

Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

CALAMOS STRATEGIC TOTAL RETURN FUND

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: 811-21484

NAME OF REGISTRANT: CALAMOS STRATEGIC TOTAL RETURN
FUND

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 2020 Calamos Court
Naperville , IL 60563-2787

NAME AND ADDRESS OF AGENT FOR SERVICE: John P. Calamos, Sr., President
Calamos Advisors LLC
2020 Calamos Court
Naperville , IL 60563-2787

REGISTRANT'S TELEPHONE NUMBER: (630) 245-7200

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2011 - 06/30/2012

Calamos Strategic Total Return Fund

AMERICAN INTERNATIONAL GROUP, INC.

Agen

Security: 026874784
Meeting Type: Annual
Meeting Date: 16-May-2012
Ticker: AIG
ISIN: US0268747849

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ROBERT H. BENMOSCHE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: W. DON CORNWELL | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN H. FITZPATRICK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: LAURETTE T. KOELLNER | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DONALD H. LAYTON | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1F. | ELECTION OF DIRECTOR: CHRISTOPHER S. LYNCH | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ARTHUR C. MARTINEZ | Mgmt | Against |
| 1H. | ELECTION OF DIRECTOR: GEORGE L. MILES, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: HENRY S. MILLER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT S. MILLER | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: RONALD A. RITTENMEYER | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: DOUGLAS M. STEENLAND | Mgmt | For |
| 2. | TO VOTE UPON A NON-BINDING SHAREHOLDER RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS AIG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |

AON CORPORATION

Agen

Security: 037389AK9
Meeting Type: Annual
Meeting Date: 18-May-2012
Ticker:
ISIN: US037389AK90

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LESTER B. KNIGHT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: GREGORY C. CASE | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: FULVIO CONTI | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: CHERYL A. FRANCIS | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDGAR D. JANNOTTA | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: J. MICHAEL LOSH | Mgmt | Against |
| 1G. | ELECTION OF DIRECTOR: ROBERT S. MORRISON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: GLORIA SANTONA | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1K. | ELECTION OF DIRECTOR: CAROLYN Y. WOO | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS AON'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |

 APPLIED MATERIALS, INC.

Agen

Security: 038222105
 Meeting Type: Annual
 Meeting Date: 06-Mar-2012
 Ticker: AMAT
 ISIN: US0382221051

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: AART J. DE GEUS | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: STEPHEN R. FORREST | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: THOMAS J. IANNOTTI | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: SUSAN M. JAMES | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ALEXANDER A. KARSNER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: GERHARD H. PARKER | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DENNIS D. POWELL | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: WILLEM P. ROELANDTS | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JAMES E. ROGERS | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: MICHAEL R. SPLINTER | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: ROBERT H. SWAN | Mgmt | For |
| 02 | TO APPROVE THE AMENDED & RESTATED EMPLOYEE STOCK INCENTIVE PLAN. | Mgmt | For |
| 03 | TO APPROVE THE AMENDED AND RESTATED SENIOR EXECUTIVE BONUS PLAN. | Mgmt | For |
| 04 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF APPLIED MATERIALS' NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 05 | RATIFY APPOINTMENT OF KPMG LLP AS APPLIED MATERIALS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt | For |

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 ARCHER-DANIELS-MIDLAND COMPANY

Agen

Security: 039483102
 Meeting Type: Annual
 Meeting Date: 03-Nov-2011
 Ticker: ADM
 ISIN: US0394831020

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: G.W. BUCKLEY | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: M.H. CARTER | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: T. CREWS | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: P. DUFOUR | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: D.E. FELSINGER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: A. MACIEL | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: P.J. MOORE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: T.F. O'NEILL | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: K.R. WESTBROOK | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: P.A. WOERTZ | Mgmt | For |
| 02 | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING JUNE 30, 2012. | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 05 | STOCKHOLDER'S PROPOSAL REGARDING POLITICAL CONTRIBUTIONS. | Shr | Against |
| 06 | STOCKHOLDER'S PROPOSAL REGARDING REPORT ON POLITICAL CONTRIBUTIONS. | Shr | Against |
| 07 | STOCKHOLDER'S PROPOSAL REGARDING SUSTAINABLE PALM OIL. | Shr | Against |

 AT&T INC.

Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 27-Apr-2012

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Ticker: T
ISIN: US00206R1023

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: GILBERT F. AMELIO | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: REUBEN V. ANDERSON | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMES H. BLANCHARD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAIME CHICO PARDO | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JAMES P. KELLY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JON C. MADONNA | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN B. MCCOY | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOYCE M. ROCHE | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MATTHEW K. ROSE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | AMEND CERTIFICATE OF INCORPORATION. | Mgmt | For |
| 5. | POLITICAL CONTRIBUTIONS REPORT. | Shr | Against |
| 6. | LIMIT WIRELESS NETWORK MANAGEMENT. | Shr | Against |
| 7. | INDEPENDENT BOARD CHAIRMAN. | Shr | Against |

AUTONOMY CORP PLC

Agen

Security: G0669TAA9
Meeting Type: EGM
Meeting Date: 26-Jul-2011
Ticker:
ISIN: XS0487597006

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|----------------|
| 1 | That this meeting of the holders of GBP 496,900,000 3.25 per cent Convertible Bonds due 2015 of Autonomy Corporation PLC | Mgmt | Take No Action |

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presently outstanding (the Bonds and the Issuer respectively) constituted by the Trust Deed dated 4 March 2010 (the Trust Deed) made between the Issuer and U.S. Bank Trustees Limited (formerly known as Bank of America Trustees Limited, the Trustee) as trustee for the holders of the Bonds (the Bondholders) hereby: 1. Assents to the appointment of BofAML Trustees Limited as successor Trustee, pursuant to Clause 15.1 of the Trust Deed, 2. Authorises, directs and instructs the Trustee to agree to the appointment of BofAML Trustees Limited as successor Trustee; CONTD

| | | |
|------|---|------------|
| CONT | <p>CONTD 3. Authorises, requests and directs the Trustee to concur in and execute and do all such documents, acts and things as may be necessary or expedient to carry out and give effect to this Extraordinary Resolution; and 4. discharges and exonerates the Trustee from any and all Liability for which it has become, may have become or may become responsible under the Trust Deed, the Bonds or the Terms and Conditions of the Bonds in respect of any act or omission in connection with this Extraordinary Resolution or the implementation thereof</p> | Non-Voting |
|------|---|------------|

 BANK OF AMERICA CORPORATION

Agen

Security: 060505104
 Meeting Type: Annual
 Meeting Date: 09-May-2012
 Ticker: BAC
 ISIN: US0605051046

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MUKESH D. AMBANI | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: SUSAN S. BIES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: VIRGIS W. COLBERT | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: CHARLES K. GIFFORD | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MONICA C. LOZANO | Mgmt | For |

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|-----|--|------|---------|
| 1H. | ELECTION OF DIRECTOR: THOMAS J. MAY | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DONALD E. POWELL | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: ROBERT W. SCULLY | Mgmt | For |
| 2. | AN ADVISORY (NON-BINDING) "SAY ON PAY" VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT. | Shr | Against |
| 5. | STOCKHOLDER PROPOSAL - GRASSROOTS AND OTHER LOBBYING. | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK. | Shr | Against |
| 7. | STOCKHOLDER PROPOSAL - MORTGAGE SERVICING OPERATIONS. | Shr | Against |
| 8. | STOCKHOLDER PROPOSAL - PROHIBITION ON POLITICAL SPENDING. | Shr | Against |

 BARRICK GOLD CORPORATION

Agen

Security: 067901108
 Meeting Type: Annual
 Meeting Date: 02-May-2012
 Ticker: ABX
 ISIN: CA0679011084

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-----------------|---------------|---------------|
| 01 | DIRECTOR | | |
| | H.L. BECK | Mgmt | For |
| | C.W.D. BIRCHALL | Mgmt | For |
| | D.J. CARTY | Mgmt | For |
| | G. CISNEROS | Mgmt | For |
| | R.M. FRANKLIN | Mgmt | For |
| | J.B. HARVEY | Mgmt | For |
| | D. MOYO | Mgmt | For |
| | B. MULRONEY | Mgmt | For |
| | A. MUNK | Mgmt | For |
| | P. MUNK | Mgmt | For |
| | A.W. REGENT | Mgmt | For |
| | N.P. ROTHSCHILD | Mgmt | For |

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| | S.J. SHAPIRO | Mgmt | For |
| | J.L. THORNTON | Mgmt | For |
| 02 | RESOLUTION APPROVING THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS OF BARRICK AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. | Mgmt | For |
| 03 | ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION APPROACH. | Mgmt | For |

BP P.L.C.

Agen

Security: 055622104
Meeting Type: Annual
Meeting Date: 12-Apr-2012
Ticker: BP
ISIN: US0556221044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1 | TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS. | Mgmt | For |
| 2 | TO APPROVE THE DIRECTORS' REMUNERATION REPORT. | Mgmt | For |
| 3 | TO RE-ELECT MR R W DUDLEY AS A DIRECTOR. | Mgmt | For |
| 4 | TO RE-ELECT MR I C CONN AS A DIRECTOR. | Mgmt | For |
| 5 | TO ELECT DR B GILVARY AS A DIRECTOR. | Mgmt | For |
| 6 | TO RE-ELECT DR B E GROTE AS A DIRECTOR. | Mgmt | For |
| 7 | TO RE-ELECT MR P M ANDERSON AS A DIRECTOR. | Mgmt | For |
| 8 | TO RE-ELECT MR F L BOWMAN AS A DIRECTOR. | Mgmt | For |
| 9 | TO RE-ELECT MR A BURGMANS AS A DIRECTOR. | Mgmt | For |
| 10 | TO RE-ELECT MRS C B CARROLL AS A DIRECTOR. | Mgmt | For |
| 11 | TO RE-ELECT MR G DAVID AS A DIRECTOR. | Mgmt | For |
| 12 | TO RE-ELECT MR I E L DAVIS AS A DIRECTOR. | Mgmt | For |
| 13 | TO ELECT PROFESSOR DAME ANN DOWLING AS A DIRECTOR. | Mgmt | For |
| 14 | TO RE-ELECT MR B R NELSON AS A DIRECTOR. | Mgmt | For |
| 15 | TO RE-ELECT MR F P NHLEKO AS A DIRECTOR. | Mgmt | For |
| 16 | TO ELECT MR A B SHILSTON AS A DIRECTOR. | Mgmt | For |

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| 17 | TO RE-ELECT MR C-H SVANBERG AS A DIRECTOR. | Mgmt | For |
| 18 | TO REAPPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION. | Mgmt | For |
| S19 | SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY. | Mgmt | For |
| 20 | TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT. | Mgmt | For |
| S21 | SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS. | Mgmt | For |
| S22 | SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS. | Mgmt | For |

 CANON INC.

Agen

Security: 138006309
 Meeting Type: Annual
 Meeting Date: 29-Mar-2012
 Ticker: CAJ
 ISIN: US1380063099

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | DIVIDEND FROM SURPLUS | Mgmt | For |
| 2. | PARTIAL AMENDMENT TO THE ARTICLES OF INCORPORATION | Mgmt | For |
| 3. | DIRECTOR | | |
| | DIRECTOR 1 | Mgmt | For |
| | DIRECTOR 2 | Mgmt | For |
| | DIRECTOR 3 | Mgmt | For |
| | DIRECTOR 4 | Mgmt | For |
| | DIRECTOR 5 | Mgmt | For |
| | DIRECTOR 6 | Mgmt | For |
| | DIRECTOR 7 | Mgmt | For |
| | DIRECTOR 8 | Mgmt | For |
| | DIRECTOR 9 | Mgmt | For |
| | DIRECTOR 10 | Mgmt | For |
| | DIRECTOR 11 | Mgmt | For |
| | DIRECTOR 12 | Mgmt | For |
| | DIRECTOR 13 | Mgmt | For |
| | DIRECTOR 14 | Mgmt | For |
| | DIRECTOR 15 | Mgmt | For |
| | DIRECTOR 16 | Mgmt | For |
| | DIRECTOR 17 | Mgmt | For |
| | DIRECTOR 18 | Mgmt | For |

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| 4. | ELECTION OF ONE CORPORATE AUDITOR | Mgmt | For |
| 5. | GRANT OF RETIREMENT ALLOWANCE TO DIRECTORS TO RETIRE | Mgmt | For |
| 6. | GRANT OF BONUS TO DIRECTORS | Mgmt | For |

 CARNIVAL CORPORATION

Agen

 Security: 143658300
 Meeting Type: Annual
 Meeting Date: 11-Apr-2012
 Ticker: CCL
 ISIN: PA1436583006

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 2. | TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 3. | TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 4. | TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 5. | TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 6. | TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 7. | TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 8. | TO ELECT DEBRA KELLY-ENNIS AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 9. | TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 10. | TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR | Mgmt | For |

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| | OF CARNIVAL PLC. | | |
| 11. | TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 12. | TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 13. | TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 14. | TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt | For |
| 15. | TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION. | Mgmt | For |
| 16. | TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC. | Mgmt | For |
| 17. | TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2011 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES). | Mgmt | For |
| 18. | TO APPROVE THE FISCAL 2011 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO U.S. COMPANIES). | Mgmt | For |
| 19. | TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2011 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES). | Mgmt | For |
| 20. | TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES). | Mgmt | For |
| 21. | TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES). | Mgmt | For |
| 22. | TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES DESIRING TO IMPLEMENT SHARE BUY | Mgmt | For |

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BACK PROGRAMS).

23. TO CONSIDER A SHAREHOLDER PROPOSAL. Shr Against

CHEVRON CORPORATION

Agen

Security: 166764100
 Meeting Type: Annual
 Meeting Date: 30-May-2012
 Ticker: CVX
 ISIN: US1667641005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: L.F. DEILY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: R.E. DENHAM | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: C. HAGEL | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: E. HERNANDEZ | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: G.L. KIRKLAND | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: C.W. MOORMAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: K.W. SHARER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: J.G. STUMPF | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: R.D. SUGAR | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: C. WARE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: J.S. WATSON | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 4. | EXCLUSIVE FORUM PROVISIONS | Shr | Against |
| 5. | INDEPENDENT CHAIRMAN | Shr | Against |
| 6. | LOBBYING DISCLOSURE | Shr | Against |
| 7. | COUNTRY SELECTION GUIDELINES | Shr | Against |
| 8. | HYDRAULIC FRACTURING | Shr | Against |
| 9. | ACCIDENT RISK OVERSIGHT | Shr | Against |
| 10. | SPECIAL MEETINGS | Shr | Against |

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| | | | |
|-----|---|-----|---------|
| 11. | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE | Shr | Against |
|-----|---|-----|---------|

 CITIGROUP INC.

Agen

Security: 172967424
 Meeting Type: Annual
 Meeting Date: 17-Apr-2012
 Ticker: C
 ISIN: US1729674242

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: FRANZ B. HUMER | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: ROBERT L. JOSS | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: VIKRAM S. PANDIT | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: JUDITH RODIN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: ROBERT L. RYAN | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JOAN E. SPERO | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: DIANA L. TAYLOR | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR. | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON | Mgmt | For |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 03 | PROPOSAL TO APPROVE AN AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN. | Mgmt | For |
| 04 | ADVISORY APPROVAL OF CITI'S 2011 EXECUTIVE COMPENSATION. | Mgmt | For |
| 05 | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS. | Shr | Against |
| 06 | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND POLITICAL CONTRIBUTIONS. | Shr | Against |

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| | | | |
|----|--|-----|---------|
| 07 | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN 25% OF THEIR STOCK FOR ONE YEAR FOLLOWING TERMINATION. | Shr | Against |
| 08 | STOCKHOLDER PROPOSAL REQUESTING THAT THE AUDIT COMMITTEE CONDUCT AN INDEPENDENT REVIEW AND REPORT ON CONTROLS RELATED TO LOANS, FORECLOSURES, AND SECURITIZATIONS. | Shr | Against |

 CNOOC LIMITED

Agen

Security: 126132109
 Meeting Type: Annual
 Meeting Date: 25-May-2012
 Ticker: CEO
 ISIN: US1261321095

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| A1. | TO RECEIVE AND CONSIDER THE AUDITED STATEMENT OF ACCOUNTS TOGETHER WITH THE REPORT OF THE DIRECTORS AND INDEPENDENT AUDITORS' REPORT THEREON FOR THE YEAR ENDED 31 DECEMBER 2011. | Mgmt | For |
| A2. | TO DECLARE A FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2011. | Mgmt | For |
| A3. | TO RE-ELECT MR. WU GUANGQI AS AN EXECUTIVE DIRECTOR OF THE COMPANY. | Mgmt | Abstain |
| A4. | TO RE-ELECT MR. WU ZHENFANG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY. | Mgmt | For |
| A5. | TO RE-ELECT MR. TSE HAU YIN, ALOYSIUS AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY. | Mgmt | For |
| A6. | TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF EACH OF THE DIRECTORS. | Mgmt | For |
| A7. | TO RE-APPOINT THE COMPANY'S INDEPENDENT AUDITORS AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION. | Mgmt | For |
| B1. | TO GRANT A GENERAL MANDATE TO DIRECTORS TO REPURCHASE SHARES IN THE CAPITAL, ALL AS MORE FULLY DESCRIBED IN PROXY STATEMENT. | Mgmt | For |
| B2. | GRANT A GENERAL MANDATE TO DIRECTORS TO ISSUE, ALLOT & DEAL WITH ADDITIONAL SHARES IN CAPITAL OF COMPANY NOT EXCEEDING 20% OF THE SHARE CAPITAL IN ISSUE AS AT DATE OF PASSING OF THIS RESOLUTION. | Mgmt | For |
| B3. | TO EXTEND THE GENERAL MANDATE GRANTED TO | Mgmt | For |

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THE DIRECTORS TO ISSUE, ALLOT AND DEAL WITH
SHARES IN THE CAPITAL OF THE COMPANY.

COMPANHIA DE BEBIDAS DAS AMERICAS-AMBEV

Agen

Security: 20441W203
Meeting Type: Special
Meeting Date: 27-Apr-2012
Ticker: ABV
ISIN: US20441W2035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | ELECTION OF THE MEMBERS OF THE COMPANY'S FISCAL COUNCIL AND THEIR RESPECTIVE ALTERNATES. | Mgmt | For |

CONOCOPHILLIPS

Agen

Security: 20825C104
Meeting Type: Annual
Meeting Date: 09-May-2012
Ticker: COP
ISIN: US20825C1045

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: RUTH R. HARKIN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: RYAN M. LANCE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MOHD H. MARICAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HAROLD W. MCGRAW III | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES J. MULVA | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: HARALD J. NORVIK | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1L. | ELECTION OF DIRECTOR: WILLIAM K. REILLY | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: KATHRYN C. TURNER | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR. | Mgmt | For |
| 2. | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS). | Shr | Against |
| 5. | ACCIDENT RISK MITIGATION. | Shr | Against |
| 6. | REPORT ON GRASSROOTS LOBBYING EXPENDITURES. | Shr | Against |
| 7. | GREENHOUSE GAS REDUCTION TARGETS. | Shr | Against |
| 8. | GENDER EXPRESSION NON-DISCRIMINATION. | Shr | Against |

 DIAMOND OFFSHORE DRILLING, INC.

Agen

 Security: 25271C102
 Meeting Type: Annual
 Meeting Date: 22-May-2012
 Ticker: DO
 ISIN: US25271C1027

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JAMES S. TISCH | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: LAWRENCE R. DICKERSON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN R. BOLTON | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: CHARLES L. FABRIKANT | Mgmt | Against |
| 1E. | ELECTION OF DIRECTOR: PAUL G. GAFFNEY II | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: EDWARD GREBOW | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: HERBERT C. HOFMANN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CLIFFORD M. SOBEL | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: ANDREW H. TISCH | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RAYMOND S. TROUBH | Mgmt | For |

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| | | | |
|----|--|------|-----|
| 2. | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2012. | Mgmt | For |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | TO APPROVE THE COMPANY'S AMENDED AND RESTATED INCENTIVE COMPENSATION PLAN FOR EXECUTIVE OFFICERS. | Mgmt | For |

EATON CORPORATION

Agen

Security: 278058102
 Meeting Type: Annual
 Meeting Date: 25-Apr-2012
 Ticker: ETN
 ISIN: US2780581029

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ALEXANDER M. CUTLER | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ARTHUR E. JOHNSON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DEBORAH L. MCCOY | Mgmt | For |
| 2. | APPROVING THE PROPOSED 2012 STOCK PLAN. | Mgmt | For |
| 3. | RATIFYING THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2012. | Mgmt | For |
| 4. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |

EBAY INC.

Agen

Security: 278642103
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: EBAY
 ISIN: US2786421030

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MARC L. ANDREESSEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: WILLIAM C. FORD, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DAWN G. LEPORE | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1D. | ELECTION OF DIRECTOR: KATHLEEN C. MITIC | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: PIERRE M. OMIKYAR | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 3. | APPROVE AMENDMENT & RESTATEMENT OF 2008 EQUITY INCENTIVE AWARD PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER PLAN BY 16.5 MILLION SHARES | Mgmt | For |
| 4. | TO APPROVE OUR EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 5. | TO ADOPT AND APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS. | Mgmt | For |
| 6. | AMENDMENT TO OUR AMENDED & RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE STOCKHOLDERS WITH THE RIGHT TO CALL A SPECIAL MEETING | Mgmt | For |
| 7. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2012 | Mgmt | For |

ELI LILLY AND COMPANY

Agen

Security: 532457108
Meeting Type: Annual
Meeting Date: 16-Apr-2012
Ticker: LLY
ISIN: US5324571083

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A | ELECTION OF DIRECTOR: K. BAICKER | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: J.E. FYRWALD | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: E.R. MARRAM | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: D.R. OBERHELMAN | Mgmt | For |
| 2 | RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2012. | Mgmt | For |

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| | | | |
|---|---|------|---------|
| 3 | APPROVE, BY NON-BINDING VOTE, COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4 | APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS. | Mgmt | For |
| 5 | APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO ELIMINATE ALL SUPERMAJORITY VOTING REQUIREMENTS. | Mgmt | For |
| 6 | PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE COMPANY ESTABLISH A MAJORITY VOTE COMMITTEE. | Shr | Against |
| 7 | PROPOSAL BY SHAREHOLDERS ON TRANSPARENCY IN ANIMAL RESEARCH. | Shr | Against |

 EMC CORPORATION

Agen

 Security: 268648102
 Meeting Type: Annual
 Meeting Date: 01-May-2012
 Ticker: EMC
 ISIN: US2686481027

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: MICHAEL W. BROWN | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: RANDOLPH L. COWEN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: GAIL DEEGAN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMES S. DISTASIO | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JOHN R. EGAN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: EDMUND F. KELLY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: WINDLE B. PRIEM | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: PAUL SAGAN | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DAVID N. STROHM | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOSEPH M. TUCCI | Mgmt | For |
| 02 | RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012, AS DESCRIBED IN EMC'S PROXY STATEMENT. | Mgmt | For |

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03 ADVISORY APPROVAL OF OUR EXECUTIVE Mgmt For
 COMPENSATION, AS DESCRIBED IN EMC'S PROXY
 STATEMENT.

EXXON MOBIL CORPORATION

Agen

Security: 30231G102
 Meeting Type: Annual
 Meeting Date: 30-May-2012
 Ticker: XOM
 ISIN: US30231G1022

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 1. | DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 61) | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 62) | Mgmt | For |
| 4. | INDEPENDENT CHAIRMAN (PAGE 64) | Shr | Against |
| 5. | MAJORITY VOTE FOR DIRECTORS (PAGE 65) | Shr | Against |
| 6. | REPORT ON POLITICAL CONTRIBUTIONS (PAGE 66) | Shr | Against |
| 7. | AMENDMENT OF EEO POLICY (PAGE 67) | Shr | Against |
| 8. | REPORT ON NATURAL GAS PRODUCTION (PAGE 69) | Shr | Against |
| 9. | GREENHOUSE GAS EMISSIONS GOALS (PAGE 71) | Shr | Against |

FRANCE TELECOM SA

Agen

Security: F4113C103
 Meeting Type: MIX
 Meeting Date: 05-Jun-2012
 Ticker:
 ISIN: FR0000133308

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 942800 DUE TO ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting | |
| CMMT | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. | Non-Voting | |
| CMMT | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting | |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: https://balo.journal-officiel.gouv.fr/pdf/2012/0402/201204021201116.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2012/0516/201205161202557.pdf | Non-Voting | |
| 0.1 | Approval of the annual corporate financial statements for the financial year ended December 31, 2011 | Mgmt | For |
| 0.2 | Approval of the consolidated financial statements for the financial year ended December 31, 2011 | Mgmt | For |
| 0.3 | Allocation of income for the financial year ended December 31, 2011 as reflected in the annual financial statements | Mgmt | For |
| 0.4 | Agreements pursuant to Article L.225-38 of the Commercial Code | Mgmt | For |
| 0.5 | Renewal of term of Mrs. Claudie Haignere as Board member | Mgmt | For |
| 0.6 | Renewal of term of Mr. Jose-Luis Duran as | Mgmt | For |

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| | Board member | | |
|------|---|------------|---------|
| O.7 | Renewal of term of Mr. Charles-Henri Filippi as Board member | Mgmt | For |
| O.8 | Authorization to be granted to the Board of Directors to purchase or transfer Company's shares | Mgmt | For |
| O.9 | Ratification of change of location of the registered office | Mgmt | For |
| E.10 | Amendment to Article 9 of the Statutes | Mgmt | For |
| E.11 | Amendment to Article 16 of the Statutes | Mgmt | For |
| E.12 | Amendment to Article 21 of the Statutes | Mgmt | For |
| E.13 | Delegation of powers to the Board of Directors to issue shares reserved for persons having signed a liquidity contract with the Company as holders of shares or share subscription options of the company Orange S.A | Mgmt | For |
| E.14 | Delegation of powers to the Board of Directors to carry out free issuance of liquidity instruments on options reserved for holders of share subscription options of the company Orange S.A. having signed a liquidity contract with the Company | Mgmt | For |
| E.15 | Authorization to the Board of Directors to allocate free shares of the Company | Mgmt | For |
| E.16 | Delegation of authority to the Board of Directors to carry out capital increases reserved for members of savings plans | Mgmt | For |
| E.17 | Authorization to the Board of Directors to reduce capital by cancellation of shares | Mgmt | For |
| E.18 | Powers to carry out all legal formalities | Mgmt | For |
| A | Following the income's decrease and in order to improve the distribution of profits of the company between the employees and the shareholders, the shareholders' meeting decides to allocate EUR 1.00 per share as dividends and to appropriate the balance of the profits to the retained earnings account. The shareholders' meeting notes that an interim dividend of EUR 0.60 per share has been paid on September 8, 2011 and that accordingly the dividend's balance to be allocated stands at EUR 0.40 per share | Shr | Against |
| CMMT | PLEASE NOTE THAT THE 'FRANCE TELECOM ACTIONS' MUTUAL FUND'S SUPERVISORY BOARD HAS ASKED TO PLACE RESOLUTION 'A' ON THE AGENDA IN ORDER TO AMEND THE THIRD RE | Non-Voting | |

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SOLUTION. THIS NEW RESOLUTION APPEARS AS RESOLUTION 'A' BELOW. PLEASE NOTE THAT THE AMOUNT OF THE DIVIDEND WHICH IS PROPOSED IN THE THIRD RESOLUTION AND THE RESOLUTION A ARE DIFFERENT (1.40 EURO PER SHARE FOR THE THIRD RESOLUTION, 1.00 EURO PER SHARE FOR THE RESOLUTION A). THE SHAREHOLDER WILL HAVE TO CHOOSE TO VOTE FOR EITHER OF THESE TWO RESOLUTIONS.

CMMT PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting

 GENERAL ELECTRIC COMPANY

Agent

 Security: 369604103
 Meeting Type: Annual
 Meeting Date: 25-Apr-2012
 Ticker: GE
 ISIN: US3696041033

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1 | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE | Mgmt | For |
| A2 | ELECTION OF DIRECTOR: JAMES I. CASH, JR. | Mgmt | For |
| A3 | ELECTION OF DIRECTOR: ANN M. FUDGE | Mgmt | For |
| A4 | ELECTION OF DIRECTOR: SUSAN HOCKFIELD | Mgmt | For |
| A5 | ELECTION OF DIRECTOR: JEFFREY R. IMMELT | Mgmt | For |
| A6 | ELECTION OF DIRECTOR: ANDREA JUNG | Mgmt | For |
| A7 | ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY | Mgmt | For |
| A8 | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For |
| A9 | ELECTION OF DIRECTOR: RALPH S. LARSEN | Mgmt | For |
| A10 | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS | Mgmt | For |
| A11 | ELECTION OF DIRECTOR: JAMES J. MULVA | Mgmt | For |
| A12 | ELECTION OF DIRECTOR: SAM NUNN | Mgmt | For |
| A13 | ELECTION OF DIRECTOR: ROGER S. PENSKE | Mgmt | For |
| A14 | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA | Mgmt | For |
| A15 | ELECTION OF DIRECTOR: JAMES S. TISCH | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| A16 | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III | Mgmt | For |
| B1 | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| B2 | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| B3 | APPROVAL OF AN AMENDMENT TO THE GE 2007 LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES | Mgmt | For |
| B4 | APPROVAL OF THE MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS | Mgmt | For |
| C1 | CUMULATIVE VOTING | Shr | Against |
| C2 | NUCLEAR ACTIVITIES | Shr | Against |
| C3 | INDEPENDENT BOARD CHAIRMAN | Shr | Against |
| C4 | SHAREOWNER ACTION BY WRITTEN CONSENT | Shr | Against |

GENERAL MOTORS COMPANY

Agen

Security: 37045V100
Meeting Type: Annual
Meeting Date: 12-Jun-2012
Ticker: GM
ISIN: US37045V1008

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DANIEL F. AKERSON | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DAVID BONDERMAN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ERROLL B. DAVIS, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: STEPHEN J. GIRSKY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: E. NEVILLE ISDELL | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ROBERT D. KREBS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: PHILIP A. LASKAWY | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: KATHRYN V. MARINELLO | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES J. MULVA | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PATRICIA F. RUSSO | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: THOMAS M. SCHOEWE | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1L. | ELECTION OF DIRECTOR: CAROL M. STEPHENSON | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: THEODORE M. SOLSO | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: CYNTHIA A. TELLES | Mgmt | For |
| 2. | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS GM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |

 GOLDCORP INC.

Agen

Security: 380956409
 Meeting Type: Annual and Special
 Meeting Date: 26-Apr-2012
 Ticker: GG
 ISIN: CA3809564097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| A | DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG BLANCA TREVINO DE VEGA KENNETH F. WILLIAMSON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| B | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION; | Mgmt | For |
| C | A RESOLUTION APPROVING THE AMENDMENT TO THE RESTRICTED SHARE PLAN FOR THE COMPANY; | Mgmt | For |
| D | A NON-BINDING ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION; | Mgmt | For |
| E | THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM. | Shr | Against |

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 HONEYWELL INTERNATIONAL INC.

Agen

 Security: 438516106
 Meeting Type: Annual
 Meeting Date: 23-Apr-2012
 Ticker: HON
 ISIN: US4385161066

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GORDON M. BETHUNE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: KEVIN BURKE | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAIME CHICO PARDO | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DAVID M. COTE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: D. SCOTT DAVIS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: LINNET F. DEILY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JUDD GREGG | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CLIVE R. HOLLICK | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GEORGE PAZ | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: BRADLEY T. SHEARES | Mgmt | For |
| 2. | APPROVAL OF INDEPENDENT ACCOUNTANTS. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | INDEPENDENT BOARD CHAIRMAN. | Shr | Against |
| 5. | POLITICAL CONTRIBUTIONS. | Shr | Against |

 ILLINOIS TOOL WORKS INC.

Agen

 Security: 452308109
 Meeting Type: Annual
 Meeting Date: 04-May-2012
 Ticker: ITW
 ISIN: US4523081093

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DANIEL J. BRUTTO | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: SUSAN CROWN | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| 1C. | ELECTION OF DIRECTOR: DON H. DAVIS, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMES W. GRIFFITH | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ROBERT S. MORRISON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES A. SKINNER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DAVID B. SMITH, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DAVID B. SPEER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PAMELA B. STROBEL | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: KEVIN M. WARREN | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: ANRE D. WILLIAMS | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |

INTEL CORPORATION

Agen

Security: 458140100
Meeting Type: Annual
Meeting Date: 17-May-2012
Ticker: INTC
ISIN: US4581401001

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ANDY D. BRYANT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: SUSAN L. DECKER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JOHN J. DONAHOE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: REED E. HUNDT | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: PAUL S. OTELLINI | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES D. PLUMMER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DAVID S. POTTRUCK | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: FRANK D. YEARY | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DAVID B. YOFFIE | Mgmt | For |

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| | | | |
|----|--|------|---------|
| 2. | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CURRENT YEAR | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL: WHETHER TO HOLD AN ADVISORY VOTE ON POLITICAL CONTRIBUTIONS | Shr | Against |

 JOHNSON & JOHNSON

Agen

 Security: 478160104
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: JNJ
 ISIN: US4781601046

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MARY SUE COLEMAN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JAMES G. CULLEN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: IAN E.L. DAVIS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ALEX GORSKY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ANNE M. MULCAHY | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: LEO F. MULLIN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WILLIAM D. PEREZ | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: CHARLES PRINCE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DAVID SATCHER | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: WILLIAM C. WELDON | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 3. | APPROVAL OF THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN | Mgmt | For |
| 4. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012 | Mgmt | For |

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| | | | |
|----|--|-----|---------|
| 5. | SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL ON BINDING VOTE ON POLITICAL CONTRIBUTIONS | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING | Shr | Against |

JPMORGAN CHASE & CO.

Agen

Security: 46625H100
 Meeting Type: Annual
 Meeting Date: 15-May-2012
 Ticker: JPM
 ISIN: US46625H1005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JAMES A. BELL | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: STEPHEN B. BURKE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DAVID M. COTE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMES S. CROWN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JAMES DIMON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ELLEN V. FUTTER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: LEE R. RAYMOND | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WILLIAM C. WELDON | Mgmt | For |
| 2. | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | POLITICAL NON-PARTISANSHIP | Shr | Against |
| 5. | INDEPENDENT DIRECTOR AS CHAIRMAN | Shr | Against |
| 6. | LOAN SERVICING | Shr | Against |
| 7. | CORPORATE POLITICAL CONTRIBUTIONS REPORT | Shr | Against |

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| | | | |
|-----|---------------------------------------|-----|---------|
| 8. | GENOCIDE-FREE INVESTING | Shr | Against |
| 9. | SHAREHOLDER ACTION BY WRITTEN CONSENT | Shr | Against |
| 10. | STOCK RETENTION | Shr | Against |

KIMBERLY-CLARK CORPORATION Agen

Security: 494368103
Meeting Type: Annual
Meeting Date: 03-May-2012
Ticker: KMB
ISIN: US4943681035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JOHN R. ALM | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN F. BERGSTROM | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ABELARDO E. BRU | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT W. DECHERD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: THOMAS J. FALK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: FABIAN T. GARCIA | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MAE C. JEMISON, M.D. | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JAMES M. JENNESS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: NANCY J. KARCH | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: IAN C. READ | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LINDA JOHNSON RICE | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: MARC J. SHAPIRO | Mgmt | For |
| 2. | RATIFICATION OF AUDITORS | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |

LINCOLN NATIONAL CORPORATION Agen

Security: 534187109
Meeting Type: Annual
Meeting Date: 24-May-2012
Ticker: LNC
ISIN: US5341871094

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: GEORGE W. HENDERSON III | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: ERIC G. JOHNSON | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: M. LEANNE LACHMAN | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ISAIAH TIDWELL | Mgmt | For |
| 2 | TO RATIFY ERNST AND YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012 | Mgmt | For |
| 3 | TO APPROVE AN ADVISORY RESOLUTION ON THE COMPANY'S 2011 EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |

MASCO CORPORATION

Agen

Security: 574599106
Meeting Type: Annual
Meeting Date: 08-May-2012
Ticker: MAS
ISIN: US5745991068

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN C. PLANT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MARY ANN VAN LOKEREN | Mgmt | Against |
| 2. | TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, THE COMPENSATION TABLES AND THE RELATED MATERIALS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |
| 3. | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR THE COMPANY FOR 2012. | Mgmt | For |
| 4. | TO RECOMMEND, BY NON-BINDING VOTE, A STOCKHOLDER PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS. | Shr | Against |
| 5. | TO RECOMMEND, BY NON-BINDING VOTE, A | Shr | Against |

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STOCKHOLDER PROPOSAL TO ADOPT A POLICY
REQUIRING SENIOR EXECUTIVES TO RETAIN 75%
OR MORE OF THEIR EQUITY AWARDS UNTIL
REACHING NORMAL RETIREMENT AGE.

MERCK & CO., INC.

Agen

Security: 58933Y105
Meeting Type: Annual
Meeting Date: 22-May-2012
Ticker: MRK
ISIN: US58933Y1055

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LESLIE A. BRUN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: THOMAS R. CECH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: KENNETH C. FRAZIER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: THOMAS H. GLOCER | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: C. ROBERT KIDDER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CARLOS E. REPRESAS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: PATRICIA F. RUSSO | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: CRAIG B. THOMPSON | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WENDELL P. WEEKS | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: PETER C. WENDELL | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDER ACTION BY WRITTEN CONSENT. | Shr | Against |
| 5. | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS. | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL CONCERNING REPORT ON CHARITABLE AND POLITICAL CONTRIBUTIONS. | Shr | Against |

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MICROSOFT CORPORATION

Agen

Security: 594918104
 Meeting Type: Annual
 Meeting Date: 15-Nov-2011
 Ticker: MSFT
 ISIN: US5949181045

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1 | ELECTION OF DIRECTOR: STEVEN A. BALLMER | Mgmt | For |
| 2 | ELECTION OF DIRECTOR: DINA DUBLON | Mgmt | For |
| 3 | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt | For |
| 4 | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN | Mgmt | For |
| 5 | ELECTION OF DIRECTOR: REED HASTINGS | Mgmt | For |
| 6 | ELECTION OF DIRECTOR: MARIA M. KLAWE | Mgmt | For |
| 7 | ELECTION OF DIRECTOR: DAVID F. MARQUARDT | Mgmt | For |
| 8 | ELECTION OF DIRECTOR: CHARLES H. NOSKI | Mgmt | For |
| 9 | ELECTION OF DIRECTOR: HELMUT PANKE | Mgmt | For |
| 10 | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 11 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year |
| 12 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR. | Mgmt | For |
| 13 | SHAREHOLDER PROPOSAL 1. ESTABLISHMENT OF A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY. | Shr | Against |

NEWMONT MINING CORPORATION

Agen

Security: 651639106
 Meeting Type: Annual
 Meeting Date: 24-Apr-2012
 Ticker: NEM
 ISIN: US6516391066

| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

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| | | Type | |
|----|---|------|-----|
| 1A | ELECTION OF DIRECTOR: B.R. BROOK | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: V.A. CALARCO | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: J.A. CARRABBA | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: N. DOYLE | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: V.M HAGEN | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: M.S. HAMSON | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: J. NELSON | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: R.T. O'BRIEN | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: J.B. PRESCOTT | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: D.C. ROTH | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: S. R. THOMPSON | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2012. | Mgmt | For |
| 03 | ADVISORY RESOLUTION TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |

NOKIA CORPORATION

Agen

Security: 654902204
Meeting Type: Annual
Meeting Date: 03-May-2012
Ticker: NOK
ISIN: US6549022043

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 7. | ADOPTION OF THE ANNUAL ACCOUNTS. | Mgmt | For |
| 8. | RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND. | Mgmt | For |
| 9. | RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT FROM LIABILITY. | Mgmt | For |
| 10. | RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS. | Mgmt | For |
| 11. | RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS. | Mgmt | For |

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| | | | |
|-----|---|--|--|
| 12. | DIRECTOR BRUCE BROWN STEPHEN ELOP HENNING KAGERMANN JOUKO KARVINEN HELGE LUND ISABEL MAREY-SEMPER MARTEN MICKOS ELIZABETH NELSON DAME MARJORIE SCARDINO RISTO SIILASMAA KARI STADIGH | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 13. | RESOLUTION ON THE REMUNERATION OF THE AUDITOR. | Mgmt | For |
| 14. | ELECTION OF AUDITOR. | Mgmt | For |
| 15. | AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE THE COMPANY'S OWN SHARES. | Mgmt | For |

 PFIZER INC.

Agen

Security: 717081103
 Meeting Type: Annual
 Meeting Date: 26-Apr-2012
 Ticker: PFE
 ISIN: US7170811035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: M. ANTHONY BURNS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: W. DON CORNWELL | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: FRANCES D. FERGUSON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: HELEN H. HOBBS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: CONSTANCE J. HORNER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JAMES M. KILTS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GEORGE A. LORCH | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOHN P. MASCOTTE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: IAN C. READ | Mgmt | For |

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|-----|---|------|---------|
| 1M. | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE | Mgmt | For |
| 2. | RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS. | Shr | Against |
| 5. | SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT. | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS. | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON DIRECTOR PAY. | Shr | Against |

 QUALCOMM INCORPORATED

Agen

Security: 747525103
 Meeting Type: Annual
 Meeting Date: 06-Mar-2012
 Ticker: QCOM
 ISIN: US7475251036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 02 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 30, 2012. | Mgmt | For |
| 03 | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |

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|----|---|------|-----|
| 04 | TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE PLURALITY VOTING PROVISION. | Mgmt | For |
|----|---|------|-----|

SAP AG

Agen

Security: 803054204
Meeting Type: Annual
Meeting Date: 23-May-2012
Ticker: SAP
ISIN: US8030542042

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 2 | RESOLUTION ON THE APPROPRIATION OF THE RETAINED EARNINGS OF FISCAL YEAR 2011 | Mgmt | For |
| 3 | RESOLUTION ON THE FORMAL APPROVAL OF THE ACTS OF THE EXECUTIVE BOARD IN FISCAL YEAR 2011 | Mgmt | For |
| 4 | RESOLUTION ON THE FORMAL APPROVAL OF THE ACTS OF THE SUPERVISORY BOARD IN FISCAL YEAR 2011 | Mgmt | For |
| 5 | RESOLUTION ON THE APPROVAL OF THE SYSTEM OF EXECUTIVE BOARD COMPENSATION | Mgmt | For |
| 6 | APPOINTMENT OF THE AUDITORS OF THE FINANCIAL STATEMENTS AND GROUP FINANCIAL STATEMENTS FOR FISCAL YEAR 2012 | Mgmt | For |
| 7A) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: PROF. DR. H.C. MULT. HASSO PLATTNER | Mgmt | For |
| 7B) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: PEKKA ALA-PIETILA | Mgmt | For |
| 7C) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: PROF. ANJA FELDMANN, PH. D. | Mgmt | For |
| 7D) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: PROF. DR. WILHELM HAARMANN | Mgmt | For |
| 7E) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: BERNARD LIAUTAUD | Mgmt | For |
| 7F) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: DR. H.C. HARTMUT MEHDORN | Mgmt | For |
| 7G) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: DR. ERHARD SCHIPPOREIT | Mgmt | For |
| 7H) | ELECTION OF NEW MEMBER TO THE SUPERVISORY BOARD: PROF. DR.-ING. DR.-ING. E.H. KLAUS WUCHERER | Mgmt | For |

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8 CANCELLATION OF CONTINGENT CAPITAL III AND CONTINGENT CAPITAL IIIA AND AMEND SECTION 4, 19 & 23 OF ARTICLES OF INCORPORATION Mgmt For

 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

 Security: 806857108
 Meeting Type: Annual
 Meeting Date: 11-Apr-2012
 Ticker: SLB
 ISIN: AN8068571086

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: PETER L.S. CURRIE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TONY ISAAC | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: K. VAMAN KAMATH | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: PAAL KIBSGAARD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ADRIAN LAJOUS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL E. MARKS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ELIZABETH A. MOLER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LUBNA S. OLAYAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: L. RAFAEL REIF | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: TORE I. SANDVOLD | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: HENRI SEYDOUX | Mgmt | For |
| 2. | TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO APPROVE THE COMPANY'S 2011 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS. | Mgmt | For |
| 4. | TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 5. | TO APPROVE AMENDMENTS TO THE COMPANY'S 2004 STOCK AND DEFERRAL PLAN FOR NON-EMPLOYEE DIRECTORS TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE AND MAKE CERTAIN TECHNICAL CHANGES. | Mgmt | For |

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SIEMENS AG, MUENCHEN

Agen

Security: D69671218
 Meeting Type: AGM
 Meeting Date: 24-Jan-2012
 Ticker:
 ISIN: DE0007236101

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| | <p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p> | Non-Voting | |
| | <p>For German registered shares, the shares have to be registered within the company's shareholder book. Depending on the processing of the local sub custodian if a client wishes to withdraw its voting instruction due to intentions to trade/lend their stock, a Take No Action vote must be received by the vote deadline as displayed on ProxyEdge to facilitate de-registration of shares from the company's shareholder book. Any Take No Action votes received after the vote deadline will only be forwarded and processed on a best effort basis. Please contact your client services representative if you require further information. Thank you.</p> | Non-Voting | |
| | <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 09.01.2012. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.</p> | Non-Voting | |

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- | | | | |
|-----|---|------------|---------|
| 01. | To receive and consider the adopted Annual Financial Statements of Siemens AG and the approved Consolidated Financial Statements, together with the Combined Management's Discussion and Analysis of Siemens AG and the Siemens Group, including the Explanatory Report on the information required pursuant to Section 289 (4) and (5) and Section 315 (4) of the German Commercial Code (HGB) as of September 30, 2011, as well as the Report of the Supervisory Board, the Corporate Governance Report, the Compensation Report and the Compliance Report for fiscal year 2011 | Non-Voting | |
| 02. | To resolve on the appropriation of net income of Siemens AG to pay a dividend: The distributable profit of EUR 2,742,610,263 shall be appropriated as follows: Payment of a dividend of EUR 3 per no-par share EUR 114,077,313 shall be carried forward; Ex-dividend and payable date: January 25, 2012 | Mgmt | For |
| 03. | To ratify the acts of the members of the Managing Board | Mgmt | For |
| 04. | To ratify the acts of the members of the Supervisory Board | Mgmt | For |
| 05. | To resolve on the appointment Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart as the independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the Interim Financial Statements | Mgmt | For |
| 06. | PLEASE NOTE THAT THIS IS A SHAREHOLDER'S PROPOSAL: Amendment to the Articles of Association of Siemens AG: In order to increase women's presence on the Supervisory Board, Section 11 shall be amended as follows: Section 11(1) shall be adjusted to ensure that at least 30 pct of the representatives of the shareholders on the Supervisory Board are women as of 2013 and at least 40 pct are women as of 2018. Section 11(3) shall be adjusted to ensure that at least 30 pct of the substitute representatives of the shareholders on the Supervisory Board are women as of 2013 and at least 40 pct. are women as of 2018 | Shr | Against |

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD, HSINCHU

Agen

Security: Y84629107

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Meeting Type: AGM
 Meeting Date: 12-Jun-2012
 Ticker:
 ISIN: TW0002330008

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| CMMT | PLEASE NOTE THAT IN CASES WHERE THE CLIENT INSTRUCTS US TO VOTE AGAINST ANY PROPOSAL TO BE DISCUSSED AT A SHAREHOLDERS MEETING AND THE VOTING WITH RESPECT TO SUCH PROPOSAL IS DONE BY BALLOT, WE OR OUR DESIGNEE WILL FILL OUT THE BALLOT IN RESPECT OF SUCH PROPOSAL IN ACCORDANCE WITH THE CLIENTS INSTRUCTIONS. HOWEVER, IF THE VOTING AT THE SHAREHOLDERS MEETING IS DONE BY ACCLAMATION, WE/OUR DESIGNEE WILL NOT TAKE ANY ACTION IN RESPECT OF THE RELEVANT PROPOSAL. THANK YOU | Non-Voting | |
| A.1 | The 2011 business operations | Non-Voting | |
| A.2 | The 2011 audited reports | Non-Voting | |
| A.3 | The status of unsecured corporate bonds | Non-Voting | |
| B.1 | The 2011 business reports and financial statements | Mgmt | For |
| B.2 | The 2011 profit distribution. Proposed cash dividend: TWD 3 per share | Mgmt | For |
| B.3 | The revision to the articles of incorporation | Mgmt | For |
| B.4 | The revision to the rules of the election of directors | Mgmt | For |
| B.5.1 | Elect Morris Chang, Shareholder No 4515, as director | Mgmt | For |
| B.5.2 | Elect F.C. Tseng, Shareholder No 104, as director | Mgmt | For |
| B.5.3 | Elect Representative of National Development Fund, Executive Yuan Johnsee Lee, Shareholder No 1, as director | Mgmt | For |
| B.5.4 | Elect Rick Tsai, Shareholder no 7252, as director | Mgmt | For |
| B.5.5 | Elect Sir Peter Leahy Bonfield, Shareholder No 93180657 (Passport No.), as independent director | Mgmt | Abstain |
| B.5.6 | Elect Stan Shih, Shareholder No 534770, as independent director | Mgmt | For |
| B.5.7 | Elect Thomas J. Engibous, Shareholder No 135021464, as independent director | Mgmt | Abstain |

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| | | | |
|-------|--|------|---------|
| B.5.8 | Elect Gregory C. Chow, Shareholder No 214553970, as independent director | Mgmt | Abstain |
| B.5.9 | Elect Kok-Choo Chen, Shareholder No 9546, as independent director | Mgmt | For |
| B.6 | Extraordinary motions | Mgmt | For |

TECHNIP (EX-TECHNIP-COFLEXIP), PARIS

Agen

Security: F90676101
 Meeting Type: MIX
 Meeting Date: 26-Apr-2012
 Ticker:
 ISIN: FR0000131708

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. | Non-Voting | |
| CMMT | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting | |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: https://balo.journal-officiel.gouv.fr/pdf/2012/0321/201203211200999.pdf AND https://balo.journal-officiel.gouv.fr/pdf/2012/0406/201204061201329.pdf | Non-Voting | |
| O.1 | Approval of the annual corporate financial statements for the financial year ended December 31, 2011 | Mgmt | For |
| O.2 | Allocation of income for the financial year ended December 31, 2011, setting the | Mgmt | For |

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| | | | |
|------|---|------|-----|
| | dividend and the date of payment | | |
| O.3 | Approval of the consolidated financial statements for the financial year ended on December 31, 2011 | Mgmt | For |
| O.4 | Special report of the Statutory Auditors on the regulated Agreements | Mgmt | For |
| O.5 | Special report of the Statutory Auditors on commitments regarding the CEO in the event of termination of his duties | Mgmt | For |
| O.6 | Authorization granted to the Board of Directors to purchase Company's shares | Mgmt | For |
| E.7 | Amendments to the Statutes (Threshold crossing - Participation of shareholders to General Meetings) | Mgmt | For |
| E.8 | Delegation of authority to the Board of Directors to increase share capital and issue securities entitling to the allotment of debt securities while maintaining shareholders' preferential subscription rights | Mgmt | For |
| E.9 | Delegation of authority to the Board of Directors to increase capital and issue securities entitling to the allotment of debt securities without shareholders' preferential subscription rights (with the option to grant priority rights) and through a public offer | Mgmt | For |
| E.10 | Delegation of authority to the Board of Directors to increase capital and issue securities entitling to the allotment of debt securities without shareholders' preferential subscription rights and through private investment | Mgmt | For |
| E.11 | Authorization granted to the Board of Directors to carry out an allocation of performance shares to on the one hand, employees of Technip and on the other hand, employees and corporate officers of subsidiaries of the Group | Mgmt | For |
| E.12 | Authorization granted to the Board of Directors to carry out an allocation of performance shares to the Chairman of the Board of Directors and/or the CEO, corporate officer of the Company and to key senior officers of the Group | Mgmt | For |
| E.13 | Authorization granted to the Board of Directors to carry out an allocation of share purchase or subscription options to on the one hand, employees of Technip and on the other hand, employees and corporate officers of | Mgmt | For |

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subsidiaries of the Group

| | | | |
|-------|---|------------|-----|
| E.14 | Authorization granted to the Board of Directors to carry out an allocation of share purchase or subscription options to the Chairman of the Board of Directors and/or the CEO, corporate officer of the Company and to key senior officers of the Group | Mgmt | For |
| E.15 | Delegation of authority to the Board of Directors to increase share capital with cancellation of shareholders' preferential subscription rights reserved for categories of beneficiaries through an employee share ownership plan | Mgmt | For |
| E.16 | Delegation of authority to the Board of Directors to increase share capital in favor of members of a company savings plan | Mgmt | For |
| OE.17 | Powers to carry out all legal formalities | Mgmt | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | |

 THE BOEING COMPANY

Agen

Security: 097023105
 Meeting Type: Annual
 Meeting Date: 30-Apr-2012
 Ticker: BA
 ISIN: US0970231058

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DAVID L. CALHOUN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: LINDA Z. COOK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: EDWARD M. LIDDY | Mgmt | For |

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| | | | |
|-----|---|------|---------|
| 1H. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012. | Mgmt | For |
| 4. | REPORT ON POLITICAL AND TRADE ASSOCIATION CONTRIBUTIONS. | Shr | Against |
| 5. | ACTION BY WRITTEN CONSENT. | Shr | Against |
| 6. | RETENTION OF SIGNIFICANT STOCK BY FORMER EXECUTIVES. | Shr | Against |
| 7. | EXTRAORDINARY RETIREMENT BENEFITS. | Shr | Against |

 THE COCA-COLA COMPANY

Agen

 Security: 191216100
 Meeting Type: Annual
 Meeting Date: 25-Apr-2012
 Ticker: KO
 ISIN: US1912161007

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: HERBERT A. ALLEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RONALD W. ALLEN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: HOWARD G. BUFFETT | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: RICHARD M. DALEY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: BARRY DILLER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: EVAN G. GREENBERG | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ALEXIS M. HERMAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MUHTAR KENT | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DONALD R. KEOUGH | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT A. KOTICK | Mgmt | For |

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| | | | |
|-----|---|------|---------|
| 1K. | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DONALD F. MCHENRY | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: SAM NUNN | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: JAMES D. ROBINSON III | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: PETER V. UEBERROTH | Mgmt | For |
| 1P. | ELECTION OF DIRECTOR: JACOB WALLENBERG | Mgmt | Against |
| 1Q. | ELECTION OF DIRECTOR: JAMES B. WILLIAMS | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |

 THE DOW CHEMICAL COMPANY

Agen

 Security: 260543103
 Meeting Type: Annual
 Meeting Date: 10-May-2012
 Ticker: DOW
 ISIN: US2605431038

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ARNOLD A. ALLEMANG | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JACQUELINE K. BARTON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAMES A. BELL | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JEFF M. FETTIG | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JOHN B. HESS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ANDREW N. LIVERIS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: PAUL POLMAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DENNIS H. REILLEY | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES M. RINGLER | Mgmt | Against |
| 1J. | ELECTION OF DIRECTOR: RUTH G. SHAW | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE | Mgmt | For |

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COMPENSATION.

| | | | |
|----|--|------|---------|
| 4. | APPROVAL OF THE 2012 STOCK INCENTIVE PLAN. | Mgmt | For |
| 5. | APPROVAL OF THE 2012 EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 6. | STOCKHOLDER PROPOSAL ON SHAREHOLDER ACTION BY WRITTEN CONSENT. | Shr | Against |
| 7. | STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN. | Shr | Against |

TOTAL SA, COURBEVOIE

Agen

Security: F92124100
Meeting Type: MIX
Meeting Date: 11-May-2012
Ticker:
ISIN: FR0000120271

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 951647 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting | |
| CMMT | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting | |
| CMMT | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. | Non-Voting | |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: | Non-Voting | |

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<https://balo.journal-officiel.gouv.fr/pdf/2012/0404/201204041201206.pdf>

| | | | |
|------|--|------|---------|
| O.1 | Approval of the corporate financial statements of the Company | Mgmt | For |
| O.2 | Approval of the consolidated financial statements | Mgmt | For |
| O.3 | Allocation of income and setting the dividend | Mgmt | For |
| O.4 | Authorization granted to the Board of Directors to trade Company's shares | Mgmt | For |
| O.5 | Renewal of term of Mr. Christophe de Margerie as Board member | Mgmt | For |
| O.6 | Renewal of term of Mr. Patrick Artus as Board member | Mgmt | For |
| O.7 | Renewal of term of Mr. Bertrand Collomb as Board member | Mgmt | For |
| O.8 | Renewal of term of Mrs. Anne Lauvergeon as Board member | Mgmt | For |
| O.9 | Renewal of term of Mr. Michel Pebereau as Board member | Mgmt | Abstain |
| O.10 | Ratification of the appointment of Mr. Gerard Lamarche as Board member, in substitution of Mr. Thierry de Rudder, who resigned | Mgmt | For |
| O.11 | Appointment of Mrs. Anne-Marie Idrac as Board member | Mgmt | For |
| O.12 | Commitments pursuant to Article L.225-42-1 of the Commercial Code | Mgmt | For |
| E.13 | Delegation of authority granted to the Board of Directors to increase capital while maintaining shareholders' preferential subscription rights either by issuing common shares and/or any securities providing access to the capital of the Company, or by incorporation of premiums, reserves, profits or otherwise | Mgmt | For |
| E.14 | Delegation of authority granted to the Board of Directors to increase capital by issuing common shares or any securities providing access to capital with cancellation of preferential subscription rights | Mgmt | For |
| E.15 | Delegation of authority granted to the Board of Directors to increase the number of issuable securities in case of capital increase with cancellation of shareholders' preferential subscription rights | Mgmt | For |

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|------|--|------|---------|
| E.16 | Delegation of powers granted to the Board of Directors to increase capital by issuing common shares or any securities providing access to capital, in consideration for in-kind contributions granted to the Company | Mgmt | For |
| E.17 | Delegation of authority granted to the Board of Directors to increase capital under the conditions provided in Articles L.3332-18 et seq. of the Code of Labor | Mgmt | For |
| E.18 | Delegation of powers granted to the Board of Directors to carry out capital increases reserved for categories of beneficiaries as part of a transaction reserved for employees with cancellation of preferential subscription rights | Mgmt | For |
| E.19 | Authorization granted to the Board of Directors to reduce capital by cancellation of shares | Mgmt | For |
| A. | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolution presented pursuant to Articles L.2323-67 and R/2323-14 of the Code of Labor: Remuneration of executive corporate officers. (Non-approved by the Board of Directors) | Shr | Against |
| B. | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolution presented pursuant to Articles L.2323-67 and R/2323-14 of the Code of Labor: Increased dividend for shareholders of registered shares for at least 2 years. (Non-approved by the Board of Directors.) | Shr | Against |

 UNITED TECHNOLOGIES CORPORATION

Agent

 Security: 913017109
 Meeting Type: Annual
 Meeting Date: 11-Apr-2012
 Ticker: UTX
 ISIN: US9130171096

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN V. FARACI | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMIE S. GORELICK | Mgmt | For |

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|-----|---|------|-----|
| 1E. | ELECTION OF DIRECTOR: EDWARD A. KANGAS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HAROLD MCGRAW III | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: H. PATRICK SWYGERT | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ANDRE VILLENEUVE | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN | Mgmt | For |
| 2. | APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |

 VERIZON COMMUNICATIONS INC.

Agen

 Security: 92343V104
 Meeting Type: Annual
 Meeting Date: 03-May-2012
 Ticker: VZ
 ISIN: US92343V1044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD L. CARRION | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MELANIE L. HEALEY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: M. FRANCES KEETH | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: LOWELL C. MCADAM | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: SANDRA O. MOOSE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOSEPH NEUBAUER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: CLARENCE OTIS, JR. | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: HUGH B. PRICE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: RODNEY E. SLATER | Mgmt | For |

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| | | | |
|----|--|------|---------|
| 2. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | DISCLOSURE OF PRIOR GOVERNMENT SERVICE | Shr | Against |
| 5. | DISCLOSURE OF LOBBYING ACTIVITIES | Shr | Against |
| 6. | VESTING OF PERFORMANCE STOCK UNITS | Shr | Against |
| 7. | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING | Shr | Against |
| 8. | SHAREHOLDER ACTION BY WRITTEN CONSENT | Shr | Against |
| 9. | NETWORK NEUTRALITY FOR WIRELESS BROADBAND | Shr | Against |

WELLS FARGO & COMPANY

Agen

Security: 949746101
Meeting Type: Annual
Meeting Date: 24-Apr-2012
Ticker: WFC
ISIN: US9497461015

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A) | ELECTION OF DIRECTOR: JOHN D. BAKER II | Mgmt | For |
| 1B) | ELECTION OF DIRECTOR: ELAINE L. CHAO | Mgmt | For |
| 1C) | ELECTION OF DIRECTOR: JOHN S. CHEN | Mgmt | For |
| 1D) | ELECTION OF DIRECTOR: LLOYD H. DEAN | Mgmt | For |
| 1E) | ELECTION OF DIRECTOR: SUSAN E. ENGEL | Mgmt | For |
| 1F) | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt | For |
| 1G) | ELECTION OF DIRECTOR: DONALD M. JAMES | Mgmt | For |
| 1H) | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN | Mgmt | For |
| 1I) | ELECTION OF DIRECTOR: NICHOLAS G. MOORE | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: FEDERICO F. PENA | Mgmt | For |
| 1K) | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY | Mgmt | For |
| 1L) | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD | Mgmt | For |
| 1M) | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | For |

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| | | | |
|-----|---|------|---------|
| 1N) | ELECTION OF DIRECTOR: JOHN G. STUMPF | Mgmt | For |
| 10) | ELECTION OF DIRECTOR: SUSAN G. SWENSON | Mgmt | For |
| 2. | PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION. | Mgmt | For |
| 3. | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2012. | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN. | Shr | Against |
| 5. | STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS. | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL TO AMEND THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS TO NOMINATE DIRECTOR CANDIDATES FOR INCLUSION IN THE COMPANY'S PROXY MATERIALS. | Shr | Against |
| 7. | STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS. | Shr | Against |

* Management position unknown

SIGNATURES

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

| | |
|----------------|-------------------------------------|
| (Registrant) | CALAMOS STRATEGIC TOTAL RETURN FUND |
| By (Signature) | /s/ John P. Calamos, Sr. |
| Name | John P. Calamos, Sr. |
| Title | President |
| Date | 08/31/2012 |