

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

COHEN & STEERS TOTAL RETURN REALTY FUND INC
Form N-PX
August 24, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-07154
NAME OF REGISTRANT: Cohen & Steers Total Return
Realty Fund, Inc.
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 757 Third Avenue
New York, NY 10017
NAME AND ADDRESS OF AGENT FOR SERVICE: John E. McLean
757 Third Avenue
New York, NY 10017
REGISTRANT'S TELEPHONE NUMBER: 212-832-3232
DATE OF FISCAL YEAR END: 12/31
DATE OF REPORTING PERIOD: 07/01/2004 - 06/30/2005

Cohen & Steers Total Return Realty Fund

AFFORDABLE RESIDENTIAL COMMUNITIES I

----- Agen

Security: 008273104
Meeting Type: Annual
Meeting Date: 30-Jun-2005
Ticker: ARC
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 01 | DIRECTOR | | |
| | SCOTT D. JACKSON | Mgmt | For |
| | JOHN G. SPRENGLE | Mgmt | For |
| | JORIS BRINKERHOFF | Mgmt | For |
| | GERALD J. FORD | Mgmt | For |
| | J. MARKHAM GREEN | Mgmt | For |
| | MICHAEL GREENE | Mgmt | For |
| | JAMES F. KIMSEY | Mgmt | For |
| | EUGENE MERCY, JR. | Mgmt | For |
| | JAMES R. "RANDY" STAFF | Mgmt | For |

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| | | | |
|----|--|------|-----|
| | CARL B. WEBB | Mgmt | For |
| | LARRY D. WILLARD | Mgmt | For |
| 02 | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS ARC S INDEPENDENT AUDITOR FOR THE 2005 FISCAL YEAR. | Mgmt | For |

 AMERICAN CAMPUS COMMUNITIES, INC.

Agen

 Security: 024835100
 Meeting Type: Annual
 Meeting Date: 12-May-2005
 Ticker: ACC
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR WILLIAM C. BAYLESS JR. R.D. BURCK G. STEVEN DAWSON CYDNEY DONNELL EDWARD LOWENTHAL BRIAN B. NICKEL SCOTT H. RECHLER WINSTON W. WALKER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |

 ARCHSTONE-SMITH TRUST

Agen

 Security: 039583109
 Meeting Type: Annual
 Meeting Date: 04-May-2005
 Ticker: ASN
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 01 | DIRECTOR JAMES A. CARDWELL ROBERT P. KOGOD JAMES H. POLK, III | Mgmt Mgmt Mgmt | For For For |
| 02 | AMENDMENT OF THE DECLARATION OF TRUST OF ARCHSTONE-SMITH TO ELIMINATE THE CLASSIFICATION OF TRUSTEES. | Mgmt | For |
| 03 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS FOR THE CURRENT FISCAL YEAR. | Mgmt | For |

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 ARDEN REALTY, INC.

Agen

 Security: 039793104
 Meeting Type: Annual
 Meeting Date: 25-May-2005
 Ticker: ARI
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | DIRECTOR RICHARD S. ZIMAN VICTOR J. COLEMAN | Mgmt Mgmt | For For |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP TO ACT AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| 03 | ADOPTION OF THE THIRD AMENDED AND RESTATED 1996 STOCK OPTION AND INCENTIVE PLAN OF ARDEN REALTY, INC. AND ARDEN REALTY LIMITED PARTNERSHIP. | Mgmt | For |
| 04 | STOCKHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS FOR SENIOR EXECUTIVES. | Shr | For |

 AVALONBAY COMMUNITIES, INC.

Agen

 Security: 053484101
 Meeting Type: Annual
 Meeting Date: 11-May-2005
 Ticker: AVB
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR BRYCE BLAIR BRUCE A. CHOATE JOHN J. HEALY, JR. GILBERT M. MEYER CHARLES D. PEEBLER, JR. LANCE R. PRIMIS ALLAN D. SCHUSTER AMY P. WILLIAMS | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

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BRANDYWINE REALTY TRUST

Agen

Security: 105368203
 Meeting Type: Annual
 Meeting Date: 02-May-2005
 Ticker: BDN
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR WALTER D'ALESSIO D. PIKE ALOIAN DONALD E. AXINN WYCHE FOWLER MICHAEL J. JOYCE ANTHONY A. NICHOLS SR. CHARLES P. PIZZI GERARD H. SWEENEY | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF PRICEWATERHOUSECOOPERS, LLP AS INDEPENDENT REGISTERED ACCOUNTING FIRM. | Mgmt | For |
| 03 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE 1997 LONG-TERM INCENTIVE PLAN. | Mgmt | For |

CAMDEN PROPERTY TRUST

Agen

Security: 133131102
 Meeting Type: Special
 Meeting Date: 28-Feb-2005
 Ticker: CPT
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | APPROVAL OF THE ISSUANCE OF CAMDEN COMMON SHARES PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 4, 2004, BY AND AMONG CAMDEN PROPERTY TRUST, CAMDEN SUMMIT, INC. (FORMERLY KNOWN AS CAMDEN SPARKS, INC.) AND SUMMIT PROPERTIES INC., AS AMENDED. | Mgmt | For |

CAMDEN PROPERTY TRUST

Agen

Security: 133131102
 Meeting Type: Annual
 Meeting Date: 06-May-2005

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Ticker: CPT
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-------------------------|---------------|---------------|
| 01 | DIRECTOR | | |
| | RICHARD J. CAMPO | Mgmt | For |
| | WILLIAM R. COOPER | Mgmt | For |
| | GEORGE A. HRDLICKA | Mgmt | For |
| | SCOTT S. INGRAHAM | Mgmt | For |
| | LEWIS A. LEVEY | Mgmt | For |
| | WILLIAM B. MCGUIRE, JR. | Mgmt | For |
| | D. KEITH ODEN | Mgmt | For |
| | F. GARDNER PARKER | Mgmt | For |
| | WILLIAM F. PAULSEN | Mgmt | For |
| | STEVEN A. WEBSTER | Mgmt | For |

CARRAMERICA REALTY CORPORATION

Agen

Security: 144418100
Meeting Type: Annual
Meeting Date: 28-Apr-2005
Ticker: CRE
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | DIRECTOR | | |
| | ANDREW F. BRIMMER | Mgmt | For |
| | BRYCE BLAIR | Mgmt | For |
| | JOAN CARTER | Mgmt | For |
| | PHILIP L. HAWKINS | Mgmt | For |
| | ROBERT E. TORRAY | Mgmt | For |
| | THOMAS A. CARR | Mgmt | For |
| | WESLEY S. WILLIAMS, JR. | Mgmt | For |
| 02 | RATIFY THE APPOINTMENT OF KPMG LLP AS CARRAMERICA S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

CBL & ASSOCIATES PROPERTIES, INC.

Agen

Security: 124830100
Meeting Type: Annual
Meeting Date: 09-May-2005
Ticker: CBL
ISIN:

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------------------|--------------------------|
| 01 | DIRECTOR CHARLES B. LEBOVITZ CLAUDE M. BALLARD GARY L. BRYENTON LEO FIELDS | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 02 | TO ACT UPON A PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY S COMMON STOCK, PAR VALUE \$0.01 PER SHARE, FROM 95,000,000 TO 180,000,000 SHARES | Mgmt | For |
| 03 | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2005 | Mgmt | For |

 CEDAR SHOPPING CENTERS, INC.

Agen

 Security: 150602209
 Meeting Type: Annual
 Meeting Date: 20-May-2005
 Ticker: CDR
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR JAMES J. BURNS RICHARD HOMBURG J.A.M.H. DER KINDEREN EVERETT B. MILLER, III LEO S. ULLMAN BRENDA J. WALKER ROGER M. WIDMANN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

 COLONIAL PROPERTIES TRUST

Agen

 Security: 195872106
 Meeting Type: Special
 Meeting Date: 15-Apr-2005
 Ticker: CLP
 ISIN:

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | TO APPROVE THE ISSUANCE OF COLONIAL COMMON SHARES CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 25, 2004, AS AMENDED, BY AND AMONG THE COMPANY, CLNL ACQUISITION SUB LLC, AND CORNERSTONE REALTY INCOME TRUST, INC. THE MERGER AGREEMENT IS DESCRIBED IN, AND ATTACHED AS ANNEX A TO, THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS. | Mgmt | For |
| 02 | TO APPROVE AN AMENDMENT TO THE COLONIAL DECLARATION OF TRUST TO INCREASE THE NUMBER OF AUTHORIZED COLONIAL COMMON SHARES FROM 65,000,000 TO 125,000,000 AND COLONIAL PREFERRED SHARES FROM 10,000,000 TO 20,000,000. | Mgmt | For |
| 03 | TO APPROVE THE ISSUANCE OF UP TO 15,000,000 COLONIAL PREFERRED SHARES. | Mgmt | For |
| 04 | TO APPROVE AN ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSALS ABOVE. | Mgmt | For |

COLONIAL PROPERTIES TRUST

Agen

Security: 195872403
 Meeting Type: Special
 Meeting Date: 15-Apr-2005
 Ticker: CLPPRD
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | TO APPROVE AN AMENDMENT TO THE COLONIAL DECLARATION OF TRUST TO INCREASE THE NUMBER OF AUTHORIZED COLONIAL COMMON SHARES FROM 65,000,000 TO 125,000,000 AND COLONIAL PREFERRED SHARES FROM 10,000,000 TO 20,000,000. | Mgmt | No vote |
| 02 | TO APPROVE THE ISSUANCE OF UP TO 15,000,000 COLONIAL PREFERRED SHARES. | Mgmt | No vote |
| 03 | TO APPROVE AN ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSALS ABOVE. | Mgmt | No vote |

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COLONIAL PROPERTIES TRUST

Agen

Security: 195872106
 Meeting Type: Annual
 Meeting Date: 27-Apr-2005
 Ticker: CLP
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR CARL F. BAILEY M. MILLER GORRIE WILLIAM M. JOHNSON GLADE M. KNIGHT* JAMES K. LOWDER THOMAS H. LOWDER HERBERT A. MEISLER CLAUDE B. NIELSEN HAROLD W. RIPPS DONALD T. SENTERFITT JOHN W. SPIEGEL | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |
| 02 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

CRESCENT REAL ESTATE EQUITIES COMPAN

Agen

Security: 225756105
 Meeting Type: Annual
 Meeting Date: 13-Jun-2005
 Ticker: CEI
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 01 | DIRECTOR JOHN C. GOFF PAUL E. ROWSEY, III ROBERT W. STALLINGS | Mgmt Mgmt Mgmt | For For For |
| 02 | TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

EDUCATION REALTY TRUST, INC.

Agen

Security: 28140H104
 Meeting Type: Annual

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Meeting Date: 25-May-2005
 Ticker: EDR
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--------------------------------------|---------------------------------|
| 01 | DIRECTOR PAUL O. BOWER MONTE J. BARROW WILLIAM J. CAHILL, III RANDALL L. CHURCHEY JOHN L. FORD | Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| 02 | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

EQUITY OFFICE PROPERTIES TRUST

Agen

Security: 294741103
 Meeting Type: Annual
 Meeting Date: 24-May-2005
 Ticker: EOP
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN SHELI Z. ROSENBERG STEPHEN I. SADOVE SALLY SUSMAN J.H.W.R. VAN DER VLIST SAMUEL ZELL | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS. | Mgmt | For |

EXTRA SPACE STORAGE INC.

Agen

Security: 30225T102
 Meeting Type: Annual
 Meeting Date: 16-May-2005
 Ticker: EXR
 ISIN:

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR KENNETH M. WOOLLEY ANTHONY FANTICOLA HUGH W. HORNE SPENCER F. KIRK JOSEPH D. MARGOLIS ROGER B. PORTER K. FRED SKOUSEN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

FIRST INDUSTRIAL REALTY TRUST, INC.

Agen

Security: 32054K103
Meeting Type: Annual
Meeting Date: 18-May-2005
Ticker: FR
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 01 | DIRECTOR MICHAEL W. BRENNAN MICHAEL G. DAMONE KEVIN W. LYNCH | Mgmt Mgmt Mgmt | For For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

GABLES RESIDENTIAL TRUST

Agen

Security: 362418105
Meeting Type: Annual
Meeting Date: 17-May-2005
Ticker: GBP
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | DIRECTOR DAVID D. FITCH JOHN W. MCINTYRE | Mgmt Mgmt | For For |

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CHRIS D. WHEELER

Mgmt

For

GLIMCHER REALTY TRUST

Agen

Security: 379302102
Meeting Type: Annual
Meeting Date: 06-May-2005
Ticker: GRT
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 01 | DIRECTOR WAYNE S. DORAN MICHAEL P. GLIMCHER ALAN R. WEILER | Mgmt Mgmt Mgmt | For For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN, LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| 03 | TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF IN THE DISCRETION OF THE PROXY HOLDER. | Mgmt | Against |

GMH COMMUNITIES TRUST

Agen

Security: 36188G102
Meeting Type: Annual
Meeting Date: 08-Jun-2005
Ticker: GCT
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 01 | DIRECTOR GARY M. HOLLOWAY, SR. BRUCE F. ROBINSON FREDERICK F. BUCHHOLZ RADM J. EASTWOOD 'RET'. STEVEN J. KESSLER DENIS J. NAYDEN DENNIS J. O'LEARY RICHARD A. SILFEN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |

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HEALTH CARE PROPERTY INVESTORS, INC.

Agen

Security: 421915109
 Meeting Type: Annual
 Meeting Date: 12-May-2005
 Ticker: HCP
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 01 | DIRECTOR MARY A. CIRILLO ROBERT R. FANNING, JR. JAMES F. FLAHERTY III DAVID B. HENRY MICHAEL D. MCKEE HAROLD M. MESSMER, JR. PETER L. RHEIN KENNETH B. ROATH RICHARD M. ROSENBERG JOSEPH P. SULLIVAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For Withheld For For For For |
| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| 03 | APPROVAL OF PROPOSAL TO ISSUE REPORT ON GREENHOUSE GAS EMISSIONS AND ENVIRONMENTAL EFFICIENCY. | Shr | Against |

HEALTH CARE REIT, INC.

Agen

Security: 42217K106
 Meeting Type: Annual
 Meeting Date: 05-May-2005
 Ticker: HCN
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 01 | DIRECTOR WILLIAM C. BALLARD, JR. PETER J. GRUA R. SCOTT TRUMBULL | Mgmt Mgmt Mgmt | For For For |
| 02 | APPROVAL OF THE HEALTH CARE REIT, INC. 2005 LONG-TERM INCENTIVE PLAN. | Mgmt | For |
| 03 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2005. | Mgmt | For |

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HERITAGE PROPERTY INVESTMENT TRUST,

Agen

Security: 42725M107
 Meeting Type: Annual
 Meeting Date: 06-May-2005
 Ticker: HTG
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 01 | DIRECTOR BERNARD CAMMARATA MICHAEL J. JOYCE THOMAS C. PRENDERGAST | Mgmt Mgmt Mgmt | For For For |

HOME PROPERTIES, INC.

Agen

Security: 437306103
 Meeting Type: Annual
 Meeting Date: 06-May-2005
 Ticker: HME
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR WILLIAM BALDERSTON, III JOSH E. FIDLER ALAN L. GOSULE LEONARD F. HELBIG, III ROGER W. KOBER NORMAN P. LEENHOUTS NELSON B. LEENHOUTS EDWARD J. PETTINELLA CLIFFORD W. SMITH, JR. PAUL L. SMITH THOMAS S. SUMMER AMY L. TAIT | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 02 | TO APPROVE THE HOME PROPERTIES, INC. AMENDED AND RESTATED 2003 STOCK BENEFIT PLAN. | Mgmt | For |
| 03 | TO APPROVE THE HOME PROPERTIES, INC. SECOND AMENDED AND RESTATED DIRECTOR DEFERRED COMPENSATION PLAN. | Mgmt | For |
| 04 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2005. | Mgmt | For |

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HOSPITALITY PROPERTIES TRUST

Agen

Security: 44106M102
 Meeting Type: Annual
 Meeting Date: 11-May-2005
 Ticker: HPT
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|----------------------|
| 01 | DIRECTOR JOHN L. HARRINGTON BARRY M. PORTNOY | Mgmt Mgmt | Withheld Withheld |

HRPT PROPERTIES TRUST

Agen

Security: 40426W101
 Meeting Type: Annual
 Meeting Date: 10-May-2005
 Ticker: HRP
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | DIRECTOR BARRY M. PORTNOY F.N. ZEYTOONJIAN | Mgmt Mgmt | For For |

INLAND REAL ESTATE CORPORATION

Agen

Security: 457461200
 Meeting Type: Annual
 Meeting Date: 23-Jun-2005
 Ticker: IRC
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR ROLAND W. BURRIS THOMAS P. D'ARCY DANIEL L. GOODWIN JOEL G. HERTER HEIDI N. LAWTON THOMAS H. MCAULEY THOMAS R. MCWILLIAMS ROBERT D. PARKS | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |

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| | | | |
|----|---|------|-----|
| | JOEL D. SIMMONS | Mgmt | For |
| 02 | RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| 03 | APPROVE THE 2005 EQUITY AWARD PLAN. | Mgmt | For |
| 04 | APPROVE AMENDMENTS TO ARTICLE VI OF OUR THIRD ARTICLES OF AMENDMENT AND RESTATEMENT TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 100.0 MILLION SHARES TO 500.0 MILLION SHARES. | Mgmt | For |
| 05 | APPROVE AMENDMENTS TO ARTICLE VIII OF OUR THIRD ARTICLES OF AMENDMENT AND RESTATEMENT TO CLARIFY THAT RESTRICTIONS ON OWNERSHIP DO NOT, AND CANNOT IN ANY WAY, IMPEDE SETTLEMENT OF TRADES IN OUR COMMON STOCK. | Mgmt | For |

ISTAR FINANCIAL INC.

Agen

Security: 45031U101
 Meeting Type: Annual
 Meeting Date: 25-May-2005
 Ticker: SFI
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 01 | DIRECTOR JAY SUGARMAN WILLIS ANDERSEN, JR. ROBERT W. HOLMAN, JR. ROBIN JOSEPHS JOHN G. MCDONALD GEORGE R. PUSKAR JEFFREY A. WEBER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |
| 02 | APPROVAL OF EXPANDING THE ISTAR FINANCIAL INC. EXECUTIVE AND DIRECTOR HIGH PERFORMANCE UNIT PROGRAM TO ADD A 2007 PLAN, 2008 PLAN AND 2009 PLAN. | Mgmt | Against |
| 03 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

KILROY REALTY CORPORATION

Agen

Security: 49427F108
 Meeting Type: Annual

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Meeting Date: 17-May-2005
 Ticker: KRC
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|------------------------|
| 01 | DIRECTOR JOHN B. KILROY, SR. EDWARD F. BRENNAN, PHD MATTHEW J. HART | Mgmt Mgmt Mgmt | Withheld For For |

KRAMONT REALTY TRUST

Agen

Security: 50075Q107
 Meeting Type: Special
 Meeting Date: 14-Apr-2005
 Ticker: KRT
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | A PROPOSAL TO ADOPT THE AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 27, 2005, BY AND AMONG CENTRO WATT AMERICA III, L.P., CENTRO WATT AMERICA III OP, LLC, CWAR OP MERGER SUB, LLC, CWAR OP MERGER SUB II, LLC, CWAR OP MERGER SUB III TRUST, CENTRO PROPERTIES LIMITED, CPT MANAGER LIMITED, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 02 | TO VOTE, IN THEIR DISCRETION, AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY MOTION TO ADJOURN OR POSTPONE THE MEETING. | Mgmt | For |

LIBERTY PROPERTY TRUST

Agen

Security: 531172104
 Meeting Type: Annual
 Meeting Date: 19-May-2005
 Ticker: LRY
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 01 | DIRECTOR FREDERICK F. BUCHHOLZ THOMAS C. DELOACH, JR. DANIEL P. GARTON | Mgmt Mgmt Mgmt | For For For |

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| | | | |
|----|--|------|---------|
| | STEPHEN B. SIEGEL | Mgmt | For |
| 02 | APPROVAL OF THE PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE TRUST S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2005. | Mgmt | For |
| 03 | APPROVAL OF THE SHAREHOLDER PROPOSAL RELATING TO TRUSTEE ELECTION BY MAJORITY VOTE OF THE SHAREHOLDERS. | Shr | For |
| 04 | APPROVAL OF THE SHAREHOLDER PROPOSAL RELATING TO THE ESTABLISHMENT OF A SPECIAL COMMITTEE TO REVIEW ENVIRONMENTAL ISSUES. | Shr | Against |

MACK-CALI REALTY CORPORATION

Agen

Security: 554489104
 Meeting Type: Annual
 Meeting Date: 23-Jun-2005
 Ticker: CLI
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------------------|--------------------------|
| 01 | DIRECTOR NATHAN GANTCHER DAVID S. MACK WILLIAM L. MACK ALAN G. PHILIBOSIAN | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| 03 | APPROVAL AND ADOPTION OF A SHAREHOLDER PROPOSAL, IF PRESENTED AT THE ANNUAL MEETING, REQUESTING THAT THE COMPANY ADOPT A MAJORITY VOTE STANDARD FOR ELECTIONS OF PERSONS TO THE BOARD OF DIRECTORS OF THE COMPANY. | Shr | For |

MAGUIRE PROPERTIES INC.

Agen

Security: 559775101
 Meeting Type: Annual
 Meeting Date: 07-Jun-2005
 Ticker: MPG
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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| | | | |
|----|--|--|--|
| 01 | DIRECTOR ROBERT F. MAGUIRE III RICHARD I. GILCHRIST LAWRENCE S. KAPLAN CAROLINE S. MCBRIDE ANDREA L. VAN DE KAMP WALTER L. WEISMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For |
| 02 | RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER 31, 2005. | Mgmt | For |

MID-AMERICA APARTMENT COMMUNITIES, I

Agen

Security: 59522J103
Meeting Type: Annual
Meeting Date: 19-May-2005
Ticker: MAA
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 01 | DIRECTOR H. ERIC BOLTON, JR. ALAN B. GRAF, JR. RALPH HORN | Mgmt Mgmt Mgmt | For For For |
| 02 | RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2005. | Mgmt | For |

NATIONWIDE HEALTH PROPERTIES, INC.

Agen

Security: 638620104
Meeting Type: Annual
Meeting Date: 27-Apr-2005
Ticker: NHP
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01 | DIRECTOR R. BRUCE ANDREWS CHARLES D. MILLER | Mgmt Mgmt | For For |
| 02 | APPROVAL OF THE NATIONWIDE HEALTH PROPERTIES, INC. 2005 PERFORMANCE INCENTIVE PLAN. | Mgmt | For |

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 NEWCASTLE INVESTMENT CORP.

Agen

Security: 65105M108
 Meeting Type: Annual
 Meeting Date: 17-May-2005
 Ticker: NCT
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | DIRECTOR WESLEY R. EDENS DAVID K. MCKOWN | Mgmt Mgmt | For For |
| 02 | PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2005. | Mgmt | For |

 PRENTISS PROPERTIES TRUST

Agen

Security: 740706106
 Meeting Type: Annual
 Meeting Date: 11-May-2005
 Ticker: PP
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 01 | DIRECTOR MICHAEL V. PRENTISS THOMAS J. HYNES, JR. BARRY J.C. PARKER | Mgmt Mgmt Mgmt | For For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2005. | Mgmt | For |
| 03 | APPROVAL OF THE 2005 SHARE INCENTIVE PLAN. | Mgmt | For |

 RECKSON ASSOCIATES REALTY CORP.

Agen

Security: 75621K106
 Meeting Type: Annual
 Meeting Date: 19-May-2005
 Ticker: RA
 ISIN:

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 01 | DIRECTOR SCOTT H. RECHLER DOUGLAS CROCKER II ELIZABETH MCCAUL RONALD H. MENAKER PETER QUICK LEWIS S. RANIERI JOHN F. RUFFLE STANLEY STEINBERG | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 02 | TO AMEND THE CHARTER OF THE COMPANY TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 100,000,000 TO 200,000,000. | Mgmt | For |
| 03 | TO APPROVE THE COMPANY S 2005 STOCK OPTION PLAN. | Mgmt | For |
| 04 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

SOVRAN SELF STORAGE, INC.

Agen

Security: 84610H108
Meeting Type: Annual
Meeting Date: 18-May-2005
Ticker: SSS
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR ROBERT J. ATTEA KENNETH F. MYSZKA JOHN E. BURNS MICHAEL A. ELIA ANTHONY P. GAMMIE CHARLES E. LANNON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For |
| 02 | APPROVAL OF ADOPTION OF THE 2005 AWARD AND OPTION PLAN. | Mgmt | For |
| 03 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2005. | Mgmt | For |

STRATEGIC HOTEL CAPITAL, INC.

Agen

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Security: 86272T106
 Meeting Type: Annual
 Meeting Date: 18-May-2005
 Ticker: SLH
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR ROBERT P. BOWEN JOHN C. DETERDING ROBERT M. FALZON LAURENCE S. GELLER THOMAS A. HASSARD JONATHAN LANGER ROBERT J. WATSON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |
| 02 | AUDITORS. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| 03 | TO VOTE, IN ITS DISCRETION, UPON ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF. MANAGEMENT IS NOT AWARE OF ANY OTHER MATTERS THAT SHOULD COME BEFORE THE ANNUAL MEETING. | Mgmt | Against |

THE MACERICH COMPANY

Agen

Security: 554382101
 Meeting Type: Annual
 Meeting Date: 19-May-2005
 Ticker: MAC
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 01 | DIRECTOR DANA K. ANDERSON DIANA M. LAING STANLEY A. MOORE | Mgmt Mgmt Mgmt | For For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

THE MILLS CORPORATION

Agen

Security: 601148109
 Meeting Type: Annual

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Meeting Date: 07-Jun-2005
 Ticker: MLS
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------------------|--------------------------|
| 01 | DIRECTOR LAURENCE C. SIEGEL FRANZ VON PERFALL CRISTINA L. ROSE COLOMBE M. NICHOLAS | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS FOR 2005. | Mgmt | For |

U-STORE-IT TRUST

Agen

Security: 91274F104
 Meeting Type: Annual
 Meeting Date: 31-May-2005
 Ticker: YSI
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR ROBERT J. AMSDELL BARRY L. AMSDELL THOMAS A. COMMES J.C. 'JACK' DANNEMILLER W.M. DIEFENDERFER III HAROLD S. HALLER DAVID J. LARUE | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |

URSTADT BIDDLE PROPERTIES INC.

Agen

Security: 917286205
 Meeting Type: Annual
 Meeting Date: 09-Mar-2005
 Ticker: UBA
 ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 01 | DIRECTOR CHARLES D. URSTADT PETER HERRICK GEORGE J. VOJTA | Mgmt Mgmt Mgmt | For For For |

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02 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP Mgmt For
AS THE INDEPENDENT AUDITORS OF THE COMPANY
FOR ONE YEAR.

VENTAS, INC. Agen

Security: 92276F100
Meeting Type: Annual
Meeting Date: 24-May-2005
Ticker: VTR
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR DEBRA A. CAFARO RONALD G. GEARY DOUGLAS CROCKER II CHRISTOPHER T. HANNON THOMAS C. THEOBALD JAY M. GELLERT SHELI Z. ROSENBERG | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS FOR FISCAL YEAR 2005. | Mgmt | For |
| 03 | TO ADOPT THE VENTAS EMPLOYEE AND DIRECTOR STOCK PURCHASE PLAN. | Mgmt | For |

VORNADO REALTY TRUST Agen

Security: 929042109
Meeting Type: Annual
Meeting Date: 18-May-2005
Ticker: VNO
ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------------------|--------------------------|
| 01 | DIRECTOR ANTHONY DEERING MICHAEL LYNNE ROBERT H. SMITH RONALD TARGAN | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 02 | THE RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS | Mgmt | For |

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An * in the For/Against management field indicates management position unknown since information regarding non-U.S. issuers is not readily available.

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/ John E. McLean |
| Name | John E. McLean |
| Title | Assistant Secretary |
| Date | 08/17/2005 |