

BOULDER TOTAL RETURN FUND INC
Form N-PX
August 31, 2012

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number: 811-07390

BOULDER TOTAL RETURN FUND, INC.
(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A, Boulder, CO 80302
(Address of principal executive offices) (Zip code)

Stephen C. Miller
2344 Spruce Street, Suite A, Boulder, CO 80302
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: November 30

Date of reporting period: July 1, 2011 – June 30, 2012

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

Proxy Voting Record

For Period July 1, 2011 to June 30, 2012

R TOTAL RETURN FUND, INC.
 ng 07/01/2011 to 06/30/2012

Issuer	Ticker Symbol	CUSIP	Shareholder Meeting Date	Record Date	Proposal Number	Description of Matter Voted On	Matter Proposed By Issuer or Holder	Vote Cast	Vote	Ma
WIDE PROPERTIES,	NHP	638620104	7/1/2011	5/13/2011	1	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 27, 2011, BY AND AMONG VENTAS, INC., ITS WHOLLY OWNED SUBSIDIARY, NEEDLES ACQUISITION LLC, AND NATIONWIDE HEALTH PROPERTIES, INC. (NHP), AND APPROVE THE MERGER OF NHP WITH AND INTO NEEDLES AQUISITION LLC AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER.	Issuer	Yes	For	
ASIA PACIFIC REAL ESTATE FUND COM	RAP	76970B101	12/13/2011	10/24/2011	1	TO APPROVE THE ISSUANCE OF COMMON SHARES OF RMR ASIA PACIFIC REAL ESTATE FUND ("RAP") IN CONNECTION WITH AN AGREEMENT AND PLAN OF REORGANIZATION PROVIDING FOR THE REORGANIZATION OF RMR REAL ESTATE INCOME FUND WITH AND INTO RAP.	Issuer	Yes	For	
					2	TO APPROVE CHANGES TO THE FUNDAMENTAL INVESTMENT OBJECTIVES AND RESTRICTIONS OF RAP.	Issuer	Yes	For	

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				3	TO APPROVE A NEW INVESTMENT ADVISORY CONTRACT BETWEEN RAP AND RMR ADVISORS, INC.	Issuer	Yes	For
				4	Election of Director: John L. Harrington	Issuer	Yes	For
WALGREEN CO.	WAG	931422109	1/11/2012	11/14/2011	1	Election of 11 Directors:		
					1a. ELECTION OF DIRECTOR: DAVID J. BRAILER	Issuer	Yes	For
					1b. ELECTION OF DIRECTOR: STEVEN A. DAVIS	Issuer	Yes	For
					1c. ELECTION OF DIRECTOR: WILLIAM C. FOOTE	Issuer	Yes	For
					1d. ELECTION OF DIRECTOR: MARK P. FRISSORA	Issuer	Yes	For
					1e. ELECTION OF DIRECTOR: GINGER L. GRAHAM	Issuer	Yes	For
					1f. ELECTION OF DIRECTOR: ALAN G. MCNALLY	Issuer	Yes	For
					1g. ELECTION OF DIRECTOR: NANCY M. SCHLICHTING	Issuer	Yes	For
					1h. ELECTION OF DIRECTOR: DAVID Y. SCHWARTZ	Issuer	Yes	For
					1i. ELECTION OF DIRECTOR: ALEJANDRO SILVA	Issuer	Yes	For
					1j. ELECTION OF DIRECTOR: JAMES A. SKINNER	Issuer	Yes	For
					1k. ELECTION OF DIRECTOR: GREGORY D. WASSON	Issuer	Yes	For
				2	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS WALGREEN CO.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
				3	APPROVAL OF THE WALGREEN CO. 2011 CASH-BASED INCENTIVE PLAN.	Issuer	Yes	For
				4	ADVISORY VOTE ON THE APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For
				5	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	1 yr
				6	SHAREHOLDER PROPOSAL REGARDING AN EXECUTIVE EQUITY RETENTION POLICY.	Issuer	Yes	Against

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N ES, INC.	BEN	354613101	3/14/2012	1/17/2012	1	Election of directors. Nominees:			
						1A - ELECTION OF DIRECTOR: SAMUEL H. ARMACOST	Issuer	Yes	For
						1B - ELECTION OF DIRECTOR: CHARLES CROCKER	Issuer	Yes	For
						1C - ELECTION OF DIRECTOR: JOSEPH R. HARDIMAN	Issuer	Yes	For
						1D - ELECTION OF DIRECTOR: CHARLES B. JOHNSON	Issuer	Yes	For
						1E - ELECTION OF DIRECTOR: GREGORY E. JOHNSON	Issuer	Yes	For
						1F - ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR.	Issuer	Yes	For
						1G - ELECTION OF DIRECTOR: MARK C. PIGOTT	Issuer	Yes	For
						1H - ELECTION OF DIRECTOR: CHUTTA RATNATHICAM	Issuer	Yes	For
						1I - ELECTION OF DIRECTOR: LAURA STEIN	Issuer	Yes	For
						1J - ELECTION OF DIRECTOR: ANNE M. TATLOCK	Issuer	Yes	For
						1K - ELECTION OF DIRECTOR: GEOFFREY Y. YANG	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2012.	Issuer	Yes	For
ERVICE ISE GROUP	PEG	744573106	4/17/2012	2/17/2012	1A	ELECTION OF DIRECTORS: ALBERT R. GAMPER, JR.	Issuer	Yes	For
						1B ELECTION OF DIRECTORS: CONRAD K. HARPER	Issuer	Yes	For
						1C ELECTION OF DIRECTORS: WILLIAM V. HICKEY	Issuer	Yes	For
						1D ELECTION OF DIRECTORS: RALPH IZZO	Issuer	Yes	For
						1E ELECTION OF DIRECTORS: SHIRLEY ANN JACKSON	Issuer	Yes	For
						1F ELECTION OF DIRECTORS: DAVID LILLEY	Issuer	Yes	For
						1G ELECTION OF DIRECTORS: THOMAS A. RENYI	Issuer	Yes	For
						1H ELECTION OF DIRECTORS: HAK CHEOL SHIN	Issuer	Yes	For

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					1I	ELECTION OF DIRECTORS: RICHARD J. SWIFT	Issuer	Yes	For
					1J	ELECTION OF DIRECTORS: SUSAN TOMASKY	Issuer	Yes	For
					2	ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2012.	Issuer	Yes	For
C	DEO	25243Q205	10/19/2011	9/9/2011	1	Report and accounts 2011.	Issuer	Yes	For
					2	Directors' remuneration report 2011.	Issuer	Yes	For
					3	Declaration of final dividend.	Issuer	Yes	For
					4	Re-election of PB Bruzelius as a director.	Issuer	Yes	For
					5	Re-election of LM Danon as a director.	Issuer	Yes	For
					6	Re-election of Lord Davies as a director.	Issuer	Yes	For
					7	Re-election of BD Holden as a director.	Issuer	Yes	For
					8	Re-election of Dr FB Humer as a director.	Issuer	Yes	For
					9	Re-election of D Mahlan as a director.	Issuer	Yes	For
					10	Re-election of PG Scott as a director.	Issuer	Yes	For
					11	Re-election of HT Stitzler as a director.	Issuer	Yes	For
					12	Re-election of PS Walsh as a director.	Issuer	Yes	For
					13	Re-appointment of auditor.	Issuer	Yes	For
					14	Remuneration of auditor.	Issuer	Yes	For
					15	Authority to allot shares.	Issuer	Yes	For
					16	Disapplication of pre-emption rights.	Issuer	Yes	For
					17	Authority to purchase own ordinary shares.	Issuer	Yes	For
					18	Authority to make political donations and/or to incur political expenditure in the EU.	Issuer	Abstain	Abstain
					19	Reduced notice of a general meeting other than an annual general meeting.	Issuer	Yes	Against
RGY, LLC	LINE	536020100	4/24/2012	3/1/2012	1	Election of directors. Nominees: 1) GEORGE A. ALCORN	Issuer	Yes	For

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					2) MARK E. ELLIS	Issuer	Yes	For
					3) TERRENCE S. JACOBS	Issuer	Yes	For
					4) MICHAEL C. LINN	Issuer	Yes	For
					5) JOSEPH P. MCCOY	Issuer	Yes	For
					6) JEFFREY C. SWOVELAND	Issuer	Yes	For
				2	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
& JOHNSON	JNJ	478160104	4/26/2012	2/28/2012	1	Election of directors. Nominees:		
					1a. ELECTION OF DIRECTOR: MARY SUE COLEMAN	Issuer	Yes	For
					1b. ELECTION OF DIRECTOR: JAMES G. CULLEN	Issuer	Yes	For
					1c. ELECTION OF DIRECTOR: IAN E.L. DAVIS	Issuer	Yes	For
					1d. ELECTION OF DIRECTOR: ALEX GORSKY	Issuer	Yes	For
					1e. ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Issuer	Yes	For
					1f. ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Issuer	Yes	For
					1g. ELECTION OF DIRECTOR: ANNE M. MULCAHY	Issuer	Yes	For
					1h. ELECTION OF DIRECTOR: LEO F. MULLIN	Issuer	Yes	For
					1i. ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Issuer	Yes	For
					1j. ELECTION OF DIRECTOR: CHARLES PRINCE	Issuer	Yes	For
					1k. ELECTION OF DIRECTOR: DAVID SATCHER	Issuer	Yes	For
					1l. ELECTION OF DIRECTOR: WILLIAM C. WELDON	Issuer	Yes	For
					1m. ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Issuer	Yes	For
				2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
				3	APPROVAL OF THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN	Issuer	Yes	For
				4	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Issuer	Yes	For

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					5	SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Holder	Yes	Against
					6	SHAREHOLDER PROPOSAL ON BINDING VOTE ON POLITICAL CONTRIBUTIONS	Holder	Yes	Against
					7	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Holder	Yes	Against
STEERS STRUCTURE C	UTF	19248A109	4/26/2012	2/21/2012	1	Election of directors. Nominees:			
						1) GEORGE GROSSMAN	Issuer	Yes	For
						2) ROBERT H. STEERS	Issuer	Yes	For
						3) C. EDWARD WARD JR.	Issuer	Yes	For
	HCP	40414L109	4/26/2012	3/2/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: JAMES F. FLAHERTY III	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: CHRISTINE N. GARVEY	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: DAVID B. HENRY	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: LAURALEE E. MARTIN	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: MICHAEL D. MCKEE	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: PETER L. RHEIN	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: KENNETH B. ROATH	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: JOSEPH P. SULLIVAN	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS HCP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
WTH ENERGY ATION	PGH	70706P104	5/2/2012	3/26/2012	1	APPOINTMENT OF KPMG LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Issuer	Yes	For

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					2	Election of directors. Nominees:			
						1) DEREK W. EVANS	Issuer	Yes	For
						2) JOHN B. ZAOZIRNY	Issuer	Yes	For
						3) THOMAS A. CUMMING	Issuer	Yes	For
						4) WAYNE K. FOO	Issuer	Yes	For
						5) JAMES D. MCFARLAND	Issuer	Yes	For
						6) MICHAEL S. PARRETT	Issuer	Yes	For
						7) A. TERENCE POOLE	Issuer	Yes	For
						8) D. MICHAEL G. STEWART	Issuer	Yes	For
Estate Fund	RIF	76970B101	4/10/2012	2/16/2012	2	To elect one Class II Trustee: Jeffrey P. Somers	Issuer	No	N/A
athaway Inc. A	BRK/A	084670108	5/5/2012	3/7/2012	1	Election of directors. Nominees:			
						1) WARREN E. BUFFETT	Issuer	Yes	For
						2) CHARLES T. MUNGER	Issuer	Yes	For
						3) HOWARD G. BUFFETT	Issuer	Yes	For
						4) STEPHEN B. BURKE	Issuer	Yes	For
						5) SUSAN L. DECKER	Issuer	Yes	For
						6) WILLIAM H. GATES III	Issuer	Yes	For
						7) DAVID S. GOTTESMAN	Issuer	Yes	For
						8) CHARLOTTE GUYMAN	Issuer	Yes	For
						9) DONALD R. KEOUGH	Issuer	Yes	For
						10) THOMAS S. MURPHY	Issuer	Yes	For
						11) RONALD L. OLSON	Issuer	Yes	For
						12) WALTER SCOTT, JR.	Issuer	Yes	For
					2	SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING.	Holder	Yes	Against
athaway Inc. B	BRK/B	084670702	5/5/2012	3/7/2012	1	Election of directors. Nominees:			
						1) WARREN E. BUFFETT	Issuer	Yes	For
						2) CHARLES T. MUNGER	Issuer	Yes	For
						3) HOWARD G. BUFFETT	Issuer	Yes	For
						4) STEPHEN B. BURKE	Issuer	Yes	For
						5) SUSAN L. DECKER	Issuer	Yes	For
						6) WILLIAM H. GATES III	Issuer	Yes	For
						7) DAVID S. GOTTESMAN	Issuer	Yes	For
						8) CHARLOTTE GUYMAN	Issuer	Yes	For
						9) DONALD R. KEOUGH	Issuer	Yes	For
						10) THOMAS S. MURPHY	Issuer	Yes	For
						11) RONALD L. OLSON	Issuer	Yes	For
						12) WALTER SCOTT, JR.	Issuer	Yes	For
					2	SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING.	Holder	Yes	Against
ATION	SCG	80589M102	5/3/2012	3/5/2012	1	Election of directors. Nominees:			
						1) JAMES A. BENNETT	Issuer	Yes	For
						2) LYNNE M. MILLER	Issuer	Yes	For

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						3) JAMES W. ROQUEMORE	Issuer	Yes	For
						4) MACEO K. SLOAN	Issuer	Yes	For
				2		APPROVAL OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
				3		SHAREHOLDER PROPOSAL REGARDING REPEAL OF THE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Holder	Yes	For
CARE REIT,	HCN	42217K106	5/3/2012	3/5/2012	1	Election of directors. Nominees:			
						1.A ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Issuer	Yes	For
						1.B ELECTION OF DIRECTOR: GEORGE L. CHAPMAN	Issuer	Yes	For
						1.C ELECTION OF DIRECTOR: DANIEL A. DECKER	Issuer	Yes	For
						1.D ELECTION OF DIRECTOR: THOMAS J. DEROSA	Issuer	Yes	For
						1.E ELECTION OF DIRECTOR: JEFFREY H. DONAHUE	Issuer	Yes	For
						1.F ELECTION OF DIRECTOR: PETER J. GRUA	Issuer	Yes	For
						1.G ELECTION OF DIRECTOR: FRED S. KLIPSCH	Issuer	Yes	For
						1.H ELECTION OF DIRECTOR: SHARON M. OSTER	Issuer	Yes	For
						1.I ELECTION OF DIRECTOR: JEFFREY R. OTTEN	Issuer	Yes	For
						1.J ELECTION OF DIRECTOR: R. SCOTT TRUMBULL	Issuer	Yes	For
				2		APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC.	Issuer	Yes	For
				3		RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2012.	Issuer	Yes	For
ORRIS TIONAL INC.	PM	718172109	5/9/2012	3/16/2012	1	Election of directors. Nominees:			
							Issuer	Yes	For

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					1A. ELECTION OF DIRECTOR: HAROLD BROWN				
					1B. ELECTION OF DIRECTOR: MATHIS CABIALAVETTA	Issuer	Yes	For	
					1C. ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Issuer	Yes	For	
					1D. ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Issuer	Yes	For	
					1E. ELECTION OF DIRECTOR: JENNIFER LI	Issuer	Yes	For	
					1F. ELECTION OF DIRECTOR: GRAHAM MACKAY	Issuer	Yes	For	
					1G. ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Issuer	Yes	For	
					1H. ELECTION OF DIRECTOR: KALPANA MORPARIA	Issuer	Yes	For	
					1I. ELECTION OF DIRECTOR: LUCIO A. NOTO	Issuer	Yes	For	
					1J. ELECTION OF DIRECTOR: ROBERT B. POLET	Issuer	Yes	For	
					1K. ELECTION OF DIRECTOR: CARLOS SLIM HELU	Issuer	Yes	For	
					1L. ELECTION OF DIRECTOR: STEPHEN M. WOLF	Issuer	Yes	For	
				2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Issuer	Yes	For	
				3	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For	
				4	APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN	Issuer	Yes	For	
				5	STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR	Holder	Yes	Against	
				6	STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE	Holder	Yes	Against	
ANY	MMM	88579Y101	5/8/2012	3/9/2012	1	Election of directors. Nominees:			
					1A. ELECTION OF DIRECTOR: LINDA G. ALVARADO	Issuer	Yes	For	
					1B. ELECTION OF DIRECTOR: VANCE D. COFFMAN	Issuer	Yes	For	
					1C. ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Issuer	Yes	For	
					1D. ELECTION OF DIRECTOR: W. JAMES FARRELL	Issuer	Yes	For	
					1E. ELECTION OF DIRECTOR: HERBERT L. HENKEL	Issuer	Yes	For	

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						1F. ELECTION OF DIRECTOR: EDWARD M. LIDDY	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: ROBERT S. MORRISON	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: AULANA L. PETERS	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: INGE G. THULIN	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: ROBERT J. ULRICH	Issuer	Yes	For
				2		TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
				3		ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
				4		TO APPROVE THE 2012 AMENDED AND RESTATED GENERAL EMPLOYEES STOCK PURCHASE PLAN.	Issuer	Yes	For
				5		TO APPROVE THE AMENDED 2008 LONG-TERM INCENTIVE PLAN.	Issuer	Yes	For
				6		STOCKHOLDER PROPOSAL ON LOBBYING.	Holder	Yes	Against
				7		STOCKHOLDER PROPOSAL TO PROHIBIT POLITICAL SPENDING FROM CORPORATE TREASURY FUNDS.	Holder	Yes	Against
				8		STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN.	Holder	Yes	Against
INCOME ATION	O	756109104	6/21/2012	3/8/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: KATHLEEN R. ALLEN, PHD.	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: A. LARRY CHAPMAN	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: PRIYA CHERIAN HUSKINS	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: THOMAS A. LEWIS	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: MICHAEL D. MCKEE	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: GREGORY T. MCLAUGHLIN	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: RONALD L. MERRIMAN	Issuer	Yes	For

					2	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
					4	TO AMEND THE CHARTER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK.	Issuer	Yes	For
					5	AMEND THE CHARTER TO PERMIT BOARD OF DIRECTORS TO CHANGE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK IN ITS DISCRETION FROM TIME TO TIME.	Issuer	Yes	Against
					6	TO APPROVE THE REALTY INCOME CORPORATION 2012 INCENTIVE AWARD PLAN.	Issuer	Yes	For
ENERGY CORP.	FE	337932107	5/15/2012	3/21/2012	1	Election of directors. Nominees:			
						1) PAUL T. ADDISON	Issuer	Yes	For
						2) ANTHONY J. ALEXANDER	Issuer	Yes	For
						3) MICHAEL J. ANDERSON	Issuer	Yes	For
						4) DR. CAROL A. CARTWRIGHT	Issuer	Yes	For
						5) WILLIAM T. COTTLE	Issuer	Yes	For
						6) ROBERT B. HEISLER, JR.	Issuer	Yes	For
						7) JULIA L. JOHNSON	Issuer	Yes	For
						8) TED J. KLEISNER	Issuer	Yes	For
						9) DONALD T. MISHEFF	Issuer	Yes	For
						10) ERNEST J. NOVAK, JR.	Issuer	Yes	For
						11) CHRISTOPHER D. PAPPAS	Issuer	Yes	For
						12) CATHERINE A. REIN	Issuer	Yes	For
						13) GEORGE M. SMART	Issuer	Yes	For
						14) WES M. TAYLOR	Issuer	Yes	For
					2	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
					4	APPROVAL OF MATERIAL TERMS OF PERFORMANCE	Issuer	Yes	For

GOALS UNDER THE
FIRSTENERGY CORP. 2007
INCENTIVE PLAN AS
REQUIRED BY SECTION 162(M)
OF THE INTERNAL REVENUE
CODE.

					5	SHAREHOLDER PROPOSAL: REPORT ON COAL COMBUSTION WASTE	Holder	Yes	Against
					6	SHAREHOLDER PROPOSAL: REPORT ON COAL-RELATED COSTS AND RISKS	Holder	Yes	Against
					7	SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE	Holder	Yes	For
CARE TRUST RATED	HR	421946104	5/15/2012	3/15/2012	1	Election of directors. Nominees:			
						1) ERROL L. BIGGS, PH.D.	Issuer	Yes	For
						2) C. RAYMOND FERNANDEZ	Issuer	Yes	For
						3) BRUCE D. SULLIVAN, CPA	Issuer	Yes	For
					2	RATIFY THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
					3	TO APPROVE THE FOLLOWING RESOLUTION: RESOLVED, THAT THE SHAREHOLDERS OF HEALTHCARE REALTY TRUST INCORPORATED APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K IN THE COMPANY'S PROXY STATEMENT FOR THE 2012 ANNUAL MEETING OF SHAREHOLDERS.	Issuer	Yes	For
ORATION	PPL	69351T106	5/16/2012	2/29/2012	1	Election of directors. Nominees:			
						1) FREDERICK M. BERNTHAL	Issuer	Yes	For
						2) JOHN W. CONWAY	Issuer	Yes	For
						3) STEVEN G. ELLIOTT	Issuer	Yes	For
						4) LOUISE K. GOESER	Issuer	Yes	For
						5) STUART E. GRAHAM	Issuer	Yes	For
						6) STUART HEYDT	Issuer	Yes	For
						7) RAJA RAJAMANNAR	Issuer	Yes	For

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					8) CRAIG A. ROGERSON	Issuer	Yes	For
					9) WILLIAM H. SPENCE	Issuer	Yes	For
					10) NATICA VON ALTHANN	Issuer	Yes	For
					11) KEITH W. WILLIAMSON	Issuer	Yes	For
				2	APPROVAL OF THE PPL CORPORATION 2012 STOCK INCENTIVE PLAN	Issuer	Yes	For
				3	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
				4	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
				5	SHAREOWNER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD PROPOSAL	Holder	Yes	Against
C SERVICES,	RSG	760759100	5/17/2012	3/20/2012	1	Election of directors. Nominees:		
					1A. ELECTION OF DIRECTOR: JAMES W. CROWNOVER	Issuer	Yes	For
					1B. ELECTION OF DIRECTOR: WILLIAM J. FLYNN	Issuer	Yes	For
					1C. ELECTION OF DIRECTOR: MICHAEL LARSON	Issuer	Yes	For
					1D. ELECTION OF DIRECTOR: NOLAN LEHMANN	Issuer	Yes	For
					1E. ELECTION OF DIRECTOR: W. LEE NUTTER	Issuer	Yes	For
					1F. ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ	Issuer	Yes	For
					1G. ELECTION OF DIRECTOR: DONALD W. SLAGER	Issuer	Yes	For
					1H. ELECTION OF DIRECTOR: ALLAN C. SORENSEN	Issuer	Yes	For
					1I. ELECTION OF DIRECTOR: JOHN M. TRANI	Issuer	Yes	For
					1J. ELECTION OF DIRECTOR: MICHAEL W. WICKHAM	Issuer	Yes	For
				2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
				3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For

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					4	STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Holder	Yes	For
					5	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Holder	Yes	Against
E DEPOT,	HD	437076102	5/17/2012	3/19/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: ARI BOUSBIB	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: J. FRANK BROWN	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: ALBERT P. CAREY	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: ARMANDO CODINA	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: BONNIE G. HILL	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: KAREN L. KATEN	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: RONALD L. SARGENT	Issuer	Yes	For
					2	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For
					4	APPROVAL OF AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF RESERVED SHARES	Issuer	Yes	For
					5	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON POLITICAL CONTRIBUTIONS	Holder	Yes	Against
					6	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Holder	Yes	Against
					7	SHAREHOLDER PROPOSAL REGARDING REMOVAL OF PROCEDURAL SAFEGUARDS	Holder	Yes	Against

						FROM SHAREHOLDER WRITTEN CONSENT RIGHT				
					8	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Holder	Yes	For	
					9	SHAREHOLDER PROPOSAL REGARDING CHARITABLE CONTRIBUTIONS	Holder	Yes	Against	
					10	SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY	Holder	Yes	Against	
INC.	VTR	92276F100	5/17/2012	3/20/2012	1	Election of directors. Nominees:				
						1A. ELECTION OF DIRECTOR: DEBRA A. CAFARO	Issuer	Yes	For	
						1B. ELECTION OF DIRECTOR: DOUGLAS CROCKER II	Issuer	Yes	For	
						1C. ELECTION OF DIRECTOR: RONALD G. GEARY	Issuer	Yes	For	
						1D. ELECTION OF DIRECTOR: JAY M. GELLERT	Issuer	Yes	For	
						1E. ELECTION OF DIRECTOR: RICHARD I. GILCHRIST	Issuer	Yes	For	
						1F. ELECTION OF DIRECTOR: MATTHEW J. LUSTIG	Issuer	Yes	For	
						1G. ELECTION OF DIRECTOR: DOUGLAS M. PASQUALE	Issuer	Yes	For	
						1H. ELECTION OF DIRECTOR: ROBERT D. REED	Issuer	Yes	For	
						1I. ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Issuer	Yes	For	
						1J. ELECTION OF DIRECTOR: GLENN J. RUFRANO	Issuer	Yes	For	
						1K. ELECTION OF DIRECTOR: JAMES D. SHELTON	Issuer	Yes	For	
					2	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.	Issuer	Yes	For	
					3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For	
					4	ADOPTION OF THE VENTAS, INC. 2012 INCENTIVE PLAN.	Issuer	Yes	For	
ANDS, INC.	YUM	988498101	5/17/2012	3/19/2012	1	Election of directors. Nominees:				
						1A. ELECTION OF DIRECTOR: DAVID W. DORMAN	Issuer	Yes	For	
						1B. ELECTION OF DIRECTOR: MASSIMO FERRAGAMO	Issuer	Yes	For	

					1C. ELECTION OF DIRECTOR: MIRIAN GRADDICK-WEIR				
					1D. ELECTION OF DIRECTOR: J. DAVID GRISSOM	Issuer	Yes	For	
					1E. ELECTION OF DIRECTOR: BONNIE G. HILL	Issuer	Yes	For	
					1F. ELECTION OF DIRECTOR: JONATHAN S. LINEN	Issuer	Yes	For	
					1G. ELECTION OF DIRECTOR: THOMAS C. NELSON	Issuer	Yes	For	
					1H. ELECTION OF DIRECTOR: DAVID C. NOVAK	Issuer	Yes	For	
					1I. ELECTION OF DIRECTOR: THOMAS M. RYAN	Issuer	Yes	For	
					1J. ELECTION OF DIRECTOR: JING-SHYH S. SU	Issuer	Yes	For	
					1K. ELECTION OF DIRECTOR: ROBERT D. WALTER	Issuer	Yes	For	
				2	RATIFICATION OF INDEPENDENT AUDITORS.	Issuer	Yes	For	
				3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For	
				4	SHAREHOLDER PROPOSAL TO APPOINT AN INDEPENDENT CHAIRMAN.	Holder	Yes	Against	
				5	SHAREHOLDER PROPOSAL TO ADOPT A SUSTAINABLE PALM OIL POLICY.	Holder	Yes	Against	
TRANSOCEAN, LTD.	RIG	H8817H100	5/18/2012	3/21/2012	1	APPROVAL OF THE 2011 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2011 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2011.	Issuer	Yes	For
					2	APPROPRIATION OF AVAILABLE EARNINGS FOR FISCAL YEAR 2011.	Issuer	Yes	For
					3A.	ELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: GLYN BARKER	Issuer	Yes	For
					3B.	ELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: VANESSA C.L. CHANG	Issuer	Yes	For
					3C.	ELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: CHAD DEATON	Issuer	Yes	For

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					3D.	REELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: EDWARD R. MULLER	Issuer	Yes	For
					3E.	REELECTION OF CLASS I DIRECTOR FOR THREE-YEAR TERM: TAN EK KIA	Issuer	Yes	For
					4	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM.	Issuer	Yes	For
					5	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
WTH ENERGY ATION	PGH	70706P104	5/23/2012	4/23/2012	1	TO APPROVE, WITH OR WITHOUT VARIATION, AN ORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN THE JOINT MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT OF THE CORPORATION AND NAL ENERGY CORPORATION ("NAL") DATED APRIL 20, 2012, TO APPROVE THE ISSUANCE OF UP TO 163,964,889 COMMON SHARES PURSUANT TO A PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING THE CORPORATION, NAL AND THE HOLDERS OF COMMON SHARES OF NAL. PLEASE REFER TO THE VOTING INSTRUCTION FORM FOR A FULL DESCRIPTION OF THIS RESOLUTION.	Issuer	Yes	For
					2	Election of directors. Nominees:			
						1) KELVIN B. JOHNSTON	Issuer	Yes	For
						2) BARRY D. STEWART	Issuer	Yes	For
ILLS ATION	BKH	092113109	5/23/2012	3/13/2012	1	Election of directors. Nominees:			
						1) MICHAEL H. MADISON	Issuer	Yes	For

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					2)	STEVEN R. MILLS	Issuer	Yes	For
					3)	STEPHEN D. NEWLIN	Issuer	Yes	For
				2		AUTHORIZE AN INCREASE IN THE COMPANY'S AUTHORIZED INDEBTEDNESS FROM \$2 BILLION TO \$4 BILLION.	Issuer	Yes	For
				3		RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
				4		ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
INCOME STATION	O	756109104	6/21/2012	3/8/2012	4	TO AMEND THE CHARTER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK.	Issuer	Yes	For
W. P. CAREY & CO.	WPC	92930Y107	6/21/2012	4/23/2012	1	Election of directors. Nominees:			
						1) TREVOR P. BOND	Issuer	Yes	For
						2) FRANCIS J. CAREY	Issuer	Yes	For
						3) NATHANIEL S. COOLIDGE	Issuer	Yes	For
						4) EBERHARD FABER IV	Issuer	Yes	For
						5) BENJAMIN H. GRISWOLD IV	Issuer	Yes	For
						6) AXEL K.A. HANSING	Issuer	Yes	For
						7) DR. RICHARD C. MARSTON	Issuer	Yes	For
						8) ROBERT E. MITTELSTAEDT	Issuer	Yes	For
						9) CHARLES E. PARENTE	Issuer	Yes	For
						10) NICK J.M. VAN OMMEN	Issuer	Yes	For
						11) DR. KARSTEN VON KOLLER	Issuer	Yes	For
						12) REGINALD WINSSINGER	Issuer	Yes	For
				2		APPROVING AN AMENDMENT TO THE W. P. CAREY & CO. LLC EMPLOYEE STOCK PURCHASE PLAN.	Issuer	Yes	For
				3		RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
	PVR	707884102	6/6/2012	4/9/2012	1	Election of directors. Nominees:			

GINIA
E
S, L.P.

					1) JAMES L. GARDNER	Issuer	Yes	For
					2) THOMAS W. HOFMANN	Issuer	Yes	For
					3) WILLIAM H. SHEA, JR.	Issuer	Yes	For
				2	TO APPROVE THE ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Issuer	Yes	For
				3	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR.	Issuer	Yes	For
BLAR INC.	CAT	149123101	6/13/2012	4/16/2012	1	Election of directors. Nominees:		
					1) DAVID L. CALHOUN	Issuer	Yes	For
					2) DANIEL M. DICKINSON	Issuer	Yes	For
					3) EUGENE V. FIFE	Issuer	Yes	For
					4) JUAN GALLARDO	Issuer	Yes	For
					5) DAVID R. GOODE	Issuer	Yes	For
					6) JESSE J. GREENE, JR.	Issuer	Yes	For
					7) JON M. HUNTSMAN, JR.	Issuer	Yes	For
					8) PETER A. MAGOWAN	Issuer	Yes	For
					9) DENNIS A. MUILENBURG	Issuer	Yes	For
					10) DOUGLAS R. OBERHELMAN	Issuer	Yes	For
					11) WILLIAM A. OSBORN	Issuer	Yes	For
					12) CHARLES D. POWELL	Issuer	Yes	For
					13) EDWARD B. RUST, JR.	Issuer	Yes	For
					14) SUSAN C. SCHWAB	Issuer	Yes	For
					15) JOSHUA I. SMITH	Issuer	Yes	For
					16) MILES D. WHITE	Issuer	Yes	For
				2	RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	Issuer	Yes	For
				3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
				4	AMEND RESTATED CERTIFICATE OF INCORPORATION AND BYLAWS TO PROVIDE STOCKHOLDERS THE RIGHT TO CALL SPECIAL MEETINGS.	Issuer	Yes	For
				5	AMEND BYLAW ADVANCE NOTICE PROVISIONS.	Issuer	Yes	For
				6	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS AND	Holder	Yes	Against

EXPENSES.				
	7	STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD.	Holder	Yes For
	8	STOCKHOLDER PROPOSAL - REVIEW GLOBAL CORPORATE STANDARDS.	Holder	Yes Against
	9	STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION BY WRITTEN CONSENT.	Holder	Yes For
T-MCMORAN FCX 35671D857 6/14/2012 4/18/2012 z GOLD INC.	1	Election of directors. Nominees:		
		1) RICHARD C. ADKERSON	Issuer	Yes For
		2) ROBERT J. ALLISON, JR.	Issuer	Yes For
		3) ROBERT A. DAY	Issuer	Yes For
		4) GERALD J. FORD	Issuer	Yes For
		5) H. DEVON GRAHAM, JR.	Issuer	Yes For
		6) CHARLES C. KRULAK	Issuer	Yes For
		7) BOBBY LEE LACKEY	Issuer	Yes For
		8) JON C. MADONNA	Issuer	Yes For
		9) DUSTAN E. MCCOY	Issuer	Yes For
		10) JAMES R. MOFFETT	Issuer	Yes For
		11) B. M. RANKIN, JR.	Issuer	Yes For
		12) STEPHEN H. SIEGELE	Issuer	Yes For
	2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes For
	3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes For
	4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Holder	Yes Against
RT STORES, WMT 931142103 6/1/2012 4/4/2012	1	Election of directors. Nominees:		
		1A. ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Issuer	Yes For
		1B. ELECTION OF DIRECTOR: JAMES W. BREYER	Issuer	Yes For
		1C. ELECTION OF DIRECTOR: M. MICHELE BURNS	Issuer	Yes For

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					1D. ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Issuer	Yes	For
					1E. ELECTION OF DIRECTOR: ROGER C. CORBETT	Issuer	Yes	For
					1F. ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Issuer	Yes	For
					1G. ELECTION OF DIRECTOR: MICHAEL T. DUKE	Issuer	Yes	For
					1H. ELECTION OF DIRECTOR: MARISSA A. MAYER	Issuer	Yes	For
					1I. ELECTION OF DIRECTOR: GREGORY B. PENNER	Issuer	Yes	For
					1J. ELECTION OF DIRECTOR: STEVEN S REINEMUND	Issuer	Yes	For
					1K. ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Issuer	Yes	For
					1L. ELECTION OF DIRECTOR: ARNE M. SORENSON	Issuer	Yes	For
					1M. ELECTION OF DIRECTOR: JIM C. WALTON	Issuer	Yes	For
					1N. ELECTION OF DIRECTOR: S. ROBSON WALTON	Issuer	Yes	For
					1O. ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Issuer	Yes	For
					1P. ELECTION OF DIRECTOR: LINDA S. WOLF	Issuer	Yes	For
				2	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Issuer	Yes	For
				3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
				4	POLITICAL CONTRIBUTIONS REPORT	Holder	Yes	Against
				5	DIRECTOR NOMINATION POLICY	Holder	Yes	Against
				6	REPORT REGARDING INCENTIVE COMPENSATION PROGRAMS	Holder	Yes	Against
E PARTNERS,	BPL	118230101	6/5/2012	4/9/2012	1	Election of directors. Nominees:		
					1) PIETER BAKKER	Issuer	Yes	For
					2) C. SCOTT HOBBS	Issuer	Yes	For
					3) MARK C. MCKINLEY	Issuer	Yes	For
				2	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR	Issuer	Yes	For

SIGNATURE

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) Boulder Total Return Fund, Inc.

By: /s/ Stephen C. Miller
Stephen C. Miller
President (Principal Executive Officer)

Date: August 30, 2012
