

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

ZWEIG TOTAL RETURN FUND INC

Form N-PX

August 25, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

OMB APPROVAL  
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FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act file number 811-05620  
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Zweig Total Return Fund Inc.  
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(Exact name of registrant as specified in charter)

900 Third Avenue, NY, NY  
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10022  
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(Address of principal executive offices)

(Zip code)

Marc Baltuch, c/o Phoenix Zweig Advisers, 900 3rd Ave., New York, NY 10022  
-----

(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 451-1100  
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Date of fiscal year end: 12/31/2004  
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Date of reporting period: 06/30/2004  
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Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street,

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NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

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

ICA File Number: 811-05620
Reporting Period: 07/01/2003 - 06/30/2004
Zweig Total Return Fund Inc

===== ZWEIG TOTAL RETURN FUND, INC =====

ALCOA INC.

Ticker: AA Security ID: 013817101
Meeting Date: APR 30, 2004 Meeting Type: Annual
Record Date: FEB 2, 2004

Table with 5 columns: #, Proposal, Mgt Rec, Vote Cast, Sponsor. Contains 4 rows of proposal data for ALCOA INC.

ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101
Meeting Date: MAY 18, 2004 Meeting Type: Annual
Record Date: MAR 19, 2004

Table with 5 columns: #, Proposal, Mgt Rec, Vote Cast, Sponsor. Contains 12 rows of proposal data for ALLSTATE CORP., THE.

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|   |                                      |         |     |             |
|---|--------------------------------------|---------|-----|-------------|
| 2 | Ratify Auditors                      | For     | For | Management  |
| 3 | Amend Executive Incentive Bonus Plan | For     | For | Management  |
| 4 | Amend Executive Incentive Bonus Plan | For     | For | Management  |
| 5 | Provide for Cumulative Voting        | Against | For | Shareholder |

### AMDOCS LIMITED

Ticker: DOX                      Security ID: G02602103  
 Meeting Date: JAN 22, 2004      Meeting Type: Annual  
 Record Date: NOV 28, 2003

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Bruce Anderson as Director  | For     | Withhold  | Management |
| 1.2  | Elect Avinoam Naor as Director  | For     | Withhold  | Management |
| 1.3  | Elect Adrian Gardner as Director  | For     | For       | Management |
| 1.4  | Elect Dov Baharav as Director   | For     | Withhold  | Management |
| 1.5  | Elect Julian Brodsky as Director  | For     | For       | Management |
| 1.6  | Elect Eli Gelman as Director  | For     | For       | Management |
| 1.7  | Elect Charles Foster as Director  | For     | For       | Management |
| 1.8  | Elect James Kahan as Director   | For     | For       | Management |
| 1.9  | Elect Nehemia Lemelbaum as Director   | For     | For       | Management |
| 1.10 | Elect John McLennan as Director   | For     | For       | Management |
| 1.11 | Elect Robert Minicucci as Director  | For     | Withhold  | Management |
| 1.12 | Elect Mario Segal as Director   | For     | For       | Management |
| 2    | Accept Financial Statements For Fiscal Year 2003  | For     | For       | Management |
| 3    | Amend 1998 Stock Option and Incentive Plan  | For     | For       | Management |
| 4    | Approve Ernst & Young Auditors and Authorize Audit Committee of Board to Fix Their Remuneration | For     | For       | Management |

### AMGEN, INC.

Ticker: AMGN                      Security ID: 031162100  
 Meeting Date: MAY 13, 2004      Meeting Type: Annual  
 Record Date: MAR 19, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor     |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Frank J. Biondi, Jr. | For     | For       | Management  |
| 1.2 | Elect Director Jerry D. Choate      | For     | Withhold  | Management  |
| 1.3 | Elect Director Frank C. Herringer   | For     | For       | Management  |
| 1.4 | Elect Director Gilbert S. Omenn     | For     | For       | Management  |
| 2   | Ratify Auditors                     | For     | For       | Management  |
| 3   | Prepare Glass Ceiling Report        | Against | Against   | Shareholder |
| 4   | Expense Stock Options               | Against | For       | Shareholder |

### ANGIOTECH PHARMACEUTICALS INC.

Ticker: ANP.                      Security ID: 034918102  
 Meeting Date: JAN 20, 2004      Meeting Type: Special  
 Record Date: DEC 17, 2003

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| # | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------|---------|-----------|------------|
| 1 | Approve 2:1 Stock Split        | For     | For       | Management |
| 2 | Approve 2004 Stock Option Plan | For     | For       | Management |
| 3 | Other Business (Voting)        | For     | Against   | Management |

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### ANGIOTECH PHARMACEUTICALS INC.

Ticker: ANP. Security ID: 034918102  
 Meeting Date: JUN 10, 2004 Meeting Type: Annual/Special  
 Record Date: MAY 5, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1   | Fix Number of Directors                                   | For     | For       | Management |
| 2.1 | Elect Director William L. Hunter                          | For     | For       | Management |
| 2.2 | Elect Director David T. Howard                            | For     | For       | Management |
| 2.3 | Elect Director Hartley T. Richardson                      | For     | For       | Management |
| 2.4 | Elect Director Edward M. Brown                            | For     | For       | Management |
| 2.5 | Elect Director Arthur H. Willms                           | For     | For       | Management |
| 2.6 | Elect Director Glen D. Nelson                             | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |
| 4   | Authorize Board to Fix Remuneration of the Auditors       | For     | For       | Management |
| 5   | Amend Articles Re: Remove Pre-Existing Company Provisions | For     | For       | Management |
| 6   | Approve Unlimited Capital Authorization                   | For     | Against   | Management |
| 7   | Adopt New Articles  | For     | For       | Management |
| 8   | Other Business  | For     | Against   | Management |

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### ANN TAYLOR STORES CORP.

Ticker: ANN Security ID: 036115103  
 Meeting Date: APR 29, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Robert C. Grayson       | For     | For       | Management |
| 1.2 | Elect Director Rochelle B. Lazarus     | For     | For       | Management |
| 1.3 | Elect Director J. Patrick Spainhour    | For     | For       | Management |
| 1.4 | Elect Director Michael W. Trapp        | For     | For       | Management |
| 2   | Approve Executive Incentive Bonus Plan | For     | For       | Management |
| 3   | Ratify Auditors                        | For     | For       | Management |

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### AT&T CORP.

Ticker: T Security ID: 001957505  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 25, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Directors William F. Aldinger | For     | For       | Management |
| 1.2 | Elect Directors Kenneth T. Derr     | For     | For       | Management |
| 1.3 | Elect Directors David W. Dorman     | For     | For       | Management |
| 1.4 | Elect Directors M. Kathryn Eickhoff | For     | For       | Management |

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|      |           |   |         |         |             |
|------|-----------|---|---------|---------|-------------|
| 1.5  | Elect     | Directors Herbet L. Henkel                                | For     | For     | Management  |
| 1.6  | Elect     | Directors Frank C. Herringer                              | For     | For     | Management  |
| 1.7  | Elect     | Directors Shirley Ann Jackson                             | For     | For     | Management  |
| 1.8  | Elect     | Directors Jon C. Madonna                                  | For     | For     | Management  |
| 1.9  | Elect     | Directors Donald F. McHenry                               | For     | For     | Management  |
| 1.10 | Elect     | Directors Tony L. White                                   | For     | For     | Management  |
| 2    | Ratify    | Auditors  | For     | For     | Management  |
| 3    | Approve   | Omnibus Stock Plan  | For     | For     | Management  |
| 4    | Establish | Term Limits for Directors                                 | Against | Against | Shareholder |
| 5    | Submit    | Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For     | Shareholder |
| 6    | Separate  | Chairman and CEO Positions                                | Against | For     | Shareholder |
| 7    | Report    | on Executive Compensation                                 | Against | Against | Shareholder |

### AUTOZONE, INC.

Ticker: AZO Security ID: 053332102  
 Meeting Date: DEC 11, 2003 Meeting Type: Annual  
 Record Date: OCT 14, 2003

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Charles M. Elson    | For     | For       | Management |
| 1.2 | Elect Director Marsha J. Evans     | For     | For       | Management |
| 1.3 | Elect Director Earl G. Graves, Jr. | For     | For       | Management |
| 1.4 | Elect Director N. Gerry House      | For     | For       | Management |
| 1.5 | Elect Director J.R. Hyde, III      | For     | For       | Management |
| 1.6 | Elect Director Edward S. Lampert   | For     | For       | Management |
| 1.7 | Elect Director W. Andrew McKenna   | For     | For       | Management |
| 1.8 | Elect Director Steve Odland        | For     | For       | Management |
| 1.9 | Elect Director James J. Postl      | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

### BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: MAR 17, 2004 Meeting Type: Special  
 Record Date: JAN 26, 2004

| # | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|---|----------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement         | For     | For       | Management |
| 2 | Amend Omnibus Stock Plan         | For     | For       | Management |
| 3 | Increase Authorized Common Stock | For     | For       | Management |
| 4 | Adjourn Meeting                  | For     | Against   | Management |

### BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: APR 7, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William Barnet, III | For     | For       | Management |
| 1.2 | Elect Director Charles W. Coker    | For     | For       | Management |

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|      |            |  |                      |         |         |             |
|------|------------|--|----------------------|---------|---------|-------------|
| 1.3  | Elect      | Director   | John T. Collins      | For     | For     | Management  |
| 1.4  | Elect      | Director   | Gary L. Countryman   | For     | For     | Management  |
| 1.5  | Elect      | Director   | Paul Fulton          | For     | For     | Management  |
| 1.6  | Elect      | Director   | Charles K. Gifford   | For     | For     | Management  |
| 1.7  | Elect      | Director   | Donald E. Guinn      | For     | For     | Management  |
| 1.8  | Elect      | Director   | James H. Hance, Jr.  | For     | For     | Management  |
| 1.9  | Elect      | Director   | Kenneth D. Lewis     | For     | For     | Management  |
| 1.10 | Elect      | Director   | Walter E. Massey     | For     | For     | Management  |
| 1.11 | Elect      | Director   | Thomas J. May        | For     | For     | Management  |
| 1.12 | Elect      | Director   | C. Steven McMillan   | For     | For     | Management  |
| 1.13 | Elect      | Director   | Eugene M. McQuade    | For     | For     | Management  |
| 1.14 | Elect      | Director   | Patricia E. Mitchell | For     | For     | Management  |
| 1.15 | Elect      | Director   | Edward L. Romero     | For     | For     | Management  |
| 1.16 | Elect      | Director   | Thomas M. Ryan       | For     | For     | Management  |
| 1.17 | Elect      | Director   | O. Temple Sloan, Jr. | For     | For     | Management  |
| 1.18 | Elect      | Director   | Meredith R. Spangler | For     | For     | Management  |
| 1.19 | Elect      | Director   | Jackie M. Ward       | For     | For     | Management  |
| 2    | Ratify     | Auditors   |                      | For     | For     | Management  |
| 3    | Change     | Date of Annual Meeting                               |                      | Against | Against | Shareholder |
| 4    | Adopt      | Nomination Procedures for the Board                  |                      | Against | Against | Shareholder |
| 5    | Charitable | Contributions  |                      | Against | Against | Shareholder |
| 6    | Establish  | Independent Committee to Review Mutual Fund Policy   |                      | Against | Against | Shareholder |
| 7    | Adopt      | Standards Regarding Privacy and Information Security |                      | Against | Against | Shareholder |

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BOEING CO., THE

Ticker: BA Security ID: 097023105  
 Meeting Date: MAY 3, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director John H. Biggs   | For     | Withhold  | Management  |
| 1.2 | Elect Director John E. Bryson  | For     | Withhold  | Management  |
| 1.3 | Elect Director Linda Z. Cook   | For     | For       | Management  |
| 1.4 | Elect Director Rozanne L. Ridgway  | For     | Withhold  | Management  |
| 2   | Reduce Supermajority Vote Requirement  | For     | For       | Management  |
| 3   | Ratify Auditors  | For     | For       | Management  |
| 4   | Develop Ethical Criteria for Military Contracts  | Against | Against   | Shareholder |
| 5   | Adopt Amended Workplace Code of Conduct  | Against | For       | Shareholder |
| 6   | Declassify the Board of Directors  | Against | For       | Shareholder |
| 7   | Amend Vote Requirements to Amend Articles/Bylaws/Charter                                   | Against | For       | Shareholder |
| 8   | Submit Severance Agreement (Change-in-Control) to Shareholder Vote                         | Against | For       | Shareholder |
| 9   | Adopt a Policy that will Commit Executive & Directors to Hold at least 75% of their Shares | Against | For       | Shareholder |
| 10  | Provide Employees Choice of Pension Plans at Retirement or Termination                     | Against | Against   | Shareholder |

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BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108

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Meeting Date: MAY 4, 2004      Meeting Type: Annual

Record Date: MAR 8, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Peter R. Dolan   | For     | For       | Management  |
| 1.2 | Elect Director Louis V. Gerstner, Jr.                                   | For     | For       | Management  |
| 1.3 | Elect Director Leif Johansson   | For     | For       | Management  |
| 2   | Ratify Auditors   | For     | For       | Management  |
| 3   | Report on Political Contributions/Activities                            | Against | Against   | Shareholder |
| 4   | Cease Political Contributions/Activities                                | Against | Against   | Shareholder |
| 5   | Separate Chairman and CEO Positions                                     | Against | For       | Shareholder |
| 6   | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic      | Against | Against   | Shareholder |
| 7   | Require Affirmative Vote of a Majority of the Shares to Elect Directors | Against | Against   | Shareholder |

C. R. BARD, INC.

Ticker:           BCR                      Security ID: 067383109

Meeting Date: APR 21, 2004      Meeting Type: Annual

Record Date: MAR 1, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Anthony Welters       | For     | For       | Management |
| 1.2 | Elect Director Tony L. White         | For     | For       | Management |
| 1.3 | Elect Director Theodore E. Martin    | For     | For       | Management |
| 1.4 | Elect Director Timothy M. Ring       | For     | For       | Management |
| 2   | Approve Omnibus Stock Plan           | For     | For       | Management |
| 3   | Amend Executive Incentive Bonus Plan | For     | For       | Management |
| 4   | Ratify Auditors                      | For     | For       | Management |

CAREMARK RX, INC.

Ticker:           CMX                      Security ID: 141705103

Meeting Date: MAR 22, 2004      Meeting Type: Special

Record Date: FEB 5, 2004

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Increase Authorized Common Stock                              | For     | For       | Management |
| 2 | Approve Issuance of Stock in Connection with Merger Agreement | For     | For       | Management |
| 3 | Increase Authorized Preferred Stock                           | For     | Against   | Management |
| 4 | Approve Omnibus Stock Plan                                    | For     | For       | Management |
| 5 | Allow Postponement or Adjournment of Special Meeting          | For     | Against   | Management |

CAREMARK RX, INC.

Ticker:           CMX                      Security ID: 141705103

Meeting Date: MAY 4, 2004      Meeting Type: Annual

Record Date: APR 1, 2004

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| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Edwin M. Banks          | For     | For       | Management |
| 1.2 | Elect Director Colleen C. Welch, Ph.D. | For     | For       | Management |
| 1.3 | Elect Director Roger L. Headrick       | For     | For       | Management |
| 1.4 | Elect Director Jean-Pierre Millon      | For     | For       | Management |

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 11, 2003 Meeting Type: Annual  
 Record Date: SEP 12, 2003

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Carol A. Bartz   | For     | For       | Management  |
| 1.2  | Elect Director Larry R. Carter  | For     | For       | Management  |
| 1.3  | Elect Director John T. Chambers   | For     | For       | Management  |
| 1.4  | Elect Director Dr. James F. Gibbons                                       | For     | For       | Management  |
| 1.5  | Elect Director Dr. John L. Hennessy                                       | For     | For       | Management  |
| 1.6  | Elect Director Roderick C. McGearry                                       | For     | For       | Management  |
| 1.7  | Elect Director James C. Morgan  | For     | For       | Management  |
| 1.8  | Elect Director John P. Morgridge  | For     | For       | Management  |
| 1.9  | Elect Director Donald T. Valentine  | For     | For       | Management  |
| 1.10 | Elect Director Steven M. West   | For     | For       | Management  |
| 1.11 | Elect Director Jerry Yang   | For     | For       | Management  |
| 2    | Amend Employee Stock Purchase Plan  | For     | For       | Management  |
| 3    | Ratify Auditors   | For     | For       | Management  |
| 4    | Report on Company Products Used by the Government to Monitor the Internet | Against | Against   | Shareholder |
| 5    | Report on Pay Disparity   | Against | Against   | Shareholder |

CITIGROUP INC.

Ticker: C Security ID: 172967101  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

| #    | Proposal                                     | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director C. Michael Armstrong          | For     | For       | Management  |
| 1.2  | Elect Director Alain J.P. Belda              | For     | For       | Management  |
| 1.3  | Elect Director George David                  | For     | For       | Management  |
| 1.4  | Elect Director Kenneth T. Derr               | For     | For       | Management  |
| 1.5  | Elect Director John M. Deutch                | For     | For       | Management  |
| 1.6  | Elect Director Roberto Hernandez Ramirez     | For     | For       | Management  |
| 1.7  | Elect Director Ann Dibble Jordan             | For     | For       | Management  |
| 1.8  | Elect Director Dudley C. Mecum               | For     | For       | Management  |
| 1.9  | Elect Director Richard D. Parsons            | For     | For       | Management  |
| 1.10 | Elect Director Andrall E. Pearson            | For     | For       | Management  |
| 1.11 | Elect Director Charles Prince                | For     | For       | Management  |
| 1.12 | Elect Director Robert E. Rubin               | For     | For       | Management  |
| 1.13 | Elect Director Franklin A. Thomas            | For     | For       | Management  |
| 1.14 | Elect Director Sanford I. Weill              | For     | For       | Management  |
| 1.15 | Elect Director Robert B. Willumstad          | For     | For       | Management  |
| 2    | Ratify Auditors                              | For     | For       | Management  |
| 3    | Limit Executive Compensation                 | Against | Against   | Shareholder |
| 4    | Report on Political Contributions/Activities | Against | Against   | Shareholder |



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|   |                                     |         |         |             |
|---|-------------------------------------|---------|---------|-------------|
| 5 | Prohibit Awards to Executives       | Against | Against | Shareholder |
| 6 | Separate Chairman and CEO Positions | Against | Against | Shareholder |

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### COCA-COLA ENTERPRISES INC.

Ticker: CCE Security ID: 191219104  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: MAR 4, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director John R. Alm  | For     | For       | Management  |
| 1.2 | Elect Director J. Trevor Eyton  | For     | For       | Management  |
| 1.3 | Elect Director Gary P. Fayard   | For     | For       | Management  |
| 1.4 | Elect Director L. Phillip Humann                                      | For     | For       | Management  |
| 1.5 | Elect Director Paula G. Rosput  | For     | For       | Management  |
| 2   | Approve Executive Incentive Bonus Plan                                | For     | For       | Management  |
| 3   | Approve Omnibus Stock Plan  | For     | For       | Management  |
| 4   | Amend Deferred Compensation Plan                                      | For     | For       | Management  |
| 5   | Approve Employee Stock Purchase Plan                                  | For     | For       | Management  |
| 6   | Approve Employee Stock Purchase Plan                                  | For     | For       | Management  |
| 7   | Ratify Auditors   | For     | For       | Management  |
| 8   | Submit Severance Agreement<br>(Change-in-Control) to Shareholder Vote | Against | For       | Shareholder |
| 9   | Report on Recycling Policy  | Against | Against   | Shareholder |

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### CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 10, 2004

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director David L. Boren                                | For     | For       | Management  |
| 1.2 | Elect Director James E. Copeland, Jr.                        | For     | For       | Management  |
| 1.3 | Elect Director Kenneth M. Duberstein                         | For     | For       | Management  |
| 1.4 | Elect Director Ruth R. Harkin                                | For     | For       | Management  |
| 1.5 | Elect Director William R. Rhodes                             | For     | For       | Management  |
| 1.6 | Elect Director J. Stapleton Roy                              | For     | For       | Management  |
| 2   | Ratify Auditors  | For     | For       | Management  |
| 3   | Approve Omnibus Stock Plan                                   | For     | For       | Management  |
| 4   | Limit Executive Compensation                                 | Against | Against   | Shareholder |
| 5   | Limit Executive Compensation                                 | Against | Against   | Shareholder |
| 6   | Report on Drilling in the Arctic National<br>Wildlife Refuge | Against | Against   | Shareholder |

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### CV THERAPEUTICS INC.

Ticker: CVTX Security ID: 126667104  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas Gutshall | For     | Withhold  | Management |

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|     |        |  |     |     |            |
|-----|--------|--|-----|-----|------------|
| 1.2 | Elect  | Director Kenneth Lee, Jr.              | For | For | Management |
| 1.3 | Elect  | Director Costa Sevastopoulos,<br>Ph.D. | For | For | Management |
| 2   | Amend  | Omnibus Stock Plan                     | For | For | Management |
| 3   | Ratify | Auditors                               | For | For | Management |

### DELL INC.

Ticker: DELL Security ID: 247025109  
 Meeting Date: JUL 18, 2003 Meeting Type: Annual  
 Record Date: MAY 23, 2003

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Michael A. Miles        | For     | For       | Management |
| 1.2 | Elect Director Alex J. Mandl           | For     | For       | Management |
| 1.3 | Elect Director Morton L. Topfer        | For     | For       | Management |
| 2   | Declassify the Board of Directors      | For     | For       | Management |
| 3   | Change Company Name                    | For     | For       | Management |
| 4   | Approve Executive Incentive Bonus Plan | For     | For       | Management |

### ENTERGY CORP.

Ticker: ETR Security ID: 29364G103  
 Meeting Date: MAY 14, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Maureen Scannell Bateman                               | For     | For       | Management  |
| 1.2  | Elect Director W. Frank Blount  | For     | For       | Management  |
| 1.3  | Elect Director Simon D. deBree  | For     | For       | Management  |
| 1.4  | Elect Director Claiborne P. Deming                                    | For     | For       | Management  |
| 1.5  | Elect Director Alexis M. Herman                                       | For     | For       | Management  |
| 1.6  | Elect Director Donald C. Hintz  | For     | For       | Management  |
| 1.7  | Elect Director J. Wayne Leonard                                       | For     | For       | Management  |
| 1.8  | Elect Director Robert v.d. Luft                                       | For     | For       | Management  |
| 1.9  | Elect Director Kathleen A. Murphy                                     | For     | For       | Management  |
| 1.10 | Elect Director Paul W. Murrill  | For     | For       | Management  |
| 1.11 | Elect Director James R. Nichols                                       | For     | For       | Management  |
| 1.12 | Elect Director William A. Percy, II                                   | For     | For       | Management  |
| 1.13 | Elect Director Dennis H. Reilley                                      | For     | For       | Management  |
| 1.14 | Elect Director Wm. Clifford Smith                                     | For     | For       | Management  |
| 1.15 | Elect Director Bismark A. Steinhagen                                  | For     | For       | Management  |
| 1.16 | Elect Director Steven V. Wilkinson                                    | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Submit Severance Agreement<br>(Change-in-Control) to Shareholder Vote | Against | Against   | Shareholder |
| 4    | Restore or Provide for Cumulative Voting                              | Against | Against   | Shareholder |
| 5    | Prohibit Awards to Executives   | Against | Against   | Shareholder |

### EXELON CORP.

Ticker: EXC Security ID: 30161N101  
 Meeting Date: APR 27, 2004 Meeting Type: Annual

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Record Date: MAR 1, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Nicholas DeBenedictis   | For     | For       | Management |
| 1.2 | Elect Director G. Fred Dibona, Jr.     | For     | For       | Management |
| 1.3 | Elect Director Sue L. Gin              | For     | For       | Management |
| 1.4 | Elect Director Edgar D. Jannotta       | For     | For       | Management |
| 2   | Ratify Auditors                        | For     | For       | Management |
| 3   | Approve Executive Incentive Bonus Plan | For     | For       | Management |

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FIRST DATA CORP.

Ticker:            FDC                      Security ID: 319963104  
 Meeting Date: OCT 28, 2003    Meeting Type: Special  
 Record Date:    SEP 8, 2003

| # | Proposal                 | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For     | For       | Management |

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FIRST HORIZON NATIONAL CORP

Ticker:            FHN                      Security ID: 337162101  
 Meeting Date: APR 20, 2004    Meeting Type: Annual  
 Record Date:    FEB 27, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert C. Blattberg | For     | For       | Management |
| 1.2 | Elect Director J. Kenneth Glass    | For     | For       | Management |
| 1.3 | Elect Director Michael D. Rose     | For     | For       | Management |
| 1.4 | Elect Director Luke Yancy III      | For     | Withhold  | Management |
| 1.5 | Elect Director Mary F. Sammons     | For     | For       | Management |
| 2   | Change Company Name                | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan           | For     | For       | Management |
| 4   | Ratify Auditors                    | For     | For       | Management |

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FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker:            FCX                      Security ID: 35671D857  
 Meeting Date: MAY 6, 2004    Meeting Type: Annual  
 Record Date:    MAR 12, 2004

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Robert J. Allison, Jr.            | For     | For       | Management  |
| 1.2 | Elect Director R. Leigh Clifford                 | For     | Withhold  | Management  |
| 1.3 | Elect Director James R. Moffett                  | For     | For       | Management  |
| 1.4 | Elect Director B. M. Rankin, Jr.                 | For     | For       | Management  |
| 1.5 | Elect Director J. Taylor Wharton                 | For     | For       | Management  |
| 2   | Ratify Auditors                                  | For     | For       | Management  |
| 3   | Approve Non-Employee Director Omnibus Stock Plan | For     | For       | Management  |
| 4   | Halt Payments to Indonesian Military             | Against | Against   | Shareholder |

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GAP, INC., THE

Ticker: GPS Security ID: 364760108  
 Meeting Date: MAY 12, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #    | Proposal                               | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Howard Behar            | For     | For       | Management  |
| 1.2  | Elect Director Adrian D.P. Bellamy     | For     | For       | Management  |
| 1.3  | Elect Director Donald G. Fisher        | For     | For       | Management  |
| 1.4  | Elect Director Doris F. Fisher         | For     | For       | Management  |
| 1.5  | Elect Director Robert J. Fisher        | For     | For       | Management  |
| 1.6  | Elect Director Glenda A. Hatchett      | For     | For       | Management  |
| 1.7  | Elect Director Penelope L. Hughes      | For     | For       | Management  |
| 1.8  | Elect Director Bob L. Martin           | For     | For       | Management  |
| 1.9  | Elect Director Jorge P. Montoya        | For     | For       | Management  |
| 1.10 | Elect Director Paul S. Pressler        | For     | For       | Management  |
| 1.11 | Elect Director James M. Schneider      | For     | For       | Management  |
| 1.12 | Elect Director Mayo A. Shattuck III    | For     | For       | Management  |
| 1.13 | Elect Director Margaret C. Whitman     | For     | For       | Management  |
| 2    | Ratify Auditors                        | For     | For       | Management  |
| 3    | Approve Executive Incentive Bonus Plan | For     | For       | Management  |
| 4    | Limit Executive Compensation           | Against | Against   | Shareholder |

GEORGIA-PACIFIC CORP.

Ticker: GP Security ID: 373298108  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual  
 Record Date: MAR 10, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Barbara L. Bowles       | For     | Withhold  | Management |
| 1.2 | Elect Director Donald V. Fites         | For     | Withhold  | Management |
| 1.3 | Elect Director David R. Goode          | For     | Withhold  | Management |
| 1.4 | Elect Director Karen N. Horn           | For     | For       | Management |
| 1.5 | Elect Director William R. Johnson      | For     | For       | Management |
| 1.6 | Elect Director James B. Williams       | For     | Withhold  | Management |
| 2   | Amend Omnibus Stock Plan               | For     | For       | Management |
| 3   | Approve Executive Incentive Bonus Plan | For     | For       | Management |
| 4   | Ratify Auditors                        | For     | For       | Management |

GUIDANT CORP.

Ticker: GDT Security ID: 401698105  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 11, 2004

| #   | Proposal                                     | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Maurice A. Cox, Jr.           | For     | For       | Management |
| 1.2 | Elect Director Nancy-Ann Min DeParle         | For     | For       | Management |
| 1.3 | Elect Director Ronald W. Dollens             | For     | For       | Management |
| 1.4 | Elect Director Enrique C. Falla              | For     | For       | Management |
| 1.5 | Elect Director Kristina M. Johnson,<br>Ph.D. | For     | For       | Management |

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|   |                       |         |     |             |
|---|-----------------------|---------|-----|-------------|
| 2 | Ratify Auditors       | For     | For | Management  |
| 3 | Expense Stock Options | Against | For | Shareholder |

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HALLIBURTON CO.

Ticker: HAL Security ID: 406216101  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Robert L. Crandall                                       | For     | For       | Management  |
| 1.2  | Elect Director Kenneth T. Derr  | For     | For       | Management  |
| 1.3  | Elect Director Charles J. DiBona  | For     | For       | Management  |
| 1.4  | Elect Director W. R. Howell   | For     | For       | Management  |
| 1.5  | Elect Director Ray L. Hunt  | For     | For       | Management  |
| 1.6  | Elect Director David J. Lesar   | For     | For       | Management  |
| 1.7  | Elect Director Aylwin B. Lewis  | For     | For       | Management  |
| 1.8  | Elect Director J. Landis Martin   | For     | For       | Management  |
| 1.9  | Elect Director Jay A. Precourt  | For     | For       | Management  |
| 1.10 | Elect Director Debra L. Reed  | For     | For       | Management  |
| 1.11 | Elect Director C. J. Silas  | For     | For       | Management  |
| 2    | Increase Authorized Common Stock  | For     | For       | Management  |
| 3    | Review/Report on Operations in Iran                                     | Against | Against   | Shareholder |
| 4    | Require Affirmative Vote of a Majority of the Shares to Elect Directors | Against | Against   | Shareholder |
| 5    | Separate Chairman and CEO Positions                                     | Against | Against   | Shareholder |

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HONDA MOTOR CO. LTD.

Ticker: HMC Security ID: 438128308  
 Meeting Date: JUN 23, 2004 Meeting Type: Annual  
 Record Date: MAY 28, 2004

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1    | APPROVAL OF PROPOSAL FOR APPROPRIATION OF RETAINED EARNINGS FOR THE 80TH FISCAL YEAR. | For     | For       | Management |
| 2    | PARTIAL AMENDMENTS TO THE ARTICLES OF INCORPORATION.                                  | For     | For       | Management |
| 3.1  | Elect Director T. Fukui   | For     | For       | Management |
| 3.2  | Elect Director K. Amemiya   | For     | For       | Management |
| 3.3  | Elect Director M. Hagino  | For     | For       | Management |
| 3.4  | Elect Director M. Harada  | For     | For       | Management |
| 3.5  | Elect Director M. Shiraishi   | For     | For       | Management |
| 3.6  | Elect Director S. Aoki  | For     | For       | Management |
| 3.7  | Elect Director A. Hyogo   | For     | For       | Management |
| 3.8  | Elect Director S. Dobashi   | For     | For       | Management |
| 3.9  | Elect Director S. Toshida   | For     | For       | Management |
| 3.10 | Elect Director K. Hirashima   | For     | For       | Management |
| 3.11 | Elect Director K. Kondo   | For     | For       | Management |
| 3.12 | Elect Director Y. Ikenoya   | For     | For       | Management |
| 3.13 | Elect Director T. Onda  | For     | For       | Management |
| 3.14 | Elect Director A. Takano  | For     | For       | Management |
| 3.15 | Elect Director T. Ito   | For     | For       | Management |
| 3.16 | Elect Director S. Kishi   | For     | For       | Management |
| 3.17 | Elect Director H. Yoshino   | For     | For       | Management |

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|      |  |                         |     |     |            |
|------|--|-------------------------|-----|-----|------------|
| 3.18 | Elect  | Director M. Yoshimi     | For | For | Management |
| 3.19 | Elect  | Director M. Kato        | For | For | Management |
| 3.20 | Elect  | Director S. Takagi      | For | For | Management |
| 3.21 | Elect  | Director H. Kuroda      | For | For | Management |
| 3.22 | Elect  | Director A. Hamada      | For | For | Management |
| 3.23 | Elect  | Director T. Kowashi     | For | For | Management |
| 3.24 | Elect  | Director T. Iwamura     | For | For | Management |
| 3.25 | Elect  | Director T. Yamamoto    | For | For | Management |
| 3.26 | Elect  | Director M. Takabayashi | For | For | Management |
| 3.27 | Elect  | Director T. Oyamo       | For | For | Management |
| 3.28 | Elect  | Director S. Kanazawa    | For | For | Management |
| 3.29 | Elect  | Director M. Nishimae    | For | For | Management |
| 3.30 | Elect  | Director F. Ike         | For | For | Management |
| 3.31 | Elect  | Director M. Yamashita   | For | For | Management |
| 3.32 | Elect  | Director H. Kobayashi   | For | For | Management |
| 3.33 | Elect  | Director K. Sagawa*     | For | For | Management |
| 3.34 | Elect  | Director K. Iiyama*     | For | For | Management |
| 3.35 | Elect  | Director H. Oshima*     | For | For | Management |
| 3.36 | Elect  | Director S. Minekawa*   | For | For | Management |
| 4    | ELECTION AS CORPORATE AUDITOR: KOJI MIYAJIMA   |                         | For | For | Management |
| 5    | ELECTION AS CORPORATE AUDITOR: HIROSHI OKUBO   |                         | For | For | Management |
| 6    | ELECTION AS CORPORATE AUDITOR: FUMIHIKO SAITO  |                         | For | For | Management |
| 7    | REVISION OF AMOUNT OF REMUNERATION PAYABLE TO DIRECTORS.   |                         | For | For | Management |
| 8    | PAYMENT OF BONUS TO DIRECTORS AND CORPORATE AUDITORS FOR THE 80TH FISCAL YEAR.                                   |                         | For | For | Management |
| 9    | PRESENTATION OF RETIREMENT ALLOWANCE TO RETIRING DIRECTORS AND CORPORATE AUDITORS FOR THEIR RESPECTIVE SERVICES. |                         | For | For | Management |

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KERR-MCGEE CORP.

Ticker: KMG Security ID: 492386107  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William E. Bradford                   | For     | For       | Management  |
| 1.2 | Elect Director Luke R. Corbett                       | For     | For       | Management  |
| 1.3 | Elect Director David C Genever-Watling               | For     | For       | Management  |
| 1.4 | Elect Director Farah M. Walters                      | For     | For       | Management  |
| 2   | Ratify Auditors                                      | For     | For       | Management  |
| 3   | Establishment of an Office of the Board of Directors | Against | For       | Shareholder |

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KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103  
 Meeting Date: APR 29, 2004 Meeting Type: Annual  
 Record Date: MAR 1, 2004

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

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|     |        |   |         |          |             |
|-----|--------|---|---------|----------|-------------|
| 1.1 | Elect  | Director Pastora San Juan Cafferty                        | For     | Withhold | Management  |
| 1.2 | Elect  | Director Claudio X. Gonzalez                              | For     | Withhold | Management  |
| 1.3 | Elect  | Director Linda Johnson Rice                               | For     | Withhold | Management  |
| 1.4 | Elect  | Director Marc J. Shapiro                                  | For     | Withhold | Management  |
| 2   | Amend  | Omnibus Stock Plan  | For     | For      | Management  |
| 3   | Ratify | Auditors  | For     | For      | Management  |
| 4   | Submit | Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For      | Shareholder |

### L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Claude R. Canizares | For     | For       | Management |
| 1.2 | Elect Director Thomas A. Corcoran  | For     | For       | Management |
| 1.3 | Elect Director Alan H. Washkowitz  | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan           | For     | For       | Management |
| 4   | Amend Omnibus Stock Plan           | For     | For       | Management |

### LIZ CLAIBORNE, INC.

Ticker: LIZ Security ID: 539320101  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Raul J. Fernandez   | For     | For       | Management |
| 1.2 | Elect Director Mary Kay Haben      | For     | For       | Management |
| 1.3 | Elect Director Kenneth P. Kopelman | For     | For       | Management |
| 1.4 | Elect Director Arthur C. Martinez  | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

### LOCKHEED MARTIN CORP.

Ticker: LMT Security ID: 539830109  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: MAR 1, 2004

| #    | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director E.C. 'Pete' Aldridge, Jr. | For     | For       | Management |
| 1.2  | Elect Director Nolan D. Archibald        | For     | For       | Management |
| 1.3  | Elect Director Norman R. Augustine       | For     | Withhold  | Management |
| 1.4  | Elect Director Marcus C. Bennett         | For     | For       | Management |
| 1.5  | Elect Director Vance D. Coffman          | For     | For       | Management |
| 1.6  | Elect Director Gwendolyn S. King         | For     | For       | Management |
| 1.7  | Elect Director Douglas H. McCorkindale   | For     | For       | Management |
| 1.8  | Elect Director Eugene F. Murphy          | For     | For       | Management |
| 1.9  | Elect Director Joseph W. Ralston         | For     | Withhold  | Management |
| 1.10 | Elect Director Frank Savage              | For     | For       | Management |

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|      |           |   |         |         |             |
|------|-----------|---|---------|---------|-------------|
| 1.11 | Elect     | Director Anne Stevens                                     | For     | For     | Management  |
| 1.12 | Elect     | Director Robert J. Stevens                                | For     | For     | Management  |
| 1.13 | Elect     | Director James R. Ukropina                                | For     | For     | Management  |
| 1.14 | Elect     | Director Douglas C. Yearley                               | For     | For     | Management  |
| 2    | Ratify    | Auditors  | For     | For     | Management  |
| 3    | Report on | Executive Ties to Government                              | Against | Against | Shareholder |
| 4    | Submit    | Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | Against | Shareholder |
| 5    | Prohibit  | Auditor from Providing Non-Audit Services                 | Against | Against | Shareholder |
| 6    | Develop   | Ethical Criteria for Military Contracts                   | Against | Against | Shareholder |

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### MCKESSON CORP.

Ticker: MCK Security ID: 58155Q103  
 Meeting Date: JUL 30, 2003 Meeting Type: Annual  
 Record Date: JUN 3, 2003

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Alton F. Irby III                                   | For     | For       | Management  |
| 1.2 | Elect Director James V. Napier                                     | For     | For       | Management  |
| 2   | Ratify Auditors  | For     | For       | Management  |
| 3   | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For       | Shareholder |

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### MEDTRONIC, INC.

Ticker: MDT Security ID: 585055106  
 Meeting Date: AUG 28, 2003 Meeting Type: Annual  
 Record Date: JUL 3, 2003

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Richard H. Anderson     | For     | For       | Management |
| 1.2 | Elect Director Michael R. Bonsignore   | For     | For       | Management |
| 1.3 | Elect Director Gordon M. Sprenger      | For     | Withhold  | Management |
| 2   | Ratify Auditors                        | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan             | For     | For       | Management |
| 4   | Approve Executive Incentive Bonus Plan | For     | For       | Management |

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### MERCK & CO., INC.

Ticker: MRK Security ID: 589331107  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: FEB 24, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Peter C. Wendell | For     | For       | Management |
| 1.2 | Elect Director William G. Bowen | For     | For       | Management |
| 1.3 | Elect Director William M. Daley | For     | For       | Management |
| 1.4 | Elect Director Thomas E. Shenk  | For     | For       | Management |
| 1.5 | Elect Director Wendell P. Weeks | For     | For       | Management |
| 2   | Ratify Auditors                 | For     | For       | Management |



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|   |  |         |         |             |
|---|--|---------|---------|-------------|
| 3 | Declassify the Board of Directors                                  | For     | For     | Management  |
| 4 | Prohibit Awards to Executives                                      | Against | Against | Shareholder |
| 5 | Develop Ethical Criteria for Patent Extension                      | Against | Against | Shareholder |
| 6 | Link Executive Compensation to Social Issues                       | Against | Against | Shareholder |
| 7 | Report on Political Contributions                                  | Against | Against | Shareholder |
| 8 | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against | Shareholder |

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### MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 11, 2003 Meeting Type: Annual  
 Record Date: SEP 12, 2003

| #    | Proposal                                      | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director William H. Gates, III          | For     | For       | Management  |
| 1.2  | Elect Director Steven A. Ballmer              | For     | For       | Management  |
| 1.3  | Elect Director James I. Cash, Jr., Ph.D.      | For     | For       | Management  |
| 1.4  | Elect Director Raymond V. Gilmartin           | For     | For       | Management  |
| 1.5  | Elect Director Ann McLaughlin Korologos       | For     | For       | Management  |
| 1.6  | Elect Director David F. Marquardt             | For     | For       | Management  |
| 1.7  | Elect Director Charles H. Noski               | For     | For       | Management  |
| 1.8  | Elect Director Dr. Helmut Panke               | For     | For       | Management  |
| 1.9  | Elect Director Wm. G. Reed, Jr.               | For     | For       | Management  |
| 1.10 | Elect Director Jon A. Shirley                 | For     | Withhold  | Management  |
| 2    | Amend Omnibus Stock Plan                      | For     | For       | Management  |
| 3    | Amend Non-Employee Director Stock Option Plan | For     | For       | Management  |
| 4    | Refrain from Giving Charitable Contributions  | Against | Against   | Shareholder |

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### MORGAN STANLEY

Ticker: MWD Security ID: 617446448  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 20, 2004

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director John W. Madigan                                     | For     | Withhold  | Management  |
| 1.2 | Elect Director Dr. Klaus Zumwinkel                                 | For     | For       | Management  |
| 1.3 | Elect Director Sir Howard Davies                                   | For     | For       | Management  |
| 2   | Ratify Auditors  | For     | For       | Management  |
| 3   | Declassify the Board of Directors                                  | Against | For       | Shareholder |
| 4   | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For       | Shareholder |
| 5   | Report on Political Contributions/Activities                       | Against | Against   | Shareholder |

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### MYLAN LABORATORIES INC.

Ticker: MYL Security ID: 628530107

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Meeting Date: JUL 25, 2003 Meeting Type: Annual

Record Date: MAY 23, 2003

| #    | Proposal                                       | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director Milan Puskar                    | For     | For       | Management |
| 1.2  | Elect Director Robert J. Coury                 | For     | For       | Management |
| 1.3  | Elect Director Wendy Cameron                   | For     | For       | Management |
| 1.4  | Elect Director Laurence S. DeLynn              | For     | For       | Management |
| 1.5  | Elect Director John C. Gaisford, M.D.          | For     | For       | Management |
| 1.6  | Elect Director Douglas J. Leech                | For     | Withhold  | Management |
| 1.7  | Elect Director Joseph C. Maroon, M.D.          | For     | For       | Management |
| 1.8  | Elect Director Patricia A. Sunseri             | For     | For       | Management |
| 1.9  | Elect Director C.B. Todd                       | For     | For       | Management |
| 1.10 | Elect Director Randall L. Vanderveen,<br>Ph.D. | For     | For       | Management |
| 1.11 | Elect Director Stuart A. Williams, Esq.        | For     | For       | Management |
| 2    | Increase Authorized Common Stock               | For     | For       | Management |
| 3    | Approve Omnibus Stock Plan                     | For     | For       | Management |

### NATIONAL CITY CORP.

Ticker: NCC Security ID: 635405103

Meeting Date: APR 27, 2004 Meeting Type: Annual

Record Date: MAR 5, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director John E. Barfield      | For     | For       | Management |
| 1.2  | Elect Director James S. Broadhurst   | For     | For       | Management |
| 1.3  | Elect Director John W. Brown         | For     | For       | Management |
| 1.4  | Elect Director Christopher M. Connor | For     | For       | Management |
| 1.5  | Elect Director David A. Daberko      | For     | For       | Management |
| 1.6  | Elect Director Joseph T. Gorman      | For     | For       | Management |
| 1.7  | Elect Director Bernadine P. Healy    | For     | For       | Management |
| 1.8  | Elect Director Paul A. Ormond        | For     | For       | Management |
| 1.9  | Elect Director Robert A. Paul        | For     | For       | Management |
| 1.10 | Elect Director Gerald L. Shaheen     | For     | For       | Management |
| 1.11 | Elect Director Jerry Sue Thornton    | For     | For       | Management |
| 1.12 | Elect Director Morry Weiss           | For     | For       | Management |
| 2    | Approve Omnibus Stock Plan           | For     | For       | Management |
| 3    | Amend Executive Incentive Bonus Plan | For     | For       | Management |
| 4    | Ratify Auditors                      | For     | For       | Management |

### NOKIA CORP.

Ticker: NOK Security ID: 654902204

Meeting Date: MAR 25, 2004 Meeting Type: Annual

Record Date: JAN 30, 2004

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | APPROVAL OF THE INCOME STATEMENTS AND THE<br>BALANCE SHEETS.  | For     | For       | Management |
| 2 | APPROVAL OF A DIVIDEND OF EUR 0.30 PER<br>SHARE.  | For     | For       | Management |
| 3 | APPROVAL OF THE DISCHARGE OF THE<br>CHAIRMAN, THE MEMBERS OF THE BOARD OF<br>DIRECTORS AND THE PRESIDENT FROM | For     | For       | Management |

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| LIABILITY. |  |          |                   |      |         |            |
|------------|--|----------|-------------------|------|---------|------------|
| 4.1        | Elect  | Director | Paul J. Collins   | For  | For     | Management |
| 4.2        | Elect  | Director | Georg Ehrnrooth   | For  | For     | Management |
| 4.3        | Elect  | Director | Bengt Holmstrom   | For  | For     | Management |
| 4.4        | Elect  | Director | Per Karlsson      | For  | For     | Management |
| 4.5        | Elect  | Director | Jorma Ollila      | For  | For     | Management |
| 4.6        | Elect  | Director | Marjorie Scardino | For  | For     | Management |
| 4.7        | Elect  | Director | Vesa Vainio       | For  | For     | Management |
| 4.8        | Elect  | Director | Arne Wessberg     | For  | For     | Management |
| 5          | Ratify   | Auditors |                   | For  | For     | Management |
| 6          | APPROVAL OF THE PROPOSAL OF THE BOARD TO REDUCE THE SHARE CAPITAL THROUGH CANCELLATION OF NOKIA SHARES HELD BY THE COMPANY   |          |                   | For  | For     | Management |
| 7          | APPROVAL OF THE AUTHORIZATION TO THE BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY.   |          |                   | For  | For     | Management |
| 8          | APPROVAL OF THE AUTHORIZATION TO THE BOARD TO REPURCHASE NOKIA SHARES.   |          |                   | For  | For     | Management |
| 9          | APPROVAL OF THE AUTHORIZATION TO THE BOARD TO DISPOSE NOKIA SHARES HELD BY THE COMPANY.  |          |                   | For  | For     | Management |
| 10         | APPROVAL OF THE PROPOSAL OF THE BOARD TO INCREASE THE CAPITAL OF THE FOUNDATION OF NOKIA CORPORATION.  |          |                   | For  | For     | Management |
| 11         | MARK THE FOR BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO ANY ONE OF MARIANNA UOTINEN-TARKOMA, ESA KAUNISTOLA, BOTH LEGAL COUNSELS OF NOKIA CORPORATION, TO AUTHORIZE ANY OF THEM (WITH FULL POWER OF SUBSTITUTION) TO VOTE, IN THEIR DISCR |          |                   | None | Against | Management |

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### NORFOLK SOUTHERN CORP.

Ticker: NSC Security ID: 655844108  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alston D. Correll     | For     | For       | Management |
| 1.2 | Elect Director Landon Hilliard       | For     | For       | Management |
| 1.3 | Elect Director Burton M. Joyce       | For     | For       | Management |
| 1.4 | Elect Director Jane Margaret O'Brien | For     | For       | Management |
| 2   | Ratify Auditors                      | For     | For       | Management |

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### NORTHROP GRUMMAN CORP.

Ticker: NOC Security ID: 666807102  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Lewis W. Coleman | For     | For       | Management |
| 1.2 | Elect Director J. Michael Cook  | For     | For       | Management |
| 1.3 | Elect Director Philip A. Odeen  | For     | For       | Management |

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|     |            |   |         |         |             |
|-----|------------|---|---------|---------|-------------|
| 1.4 | Elect      | Director Aulana L. Peters               | For     | For     | Management  |
| 1.5 | Elect      | Director Kevin W. Sharer                | For     | For     | Management  |
| 2   | Ratify     | Auditors                                | For     | For     | Management  |
| 3   | Develop    | Ethical Criteria for Military Contracts | Against | Against | Shareholder |
| 4   | Declassify | the Board of Directors                  | Against | For     | Shareholder |

### OCCIDENTAL PETROLEUM CORP.

Ticker: OXY Security ID: 674599105  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: MAR 3, 2004

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Ronald W. Burkle                   | For     | For       | Management  |
| 1.2  | Elect Director John S. Chalsty                    | For     | For       | Management  |
| 1.3  | Elect Director Edward P. Djerejian                | For     | For       | Management  |
| 1.4  | Elect Director R. Chad Dreier                     | For     | For       | Management  |
| 1.5  | Elect Director John E. Feick                      | For     | For       | Management  |
| 1.6  | Elect Director Ray R. Irani                       | For     | For       | Management  |
| 1.7  | Elect Director Dale R. Laurance                   | For     | For       | Management  |
| 1.8  | Elect Director Irvin W. Maloney                   | For     | For       | Management  |
| 1.9  | Elect Director Rodolfo Segovia                    | For     | For       | Management  |
| 1.10 | Elect Director Aziz D. Syriani                    | For     | For       | Management  |
| 1.11 | Elect Director Rosemary Tomich                    | For     | For       | Management  |
| 1.12 | Elect Director Walter L. Weisman                  | For     | For       | Management  |
| 2    | Ratify Auditors                                   | For     | For       | Management  |
| 3    | Amend Non-Employee Director Restricted Stock Plan | For     | For       | Management  |
| 4    | Prohibit Awards to Executives                     | Against | Against   | Shareholder |

### PACCAR INC.

Ticker: PCAR Security ID: 693718108  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 1, 2004

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director David K. Newbigging                               | For     | For       | Management  |
| 1.2 | Elect Director Harry C. Stonecipher                              | For     | For       | Management  |
| 1.3 | Elect Director Harold A. Wagner                                  | For     | For       | Management  |
| 2   | Increase Authorized Common Stock                                 | For     | For       | Management  |
| 3   | Amend Deferred Compensation Plan                                 | For     | For       | Management  |
| 4   | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For       | Shareholder |
| 5   | Limit Awards to Executives                                       | Against | Against   | Shareholder |

### PEPSICO, INC.

Ticker: PEP Security ID: 713448108  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

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| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director John F. Akers                                       | For     | For       | Management  |
| 1.2  | Elect Director Robert E. Allen                                     | For     | For       | Management  |
| 1.3  | Elect Director Ray L. Hunt   | For     | For       | Management  |
| 1.4  | Elect Director Arthur C. Martinez                                  | For     | For       | Management  |
| 1.5  | Elect Director Indra K. Nooyi                                      | For     | For       | Management  |
| 1.6  | Elect Director Franklin D. Raines                                  | For     | For       | Management  |
| 1.7  | Elect Director Steven S. Reinemund                                 | For     | For       | Management  |
| 1.8  | Elect Director Sharon Percy Rockefeller                            | For     | For       | Management  |
| 1.9  | Elect Director James J. Schiro                                     | For     | For       | Management  |
| 1.10 | Elect Director Franklin A. Thomas                                  | For     | For       | Management  |
| 1.11 | Elect Director Cynthia M. Trudell                                  | For     | For       | Management  |
| 1.12 | Elect Director Solomon D. Trujillo                                 | For     | For       | Management  |
| 1.13 | Elect Director Daniel Vasella                                      | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Approve Executive Incentive Bonus Plan                             | For     | For       | Management  |
| 4    | Report on Political Contributions/Activities                       | Against | Against   | Shareholder |
| 5    | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against   | Shareholder |

PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Michael S. Brown                                    | For     | For       | Management  |
| 1.2  | Elect Director M. Anthony Burns                                    | For     | For       | Management  |
| 1.3  | Elect Director Robert N. Burt                                      | For     | For       | Management  |
| 1.4  | Elect Director W. Don Cornwell                                     | For     | For       | Management  |
| 1.5  | Elect Director William H. Gray III                                 | For     | For       | Management  |
| 1.6  | Elect Director Constance J. Horner                                 | For     | For       | Management  |
| 1.7  | Elect Director William R. Howell                                   | For     | For       | Management  |
| 1.8  | Elect Director Stanley O. Ikenberry                                | For     | For       | Management  |
| 1.9  | Elect Director George A. Lorch                                     | For     | For       | Management  |
| 1.10 | Elect Director Henry A. Mckinnell                                  | For     | For       | Management  |
| 1.11 | Elect Director Dana G. Mead  | For     | For       | Management  |
| 1.12 | Elect Director Franklin D. Raines                                  | For     | For       | Management  |
| 1.13 | Elect Director Ruth J. Simmons                                     | For     | For       | Management  |
| 1.14 | Elect Director William C. Steere, Jr.                              | For     | For       | Management  |
| 1.15 | Elect Director Jean-Paul Valles                                    | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Approve Omnibus Stock Plan   | For     | For       | Management  |
| 4    | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against   | Shareholder |
| 5    | Cease Political Contributions/Activities                           | Against | Against   | Shareholder |
| 6    | Report on Political Contributions/Activities                       | Against | Against   | Shareholder |
| 7    | Establish Term Limits for Directors                                | Against | Against   | Shareholder |
| 8    | Report on Drug Pricing   | Against | Against   | Shareholder |
| 9    | Limit Awards to Executives   | Against | Against   | Shareholder |
| 10   | Amend Animal Testing Policy  | Against | Against   | Shareholder |

PPL CORP.

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

Ticker: PPL Security ID: 69351T106  
 Meeting Date: APR 23, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William F. Hecht | For     | For       | Management |
| 1.2 | Elect Director Stuart Heydt     | For     | For       | Management |
| 1.3 | Elect Director W. Keith Smith   | For     | For       | Management |
| 2   | Ratify Auditors                 | For     | For       | Management |

### PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109  
 Meeting Date: OCT 14, 2003 Meeting Type: Annual  
 Record Date: AUG 1, 2003

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Norman R. Augustine               | For     | For       | Management  |
| 1.2 | Elect Director A.G. Lafley                       | For     | For       | Management  |
| 1.3 | Elect Director Johnathan A. Rodgers              | For     | For       | Management  |
| 1.4 | Elect Director John F. Smith, Jr.                | For     | For       | Management  |
| 1.5 | Elect Director Margaret C. Whitman               | For     | For       | Management  |
| 2   | Ratify Auditors                                  | For     | For       | Management  |
| 3   | Approve Non-Employee Director Omnibus Stock Plan | For     | Against   | Management  |
| 4   | Declassify the Board of Directors                | Against | For       | Shareholder |
| 5   | Label Genetically Engineered Foods               | Against | Against   | Shareholder |

### TALISMAN ENERGY INC.

Ticker: TLM. Security ID: 87425E103  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual/Special  
 Record Date: MAR 18, 2004

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Elect Douglas D. Baldwin, James W. Buckee, Kevin S. Dunne, Al L. Flood, Dale G. Parker, Lawrence G. Tapp, Stella M. Thompson, Robert G. Welty, Charles W. Wilson as Directors | For     | For       | Management |
| 2 | Ratify Auditors   | For     | For       | Management |
| 3 | Approve 3:1 Stock Split   | For     | For       | Management |

### TOTAL S.A. (FORMERLY TOTAL FINA ELF S.A )

Ticker: TOT Security ID: 89151E109  
 Meeting Date: MAY 14, 2004 Meeting Type: Annual  
 Record Date: MAR 24, 2004

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | APPROVAL OF CERTAIN REPORTS AND OF THE PARENT COMPANY S FINANCIAL STATEMENTS | For     | For       | Management |

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|     |  |         |         |            |
|-----|--|---------|---------|------------|
| 2   | APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS  | For     | For     | Management |
| 3   | ALLOCATION OF INCOME, APPROVAL OF THE DIVIDEND   | For     | For     | Management |
| 4   | AGREEMENTS MENTIONED IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE  | For     | For     | Management |
| 5   | AUTHORIZATION TO TRADE THE COMPANY S OWN SHARES  | For     | For     | Management |
| 6   | AUTHORIZATION FOR THE BOARD OF DIRECTORS TO ISSUE DEBT SECURITIES AND/OR PERPETUAL SUBORDINATED NOTES FOR A MAXIMUM NOMINAL AMOUNT OF 10 BILLION EUROS | For     | For     | Management |
| 7.1 | Elect Director Mr. Thierry Desmarest   | For     | For     | Management |
| 7.2 | Elect Director Mr. Thierry De Rudder   | For     | For     | Management |
| 7.3 | Elect Director Mr. Serge Tchuruk   | For     | For     | Management |
| 8   | APPOINTMENT OF DANIEL BOEUF AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION             | For     | For     | Management |
| 9   | APPOINTMENT OF PHILIPPE MARCHANDISE AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION     | Against | Against | Management |
| 10  | APPOINTMENT OF CYRIL MOUCHE AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION             | Against | Against | Management |
| 11  | APPOINTMENT OF ALAN CRAMER AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION              | Against | Against | Management |
| 12  | Ratify Auditors  | For     | For     | Management |
| 13  | RENEWAL OF STATUTORY AUDITORS  | For     | For     | Management |
| 14  | Ratify Auditors  | For     | For     | Management |
| 15  | Ratify Auditors  | For     | For     | Management |
| 16  | DETERMINATION OF THE TOTAL AMOUNT OF DIRECTORS COMPENSATION  | For     | For     | Management |
| 17  | AUTHORIZATION TO AWARD OPTIONS TO SUBSCRIBE FOR OR PURCHASE STOCK OF THE COMPANY IN FAVOUR OF THE MANAGEMENT AND KEY EMPLOYEES OF THE GROUP            | For     | For     | Management |
| 18  | AUTHORIZATION FOR ISSUING CONVERTIBLE OR OTHER EQUITY SECURITIES   | For     | For     | Management |
| 19  | AUTHORIZATION TO USE THE ABOVE DELEGATION WITHOUT MAINTENANCE OF PREFERENTIAL SUBSCRIPTION RIGHTS, BUT WITH AN OPTION TO GRANT A PRIORITY PERIOD       | For     | For     | Management |
| 20  | CAPITAL INCREASE RESERVED FOR EMPLOYEES  | For     | For     | Management |

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TRIBUNE CO.

Ticker: TRB                      Security ID: 896047107  
 Meeting Date: MAY 12, 2004      Meeting Type: Annual  
 Record Date: MAR 17, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jeffrey Chandler  | For     | For       | Management |
| 1.2 | Elect Director William A. Osborn | For     | For       | Management |
| 1.3 | Elect Director Kathryn C. Turner | For     | For       | Management |

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|   |                          |     |         |            |
|---|--------------------------|-----|---------|------------|
| 2 | Ratify Auditors          | For | For     | Management |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |

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### UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH                      Security ID: 91324P102  
 Meeting Date: MAY 12, 2004    Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William C. Ballard, Jr. | For     | For       | Management  |
| 1.2 | Elect Director Richard T. Burke        | For     | For       | Management  |
| 1.3 | Elect Director Stephen J. Hemsley      | For     | For       | Management  |
| 1.4 | Elect Director Donna E. Shalala        | For     | For       | Management  |
| 2   | Ratify Auditors                        | For     | For       | Management  |
| 3   | Expense Stock Options                  | Against | For       | Shareholder |
| 4   | Limit Awards to Executives             | Against | Against   | Shareholder |

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### WACHOVIA CORP.

Ticker: WB                      Security ID: 929903102  
 Meeting Date: APR 20, 2004    Meeting Type: Annual  
 Record Date: FEB 18, 2004

| #   | Proposal                                     | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director James S. Balloun              | For     | For       | Management  |
| 1.2 | Elect Director John T. Casteen, III          | For     | For       | Management  |
| 1.3 | Elect Director Joseph Neubauer               | For     | For       | Management  |
| 1.4 | Elect Director Lanty L. Smith                | For     | For       | Management  |
| 1.5 | Elect Director Dona Davis Young              | For     | For       | Management  |
| 2   | Ratify Auditors                              | For     | For       | Management  |
| 3   | Require Two Candidates for Each Board Seat   | Against | Against   | Shareholder |
| 4   | Report on Political Contributions/Activities | Against | Against   | Shareholder |
| 5   | Separate Chairman and CEO Positions          | Against | Against   | Shareholder |

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### WAL-MART STORES, INC.

Ticker: WMT                      Security ID: 931142103  
 Meeting Date: JUN 4, 2004    Meeting Type: Annual  
 Record Date: APR 5, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James W. Breyer     | For     | For       | Management |
| 1.2 | Elect Director M. Michele Burns    | For     | For       | Management |
| 1.3 | Elect Director Thomas M. Coughlin  | For     | For       | Management |
| 1.4 | Elect Director David D. Glass      | For     | For       | Management |
| 1.5 | Elect Director Roland A. Hernandez | For     | For       | Management |
| 1.6 | Elect Director Dawn G. Lepore      | For     | For       | Management |
| 1.7 | Elect Director John D. Opie        | For     | For       | Management |
| 1.8 | Elect Director J. Paul Reason      | For     | For       | Management |
| 1.9 | Elect Director H. Lee Scott, Jr.   | For     | For       | Management |



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|      |          |          |   |         |         |             |
|------|----------|----------|---|---------|---------|-------------|
| 1.10 | Elect    | Director | Jack C. Shewmaker                               | For     | For     | Management  |
| 1.11 | Elect    | Director | Jose H. Villarreal                              | For     | For     | Management  |
| 1.12 | Elect    | Director | John T. Walton                                  | For     | For     | Management  |
| 1.13 | Elect    | Director | S. Robson Walton                                | For     | For     | Management  |
| 1.14 | Elect    | Director | Christopher J. Williams                         | For     | For     | Management  |
| 2    | Approve  |          | Stock Option Plan                               | For     | For     | Management  |
| 3    | Approve  |          | Stock Option Plan                               | For     | For     | Management  |
| 4    | Amend    |          | Employee Stock Purchase Plan                    | For     | For     | Management  |
| 5    | Ratify   |          | Auditors  | For     | For     | Management  |
| 6    | Separate |          | Chairman and CEO Positions                      | Against | For     | Shareholder |
| 7    | Prepare  |          | Sustainability Report                           | Against | For     | Shareholder |
| 8    | Report   |          | on Stock Option Distribution by Race and Gender | Against | For     | Shareholder |
| 9    | Report   |          | on Genetically Modified Organisms (GMO)         | Against | Against | Shareholder |
| 10   | Prepare  |          | Diversity Report                                | Against | For     | Shareholder |
| 11   | Submit   |          | Executive Compensation to Vote                  | Against | For     | Shareholder |

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### WASTE MANAGEMENT, INC.

Ticker: WMI Security ID: 94106L109  
 Meeting Date: MAY 14, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

| #   | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Pastora San Juan Cafferty | For     | For       | Management |
| 1.2 | Elect Director Frank M. Clark, Jr.       | For     | For       | Management |
| 1.3 | Elect Director Robert S. Miller          | For     | For       | Management |
| 1.4 | Elect Director A. Maurice Myers          | For     | For       | Management |
| 1.5 | Elect Director John C. Pope              | For     | For       | Management |
| 1.6 | Elect Director W. Robert Reum            | For     | For       | Management |
| 1.7 | Elect Director Steven G. Rothmeier       | For     | For       | Management |
| 1.8 | Elect Director David P. Steiner          | For     | For       | Management |
| 1.9 | Elect Director Carl W. Vogt              | For     | For       | Management |
| 2   | Ratify Auditors                          | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan               | For     | For       | Management |
| 4   | Approve Executive Incentive Bonus Plan   | For     | For       | Management |

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### WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 9, 2004

| #    | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|------|---------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director J.A. Blanchard III     | For     | For       | Management |
| 1.2  | Elect Director Susan E. Engel         | For     | For       | Management |
| 1.3  | Elect Director Enrique Hernandez, Jr. | For     | For       | Management |
| 1.4  | Elect Director Robert L. Joss         | For     | For       | Management |
| 1.5  | Elect Director Reatha Clark King      | For     | For       | Management |
| 1.6  | Elect Director Richard M. Kovacevich  | For     | For       | Management |
| 1.7  | Elect Director Richard D. McCormick   | For     | For       | Management |
| 1.8  | Elect Director Cynthia H. Milligan    | For     | For       | Management |
| 1.9  | Elect Director Philip J. Quigley      | For     | For       | Management |
| 1.10 | Elect Director Donald B. Rice         | For     | Withhold  | Management |
| 1.11 | Elect Director Judith M. Runstad      | For     | Withhold  | Management |

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|      |         |  |         |          |             |
|------|---------|--|---------|----------|-------------|
| 1.12 | Elect   | Director Stephen W. Sanger                 | For     | For      | Management  |
| 1.13 | Elect   | Director Susan G. Swenson                  | For     | For      | Management  |
| 1.14 | Elect   | Director Michael W. Wright                 | For     | Withhold | Management  |
| 2    | Approve | Retirement Plan                            | For     | For      | Management  |
| 3    | Ratify  | Auditors                                   | For     | For      | Management  |
| 4    | Expense | Stock Options                              | Against | For      | Shareholder |
| 5    | Limit   | Executive Compensation                     | Against | Against  | Shareholder |
| 6    | Link    | Executive Compensation to Social<br>Issues | Against | Against  | Shareholder |
| 7    | Report  | on Political<br>Contributions/Activities   | Against | Against  | Shareholder |

===== END NPX REPORT

SIGNATURES

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

(Registrant) Zweig Total Return Fund, Inc.  
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By (Signature and Title)\* Marc Baltuch, Chief Compliance Officer  
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Date August 24, 2004  
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