

CENTRAL SECURITIES CORP  
Form N-PX  
August 14, 2013

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: 811-179

Central Securities Corporation

(Exact name of Registrant as specified in charter)

630 Fifth Avenue, Eighth Floor

New York, New York 10111

(Address of principal executive offices)

Registrant's telephone number: 212-698-2020

Date of fiscal year end: December 31

Date of reporting period: July 1, 2012 - June 30, 2013



**Issuer:** Vodafone Group PLC **CUSIP:** 92857W209

**Ticker:** VOD

**Meeting Date:** 7/24/2012

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>For/<br/>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|--|------------------------|-------------------------------|-------------------------|
| 1. To receive the Company's accounts and reports of the directors and the auditor for the year ended 31 March 2012.            | Management             | FOR                           | FOR                     |
| 2. Election of Gerard Kleisterlee as a director of the company.  | Management             | FOR                           | FOR                     |
| 3. Re-election of Vittorio Colao as a director of the company.   | Management             | FOR                           | FOR                     |
| 4. Re-election of Andy Halford as a director of the company.   | Management             | FOR                           | FOR                     |
| 5. Re-election of Stephen Pusey as a director of the company.  | Management             | FOR                           | FOR                     |
| 6. Re-election of Renee James as a director of the company.  | Management             | FOR                           | FOR                     |
| 7. Re-election of Alan Jebson as a director of the company.  | Management             | FOR                           | FOR                     |
| 8. Re-election of Samuel Jonah as a director of the company.   | Management             | FOR                           | FOR                     |
| 9. Re-election of Nick Land as a director of the company.  | Management             | FOR                           | FOR                     |
| 10. Re-election of Anne Lauvergeon as a director of the company.   | Management             | FOR                           | FOR                     |
| 11. Re-election of Luc Vandavelde as a director of the company.  | Management             | FOR                           | FOR                     |
| 12. Re-election of Anthony Watson as a director of the company.  | Management             | FOR                           | FOR                     |
| 13. Re-election of Philip Yea as a director of the company.  | Management             | FOR                           | FOR                     |
| 14. To approve the final dividend of 6.47p per ordinary share.   | Management             | FOR                           | FOR                     |
| 15. To approve the Remuneration Report of the Board for the year ended 31 March 2012.  | Management             | FOR                           | FOR                     |
| 16. To re-appoint Deloitte LLP as auditor.   | Management             | FOR                           | FOR                     |
| 17. To authorize the Audit & Risk Committee to determine the remuneration of the auditor.                                      | Management             | FOR                           | FOR                     |
| 18. To authorize the directors to allot shares.  | Management             | FOR                           | FOR                     |
| 19. To authorize the directors to dis-apply per-emption rights.  | Management             | FOR                           | FOR                     |
| 20. To authorize the Company to purchase its own shares (section 701, Companies Act 2006).                                     | Management             | FOR                           | FOR                     |
| 22. To authorize the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice. | Management             | FOR                           | FOR                     |

**Issuer:** Precision Castparts Corp. **CUSIP:** 740189105

**Ticker:** PCP

**Meeting Date:** 8/14/12

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|--|------------------------|--|
| 1-01. Election of Mark Donegan as a director of the company.         | Management             | FOR FOR                                    |
| 1-02. Election of Vernon E. Oechsle as a director of the company.    | Management             | FOR FOR                                    |
| 1-03. Election of Ulrich Schmidt as a director of the company.       | Management             | FOR FOR                                    |
| 2. Ratification of independent registered public accounting firm.    | Management             | FOR FOR                                    |
| 3. Advisory vote regarding compensation of named executive officers. | Management             | FOR FOR                                    |
| 4. Re-approval of the executive performance incentive plan.          | Management             | FOR FOR                                    |

**Issuer:** Medtronic, Inc. **CUSIP:** 585055106

**Ticker:** MDT

**Meeting Date:** 8/23/12

| <b>Matter Voted On</b>   | <b>Proposed By</b> | <b>Fund Vote</b> | <b>For/Against Mgt.</b> |
|--|--------------------|------------------|-------------------------|
| 1-01. Election of Richard H. Anderson as a director of the company.  | Management         | FOR              | FOR                     |
| 1-02. Election of Victor J. Dzau, M.D. as a director of the company.   | Management         | FOR              | FOR                     |
| 1-03. Election of Omar Ishrak as a director of the company.  | Management         | FOR              | FOR                     |
| 1-04. Election of Shirley Ann Jackson Phd. as a director of the company.   | Management         | FOR              | FOR                     |
| 1-05. Election of Michael O. Leavitt as a director of the company.   | Management         | FOR              | FOR                     |
| 1-06. Election of James T. Lenehan as a director of the company.   | Management         | FOR              | FOR                     |
| 1-07. Election of Denise M. O'Leary as a director of the company.  | Management         | FOR              | FOR                     |
| 1-08. Election of Kendall J. Powell as a director of the company.  | Management         | FOR              | FOR                     |
| 1-09. Election of Robert C. Pozen as a director of the company.  | Management         | FOR              | FOR                     |
| 1-10. Election of Jack W. Schuler as a director of the company.  | Management         | FOR              | FOR                     |
| 2. To ratify the appointment of PricewaterhouseCoopers LLP as Medtronic's independent registered public accounting firm. | Management         | FOR              | FOR                     |
| 3. A non-binding advisory vote to approve executive compensation (a say-on-pay vote).                                    | Management         | FOR              | FOR                     |
| 4. To amend the company's articles of incorporation to provide for majority vote in uncontested elections of directors.  | Management         | FOR              | FOR                     |
| 5. To approve the proxy access shareholder proposal.   | Stockholder        | Against          | FOR                     |
| 6. To approve adoption of a simple majority shareholder proposal.  | Stockholder        | Against          | FOR                     |

**Issuer:** Flextronics International Ltd. **CUSIP:** Y2573F102

**Ticker:** FLEX

**Meeting Date:** 8/30/12

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>For/<br/>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|--|------------------------|-------------------------------|-------------------------|
| 1-01. Re-election of Mr. James A. Davidson as a director of the company.   | Management             | FOR                           | FOR                     |
| 1-02. Re-election of Mr. Willard D. Watkins as a director of the company.  | Management             | FOR                           | FOR                     |
| 2. Re-election of Mr. Lay Koon Tan as a director of the company.   | Management             | FOR                           | FOR                     |
| 3. To approve the re=appointment of Deloitte & Touche LLP as Flextronics's independent auditors for the 2013 fiscal year and to authorize the board of directors to fix its remuneration.  | Management             | FOR                           | FOR                     |
| 4. To approve the general authorization for the directors of Flextronics to allot and issue ordinary shares.   | Management             | FOR                           | FOR                     |
| 5. Non-binding, advisory resolution to approve the compensation of Flextronics's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, set forth in "Compensation tables and the accompanying narrative disclosure under "Executive Compensation" in Flextronics's proxy statement relating to its 2012 AGM | Management             | FOR                           | FOR                     |
| S-1. Extraordinary general meeting proposal: to approve the renewal of the share purchase mandate relating to acquisitions by Flextronics of its own issued ordinary shares.   | Management             | FOR                           | FOR                     |

**Issuer:** GeoMet, Inc. **CUSIP:** 37250U201

**Ticker:** GMET

**Meeting Date:** 11/8/12

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>For/<br/>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|---|------------------------|-------------------------------|-------------------------|
| 1-01. Election of James C. Crain as a director of the company.        | Management             | FOR                           | FOR                     |
| 1-02. Election of Robert E. Creager as a director of the company.     | Management             | FOR                           | FOR                     |
| 1-03. Election of Stanley L. Graves as a director of the company.     | Management             | FOR                           | FOR                     |
| 1-04. Election of Charles D. Haynes as a director of the company.     | Management             | FOR                           | FOR                     |
| 1-05. Election of W. Howard Keenan, Jr. as a director of the company. | Management             | FOR                           | FOR                     |
| 1-06. Election of Michael Y. McGovern as a director of the company.   | Management             | FOR                           | FOR                     |
| 1-07. Election of William C. Rankin as a director of the company.     | Management             | FOR                           | FOR                     |
| 1-08. Election of Gary S. Weber as a director of the company.         | Management             | FOR                           | FOR                     |

**Issuer:** Walgreen Co.      **CUSIP:**  
931422109

**Ticker:** WAG

**Meeting Date:** 1/9/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>For/<br/>Against<br/>Mgt.</b> |
|--|------------------------|----------------------|----------------------------------|
| 1-01. Election of Janice M. Babiak as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-02. Election of David J. Brailer as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-03. Election of Steven A. Davis as a director of the company.  | Management             | FOR                  | FOR                              |
| 1-04. Election of William C. Foote as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-05. Election of Mark P. Frissora as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-06. Election of Ginger L. Graham as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-07. Election of Alan G. McNally as a director of the company.  | Management             | FOR                  | FOR                              |
| 1-08. Election of Dominic P. Murphy as a director of the company.  | Management             | FOR                  | FOR                              |
| 1-09. Election of Stefano Pessina as a director of the company.  | Management             | FOR                  | FOR                              |
| 1-10. Election of Nancy M. Schlichting as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-11. Election of Alejandro Silva as a director of the company.  | Management             | FOR                  | FOR                              |
| 1-12. Election of James A. Skinner as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-13. Election of Gregory D. Wasson as a director of the company.  | Management             | FOR                  | FOR                              |
| 2. Advisory vote to approve named executive officer compensation.  | Management             | FOR                  | FOR                              |
| 3. Approval of the Walgreen Co. 2013 Omnibus Incentive Plan.   | Management             | FOR                  | FOR                              |
| 4. Ratify the appointment of Deloitte & Touche LLP as Walgreen & Co.'s independent public accounting firm.           | Management             | FOR                  | FOR                              |
| 5. To approve a policy regarding accelerated vesting of equity awards of senior executives upon a change in control. | Stockholder            | Against              | FOR                              |



**Issuer:** Mindspeed Technologies, Inc. **CUSIP:** 602682205

**Ticker:** MSPD

**Meeting Date:** 2/12/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>For/<br/>Fund<br/>Against<br/>Vote Mgt.</b> |
|--|------------------------|--|
| 1-01. Election of Robert J. Conrad as a director of the company.                 | Management             | FOR FOR  |
| 1-02. Election of Jerrie L. Stead as a director of the company.                  | Management             | FOR FOR  |
| 2. Ratification of appointment of independent registered public accounting firm. | Management             | FOR FOR  |
| 3. Approval of the company's 2013 equity incentive plan.                         | Management             | FOR FOR  |

**Issuer:** Coherent, Inc. **CUSIP:** 192479103

**Ticker:** COHR

**Meeting Date:** 2/27/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|---|------------------------|----------------------|-------------------------|
| 1-01. Election of John R. Ambroseo as a director of the company.  | Management             | FOR                  | FOR                     |
| 1-02. Election of Jay T. Flatley as a director of the company.  | Management             | FOR                  | FOR                     |
| 1-03. Election of Susan M. James as a director of the company.  | Management             | FOR                  | FOR                     |
| 1-04. Election of L. William Krause as a director of the company.   | Management             | FOR                  | FOR                     |
| 1-05. Election of Garry W. Rogerson as a director of the company.   | Management             | FOR                  | FOR                     |
| 1-06. Election of Lawrence Tomlinson as a director of the company.  | Management             | FOR                  | FOR                     |
| 1-07. Election of Sandeep Vij as a director of the company.   | Management             | FOR                  | FOR                     |
| 2. Ratification of appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending September 28, 2013. | Management             | FOR                  | FOR                     |
| 3. Advisory vote to approve executive officer compensation.   | Management             | FOR                  | FOR                     |

**Issuer:** Analog Devices, Inc. **CUSIP:** 032654105

**Ticker:** ADI

**Meeting Date:** 3/13/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|--|------------------------|--|
| 1-01. Election of Ray Stata as a director of the company.  | Management             | FOR FOR                                    |
| 1-02. Election of Jerald G. Fishman as a director of the company.  | Management             | FOR FOR                                    |
| 1-03. Election of James A. Champy as a director of the company.  | Management             | FOR FOR                                    |
| 1-04. Election of John C. Hodgson as a director of the company.  | Management             | FOR FOR                                    |
| 1-05. Election of Yves-Andre Istel as a director of the company.   | Management             | FOR FOR                                    |
| 1-06. Election of Neil Novich as a director of the company.  | Management             | FOR FOR                                    |
| 1-07. Election of F. Grant Savers as a director of the company.  | Management             | FOR FOR                                    |
| 1-08. Election of Paul J. Severino as a director of the company.   | Management             | FOR FOR                                    |
| 1-09. Election of Kenton J. Sicchitano as a director of the company.   | Management             | FOR FOR                                    |
| 1-10. Election of Lisa T. Su as a director of the company.   | Management             | FOR FOR                                    |
| 2. To approve, by non-binding “say-on-pay” vote, the compensation of named executive officers, all as more fully described in the proxy statement. | Management             | FOR FOR                                    |
| 3. To approve the Analog Devices, Inc. Executive Section 162(M) Plan.  | Management             | FOR FOR                                    |
| 4. To ratify the selection of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending November 2, 2013.      | Management             | FOR FOR                                    |

**Issuer:** Agilent Technologies, Inc. **CUSIP:** 00846U101

**Ticker:** A

**Meeting Date:** 3/20/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|--|------------------------|----------------------|-------------------------|
| 1-01. Election of Paul N. Clark as a director of the company.  | Management             | FOR                  | FOR                     |
| 1-02. Election of James G. Cullen as a director of the company.  | Management             | FOR                  | FOR                     |
| 1-03. Election of Tadataka Yamada, M.D. as a director of the company.  | Management             | FOR                  | FOR                     |
| 2. To ratify the audit and finance committee's appointment of Pricewaterhousecoopers LLP as Agilent's independent registered public accounting firm. | Management             | FOR                  | FOR                     |
| 3. To approve the compensation of Agilent's named executive officers.  | Management             | FOR                  | FOR                     |
| 4. To repeal the classified board structure.   | Stockholder            | FOR                  | Against                 |

**Issuer:** Convergys Corporation **CUSIP:** 212485106

**Ticker:** CVG

**Meeting Date:** 4/26/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>For/<br/>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|---|------------------------|-------------------------------|-------------------------|
| 1-01. Election of Andrea J. Ayers as a director of the company.   | Management             | FOR                           | FOR                     |
| 1-02. Election of John F. Barrett as a director of the company.   | Management             | FOR                           | FOR                     |
| 1-03. Election of Richard R. Devenuti as a director of the company.   | Management             | FOR                           | FOR                     |
| 1-04. Election of Jeffrey H. Fox as a director of the company.  | Management             | FOR                           | FOR                     |
| 1-05. Election of Joseph E. Gibbs as a director of the company.   | Management             | FOR                           | FOR                     |
| 1-06. Election of Joan E. Herman as a director of the company.  | Management             | FOR                           | FOR                     |
| 1-07. Election of Thomas L. Monahan as a director of the company.   | Management             | FOR                           | FOR                     |
| 1-08. Election of Ronald L. Nelson as a director of the company.  | Management             | FOR                           | FOR                     |
| 1-09. Election of Richard F. Wallman as a director of the company.  | Management             | FOR                           | FOR                     |
| 2. To ratify the appointment of the independent registered public accounting firm.  | Management             | FOR                           | FOR                     |
| 3. To re-approve performance goals under the Convergys Corporation long term incentive plan for purposes of Section 162(m). | Management             | FOR                           | FOR                     |
| 4. To approve, on an advisory basis, the compensation of named executive officers.  | Management             | FOR                           | FOR                     |

**Issuer:** Motorola Solutions, Inc. **CUSIP:** 620076307

**Ticker:** MSI

**Meeting Date:** 5/6/13

| <b>Matter Voted On</b>  | <b>Proposed By</b> | <b>Fund Vote</b> | <b>For/Against Mgt.</b> |
|---|--------------------|------------------|-------------------------|
| 1-01. Election of Gregory Q. Brown as a director of the company.  | Management         | FOR              | FOR                     |
| 1-02. Election of William J. Bratton as a director of the company.  | Management         | FOR              | FOR                     |
| 1-03. Election of Kenneth C. Dahlberg as a director of the company.   | Management         | FOR              | FOR                     |
| 1-04. Election of David W. Dorman as a director of the company.   | Management         | FOR              | FOR                     |
| 1-05. Election of Michael V. Hayden as a director of the company.   | Management         | FOR              | FOR                     |
| 1-06. Election of Judy C. Lewent as a director of the company.  | Management         | FOR              | FOR                     |
| 1-07. Election of Anne R. Pramaggiore as a director of the company.   | Management         | FOR              | FOR                     |
| 1-08. Election of Samuel C. Scott, III as a director of the company.  | Management         | FOR              | FOR                     |
| 1-09. Election of Bradley E. Singer as a director of the company.   | Management         | FOR              | FOR                     |
| 1-10. Election of John A. White as a director of the company.   | Management         | FOR              | FOR                     |
| 2. Advisory approval of the company's executive compensation.   | Management         | FOR              | FOR                     |
| 3. Ratification of the appointment of KPMG LLP as the company's independent registered public accounting firm for 2013. | Management         | FOR              | FOR                     |
| 4. Stockholder proposal re: encourage supplier(s) to publish an annual sustainability report.                           | Stockholder        | Against          | FOR                     |
| 5. Stockholder proposal re: political disclosure and accountability.  | Stockholder        | Against          | FOR                     |

**Issuer:** The Bank of New York Mellon Corporation **CUSIP:** 064058100

**Ticker:** BK

**Meeting Date:** 4/9/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|---|------------------------|--|
| 1-01. Election of Ruth E. Bruch as a director of the company.         | Management             | FOR FOR                                    |
| 1-02. Election of Nicholas M. Donofrio as a director of the company.  | Management             | FOR FOR                                    |
| 1-03. Election of Gerald L. Hassell as a director of the company.     | Management             | FOR FOR                                    |
| 1-04. Election of Edmund F. Kelly as a director of the company.       | Management             | FOR FOR                                    |
| 1-05. Election of Richard J. Koogan as a director of the company.     | Management             | FOR FOR                                    |
| 1-06. Election of Michael J. Kowalski as a director of the company.   | Management             | FOR FOR                                    |
| 1-07. Election of John A. Luke, Jr. as a director of the company.     | Management             | FOR FOR                                    |
| 1-08. Election of Mark A. Nordenberg as a director of the company.    | Management             | FOR FOR                                    |
| 1-09. Election of Catherine A. Rein as a director of the company.     | Management             | FOR FOR                                    |
| 1-10. Election of William C. Richardson as a director of the company. | Management             | FOR FOR                                    |
| 1-11. Election of Samuel C. Scott III as a director of the company.   | Management             | FOR FOR                                    |
| 1-12. Election of Wesly W. Von Schack as a director of the company.   | Management             | FOR FOR                                    |
| 2. Advisory resolution to approve executive compensation.             | Management             | FOR FOR                                    |
| 3. Ratification of the KPMG LLP as independent auditors for 2013.     | Management             | FOR FOR                                    |

**Issuer:** General Electric Company **CUSIP:** 369604103

**Ticker:** GE

**Meeting Date:** 4/24/13

| <b>Matter Voted On</b>   | <b>Proposed By</b> | <b>Fund Vote</b> | <b>For/Against Mgt.</b> |
|--|--------------------|------------------|-------------------------|
| A1. Election of W. Geoffrey Beattie as a director of the company.              | Management         | FOR              | FOR                     |
| A2. Election of John J. Brennan as a director of the company.                  | Management         | FOR              | FOR                     |
| A3. Election of James I. Cash, Jr. as a director of the company.               | Management         | FOR              | FOR                     |
| A4. Election of Francisco D'Souza as a director of the company.                | Management         | FOR              | FOR                     |
| A5. Election of Marijn E. Dekkers as a director of the company.                | Management         | FOR              | FOR                     |
| A6. Election of Ann M. Fudge as a director of the company.                     | Management         | FOR              | FOR                     |
| A7. Election of Susan Hockfield as a director of the company.                  | Management         | FOR              | FOR                     |
| A8. Election of Jeffrey R. Immelt as a director of the company.                | Management         | FOR              | FOR                     |
| A9. Election of Andrea Jung as a director of the company.                      | Management         | FOR              | FOR                     |
| A10. Election of Robert W. Lane as a director of the company.                  | Management         | FOR              | FOR                     |
| A11. Election of Ralph S. Larsen as a director of the company.                 | Management         | FOR              | FOR                     |
| A12. Election of Rochelle B. Lazarus as a director of the company.             | Management         | FOR              | FOR                     |
| A13. Election of James J. Mulva as a director of the company.                  | Management         | FOR              | FOR                     |
| A14. Election of Mary L. Shapiro as a director of the company.                 | Management         | FOR              | FOR                     |
| A15. Election of Robert J. Swieringa as a director of the company.             | Management         | FOR              | FOR                     |
| A16. Election of James S. Tisch as a director of the company.                  | Management         | FOR              | FOR                     |
| A17. Election of Douglas A. Warner III as a director of the company.           | Management         | FOR              | FOR                     |
| B1. Advisory approval of named executives' compensation.                       | Management         | FOR              | FOR                     |
| B2. Ratification of KPMG LLP as independent registered public accounting firm. | Management         | FOR              | FOR                     |
| C1. Stockholder proposal re: cessation of all stock options and bonuses.       | Stockholder        | Against          | FOR                     |
| C2. Stockholder proposal re: director term limits.                             | Stockholder        | Against          | FOR                     |
| C3. Stockholder proposal re: independent chairman.                             | Stockholder        | Against          | FOR                     |
| C4. Stockholder proposal re: right way to act by written consent.              | Stockholder        | Against          | FOR                     |
| C5. Stockholder proposal re: executives to retain significant stock.           | Stockholder        | Against          | FOR                     |
| C6. Stockholder proposal re: multiple candidate elections.                     | Stockholder        | Against          | FOR                     |



**Issuer:** Capital One Financial Corporation **CUSIP:** 14040H105  
**Ticker:** COF

**Meeting Date:** 5/2/13

| <b>Matter Voted On</b>   | <b>Proposed By</b> | <b>For/Against</b> | <b>Vote Mgt.</b> |
|--|--------------------|--------------------|------------------|
| 1A. Election of Richard D. Fairbank as a director of the company.  | Management         | FOR                | FOR              |
| 1B. Election of W. Ronald Dietz as a director of the company.  | Management         | FOR                | FOR              |
| 1C. Election of Lewis Hay, III as a director of the company.   | Management         | FOR                | FOR              |
| 1D. Election of Benjamin P. Jenkins, III as a director of the company.   | Management         | FOR                | FOR              |
| 1E. Election of Peter E. Raskind as a director of the company.   | Management         | FOR                | FOR              |
| 1F. Election of Mayo A. Shattuck III as a director of the company.   | Management         | FOR                | FOR              |
| 1G. Election of Bradford H. Warner as a director of the company.   | Management         | FOR                | FOR              |
| 1H. Election of Catherine West as a director of the company.   | Management         | FOR                | FOR              |
| 2. Ratification of selection of Ernst & Young LLP as independent auditors of Capital One for 2013.   | Management         | FOR                | FOR              |
| 3. Advisory approval of Capital One's 2012 named executive officer compensation.   | Management         | FOR                | FOR              |
| 4A. Approval of amendments to restated certificate of incorporation: future amendments to the amended and restated bylaws and the restated certificate of incorporation. | Management         | FOR                | FOR              |
| 4B. Approval of amendments to restated certificate of incorporation: removing any director from office.  | Management         | FOR                | FOR              |
| 4C. Approval of amendments to restated certificate of incorporation: certain business combinations.  | Management         | FOR                | FOR              |

**Issuer:** Murphy Oil Corporation **CUSIP:** 626717102  
**Ticker:** MUR

**Meeting Date:** 5/8/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>Fund<br/>Against<br/>Vote</b> | <b>For/<br/>Mgt.</b> |
|--|------------------------|----------------------------------|----------------------|
| 1A. Election of F.W.Blue as a director of the company.                                   | Management             | FOR                              | FOR                  |
| 1B. Election of S.A. Cosse as a director of the company.                                 | Management             | FOR                              | FOR                  |
| 1C. Election of C.P. Deming as a director of the company.                                | Management             | FOR                              | FOR                  |
| 1D. Election of R.A. Hermes as a director of the company.                                | Management             | FOR                              | FOR                  |
| 1E. Election of J.V. Kelley as a director of the company.                                | Management             | FOR                              | FOR                  |
| 1F. Election of W. Mirosh as a director of the company.                                  | Management             | FOR                              | FOR                  |
| 1G. Election of R.M. Murphy as a director of the company.                                | Management             | FOR                              | FOR                  |
| 1H. Election of J.W. Nolan as a director of the company.                                 | Management             | FOR                              | FOR                  |
| 1I. Election of N.E. Schmale as a director of the company.                               | Management             | FOR                              | FOR                  |
| 1J. Election of D.J.H. Smith as a director of the company.                               | Management             | FOR                              | FOR                  |
| 1K. Election of C.G. Theus as a director of the company.                                 | Management             | FOR                              | FOR                  |
| 2. Advisory vote on executive compensation.  | Management             | FOR                              | FOR                  |
| 3. Approve the proposed 2013 stock plan for non-employee directors.                      | Management             | FOR                              | FOR                  |
| 4. Approve the appointment of KPMG LLP as independent registered public accounting firm. | Management             | FOR                              | FOR                  |

**Issuer:** Canadian Oil Sands Limited **CUSIP:** 13643E105

**Ticker:** COSWF

**Meeting Date:** 4/30/13

| <b>Matter Voted On</b>   | <b>Proposed By</b> | <b>Fund</b> | <b>Against Vote Mgt.</b> |
|--|--------------------|-------------|--------------------------|
| 2-01. Election of C.E. (Chuck) Shultz as a director of the company.  | Management         | FOR         | FOR                      |
| 2-02. Election of Ian A. Bourne as a director of the company.  | Management         | FOR         | FOR                      |
| 2-03. Election of Marcel R. Coutu as a director of the company.  | Management         | FOR         | FOR                      |
| 2-04. Election of Gerald W. Grandey as a director of the company.  | Management         | FOR         | FOR                      |
| 2-05. Election of Arthur N. Korpach as a director of the company.  | Management         | FOR         | FOR                      |
| 2-06. Election of Donald J. Lowry as a director of the company.  | Management         | FOR         | FOR                      |
| 2-07. Election of Sarah E. Raiss as a director of the company.   | Management         | FOR         | FOR                      |
| 2-08. Election of John K. Read as a director of the company.   | Management         | FOR         | FOR                      |
| 2-09. Election of Brant G. Sangster as a director of the company.  | Management         | FOR         | FOR                      |
| 2-10. Election of Wesley R. Twiss as a director of the company.  | Management         | FOR         | FOR                      |
| 2-11. Election of John B. Zaozirny as a director of the company.   | Management         | FOR         | FOR                      |
| 1. Appointing PricewaterhouseCoopers LLP as the auditors of the corporation for the ensuing year at a remuneration to be fixed by the board of directors of the corporation. | Management         | FOR         | FOR                      |
| 3. To approve the amendment and continuation of the shareholder rights plan.   | Management         | FOR         | FOR                      |
| 4. To approve and confirm the advance notice by-law amendment.   | Management         | FOR         | FOR                      |
| 5. To approve and confirm the quorum by-law amendment.   | Management         | FOR         | FOR                      |
| 6. To approve and authorize the grant and issuance of all unallocated options under the new option plan.   | Management         | FOR         | FOR                      |
| 7. To approve the amendments to the transition option plan.  | Management         | FOR         | FOR                      |
| 8. To accept the corporation's approach to executive compensation.   | Management         | FOR         | FOR                      |

**Issuer:** Intel Corporation **CUSIP:** 458140100

**Ticker:** INTC

**Meeting Date:** 5/16/13

| <b>Matter Voted On</b>   | <b>Proposed By</b> | <b>Fund</b> | <b>Against Vote Mgt.</b> |
|--|--------------------|-------------|--------------------------|
| 1A. Election of Charlene Barshefsky as a director of the company.  | Management         | FOR         | FOR                      |
| 1B. Election of Andy D. Bryant as a director of the company.   | Management         | FOR         | FOR                      |
| 1C. Election of Susan L. Decker as a director of the company.  | Management         | FOR         | FOR                      |
| 1D. Election of John J. Donahoe as a director of the company.  | Management         | FOR         | FOR                      |
| 1E. Election of Reed E. Hundt as a director of the company.  | Management         | FOR         | FOR                      |
| 1F. Election of James D. Plummer as a director of the company.   | Management         | FOR         | FOR                      |
| 1G. Election of David S. Pottruck as a director of the company.  | Management         | FOR         | FOR                      |
| 1H. Election of Frank D. Yearly as a director of the company.  | Management         | FOR         | FOR                      |
| 1I. Election of David B. Yoffie as a director of the company.  | Management         | FOR         | FOR                      |
| 2. Ratification of selection of Ernst & Young LLP as independent registered public accounting firm for the current year. | Management         | FOR         | FOR                      |
| 3. Advisory vote to approve executive compensation.  | Management         | FOR         | FOR                      |
| 4. Approval of amendment and extension of the 2006 equity incentive plan.  | Management         | FOR         | FOR                      |
| 5. Stockholder proposal titled "executives to retain significant stock".   | Stockholder        | FOR         | Against                  |

**Issuer:** Cameco Corporation **CUSIP:** 13321L108

**Ticker:** CCJ

**Meeting Date:** 5/10/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|---|------------------------|--|
| 1-01. Election of Ian Bruce as a director of the company.   | Management             | FOR FOR                                    |
| 1-02. Election of Daniel Camus as a director of the company.  | Management             | FOR FOR                                    |
| 1-03. Election of John Clappison as a director of the company.  | Management             | FOR FOR                                    |
| 1-04. Election of Joe Colvin as a director of the company.  | Management             | FOR FOR                                    |
| 1-05. Election of James Curtiss as a director of the company.   | Management             | FOR FOR                                    |
| 1-06. Election of Donald Deranger as a director of the company.   | Management             | FOR FOR                                    |
| 1-07. Election of Tim Gitzel as a director of the company.  | Management             | FOR FOR                                    |
| 1-08. Election of James Gowans as a director of the company.  | Management             | FOR FOR                                    |
| 1-09. Election of Nancy Hopkins as a director of the company.   | Management             | FOR FOR                                    |
| 1-10. Election of Anne McLellan as a director of the company.   | Management             | FOR FOR                                    |
| 1-11. Election of Neil McMillan as a director of the company.   | Management             | FOR FOR                                    |
| 1-12. Election of Victor Zaleschuk as a director of the company.  | Management             | FOR FOR                                    |
| 2. Appointment of KPMG LLP as auditors.   | Management             | FOR FOR                                    |
| 3. Resolved, on an advisory basis and not to diminish the role and responsibilities of the board of directors, that the shareholders accept the approach to executive compensation disclosed in Cameco's management proxy circular. | Management             | FOR FOR                                    |

**Issuer:** Xerox Corporation **CUSIP:** 984121103

**Ticker:** XRX

**Meeting Date:** 5/21/13

| <b>Matter Voted On</b>  | <b>Proposed By</b> | <b>For/Against</b> | <b>Vote Mgt.</b> |
|---|--------------------|--------------------|------------------|
| 1A. Election of Glenn A. Britt as a director of the company.  | Management         | FOR                | FOR              |
| 1B. Election of Ursala M. Burns as a director of the company.   | Management         | FOR                | FOR              |
| 1C. Election of Richard J. Harrington as a director of the company.   | Management         | FOR                | FOR              |
| 1D. Election of William Curt Hunter as a director of the company.   | Management         | FOR                | FOR              |
| 1E. Election of Robert J. Keegan as a director of the company.  | Management         | FOR                | FOR              |
| 1F. Election of Robert A. McDonald as a director of the company.  | Management         | FOR                | FOR              |
| 1G. Election of Charles Prince as a director of the company.  | Management         | FOR                | FOR              |
| 1H. Election of Ann N. Reese as a director of the company.  | Management         | FOR                | FOR              |
| 1I. Election of Sara Martinez Tucker as a director of the company.  | Management         | FOR                | FOR              |
| 1J. Election of Mary Agnes Wilderotter as a director of the company.  | Management         | FOR                | FOR              |
| 2. Ratification of selection of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for 2013. | Management         | FOR                | FOR              |
| 3. Approval, on an advisory basis, of the 2012 compensation of named executive officers.  | Management         | FOR                | FOR              |
| 4. Approval of the 2013 amendment and restatement of the company's 2004 equity compensation plan for non-employee directors.        | Management         | FOR                | FOR              |

**Issuer:** JP Morgan Chase & Co. **CUSIP:** 46625H100

**Ticker:** JPM

**Meeting Date:** 5/21/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>For/<br/>Against<br/>Mgt.</b> |
|--|------------------------|----------------------|----------------------------------|
| 1a. Election of James A. Bell as a director of the company.  | Management             | FOR                  | FOR                              |
| 1b. Election of Crandell C. Bowles as a director of the company.   | Management             | FOR                  | FOR                              |
| 1c. Election of Stephen B. Burke as a director of the company.   | Management             | FOR                  | FOR                              |
| 1d. Election of David M. Cote as a director of the company.  | Management             | FOR                  | FOR                              |
| 1e. Election of James S. Crown as a director of the company.   | Management             | FOR                  | FOR                              |
| 1f. Election of James Dimon as a director of the company.  | Management             | FOR                  | FOR                              |
| 1g. Election of Timothy P. Flynn as a director of the company.   | Management             | FOR                  | FOR                              |
| 1h. Election of Ellen V. Futter as a director of the company.  | Management             | FOR                  | FOR                              |
| 1i. Election of Laban P. Jackson, Jr. as a director of the company.  | Management             | FOR                  | FOR                              |
| 1j. Election of Lee R. Raymond as a director of the company.   | Management             | FOR                  | FOR                              |
| 1k. Election of William C. Weldon as a director of the company.  | Management             | FOR                  | FOR                              |
| 2. Ratification of independent registered public accounting firm.  | Management             | FOR                  | FOR                              |
| 3. Advisory resolution to approve executive compensation.  | Management             | FOR                  | FOR                              |
| 4. Amendment to the Firm's Restated Certificate of Incorporation to authorize shareholder action by written consent.                           | Management             | FOR                  | FOR                              |
| 5. Reapproval of Key Executive Performance Plan.   | Management             | FOR                  | FOR                              |
| 6. Stockholder proposal re: requiring separation of chairman and CEO.  | Stockholder            | Against              | FOR                              |
| 7. Stockholder proposal re: requiring executives to retain significant stock until reaching normal retirement age.                             | Stockholder            | Against              | FOR                              |
| 8. Stockholder proposal re: adopting procedures to avoid holding or recommending investments that contribute to human rights violations.       | Stockholder            | Against              | FOR                              |
| 9. Stockholder proposal re: disclose firm payments used directly or indirectly for lobbying, including specific amounts and recipients' names. | Stockholder            | Against              | FOR                              |

**Issuer:** Merck & Co., Inc. **CUSIP:** 58933Y105

**Ticker:** MRK

**Meeting Date:** 5/28/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>For/<br/>Against<br/>Mgt.</b> |
|---|------------------------|----------------------|----------------------------------|
| 1a. Election of Leslie A. Brun as a director of the company.  | Management             | FOR                  | FOR                              |
| 1b. Election of Thomas R. Cech as a director of the company.  | Management             | FOR                  | FOR                              |
| 1c. Election of Thomas H. Glocer as a director of the company.  | Management             | FOR                  | FOR                              |
| 1d. Election of William B. Harrison, Jr. as a director of the company.                                      | Management             | FOR                  | FOR                              |
| 1e. Election of C. Robert Kidder as a director of the company.  | Management             | FOR                  | FOR                              |
| 1f. Election of Rochelle B. Lazarus as a director of the company.   | Management             | FOR                  | FOR                              |
| 1g. Election of Carlos E. Represas as a director of the company.  | Management             | FOR                  | FOR                              |
| 1h. Election of Patricia F. Russo as a director of the company.   | Management             | FOR                  | FOR                              |
| 1i. Election of Craig B. Thompson as a director of the company.   | Management             | FOR                  | FOR                              |
| 1j. Election of Wendell P. Weeks as a director of the company.  | Management             | FOR                  | FOR                              |
| 1k. Election of Peter C. Wendell as a director of the company.  | Management             | FOR                  | FOR                              |
| 2. Ratification of the appointment of the Company's independent registered public accounting firm for 2013. | Management             | FOR                  | FOR                              |
| 3. Advisory resolution to approve executive compensation.   | Management             | FOR                  | FOR                              |
| 4. Shareholder proposal concerning shareholders' rights to act by written consent.                          | Stockholder            | Against              | FOR                              |
| 5. Shareholder proposal concerning special shareholder meetings.  | Stockholder            | Against              | FOR                              |
| 6. Shareholder proposal concerning a report on charitable and political contributions.                      | Stockholder            | Against              | FOR                              |
| 7. Shareholder proposal concerning a report on lobbying activities.   | Stockholder            | Against              | FOR                              |



**Issuer:** Heritage-Crystal Clean, Inc. **CUSIP:** 42726M106

**Ticker:** HCCI

**Meeting Date:** 5/2/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|--|------------------------|--|
| 1-01. Election of Charles E. Schalliol as a director of the company.   | Management             | FOR FOR                                    |
| 1-02. Election of Brian Recatto as a director of the company.  | Management             | FOR FOR                                    |
| 2. To ratify the appointment of Grant Thornton LLP as the company's independent registered accounting firm for the fiscal year 2013. | Management             | FOR FOR                                    |
| 3. Advisory vote to approve the named executive officer compensation for fiscal 2012.  | Management             | FOR FOR                                    |

**Issuer:** Vical Incorporated **CUSIP:** 925602104

**Ticker:** VICL

**Meeting Date:** 5/23/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|---|------------------------|----------------------|-------------------------|
| 1-01. Election of Gary A. Lyons as a director of the company.   | Management             | FOR                  | FOR                     |
| 2. To amend the company's amended and restated stock incentive plan to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 4,000,000 shares. | Management             | FOR                  | FOR                     |
| 3. An advisory approval of the compensation of the company's named executive officers.  | Management             | FOR                  | FOR                     |
| 4. To ratify the selection by the audit committee of the board of directors of Ernst & Young LLP as independent auditors of the company for its fiscal year ending December 31, 2013.                           | Management             | FOR                  | FOR                     |

**Issuer:** QEP Resources, Inc. **CUSIP:** 74733V100

**Ticker:** QEP

**Meeting Date:** 5/24/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>For/<br/>Against<br/>Mgt.</b> |
|---|------------------------|----------------------|----------------------------------|
| 1-01. Election of Julie A. Dill as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-02. Election of L. Richard Flury as a director of the company.  | Management             | FOR                  | FOR                              |
| 1-03. Election of M.W. Scoggins as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-04. Election of Robert E. McKee III as a director of the company.   | Management             | FOR                  | FOR                              |
| 2. To approve by non-binding advisory vote, the company's executive compensation program.                           | Management             | FOR                  | FOR                              |
| 3. To ratify the appointment of PricewaterhouseCoopers LLP for fiscal year 2013.                                    | Management             | FOR                  | FOR                              |
| 4. To approve a proposal regarding declassification of the board.   | Management             | FOR                  | FOR                              |
| 5. Stockholder proposal to support by advisory vote, a shareholder proposal to separate the roles of chair and CEO. | Stockholder            | Against              | FOR                              |

**Issuer:** GeoMet, Inc. **CUSIP:** 37250U300

**Ticker:** GMET

**Meeting Date:** 5/14/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|---|------------------------|--|
| 1-01. Election of James C. Crain as a director of the company.                        | Management             | FOR FOR                                    |
| 1-02. Election of Stanley L. Graves as a director of the company.                     | Management             | FOR FOR                                    |
| 1-03. Election of W. Howard Keenan, Jr. as a director of the company.                 | Management             | FOR FOR                                    |
| 1-04. Election of William C. Rankin as a director of the company.                     | Management             | FOR FOR                                    |
| 1-05. Election of Michael Y. McGovern as a director of the company.                   | Management             | FOR FOR                                    |
| 1-06. Election of Gary S. Weber as a director of the company.                         | Management             | FOR FOR                                    |
| 2. Advisory vote to approve executive compensation.                                   | Management             | FOR FOR                                    |
| 3. Advisory vote on the frequency of future advisory votes on executive compensation. | Management             | FOR FOR                                    |

**Issuer:** GeoMet, Inc. **CUSIP:** 37250U201

**Ticker:** GMET

**Meeting Date:** 5/14/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|---|------------------------|--|
| 1-01. Election of James C. Crain as a director of the company.                        | Management             | FOR FOR                                    |
| 1-02. Election of Stanley L. Graves as a director of the company.                     | Management             | FOR FOR                                    |
| 1-03. Election of W. Howard Keenan, Jr. as a director of the company.                 | Management             | FOR FOR                                    |
| 1-04. Election of William C. Rankin as a director of the company.                     | Management             | FOR FOR                                    |
| 1-05. Election of Michael Y. McGovern as a director of the company.                   | Management             | FOR FOR                                    |
| 1-06. Election of Gary S. Weber as a director of the company.                         | Management             | FOR FOR                                    |
| 2. Advisory vote to approve executive compensation.                                   | Management             | FOR FOR                                    |
| 3. Advisory vote on the frequency of future advisory votes on executive compensation. | Management             | FOR FOR                                    |

**Issuer:** Devon Energy Corporation **CUSIP:** 25179M103

**Ticker:** DVN

**Meeting Date:** 6/5/13

| <b>Matter Voted On</b>   | <b>Proposed By</b> | <b>Fund Vote</b> | <b>For/Against Mgt.</b> |
|--|--------------------|------------------|-------------------------|
| 1-01. Election of Robert H. Henry as a director of the company.                  | Management         | FOR              | FOR                     |
| 1-02. Election of John A. Hull as a director of the company.                     | Management         | FOR              | FOR                     |
| 1-03. Election of Michael M. Kanovsky as a director of the company.              | Management         | FOR              | FOR                     |
| 1-04. Election of Robert A. Mosbacher, Jr. as a director of the company.         | Management         | FOR              | FOR                     |
| 1-05. Election of J. Larry Nichols as a director of the company.                 | Management         | FOR              | FOR                     |
| 1-06. Election of Duane C. Radtke as a director of the company.                  | Management         | FOR              | FOR                     |
| 1-07. Election of Mary P. Ricciardello as a director of the company.             | Management         | FOR              | FOR                     |
| 1-08. Election of John Richels as a director of the company.                     | Management         | FOR              | FOR                     |
| 2. Advisory vote to approve executive compensation.                              | Management         | FOR              | FOR                     |
| 3. Ratify the appointment of the company's independent auditors for 2013.        | Management         | FOR              | FOR                     |
| 4. Stockholder proposal regarding disclosure of lobbying policies and practices. | Stockholder        | Against          | FOR                     |
| 5. Stockholder proposal regarding majority vote standard for director elections. | Stockholder        | Against          | FOR                     |
| 6. Stockholder proposal regarding right to act by written consent.               | Stockholder        | Against          | FOR                     |

**Issuer:** Roper Industries, Inc. **CUSIP:** 776696106

**Ticker:** ROP

**Meeting Date:** 5/24/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>Against<br/>Mgt.</b> |
|--|------------------------|----------------------|-------------------------|
| 1-01. Election of David W. Devonshire as a director of the company.  | Management             | FOR                  | FOR                     |
| 1-02. Election of John F. Fort III as a director of the company.   | Management             | FOR                  | FOR                     |
| 1-03. Election of Brian D. Jellison as a director of the company.  | Management             | FOR                  | FOR                     |
| 2. To consider, on a non-binding, advisory basis, a resolution approving the compensation of named executive officers.             | Management             | FOR                  | FOR                     |
| 3. To consider a proposal to amend the company's certificate of incorporation to provide for the annual election of all directors. | Management             | FOR                  | FOR                     |
| 4. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered accounting firm for the Company.          | Management             | FOR                  | FOR                     |

**Issuer:** Sonus Networks Inc. **CUSIP:** 835916107

**Ticker:** SONS

**Meeting Date:** 6/12/13

| <b>Matter Voted On</b>  | <b>Proposed<br/>By</b> | <b>For/<br/>Fund Against<br/>Vote Mgt.</b> |
|---|------------------------|--|
| 1-01. Election of James K. Brewington as a director of the company.   | Management             | FOR FOR                                    |
| 1-02. Election of John P. Cunningham as a director of the company.  | Management             | FOR FOR                                    |
| 1-03. Election of Raymond P. Dolan as a director of the company.  | Management             | FOR FOR                                    |
| 1-04. Election of Beatriz V. Infante as a director of the company.  | Management             | FOR FOR                                    |
| 1-05. Election of Howard E. Janzen as a director of the company.  | Management             | FOR FOR                                    |
| 1-06. Election of John A. Schofield as a director of the company.   | Management             | FOR FOR                                    |
| 1-07. Election of Scott E. Schubert as a director of the company.   | Management             | FOR FOR                                    |
| 1-08. Election of Brian Thompson as a director of the company.  | Management             | FOR FOR                                    |
| 2. To approve, the amendment to the Sonus Networks, Inc. 2007 stock incentive plan, as amended.   | Management             | FOR FOR                                    |
| 3. To ratify the appointment of Deloitte & Touche LLP to serve as Sonus Networks' independent registered accounting firm for the fiscal year ending December 31, 2013.  | Management             | FOR FOR                                    |
| 4. To approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the "Compensation Discussion and Analysis" section and the accompanying compensation tables and related narratives contained in the proxy statement. | Management             | FOR FOR                                    |



**Issuer:** Primus Telecommunications Group, Inc. **CUSIP:** 741929301

**Ticker:** PTGI

**Meeting Date:** 6/12/13

| <b>Matter Voted On</b>   | <b>Proposed<br/>By</b> | <b>Fund<br/>Vote</b> | <b>For/<br/>Against<br/>Mgt.</b> |
|--|------------------------|----------------------|----------------------------------|
| 1-01. Election of Mark E. Holliday as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-02. Election of Robert M. Pons as a director of the company.   | Management             | FOR                  | FOR                              |
| 1-03. Election of Steven D. Scheiwe as a director of the company.  | Management             | FOR                  | FOR                              |
| 1-04. Election of Neil S. Subin as a director of the company.  | Management             | FOR                  | FOR                              |
| 2. To approve, by non-binding vote, the compensation of named executive officers, as disclosed pursuant to item 402 of regulation S-K (also known as “say on pay” vote). | Management             | FOR                  | FOR                              |
| 3. An advisory vote on whether the say on pay vote should be held every one, two or three years.   | Management             | One<br>Year          | 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) Central Securities Corporation

By (Signature and Title) /s/ Wilmot H. Kidd  
Wilmot H. Kidd  
President

Date: August 14, 2013