

BOULDER GROWTH & INCOME 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: 811-02328

BOULDER GROWTH & INCOME 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

BOULDER GROWTH & INCOME FUND, INC.

Reporting 07/01/2011 to

12

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	Man
NATIONWIDE HEALTH PROPERTIES, INC.	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 ACQUISITION LLC AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER.	Issuer	Yes	For	
DUKE ENERGY, INC.	PGN	743263105	8/23/2011	7/5/2011	1	TO APPROVE THE PLAN OF MERGER CONTAINED IN THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 8, 2011, BY AND AMONG DUKE ENERGY CORPORATION, DIAMOND ACQUISITION CORPORATION AND PROGRESS ENERGY, INC., AS IT MAY BE AMENDED FROM TIME TO TIME, AND THE MERGER DESCRIBED	Issuer	Yes	For	

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THEREIN.									
				2	TO ADJOURN THE PROGRESS ENERGY, INC. SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER PROPOSAL.	Issuer	Abstain	Abstain	A
Corporation	HRS	413875105	10/28/2011	8/31/2011	1	Election of Director:	Issuer	Yes	For
					1A - Election of Director: Howard L. Lance	Issuer	Yes	For	
					1B - Election of Director: Thomas A. Dattilo	Issuer	Yes	For	
					1C - Election of Director: Terry D. Growcock	Issuer	Yes	For	
					1D - Election of Director: Lewis Hay III	Issuer	Yes	For	
					1E - Election of Director: Karen Katen	Issuer	Yes	For	
					1F - Election of Director: Stephen P. Kaufman	Issuer	Yes	For	
					1G - Election of Director: Leslie F. Kenne	Issuer	Yes	For	
					1H - Election of Director: David B. Rickard	Issuer	Yes	For	
					1I - Election of Director: James C. Stoffel	Issuer	Yes	For	
					1J - Election of Director: Gregory T. Swienton	Issuer	Yes	For	
					1K - Election of Director: Hansel E. Tookes II	Issuer	Yes	For	
				2	Advisory vote on executive compensation.	Issuer	Yes	Against	A
				3	Advisory vote on frequency of future advisory votes on executive compensation.	Issuer	Yes	1 yr	
				4	Ratification of appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal year 2012	Issuer	Yes	For	
				5	Shareholder proposal requesting approval of an amendment to our by-laws to require an independent chairman of the board.	Holder	Yes	Against	
LC	DEO	25243Q205	10/19/2011	9/9/2011	1	Report and accounts 2011.	Issuer	Yes	For
					2		Issuer	Yes	For

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					Directors' remuneration report 2011.				
				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	A
				19	Reduced notice of a general meeting other than an annual general meeting.	Issuer	Yes	Against	A
Claymore Conv Sec & In	AGC-W	007639305	10/25/2011	9/6/2011	1A	Election of Trustee: Mr. Daniel L. Black	Issuer	Yes	For
					1B	Election of Trustee: Mr. Michael A. Smart	Issuer	Yes	For
tor & Company	PG	742718109	40827	40767		Election of directors. Nominees:			
					1a	Angela F. Braly	Issuer	Yes	For
					1b	Kennith I. Chenault	Issuer	Yes	For
					1c	Scott D. Cook	Issuer	Yes	For
					1d	Susan Desmond-Hellmann	Issuer	Yes	For
					1e	Robert A. McDonald	Issuer	Yes	For
					1f	W. James McNerney	Issuer	Yes	For
					1g	Jonathan A. Rodgers	Issuer	Yes	For
					1h	Margaret C. Whitman	Issuer	Yes	For

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					1i	Mary Agnes Wilderotter	Issuer	Yes	For
					1j	Patricial A. Woertz	Issuer	Yes	For
					1k	Ernesto Zedillo	Issuer	Yes	For
					2	Ratify the appointment of the independent registered public accounting firm.	Issuer	Yes	For
					3	Advisory vote to approve the company's say on pay vote (pages 65-66 of proxy statement).	Issuer	Yes	For
					4	Advisory vote to recommend the frequency of the say on pay vote (pages 66-67 of proxy statement).	Issuer	Yes	1 yr
					5	Amend the compnay's amended articles of incorporation (page 67 of proxy statement).	Issuer	Yes	For
					6	Shareholder Proposal #1 - cumulative voting (page 68 of proxy statement).	Holder	Yes	For A
					7	Shareholder Proposal #2 - animal testing (pages 69-70 of proxy statement).	Holder	Yes	Against
					8	Shareholder proposal #3 - electioneering contributions (pages 70-72 of proxy statement).	Holder	Yes	Against
ASIA PAC STATE FD	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
					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
CLEDE INC.	LG	505597104	1/26/2012	12/1/2011	1	Election of directors. Nominees:			
						01- ARNOLD W. DONALD	Issuer	Yes	For
						02- ANTHONY V. LENESE	Issuer	Yes	For
						03- WILLIAM E. NASSER	Issuer	Yes	For

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						04- SUZANNE SITHERWOOD	Issuer	Yes	For
					2	APPROVE THE LACLEDE GROUP 2006 EQUITY INCENTIVE PLAN AS AMENDED.	Issuer	Yes	For
					3	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012.	Issuer	Yes	For
					4	GRANT DISCRETIONARY AUTHORITY TO VOTE ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.	Issuer	Yes	Against
ENERGY RATION	ATO	049560105	2/8/2012	12/12/2011	1	Election of directors. Nominees:			
						1A - ELECTION OF DIRECTOR: KIM R. COCKLIN	Issuer	Yes	For
						1B - ELECTION OF DIRECTOR: RICHARD W. DOUGLAS	Issuer	Yes	For
						1C - ELECTION OF DIRECTOR: RUBEN E. ESQUIVEL	Issuer	Yes	For
						1D - ELECTION OF DIRECTOR: RICHARD K. GORDON	Issuer	Yes	For
						1E - ELECTION OF DIRECTOR: THOMAS C. MEREDITH	Issuer	Yes	For
						1F - ELECTION OF DIRECTOR: NANCY K. QUINN	Issuer	Yes	For
						1G - ELECTION OF DIRECTOR: STEPHEN R. SPRINGER	Issuer	Yes	For
						1H - ELECTION OF DIRECTOR: RICHARD WARE II	Issuer	Yes	For
					2	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.	Issuer	Yes	For
					3	PROPOSAL FOR AN ADVISORY VOTE BY SHAREHOLDERS TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS FOR FISCAL 2011 ("SAY ON PAY").	Issuer	Yes	For

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LDINGS,	WGL	92924F106	3/1/2012	1/3/2012	1	Election of directors. Nominees:				
						1) MICHAEL D. BARNES	Issuer	Yes	For	
						2) GEORGE P. CLANCY, JR.	Issuer	Yes	For	
						3) JAMES W. DYKE, JR.	Issuer	Yes	For	
						4) MELVYN J. ESTRIN	Issuer	Yes	For	
						5) NANCY C. FLOYD	Issuer	Yes	For	
						6) JAMES F. LAFOND	Issuer	Yes	For	
						7) DEBRA L. LEE	Issuer	Yes	For	
						8) TERRY D. MCCALLISTER	Issuer	Yes	For	
					2	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012.	Issuer	Yes	For	
					3	PROPOSAL TO RE-APPROVE THE WGL HOLDINGS, INC. OMNIBUS INCENTIVE COMPENSATION PLAN.	Issuer	Yes	Against	A
					4	PROPOSAL TO APPROVE, BY NON-BINDING VOTE, COMPENSATION PAID TO CERTAIN EXECUTIVE OFFICERS.	Issuer	Yes	For	
					5	PROPOSAL TO PROVIDE CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS.	Holder	Yes	For	A
LN	BEN	354613101	3/14/2012	1/17/2012	1	Election of directors. Nominees:				
RCES, INC.						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	

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					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
PKX	693483109	3/16/2012	12/30/2011	1	APPROVAL OF BALANCE SHEET (STATEMENTS OF FINANCIAL POSITION), STATEMENTS OF INCOME, AND STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS FOR THE 44TH FISCAL YEAR	Issuer	Yes	For
				2	PARTIAL AMENDMENTS TO ARTICLES OF INCORPORATION	Issuer	Yes	For
				3A1	ELECTION OF OUTSIDE DIRECTOR: HAN, JOON-HO	Issuer	Yes	For
				3A2	ELECTION OF OUTSIDE DIRECTOR: LEE, YOUNG-SUN	Issuer	Yes	For
				3A3	ELECTION OF OUTSIDE DIRECTOR: LEE, CHANG-HEE	Issuer	Yes	For
				3A4	ELECTION OF OUTSIDE DIRECTOR: JAMES B. BEMOWSKI	Issuer	Yes	For
				3B1	ELECTION OF AUDIT COMMITTEE MEMBER: LEE, YOUNG-SUN	Issuer	Yes	For
				3B2	ELECTION OF AUDIT COMMITTEE MEMBER: LEE, CHANG-HEE	Issuer	Yes	For
				3C1	ELECTION OF INSIDE DIRECTOR: CHUNG, JOON-YANG	Issuer	Yes	For
				3C2	ELECTION OF INSIDE DIRECTOR: PARK, HAN-YONG	Issuer	Yes	For
				3C3	ELECTION OF INSIDE DIRECTOR: CHO, NOI-HA	Issuer	Yes	For
				3C4	ELECTION OF INSIDE DIRECTOR: PARK, KI-HONG	Issuer	Yes	For
				3C5	ELECTION OF INSIDE DIRECTOR: KIM, JOON-SIK	Issuer	Yes	For
				4	APPROVAL OF LIMITS OF TOTAL REMUNERATION FOR DIRECTORS	Issuer	Yes	For

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					5	PAYMENT OF SPECIAL REMUNERATION FOR MERITORIOUS SERVICES TO THE LATE HONORARY CHAIRMAN PARK, TAE-JOON	Issuer	Yes	For
ENERGY, LLC	LINE	536020100	4/24/2012	3/1/2012	1	Election of directors. Nominees:			
						1) GEORGE A. ALCORN	Issuer	Yes	For
						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
LAN REAM ERS,L.P.	MMP	559080106	4/24/2012	2/24/2012	1	Election of directors. Nominees:			
						1) ROBERT G. CROYLE	Issuer	Yes	For
						2) BARRY R. PEARL	Issuer	Yes	For
					2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For
					3	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR	Issuer	Yes	For
CAN RIC POWER NY, INC.	AEP	025537101	4/24/2012	2/27/2012	1	Election of directors. Nominees:			
						1A ELECTION OF DIRECTOR: NICHOLAS K. AKINS	Issuer	Yes	For
						1B ELECTION OF DIRECTOR: DAVID J. ANDERSON	Issuer	Yes	For
						1C ELECTION OF DIRECTOR: JAMES F. CORDES	Issuer	Yes	For
						1D ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Issuer	Yes	For
						1E ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Issuer	Yes	For
						1F ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Issuer	Yes	For
						1G ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Issuer	Yes	For
						1H ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Issuer	Yes	For

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						1I ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Issuer	Yes	For
						1J ELECTION OF DIRECTOR: RICHARD L. SANDOR	Issuer	Yes	For
						1K ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Issuer	Yes	For
						1L ELECTION OF DIRECTOR: JOHN F. TURNER	Issuer	Yes	For
				2		APPROVAL OF THE AMERICAN ELECTRIC POWER SYSTEM SENIOR OFFICER INCENTIVE PLAN.	Issuer	Yes	For
				3		APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
				4		ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For
ON & ON	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			Issuer	Yes	For

					ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION				
					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
					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
ADR	SNY	80105N105	5/4/2012	3/26/2012	1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2011	Issuer	Yes	For
					2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2011	Issuer	Yes	For
					3	APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Issuer	Yes	For
					4	APPOINTMENT OF MR. LAURENT ATTAL AS DIRECTOR	Issuer	Yes	For
					5	REAPPOINTMENT OF MR. UWE BICKER AS DIRECTOR	Issuer	Yes	For
					6	REAPPOINTMENT OF MR. JEAN-RENE FOURTOU AS DIRECTOR	Issuer	Yes	For
					7	REAPPOINTMENT OF MS. CLAUDIE HAIGNERE AS DIRECTOR	Issuer	Yes	For
					8	REAPPOINTMENT OF MS. CAROLE PIWNICA AS DIRECTOR	Issuer	Yes	For
					9	REAPPOINTMENT OF MR. KLAUS POHLE AS DIRECTOR	Issuer	Yes	For
					10	APPOINTMENT OF A STATUTORY AUDITOR	Issuer	Yes	For

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					11	APPOINTMENT OF A DEPUTY STATUTORY AUDITOR	Issuer	Yes	For
					12	RATIFICATION OF THE TRANSFER OF THE REGISTERED OFFICE	Issuer	Yes	For
					13	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Issuer	Yes	For
					14	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT EXISTING OR NEW CONSIDERATION-FREE SHARES TO SOME OR ALL SALARIED EMPLOYEES AND CORPORATE OFFICERS OF THE GROUP	Issuer	Yes	For
					15	POWERS FOR FORMALITIES	Issuer	Yes	For
EMPIRE CT RIC NY	EDE	291641108	4/26/2012	2/27/2012	1	Election of directors. Nominees:			
						1) D. RANDY LANEY	Issuer	Yes	For
						2) BONNIE C. LIND	Issuer	Yes	For
						3) B. THOMAS MUELLER	Issuer	Yes	For
						4) PAUL R. PORTNEY	Issuer	Yes	For
					2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer	Yes	For
					3	TO VOTE UPON A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Issuer	Yes	For
& STEERS STRUCTURE NC	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

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C.	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
POINT Y, INC.	CNP	15189T107	4/26/2012	2/27/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: DONALD R. CAMPBELL	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: MILTON CARROLL	Issuer	Yes	For
						1C. ELECTION OF DIRECTOR: O. HOLCOMBE CROSSWELL	Issuer	Yes	For
						1D. ELECTION OF DIRECTOR: MICHAEL P. JOHNSON	Issuer	Yes	For
						1E. ELECTION OF DIRECTOR: JANIECE M. LONGORIA	Issuer	Yes	For
						1F. ELECTION OF DIRECTOR: DAVID M. MCCLANAHAN	Issuer	Yes	For
						1G. ELECTION OF DIRECTOR: SUSAN O. RHENEY	Issuer	Yes	For
						1H. ELECTION OF DIRECTOR: R.A. WALKER	Issuer	Yes	For
						1I. ELECTION OF DIRECTOR: PETER S. WAREING	Issuer	Yes	For
						1J. ELECTION OF DIRECTOR: SHERMAN M. WOLFF	Issuer	Yes	For
					2		Issuer	Yes	For

							RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2012.				
					3		APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Issuer	Yes	For	
CAN S NY	AXP	025816109	4/30/2012	3/1/2012	1		Election of directors. Nominees:				
							1) C. BARSHEFSKY	Issuer	Yes	For	
							2) U.M. BURNS	Issuer	Yes	For	
							3) K.I. CHENAULT	Issuer	Yes	For	
							4) P. CHERNIN	Issuer	Yes	For	
							5) T.J. LEONSIS	Issuer	Yes	For	
							6) J. LESCHLY	Issuer	Yes	For	
							7) R.C. LEVIN	Issuer	Yes	For	
							8) R.A. MCGINN	Issuer	Yes	For	
							9) E.D. MILLER	Issuer	Yes	For	
							10) S.S REINEMUND	Issuer	Yes	For	
							11) R.D. WALTER	Issuer	Yes	For	
							12) R.A. WILLIAMS	Issuer	Yes	For	
					2		RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For	
					3		ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For	
					4		APPROVAL OF PERFORMANCE GOALS AND AWARD LIMITS UNDER 2007 INCENTIVE COMPENSATION PLAN.	Issuer	Yes	For	
					5		SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Holder	Yes	For	A
					6		SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Holder	Yes	Against	
DWTH Y RATION	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	
BAN NE ERS, L.P.	SPH	864482104	5/1/2012	3/5/2012	1	Election of directors. Nominees:				
						1) HAROLD R. LOGAN, JR.	Issuer	Yes	For	
						2) JOHN HOYT STOOKEY	Issuer	Yes	For	
						3) DUDLEY C. MECUM	Issuer	Yes	For	
						4) JOHN D. COLLINS	Issuer	Yes	For	
						5) JANE SWIFT	Issuer	Yes	For	
						6) MICHAEL J. DUNN, JR.	Issuer	Yes	For	
					2	TO APPROVE AMENDMENTS TO THE EXISTING PARTNERSHIP AGREEMENTS TO POTENTIALLY FACILITATE THIRD PARTY FINANCING TRANSACTIONS.	Issuer	Yes	For	
					3	TO APPROVE AMENDMENTS TO THE EXISTING PARTNERSHIP AGREEMENTS TO PROVIDE DELAWARE COURTS AS THE EXCLUSIVE FORUM.	Issuer	Yes	For	
					4	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For	
					5	APPROVAL OF THE ADJOURNMENT OF THE TRI-ANNUAL MEETING, IF NECESSARY, TO SOLICIT PROXIES.	Issuer	Abstain	Abstain	A
PLAINS Y ORATED	GXP	391164100	5/1/2012	2/21/2012	1	Election of directors. Nominees:				
						1) TERRY BASSHAM	Issuer	Yes	For	
						2) DAVID L. BODDE	Issuer	Yes	For	
						3) MICHAEL J. CHESSER	Issuer	Yes	For	
						4) R.C. FERGUSON, JR.	Issuer	Yes	For	
						5) GARY D. FORSEE	Issuer	Yes	For	
						6) THOMAS D. HYDE	Issuer	Yes	For	
						7) JAMES A. MITCHELL	Issuer	Yes	For	
						8) JOHN J. SHERMAN	Issuer	Yes	For	

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						9) LINDA H. TALBOTT	Issuer	Yes	For
						10) ROBERT H. WEST	Issuer	Yes	For
					2	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
					3	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For
SOURCES	GAS	001204106	5/1/2012	2/22/2012	1	Election of directors. Nominees:			
						1) SANDRA N. BANE	Issuer	Yes	For
						2) THOMAS D. BELL, JR.	Issuer	Yes	For
						3) NORMAN R. BOBINS	Issuer	Yes	For
						4) CHARLES R. CRISP	Issuer	Yes	For
						5) BRENDA J. GAINES	Issuer	Yes	For
						6) ARTHUR E. JOHNSON	Issuer	Yes	For
						7) WYCK A. KNOX, JR.	Issuer	Yes	For
						8) DENNIS M. LOVE	Issuer	Yes	For
						9) C.H. "PETE" MCTIER	Issuer	Yes	For
						10) DEAN R. O'HARE	Issuer	Yes	For
						11) ARMANDO J. OLIVERA	Issuer	Yes	For
						12) JOHN E. RAN	Issuer	Yes	For
						13) JAMES A. RUBRIGHT	Issuer	Yes	For
						14) JOHN W. SOMERHALDER II	Issuer	Yes	For
						15) BETTINA M. WHYTE	Issuer	Yes	For
						16) HENRY C. WOLF	Issuer	Yes	For
					2	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
ENERGY,	TE	872375100	5/2/2012	2/24/2012	1	Election of directors. Nominees:			
						1.1 ELECTION OF DIRECTOR: DUBOSE AUSLEY	Issuer	Yes	For
						1.2 ELECTION OF DIRECTOR: EVELYN V. FOLLIT	Issuer	Yes	For

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						1.3 ELECTION OF DIRECTOR: SHERRILL W. HUDSON	Issuer	Yes	For
						1.4 ELECTION OF DIRECTOR: JOSEPH P. LACHER	Issuer	Yes	For
						1.5 ELECTION OF DIRECTOR: LORETTA A. PENN	Issuer	Yes	For
					2	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2012.	Issuer	Yes	For
					3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	AMENDMENT AND RESTATEMENT OF THE COMPANY'S ARTICLES OF INCORPORATION.	Issuer	Yes	For
					5	AMENDMENT OF THE COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY.	Issuer	Yes	Against
al Estate	RIF	76970B101	4/10/2012	2/16/2012	1	To elect one Class II Trustee: Jeffrey P. Somers	Issuer	No	N/A
t Natural Gas , Inc.	PNY	720186105	3/8/2012	1/3/2012	1	Election of directors. Nominees:			
						1) E. James Burton	Issuer	No	N/A
						2) Ratification of the appointment of Deloitte& Touche LLP as the companies independent registered public accounting firm for fiscal year 2012.	Issuer	No	N/A
						3) Approval of amendments to the company's restated articles of incorporation to reduce supermajority voting thresholds.	Issuer	No	N/A
						4) Approval of amendments to the company's amended and restated bylaws to reduce supermajority voting thresholds.	Issuer	No	N/A
						5) Advisory vote on executive compensation.	Issuer	No	N/A
RATION	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
						3) JAMES W. ROQUEMORE	Issuer	Yes	For
						4) MACEO K. SLOAN	Issuer	Yes	For

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					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	A
HICARE INC.	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	
Hathaway	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	

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					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
Hathaway	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
OPHILLIPS	COP	20825C104	5/9/2012	3/12/2012	1	Election of directors. Nominees:		
					1A. ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Issuer	Yes	For
					1B. ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Issuer	Yes	For
					1C. ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Issuer	Yes	For
					1D. ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Issuer	Yes	For
					1E. ELECTION OF DIRECTOR: RUTH R. HARKIN	Issuer	Yes	For
					1F. ELECTION OF DIRECTOR: RYAN M. LANCE	Issuer	Yes	For
					1G. ELECTION OF DIRECTOR: MOHD H. MARICAN	Issuer	Yes	For
					1H. ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Issuer	Yes	For
					1I. ELECTION OF DIRECTOR: JAMES J. MULVA	Issuer	Yes	For
						Issuer	Yes	For

						1J. ELECTION OF DIRECTOR: ROBERT A. NIBLOCK			
						1K. ELECTION OF DIRECTOR: HARALD J. NORVIK	Issuer	Yes	For
						1L. ELECTION OF DIRECTOR: WILLIAM K. REILLY	Issuer	Yes	For
						1M. ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Issuer	Yes	For
						1N. ELECTION OF DIRECTOR: KATHRYN C. TURNER	Issuer	Yes	For
						1O. ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Issuer	Yes	For
					2	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Issuer	Yes	For
					3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Holder	Yes	Against
					5	ACCIDENT RISK MITIGATION.	Holder	Yes	Against
					6	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Holder	Yes	Against
					7	GREENHOUSE GAS REDUCTION TARGETS.	Holder	Yes	Against
					8	GENDER EXPRESSION NON-DISCRIMINATION.	Holder	Yes	Against
MORRIS ATIONAL	PM	718172109	5/9/2012	3/16/2012	1	Election of directors. Nominees:			
						1A. ELECTION OF DIRECTOR: HAROLD BROWN	Issuer	Yes	For
						1B. ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	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

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					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
Y INCOME RATION	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	Issuer	Yes	For

OFFICERS.

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 A
6	TO APPROVE THE REALTY INCOME CORPORATION 2012 INCENTIVE AWARD PLAN.	Issuer	Yes	For