

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

ZWEIG TOTAL RETURN FUND INC  
Form N-PX  
August 22, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act File Number: 811-05620

THE ZWEIG TOTAL RETURN FUND, INC.

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

101 Munson Street, Greenfield, MA 01301

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

William Renahan, Esq., Virtus Investment Partners, Inc. 100 Pearl Street,  
Hartford, CT 06103

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(Name and Address of agent for service)

Registrant's telephone number, including area code: 800-243-1574

Date of Fiscal Year End: 12/31

Date of Reporting Period: 07/01/2012 - 06/30/2013

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

ICA File Number: 811-05620  
Reporting Period: 07/01/2012 - 06/30/2013  
Zweig Total Return Fund Inc

===== Zweig Total Return Fund, Inc =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 26, 2013 Meeting Type: Annual

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Record Date: FEB 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Alpern	For	For	Management
1.2	Elect Director Roxanne S. Austin	For	For	Management
1.3	Elect Director Sally E. Blount	For	For	Management
1.4	Elect Director W. James Farrell	For	For	Management
1.5	Elect Director Edward M. Liddy	For	For	Management
1.6	Elect Director Nancy McKinstry	For	For	Management
1.7	Elect Director Phebe N. Novakovic	For	For	Management
1.8	Elect Director William A. Osborn	For	For	Management
1.9	Elect Director Samuel C. Scott, III	For	For	Management
1.10	Elect Director Glenn F. Tilton	For	For	Management
1.11	Elect Director Miles D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Label and Eliminate GMO Ingredients in Products	Against	Against	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder
6	Require Independent Board Chairman	Against	Against	Shareholder
7	Stock Retention/Holding Period	Against	For	Shareholder
8	Cease Compliance Adjustments to Performance Criteria	Against	For	Shareholder
9	Pro-rata Vesting of Equity Awards	Against	For	Shareholder

### ABBVIE INC.

Ticker: ABBV Security ID: 00287Y109  
 Meeting Date: MAY 06, 2013 Meeting Type: Annual  
 Record Date: MAR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William H.L. Burnside	For	For	Management
1.2	Elect Director Edward J. Rapp	For	For	Management
1.3	Elect Director Roy S. Roberts	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5	Approve Omnibus Stock Plan	For	For	Management

### AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102  
 Meeting Date: MAY 06, 2013 Meeting Type: Annual  
 Record Date: FEB 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Daniel P. Amos	For	For	Management
1b	Elect Director John Shelby Amos, II	For	For	Management
1c	Elect Director Paul S. Amos, II	For	For	Management
1d	Elect Director W. Paul Bowers	For	For	Management
1e	Elect Director Kriss Cloninger, III	For	For	Management
1f	Elect Director Elizabeth J. Hudson	For	For	Management
1g	Elect Director Douglas W. Johnson	For	For	Management

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1h	Elect Director Robert B. Johnson	For	For	Management
1i	Elect Director Charles B. Knapp	For	For	Management
1j	Elect Director E. Stephen Purdom	For	For	Management
1k	Elect Director Barbara K. Rimer	For	For	Management
1l	Elect Director Melvin T. Stith	For	For	Management
1m	Elect Director David Gary Thompson	For	For	Management
1n	Elect Director Takuro Yoshida	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

### ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109  
 Meeting Date: MAY 21, 2013 Meeting Type: Annual  
 Record Date: MAR 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William S. Ayer	For	For	Management
1.2	Elect Director Patricia M. Bedient	For	For	Management
1.3	Elect Director Marion C. Blakey	For	For	Management
1.4	Elect Director Phyllis J. Campbell	For	For	Management
1.5	Elect Director Jessie J. Knight, Jr.	For	For	Management
1.6	Elect Director R. Marc Langland	For	For	Management
1.7	Elect Director Dennis F. Madsen	For	For	Management
1.8	Elect Director Byron I. Mallott	For	For	Management
1.9	Elect Director J. Kenneth Thompson	For	For	Management
1.10	Elect Director Bradley D. Tilden	For	For	Management
1.11	Elect Director Eric K. Yeaman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Pro-rata Vesting of Equity Awards	Against	For	Shareholder

### ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103  
 Meeting Date: MAY 16, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gerald L. Baliles	For	For	Management
1.2	Elect Director Martin J. Barrington	For	For	Management
1.3	Elect Director John T. Casteen, III	For	For	Management
1.4	Elect Director Dinyar S. Devitre	For	For	Management
1.5	Elect Director Thomas F. Farrell, II	For	For	Management
1.6	Elect Director Thomas W. Jones	For	For	Management
1.7	Elect Director Debra J. Kelly-Ennis	For	For	Management
1.8	Elect Director W. Leo Kiely, III	For	For	Management
1.9	Elect Director Kathryn B. McQuade	For	For	Management
1.10	Elect Director George Munoz	For	For	Management
1.11	Elect Director Nabil Y. Sakkab	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Lobbying Payments and Policy	Against	For	Shareholder

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AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: APR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Jeffrey P. Bezos	For	For	Management
1b	Elect Director Tom A. Alberg	For	For	Management
1c	Elect Director John Seely Brown	For	For	Management
1d	Elect Director William B. Gordon	For	For	Management
1e	Elect Director Jamie S. Gorelick	For	For	Management
1f	Elect Director Alain Monie	For	For	Management
1g	Elect Director Jonathan J. Rubinstein	For	For	Management
1h	Elect Director Thomas O. Ryder	For	For	Management
1i	Elect Director Patricia Q. Stonesifer	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Political Contributions	Against	For	Shareholder

APPLE INC.

Ticker: AAPL Security ID: 037833100  
 Meeting Date: FEB 27, 2013 Meeting Type: Annual  
 Record Date: JAN 02, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William Campbell	For	For	Management
1.2	Elect Director Timothy Cook	For	For	Management
1.3	Elect Director Millard Drexler	For	For	Management
1.4	Elect Director Al Gore	For	For	Management
1.5	Elect Director Robert Iger	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Arthur Levinson	For	For	Management
1.8	Elect Director Ronald Sugar	For	For	Management
2	Amend Articles of Incorporation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
5	Stock Retention/Holding Period	Against	For	Shareholder
6	Establish Board Committee on Human Rights	Against	Against	Shareholder

AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 26, 2013 Meeting Type: Annual  
 Record Date: FEB 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Randall L. Stephenson	For	For	Management
1.2	Elect Director Gilbert F. Amelio	For	For	Management
1.3	Elect Director Reuben V. Anderson	For	For	Management

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1.4	Elect Director James H. Blanchard	For	For	Management
1.5	Elect Director Jaime Chico Pardo	For	For	Management
1.6	Elect Director Scott T. Ford	For	For	Management
1.7	Elect Director James P. Kelly	For	For	Management
1.8	Elect Director Jon C. Madonna	For	For	Management
1.9	Elect Director Michael B. McCallister	For	For	Management
1.10	Elect Director John B. McCoy	For	For	Management
1.11	Elect Director Joyce M. Roche	For	For	Management
1.12	Elect Director Matthew K. Rose	For	For	Management
1.13	Elect Director Laura D'Andrea Tyson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Stock Purchase and Deferral Plan	For	For	Management
5	Report on Political Contributions	Against	For	Shareholder
6	Report on Reducing Lead Battery Health Hazards	Against	For	Shareholder
7	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
8	Require Independent Board Chairman	Against	Against	Shareholder

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### AUTOZONE, INC.

Ticker: AZO Security ID: 053332102  
 Meeting Date: DEC 12, 2012 Meeting Type: Annual  
 Record Date: OCT 15, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Sue E. Gove	For	For	Management
1.2	Elect Director Earl G. Graves, Jr.	For	For	Management
1.3	Elect Director Enderson Guimaraes	For	For	Management
1.4	Elect Director J. R. Hyde, III	For	For	Management
1.5	Elect Director W. Andrew McKenna	For	For	Management
1.6	Elect Director George R. Mrkonic, Jr.	For	For	Management
1.7	Elect Director Luis P. Nieto	For	For	Management
1.8	Elect Director William C. Rhodes, III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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### BB&T CORPORATION

Ticker: BBT Security ID: 054937107  
 Meeting Date: APR 23, 2013 Meeting Type: Special  
 Record Date: MAR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Articles of Incorporation of BB&T to Change the Payment Dates of its Preferred Stock Dividends to Conform with the Payment Date of its Common Stock Dividends and Conform Preferred Stock Record Dates	For	For	Management
2	Adjourn Meeting	For	For	Management

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BB&T CORPORATION

Ticker: BBT Security ID: 054937107  
 Meeting Date: APR 23, 2013 Meeting Type: Annual  
 Record Date: FEB 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John A. Allison, IV	For	For	Management
1.2	Elect Director Jennifer S. Banner	For	For	Management
1.3	Elect Director K. David Boyer, Jr.	For	For	Management
1.4	Elect Director Anna R. Cablik	For	For	Management
1.5	Elect Director Ronald E. Deal	For	For	Management
1.6	Elect Director James A. Faulkner	For	For	Management
1.7	Elect Director I. Patricia Henry	For	For	Management
1.8	Elect Director John P. Howe, III	For	For	Management
1.9	Elect Director Eric C. Kendrick	For	For	Management
1.10	Elect Director Kelly S. King	For	For	Management
1.11	Elect Director Louis B. Lynn	For	For	Management
1.12	Elect Director Edward C. Milligan	For	Withhold	Management
1.13	Elect Director Charles A. Patton	For	For	Management
1.14	Elect Director Nido R. Qubein	For	For	Management
1.15	Elect Director Tollie W. Rich, Jr.	For	For	Management
1.16	Elect Director Thomas E. Skains	For	For	Management
1.17	Elect Director Thomas N. Thompson	For	For	Management
1.18	Elect Director Edwin H. Welch	For	For	Management
1.19	Elect Director Stephen T. Williams	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Political Contributions and Lobbying Expenditures	Against	For	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103  
 Meeting Date: JUN 12, 2013 Meeting Type: Annual  
 Record Date: APR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Caroline D. Dorsa	For	For	Management
1.2	Elect Director Stelios Papadopoulos	For	For	Management
1.3	Elect Director George A. Scangos	For	For	Management
1.4	Elect Director Lynn Schenk	For	For	Management
1.5	Elect Director Alexander J. Denner	For	For	Management
1.6	Elect Director Nancy L. Leaming	For	For	Management
1.7	Elect Director Richard C. Mulligan	For	For	Management
1.8	Elect Director Robert W. Pangia	For	For	Management
1.9	Elect Director Brian S. Posner	For	For	Management
1.10	Elect Director Eric K. Rowinsky	For	For	Management
1.11	Elect Director Stephen A. Sherwin	For	For	Management
1.12	Elect Director William D. Young	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management

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5	Amend Omnibus Stock Plan	For	For	Management
6	Stock Retention/Holding Period	Against	For	Shareholder

### BLACKROCK, INC.

Ticker: BLK                      Security ID: 09247X101  
 Meeting Date: MAY 30, 2013      Meeting Type: Annual  
 Record Date: APR 03, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Abdlatif Yousef Al-Hamad	For	For	Management
1b	Elect Director Mathis Cabiallavetta	For	For	Management
1c	Elect Director Dennis D. Dammerman	For	For	Management
1d	Elect Director Jessica P. Einhorn	For	For	Management
1e	Elect Director Fabrizio Freda	For	For	Management
1f	Elect Director David H. Komansky	For	For	Management
1g	Elect Director James E. Rohr	For	For	Management
1h	Elect Director Susan L. Wagner	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

### BUCKEYE PARTNERS, L.P.

Ticker: BPL                      Security ID: 118230101  
 Meeting Date: JUN 04, 2013      Meeting Type: Annual  
 Record Date: APR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Oliver G. Richard, III	For	For	Management
1.2	Elect Director Clark C. Smith	For	For	Management
1.3	Elect Director Frank S. Sowinski	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### C.H. ROBINSON WORLDWIDE, INC.

Ticker: CHRW                      Security ID: 12541W209  
 Meeting Date: MAY 09, 2013      Meeting Type: Annual  
 Record Date: MAR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Scott P. Anderson	For	For	Management
1b	Elect Director Mary J. Steele Guilfoile	For	For	Management
1c	Elect Director Jodee A. Kozlak	For	For	Management
1d	Elect Director ReBecca Koenig Roloff	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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CAMPBELL SOUP COMPANY

Ticker: CPB Security ID: 134429109  
 Meeting Date: NOV 14, 2012 Meeting Type: Annual  
 Record Date: SEP 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edmund M. Carpenter	For	For	Management
1.2	Elect Director Paul R. Charron	For	For	Management
1.3	Elect Director Bennett Dorrance	For	For	Management
1.4	Elect Director Lawrence C. Karlson	For	For	Management
1.5	Elect Director Randall W. Larrimore	For	For	Management
1.6	Elect Director Mary Alice Dorrance Malone	For	For	Management
1.7	Elect Director Sara Mathew	For	For	Management
1.8	Elect Director Denise M. Morrison	For	For	Management
1.9	Elect Director Charles R. Perrin	For	For	Management
1.10	Elect Director A. Barry Rand	For	For	Management
1.11	Elect Director Nick Shreiber	For	For	Management
1.12	Elect Director Tracey T. Travis	For	For	Management
1.13	Elect Director Archbold D. van Beuren	For	For	Management
1.14	Elect Director Les C. Vinney	For	For	Management
1.15	Elect Director Charlotte C. Weber	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

CATERPILLAR INC.

Ticker: CAT Security ID: 149123101  
 Meeting Date: JUN 12, 2013 Meeting Type: Annual  
 Record Date: APR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David L. Calhoun	For	For	Management
1.2	Elect Director Daniel M. Dickinson	For	For	Management
1.3	Elect Director Juan Gallardo	For	For	Management
1.4	Elect Director David R. Goode	For	For	Management
1.5	Elect Director Jesse J. Greene, Jr.	For	For	Management
1.6	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1.7	Elect Director Peter A. Magowan	For	For	Management
1.8	Elect Director Dennis A. Muilenburg	For	For	Management
1.9	Elect Director Douglas R. Oberhelman	For	For	Management
1.10	Elect Director William A. Osborn	For	For	Management
1.11	Elect Director Charles D. Powell	For	For	Management
1.12	Elect Director Edward B. Rust, Jr.	For	For	Management
1.13	Elect Director Susan C. Schwab	For	For	Management
1.14	Elect Director Joshua I. Smith	For	For	Management
1.15	Elect Director Miles D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Provide Right to Act by Written Consent	Against	For	Shareholder
6	Stock Retention/Holding Period	Against	For	Shareholder
7	Include Sustainability as a Performance Measure for Senior	Against	Against	Shareholder



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	Executive Compensation			
8	Review and Assess Human Rights Policies	Against	For	Shareholder
9	Prohibit Sales to the Government of Sudan	Against	Against	Shareholder

### CENTURYLINK, INC.

Ticker: CTL Security ID: 156700106  
 Meeting Date: MAY 22, 2013 Meeting Type: Annual  
 Record Date: APR 03, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Bruce Hanks	For	For	Management
1.2	Elect Director C. G. Melville, Jr.	For	For	Management
1.3	Elect Director Fred R. Nichols	For	For	Management
1.4	Elect Director William A. Owens	For	For	Management
1.5	Elect Director Harvey P. Perry	For	For	Management
1.6	Elect Director Glen F. Post, III	For	For	Management
1.7	Elect Director Laurie A. Siegel	For	For	Management
1.8	Elect Director Joseph R. Zimmel	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4a	Share Retention Policy	Against	For	Shareholder
4b	Adopt Policy on Bonus Banking	Against	For	Shareholder
4c	Proxy Access	Against	For	Shareholder
4d	Provide for Confidential Voting	Against	For	Shareholder

### CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100  
 Meeting Date: MAY 14, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2a	Elect Director Robert C. Arzbaecher	For	For	Management
2b	Elect Director Stephen J. Hagge	For	For	Management
2c	Elect Director Edward A. Schmitt	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Ratify Auditors	For	For	Management
5	Reduce Supermajority Vote Requirement	Against	For	Shareholder
6	Adopt Policy and Report on Board Diversity	Against	For	Shareholder
7	Report on Political Contributions	Against	For	Shareholder
8	Report on Sustainability	Against	For	Shareholder

### CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100  
 Meeting Date: MAY 29, 2013 Meeting Type: Annual  
 Record Date: APR 03, 2013

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Linnet F. Deily	For	For	Management
1b	Elect Director Robert E. Denham	For	For	Management
1c	Elect Director Alice P. Gast	For	For	Management
1d	Elect Director Enrique Hernandez, Jr.	For	For	Management
1e	Elect Director George L. Kirkland	For	For	Management
1f	Elect Director Charles W. Moorman, IV	For	For	Management
1g	Elect Director Kevin W. Sharer	For	For	Management
1h	Elect Director John G. Stumpf	For	For	Management
1i	Elect Director Ronald D. Sugar	For	For	Management
1j	Elect Director Carl Ware	For	For	Management
1k	Elect Director John S. Watson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Report on Management of Hydraulic Fracturing Risks and Opportunities	Against	For	Shareholder
6	Report on Offshore Oil Wells and Spill Mitigation Measures	Against	Against	Shareholder
7	Report on Financial Risks of Climate Change	Against	Against	Shareholder
8	Report on Lobbying Payments and Policy	Against	For	Shareholder
9	Prohibit Political Contributions	Against	Against	Shareholder
10	Provide for Cumulative Voting	Against	For	Shareholder
11	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
12	Require Director Nominee with Environmental Expertise	Against	For	Shareholder
13	Adopt Guidelines for Country Selection	Against	For	Shareholder

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CITRIX SYSTEMS, INC.

Ticker: CTXS Security ID: 177376100  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: APR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Mark B. Templeton	For	For	Management
1b	Elect Director Stephen M. Dow	For	For	Management
1c	Elect Director Godfrey R. Sullivan	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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CLIFFS NATURAL RESOURCES INC.

Ticker: CLF Security ID: 18683K101  
 Meeting Date: MAY 07, 2013 Meeting Type: Annual  
 Record Date: MAR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Joseph A. Carrabba	For	For	Management

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1b	Elect Director Susan M. Cunningham	For	For	Management
1c	Elect Director Barry J. Eldridge	For	For	Management
1d	Elect Director Andres R. Gluski	For	For	Management
1e	Elect Director Susan M. Green	For	For	Management
1f	Elect Director Janice K. Henry	For	For	Management
1g	Elect Director James F. Kirsch	For	For	Management
1h	Elect Director Francis R. McAllister	For	For	Management
1i	Elect Director Richard K. Riederer	For	For	Management
1j	Elect Director Timothy W. Sullivan	For	For	Management
2	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
3	Eliminate Cumulative Voting	For	For	Management
4	Permit Board to Amend Bylaws Without Shareholder Consent	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Ratify Auditors	For	For	Management

### COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101  
 Meeting Date: MAY 15, 2013 Meeting Type: Annual  
 Record Date: MAR 06, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kenneth J. Bacon	For	For	Management
1.2	Elect Director Sheldon M. Bonovitz	For	For	Management
1.3	Elect Director Joseph J. Collins	For	For	Management
1.4	Elect Director J. Michael Cook	For	For	Management
1.5	Elect Director Gerald L. Hassell	For	For	Management
1.6	Elect Director Jeffrey A. Honickman	For	For	Management
1.7	Elect Director Eduardo G. Mestre	For	For	Management
1.8	Elect Director Brian L. Roberts	For	For	Management
1.9	Elect Director Ralph J. Roberts	For	For	Management
1.10	Elect Director Johnathan A. Rodgers	For	For	Management
1.11	Elect Director Judith Rodin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Pro-rata Vesting of Equity Awards	Against	For	Shareholder
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder

### CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 14, 2013 Meeting Type: Annual  
 Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Richard L. Armitage	For	For	Management
1b	Elect Director Richard H. Auchinleck	For	For	Management
1c	Elect Director James E. Copeland, Jr.	For	For	Management
1d	Elect Director Jody L. Freeman	For	For	Management
1e	Elect Director Gay Huey Evans	For	For	Management
1f	Elect Director Ryan M. Lance	For	For	Management
1g	Elect Director Mohd H. Marican	For	For	Management
1h	Elect Director Robert A. Niblock	For	For	Management

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1i	Elect Director Harald J. Norvik	For	For	Management
1j	Elect Director William E. Wade, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Lobbying Payments and Policy	Against	For	Shareholder
5	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
6	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	For	Shareholder

### CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101  
 Meeting Date: AUG 10, 2012 Meeting Type: Special  
 Record Date: JUN 29, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with Acquisition	For	For	Management

### CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: MAR 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Harold G. Hamm	For	Withhold	Management
1.2	Elect Director John T. McNabb, II	For	Withhold	Management
1.3	Elect Director David L. Boren	For	Withhold	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### CUMMINS INC.

Ticker: CMI Security ID: 231021106  
 Meeting Date: MAY 14, 2013 Meeting Type: Annual  
 Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director N. Thomas Linebarger	For	For	Management
2	Elect Director William I. Miller	For	For	Management
3	Elect Director Alexis M. Herman	For	For	Management
4	Elect Director Georgia R. Nelson	For	For	Management
5	Elect Director Carl Ware	For	For	Management
6	Elect Director Robert K. Herdman	For	For	Management
7	Elect Director Robert J. Bernhard	For	For	Management
8	Elect Director Franklin R. Chang Diaz	For	For	Management
9	Elect Director Stephen B. Dobbs	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Ratify Auditors	For	For	Management

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12      Require Independent Board Chairman      Against      Against      Shareholder

D.R. HORTON, INC.

Ticker:            DHI                            Security ID: 23331A109  
 Meeting Date: JAN 24, 2013      Meeting Type: Annual  
 Record Date: NOV 30, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Donald R. Horton	For	For	Management
1b	Elect Director Bradley S. Anderson	For	For	Management
1c	Elect Director Michael R. Buchanan	For	For	Management
1d	Elect Director Michael W. Hewatt	For	For	Management
1e	Elect Director Bob G. Scott	For	For	Management
1f	Elect Director Donald J. Tomnitz	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

DEERE & COMPANY

Ticker:            DE                                Security ID: 244199105  
 Meeting Date: FEB 27, 2013      Meeting Type: Annual  
 Record Date: DEC 31, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Samuel R. Allen	For	For	Management
1b	Elect Director Crandall C. Bowles	For	For	Management
1c	Elect Director Vance D. Coffman	For	For	Management
1d	Elect Director Charles O. Holliday, Jr.	For	For	Management
1e	Elect Director Dipak C. Jain	For	For	Management
1f	Elect Director Clayton M. Jones	For	For	Management
1g	Elect Director Joachim Milberg	For	For	Management
1h	Elect Director Richard B. Myers	For	For	Management
1i	Elect Director Thomas H. Patrick	For	For	Management
1j	Elect Director Aulana L. Peters	For	For	Management
1k	Elect Director Sherry M. Smith	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

DOVER CORPORATION

Ticker:            DOV                                Security ID: 260003108  
 Meeting Date: MAY 02, 2013      Meeting Type: Annual  
 Record Date: MAR 06, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director David H. Benson	For	For	Management
1b	Elect Director Robert W. Cremin	For	For	Management
1c	Elect Director Jean-Pierre M. Ergas	For	For	Management

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1d	Elect Director Peter T. Francis	For	For	Management
1e	Elect Director Kristiane C. Graham	For	For	Management
1f	Elect Director M.F. Johnston	For	For	Management
1g	Elect Director Robert A. Livingston	For	For	Management
1h	Elect Director Richard K. Lochridge	For	For	Management
1i	Elect Director Bernard G. Rethore	For	For	Management
1j	Elect Director Michael B. Stubbs	For	For	Management
1k	Elect Director Stephen M. Todd	For	For	Management
1l	Elect Director Stephen K. Wagner	For	For	Management
1m	Elect Director Mary A. Winston	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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### E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 24, 2013 Meeting Type: Annual  
 Record Date: FEB 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Lamberto Andreotti	For	For	Management
1b	Elect Director Richard H. Brown	For	For	Management
1c	Elect Director Robert A. Brown	For	For	Management
1d	Elect Director Bertrand P. Collomb	For	For	Management
1e	Elect Director Curtis J. Crawford	For	For	Management
1f	Elect Director Alexander M. Cutler	For	For	Management
1g	Elect Director Eleuthere I. Du Pont	For	For	Management
1h	Elect Director Marillyn A. Hewson	For	For	Management
1i	Elect Director Lois D. Juliber	For	For	Management
1j	Elect Director Ellen J. Kullman	For	For	Management
1k	Elect Director Lee M. Thomas	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	For	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder
6	Report on Genetically Engineered Seed	Against	Against	Shareholder
7	Report on Pay Disparity	Against	Against	Shareholder

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### ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108  
 Meeting Date: MAY 06, 2013 Meeting Type: Annual  
 Record Date: MAR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ralph Alvarez	For	For	Management
2	Elect Director Winfried Bischoff	For	For	Management
3	Elect Director R. David Hoover	For	For	Management
4	Elect Director Franklyn G. Prendergast	For	For	Management
5	Elect Director Kathi P. Seifert	For	For	Management
6	Ratify Auditors	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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8 Amend Omnibus Stock Plan For For Management

### EMC CORPORATION

Ticker: EMC Security ID: 268648102  
 Meeting Date: MAY 01, 2013 Meeting Type: Annual  
 Record Date: MAR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Michael W. Brown	For	For	Management
1b	Elect Director Randolph L. Cowen	For	For	Management
1c	Elect Director Gail Deegan	For	For	Management
1d	Elect Director James S. DiStasio	For	For	Management
1e	Elect Director John R. Egan	For	For	Management
1f	Elect Director Edmund F. Kelly	For	For	Management
1g	Elect Director Judith A. Miscik	For	For	Management
1h	Elect Director Windle B. Priem	For	For	Management
1i	Elect Director Paul Sagan	For	For	Management
1j	Elect Director David N. Strohm	For	For	Management
1k	Elect Director Joseph M. Tucci	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Amend Qualified Employee Stock Purchase Plan	For	For	Management
6	Provide Right to Act by Written Consent	For	For	Management
7	Require Consistency with Corporate Values and Report on Political Contributions	Against	Against	Shareholder

### FIRSTENERGY CORP.

Ticker: FE Security ID: 337932107  
 Meeting Date: MAY 21, 2013 Meeting Type: Annual  
 Record Date: MAR 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul T. Addison	For	For	Management
1.2	Elect Director Anthony J. Alexander	For	For	Management
1.3	Elect Director Michael J. Anderson	For	For	Management
1.4	Elect Director Carol A. Cartwright	For	For	Management
1.5	Elect Director William T. Cottle	For	For	Management
1.6	Elect Director Robert B. Heisler, Jr.	For	Withhold	Management
1.7	Elect Director Julia L. Johnson	For	For	Management
1.8	Elect Director Ted J. Kleisner	For	Withhold	Management
1.9	Elect Director Donald T. Misheff	For	For	Management
1.10	Elect Director Ernest J. Novak, Jr.	For	For	Management
1.11	Elect Director Christopher D. Pappas	For	Withhold	Management
1.12	Elect Director Catherine A. Rein	For	Withhold	Management
1.13	Elect Director George M. Smart	For	For	Management
1.14	Elect Director Wes M. Taylor	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Reduce Supermajority Vote Requirement	For	For	Management

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5	Cease CEO Compensation Benchmarking Policy	Against	Against	Shareholder
6	Submit SERP to Shareholder Vote	Against	For	Shareholder
7	Stock Retention/Holding Period	Against	For	Shareholder
8	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
9	Provide Right to Act by Written Consent	Against	For	Shareholder

### FORD MOTOR COMPANY

Ticker: F Security ID: 345370860  
 Meeting Date: MAY 09, 2013 Meeting Type: Annual  
 Record Date: MAR 13, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen G. Butler	For	For	Management
1.2	Elect Director Kimberly A. Casiano	For	For	Management
1.3	Elect Director Anthony F. Earley, Jr.	For	For	Management
1.4	Elect Director Edsel B. Ford II	For	For	Management
1.5	Elect Director William Clay Ford, Jr.	For	For	Management
1.6	Elect Director Richard A. Gephardt	For	For	Management
1.7	Elect Director James H. Hance, Jr.	For	For	Management
1.8	Elect Director William W. Helman IV	For	For	Management
1.9	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1.10	Elect Director Richard A. Manoogian	For	Against	Management
1.11	Elect Director Ellen R. Marram	For	For	Management
1.12	Elect Director Alan Mulally	For	For	Management
1.13	Elect Director Homer A. Neal	For	For	Management
1.14	Elect Director Gerald L. Shaheen	For	For	Management
1.15	Elect Director John L. Thornton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	Against	Management
5	Amend Omnibus Stock Plan	For	Against	Management
6	Approval of Tax Benefits Preservation Plan	For	For	Management
7	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
8	Amend Bylaws -- Call Special Meetings	Against	For	Shareholder

### GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103  
 Meeting Date: MAY 08, 2013 Meeting Type: Annual  
 Record Date: MAR 13, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Cogan	For	For	Management
1.2	Elect Director Etienne F. Davignon	For	For	Management
1.3	Elect Director Carla A. Hills	For	For	Management
1.4	Elect Director Kevin E. Lofton	For	For	Management
1.5	Elect Director John W. Madigan	For	For	Management
1.6	Elect Director John C. Martin	For	For	Management
1.7	Elect Director Nicholas G. Moore	For	For	Management
1.8	Elect Director Richard J. Whitley	For	For	Management



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1.9	Elect Director Gayle E. Wilson	For	For	Management
1.10	Elect Director Per Wold-Olsen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Increase Authorized Common Stock	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Require Independent Board Chairman	Against	Against	Shareholder
7	Provide Right to Act by Written Consent	Against	For	Shareholder

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### GOOGLE INC.

Ticker: GOOG Security ID: 38259P508  
 Meeting Date: JUN 06, 2013 Meeting Type: Annual  
 Record Date: APR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Larry Page	For	For	Management
1.2	Elect Director Sergey Brin	For	For	Management
1.3	Elect Director Eric E. Schmidt	For	For	Management
1.4	Elect Director L. John Doerr	For	For	Management
1.5	Elect Director Diane B. Greene	For	For	Management
1.6	Elect Director John L. Hennessy	For	For	Management
1.7	Elect Director Ann Mather	For	For	Management
1.8	Elect Director Paul S. Otellini	For	For	Management
1.9	Elect Director K. Ram Shriram	For	For	Management
1.10	Elect Director Shirley M. Tilghman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Reducing Lead Battery Health Hazards	Against	For	Shareholder
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
5	Stock Retention/Holding Period	Against	For	Shareholder
6	Adopt Policy on Succession Planning	Against	For	Shareholder

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### H. J. HEINZ COMPANY

Ticker: HNZ Security ID: 423074103  
 Meeting Date: AUG 28, 2012 Meeting Type: Annual  
 Record Date: JUN 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director W.R. Johnson	For	For	Management
2	Elect Director C.E. Bunch	For	For	Management
3	Elect Director L.S. Coleman, Jr.	For	For	Management
4	Elect Director J.G. Drosdick	For	For	Management
5	Elect Director E.E. Holiday	For	For	Management
6	Elect Director C. Kendle	For	For	Management
7	Elect Director D.R. O'Hare	For	For	Management
8	Elect Director N. Peltz	For	For	Management
9	Elect Director D.H. Reilley	For	For	Management
10	Elect Director L.C. Swann	For	For	Management
11	Elect Director T.J. Usher	For	For	Management
12	Elect Director M.F. Weinstein	For	For	Management
13	Ratify Auditors	For	For	Management
14	Approve Omnibus Stock Plan	For	For	Management

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15	Amend Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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### H. J. HEINZ COMPANY

Ticker: HNZ                      Security ID: 423074103  
 Meeting Date: APR 30, 2013      Meeting Type: Special  
 Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management
3	Advisory Vote on Golden Parachutes	For	Against	Management

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### HCP, INC.

Ticker: HCP                      Security ID: 40414L109  
 Meeting Date: APR 25, 2013      Meeting Type: Annual  
 Record Date: MAR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director James F. Flaherty, III	For	For	Management
1b	Elect Director Christine N. Garvey	For	For	Management
1c	Elect Director David B. Henry	For	For	Management
1d	Elect Director Lauralee E. Martin	For	For	Management
1e	Elect Director Michael D. McKee	For	For	Management
1f	Elect Director Peter L. Rhein	For	For	Management
1g	Elect Director Kenneth B. Roath	For	For	Management
1h	Elect Director Joseph P. Sullivan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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### INTEL CORPORATION

Ticker: INTC                      Security ID: 458140100  
 Meeting Date: MAY 16, 2013      Meeting Type: Annual  
 Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Charlene Barshefsky	For	For	Management
1b	Elect Director Andy D. Bryant	For	For	Management
1c	Elect Director Susan L. Decker	For	For	Management
1d	Elect Director John J. Donahoe	For	For	Management
1e	Elect Director Reed E. Hundt	For	For	Management
1f	Elect Director James D. Plummer	For	For	Management
1g	Elect Director David S. Pottruck	For	For	Management
1h	Elect Director Frank D. Yeary	For	For	Management
1i	Elect Director David B. Yoffie	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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4	Amend Omnibus Stock Plan	For	For	Management
5	Stock Retention/Holding Period	Against	For	Shareholder

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### JOHNSON & JOHNSON

Ticker: JNJ                      Security ID: 478160104  
 Meeting Date: APR 25, 2013    Meeting Type: Annual  
 Record Date: FEB 26, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Ian E.L. Davis	For	For	Management
1.4	Elect Director Alex Gorsky	For	For	Management
1.5	Elect Director Michael M.E. Johns	For	For	Management
1.6	Elect Director Susan L. Lindquist	For	For	Management
1.7	Elect Director Anne M. Mulcahy	For	For	Management
1.8	Elect Director Leo F. Mullin	For	For	Management
1.9	Elect Director William D. Perez	For	For	Management
1.10	Elect Director Charles Prince	For	For	Management
1.11	Elect Director A. Eugene Washington	For	For	Management
1.12	Elect Director Ronald A. Williams	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Stock Retention/Holding Period	Against	For	Shareholder
5	Screen Political Contributions for Consistency with Corporate Values	Against	Against	Shareholder
6	Require Independent Board Chairman	Against	Against	Shareholder

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### JPMORGAN CHASE & CO.

Ticker: JPM                      Security ID: 46625H100  
 Meeting Date: MAY 21, 2013    Meeting Type: Annual  
 Record Date: MAR 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director James A. Bell	For	For	Management
1b	Elect Director Crandall C. Bowles	For	For	Management
1c	Elect Director Stephen B. Burke	For	For	Management
1d	Elect Director David M. Cote	For	Against	Management
1e	Elect Director James S. Crown	For	Against	Management
1f	Elect Director James Dimon	For	For	Management
1g	Elect Director Timothy P. Flynn	For	For	Management
1h	Elect Director Ellen V. Futter	For	Against	Management
1i	Elect Director Laban P. Jackson, Jr.	For	For	Management
1j	Elect Director Lee R. Raymond	For	For	Management
1k	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Act by Written Consent	For	For	Management
5	Amend Executive Incentive Bonus Plan	For	For	Management
6	Require Independent Board Chairman	Against	For	Shareholder
7	Stock Retention/Holding Period	Against	Against	Shareholder
8	Institute Procedures to Prevent	Against	Against	Shareholder

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Investments in Companies that  
 Contribute to Genocide or Crimes  
 Against Humanity

9	Report on Lobbying Payments and Policy	Against	Against	Shareholder
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### LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William J. Avery	For	For	Management
1.2	Elect Director William H. Cunningham	For	For	Management
1.3	Elect Director William Porter Payne	For	For	Management
1.4	Elect Director Patrick S. Pittard	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109  
 Meeting Date: APR 25, 2013 Meeting Type: Annual  
 Record Date: MAR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nolan D. Archibald	For	For	Management
1.2	Elect Director Rosalind G. Brewer	For	For	Management
1.3	Elect Director David B. Burritt	For	For	Management
1.4	Elect Director James O. Ellis, Jr.	For	For	Management
1.5	Elect Director Thomas J. Falk	For	For	Management
1.6	Elect Director Marillyn A. Hewson	For	For	Management
1.7	Elect Director Gwendolyn S. King	For	For	Management
1.8	Elect Director James M. Loy	For	For	Management
1.9	Elect Director Douglas H. McCorkindale	For	For	Management
1.10	Elect Director Joseph W. Ralston	For	For	Management
1.11	Elect Director Anne Stevens	For	For	Management
1.12	Elect Director Robert J. Stevens	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Act by Written Consent	Against	For	Shareholder
5	Require Independent Board Chairman	Against	Against	Shareholder
6	Report on Lobbying Payments and Policy	Against	Against	Shareholder

### MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104  
 Meeting Date: JUN 18, 2013 Meeting Type: Annual  
 Record Date: APR 19, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1a	Elect Director Richard Haythornthwaite	For	For	Management
1b	Elect Director Ajay Banga	For	For	Management
1c	Elect Director Silvio Barzi	For	For	Management
1d	Elect Director David R. Carlucci	For	For	Management
1e	Elect Director Steven J. Freiberg	For	For	Management
1f	Elect Director Nancy J. Karch	For	For	Management
1g	Elect Director Marc Olivie	For	For	Management
1h	Elect Director Rima Qureshi	For	For	Management
1i	Elect Director Jose Octavio Reyes Lagunes	For	For	Management
1j	Elect Director Mark Schwartz	For	For	Management
1k	Elect Director Jackson P. Tai	For	For	Management
1l	Elect Director Edward Suning Tian	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105  
 Meeting Date: MAY 28, 2013 Meeting Type: Annual  
 Record Date: APR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Leslie A. Brun	For	For	Management
1b	Elect Director Thomas R. Cech	For	For	Management
1c	Elect Director Kenneth C. Frazier	For	For	Management
1d	Elect Director Thomas H. Glocer	For	For	Management
1e	Elect Director William B. Harrison Jr.	For	For	Management
1f	Elect Director C. Robert Kidder	For	For	Management
1g	Elect Director Rochelle B. Lazarus	For	For	Management
1h	Elect Director Carlos E. Represas	For	For	Management
1i	Elect Director Patricia F. Russo	For	For	Management
1j	Elect Director Craig B. Thompson	For	For	Management
1k	Elect Director Wendell P. Weeks	For	For	Management
1l	Elect Director Peter C. Wendell	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Act by Written Consent	Against	For	Shareholder
5	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
6	Report on Charitable and Political Contributions	Against	Against	Shareholder
7	Report on Lobbying Activities	Against	Against	Shareholder

MONSANTO COMPANY

Ticker: MON Security ID: 61166W101  
 Meeting Date: JAN 31, 2013 Meeting Type: Annual  
 Record Date: DEC 03, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director David L. Chicoine	For	For	Management
1b	Elect Director Arthur H. Harper	For	For	Management
1c	Elect Director Gwendolyn S. King	For	For	Management

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1d	Elect Director Jon R. Moeller	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Report on Risk of Genetically Engineered Products	Against	Against	Shareholder

### PAYCHEX, INC.

Ticker:           PAYX                   Security ID: 704326107  
Meeting Date: OCT 23, 2012   Meeting Type: Annual  
Record Date: AUG 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director B. Thomas Golisano	For	For	Management
1b	Elect Director Joseph G. Doody	For	For	Management
1c	Elect Director David J. S. Flaschen	For	For	Management
1d	Elect Director Phillip Horsley	For	For	Management
1e	Elect Director Grant M. Inman	For	For	Management
1f	Elect Director Pamela A. Joseph	For	For	Management
1g	Elect Director Martin Mucci	For	For	Management
1h	Elect Director Joseph M. Tucci	For	For	Management
1i	Elect Director Joseph M. Velli	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

### PEPSICO, INC.

Ticker:           PEP                   Security ID: 713448108  
Meeting Date: MAY 01, 2013   Meeting Type: Annual  
Record Date: MAR 07, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Shona L. Brown	For	For	Management
1.2	Elect Director George W. Buckley	For	For	Management
1.3	Elect Director Ian M. Cook	For	For	Management
1.4	Elect Director Dina Dublon	For	For	Management
1.5	Elect Director Victor J. Dzau	For	For	Management
1.6	Elect Director Ray L. Hunt	For	For	Management
1.7	Elect Director Alberto Ibarguen	For	For	Management
1.8	Elect Director Indra K. Nooyi	For	For	Management
1.9	Elect Director Sharon Percy Rockefeller	For	For	Management
1.10	Elect Director James J. Schiro	For	For	Management
1.11	Elect Director Lloyd G. Trotter	For	For	Management
1.12	Elect Director Daniel Vasella	For	For	Management
1.13	Elect Director Alberto Weisser	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### QUALCOMM INCORPORATED

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Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 05, 2013 Meeting Type: Annual  
 Record Date: JAN 07, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Barbara T. Alexander	For	For	Management
1b	Elect Director Donald G. Cruickshank	For	For	Management
1c	Elect Director Raymond V. Dittamore	For	For	Management
1d	Elect Director Susan Hockfield	For	For	Management
1e	Elect Director Thomas W. Horton	For	For	Management
1f	Elect Director Paul E. Jacobs	For	For	Management
1g	Elect Director Sherry Lansing	For	For	Management
1h	Elect Director Duane A. Nelles	For	For	Management
1i	Elect Director Francisco Ros	For	For	Management
1j	Elect Director Brent Scowcroft	For	For	Management
1k	Elect Director Marc I. Stern	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### SAFEWAY INC.

Ticker: SWY Security ID: 786514208  
 Meeting Date: MAY 14, 2013 Meeting Type: Annual  
 Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Janet E. Grove	For	For	Management
1b	Elect Director Mohan Gyani	For	For	Management
1c	Elect Director Frank C. Herringer	For	Against	Management
1d	Elect Director George J. Morrow	For	For	Management
1e	Elect Director Kenneth W. Oder	For	Against	Management
1f	Elect Director T. Gary Rogers	For	Against	Management
1g	Elect Director Arun Sarin	For	Against	Management
1h	Elect Director William Y. Tauscher	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

### SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108  
 Meeting Date: APR 10, 2013 Meeting Type: Annual  
 Record Date: FEB 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Peter L.S. Currie	For	For	Management
1b	Elect Director Tony Isaac	For	For	Management
1c	Elect Director K. Vaman Kamath	For	For	Management
1d	Elect Director Paal Kibsgaard	For	For	Management
1e	Elect Director Nikolay Kudryavtsev	For	For	Management
1f	Elect Director Adrian Lajous	For	For	Management
1g	Elect Director Michael E. Marks	For	For	Management

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1h	Elect Director Lubna S. Olayan	For	For	Management
1i	Elect Director L. Rafael Reif	For	For	Management
1j	Elect Director Tore I. Sandvold	For	For	Management
1k	Elect Director Henri Seydoux	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Adopt and Approve Financials and Dividends	For	For	Management
4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
5	Approve Omnibus Stock Plan	For	For	Management
6	Amend Employee Stock Purchase Plan	For	For	Management

### TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101  
 Meeting Date: MAY 31, 2013 Meeting Type: Annual  
 Record Date: MAR 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edith E. Holiday	For	For	Management
1.2	Elect Director Larry D. Thompson	For	For	Management
1.3	Elect Director Rupert H. Johnson, Jr.	For	For	Management
1.4	Elect Director Gregory E. Johnson	For	For	Management
2	Ratify Auditors	For	For	Management

### TESORO CORPORATION

Ticker: TSO Security ID: 881609101  
 Meeting Date: MAY 01, 2013 Meeting Type: Annual  
 Record Date: MAR 12, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Rodney F. Chase	For	For	Management
1.2	Elect Director Gregory J. Goff	For	For	Management
1.3	Elect Director Robert W. Goldman	For	For	Management
1.4	Elect Director Steven H. Grapstein	For	For	Management
1.5	Elect Director David Lilley	For	For	Management
1.6	Elect Director Mary Pat McCarthy	For	For	Management
1.7	Elect Director J.W. Nokes	For	For	Management
1.8	Elect Director Susan Tomasky	For	For	Management
1.9	Elect Director Michael E. Wiley	For	For	Management
1.10	Elect Director Patrick Y. Yang	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

### THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013



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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lloyd C. Blankfein	For	For	Management
2	Elect Director M. Michele Burns	For	For	Management
3	Elect Director Gary D. Cohn	For	For	Management
4	Elect Director Claes Dahlback	For	For	Management
5	Elect Director William W. George	For	For	Management
6	Elect Director James A. Johnson	For	For	Management
7	Elect Director Lakshmi N. Mittal	For	For	Management
8	Elect Director Adebayo O. Ogunlesi	For	For	Management
9	Elect Director James J. Schiro	For	For	Management
10	Elect Director Debora L. Spar	For	For	Management
11	Elect Director Mark E. Tucker	For	For	Management
12	Elect Director David A. Viniar	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Approve Omnibus Stock Plan	For	Against	Management
15	Ratify Auditors	For	For	Management
16	Establish Board Committee on Human Rights	Against	Against	Shareholder
17	Report on Lobbying Payments and Policy	Against	Against	Shareholder
18	Adopt Proxy Access Right	Against	Against	Shareholder
19	Employ Investment Bank to Explore Alternatives to Maximize Shareholder Value	Against	Against	Shareholder

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THE GOODYEAR TIRE & RUBBER COMPANY

Ticker: GT Security ID: 382550101  
 Meeting Date: APR 15, 2013 Meeting Type: Annual  
 Record Date: FEB 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director William J. Conaty	For	For	Management
1b	Elect Director James A. Firestone	For	For	Management
1c	Elect Director Werner Geissler	For	For	Management
1d	Elect Director Peter S. Hellman	For	For	Management
1e	Elect Director Richard J. Kramer	For	For	Management
1f	Elect Director W. Alan McCollough	For	For	Management
1g	Elect Director John E. McGlade	For	For	Management
1h	Elect Director Roderick A. Palmore	For	For	Management
1i	Elect Director Shirley D. Peterson	For	For	Management
1j	Elect Director Stephanie A. Streeter	For	For	Management
1k	Elect Director Thomas H. Weidemeyer	For	For	Management
1l	Elect Director Michael R. Wessel	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Reduce Supermajority Vote Requirement to Remove Directors	For	For	Management
5	Reduce Supermajority Vote Requirement for Certain Business Combinations	For	For	Management
6	Eliminate Cumulative Voting	For	For	Management
7	Amend Right to Call Special Meeting	For	For	Management
8	Opt Out of State's Control Share Acquisition Law	For	For	Management
9	Ratify Auditors	For	For	Management

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THE PROCTER & GAMBLE COMPANY

Ticker: PG Security ID: 742718109  
 Meeting Date: OCT 09, 2012 Meeting Type: Annual  
 Record Date: AUG 10, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Angela F. Braly	For	For	Management
1.2	Elect Director Kenneth I. Chenault	For	For	Management
1.3	Elect Director Scott D. Cook	For	For	Management
1.4	Elect Director Susan Desmond-Hellmann	For	For	Management
1.5	Elect Director Robert A. McDonald	For	For	Management
1.6	Elect Director W. James McNerney, Jr.	For	For	Management
1.7	Elect Director Johnathan A. Rodgers	For	For	Management
1.8	Elect Director Margaret C. Whitman	For	For	Management
1.9	Elect Director Mary Agnes Wilderotter	For	For	Management
1.10	Elect Director Patricia A. Woertz	For	For	Management
1.11	Elect Director Ernesto Zedillo	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote	Against	Against	Shareholder
5	Report on Adopting Extended Producer Responsibility Policy	Against	Against	Shareholder
6	Reduce Supermajority Vote Requirement	Against	For	Shareholder

THE WILLIAMS COMPANIES, INC.

Ticker: WMB Security ID: 969457100  
 Meeting Date: MAY 16, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan S. Armstrong	For	For	Management
1.2	Elect Director Joseph R. Cleveland	For	For	Management
1.3	Elect Director Kathleen B. Cooper	For	For	Management
1.4	Elect Director John A. Hagg	For	For	Management
1.5	Elect Director Juanita H. Hinshaw	For	For	Management
1.6	Elect Director Ralph Izzo	For	For	Management
1.7	Elect Director Frank T. MacInnis	For	For	Management
1.8	Elect Director Steven W. Nance	For	For	Management
1.9	Elect Director Murray D. Smith	For	For	Management
1.10	Elect Director Janice D. Stoney	For	For	Management
1.11	Elect Director Laura A. Sugg	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

TOTAL SA

Ticker: FP Security ID: 89151E109  
 Meeting Date: MAY 17, 2013 Meeting Type: Annual/Special

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Record Date: APR 09, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.34 per Share	For	For	Management
4	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
5	Reelect Thierry Desmarest as Director	For	For	Management
6	Reelect Gunnar Brock as Director	For	For	Management
7	Reelect Gerard Lamarche as Director	For	For	Management
8	Elect Charles Keller and Philippe Marchandise as Representative of Employee Shareholders to the Board	For	For	Management
9	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.40 Million	For	For	Management
10	Authorize up to 0.75 Percent of Issued Capital for Use in Stock Option Plan	For	Against	Management
11	Approve Employee Stock Purchase Plan	For	For	Management
12	Approve the Establishment of an Independent Ethics Committee	Against	Against	Shareholder
13	Approve to Link Remuneration to Positive Safety Indicators	Against	Against	Shareholder
14	Acquire the Diversity Label	Against	Against	Shareholder
15	Approve Nomination of Employees Representative to the Remuneration Committee	Against	Against	Shareholder
16	Allow Loyalty Dividends to Long-Term Registered Shareholders	Against	Against	Shareholder

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TRINITY INDUSTRIES, INC.

Ticker: TRN Security ID: 896522109  
 Meeting Date: MAY 06, 2013 Meeting Type: Annual  
 Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John L. Adams	For	For	Management
1.2	Elect Director Rhys J. Best	For	For	Management
1.3	Elect Director David W. Biegler	For	For	Management
1.4	Elect Director Leldon E. Echols	For	For	Management
1.5	Elect Director Ronald J. Gafford	For	For	Management
1.6	Elect Director Adrian Lajous	For	For	Management
1.7	Elect Director Melendy E. Lovett	For	For	Management
1.8	Elect Director Charles W. Matthews	For	For	Management
1.9	Elect Director Douglas L. Rock	For	For	Management
1.10	Elect Director Timothy R. Wallace	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Ratify Auditors	For	For	Management

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TWO HARBORS INVESTMENT CORP.

Ticker: TWO Security ID: 90187B101  
 Meeting Date: MAY 21, 2013 Meeting Type: Annual  
 Record Date: MAR 26, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James J. Bender	For	For	Management
1.2	Elect Director Mark D. Ein	For	For	Management
1.3	Elect Director William W. Johnson	For	For	Management
1.4	Elect Director Stephen G. Kasnet	For	For	Management
1.5	Elect Director W. Reid Sanders	For	For	Management
1.6	Elect Director Thomas Siering	For	For	Management
1.7	Elect Director Brian C. Taylor	For	For	Management
1.8	Elect Director Hope B. Woodhouse	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

U.S. BANCORP

Ticker: USB Security ID: 902973304  
 Meeting Date: APR 16, 2013 Meeting Type: Annual  
 Record Date: FEB 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Douglas M. Baker, Jr.	For	For	Management
1b	Elect Director Y. Marc Belton	For	For	Management
1c	Elect Director Victoria Buyniski Gluckman	For	For	Management
1d	Elect Director Arthur D. Collins, Jr.	For	For	Management
1e	Elect Director Richard K. Davis	For	For	Management
1f	Elect Director Roland A. Hernandez	For	For	Management
1g	Elect Director Doreen Woo Ho	For	For	Management
1h	Elect Director Joel W. Johnson	For	For	Management
1i	Elect Director Olivia F. Kirtley	For	For	Management
1j	Elect Director Jerry W. Levin	For	For	Management
1k	Elect Director David B. O'Maley	For	For	Management
1l	Elect Director O'dell M. Owens	For	For	Management
1m	Elect Director Craig D. Schnuck	For	For	Management
1n	Elect Director Patrick T. Stokes	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder

UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108  
 Meeting Date: MAY 16, 2013 Meeting Type: Annual  
 Record Date: FEB 28, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew H. Card, Jr.	For	For	Management

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1.2	Elect Director	Erroll B. Davis, Jr.	For	For	Management
1.3	Elect Director	Thomas J. Donohue	For	For	Management
1.4	Elect Director	Archie W. Dunham	For	For	Management
1.5	Elect Director	Judith Richards Hope	For	For	Management
1.6	Elect Director	John J. Koraleski	For	For	Management
1.7	Elect Director	Charles C. Krulak	For	For	Management
1.8	Elect Director	Michael R. McCarthy	For	For	Management
1.9	Elect Director	Michael W. McConnell	For	For	Management
1.10	Elect Director	Thomas F. McLarty, III	For	For	Management
1.11	Elect Director	Steven R. Rogel	For	For	Management
1.12	Elect Director	Jose H. Villarreal	For	For	Management
1.13	Elect Director	James R. Young	For	For	Management
2	Ratify Auditors		For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation		For	For	Management
4	Approve Omnibus Stock Plan		For	For	Management
5	Report on Lobbying Payments and Policy		Against	For	Shareholder

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### UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: JUN 03, 2013 Meeting Type: Annual  
 Record Date: APR 05, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director William C. Ballard, Jr.	For	For	Management
1b	Elect Director Edson Bueno	For	For	Management
1c	Elect Director Richard T. Burke	For	For	Management
1d	Elect Director Robert J. Darretta	For	For	Management
1e	Elect Director Stephen J. Hemsley	For	For	Management
1f	Elect Director Michele J. Hooper	For	For	Management
1g	Elect Director Rodger A. Lawson	For	For	Management
1h	Elect Director Douglas W. Leathersdale	For	For	Management
1i	Elect Director Glenn M. Renwick	For	For	Management
1j	Elect Director Kenneth I. Shine	For	For	Management
1k	Elect Director Gail R. Wilensky	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Report on Lobbying Payments and Policy	Against	For	Shareholder

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### VALERO ENERGY CORPORATION

Ticker: VLO Security ID: 91913Y100  
 Meeting Date: MAY 02, 2013 Meeting Type: Annual  
 Record Date: MAR 05, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Jerry D. Choate	For	For	Management
1b	Elect Director Ruben M. Escobedo	For	For	Management
1c	Elect Director William R. Klesse	For	For	Management
1d	Elect Director Deborah P. Majoras	For	For	Management
1e	Elect Director Bob Marbut	For	For	Management
1f	Elect Director Donald L. Nickles	For	For	Management
1g	Elect Director Philip J. Pfeiffer	For	For	Management
1h	Elect Director Robert A. Profusek	For	For	Management

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1i	Elect Director Susan Kaufman Purcell	For	For	Management
1j	Elect Director Stephen M. Waters	For	For	Management
1k	Elect Director Randall J. Weisenburger	For	For	Management
1l	Elect Director Rayford Wilkins, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Political Contributions and Lobbying Expenditures	Against	For	Shareholder

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VERISIGN, INC.

Ticker: VRSN Security ID: 92343E102  
 Meeting Date: MAY 23, 2013 Meeting Type: Annual  
 Record Date: MAR 28, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director D. James Bidzos	For	For	Management
1.2	Elect Director William L. Chenevich	For	For	Management
1.3	Elect Director Kathleen A. Cote	For	For	Management
1.4	Elect Director Roger H. Moore	For	For	Management
1.5	Elect Director John D. Roach	For	For	Management
1.6	Elect Director Louis A. Simpson	For	For	Management
1.7	Elect Director Timothy Tomlinson	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: MAY 02, 2013 Meeting Type: Annual  
 Record Date: MAR 04, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard L. Carrion	For	For	Management
1.2	Elect Director Melanie L. Healey	For	For	Management
1.3	Elect Director M. Frances Keeth	For	For	Management
1.4	Elect Director Robert W. Lane	For	For	Management
1.5	Elect Director Lowell C. McAdam	For	For	Management
1.6	Elect Director Sandra O. Moose	For	For	Management
1.7	Elect Director Joseph Neubauer	For	For	Management
1.8	Elect Director Donald T. Nicolaisen	For	For	Management
1.9	Elect Director Clarence Otis, Jr.	For	For	Management
1.10	Elect Director Hugh B. Price	For	For	Management
1.11	Elect Director Rodney E. Slater	For	For	Management
1.12	Elect Director Kathryn A. Tesija	For	For	Management
1.13	Elect Director Gregory D. Wasson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Commit to Wireless Network Neutrality	Against	For	Shareholder
6	Report on Lobbying Payments and Policy	Against	For	Shareholder
7	Adopt Proxy Access Right	Against	For	Shareholder
8	Submit Severance Agreement	Against	For	Shareholder

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	(Change-in-Control) to Shareholder Vote			
9	Amend Articles/Bylaws/Charter- Call Special Meetings	Against	For	Shareholder
10	Provide Right to Act by Written Consent	Against	For	Shareholder

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### VISA INC.

Ticker: V Security ID: 92826C839  
 Meeting Date: JAN 30, 2013 Meeting Type: Annual  
 Record Date: DEC 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Gary P. Coughlan	For	For	Management
1b	Elect Director Mary B. Cranston	For	For	Management
1c	Elect Director Francisco Javier Fernandez-Carbajal	For	For	Management
1d	Elect Director Robert W. Matschullat	For	For	Management
1e	Elect Director Cathy E. Minehan	For	For	Management
1f	Elect Director Suzanne Nora Johnson	For	For	Management
1g	Elect Director David J. Pang	For	For	Management
1h	Elect Director Joseph W. Saunders	For	For	Management
1i	Elect Director Charles W. Scharf	For	For	Management
1j	Elect Director William S. Shanahan	For	For	Management
1k	Elect Director John A. Swainson	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Report on Lobbying Payments and Policy	Against	For	Shareholder

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### WHITING PETROLEUM CORPORATION

Ticker: WLL Security ID: 966387102  
 Meeting Date: MAY 07, 2013 Meeting Type: Annual  
 Record Date: MAR 12, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas L. Aller	For	For	Management
1.2	Elect Director Michael B. Walen	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Ratify Auditors	For	For	Management

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### WPX ENERGY, INC.

Ticker: WPX Security ID: 98212B103  
 Meeting Date: MAY 22, 2013 Meeting Type: Annual  
 Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John A. Carrig	For	For	Management
1.2	Elect Director Henry E. Lentz	For	For	Management
1.3	Elect Director William G. Lowrie	For	For	Management

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2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Ratify Auditors	For	For	Management

===== 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) The Zweig Total Return Fund, Inc.

By (Signature and Title)\* /s/ George R. Alyward

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George R. Alyward, President

Date: August 21, 2013