# FORM N-PX

#### ANNUAL REPORT OF PROXY VOTING RECORD OF

#### REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-22003

Nuveen Core Equity Alpha Fund

(Exact name of registrant as specified in charter)

333 West Wacker Drive, Chicago, Illinois 60606

(Address of principal executive offices) (Zip Code)

Gifford R. Zimmerman - Chief Administrative Officer

(Name and address of agent for service)

Registrant s telephone number, including area code: 312-917-7700

Date of fiscal year-end: December 31

Date of reporting period: June 30, 2008

### Item 1. Proxy Voting Record

#### Nuveen Core Equity Alpha Fund

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 01/24/08 - A	Ballot Issues Air Products & Chemicals, Inc. *APD*	<b>Security</b> 009158106	Management Recommendation	Vote Cast	Proponent
	<ol> <li>Elect Directors</li> <li>Ratify Auditors</li> </ol>		For For	For For	Management Management
03/11/08 - A	<ul> <li>Analog Devices, Inc. *ADI*</li> <li>Elect Directors</li> <li>Elect Director John L. Doyle For</li> <li>Elect Director Paul J. Severino Withhold</li> <li>Elect Director Ray Stata For</li> <li>Ratify Auditors</li> <li>Provide for Majority Voting for Uncontested Election of Directors</li> </ul>	032654105	For For For	Split For For	Management Management Management
03/04/08 - A	<ul> <li>Apple, Inc. *AAPL*</li> <li>1 Elect Directors</li> <li>2 Ratify Auditors</li> <li>3 Advisory Vote to Ratify Named Executive Officers Compensation</li> <li>4 Amend Bylaws to Establish a Board Committee on Sustainability</li> </ul>	037833100	For For Against Against	For For For Against	Management Management Shareholder Shareholder
03/11/08 - A	Applied Materials, Inc. *AMAT*1Elect Directors2Ratify Auditors	038222105	For For	For For	Management Management
01/29/08 - A	Becton, Dickinson and Company *BDX*1Elect Directors1.1Elect Director Basil L. Anderson1.2Elect Director Marshall O. Larsen1.3Elect Director Gary A. Mecklenburg1.4Elect Director Cathy E. Minehan1.5Elect Director Alfred Sommer2Ratify Auditors3Declassify the Board of Directors4Provide for Cumulative Voting5Report on Product Safety	075887109	For For Against Against Against	Split For For For For For	Management Management Shareholder Shareholder Shareholder
03/26/08 - A	Ciena Corporation *CIEN*1Elect Director Harvey B. Cash2Elect Director Judith M. O Brien3Elect Director Gray B. Smith	171779309	For For For	For For For	Management Management Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues	Security	Management Recommendation	Vote Cast	Proponent
	4 Approve Omnibus Stock Plan		For	For	Management
	5 Increase Authorized Common Stock		For	For	Management
	6 Ratify Auditors		For	For	Management
02/27/08 - A	Deere & Co. *DE*	244199105			
	1 Elect Director T. Kevin Dunnigan		For	For	Management
	2 Elect Director Charles O. Holliday, Jr.		For	For	Management
	3 Elect Director Dipak C. Jain		For	For	Management
	4 Elect Director Joachim Milberg		For	For	Management
	5 Elect Director Richard B. Myers		For	For	Management
	6 Amend Executive Incentive Bonus Plan		For	For	Management
	7 Ratify Auditors		For	For	Management
01/31/08 - A	Franklin Resources, Inc. *BEN*	354613101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Executive Incentive Bonus Plan		For	For	Management
03/19/08 - A	Hewlett-Packard Co. *HPQ*	428236103			
	1 Elect Director Lawrence T. Babbio, Jr.		For	For	Management
	2 Elect Director Sari M. Baldauf		For	For	Management
	3 Elect Director Richard A. Hackborn		For	For	Management
	4 Elect Director John H. Hammergren		For	For	Management
	5 Elect Director Mark V. Hurd		For	For	Management
	6 Elect Director Joel Z. Hyatt		For	For	Management
	7 Elect Director John R. Joyce		For	For	Management
	8 Elect Director Robert L. Ryan		For	For	Management
	9 Elect Director Lucille S. Salhany		For	For	Management
	10 Elect Director G. Kennedy Thompson		For	For	Management
	11 Ratify Auditors		For	For	Management
01/24/08 - A	Jacobs Engineering Group Inc. *JEC*	469814107			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
01/23/08 - A	Johnson Controls, Inc. *JCI*	478366107			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
01/16/08 - A	Monsanto Co. *MON*	61166W101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Separate Chairman and CEO Positions		Against	Against	Shareholder
	4 Amend Bylaws to Not Indemnify Directors for Social and Environmental Liabilities		Against	Against	Shareholder

#### **Proxy Voting Report**

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
02/06/08 - A	Rockwell Automation Inc *ROK*	773903109			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Omnibus Stock Plan		For	For	Management
02/12/08 - A	Rockwell Collins, Inc. *COL*	774341101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
03/06/08 - A	The Walt Disney Company *DIS*	254687106			
	1 Elect Director Susan E. Arnold		For	For	Management
	2 Elect Director John E. Bryson		For	For	Management
	3 Elect Director John S. Chen		For	For	Management
	4 Elect Director Judith L. Estrin		For	For	Management
	5 Elect Director Robert A. Iger		For	For	Management
	6 Elect Director Steven P. Jobs		For	Against	Management
	7 Elect Director Fred H. Langhammer		For	For	Management
	8 Elect Director Aylwin B. Lewis		For	For	Management
	9 Elect Director Monica C. Lozano		For	For	Management
	10 Elect Director Robert W. Matschullat		For	For	Management
	11 Elect Director John E. Pepper, Jr.		For	For	Management
	12 Elect Director Orin C. Smith		For	For	Management
	13 Ratify Auditors		For	For	Management
	14 Amend Omnibus Stock Plan		For	For	Management
	15 Amend Executive Incentive Bonus Plan		For	For	Management
02/01/08 - A	Tyson Foods, Inc. *TSN*	902494103			
	1 Elect Directors		For	Split	Management
	1.1 Elect Director Don Tyson Withhold				
	1.2 Elect Director John Tyson Withhold				
	1.3 Elect Director Richard L. Bond Withhold				
	1.4 Elect Director Scott T. Ford Withhold				
	1.5 Elect Director Lloyd V. Hackley Withhold				
	1.6 Elect Director Jim Kever Withhold				
	1.7 Elect Director Kevin M. McNamara For				
	1.8 Elect Director JoAnn R. Smith Withhold				
	1.9 Elect Director Barbara A. Tyson Withhold				
	1.10 Elect Director Albert C. Zapanta Withhold				
	2 Ratify Auditors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 03/12/08 - A	Ballot Issues Wm. Wrigley Jr. Co. *WWY*	<b>Security</b> 982526105	Management Recommendation	Vote Cast	Proponent
	1 Elect Director John Rau		For	For	Management
	2 Elect Director Richard K. Smucker		For	For	Management
	3 Elect Director William Wrigley, Jr.		For	For	Management
	4 Ratify Auditors		For	For	Management
05/13/08 - A	3M CO *MMM*	88579Y101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Omnibus Stock Plan		For	For	Management
04/25/08 - A	Abbott Laboratories *ABT*	002824100			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Human Rights Policy to Address Access to		Against	Against	Shareholder
	Medicines 4 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
06/11/08 - A	Abercrombie & Fitch Co. *ANF*	002896207			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Require a Majority Vote for the Election of Directors		Against	For	Shareholder
05/08/08 - A	Advanced Micro Devices, Inc. *AMD*	007903107			
	1 Elect Director Hector de J. Ruiz		For	For	Management
	2 Elect Director W. Michael Barnes		For	For	Management
	3 Elect Director John E. Caldwell		For	Against	Management
	4 Elect Director Bruce L. Claflin		For	For	Management
	5 Elect Director Frank M. Clegg		For	For	Management
	6 Elect Director H. Paulett Eberhart		For	For	Management
	7 Elect Director Derrick R. Meyer		For	For	Management
	8 Elect Director Robert B. Palmer		For	For	Management
	9 Elect Director Morton L. Topfer		For	For	Management
	10 Ratify Auditors		For	For	Management
05/30/08 - A	Aetna Inc. *AET*	00817Y108			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Provide for Cumulative Voting		Against	For	Shareholder
	4 Require Director Nominee Qualifications		Against	Against	Shareholder
05/05/08 - A	AFLAC Incorporated *AFL*	001055102			
	1 Elect Directors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues         2       Increase Authorized Common Stock         3       Amend Executive Incentive Bonus Plan         4       Advisory Vote to Ratify Named Executive Officers Compensation         5       Ratify Auditors	Security	Management Recommendation For For For	Vote Cast For For For For	<b>Proponent</b> Management Management Management
05/08/08 - A	Alcoa Inc. *AA*1Elect Directors2Ratify Auditor3Report on Global Warming	013817101	For For Against	For For Against	Management Management Shareholder
05/15/08 - A	Allegheny Energy, Inc. *AYE*         1       Elect Directors         2       Ratify Auditors         3       Approve Omnibus Stock Plan         4       Advisory Vote to Ratify Named Executive Officers Compensation	017361106	For For For Against	For For For For	Management Management Management Shareholder
05/09/08 - A	Allegheny Technologies Incorporated *ATI*1Elect Directors2Ratify Auditors3Require a Majority Vote for the Election of Directors	01741R102	For For Against	For For For	Management Management Shareholder
05/06/08 - A	Allergan, Inc. *AGN*1Elect Directors2Approve Omnibus Stock Plan3Ratify Auditors4Pay For Superior Performance5Report on Animal Testing	018490102	For For For Against Against	For For For For Against	Management Management Management Shareholder Shareholder
05/13/08 - A	Altera Corp. *ALTR*1Elect Director John P. Daane2Elect Director Robert J. Finocchio, Jr.3Elect Director Kevin McGarity4Elect Director Gregory E. Myers5Elect Director John Shoemaker6Elect Director Susan Wang7Amend Omnibus Stock Plan8Amend Omnibus Stock Plan9Amend Qualified Employee Stock Purchase Plan10Ratify Auditors	021441100	For For For For For For For For For	For For For For For For For For For	Management Management Management Management Management Management Management Management Management
05/28/08 - A	<ul> <li>Altria Group, Inc. *MO*</li> <li>1 Elect Director Elizabeth E. Bailey</li> </ul>	02209S103	For	For	Management

### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	2 Elect Director Gerald L. Baliles		For	For	Management
	3 Elect Director Dinyar S. Devitre		For	For	Management
	4 Elect Director Thomas F. Farrell II		For	For	Management
	5 Elect Director Robert E. R. Huntley		For	For	Management
	6 Elect Director Thomas W. Jones		For	For	Management
	7 Elect Director George Mu oz		For	For	Management
	8 Elect Director Michael E. Szymanczyk		For	For	Management
	9 Ratify Auditors		For	For	Management
	10 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	11 Provide for Cumulative Voting		Against	For	Shareholder
	12 Adopt the Marketing and Advertising Provisions of the		Against	Against	Shareholder
	U.S. Master Settlement Agreement Globally		Against	Against	Shareholder
	13 Cease Advertising Campaigns Oriented to Prevent Youth Smoking		Against	Against	Shareholder
	14 Implement the Two Cigarette Marketing Approach		Against	Against	Shareholder
	15 Adopt Principles for Health Care Reform		Against	Against	Shareholder
05/29/08 - A	Amazon.com, Inc. *AMZN*	023135106			
	1 Elect Director Jeffrey P. Bezos		For	For	Management
	2 Elect Director Tom A. Alberg		For	For	Management
	3 Elect Director John Seely Brown		For	For	Management
	4 Elect Director L. John Doerr		For	For	Management
	5 Elect Director William B. Gordon		For	For	Management
	6 Elect Director Myrtle S. Potter		For	For	Management
	7 Elect Director Thomas O. Ryder		For	For	Management
	8 Elect Director Patricia Q. Stonesifer		For	For	Management
	9 Ratify Auditors		For	For	Management
04/22/08 - A	American Electric Power Co. *AEP*	025537101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/28/08 - A	American Express Co. *AXP*	025816109			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Require Majority Vote for Non-Contested Election		For	For	Management
	4 Reduce Supermajority Vote Requirement		For	For	Management
	5 Reduce Supermajority Vote Requirement		For	For	Management
	6 Reduce Supermajority Vote Requirement		For	For	Management
	7 Reduce Supermajority Vote Requirement		For	For	Management
	8 Provide for Cumulative Voting		Against	For	Shareholder

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Due/Type DiscriptionBalot Issues American International Group, Inc. *AIG* DiscriptionSecurity 20874107Management RecommendationVote CastProponent05/14/08 - A Discription Main S. Feldstein1Elect Director Stephen F. BollenbachForForForManagement3Elect Director Stephen F. BollenbachForForForForManagement4Elect Director Field H. LanghammerForForForManagement5Elect Director Fred H. LanghammerForForForManagement6Elect Director Morris W. OffitForForForManagement8Elect Director Marin J. SullivanForForForManagement10Elect Director Marin J. SullivanForForForManagement11Elect Director Marin J. SullivanForForForManagement12Elect Director Marin J. SullivanForForForManagement13Elect Director Marin J. SullivanForForForManagement14Ratif AuditorsForForForManagement15Report on Political ContributionsZagainstForForManagement14Elect Director Sin S. MarshallGo3076C106ForForManagement14Elect Director Walker LewisForForForManagement15Report on Political ContributionsGo3076C106ForForManagement	Meeting	Company/				
Dutorypy         Balter sume remained arroug, Inc.*ACC*         Security         Recommendation         Commendation           05/14/08 -A         Immerian International Groug, Inc.*ACC*         06871107         For         For         Management           1         Elect Director Stephen F. Bollenbach         For         For         Management           2         Elect Director Richard C. Holbrooke         For         For         Management           3         Elect Director George L. Miles, Jr.         For         For         Management           5         Elect Director George L. Miles, Jr.         For         For         Management           7         Elect Director Martin J. Sullivan         For         For         Management           10         Elect Director Michael H. Sutton         For         For         Management           11         Elect Director Martin J. Sullivan         For         For         Management           12         Elect Director Martin J. Sullivan         For         For         Management           13         Elect Director Martin J. Sullivan         For         For         Management           14         Ratify Auditors         For         For         Management           15         Report on Human Rights Poli				Management	Vote	
1       Elect Director Stephen É. Bollenbach       For       For       Management         3       Elect Director Richard C. Holbrooke       For       For       Management         4       Elect Director Richard C. Holbrooke       For       For       Management         5       Elect Director Richard C. Holbrooke       For       For       Management         6       Elect Director George L. Miles, Jr.       For       For       Management         7       Elect Director Virginia M. Rometty       For       For       Management         9       Elect Director Michael H. Sutton       For       For       Management         10       Elect Director Michael H. Sutton       For       For       Management         11       Elect Director Michael H. Sutton       For       For       Management         12       Elect Director Michael H. Sutton       For       For       Management         13       Elect Director Mohana Rights Policies Relating to Water       Against       For       Management         14       Ratify Auditors       Por       For       For       Management         14       Report on Political Contributions       Against       For       Management         15       Report on Poli	Date/Type	Ballot Issues	Security	0	Cast	Proponent
2       Elect Director Marrin S. Feldstein       For       For       Management         3       Elect Director Vichard C. Holtrooke       For       For       Management         5       Elect Director Fred H. Langhammer       For       For       Management         6       Elect Director Orege L. Miles, Jr. r       For       For       Management         7       Elect Director Orege L. Miles, Jr. r       For       For       Management         8       Elect Director Viginia M. Rometly       For       For       Management         10       Elect Director Viginia M. Rometly       For       For       Management         11       Elect Director Viginia M. Rometly       For       For       Management         12       Elect Director Viginia M. Rometly       For       For       Management         13       Elect Director Roher B. Willumstad       For       For       Management         13       Report on Political Contributions       For       For       Management         14       Ratify Auditors       For       For       For       Management         13       Elect Directors       Against       For       Management         14       Ratify Auditors       For       For </th <th>05/14/08 - A</th> <th>American International Group, Inc. *AIG*</th> <th>026874107</th> <th></th> <th></th> <th>-</th>	05/14/08 - A	American International Group, Inc. *AIG*	026874107			-
3       Elect Director Ellen V. Futter       For       For       For       Management         4       Elect Director Richard C. Holbrooke       For       For       Management         5       Elect Director George L. Miles, Jr.       For       For       Management         6       Elect Director George L. Miles, Jr.       For       For       Management         7       Elect Director James F. Orr, III       For       For       Management         9       Elect Director Marin J. Sullivan       For       For       Management         10       Elect Director Marin J. Sullivan       For       For       Management         11       Elect Director Mund S.W. Tse       For       For       Management         12       Elect Director Robert B. Willumstad       For       For       Management         13       Elect Director Corp. *Set       For       For       Management         14       Ratify Auditors       Q29912201       For       Management         15       Report on Political Contributions       Against       For       Management         04/2308 - A       Ameriprise Financial, Inc. *AMP*       Q3076C106       Inc.       Management         1       Elect Directoro William H. Turner		1 Elect Director Stephen F. Bollenbach		For	For	Management
4       Elect Director Richard C. Holbrooke       For       For       For       Management         5       Elect Director George L. Miles, Jr.       For       For       Management         7       Elect Director George L. Miles, Jr.       For       For       Management         8       Elect Director Morris W. Offit       For       For       Management         9       Elect Director Virginia M. Rometty       For       For       Management         10       Elect Director Virginia M. Rometty       For       For       Management         11       Elect Director Virginia M. Rometty       For       For       Management         12       Elect Director Robert B. Willumstad       For       For       Management         13       Elect Director Robert B. Willumstad       For       For       Management         14       Ratify Auditors       Against       For       Management         15       Report on Political Contributions       Against       For       Management         05/15/08 - A       American Tower Corp. *AMT*       02991201       U       U         12       Elect Director W. Walker Lewis       For       For       For       Management         04/23/08 - A       American		2 Elect Director Martin S. Feldstein		For	For	Management
5       Elect Director Ford H, Langhammer       For       For       Management         6       Elect Director Gorge L, Milles, Jr.       For       For       Management         7       Elect Director Gorge L, Milles, Jr.       For       For       Management         8       Elect Director Moris W, Offit       For       For       Management         9       Elect Director Marin J, Sullivan       For       For       Management         10       Elect Director Michael H. Sutton       For       For       Management         11       Elect Director Michael H. Sutton       For       For       Management         13       Elect Director Moman Rights Policies Relating to Water       Against       For       Management         14       Ratify Auditors       Vagainst       For       Management         15       Report on Human Rights Policies Relating to Water       Against       For       Management         2       Ratify Auditors       For       For       For       Management         04/23/08 - A       American Tower Corp. *AMT*       029912201       Management         1       Elect Director W. Walker Lewis       For       For       Management         2       Elect Director Sin S. Marshall		3 Elect Director Ellen V. Futter		For	For	Management
6       Elect Director Gorge L, Miles, Jr.       For       For       Management         7       Elect Director James F. Orr, III       For       For       Management         9       Elect Director James F. Orr, III       For       For       Management         10       Elect Director Minia J. Sullivan       For       For       Management         11       Elect Director Management       For       For       For       Management         12       Elect Director Admin J. Sullivan       For       For       Management         13       Elect Director Abort B. Willumstad       For       For       Management         14       Ratify Auditors       For       For       Management         15       Report on Human Rights Policies Relating to Water       Against       For       Management         16       Report on Political Contributions       Against       For       Management         14       Elect Directors       For       For       Management         15       Report on Political Contributions       Gord       For       Management         16       Report on Political Contributions       For       For       Management         17       Elect Directors       For       F		4 Elect Director Richard C. Holbrooke		For	For	Management
7       Elect Director Morris W. Offit       For       For       Management         8       Elect Director James F. Orr, III       For       For       Management         10       Elect Director Marin J. Sullivan       For       For       Management         11       Elect Director Marin J. Sullivan       For       For       Management         12       Elect Director Edmund S.W. Tse       For       For       Management         13       Elect Director Robert B. Willumstad       For       For       Management         15       Report on Political Contributions       For       For       Management         16       Report on Political Contributions       Against       For       Management         05/15/08 - A       American Tower Corp. *AMT*       029912201       Use         14       Ratify Auditors       Go3076C10       For       Management         04/23/08 - A       Ameripe Financial, Inc. *AMP*       03076C10       For       Management         1       Elect Director W. Walker Lewis       For       For       For       Management         2       Elect Director John R. Butler, Jr.       For       For       Management         3       Elect Director John R. Butler, Jr.       For </td <td></td> <td>5 Elect Director Fred H. Langhammer</td> <td></td> <td>For</td> <td>For</td> <td>Management</td>		5 Elect Director Fred H. Langhammer		For	For	Management
8       Elect Director James F. Orr, III       For       For       For       Management         9       Elect Director Virginia M. Rometty       For       For       Management         10       Elect Director Michael H. Sutton       For       For       Management         11       Elect Director Rohen B. Willumstad       For       For       Management         13       Elect Director Rohen B. Willumstad       For       For       Management         14       Ratify Auditors       For       For       Management         15       Report on Human Rights Policies Relating to Water       Against       For       Management         15       Report on Political Contributions       Q2912201       Totagement       For       Management         05/15/08 - A       American Tower Corp. *AMT*       Q2912201       Totagement       Management         1       Elect Director W. Walker Lewis       For       For       Management         2       Ratify Auditors       For       For       Management         3       Elect Director Willam H. Turner       For       For       Management         3       Elect Director John R. Butler, Jr.       For       For       Management         3       Elect D		6 Elect Director George L. Miles, Jr.		For	For	Management
9       Elect Director Virginia M. Rometty       For       For       For       Management         10       Elect Director Martin J. Sullivan       For       For       Management         12       Elect Director Ghend B. Willumstad       For       For       Management         13       Elect Director Robert B. Willumstad       For       For       Management         13       Elect Director Robert B. Willumstad       For       For       Management         14       Ratify Auditors       For       For       Management         15       Report on Political Contributions       Against       For       Shareholder         05/15/08 - A       Amerieum Tower Corp. *AMT*       029912201       U       U       U         1       Elect Directors       For       For       Management         2       Ratify Auditors       For       For       Management         2       Ratify Auditors       For       For       Management         2       Elect Director Sin S. Marshall       For       For       Management         3       Elect Director W. Walker Lewis       For       For       For       Management         3       Elect Director John R. Butler, Jr.       For <t< td=""><td></td><td>7 Elect Director Morris W. Offit</td><td></td><td>For</td><td>For</td><td>Management</td></t<>		7 Elect Director Morris W. Offit		For	For	Management
10Elect Director Martin J. SullivanForForForManagement11Elect Director Michael H. SuttonForForManagement12Elect Director Robert B. WillumstadForForManagement13Elect Director Robert B. WillumstadForForManagement14Ratify AuditorsForForManagement15Report on Human Rights Policies Relating to WaterAgainstForShareholder05/15/08 - AMerrican Tower Corp. *AMT*02991220105/15/08 - AAmerican Tower Corp. *AMT*02991220105/15/08 - AAmerican Tower Corp. *AMT*03076C1061Elect Director Siri S. MarshallForForManagement04/23/08 - AAmeriptise Financial, Inc. *AMP*03076C1061Elect Director Siri S. MarshallForForManagement3Elect Director William H. TurnerForForManagement3Elect Director John R. Butler, Jr.ForForManagement1Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement4Ratify AuditorsForForManagement5Approve Non-Employee Director Omnibus Stock		8 Elect Director James F. Orr, III		For	For	Management
11       Elect Director Michael H. Sutton       For       For       Management         12       Elect Director Edmund S.W. Tse       For       For       Management         13       Elect Director Robert B. Willumstad       For       For       Management         14       Ratify Auditors       For       For       Management         15       Report on Human Rights Policies Relating to Water       Against       For       Shareholder         05       Report on Political Contributions       O29912201       Term       Term       Management         05/15/08 - A       Ameriar Tower Corp. *AMT*       029912201       Term       For       Management         04/23/08 - A       Ameriar Fore Financial, Inc. *AMP*       03076C106       Term       Management         04/23/08 - A       Ameriar Financial, Inc. *AMP*       03076C106       Term       Management         1       Elect Director W. Walker Lewis       For       For       Management         2       Elect Director William H. Turner       For       For       Management         3       Elect Director John R. Butler, Jr.       For       For       Management         3       Elect Director John R. Gordon       For       For       Management <tr< td=""><td></td><td>9 Elect Director Virginia M. Rometty</td><td></td><td>For</td><td>For</td><td>Management</td></tr<>		9 Elect Director Virginia M. Rometty		For	For	Management
12Elect Director Edmund S.W. TseForForForManagement13Elect Director Robert B. WillumstadForForForManagement14Ratify AuditorsForKorManagement15Report on Pulman Rights Policies Relating to WaterAgainstForShareholder16Report on Political ContributionsAgainstForShareholder05/15/08 - A <b>American Tower Corp. *AMT*</b> 029912201Imagement1Elect DirectorsForForManagement2Ratify Auditors03076C106Imagement2Elect Director William H. TurnerForForManagement3Elect Director William H. TurnerForForManagement3Elect Director Villiam H. TurnerForForManagement3Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. GordonForForManagement3Elect Director John R. GordonForForManagement4Ratify AuditorsForForForManagement5Approve Non-Employee Director Omnibus StockForForManagement6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of DirectorsAgainstAgainstShareholder7Declassify the Board of Directors <td></td> <td>10 Elect Director Martin J. Sullivan</td> <td></td> <td>For</td> <td>For</td> <td>Management</td>		10 Elect Director Martin J. Sullivan		For	For	Management
13       Elect Director Robert B. Willumstad       For       For       For       Management         14       Ratify Auditors       For       For       Sort       Management         15       Report on Human Rights Policies Relating to Water       Against       For       Shareholder         05/15/08 - A       Report on Political Contributions       Q29912201       Total		11 Elect Director Michael H. Sutton		For	For	Management
13       Elect Director Robert B. Willumstad       For       For       For       Management         14       Ratify Auditors       For       For       For       Management         15       Report on Human Rights Policies Relating to Water       Against       For       Shareholder         05/15/08 - A       Report on Political Contributions       029912201       Totagement       Totagement         05/15/08 - A       American Tower Corp. *AMT*       029912201       Totagement       Totagement         04/23/08 - A       Ameriprise Financial, Inc. *AMP*       03076C106       Totagement       For       For       Management         04/23/08 - A       Ameriprise Financial, Inc. *AMP*       03076C106       Totagement       For       For       Management         2       Elect Director Siri S. Marshall       For       For       For       Management         3       Elect Director William H. Turner       For       For       Management         4       Ratify Auditors       032511107       Totagement         5       Approve Non-Butlet, Jr.       For       For       Management         6       Approve Non-Butlet, Jr.       For       For       Management         7       Elect Director John R. Butler, Jr. </td <td></td> <td>12 Elect Director Edmund S.W. Tse</td> <td></td> <td>For</td> <td></td> <td>Management</td>		12 Elect Director Edmund S.W. Tse		For		Management
14Ratify AuditorsForForManagement15Report on Human Rights Policies Relating to Water UseAgainstForShareholder16Report on Political ContributionsAgainstForShareholder05/15/08 - A $American Tower Corp. *AMT^*$ 029912201U1Elect Directors 2Ratify AuditorsForForManagement04/23/08 - A $\mathbf{American Tower Corp. *AMT^*$ 02901201UU1Elect Director W. Walker LewisForForManagement2Ratify Auditors03076C106UUU2Elect Director W. Walker LewisForForManagement3Elect Director Siri S. MarshallForForManagement4Ratify AuditorsForForManagement5Elect Director John R. Butler, Jr.ForForManagement1Elect Director John R. GordonForForManagement3Elect Director John R. GordonForForManagement4Ratify AuditorsForForForManagement5Approve Non-Employee Director Omnibus StockForForManagement6Approve Non-Employee Director Stor S. ManagementForForManagement7Declassify the Board of Directors PlanAgainstAgainstShareholder7Declassify the Board of Directors PlanAgainstForForShareholder7 <t< td=""><td></td><td>13 Elect Director Robert B. Willumstad</td><td></td><td>For</td><td>For</td><td></td></t<>		13 Elect Director Robert B. Willumstad		For	For	
Use       Against       For       Shareholder         05/15/08 - A       American Tower Corp. *AMT*       029912201		14 Ratify Auditors		For	For	
Use       Against       For       Shareholder         05/15/08 - A       American Tower Corp. *AMT*       029912201		15 Report on Human Rights Policies Relating to Water		Against	For	Shareholder
05/15/08 - AAmerican Tower Corp. *AMT*0299122011Elect DirectorsForForForManagement2Ratify Auditors03076C106		Use		c		
1Elect Directors Ratify AuditorsForForForManagement04/23/08 - AAm=i rise Financial, Inc. *AMP*03076C1061Elect Director W. Walker LewisForForManagement2Elect Director Siri S. MarshallForForManagement3Elect Director William H. TurnerForForManagement4Ratify AuditorsForForManagement5Elect Director John R. Butler, Jr.ForForManagement2Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement4Ratify AuditorsForForManagement5Approve Onnibus Stock PlanForForManagement6Approve Non-Employee Director Onnibus StockForForManagement7Declasify the Board of DirectorsAgainstForShareholder8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender IdentityManagementAgainstAgainst05/16/08 - AIElect DirectorsAgainstAgainstShareholder1Elect DirectorsAgainstForSpiltManagement		16 Report on Political Contributions		Against	For	Shareholder
1Elect Directors Ratify AuditorsForForForManagement04/23/08 - AAm=i rise Financial, Inc. *AMP*03076C1061Elect Director W. Walker LewisForForManagement2Elect Director Siri S. MarshallForForManagement3Elect Director William H. TurnerForForManagement4Ratify AuditorsForForManagement5Elect Director John R. Butler, Jr.ForForManagement2Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. Butler, Jr.ForForManagement4Ratify AuditorsForForManagement5Approve Onnibus Stock PlanForForManagement6Approve Non-Employee Director Onnibus StockForForManagement7Declasify the Board of DirectorsAgainstForShareholder8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender IdentityManagementAgainstAgainst05/16/08 - AIElect DirectorsAgainstAgainstShareholder1Elect DirectorsAgainstForSpiltManagement	05/15/08 - A	American Tower Corp. *AMT*	029912201			
2Ratify AuditorsForForManagement04/23/08 - AAmeriprise Financial, Inc. *AMP*03076C1061Elect Director W. Walker LewisForForManagement2Elect Director Siri S. MarshallForForManagement3Elect Director William H. TurnerForForManagement4Ratify Auditors032511107ForManagement1Elect Director John R. Butler, Jr.ForForManagement2Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. GordonForManagement4Ratify AuditorsForForManagement5Approve Omnibus Stock PlanForForFor6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of DirectorsAgainstAgainstShareholder8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity037389103IElect DirectorsForSplit05/16/08 - AIElect DirectorsForSplitManagement		-		For	For	Management
04/23/08 - AAmeriprise Financial, Inc. *AMP*03076C1061Elect Director W. Walker LewisForForManagement2Elect Director Siri S. MarshallForForManagement3Elect Director William H. TurnerForForManagement4Ratify AuditorsForForManagement05/20/08 - AAnadarko Petroleum Corp. *APC*0325111070325111071Elect Director John R. Butler, Jr.ForForManagement2Elect Director John R. GordonForForManagement3Elect Director John R. GordonForForManagement4Ratify AuditorsForForManagement5Approve Omnibus Stock PlanForForManagement6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of DirectorsAgainstAgainstAgainst8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity037389103IElect Directors05/16/08 - AAon Corp. *AOC* 1037389103ForSplitManagement		2 Ratify Auditors		For	For	-
1Elect Director W. Walker LewisForForForManagement2Elect Director Siri S. MarshallForForManagement3Elect Director William H. TurnerForForForManagement4Ratify Auditors032511107ForForManagement05/20/08 - AAnad=rko Petroleum Corp. *APC*032511107ForForManagement2Elect Director John R. Butler, Jr.ForForManagement3Elect Director John R. GordonForForManagement3Elect Director John R. GordonForForManagement4Ratify AuditorsForForManagement5Approve Omnibus Stock PlanForForManagement6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of DirectorsAgainstAgainstAgainst8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity037389103IU05/16/08 - AAorCrep. *AOC*037389103IManagement1Elect DirectorsForSplitManagement	04/23/08 - A	·	03076C106			U
2Elect Director Siri S. MarshallForForManagement3Elect Director William H. TurnerForForManagement4Ratify AuditorsForForManagement05/20/08 - AAnad=ko Petroleum Corp. *APC*0325111070325111071Elect Director John R. Butler, Jr.ForForManagement2Elect Director Luke R. CorbettForForManagement3Elect Director John R. GordonForForManagement4Ratify AuditorsForForManagement5Approve Omnibus Stock PlanForForManagement6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of DirectorsAgainstForShareholder8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity037389103TT05/16/08 - AIElect DirectorsForSplitManagement	01125/00 11		050700100	For	For	Management
3Elect Director William H. Turner 4For Ratify AuditorsFor ForFor ForManagement05/20/08 - AAnad=rko Petroleum Corp. *APC*0325111070325111070325111071Elect Director John R. Butler, Jr.ForForManagement2Elect Director Luke R. CorbettForForManagement3Elect Director John R. Bottler, Jr.ForForManagement4Ratify AuditorsForForManagement5Approve Omnibus Stock PlanForForManagement6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of Directors Neau Orientation and Gender IdentityAgainstAgainstShareholder05/16/08 - AAmend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity037389103TT05/16/08 - AElect DirectorsForSplitManagement						
4Ratify AuditorsForForManagement05/20/08 - AAnad→ko Petroleum Corp. *APC*032511107						
05/20/08 - AAnadarko Petroleum Corp. *APC*0325111071Elect Director John R. Butler, Jr.ForForManagement2Elect Director Luke R. CorbettForForManagement3Elect Director John R. GordonForAgainstManagement4Ratify AuditorsForForManagement5Approve Omnibus Stock PlanForForManagement6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of DirectorsAgainstForShareholder8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity037389103VerticeVertice05/16/08 - AIElect DirectorsForSplitManagement						-
1Elect Director John R. Butler, Jr.ForForManagement2Elect Director Luke R. CorbettForForManagement3Elect Director John R. GordonForAgainstManagement4Ratify AuditorsForForManagement5Approve Omnibus Stock PlanForForManagement6Approve Non-Employee Director Omnibus StockForForManagement7Declassify the Board of DirectorsAgainstForManagement8Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender IdentityAgainstForShareholder05/16/08 - AAor UpreckAOC*037389103O37389103UpreckSplitManagement1Elect DirectorsForSplitManagementManagementSplitManagement				1.01	101	wanagement
2       Elect Director Luke R. Corbett       For       For       Management         3       Elect Director John R. Gordon       For       Against       Management         4       Ratify Auditors       For       For       Management         5       Approve Omnibus Stock Plan       For       For       Management         6       Approve Non-Employee Director Omnibus Stock       For       For       Management         7       Declassify the Board of Directors       Against       For       Shareholder         8       Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity       Against       Against       Shareholder         05/16/08 - A       Aon Crp. *AOC*       037389103       For       Split       Management	05/20/08 - A	-	032511107			
3       Elect Director John R. Gordon       For       Against       Management         4       Ratify Auditors       For       For       Management         5       Approve Omnibus Stock Plan       For       For       Management         6       Approve Non-Employee Director Omnibus Stock       For       For       Management         7       Declassify the Board of Directors       Against       For       Shareholder         8       Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity       Against       Against       Shareholder         05/16/08 - A       Aon Crp. *AOC*       037389103       For       Split       Management		· · · · · · · · · · · · · · · · · · ·		For	For	
4       Ratify Auditors       For       For       Management         5       Approve Omnibus Stock Plan       For       For       Management         6       Approve Non-Employee Director Omnibus Stock       For       For       Management         7       Declassify the Board of Directors       Against       For       Shareholder         8       Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity       Against       Against       Shareholder         05/16/08 - A       Aon Crp. *AOC*       037389103       For       Split       Management				For	For	
5       Approve Omnibus Stock Plan       For       For       Management         6       Approve Non-Employee Director Omnibus Stock       For       For       Management         7       Declassify the Board of Directors       Against       For       Shareholder         8       Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity       Against       For       Shareholder         05/16/08 - A       Aon Corp. *AOC*       037389103       For       Split       Management					Against	Management
6       Approve Non-Employee Director Omnibus Stock       For       For       Management         7       Declassify the Board of Directors       Against       For       Shareholder         8       Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity       Against       For       Shareholder         05/16/08 - A       Aon Corp. *AOC*       037389103       For       Split       Management				For	For	U
Plan       7       Declassify the Board of Directors       Against       For       Shareholder         8       Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity       Against       Against       Shareholder         05/16/08 - A       Aon Corp. *AOC*       037389103       5037389103       1       Elect Directors       For       Split       Management				For	For	
8     Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity     Against     Against     Shareholder       05/16/08 - A     Aon Corp. *AOC*     037389103     507389103     507389103     507389103       1     Elect Directors     For     Split     Management				For	For	Management
05/16/08 - A       Aon Corp. *AOC*       037389103         1       Elect Directors       For       Split       Management		7 Declassify the Board of Directors		Against	For	Shareholder
1 Elect Directors For Split Management		-		Against	Against	Shareholder
1 Elect Directors For Split Management	05/16/08 - A	Aon Corp. *AOC*	037389103			
	35/10/00 11		007007100	For	Split	Management
					SPitt	inangement

1.2 Elect Director Gregory C. Case For

#### **Proxy Voting Report**

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	<ol> <li>Elect Director Fulvio Conti For</li> <li>Elect Director Edgar D. Jannotta For</li> </ol>				
	1.5 Elect Director Jan Kalff Withhold				
	1.6Elect Director Lester B. KnightFor1.7Elect Director J. Michael LoshFor				
	1.8 Elect Director R. Eden Martin For				
	1.9 Elect Director Andrew J. McKenna For				
	1.10 Elect Director Robert S. Morrison For				
	1.10         Elect Director Robert 3: Monison         For           1.11         Elect Director Richard B. Myers         For				
	1.11         Elect Director Richard D. Myers         For           1.12         Elect Director Richard C. Notebaert         For				
	1.12         Elect Director John W. Rogers, Jr.         For				
	1.14 Elect Director Gloria Santona For				
	1.15 Elect Director Carolyn Y. Woo For				
	2 Ratify Auditors		For	For	Management
05/08/08 - A	Apache Corp. *APA*	037411105			-
00,00,000 11	1 Elect Director G. Steven Farris	007111100	For	For	Management
	2 Elect Director Randolph M. Ferlic		For	For	Management
	3 Elect Director A. D. Frazier, Jr.		For	For	Management
	4 Elect Director John A. Kocur		For	For	Management
	5 Reimburse Proxy Contest Expenses		Against	Against	Shareholder
04/25/08 - A	AT&T Inc *T*	00206R102			
	1 Elect Director Randall L. Stephenson		For	For	Management
	2 Elect Director William F. Aldinger III		For	For	Management
	3 Elect Director Gilbert F. Amelio		For	For	Management
	4 Elect Director Reuben V. Anderson		For	For	Management
	5 Elect Director James H. Blanchard		For	For	Management
	6 Elect Director August A. Busch III		For	For	Management
	7 Elect Director James P. Kelly		For	For	Management
	8 Elect Director Jon C. Madonna		For	For	Management
	9 Elect Director Lynn M. Martin		For	For	Management
	10 Elect Director John B. McCoy		For	For	Management
	11 Elect Director Mary S. Metz		For	For	Management
	12 Elect Director Joyce M. Roche		For	For	Management
	13 Elect Director Laura D Andrea Tyson		For	For	Management
	14 Elect Director Patricia P. Upton		For	For	Management
	15 Ratify Auditors		For	For	Management
	16 Report on Political Contributions		Against	For	Shareholder
	17 Exclude Pension Credits from Earnings Performance		Against	For	Shareholder
	Measure 18 Paguire Independent Lead Director		Against	Eor	Sharahaldar
	<ul><li>18 Require Independent Lead Director</li><li>19 Establish SERP Policy</li></ul>		Against Against	For For	Shareholder Shareholder
	<ol> <li>Establish SERP Policy</li> <li>Advisory Vote to Ratify Named Executive Officers</li> </ol>		Against	For For	Shareholder
	20 Advisory vole to Ratify Named Executive Officers Compensation		Against	POF	Shareholder
	Compensation				

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 06/12/08 - A	Ballot Issues Autodesk, Inc. *ADSK*	<b>Security</b> 052769106	Management Recommendation	Vote Cast	Proponent
00/12/08 - A	1 Elect Director Carol A. Bartz	052709100	For	For	Management
	2 Elect Director Carl Bass		For	For	Management
	3 Elect Director Mark A. Bertelsen		For	For	Management
	4 Elect Director Crawford W. Beveridge		For	For	Management
	5 Elect Director J. Hallam Dawson		For	For	Management
	6 Elect Director Per-Kristian Halvorsen		For	For	Management
	7 Elect Director Sean M. Maloney		For	For	Management
	8 Elect Director Elizabeth A. Nelson		For	For	Management
	9 Elect Director Charles J. Robel		For	For	Management
	10 Elect Director Steven M. West		For	For	Management
	11 Ratify Auditors		For	For	Management
	12 Amend Non-Employee Director Omnibus Stock Plan		For	For	Management
05/07/08 - A	AutoNation, Inc. *AN*	05329W102			C C
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Omnibus Stock Plan		For	For	Management
	4 Amend Articles/Bylaws/Charter Call Special Meetings		Against	For	Shareholder
	5 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
05/01/08 - A	Avon Products, Inc. *AVP*	054303102			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Executive Incentive Bonus Plan		For	For	Management
	4 Report on Nanomaterial Product Safety		Against	For	Shareholder
04/24/08 - A	Baker Hughes Incorporated *BHI*	057224107			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Executive Incentive Bonus Plan		For	For	Management
	4 Other Business		For	Against	Management
04/23/08 - A	Ball Corp. *BLL*	058498106			
	<ol> <li>Elect Directors</li> <li>Elect Director Robert W. Alspaugh For</li> <li>Elect Director George M. Smart Withhold</li> <li>Elect Director Theodore M. Solso Withhold</li> <li>Elect Director Stuart A. Taylor II Withhold</li> </ol>		For	Split	Management
	2 Ratify Auditors		For	For	Management
	3 Declassify the Board of Directors		Against	For	Shareholder

#### **Proxy Voting Report**

Meeting	Comj	pany/				
				Management	Vote	
Date/Type		t Issues	Security	Recommendation	Cast	Proponent
04/23/08 - A		x of America Corp. *BAC*	060505104			
	1	Elect Director William Barnet, III		For	For	Management
	2	Elect Director Frank P. Bramble, Sr.		For	For	Management
	3	Elect Director John T. Collins		For	For	Management
	4	Elect Director Gary L. Countryman		For	For	Management
	5	Elect Director Tommy R. Franks		For	For	Management
	6	Elect Director Charles K. Gifford		For	For	Management
	7	Elect Director Kenneth D. Lewis		For	For	Management
	8	Elect Director Monica C. Lozano		For	For	Management
	9	Elect Director Walter E. Massey		For	For	Management
	10	Elect Director Thomas J. May		For	For	Management
	11	Elect Director Patricia E. Mitchell		For	For	Management
	12	Elect Director Thomas M. Ryan		For	For	Management
	13	Elect Director O. Temple Sloan, Jr.		For	For	Management
	14	Elect Director Meredith R. Spangler		For	For	Management
	15	Elect Director Robert L. Tillman		For	For	Management
	16	Elect Director Jackie M. Ward		For	For	Management
	17	Ratify Auditors		For	For	Management
	18	Limit/Prohibit Executive Stock-Based Awards		Against	Against	Shareholder
	19	Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	20	Limit Executive Compensation		Against	Against	Shareholder
	21	Provide for Cumulative Voting		Against	For	Shareholder
	22	Require Independent Board Chairman		Against	For	Shareholder
	23	Amend Articles/Bylaws/Charter Call Special		Against	For	Shareholder
		Meetings		C		
	24	Report on the Equator Principles		Against	Against	Shareholder
	25	Amend Bylaws to Establish a Board Committee on		Against	Against	Shareholder
		Human Rights		6	6	
05/06/08 - A	Baxt	er International Inc. *BAX*	071813109			
	1	Elect Director Wayne T. Hockmeyer		For	For	Management
	2	Elect Director Joseph B. Martin		For	For	Management
	3	Elect Director Robert L. Parkinson		For	For	Management
	4	Elect Director Thomas T. Stallkamp		For	For	Management
	5	Elect Director Albert P.L. Stroucken		For	For	Management
	6	Ratify Auditors		For	For	Management
04/22/08 - A	BB&	T Corporation *BBT*	054937107			
	1	Elect Directors		For	For	Management
	2	Ratify Auditors		For	For	Management
06/25/08 - A	Best	Buy Co., Inc. *BBY*	086516101			
	1	Elect Directors		For	For	Management
	2	Ratify Auditors		For	For	Management
	3	Approve Qualified Employee Stock Purchase Plan		For	For	Management
						-

#### **Proxy Voting Report**

Meeting	Comp	pany/				
		-	~	Management		_
Date/Type		t Issues	Security	Recommendation	Vote Cast	Proponent
	4	Amend By-laws for Majority Voting Standard		For	Against	Management
05/29/08 - A	Big I	.ots, Inc. *BIG*	089302103			
	1	Elect Directors		For	For	Management
	2	Amend Omnibus Stock Plan		For	For	Management
	3	Ratify Auditors		For	For	Management
06/19/08 - PC	Bioge	en Idec Inc. *BIIB*	09062X103			
	_	Management Proxy (White Card)				
	1.1	Elect Director Stelios Papadopoulos		For	For	Management
	1.2	Elect Director Cecil Pickett		For	For	Management
	1.3	Elect Director Lynn Schenk		For	For	Management
	1.4	Elect Director Phillip Sharp		For	For	Management
	2	Ratify Auditors		For	For	Management
	3	Approve Omnibus Stock Plan		For	For	Management
	4	Approve Executive Incentive Bonus Plan		For	For	Management
	5	Amend Bylaws to Remove Certain Provisions		Against	Against	Shareholder
		Dissident Proxy (Gold Card)				
	1.1	Elect Director Alexander J. Denner		For	Do Not Vote	Shareholder
	1.2	Elect Director Anne B. Young		For	Do Not Vote	Shareholder
	1.3	Elect Director Richard C. Mulligan		For	Do Not Vote	Shareholder
	1.4	Management Nominee - Phillip Sharp		For	Do Not Vote	Shareholder
	2	Amend Bylaws to Remove Certain Provisions		For	Do Not Vote	Shareholder
	3	Ratify Auditors		For	Do Not Vote	Management
	4	Approve Omnibus Stock Plan		Against	Do Not Vote	Management
	5	Approve Executive Incentive Bonus Plan		Against	Do Not Vote	Management
05/06/08 - A	Brist	ol-Myers Squibb Co. *BMY*	110122108			
	1	Elect Director Lewis B. Campbell		For	For	Management
	2	Elect Director James M. Cornelius		For	For	Management
	3	Elect Director Louis J. Freeh		For	For	Management
	4	Elect Director Laurie H. Glimcher		For	For	Management
	5	Elect Director Michael Grobstein		For	For	Management
	6	Elect Director Leif Johansson		For	For	Management
	7	Elect Director Alan J. Lacey		For	For	Management
	8	Elect Director Vicki L. Sato		For	For	Management
	9	Elect Director Togo D. West, Jr.		For	For	Management
	10	Elect Director R. Sanders Williams		For	For	Management
	11	Ratify Auditors		For	For	Management
	12	Increase Disclosure of Executive Compensation		Against	Against	Shareholder

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 05/14/08 - A	Ballot Issues Cameron International Corp *CAM*	<b>Security</b> 13342B105	Management Recommendation	Vote Cast	Proponent
00/11/00 11	1Elect Directors1.1Elect Director Peter J. Fluor1.2Elect Director Jack B. Moore1.3Elect Director David Ross III	122 (2210)	For	Split	Management
	2 Ratify Auditors		For	For	Management
04/24/08 - A	Capital One Financial Corp. *COF*1Elect Director Patrick W. Gross2Elect Director Ann Fritz Hackett3Elect Director Pierre E. Leroy4Ratify Auditors5Amend Nonqualified Employee Stock Purchase Plan6Advisory Vote to Ratify Named Executive Officers Compensation	14040H105	For For For For Against	Against Against Against For For For	Management Management Management Management Shareholder
06/11/08 - A	Caterpillar Inc. *CAT*1Elect Directors2Ratify Auditors3Declassify the Board of Directors4Require a Majority Vote for the Election of Directors5Report on Foreign Military Sales	149123101	For For Against Against Against	For For For For Against	Management Management Shareholder Shareholder Shareholder
06/18/08 - A	Celgene Corp. *CELG*1Elect Directors1.1Elect Director Sol J. Barer For1.2Elect Director Robert J. Hugin For1.3Elect Director Michael D. Casey For1.4Elect Director Rodman L. Drake For1.5Elect Director A. Hull Hayes, Jr. Withhold1.6Elect Director Gilla Kaplan For1.7Elect Director Ernest Mario For1.8Elect Director Walter L. Robb For2Ratify Auditors3Amend Omnibus Stock Plan	151020104	For For For	Split For For	Management Management Management
04/24/08 - A	<ul> <li>Centerpoint Energy Inc. *CNP*</li> <li>1 Elect Director O. Holcombe Crosswell</li> <li>2 Elect Director Janiece M. Longoria</li> <li>3 Elect Director Thomas F. Madison</li> </ul>	15189T107	For For For	For For For	Management Management Management

### **Proxy Voting Report**

Meeting	Company/				
Date/Type	Ballot Issues	Security	Management Recommendation	Vote Cast	Proponent
••	4 Elect Director Sherman M. Wolff	·	For	For	Management
	5 Declassify the Board of Directors		For	For	Management
	6 Ratify Auditors		For	For	Management
	7 Other Business		None	Against	Management
05/08/08 - A	CenturyTel, Inc. *CTL*	156700106			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation				
06/06/08 - A	Chesapeake Energy Corp. *CHK*	165167107			
	1 Elect Directors		For	For	Management
	2 Amend Omnibus Stock Plan		For	For	Management
	3 Ratify Auditors		For	For	Management
	4 Declassify the Board of Directors		Against	For	Shareholder
05/28/08 - A	Chevron Corporation *CVX*	166764100			
	1 Elect Director S. H. Armacost		For	For	Management
	2 Elect Director L. F. Deily		For	For	Management
	3 Elect Director R. E. Denham		For	For	Management
	4 Elect Director R. J. Eaton		For	For	Management
	5 Elect Director S. Ginn		For	For	Management
	6 Elect Director F. G. Jenifer		For	For	Management
	7 Elect Director J. L. Jones		For	For	Management
	8 Elect Director S. Nunn		For	For	Management
	9 Elect Director D. J. O Reilly		For	For	Management
	10 Elect Director D. B. Rice		For	For	Management
	11 Elect Director P. J. Robertson		For	For	Management
	12 Elect Director K. W. Sharer		For	For	Management
	13 Elect Director C. R. Shoemate		For	For	Management
	14 Elect Director R. D. Sugar		For	For	Management
	15 Elect Director C. Ware		For	For	Management
	16 Ratify Auditors		For	For	Management
	17 Increase Authorized Common Stock		For	For	Management
	18 Require Independent Board Chairman		Against	Against	Shareholder
	19 Adopt Human Rights Policy		Against	For	Shareholder
	20 Report on Environmental Impact of Oil Sands		Against	For	Shareholder
	Operations in Canada				
	21 Adopt Quantitative GHG Goals for Products and		Against	Against	Shareholder
	Operations				
	22 Adopt Guidelines for Country Selection		Against	Against	Shareholder
	23 Report on Market Specific Environmental Laws		Against	Against	Shareholder
04/23/08 - A	CIGNA Corp. *CI*	125509109	_	_	
	1 Elect Director Peter N. Larson		For	For	Management
	2 Elect Director Roman Martinez IV		For	For	Management
	3 Elect Director Carol Cox Wait		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	4 Elect Director William D. Zollars		For	Against	Management
	5 Ratify Auditors		For	For	Management
	6 Eliminate Class of Preferred Stock		For	For	Management
	7 Reduce Supermajority Vote Requirement		For	For	Management
	8 Reduce Supermajority Vote Requirement		For	For	Management
05/03/08 - A	Cincinnati Financial Corp. *CINF*	172062101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Code of Regulations to Permit the Issuance of Uncertified Shares		For	For	Management
04/22/08 - A	Citigroup Inc. *C*	172967101			
	1 Elect Director C. Michael Armstrong		For	For	Management
	2 Elect Director Alain J.P. Belda		For	Against	Management
	3 Elect Director Sir Winfried Bischoff		For	For	Management
	4 Elect Director Kenneth T. Derr		For	Against	Management
	5 Elect Director John M. Deutch		For	For	Management
	6 Elect Director Roberto Hernandez Ramirez		For	For	Management
	7 Elect Director Andrew N. Liveris		For	For	Management
	8 Elect Director Anne Mulcahy		For	Against	Management
	9 Elect Director Vikram Pandit		For	For	Management
	10 Elect Director Richard D. Parsons		For	Against	Management
	11 Elect Director Judith Rodin		For	For	Management
	12 Elect Director Robert E. Rubin		For	For	Management
	13 Elect Director Robert L. Ryan		For	For	Management
	14 Elect Director Franklin A. Thomas		For	For	Management
	15 Ratify Auditors		For	For	Management
	16 Disclose Prior Government Service		Against	Against	Shareholder
	17 Report on Political Contributions		Against	For	Shareholder
	18 Limit Executive Compensation		Against	Against	Shareholder
	19 Require More Director Nominations Than Open Seats		Against	Against	Shareholder
	20 Report on the Equator Principles		Against	Against	Shareholder
	21 Adopt Employee Contract		Against	For	Shareholder
	22 Amend GHG Emissions Policies to Limit Coal Financing		Against	Against	Shareholder
	23 Report on Human Rights Investment Policies		Against	Against	Shareholder
	24 Require Independent Board Chairman		Against	Against	Shareholder
	25 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	26 Indicate If You Would Like to Keep Your Vote Confidential Under Current Policy		None	Abstain	Management
05/30/08 - A	Citrix Systems, Inc. *CTXS*	177376100			
05/50/00 - A	1 Elect Director Murray J. Demo	1,1570100	For	For	Management
	2 Elect Director Asiff S. Hirji		For	For	Management
	3 Amend Omnibus Stock Plan		For	For	Management
			1.01	101	management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	<b>Ballot Issues</b> 4 Ratify Auditors	Security	<b>Management</b> <b>Recommendation</b> For	Vote Cast For	<b>Proponent</b> Management
05/27/08 - A	Clear Channel Communications, Inc. *CCU*	184502102			U
00/2//00 11	<ol> <li>Elect Director Alan D. Feld</li> <li>Elect Director Perry J. Lewis</li> <li>Elect Director L. Lowry Mays</li> </ol>	10.002102	For For For	For For For	Management Management Management
	<ul> <li>Elect Director L. Lowry Mays</li> <li>Elect Director Mark P. Mays</li> <li>Elect Director Randall T. Mays</li> <li>Elect Director B. J. McCombs</li> </ul>		For For For	For For For	Management Management
	<ul> <li>Elect Director B. J. McCombs</li> <li>Elect Director Phyllis B. Riggins</li> <li>Elect Director Theodore H. Strauss</li> <li>Elect Director J. C. Watts</li> </ul>		For For For	For For For For	Management Management Management
	<ul> <li>Elect Director J. C. Wats</li> <li>Elect Director John H. Williams</li> <li>Elect Director John B. Zachry</li> <li>Ratify Auditors</li> <li>Adopt Policy for Engagement With Proponents of</li> </ul>		For For For Against	For For For For	Management Management Management Management Shareholder
	<ul> <li>Shareholder Proposals Supported by a Majority Vote</li> <li>Require Independent Compensation Committee</li> <li>Adopt Anti Gross-up Policy</li> <li>Advisory Vote to Ratify Named Executive Officers Compensation</li> </ul>		Against Against Against	For For For	Shareholder Shareholder Shareholder
05/07/08 - A	CME Group Inc. *CME*1Elect Directors2Ratify Auditors	12572Q105	For For	For For	Management Management
04/22/08 - A	<ul> <li>Coca-Cola Enterprises Inc. *CCE*</li> <li>1 Elect Directors</li> <li>2 Ratify Auditors</li> <li>3 Submit Severance Agreement (Change in Control) to shareholder Vote</li> </ul>	191219104	For For Against	For For For	Management Management Shareholder
05/08/08 - A	Colgate-Palmolive Co. *CL*1Elect Director John T. Cahill2Elect Director Jill K. Conway3Elect Director Ian M. Cook4Elect Director Ellen M. Hancock5Elect Director David W. Johnson6Elect Director Richard J. Kogan7Elect Director Delano E. Lewis8Elect Director Reuben Mark9Elect Director Stephen I. Sadove11Ratify Auditors12Increase Authorized Common Stock	194162103	For For For For For For For For For For	For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Management Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
05/14/08 - A	Comcast Corp. *CMCSA*	20030N101	_	_	
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Restricted Stock Plan		For	For	Management
	4 Amend Stock Option Plan		For	For	Management
	5 Adopt Recapitalization Plan		Against	For	Shareholder
	6 Increase Disclosure of Executive Compensation		Against	Against	Shareholder
	7 Require More Director Nominations Than Open Seats		Against	Against	Shareholder
	8 Report on Pay Disparity		Against	Against	Shareholder
	9 Provide for Cumulative Voting for Class A Shareholders		Against	For	Shareholder
	10 Adopt Principles for Health Care Reform		Against	Against	Shareholder
	11 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation				
05/20/08 - A	Comerica Inc. *CMA*	200340107			
	1 Elect Director Joseph J. Buttigieg, III		For	For	Management
	2 Elect Director Roger A. Cregg		For	For	Management
	3 Elect Director T. Kevin Denicola		For	For	Management
	4 Elect Director Alfred A. Piergallini		For	For	Management
	5 Ratify Auditors		For	For	Management
05/14/08 - A	ConocoPhillips *COP*	20825C104			Ū.
	1 Elect Director Harold W. McGraw III		For	For	Management
	2 Elect Director James J. Mulva		For	For	Management
	3 Elect Director Bobby S. Shackouls		For	For	Management
	4 Declassify the Board of Directors		For	For	Management
	5 Ratify Auditors		For	For	Management
	6 Require Director Nominee Qualifications		Against	Against	Shareholder
	7 Report on Indigenous Peoples Rights Policies		Against	Against	Shareholder
	8 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation		5		
	9 Report on Political Contributions		Against	For	Shareholder
	10 Adopt Greenhouse Gas Emissions Goals for Products and Operations		Against	For	Shareholder
	11 Report on Community Environmental Impacts of Operations		Against	Against	Shareholder
	12 Report on Environmental Damage from Drilling in the National Petroleum Reserve		Against	For	Shareholder
	<ul> <li>13 Report on Environmental Impact of Oil Sands</li> <li>Operations in Canada</li> </ul>		Against	For	Shareholder
	14 Report on Global Warming		Against	Against	Shareholder
04/29/08 - A	Consol Energy, Inc. *CNX*	20854P109			
07/27/00 - A	1 Elect Directors	200541 109	For	Split	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues1.1Elect Director John WhitmireFor1.2Elect Director J. Brett HarveyFor1.3Elect Director James E. Altmeyer, Sr.Withhold1.4Elect Director William E. DavisFor1.5Elect Director Raj K. GuptaFor1.6Elect Director Patricia A. HammickFor1.7Elect Director David C. Hardesty, Jr.For1.8Elect Director John T. MillsFor1.9Elect Director William P. PowellFor1.10Elect Director Joseph T. WilliamsFor2Ratify Auditors33Approve Executive Incentive Bonus Plan4Report on GHG Emissions Reductions From	Security	Management Recommendation For For Against	Vote Cast For For For For	<b>Proponent</b> Management Management Shareholder
04/29/08 - A	Products and Operations COOPER INDUSTRIES LTD *CBE* This is a duplicate meeting for ballots received via the Broadridge North American ballot	G24182100			
	distribution system <ol> <li>Elect Directors</li> <li>APPOINT ERNST &amp; YOUNG LLP AS         <ul> <li>INDEPENDENT AUDITORSFOR THE YEAR</li> <li>ENDING 12/31/2008.</li> </ul> </li> </ol>		For For	For For	Management Management
	<ul> <li>3 APPROVE THE AMENDED AND RESTATED STOCK INCENTIVE PLAN.</li> <li>4 SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT ACODE OF CONDUCT BASED ON INTERNATIONAL LABORORGANIZATION HUMAN RIGHTS STANDARDS.</li> </ul>		For Against	For Against	Management Shareholder
04/24/08 - A	Corning Inc. *GLW*1Elect Directors1.1Elect Director John Seely Brown Withhold1.2Elect Director Gordon Gund Withhold1.3Elect Director Kurt M. Landgraf For1.4Elect Director H. Onno Ruding Withhold2Amend Omnibus Stock Plan3Ratify Auditors	219350105	For For For	Split For For	Management Management Management
05/15/08 - A	Coventry Health Care Inc. *CVH* 1 Elect Directors	222862104	For	For	Management

### **Proxy Voting Report**

Meeting	Compa	any/				
				Management		
Date/Type	Ballot	Issues	Security	Recommendation	Vote Cast	Proponent
	2	Ratify Auditors		For	For	Management
06/25/08 - PC	CSX (	Corp. *CSX*	126408103			
		Management Proxy (White Card)				
	1.1	Elect Director D. M. Alvarado		For	Do Not Vote	Management
	1.2	Elect Director E. E. Bailey		For	Do Not Vote	Management
	1.3	Elect Director Sen. J. B. Breaux		For	Do Not Vote	Management
	1.4	Elect Director S. T. Halverson		For	Do Not Vote	Management
	1.5	Elect Director E. J. Kelly, III		For	Do Not Vote	Management
	1.6	Elect Director R. D. Kunisch		For	Do Not Vote	Management
	1.7	Elect Director J. D. McPherson		For	Do Not Vote	Management
	1.8	Elect Director D. M. Ratcliffe		For	Do Not Vote	Management
	1.9	Elect Director W. C. Richardson		For	Do Not Vote	Management
	1.10	Elect Director F. S. Royal		For	Do Not Vote	Management
	1.11	Elect Director D. J. Shepard		For	Do Not Vote	Management
	1.12	Elect Director M. J. Ward		For	Do Not Vote	Management
	2	Ratify Auditors		For	Do Not Vote	Management
	3	Provide Right to Call Special Meeting		For	Do Not Vote	Management
	4	Amend Articles/Bylaws/Charter Call Special		Against	Do Not Vote	Shareholder
		Meetings				
	5	Repeal Any Provision or Amendment to the		Against	Do Not Vote	Shareholder
		Company s By-laws Adopted without				
		Shareholder Approval				
		Dissident Proxy (Blue Card)				
	1.1	Elect Director Christopher Hohn		For	For	Shareholder
	1.2	Elect Director Alexandre Behring		For	For	Shareholder
	1.3	Elect Director Gilbert H. Lamphere		For	For	Shareholder
	1.4	Elect Director Timothy T. OToole		For	For	Shareholder
	1.5	Elect Director Gary L. Wilson		For	Withhold	Shareholder
	1.6	Management Nominee - D.M. Alvarado		For	For	Shareholder
	1.7	Management Nominee - Sen. JB Breaux		For	For	Shareholder
	1.8	Management Nominee - E.J. Kelly, III		For	For	Shareholder
	1.9	Management Nominee - J.D. McPherson		For	For	Shareholder
	1.10	Management Nominee - D.M. Ratcliffe		For	For	Shareholder
	1.11	Management Nominee - D.J. Shepard		For For	For For	Shareholder Shareholder
	1.12 2	Management Nominee - M.J. Ward		For	For	
	Z	Amend Articles/Bylaws/Charter Call Special		FOI	FOI	Shareholder
	3	Meetings Amend Articles/Bylaws/Charter Call Special		Against	Against	Shareholder
	5	Meetings		Against	Against	Shareholder
	4	Repeal Any Provision or Amendment to the		For	For	Shareholder
	7	Company s By-laws Adopted without		101	101	Shareholder
		Shareholder Approval				
	5	Ratify Auditors		Abstain	For	Management
05/12/09			001001106			germent
05/13/08 - A		nins, Inc. *CMI*	231021106	Ear	Ean	Monogenerat
	1	Elect Director Robert J. Darnall Elect Director Robert K. Herdman		For For	For For	Management
	2 3			For For	For For	Management Management
	3 4	Elect Director Alexis M. Herman Elect Director F. Joseph Loughrey		For For	For For	Management
	4	Elect Diffetor P. Joseph Loughley		1.01	1.01	management

## Edgar Filing: Nuveen Core Equity Alpha Fund - Form N-PX

5 Elect Director	William I. Miller	For	For	Management
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#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Date/Type         Ballor Issue         Gest Director Georgia R. Nelson         Security         Recommendation         Cast         Proponent           7         Elect Director Theodore M. Solso         For         For         Management           9         Elect Director Carl Ware         For         For         Management           10         Ratify Auditors         For         For         Management           10         Ratify Auditors         For         For         Management           11         Increase Authorized Common Stock         For         For         Management           12         Adopt ILO Based Policies         126650100         Encer         For         Management           13         Elector Director Foxidi Brown II         For         For         For         Management           14         Elect Director Arian L. Heard         For         For         For         Management           15         Elect Director Mitam H. Joyce         For         For         For         Management           16         Elect Director Mitam H. Joyce         For         For         Management           16         Elect Director Management         For         For         Management         For         Management	Meeting	Company/				
6     Elect Director Gorgin R. Nelson     For     For     For     For     Management       7     Elect Director Carl Ware     For     For     For     Management       9     Elect Director Carl Ware     For     For     For     Management       10     Ratif y Auditors     For     For     For     Management       11     Increase Authorized Common Stock     For     For     Management       25/07/08 -A     CVS Carmark Corp *CVS*     126650100     U     U       1     Elect Director Cavid Brown II     For     For     For     Management       3     Elect Director Cavid Brown II     For     For     Management       4     Elect Director Marian E. Heard     For     For     For     Management       5     Elect Director Marian E. Heard     For     For     For     Management       6     Elect Director Marian E. Heard     For     For     For     Management       7     Elect Director Marian E. Heard     For     For     For     Management       6     Elect Director Marian E. Heard     For     For     For     Management       7     Elect Director Marian E. Heard     For     For     For     Management       7<				Management		
7     Elect Director Management     For     For     Management       8     Elect Director J. Lawrence Wilson     For     For     For     Management       10     Ratify Auditors     For     For     For     Management       11     Increase Authorized Common Stock     For     For     For     Management       12     Adopt IL-O Based Policies     126650100     U     U       13     Elect Director C. David Brown II     For     For     Management       2     Elect Director C. David Brown II     For     For     Management       3     Elect Director Marian L. Heard     For     For     For     Management       5     Elect Director Marian L. Heard     For     For     For     Management       6     Elect Director Marian L. Heard     For     For     Management       7     Elect Director Marian L. Heard     For     For     Management       8     Elect Director Marian L. Heard     For     For     Management       9     Elect Director Cal. Lance Piccolo     For     For     For     Management       10     Elect Director Cal. Lance Piccolo     For     For     For     Management       11     Elect Director Shidi Z. Sosenberg     For	Date/Type		Security			
8     Elect Director Carl Ware     For     For     Management       9     Elect Director J. Lawrence Wilson     For     For     For     Management       10     Raify Auditors     For     For     For     Management       11     Increase Authorized Common Stock     For     For     Management       2     Adopt IL.O Based Policies     126650100     1     Elect Director Carl Ware       12     Elect Director Carl Ware     For     For     For     Management       3     Elect Director Cavid Brown II     For     For     For     Management       4     Elect Director Cavid Brown II     For     For     Management       5     Elect Director Kavids E. Gibney Williams     For     For     Management       6     Elect Director Warian L. Heard     For     For     Management       7     Elect Director Kavins E. Gibney Williams     For     For     Management       8     Elect Director Caviner Preme Million     For     For     Management       9     Elect Director Kavins E. Gibney Williams     For     For     Management       10     Elect Director Kavins E. Gibney Williams     For     For     Management       11     Elect Director Kavins E. Gibney Williams     For </td <td></td> <td>-</td> <td></td> <td></td> <td></td> <td></td>		-				
9     Elect Director J. Lawrence Wilson     For     For     Management       10     Ratify Auditors     For     For     Management       12     Adopt ILO Based Policies     Against     Against     Against       05/07/08 - A     CVS Caremark Corp *CVS*     12650100       12     Intercase Authorized Common Stock     For     For     Management       2     Elect Director C. David Brown II     For     For     Management       3     Elect Director Kristen E. Gihney Williams     For     For     Management       5     Elect Director Minian L. Heard     For     For     Management       6     Elect Director Minian L. Heard     For     For     Management       7     Elect Director Minian L. Heard     For     For     Management       8     Elect Director Minian L. Heard     For     For     Management       9     Elect Director Minian L. Heard     For     For     Management       10     Elect Director William H. Joyce     For     For     Management       11     Elect Director Kichard J. Swift     For     For     Management       12     Elect Director Shelard J. Swift     For     For     Management       13     Ratify Auditors     For     For <td></td> <td></td> <td></td> <td></td> <td></td> <td>-</td>						-
10     Ratify Auditors     For     For     Management       11     Increase Authorized Common Stock     For     For     Management       05/07/08 - A     CVS Caremark Corp *CVS*     126650100     Imagement     Against     Sharcholder       05/07/08 - A     CVS Caremark Corp *CVS*     126650100     For     For     Management       3     Elect Director Calvid Brown II     For     For     Management       3     Elect Director Narian E. Gibney Williams     For     For     Management       5     Elect Director Marian E. Gibney Williams     For     For     Management       6     Elect Director Marian L. Heard     For     For     Management       7     Elect Director Marian L. Heard     For     For     Management       8     Elect Director Terence Muray     For     For     Management       9     Elect Director Shell Z. Rosenberg     For     For     Management       10     Elect Director Shell Z. Rosenberg     For     For     Management       11     Elect Director Shell Z. Rosenberg     For     For     Management       12     Elect Director Shell Z. Rosenberg     For     For     Management       13     Ratify Auditors     For     For     Management <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>						
11     Increase Authorized Common Stock     For     Against     Shareholder       05/07/08 - A     CVS Caremark Corp *CVS*     12665010     Imagement       1     Elect Director Edvin M. Banks     For     For     Management       2     Elect Director C. David Brown II     For     For     Management       3     Elect Director Vive W. Dorman     For     For     Management       5     Elect Director Marian L. Heard     For     For     Management       6     Elect Director Marian L. Heard     For     For     Management       7     Elect Director Marian L. Heard     For     For     Management       8     Elect Director Marian L. Heard     For     For     Management       9     Elect Director Steine Z. Race Piccolo     For     For     Management       10     Elect Director Scheine Z. Rosenberg     For     For     Management       11     Elect Director Scheine Z. Rosenberg     For     For     Management       12     Katify Auditors     For     For     Stareholder       13     Ratify Auditors     For     For     Management       14     Amend Articles/Pylaws/Charter Call Special     Against     For     Shareholder       15     Adopt Ant Gross up Poli						
12     Adopt ILO Based Policies     Against     Against     Shareholder       05/07/08 - A     CVS Caremark Corp *CVS*     126650100     For     For     Management       2     Elect Director Edwin M. Banks     For     For     Management       3     Elect Director David Brown II     For     For     Management       4     Elect Director Marian L. Heard     For     For     Management       5     Elect Director Terence Murray     For     For     Management       6     Elect Director Terence Murray     For     For     Management       7     Elect Director Terence Murray     For     For     Management       8     Elect Director Sheli Z. Rosenberg     For     For     Management       10     Elect Director Sheli Z. Rosenberg     For     For     Management       11     Elect Director Sheli Z. Rosenberg     For     For     Management       12     Elect Director Richard J. Swift     For     For     Shareholder       13     Ratify Auditors     For     For     Shareholder       14     Amend Articles/Bylaws/Charter     Call Special     Against     For     Management       15     Adopt Anti Gross-up Policy     Against     For     Management		-				
05/07/08 - A CVS Caremark Corp *CVS* 126650100 1 Elect Director Edwin M. Banks For For Management 2 Elect Director David W. Dorman For For Management 3 Elect Director Kristen E. Gibney Williams For For For Management 5 Elect Director Villiam I. Joyce For For Management 6 Elect Director Jean-Fiere Million For For Management 8 Elect Director C. A. Lance Piccolo For For Management 9 Elect Director Shei Z. Rosenberg For For Management 10 Elect Director Richard J. Swift For For Management 11 Elect Director Richard J. Swift For For Management 12 Elect Director Richard J. Swift For For Management 13 Ratify Auditors For For Management 14 Amend Articles/Bylaws/Charter Call Special Against For Shareholder 15 Adopt Anti Gross-up Policy Against For For Management 10 Elect Directors Richard J. Swift For For Management 12 Elect Director Science Call Special Against For Shareholder 13 Ratify Auditors For For Management 14 Amend Articles/Bylaws/Charter Call Special Against For Shareholder 15 Adopt Anti Gross-up Policy Against For Shareholder 16 Report on Political Contributions For For Management 17 Elect Directors (East For For Management 18 Elect Directors File Z. Statify Auditors For For Management 19 Elect Directors For For Management 10 Elect Directors Policy Against For Shareholder 10 Elect Directors For For Management 10 Elect Directors For For Management 11 Elect Directors For For Management 12 Ratify Auditors For For Management 13 Increase Authorized Common Stock For For Management 14 Declassify the Board of Directors For For Management 14 Declassify the Board of Directors For For Management 14 Elect Directors For For Management 15 Adopt Librectors For For Management 16 Elect Directors For For Management 17 Elect Directors For For Management 18 Attify Auditors For For For Management 19 Elect Directors For For Management 20 Adultors For For For Management 20 Adult Auditors For For For Management 20 Attify Auditors For For Management 20 Attify Auditors For For For Management 20 A						-
1     Elect Director Edwin M. Banks     For     For     Management       2     Elect Director David Brown II     For     For     Management       3     Elect Director Vavid Brown II     For     For     Management       4     Elect Director Kristen E. Gibney Williams     For     For     Management       5     Elect Director William I. Heard     For     For     Management       6     Elect Director Villiam H. Joyce     For     For     Management       7     Elect Director C.A. Lance Piccolo     For     For     Management       8     Elect Director Thomas M. Ryan     For     For     Management       10     Elect Director Richard J. Swift     For     For     Management       11     Elect Director Richard J. Swift     For     For     Management       12     Elect Director Richard J. Swift     For     For     Management       13     Ratify Auditors     For     For     Shareholder       14     Armend Articles/Bylaws/Charter Call Special     Against     For     Shareholder       15     Adopt Anti Gross-up Policy     Against     For     Management       16     Report on Political Contributions     For     For     Management       16     Rel		12 Adopt ILO Based Policies		Against	Against	Shareholder
2       Elect Director C. David Brown II       For       For       For       Management         3       Elect Director Tavid W. Dorman       For       For       Management         4       Elect Director Marian L. Heard       For       For       Management         5       Elect Director William H. Joyce       For       For       Management         6       Elect Director Ban-Pierre Million       For       For       Management         7       Elect Director Terence Murray       For       For       Management         9       Elect Director C. Lance Piccolo       For       For       Management         10       Elect Director Sheli Z. Rosenberg       For       For       Management         11       Elect Director Thomas M. Ryan       For       For       Management         12       Elect Director Thomas M. Ryan       For       For       Management         13       Ratify Auditors       For       For       Shareholder         14       Amend Articles/Bylaws/Charter Call Special       Against       For       Shareholder         16       Report on Political Contributions       Against       For       Management         16       Relect Directors       For       For </td <td>05/07/08 - A</td> <td></td> <td>126650100</td> <td></td> <td></td> <td></td>	05/07/08 - A		126650100			
3       Elect Director David W. Dorman       For       For       For       Management         4       Elect Director Kristen E. Gibney Williams       For       For       For       Management         5       Elect Director Kristen E. Gibney Williams       For       For       For       Management         6       Elect Director William H. Joyce       For       For       For       Management         7       Elect Director Jean-Pierre Million       For       For       For       Management         8       Elect Director CA. Lance Piecolo       For       For       Management         10       Elect Director Sheli Z. Rosenberg       For       For       Management         11       Elect Director Nomas M. Ryan       For       For       Management         12       Elect Director Richard J. Swift       For       For       Management         13       Ratify Auditors       For       For       Sor       Management         13       Ratify Auditors       Kapainst       For       Sor       Management         14       Amend ArticleS/Bylaws/Charter       Call Special       Against       For       Sor       Management         15       Adopt Anti Gross-up Policy       Against		1 Elect Director Edwin M. Banks		For	For	Management
4       Elect Director Kristen E. Gibney Williams       For       For       Management         5       Elect Director Milliam H. Joyce       For       For       Management         6       Elect Director Villiam H. Joyce       For       For       Management         7       Elect Director Jean-Pierre Million       For       For       Management         8       Elect Director CA. Lance Piecelo       For       For       Management         9       Elect Director CA. Lance Piecelo       For       For       Management         10       Elect Director Richard J. Swift       For       For       Management         12       Elect Director Richard J. Swift       For       For       Management         13       Ratify Auditors       For       For       Sor       Management         13       Ratify Auditors       For       For       Management         14       Amend Articles/Bylaws/Charter Call Special       Against       For       Shareholder         13       Ratify Auditors       Against       For       Management         14       Report on Political Contributions       242370104       Elect Directors       Shareholder         2       Ratify Auditors       For       Fo		2 Elect Director C. David Brown II		For	For	Management
5       Elect Director Marian L. Heard       For       For       For       Management         6       Elect Director William H. Joyce       For       For       For       Management         7       Elect Director Can-Pierre Million       For       For       Management         8       Elect Director CA. Lance Piccolo       For       For       Management         9       Elect Director CA. Lance Piccolo       For       For       Management         10       Elect Director Sheli Z. Rosenberg       For       For       Management         11       Elect Director Sheli Z. Rosenberg       For       For       Management         12       Elect Director Thomas M. Ryan       For       For       Management         13       Ratify Auditors       For       For       For       Management         14       Amend Articles/Bylaws/Charter       Call Special       Against       For       Shareholder         15       Adopt Anti Gross-up Policy       Against       For       Shareholder         16       Report on Political Contributions       Por       For       Management         2       Ratify Auditors       For       For       For       Management         2       <		3 Elect Director David W. Dorman		For	For	Management
6       Elect Director William H. Joyce       For       For       For       Management         7       Elect Director Can-Pierre Million       For       For       Management         9       Elect Director CA. Lance Piccolo       For       For       Management         9       Elect Director CA. Lance Piccolo       For       For       Management         10       Elect Director Richard J. Switt       For       For       Management         11       Elect Director Richard J. Switt       For       For       Management         13       Ratify Auditors       For       For       Management         13       Ratify Auditors       For       For       Management         14       Amend Articles/Bylaws/Charter Call Special       Against       For       Shareholder         15       Adopt Anti Gross-up Policy       Against       For       Management         205/22/08 - A       Dear Foods Company *DF*       242370104       Elect Directors       For       Management         2       Ratify Auditors       For       For       For       Management         2       Ratify Auditors       For       For       For       Management         3       Lelect Directors		4 Elect Director Kristen E. Gibney Williams		For	For	Management
7       Elect Director Jean-Pierre Million       For       For       Management         8       Elect Director Terrence Murray       For       For       Management         9       Elect Director C.A. Lance Picolo       For       For       Management         10       Elect Director Sheli Z. Rosenberg       For       For       Management         11       Elect Director Sheli Z. Rosenberg       For       For       Management         11       Elect Director Thomas M. Ryan       For       For       Management         13       Ratify Auditors       For       For       Management         13       Ratify Auditors       For       Shareholder         14       Amend Articles/Bylaws/Charter Call Special       Against       For       Shareholder         15       Adopt Anti Gross-up Policy       Against       For       Shareholder         16       Report on Political Contributions       242370104       Imagement       For       Management         05/22/08 - A       Deum Foods Company *DF*       25179M103       For       For       Management         1       Elect Directors       For       For       For       Management         2       Ratify Auditors       For		5 Elect Director Marian L. Heard		For	For	Management
8       Elect Director Terrence Murray       For       For       For       Management         9       Elect Director C.A. Lance Piccolo       For       For       For       Management         10       Elect Director Sheli Z. Rosenberg       For       For       For       Management         11       Elect Director Thomas M. Ryan       For       For       For       Management         12       Elect Director Richard J. Swift       For       For       For       Management         13       Ratify Auditors       For       Sareholder       Against       For       Shareholder         14       Amend Articles/Bylaws/Charter       Call Special       Against       For       Shareholder         16       Report on Political Contributions       Against       For       Shareholder         16       Report on Political Contributions       242370104       Tor       Management         205/22/08 - A       Deen Foods Company *DF*       242370104       Tor       Management         2       Ratify Auditors       For       For       For       Management         2       Ratify Auditors       For       For       Management         3       Increase Authorized Common Stock       For <td></td> <td>6 Elect Director William H. Joyce</td> <td></td> <td>For</td> <td>For</td> <td>Management</td>		6 Elect Director William H. Joyce		For	For	Management
9Elect Director C.A. Lance PiccoloForForForManagement10Elect Director Sheli Z. RosenbergForForManagement11Elect Director Richard J. SwiftForForManagement12Elect Director Richard J. SwiftForForManagement13Ratify AuditorsForForManagement14Amend Articles/Bylaws/Charter Call Special MeetingsAgainstForShareholder15Adopt Anti Gross-up Policy 16AgainstForShareholder16Report on Political ContributionsAgainstForManagement05/22/08 - ADear Foods Company *DF*242370104U1Elect DirectorsForForManagement2Ratify AuditorsForForManagement3Increase Authorized Common StockForForManagement3Increase Authorized Common StockForForManagement4Declassify the Board of DirectorsForForManagement3Increase Authorized Common StockForForManagement4Declassify the Board of DirectorsForForManagement5Ratify AuditorsForForForManagement6Rettr DrectorsForForForManagement6Rettr DrectorsForForManagement6Rettr DrectorsForForManagement1Elect Direc		7 Elect Director Jean-Pierre Million		For	For	Management
10Elect Director Sheli Z. RosenbergForForForMaragement11Elect Director Thomas M. RyanForForForManagement12Elect Director Richard J. SwiftForForManagement13Ratify AuditorsForForManagement14Amend Articles/Bylaws/Charter Call SpecialAgainstForShareholder15Adopt Anti Gross-up PolicyAgainstForShareholder16Report on Political Contributions242370104Elect DirectorsForManagement2Ratify AuditorsElect DirectorsForForManagement2Ratify AuditorsShareholderForForManagement05/22/08 - ADeom Forg Corp. *DVN*242370104Elect DirectorsForManagement2Ratify AuditorsStareholderForForManagement1Elect DirectorsElect DirectorsForForManagement2Ratify AuditorsStareholderForForManagement3Increase Authorized Common StockForForForManagement4Declassify the Board of DirectorsElect DirectorsForForManagement05/14/08 - AElect DirectorsElect DirectorsForForManagement1Elect DirectorsForForForManagement2Ratify AuditorsForForForManagement <tr< tr="">1Elec</tr<>		8 Elect Director Terrence Murray		For	For	Management
11Elect Director Thomas M. RyanForForForManagement12Elect Director Richard J. SwiftForForForManagement13Ratify AuditorsForForForManagement14Amend Articles/Bylaws/Charter Call SpecialAgainstForShareholder15Adopt Anti Gross-up PolicyAgainstForShareholder16Report on Political Contributions242370104ImagementImagement05/22/08 - ADean Foods Company *DF*242370104ImagementImagement1Elect DirectorsForForManagement2Ratify AuditorsEorForManagement06/04/08 - ADevon Energy Corp. *DVN*25179M103Imagement1Elect DirectorsForForFor2Ratify AuditorsForForFor3Increase Authorized Common StockForForFor4Declassify the Board of DirectorsForForFor2Ratify AuditorsC6817G102ForForManagement05/14/08 - ADymey, Inc. *DYN*26817G102ForForManagement1Elect DirectorsForForForManagement04/30/08 - AEL Du Pont De Nemours & Co. *DD*263534109Imagement1Elect DirectorsForForForManagement2Ratify AuditorsForForForManagement3 <td></td> <td>9 Elect Director C.A. Lance Piccolo</td> <td></td> <td>For</td> <td>For</td> <td>Management</td>		9 Elect Director C.A. Lance Piccolo		For	For	Management
12Elect Director Richard J. SwiftForForForManagement13Ratify AuditorsForShareholder14Amend Articles/Bylaws/Charter Call SpecialAgainstForShareholder15Adopt Anti Gross-up PolicyAgainstForShareholder16Report on Political ContributionsAgainstForShareholder05/22/08 - ADean Foods Company *DF*242370104		10 Elect Director Sheli Z. Rosenberg		For	For	Management
13       Ratify Auditors       For       For       For       Management         14       Amend Articles/Bylaws/Charter       Call Special       Against       For       Shareholder         Meetings       15       Adopt Anti Gross-up Policy       Against       For       Shareholder         15       Adopt Anti Gross-up Policy       Against       For       Shareholder         16       Report on Political Contributions       242370104       Imagement       For       Management         05/22/08 - A       Dean Foods Company *DF*       242370104       Imagement       For       For       Management         2       Ratify Auditors       Elect Directors       For       For       Management         2       Ratify Auditors       25179M103       Imagement       For       For       Management         3       Rectores       Autorized Common Stock       For       For       Management         4       Declassify the Board of Directors       For       For       For       Management         05/14/08 - A       Dyregy, Inc. *DYN*       26817G102       For       For       Management         2       Ratify Auditors       Report on Plant Closures       Go3534109       For       Managemen		11 Elect Director Thomas M. Ryan		For	For	Management
14Amend Articles/Bylaws/Charter Call Special MeetingsAgainstForShareholder15Adopt Anti Gross-up Policy 16Report on Political ContributionsAgainstForShareholder16Report on Political ContributionsAgainstForShareholder05/22/08 - A 1Elect Directors 2Ratify AuditorsForForManagement2Ratify AuditorsForForForManagement2Ratify AuditorsForForManagement1Elect Directors 2ForForForManagement2Ratify AuditorsForForManagement3Increase Authorized Common Stock 4ForForForManagement05/14/08 - ADyney, Inc. *DYN* 226817G102ForForManagement1Elect Directors 2Ratify AuditorsForForManagement04/30/08 - ADyney, Inc. *DYN* 2263534109III1Elect Directors 2Ratify AuditorsForForManagement1Elect Directors 3ForForForManagement2Ratify AuditorsForForForManagement2Ratify AuditorsForForForManagement2Ratify AuditorsForForForManagement2Ratify AuditorsForForForManagement2Ratify AuditorsForF		12 Elect Director Richard J. Swift		For	For	Management
Meetings       15       Adopt Anti Gross-up Policy       Against       For       Shareholder         16       Report on Political Contributions       Against       For       Shareholder         05/22/08 - A       Dean Foods Company *DF*       242370104       I       Elect Directors       For       For       Management         2       Ratify Auditors       2       Ratify Auditors       25179M103       I       Elect Directors       For       Management         06/04/08 - A       Devon Energy Corp. *DVN*       25179M103       I       Elect Directors       For       Management         1       Elect Directors       For       For       For       Management         2       Ratify Auditors       50       For       For       Management         3       Increase Authorized Common Stock       For       For       Management         4       Declassify the Board of Directors       For       For       Management         2       Ratify Auditors       26817G102       For       Management         2       Ratify Auditors       For       For       Management         2       Ratify Auditors       For       For       Management         2       Ratify Auditors		13 Ratify Auditors		For	For	Management
16Report on Political ContributionsAgainstForShareholder05/22/08 - ADean Foods Company *DF*242370104 <td< td=""><td></td><td>5 1</td><td></td><td>Against</td><td>For</td><td>Shareholder</td></td<>		5 1		Against	For	Shareholder
05/22/08 - A Dean Foods Company *DF* 242370104 1 Elect Directors For Management 2 Ratify Auditors 25179M103 1 Elect Directors For Management 2 Ratify Auditors For For Management 3 Increase Authorized Common Stock 4 Declassify the Board of Directors For Management 05/14/08 - A Dynegy, Inc. *DYN* 26817G102 05/14/08 - A Dynegy, Inc. *DYN* 26817G102 1 Elect Directors For Management 05/14/08 - A Dynegy, Inc. *DYN* 26817G102 05/14/08 - A Dynegy, Inc. *DYN* 26817G102 1 Elect Directors For Management 04/30/08 - A E.I. Du Pont De Nemours & Co. *DD* 263534109 1 Elect Directors For Management 3 Report on Plant Closures Against Against Shareholder 4 Require Independent Board Chairman Against For Shareholder		15 Adopt Anti Gross-up Policy		Against	For	Shareholder
1Elect Directors 2For Ratify AuditorsFor ForFor ForManagement06/04/08 - ADevon Energy Corp. *DVN*25179M1031Elect Directors ForForManagement1Elect Directors 2Ratify AuditorsForForManagement2Ratify AuditorsForForManagement3Increase Authorized Common Stock 4ForForForManagement4Declassify the Board of DirectorsForForManagement05/14/08 - ADynegy, Inc. *DYN* 226817G102ForForManagement1Elect Directors 2Ratify AuditorsForForManagement04/30/08 - AE.I. Du Pont De Nemours & Co. *DD*2635341091Elect Directors ForForForManagement2Ratify AuditorsAgainstAgainstAgainstShareholderAgainstShareholder3Report on Plant Closures 4Require Independent Board ChairmanAgainstForShareholder		16 Report on Political Contributions		Against	For	Shareholder
2Ratify AuditorsForForManagement06/04/08 - ADevon Energy Corp. *DVN*25179M1031Elect DirectorsForForManagement2Ratify AuditorsForForManagement3Increase Authorized Common StockForForManagement4Declassify the Board of DirectorsForForManagement05/14/08 - ADynegy, Inc. *DYN*26817G102Elect DirectorsForManagement1Elect DirectorsForForManagement2Ratify Auditors263534109Cot *DD*Management1Elect DirectorsForForForManagement2Ratify AuditorsAgainstForForManagement3Report on Plant ClosuresAgainstAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder	05/22/08 - A	Dean Foods Company *DF*	242370104			
06/04/08 - A Devon Energy Corp. *DVN* 25179M103 1 Elect Directors For Management 2 Ratify Auditors For Management 3 Increase Authorized Common Stock For For Management 4 Declassify the Board of Directors For Management 4 Declassify the Board of Directors For Management 05/14/08 - A Dynegy, Inc. *DYN* 26817G102 1 Elect Directors For Management 2 Ratify Auditors Co. *DD* 26817G102 04/30/08 - A E.I. Du Pont De Nemours & Co. *DD* 263534109 1 Elect Directors For Management 2 Ratify Auditors For Management 3 Report on Plant Closures Against For For Management 4 Require Independent Board Chairman Against For Shareholder		1 Elect Directors		For	For	Management
1Elect DirectorsForForManagement2Ratify AuditorsForForManagement3Increase Authorized Common StockForForManagement4Declassify the Board of DirectorsForForManagement05/14/08 - A <b>Dyney, Inc.*DYN*</b> 26817G102ForForManagement1Elect DirectorsElect DirectorsForManagement2Ratify AuditorsForForManagement04/30/08 - A <b>E.I. U Pont De Nemours &amp; Co.*DD*</b> 263534109ForFor1Elect DirectorsForForManagement2Ratify AuditorsForForManagement3Report on Plant ClosuresForForManagement3Report on Plant ClosuresAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder		2 Ratify Auditors		For	For	Management
1Elect DirectorsForForManagement2Ratify AuditorsForForManagement3Increase Authorized Common StockForForManagement4Declassify the Board of DirectorsForForManagement05/14/08 - A <b>Dyney, Inc.*DYN*</b> 26817G102ForForManagement1Elect DirectorsElect DirectorsForManagement2Ratify AuditorsForForManagement04/30/08 - A <b>E.I. U Pont De Nemours &amp; Co.*DD*</b> 263534109ForFor1Elect DirectorsForForManagement2Ratify AuditorsForForManagement3Report on Plant ClosuresForForManagement3Report on Plant ClosuresAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder	06/04/08 - A	Devon Energy Corp. *DVN*	25179M103			
2Ratify AuditorsForForManagement3Increase Authorized Common StockForForForManagement4Declassify the Board of DirectorsForForForManagement05/14/08 - ADynegy, Inc. *DYN*26817G10226817G102Imagement1Elect DirectorsForForForManagement2Ratify AuditorsForForForManagement04/30/08 - AE.I. Du Pont De Nemours & Co. *DD*263534109ImagementImagement1Elect DirectorsForForForManagement2Ratify AuditorsForForForManagement3Report on Plant ClosuresAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder				For	For	Management
3Increase Authorized Common Stock 4ForForForManagement4Declassify the Board of DirectorsForForManagement05/14/08 - A 2Dynegy, Inc. *DYN* 126817G102SecondarySecondary1Elect Directors 2Ratify AuditorsForForFor04/30/08 - AE.I. Du Pont De Nemours & Co. *DD* 1Elect Directors 2ForForFor1Elect Directors 2Ratify AuditorsForForManagement04/30/08 - AE.I. Du Pont De Nemours & Co. *DD* 1263534109SatementSatement2Ratify Auditors 3Report on Plant Closures 4ForForForManagement3Report on Plant Closures 4Require Independent Board ChairmanAgainstAgainstShareholder		2 Ratify Auditors		For	For	
4Declassify the Board of DirectorsForForManagement05/14/08 - ADynegy, Inc. *DYN*26817G102		3 Increase Authorized Common Stock		For	For	
1Elect Directors Ratify AuditorsFor ForFor ForFor Management04/30/08 - AE.I. Du Pont De Nemours & Co. *DD*2635341092635341091Elect Directors 2Ratify AuditorsForFor2Ratify AuditorsForForManagement3Report on Plant Closures 4Require Independent Board ChairmanAgainstAgainst4Require Independent Board ChairmanForForShareholder				For	For	-
1Elect Directors Ratify AuditorsFor ForFor ForFor Management04/30/08 - AE.I. Du Pont De Nemours & Co. *DD*2635341092635341091Elect Directors 2Ratify AuditorsForFor2Ratify AuditorsForForManagement3Report on Plant Closures 4Require Independent Board ChairmanAgainstAgainst4Require Independent Board ChairmanForForShareholder	05/14/08 - A	Dynegy, Inc. *DYN*	26817G102			
04/30/08 - A       E.I. Du Pont De Nemours & Co. *DD*       263534109         1       Elect Directors       For       For         2       Ratify Auditors       For       For         3       Report on Plant Closures       Against       Against         4       Require Independent Board Chairman       Against       For				For	For	Management
1Elect DirectorsForForManagement2Ratify AuditorsForForManagement3Report on Plant ClosuresAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder		2 Ratify Auditors		For	For	
2Ratify AuditorsForForManagement3Report on Plant ClosuresAgainstAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder	04/30/08 - A	E.I. Du Pont De Nemours & Co. *DD*	263534109			
2Ratify AuditorsForForManagement3Report on Plant ClosuresAgainstAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder		1 Elect Directors		For	For	Management
3Report on Plant ClosuresAgainstAgainstAgainstShareholder4Require Independent Board ChairmanAgainstForShareholder						
4 Require Independent Board Chairman Against For Shareholder						
		1			•	
				Against	Against	Shareholder

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues6Amend Human Rights Policies7Advisory Vote to Ratify Named Executive Officers Compensation	Security	<b>Management</b> <b>Recommendation</b> Against Against	Vote Cast Against For	<b>Proponent</b> Shareholder Shareholder
06/13/08 - A	<ul> <li>E.W. Scripps Co. (The) *SSP*</li> <li>1 Elect Directors</li> <li>1.1 Elect Director William R. Burleigh Withhold</li> <li>1.2 Elect Director David A. Galloway For</li> <li>1.3 Elect Director David M. Moffett For</li> <li>1.4 Elect Director Jarl Mohn For</li> </ul>	811054204	For	Split	Management
05/14/08 - A	Eastman Kodak Co. *EK*1Elect Directors2Ratify Auditors3Require a Majority Vote for the Election of Directors	277461109	For For Against	For For For	Management Management Shareholder
04/23/08 - A	<ul> <li>Eaton Corporation *ETN*</li> <li>1 Elect Directors</li> <li>2 Increase Authorized Common Stock</li> <li>3 Adopt Majority Voting for Uncontested Election of Directors</li> <li>4 Amend Articles to Authorize the Board of Directors to Make Future Amendments to the Amended Regulations</li> <li>5 Approve Omnibus Stock Plan</li> <li>6 Approve Executive Incentive Bonus Plan</li> <li>7 Approve Executive Incentive Bonus Plan</li> <li>8 Ratify Auditors</li> </ul>	278058102	For For For For For For For For	For For For For For For For For	Management Management Management Management Management Management Management
04/24/08 - A	Edison International *EIX*1Elect Directors2Ratify Auditors3Advisory Vote to Ratify Named Executive Officers Compensation	281020107	For For Against	For For For	Management Management Shareholder
04/21/08 - A	<ul> <li>Eli Lilly and Co. *LLY*</li> <li>1 Elect Directors</li> <li>2 Ratify Auditors</li> <li>3 Declassify the Board of Directors</li> <li>4 Require a Majority Vote for the Election of Directors</li> <li>5 Amend Omnibus Stock Plan</li> <li>6 Report on Animal Testing Policies</li> <li>7 Amend Vote Requirements to Amend Articles/Bylaws/Charter</li> <li>8 Reduce Supermajority Vote Requirement</li> </ul>	532457108	For For For For Against Against Against	For For For For Against For For	Management Management Management Management Shareholder Shareholder Shareholder

#### **Proxy Voting Report**

Meeting	Compa	ny/				
	<b>N N</b> (1		a	Management	Vote	
Date/Type	Ballot 1		Security	Recommendation	Cast	Proponent
	9	Political Contributions		Against	Against	Shareholder
05/01/08 - A	Emba	rq Corp *EQ*	29078E105			
	1	Elect Directors		For	For	Management
	2	Ratify Auditors		For	For	Management
	3	Approve Omnibus Stock Plan		For	For	Management
	4	Approve Qualified Employee Stock Purchase Plan		For	For	Management
	5	Approve Executive Incentive Bonus Plan		For	For	Management
	6	Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
05/21/08 - A	EMC	Corp. *EMC*	268648102			
	1	Elect Directors		For	Split	Management
	1.1	Elect Director Michael W. Brown For				
	1.2	Elect Director Michael J. Cronin For				
	1.3	Elect Director Gail Deegan For				
	1.4	Elect Director John R. Egan For				
	1.5	Elect Director W. Paul Fitzgerald For				
	1.6	Elect Director Olli-Pekka Kallasvuo Withhold				
	1.7	Elect Director Edmund F. Kelly For				
	1.8	Elect Director Windle B. Priem For				
	1.9 1.10	Elect Director Paul Sagan For Elect Director David N. Strohm For				
	1.10	Elect Director David N. Stronin For Elect Director Joseph M. Tucci For				
	2	Ratify Auditors		For	For	Management
	3	Adopt Majority Voting for Uncontested Election of		For	For	Management
	5	Directors		1.01	1.01	Wanagement
	4	Reduce Supermajority Vote Requirement		For	For	Management
05/02/08 - A	Enterg	gy Corp. *ETR*	29364G103			
	1	Elect Director Maureen Scannell Bateman		For	For	Management
	2	Elect Director W. Frank Blount		For	For	Management
	3	Elect Director Simon D. DeBree		For	For	Management
	4	Elect Director Gary W. Edwards		For	For	Management
	5	Elect Director Alexis M. Herman		For	For	Management
	6	Elect Director Donald C. Hintz		For	For	Management
	7	Elect Director J. Wayne Leonard		For	For	Management
	8	Elect Director Stuart L. Levenick		For	For	Management
	9	Elect Director James R. Nichols		For	For	Management
	10	Elect Director William A. Percy, II		For	For	Management
	11	Elect Director W.J. Tauzin		For	For	Management
	12	Elect Director Steven V. Wilkinson		For	For	Management
	13 14	Ratify Auditors		For Against	For For	Management Shareholder
	14	Advisory Vote to Ratify Named Executive Officers Compensation		Against	FUI	Shareholder
	15	Limit Executive Compensation		Against	Against	Shareholder
	16	Report on Political Contributions		Against	For	Shareholder
		—				

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues       17     Amend Articles/Bylaws/Charter     Call Special	Security	Management Recommendation Against	Vote Cast For	<b>Proponent</b> Shareholder
0.4/20/00	Meetings	2017101			
04/29/08 - A	Exelon Corp. *EXC*1Elect Director Bruce DeMars2Elect Director Nelson A. Diaz3Elect Director Paul L. Joskow4Elect Director John W. Rowe5Ratify Auditors6Report on Global Warming	30161N101	For For For For For Against	For For For For For Against	Management Management Management Management Shareholder
06/11/08 - A	Expedia Inc *EXPE*	30212P105			
00/11/08 - A	1Elect Directors1.1Elect Director A.G. (Skip) Battle For1.2Elect Director Simon J. Breakwell Withhold1.3Elect Director Barry Diller Withhold1.4Elect Director Jonathan L. Dolgen For1.5Elect Director William R. Fitzgerald Withhold1.6Elect Director Craig A. Jacobson For1.7Elect Director Victor A. Kaufman Withhold1.8Elect Director Peter M. Kern For1.9Elect Director John C. Malone Withhold2Amend Omnibus Stock Plan3Ratify Auditors	302121103	For For For	Split For For	Management Management Management
05/07/08 - A	Expeditors International of Washington, Inc. *EXPD*	302130109			
	<ol> <li>Elect Directors</li> <li>Approve Stock Option Plan</li> <li>Amend Non-Employee Director Restricted Stock Plan</li> <li>Approve Executive Incentive Bonus Plan</li> <li>Ratify Auditors</li> <li>Amend EEO Policy to Reference Discrimination based on Sexual Orientation</li> </ol>		For For For For Against	For For For For For For	Management Management Management Management Shareholder
05/28/08 - A	Express Scripts, Inc. *ESRX*	302182100			
	<ol> <li>Elect Directors</li> <li>Increase Authorized Common Stock</li> <li>Amend Qualified Employee Stock Purchase Plan</li> <li>Ratify Auditors</li> </ol>		For For For For	For For For For	Management Management Management Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	<b>Ballot Issues</b> 5 Other Business	Security	<b>Management</b> <b>Recommendation</b> For	Vote Cast Against	<b>Proponent</b> Management
05/28/08 - A	Exxon Mobil Corp. *XOM*	30231G102		e	C
05/26/08 - A	1 Elect Directors	302310102	For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Bylaws to Prohibit Precatory Proposals		Against	Against	Shareholder
	4 Require Director Nominee Qualifications		Against	Against	Shareholder
	5 Require Independent Board Chairman		Against	For	Shareholder
	6 Approve Distribution Policy		Against	Against	Shareholder
	7 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation		- iguiliot	1 01	Sharenoider
	<ul> <li>8 Compare CEO Compensation to Company s Lowest</li> <li>Paid U.S. Workers</li> </ul>		Against	Against	Shareholder
	9 Claw-back of Payments under Restatements		Against	Against	Shareholder
	10 Review Anti-discrimination Policy on Corporate		Against	Against	Shareholder
	Sponsorships and Executive Perks		0	e e	
	11 Report on Political Contributions		Against	For	Shareholder
	12 Amend EEO Policy to Prohibit Discrimination based		Against	For	Shareholder
	on Sexual Orientation and Gender Identity				
	13 Report on Community Environmental Impacts of		Against	Against	Shareholder
	Operations				
	14 Report on Potential Environmental Damage from Drilling in the Arctic National Wildlife Refuge		Against	Against	Shareholder
	15 Adopt Greenhouse Gas Emissions Goals for Products and Operations		Against	For	Shareholder
	16 Report on Carbon Dioxide Emissions Information at Gas Stations		Against	Against	Shareholder
	17 Report on Climate Change Impacts on Emerging Countries		Against	Against	Shareholder
	18 Report on Energy Technologies Development		Against	Against	Shareholder
	19 Adopt Policy to Increase Renewable Energy		Against	For	Shareholder
06/18/08 - A	Fairpoint Communications, Inc *FRP*	305560104			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Omnibus Stock Plan		For	For	Management
	4 Approve Executive Incentive Bonus Plan		For	For	Management
05/20/08 - A	Fannie Mae *FNM*	313586109			
	1 Elect Directors Stephen B. Ashley		For	For	Management
	2 Elect Directors Dennis R. Beresford		For	For	Management
	3 Elect Directors Louis J. Freeh		For	For	Management
	4 Elect Directors Brenda J. Gaines		For	For	Management

#### **Proxy Voting Report**

Meeting	Company/				
			Management		
Date/Type	Ballot Issues	Security	Recommendation	Vote Cast	Proponent
	5 Elect Directors Karen N. Horn		For	For	Management
	6 Elect Directors Bridget A. Macaskill		For	For	Management
	7 Elect Directors Daniel H. Mudd		For	For	Management
	8 Elect Directors Leslie Rahl		For	For	Management
	9 Elect Directors John C. Sites, Jr.		For	For	Management
	10 Elect Directors Greg C. Smith		For	For	Management
	11 Elect Directors H. Patrick Swygert		For	For	Management
	12 Elect Directors John K. Wulff		For	For	Management
	13 Ratify Auditors		For	For	Management
	14 Provide for Cumulative Voting		Against	For	Shareholder
05/29/08 - A	Fidelity National Information Services Inc *FIS*	31620M106			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Omnibus Stock Plan		For	For	Management
04/15/08 - A	Fifth Third Bancorp *FITB*	316773100			
	1 Elect Directors		For	For	Management
	2 Increase Authorized Common Stock		For	For	Management
	3 Approve Omnibus Stock Plan		For	For	Management
	4 Change Date of Annual Meeting		For	For	Management
	5 Ratify Auditors		For	For	Management
	6 Hire Advisor/Maximize Shareholder Value		Against	Against	Shareholder
05/20/08 - A	FirstEnergy Corp *FE*	337932107			
	1 Elect Directors		For	Withhold	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Articles/Bylaws/Charter Call Special		Against	For	Shareholder
	Meetings		8		
	4 Adopt a Policy Establishing an Engagement		Against	For	Shareholder
	Process to Shareholder Proposals		8		
	5 Reduce Supermajority Vote Requirement		Against	For	Shareholder
	6 Require a Majority Vote for the Election of		Against	For	Shareholder
	Directors		8		
05/07/08 - A	Fluor Corp. *FLR*	343412102			
	1 Elect Director Ilesanmi Adesida		For	For	Management
	2 Elect Director Peter J. Fluor		For	For	Management
	3 Elect Director Joseph W. Prueher		For	For	Management
	4 Elect Director Suzanne H. Woolsey		For	For	Management
	5 Ratify Auditors		For	For	Management
	6 Increase Authorized Common Stock		For	For	Management
	7 Approve Omnibus Stock Plan		For	For	Management
04/29/08 - A	Fortune Brands, Inc. *FO*	349631101			5
<u>_</u> ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1 Elect Directors	2.7551101	For	Withhold	Management
					0

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues2Ratify Auditors3Declassify the Board of Directors	Security	<b>Management</b> <b>Recommendation</b> For Against	Vote Cast For For	<b>Proponent</b> Management Shareholder
05/23/08 - A	FPL Group, Inc. *FPL*1Elect Directors1.1Elect Director Sherry S. Barrat1.2Elect Director Robert M. Beall, II1.3Elect Director J. Hyatt Brown1.4Elect Director James L. Camaren1.5Elect Director J. Brian Ferguson1.6Elect Director Toni Jennings1.7Elect Director Oliver D. Kingsley, Jr.1.8Elect Director Rudy E. Schupp1.9Elect Director Michael H. Thaman1.10Elect Director Hansel E. Tookes, II1.12Elect Director Burl B. Travent B.	302571104	For	Split	Management
	<ol> <li>1.12 Elect Director Paul R. Tregurtha For</li> <li>2 Ratify Auditors</li> <li>3 Approve Executive Incentive Bonus Plan</li> <li>4 Report on Global Warming</li> </ol>		For For Against	For For Against	Management Management Shareholder
06/06/08 - A	Freddie Mac *FRE*1Elect Directors1.1Elect Director Barbara T. Alexander Withhold1.2Elect Director Geoffrey T. Boisi Withhold1.3Elect Director Michelle Engler Withhold1.4Elect Director Richard R. Glauber For1.5Elect Director Richard Karl Goeltz For1.6Elect Director Thomas S. Johnson Withhold1.7Elect Director William M. Lewis, Jr. For1.8Elect Director Nicolas P. Retsinas For1.10Elect Director Richard F. Syron For2Ratify Auditors3Amend Omnibus Stock Plan	313400301	For For For	Split For For	Management Management Management
06/05/08 - A	Freeport-McMoRan Copper & Gold Inc. *FCX*1Elect Directors1.1Elect Director Richard C. Adkerson1.2Elect Director Robert J. Allison, Jr.	35671D857	For	Split	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Compar	ny/				
			a •	Management	Vote	<b>.</b>
Date/Type	Ballot I		Security	Recommendation	Cast	Proponent
	1.3 1.4	Elect Director Robert A. Day For Elect Director Gerald J. Ford For				
	1.4 1.5					
	1.5 1.6	Elect Director H. Devon Graham, Jr. Withhold Elect Director J. Bennett Johnston For				
	1.0	Elect Director J. Bennett Jonnston For Elect Director Charles C. Krulak For				
	1.7	Elect Director Bobby Lee Lackey Withhold				
	1.8	Elect Director Jon C. Madonna For				
	1.10	Elect Director Dustan E. McCoy For				
	1.10	Elect Director Gabrielle K. McCoy For				
	1.11	Elect Director James R. Moffett For				
	1.12	Elect Director B.M. Rankin, Jr. For				
	1.13	Elect Director J. Stapleton Roy For				
	1.15	Elect Director Stephen H. Siegele For				
	1.16	Elect Director J. Taylor Wharton For				
	2	Ratify Auditors		For	For	Management
	3	Increase Authorized Common Stock		For	For	Management
				1 01	1 01	1. Turiugeriterit
06/24/08 - A		Stop Corp. *GME*	36467W109			
	1	Elect Directors		For	For	Management
	2	Amend Executive Incentive Bonus Plan		For	For	Management
	3	Ratify Auditors		For	For	Management
05/07/08 - A	Genera	al Dynamics Corp. *GD*	369550108			
	1	Elect Director Nicholas D. Chabraja		For	For	Management
	2	Elect Director James S. Crown		For	For	Management
	3	Elect Director William P. Fricks		For	For	Management
	4	Elect Director Charles H. Goodman		For	For	Management
	5	Elect Director Jay L. Johnson		For	For	Management
	6	Elect Director George A. Joulwan		For	For	Management
	7	Elect Director Paul G. Kaminski		For	For	Management
	8	Elect Director John M. Keane		For	For	Management
	9	Elect Director Deborah J. Lucas		For	For	Management
	10	Elect Director Lester L. Lyles		For	For	Management
	11	Elect Director Carl E. Mundy, Jr.		For	For	Management
	12	Elect Director J. Christopher Reyes		For	For	Management
	13	Elect Director Robert Walmsley		For	For	Management
	14	Ratify Auditors		For	For	Management
	15	Adopt Ethical Criteria for Military Contracts		Against	Against	Shareholder
	16	Amend Articles/Bylaws/Charter Call Special		Against	For	Shareholder
		Meetings				
04/23/08 - A	Geners	al Electric Co. *GE*	369604103			
	1	Elect Director James I. Cash, Jr.		For	For	Management
	-					

### **Proxy Voting Report**

Meeting	Compa	nny/				
				Management	Vote	
Date/Type	Ballot 1		Security	Recommendation	Cast	Proponent
	2	Elect Director William M. Castell		For	For	Management
	3	Elect Director Ann M. Fudge		For	For	Management
	4	Elect Director Claudio X. Gonzalez		For	Against	Management
	5	Elect Director Susan Hockfield		For	For	Management
	6	Elect Director Jeffrey R. Immelt		For	For	Management
	7	Elect Director Andrea Jung		For	For	Management
	8	Elect Director Alan G. Lafley		For	For	Management
	9	Elect Director Robert W. Lane		For	For	Management
	10	Elect Director Ralph S. Larsen		For	For	Management
	11	Elect Director Rochelle B. Lazarus		For	For	Management
	12	Elect Director James J. Mulva		For	For	Management
	13	Elect Director Sam Nunn		For	For	Management
	14	Elect Director Roger S. Penske		For	For	Management
	15	Elect Director Robert J. Swieringa		For	For	Management
	16	Elect Director Douglas A. Warner III		For	For	Management
	17	Ratify Auditors		For	For	Management
	18	Provide for Cumulative Voting		Against	For	Shareholder
	19	Require Independent Board Chairman		Against	For	Shareholder
	20	Claw-back of Payments under Restatements		Against	Against	Shareholder
	21	Adopt Policy on Overboarded Directors		Against	For	Shareholder
	22	Report on Charitable Contributions		Against	Against	Shareholder
	23	Report on Global Warming		Against	Against	Shareholder
	24	Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
		Compensation				
06/03/08 - A		ral Motors Corp. *GM*	370442105	-	~	
	1	Elect Directors		For	Split	Management
	1.1	Elect Director Percy N. Barnevik For				
	1.2	Elect Director Erskine B. Bowles For				
	1.3	Elect Director John H. Bryan Withhold				
	1.4	Elect Director Armando M. Codina Withhold				
	1.5	Elect Director Erroll B. Davis, Jr. For				
	1.6	Elect Director George M.C. Fisher Withhold				
	1.7	Elect Director E. Neville Isdell For				
	1.8	Elect Director Karen Katen Withhold				
	1.9	Elect Director Kent Kresa For				
	1.10	Elect Director Ellen J. Kullman For				
	1.11	Elect Director Philip A. Laskawy For				
	1.12	Elect Director Kathryn V. Marinello For				
	1.13	Elect Director Eckhard Pfeiffer For				
	1.14	Elect Director G. Richard Wagoner, Jr. For		Г	г	M
	2	Ratify Auditors		For	For	Management
	3	Publish Political Contributions		Against	Against	Shareholder
	4	Report on Political Contributions		Against	For	Shareholder
	5	Adopt Principles for Health Care Reform		Against	Against	Shareholder
	6	Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
		Compensation				

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues           7         Adopt Quantitative GHG Goals for Products and	Security	<b>Management</b> <b>Recommendation</b> Against	Vote Cast For	<b>Proponent</b> Shareholder
	Operations		Agamst	101	Shareholder
	8 Provide for Cumulative Voting		Against	For	Shareholder
	9 Amend Articles/Bylaws/Charter Call Special Meetings		Against	For	Shareholder
	10 Performance-Based Awards		Against	For	Shareholder
05/22/08 - A	Genzyme Corp. *GENZ*	372917104			
	1 Elect Director Douglas A. Berthiaume		For	For	Management
	2 Elect Director Gail K. Boudreaux		For	For	Management
	3 Elect Director Robert J. Carpenter		For	For	Management
	4 Elect Director Charles L. Cooney, Ph.D.		For	For	Management
	5 Elect Director Richard F. Syron		For	Against	Management
	6 Amend Omnibus Stock Plan		For	For	Management
	7 Amend Non-Employee Director Omnibus Stock Plan		For	For	Management
	8 Ratify Auditors		For	For	Management
05/08/08 - A	Gilead Sciences, Inc. *GILD*	375558103			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Omnibus Stock Plan		For	For	Management
	4 Increase Authorized Common Stock		For	For	Management
04/22/08 - A	Goodrich Corporation *GR*	382388106			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Omnibus Stock Plan		For	For	Management
	4 Approve Qualified Employee Stock Purchase Plan		For	For	Management
05/08/08 - A	Google Inc *GOOG*	38259P508			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Omnibus Stock Plan		For	Against	Management
	4 Adopt Internet Censorship Policies		Against	For	Shareholder
	5 Amend Bylaws to Establish a Board Committee on Human Rights		Against	Against	Shareholder
05/22/08 - A	Hasbro, Inc. *HAS*	418056107			
03/22/00 11	1 Elect Directors	110020107	For	For	Management
	2 Ratify Auditors		For	For	Management
05/07/08 - A	Hess Corporation *HES*	42809H107			
00/0//00 11	1 Elect Directors	.200711107	For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Declassify the Board of Directors		For	For	Management
	5 Declassify the Dourd of Directors		1.01	101	munugement

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	4 Approve Omnibus Stock Plan		For	For	Management
04/28/08 - A	Honeywell International, Inc. *HON*	438516106			
	1 Elect Director Gordon M. Bethune		For	For	Management
	2 Elect Director Jaime Chico Pardo		For	For	Management
	3 Elect Director David M. Cote		For	For	Management
	4 Elect Director D. Scott Davis		For	For	Management
	5 Elect Director Linnet F. Deily		For	For	Management
	6 Elect Director Clive R. Hollick		For	For	Management
	7 Elect Director Bradley T. Sheares		For	For	Management
	8 Elect Director Eric K. Shinseki		For	For	Management
	9 Elect Director John R. Stafford		For	For	Management
	10 Elect Director Michael W. Wright		For	For	Management
	11 Ratify Auditors		For	For	Management
	12 Provide the Right to Call Special Meeting		For	For	Management
	13 Pay For Superior Performance		Against	For	Shareholder
05/13/08 - A	Hospira, Inc. *HSP*	441060100			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/22/08 - A	Hudson City Bancorp, Inc. *HCBK*	443683107			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
05/02/08 - A	Illinois Tool Works Inc. *ITW*	452308109			
	1 Elect Director William F. Aldinger		For	For	Management
	2 Elect Director Marvin D. Brailsford		For	For	Management
	3 Elect Director Susan Crown		For	For	Management
	4 Elect Director Don H. Davis, Jr.		For	For	Management
	5 Elect Director Robert C. McCormack		For	For	Management
	6 Elect Director Robert S. Morrison		For	For	Management
	7 Elect Director James A. Skinner		For	For	Management
	8 Elect Director Harold B. Smith		For	For	Management
	9 Elect Director David B. Speer		For	For	Management
	10 Elect Director Pamela B. Strobel		For	For	Management
	11 Approve Executive Incentive Bonus Plan		For	For	Management
	12 Ratify Auditors		For	For	Management
05/02/08 - A	IMS Health Inc. *RX*	449934108			
	1 Elect Director David R. Carlucci		For	For	Management
	2 Elect Director Constantine L. Clemente		For	For	Management
	3 Elect Director Kathryn E. Giusti		For	For	Management
	4 Elect Director M. Bernard Puckett		For	For	Management
	5 Ratify Auditors		For	For	Management
	6 Declassify the Board of Directors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues7Approve Executive Incentive Bonus Plan	Security	<b>Management</b> <b>Recommendation</b> For	Vote Cast For	<b>Proponent</b> Management
06/04/08 - A	Ingersoll-Rand Company Limited *IR* This is a duplicate meeting for ballots received via the Broadridge North American Ballot distribution system.	G4776G101			-
	<ol> <li>Elect Directors</li> <li>APPROVAL OF THE AMENDED AND RESTATED BYE-LAWS OF THE COMPANY.</li> </ol>		For For	For For	Management Management
	<ul> <li>Ratify Auditors</li> <li>SHAREHOLDER PROPOSAL TO REQUIRE A SHAREHOLDER VOTE ON AN ADVISORY RESOLUTION WITH RESPECT TO EXECUTIVE COMPENSATION.</li> </ul>		For Against	For For	Management Shareholder
05/21/08 - A	Intel Corp. *INTC*1Elect Director Craig R. Barrett2Elect Director Charlene Barshefsky3Elect Director Carol A. Bartz4Elect Director Susan L. Decker5Elect Director Reed E. Hundt6Elect Director Paul S. Otellini7Elect Director James D. Plummer8Elect Director Jane E. Shaw10Elect Director John L. Thornton11Elect Director David B. Yoffie12Ratify Auditors13Amend Bylaws to Establish a Board Committee on Sustainability	458140100	For For For For For For For For For For	For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Management Management Shareholder
05/15/08 - A	SustainabilityIntercontinentalExchange, Inc. *ICE*1Elect Directors1.1Elect Director Charles R. Crisp For1.2Elect Director Jean-Marc Forneri Withhold1.3Elect Director Fred W. Hatfield For1.4Elect Director Terrence F. Martell For1.5Elect Director Sir Robert Reid For1.6Elect Director Frederic V. Salerno For1.7Elect Director Frederick W. Schoenhut For1.8Elect Director Jeffrey C. Sprecher For1.9Elect Director Vincent Tese For	45865V100	For	Split	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues       2     Ratify Auditors	Security	<b>Management</b> <b>Recommendation</b> For	Vote Cast For	<b>Proponent</b> Management
04/29/08 - A	<ul> <li>International Business Machines Corp. *IBM*</li> <li>1 Elect Directors</li> <li>2 Ratify Auditors</li> <li>3 Restore or Provide for Cumulative Voting</li> <li>4 Review Executive Compensation</li> <li>5 Amend Bylaws to Establish a Board Committee on Human Rights</li> <li>6 Amend Bylaw Call Special Meetings</li> </ul>	459200101	For For Against Against Against Against	For For For For Against For	Management Management Shareholder Shareholder Shareholder Shareholder
	7 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
05/06/08 - A	International Flavors & Fragrances Inc. *IFF*1Elect Directors2Ratify Auditors	459506101	For For	For For	Management Management
05/12/08 - A	<ul> <li>International Paper Co. *IP*</li> <li>Elect Directors</li> <li>Ratify Auditors</li> <li>Adopt Majority Voting for Uncontested Election of Directors</li> <li>Declassify the Board of Directors</li> <li>Eliminate Supermajority Vote Requirement</li> <li>Eliminate Supermajority Vote Requirement Relating to Business Combinations</li> <li>Reduce Supermajority Vote Requirement</li> <li>Report on Sustainable Forestry</li> </ul>	460146103	For For For For For For Against Against	For For For For For For Against Against	Management Management Management Management Management Shareholder Shareholder
05/13/08 - A	<ul> <li>ITT Corp. *ITT*</li> <li>Elect Directors</li> <li>Ratify Auditors</li> <li>Amend Articles of Incorporation to Authorize Additional Shares and Provide for Majority Voting in Uncontested Elections</li> <li>Amend Omnibus Stock Plan</li> <li>Amend Omnibus Stock Plan</li> <li>Amend Executive Incentive Bonus Plan</li> <li>Amend Executive Incentive Bonus Plan</li> <li>Report Foreign Military Sales</li> </ul>	450911102	For For For For For For Against	For For For For For For Against	Management Management Management Management Management Management Shareholder
04/24/08 - A	Johnson & Johnson *JNJ* 1 Elect Directors	478160104	For	Split	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Date/TypeBallet IssuesSecurityManagement RecommendationVote CastProponent1.1Elect Director Mary Sue Coleman ToFor1.2Elect Director Mary Sue Coleman ForFor1.3Elect Director Mary Sue Coleman ForShareholder1.10Elect Director Charles Prince WithholdForForForForShareholderShareholder1.11Elect Director Charles Prince WithholdForForForShareholderShareholder1.11Elect Director Charles Prince WithholdForForForShareholder1.12Elect Director Charles Prince WithholdForForShareholder2Ratify AuditorsAdvisory Vote to Ratify Named Executive OfficersAgainstForShareholder05/2008 - AJPMorgan Chase & Co.*JPM*46625H100EEEForForManagement3Elect Director Crandall C. BowlesForForForForManagement4Elect Director Chanes DimonForForForManagement5Elect Director Filen V. FutterForForForManagement6Elect Director Filen V. FutterForFor<	Meeting	Compa	ny/				
Date/TypeBallot IssuesSecurityRecommendationCastProponent1.1Elect Director Mary Sue Colema For1.2Elect Director James G. Cullen For1.3Elect Director Michael M.E. Johns Withhold1.4Elect Director Old G. Langbo Withhold1.5Elect Director For Malla For1.6Elect Director For P. Mullin For1.7Elect Director Cor Withhold1.8Elect Director Cor Withhold1.9Elect Director Cor Sean A. Lindquist For1.7Elect Director Cor Withhold1.8Elect Director Seven S. Reinemund For1.10Elect Director Seven S. Reinemund For1.11Elect Director Seven S. Reinemund For1.12Elect Director William C. Weldon For2Ratify Auditors3Advisory Vote to Ratify Named Executive Officers3Advisory Vote to Ratify Named Executive Officers4Elect Director Crandall C. Bowles5Elect Director Stephen B. Burke6Elect Director Stephen B. Burke6Elect Director James S. Crown7Elect Director James S. Crown8Elect Director James D. Toru7Elect Director Dratify A., Jamed8Elect Director Dratify A., Jamed9Elect Director Dratify A., Jamed9Elect Director James D., Jamed <t< th=""><th>-</th><th>-</th><th></th><th></th><th>Management</th><th>Vote</th><th></th></t<>	-	-			Management	Vote	
<ul> <li>1.2 Elect Director James G. Cullen For         <ul> <li>1.3 Elect Director Anold G. Langbe Withhold</li> <li>1.5 Elect Director Anold G. Langbe Withhold</li> <li>1.5 Elect Director Costsan L. Lindquist For</li> <li>1.6 Elect Director Susan L. Lindquist For</li> <li>1.7 Elect Director Charles Prince Withhold</li> <li>1.8 Elect Director Charles Prince Withhold</li> <li>1.0 Elect Director Charles Prince Withhold</li> <li>1.1 Elect Director Steven S. Reinemund For</li> <li>2 Ratify Auditors</li> <li>7 For For Management</li> <li>3 Advisory Vote to Ratify Named Executive Officers</li> <li>Advisory Vote to Ratify Named Executive Officers</li> <li>For For Management</li> <li>2 Elect Director Crandall C. Bowles</li> <li>For For Management</li> <li>3 Elect Director Candall C. Bowles</li> <li>For For Management</li> <li>4 Elect Director James S. Cown</li> <li>For For Management</li> <li>5 Elect Director Stephen B. Burke</li> <li>For For Management</li> <li>6 Elect Director Stephen S. Cown</li> <li>For For Management</li> <li>6 Elect Director Stephen S. Cown</li> <li>For For Management</li> <li>7 Elect Director Mathon, Jr.</li> <li>For For Management</li> <li>8 Elect Director Mathon, Jr.</li> <li>For For Management</li> <li>8 Elect Director Novak</li></ul></li></ul>	Date/Type	Ballot I	ssues	Security	•		Proponent
<ul> <li>I.3 Elect Director Michael M.E. Johns Withhold</li> <li>I.4 Elect Director Xanold G. Langbo Withhold</li> <li>Elect Director Milliam D. Perce Z Withhold</li> <li>Elect Director Xanold G. Langbo Mithhold</li> <li>Elect Director Charles Prince Withhold</li> <li>Elect Director Xanold Scherer For</li> <li>Elect Director Scherer Kanold Scherer For</li> <li>Elect Director Scher K</li></ul>			Elect Director Mary Sue Coleman For				
1.4       Elect Director Armold G. Langbo Withhold         1.5       Elect Director Cor F. Mullin For         1.7       Elect Director Charles Prince         1.8       Elect Director Charles Prince Withhold         1.10       Elect Director Charles Prince Withhold         1.10       Elect Director Charles Prince Withhold         1.10       Elect Director Charles Prince Withhold         1.11       Elect Director Charles Prince Withhold         1.12       Elect Director Charles Prince Withhold         1.13       Advisory Vote to Ratify Named Executive Officers       Against         2       Ratify Auditors       For         3       Advisory Vote to Ratify Named Executive Officers       Against         05/20/08 - A       JPMorgan Chase & Co. *JPM*       46625H100         2       Elect Director Candall C. Bowles       For       For         2       Elect Director David M. Cote       For       For       Management         3       Elect Director David M. Cote       For       For       Management         4       Elect Director Jumes S. Crown       For       For       Management         5       Elect Director Limaes S. Crown       For       For       Management         6       Elect Director Limaes S. Cro		1.2	Elect Director James G. Cullen For				
<ul> <li>1.5 Elect Director Susan L. Lindrquist For</li> <li>1.6 Elect Director Willam D. Perez Withhold</li> <li>1.8 Elect Director Willam D. Perez Withhold</li> <li>1.8 Elect Director Orarles Prince Withhold</li> <li>1.0 Elect Director Steven S. Reinemund For</li> <li>1.11 Elect Director Willam C. Weldon For</li> <li>2 Ratify Auditors</li> <li>Advisory Vote to Ratify Named Executive Officers</li> <li>Elect Director David L. Chowles</li> <li>For For Management</li> <li>Elect Director James S. Crown</li> <li>For For Management</li> <li>Elect Director James S. Crown</li> <li>For For Management</li> <li>Elect Director James Dimon</li> <li>For For Management</li> <li>Elect Director David C. Novak</li> <li>For For Management</li> <li>Ratify Auditors</li> <li>For For Management</li> <li>Advisory Vote Io Ratify Named Executive Officers</li> <li>Agains</li></ul>		1.3	Elect Director Michael M.E. Johns Withhold				
1.6       Elect Director Co F. Mullin <sup>*</sup> For         1.7       Elect Director Charles Prince Withhold         1.0       Elect Director Charles Prince Withhold         1.10       Elect Director Charles Prince Withhold         1.10       Elect Director David Satcher For         1.11       Elect Director David Satcher For         1.12       Elect Director William C. Weldon For         2       Ratify Auditors       For         3       Advisory Vote to Ratify Named Executive Officers       Against         05/20/08 - A       JPMorgan Chase & Co. * JPM*       46625H100         1       Elect Director Crandall C. Bowles       For         2       Elect Director Crandall C. Bowles       For         3       Elect Director Candall C. Bowles       For         4       Elect Director James S. Crown       For         5       Elect Director James S. Crown       For         6       Elect Director James S. Crown       For         7       Elect Director James S. Crown       For         8       Elect Director William H. Gray, III       For         9       Elect Director Awangement         9       Elect Director William C. Weldon       For         10       Elect Director William C. Weldon       <		1.4	Elect Director Arnold G. Langbo Withhold				
<ul> <li>1.7 Elect Director William D. Perez Withhold</li> <li>1.8 Elect Director Charles Prince Withhold</li> <li>1.10 Elect Director Steven S. Reinemund For</li> <li>1.11 Elect Director David Satcher For</li> <li>1.12 Elect Director William C. Weldon For</li> <li>2 Ratify Auditors</li> <li>Advisory Vote to Ratify Named Executive Officers</li> <li>Advisory Vote to Ratify Named Executive Officers</li> <li>Advisory Vote to Ratify Named Executive Officers</li> <li>Por Shareholder</li> <li>1 Elect Director Crandall C. Bowles</li> <li>For For Management</li> <li>2 Elect Director Crandall C. Bowles</li> <li>For For Management</li> <li>2 Elect Director Crandall C. Bowles</li> <li>For For Management</li> <li>2 Elect Director Crandall C. Bowles</li> <li>For For Management</li> <li>2 Elect Director Crandall C. Bowles</li> <li>For For Management</li> <li>2 Elect Director James S. Crown</li> <li>For For Management</li> <li>Elect Director James S. Crown</li> <li>For For Management</li> <li>Elect Director James S. Crown</li> <li>For For Management</li> <li>Elect Director James Dimon</li> <li>For For Management</li> <li>Elect Director Elaen V. Futter</li> <li>For For Management</li> <li>Elect Director Elaen V. Futter</li> <li>For For Management</li> <li>Elect Director Baber, J. Ackson, Jr.</li> <li>For For Management</li> <li>Elect Director Robert I. Lipp</li> <li>For For Management</li> <li>Elect Director Villiam H. Gray, III</li> <li>For For For Management</li> <li>Elect Director Robert I. Lipp</li> <li>For For Management</li> <li>Elect Director Villiam C. Weldon</li> <li>For For Management</li> <li>Elect Director Villiam C. Weldon</li> <li>For For Management</li> <li>Amend Omnibus Stock Plan</li> <li>For For For Management</li> <li>Amend Dermibus Stock Plan</li> <li>For For Gra Management</li> <li>Amend Dermibus Stock Plan</li></ul>		1.5	Elect Director Susan L. Lindquist For				
1.8       Elect Director Christine A. Poon For         1.9       Elect Director Charles Prince Withhold         1.10       Elect Director Steven S. Reinemund For         1.11       Elect Director David Satcher For         1.12       Elect Director William C. Weldon For         2       Ratify Auditors       For       For       Management         3       Advisory Vote to Ratify Named Executive Officers       Against       For       Shareholder         05/20/08 - A       JPMorgan Chase & Co. *JPM*       46625H100		1.6	Elect Director Leo F. Mullin For				
1.9       Elect Director Charles Prince Withhold         1.10       Elect Director Steven S, Reinemund For         1.11       Elect Director David Stacker For         1.12       Elect Director William C. Weldon For         2       Ratify Auditors       For         3       Advisory Vote to Ratify Named Executive Officers Compensation       Against       For         05/20/08 - A       JPMorgan Chase & Co. *JPM*       46625H100         1       Elect Director Stephen B. Burke       For       For         2       Elect Director Stephen B. Burke       For       For       Management         3       Elect Director Stephen B. Burke       For       For       Management         4       Elect Director Stephen B. Burke       For       For       Management         5       Elect Director James S. Crown       For       For       Management         6       Elect Director James S. Crown       For       For       Management         7       Elect Director James S. Crown       For       For       Management         6       Elect Director James S. Crown       For       For       Management         7       Elect Director Laban P. Jackson, Jr.       For       For       Management         8 </th <th></th> <th>1.7</th> <th>Elect Director Wiliam D. Perez Withhold</th> <th></th> <th></th> <th></th> <th></th>		1.7	Elect Director Wiliam D. Perez Withhold				
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16Report on Government Service of EmployeesAgainstAgainstShareholder17Report on Political ContributionsAgainstForShareholder18Require Independent Board ChairmanAgainstAgainstAgainstShareholder19Advisory Vote to Ratify Named Executive OfficersAgainstForShareholder20Require More Director Nominations Than Open SeatsAgainstAgainstShareholder21Report on Human Rights Investment PoliciesAgainstAgainstShareholder		14	Amend Omnibus Stock Plan		For	Against	Management
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21 Report on Human Rights Investment Policies Against Against Shareholder		20			Against	Against	Shareholder
22 Report on Lobbying Activities Against Against Shareholder					Against	Against	Shareholder
		22	Report on Lobbying Activities		Against	Against	Shareholder

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 05/21/08 - A	Ballot Issues Juniper Networks, Inc. *JNPR*	<b>Security</b> 48203R104	Management Recommendation	Vote Cast	Proponent
	1 Elect Directors	102031(101	For	For	Management
	2 Approve Qualified Employee Stock Purchase Plan		For	For	Management
	3 Ratify Auditors		For	For	Management
04/25/08 - A	Kellogg Co. *K*	487836108			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Require a Majority Vote for the Election of Directors		Against	For	Shareholder
04/17/08 - A	Kimberly-Clark Corp. *KMB*	494368103			
	1 Elect Director John R. Alm		For	For	Management
	2 Elect Director John F. Bergstrom		For	For	Management
	3 Elect Director Robert W. Decherd		For	For	Management
	4 Elect Director Ian C. Read		For	For	Management
	5 Elect Director G. Craig Sullivan		For	For	Management
	6 Ratify Auditors		For	For	Management
	7 Eliminate Supermajority Vote Requirement		For	For	Management
	8 Require Director Nominee Qualifications		Against	Against	Shareholder
	9 Adopt ILO Based Code of Conduct		Against	Against	Shareholder
	10 Amend Articles/Bylaws/Charter Call Special Meetings		Against	For	Shareholder
	11 Provide for Cumulative Voting		Against	For	Shareholder
	12 Amend Bylaws to Establish a Board Committee on Sustainability		Against	Against	Shareholder
05/29/08 - A	King Pharmaceuticals Inc. *KG*	495582108			
	1 Elect Directors		For	Split	Management
	1.1 Elect Director R. Charles Moyer For				U
	1.2 Elect Director D. Gregory Rooker For				
	1.3 Elect Director Ted G. Wood Withhold				
	2 Ratify Auditors		For	For	Management
04/30/08 - A	Kohl s Corp. *KSS*	500255104			
	1 Elect Director Steven A. Burd		For	For	Management
	2 Elect Director Wayne Embry		For	For	Management
	3 Elect Director John F. Herma		For	For	Management
	4 Elect Director William S. Kellogg		For	For	Management
	5 Elect Director Kevin Mansell		For	For	Management
	6 Elect Director R. Lawrence Montgomery		For	For	Management
	7 Elect Director Frank V. Sica		For	For	Management
	8 Elect Director Peter M. Sommerhauser		For	For	Management
	9 Elect Director Stephanie A. Streeter		For	For	Management
	10 Elect Director Stephen E. Watson		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues11Ratify Auditors12Require a Majority Vote for the Election of Directors13Pay For Superior Performance	Security	<b>Management</b> <b>Recommendation</b> For Against Against	Vote Cast For For For	<b>Proponent</b> Management Shareholder Shareholder
05/13/08 - A	Kraft Foods Inc *KFT*1Elect Directors2Ratify Auditors	50075N104	For For	For For	Management Management
04/29/08 - A	<ul> <li>L-3 Communications Holdings, Inc. *LLL*</li> <li>1 Elect Directors</li> <li>2 Approve Omnibus Stock Plan</li> <li>3 Approve Non-Employee Director Omnibus Stock Plan</li> <li>4 Ratify Auditors</li> </ul>	502424104	For For For For	For For For For	Management Management Management Management
05/13/08 - A	Leucadia National Corp. *LUK*1Elect Directors2Ratify Auditors	527288104	For For	For For	Management Management
05/08/08 - A	Lincoln National Corp. *LNC*1Elect Directors2Ratify Auditors	534187109	For For	For For	Management Management
04/24/08 - A	Lockheed Martin Corp. *LMT*1Elect Directors1.1Elect Director E. C. Pete Aldrige, Jr. For1.2Elect Director Nolan D. Archibald Withhold1.3Elect Director David B. Burritt For1.4Elect Director James O. Ellis, Jr. For1.5Elect Director Gwendolyn S. King For1.6Elect Director James M. Loy For1.7Elect Director Joseph W. Ralston For1.8Elect Director Frank Savage For1.10Elect Director Anne Stevens For1.11Elect Director Robert J. Stevens For1.13Elect Director James R. Ukropina For	539830109	For	Split	Management
	2 Ratify Auditors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

D-4-/T	D-U-4 famor	G <b>!</b>	Management	Vote	D
Date/Type	Ballot Issues 3 Provide for Simple Majority Voting	Security	<b>Recommendation</b> For	Cast For	Proponent Managemen
	4 Amend Articles/Bylaws/Charter-Non-Routine		For	For	Managemen
	5 Amend Omnibus Stock Plan		For	Against	Managemen
	6 Approve Non-Employee Director Stock Option Plan		For	For	Managemer
	<ul> <li>7 Increase Disclosure of Executive Compensation</li> </ul>		Against	Against	Shareholder
	8 Report on Nuclear Weapons		Against	Against	Shareholder
	9 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation		riguinist	101	Sharenorder
05/13/08 - A	Loews Corp. *L*	540424108			
	1 Elect Director Ann E. Berman		For	For	Managemer
	2 Elect Director Joseph L. Bower		For	For	Managemer
	3 Elect Director Charles M. Diker		For	For	Managemer
	4 Elect Director Paul J. Fribourg		For	For	Managemer
	5 Elect Director Walter L. Harris		For	For	Managemer
	6 Elect Director Philip A. Laskawy		For	For	Managemer
	7 Elect Director Gloria R. Scott		For	For	Managemer
	8 Elect Director Andrew H. Tisch		For	For	Managemer
	9 Elect Director James S. Tisch		For	For	Managemer
	10 Elect Director Jonathan M. Tisch		For	For	Managemer
	11 Ratify Auditors		For	For	Managemer
	12 Provide for Cumulative Voting		Against	For	Shareholder
	13Pay For Superior Performance		Against	For	Shareholder
	14 Adopt Principles for Health Care Reform		Against	Against	Shareholder
	15 Amend Tobacco Marketing Strategies		Against	Against	Shareholder
04/15/08 - A	M & T Bank Corp. *MTB*	55261F104		G 11	
	1 Elect Directors		For	Split	Managemer
	1.1 Elect Director Brent D. Baird For				
	<ol> <li>Elect Director Robert J. Bennett For</li> <li>Elect Director C. Angela Bontempo For</li> </ol>				
	8 I				
	<ol> <li>Elect Director Robert T. Brady Withhold</li> <li>Elect Director Michael D. Buckley For</li> </ol>				
	1.6 Elect Director T.J. Cunningham III For				
	1.7 Elect Director Mark J. Czarnecki For				
	1.8 Elect Director Colm E. Doherty For				
	1.9 Elect Director Richard E. Garman For				
	1.10 Elect Director Daniel R. Hawbaker For				
	1.10         Elect Director Daniel K. Hawbaker         For           1.11         Elect Director Patrick W.E. Hodgson         For				
	1.11         Elect Director Failure         W.E. Hougson         For           1.12         Elect Director Richard G. King         For				
	1.12Elect Director Reginald B. Newman, IIFor				
	1.14 Elect Director Jorge G. Pereira For				
	1.15 Elect Director Michael P. Pinto For				

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/		Management	Vote	
Date/Type	Ballot Issues1.16Elect Director Robert E. Sadler, Jr. For1.17Elect Director Eugene J. Sheehy1.18Elect Director Stephen G. Sheetz1.19Elect Director Herbert L. Washington1.20Elect Director Robert G. Wilmers	Security	Recommendation	Cast	Proponent
	2 Ratify Auditors		For	For	Management
04/30/08 - A	Marathon Oil Corp *MRO*1Elect Director Charles F. Bolden, Jr.2Elect Director Gregory H. Boyce3Elect Director Shirley Ann Jackson4Elect Director Philip Lader5Elect Director Charles R. Lee6Elect Director Dennis H. Reilley7Elect Director Seth E. Schofield8Elect Director Thomas J. Usher10Ratify Auditors11Amend Bylaws Call Special Meetings12Advisory Vote to Ratify Named Executive Officers Compensation	565849106	For For For For For For For For For Against Against	For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Shareholder Shareholder
04/22/08 - A	Marshall & Ilsley Corp. *MI*1Elect Directors1.1Elect Director Andrew N. Baur For1.2Elect Director Jon F. Chait For1.3Elect Director John W. Daniels, Jr. Withhold1.4Elect Director Dennis J. Kuester For1.5Elect Director David J. Lubar For1.6Elect Director Robert J. O Toole For1.8Elect Director San W. Orr, Jr For1.9Elect Director Debra S. Waller For1.10Elect Director George E. Wardeberg For2Amend Executive Incentive Bonus Plan3Ratify Auditors	571837103	For For For	Split For For	Management Management Management
	<ul> <li>Require a Majority Vote for the Election of Directors</li> </ul>		Against	For	Shareholder
05/29/08 - A	Mattel, Inc. *MAT*1Elect Director Michael J. Dolan2Elect Director Robert A. Eckert3Elect Director Frances D. Fergusson4Elect Director Tully M. Friedman	577081102	For For For For	For For For For	Management Management Management Management

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
C			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	5 Elect Director Dominic Ng		For	For	Management
	6 Elect Director Vasant M. Prabhu		For	For	Management
	7 Elect Director Andrea L. Rich		For	For	Management
	8 Elect Director Ronald L. Sargent		For	For	Management
	9 Elect Director Dean A. Scarborough		For	For	Management
	10 Elect Director Christopher A. Sinclair		For	For	Management
	11 Elect Director G. Craig Sullivan		For	For	Management
	12 Elect Director Kathy Brittain White		For	For	Management
	13 Ratify Auditors		For	For	Management
	14 Report on Product Safety and Working Conditions		Against	Against	Shareholder
05/01/08 - A	MBIA Inc. *MBI*	55262C100			
	1 Elect Director Joseph W. Brown		For	For	Management
	2 Elect Director David A. Coulter		For	For	Management
	3 Elect Director Claire L. Gaudiani		For	For	Management
	4 Elect Director Daniel P. Kearney		For	For	Management
	5 Elect Director Kewsong Lee		For	For	Management
	6 Elect Director Laurence H. Meyer		For	For	Management
	7 Elect Director David M. Moffett		For	For	Management
	8 Elect Director John A. Rolls		For	For	Management
	9 Elect Director Richard C. Vaughan		For	For	Management
	10 Elect Director Jeffery W. Yabuki		For	For	Management
	<ol> <li>Approve Conversion of Securities</li> <li>Approve Restricted Stock Awards to Joseph W.</li> </ol>		For	For	Management
	12 Approve Restricted Stock Awards to Joseph W. Brown		For	For	Management
	13 Ratify Auditors		For	For	Management
05/22/08 - A	McDonald s Corp. *MCD*	580135101			U
03/22/00 11	1 Elect Director Ralph Alvarez	500155101	For	For	Management
	2 Elect Director Susan E. Arnold		For	For	Management
	3 Elect Director Richard H. Lenny		For	For	Management
	4 Elect Director Cary D. McMillan		For	For	Management
	5 Elect Director Sheila A. Penrose		For	For	Management
	6 Elect Director James A. Skinner		For	For	Management
	7 Ratify Auditors		For	For	Management
04/28/08 - A	MeadWestvaco Corp. *MWV*	583334107			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Adopt Majority Voting for Uncontested Election of		For	For	Management
	Directors				
05/22/08 - A	Medco Health Solutions, Inc. *MHS*	58405U102			
	1 Elect Director John L. Cassis		For	For	Management
	2 Elect Director Michael Goldstein		For	For	Management
	3 Elect Director Blenda J. Wilson		For	For	Management
	4 Ratify Auditors		For	For	Management
	5 Increase Authorized Common Stock		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues6Limit Executive Compensation	Security	Management Recommendation Against	Vote Cast Against	<b>Proponent</b> Shareholder
04/23/08 - A	MEMC Electronic Materials, Inc. *WFR*	552715104			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/22/08 - A	Merck & Co., Inc. *MRK*	589331107			
	1 Elect Director Richard T. Clark		For	For	Management
	2 Elect Director Johnnetta B. Cole, Ph.D.		For	For	Management
	3 Elect Director Thomas H. Glocer		For	For	Management
	4 Elect Director Steven F. Goldstone		For	For	Management
	5 Elect Director William B. Harrison, Jr.		For	For	Management
	6 Elect Director Harry R. Jacobson, M.D.		For	For	Management
	7 Elect Director William N. Kelley, M.D.		For	For	Management
	8 Elect Director Rochelle B. Lazarus		For	For	Management
	9 Elect Director Thomas E. Shenk, Ph.D.		For	For	Management
	10 Elect Director Anne M. Tatlock		For	For	Management
	11 Elect Director Samuel O. Thier, M.D.		For	For	Management
	12 Elect Director Wendell P. Weeks		For	For	Management
	13 Elect Director Peter C. Wendell		For	For	Management
	14 Ratify Auditors		For	For	Management
	15 Limit Executive Compensation		Against	Against	Shareholder
	16 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	17 Amend Articles/Bylaws/Charter Call Special Meetings		Against	For	Shareholder
	18 Adopt a bylaw to Require an Independent Lead Director		Against	For	Shareholder
04/22/08 - A	MetLife, Inc *MET*	59156R108			
04/22/08 - A	1 Elect Directors	J91J0K106	For	For	Management
	2 Ratify Auditors		For	For	Management
	2 Katily Additors		FUI	FOI	wanagement
05/15/08 - A	Molson Coors Brewing Co *TAP*	60871R209			
	1 Elect Directors		For	For	Management
05/05/08 - A	Motorola, Inc. *MOT*	620076109			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	4 Claw-back of Payments under Restatements		Against	Against	Shareholder
	5 Amend Human Rights Policies		Against	Against	Shareholder

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues	Security	Management Recommendation	Vote Cast	Proponent
05/14/08 - A	Murphy Oil Corp. *MUR*	626717102	E	E	Managana
	<ol> <li>Elect Directors</li> <li>Approve Non-Employee Director Omnibus Stock</li> </ol>		For For	For For	Management Management
	Plan		го	FUI	Management
	3 Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity		Against	Against	Shareholder
	4 Ratify Auditors		For	For	Management
05/14/08 - A	National Oilwell Varco, Inc. *NOV*	637071101			
	1 Elect Director Robert E. Beauchamp		For	For	Management
	2 Elect Director Jeffery A. Smisek		For	For	Management
	3 Ratify Auditors		For	For	Management
	4 Approve Executive Incentive Bonus Plan		For	For	Management
05/01/08 - A	Noble Corporation *NE*	G65422100			
	This is a duplicate meeting for ballots received via the Broadridge North American ballot distribution system				
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/15/08 - A	Northern Trust Corp. *NTRS*	665859104			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
05/21/08 - A	Northrop Grumman Corp. *NOC*	666807102			
	1 Elect Director Lewis W. Coleman		For	For	Management
	2 Elect Director Thomas B. Fargo		For	For	Management
	3 Elect Director Victor H. Fazio		For	For	Management
	4 Elect Director Donald E. Felsinger		For	For	Management
	5 Elect Director Stephen E. Frank		For	For	Management
	6 Elect Director Phillip Frost		For	Against	Management
	7 Elect Director Charles R. Larson		For	For	Management
	8 Elect Director Richard B. Myers		For	For	Management
	9 Elect Director Aulana L. Peters		For	For	Management
	10 Elect Director Kevin W. Sharer		For	For	Management
	11 Elect Director Ronald D. Sugar		For	For	Management
	12 Ratify Auditors		For	For	Management
	13 Amend Omnibus Stock Plan		For	For	Management
	14 Report on Foreign Military Sales		Against	Against	Shareholder
	15 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation				
	16 Adopt Anti Gross-up Policy		Against	For	Shareholder

#### **Proxy Voting Report**

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Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
06/19/08 - A	Nvidia Corporation *NVDA*	67066G104			
	1 Elect Director Steven Chu, Ph.D.		For	For	Management
	2 Elect Director Harvey C. Jones		For	For	Management
	3 Elect Director William J. Miller		For	For	Management
	4 Increase Authorized Common Stock		For	For	Management
	5 Ratify Auditors		For	For	Management
05/15/08 - A	NYSE Euronext *NYX*	629491101			
	1 Elect Directors		For	For	Management
	2 Amend Omnibus Stock Plan		For	For	Management
	3 Ratify Auditors		For	For	Management
	4 Approve Issuance of Stock Certificate of Ownership of NYSE Euronext		Against	Against	Shareholder
05/02/08 - A	Occidental Petroleum Corp. *OXY*	674599105			
	1 Elect Director Spencer Abraham		For	Against	Management
	2 Elect Director Ronald W. Burkle		For	For	Management
	3 Elect Director John S. Chalsty		For	Against	Management
	4 Elect Director Edward P. Djerejian		For	For	Management
	5 Elect Director John E. Feick		For	For	Management
	6 Elect Director Ray R. Irani		For	For	Management
	7 Elect Director Irvin W. Maloney		For	Against	Management
	8 Elect Director Avedick B. Poladian		For	For	Management
	9 Elect Director Rodolfo Segovia		For	Against	Management
	10 Elect Director Aziz D. Syriani		For	For	Management
	11 Elect Director Rosemary Tomich		For	Against	Management
	12 Elect Director Walter L. Weisman		For	For	Management
	13 Ratify Auditors		For	For	Management
	14 Publish a Scientific Global Warming Report		Against	Against	Shareholder
	15 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation				
	16 Disclose Information on Compensation Consultant		Against	Against	Shareholder
	17 Pay For Superior Performance		Against	For	Shareholder
	18 Amend Articles/Bylaws/Charter Call Special		Against	For	Shareholder
	Meetings				
05/16/08 - A	Omnicom Group Inc. *OMC*	681919106			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/22/08 - A	Paccar Inc. *PCAR*	693718108			
	1 Elect Directors		For	For	Management
	2 Increase Authorized Common Stock		For	Against	Management
	3 Amend Vote Requirements to Amend		Against	For	Shareholder
	Articles/Bylaws/Charter		-		
	4 Require a Majority Vote for the Election of Directors		Against	For	Shareholder

#### **Proxy Voting Report**

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Meeting	Company/				
<b>Date/Type</b> 05/28/08 - A	Ballot Issues Pall Corp. *PLL*	<b>Security</b> 696429307	Management Recommendation	Vote Cast	Proponent
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Qualified Employee Stock Purchase Plan		For	For	Management
05/08/08 - A	Peabody Energy Corp. *BTU* 1 Elect Directors	704549104	For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Declassify the Board of Directors		For	For	Management
	4 Approve Executive Incentive Bonus Plan		For	For	Management
05/07/08 - A	PepsiCo, Inc. *PEP*	713448108			6
03/07/08 - A	1 Elect Director I.M. Cook	/13440100	For	For	Management
	2 Elect Director D. Dublon		For	For	Management
	3 Elect Director V.J. Dzau		For	For	Management
	4 Elect Director R.L. Hunt		For	For	Management
	5 Elect Director A. Ibarguen		For	For	Management
	6 Elect Director A.C. Martinez		For	For	Management
	7 Elect Director I.K. Nooyi		For	For	Management
	8 Elect Director S.P. Rockefeller		For	For	Management
	9 Elect Director J.J. Schiro		For	For	Management
	10 Elect Director L.G. Trotter		For	For	Management
	11 Elect Director D.Vasella		For	For	Management
	12 Elect Director M.D. White		For	For	Management
	13 Ratify Auditors		For	For	Management
	14 Report on Recycling		Against	Against	Shareholder
	15 Report on Genetically Engineered Products		Against	Against	Shareholder
	16 Report on Human Rights Policies Relating to Water Use		Against	Against	Shareholder
	17 Report on Global Warming		Against	Against	Shareholder
	18 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
04/22/08 - A	PerkinElmer, Inc. *PKI*	714046109			
	1 Elect Director Robert F. Friel		For	For	Management
	2 Elect Director Nicholas A. Lopardo		For	For	Management
	3 Elect Director Alexis P. Michas		For	For	Management
	4 Elect Director James C. Mullen		For	For	Management
	5 Elect Director Vicki L. Sato		For	For	Management
	6 Elect Director Gabriel Schmergel		For	For	Management
	7 Elect Director Kenton J. Sicchitano		For	For	Management
	8 Elect Director Patrick J. Sullivan		For	For	Management
	9 Elect Director Gregory L. Summe		For	For	Management
	10 Elect Director G. Robert Tod		For	For	Management
	11 Ratify Auditors		For	For	Management

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues	Security	Management Recommendation	Vote Cast	Proponent
04/24/08 - A	Pfizer Inc. *PFE*	717081103			
	1 Elect Director Dennis A. Ausiello		For	For	Management
	2 Elect Director Michael S. Brown		For	For	Management
	3 Elect Director M. Anthony Burns		For	For	Management
	4 Elect Director Robert N. Burt		For	For	Management
	5 Elect Director W. Don Cornwell		For	For	Management
	6 Elect Director William H. Gray, III		For	For	Management
	7 Elect Director Constance J. Horner		For	For	Management
	8 Elect Director William R. Howell		For	For	Management
	9 Elect Director James M. Kilts		For	For	Management
	10 Elect Director Jeffrey B. Kindler		For	For	Management
	11 Elect Director George A. Lorch		For	For	Management
	12 Elect Director Dana G. Mead		For	For	Management
	13 Elect Director Suzanne Nora Johnson		For	For	Management
	14 Elect Director William C. Steere, Jr.		For	For	Management
	15 Ratify Auditors		For	For	Management
	16 Prohibit Executive Stock-Based Awards		Against	Against	Shareholder
	17 Require Independent Board Chairman		Against	For	Shareholder
05/14/08 - A	PG&E Corp. *PCG*	69331C108			
	1 Elect Director David R. Andrews		For	For	Management
	2 Elect Director C. Lee Cox		For	For	Management
	3 Elect Director Peter A. Darbee		For	For	Management
	4 Elect Director Maryellen C. Herringer		For	For	Management
	5 Elect Director Richard A. Meserve		For	For	Management
	6 Elect Director Mary S. Metz		For	For	Management
	7 Elect Director Barbara L. Rambo		For	For	Management
	8 Elect Director Barry Lawson Williams		For	For	Management
	9 Ratify Auditors		For	For	Management
	10 Report on CEO Contribution to Operation of Company		Against	Against	Shareholder
	11 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	12 Require Independent Lead Director		Against	Against	Shareholder
05/07/08 - A	Plum Creek Timber Company, Inc. *PCL*	729251108			
	1 Elect Director Rick R. Holley		For	For	Management
	2 Elect Director Ian B. Davidson		For	For	Management
	3 Elect Director Robin Josephs		For	For	Management
	4 Elect Director John G. McDonald		For	For	Management
	5 Elect Director Robert B. McLeod		For	For	Management
	6 Elect Director John F. Morgan, Sr.		For	For	Management
	7 Elect Director John H. Scully		For	For	Management
	8 Elect Director Stephen C. Tobias		For	For	Management
	9 Elect Director Martin A. White		For	For	Management
	10 Ratify Auditors		For	For	Management
	11 Report on Political Contributions		Against	Against	Shareholder
	-		-	-	

#### **Proxy Voting Report**

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Meeting	Company/				
<b>Date/Type</b> 04/22/08 - A	Ballot Issues PNC Financial Services Group, Inc. *PNC*	<b>Security</b> 693475105	Management Recommendation	Vote Cast	Proponent
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/17/08 - A	PPG Industries, Inc. *PPG*	693506107			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
05/21/08 - A	PPL Corp. *PPL*	69351T106			
	1 Elect Directors		For	For	Management
	2 Eliminate Supermajority Vote Requirement		For	For	Management
	3 Ratify Auditors		For	For	Management
04/22/08 - A	Praxair, Inc. *PX*	74005P104			
	1 Elect Directors		For	For	Management
	2 Require Majority Vote for Non-Contested Election		For	For	Management
	3 Ratify Auditors		For	For	Management
05/13/08 - A	Prudential Financial Inc *PRU*	744320102			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/15/08 - A	Public Service Enterprise Group Inc. *PEG*	744573106			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Limit Executive Compensation		Against	Against	Shareholder
	4 Require Director Nominee Qualifications		Against	Against	Shareholder
	5 Require Two Candidates for Each Board Seat		Against	Against	Shareholder
05/15/08 - A	Pulte Homes Inc. *PHM*	745867101			
	1 Elect Directors		For	Split	Management
	1.1 Elect Director Richard G. Wolford For				
	1.2 Elect Director Cheryl W. Grise For				
	1.3 Elect Director William B. Smith Withhold				
	1.4 Elect Director Brian P. Anderson Withhold				
	1.5 Elect Director Patrick J. O Leary Withhold		E	E	Managan
	<ul><li>Approve Executive Incentive Bonus Plan</li><li>Ratify Auditors</li></ul>		For For	For For	Management
	3 Ratify Auditors		FUI	ror	Management

#### **Proxy Voting Report**

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Meeting	Company/				
Date/Type	Ballot Issues4Require a Majority Vote for the Election of Directors5Declassify the Board of Directors6Performance-Based Awards7Advisory Vote to Ratify Named Executive Officers Compensation	Security	Management Recommendation Against Against Against Against	Vote Cast For For For For	<b>Proponent</b> Shareholder Shareholder Shareholder Shareholder
	<ul><li>8 Report on Climate Change Policies</li><li>9 Establish a Compliance Committee</li></ul>		Against Against	For Against	Shareholder Shareholder
05/16/08 - A 05/20/08 - A	Quest Diagnostics Incorporated *DGX*1Elect Directors2Ratify AuditorsQuestar Corp. *STR*	74834L100 748356102	For For	For For	Management Management
0.120100 - 11	<ol> <li>Elect Directors</li> <li>Elect Director Phillips S. Baker, Jr. For</li> <li>Elect Director L. Richard Flury For</li> <li>Elect Director Bruce A. Williamson For</li> <li>Elect Director James A. Harmon Withhold</li> </ol>	140550102	For	Split	Management
	<ol> <li>Ratify Auditors</li> <li>Declassify the Board of Directors</li> </ol>		For None	For For	Management Shareholder
05/28/08 - A	<ul> <li>R. R. Donnelley &amp; Sons Co. *RRD*</li> <li>Elect Director Thomas J. Quinlan, III</li> <li>Elect Director Stephen M. Wolf</li> <li>Elect Director Lee A. Chaden</li> <li>Elect Director E.V. (Rick) Goings</li> <li>Elect Director Judith H. Hamilton</li> <li>Elect Director Thomas S. Johnson</li> <li>Elect Director Michael T. Riordan</li> <li>Elect Director Oliver R. Sockwell</li> <li>Ratify Auditors</li> <li>Amend Omnibus Stock Plan</li> <li>Report on Sustainable Forestry</li> <li>Amend Articles/Bylaws/Charter Call Special Meetings</li> </ul>	257867101	For For For For For For For For For Against Against	For For For For For For For For Against For	Management Management Management Management Management Management Management Management Management Management Shareholder Shareholder
05/15/08 - A	Radioshack Corp. *RSH*1Elect Directors2Ratify Auditors3Require a Majority Vote for the Election of Directors	750438103	For For For	For For For	Management Management Shareholder

## **Proxy Voting Report**

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Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
05/20/08 - A	Range Resources Corporation *RRC*	75281A109			
	1 Elect Directors		For	For	Management
	2 Increase Authorized Common Stock		For	For	Management
	3 Amend Omnibus Stock Plan		For	For	Management
	4 Ratify Auditors		For	For	Management
05/29/08 - A	Raytheon Co. *RTN*	755111507			
	1 Elect Director Barbara M. Barrett		For	For	Management
	2 Elect Director Vernon E. Clark		For	For	Management
	3 Elect Director John M. Deutch		For	For	Management
	4 Elect Director Frederic M. Poses		For	Against	Management
	5 Elect Director Michael C. Ruettgers		For	For	Management
	6 Elect Director Ronald L. Skates		For	For	Management
	7 Elect Director William R. Spivey		For	For	Management
	8 Elect Director Linda G. Stuntz		For	For	Management
	9 Elect Director William H. Swanson		For	For	Management
	10 Ratify Auditors		For	For	Management
	11 Establish SERP Policy		Against	For	Shareholder
	12 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation				
05/14/08 - A	Safeway Inc. *SWY*	786514208			
	1 Elect Director Steven A. Burd		For	For	Management
	2 Elect Director Janet E. Grove		For	For	Management
	3 Elect Director Mohan Gyani		For	For	Management
	4 Elect Director Paul Hazen		For	For	Management
	5 Elect Director Frank C. Herringer		For	For	Management
	6 Elect Director Robert I. MacDonnell		For	For	Management
	7 Elect Director Douglas J. MacKenzie		For	For	Management
	8 Elect Director Kenneth W. Oder		For	For	Management
	9 Elect Director Rebecca A. Stirn		For	For	Management
	10 Elect Director William Y. Tauscher		For	For	Management
	11 Elect Director Raymond G. Viault		For	For	Management
	12 Ratify Auditors		For	For	Management
	13 Provide for Cumulative Voting		Against	For	Shareholder
	14 Submit SERP to Shareholder Vote		Against	For	Shareholder
	15 Adopt Policy on 10b5-1 Plans		Against	For	Shareholder
05/28/08 - A	Sandisk Corp. *SNDK*	80004C101			
05/20/00 11	1 Elect Director Eli Harari	000010101	For	For	Management
	2 Elect Director Irwin Federman		For	For	Management
	3 Elect Director Steven J. Gomo		For	For	Management
	4 Elect Director Eddy W. Hartenstein		For	For	Management
	5 Elect Director Catherine P. Lego		For	For	Management
	6 Elect Director Michael E. Marks		For	For	Management
	<ul> <li>7 Elect Director James D. Meindl</li> </ul>		For	For	Management
	8 Ratify Auditors		For	For	Management
	9 Require a Majority Vote for the Election of Directors		Against	For	Shareholder
	, require a majority vote for the Election of Directors		- iSmiller	1.01	Sharenoidei

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 05/16/08 - A	Ballot Issues Schering-Plough Corp. *SGP*	<b>Security</b> 806605101	Management Recommendation	Vote Cast	Proponent
	1 Elect Directors 2 Ratify Auditors		For For	For For	Management Management
04/09/08 - A	Schlumberger Ltd. *SLB* Meeting for ADR Holders	806857108			
	<ol> <li>Elect Directors</li> <li>ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS</li> </ol>		For For	For For	Management Management
	3 APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008 STOCK INCENTIVE PLAN		For	For	Management
	4 APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM		For	For	Management
05/05/08 - A	Sears Holdings Corporation	812350106			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Adopt Policy for Engagement With Proponents of Shareholder Proposals Supported by a Majority Vote		Against	Against	Shareholder
05/22/08 - A	Sempra Energy *SRE*	816851109			
	1 Elect Director Richard A. Collato		For	For	Management
	2 Elect Director Wilford D. Godbold Jr.		For	For	Management
	3 Elect Director Richard G. Newman		For	For	Management
	4 Elect Director Carlos Ruiz Sacristan		For	For	Management
	5 Elect Director William C. Rusnack		For	For	Management
	6 Elect Director William P. Rutledge		For	For	Management
	7 Elect Director Lynn Schenk		For	For	Management
	8 Elect Director Neal E. Schmale		For	For	Management
	9 Ratify Auditors		For	For	Management
	10 Approve Omnibus Stock Plan		For	For	Management
	11 Eliminate Supermajority Vote Requirement		For	For	Management
	12 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
05/06/08 - A	Sigma-Aldrich Corp. *SIAL*	826552101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
05/08/08 - A	SLM Corporation *SLM*	78442P106			
	1 Elect Director Ann Torre Bates		For	For	Management
	2 Elect Director W.M. Diefenderfer III		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	3 Elect Director Diane Suitt Gilleland		For	Against	Management
	4 Elect Director Earl A. Goode		For	Against	Management
	5 Elect Director Ronald F. Hunt		For	For	Management
	6 Elect Director Albert L. Lord		For	For	Management
	7 Elect Director Michael E. Martin		For	For	Management
	8 Elect Director Barry A. Munitz		For	Against	Management
	9 Elect Director Howard H. Newman		For	For	Management
	10 Elect Director A. Alexander Porter, Jr.		For	For	Management
	11 Elect Director Frank C. Puleo		For	For	Management
	12 Elect Director Wolfgang Schoellkopf		For	Against	Management
	13 Elect Director Steven L. Shapiro		For	Against	Management
	14 Elect Director Anthony P. Terracciano		For	For	Management
	15 Elect Director Barry L. Williams		For	For	Management
	16 Approve Increase in Size of Board		For	For	Management
	17 Ratify Auditors		For	For	Management
05/13/08 - A	Smith International, Inc. *SII*	832110100			
03/13/08 - A	1 Elect Directors	832110100	For	For	Management
	2 Amend Omnibus Stock Plan		For	For	Management
	3 Increase Authorized Common Stock		For	For	Management
	4 Ratify Auditors		For	For	Management
05/01/00		044741100	101	101	Wanagement
05/21/08 - A	Southwest Airlines Co. *LUV*	844741108	P	0.1%	
	1 Elect Directors		For	Split	Management
	1.1 Elect Director David W. Biegler For				
	1.2 Elect Director Louis E. Caldera For				
	1.3 Elect Director C. Webb Crockett Withhold				
	1.4 Elect Director William H. Cunningham For				
	1.5 Elect Director Travis C. Johnson For				
	1.6 Elect Director Gary C. Kelly For				
	<ol> <li>Elect Director Nancy B. Loeffler For</li> <li>Elect Director John T. Montford For</li> </ol>				
			For	For	Managamant
	5		Against	For	Management Shareholder
	<ul><li>3 Require a Majority Vote for the Election of Directors</li><li>4 Establish a Compensation Committee</li></ul>		Against	For	Shareholder
	5 Prepare Sustainability Report		Against	For	Shareholder
	5 Trepare Sustainability Report		Agailist	1.01	Shareholder
05/13/08 - A	Sprint Nextel Corp *S*	852061100			
	1 Elect Director Robert R. Bennett		For	For	Management
	2 Elect Director Gordon M. Bethune		For	For	Management
	3 Elect Director Larry C. Glasscock		For	For	Management
	4 Elect Director James H. Hance, Jr.		For	For	Management
	5 Elect Director Daniel R. Hesse		For	For	Management
	6 Elect Director V. Janet Hill		For	For	Management
	7 Elect Director Irvine O. Hockaday, Jr.		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	8 Elect Director Rodney O Neal		For	For	Management
	9 Elect Director Ralph V. Whitworth		For	For	Management
	10 Ratify Auditors		For	For	Management
	<ol> <li>Amend Articles/Bylaws/Charter Call Special Meetings</li> </ol>		Against	For	Shareholder
04/23/08 - A	Stryker Corp. *SYK*	863667101			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Qualified Employee Stock Purchase Plan		For	For	Management
04/29/08 - A	SunTrust Banks, Inc. *STI*	867914103	_	_	
	1 Elect Directors		For	For	Management
	2 Amend Omnibus Stock Plan		For	For	Management
	3 Ratify Auditors		For	For	Management
06/26/08 - A	Supervalu Inc. *SVU*	868536103			
	1 Elect Director A. Gary Ames		For	For	Management
	2 Elect Director Philip L. Francis		For	For	Management
	3 Elect Director Edwin C. Gage		For	For	Management
	4 Elect Director Garnett L. Keith, Jr.		For	For	Management
	5 Elect Director Marissa T. Peterson		For	For	Management
	6 Ratify Auditors		For	For	Management
	7 Adopt Purchasing Preference for Suppliers Using CAK		Against	Against	Shareholder
	8 Declassify the Board of Directors		Against	For	Shareholder
04/10/08 - A	T. Rowe Price Group, Inc. *TROW*	74144T108			
	1 Elect Director Edward C. Bernard		For	For	Management
	2 Elect Director James T. Brady		For	For	Management
	3 Elect Director ) J. Alfred Broaddus, Jr.		For	For	Management
	4 Elect Director Donald B. Hebb, Jr.		For	For	Management
	5 Elect Director James A.C. Kennedy		For	For	Management
	6 Elect Director Brian C. Rogers		For	For	Management
	7 Elect Director Dr. Alfred Sommer		For	For	Management
	8 Elect Director Dwight S. Taylor		For	For	Management
	9 Elect Director Anne Marie Whittemore		For	For	Management
	10 Increase Authorized Common Stock		For	For	Management
	11 Ratify Auditors		For	For	Management
	12 Other Business		For	Against	Management
05/22/08 - A	Target Corporation *TGT*	87612E106	_	-	
	1 Elect Director Roxanne S. Austin		For	For	Management
	2 Elect Director James A. Johnson		For	For	Management
	3 Elect Director Mary E. Minnick		For	For	Management
	4 Elect Director Derica W. Rice		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues5Ratify Auditors	Security	<b>Management</b> <b>Recommendation</b> For	Vote Cast For	<b>Proponent</b> Management
04/28/08 - A	Teradata Corporation *TDC*	88076W103			
0 11 20/00 11	1 Elect Director David E. Kepler	0007011100	For	For	Management
	2 Elect Director William S. Stavropoulos		For	For	Management
	3 Elect Director C. K. Prahalad		For	For	Management
	4 Ratify Auditors		For	For	Management
05/15/08 - A	Terex Corp. *TEX*	880779103			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
05/06/08 - A	Tesoro Corp. *TSO*	881609101			
	1 Elect Directors		For	For	Management
	2 Amend Omnibus Stock Plan		For	Against	Management
	3 Ratify Auditors		For	For	Management
04/17/08 - A	Texas Instruments, Inc. *TXN*	882508104			
	1 Elect Director James R. Adams		For	For	Management
	2 Elect Director David L. Boren		For	For	Management
	3 Elect Director Daniel A. Carp		For	For	Management
	4 Elect Director Carrie S. Cox		For	For	Management
	5 Elect Director David R. Goode		For	For	Management
	6 Elect Director Pamela H. Patsley		For	For	Management
	7 Elect Director Wayne R. Sanders		For	For	Management
	8 Elect Director Ruth J. Simmons		For	For	Management
	9 Elect Director Richard K. Templeton		For	For	Management
	10 Elect Director Christine Todd Whitman		For	For	Management
	11 Ratify Auditors		For	For	Management
	12 Require Director Nominee Qualifications		Against	Against	Shareholder
04/23/08 - A	Textron Inc. *TXT*	883203101			
	1 Elect Director Paul E. Gagne		For	For	Management
	2 Elect Director Dain M. Hancock		For	For	Management
	3 Elect Director Lloyd G. Trotter		For	For	Management
	4 Elect Director Thomas B. Wheeler		For	For	Management
	5 Ratify Auditors		For	For	Management
	6 Report on Foreign Military Sales		Against	Against	Shareholder
	7 Adopt Anti Gross-up Policy		Against	For	Shareholder
05/20/08 - A	The Allstate Corp. *ALL*	020002101			
	1 Elect Director F. Duane Ackerman		For	For	Management
	2 Elect Director Robert D. Beyer		For	For	Management
	3 Elect Director W. James Farrell		For	For	Management
	4 Elect Director Jack M. Greenberg		For	For	Management
	5 Elect Director Ronald T. LeMay		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
0			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	6 Elect Director J. Christopher Reyes		For	For	Management
	7 Elect Director H. John Riley, Jr.		For	For	Management
	8 Elect Director Joshua I. Smith		For	For	Management
	9 Elect Director Judith A. Sprieser		For	For	Management
	10 Elect Director Mary Alice Taylor		For	For	Management
	11 Elect Director Thomas J. Wilson		For	For	Management
	12 Ratify Auditors		For	For	Management
	13 Provide for Cumulative Voting		Against	For	Shareholder
	14 Amend Articles/Bylaws/Charter Call Special Meetings		Against	For	Shareholder
	15 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
04/08/08 - A	The Bank Of New York Mellon Corp. *BK*	064058100			
	1 Elect Directors		For	For	Management
	2 Approve Omnibus Stock Plan		For	For	Management
	3 Approve Nonqualified Employee Stock Purchase Plan		For	For	Management
	4 Approve Executive Incentive Bonus Plan		For	For	Management
	5 Ratify Auditors		For	For	Management
	6 Restore or Provide for Cumulative Voting		Against	For	Shareholder
	7 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation		0		
04/17/08 - A	The Black & Decker Corp. *BDK*	091797100			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Restricted Stock Plan		For	For	Management
	4 Amend Non-Employee Director Omnibus Stock Plan		For	For	Management
	5 Establish SERP Policy		Against	For	Shareholder
04/28/08 - A	The Boeing Co. *BA*	097023105			
	1 Elect Director John H. Biggs		For	For	Management
	2 Elect Director John E. Bryson		For	For	Management
	3 Elect Director Arthur D. Collins, Jr.		For	For	Management
	4 Elect Director Linda Z. Cook		For	For	Management
	5 Elect Director William M. Daley		For	For	Management
	6 Elect Director Kenneth M. Duberstein		For	For	Management
	7 Elect Director James L. Jones		For	For	Management
	8 Elect Director Edward M. Liddy		For	For	Management
	9 Elect Director John F. McDonnell		For	For	Management
	10 Elect Director W. James McNerney, Jr.		For	For	Management
	11 Elect Director Mike S. Zafirovski		For	For	Management
	12 Ratify Auditors		For	For	Management
	13 Report on Foreign Arms Sales		Against	Against	Shareholder
	14 Adopt Principles for Health Care Reform		Against	Against	Shareholder
	15 Adopt Human Rights Policy		Against	For	Shareholder
	16 Require Independent Lead Director		Against	For	Shareholder

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Com	pany/				
				Management	Vote	
Date/Type		t Issues	Security	Recommendation	Cast	Proponent
	17	Performance-Based and/or Time-Based Equity Awards		Against	For	Shareholder
	18	Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	19	Restrict Severance Agreements (Change-in-Control)		Against	For	Shareholder
05/15/08 - A	The	Charles Schwab Corp. *SCHW*	808513105			
	1	Elect Director Frank C. Herringer		For	For	Management
	2	Elect Director Stephen T. McLin		For	For	Management
	3	Elect Director Charles R. Schwab		For	For	Management
	4	Elect Director Roger O. Walther		For	For	Management
	5	Elect Director Robert N. Wilson		For	For	Management
	6	Report on Political Contributions		Against	For	Shareholder
	7	Amend Bylaws to Prohibit Precatory Proposals		Against	Against	Shareholder
04/16/08 - A	The	Coca-Cola Company *KO*	191216100			
	1	Elect Director Herbert A. Allen		For	For	Management
	2	Elect Director Ronald W. Allen		For	For	Management
	3	Elect Director Cathleen P. Black		For	For	Management
	4	Elect Director Barry Diller		For	Against	Management
	5	Elect Director Alexis M. Herman		For	For	Management
	6	Elect Director E. Neville Isdell		For	For	Management
	7	Elect Director Muhtar Kent		For	For	Management
	8	Elect Director Donald R. Keough		For	For	Management
	9	Elect Director Donald F. McHenry		For	For	Management
	10	Elect Director Sam Nunn		For	For	Management
	11	Elect Director James D. Robinson III		For	For	Management
	12	Elect Director Peter V. Ueberroth		For	For	Management
	13	Elect Director Jacob Wallenberg		For	For	Management
	14	Elect Director James B. Williams		For	For	Management
	15	Ratify Auditors		For	For	Management
	16	Approve Stock Option Plan		For	For	Management
	17	Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
		Compensation		C		
	18	Require Independent Board Chairman		Against	For	Shareholder
	19	Amend Bylaws to Establish a Board Committee on		Against	Against	Shareholder
		Human Rights				
06/03/08 - A		DirecTV Group, Inc *DTV*	25459L106	_	_	
	1	Elect Directors		For	For	Management
	2	Ratify Auditors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Date/TypeBallot IssuesManagementVote05/15/08 - AThe Dow Chemical Company *DOW*260543103Patrix	roponent nagement nagement
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5 Report on Genetically Engineered Seed Against Against Sha	reholder
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06/02/08 - A <b>The Gap, Inc. *GPS*</b> 364760108	
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	reholder
15 Advisory Vote to Ratify Named Executive Officers Against For Sha Compensation	reholder
*	reholder
04/08/08 - A The Goodyear Tire & Rubber Co. *GT* 382550101	
1 Elect Directors For Split Ma	nagement
1.1 Elect Director James C. Boland Withhold	
1.2 Elect Director James A. Firestone For	
1.3 Elect Director Robert J. Keegan Withhold	
1.4 Elect Director W. Alan McCollough For	
1.5 Elect Director Steven A. Minter Withhold	

1.6 Elect Director Denise M. Morrison Withhold

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

DuterType         Ballot Issues         Security         Management         Vote           1.7         Elect Director Rodney O Neal Withhold         Iss         Elect Director G. Craig Sullivan Withhold         Iss	Meeting	Company/				
<ul> <li>1.8 Elect Director Shirleý D. Peterson Withhold</li> <li>1.0 Elect Director G. Craig Sullivan Withhold</li> <li>1.10 Elect Director Minhael R. Wessel Withhold</li> <li>1.11 Elect Director Minhael R. Wessel Withhold</li> <li>2 Approve Consults Stock Plan For For Management</li> <li>3 Approve Dennibus Stock Plan For For Management</li> <li>4 Ratify Auditors</li> <li>1 Elect Director Stock Plan For Split Management</li> <li>1.1 Elect Director Stock Plan For Split Management</li> <li>1.1 Elect Director Robert F. Cavanaugh For Split Management</li> <li>1.2 Elect Director Charles A. Davis For</li> <li>1.3 Elect Director Charles A. Davis For</li> <li>1.5 Elect Director Charles S. Tausas For</li> <li>1.5 Elect Director Charles S. For Split Management</li> <li>1.6 Elect Director Charles S. For Split Management</li> <li>1.7 Elect Director Charles S. Straws For</li> <li>1.8 Elect Director Charles S. Straws For</li> <li>1.7 Elect Director Charles S. Straws For</li> <li>1.8 Elect Director Charles S. Straws For</li> <li>1.8 Elect Director Charles S. Straws For</li> <li>1.8 Elect Director David J. West For</li> <li>1.8 Elect Director Charles S. Straws For</li> <li>1.9 Elect Director Charles S. Straws For</li> <li>1.8 Elect Director Charles S. Straws For</li> <li>1.9 Elect Director Charles S. Straws For</li> <li>2 Ratify Auditors</li> <li>3 Report on Implementing the 2001 Cocoa Protocol Against Against Shareholder Against Shareholder Against Forced Child Labor</li> <li>4 Anend Bylaws to Establish a Board Committee on Against Against Shareholder Human Rights</li> <li>06026/08 · A The Kroger Co. *KR* 501044101</li> <li>1 Elect Director Robert D. Beyer For For Management 4 Elect Director Robert D. Beyer For For Management 5 Elect Director Robert D. Beyer For For Management 6 Elect Director Javid B. Laws Shareholder For For For Management 7 Elect Director Robert D. Beyer For For Management 6 Elect Direct</li></ul>	Date/Type		Security			Proponent
1.9       Elect Director Graig Sullivan Withhold         1.11       Elect Director Michael R. Wessel Withhold         2       Approve Cancellive Incentive Bonus Plan       For       For       Management         3       Approve Executive Incentive Bonus Plan       For       For       Management         04/22/08 - A       The Hershey Co *HSY*       427866108		······································				
1.11       Elect Director Wichael R. Wessel Withhold         2       Approve Omnibus Stock Plan       For       For       For       Management         3       Approve Executive Incentive Bonus Plan       For       For       Management         04/22/08 - A       The Hershey Co *HISY*       427866108		5				
2       Approve Omnibus Stock Plan       For       For       For       Management         3       Approve Executive Incentive Bonus Plan       For       For       Management         04/22/08 - A       The Hershey Co *HSY*       427866108		· · · · · · · · · · · · · · · · · · ·				
3       Approve Executive Incentive Bonus Plan       For       For       For       Management         04/22/08 - A       The Hershey Co *HSY*       427866108         1       Elect Directors       For       Split       Management         1.1       Elect Director Robert F, Cavanaugh For       For       Split       Management         1.2       Elect Director Robert F, Cavanaugh For       For       Split       Management         1.3       Elect Director Tamels A. Davis For       For       Split       Management         1.4       Elect Director Thomas J, Ridge For       For       Is       Elect Director Thomas J, Ridge For         1.5       Elect Director Charles B. Strauss For       For       For       Management         1.9       Elect Director Kenneh L. Wolfe Withhold       For       For       Management         1.9       Elect Director Charles B. Strauss       For       For       Management         2       Ratify Auditors       Eor       For       For       Management         3       Report on Implementing the 2001 Cocoa Protocol       Against       Against       Shareholder         4       Amend Bylaws to Establish a Board Committee on       Against       Management       Management       Against				E	<b>F</b>	Managant
4       Raitfy Auditors       For       For       Management         04/22/08 - A       The Hershey Co *HSX*       427866108		rr				
1       Elect Director Robert F. Cavanaugh For       For       Split       Management         1.1       Elect Director Robert F. Cavanaugh For						-
1.1       Elect Director Robert F. Cavanaugh For         1.2       Elect Director Charles A. Davis For         1.3       Elect Director Arnold G. Langbo For         1.4       Elect Director James E. Nevels For         1.5       Elect Director Charles B. Strauss For         1.6       Elect Director Charles B. Strauss For         1.7       Elect Director Charles B. Strauss For         1.8       Elect Director Leroy S. Zimmerman For         2       Ratify Auditors         1.9       Elect Director Leroy S. Zimmerman For         2       Ratify Auditors         Against Forced Child Labor       Against         4       Amend Bylaws to Establish a Board Committee on       Against         96/26/08 - A       The Kroger Co. *KR*       501044101         1       Elect Director Ruben V. Anderson       For       For         3       Elect Director Ruben V. Anderson       For       For       Management         3       Elect Director Susan J. Kropf       For       For       Management         3       Elect Director Susan J. Kropf       For       For       Management         4       Elect Director Jons T. LaMacchia       For       For       Management         5       Elect Director Don W. McGeorge<	04/22/08 - A	The Hershey Co *HSY*	427866108			
1.2       Elect Director Charles A. Davis       For         1.3       Elect Director Annold G. Langbo       For         1.4       Elect Director James E. Nevels       For         1.5       Elect Director Charles B. Strauss       For         1.6       Elect Director Charles B. Strauss       For         1.7       Elect Director Charles B. Strauss       For         1.8       Elect Director Kenneth L. Wolfe       Withhold         1.9       Elect Director Kenneth L. Wolfe Withhold       Homagement         3       Report on Implementing the 2001 Cocoa Protocol       Against       Against       Shareholder         4       Amend Bylaws to Establish a Board Committee on       Against       Against       Shareholder         4       Amend Bylaws to Establish a Board Committee on       Against       Shareholder         4       Amend Bylaws to Establish a Board Committee on       Against       Shareholder         4       Elect Director Reuben V. Anderson       For       For       Management         2       Elect Director David B. Dilon       For       For       Management         3       Elect Director David B. Lewis       For       For       Management         4       Elect Director David B. Lewis       For <td< td=""><td></td><td>1 Elect Directors</td><td></td><td>For</td><td>Split</td><td>Management</td></td<>		1 Elect Directors		For	Split	Management
<ul> <li>1.3 Elect Director Arnold G. Langbo For</li> <li>1.4 Elect Director James E. Nevels For</li> <li>1.5 Elect Director Thomas J. Ridge For</li> <li>1.6 Elect Director Charles B. Strauss For</li> <li>1.7 Elect Director Charles B. Strauss For</li> <li>1.8 Elect Director Charles B. Strauss For</li> <li>1.8 Elect Director Charles D. West For</li> <li>1.8 Elect Director Charles D. West For</li> <li>2 Ratify Auditors For</li> <li>2 Ratify Auditors For</li> <li>3 Report on Implementing the 2001 Cocoa Protocol Against Against Shareholder Against Forced Child Labor</li> <li>4 Amend Bylaws to Establish a Board Committee on Against Against Shareholder Human Rights</li> <li>06/26/08 - A The Kroger Co. *KR* 501044101</li> <li>1 Elect Director Reuben V. Anderson For For Management</li> <li>3 Elect Director Rouben V. Anderson For For Management</li> <li>3 Elect Director David B. Dillon For For Management</li> <li>4 Elect Director Jusia J. Kropf For For Management</li> <li>4 Elect Director Jourd B. Lewis For For For Management</li> <li>5 Elect Director Jourd B. Lewis</li> <li>6 Elect Director Jourd B. Lewis</li> <li>7 Elect Director Jourd B. Lewis</li> <li>8 Elect Director Jourge P. Montoya</li> <li>9 Elect Director Clyde R. Moore For For Management</li> <li>1 Elect Director Susan J. Kropf For For Management</li> <li>6 Elect Director Jourge P. Montoya</li> <li>7 For For Management</li> <li>8 Elect Director Jourge P. Montoya</li> <li>9 Elect Director Susan M. Phillips</li> <li>9 For For Management</li> <li>10 Elect Director Susan M. Phillips</li> <li>10 Elect Director Susan M. Phillips</li> <li>11 Elect Director Susan M. Phillips</li> <li>12 Elect Director Susan M. Phillips</li> <li>13 Elect Director Susan M. Phillips</li> <li>14 Elect Director Susan M. Phillips</li> <li>15 Elect Director Bound A. Sargent For For Management</li> <li>16 Approve Onnibus Stock Plan</li> </ul>						
1.4       Elect Director James E. Nevels For         1.5       Elect Director Thomas J. Ridge For         1.6       Elect Director Charles B. Strauss For         1.7       Elect Director David J. West For         1.8       Elect Director Leroy S. Zimmerman For         2       Ratify Auditors       For         3       Report on Implementing the 2001 Cocoa Protocol       Against         4       Amend Bylaws to Establish a Board Committee on       Against         4       Amend Bylaws to Establish a Board Committee on       Against         2       Elect Director Robert D. Beyer       For         1       Elect Director Robert D. Beyer       For         2       Elect Director David B. Dillon       For       For         3       Elect Director Sang J. Kropf       For       For       Management         3       Elect Director David B. Dillon       For       For       Management         3       Elect Director David B. Dillon       For       For       Management         5       Elect Director David B. Lewis       For       For       Management         6       Elect Director David B. Lewis       For       For       Management         7       Elect Director David B. Lewis       For						
<ul> <li>1.5 Elect Director Thomas J. Ridge For</li> <li>1.6 Elect Director Charles B. Strauss For</li> <li>1.7 Elect Director David J. West For</li> <li>1.8 Elect Director Kenneth L. Wolfe Withhold</li> <li>1.9 Elect Director Leroy S. Zimmerman For</li> <li>2 Ratify Auditors For</li> <li>2 Ratify Auditors For For For Management</li> <li>3 Report on Implementing the 2001 Cocoa Protocol Against Against Shareholder Against Forced Child Labor</li> <li>4 Amend Bylaws to Establish a Board Committee on Against Against Shareholder Human Rights</li> <li>06/26/08 - A The Kroger Co.*KR* 501044101</li> <li>1 Elect Director Reuben V. Anderson For For Management Elect Director Susan J. Kropf</li> <li>2 Elect Director David B. Dillon</li> <li>3 Elect Director Joavid B. Dillon</li> <li>4 Elect Director David B. Dillon</li> <li>5 Elect Director David B. Dillon</li> <li>5 Elect Director David B. Dillon</li> <li>6 Elect Director David B. Dillon</li> <li>6 Elect Director David B. Dillon</li> <li>7 Elect Director David B. Dillon</li> <li>7 Elect Director David B. Dillon</li> <li>6 Elect Director David B. Dillon</li> <li>6 Elect Director David B. Dillon</li> <li>7 Elect Director David B. Dillon</li> <li>7 Elect Director David B. Dillon</li> <li>7 Elect Director David B. Lewis</li> <li>7 For For Management</li> <li>8 Elect Director David B. Lewis</li> <li>9 Elect Director David B. Lewis</li> <li>9 Elect Director David B. Lewis</li> <li>9 Elect Director Jonge P. Montoya</li> <li>9 For For Management</li> <li>10 Elect Director Susan J. Knopf</li> <li>10 Elect Director Susan M. Molenen</li> <li>10 Elect Director Susan M. Photopa</li> <li>10 For For Management</li> <li>11 Elect Director Susan M. Photopa</li> <li>12 Elect Director Susan M. Photopa<td></td><td></td><td></td><td></td><td></td><td></td></li></ul>						
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15Elect Director Bobby S. ShackoulsForForManagement16Approve Omnibus Stock PlanForForManagement						U
16Approve Omnibus Stock PlanForForManagement		8				•
						-
		17 Ratify Auditors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
		a	Management	Vote	
Date/Type	Ballot Issues 18 Adopt Climate Change Policy	Security	Recommendation	Cast For	Proponent Shareholder
			Against		
	19 Adopt Purchasing Preference for Suppliers Using CAK		Against	Against	Shareholder
	20 Phase out Sales of Eggs from Battery Cage Hens		Against	Against	Shareholder
	21 Report on Company Product Safety Policies		Against	For	Shareholder
	22 Pay For Superior Performance		Against	For	Shareholder
05/06/08 - A	The Manitowoc Company, Inc. *MTW*	563571108	6		
03/00/08 - A		303371108	For	For	Managamant
			For	For	Management
	2 Ratify Auditors		FOI	FOI	Management
05/28/08 - A	The Pepsi Bottling Group, Inc. *PBG*	713409100			
	1 Elect Director Linda G. Alvarado		For	For	Management
	2 Elect Director Barry H. Beracha		For	For	Management
	3 Elect Director John C. Compton		For	For	Management
	4 Elect Director Eric J. Foss		For	For	Management
	5 Elect Director Ira D. Hall		For	For	Management
	6 Elect Director Susan D. Kronick		For	For	Management
	7 Elect Director Blythe J. McGarvie		For	For	Management
	8 Elect Director John A. Quelch		For	For	Management
	9 Elect Director Javier G. Teruel		For	For	Management
	10 Elect Director Cynthia M. Trudell		For	For	Management
	11 Adopt Plurality Voting for Contested Election of Directors		For	For	Management
	12 Amend Omnibus Stock Plan		For	Against	Management
	13 Ratify Auditors		For	For	Management
04/18/08 - A	The Progressive Corp. *PGR*	743315103			
	1 Elect Directors		For	For	Management
	2 Adopt Majority Voting for Uncontested Election of Directors		For	For	Management
	3 Amend Code of Regulations to Modify Definition of Director s Term of Office		For	For	Management
	4 Approve Increase in Size of Board		For	For	Management
	5 Ratify Auditors		For	For	Management
04/16/08 - A	The Sherwin-Williams Co. *SHW*	824348106			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	<ul> <li>Require a Majority Vote for the Election of Directors</li> </ul>		Against	For	Shareholder
	1		0	-	

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues	Security	Management Recommendation	Vote Cast	Proponent
06/03/08 - A	The TJX Companies, Inc. *TJX*	872540109	-	a 11	
	1 Elect Directors		For	Split	Management
	1.1 Elect Director Jos B. Alvarez For				
	<ol> <li>Elect Director Alan M. Bennett For</li> <li>Elect Director David A. Brandon Withhold</li> </ol>				
	1.4 Elect Director Bernard Cammarata For				
	1.5 Elect Director David T. Ching For				
	1.6 Elect Director Michael F. Hines For				
	1.7 Elect Director Amy B. Lane For				
	1.8 Elect Director Carol Meyrowitz For				
	1.9 Elect Director John F. O Brien For				
	1.10 Elect Director Robert F. Shapiro For				
	1.11 Elect Director Willow B. Shire For				
	1.12 Elect Director Fletcher H. Wiley For				
	2 Ratify Auditors		For	For	Management
	3 Require a Majority Vote for the Election of		Against	For	Shareholder
	Directors				
	4 Implement MacBride Principles		Against	Against	Shareholder
05/06/08 - A	The Travelers Companies, Inc. *TRV*	89417E109			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
05/08/08 - A	The Washington Post Co. *WPO*	939640108			
	1 Elect Directors		For	Split	Management
	1.1 Elect Director Christopher C. Davis For				
	1.2 Elect Director John L. Dotson Jr. For				
	1.3 Elect Director Ronald L. Olson Withhold				
	2 Other Business		For	Against	Management
05/20/08 - A	Thermo Fisher Scientific Inc. *TMO*	883556102			
	1 Elect Director Scott M. Sperling		For	For	Management
	2 Elect Director Bruce L. Koepfgen		For	For	Management
	3 Elect Director Michael E. Porter		For	For	Management
	4 Approve Omnibus Stock Plan		For	For	Management
	5 Approve Executive Incentive Bonus Plan		For	For	Management
	6 Ratify Auditors		For	For	Management
05/15/08 - A	Tiffany & Co. *TIF*	886547108			
	1 Elect Director Michael J. Kowalski		For	For	Management
	2 Elect Director Rose Marie Bravo		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues3Elect Director Gary E. Costley4Elect Director Lawrence K. Fish5Elect Director Abby F. Kohnstamm6Elect Director Charles K. Marquis7Elect Director Peter W. May8Elect Director J. Thomas Presby9Elect Director William A. Shutzer10Ratify Auditors11Approve Non-Employee Director Omnibus Stock Plan	Security	Management Recommendation For For For For For For For For For For	Vote Cast For For For For For For For For	<b>Proponent</b> Management Management Management Management Management Management Management Management
06/05/08 - S	Trane Inc.1Approve Merger Agreement2Adjourn Meeting	892893108	For For	For For	Management Management
05/16/08 - A	<ul> <li>Transocean Inc. *RIG*</li> <li>This is a duplicate meeting for ballots received via the Broadridge North American ballot distribution system</li> <li>1 ELECTION OF DIRECTOR: JON A. MARSHALL</li> <li>2 ELECTION OF DIRECTOR: MARTIN B. MCNAMARA</li> <li>3 ELECTION OF DIRECTOR: ROBERT E. ROSE</li> </ul>	G90073100	For For For	For For For	Management Management Management
	<ul> <li>ELECTION OF DIRECTOR: ROBLET L. ROBLET</li> <li>ELECTION OF DIRECTOR: IAN C. STRACHAN</li> <li>APPROVAL OF THE APPOINTMENT OF ERNST &amp; YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.</li> </ul>		For For	For For	Management Management
05/01/08 - A	Union Pacific Corp. *UNP*1Elect Director Andrew H. Card, Jr.2Elect Director Erroll B. Davis, Jr.3Elect Director Thomas J. Donohue4Elect Director Archie W. Dunham5Elect Director Judith Richards Hope6Elect Director Charles C. Krulak7Elect Director Thomas F. McLarty III9Elect Director Steven R. Rogel10Elect Director James R. Young11Ratify Auditors12Increase Authorized Common Stock13Report on Political Contributions	907818108	For For For For For For For For For For	For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Management Management Shareholder
05/08/08 - A	United Parcel Service, Inc. *UPS* 1 Elect Directors	911312106	For	For	Management

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues2Ratify Auditors	Security	<b>Management</b> <b>Recommendation</b> For	Vote Cast For	<b>Proponent</b> Management
04/29/08 - A	United States Steel Corp. *X*	912909108			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
04/09/08 - A	United Technologies Corp. *UTX*	913017109			
01109/00 11	1 Elect Directors	,1501,10,	For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Omnibus Stock Plan		For	For	Management
	4 Adopt Principles for Health Care Reform		Against	Against	Shareholder
	5 Improve Human Rights Standards or Policies		Against	For	Shareholder
	6 Pay For Superior Performance		Against	For	Shareholder
	7 Report on Foreign Military Sales		Against	Against	Shareholder
06/05/08 - A	UnitedHealth Group Incorporated *UNH*	91324P102			
00/05/08 - A	1 Elect Director William C. Ballard, Jr.	915241102	For	For	Management
	2 Elect Director Richard T. Burke		For	For	Management
	3 Elect Director Robert J. Darretta		For	For	Management
	4 Elect Director Stephen J. Hemsley		For	For	Management
	5 Elect Director Michele J. Hooper		For	For	Management
	6 Elect Director Douglas W. Leatherdale		For	For	Management
	7 Elect Director Glenn M. Renwick		For	For	Management
	8 Elect Director Gail R. Wilensky		For	For	Management
	9 Amend Omnibus Stock Plan		For	For	Management
	10 Amend Qualified Employee Stock Purchase Plan		For	For	Management
	11 Ratify Auditors		For	For	Management
	12 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	13 Performance-Based Equity Awards		Against	For	Shareholder
05/22/08 - A	Unum Group *UNM*	91529Y106			
	1 Elect Director Jon S. Fossel		For	For	Management
	2 Elect Director Gloria C. Larson		For	For	Management
	3 Elect Director William J. Ryan		For	For	Management
	4 Elect Director Thomas R. Watjen		For	For	Management
	5 Approve Executive Incentive Bonus Plan		For	For	Management
	6 Approve Nonqualified Employee Stock Purchase Plan		For	For	Management
	<ul> <li>7 Approve Nonqualified Employee Stock Purchase</li> <li>Plan</li> </ul>		For	For	Management
	8 Ratify Auditors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
05/01/08 - A	Valero Energy Corp. *VLO*	91913Y100	F	F	
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Share buyback holding period		Against	Against	Shareholder
	4 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	5 Report on Political Contributions		Against	For	Shareholder
05/29/08 - A	VeriSign, Inc. *VRSN*	92343E102	C		
03/29/08 - A	1 Elect Directors	923 <del>4</del> 3E102	For	For	Management
	2 Ratify Auditors		For	For	e
	2 Ratify Auditors		FUI	FUI	Management
05/01/08 - A	Verizon Communications *VZ*	92343V104			
	1 Elect Director Richard L. Carrion		For	For	Management
	2 Elect Director M. Frances Keeth		For	For	Management
	3 Elect Director Robert W. Lane		For	For	Management
	4 Elect Director Sandra O. Moose		For	For	Management
	5 Elect Director Joseph Neubauer		For	For	Management
	6 Elect Director Donald T. Nicolaisen		For	For	Management
	7 Elect Director Thomas H. O Brien		For	For	Management
	8 Elect Director Clarence Otis, Jr.		For	For	Management
	9 Elect Director Hugh B. Price		For	For	Management
	10 Elect Director Ivan G. Seidenberg		For	For	Management
	11 Elect Director John W. Snow		For	For	Management
	12 Elect Director John R. Stafford		For	For	Management
	13 Ratify Auditors		For	For	Management
	14 Prohibit Executive Stock-Based Awards		Against	Against	Shareholder
	15 Amend EEO Policy to Prohibit Discrimination based on Gender Identity		Against	Against	Shareholder
	16 Require Independent Board Chairman		Against	Against	Shareholder
04/22/08 - A	VF Corp. *VFC*	918204108			
	1 Elect Directors		For	For	Management
	2 Amend Executive Incentive Bonus Plan		For	For	Management
	3 Ratify Auditors		For	For	Management
05/09/08 - A	Vulcan Materials Co. *VMC*	929160109			
	1 Elect Directors		For	Split	Management
	1.1 Elect Director Donald M. James For				
	1.2 Elect Director Ann McLaughlin Korologos For				
	1.3 Elect Director Philip J. Carroll, Jr. Withhold				
	1.4 Elect Director Orin R. Smith For				
	2 Ratify Auditors		For	For	Management
	3 Adopt the Legacy Vulcan Corp. Restated Certificate		For	For	Management
	of Incorporation				-

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues	Security	Management Recommendation	Vote Cast	Proponent
04/30/08 - A	W.W. Grainger, Inc. *GWW*	384802104	100000000000000000000000000000000000000		Troponom
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
06/06/08 - A	Wal-Mart Stores, Inc. *WMT*	931142103			C C
	1 Elect Director Aida M. Alvarez		For	For	Management
	2 Elect Director James W. Breyer		For	For	Management
	3 Elect Director M. Michele Burns		For	For	Management
	4 Elect Director James I. Cash, Jr.		For	For	Management
	5 Elect Director Roger C. Corbett		For	For	Management
	6 Elect Director Douglas N. Daft		For	For	Management
	7 Elect Director David D. Glass		For	For	Management
	8 Elect Director Gregory B. Penner		For	For	Management
	9 Elect Director Allen I. Questrom		For	For	Management
	10 Elect Director H. Lee Scott, Jr.		For	For	Management
	11 Elect Director Arne M. Sorenson		For	For	Management
	12 Elect Director Jim C. Walton		For	For	Management
	13 Elect Director S. Robson Walton		For	For	Management
	14 Elect Director Christopher J. Williams		For	For	Management
	15 Elect Director Linda S. Wolf		For	For	Management
	16 Approve Executive Incentive Bonus Plan		For	For	Management
	17 Ratify Auditors		For	For	Management
	18 Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity		Against	Against	Shareholder
	19 Pay For Superior Performance		Against	For	Shareholder
	20 Claw-back of Payments under Restatements		Against	Against	Shareholder
	21 Amend Bylaws to Establish a Board Committee on Human Rights		Against	Against	Shareholder
	22 Advisory Vote to Ratify Named Executive Officers Compensation		Against	For	Shareholder
	23 Report on Political Contributions		Against	For	Shareholder
	24 Report on Social and Reputation Impact of Failure		Against	Against	Shareholder
	to Comply with ILO Conventions				
	25 Amend Articles/Bylaws/Charter Call Special Meetings		Against	For	Shareholder
04/15/08 - A	Washington Mutual, Inc *WM*	939322103			
	1 Elect Director Stephen I. Chazen		For	For	Management
	2 Elect Director Stephen E. Frank		For	Withhold	Management
	3 Elect Director Kerry K. Killinger		For	For	Management
	4 Elect Director Thomas C. Leppert		For	For	Management
	5 Elect Director Charles M. Lillis		For	Withhold	Management
	6 Elect Director Phillip D. Matthews		For	Withhold	Management
	7 Elect Director Regina T. Montoya		For	Withhold	Management
	8 Elect Director Michael K. Murphy		For	Withhold	Management
	9 Elect Director Margaret Osmer McQuade		For	Withhold	Management
	10 Elect Director Mary E. Pugh		For	Withhold	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues11Elect Director William G. Reed, Jr.12Elect Director Orin C. Smith13Elect Director James H. Stever14Ratify Auditors15Amend Qualified Employee Stock Purchase Plan16Require Independent Board Chairman17Require a Majority Vote for the Election of Directors	Security	Management Recommendation For For For For Against Against	Vote Cast Withhold For Withhold For For For For	<b>Proponent</b> Management Management Management Management Shareholder Shareholder
06/24/08 - S	<ul> <li>Washington Mutual, Inc *WM*</li> <li>Increase Authorized Common Stock</li> <li>Approve Conversion of Securities</li> </ul>	939322103	For For	For For	Management Management
05/09/08 - A	Waste Management, Inc. *WMI*1Elect Director Pastora San Juan Cafferty2Elect Director Frank M. Clark, Jr.3Elect Director Patrick W. Gross4Elect Director Thomas I. Morgan5Elect Director John C. Pope6Elect Director Steven G. Rothmeier7Elect Director David P. Steiner9Elect Director Thomas H. Weidemeyer10Ratify Auditors11Repot on Political Contributions	94106L109	For For For For For For For For For Against	For For For For For For For For For For	Management Management Management Management Management Management Management Management Shareholder
05/14/08 - A	Waters Corporation *WAT*1Elect Directors2Ratify Auditors	941848103	For For	For For	Management Management
05/09/08 - A	Watson Pharmaceuticals, Inc. *WPI*1Elect Directors2Ratify Auditors	942683103	For For	For For	Management Management
06/02/08 - A	<ul> <li>Weatherford International Ltd *WFT*         <ul> <li>This is a duplicate meeting for ballots received via the Broadridge North American Ballot distribution system.</li> <li>ELECTION AS DIRECTOR: NICHOLAS F. BRADY</li> </ul> </li> </ul>	G95089101	For	For	Management
	<ol> <li>ELECTION AS DIRECTOR: WILLIAM E. MACAULAY</li> <li>ELECTION AS DIRECTOR: DAVID J. BUTTERS</li> </ol>		For For	For For	Management Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
-			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
	4 ELECTION AS DIRECTOR: ROBERT B. MILLARD		For	For	Management
	5 ELECTION AS DIRECTOR: BERNARD J. DUROC-DANNER		For	For	Management
	6 ELECTION AS DIRECTOR: ROBERT K. MOSES, JR.		For	For	Management
	7 ELECTION OF DIRECTOR: ROBERT A. RAYNE		For	For	Management
	8 Ratify Auditors		For	For	Management
04/29/08 - A	Wells Fargo and Company *WFC*	949746101			
	1 Elect Director John S. Chen		For	For	Management
	2 Elect Director Lloyd H. Dean		For	For	Management
	3 Elect Director Susan E. Engel		For	For	Management
	4 Elect Director Enrique Hernandez, Jr.		For	For	Management
	5 Elect Director Robert L. Joss		For	For	Management
	6 Elect Director Richard M. Kovacevich		For	For	Management
	7 Elect Director Richard D. McCormick		For	For	Management
	8 Elect Director Cynthia H. Milligan		For	Against	Management
	9 Elect Director Nicholas G. Moore		For	For	Management
	10 Elect Director Philip J. Quigley		For	Against	Management
	11 Elect Director Donald B. Rice		For	Against	Management
	12 Elect Director Judith M. Runstad		For	For	Management
	13 Elect Director Stephen W. Sanger		For	For	Management
	14 Elect Director John G. Stumpf		For	For	Management
	15 Elect Director Susan G. Swenson		For	For	Management
	16 Elect Director Michael W. Wright		For	Against	Management
	17 Ratify Auditors		For	For	Management
	18 Amend Executive Incentive Bonus Plan		For	For	Management
	19 Amend Omnibus Stock Plan		For	For	Management
	20 Require Independent Board Chairman		Against	For	Shareholder
	21 Advisory Vote to Ratify Named Executive Officers		Against	For	Shareholder
	Compensation		riguilist	101	Sharenoider
	22 Pay For Superior Performance		Against	For	Shareholder
	<ul><li>Report on Human Rights Investment Policies</li></ul>		Against	Against	Shareholder
	24 Adopt EEO Policy Without Reference to Sexual		Against	Against	Shareholder
	Orientation		riguilist	riguinist	Sharenoider
	25 Report on Racial and Ethnic Disparities in Loan		Against	Against	Shareholder
	Pricing		rigunist	riguilist	Shareholder
04/17/08 - A	Weyerhaeuser Co. *WY*	962166104			
	1 Elect Director John I. Kieckhefer		For	Against	Management
	2 Elect Director Arnold G. Langbo		For	Against	Management
	3 Elect Director Charles R. Williamson		For	Against	Management
	4 Require Independent Board Chairman		Against	For	Shareholder
	5 Ratify Auditors		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Vote Cast Proponent r Management r Management r Management r Shareholder	roponent
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#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues3TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY S DIRECTORS STOCK & OPTION PLAN.	Security	Management Recommendation For	Vote Cast For	<b>Proponent</b> Management
05/20/08 - A	<ul> <li>XTO Energy Inc *XTO*</li> <li>Elect Director William H. Adams III</li> <li>Elect Director Keith A. Hutton</li> <li>Elect Director Jack P. Randall</li> <li>Amend Omnibus Stock Plan</li> <li>Ratify Auditors</li> <li>Declassify the Board of Directors</li> </ul>	98385X106	For For For For For Against	Against For For For For For	Management Management Management Management Management Shareholder
05/15/08 - A	<ul> <li>Yum Brands, Inc. *YUM*</li> <li>Elect Directors</li> <li>Ratify Auditors</li> <li>Adopt Majority Voting for Uncontested Election of Directors</li> <li>Amend Omnibus Stock Plan</li> <li>Adopt MacBride Principles</li> <li>Advisory Vote to Ratify Named Executive Officers Compensation</li> <li>Report on Sustainability and Food Safety in the Supply Chain</li> <li>Report on Animal Welfare Policies</li> </ul>	988498101	For For For Against Against Against Against	For For Against Against For For Against	Management Management Management Shareholder Shareholder Shareholder Shareholder
05/05/08 - A	<ul> <li>Zimmer Holdings Inc *ZMH*</li> <li>Elect Director David C. Dvorak</li> <li>Elect Director Robert A. Hagemann</li> <li>Elect Director Arthur J. Higgins</li> <li>Elect Director Cecil B. Pickett</li> <li>Ratify Auditors</li> <li>Amend Executive Incentive Bonus Plan</li> <li>Eliminate Supermajority Vote Requirement</li> </ul>	98956P102	For For For For For For	For For For For For For	Management Management Management Management Management Management Management
09/28/07 - S	American Standard Companies Inc. *ASD*1Change Company Name	029712106	For	For	Management
08/21/07 - S	<ul> <li>Archstone Smith Trust *ASN*</li> <li>1 Approve Merger Agreement</li> <li>2 Adjourn Meeting</li> </ul>	039583109	For For	For For	Management Management

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 09/28/07 - S	Ballot Issues Avaya Inc *AV*	<b>Security</b> 053499109	Management Recommendation	Vote Cast	Proponent
	1 Approve Merger Agreement		For	For	Management
	2 Adjourn Meeting		For	For	Management
09/21/07 - S	Bausch & Lomb Inc. *BOL* 1 Approve Merger Agreement	071707103	For	For	Management
			101	1.01	Wanagement
08/21/07 - A	BMC Software, Inc. *BMC*	055921100	F	Г	M
	1 Elect Directors 2 Ratify Auditors		For For	For For	Management
	<ol> <li>Ratify Auditors</li> <li>Approve Omnibus Stock Plan</li> </ol>		For For	For For	Management Management
	II .		1.01	1.01	Wanagement
09/25/07 - S	Clear Channel Communications, Inc. *CCU*	184502102			
	1 Approve Merger Agreement		For	For	Management
	2 Adjourn Meeting		For	For	Management
	3 Other Business		For	Against	Management
07/09/07 - S	CME Group Inc. *CME*	167760107			
	1 Approve Merger Agreement		For	For	Management
	2 Adjourn Meeting		For	For	Management
08/08/07 - S	Compass Bancshares, Inc. *CBSS*	20449H109			
	1 Approve Merger Agreement		For	For	Management
	2 Adjourn Meeting		For	For	Management
08/28/07 - A	Compuware Corp. *CPWR*	205638109			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Approve Omnibus Stock Plan		For	For	Management
09/27/07 - A	Conagra Foods Inc. *CAG*	205887102			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Report on Feasibility of Improving Animal Welfare		Against	Against	Shareholder
	Standards		C	C	
07/18/07 - A	Dynegy, Inc. *DYN*	26817G102			
01110/01 11	1 Elect Directors	2001/0102	For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Pay For Superior Performance		Against	For	Shareholder
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#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
			Management	Vote	
Date/Type	Ballot Issues	Security	Recommendation	Cast	Proponent
07/26/07 - A	Electronic Arts Inc. *ERTS*	285512109			
	1 Elect Director Leonard S. Coleman		For	For	Management
	2 Elect Director Gary M. Kusin		For	For	Management
	3 Elect Director Gregory B. Maffei		For	For	Management
	4 Elect Director Timothy Mott		For	For	Management
	5 Elect Director Vivek Paul		For	For	Management
	6 Elect Director Lawrence F. Probst, III		For	For	Management
	7 Elect Director John S. Riccitiello		For	For	Management
	8 Elect Director Richard A. Simonson		For	For	Management
	9 Elect Director Linda J. Srere		For	For	Management
	10 Amend Omnibus Stock Plan		For	For	Management
	11 Amend Qualified Employee Stock Purchase Plan		For	For	Management
	12 Approve Executive Incentive Bonus Plan		For	For	Management
	13 Ratify Auditors		For	For	Management
07/31/07 - S	First Data Corp.	319963104			
	1 Approve Merger Agreement		For	For	Management
	2 Adjourn Meeting		For	For	Management
08/13/07 - A	Forest Laboratories, Inc. *FRX*	345838106			
	1 Elect Directors		For	For	Management
	2 Approve Omnibus Stock Plan		For	For	Management
	3 Ratify Auditors		For	For	Management
07/10/07 - A	Freeport-McMoRan Copper & Gold Inc. *FCX*	35671D857			
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Omnibus Stock Plan		For	For	Management
09/24/07 - A	General Mills, Inc. *GIS*	370334104			
	1 Elect Director Paul Danos		For	For	Management
	2 Elect Director William T. Esrey		For	For	Management
	3 Elect Director Raymond V. Gilmartin		For	For	Management
	4 Elect Director Judith Richards Hope		For	For	Management
	5 Elect Director Heidi G. Miller		For	Against	Management
	6 Elect Director Hilda Ochoa-Brillemberg		For	For	Management
	7 Elect Director Steve Odland		For	For	Management
	8 Elect Director Kendall J. Powell		For	For	Management
	9 Elect Director Michael D. Rose		For	For	Management
	10 Elect Director Robert L. Ryan		For	For	Management
	11 Elect Director Stephen W. Sanger		For	For	Management
	12 Elect Director A. Michael Spence		For	For	Management
	13 Elect Director Dorothy A. Terrell		For	For	Management
	14 Ratify Auditors		For	For	Management
	15 Approve Omnibus Stock Plan		For	For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Management Vote	Proponent
Date/TypeBallot IssuesSecurityRecommendationCast08/15/07 - AH. J. Heinz Co. *HNZ*423074103	•
1 Elect Directors For For	Management
2 Ratify Auditors For For	Management
3 Amend Nonqualified Employee Stock Purchase Plan For For	Management
4 Approve Executive Incentive Bonus Plan For For	Management
5 Reduce Supermajority Vote Requirement For For	Management
6 Reduce Supermajority Vote Requirement For For	Management
7 Company Specific Provide Majority Vote for the For For Election of Directors	Management
09/18/07 - S Hilton Hotels Corp. *HLT* 432848109	
1 Approve Merger Agreement For For	Management
2 Adjourn Meeting For For	Management
09/17/07 - A Nike, Inc. *NKE* 654106103	
1 Elect Directors For For	Management
2 Amend Executive Incentive Bonus Plan For For	Management
3 Ratify Auditors For For	Management
08/09/07 - A Polo Ralph Lauren Corp. *RL* 731572103	
1 Elect Directors For For	Management
2 Amend Executive Incentive Bonus Plan For For	Management
3 Ratify Auditors For For	Management
08/14/07 - A Precision Castparts Corp. *PCP* 740189105	
1 Elect Directors For For	Management
2 Approve Executive Incentive Bonus Plan For For	Management
09/13/07 - A Symantec Corp. *SYMC* 871503108	
1 Elect Directors For Split	Management
1.1 Elect Director Michael Brown For	C
1.2 Elect Director William T. Coleman For	
1.3 Elect Director Frank E. Dangeard For	
1.4 Elect Director David L. Mahoney For	
1.5 Elect Director Robert S. Miller For	
1.6 Elect Director George Reyes Withhold	
1.7 Elect Director Daniel H. Schulman For	
1.8 Elect Director John W. Thompson For	
<ol> <li>Elect Director V. Paul Unruh For</li> <li>Amend Outside Director Stock Awards in Lieu of Cash For For</li> </ol>	Managamert
2 Amend Outside Director Stock Awards in Lieu of Cash For For	Management

#### **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
Date/Type	Ballot Issues         3       Ratify Auditors         4       Advisory Vote to Ratify Named Executive Officers Compensation	Security	Management Recommendation For Against	<b>Vote Cast</b> For For	<b>Proponent</b> Management Shareholder
07/17/07 - S	Terex Corp. *TEX*         1       Increase Authorized Common Stock	880779103	For	For	Management
09/07/07 - A	<ul> <li>TXU Corp. *TXU*</li> <li>Approve Merger Agreement</li> <li>Adjourn Meeting</li> <li>Elect Directors</li> <li>Ratify Auditors</li> <li>Adopt Quantitative Emissions Goals</li> <li>Report on Political Contributions</li> </ul>	873168108	For For For For Against Against	For For For For Against For	Management Management Management Management Shareholder Shareholder
08/30/07 - A	<ul> <li>VeriSign, Inc. *VRSN*</li> <li>1 Elect Directors</li> <li>2 Declassify the Board of Directors</li> <li>3 Approve Qualified Employee Stock Purchase Plan</li> <li>4 Ratify Auditors</li> </ul>	92343E102	For For For For	Withhold For For For	Management Management Management Management
12/12/07 - A	AutoZone, Inc. *AZO*1Elect Directors2Ratify Auditors	053332102	For For	For For	Management Management
11/15/07 - A	<ul> <li>Cisco Systems, Inc. *CSCO*</li> <li>Elect Director Carol A. Bartz</li> <li>Elect Director M. Michele Burns</li> <li>Elect Director Michael D. Capellas</li> <li>Elect Director Larry R. Carter</li> <li>Elect Director John T. Chambers</li> <li>Elect Director Dr. John L. Halla</li> <li>Elect Director Richard M. Kovacevich</li> <li>Elect Director Nichael K. Powell</li> <li>Elect Director Steven M. West</li> <li>Elect Director Jerry Yang</li> <li>Amend Omnibus Stock Plan</li> <li>Approve Executive Incentive Bonus Plan</li> <li>Ratify Auditors</li> <li>Amend Bylaws to Establish a Board Committee on Human Rights</li> <li>Pay For Superior Performance</li> <li>Advisory Vote to Ratify Named Executive Officers Compensation</li> <li>Report on Internet Fragmentation</li> </ul>	17275R102	For For For For For For For For For For	For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Management Management Management Shareholder Shareholder

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/				
<b>Date/Type</b> 11/08/07 - A	Ballot Issues Coach, Inc. *COH*	<b>Security</b> 189754104	Management Recommendation	Vote Cast	Proponent
11/00/07 11	1 Elect Directors	10,70,1101	For	For	Management
11/14/07 - S	Deere & Co. *DE* 1 Approve Increase in Common Stock and a Stock	244199105	For	For	Management
	Split				
12/04/07 - A	Dell Inc. *DELL*	24702R101	-	-	
	1 Elect Directors		For	For	Management
	2 Ratify Auditors		For	For	Management
	3 Amend Omnibus Stock Plan		For	For	Management
	4 Stock Retention/Holding Period		Against	For	Shareholder
	5 Declaration of Dividend		Against	Against	Shareholder
12/13/07 - S	Dow Jones & Co., Inc.	260561105			
	1 Approve Merger Agreement		For	For	Management
	2 Adjourn Meeting		For	For	Management
12/17/07 - A	Harman International Industries, Inc. *HAR*	413086109			C
12/1//07 - 11	1 Elect Directors	415000107	For	For	Management
	2 Approve Executive Incentive Bonus Plan		For	For	Management
	11		101	101	Wanagement
10/17/07 - S	Manor Care, Inc. *HCR*	564055101			
	1 Approve Merger Agreement		For	For	Management
	2 Adjourn Meeting		For	For	Management
11/07/07 - A	Meredith Corp. *MDP*	589433101			
	1 Elect Directors		For	For	Management
11/13/07 - A	Microsoft Corp. *MSFT*	594918104			
	1 Elect Director William H. Gates, III		For	For	Management
	2 Elect Director Steven A. Ballmer		For	For	Management
	3 Elect Director James I. Cash, Jr.		For	For	Management
	4 Elect Director Dina Dublon		For	For	Management
	5 Elect Director Raymond V. Gilmartin		For	For	Management
	6 Elect Director Reed Hastings		For	For	Management
	7 Elect Director David F. Marquardt		For	For	Management
	8 Elect Director Charles H. Noski		For	For	Management
	9 Elect Director Helmut Panke		For	For	Management
	10 Elect Director Jon A. Shirley		For	For	Management
	11 Ratify Auditors		For	For	Management
	12 Adopt Policies to Protect Freedom of Access to the		Against	Against	Shareholder
	Internet				
	<ul><li>Amend Bylaws to Establish a Board Committee on Human Rights</li></ul>		Against	Against	Shareholder

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/								
<b>Date/Type</b> 11/02/07 - A	Ballot Issues Oracle Corp. *ORCL*	<b>Security</b> 68389X105	Management Recommendation	Vote Cast	Proponent				
	<ol> <li>Elect Directors</li> <li>Approve Executive Incentive Bonus Plan</li> <li>Ratify Auditors</li> <li>Amend Bylaws to Establish a Board Committee on</li> </ol>		For For For Against	For For For Against	Management Management Management Shareholder				
	Human Rights5Issue an Open Source Report		Against	Against	Shareholder				
11/09/07 - A	<ul> <li>SYSCO Corporation *SYY*</li> <li>1 Elect Director John M. Cassaday</li> <li>2 Elect Director Manuel A. Fernandez</li> <li>3 Elect Director Jackie M. Ward</li> <li>4 Approve Omnibus Stock Plan</li> <li>5 Amend Qualified Employee Stock Purchase Plan</li> <li>6 Ratify Auditors</li> </ul>	871829107	For For For For For For	For For For For For For	Management Management Management Management Management Management				
11/09/07 - A	<ul> <li>The Estee Lauder Companies Inc. *EL*</li> <li>1 Elect Directors</li> <li>1.1 Elect Director Aerin Lauder For</li> <li>1.2 Elect Director William P. Lauder For</li> <li>1.3 Elect Director Lynn Forester de Rothschild For</li> <li>1.4 Elect Director Richard D. Parsons Withhold</li> <li>2 Amend Non-Employee Director Omnibus Stock Plan</li> <li>3 Ratify Auditors</li> </ul>	518439104	For For For	Split Against For	Management Management Management				
10/09/07 - A	The Procter & Gamble Company *PG*1Elect Directors2Ratify Auditor3Prohibit Executive Stock-Based Awards4Report on Free Enterprise Initiatives5Report on Animal Welfare	742718109	For For Against Against Against	For For Against Against Against	Management Management Shareholder Shareholder Shareholder				
11/09/07 - C	Transocean Inc. *RIG*Meeting for ADR Holders1APPROVAL OF THE SCHEME OF1ARRANGEMENT, ATTACHED TO THEACCOMPANYING JOINT PROXY STATEMENTAS ANNEX G, WHICH PROVIDES FOR THERECLASSIFICATION OF OUR ORDINARYSHARES.	G90078109	For	For	Management				

## **Proxy Voting Report**

July 1, 2007 June 30, 2008

Meeting	Company/					
				Management	Vote	
Date/Type	Ballot Issues		Security	Recommendation	Cast	Proponent
	2 APPROVAL OF THE ISSU	ANCE OF OUR ORDINARY		For	For	Management
	SHARES TO SHAREHOLD	ERS OF				
	GLOBALSANTAFE CORP	ORATION IN THE				
	MERGER UNDER THE TE	RMS OF THE				
	AGREEMENT AND PLAN	OF MERGER, ATTACHED				
	TO THE ACCOMPANYING	JOINT PROXY				
	STATEMENT AS ANNEX	Α.				
	3 APPROVAL OF THE AME	NDMENT AND		For	For	Management
	RESTATEMENT OF OUR	MEMORANDUM AND				
	ARTICLES OF ASSOCIAT	ION TO, AMONG OTHER				
	THINGS, INCREASE THE	MAXIMUM NUMBER OF				
	DIRECTORS CONSTITUT	NG THE BOARD OF				
	DIRECTORS OF TRANSO	CEAN INC. FROM 13 TO 14.				

#### 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.

Nuveen Core Equity Alpha Fund

By /s/ Gifford R. Zimmerman

Gifford R. Zimmerman - Chief Administrative Officer

Date

August 28, 2008