

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

COHEN & STEERS TOTAL RETURN REALTY FUND INC

Form N-PX

August 30, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

Investment Company Act file number 811-071540

Cohen & Steers Total Return Realty Fund, Inc.

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

757 Third Avenue  
New York, NY

10017

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

(Zip code)

Lawrence B. Stoller  
Cohen & Steers  
757 Third Avenue  
New York, NY 10017

-----  
(Name and address of agent for service)

Registrant's telephone number, including area code: 212-832-3232

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2003 - 06/30/2004

ITEM 1. PROXY VOTING RECORD

The information contained herein discloses the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
- (i) Whether the registrant cast its vote for or against management.

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Cohen & Steers Total Return Realty Fund

-----  
 ARCHSTONE-SMITH TRUST Agenda: 932122574  
 CUSIP: 039583109 Meeting Type: Annual  
 Ticker: ASN Meeting Date: 5/20/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01	R. SCOT SELLERS	Mgmt	For
	NED S. HOLMES	Mgmt	For
	RUTH ANN M. GILLIS	Mgmt	For
	ERNEST A. GERARDI, JR.	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS FOR CURRENT FISCAL YEAR.	Mgmt	For
03	SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS.	Shr	For

-----  
 ARDEN REALTY, INC. Agenda: 932140320  
 CUSIP: 039793104 Meeting Type: Annual  
 Ticker: ARI Meeting Date: 5/11/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01	ALAN I. ROTHENBERG	Mgmt	For
	LESLIE E. BIDER	Mgmt	For
	STEVEN C. GOOD	Mgmt	For
02	STOCKHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS FOR SENIOR EXECUTIVES.	Shr	For

-----  
 AVALONBAY COMMUNITIES, INC. Agenda: 932103562  
 CUSIP: 053484101 Meeting Type: Annual  
 Ticker: AVB Meeting Date: 5/5/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01	BRYCE BLAIR	Mgmt	For
	AMY P. WILLIAMS	Mgmt	For
	ALLAN D. SCHUSTER	Mgmt	For
	LANCE R. PRIMIS	Mgmt	For
	CHARLES D. PEEBLER, JR.	Mgmt	Withheld
	GILBERT M. MEYER	Mgmt	For
	BRUCE A. CHOATE	Mgmt	For
	JOHN J. HEALY, JR.	Mgmt	For
02	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL DESCRIBED IN THE PROXY STATEMENT IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

-----  
 BRANDYWINE REALTY TRUST Agenda: 932125796

# Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

CUSIP: 105368203  
Ticker: BDN

Meeting Type: Annual  
Meeting Date: 5/3/2004

ISIN:

For/A  
Mana

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
GERARD H. SWEENEY	Mgmt	For	
CHARLES P. PIZZI	Mgmt	For	
ANTHONY A. NICHOLS, SR.	Mgmt	For	
ROBERT C. LARSON	Mgmt	For	
DONALD E. AXINN	Mgmt	For	
WALTER D'ALESSIO	Mgmt	For	
D. PIKE ALOIAN	Mgmt	For	
02	Shr	For	
SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS			

CBL & ASSOCIATES PROPERTIES, INC.  
CUSIP: 124830100  
Ticker: CBL

Meeting Type: Annual  
Meeting Date: 5/10/2004

Agenda: 932127310

ISIN:

For/A  
Mana

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
STEPHEN D. LEBOVITZ	Mgmt	For	
WINSTON W. WALKER	Mgmt	For	
02	Mgmt	For	
TO RATIFY THE SELECTION OF DELOITTE & TOUCHE, LLP AS THE INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2004.			

CAMDEN PROPERTY TRUST  
CUSIP: 133131102  
Ticker: CPT

Meeting Type: Annual  
Meeting Date: 5/5/2004

Agenda: 932112042

ISIN:

For/A  
Mana

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
SCOTT S. INGRAHAM	Mgmt	For	
STEVEN A. WEBSTER	Mgmt	For	
D. KEITH ODEN	Mgmt	For	
GEORGE A. HRDLICKA	Mgmt	For	
WILLIAM R. COOPER	Mgmt	For	
F. GARDNER PARKER	Mgmt	For	
01	Mgmt	For	
LEWIS A. LEVEY	Mgmt	For	
RICHARD J. CAMPO			

CARRAMERICA REALTY CORPORATION  
CUSIP: 144418100  
Ticker: CRE

Meeting Type: Annual  
Meeting Date: 4/29/2004

Agenda: 932124035

ISIN:

For/A  
Mana

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
THOMAS A. CARR	Mgmt	For	
TIMOTHY HOWARD	Mgmt	For	
PHILIP L. HAWKINS	Mgmt	For	
ANDREW F. BRIMMER	Mgmt	For	
WESLEY S. WILLIAMS, JR.	Mgmt	For	
ROBERT E. TORRAY	Mgmt	For	
JOAN CARTER	Mgmt	For	

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

02 TO LIMIT THE LENGTH OF SERVICE OF THE MEMBERS OF THE BOARD OF DIRECTORS TO SIX YEARS Shr Against

COLONIAL PROPERTIES TRUST Meeting Type: Annual Agenda: 932107279  
 CUSIP: 195872106 Meeting Date: 4/21/2004 ISIN:  
 Ticker: CLP

Proposal Type Vote For/A Mana

01 JOHN W. SPIEGEL Mgmt For  
 JAMES K. LOWDER Mgmt For  
 HERBERT A. MEISLER Mgmt For  
 M. MILLER GORRIE Mgmt For  
 02 TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. Mgmt For  
 03 TO APPROVE AN AMENDMENT TO OUR DECLARATION OF TRUST TO PROVIDE FOR THE ANNUAL ELECTION OF TRUSTEES. Mgmt For

CRESCENT REAL ESTATE EQUITIES COMPAN Meeting Type: Annual Agenda: 932193597  
 CUSIP: 225756105 Meeting Date: 6/28/2004 ISIN:  
 Ticker: CEI

Proposal Type Vote For/A Mana

01 DENNIS H. ALBERTS Mgmt For  
 01 TERRY N. WORRELL Mgmt For  
 02 TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004 Mgmt For

CROWN AMERICAN REALTY TRUST Meeting Type: Special Agenda: 932052183  
 CUSIP: 228186201 Meeting Date: 11/11/2003 ISIN:  
 Ticker: CWNPRA

Proposal Type Vote For/A Mana

01 APPROVE AGREEMENT AND PLAN OF MERGER DATED AS OF MAY 13, 2003, BY AND AMONG PENNSYLVANIA REAL ESTATE INVESTMENT TRUST, PREIT ASSOCIATES, L.P., CROWN AMERICAN REALTY TRUST AND CROWN AMERICAN PROPERTIES, L.P., THE MERGER OF CROWN AMERICAN REALTY TRUST WITH Mgmt

DEVELOPERS DIVERSIFIED REALTY CORP. Meeting Type: Annual Agenda: 932121976  
 CUSIP: 251591103 Meeting Date: 5/18/2004 ISIN:  
 Ticker: DDR

Proposal Type Vote For/A Mana

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

01	CRAIG MACNAB	Mgmt	For
	SCOTT A. WOLSTEIN	Mgmt	For
	BERT L. WOLSTEIN	Mgmt	For
	WILLIAM B. SUMMERS. JR.	Mgmt	For
	SCOTT D. ROULSTON	Mgmt	For
	VICTOR B. MACFARLANE	Mgmt	For
	MOHSEN ANVARI	Mgmt	For
	TERRANCE R. AHERN	Mgmt	For
	DEAN S. ADLER	Mgmt	For
	BARRY A. SHOLEM	Mgmt	For
	ROBERT H. GIDEL	Mgmt	For
02	TO RATIFY THE AMENDMENT TO PROVIDE FOR THE EARLY EXPIRATION OF THE SHAREHOLDER RIGHTS AGREEMENT.	Mgmt	For
03	TO APPROVE THE 2004 DEVELOPERS DIVERSIFIED REALTY CORPORATION EQUITY-BASED AWARD PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

EQUITY OFFICE PROPERTIES TRUST  
 CUSIP: 294741103 Meeting Type: Annual  
 Ticker: EOP Meeting Date: 5/19/2004  
 Agenda: 932130886  
 ISIN:

Proposal	Type	Vote	For/A Mana
01	SAMUEL ZELL	Mgmt	For
	JAMES D. HARPER, JR.	Mgmt	For
	RICHARD D. KINCAID	Mgmt	For
	DAVID K. MCKOWN	Mgmt	For
	SHELI Z. ROSENBERG	Mgmt	For
	EDWIN N. SIDMAN	Mgmt	For
	J. H.W.R. VAN DER VLIST	Mgmt	For
	WILLIAM M. GOODYEAR	Mgmt	For
	THOMAS E. DOBROWSKI	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For

FEDERAL REALTY INVESTMENT TRUST  
 CUSIP: 313747206 Meeting Type: Annual  
 Ticker: FRT Meeting Date: 5/5/2004  
 Agenda: 932122928  
 ISIN:

Proposal	Type	Vote	For/A Mana
01	DAVID W. FAEDER	Mgmt	For
	KRISTIN GAMBLE	Mgmt	For
02	TO AMEND THE TRUST S DECLARATION OF TRUST TO CHANGE THE PERMISSIBLE SIZE OF THE BOARD FROM A RANGE OF 3 TO 15 TRUSTEES TO A RANGE OF 5 TO 10 TRUSTEES.	Mgmt	For
03	TO AMEND THE TRUST S DECLARATION OF TRUST TO DECREASE THE VOTE REQUIRED BY	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

04	SHAREHOLDERS TO REMOVE A TRUSTEE WITH OR WITHOUT CAUSE FROM 80% TO 67%. TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE TRUST S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
-----				
	FIRST INDUSTRIAL REALTY TRUST, INC. CUSIP: 32054K103 Ticker: FR	Meeting Type: Annual Meeting Date: 5/12/2004	Agenda: 932139428 ISIN:	For/A Mana
Proposal		Type	Vote	
-----				
01	JAY H. SHIDLER	Mgmt	For	
	J. STEVEN WILSON	Mgmt	For	
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT AUDITORS.	Mgmt	For	
-----				
	GABLES RESIDENTIAL TRUST CUSIP: 362418105 Ticker: GBP	Meeting Type: Annual Meeting Date: 5/21/2004	Agenda: 932125859 ISIN:	For/A Mana
Proposal		Type	Vote	
-----				
01	CHRIS C. STROUP	Mgmt	For	
	MARCUS E. BROMLEY	Mgmt	For	
	JAMES D. MOTTA	Mgmt	For	
02	TO APPROVE THE GABLES RESIDENTIAL TRUST 2004 EQUITY INCENTIVE PLAN AUTHORIZING THE ISSUANCE OF UP TO 1,250,000 COMMON SHARES OF BENEFICIAL INTEREST.	Mgmt	For	
-----				
	GLIMCHER REALTY TRUST CUSIP: 379302102 Ticker: GRT	Meeting Type: Annual Meeting Date: 5/7/2004	Agenda: 932117941 ISIN:	For/A Mana
Proposal		Type	Vote	
-----				
01	NILES C. OVERLY	Mgmt	For	
	PHILIP G. BARACH	Mgmt	For	
	WILLIAM S. WILLIAMS	Mgmt	For	
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03	APPROVAL OF THE 2004 INCENTIVE COMPENSATION PLAN.	Mgmt	For	
-----				
	HRPT PROPERTIES TRUST CUSIP: 40426W101 Ticker: HRP	Meeting Type: Annual Meeting Date: 5/11/2004	Agenda: 932130975 ISIN:	For/A

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Proposal	Type	Vote	Mana
01 PATRICK F. DONELAN	Mgmt	For	

HEALTH CARE PROPERTY INVESTORS, INC. Meeting Type: Annual Agenda: 932127815  
 CUSIP: 421915109 Meeting Date: 5/7/2004 ISIN:  
 Ticker: HCP

Proposal	Type	Vote	For/A Mana
01 DAVID B. HENRY	Mgmt	For	
MARY A. CIRILLO	Mgmt	For	
JAMES F. FLAHERTY III	Mgmt	For	
MICHAEL D. MCKEE	Mgmt	For	
HAROLD M. MESSMER, JR.	Mgmt	For	
PETER L. RHEIN	Mgmt	For	
KENNETH B. ROATH	Mgmt	For	
RICHARD M. ROSENBERG	Mgmt	For	
JOSEPH P. SULLIVAN	Mgmt	For	
ROBERT R. FANNING, JR.	Mgmt	For	
02 APPROVAL OF THE AMENDMENT TO THE CHARTER TO INCREASE THE COMPANY S AUTHORIZED COMMON STOCK TO 750,000,000.	Mgmt	Against	
03 APPROVAL OF THE AMENDMENT TO THE CHARTER TO DECLASSIFY THE BOARD.	Mgmt	For	
04 RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	

HEALTH CARE REIT, INC. Meeting Type: Annual Agenda: 932120607  
 CUSIP: 42217K106 Meeting Date: 5/6/2004 ISIN:  
 Ticker: HCN

Proposal	Type	Vote	For/A Mana
01 BRUCE G. THOMPSON	Mgmt	For	
JEFFREY H. DONAHUE	Mgmt	For	
THOMAS J. DEROSA	Mgmt	For	
02 RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt	For	

HERITAGE PROPERTY INVESTMENT TRUST, Meeting Type: Annual Agenda: 932141601  
 CUSIP: 42725M107 Meeting Date: 5/7/2004 ISIN:  
 Ticker: HTG

Proposal	Type	Vote	For/A Mana
01 DAVID W. LAUGHTON	Mgmt	For	
01 JOSEPH L. BARRY	Mgmt	For	
RICHARD C. GARRISON	Mgmt	For	
KEVIN C. PHELAN	Mgmt	Withheld	
02 TO VOTE AND ACT WITH DISCRETIONARY	Mgmt	Against	

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

AUTHORITY UPON, OR IN REGARD TO, ANY  
OTHER MATTERS WHICH MAY PROPERLY COME  
BEFORE THE ANNUAL MEETING OR ANY  
ADJOURNED OR POSTPONED SESSION  
THEREOF.

HOME PROPERTIES, INC.		Agenda: 932116583		
CUSIP: 437306103		Meeting Type: Annual		
Ticker: HME		Meeting Date: 5/4/2004		
		ISIN:		
Proposal	Type	Vote	For/A Mana	
01	AMY L. TAIT	Mgmt	For	
	PAUL L. SMITH	Mgmt	For	
	CLIFFORD W. SMITH, JR.	Mgmt	For	
	ROGER W. KOBER	Mgmt	For	
	LEONARD F. HELBIG, III	Mgmt	For	
	WILLIAM BALDERSTON, III	Mgmt	For	
	NELSON B. LEENHOUTS	Mgmt	For	
	NORMAN P. LEENHOUTS	Mgmt	For	
	EDWARD J. PETTINELLA	Mgmt	For	
	ALAN L. GOSULE	Mgmt	For	
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2004.	Mgmt	For	

HOSPITALITY PROPERTIES TRUST		Agenda: 932136371		
CUSIP: 44106M102		Meeting Type: Annual		
Ticker: HPT		Meeting Date: 5/11/2004		
		ISIN:		
Proposal	Type	Vote	For/A Mana	
01	ARTHUR G. KOUMANTZELIS	Mgmt	Withheld	

ISTAR FINANCIAL INC.		Agenda: 932143821		
CUSIP: 45031U101		Meeting Type: Annual		
Ticker: SFI		Meeting Date: 5/25/2004		
		ISIN:		
Proposal	Type	Vote	For/A Mana	
01	WILLIS ANDERSEN, JR.	Mgmt	For	
	ROBERT W. HOLMAN, JR.	Mgmt	For	
	ROBIN JOSEPHS	Mgmt	For	
01	GEORGE R. PUSKAR	Mgmt	For	
	JOHN G. MCDONALD	Mgmt	For	
	JAY SUGARMAN	Mgmt	For	
	JEFFREY A. WEBER	Mgmt	For	
02	AUTHORIZATION OF ISSUANCE OF COMMON STOCK EQUIVALENTS TO DIRECTORS UNDER A NON-EMPLOYEE DIRECTORS DEFERRAL PROGRAM.	Mgmt	For	
03	APPROVAL OF EXTENDING THE ISTAR FINANCIAL INC. HIGH PERFORMANCE UNIT PROGRAM TO ADD 2007 HPU PLAN AND 2008 HPU PLAN.	Mgmt	For	
04	RATIFICATION OF THE APPOINTMENT OF	Mgmt	For	



Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

PRICEWATERHOUSECOOPERS LLP AS THE  
 COMPANY S INDEPENDENT ACCOUNTANTS FOR  
 THE FISCAL YEAR ENDING DECEMBER 31,  
 2004.

KEYSTONE PROPERTY TRUST		Meeting Type: Annual		Agenda: 932169445
CUSIP: 493596100		Meeting Date: 6/3/2004		ISIN:
Ticker: KTR				For/A
Proposal		Type	Vote	Mana
01	JONATHAN D. EILIAN	Mgmt	For	
	DONALD E. CALLAGHAN	Mgmt	For	
	JOHN S. MOODY	Mgmt	For	
02	APPROVAL OF AMENDMENT TO THE COMPANY S DECLARATION OF TRUST TO DECLASSIFY THE BOARD OF TRUSTEES OVER A THREE-YEAR PERIOD.	Mgmt	For	

KILROY REALTY CORPORATION		Meeting Type: Annual		Agenda: 932125392
CUSIP: 49427F108		Meeting Date: 5/18/2004		ISIN:
Ticker: KRC				For/A
Proposal		Type	Vote	Mana
01	JOHN R. D'EATHE	Mgmt	Withheld	
	E. F. BRENNAN, PH.D.	Mgmt	For	
	WILLIAM P. DICKEY	Mgmt	Withheld	

KRAMONT REALTY TRUST		Meeting Type: Annual		Agenda: 932161057
CUSIP: 50075Q107		Meeting Date: 6/10/2004		ISIN:
Ticker: KRT				For/A
Proposal		Type	Vote	Mana
01	LAURENCE GERBER	Mgmt	For	
	BERNARD J. KORMAN	Mgmt	For	
02	THE RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03	TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF, IN THEIR DISCRETION.	Mgmt	For	

LIBERTY PROPERTY TRUST		Meeting Type: Annual		Agenda: 932118690
CUSIP: 531172104		Meeting Date: 5/5/2004		ISIN:
Ticker: LRY				For/A
Proposal		Type	Vote	Mana
01	J. ANTHONY HAYDEN	Mgmt	For	

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

02	M. LEANNE LACHMAN APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST OF THE TRUST TO AMEND AND RESTATE IN ITS ENTIRETY ARTICLE VII OF THE DECLARATION OF TRUST.	Mgmt Mgmt	For For
03	APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST TO AMEND SECTIONS 6.2, 6.3 AND 10.1 (D) OF THE DECLARATION OF TRUST.	Mgmt	Against
04	APPROVAL OF THE PROPOSAL TO AMEND THE TRUST S AMENDED AND RESTATED SHARE INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR AWARDS THEREUNDER BY 1,500,000 SHARES TO 11,426,256 SHARES.	Mgmt	For

-----

THE MACERICH COMPANY		Agenda: 932141396
CUSIP: 554382101	Meeting Type: Annual	
Ticker: MAC	Meeting Date: 5/28/2004	ISIN:

Proposal	Type	Vote	For/A Mana
01	FRED S. HUBBELL DR. WILLIAM P. SEXTON EDWARD C. COPPOLA DIANA M. LAING	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

-----

MACK-CALI REALTY CORPORATION		Agenda: 932143934
CUSIP: 554489104	Meeting Type: Annual	
Ticker: CLI	Meeting Date: 5/20/2004	ISIN:

Proposal	Type	Vote	For/A Mana
01	ALAN S. BERNIKOW VINCENT TESE ROY J. ZUCKERBERG MARTIN D. GRUSS	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For
03	APPROVAL AND ADOPTION OF THE MACK-CALI REALTY CORPORATION 2004 INCENTIVE STOCK PLAN.	Mgmt	For
04	APPROVAL AND ADOPTION OF A SHAREHOLDER PROPOSAL, IF PRESENTED AT THE ANNUAL MEETING, REQUESTING THAT THE COMPANY IMPLEMENT A COMPREHENSIVE POLICY GOVERNING RELATED PARTY TRANSACTIONS.	Shr	Against

-----

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

MAGUIRE PROPERTIES INC.  
 CUSIP: 559775101  
 Ticker: MPG

Meeting Type: Annual  
 Meeting Date: 6/3/2004

Agenda: 932166552

ISIN:

For/A  
 Mana

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
02	Mgmt	For	
RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDED DECEMBER 31, 2004.			

MID-AMERICA APARTMENT COMMUNITIES, I  
 CUSIP: 59522J103  
 Ticker: MAA

Meeting Type: Annual  
 Meeting Date: 5/24/2004

Agenda: 932146891

ISIN:

For/A  
 Mana

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
02	Mgmt	For	
RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2004.			
03	Mgmt	Against	
APPROVAL OF THE AMENDED AND RESTATED CHARTER.			
04	Mgmt	For	
APPROVAL OF THE 2004 STOCK PLAN.			

THE MILLS CORPORATION  
 CUSIP: 601148109  
 Ticker: MLS

Meeting Type: Annual  
 Meeting Date: 6/10/2004

Agenda: 932165699

ISIN:

For/A  
 Mana

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
02	Mgmt	For	
PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS FOR 2004.			
03	Mgmt	For	
PROPOSAL TO APPROVE THE AMENDMENT TO THE MILLS CORPORATION S CERTIFICATE OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 170,000,000 TO 190,000,000 AND THE NUMBER OF AUTHORIZED SHARES OF PREFERRED STOCK FROM 20,000			
04	Mgmt	For	
PROPOSAL TO APPROVE THE MILLS CORPORATION S 2004 STOCK INCENTIVE PLAN.			
05	Mgmt	For	
PROPOSAL TO APPROVE THE EXECUTIVE HIGH PERFORMANCE PROGRAM.			

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

-----				
NATIONWIDE HEALTH PROPERTIES, INC. CUSIP: 638620104 Ticker: NHP			Meeting Type: Annual Meeting Date: 4/16/2004	Agenda: 932110822 ISIN:
Proposal			Type	Vote For/A Mana
-----				
01	DAVID R. BANKS		Mgmt	For
	DOUGLAS M. PASQUALE		Mgmt	For
	JACK D. SAMUELSON		Mgmt	For
-----				
NEWCASTLE INVESTMENT CORP. CUSIP: 65105M108 Ticker: NCT			Meeting Type: Annual Meeting Date: 5/27/2004	Agenda: 932170335 ISIN:
Proposal			Type	Vote For/A Mana
-----				
01	DAVID J. GRAIN		Mgmt	For
02	PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.		Mgmt	For
-----				
PENNSYLVANIA REAL ESTATE INVESTMENT CUSIP: 709102206 Ticker: PEIPRA			Meeting Type: Annual Meeting Date: 6/3/2004	Agenda: 932166564 ISIN:
Proposal			Type	Vote For/A Mana
-----				
01	IRA M. LUBERT*		Mgmt	
	ROSEMARIE B. GRECO*		Mgmt	
	MARK E. PASQUERILLA**		Mgmt	
	EDWARD A. GLICKMAN*		Mgmt	
	GEORGE F. RUBIN*		Mgmt	
	DONALD F. MAZZIOTTI***		Mgmt	
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT AUDITOR FOR 2004.		Mgmt	
-----				
PRENTISS PROPERTIES TRUST CUSIP: 740706106 Ticker: PP			Meeting Type: Annual Meeting Date: 5/5/2004	Agenda: 932125354 ISIN:
Proposal			Type	Vote For/A Mana
-----				
01	DR. L. M. RIGGS, JR.		Mgmt	For
	RONALD G. STEINHART		Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICewaterhouseCOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR 2004.		Mgmt	For
-----				
03	APPROVAL OF AN AMENDMENT TO THE COMPANY S AMENDED AND RESTATED		Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

TRUSTEES SHARE INCENTIVE PLAN, AS AMENDED (THE TRUSTEES PLAN) TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES OF BENEFICIAL INTEREST, PAR VALUE \$0.01 PER SHARE (THE COMMON

04 APPROVAL OF AN AMENDMENT TO THE COMPANY S 1996 SHARE INCENTIVE PLAN, AS AMENDED (THE 1996 PLAN), TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES THAT MAY BE ISSUED UNDER THE 1996 PLAN BY 1,500,000 COMMON SHARES.

Mgmt For

RECKSON ASSOCIATES REALTY CORP.  
CUSIP: 75621K106  
Ticker: RA

Meeting Type: Annual  
Meeting Date: 6/2/2004

Agenda: 932145988

ISIN:

Proposal Type Vote For/A Mana

01 TO AMEND THE ARTICLES OF INCORPORATION OF THE COMPANY TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS. Mgmt For

02 TO AMEND THE ARTICLES OF INCORPORATION TO AMEND THE PROVISION REGARDING THE COMPANY S COMMON STOCK OWNERSHIP LIMIT. Mgmt For

03 JOHN RUFFLE\* Mgmt For  
LEWIS S. RANIERI Mgmt For  
PETER QUICK\* Mgmt For  
STANLEY STEINBERG\* Mgmt For  
ELIZABETH MCCAUL\*\* Mgmt For  
DOUGLAS CROCKER II\*\*\* Mgmt For  
DONALD J. RECHLER Mgmt For  
RONALD H. MENAKER Mgmt For  
SCOTT H. RECHLER Mgmt For

04 TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. Mgmt For

SOVRAN SELF STORAGE, INC.  
CUSIP: 84610H108  
Ticker: SSS

Meeting Type: Annual  
Meeting Date: 5/13/2004

Agenda: 932138325

ISIN:

Proposal Type Vote For/A Mana

01 CHARLES E. LANNON Mgmt For  
ANTHONY P. GAMMIE Mgmt For  
MICHAEL A. ELIA Mgmt For  
JOHN E. BURNS Mgmt For  
KENNETH F. MYSZKA Mgmt For  
ROBERT J. ATTEA Mgmt For

02 APPROVAL OF AMENDMENTS TO THE 1995 OUTSIDE DIRECTORS STOCK OPTION PLAN. Mgmt For

03 APPROVAL OF AMENDMENT TO THE DEFERRED Mgmt For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

04 COMPENSATION PLAN FOR DIRECTORS.  
 RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2004. Mgmt For

-----  
 URSTADT BIDDLE PROPERTIES INC. Agenda: 932092834  
 CUSIP: 917286205 Meeting Type: Annual  
 Ticker: UBA Meeting Date: 3/10/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 E. VIRGIL CONWAY**	Mgmt	For	
ROBERT J. MUELLER**	Mgmt	For	
WILLING L. BIDDLE**	Mgmt	For	
CHARLES D. URSTADT*	Mgmt	For	
02 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR ONE YEAR.	Mgmt	For	
03 TO AMEND THE COMPANY S DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN.	Mgmt	For	
04 TO AMEND THE COMPANY S RESTRICTED STOCK AWARD PLAN.	Mgmt	For	

-----  
 VENTAS, INC. Agenda: 932118208  
 CUSIP: 92276F100 Meeting Type: Annual  
 Ticker: VTR Meeting Date: 5/21/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 RONALD G. GEARY	Mgmt	For	
DOUGLAS CROCKER II	Mgmt	For	
SHELI Z. ROSENBERG	Mgmt	For	
DEBRA A. CAFARO	Mgmt	For	
THOMAS C. THEOBALD	Mgmt	For	
JAY M. GELLERT	Mgmt	For	
02 TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL YEAR 2004.	Mgmt	For	
03 TO ADOPT THE COMPANY S 2004 STOCK PLAN FOR DIRECTORS WHICH AMENDS AND RESTATES THE COMPANY S 2000 STOCK OPTION PLAN FOR DIRECTORS.	Mgmt	For	

-----  
 VORNADO REALTY TRUST Agenda: 932169154  
 CUSIP: 929042109 Meeting Type: Annual  
 Ticker: VNO Meeting Date: 5/27/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 DR. RICHARD R. WEST	Mgmt	For	
ROBERT P. KOGOD	Mgmt	For	
DAVID MANDELBAUM	Mgmt	For	
02 RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For	

SIGNATURES

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

(Registrant) Cohen & Steers Total Return Realty Fund, Inc.

By (Signature) /S/ Adam M. Derechin

Name Adam M. Derechin

Title Vice President

Date 08-30-2004