establish | Independent Committee to Review
Mutual Fund Policy | Against | Did Not
Vote | Shareholder |
| 7 | Adopt | Standards Regarding Privacy and
Information Security | Against | Did Not
Vote | Shareholder |

BANK ONE CORP.

Ticker: ONE Security ID: 06423A103
 Meeting Date: MAY 25, 2004 Meeting Type: Annual
 Record Date: APR 2, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------------|------------|
| 1 | Approve Merger Agreement | For | Did Not
Vote | Management |
| 2.1 | Elect Director John H. Bryan | For | Did Not
Vote | Management |
| 2.2 | Elect Director Stephen B. Burke | For | Did Not
Vote | Management |
| 2.3 | Elect Director James S. Crown | For | Did Not
Vote | Management |
| 2.4 | Elect Director James Dimon | For | Did Not
Vote | Management |
| 2.5 | Elect Director Maureen A. Fay | For | Did Not
Vote | Management |
| 2.6 | Elect Director Laban P. Jackson, Jr. | For | Did Not
Vote | Management |
| 2.7 | Elect Director John W. Kessler | For | Did Not
Vote | Management |
| 2.8 | Elect Director Robert I. Lipp | For | Did Not
Vote | Management |
| 2.9 | Elect Director Richard A. Manoogian | For | Did Not
Vote | Management |
| 2.10 | Elect Director David C. Novak | For | Did Not
Vote | Management |
| 2.11 | Elect Director John W. Rogers, Jr. | For | Did Not
Vote | Management |

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| | | | | |
|------|---|-----|-------------------|------------|
| 2.12 | Elect Director Frederick P. Stratton, Jr. | For | Vote Did Not Vote | Management |
| 3 | Ratify Auditors | For | Vote Did Not Vote | Management |

BERKSHIRE HATHAWAY INC.

Ticker: BRK.A Security ID: 084670108
 Meeting Date: MAY 1, 2004 Meeting Type: Annual
 Record Date: MAR 3, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-------------------|-------------|
| 1.1 | Elect Director Warren E. Buffett | For | Vote Did Not Vote | Management |
| 1.2 | Elect Director Charles T. Munger | For | Vote Did Not Vote | Management |
| 1.3 | Elect Director Susan T. Buffett | For | Vote Did Not Vote | Management |
| 1.4 | Elect Director Howard G. Buffett | For | Vote Did Not Vote | Management |
| 1.5 | Elect Director Malcolm G. Chace | For | Vote Did Not Vote | Management |
| 1.6 | Elect Director David S. Gottesman | For | Vote Did Not Vote | Management |
| 1.7 | Elect Director Charlotte Guyman | For | Vote Did Not Vote | Management |
| 1.8 | Elect Director Donald R. Keough | For | Vote Did Not Vote | Management |
| 1.9 | Elect Director Thomas S. Murphy | For | Vote Did Not Vote | Management |
| 1.10 | Elect Director Ronald L. Olson | For | Vote Did Not Vote | Management |
| 1.11 | Elect Director Walter Scott, Jr. | For | Vote Did Not Vote | Management |
| 2 | Report on Political Contributions/Activities | Against | Vote Did Not Vote | Shareholder |

BOSTON PROPERTIES INC.

Ticker: BXP Security ID: 101121101
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 17, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Mortimer B. Zuckerman | For | For | Management |
| 1.2 | Elect Director Carol B. Einiger | For | For | Management |
| 1.3 | Elect Director Alan B. Landis | For | For | Management |
| 1.4 | Elect Director Richard E. Salomon | For | For | Management |
| 2 | Declassify the Board of Directors | Against | For | Shareholder |

BRE PROPERTIES, INC.

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Ticker: BRE Security ID: 05564E106
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1 | Declassify the Board of Directors | For | For | Management |
| 2.1 | Elect Director Robert A. Fiddaman | For | For | Management |
| 2.2 | Elect Director Roger P. Kuppinger | For | For | Management |
| 2.3 | Elect Director Jeanne R. Myerson | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

CAREMARK RX, INC.

Ticker: CMX Security ID: 141705103
 Meeting Date: MAY 4, 2004 Meeting Type: Annual
 Record Date: APR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------------|------------|
| 1.1 | Elect Director Edwin M. Banks | For | Did Not
Vote | Management |
| 1.2 | Elect Director Colleen C. Welch, Ph.D. | For | Did Not
Vote | Management |
| 1.3 | Elect Director Roger L. Headrick | For | Did Not
Vote | Management |
| 1.4 | Elect Director Jean-Pierre Millon | For | Did Not
Vote | Management |

CELESTICA INC.

Ticker: CLS. Security ID: 15101Q108
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Robert Crandall, William Etherington, Richard Love, Anthony Melman, Gerald Schwartz, Charles Szuluk, Don Tapscott as Directors | For | For | Management |
| 2 | Approve Auditors and Authorize Board to Fix Remuneration of Auditors | For | For | Management |

CHICAGO BRIDGE & IRON CO.

Ticker: CBI Security ID: 167250109
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: APR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------|---------|-----------------|------------|
| 1 | FIRST POSITION: BALLENGEE | For | Did Not
Vote | Management |
| 2 | FIRST POSITION: BORDAGES | Against | Did Not
Vote | Management |
| 3 | SECOND POSITION: SIMPSON | For | Did Not | Management |

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| | | | Vote | |
|----|---|---------|-----------------|------------|
| 4 | SECOND POSITION: LEVENTRY | Against | Did Not
Vote | Management |
| 5 | TO AUTHORIZE THE PREPARATION OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT IN THE ENGLISH LANGUAGE AND ADOPT DUTCH STATUTORY ANNUAL ACCOUNTS | For | Did Not
Vote | Management |
| 6 | TO DISCHARGE MANAGEMENT BOARD AND SUPERVISORY BOARD FROM LIABILITY IN EXERCISE OF THEIR DUTIES | For | Did Not
Vote | Management |
| 7 | TO RESOLVE THE FINAL DIVIDEND | For | Did Not
Vote | Management |
| 8 | TO REPURCHASE UP TO 30% OF THE ISSUED SHARE CAPITAL | For | Did Not
Vote | Management |
| 9 | TO CANCEL SHARES TO BE ACQUIRED BY THE COMPANY IN ITS OWN SHARE CAPITAL | For | Did Not
Vote | Management |
| 10 | TO APPROVE THE EXTENSION OF THE AUTHORITY TO ISSUE AND/OR GRANT RIGHTS ON SHARES AND TO LIMIT OR EXCLUDE PREEMPTIVE RIGHTS | For | Did Not
Vote | Management |
| 11 | TO INCREASE THE AMOUNT OF THE AUTHORIZED SHARE CAPITAL | For | Did Not
Vote | Management |
| 12 | TO APPOINT DELOITTE & TOUCHE AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS | For | Did Not
Vote | Management |

COMCAST CORP.

Ticker: CMCSA Security ID: 20030N101
Meeting Date: MAY 26, 2004 Meeting Type: Annual
Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------------|------------|
| 1.1 | Elect Director S. Decker Anstrom | For | Did Not
Vote | Management |
| 1.2 | Elect Director C. Michael Armstrong | For | Did Not
Vote | Management |
| 1.3 | Elect Director Kenneth J. Bacon | For | Did Not
Vote | Management |
| 1.4 | Elect Director Sheldon M. Bonovitz | For | Did Not
Vote | Management |
| 1.5 | Elect Director Julian A. Brodsky | For | Did Not
Vote | Management |
| 1.6 | Elect Director Joseph L. Castle, II | For | Did Not
Vote | Management |
| 1.7 | Elect Director J. Michael Cook | For | Did Not
Vote | Management |
| 1.8 | Elect Director Brian L. Roberts | For | Did Not
Vote | Management |
| 1.9 | Elect Director Ralph J. Roberts | For | Did Not
Vote | Management |
| 1.10 | Elect Director Dr. Judith Rodin | For | Did Not
Vote | Management |
| 1.11 | Elect Director Michael I. Sovern | For | Did Not
Vote | Management |
| 2 | Ratify Auditors | For | Did Not
Vote | Management |
| 3 | Amend Restricted Stock Plan | For | Did Not
Vote | Management |
| 4 | Amend Articles/Bylaws/Charter-Non-Routine | For | Did Not
Vote | Management |

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| | | | | |
|---|---|---------|--------------|-------------|
| 5 | Require Two-Thirds Majority of Independent Directors on Board | Against | Did Not Vote | Shareholder |
| 6 | Political Contributions/Activities | Against | Did Not Vote | Shareholder |
| 7 | Nominate Two Directors for every open Directorships | Against | Did Not Vote | Shareholder |
| 8 | Limit Executive Compensation | Against | Did Not Vote | Shareholder |
| 9 | Adopt a Recapitalization Plan | Against | Did Not Vote | Shareholder |

COMERICA INC.

Ticker: CMA Security ID: 200340107
Meeting Date: MAY 18, 2004 Meeting Type: Annual
Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director Ralph W. Babb, Jr. | For | Did Not Vote | Management |
| 1.2 | Elect Director James F. Cordes | For | Did Not Vote | Management |
| 1.3 | Elect Director Peter D. Cummings | For | Did Not Vote | Management |
| 1.4 | Elect Director Todd W. Herrick | For | Did Not Vote | Management |
| 1.5 | Elect Director William P. Vititoe | For | Did Not Vote | Management |
| 1.6 | Elect Director Kenneth L. Way | For | Did Not Vote | Management |
| 2 | Approve Employee Stock Purchase Plan | For | Did Not Vote | Management |
| 3 | Approve Non-Employee Director Omnibus Stock Plan | For | Did Not Vote | Management |
| 4 | Ratify Auditors | For | Did Not Vote | Management |

COMVERSE TECHNOLOGY, INC.

Ticker: CMVT Security ID: 205862402
Meeting Date: JUN 15, 2004 Meeting Type: Annual
Record Date: APR 27, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kobi Alexander | For | For | Management |
| 1.2 | Elect Director Raz Alon | For | For | Management |
| 1.3 | Elect Director Itsik Danziger | For | For | Management |
| 1.4 | Elect Director John H. Friedman | For | For | Management |
| 1.5 | Elect Director Ron Hiram | For | For | Management |
| 1.6 | Elect Director Sam Oolie | For | For | Management |
| 1.7 | Elect Director William F. Sorin | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

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COUNTRYWIDE FINANCIAL CORP.

Ticker: CFC Security ID: 222372104
 Meeting Date: JUN 16, 2004 Meeting Type: Annual
 Record Date: APR 19, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Henry G. Cisneros | For | For | Management |
| 1.2 | Elect Director Robert J. Donato | For | For | Management |
| 1.3 | Elect Director Michael E. Dougherty | For | For | Management |
| 1.4 | Elect Director Martin R. Melone | For | For | Management |
| 1.5 | Elect Director Harley W. Snyder | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |

COUSINS PROPERTIES INC.

Ticker: CUZ Security ID: 222795106
 Meeting Date: MAY 4, 2004 Meeting Type: Annual
 Record Date: MAR 17, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Thomas D. Bell, Jr. | For | Did Not
Vote | Management |
| 1.2 | Elect Director Erskine B. Bowles | For | Did Not
Vote | Management |
| 1.3 | Elect Director Richard W. Courts, Ii | For | Did Not
Vote | Management |
| 1.4 | Elect Director Thomas G. Cousins | For | Did Not
Vote | Management |
| 1.5 | Elect Director Lillian C. Giornelli | For | Did Not
Vote | Management |
| 1.6 | Elect Director Terence C. Golden | For | Did Not
Vote | Management |
| 1.7 | Elect Director Boone A. Knox | For | Did Not
Vote | Management |
| 1.8 | Elect Director John J. Mack | For | Did Not
Vote | Management |
| 1.9 | Elect Director Hugh L. Mccoll, Jr. | For | Did Not
Vote | Management |
| 1.10 | Elect Director William Porter Payne | For | Did Not
Vote | Management |
| 2 | Amend Omnibus Stock Plan | For | Did Not
Vote | Management |

CSG SYSTEMS INTERNATIONAL, INC.

Ticker: CSGS Security ID: 126349109
 Meeting Date: MAY 28, 2004 Meeting Type: Annual
 Record Date: MAR 30, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Janice I. Obuchowski | For | For | Management |
| 2 | Amend Employee Stock Purchase Plan | For | For | Management |

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DEVELOPERS DIVERSIFIED REALTY CORP.

Ticker: DDR Security ID: 251591103
 Meeting Date: MAY 18, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------------|------------|
| 1.1 | Elect Director Dean S. Adler | For | Did Not
Vote | Management |
| 1.2 | Elect Director Terrance R. Ahern | For | Did Not
Vote | Management |
| 1.3 | Elect Director Mohsen Anvari | For | Did Not
Vote | Management |
| 1.4 | Elect Director Robert H. Gidel | For | Did Not
Vote | Management |
| 1.5 | Elect Director Victor B. MacFarlane | For | Did Not
Vote | Management |
| 1.6 | Elect Director Craig Macnab | For | Did Not
Vote | Management |
| 1.7 | Elect Director Scott D. Roulston | For | Did Not
Vote | Management |
| 1.8 | Elect Director Barry A. Sholem | For | Did Not
Vote | Management |
| 1.9 | Elect Director William B. Summers, Jr. | For | Did Not
Vote | Management |
| 1.10 | Elect Director Bert L. Wolstein | For | Did Not
Vote | Management |
| 1.11 | Elect Director Scott A. Wolstein | For | Did Not
Vote | Management |
| 2 | Amend Shareholder Rights Plan (Poison Pill) | For | Did Not
Vote | Management |
| 3 | Approve Omnibus Stock Plan | For | Did Not
Vote | Management |
| 4 | Ratify Auditors | For | Did Not
Vote | Management |

DJ ORTHOPEDICS, INC.

Ticker: DJO Security ID: 23325G104
 Meeting Date: JUN 3, 2004 Meeting Type: Annual
 Record Date: APR 23, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Jack R. Blair | For | For | Management |
| 1.2 | Elect Director Mitchell J. Blutt, M.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

EQUITY OFFICE PROPERTIES TRUST

Ticker: EOP Security ID: 294741103
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | | | |
|-----|--------|----------|-------------------------|-----|-----|------------|
| 1.1 | Elect | Director | Thomas E. Dobrowski | For | For | Management |
| 1.2 | Elect | Director | William M. Goodyear | For | For | Management |
| 1.3 | Elect | Director | James D. Harper, Jr. | For | For | Management |
| 1.4 | Elect | Director | Richard D. Kincaid | For | For | Management |
| 1.5 | Elect | Director | David K. Mckown | For | For | Management |
| 1.6 | Elect | Director | Sheli Z. Rosenberg | For | For | Management |
| 1.7 | Elect | Director | Edwin N. Sidman | For | For | Management |
| 1.8 | Elect | Director | J. H.W.R. Van Der Vlist | For | For | Management |
| 1.9 | Elect | Director | Samuel Zell | For | For | Management |
| 2 | Ratify | Auditors | | For | For | Management |

EQUITY RESIDENTIAL

Ticker: EQR Security ID: 29476L107
Meeting Date: MAY 28, 2004 Meeting Type: Annual
Record Date: MAR 29, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director John W. Alexander | For | For | Management |
| 1.2 | Elect Director Charles L. Atwood | For | For | Management |
| 1.3 | Elect Director Bruce W. Duncan | For | For | Management |
| 1.4 | Elect Director Stephen O. Evans | For | For | Management |
| 1.5 | Elect Director James D. Harper, Jr. | For | For | Management |
| 1.6 | Elect Director Boone A. Knox | For | For | Management |
| 1.7 | Elect Director Desiree G. Rogers | For | For | Management |
| 1.8 | Elect Director Sheli Z. Rosenberg | For | For | Management |
| 1.9 | Elect Director Gerald A. Spector | For | For | Management |
| 1.10 | Elect Director B. Joseph White | For | For | Management |
| 1.11 | Elect Director Samuel Zell | For | For | Management |
| 2 | Amend Articles/Bylaws/Charter to Remove Antitakeover Provision(s) | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

FANNIE MAE

Ticker: FNM Security ID: 313586109
Meeting Date: MAY 25, 2004 Meeting Type: Annual
Record Date: APR 6, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|--------------|------------|
| 1.1 | Elect Director Stephen B. Ashley | For | Did Not Vote | Management |
| 1.2 | Elect Director Kenneth M. Duberstein | For | Did Not Vote | Management |
| 1.3 | Elect Director Thomas P. Gerrity | For | Did Not Vote | Management |
| 1.4 | Elect Director Timothy Howard | For | Did Not Vote | Management |
| 1.5 | Elect Director Ann Korologos | For | Did Not Vote | Management |
| 1.6 | Elect Director Frederic V. Malek | For | Did Not Vote | Management |
| 1.7 | Elect Director Donald B. Marron | For | Did Not Vote | Management |
| 1.8 | Elect Director Daniel H. Mudd | For | Did Not Vote | Management |

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| | | | | | |
|------|-------------|------------------------------|---------|-----------------|-------------|
| 1.9 | Elect | Director Anne M. Mulcahy | For | Did Not
Vote | Management |
| 1.10 | Elect | Director Joe K. Pickett | For | Did Not
Vote | Management |
| 1.11 | Elect | Director Leslie Rahl | For | Did Not
Vote | Management |
| 1.12 | Elect | Director Franklin D. Raines | For | Did Not
Vote | Management |
| 1.13 | Elect | Director H. Patrick Swygert | For | Did Not
Vote | Management |
| 2 | Ratify | Auditors | For | Did Not
Vote | Management |
| 3 | Amend | Employee Stock Purchase Plan | For | Did Not
Vote | Management |
| 4 | Provide for | Cumulative Voting | Against | Did Not
Vote | Shareholder |

FEDERATED DEPARTMENT STORES, INC.

Ticker: FD Security ID: 31410H101
 Meeting Date: MAY 21, 2004 Meeting Type: Annual
 Record Date: APR 2, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Sara Levinson | For | For | Management |
| 1.2 | Elect Director Joseph Neubauer | For | For | Management |
| 1.3 | Elect Director Joseph A. Pichler | For | For | Management |
| 1.4 | Elect Director Karl M. von der Heyden | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Declassify the Board of Directors | Against | For | Shareholder |

FOREST OIL CORP.

Ticker: FST Security ID: 346091705
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Cortlandt S. Dietler | For | Did Not
Vote | Management |
| 1.2 | Elect Director Dod A. Fraser | For | Did Not
Vote | Management |
| 1.3 | Elect Director Patrick R. McDonald | For | Did Not
Vote | Management |
| 2 | Ratify Auditors | For | Did Not
Vote | Management |

GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370021107
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 17, 2004

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|--------------|------------|
| 1.1 | Elect Director John Bucksbaum | For | Did Not Vote | Management |
| 1.2 | Elect Director Alan Cohen | For | Did Not Vote | Management |
| 1.3 | Elect Director Anthony Downs | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |

GLAXOSMITHKLINE PLC (FORMERLY GLAXO WELLCOME PLC)

Ticker: SBH Security ID: G3910J112
 Meeting Date: MAY 17, 2004 Meeting Type: Annual
 Record Date:

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Remuneration Report | For | For | Management |
| 3 | Elect Lawrence Culp as Director | For | For | Management |
| 4 | Elect Crispin Davis as Director | For | For | Management |
| 5 | Elect Sir Robert Wilson as Director | For | For | Management |
| 6 | Elect Tachi Yamada as Director | For | For | Management |
| 7 | Re-elect Sir Christopher Hogg as Director | For | For | Management |
| 8 | Re-appoint PricewaterhouseCoopers LLP as Auditors of the Company | For | For | Management |
| 9 | Authorise Board to Fix Remuneration of the Auditors | For | For | Management |
| 10 | Authorise EU Political Donations up to Aggregate Nominal Amount of GBP 100,000 | For | For | Management |
| 11 | Authorise Issuance of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 74,330,954 | For | For | Management |
| 12 | Authorise 594,647,632 Ordinary Shares for Market Purchase | For | For | Management |

GUIDANT CORP.

Ticker: GDT Security ID: 401698105
 Meeting Date: MAY 18, 2004 Meeting Type: Annual
 Record Date: MAR 11, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Maurice A. Cox, Jr. | For | For | Management |
| 1.2 | Elect Director Nancy-Ann Min DeParle | For | For | Management |
| 1.3 | Elect Director Ronald W. Dollens | For | For | Management |
| 1.4 | Elect Director Enrique C. Falla | For | For | Management |
| 1.5 | Elect Director Kristina M. Johnson, Ph.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Expense Stock Options | Against | For | Shareholder |

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HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker: HIG Security ID: 416515104
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Ramani Ayer | For | Did Not Vote | Management |
| 1.2 | Elect Director Ronald E. Ferguson | For | Did Not Vote | Management |
| 1.3 | Elect Director Edward J. Kelly, III | For | Did Not Vote | Management |
| 1.4 | Elect Director Paul G. Kirk, Jr. | For | Did Not Vote | Management |
| 1.5 | Elect Director Thomas M. Marra | For | Did Not Vote | Management |
| 1.6 | Elect Director Gail J. McGovern | For | Did Not Vote | Management |
| 1.7 | Elect Director Robert W. Selander | For | Did Not Vote | Management |
| 1.8 | Elect Director Charles B. Strauss | For | Did Not Vote | Management |
| 1.9 | Elect Director H. Patrick Swygert | For | Did Not Vote | Management |
| 1.10 | Elect Director Gordon I. Ulmer | For | Did Not Vote | Management |
| 1.11 | Elect Director David K. Zwiener | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Limit Executive Compensation | Against | Did Not Vote | Shareholder |

HIGHWOODS PROPERTIES, INC.

Ticker: HIW Security ID: 431284108
 Meeting Date: MAY 18, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Edward J. Fritsch | For | For | Management |
| 1.2 | Elect Director Lawrence S. Kaplan | For | For | Management |
| 1.3 | Elect Director L. Glenn Orr, Jr. | For | For | Management |
| 1.4 | Elect Director William E. Graham, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Other Business | For | For | Management |

HOME DEPOT, INC. (THE)

Ticker: HD Security ID: 437076102
 Meeting Date: MAY 27, 2004 Meeting Type: Annual
 Record Date: MAR 29, 2004

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|--------------|-------------|
| 1.1 | Elect Director Gregory D. Brenneman | For | Did Not Vote | Management |
| 1.2 | Elect Director Richard H. Brown | For | Did Not Vote | Management |
| 1.3 | Elect Director John L. Clendenin | For | Did Not Vote | Management |
| 1.4 | Elect Director Berry R. Cox | For | Did Not Vote | Management |
| 1.5 | Elect Director Claudio X. Gonzalez | For | Did Not Vote | Management |
| 1.6 | Elect Director Milledge A. Hart, III | For | Did Not Vote | Management |
| 1.7 | Elect Director Bonnie G. Hill | For | Did Not Vote | Management |
| 1.8 | Elect Director Kenneth G. Langone | For | Did Not Vote | Management |
| 1.9 | Elect Director Robert L. Nardelli | For | Did Not Vote | Management |
| 1.10 | Elect Director Roger S. Penske | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Establish Term Limits for Directors | Against | Did Not Vote | Shareholder |
| 4 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | Did Not Vote | Shareholder |
| 5 | Performance- Based/Indexing Options | Against | Did Not Vote | Shareholder |
| 6 | Adopt ILO Based Code of Conduct | Against | Did Not Vote | Shareholder |
| 7 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | Did Not Vote | Shareholder |
| 8 | Require Affirmative Vote of the Majority of the Shares to Elect Directors | Against | Did Not Vote | Shareholder |

IAC / INTERACTIVECORP

Ticker: IACI Security ID: 45840Q101
 Meeting Date: JUN 23, 2004 Meeting Type: Annual
 Record Date: APR 29, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard N. Barton | For | For | Management |
| 1.2 | Elect Director Robert R. Bennett | For | For | Management |
| 1.3 | Elect Director Edgar Bronfman, Jr. | For | For | Management |
| 1.4 | Elect Director Barry Diller | For | For | Management |
| 1.5 | Elect Director Victor A. Kaufman | For | For | Management |
| 1.6 | Elect Director Donald R. Keough | For | For | Management |
| 1.7 | Elect Director Marie-Josée Kravis | For | For | Management |
| 1.8 | Elect Director John C. Malone | For | For | Management |
| 1.9 | Elect Director Steven Rattner | For | For | Management |
| 1.10 | Elect Director Gen. H.N. Schwarzkopf | For | For | Management |
| 1.11 | Elect Director Alan G. Spoon | For | For | Management |
| 1.12 | Elect Director Diane Von Furstenberg | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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INTEL CORP.

Ticker: INTC Security ID: 458140100
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Craig R. Barrett | For | Did Not Vote | Management |
| 1.2 | Elect Director Charlene Barshefsky | For | Did Not Vote | Management |
| 1.3 | Elect Director E. John P. Browne | For | Did Not Vote | Management |
| 1.4 | Elect Director Andrew S. Grove | For | Did Not Vote | Management |
| 1.5 | Elect Director D. James Guzy | For | Did Not Vote | Management |
| 1.6 | Elect Director Reed E. Hundt | For | Did Not Vote | Management |
| 1.7 | Elect Director Paul S. Otellini | For | Did Not Vote | Management |
| 1.8 | Elect Director David S. Pottruck | For | Did Not Vote | Management |
| 1.9 | Elect Director Jane E. Shaw | For | Did Not Vote | Management |
| 1.10 | Elect Director John L. Thornton | For | Did Not Vote | Management |
| 1.11 | Elect Director David B. Yoffie | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Approve Omnibus Stock Plan | For | Did Not Vote | Management |
| 4 | Expense Stock Options | Against | Did Not Vote | Shareholder |
| 5 | Limit/Prohibit Awards to Executives | Against | Did Not Vote | Shareholder |
| 6 | Performance- Based/Indexing Options | Against | Did Not Vote | Shareholder |

 INTERPUBLIC GROUP OF COMPANIES, INC., THE

Ticker: IPG Security ID: 460690100
 Meeting Date: MAY 18, 2004 Meeting Type: Annual
 Record Date: MAR 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director David A. Bell | For | Did Not Vote | Management |
| 1.2 | Elect Director Frank J. Borell | For | Did Not Vote | Management |
| 1.3 | Elect Director Reginald K. Brack | For | Did Not Vote | Management |
| 1.4 | Elect Director Jill M. Considine | For | Did Not Vote | Management |
| 1.5 | Elect Director Christopher J. Coughlin | For | Did Not Vote | Management |
| 1.6 | Elect Director John J. Donner, Jr. | For | Did Not Vote | Management |

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| | | | Vote | |
|------|---|---------|-----------------|-------------|
| 1.7 | Elect Director Richard A. Goldstein | For | Did Not
Vote | Management |
| 1.8 | Elect Director H. John Greenlaus | For | Did Not
Vote | Management |
| 1.9 | Elect Director Michael I. Roth | For | Did Not
Vote | Management |
| 1.10 | Elect Director J. Phillip Samper | For | Did Not
Vote | Management |
| 2 | Approve Omnibus Stock Plan | For | Did Not
Vote | Management |
| 3 | Approve Non-Employee Director Omnibus
Stock Plan | For | Did Not
Vote | Management |
| 4 | Ratify Auditors | For | Did Not
Vote | Management |
| 5 | MacBride Principles | Against | Did Not
Vote | Shareholder |

IPC HOLDINGS LTD

Ticker: IPCR Security ID: G4933P101
Meeting Date: JUN 11, 2004 Meeting Type: Annual
Record Date: MAR 31, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Joseph C.H. Johnson | For | For | Management |
| 1.2 | Elect Director James P. Bryce | For | For | Management |
| 1.3 | Elect Director Kenneth L. Hammond | For | For | Management |
| 1.4 | Elect Director Dr. Hon. C.E. James | For | For | Management |
| 1.5 | Elect Director Frank Mutch | For | For | Management |
| 1.6 | Elect Director Anthony M. Pilling | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

ISTAR FINANCIAL INC.

Ticker: SFI Security ID: 45031U101
Meeting Date: MAY 25, 2004 Meeting Type: Annual
Record Date: APR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Jay Sugarman | For | Did Not
Vote | Management |
| 1.2 | Elect Director Willis Andersen, Jr. | For | Did Not
Vote | Management |
| 1.3 | Elect Director Robert W. Holman, Jr. | For | Did Not
Vote | Management |
| 1.4 | Elect Director Robin Josephs | For | Did Not
Vote | Management |
| 1.5 | Elect Director John G. McDonald | For | Did Not
Vote | Management |
| 1.6 | Elect Director George R. Puskar | For | Did Not
Vote | Management |
| 1.7 | Elect Director Jeffrey A. Weber | For | Did Not
Vote | Management |
| 2 | Amend Deferred Compensation Plan | For | Did Not
Vote | Management |

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| | | | | |
|---|--------------------------|-----|-----------------|------------|
| 3 | Amend Omnibus Stock Plan | For | Did Not
Vote | Management |
| 4 | Ratify Auditors | For | Did Not
Vote | Management |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100

Meeting Date: MAY 25, 2004 Meeting Type: Annual

Record Date: APR 2, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------------|-------------|
| 1 | Approve Merger Agreement | For | Did Not
Vote | Management |
| 2.1 | Elect Director Hans W. Becherer | For | Did Not
Vote | Management |
| 2.2 | Elect Director Frank A. Bennack, Jr. | For | Did Not
Vote | Management |
| 2.3 | Elect Director John H. Biggs | For | Did Not
Vote | Management |
| 2.4 | Elect Director Lawrence A. Bossidy | For | Did Not
Vote | Management |
| 2.5 | Elect Director Ellen V. Futter | For | Did Not
Vote | Management |
| 2.6 | Elect Director William H. Gray, III | For | Did Not
Vote | Management |
| 2.7 | Elect Director William B. Harrison, Jr | For | Did Not
Vote | Management |
| 2.8 | Elect Director Helene L. Kaplan | For | Did Not
Vote | Management |
| 2.9 | Elect Director Lee R. Raymond | For | Did Not
Vote | Management |
| 2.10 | Elect Director John R. Stafford | For | Did Not
Vote | Management |
| 3 | Ratify Auditors | For | Did Not
Vote | Management |
| 4 | Amend Executive Incentive Bonus Plan | For | Did Not
Vote | Management |
| 5 | Adjourn Meeting | For | Did Not
Vote | Management |
| 6 | Establish Term Limits for Directors | Against | Did Not
Vote | Shareholder |
| 7 | Charitable Contributions | Against | Did Not
Vote | Shareholder |
| 8 | Political Contributions | Against | Did Not
Vote | Shareholder |
| 9 | Separate Chairman and CEO Positions | Against | Did Not
Vote | Shareholder |
| 10 | Provide Adequate Disclosure for over the counter Derivatives | Against | Did Not
Vote | Shareholder |
| 11 | Auditor Independence | Against | Did Not
Vote | Shareholder |
| 12 | Submit Non-Employee Director Compensation to Vote | Against | Did Not
Vote | Shareholder |
| 13 | Report on Pay Disparity | Against | Did Not
Vote | Shareholder |

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KIMCO REALTY CORP.

Ticker: KIM Security ID: 49446R109
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Martin Kimmel | For | For | Management |
| 1.2 | Elect Director Milton Cooper | For | For | Management |
| 1.3 | Elect Director Richard G. Dooley | For | For | Management |
| 1.4 | Elect Director Michael Flynn | For | For | Management |
| 1.5 | Elect Director Joe Grills | For | For | Management |
| 1.6 | Elect Director David Henry | For | For | Management |
| 1.7 | Elect Director F. Patrick Hughes | For | For | Management |
| 1.8 | Elect Director Frank Lourenso | For | For | Management |
| 1.9 | Elect Director Richard Saltzman | For | For | Management |
| 2 | Amend Stock Option Plan | For | For | Management |
| 3 | Separate Chairman and CEO Positions | Against | For | Shareholder |

KROGER CO., THE

Ticker: KR Security ID: 501044101
 Meeting Date: JUN 24, 2004 Meeting Type: Annual
 Record Date: APR 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director John L. Clendenin | For | For | Management |
| 1.2 | Elect Director David B. Dillon | For | For | Management |
| 1.3 | Elect Director David B. Lewis | For | For | Management |
| 1.4 | Elect Director Don W. McGeorge | For | For | Management |
| 1.5 | Elect Director W. Rodney McMullen | For | For | Management |
| 1.6 | Elect Director Susan M. Phillips | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | Against | For | Shareholder |
| 4 | Separate Chairman and CEO Positions | Against | Against | Shareholder |
| 5 | Submit Severance Agreement
(Change-in-Control) to Shareholder Vote | Against | Against | Shareholder |

MACERICH CO., THE

Ticker: MAC Security ID: 554382101
 Meeting Date: MAY 28, 2004 Meeting Type: Annual
 Record Date: MAR 17, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Edward C. Coppola | For | For | Management |
| 1.2 | Elect Director Fred S. Hubbell | For | For | Management |
| 1.3 | Elect Director Diana M. Laing | For | For | Management |
| 1.4 | Elect Director Dr. William P. Sexton | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

MARSH & MCLENNAN COMPANIES, INC.

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Ticker: MMC Security ID: 571748102
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Lewis W. Bernard | For | For | Management |
| 1.2 | Elect Director Mathis Cabiallavetta | For | For | Management |
| 1.3 | Elect Director Zachary W. Carter | For | For | Management |
| 1.4 | Elect Director Robert F. Erburu | For | For | Management |
| 1.5 | Elect Director Oscar Fanjul | For | For | Management |
| 1.6 | Elect Director Ray J. Groves | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

MATTEL, INC.

Ticker: MAT Security ID: 577081102
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: MAR 17, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------------|-------------|
| 1.1 | Elect Director Eugene P. Beard | For | Did Not
Vote | Management |
| 1.2 | Elect Director Michael J. Dolan | For | Did Not
Vote | Management |
| 1.3 | Elect Director Robert A. Eckert | For | Did Not
Vote | Management |
| 1.4 | Elect Director Tully M. Friedman | For | Did Not
Vote | Management |
| 1.5 | Elect Director Ronald M. Loeb | For | Did Not
Vote | Management |
| 1.6 | Elect Director Andrea L. Rich | For | Did Not
Vote | Management |
| 1.7 | Elect Director Ronald L. Sargent | For | Did Not
Vote | Management |
| 1.8 | Elect Director Christopher A. Sinclair | For | Did Not
Vote | Management |
| 1.9 | Elect Director G. Craig Sullivan | For | Did Not
Vote | Management |
| 1.10 | Elect Director John L. Vogelstein | For | Did Not
Vote | Management |
| 1.11 | Elect Director Kathy Brittain White | For | Did Not
Vote | Management |
| 2 | Ratify Auditors | For | Did Not
Vote | Management |
| 3 | Limit Awards to Executives | Against | Did Not
Vote | Shareholder |
| 4 | Prohibit Auditor from Providing Non-Audit Services | Against | Did Not
Vote | Shareholder |

MCAFEE INC.

Ticker: MFE Security ID: 640938106
 Meeting Date: MAY 27, 2004 Meeting Type: Annual
 Record Date: APR 1, 2004

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert Dutkowsky | For | For | Management |
| 1.2 | Elect Director Denis O'Leary | For | For | Management |
| 1.3 | Elect Director Robert Pangia | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director Edward A. Brennan | For | Did Not Vote | Management |
| 1.2 | Elect Director Walter E. Massey | For | Did Not Vote | Management |
| 1.3 | Elect Director John W. Rogers, Jr. | For | Did Not Vote | Management |
| 1.4 | Elect Director Anne-Marie Slaughter | For | Did Not Vote | Management |
| 1.5 | Elect Director Roger W. Stone | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Amend Omnibus Stock Plan | For | Did Not Vote | Management |
| 4 | Approve/Amend Executive Incentive Bonus Plan | For | Did Not Vote | Management |

NABORS INDUSTRIES, LTD.

Ticker: NBR Security ID: G6359F103
 Meeting Date: JUN 1, 2004 Meeting Type: Annual
 Record Date: APR 8, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect James L. Payne as Director | For | For | Management |
| 1.2 | Elect Hans W. Schmidt as Director | For | For | Management |
| 2 | Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration | For | For | Management |
| 3 | Reincorporate From Bermuda to Delaware | Against | Against | Management |
| 4 | Transact Other Business (Non-Voting) | None | None | Management |

NATIONWIDE FINANCIAL SERVICES, INC.

Ticker: NFS Security ID: 638612101
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 8, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | | |
|-----|---------|--|-----|-----------------|------------|
| 1.1 | Elect | Director James G. Brocksmith, Jr. | For | Did Not
Vote | Management |
| 1.2 | Elect | Director Keith W. Eckel | For | Did Not
Vote | Management |
| 1.3 | Elect | Director James F. Patterson | For | Did Not
Vote | Management |
| 1.4 | Elect | Director Gerald D. Prothro | For | Did Not
Vote | Management |
| 2 | Ratify | Auditors | For | Did Not
Vote | Management |
| 3 | Amend | Omnibus Stock Plan | For | Did Not
Vote | Management |
| 4 | Approve | Outside Director Stock
Awards/Options in Lieu of Cash | For | Did Not
Vote | Management |

NISOURCE INC.

Ticker: NI Security ID: 65473P105
 Meeting Date: MAY 11, 2004 Meeting Type: Annual
 Record Date: MAR 16, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Steven C. Beering | For | For | Management |
| 1.2 | Elect Director Dennis E. Foster | For | For | Management |
| 1.3 | Elect Director Richard L. Thompson | For | For | Management |
| 1.4 | Elect Director Carolyn Y. Woo | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

NTL INCORPORATED

Ticker: NTLI Security ID: 62940M104
 Meeting Date: MAY 6, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------------|------------|
| 1.1 | Elect Director Jeffrey D. Benjamin | For | Did Not
Vote | Management |
| 1.2 | Elect Director David Elstein | For | Did Not
Vote | Management |
| 2 | Ratify Auditors | For | Did Not
Vote | Management |
| 3 | Amend Omnibus Stock Plan | For | Did Not
Vote | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | Did Not
Vote | Management |
| 5 | Approve Share Plan Grant | For | Did Not
Vote | Management |

PACIFICARE HEALTH SYSTEMS, INC.

Ticker: PHS Security ID: 695112102
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 31, 2004

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Aida Alvarez | For | For | Management |
| 1.2 | Elect Director Bradley C. Call | For | For | Management |
| 1.3 | Elect Director Terry O. Hartshorn | For | For | Management |
| 1.4 | Elect Director Dominic Ng | For | For | Management |
| 1.5 | Elect Director Howard G. Phanstiel | For | For | Management |
| 1.6 | Elect Director Warren E. Pinckert II | For | For | Management |
| 1.7 | Elect Director David A. Reed | For | For | Management |
| 1.8 | Elect Director Charles R. Rinehart | For | For | Management |
| 1.9 | Elect Director Linda Rosenstock | For | For | Management |
| 1.10 | Elect Director Lloyd E. Ross | For | For | Management |
| 2 | Amend Employee Stock Purchase Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

PAN PACIFIC RETAIL PROPERTIES, INC.

Ticker: PNP Security ID: 69806L104
 Meeting Date: MAY 6, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------------|------------|
| 1.1 | Elect Director David P. Zimel | For | Did Not
Vote | Management |
| 2 | Declassify the Board of Directors | For | Did Not
Vote | Management |
| 3 | Amend Articles to Increase Ownership
Limits of Common Stock | For | Did Not
Vote | Management |

PATTERSON-UTI ENERGY INC.

Ticker: PTEN Security ID: 703481101
 Meeting Date: JUN 29, 2004 Meeting Type: Annual
 Record Date: MAY 28, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mark S. Siegel | For | For | Management |
| 1.2 | Elect Director Cloyce A. Talbott | For | For | Management |
| 1.3 | Elect Director A. Glenn Patterson | For | For | Management |
| 1.4 | Elect Director Kenneth N. Berns | For | For | Management |
| 1.5 | Elect Director Robert C. Gist | For | For | Management |
| 1.6 | Elect Director Curtis W. Huff | For | For | Management |
| 1.7 | Elect Director Terry H. Hunt | For | For | Management |
| 1.8 | Elect Director Kenneth R. Peak | For | For | Management |
| 1.9 | Elect Director Nadine C. Smith | For | For | Management |
| 2 | Increase Authorized Common Stock | For | Against | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

PROQUEST COMPANY

Ticker: PQE Security ID: 74346P102

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Meeting Date: MAY 26, 2004 Meeting Type: Annual

Record Date: MAR 31, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David Bonderman | For | For | Management |
| 1.2 | Elect Director David G. Brown | For | For | Management |
| 1.3 | Elect Director Alan W. Aldworth | For | For | Management |
| 1.4 | Elect Director William E. Oberndorf | For | For | Management |
| 1.5 | Elect Director James P. Roemer | For | For | Management |
| 1.6 | Elect Director Gary L. Roubos | For | For | Management |
| 1.7 | Elect Director Todd S. Nelson | For | For | Management |
| 1.8 | Elect Director Linda G. Roberts | For | For | Management |
| 1.9 | Elect Director William J. White | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |

PS BUSINESS PARKS, INC.

Ticker: PSB Security ID: 69360J107

Meeting Date: MAY 4, 2004 Meeting Type: Annual

Record Date: MAR 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------------|------------|
| 1.1 | Elect Director Ronald L. Havner, Jr. | For | Did Not
Vote | Management |
| 1.2 | Elect Director Joseph D. Russell, Jr. | For | Did Not
Vote | Management |
| 1.3 | Elect Director Harvey Lenkin | For | Did Not
Vote | Management |
| 1.4 | Elect Director Vern O. Curtis | For | Did Not
Vote | Management |
| 1.5 | Elect Director Arthur M. Friedman | For | Did Not
Vote | Management |
| 1.6 | Elect Director James H. Kropp | For | Did Not
Vote | Management |
| 1.7 | Elect Director Alan K. Pribble | For | Did Not
Vote | Management |
| 1.8 | Elect Director Jack D. Steele | For | Did Not
Vote | Management |
| 2 | Approval of the Retirement Plan for
Non-Employee Directors | For | Did Not
Vote | Management |
| 3 | Ratify Auditors | For | Did Not
Vote | Management |

PUBLIC STORAGE, INC.

Ticker: PSA Security ID: 74460D109

Meeting Date: MAY 6, 2004 Meeting Type: Annual

Record Date: MAR 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director B. Wayne Hughes | For | For | Management |
| 1.2 | Elect Director Ronald L. Havner, Jr. | For | For | Management |
| 1.3 | Elect Director Harvey Lenkin | For | For | Management |
| 1.4 | Elect Director Robert J. Abernethy | For | For | Management |
| 1.5 | Elect Director Dann V. Angeloff | For | For | Management |
| 1.6 | Elect Director William C. Baker | For | For | Management |

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| | | | | | |
|------|--------|-------------------------------|-----|-----|------------|
| 1.7 | Elect | Director John T. Evans | For | For | Management |
| 1.8 | Elect | Director Uri P. Harkham | For | For | Management |
| 1.9 | Elect | Director B. Wayne Hughes, Jr. | For | For | Management |
| 1.10 | Elect | Director Daniel C. Staton | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |

ROUSE CO., THE

Ticker: RSE Security ID: 779273101
Meeting Date: MAY 6, 2004 Meeting Type: Annual
Record Date: MAR 10, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|--------------|------------|
| 1.1 | Elect Director Jeremiah E. Casey | For | Did Not Vote | Management |
| 1.2 | Elect Director Roger W. Schipke | For | Did Not Vote | Management |
| 2 | Increase Authorized Common Stock | For | Did Not Vote | Management |

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109
Meeting Date: MAY 5, 2004 Meeting Type: Annual
Record Date: MAR 8, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Birch Bayh | For | Did Not Vote | Management |
| 1.2 | Elect Director Melvyn E. Bergstein | For | Did Not Vote | Management |
| 1.3 | Elect Director Linda Walker Bynoe | For | Did Not Vote | Management |
| 1.4 | Elect Director Karen N. Horn | For | Did Not Vote | Management |
| 1.5 | Elect Director G. William Miller | For | Did Not Vote | Management |
| 1.6 | Elect Director J. Albert Smith, Jr. | For | Did Not Vote | Management |
| 1.7 | Elect Director Pieter S. van den Berg | For | Did Not Vote | Management |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Separate Chairman and CEO Positions | Against | Did Not Vote | Shareholder |

SL GREEN REALTY CORP.

Ticker: SLG Security ID: 78440X101
Meeting Date: MAY 19, 2004 Meeting Type: Annual
Record Date: MAR 31, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | | |
|-----|--------|-----------------------------------|-----|-----|------------|
| 1.1 | Elect | Director Edwin Thomas Burton, III | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |

SPECTRASITE, INC.

Ticker: SSI Security ID: 84761M104
 Meeting Date: MAY 25, 2004 Meeting Type: Annual
 Record Date: APR 16, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen H. Clark | For | For | Management |
| 1.2 | Elect Director Paul M. Albert, Jr. | For | For | Management |
| 1.3 | Elect Director Robert Katz | For | For | Management |
| 1.4 | Elect Director Richard Masson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

TARGET CORPORATION

Ticker: TGT Security ID: 87612E106
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Calvin Darden | For | Did Not
Vote | Management |
| 1.2 | Elect Director Michele J. Hooper | For | Did Not
Vote | Management |
| 1.3 | Elect Director Anne M. Mulcahy | For | Did Not
Vote | Management |
| 1.4 | Elect Director Stephen W. Sanger | For | Did Not
Vote | Management |
| 1.5 | Elect Director Warren R. Staley | For | Did Not
Vote | Management |
| 2 | Ratify Auditors | For | Did Not
Vote | Management |
| 3 | Amend Omnibus Stock Plan | For | Did Not
Vote | Management |

TERADYNE, INC.

Ticker: TER Security ID: 880770102
 Meeting Date: MAY 27, 2004 Meeting Type: Annual
 Record Date: APR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John P. Mulrone | For | For | Management |
| 1.2 | Elect Director Patricia S. Wolpert | For | For | Management |
| 2 | Amend Employee Stock Purchase Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

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TRANSKARYOTIC THERAPIES, INC.

Ticker: TKTX Security ID: 893735100
 Meeting Date: JUN 22, 2004 Meeting Type: Annual
 Record Date: APR 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Michael J. Astrue | For | For | Management |
| 1.2 | Elect Director Walter Gilbert | For | For | Management |
| 1.3 | Elect Director Dennis H. Langer | For | For | Management |
| 1.4 | Elect Director Jonathan S. Leff | For | For | Management |
| 1.5 | Elect Director Rodman W. Moorhead, III | For | For | Management |
| 1.6 | Elect Director Lydia Villa-Komaroff | For | For | Management |
| 1.7 | Elect Director Wayne P. Yetter | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

VORNADO REALTY TRUST

Ticker: VNO Security ID: 929042109
 Meeting Date: MAY 27, 2004 Meeting Type: Annual
 Record Date: APR 16, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Robert P. Kogod | For | For | Management |
| 1.2 | Elect Trustee David Mandelbaum | For | For | Management |
| 1.3 | Elect Trustee Richard R. West | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: MAR 9, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|--------------|------------|
| 1.1 | Elect Director J.A. Blanchard III | For | Did Not Vote | Management |
| 1.2 | Elect Director Susan E. Engel | For | Did Not Vote | Management |
| 1.3 | Elect Director Enrique Hernandez, Jr. | For | Did Not Vote | Management |
| 1.4 | Elect Director Robert L. Joss | For | Did Not Vote | Management |
| 1.5 | Elect Director Reatha Clark King | For | Did Not Vote | Management |
| 1.6 | Elect Director Richard M. Kovacevich | For | Did Not Vote | Management |
| 1.7 | Elect Director Richard D. McCormick | For | Did Not Vote | Management |
| 1.8 | Elect Director Cynthia H. Milligan | For | Did Not Vote | Management |
| 1.9 | Elect Director Philip J. Quigley | For | Did Not Vote | Management |
| 1.10 | Elect Director Donald B. Rice | For | Did Not Vote | Management |
| 1.11 | Elect Director Judith M. Runstad | For | Did Not | Management |

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| | | | | | |
|------|---------|--|---------|-----------------|-------------|
| 1.12 | Elect | Director Stephen W. Sanger | For | Vote
Did Not | Management |
| 1.13 | Elect | Director Susan G. Swenson | For | Vote
Did Not | Management |
| 1.14 | Elect | Director Michael W. Wright | For | Vote
Did Not | Management |
| 2 | Approve | Retirement Plan | For | Vote
Did Not | Management |
| 3 | Ratify | Auditors | For | Vote
Did Not | Management |
| 4 | Expense | Stock Options | Against | Vote
Did Not | Shareholder |
| 5 | Limit | Executive Compensation | Against | Vote
Did Not | Shareholder |
| 6 | Link | Executive Compensation to Social
Issues | Against | Vote
Did Not | Shareholder |
| 7 | Report | on Political
Contributions/Activities | Against | Vote
Did Not | Shareholder |

=====
END NPX REPORT
</PRE>

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.

Salomon Brothers Capital and Income Fund Inc.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chief Executive Officer and President of Salomon Brothers Capital and Income Fund Inc.

Date: August 26, 2004