

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

ZWEIG TOTAL RETURN FUND INC  
Form N-PX  
August 06, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act File Number: 811-05620

THE ZWEIG TOTAL RETURN FUND, INC.

-----  
(exact name of registrant as specified in charter)

101 Munson Street, Greenfield, MA 01301

-----  
(Address of principal executive offices)

William Renahan, Esq., Virtus Investment Partners, Inc.  
100 Pearl Street, Hartford, CT 06103

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(Name and Address of agent for service)

Registrant's telephone number, including area code: 800-243-1574

Date of Fiscal Year End: 12/31

Date of Reporting Period: 07/01/2013 - 06/30/2014

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

ICA File Number: 811-05620  
Reporting Period: 07/01/2013 - 06/30/2014  
Zweig Total Return Fund Inc

===== Zweig Total Return Fund, Inc =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 25, 2014 Meeting Type: Annual  
Record Date: FEB 27, 2014

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Alpern | For     | For       | Management |

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|      |  |         |         |             |
|------|--|---------|---------|-------------|
| 1.2  | Elect Director Roxanne S. Austin                               | For     | For     | Management  |
| 1.3  | Elect Director Sally E. Blount                                 | For     | For     | Management  |
| 1.4  | Elect Director W. James Farrell                                | For     | For     | Management  |
| 1.5  | Elect Director Edward M. Liddy                                 | For     | For     | Management  |
| 1.6  | Elect Director Nancy McKinstry                                 | For     | For     | Management  |
| 1.7  | Elect Director Phebe N. Novakovic                              | For     | For     | Management  |
| 1.8  | Elect Director William A. Osborn                               | For     | For     | Management  |
| 1.9  | Elect Director Samuel C. Scott, III                            | For     | For     | Management  |
| 1.10 | Elect Director Glenn F. Tilton                                 | For     | For     | Management  |
| 1.11 | Elect Director Miles D. White                                  | For     | For     | Management  |
| 2    | Ratify Auditors  | For     | For     | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For     | Management  |
| 4    | Label Products with GMO Ingredients                            | Against | Against | Shareholder |
| 5    | Report on Lobbying Payments and Policy                         | Against | Against | Shareholder |
| 6    | Cease Compliance Adjustments to Performance Criteria           | Against | For     | Shareholder |

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### AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102  
 Meeting Date: MAY 05, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Daniel P. Amos                                  | For     | For       | Management |
| 1b | Elect Director John Shelby Amos, II                            | For     | For       | Management |
| 1c | Elect Director Paul S. Amos, II                                | For     | For       | Management |
| 1d | Elect Director W. Paul Bowers                                  | For     | For       | Management |
| 1e | Elect Director Kriss Cloninger, III                            | For     | For       | Management |
| 1f | Elect Director Elizabeth J. Hudson                             | For     | For       | Management |
| 1g | Elect Director Douglas W. Johnson                              | For     | For       | Management |
| 1h | Elect Director Robert B. Johnson                               | For     | For       | Management |
| 1i | Elect Director Charles B. Knapp                                | For     | For       | Management |
| 1j | Elect Director Barbara K. Rimer                                | For     | For       | Management |
| 1k | Elect Director Melvin T. Stith                                 | For     | For       | Management |
| 1l | Elect Director David Gary Thompson                             | For     | For       | Management |
| 1m | Elect Director Takuro Yoshida                                  | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | Against   | Management |
| 3  | Ratify Auditors  | For     | For       | Management |

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### AGL RESOURCES INC.

Ticker: GAS Security ID: 001204106  
 Meeting Date: APR 29, 2014 Meeting Type: Annual  
 Record Date: FEB 18, 2014

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Sandra N. Bane      | For     | For       | Management |
| 1.2 | Elect Director Thomas D. Bell, Jr. | For     | For       | Management |
| 1.3 | Elect Director Norman R. Bobins    | For     | For       | Management |
| 1.4 | Elect Director Charles R. Crisp    | For     | For       | Management |
| 1.5 | Elect Director Brenda J. Gaines    | For     | For       | Management |
| 1.6 | Elect Director Arthur E. Johnson   | For     | For       | Management |
| 1.7 | Elect Director Wyck A. Knox, Jr.   | For     | For       | Management |

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|      |  |         |     |             |
|------|--|---------|-----|-------------|
| 1.8  | Elect Director Dennis M. Love  | For     | For | Management  |
| 1.9  | Elect Director Dean R. O'Hare  | For     | For | Management  |
| 1.10 | Elect Director Armando J. Olivera                                    | For     | For | Management  |
| 1.11 | Elect Director John E. Rau   | For     | For | Management  |
| 1.12 | Elect Director James A. Rubright                                     | For     | For | Management  |
| 1.13 | Elect Director John W. Somerhalder, II                               | For     | For | Management  |
| 1.14 | Elect Director Bettina M. Whyte                                      | For     | For | Management  |
| 1.15 | Elect Director Henry C. Wolf   | For     | For | Management  |
| 2    | Ratify Auditors  | For     | For | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation       | For     | For | Management  |
| 4    | Amend Nonqualified Employee Stock Purchase Plan                      | For     | For | Management  |
| 5    | Amend EEO Policy to Prohibit Discrimination based on Gender Identity | Against | For | Shareholder |
| 6    | Require a Majority Vote for the Election of Directors                | Against | For | Shareholder |

### ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109  
 Meeting Date: MAY 08, 2014 Meeting Type: Annual  
 Record Date: MAR 18, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Patricia M. Bedient                             | For     | For       | Management  |
| 1.2  | Elect Director Marion C. Blakey                                | For     | For       | Management  |
| 1.3  | Elect Director Phyllis J. Campbell                             | For     | For       | Management  |
| 1.4  | Elect Director Jessie J. Knight, Jr.                           | For     | For       | Management  |
| 1.5  | Elect Director Dennis F. Madsen                                | For     | For       | Management  |
| 1.6  | Elect Director Byron I. Mallott                                | For     | For       | Management  |
| 1.7  | Elect Director Helvi K. Sandvik                                | For     | For       | Management  |
| 1.8  | Elect Director J. Kenneth Thompson                             | For     | For       | Management  |
| 1.9  | Elect Director Bradley D. Tilden                               | For     | For       | Management  |
| 1.10 | Elect Director Eric K. Yeaman                                  | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Increase Authorized Common Stock                               | For     | For       | Management  |
| 5    | Adjust Par Value of Common Stock                               | For     | For       | Management  |
| 6    | Require Independent Board Chairman                             | Against | Against   | Shareholder |

### ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103  
 Meeting Date: MAY 14, 2014 Meeting Type: Annual  
 Record Date: MAR 24, 2014

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gerald L. Baliles     | For     | For       | Management |
| 1.2 | Elect Director Martin J. Barrington  | For     | For       | Management |
| 1.3 | Elect Director John T. Casteen, III  | For     | For       | Management |
| 1.4 | Elect Director Dinyar S. Devitre     | For     | For       | Management |
| 1.5 | Elect Director Thomas F. Farrell, II | For     | For       | Management |
| 1.6 | Elect Director Thomas W. Jones       | For     | For       | Management |
| 1.7 | Elect Director Debra J. Kelly-Ennis  | For     | For       | Management |

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|      |   |         |         |             |
|------|---|---------|---------|-------------|
| 1.8  | Elect Director W. Leo Kiely, III                                | For     | For     | Management  |
| 1.9  | Elect Director Kathryn B. McQuade                               | For     | For     | Management  |
| 1.10 | Elect Director George Munoz                                     | For     | For     | Management  |
| 1.11 | Elect Director Nabil Y. Sakkab                                  | For     | For     | Management  |
| 2    | Ratify Auditors   | For     | For     | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation  | For     | For     | Management  |
| 4    | Inform Poor and Less Educated on Health Consequences of Tobacco | Against | Against | Shareholder |
| 5    | Report on Lobbying Payments and Policy                          | Against | Against | Shareholder |

AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106  
 Meeting Date: MAY 21, 2014 Meeting Type: Annual  
 Record Date: MAR 31, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Jeffrey P. Bezos                                | For     | For       | Management  |
| 1b | Elect Director Tom A. Alberg                                   | For     | For       | Management  |
| 1c | Elect Director John Seely Brown                                | For     | For       | Management  |
| 1d | Elect Director William B. Gordon                               | For     | For       | Management  |
| 1e | Elect Director Jamie S. Gorelick                               | For     | For       | Management  |
| 1f | Elect Director Alain Monie                                     | For     | For       | Management  |
| 1g | Elect Director Jonathan J. Rubinstein                          | For     | For       | Management  |
| 1h | Elect Director Thomas O. Ryder                                 | For     | For       | Management  |
| 1i | Elect Director Patricia Q. Stonesifer                          | For     | For       | Management  |
| 2  | Ratify Auditors  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4  | Report on Political Contributions                              | Against | For       | Shareholder |

APPLE INC.

Ticker: AAPL Security ID: 037833100  
 Meeting Date: FEB 28, 2014 Meeting Type: Annual  
 Record Date: DEC 30, 2013

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director William Campbell  | For     | For       | Management |
| 1.2 | Elect Director Timothy Cook  | For     | For       | Management |
| 1.3 | Elect Director Millard Drexler   | For     | For       | Management |
| 1.4 | Elect Director Al Gore   | For     | For       | Management |
| 1.5 | Elect Director Robert Iger   | For     | For       | Management |
| 1.6 | Elect Director Andrea Jung   | For     | For       | Management |
| 1.7 | Elect Director Arthur Levinson   | For     | For       | Management |
| 1.8 | Elect Director Ronald Sugar  | For     | For       | Management |
| 2   | Adopt Majority Voting for Uncontested Election of Directors                      | For     | For       | Management |
| 3   | Amend Articles to Eliminate Board Blank Check Authority to Issue Preferred Stock | For     | For       | Management |
| 4   | Establish a Par Value for Common Stock   | For     | For       | Management |
| 5   | Ratify Auditors  | For     | For       | Management |
| 6   | Advisory Vote to Ratify Named Executive Officers' Compensation                   | For     | For       | Management |

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|    |  |         |         |             |
|----|--|---------|---------|-------------|
| 7  | Approve Omnibus Stock Plan   | For     | For     | Management  |
| 8  | Establish Board Committee on Human Rights  | Against | Against | Shareholder |
| 9  | Report on Trade Associations and Organizations that Promote Sustainability Practices | Against | Against | Shareholder |
| 10 | Advisory Vote to Increase Capital Repurchase Program                                 | Against | Against | Shareholder |
| 11 | Proxy Access   | Against | Against | Shareholder |

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AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 25, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Randall L. Stephenson                           | For     | For       | Management  |
| 1.2  | Elect Director Reuben V. Anderson                              | For     | For       | Management  |
| 1.3  | Elect Director Jaime Chico Pardo                               | For     | For       | Management  |
| 1.4  | Elect Director Scott T. Ford                                   | For     | For       | Management  |
| 1.5  | Elect Director James P. Kelly                                  | For     | For       | Management  |
| 1.6  | Elect Director Jon C. Madonna                                  | For     | For       | Management  |
| 1.7  | Elect Director Michael B. McCallister                          | For     | For       | Management  |
| 1.8  | Elect Director John B. McCoy                                   | For     | For       | Management  |
| 1.9  | Elect Director Beth E. Mooney                                  | For     | For       | Management  |
| 1.10 | Elect Director Joyce M. Roche                                  | For     | For       | Management  |
| 1.11 | Elect Director Matthew K. Rose                                 | For     | For       | Management  |
| 1.12 | Elect Director Cynthia B. Taylor                               | For     | For       | Management  |
| 1.13 | Elect Director Laura D'Andrea Tyson                            | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Approve Severance Agreements/Change-in-Control Agreements      | For     | For       | Management  |
| 5    | Report on Indirect Political Contributions                     | Against | For       | Shareholder |
| 6    | Report on Lobbying Payments and Policy                         | Against | For       | Shareholder |
| 7    | Lower Ownership Threshold for Action by Written Consent        | Against | For       | Shareholder |

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BB&T CORPORATION

Ticker: BBT Security ID: 054937107  
 Meeting Date: APR 29, 2014 Meeting Type: Annual  
 Record Date: FEB 19, 2014

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jennifer S. Banner  | For     | For       | Management |
| 1.2 | Elect Director K. David Boyer, Jr. | For     | For       | Management |
| 1.3 | Elect Director Anna R. Cablik      | For     | For       | Management |
| 1.4 | Elect Director Ronald E. Deal      | For     | For       | Management |
| 1.5 | Elect Director James A. Faulkner   | For     | For       | Management |
| 1.6 | Elect Director I. Patricia Henry   | For     | For       | Management |
| 1.7 | Elect Director John P. Howe, III   | For     | For       | Management |
| 1.8 | Elect Director Erick C. Kendrick   | For     | For       | Management |

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|      |  |         |     |             |
|------|--|---------|-----|-------------|
| 1.9  | Elect Director Kelly S. King                                   | For     | For | Management  |
| 1.10 | Elect Director Louis B. Lynn                                   | For     | For | Management  |
| 1.11 | Elect Director Edward C. Milligan                              | For     | For | Management  |
| 1.12 | Elect Director Charles A. Patton                               | For     | For | Management  |
| 1.13 | Elect Director Nido R. Qubein                                  | For     | For | Management  |
| 1.14 | Elect Director Tollie W. Rich, Jr.                             | For     | For | Management  |
| 1.15 | Elect Director Thomas E. Skains                                | For     | For | Management  |
| 1.16 | Elect Director Thomas N. Thompson                              | For     | For | Management  |
| 1.17 | Elect Director Edwin H. Welch                                  | For     | For | Management  |
| 1.18 | Elect Director Stephen T. Williams                             | For     | For | Management  |
| 2    | Ratify Auditors  | For     | For | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For | Management  |
| 4    | Adopt Majority Voting for Uncontested Election of Directors    | For     | For | Management  |
| 5    | Report on Political Contributions and Lobbying Expenditures    | Against | For | Shareholder |
| 6    | Claw-back of Payments under Restatements                       | Against | For | Shareholder |

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### BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103  
 Meeting Date: JUN 12, 2014 Meeting Type: Annual  
 Record Date: APR 15, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director Caroline D. Dorsa                               | For     | For       | Management |
| 1.2  | Elect Director Stelios Papadopoulos                            | For     | For       | Management |
| 1.3  | Elect Director George A. Scangos                               | For     | For       | Management |
| 1.4  | Elect Director Lynn Schenk                                     | For     | For       | Management |
| 1.5  | Elect Director Alexander J. Denner                             | For     | For       | Management |
| 1.6  | Elect Director Nancy L. Leaming                                | For     | For       | Management |
| 1.7  | Elect Director Richard C. Mulligan                             | For     | For       | Management |
| 1.8  | Elect Director Robert W. Pangia                                | For     | For       | Management |
| 1.9  | Elect Director Brian S. Posner                                 | For     | For       | Management |
| 1.10 | Elect Director Eric K. Rowinsky                                | For     | For       | Management |
| 1.11 | Elect Director Stephen A. Sherwin                              | For     | For       | Management |
| 2    | Ratify Auditors  | For     | For       | Management |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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### BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101  
 Meeting Date: MAY 29, 2014 Meeting Type: Annual  
 Record Date: APR 03, 2014

| #  | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Abdlatif Yousef Al-Hamad | For     | For       | Management |
| 1b | Elect Director Mathis Cabiallavetta     | For     | For       | Management |
| 1c | Elect Director Pamela Daley             | For     | For       | Management |
| 1d | Elect Director Jessica P. Einhorn       | For     | For       | Management |
| 1e | Elect Director Fabrizio Freda           | For     | For       | Management |
| 1f | Elect Director Murry S. Gerber          | For     | For       | Management |
| 1g | Elect Director James Grosfeld           | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 1h | Elect Director David H. Komansky                                  | For | For | Management |
| 1i | Elect Director Deryck Maughan                                     | For | For | Management |
| 1j | Elect Director Cheryl D. Mills                                    | For | For | Management |
| 1k | Elect Director Marco Antonio Slim Domit                           | For | For | Management |
| 1l | Elect Director John S. Varley                                     | For | For | Management |
| 1m | Elect Director Susan L. Wagner                                    | For | For | Management |
| 2  | Amend Omnibus Stock Plan  | For | For | Management |
| 3  | Amend Executive Incentive Bonus 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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### BUCKEYE PARTNERS, L.P.

Ticker: BPL Security ID: 118230101  
 Meeting Date: JUN 03, 2014 Meeting Type: Annual  
 Record Date: APR 07, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Forrest E. Wylie                                   | For     | For       | Management |
| 1.2 | Elect Director Barbara J. Duganier                                | For     | For       | Management |
| 1.3 | Elect Director Joseph A. LaSala, Jr.                              | For     | For       | Management |
| 1.4 | Elect Director Martin A. White                                    | 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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### CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100  
 Meeting Date: MAY 14, 2014 Meeting Type: Annual  
 Record Date: MAR 24, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Robert C. Arzbaecher                               | For     | For       | Management |
| 1b | Elect Director William Davisson                                   | For     | For       | Management |
| 1c | Elect Director Stephen J. Hage                                    | For     | For       | Management |
| 1d | Elect Director Robert G. Kuhbach                                  | For     | For       | Management |
| 1e | Elect Director Edward A. Schmitt                                  | For     | For       | Management |
| 2  | Eliminate Supermajority Vote<br>Requirement                       | For     | For       | Management |
| 3  | Eliminate Supermajority Vote<br>Requirement                       | For     | For       | Management |
| 4  | Eliminate Supermajority Vote<br>Requirement                       | For     | For       | Management |
| 5  | Provide Right to Call Special Meeting                             | For     | For       | Management |
| 6  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 7  | Approve Omnibus Stock Plan  | For     | For       | Management |
| 8  | Ratify Auditors   | For     | For       | Management |

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### CHEVRON CORPORATION

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Ticker: CVX Security ID: 166764100  
 Meeting Date: MAY 28, 2014 Meeting Type: Annual  
 Record Date: APR 02, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Linnet F. Deily                                       | For     | For       | Management  |
| 1b | Elect Director Robert E. Denham                                      | For     | For       | Management  |
| 1c | Elect Director Alice P. Gast   | For     | For       | Management  |
| 1d | Elect Director Enrique Hernandez, Jr.                                | For     | For       | Management  |
| 1e | Elect Director Jon M. Huntsman, Jr.                                  | For     | For       | Management  |
| 1f | Elect Director George L. Kirkland                                    | For     | For       | Management  |
| 1g | Elect Director Charles W. Moorman, IV                                | For     | For       | Management  |
| 1h | Elect Director Kevin W. Sharer                                       | For     | For       | Management  |
| 1i | Elect Director John G. Stumpf  | For     | For       | Management  |
| 1j | Elect Director Ronald D. Sugar                                       | For     | For       | Management  |
| 1k | Elect Director Carl Ware   | For     | For       | Management  |
| 1l | Elect Director John S. Watson  | For     | For       | Management  |
| 2  | Ratify Auditors  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation       | For     | For       | Management  |
| 4  | Report on Charitable Contributions                                   | Against | Against   | Shareholder |
| 5  | Report on Lobbying Payments and Policy                               | Against | For       | Shareholder |
| 6  | Report on Management of Hydraulic Fracturing Risks and Opportunities | Against | For       | Shareholder |
| 7  | Require Independent Board Chairman                                   | Against | Against   | Shareholder |
| 8  | Amend Bylaws -- Call Special Meetings                                | Against | For       | Shareholder |
| 9  | Require Director Nominee with Environmental Experience               | Against | For       | Shareholder |
| 10 | Adopt Guidelines for Country Selection                               | Against | For       | Shareholder |

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### CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 19, 2013 Meeting Type: Annual  
 Record Date: SEP 20, 2013

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Carol A. Bartz                                  | For     | For       | Management  |
| 1b | Elect Director Marc Benioff                                    | For     | For       | Management  |
| 1c | Elect Director Gregory Q. Brown                                | For     | For       | Management  |
| 1d | Elect Director M. Michele Burns                                | For     | For       | Management  |
| 1e | Elect Director Michael D. Capellas                             | For     | For       | Management  |
| 1f | Elect Director John T. Chambers                                | For     | For       | Management  |
| 1g | Elect Director Brian L. Halla                                  | For     | For       | Management  |
| 1h | Elect Director John L. Hennessy                                | For     | For       | Management  |
| 1i | Elect Director Kristina M. Johnson                             | For     | For       | Management  |
| 1j | Elect Director Roderick C. McGeary                             | For     | For       | Management  |
| 1k | Elect Director Arun Sarin                                      | For     | For       | Management  |
| 1l | Elect Director Steven M. West                                  | For     | For       | Management  |
| 2  | Amend Omnibus Stock Plan                                       | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4  | Ratify Auditors  | For     | For       | Management  |
| 5  | Approve Proxy Advisor Competition                              | Against | Against   | Shareholder |

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### COACH, INC.



## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Ticker: COH Security ID: 189754104  
 Meeting Date: NOV 07, 2013 Meeting Type: Annual  
 Record Date: SEP 09, 2013

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Lew Frankfort                                   | For     | For       | Management |
| 1.2 | Elect Director Susan Kropf                                     | For     | For       | Management |
| 1.3 | Elect Director Gary Loveman                                    | For     | For       | Management |
| 1.4 | Elect Director Victor Luis                                     | For     | For       | Management |
| 1.5 | Elect Director Ivan Menezes                                    | For     | For       | Management |
| 1.6 | Elect Director Irene Miller                                    | For     | For       | Management |
| 1.7 | Elect Director Michael Murphy                                  | For     | For       | Management |
| 1.8 | Elect Director Stephanie Tilenius                              | For     | For       | Management |
| 1.9 | Elect Director Jide Zeitlin                                    | For     | For       | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 4   | Approve Executive Incentive Bonus Plan                         | For     | For       | Management |

### COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101  
 Meeting Date: MAY 21, 2014 Meeting Type: Annual  
 Record Date: MAR 21, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Kenneth J. Bacon                                | For     | For       | Management  |
| 1.2  | Elect Director Sheldon M. Bonovitz                             | For     | For       | Management  |
| 1.3  | Elect Director Edward D. Breen                                 | For     | For       | Management  |
| 1.4  | Elect Director Joseph J. Collins                               | For     | For       | Management  |
| 1.5  | Elect Director J. Michael Cook                                 | For     | For       | Management  |
| 1.6  | Elect Director Gerald L. Hassell                               | For     | For       | Management  |
| 1.7  | Elect Director Jeffrey A. Honickman                            | For     | For       | Management  |
| 1.8  | Elect Director Eduardo G. Mestre                               | For     | For       | Management  |
| 1.9  | Elect Director Brian L. Roberts                                | For     | For       | Management  |
| 1.10 | Elect Director Ralph J. Roberts                                | For     | For       | Management  |
| 1.11 | Elect Director Johnathan A. Rodgers                            | For     | For       | Management  |
| 1.12 | Elect Director Judith Rodin                                    | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Report on Lobbying Payments and Policy                         | Against | For       | Shareholder |
| 5    | Pro-rata Vesting of Equity Plans                               | Against | For       | Shareholder |

### CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101  
 Meeting Date: MAY 23, 2014 Meeting Type: Annual  
 Record Date: MAR 27, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director David L. Boren                                  | For     | For       | Management |
| 1.2 | Elect Director William B. Berry                                | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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|   |                 |     |     |            |
|---|-----------------|-----|-----|------------|
| 3 | Ratify Auditors | For | For | Management |
|---|-----------------|-----|-----|------------|

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CUMMINS INC.

Ticker: CMI Security ID: 231021106  
 Meeting Date: MAY 13, 2014 Meeting Type: Annual  
 Record Date: MAR 11, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director N. Thomas Linebarger                            | For     | For       | Management  |
| 2  | Elect Director William I. Miller                               | For     | For       | Management  |
| 3  | Elect Director Alexis M. Herman                                | For     | For       | Management  |
| 4  | Elect Director Georgia R. Nelson                               | For     | For       | Management  |
| 5  | Elect Director Robert K. Herdman                               | For     | For       | Management  |
| 6  | Elect Director Robert J. Bernhard                              | For     | For       | Management  |
| 7  | Elect Director Franklin R. Chang Diaz                          | For     | For       | Management  |
| 8  | Elect Director Stephen B. Dobbs                                | For     | For       | Management  |
| 9  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 10 | Ratify Auditors  | For     | For       | Management  |
| 11 | Provide For Confidential Running Vote Tallies                  | Against | For       | Shareholder |

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DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105  
 Meeting Date: SEP 18, 2013 Meeting Type: Annual  
 Record Date: JUL 22, 2013

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Michael W. Barnes                               | For     | For       | Management  |
| 1.2  | Elect Director Leonard L. Berry                                | For     | For       | Management  |
| 1.3  | Elect Director Christopher J. (CJ) Fraleigh                    | For     | For       | Management  |
| 1.4  | Elect Director Victoria D. Harker                              | For     | For       | Management  |
| 1.5  | Elect Director David H. Hughes                                 | For     | For       | Management  |
| 1.6  | Elect Director Charles A. Ledsinger, Jr.                       | For     | For       | Management  |
| 1.7  | Elect Director William M. Lewis, Jr.                           | For     | For       | Management  |
| 1.8  | Elect Director Connie Mack, III                                | For     | For       | Management  |
| 1.9  | Elect Director Andrew H. (Drew) Madsen                         | For     | For       | Management  |
| 1.10 | Elect Director Clarence Otis, Jr.                              | For     | For       | Management  |
| 1.11 | Elect Director Michael D. Rose                                 | For     | For       | Management  |
| 1.12 | Elect Director Maria A. Sastre                                 | For     | For       | Management  |
| 1.13 | Elect Director William S. Simon                                | For     | For       | Management  |
| 2    | Amend Omnibus Stock Plan                                       | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Ratify Auditors  | For     | For       | Management  |
| 5    | Require a Majority Vote for the Election of Directors          | Against | For       | Shareholder |
| 6    | Adopt Proxy Access Right                                       | Against | For       | Shareholder |
| 7    | Report on Political Contributions                              | Against | For       | Shareholder |
| 8    | Report on Lobbying Payments and Policy                         | Against | For       | Shareholder |
| 9    | Prepare Employment Diversity Report                            | Against | For       | Shareholder |

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DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105  
Meeting Date: APR 30, 2014 Meeting Type: Proxy Contest  
Record Date: MAR 20, 2014

| # | Proposal                                  | Mgt Rec  | Vote Cast    | Sponsor     |
|---|---|----------|--------------|-------------|
|   | Management Proxy (Blue Card)              | None     |              |             |
| 1 | Revoke Consent to Request Special Meeting | For      | Did Not Vote | Shareholder |
| # | Proposal                                  | Diss Rec | Vote Cast    | Sponsor     |
|   | Dissident Proxy (White Card)              | None     |              |             |
| 1 | Consent to Request Special Meeting        | For      | For          | Shareholder |

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DEERE & COMPANY

Ticker: DE Security ID: 244199105  
Meeting Date: FEB 26, 2014 Meeting Type: Annual  
Record Date: DEC 31, 2013

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Samuel R. Allen                                 | For     | For       | Management |
| 1b | Elect Director Crandall C. Bowles                              | For     | For       | Management |
| 1c | Elect Director Vance D. Coffman                                | For     | For       | Management |
| 1d | Elect Director Charles O. Holliday, Jr.                        | For     | For       | Management |
| 1e | Elect Director Dipak C. Jain                                   | For     | For       | Management |
| 1f | Elect Director Clayton M. Jones                                | For     | For       | Management |
| 1g | Elect Director Joachim Milberg                                 | For     | For       | Management |
| 1h | Elect Director Richard B. Myers                                | For     | For       | Management |
| 1i | Elect Director Gregory R. Page                                 | For     | For       | Management |
| 1j | Elect Director Thomas H. Patrick                               | For     | For       | Management |
| 1k | Elect Director Sherry M. Smith                                 | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3  | Ratify Auditors  | For     | For       | Management |

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DOVER CORPORATION

Ticker: DOV Security ID: 260003108  
Meeting Date: MAY 01, 2014 Meeting Type: Annual  
Record Date: MAR 10, 2014

| #  | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director Robert W. Cremin     | For     | For       | Management |
| 1b | Elect Director Jean-Pierre M. Ergas | For     | For       | Management |
| 1c | Elect Director Peter T. Francis     | For     | For       | Management |
| 1d | Elect Director Kristiane C. Graham  | For     | For       | Management |
| 1e | Elect Director Michael F. Johnston  | For     | For       | Management |
| 1f | Elect Director Robert A. Livingston | For     | For       | Management |
| 1g | Elect Director Richard K. Lochridge | For     | For       | Management |
| 1h | Elect Director Bernard G. Rethore   | For     | For       | Management |
| 1i | Elect Director Michael B. Stubbs    | For     | For       | Management |
| 1j | Elect Director Stephen M. Todd      | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 1k | Elect Director Stephen K. Wagner                               | For | For | Management |
| 1l | Elect Director Mary A. Winston                                 | For | For | Management |
| 2  | Ratify Auditors  | For | For | Management |
| 3  | Amend Executive Incentive Bonus Plan                           | For | For | Management |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5  | Eliminate Supermajority Vote Requirement                       | For | For | Management |
| 6  | Eliminate Supermajority Vote Requirement                       | For | For | Management |
| 7  | Eliminate Supermajority Vote Requirement                       | For | For | Management |
| 8  | Provide Right to Call Special Meeting                          | For | For | Management |

### E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 23, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Lamberto Andreotti                              | For     | For       | Management  |
| 1b | Elect Director Richard H. Brown                                | For     | For       | Management  |
| 1c | Elect Director Robert A. Brown                                 | For     | For       | Management  |
| 1d | Elect Director Bertrand P. Collomb                             | For     | For       | Management  |
| 1e | Elect Director Curtis J. Crawford                              | For     | For       | Management  |
| 1f | Elect Director Alexander M. Cutler                             | For     | For       | Management  |
| 1g | Elect Director Eleuthere I. du Pont                            | For     | For       | Management  |
| 1h | Elect Director Marillyn A. Hewson                              | For     | For       | Management  |
| 1i | Elect Director Lois D. Juliber                                 | For     | For       | Management  |
| 1j | Elect Director Ellen J. Kullman                                | For     | For       | Management  |
| 1k | Elect Director Lee M. Thomas                                   | For     | For       | Management  |
| 1l | Elect Director Patrick J. Ward                                 | For     | For       | Management  |
| 2  | Ratify Auditors  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4  | Prohibit Political Contributions                               | Against | Against   | Shareholder |
| 5  | Report on Herbicide Use on GMO Crops                           | Against | Against   | Shareholder |
| 6  | Establish Committee on Plant Closures                          | Against | Against   | Shareholder |
| 7  | Pro-rata Vesting of Equity Awards                              | Against | For       | Shareholder |

### ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108  
 Meeting Date: MAY 05, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Michael L. Eskew                                | For     | For       | Management |
| 1b | Elect Director Karen N. Horn                                   | For     | For       | Management |
| 1c | Elect Director William G. Kaelin, Jr.                          | For     | For       | Management |
| 1d | Elect Director John C. Lechleiter                              | For     | For       | Management |
| 1e | Elect Director Marschall S. Runge                              | For     | For       | Management |
| 2  | Ratify Auditors  | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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EMC CORPORATION

Ticker: EMC Security ID: 268648102  
 Meeting Date: APR 30, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Michael W. Brown                                      | For     | For       | Management  |
| 1b | Elect Director Randolph L. Cowen                                     | For     | For       | Management  |
| 1c | Elect Director Gail Deegan   | For     | For       | Management  |
| 1d | Elect Director James S. DiStasio                                     | For     | For       | Management  |
| 1e | Elect Director John R. Egan  | For     | For       | Management  |
| 1f | Elect Director William D. Green                                      | For     | For       | Management  |
| 1g | Elect Director Edmund F. Kelly                                       | For     | For       | Management  |
| 1h | Elect Director Jami Miscik   | For     | For       | Management  |
| 1i | Elect Director Paul Sagan  | For     | For       | Management  |
| 1j | Elect Director David N. Strohm                                       | For     | For       | Management  |
| 1k | Elect Director Joseph M. Tucci                                       | For     | For       | Management  |
| 2  | Ratify Auditors  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation       | For     | For       | Management  |
| 4  | Require Independent Board Chairman                                   | Against | For       | Shareholder |
| 5  | Screen Political Contributions for Consistency with Corporate Values | Against | Against   | Shareholder |

EXPRESS, INC.

Ticker: EXPR Security ID: 30219E103  
 Meeting Date: JUN 12, 2014 Meeting Type: Annual  
 Record Date: APR 14, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Michael G. Archbold                             | For     | For       | Management |
| 1.2 | Elect Director Peter S. Swinburn                               | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors  | For     | For       | Management |

FIFTH THIRD BANCORP

Ticker: FITB Security ID: 316773100  
 Meeting Date: APR 15, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

| #   | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Nicholas K. Akins         | For     | For       | Management |
| 1.2 | Elect Director B. Evan Bayh, III         | For     | For       | Management |
| 1.3 | Elect Director Ulysses L. Bridgeman, Jr. | For     | For       | Management |
| 1.4 | Elect Director Emerson L. Brumback       | For     | For       | Management |
| 1.5 | Elect Director James P. Hackett          | For     | For       | Management |
| 1.6 | Elect Director Gary R. Heminger          | For     | For       | Management |

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|      |   |          |          |            |
|------|---|----------|----------|------------|
| 1.7  | Elect Director Jewell D. Hoover                                   | For      | For      | Management |
| 1.8  | Elect Director Kevin T. Kabat                                     | For      | For      | Management |
| 1.9  | Elect Director Mitchel D. Livingston,<br>Ph.D.                    | For      | For      | Management |
| 1.10 | Elect Director Michael B. McCallister                             | For      | For      | Management |
| 1.11 | Elect Director Hendrik G. Meijer                                  | For      | For      | Management |
| 1.12 | Elect Director Marsha C. Williams                                 | 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 |
| 5    | Advisory Vote on Say on Pay Frequency                             | One Year | One Year | Management |

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### FORD MOTOR COMPANY

Ticker: F Security ID: 345370860  
 Meeting Date: MAY 08, 2014 Meeting Type: Annual  
 Record Date: MAR 12, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Stephen G. Butler  | For     | For       | Management  |
| 1.2  | Elect Director Kimberly A. Casiano  | For     | For       | Management  |
| 1.3  | Elect Director Anthony F. Earley, Jr.                                     | For     | For       | Management  |
| 1.4  | Elect Director Edsel B. Ford, II  | For     | For       | Management  |
| 1.5  | Elect Director William Clay Ford, Jr.                                     | For     | For       | Management  |
| 1.6  | Elect Director Richard A. Gephardt  | For     | For       | Management  |
| 1.7  | Elect Director James P. Hackett   | For     | For       | Management  |
| 1.8  | Elect Director James H. Hance, Jr.  | For     | For       | Management  |
| 1.9  | Elect Director William W. Helman, IV                                      | For     | For       | Management  |
| 1.10 | Elect Director Jon M. Huntsman, Jr.                                       | For     | For       | Management  |
| 1.11 | Elect Director John C. Lechleiter   | For     | For       | Management  |
| 1.12 | Elect Director Ellen R. Marram  | For     | For       | Management  |
| 1.13 | Elect Director Alan Mulally   | For     | For       | Management  |
| 1.14 | Elect Director Homer A. Neal  | For     | For       | Management  |
| 1.15 | Elect Director Gerald L. Shaheen  | For     | For       | Management  |
| 1.16 | Elect Director John L. Thornton   | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation         | For     | Against   | Management  |
| 4    | Approve Non-Employee Director Omnibus<br>Stock Plan                       | For     | For       | Management  |
| 5    | Approve Recapitalization Plan for all<br>Stock to Have One-vote per Share | Against | For       | Shareholder |
| 6    | Amend Articles/Bylaws/Charter -- Call<br>Special Meetings                 | Against | For       | Shareholder |

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### FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857  
 Meeting Date: JUL 16, 2013 Meeting Type: Annual  
 Record Date: MAY 24, 2013

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Richard C. Adkerson     | For     | For       | Management |
| 1.2 | Elect Director Robert J. Allison, Jr.  | For     | For       | Management |
| 1.3 | Elect Director Alan R. Buckwalter, III | For     | For       | Management |

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|      |  |         |         |             |
|------|--|---------|---------|-------------|
| 1.4  | Elect Director Robert A. Day                                   | For     | For     | Management  |
| 1.5  | Elect Director James C. Flores                                 | For     | For     | Management  |
| 1.6  | Elect Director Gerald J. Ford                                  | For     | For     | Management  |
| 1.7  | Elect Director Thomas A. Fry, III                              | For     | For     | Management  |
| 1.8  | Elect Director H. Devon Graham, Jr.                            | For     | For     | Management  |
| 1.9  | Elect Director Charles C. Krulak                               | For     | For     | Management  |
| 1.10 | Elect Director Bobby Lee Lackey                                | For     | For     | Management  |
| 1.11 | Elect Director Jon C. Madonna                                  | For     | For     | Management  |
| 1.12 | Elect Director Dustan E. McCoy                                 | For     | For     | Management  |
| 1.13 | Elect Director James R. Moffett                                | For     | For     | Management  |
| 1.14 | Elect Director B. M. Rankin, Jr.                               | For     | For     | Management  |
| 1.15 | Elect Director Stephen H. Siegele                              | For     | For     | Management  |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | Against | Management  |
| 3    | Ratify Auditors  | For     | For     | Management  |
| 4    | Request Director Nominee with Environmental Qualifications     | Against | For     | Shareholder |
| 5    | Require Independent Board Chairman                             | Against | For     | Shareholder |
| 6    | Adopt Policy and Report on Board Diversity                     | Against | For     | Shareholder |
| 7    | Amend Bylaws-- Call Special Meetings                           | Against | For     | Shareholder |

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### FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857  
 Meeting Date: JUN 17, 2014 Meeting Type: Annual  
 Record Date: APR 21, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Richard C. Adkerson                             | For     | For       | Management  |
| 1.2  | Elect Director Robert J. Allison, Jr.                          | For     | For       | Management  |
| 1.3  | Elect Director Alan R. Buckwalter, III                         | For     | For       | Management  |
| 1.4  | Elect Director Robert A. Day                                   | For     | For       | Management  |
| 1.5  | Elect Director James C. Flores                                 | For     | For       | Management  |
| 1.6  | Elect Director Gerald J. Ford                                  | For     | For       | Management  |
| 1.7  | Elect Director Thomas A. Fry, III                              | For     | For       | Management  |
| 1.8  | Elect Director H. Devon Graham, Jr.                            | For     | For       | Management  |
| 1.9  | Elect Director Lydia H. Kennard                                | For     | For       | Management  |
| 1.10 | Elect Director Charles C. Krulak                               | For     | For       | Management  |
| 1.11 | Elect Director Bobby Lee Lackey                                | For     | For       | Management  |
| 1.12 | Elect Director Jon C. Madonna                                  | For     | For       | Management  |
| 1.13 | Elect Director Dustan E. McCoy                                 | For     | For       | Management  |
| 1.14 | Elect Director James R. Moffett                                | For     | For       | Management  |
| 1.15 | Elect Director Stephen H. Siegele                              | For     | For       | Management  |
| 1.16 | Elect Director Frances Fragos Townsend                         | For     | For       | Management  |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | Against   | Management  |
| 3    | Ratify Auditors  | For     | For       | Management  |
| 4    | Approve Executive Incentive Bonus Plan                         | For     | For       | Management  |
| 5    | Require Director Nominee with Environmental Experience         | Against | Against   | Shareholder |

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### GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 23, 2014 Meeting Type: Annual

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Record Date: FEB 24, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director W. Geoffrey Beattie                             | For     | For       | Management  |
| 2  | Elect Director John J. Brennan                                 | For     | For       | Management  |
| 3  | Elect Director James I. Cash, Jr.                              | For     | For       | Management  |
| 4  | Elect Director Francisco D'Souza                               | For     | For       | Management  |
| 5  | Elect Director Marijn E. Dekkers                               | For     | For       | Management  |
| 6  | Elect Director Ann M. Fudge                                    | For     | For       | Management  |
| 7  | Elect Director Susan J. Hockfield                              | For     | For       | Management  |
| 8  | Elect Director Jeffrey R. Immelt                               | For     | For       | Management  |
| 9  | Elect Director Andrea Jung                                     | For     | For       | Management  |
| 10 | Elect Director Robert W. Lane                                  | For     | For       | Management  |
| 11 | Elect Director Rochelle B. Lazarus                             | For     | For       | Management  |
| 12 | Elect Director James J. Mulva                                  | For     | For       | Management  |
| 13 | Elect Director James E. Rohr                                   | For     | For       | Management  |
| 14 | Elect Director Mary L. Schapiro                                | For     | For       | Management  |
| 15 | Elect Director Robert J. Swieringa                             | For     | For       | Management  |
| 16 | Elect Director James S. Tisch                                  | For     | For       | Management  |
| 17 | Elect Director Douglas A. Warner, III                          | For     | For       | Management  |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 19 | Ratify Auditors  | For     | For       | Management  |
| 20 | Provide for Cumulative Voting                                  | Against | For       | Shareholder |
| 21 | Stock Retention/Holding Period                                 | Against | Against   | Shareholder |
| 22 | Require More Director Nominations Than Open Seats              | Against | Against   | Shareholder |
| 23 | Provide Right to Act by Written Consent                        | Against | Against   | Shareholder |
| 24 | Cessation of All Stock Options and Bonuses                     | Against | Against   | Shareholder |
| 25 | Seek Sale of Company   | Against | Against   | Shareholder |

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### GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103  
 Meeting Date: MAY 07, 2014 Meeting Type: Annual  
 Record Date: MAR 12, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director John F. Cogan   | For     | For       | Management  |
| 1b | Elect Director Etienne F. Davignon   | For     | For       | Management  |
| 1c | Elect Director Carla A. Hills  | For     | For       | Management  |
| 1d | Elect Director Kevin E. Lofton   | For     | For       | Management  |
| 1e | Elect Director John W. Madigan   | For     | For       | Management  |
| 1f | Elect Director John C. Martin  | For     | For       | Management  |
| 1g | Elect Director Nicholas G. Moore   | For     | For       | Management  |
| 1h | Elect Director Richard J. Whitley  | For     | For       | Management  |
| 1i | Elect Director Gayle E. Wilson   | For     | For       | Management  |
| 1j | Elect Director Per Wold-Olsen  | For     | For       | Management  |
| 2  | Ratify Auditors  | For     | For       | Management  |
| 3  | Approve Amendment to Certificate of Incorporation to Adopt Delaware as the Exclusive Forum for Certain Legal Actions | For     | Against   | Management  |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation   | For     | For       | Management  |
| 5  | Require Independent Board Chairman   | Against | Against   | Shareholder |
| 6  | Provide Right to Act by Written Consent  | Against | For       | Shareholder |
| 7  | Link CEO Compensation to Patient   | Against | Against   | Shareholder |



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Access to the Company's Medicine

### GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105  
 Meeting Date: MAY 07, 2014 Meeting Type: Annual  
 Record Date: MAR 17, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports   | For     | For       | Management |
| 2  | Approve Remuneration Report   | For     | For       | Management |
| 3  | Approve Remuneration Policy   | For     | For       | Management |
| 4  | Re-elect Sir Christopher Gent as Director   | For     | For       | Management |
| 5  | Re-elect Sir Andrew Witty as Director   | For     | For       | Management |
| 6  | Re-elect Sir Roy Anderson as Director   | For     | For       | Management |
| 7  | Re-elect Dr Stephanie Burns as Director   | For     | For       | Management |
| 8  | Re-elect Stacey Cartwright as Director  | For     | For       | Management |
| 9  | Re-elect Simon Dingemans as Director  | For     | For       | Management |
| 10 | Re-elect Lynn Elsenhans 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 |
| 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 Jing Ulrich as Director  | For     | For       | Management |
| 17 | Re-elect Hans Wijers as Director  | For     | For       | Management |
| 18 | Reappoint PricewaterhouseCoopers LLP as Auditors  | For     | For       | Management |
| 19 | Authorise the Audit & Risk Committee to Fix Remuneration of Auditors  | For     | For       | Management |
| 20 | Authorise EU Political Donations and Expenditure  | For     | For       | Management |
| 21 | Authorise Issue of Equity with Pre-emptive Rights   | For     | For       | Management |
| 22 | Authorise Issue of Equity without Pre-emptive Rights  | For     | For       | Management |
| 23 | Authorise Market Purchase of Ordinary Shares  | For     | For       | Management |
| 24 | Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports | For     | For       | Management |
| 25 | Authorise the Company to Call EGM with Two Weeks' Notice  | For     | For       | Management |

### GOOGLE INC.

Ticker: GOOG Security ID: 38259P508  
 Meeting Date: MAY 14, 2014 Meeting Type: Annual  
 Record Date: MAR 17, 2014

| #   | Proposal                   | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------|---------|-----------|------------|
| 1.1 | Elect Director Larry Page  | For     | For       | Management |
| 1.2 | Elect Director Sergey Brin | For     | Withhold  | Management |

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|      |  |         |         |             |
|------|--|---------|---------|-------------|
| 1.3  | Elect Director Eric E. Schmidt   | For     | For     | Management  |
| 1.4  | Elect Director L. John Doerr   | For     | For     | Management  |
| 1.5  | Elect Director Diane B. Greene   | For     | For     | Management  |
| 1.6  | Elect Director John L. Hennessy  | For     | For     | Management  |
| 1.7  | Elect Director Ann Mather  | For     | For     | Management  |
| 1.8  | Elect Director Paul S. Otellini  | For     | For     | Management  |
| 1.9  | Elect Director K. Ram Shriram  | For     | For     | Management  |
| 1.10 | Elect Director Shirley M. Tilghman                                     | For     | For     | Management  |
| 2    | Ratify Auditors  | For     | For     | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation         | For     | For     | Management  |
| 4    | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For     | Shareholder |
| 5    | Report on Lobbying Payments and Policy                                 | Against | For     | Shareholder |
| 6    | Require a Majority Vote for the Election of Directors                  | Against | For     | Shareholder |
| 7    | Adopt Policy and Report on Impact of Tax Strategy                      | Against | Against | Shareholder |
| 8    | Require Independent Board Chairman                                     | Against | For     | Shareholder |

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### HASBRO, INC.

Ticker: HAS Security ID: 418056107  
 Meeting Date: MAY 22, 2014 Meeting Type: Annual  
 Record Date: MAR 26, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director Basil L. Anderson                               | For     | For       | Management |
| 1.2  | Elect Director Alan R. Batkin                                  | For     | For       | Management |
| 1.3  | Elect Director Frank J. Biondi, Jr.                            | For     | For       | Management |
| 1.4  | Elect Director Kenneth A. Bronfin                              | For     | For       | Management |
| 1.5  | Elect Director John M. Connors, Jr.                            | For     | For       | Management |
| 1.6  | Elect Director Michael W.O. Garrett                            | For     | For       | Management |
| 1.7  | Elect Director Lisa Gersh                                      | For     | For       | Management |
| 1.8  | Elect Director Brian D. Goldner                                | For     | For       | Management |
| 1.9  | Elect Director Jack M. Greenberg                               | For     | For       | Management |
| 1.10 | Elect Director Alan G. Hassenfeld                              | For     | For       | Management |
| 1.11 | Elect Director Tracy A. Leinbach                               | For     | For       | Management |
| 1.12 | Elect Director Edward M. Philip                                | For     | For       | Management |
| 1.13 | Elect Director Richard S. Stoddart                             | For     | For       | Management |
| 1.14 | Elect Director Alfred J. Verrecchia                            | For     | For       | Management |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | Against   | Management |
| 3    | Approve Executive Incentive Bonus Plan                         | For     | For       | Management |
| 4    | Ratify Auditors  | For     | For       | Management |

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### HELMERICH & PAYNE, INC.

Ticker: HP Security ID: 423452101  
 Meeting Date: MAR 05, 2014 Meeting Type: Annual  
 Record Date: JAN 10, 2014

| #  | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|----|--------------------------------|---------|-----------|------------|
| 1a | Elect Director Hans Helmerich  | For     | For       | Management |
| 1b | Elect Director John W. Lindsay | For     | For       | Management |
| 1c | Elect Director Paula Marshall  | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 1d | Elect Director Randy A. Foutch                                 | For | For | Management |
| 1e | Elect Director John D. Zeglis                                  | For | For | Management |
| 1f | Elect Director William L. Armstrong                            | For | For | Management |
| 1g | Elect Director Thomas A. Petrie                                | For | For | Management |
| 2  | Ratify Auditors  | For | For | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

### INTEL CORPORATION

Ticker: INTC Security ID: 458140100  
 Meeting Date: MAY 22, 2014 Meeting Type: Annual  
 Record Date: MAR 24, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Charlene Barshefsky                             | For     | For       | Management |
| 1b | Elect Director Andy D. Bryant                                  | For     | For       | Management |
| 1c | Elect Director Susan L. Decker                                 | For     | For       | Management |
| 1d | Elect Director John J. Donahoe                                 | For     | For       | Management |
| 1e | Elect Director Reed E. Hundt                                   | For     | For       | Management |
| 1f | Elect Director Brian M. Krzanich                               | For     | For       | Management |
| 1g | Elect Director James D. Plummer                                | For     | For       | Management |
| 1h | Elect Director David S. Pottruck                               | For     | For       | Management |
| 1i | Elect Director Frank D. Yearly                                 | For     | For       | Management |
| 1j | Elect Director David B. Yoffie                                 | For     | For       | Management |
| 2  | Ratify Auditors  | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

### JABIL CIRCUIT, INC.

Ticker: JBL Security ID: 466313103  
 Meeting Date: JAN 23, 2014 Meeting Type: Annual  
 Record Date: NOV 25, 2013

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Martha F. Brooks                                | For     | For       | Management |
| 1.2 | Elect Director Mel S. Lavitt                                   | For     | For       | Management |
| 1.3 | Elect Director Timothy L. Main                                 | For     | For       | Management |
| 1.4 | Elect Director Mark T. Mondello                                | For     | For       | Management |
| 1.5 | Elect Director Lawrence J. Murphy                              | For     | For       | Management |
| 1.6 | Elect Director Frank A. Newman                                 | For     | For       | Management |
| 1.7 | Elect Director Steven A. Raymund                               | For     | For       | Management |
| 1.8 | Elect Director Thomas A. Sansone                               | For     | For       | Management |
| 1.9 | Elect Director David M. Stout                                  | For     | For       | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 4   | Other Business   | For     | Against   | Management |

### JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100

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Meeting Date: MAY 20, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Linda B. Bammann                                | For     | For       | Management  |
| 1b | Elect Director James A. Bell                                   | For     | For       | Management  |
| 1c | Elect Director Crandall C. Bowles                              | For     | For       | Management  |
| 1d | Elect Director Stephen B. Burke                                | For     | For       | Management  |
| 1e | Elect Director James S. Crown                                  | For     | For       | Management  |
| 1f | Elect Director James Dimon                                     | For     | For       | Management  |
| 1g | Elect Director Timothy P. Flynn                                | For     | For       | Management  |
| 1h | Elect Director Laban P. Jackson, Jr.                           | For     | For       | Management  |
| 1i | Elect Director Michael A. Neal                                 | For     | For       | Management  |
| 1j | Elect Director Lee R. Raymond                                  | For     | For       | Management  |
| 1k | Elect Director William C. Weldon                               | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3  | Ratify Auditors  | For     | For       | Management  |
| 4  | Report on Lobbying Payments and Policy                         | Against | Against   | Shareholder |
| 5  | Amend Articles/Bylaws/Charter -- Call Special Meetings         | Against | For       | Shareholder |
| 6  | Provide for Cumulative Voting                                  | Against | For       | Shareholder |

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### KNOWLES CORPORATION

Ticker: KN Security ID: 49926D109

Meeting Date: MAY 13, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Jeffrey S. Niew                                 | For      | For       | Management |
| 1.2 | Elect Director Keith L. Barnes                                 | For      | For       | Management |
| 1.3 | Elect Director Richard K. Lochridge                            | For      | For       | Management |
| 2   | Ratify Auditors  | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

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### LEAR CORPORATION

Ticker: LEA Security ID: 521865204

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 20, 2014

| #  | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Richard H. Bott        | For     | For       | Management |
| 1b | Elect Director Thomas P. Capo         | For     | For       | Management |
| 1c | Elect Director Jonathan F. Foster     | For     | For       | Management |
| 1d | Elect Director Kathleen A. Ligocki    | For     | For       | Management |
| 1e | Elect Director Conrad L. Mallett, Jr. | For     | For       | Management |
| 1f | Elect Director Donald L. Runkle       | For     | For       | Management |
| 1g | Elect Director Matthew J. Simoncini   | For     | For       | Management |
| 1h | Elect Director Gregory C. Smith       | For     | For       | Management |
| 1i | Elect Director Henry D. G. Wallace    | For     | For       | Management |
| 2  | Ratify Auditors                       | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named         | For     | For       | Management |

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|   |                                      |     |     |            |
|---|--------------------------------------|-----|-----|------------|
|   | Executive Officers' Compensation     |     |     |            |
| 4 | Amend Omnibus Stock Plan             | For | For | Management |
| 5 | Amend Executive Incentive Bonus Plan | For | For | Management |

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### LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109  
 Meeting Date: MAY 22, 2014 Meeting Type: Annual  
 Record Date: MAR 17, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Dennis R. Glass                                 | For     | For       | Management |
| 1.2 | Elect Director Gary C. Kelly                                   | For     | For       | Management |
| 1.3 | Elect Director Michael F. Mee                                  | For     | For       | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 4   | Approve Omnibus Stock Plan                                     | For     | For       | Management |

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### LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109  
 Meeting Date: APR 24, 2014 Meeting Type: Annual  
 Record Date: FEB 21, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Daniel F. Akerson                               | For     | For       | Management  |
| 1.2  | Elect Director Nolan D. Archibald                              | For     | For       | Management  |
| 1.3  | Elect Director Rosalind G. Brewer                              | For     | For       | Management  |
| 1.4  | Elect Director David B. Burritt                                | For     | For       | Management  |
| 1.5  | Elect Director James O. Ellis, Jr.                             | For     | For       | Management  |
| 1.6  | Elect Director Thomas J. Falk                                  | For     | For       | Management  |
| 1.7  | Elect Director Marillyn A. Hewson                              | For     | For       | Management  |
| 1.8  | Elect Director Gwendolyn S. King                               | For     | For       | Management  |
| 1.9  | Elect Director James M. Loy                                    | For     | For       | Management  |
| 1.10 | Elect Director Douglas H. McCorkindale                         | For     | For       | Management  |
| 1.11 | Elect Director Joseph W. Ralston                               | For     | For       | Management  |
| 1.12 | Elect Director Anne Stevens                                    | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Amend Omnibus Stock Plan                                       | For     | For       | Management  |
| 5    | Provide Right to Act by Written Consent                        | Against | For       | Shareholder |
| 6    | Stock Retention/Holding Period                                 | Against | For       | Shareholder |
| 7    | Claw-back of Payments under Restatements                       | Against | Against   | Shareholder |

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### MACY'S, INC.

Ticker: M Security ID: 55616P104  
 Meeting Date: MAY 16, 2014 Meeting Type: Annual  
 Record Date: MAR 21, 2014

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| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Stephen F. Bollenbach                           | For     | For       | Management |
| 1b | Elect Director Deirdre P. Connelly                             | For     | For       | Management |
| 1c | Elect Director Meyer Feldberg                                  | For     | For       | Management |
| 1d | Elect Director Sara Levinson                                   | For     | For       | Management |
| 1e | Elect Director Terry J. Lundgren                               | For     | For       | Management |
| 1f | Elect Director Joseph Neubauer                                 | For     | For       | Management |
| 1g | Elect Director Joyce M. Roche                                  | For     | For       | Management |
| 1h | Elect Director Paul C. Varga                                   | For     | For       | Management |
| 1i | Elect Director Craig E. Weatherup                              | For     | For       | Management |
| 1j | Elect Director Marna C. Whittington                            | For     | For       | Management |
| 2  | Ratify Auditors  | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 4  | Amend Omnibus Stock Plan                                       | For     | For       | Management |

### MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104  
 Meeting Date: JUN 03, 2014 Meeting Type: Annual  
 Record Date: APR 09, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Richard Haythornthwaite                         | For     | For       | Management |
| 1b | Elect Director Ajay Banga                                      | For     | For       | Management |
| 1c | Elect Director Silvio Barzi                                    | For     | For       | Management |
| 1d | Elect Director David R. Carlucci                               | For     | For       | Management |
| 1e | Elect Director Steven J. Freiberg                              | For     | For       | Management |
| 1f | Elect Director Julius Genachowski                              | For     | For       | Management |
| 1g | Elect Director Merit E. Janow                                  | For     | For       | Management |
| 1h | Elect Director Nancy J. Karch                                  | For     | For       | Management |
| 1i | Elect Director Marc Olivie                                     | For     | For       | Management |
| 1j | Elect Director Rima Qureshi                                    | For     | For       | Management |
| 1k | Elect Director Jose Octavio Reyes Lagunes                      | For     | For       | Management |
| 1l | Elect Director Jackson P. Tai                                  | For     | For       | Management |
| 1m | Elect Director Edward Suning Tian                              | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3  | Ratify Auditors  | For     | For       | Management |

### MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105  
 Meeting Date: MAY 27, 2014 Meeting Type: Annual  
 Record Date: MAR 31, 2014

| #  | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Leslie A. Brun           | For     | For       | Management |
| 1b | Elect Director Thomas R. Cech           | For     | For       | Management |
| 1c | Elect Director Kenneth C. Frazier       | For     | For       | Management |
| 1d | Elect Director Thomas H. Glocer         | For     | For       | Management |
| 1e | Elect Director William B. Harrison, Jr. | For     | For       | Management |
| 1f | Elect Director C. Robert Kidder         | For     | For       | Management |
| 1g | Elect Director Rochelle B. Lazarus      | For     | For       | Management |
| 1h | Elect Director Carlos E. Represas       | For     | For       | Management |

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|    |  |         |     |             |
|----|--|---------|-----|-------------|
| 1i | Elect Director Patricia F. Russo                               | For     | For | Management  |
| 1j | Elect Director Craig B. Thompson                               | For     | For | Management  |
| 1k | Elect Director Wendell P. Weeks                                | For     | For | Management  |
| 1l | Elect Director Peter C. Wendell                                | For     | For | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For | Management  |
| 3  | Ratify Auditors  | For     | For | Management  |
| 4  | Provide Right to Act by Written Consent                        | Against | For | Shareholder |
| 5  | Amend Articles/Bylaws/Charter -- Call Special Meetings         | Against | For | Shareholder |

NETAPP, INC.

Ticker: NTAP Security ID: 64110D104  
 Meeting Date: SEP 13, 2013 Meeting Type: Annual  
 Record Date: JUL 24, 2013

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Daniel J. Warmenhoven  | For     | For       | Management  |
| 1b | Elect Director Nicholas G. Moore  | For     | For       | Management  |
| 1c | Elect Director Thomas Georgens  | For     | For       | Management  |
| 1d | Elect Director Jeffry R. Allen  | For     | For       | Management  |
| 1e | Elect Director Alan L. Earhart  | For     | For       | Management  |
| 1f | Elect Director Gerald Held  | For     | For       | Management  |
| 1g | Elect Director T. Michael Nevens  | For     | For       | Management  |
| 1h | Elect Director George T. Shaheen  | For     | For       | Management  |
| 1i | Elect Director Robert T. Wall   | For     | For       | Management  |
| 1j | Elect Director Richard P. Wallace   | For     | For       | Management  |
| 1k | Elect Director Tor R. Braham  | For     | For       | Management  |
| 1l | Elect Director Kathryn M. Hill  | For     | For       | Management  |
| 2  | Amend Omnibus Stock Plan  | For     | For       | Management  |
| 3  | Amend Qualified Employee Stock Purchase Plan  | For     | For       | Management  |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation  | For     | For       | Management  |
| 5a | Remove Supermajority Voting Standards for Amendments to Article VI of the Company's Certificate of Incorporation        | For     | For       | Management  |
| 5b | Remove Supermajority Voting Standards for Approve Amendments to Article X of the Company's Certificate of Incorporation | For     | For       | Management  |
| 6  | Pro-rata Vesting of Equity Plan   | Against | For       | Shareholder |
| 7  | Ratify Auditors   | For     | For       | Management  |

NOBLE CORPORATION PLC

Ticker: NE Security ID: G65431101  
 Meeting Date: JUN 10, 2014 Meeting Type: Annual  
 Record Date: APR 25, 2014

| # | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Scott D. Josey        | For     | For       | Management |
| 2 | Elect Director Jon A. Marshall       | For     | For       | Management |
| 3 | Elect Director Mary P. Ricciardello  | For     | For       | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
|    | Independent Registered Public<br>Accounting Firm                       |     |     |            |
| 5  | Ratify PricewaterhouseCoopers LLP as<br>Statutory Auditor              | For | For | Management |
| 6  | Authorize Audit Committee to Fix<br>Remuneration of Statutory Auditors | For | For | Management |
| 7  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation      | For | For | Management |
| 8  | Advisory Vote to Ratify Directors'<br>Compensation Report              | For | For | Management |
| 9  | Approve Remuneration Policy  | For | For | Management |
| 10 | Approve Dividends  | For | For | Management |
| 11 | Declassify the Board of Directors                                      | For | For | Management |

### PARKER-HANNIFIN CORPORATION

Ticker: PH Security ID: 701094104  
 Meeting Date: OCT 23, 2013 Meeting Type: Annual  
 Record Date: AUG 30, 2013

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director Robert G. Bohn                                     | For     | For       | Management |
| 1.2  | Elect Director Linda S. Harty                                     | For     | For       | Management |
| 1.3  | Elect Director William E. Kassling                                | For     | For       | Management |
| 1.4  | Elect Director Robert J. Kohlhepp                                 | For     | For       | Management |
| 1.5  | Elect Director Kevin A. Lobo                                      | For     | For       | Management |
| 1.6  | Elect Director Klaus-Peter Muller                                 | For     | Withhold  | Management |
| 1.7  | Elect Director Candy M. Obourn                                    | For     | For       | Management |
| 1.8  | Elect Director Joseph M. Scaminace                                | For     | For       | Management |
| 1.9  | Elect Director Wolfgang R. Schmitt                                | For     | For       | Management |
| 1.10 | Elect Director Ake Svensson                                       | For     | For       | Management |
| 1.11 | Elect Director James L. Wainscott                                 | For     | For       | Management |
| 1.12 | Elect Director Donald E. Washkewicz                               | For     | For       | Management |
| 2    | Ratify Auditors   | For     | For       | Management |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

### PEPSICO, INC.

Ticker: PEP Security ID: 713448108  
 Meeting Date: MAY 07, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

| #  | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Shona L. Brown           | For     | For       | Management |
| 1b | Elect Director George W. Buckley        | For     | For       | Management |
| 1c | Elect Director Ian M. Cook              | For     | For       | Management |
| 1d | Elect Director Dina Dublon              | For     | For       | Management |
| 1e | Elect Director Rona A. Fairhead         | For     | For       | Management |
| 1f | Elect Director Ray L. Hunt              | For     | For       | Management |
| 1g | Elect Director Alberto Ibarquen         | For     | For       | Management |
| 1h | Elect Director Indra K. Nooyi           | For     | For       | Management |
| 1i | Elect Director Sharon Percy Rockefeller | For     | For       | Management |
| 1j | Elect Director James J. Schiro          | For     | For       | Management |
| 1k | Elect Director Lloyd G. Trotter         | For     | For       | Management |
| 1l | Elect Director Daniel Vasella           | For     | For       | Management |



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|    |  |         |         |             |
|----|--|---------|---------|-------------|
| 1m | Elect Director Alberto Weisser                                     | For     | For     | Management  |
| 2  | Ratify Auditors  | For     | For     | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation     | For     | For     | Management  |
| 4  | Amend Executive Incentive Bonus Plan                               | For     | For     | Management  |
| 5  | Require Shareholder Vote to Approve Political Contributions Policy | Against | Against | Shareholder |
| 6  | Stock Retention/Holding Period                                     | Against | For     | Shareholder |

### QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 04, 2014 Meeting Type: Annual  
 Record Date: JAN 06, 2014

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1a | Elect Director Barbara T. Alexander                            | For      | For       | Management |
| 1b | Elect Director Donald G. Cruickshank                           | For      | For       | Management |
| 1c | Elect Director Raymond V. Dittamore                            | For      | For       | Management |
| 1d | Elect Director Susan Hockfield                                 | For      | For       | Management |
| 1e | Elect Director Thomas W. Horton                                | For      | For       | Management |
| 1f | Elect Director Paul E. Jacobs                                  | For      | For       | Management |
| 1g | Elect Director Sherry Lansing                                  | For      | For       | Management |
| 1h | Elect Director Steven M. Mollenkopf                            | For      | For       | Management |
| 1i | Elect Director Duane A. Nelles                                 | For      | For       | Management |
| 1j | Elect Director Clark T. 'Sandy' Randt, Jr.                     | For      | For       | Management |
| 1k | Elect Director Francisco Ros                                   | For      | For       | Management |
| 1l | Elect Director Jonathan J. Rubinstein                          | For      | For       | Management |
| 1m | Elect Director Brent Scowcroft                                 | For      | For       | Management |
| 1n | Elect Director Marc I. Stern                                   | For      | For       | Management |
| 2  | Ratify Auditors  | For      | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

### ROYAL BANK OF CANADA

Ticker: RY Security ID: 780087102  
 Meeting Date: FEB 26, 2014 Meeting Type: Annual  
 Record Date: JAN 03, 2014

| #    | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director W. Geoffrey Beattie      | For     | For       | Management |
| 1.2  | Elect Director David F. Denison         | For     | For       | Management |
| 1.3  | Elect Director Richard L. George        | For     | For       | Management |
| 1.4  | Elect Director Timothy J. Hearn         | For     | For       | Management |
| 1.5  | Elect Director Alice D. Laberge         | For     | For       | Management |
| 1.6  | Elect Director Michael H. McCain        | For     | For       | Management |
| 1.7  | Elect Director Heather Munroe-Blum      | For     | For       | Management |
| 1.8  | Elect Director Gordon M. Nixon          | For     | For       | Management |
| 1.9  | Elect Director J. Pedro Reinhard        | For     | For       | Management |
| 1.10 | Elect Director Thomas A. Renyi          | For     | For       | Management |
| 1.11 | Elect Director Edward Sonshine          | For     | For       | Management |
| 1.12 | Elect Director Kathleen P. Taylor       | For     | For       | Management |
| 1.13 | Elect Director Bridget A. van Kralingen | For     | For       | Management |

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|      |   |         |         |             |
|------|---|---------|---------|-------------|
| 1.14 | Elect Director Victor L. Young  | For     | For     | Management  |
| 2    | Ratify Deloitte LLP as Auditors   | For     | For     | Management  |
| 3    | Advisory Vote on Executive Compensation Approach  | For     | For     | Management  |
| 4    | SP 1: Phase Out Stock Options as a Form of Compensation   | Against | Against | Shareholder |
| 5    | Sp 2: Disclose Conformation to the OECD's Guidelines  | Against | Against | Shareholder |
| 6    | SP 3: Auditor Rotation  | Against | Against | Shareholder |
| 7    | SP 4: Provide Response on Say-on-Pay Vote Results   | Against | Against | Shareholder |
| 8    | SP 5: Require Feedback Following a High Percentage of Votes Withheld for Nomination of a Director | Against | Against | Shareholder |

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### SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108  
 Meeting Date: APR 09, 2014 Meeting Type: Annual  
 Record Date: FEB 19, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Peter L.S. Currie                               | For     | For       | Management |
| 1b | Elect Director Tony Isaac                                      | For     | For       | Management |
| 1c | Elect Director K. Vaman Kamath                                 | For     | For       | Management |
| 1d | Elect Director Maureen Kempston Darkes                         | For     | For       | Management |
| 1e | Elect Director Paal Kibsgaard                                  | For     | For       | Management |
| 1f | Elect Director Nikolay Kudryavtsev                             | For     | For       | Management |
| 1g | Elect Director Michael E. Marks                                | For     | For       | Management |
| 1h | Elect Director Lubna S. Olayan                                 | For     | For       | Management |
| 1i | Elect Director Leo Rafael Reif                                 | For     | For       | Management |
| 1j | Elect Director Tore I. Sandvold                                | For     | For       | Management |
| 1k | Elect Director Henri Seydoux                                   | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3  | Adopt and Approve Financials and Dividends                     | For     | For       | Management |
| 4  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For     | For       | Management |

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### T. ROWE PRICE GROUP, INC.

Ticker: TROW Security ID: 74144T108  
 Meeting Date: APR 24, 2014 Meeting Type: Annual  
 Record Date: FEB 21, 2014

| #  | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Mark S. Bartlett          | For     | For       | Management |
| 1b | Elect Director Edward C. Bernard         | For     | For       | Management |
| 1c | Elect Director Mary K. Bush              | For     | For       | Management |
| 1d | Elect Director Donald B. Hebb, Jr.       | For     | For       | Management |
| 1e | Elect Director Freeman A. Hrabowski, III | For     | For       | Management |
| 1f | Elect Director James A.C. Kennedy        | For     | For       | Management |
| 1g | Elect Director Robert F. MacLellan       | For     | For       | Management |
| 1h | Elect Director Brian C. Rogers           | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 1i | Elect Director Olympia J. Snowe                                | For | For | Management |
| 1j | Elect Director Alfred Sommer                                   | For | For | Management |
| 1k | Elect Director Dwight S. Taylor                                | For | For | Management |
| 1l | Elect Director Anne Marie Whittemore                           | For | For | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3  | Ratify Auditors  | For | For | Management |

### TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101  
 Meeting Date: MAY 30, 2014 Meeting Type: Annual  
 Record Date: MAR 21, 2014

| #   | Proposal                                    | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Harris J. Ashton             | For     | For       | Management |
| 1.2 | Elect Director Frank J. Crothers            | For     | For       | Management |
| 1.3 | Elect Director J. Michael Luttig            | For     | For       | Management |
| 1.4 | Elect Director Constantine D. Tseretopoulos | For     | For       | Management |
| 2   | Ratify Auditors                             | For     | For       | Management |

### TEXAS INSTRUMENTS INCORPORATED

Ticker: TXN Security ID: 882508104  
 Meeting Date: APR 17, 2014 Meeting Type: Annual  
 Record Date: FEB 18, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Ralph W. Babb, Jr.                              | For     | For       | Management |
| 1b | Elect Director Mark A. Blinn                                   | For     | For       | Management |
| 1c | Elect Director Daniel A. Carp                                  | For     | For       | Management |
| 1d | Elect Director Carrie S. Cox                                   | For     | For       | Management |
| 1e | Elect Director Ronald Kirk                                     | For     | For       | Management |
| 1f | Elect Director Pamela H. Patsley                               | For     | For       | Management |
| 1g | Elect Director Robert E. Sanchez                               | For     | For       | Management |
| 1h | Elect Director Wayne R. Sanders                                | For     | For       | Management |
| 1i | Elect Director Ruth J. Simmons                                 | For     | For       | Management |
| 1j | Elect Director Richard K. Templeton                            | For     | For       | Management |
| 1k | Elect Director Christine Todd Whitman                          | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3  | Ratify Auditors  | For     | For       | Management |
| 4  | Approve Qualified Employee Stock Purchase Plan                 | For     | For       | Management |
| 5  | Amend Omnibus Stock Plan                                       | For     | For       | Management |

### THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104  
 Meeting Date: MAY 16, 2014 Meeting Type: Annual  
 Record Date: MAR 17, 2014

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| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Lloyd C. Blankfein                              | For     | For       | Management  |
| 1b | Elect Director M. Michele Burns                                | For     | For       | Management  |
| 1c | Elect Director Gary D. Cohn                                    | For     | For       | Management  |
| 1d | Elect Director Claes Dahlback                                  | For     | For       | Management  |
| 1e | Elect Director William W. George                               | For     | For       | Management  |
| 1f | Elect Director James A. Johnson                                | For     | For       | Management  |
| 1g | Elect Director Lakshmi N. Mittal                               | For     | For       | Management  |
| 1h | Elect Director Adebayo O. Ogunlesi                             | For     | For       | Management  |
| 1i | Elect Director Peter Oppenheimer                               | For     | For       | Management  |
| 1j | Elect Director James J. Schiro                                 | For     | For       | Management  |
| 1k | Elect Director Debora L. Spar                                  | For     | For       | Management  |
| 1l | Elect Director Mark E. Tucker                                  | For     | For       | Management  |
| 1m | Elect Director David A. Viniar                                 | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3  | Ratify Auditors  | For     | For       | Management  |
| 4  | Adopt Proxy Access Right                                       | Against | Against   | Shareholder |

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### THE GOODYEAR TIRE & RUBBER COMPANY

Ticker: GT Security ID: 382550101  
 Meeting Date: APR 14, 2014 Meeting Type: Annual  
 Record Date: FEB 18, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director William J. Conaty                               | For     | For       | Management  |
| 1b | Elect Director James A. Firestone                              | For     | For       | Management  |
| 1c | Elect Director Werner Geissler                                 | For     | For       | Management  |
| 1d | Elect Director Peter S. Hellman                                | For     | For       | Management  |
| 1e | Elect Director Richard J. Kramer                               | For     | For       | Management  |
| 1f | Elect Director W. Alan McCollough                              | For     | For       | Management  |
| 1g | Elect Director John E. McGlade                                 | For     | For       | Management  |
| 1h | Elect Director Michael J. Morell                               | For     | For       | Management  |
| 1i | Elect Director Roderick A. Palmore                             | For     | For       | Management  |
| 1j | Elect Director Stephanie A. Streeter                           | For     | For       | Management  |
| 1k | Elect Director Thomas H. Weidemeyer                            | For     | For       | Management  |
| 1l | Elect Director Michael R. Wessel                               | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3  | Ratify Auditors  | For     | For       | Management  |
| 4  | Require Independent Board Chairman                             | Against | Against   | Shareholder |

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### TIME WARNER INC.

Ticker: TWX Security ID: 887317303  
 Meeting Date: JUN 13, 2014 Meeting Type: Annual  
 Record Date: APR 14, 2014

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James L. Barksdale    | For     | For       | Management |
| 1.2 | Elect Director William P. Barr       | For     | For       | Management |
| 1.3 | Elect Director Jeffrey L. Bewkes     | For     | For       | Management |
| 1.4 | Elect Director Stephen F. Bollenbach | For     | For       | Management |
| 1.5 | Elect Director Robert C. Clark       | For     | For       | Management |
| 1.6 | Elect Director Mathias Dopfner       | For     | For       | Management |

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|      |  |         |         |             |
|------|--|---------|---------|-------------|
| 1.7  | Elect Director Jessica P. Einhorn                              | For     | For     | Management  |
| 1.8  | Elect Director Carlos M. Gutierrez                             | For     | For     | Management  |
| 1.9  | Elect Director Fred Hassan                                     | For     | For     | Management  |
| 1.10 | Elect Director Kenneth J. Novack                               | For     | For     | Management  |
| 1.11 | Elect Director Paul D. Wachter                                 | For     | For     | Management  |
| 1.12 | Elect Director Deborah C. Wright                               | For     | For     | Management  |
| 2    | Ratify Auditors  | For     | For     | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For     | Management  |
| 4    | Require Independent Board Chairman                             | Against | Against | Shareholder |

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TOTAL SA

Ticker: FP Security ID: 89151E109  
Meeting Date: MAY 16, 2014 Meeting Type: Annual/Special  
Record Date: APR 08, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Approve Financial Statements and Statutory Reports   | For     | For       | Management |
| 2  | Approve Consolidated Financial Statements and Statutory Reports  | For     | For       | Management |
| 3  | Approve Allocation of Income and Dividends of EUR 2.38 per Share   | For     | For       | Management |
| 4  | Authorize Repurchase of Up to 10 Percent of Issued Share Capital   | For     | For       | Management |
| 5  | Reelect Patricia Barbizet as Director  | For     | For       | Management |
| 6  | Reelect Marie-Christine Coisne-Roquette as Director  | For     | For       | Management |
| 7  | Reelect Paul Desmarais Jr as Director  | For     | Against   | Management |
| 8  | Reelect Barbara Kux as Director  | For     | For       | Management |
| 9  | Advisory Vote on Compensation of Christophe de Margerie  | For     | For       | Management |
| 10 | 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 |
| 11 | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 575 Million   | For     | For       | Management |
| 12 | Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Item 11  | For     | For       | Management |
| 13 | Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind   | For     | For       | Management |
| 14 | Authorize Capital Issuances for Use in Employee Stock Purchase Plans   | For     | For       | Management |
| 15 | Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for International Subsidiaries   | For     | For       | Management |
| 16 | Authorize up to 0.8 Percent of Issued Capital for Use in Restricted Stock Plans  | For     | Against   | Management |

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|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 17 | Amend Article 11 of Bylaws Re: Employee Representatives and Employee Shareholder Representatives  | For     | For     | Management  |
| 18 | Amend Article 12 of Bylaws Re: Age Limit for Chairman of the Board  | For     | For     | Management  |
| 19 | Amend Article 15 of Bylaws Re: Age Limit for CEO  | For     | For     | Management  |
| 20 | Amend Article 17 of Bylaws Re: Proxy Voting   | For     | For     | Management  |
| 21 | Amend Board Internal Rules Re: Publication of a Quarterly Newsletter Written by Employee Shareholder Representatives and Employee Representatives | Against | Against | Shareholder |
| 22 | Amend the Social Criteria that are Currently Linked to Executive Compensation from Negative Safety Indicators to Positive Safety Indicator        | Against | Against | Shareholder |
| 23 | Allow Loyalty Dividends to Long-Term Registered Shareholders and Amend Article 20 of Bylaws   | Against | Against | Shareholder |
| 24 | Approve Appointment of Employee Representatives to the Board Committees and Amend Article 12.5 of Bylaws  | Against | Against | Shareholder |
| 25 | Amend Article 12.7 of Bylaws: Remuneration of Directors   | Against | Against | Shareholder |

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TRINITY INDUSTRIES, INC.

Ticker: TRN                      Security ID: 896522109  
 Meeting Date: MAY 05, 2014      Meeting Type: Annual  
 Record Date: MAR 14, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director John L. Adams                                   | For     | For       | Management |
| 1.2  | Elect Director Rhys J. Best                                    | For     | For       | Management |
| 1.3  | Elect Director David W. Biegler                                | For     | For       | Management |
| 1.4  | Elect Director Leldon E. Echols                                | For     | For       | Management |
| 1.5  | Elect Director Ronald J. Gafford                               | For     | For       | Management |
| 1.6  | Elect Director Adrian Lajous                                   | For     | For       | Management |
| 1.7  | Elect Director Charles W. Matthews                             | For     | For       | Management |
| 1.8  | Elect Director Douglas L. Rock                                 | For     | For       | Management |
| 1.9  | Elect Director Dunia A. Shive                                  | For     | For       | Management |
| 1.10 | Elect Director Timothy R. Wallace                              | For     | For       | Management |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3    | Ratify Auditors  | For     | For       | Management |

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U.S. BANCORP

Ticker: USB                      Security ID: 902973304  
 Meeting Date: APR 15, 2014      Meeting Type: Annual  
 Record Date: FEB 18, 2014

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

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|    |   |         |         |             |
|----|---|---------|---------|-------------|
| 1a | Elect Director Douglas M. Baker, Jr.                              | For     | For     | Management  |
| 1b | Elect Director Y. Marc Belton                                     | For     | For     | Management  |
| 1c | Elect Director Victoria Buyniski<br>Gluckman                      | For     | For     | Management  |
| 1d | Elect Director Arthur D. Collins, Jr.                             | For     | For     | Management  |
| 1e | Elect Director Richard K. Davis                                   | For     | For     | Management  |
| 1f | Elect Director Roland A. Hernandez                                | For     | For     | Management  |
| 1g | Elect Director Doreen Woo Ho                                      | For     | For     | Management  |
| 1h | Elect Director Joel W. Johnson                                    | For     | For     | Management  |
| 1i | Elect Director Olivia F. Kirtley                                  | For     | For     | Management  |
| 1j | Elect Director Jerry W. Levin                                     | For     | For     | Management  |
| 1k | Elect Director David B. O'Maley                                   | For     | For     | Management  |
| 1l | Elect Director O'dell M. Owens                                    | For     | For     | Management  |
| 1m | Elect Director Craig D. Schnuck                                   | For     | For     | Management  |
| 1n | Elect Director Patrick T. Stokes                                  | For     | For     | Management  |
| 2  | Ratify Auditors   | For     | For     | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For     | Management  |
| 4  | Require Independent Board Chairman                                | Against | Against | Shareholder |

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### UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108  
 Meeting Date: MAY 15, 2014 Meeting Type: Annual  
 Record Date: MAR 24, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Andrew H. Card, Jr.                                | For     | For       | Management  |
| 1.2  | Elect Director Erroll B. Davis, Jr.                               | For     | For       | Management  |
| 1.3  | Elect Director David B. Dillon                                    | For     | For       | Management  |
| 1.4  | Elect Director Judith Richards Hope                               | For     | For       | Management  |
| 1.5  | Elect Director John J. Koraleski                                  | For     | For       | Management  |
| 1.6  | Elect Director Charles C. Krulak                                  | For     | For       | Management  |
| 1.7  | Elect Director Michael R. McCarthy                                | For     | For       | Management  |
| 1.8  | Elect Director Michael W. McConnell                               | For     | For       | Management  |
| 1.9  | Elect Director Thomas F. McLarty, III                             | For     | For       | Management  |
| 1.10 | Elect Director Steven R. Rogel                                    | For     | For       | Management  |
| 1.11 | Elect Director Jose H. Villarreal                                 | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4    | Increase Authorized Common Stock                                  | For     | For       | Management  |
| 5    | Stock Retention/Holding Period                                    | Against | For       | Shareholder |

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### UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: JUN 02, 2014 Meeting Type: Annual  
 Record Date: APR 04, 2014

| #  | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director William C. Ballard, Jr. | For     | For       | Management |
| 1b | Elect Director Edson Bueno             | For     | For       | Management |
| 1c | Elect Director Richard T. Burke        | For     | For       | Management |
| 1d | Elect Director Robert J. Darretta      | For     | For       | Management |
| 1e | Elect Director Stephen J. Hemsley      | For     | For       | Management |

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|    |   |         |     |             |
|----|---|---------|-----|-------------|
| 1f | Elect Director Michele J. Hooper                                  | For     | For | Management  |
| 1g | Elect Director Rodger A. Lawson                                   | For     | For | Management  |
| 1h | Elect Director Douglas W. Leatherdale                             | For     | For | Management  |
| 1i | Elect Director Glenn M. Renwick                                   | For     | For | Management  |
| 1j | Elect Director Kenneth I. Shine                                   | For     | For | Management  |
| 1k | Elect Director Gail R. Wilensky                                   | For     | For | Management  |
| 2  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For | Management  |
| 3  | Ratify Auditors   | For     | For | Management  |
| 4  | Provide for Cumulative Voting                                     | Against | For | Shareholder |
| 5  | Report on Lobbying Payments and Policy                            | Against | For | Shareholder |

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### VALERO ENERGY CORPORATION

Ticker: VLO Security ID: 91913Y100  
 Meeting Date: MAY 01, 2014 Meeting Type: Annual  
 Record Date: MAR 04, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Jerry D. Choate                                    | For     | For       | Management  |
| 1b | Elect Director Joseph W. Gorder                                   | For     | For       | Management  |
| 1c | Elect Director William R. Klesse                                  | For     | For       | Management  |
| 1d | Elect Director Deborah P. Majoras                                 | For     | For       | Management  |
| 1e | Elect Director Donald L. Nickles                                  | For     | For       | Management  |
| 1f | Elect Director Philip J. Pfeiffer                                 | For     | For       | Management  |
| 1g | Elect Director Robert A. Profusek                                 | For     | For       | Management  |
| 1h | Elect Director Susan Kaufman Purcell                              | For     | For       | Management  |
| 1i | Elect Director Stephen M. Waters                                  | For     | For       | Management  |
| 1j | Elect Director Randall J. Weisenburger                            | For     | For       | Management  |
| 1k | Elect Director Rayford Wilkins, Jr.                               | For     | For       | Management  |
| 2  | Ratify Auditors   | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management  |
| 4  | Pro-rata Vesting of Equity Awards                                 | Against | For       | Shareholder |
| 5  | Adopt Quantitative GHG Goals for<br>Products and Operations       | Against | For       | Shareholder |
| 6  | Report on Lobbying Payments and Policy                            | Against | For       | Shareholder |

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### VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: JAN 28, 2014 Meeting Type: Special  
 Record Date: DEC 09, 2013

| # | Proposal                                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with<br>Acquisition | For     | For       | Management |
| 2 | Increase Authorized Common Stock               | For     | For       | Management |
| 3 | Adjourn Meeting                                | For     | For       | Management |

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### VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104



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Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 03, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Shellye L. Archambeau                               | For     | For       | Management  |
| 1.2  | Elect Director Richard L. Carrion                                  | For     | For       | Management  |
| 1.3  | Elect Director Melanie L. Healey                                   | For     | For       | Management  |
| 1.4  | Elect Director M. Frances Keeth                                    | For     | For       | Management  |
| 1.5  | Elect Director Robert W. Lane                                      | For     | For       | Management  |
| 1.6  | Elect Director Lowell C. McAdam                                    | For     | For       | Management  |
| 1.7  | Elect Director Donald T. Nicolaisen                                | For     | For       | Management  |
| 1.8  | Elect Director Clarence Otis, Jr.                                  | For     | For       | Management  |
| 1.9  | Elect Director Rodney E. Slater                                    | For     | For       | Management  |
| 1.10 | Elect Director Kathryn A. Tesija                                   | For     | For       | Management  |
| 1.11 | Elect Director Gregory D. Wasson                                   | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation     | For     | For       | Management  |
| 4    | Provide Proxy Access Right   | For     | For       | Management  |
| 5    | Report on Net Neutrality   | Against | For       | Shareholder |
| 6    | Report on Lobbying Payments and Policy                             | Against | For       | Shareholder |
| 7    | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For       | Shareholder |
| 8    | Amend Articles/Bylaws/Charter -- Call Special Meetings             | Against | For       | Shareholder |
| 9    | Provide Right to Act by Written Consent                            | Against | For       | Shareholder |
| 10   | Approve Proxy Voting Authority                                     | Against | Against   | Shareholder |

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ZIMMER HOLDINGS, INC.

Ticker: ZMH

Security ID: 98956P102

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Christopher B. Begley                           | For     | For       | Management |
| 1b | Elect Director Betsy J. Bernard                                | For     | For       | Management |
| 1c | Elect Director Paul M. Bisaro                                  | For     | For       | Management |
| 1d | Elect Director Gail K. Boudreaux                               | For     | For       | Management |
| 1e | Elect Director David C. Dvorak                                 | For     | For       | Management |
| 1f | Elect Director Larry C. Glasscock                              | For     | For       | Management |
| 1g | Elect Director Robert A. Hagemann                              | For     | For       | Management |
| 1h | Elect Director Arthur J. Higgins                               | For     | For       | Management |
| 1i | Elect Director Cecil B. Pickett                                | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3  | Ratify Auditors  | For     | For       | Management |

===== 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) The Zweig Total Return Fund, Inc.

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By (Signature and Title)\* /s/ George R. Alyward

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George R. Alyward, President

Date: August 2, 2014