

LMP CAPITAL & INCOME FUND INC.  
Form N-PX  
August 24, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

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Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-21467**

**LMP Capital and Income Fund Inc.**

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,**

**49TH FLOOR,**

**NEW YORK, NEW YORK**

(Address of principal executive offices)

**10018**

(Zip code)

**Robert I. Frenkel, Esq.**

**100 First Stamford Place**

**Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-888-777-0102**

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Date of fiscal year end: **November 30**

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

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**Item 1. Proxy Voting Record**

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

ICA File Number: 811-21467

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

LMP Capital and Income Fund Inc.

===== LMP Capital and Income Fund Inc. =====

AMERICAN CAPITAL AGENCY CORP.

Ticker: AGNC Security ID: 02503X105

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

| # | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------|---------|-----------|------------|
| 1 | Elect Director Robert M. Couch | For     | For       | Management |
| 2 | Elect Director Morris A. Davis | For     | For       | Management |
| 3 | Elect Director Randy E. Dobbs  | For     | For       | Management |

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|    |                                     |     |         |            |
|----|-------------------------------------|-----|---------|------------|
| 4  | Elect Director Larry K. Harvey      | For | For     | Management |
| 5  | Elect Director Alvin N. Puryear     | For | For     | Management |
| 6  | Elect Director Malon Wilkus         | For | For     | Management |
| 7  | Elect Director Samuel A. Flax       | For | For     | Management |
| 8  | Increase Authorized Common Stock    | For | For     | Management |
| 9  | Increase Authorized Preferred Stock | For | Against | Management |
| 10 | Ratify Auditors                     | For | For     | Management |

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ANNALY CAPITAL MANAGEMENT INC.

Ticker: NLY Security ID: 035710409

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 30, 2012

| # | Proposal                                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Elect Director Wellington J.<br>Denahan-Norris | For     | For       | Management |
| 2 | Elect Director Michael Haylon                  | For     | For       | Management |
| 3 | Elect Director Donnell A. Segalas              | For     | For       | Management |
| 4 | Elect Director Jonathan D. Green               | For     | For       | Management |
| 5 | Ratify Auditors                                | For     | For       | Management |

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AT&T INC.

Ticker: T Security ID: 00206R102

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

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

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BRISTOL-MYERS SQUIBB COMPANY

Ticker:            BMY                    Security ID: 110122108

Meeting Date: MAY 01, 2012    Meeting Type: Annual

Record Date:   MAR 09, 2012

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

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18 Provide Right to Act by Written Consent Against For Shareholder

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BUCKEYE PARTNERS, L.P.

Ticker: BPL Security ID: 118230101

Meeting Date: JUN 05, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Pieter Bakker    | For     | For       | Management |
| 1.2 | Elect Director C. Scott Hobbs   | For     | For       | Management |
| 1.3 | Elect Director Mark C. McKinley | For     | For       | Management |
| 2   | Ratify Auditors                 | For     | For       | Management |

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CAMPUS CREST COMMUNITIES, INC.

Ticker: CCG Security ID: 13466Y105

Meeting Date: APR 23, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

| #   | Proposal                      | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ted W. Rollins | For     | For       | Management |



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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.2 | Elect Director Michael S. Hartnett                                | For | For | Management |
| 1.3 | Elect Director N. Anthony Coles                                   | For | For | Management |
| 1.4 | Elect Director Richard S. Kahlbaugh                               | For | For | Management |
| 1.5 | Elect Director Denis McGlynn                                      | For | For | Management |
| 1.6 | Elect Director William G. Popeo                                   | For | For | Management |
| 1.7 | Elect Director Daniel L. Simmons                                  | For | For | Management |
| 2   | Ratify Auditors   | For | For | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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CENTURYLINK, INC.

Ticker:            CTL                    Security ID: 156700106

Meeting Date: MAY 23, 2012    Meeting Type: Annual

Record Date: APR 04, 2012

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1   | Declassify the Board of Directors | For     | For       | Management |
| 2   | Increase Authorized Common Stock  | For     | For       | Management |
| 3.1 | Elect Director Fred R. Nichols    | For     | For       | Management |
| 3.2 | Elect Director Harvey P. Perry    | For     | For       | Management |
| 3.3 | Elect Director Laurie A. Siegel   | For     | For       | Management |
| 3.4 | Elect Director Joseph R. Zimmel   | For     | For       | Management |
| 4   | Ratify Auditors                   | For     | For       | Management |
| 5   | Advisory Vote to Ratify Named     | For     | For       | Management |

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### Executive Officers' Compensation

|   |  |         |         |             |
|---|--|---------|---------|-------------|
| 6 | Performance-Based and/or Time-Based<br>Equity Awards | Against | For     | Shareholder |
| 7 | Adopt Policy on Bonus Banking                        | Against | For     | Shareholder |
| 8 | Report on Political Contributions                    | Against | Against | Shareholder |

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### COMMONWEALTH REIT

Ticker: CWH Security ID: 203233101

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Elect Director William A. Lamkin                                  | For     | For       | Management |
| 2 | Elect Director Adam D. Portnoy                                    | For     | For       | Management |
| 3 | Approve Restricted Stock Plan                                     | For     | For       | Management |
| 4 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 5 | Ratify Auditors   | For     | For       | Management |

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COPANO ENERGY, L.L.C.

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Ticker: CPNO Security ID: 217202100

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James G. Crump        | For     | For       | Management |
| 1.2 | Elect Director Ernie L. Danner       | For     | For       | Management |
| 1.3 | Elect Director Scott A. Griffiths    | For     | For       | Management |
| 1.4 | Elect Director Michael L. Johnson    | For     | For       | Management |
| 1.5 | Elect Director Michael G. MacDougall | For     | For       | Management |
| 1.6 | Elect Director R. Bruce Northcutt    | For     | For       | Management |
| 1.7 | Elect Director T. William Porter     | For     | For       | Management |
| 1.8 | Elect Director William L. Thacker    | For     | For       | Management |
| 2   | Ratify Auditors                      | For     | For       | Management |

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DCT INDUSTRIAL TRUST INC.

Ticker: DCT Security ID: 233153105

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 06, 2012

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas G. Wattles    | For     | For       | Management |
| 1.2 | Elect Director Philip L. Hawkins    | For     | For       | Management |
| 1.3 | Elect Director Marilyn A. Alexander | For     | For       | Management |

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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.4 | Elect Director Thomas F. August                                   | For | For | Management |
| 1.5 | Elect Director John S. Gates, Jr.                                 | For | For | Management |
| 1.6 | Elect Director Raymond B. Greer                                   | For | For | Management |
| 1.7 | Elect Director Tripp H. Hardin                                    | For | For | Management |
| 1.8 | Elect Director John C. O'keeffe                                   | For | For | Management |
| 1.9 | Elect Director Bruce L. Warwick                                   | For | For | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3   | Ratify Auditors   | For | For | Management |

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DIAMOND OFFSHORE DRILLING, INC.

Ticker: DO Security ID: 25271C102

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

| # | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director James S. Tisch        | For     | For       | Management |
| 2 | Elect Director Lawrence R. Dickerson | For     | For       | Management |
| 3 | Elect Director John R. Bolton        | For     | For       | Management |
| 4 | Elect Director Charles L. Fabrikant  | For     | For       | Management |
| 5 | Elect Director Paul G. Gaffney, II   | For     | For       | Management |
| 6 | Elect Director Edward Grebow         | For     | For       | Management |
| 7 | Elect Director Herbert C. Hofmann    | For     | For       | Management |
| 8 | Elect Director Clifford M. Sobel     | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 9  | Elect Director Andrew H. Tisch                                    | For | For | Management |
| 10 | Elect Director Raymond S. Troubh                                  | For | For | Management |
| 11 | Ratify Auditors   | For | For | Management |
| 12 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 13 | Amend Executive Incentive Bonus Plan                              | For | For | Management |

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DUNDEE REAL ESTATE INVESTMENT TRUST

Ticker: D.UN Security ID: 265270207

Meeting Date: MAY 03, 2012 Meeting Type: Annual/Special

Record Date: MAR 26, 2012

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Elect Detlef Bierbaum, Donald K.<br>Charter, Michael J. Cooper, Peter A.<br>Crossgrove, Joanne Ferstman, Robert G.<br>Goodall, David J. Goodman, Ned<br>Goodman, Duncan Jackman, and Robert<br>Tweedy as Trustees | For     | Withhold  | Management |
| 2 | Approve PricewaterhouseCoopers LLP as<br>Auditors and Authorize Trustees to Fix<br>Their Remuneration   | For     | For       | Management |
| 3 | Re-approve Deferred Unit Incentive Plan   | For     | For       | Management |
| 4 | Authorize New Class of Preferred Units  | For     | Against   | Management |

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ENTERTAINMENT PROPERTIES TRUST

Ticker: EPR Security ID: 29380T105

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jack A. Newman, Jr.                                | For     | For       | Management |
| 1.2 | Elect Director James A. Olson                                     | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan  | For     | For       | Management |
| 4   | Amend Executive Incentive Bonus Plan                              | For     | For       | Management |
| 5   | Ratify Auditors   | For     | For       | Management |

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EXCEL TRUST, INC.

Ticker: EXL Security ID: 30068C109

Meeting Date: APR 30, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

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| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Gary B. Sabin                                      | For     | For       | Management |
| 1.2 | Elect Director Spencer G. Plumb                                   | For     | For       | Management |
| 1.3 | Elect Director Mark T. Burton                                     | For     | For       | Management |
| 1.4 | Elect Director Bruce G. Blakley                                   | For     | For       | Management |
| 1.5 | Elect Director Burland B. East, III                               | For     | For       | Management |
| 1.6 | Elect Director Robert E. Parsons, Jr.                             | For     | For       | Management |
| 1.7 | Elect Director Warren R. Staley                                   | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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FIRST POTOMAC REALTY TRUST

Ticker: FPO Security ID: 33610F109

Meeting Date: MAY 23, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Robert H. Arnold        | For     | For       | Management |
| 1.2 | Elect Director Richard B. Chess        | For     | For       | Management |
| 1.3 | Elect Director Douglas J. Donatelli    | For     | For       | Management |
| 1.4 | Elect Director J. Roderick Heller, III | For     | For       | Management |
| 1.5 | Elect Director R. Michael McCullogh    | For     | For       | Management |
| 1.6 | Elect Director Alan G. Merten          | For     | For       | Management |

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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.7 | Elect Director Terry L. Stevens                                   | For | For | Management |
| 2   | Ratify Auditors   | For | For | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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FRANCE TELECOM

Ticker: FTE Security ID: 35177Q105

Meeting Date: JUN 05, 2012 Meeting Type: Annual/Special

Record Date: APR 26, 2012

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|---|---|---------|-----------|-------------|
| 1 | Approve Financial Statements and<br>Statutory Reports   | For     | For       | Management  |
| 2 | Approve Consolidated Financial<br>Statements and Statutory Reports  | For     | For       | Management  |
| 3 | Approve Allocation of Income and<br>Dividends of EUR 1.40 per Share   | For     | For       | Management  |
| A | Amendment to Item 3 Above: Approve<br>Dividends of EUR 1 (instead of EUR 1.<br>40) per Share                    | Against | Against   | Shareholder |
| 4 | Acknowledge Auditors' Special Report<br>on Related-Party Transactions<br>Mentioning the Absence of Transactions | For     | For       | Management  |
| 5 | Reelect Claudie Haignere as Director  | For     | For       | Management  |



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|    |   |     |         |            |
|----|---|-----|---------|------------|
| 6  | Reelect Jose Luis Duran as Director   | For | For     | Management |
| 7  | Reelect Charles Henri Filippi as<br>Director  | For | For     | Management |
| 8  | Authorize Repurchase of Up to 10<br>Percent of Issued Share Capital   | For | For     | Management |
| 9  | Ratify Change of Registered Office to<br>78, Rue Olivier de Serres, 75015 Paris   | For | For     | Management |
| 10 | Amend Article 9 of Bylaws Re:<br>Shareholding Disclosure Requirements   | For | Against | Management |
| 11 | Remove Paragraphs 3 and 4 of Article<br>16 Re: Board Powers   | For | For     | Management |
| 12 | Amend Article 21 of Bylaws Re: Proxy<br>Voting, Electronic Vote, Convening of<br>General Meeting, Shareholders Proposals  | For | For     | Management |
| 13 | Authorize Capital Increase of up to<br>EUR 25 Million to Holders of Orange SA<br>Stock Options or Shares in Connection<br>with France Telecom Liquidity Agreement                     | For | For     | Management |
| 14 | Authorize up to EUR 250,000 for<br>Issuance of Free Option-Based<br>Liquidity Instruments Reserved for<br>Holders of Orange SA Stock Options<br>Benefiting from a Liquidity Agreement | For | For     | Management |
| 15 | Authorize up to 1 Percent of Issued<br>Capital for Use in Restricted Stock<br>Plan (Repurchased Shares)   | For | For     | Management |
| 16 | Approve Employee Stock Purchase Plan  | For | For     | Management |
| 17 | Approve Reduction in Share Capital via  | For | For     | Management |

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### Cancellation of Repurchased Shares

|    |  |     |     |            |
|----|--|-----|-----|------------|
| 18 | Authorize Filing of Required Documents/Other Formalities | For | For | Management |
|----|--|-----|-----|------------|

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GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 06, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports | For     | For       | Management |
| 2  | Approve Remuneration Report                       | For     | For       | Management |
| 3  | Re-elect Sir Christopher Gent as Director         | For     | For       | Management |
| 4  | Re-elect Sir Andrew Witty as Director             | For     | For       | Management |
| 5  | Re-elect Sir Roy Anderson as Director             | For     | For       | Management |
| 6  | Re-elect Dr Stephanie Burns as Director           | For     | For       | Management |
| 7  | Re-elect Stacey Cartwright as Director            | For     | For       | Management |
| 8  | Re-elect Larry Culp as Director                   | For     | For       | Management |
| 9  | Re-elect Sir Crispin Davis as Director            | For     | For       | Management |
| 10 | Re-elect Simon Dingemans as Director              | For     | For       | Management |
| 11 | Re-elect Judy Lewent as Director                  | For     | For       | Management |
| 12 | Re-elect Sir Deryck Maughan as Director           | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 13 | Re-elect Dr Daniel Podolsky as Director  | For | For | Management |
| 14 | Re-elect Dr Moncef Slaoui as Director  | For | For | Management |
| 15 | Re-elect Tom de Swaan as Director  | For | For | Management |
| 16 | Re-elect Sir Robert Wilson as Director   | For | For | Management |
| 17 | Reappoint PricewaterhouseCoopers LLP<br>as Auditors  | For | For | Management |
| 18 | Authorise the Audit & Risk Committee<br>to Fix Remuneration of Auditors  | For | For | Management |
| 19 | Authorise EU Political Donations and<br>Expenditure  | For | For | Management |
| 20 | Authorise Issue of Equity with<br>Pre-emptive Rights   | For | For | Management |
| 21 | Authorise Issue of Equity without<br>Pre-emptive Rights  | For | For | Management |
| 22 | Authorise Market Purchase  | For | For | Management |
| 23 | Approve the Exemption from Statement<br>of the Name of the Senior Statutory<br>Auditor in Published Copies of the<br>Auditors' Reports | For | For | Management |
| 24 | Authorise the Company to Call EGM with<br>Two Weeks' Notice  | For | For | Management |
| 25 | Approve 2012 ShareSave Plan  | For | For | Management |
| 26 | Approve 2012 ShareReward Plan  | For | For | Management |

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H. J. HEINZ COMPANY

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Ticker: HNZ Security ID: 423074103

Meeting Date: AUG 30, 2011 Meeting Type: Annual

Record Date: JUN 01, 2011

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

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HATTERAS FINANCIAL CORP.

## Edgar Filing: LMP CAPITAL & INCOME FUND INC. - Form N-PX

Ticker: HTS Security ID: 41902R103

Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 14, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Michael R. Hough                                   | For     | For       | Management |
| 1.2 | Elect Director Benjamin M. Hough                                  | For     | For       | Management |
| 1.3 | Elect Director David W. Berson                                    | For     | For       | Management |
| 1.4 | Elect Director Ira G. Kawaller                                    | For     | For       | Management |
| 1.5 | Elect Director Jeffrey D. Miller                                  | For     | For       | Management |
| 1.6 | Elect Director Thomas D. Wren                                     | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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HCP, INC.

Ticker: HCP Security ID: 40414L109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

| # | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director James F. Flaherty, III | For     | For       | Management |
| 2 | Elect Director Christine N. Garvey    | For     | For       | Management |
| 3 | Elect Director David B. Henry         | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 4  | Elect Director Lauralee E. Martin                                 | For | For | Management |
| 5  | Elect Director Michael D. McKee                                   | For | For | Management |
| 6  | Elect Director Peter L. Rhein                                     | For | For | Management |
| 7  | Elect Director Kenneth B. Roath                                   | For | For | Management |
| 8  | Elect Director Joseph P. Sullivan                                 | For | For | Management |
| 9  | Ratify Auditors   | For | For | Management |
| 10 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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HEALTH CARE REIT, INC.

Ticker: HCN Security ID: 42217K106

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

| # | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Elect Director William C. Ballard, Jr. | For     | For       | Management |
| 2 | Elect Director George L. Chapman       | For     | For       | Management |
| 3 | Elect Director Daniel A. Decker        | For     | For       | Management |
| 4 | Elect Director Thomas J. DeRosa        | For     | For       | Management |
| 5 | Elect Director Jeffrey H. Donahue      | For     | For       | Management |
| 6 | Elect Director Peter J. Grua           | For     | For       | Management |
| 7 | Elect Director Fred S. Klipsch         | For     | For       | Management |
| 8 | Elect Director Sharon M. Oster         | For     | For       | Management |
| 9 | Elect Director Jeffrey R. Otten        | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 10 | Elect Director R. Scott Trumbull                                  | For | For | Management |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 12 | Ratify Auditors   | For | For | Management |

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HIGHWOODS PROPERTIES, INC.

Ticker:           HIW                   Security ID: 431284108

Meeting Date: MAY 15, 2012   Meeting Type: Annual

Record Date:   MAR 01, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Thomas W. Adler                                    | For     | For       | Management |
| 1.2 | Elect Director Gene H. Anderson                                   | For     | For       | Management |
| 1.3 | Elect Director Edward J. Fritsch                                  | For     | For       | Management |
| 1.4 | Elect Director David J. Hartzell                                  | For     | For       | Management |
| 1.5 | Elect Director Sherry A. Kellett                                  | For     | For       | Management |
| 1.6 | Elect Director Mark F. Mulhern                                    | For     | For       | Management |
| 1.7 | Elect Director L. Glenn Orr, Jr.                                  | For     | For       | Management |
| 1.8 | Elect Director O. Temple Sloan, Jr.                               | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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HOSPITALITY PROPERTIES TRUST

Ticker: HPT Security ID: 44106M102

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|---|---|---------|-----------|-------------|
| 1 | Elect Director Bruce M. Gans, M.D.                                | For     | For       | Management  |
| 2 | Elect Director Adam D. Portnoy                                    | For     | For       | Management  |
| 3 | Approve Restricted Stock Plan                                     | For     | For       | Management  |
| 4 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 5 | Ratify Auditors   | For     | For       | Management  |
| 6 | Declassify the Board of Directors                                 | Against | For       | Shareholder |

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INLAND REAL ESTATE CORPORATION

Ticker: IRC Security ID: 457461200

Meeting Date: JUN 27, 2012 Meeting Type: Annual

Record Date: APR 18, 2012

| # | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Thomas P. D'Arcy | For     | For       | Management |



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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 2  | Elect Director Daniel L. Goodwin                                  | For | For | Management |
| 3  | Elect Director Joel G. Herter                                     | For | For | Management |
| 4  | Elect Director Heidi N. Lawton                                    | For | For | Management |
| 5  | Elect Director Thomas H. McAuley                                  | For | For | Management |
| 6  | Elect Director Thomas R. McWilliams                               | For | For | Management |
| 7  | Elect Director Joel D. Simmons                                    | For | For | Management |
| 8  | Ratify Auditors   | For | For | Management |
| 9  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 10 | Increase Authorized Preferred Stock                               | For | For | Management |

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INTEGRYS ENERGY GROUP, INC.

Ticker:            TEG                    Security ID: 45822P105

Meeting Date: MAY 10, 2012    Meeting Type: Annual

Record Date:    MAR 13, 2012

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Keith E. Bailey       | For     | For       | Management |
| 1.2 | Elect Director William J. Brodsky    | For     | For       | Management |
| 1.3 | Elect Director Albert J. Budney, Jr. | For     | For       | Management |
| 1.4 | Elect Director P. San Juan Cafferty  | For     | For       | Management |
| 1.5 | Elect Director Ellen Carnahan        | For     | For       | Management |
| 1.6 | Elect Director Michelle L. Collins   | For     | For       | Management |
| 1.7 | Elect Director Kathryn M.            | For     | For       | Management |

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Hasselblad-Pascale

|      |                                      |     |     |            |
|------|--------------------------------------|-----|-----|------------|
| 1.8  | Elect Director John W. Higgins       | For | For | Management |
| 1.9  | Elect Director Paul W. Jones         | For | For | Management |
| 1.10 | Elect Director Holly K. Koepfel      | For | For | Management |
| 1.11 | Elect Director Michael E. Lavin      | For | For | Management |
| 1.12 | Elect Director William F. Protz, Jr. | For | For | Management |
| 1.13 | Elect Director Charles A. Schrock    | For | For | Management |
| 2    | Advisory Vote to Ratify Named        | For | For | Management |

Executive Officers' Compensation

|   |                                       |     |     |            |
|---|---------------------------------------|-----|-----|------------|
| 3 | Adopt Majority Voting for Uncontested | For | For | Management |
|---|---------------------------------------|-----|-----|------------|

Election of Directors

|   |                 |     |     |            |
|---|-----------------|-----|-----|------------|
| 4 | Ratify Auditors | For | For | Management |
|---|-----------------|-----|-----|------------|

KILROY REALTY CORPORATION

Ticker: KRC Security ID: 49427F108

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John B. Kilroy, Sr. | For     | For       | Management |
| 1.2 | Elect Director John B. Kilroy, Jr. | For     | For       | Management |
| 1.3 | Elect Director Edward F. Brennan   | For     | For       | Management |
| 1.4 | Elect Director William P. Dickey   | For     | For       | Management |
| 1.5 | Elect Director Scott S. Ingraham   | For     | For       | Management |

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|     |   |     |         |            |
|-----|---|-----|---------|------------|
| 1.6 | Elect Director Dale F. Kinsella                                   | For | For     | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | Against | Management |
| 3   | Ratify Auditors   | For | For     | Management |

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KIMBERLY-CLARK CORPORATION

Ticker:           KMB                   Security ID: 494368103

Meeting Date: MAY 03, 2012   Meeting Type: Annual

Record Date:   MAR 05, 2012

| #  | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------------|---------|-----------|------------|
| 1  | Elect Director John R. Alm          | For     | For       | Management |
| 2  | Elect Director John F. Bergstrom    | For     | For       | Management |
| 3  | Elect Director Abelardo E. Bru      | For     | For       | Management |
| 4  | Elect Director Robert W. Decherd    | For     | For       | Management |
| 5  | Elect Director Thomas J. Falk       | For     | For       | Management |
| 6  | Elect Director Fabian T. Garcia     | For     | For       | Management |
| 7  | Elect Director Mae C. Jemison, M.D. | For     | For       | Management |
| 8  | Elect Director James M. Jenness     | For     | For       | Management |
| 9  | Elect Director Nancy J. Karch       | For     | For       | Management |
| 10 | Elect Director Ian C. Read          | For     | For       | Management |
| 11 | Elect Director Linda Johnson Rice   | For     | For       | Management |
| 12 | Elect Director Marc J. Shapiro      | For     | For       | Management |
| 13 | Ratify Auditors                     | For     | For       | Management |

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14 Advisory Vote to Ratify Named Executive Officers' Compensation For For Management

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LIBERTY PROPERTY TRUST

Ticker: LRY Security ID: 531172104

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Frederick F. Buchholz                           | For     | For       | Management |
| 1.2 | Elect Director Thomas C. DeLoach, Jr.                          | For     | For       | Management |
| 1.3 | Elect Director Katherine Elizabeth Dietze                      | For     | For       | Management |
| 1.4 | Elect Director Daniel P. Garton                                | For     | For       | Management |
| 1.5 | Elect Director William P. Hankowsky                            | For     | For       | Management |
| 1.6 | Elect Director M. Leanne Lachman                               | For     | For       | Management |
| 1.7 | Elect Director David L. Lingerfelt                             | For     | For       | Management |
| 1.8 | Elect Director Stephen B. Siegel                               | For     | For       | Management |
| 1.9 | Elect Director Stephen D. Steinour                             | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors  | For     | For       | Management |
| 4   | Amend Qualified Employee Stock Purchase Plan                   | For     | For       | Management |

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LINN ENERGY, LLC

Ticker: LINE Security ID: 536020100

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director George A. Alcorn     | For     | For       | Management |
| 1.2 | Elect Director Mark E. Ellis        | For     | For       | Management |
| 1.3 | Elect Director Terrence S. Jacobs   | For     | For       | Management |
| 1.4 | Elect Director Michael C. Linn      | For     | For       | Management |
| 1.5 | Elect Director Joseph P. McCoy      | For     | For       | Management |
| 1.6 | Elect Director Jeffrey C. Swoveland | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |

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LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

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

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MACK-CALI REALTY CORPORATION

Ticker: CLI Security ID: 554489104

Meeting Date: JUN 05, 2012 Meeting Type: Annual

Record Date: APR 11, 2012

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mitchell E. Hersh | For     | For       | Management |

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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.2 | Elect Director Alan S. Bernikow                                   | For | For | Management |
| 1.3 | Elect Director Irvin D. Reid                                      | For | For | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3   | Ratify Auditors   | For | For | Management |

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MAGELLAN MIDSTREAM PARTNERS, L.P.

Ticker: MMP Security ID: 559080106

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Robert G. Croyle                                   | For     | For       | Management |
| 1.2 | Elect Director Barry R. Pearl                                     | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

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MARKWEST ENERGY PARTNERS, L.P.

Ticker: MWE Security ID: 570759100

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Meeting Date: JUN 01, 2012 Meeting Type: Annual

Record Date: APR 04, 2012

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Frank M. Semple      | For     | For       | Management |
| 1.2 | Elect Director Donald D. Wolf       | For     | For       | Management |
| 1.3 | Elect Director Keith E. Bailey      | For     | For       | Management |
| 1.4 | Elect Director Michael L. Beatty    | For     | For       | Management |
| 1.5 | Elect Director Charles K. Dempster  | For     | For       | Management |
| 1.6 | Elect Director Donald C. Heppermann | For     | For       | Management |
| 1.7 | Elect Director Randall J. Larson    | For     | For       | Management |
| 1.8 | Elect Director Anne E. Fox Mounsey  | For     | For       | Management |
| 1.9 | Elect Director William P. Nicoletti | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan            | For     | For       | Management |
| 3   | Ratify Auditors                     | For     | For       | Management |

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MEDLEY CAPITAL CORPORATION

Ticker: MCC Security ID: 58503F106

Meeting Date: MAR 09, 2012 Meeting Type: Annual

Record Date: DEC 23, 2011

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Andrew Fentress    | For     | For       | Management |
| 1.2 | Elect Director Richard A. Dorfman | For     | For       | Management |



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|   |   |     |         |            |
|---|---|-----|---------|------------|
| 2 | Ratify Auditors   | For | For     | Management |
| 3 | Approve Issuance of Shares Below Net<br>Asset Value (NAV) | For | Against | Management |
| 4 | Approve Issuance of<br>Warrants/Options/Rights            | For | Against | Management |

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NATIONAL GRID PLC

Ticker: NG. Security ID: G6375K151

Meeting Date: JUL 25, 2011 Meeting Type: Annual

Record Date: JUL 23, 2011

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Accept Financial Statements and<br>Statutory Reports | For     | For       | Management |
| 2  | Approve Final Dividend                               | For     | For       | Management |
| 3  | Re-elect Sir John Parker as Director                 | For     | For       | Management |
| 4  | Re-elect Steve Holliday as Director                  | For     | For       | Management |
| 5  | Elect Andrew Bonfield as Director                    | For     | For       | Management |
| 6  | Re-elect Tom King as Director                        | For     | For       | Management |
| 7  | Re-elect Nick Winser as Director                     | For     | For       | Management |
| 8  | Re-elect Ken Harvey as Director                      | For     | For       | Management |
| 9  | Re-elect Linda Adamany as Director                   | For     | For       | Management |
| 10 | Re-elect Philip Aiken as Director                    | For     | For       | Management |
| 11 | Re-elect Stephen Pettit as Director                  | For     | For       | Management |

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|    |   |     |         |            |
|----|---|-----|---------|------------|
| 12 | Re-elect Maria Richter as Director                          | For | For     | Management |
| 13 | Re-elect George Rose as Director                            | For | For     | Management |
| 14 | Reappoint PricewaterhouseCoopers LLP<br>as Auditors         | For | For     | Management |
| 15 | Authorise Board to Fix Remuneration of<br>Auditors          | For | For     | Management |
| 16 | Approve Remuneration Report                                 | For | Against | Management |
| 17 | Authorise Issue of Equity with<br>Pre-emptive Rights        | For | For     | Management |
| 18 | Authorise Issue of Equity without<br>Pre-emptive Rights     | For | For     | Management |
| 19 | Authorise Market Purchase                                   | For | For     | Management |
| 20 | Authorise the Company to Call EGM with<br>Two Weeks' Notice | For | For     | Management |
| 21 | Approve Share Incentive Plan                                | For | For     | Management |
| 22 | Approve Employee Stock Purchase Plan                        | For | Against | Management |
| 23 | Approve Sharesave Plan                                      | For | Against | Management |
| 24 | Approve Long Term Performance Plan                          | For | For     | Management |

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NUSTAR GP HOLDINGS, LLC

Ticker: NSH Security ID: 67059L102

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

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| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James F. Clingman, Jr. | For     | For       | Management |
| 2   | Ratify Auditors                       | For     | For       | Management |

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OMEGA HEALTHCARE INVESTORS, INC.

Ticker: OHI Security ID: 681936100

Meeting Date: JUN 07, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Thomas F. Franke                                   | For     | For       | Management |
| 1.2 | Elect Director Bernard J. Korman                                  | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | Against   | Management |

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PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST

Ticker: PMZ.UN Security ID: 74157U109

Meeting Date: MAY 08, 2012 Meeting Type: Annual/Special

Record Date: MAR 30, 2012

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| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Trustee Roland A. Cardy   | For     | For       | Management |
| 1.2 | Elect Trustee Kerry D. Adams  | For     | For       | Management |
| 1.3 | Elect Trustee William J. Biggar   | For     | For       | Management |
| 1.4 | Elect Trustee Ian Collier   | For     | For       | Management |
| 1.5 | Elect Trustee Kenneth A. Field  | For     | For       | Management |
| 1.6 | Elect Trustee Brent Hollister   | For     | For       | Management |
| 1.7 | Elect Trustee John Morrison   | For     | For       | Management |
| 2   | Approve KPMG LLP as Auditors and<br>Authorize Trustees to Fix Their<br>Remuneration | For     | For       | Management |
| 3   | Amend Declaration of Trust  | For     | For       | Management |

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RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202

Meeting Date: JUN 06, 2012 Meeting Type: Annual

Record Date: APR 12, 2012

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Arthur H. Goldberg  | For     | For       | Management |
| 1.2 | Elect Director Mark K. Rosenfeld   | For     | For       | Management |
| 1.3 | Elect Director Stephen R. Blank    | For     | For       | Management |
| 1.4 | Elect Director Matthew L. Ostrower | For     | For       | Management |

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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.5 | Elect Director Joel M. Pashcow                                    | For | For | Management |
| 1.6 | Elect Director David J. Nettina                                   | For | For | Management |
| 2   | Ratify Auditors   | For | For | Management |
| 3   | Approve Omnibus Stock Plan  | For | For | Management |
| 4   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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### REGENCY CENTERS CORPORATION

Ticker: REG Security ID: 758849103

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Martin E. Stein, Jr.  | For     | For       | Management |
| 1.2  | Elect Director Raymond L. Bank       | For     | For       | Management |
| 1.3  | Elect Director C. Ronald Blankenship | For     | For       | Management |
| 1.4  | Elect Director A.R. Carpenter        | For     | For       | Management |
| 1.5  | Elect Director J. Dix Druce, Jr.     | For     | For       | Management |
| 1.6  | Elect Director Mary Lou Fiala        | For     | For       | Management |
| 1.7  | Elect Director Bruce M. Johnson      | For     | For       | Management |
| 1.8  | Elect Director Douglas S. Luke       | For     | For       | Management |
| 1.9  | Elect Director David P. O'Connor     | For     | For       | Management |
| 1.10 | Elect Director John C. Schweitzer    | For     | For       | Management |
| 1.11 | Elect Director Brian M. Smith        | For     | For       | Management |

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|      |   |     |     |            |
|------|---|-----|-----|------------|
| 1.12 | Elect Director Thomas G. Wattles                                  | For | For | Management |
| 2    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3    | Ratify Auditors   | For | For | Management |

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SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY

Ticker: STX Security ID: G7945M107

Meeting Date: OCT 26, 2011 Meeting Type: Annual

Record Date: SEP 06, 2011

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Reelect Stephen J. Luczo as Director                                   | For     | For       | Management |
| 2  | Reelect D Frank J. Biondi, Jr. as<br>Director                          | For     | For       | Management |
| 3  | Reelect Michael R. Cannon as Director                                  | For     | For       | Management |
| 4  | Reelect Lydia M. Marshall as Director                                  | For     | For       | Management |
| 5  | Reelect C.S. Park as Director  | For     | For       | Management |
| 6  | Reelect Gregorio Reyes as Director                                     | For     | For       | Management |
| 7  | Reelect Edward J. Zander as Director                                   | For     | For       | Management |
| 8  | Approve Omnibus Stock Plan   | For     | For       | Management |
| 9  | Determine Price Range for Reissuance<br>of Treasury Shares             | For     | For       | Management |
| 10 | Authorize the Holding of the 2012 AGM<br>at a Location Outside Ireland | For     | For       | Management |

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|    |   |          |          |            |
|----|---|----------|----------|------------|
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For      | Management |
| 12 | Advisory Vote on Say on Pay Frequency                             | One Year | One Year | Management |
| 13 | Ratify Auditors   | For      | For      | Management |

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SENIOR HOUSING PROPERTIES TRUST

Ticker: SNH Security ID: 81721M109

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jeffrey P. Somers                                  | For     | For       | Management |
| 2.1 | Elect Director Barry M. Portnoy                                   | For     | For       | Management |
| 3   | Approve Restricted Stock Plan                                     | For     | For       | Management |
| 4   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 5   | Ratify Auditors   | For     | For       | Management |

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STARWOOD PROPERTY TRUST, INC.

Ticker: STWD Security ID: 85571B105

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Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 15, 2012

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Richard D. Bronson                                 | For     | For       | Management |
| 1.2 | Elect Director Jeffrey F. DiModica                                | For     | For       | Management |
| 1.3 | Elect Director Jeffrey G. Dishner                                 | For     | For       | Management |
| 1.4 | Elect Director Camille J. Douglas                                 | For     | For       | Management |
| 1.5 | Elect Director Boyd W. Fellows                                    | For     | For       | Management |
| 1.6 | Elect Director Barry S. Sternlicht                                | For     | For       | Management |
| 1.7 | Elect Director Strauss Zelnick                                    | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

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TAL INTERNATIONAL GROUP, INC.

Ticker: TAL Security ID: 874083108

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Brian M. Sondey        | For     | For       | Management |
| 1.2 | Elect Director Malcolm P. Baker       | For     | For       | Management |
| 1.3 | Elect Director A. Richard Caputo, Jr. | For     | For       | Management |



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|     |                                      |     |     |            |
|-----|--------------------------------------|-----|-----|------------|
| 1.4 | Elect Director Claude Germain        | For | For | Management |
| 1.5 | Elect Director Helmut Kaspers        | For | For | Management |
| 1.6 | Elect Director Frederic H. Lindeberg | For | For | Management |
| 1.7 | Elect Director Douglas J. Zych       | For | For | Management |
| 2   | Ratify Auditors                      | For | For | Management |

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TOTAL SA

Ticker: FP Security ID: 89151E109

Meeting Date: MAY 11, 2012 Meeting Type: Annual/Special

Record Date: APR 03, 2012

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Approve Financial Statements and<br>Statutory Reports               | For     | For       | Management |
| 2 | Approve Consolidated Financial<br>Statements and Statutory Reports  | For     | For       | Management |
| 3 | Approve Allocation of Income and<br>Dividends of EUR 2.28 per Share | For     | For       | Management |
| 4 | Authorize Repurchase of Up to 10<br>Percent of Issued Share Capital | For     | For       | Management |
| 5 | Reelect Christophe de Margerie as<br>Director                       | For     | For       | Management |
| 6 | Reelect Patrick Artus as Director                                   | For     | For       | Management |
| 7 | Reelect Bertrand Collomb as Director                                | For     | For       | Management |

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|    |  |     |         |            |
|----|--|-----|---------|------------|
| 8  | Reelect Anne Lauvergeon as Director  | For | For     | Management |
| 9  | Reelect Michel Pebereau as Director  | For | For     | Management |
| 10 | Ratify Appointment of Gerard Lamarche as Director  | For | For     | Management |
| 11 | Elect Anne-Marie Idrac as Director   | For | For     | Management |
| 12 | Approve Severance Payment Agreement with Christophe de Margerie  | For | Against | Management |
| 13 | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 2.5 Billion and/or Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value | For | For     | Management |
| 14 | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 850 Million   | For | For     | Management |
| 15 | Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Item 14  | For | For     | Management |
| 16 | Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions   | For | For     | Management |
| 17 | Approve Employee Stock Purchase Plan   | For | For     | Management |
| 18 | Approve Stock Purchase Plan Reserved for Employees of International  | For | For     | Management |

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Subsidiaries

|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 19 | Approve Reduction in Share Capital via Cancellation of Repurchased Shares   | For     | For     | Management  |
| A  | Approve Additional Indicators to Include in the Information Provided on Corporate Executive Officers Remuneration | Against | Against | Shareholder |
| B  | Allow Loyalty Dividends to Long-Term Registered Shareholders  | Against | Against | Shareholder |

UIL HOLDINGS CORPORATION

Ticker: UIL Security ID: 902748102

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thelma R. Albright | For     | For       | Management |
| 1.2 | Elect Director Arnold L. Chase    | For     | For       | Management |
| 1.3 | Elect Director Betsy Henley-cohn  | For     | For       | Management |
| 1.4 | Elect Director Suedeem G. Kelly   | For     | For       | Management |
| 1.5 | Elect Director John L. Lahey      | For     | For       | Management |
| 1.6 | Elect Director Daniel J. Miglio   | For     | For       | Management |
| 1.7 | Elect Director William F. Murdy   | For     | For       | Management |
| 1.8 | Elect Director Donald R. Shassian | For     | For       | Management |

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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.9 | Elect Director James P. Torgerson                                 | For | For | Management |
| 2   | Ratify Auditors   | For | For | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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URSTADT BIDDLE PROPERTIES INC.

Ticker: UBA Security ID: 917286205

Meeting Date: MAR 06, 2012 Meeting Type: Annual

Record Date: JAN 19, 2012

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard Grellier     | For     | For       | Management |
| 1.2 | Elect Director Robert R. Douglass   | For     | For       | Management |
| 1.3 | Elect Director George H.C. Lawrence | For     | For       | Management |
| 1.4 | Elect Director Charles J. Urstadt   | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: MAY 03, 2012 Meeting Type: Annual

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Record Date: MAR 05, 2012

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

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WASTE MANAGEMENT, INC.

Ticker: WM Security ID: 94106L109

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director Bradbury H. Anderson                               | For     | For       | Management  |
| 2  | Elect Director Pastora San Juan<br>Cafferty                       | For     | For       | Management  |
| 3  | Elect Director Frank M. Clark, Jr.                                | For     | For       | Management  |
| 4  | Elect Director Patrick W. Gross                                   | For     | For       | Management  |
| 5  | Elect Director John C. Pope                                       | For     | For       | Management  |
| 6  | Elect Director W. Robert Reum                                     | For     | For       | Management  |
| 7  | Elect Director Steven G. Rothmeier                                | For     | For       | Management  |
| 8  | Elect Director David P. Steiner                                   | For     | For       | Management  |
| 9  | Elect Director Thomas H. Weidemeyer                               | For     | For       | Management  |
| 10 | Ratify Auditors   | For     | For       | Management  |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 12 | Amend Qualified Employee Stock<br>Purchase Plan                   | For     | For       | Management  |
| 13 | Stock Retention   | Against | For       | Shareholder |
| 14 | Amend Bylaws -- Call Special Meetings                             | Against | Against   | Shareholder |

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WESTFIELD GROUP

Ticker: WDC Security ID: Q97062105

Meeting Date: MAY 16, 2012 Meeting Type: Annual

Record Date: MAY 14, 2012

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 2 | Approve the Remuneration Report for the Year Ended Dec. 31, 2011 | For     | For       | Management |
| 3 | Elect Peter Goldsmith as a Director                              | For     | For       | Management |
| 4 | Elect Mark Johnson as a Director                                 | For     | For       | Management |
| 5 | Elect John McFarlane as a Director                               | For     | For       | Management |
| 6 | Elect Judith Sloan as Director                                   | For     | For       | Management |

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WINDSTREAM CORP.

Ticker: WIN Security ID: 97381W104

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 15, 2012

| # | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Carol B. Armitage    | For     | For       | Management |
| 2 | Elect Director Samuel E. Beall, III | For     | For       | Management |
| 3 | Elect Director Dennis E. Foster     | For     | For       | Management |

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|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 4  | Elect Director Francis X. Frantz                                  | For     | For     | Management  |
| 5  | Elect Director Jeffery R. Gardner                                 | For     | For     | Management  |
| 6  | Elect Director Jeffrey T. Hinson                                  | For     | For     | Management  |
| 7  | Elect Director Judy K. Jones                                      | For     | For     | Management  |
| 8  | Elect Director William A. Montgomery                              | For     | For     | Management  |
| 9  | Elect Director Alan L. Wells                                      | For     | For     | Management  |
| 10 | Approve Executive Incentive Bonus Plan                            | For     | For     | Management  |
| 11 | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 12 | Ratify Auditors   | For     | For     | Management  |
| 13 | Pro-rata Vesting of Equity Plans                                  | Against | Against | Shareholder |
| 14 | Report on Political Contributions                                 | Against | Against | Shareholder |

===== END NPX REPORT



**SIGNATURES**

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

(Registrant)

LMP Capital and Income Fund Inc.

By (Signature and Title)\*

/s/ R. Jay Gerken

R. Jay Gerken

Chairman, President and Chief Executive Officer

Date

August 24, 2012

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\* Print the name and title of each signing officer under his or her signature.

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