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ZWEIG FUND INC /MD/  
Form N-PX  
August 29, 2012

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: 811-04739

THE ZWEIG FUND, INC.  
(exact name of registrant as specified in charter)

101 Munson Street, Greenfield, MA 01301  
(Address of principal executive offices)

Kevin J. Carr, Esq., Virtus Investment Partners, Inc. 100 Pearl Street,  
Hartford, CT 06103  
(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: 07/01/2011 - 06/30/2012

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

ICA File Number: 811-04739  
Reporting Period: 07/01/2011 - 06/30/2012  
Zweig Fund Inc

===== Zweig Fund, Inc =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 27, 2012 Meeting Type: Annual  
Record Date: FEB 29, 2012

#	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

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1.5	Elect Director Edward M. Liddy	For	For	Management
1.6	Elect Director Nancy McKinstry	For	Withhold	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	Report on Research Animal Care and Promotion of Testing Alternatives	Against	Against	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder
6	Require Independent Board Chairman	Against	Against	Shareholder
7	Adopt Anti Gross-up Policy	Against	For	Shareholder
8	Stock Retention/Holding Period	Against	For	Shareholder
9	Cease Compliance Adjustments to Performance Criteria	Against	For	Shareholder
10	Pro-rata Vesting of Equity Plans	Against	For	Shareholder

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### ALASKA AIR GROUP, INC.

Ticker: ALK                      Security ID: 011659109  
 Meeting Date: MAY 15, 2012      Meeting Type: Annual  
 Record Date: MAR 23, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William S. Ayer	For	For	Management
2	Elect Director Patricia M. Bedient	For	For	Management
3	Elect Director Marion C. Blakey	For	For	Management
4	Elect Director Phyllis J. Campbell	For	For	Management
5	Elect Director Jessie J. Knight, Jr.	For	For	Management
6	Elect Director R. Marc Langland	For	For	Management
7	Elect Director Dennis F. Madsen	For	For	Management
8	Elect Director Byron I. Mallott	For	For	Management
9	Elect Director J. Kenneth Thompson	For	For	Management
10	Elect Director Bradley D. Tilden	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Stock Retention	Against	For	Shareholder

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### ALTRIA GROUP, INC.

Ticker: MO                      Security ID: 02209S103  
 Meeting Date: MAY 17, 2012      Meeting Type: Annual  
 Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Elizabeth E. Bailey	For	For	Management
2	Elect Director Gerald L. Baliles	For	For	Management
3	Elect Director Martin J. Barrington	For	For	Management
4	Elect Director John T. Casteen III	For	For	Management
5	Elect Director Dinyar S. Devitre	For	For	Management
6	Elect Director Thomas F. Farrell II	For	For	Management
7	Elect Director Thomas W. Jones	For	For	Management

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8	Elect Director W. Leo Kiely III	For	For	Management
9	Elect Director Kathryn B. McQuade	For	For	Management
10	Elect Director George Munoz	For	For	Management
11	Elect Director Nabil Y. Sakkab	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Report on Lobbying Payments and Policy	Against	For	Shareholder

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AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106  
Meeting Date: MAY 24, 2012 Meeting Type: Annual  
Record Date: APR 02, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey P. Bezos	For	For	Management
2	Elect Director Tom A. Alberg	For	For	Management
3	Elect Director John Seely Brown	For	For	Management
4	Elect Director William B. Gordon	For	For	Management
5	Elect Director Jamie S. Gorelick	For	For	Management
6	Elect Director Blake G. Krikorian	For	For	Management
7	Elect Director Alain Monie	For	For	Management
8	Elect Director Jonathan J. Rubinstein	For	For	Management
9	Elect Director Thomas O. Ryder	For	For	Management
10	Elect Director Patricia Q. Stonesifer	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Report on Climate Change	Against	For	Shareholder
14	Report on Political Contributions	Against	For	Shareholder

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APPLE INC.

Ticker: AAPL Security ID: 037833100  
Meeting Date: FEB 23, 2012 Meeting Type: Annual  
Record Date: DEC 27, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William V. Campbell	For	For	Management
1.2	Elect Director Timothy D. Cook	For	For	Management
1.3	Elect Director Millard S. Drexler	For	For	Management
1.4	Elect Director Al Gore	For	For	Management
1.5	Elect Director Robert A. Iger	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Arthur D. Levinson	For	For	Management
1.8	Elect Director Ronald D. Sugar	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Prepare Conflict of Interest Report	Against	Against	Shareholder
5	Advisory Vote to Ratify Directors' Compensation	Against	Against	Shareholder
6	Report on Political Contributions	Against	Against	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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AUTOZONE, INC.

Ticker: AZO Security ID: 053332102  
Meeting Date: DEC 14, 2011 Meeting Type: Annual  
Record Date: OCT 17, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C. Crowley	For	For	Management
2	Elect Director Sue E. Gove	For	For	Management
3	Elect Director Earl G. Graves, Jr.	For	For	Management
4	Elect Director Robert R. Grusky	For	For	Management
5	Elect Director J. R. Hyde, III	For	For	Management
6	Elect Director W. Andrew McKenna	For	For	Management
7	Elect Director George R. Mrkonic, Jr.	For	For	Management
8	Elect Director Luis P. Nieto	For	For	Management
9	Elect Director William C. Rhodes, III	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

BANK OF AMERICA CORPORATION

Ticker: BAC Security ID: 060505104  
Meeting Date: MAY 09, 2012 Meeting Type: Annual  
Record Date: MAR 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mukesh D. Ambani	For	For	Management
2	Elect Director Susan S. Bies	For	For	Management
3	Elect Director Frank P. Bramble, Sr.	For	For	Management
4	Elect Director Virgis W. Colbert	For	For	Management
5	Elect Director Charles K. Gifford	For	For	Management
6	Elect Director Charles O. Holliday, Jr.	For	For	Management
7	Elect Director Monica C. Lozano	For	For	Management
8	Elect Director Thomas J. May	For	For	Management
9	Elect Director Brian T. Moynihan	For	For	Management
10	Elect Director Donald E. Powell	For	For	Management
11	Elect Director Charles O. Rossotti	For	Against	Management
12	Elect Director Robert W. Scully	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Ratify Auditors	For	For	Management
15	Disclose Prior Government Service	Against	Against	Shareholder
16	Report on Lobbying Payments and Policy	Against	For	Shareholder
17	Stock Retention/Holding Period	Against	For	Shareholder
18	Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations	Against	Against	Shareholder
19	Prohibit Political Contributions	Against	Against	Shareholder

BIOGEN IDEC INC.

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Ticker: BIIB Security ID: 09062X103  
Meeting Date: JUN 08, 2012 Meeting Type: Annual  
Record Date: APR 10, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Caroline D. Dorsa	For	For	Management
2	Elect Director Stelios Papadopoulos	For	For	Management
3	Elect Director George A. Scangos	For	For	Management
4	Elect Director Lynn Schenk	For	For	Management
5	Elect Director Alexander J. Denner	For	For	Management
6	Elect Director Nancy L. Leaming	For	For	Management
7	Elect Director Richard C. Mulligan	For	For	Management
8	Elect Director Robert W. Pangia	For	For	Management
9	Elect Director Brian S. Posner	For	For	Management
10	Elect Director Eric K. Rowinsky	For	For	Management
11	Elect Director Stephen A. Sherwin	For	For	Management
12	Elect Director William D. Young	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	Against	Management
16	Provide Right to Call Special Meeting	For	For	Management

## CATERPILLAR INC.

Ticker: CAT Security ID: 149123101  
Meeting Date: JUN 13, 2012 Meeting Type: Annual  
Record Date: APR 16, 2012

#	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 Eugene V. Fife	For	For	Management
1.4	Elect Director Juan Gallardo	For	For	Management
1.5	Elect Director David R. Goode	For	For	Management
1.6	Elect Director Jesse J. Greene, Jr.	For	For	Management
1.7	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1.8	Elect Director Peter A. Magowan	For	For	Management
1.9	Elect Director Dennis A. Muilenburg	For	For	Management
1.10	Elect Director Douglas R. Oberhelman	For	For	Management
1.11	Elect Director William A. Osborn	For	For	Management
1.12	Elect Director Charles D. Powell	For	For	Management
1.13	Elect Director Edward B. Rust, Jr.	For	For	Management
1.14	Elect Director Susan C. Schwab	For	For	Management
1.15	Elect Director Joshua I. Smith	For	For	Management
1.16	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	Provide Right to Call Special Meeting	For	For	Management
5	Amend Advance Notice Provisions for Shareholder Proposals/Nominations	For	For	Management
6	Report on Political Contributions	Against	Against	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
8	Review and Assess Human Rights Policies	Against	For	Shareholder
9	Provide Right to Act by Written Consent	Against	For	Shareholder

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CENTURYLINK, INC.

Ticker: CTL Security ID: 156700106  
Meeting Date: MAY 23, 2012 Meeting Type: Annual  
Record Date: APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3.1	Elect Director Fred R. Nichols	For	For	Management
3.2	Elect Director Harvey P. Perry	For	For	Management
3.3	Elect Director Laurie A. Siegel	For	For	Management
3.4	Elect Director Joseph R. Zimmer	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
7	Adopt Policy on Bonus Banking	Against	For	Shareholder
8	Report on Political Contributions	Against	For	Shareholder

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CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100  
Meeting Date: MAY 10, 2012 Meeting Type: Annual  
Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen A. Furbacher	For	Withhold	Management
1.2	Elect Director John D. Johnson	For	Withhold	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Declassify the Board of Directors	Against	For	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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CHESAPEAKE ENERGY CORPORATION

Ticker: CHK Security ID: 165167107  
Meeting Date: JUN 08, 2012 Meeting Type: Annual  
Record Date: APR 10, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard K. Davidson	For	Withhold	Management
1.2	Elect Director V. Burns Hargis	For	Withhold	Management
2	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	Against	Management

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6	Ratify Auditors	For	For	Management
7	Reincorporate in Another State [from Oklahoma to Delaware]	Against	For	Shareholder
8	Report on Lobbying Payments and Policy	Against	For	Shareholder
9	Reduce Supermajority Vote Requirement	Against	For	Shareholder
10	Adopt Proxy Access Right	Against	For	Shareholder

## CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100  
Meeting Date: MAY 30, 2012 Meeting Type: Annual  
Record Date: APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Linnet F. Deily	For	For	Management
2	Elect Director Robert E. Denham	For	For	Management
3	Elect Director Chuck Hagel	For	For	Management
4	Elect Director Enrique Hernandez, Jr.	For	For	Management
5	Elect Director George L. Kirkland	For	For	Management
6	Elect Director Charles W. Moorman, IV	For	For	Management
7	Elect Director Kevin W. Sharer	For	For	Management
8	Elect Director John G. Stumpf	For	For	Management
9	Elect Director Ronald D. Sugar	For	For	Management
10	Elect Director Carl Ware	For	For	Management
11	Elect Director John S. Watson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Remove Exclusive Venue Provision	Against	For	Shareholder
15	Require Independent Board Chairman	Against	For	Shareholder
16	Report on Lobbying Payments and Policy	Against	For	Shareholder
17	Adopt Guidelines for Country Selection	Against	For	Shareholder
18	Report on Hydraulic Fracturing Risks to Company	Against	For	Shareholder
19	Report on Accident Risk Reduction Efforts	Against	Against	Shareholder
20	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
21	Request Director Nominee with Environmental Qualifications	Against	For	Shareholder

## CITIGROUP INC.

Ticker: C Security ID: 172967424  
Meeting Date: APR 17, 2012 Meeting Type: Annual  
Record Date: FEB 21, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Franz B. Humer	For	For	Management
2	Elect Director Robert L. Joss	For	For	Management
3	Elect Director Michael E. O'Neill	For	For	Management
4	Elect Director Vikram S. Pandit	For	For	Management
5	Elect Director Lawrence R. Ricciardi	For	For	Management
6	Elect Director Judith Rodin	For	For	Management
7	Elect Director Robert L. Ryan	For	For	Management
8	Elect Director Anthony M. Santomero	For	For	Management

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9	Elect Director Joan E. Spero	For	For	Management
10	Elect Director Diana L. Taylor	For	For	Management
11	Elect Director William S. Thompson, Jr.	For	For	Management
12	Elect Director Ernesto Zedillo Ponce de Leon	For	For	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Disclose Prior Government Service	Against	Against	Shareholder
17	Report on Political Contributions and Lobbying Expenditures	Against	Against	Shareholder
18	Stock Retention/Holding Period	Against	For	Shareholder
19	Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations	Against	Against	Shareholder

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### CITRIX SYSTEMS, INC.

Ticker: CTXS                      Security ID: 177376100  
 Meeting Date: MAY 24, 2012      Meeting Type: Annual  
 Record Date: APR 02, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Thomas F. Bogan	For	For	Management
2	Elect Director Nanci E. Caldwell	For	For	Management
3	Elect Director Gary E. Morin	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Ratify Auditors	For	For	Management
6	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 08, 2012      Meeting Type: Annual  
 Record Date: MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Joseph A. Carrabba	For	For	Management
2	Elect Director Susan M. Cunningham	For	For	Management
3	Elect Director Barry J. Eldridge	For	For	Management
4	Elect Director Andres R. Gluski	For	For	Management
5	Elect Director Susan M. Green	For	For	Management
6	Elect Director Janice K. Henry	For	For	Management
7	Elect Director James F. Kirsch	For	For	Management
8	Elect Director Francis R. McAllister	For	For	Management
9	Elect Director Richard K. Riederer	For	For	Management
10	Elect Director Richard A. Ross	For	For	Management
11	Permit Board to Amend Bylaws Without Shareholder Consent	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Approve Omnibus Stock Plan	For	For	Management
14	Approve Executive Incentive Bonus Plan	For	For	Management
15	Ratify Auditors	For	For	Management



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## COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101  
 Meeting Date: MAY 31, 2012 Meeting Type: Annual  
 Record Date: MAR 22, 2012

#	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	Withhold	Management
1.4	Elect Director J. Michael Cook	For	For	Management
1.5	Elect Director Gerald L. Hassell	For	Withhold	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	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Amend Nonqualified Employee Stock Purchase Plan	For	For	Management
5	Restore or Provide for Cumulative Voting	Against	For	Shareholder
6	Require Independent Board Chairman	Against	For	Shareholder
7	Stock Retention/Holding Period	Against	For	Shareholder
8	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder

## CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 09, 2012 Meeting Type: Annual  
 Record Date: MAR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Armitage	For	For	Management
2	Elect Director Richard H. Auchinleck	For	For	Management
3	Elect Director James E. Copeland, Jr.	For	For	Management
4	Elect Director Kenneth M. Duberstein	For	For	Management
5	Elect Director Ruth R. Harkin	For	For	Management
6	Elect Director Ryan M. Lance	For	For	Management
7	Elect Director Mohd H. Marican	For	For	Management
8	Elect Director Harold W. McGraw, III	For	For	Management
9	Elect Director James J. Mulva	For	For	Management
10	Elect Director Robert A. Niblock	For	For	Management
11	Elect Director Harald J. Norvik	For	For	Management
12	Elect Director William K. Reilly	For	For	Management
13	Elect Director Victoria J. Tschinkel	For	For	Management
14	Elect Director Kathryn C. Turner	For	For	Management
15	Elect Director William E. Wade, Jr.	For	For	Management
16	Ratify Auditors	For	For	Management
17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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18	Adopt Policy to Address Coastal Louisiana Environmental Impacts	Against	Against	Shareholder
19	Report on Accident Risk Reduction Efforts	Against	Against	Shareholder
20	Report on Lobbying Payments and Policy	Against	For	Shareholder
21	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
22	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	For	Shareholder

### CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101  
 Meeting Date: JUN 14, 2012 Meeting Type: Annual  
 Record Date: APR 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ellis L. 'Lon' McCain	For	For	Management
1.2	Elect Director Mark E. Monroe	For	Withhold	Management
1.3	Elect Director Edward T. Schafer	For	For	Management
2	Ratify Auditors	For	For	Management

### CUMMINS INC.

Ticker: CMI Security ID: 231021106  
 Meeting Date: MAY 08, 2012 Meeting Type: Annual  
 Record Date: MAR 15, 2012

#	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
12	Approve Omnibus Stock Plan	For	For	Management
13	Amend Nonqualified Employee Stock Purchase Plan	For	For	Management
14	Provide Right to Call Special Meeting	For	For	Management

### DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105  
 Meeting Date: SEP 22, 2011 Meeting Type: Annual  
 Record Date: JUL 29, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Leonard L. Berry	For	For	Management
1.2	Elect Director Odie C. Donald	For	For	Management
1.3	Elect Director Christopher J. Fraleigh	For	For	Management
1.4	Elect Director Victoria D. Harker	For	For	Management
1.5	Elect Director David H. Hughes	For	For	Management
1.6	Elect Director Charles A. Ledsinger Jr	For	For	Management
1.7	Elect Director William M. Lewis, Jr.	For	For	Management
1.8	Elect Director Senator Connie Mack III	For	For	Management
1.9	Elect Director Andrew H. Madsen	For	For	Management
1.10	Elect Director Clarence Otis, Jr.	For	For	Management
1.11	Elect Director Michael D. Rose	For	For	Management
1.12	Director Maria A. Sastre	For	For	Management
2	Amend Qualified Employee Stock Purchase Plan	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	Ratify Auditors	For	For	Management

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### DEERE & COMPANY

Ticker: DE Security ID: 244199105  
 Meeting Date: FEB 29, 2012 Meeting Type: Annual  
 Record Date: DEC 31, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Crandall C. Bowles	For	For	Management
2	Elect Director Vance D. Coffman	For	For	Management
3	Elect Director Charles O. Holliday, Jr.	For	For	Management
4	Elect Director Dipak C. Jain	For	For	Management
5	Elect Director Clayton M. Jones	For	For	Management
6	Elect Director Joachim Milberg	For	For	Management
7	Elect Director Richard B. Myers	For	For	Management
8	Elect Director Thomas H. Patrick	For	For	Management
9	Elect Director Sherry M. Smith	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Approve Non-Employee Director Restricted Stock Plan	For	For	Management
12	Ratify Auditors	For	For	Management

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

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 25, 2012 Meeting Type: Annual  
 Record Date: FEB 29, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lamberto Andreotti	For	For	Management
2	Elect Director Richard H. Brown	For	For	Management
3	Elect Director Robert A. Brown	For	For	Management
4	Elect Director Bertrand P. Collomb	For	For	Management
5	Elect Director Curtis J. Crawford	For	For	Management
6	Elect Director Alexander M. Cutler	For	For	Management
7	Elect Director Eleuthere I. Du Pont	For	For	Management
8	Elect Director Marillyn A. Hewson	For	For	Management

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9	Elect Director Lois D. Juliber	For	For	Management
10	Elect Director Ellen J. Kullman	For	For	Management
11	Elect Director Lee M. Thomas	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Require Independent Board Chairman	Against	For	Shareholder
15	Report on Pay Disparity	Against	Against	Shareholder

### EXPRESS SCRIPTS HOLDING COMPANY

Ticker: ESRX Security ID: 30219G108  
 Meeting Date: MAY 30, 2012 Meeting Type: Annual  
 Record Date: APR 11, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Gary G. Benanav	For	For	Management
2	Elect Director Maura C. Breen	For	For	Management
3	Elect Director William J. Delaney	For	For	Management
4	Elect Director Nicholas J. Lahowchic	For	For	Management
5	Elect Director Thomas P. Mac Mahon	For	For	Management
6	Elect Director Frank Mergenthaler	For	For	Management
7	Elect Director Woodrow A. Myers, Jr.	For	For	Management
8	Elect Director John O. Parker, Jr.	For	For	Management
9	Election Of Director: George Paz	For	For	Management
10	Election Of Director: Myrtle S. Potter	For	For	Management
11	Elect Director William L. Roper	For	For	Management
12	Elect Director Samuel K. Skinner	For	For	Management
13	Elect Director Seymour Sternberg	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Report on Political Contributions	Against	For	Shareholder
17	Provide Right to Act by Written Consent	Against	For	Shareholder

### FIRSTENERGY CORP.

Ticker: FE Security ID: 337932107  
 Meeting Date: MAY 15, 2012 Meeting Type: Annual  
 Record Date: MAR 21, 2012

#	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	For	Management
1.7	Elect Director Julia L. Johnson	For	For	Management
1.8	Elect Director Ted J. Kleisner	For	For	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	For	Management
1.12	Elect Director Catherine A. Rein	For	For	Management
1.13	Elect Director George M. Smart	For	For	Management
1.14	Elect Director Wes M. Taylor	For	For	Management

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2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Report on Coal Combustion Waste Hazard and Risk Mitigation Efforts	Against	For	Shareholder
6	Report on Plans to Reduce Coal-Related Costs and Risks	Against	Against	Shareholder
7	Reduce Supermajority Vote Requirement	Against	For	Shareholder

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104  
Meeting Date: AUG 02, 2011 Meeting Type: Special  
Record Date: JUN 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Roberto Quarta as Director	For	For	Management
2	Elect John M. Malcolm as Director	For	For	Management
3	Broadridge note: IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE ANNUAL GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS.	For	Abstain	Management

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104  
Meeting Date: NOV 01, 2011 Meeting Type: Special  
Record Date: SEP 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect J. Kent Masters as Director	For	For	Management
2	Elect Henri Philippe Reichstul as Director	For	For	Management
3	Broadridge note: IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE EXTRAORDINARY GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS	For	Abstain	Management

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104  
Meeting Date: MAY 01, 2012 Meeting Type: Annual  
Record Date: MAR 06, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Umberto della Sala as Director	For	For	Management
2	Elect J. Kent Masters as Director	For	For	Management

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3	Elect Roberto Quarta as Director	For	For	Management
4	Elect Maureen B. Tart-Bezer as Director	For	For	Management
5	Ratify PricewaterhouseCoopers AG as Auditors	For	For	Management
6	Ratify PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
8	Accept Financial Statements and Statutory Reports	For	For	Management
9	Approve Discharge of Board and Senior Management	For	For	Management
10	Approve CHF 51,721,260 Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	Management
11	Authorize Share Repurchase Program and Cancellation of Repurchased Shares	For	Against	Management
12	Broadridge note: IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE EXTRAORDINARY GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS	For	Abstain	Management

### ----- FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX                      Security ID: 35671D857  
Meeting Date: JUN 14, 2012      Meeting Type: Annual  
Record Date: APR 18, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Adkerson	For	For	Management
1.2	Elect Director Robert J. Allison, Jr.	For	For	Management
1.3	Elect Director Robert A. Day	For	For	Management
1.4	Elect Director Gerald J. Ford	For	For	Management
1.5	Elect Director H. Devon Graham, Jr.	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Bobby Lee Lackey	For	For	Management
1.8	Elect Director Jon C. Madonna	For	For	Management
1.9	Elect Director Dustan E. McCoy	For	For	Management
1.10	Elect Director James R. Moffett	For	For	Management
1.11	Elect Director B. M. Rankin, Jr.	For	For	Management
1.12	Elect Director Stephen H. Siegele	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Ratify Auditors	For	For	Management
4	Request Director Nominee with Environmental Qualifications	Against	For	Shareholder

### ----- GILEAD SCIENCES, INC.

Ticker: GILD                      Security ID: 375558103  
Meeting Date: MAY 10, 2012      Meeting Type: Annual  
Record Date: MAR 14, 2012

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#	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 James M. Denny	For	For	Management
1.4	Elect Director Carla A. Hills	For	For	Management
1.5	Elect Director Kevin E. Lofton	For	For	Management
1.6	Elect Director John W. Madigan	For	For	Management
1.7	Elect Director John C. Martin	For	For	Management
1.8	Elect Director Gordon E. Moore	For	For	Management
1.9	Elect Director Nicholas G. Moore	For	For	Management
1.10	Elect Director Richard J. Whitley	For	For	Management
1.11	Elect Director Gayle E. Wilson	For	For	Management
1.12	Elect Director Per Wold-Olsen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Provide Right to Act by Written Consent	Against	For	Shareholder
5	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder

## HALLIBURTON COMPANY

Ticker: HAL Security ID: 406216101  
Meeting Date: MAY 16, 2012 Meeting Type: Annual  
Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan M. Bennett	For	For	Management
2	Elect Director James R. Boyd	For	For	Management
3	Elect Director Milton Carroll	For	For	Management
4	Elect Director Nance K. Dicciani	For	For	Management
5	Elect Director Murry S. Gerber	For	For	Management
6	Elect Director S. Malcolm Gillis	For	For	Management
7	Elect Director Abdallah S. Jum'ah	For	For	Management
8	Elect Director David J. Lesar	For	For	Management
9	Elect Director Robert A. Malone	For	For	Management
10	Elect Director J. Landis Martin	For	For	Management
11	Elect Director Debra L. Reed	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management

## INTEL CORPORATION

Ticker: INTC Security ID: 458140100  
Meeting Date: MAY 17, 2012 Meeting Type: Annual  
Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Charlene Barshefsky	For	For	Management
2	Elect Director Andy D. Bryant	For	For	Management
3	Elect Director Susan L. Decker	For	For	Management
4	Elect Director John J. Donahoe	For	For	Management
5	Elect Director Reed E. Hundt	For	For	Management

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6	Elect Director Paul S. Otellini	For	For	Management
7	Elect Director James D. Plummer	For	For	Management
8	Elect Director David S. Pottruck	For	For	Management
9	Elect Director Frank D. Yeary	For	For	Management
10	Elect Director David B. Yoffie	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote	Against	Against	Shareholder

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### INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 24, 2012 Meeting Type: Annual  
 Record Date: FEB 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alain J.P. Belda	For	For	Management
2	Elect Director William R. Brody	For	For	Management
3	Elect Director Kenneth I. Chenault	For	For	Management
4	Elect Director Michael L. Eskew	For	For	Management
5	Elect Director David N. Farr	For	For	Management
6	Elect Director Shirley Ann Jackson	For	For	Management
7	Elect Director Andrew N. Liveris	For	For	Management
8	Elect Director W. James McNerney, Jr.	For	For	Management
9	Elect Director James W. Owens	For	For	Management
10	Elect Director Samuel J. Palmisano	For	For	Management
11	Elect Director Virginia M. Rometty	For	For	Management
12	Elect Director Joan E. Spero	For	For	Management
13	Elect Director Sidney Taurel	For	For	Management
14	Elect Director Lorenzo H. Zambrano	For	For	Management
15	Ratify Auditors	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Provide for Cumulative Voting	Against	For	Shareholder
18	Report on Political Contributions	Against	Against	Shareholder
19	Report on Lobbying Expenses	Against	Against	Shareholder

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### JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 26, 2012 Meeting Type: Annual  
 Record Date: FEB 28, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mary Sue Coleman	For	For	Management
2	Elect Director James G. Cullen	For	For	Management
3	Elect Director Ian E.L. Davis	For	For	Management
4	Elect Director Alex Gorsky	For	For	Management
5	Elect Director Michael M.e. Johns	For	For	Management
6	Elect Director Susan L. Lindquist	For	For	Management
7	Elect Director Anne M. Mulcahy	For	For	Management
8	Elect Director Leo F. Mullin	For	For	Management
9	Elect Director William D. Perez	For	For	Management



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10	Elect Director Charles Prince	For	For	Management
11	Elect Director David Satcher	For	For	Management
12	Elect Director William C. Weldon	For	For	Management
13	Elect Director Ronald A. Williams	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
15	Approve Omnibus Stock Plan	For	For	Management
16	Ratify Auditors	For	For	Management
17	Require Independent Board Chairman	Against	For	Shareholder
18	Require Shareholder Vote to Approve Political Contributions	Against	Against	Shareholder
19	Adopt Animal-Free Training Methods	Against	Against	Shareholder

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JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
Meeting Date: MAY 15, 2012 Meeting Type: Annual  
Record Date: MAR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James A. Bell	For	For	Management
2	Elect Director Crandall C. Bowles	For	For	Management
3	Elect Director Stephen B. Burke	For	For	Management
4	Elect Director David M. Cote	For	For	Management
5	Elect Director James S. Crown	For	For	Management
6	Elect Director James Dimon	For	For	Management
7	Elect Director Timothy P. Flynn	For	For	Management
8	Elect Director Ellen V. Futter	For	For	Management
9	Elect Director Laban P. Jackson, Jr.	For	For	Management
10	Elect Director Lee R. Raymond	For	For	Management
11	Elect Director William C. Weldon	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Affirm Political Non-Partisanship	Against	Against	Shareholder
15	Require Independent Board Chairman	Against	For	Shareholder
16	Report on Loan Modifications	Against	Against	Shareholder
17	Report on Political Contributions	Against	Against	Shareholder
18	Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity	Against	Against	Shareholder
19	Provide Right to Act by Written Consent	Against	For	Shareholder
20	Stock Retention	Against	For	Shareholder

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LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109  
Meeting Date: MAY 24, 2012 Meeting Type: Annual  
Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director George W. Henderson, III	For	For	Management
2	Elect Director Eric G. Johnson	For	For	Management
3	Elect Director M. Leanne Lachman	For	For	Management
4	Elect Director Isaiah Tidwell	For	For	Management

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5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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### LULULEMON ATHLETICA INC.

Ticker: LULU                      Security ID: 550021109  
 Meeting Date: JUN 06, 2012      Meeting Type: Annual  
 Record Date: APR 18, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Christine M. Day	For	For	Management
1.2	Elect Director Martha A.M. (Marti) Morfitt	For	For	Management
1.3	Elect Director Rhoda M. Pitcher	For	For	Management
1.4	Elect Director Emily White	For	For	Management
1.5	Elect Director Jerry Stritzke	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

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### MASTERCARD INCORPORATED

Ticker: MA                      Security ID: 57636Q104  
 Meeting Date: JUN 05, 2012      Meeting Type: Annual  
 Record Date: APR 10, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ajay Banga	For	For	Management
2	Elect Director David R. Carlucci	For	For	Management
3	Elect Director Steven J. Freiberg	For	For	Management
4	Elect Director Richard Haythornthwaite	For	For	Management
5	Elect Director Marc Olivie	For	For	Management
6	Elect Director Rima Qureshi	For	For	Management
7	Elect Director Mark Schwartz	For	For	Management
8	Elect Director Jackson P. Tai	For	For	Management
9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
10	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
11	Amend Omnibus Stock Plan	For	For	Management
12	Ratify Auditors	For	For	Management

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### MCDONALD'S CORPORATION

Ticker: MCD                      Security ID: 580135101  
 Meeting Date: MAY 24, 2012      Meeting Type: Annual  
 Record Date: MAR 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert A. Eckert	For	For	Management
2	Elect Director Enrique Hernandez, Jr.	For	For	Management
3	Elect Director Jeanne P. Jackson	For	For	Management
4	Elect Director Andrew J. McKenna	For	For	Management

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5	Elect Director Donald Thompson	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Approve Omnibus Stock Plan	For	For	Management
8	Declassify the Board of Directors	For	For	Management
9	Provide Right to Call Special Meeting	For	For	Management
10	Ratify Auditors	For	For	Management
11	Report on Policy Responses to Children's Health Concerns and Fast Food	Against	Against	Shareholder

## MONSANTO COMPANY

Ticker: MON Security ID: 61166W101  
Meeting Date: JAN 24, 2012 Meeting Type: Annual  
Record Date: NOV 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Directors Janice L. Fields	For	For	Management
2	Elect Directors Hugh Grant	For	For	Management
3	Elect Directors C. Steven McMillan	For	For	Management
4	Elect Directors Robert J. Stevens	For	For	Management
5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Amend Omnibus Stock Plan	For	For	Management
8	Report on Risk of Genetically Engineered Products	Against	Against	Shareholder

## NEW YORK COMMUNITY BANCORP, INC.

Ticker: NYB Security ID: 649445103  
Meeting Date: JUN 07, 2012 Meeting Type: Annual  
Record Date: APR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Maureen E. Clancy	For	Withhold	Management
1.2	Elect Director Hanif Dahya	For	For	Management
1.3	Elect Director Joseph R. Ficalora	For	For	Management
1.4	Elect Director James J. O'Donovan	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

## NUCOR CORPORATION

Ticker: NUE Security ID: 670346105  
Meeting Date: MAY 10, 2012 Meeting Type: Annual  
Record Date: MAR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Clayton C. Daley, Jr.	For	For	Management

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1.2	Elect Director John J. Ferriola	For	For	Management
1.3	Elect Director Harvey B. Gantt	For	For	Management
1.4	Elect Director Bernard L. Kasriel	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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### OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY                      Security ID: 674599105  
 Meeting Date: MAY 04, 2012      Meeting Type: Annual  
 Record Date: MAR 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Spencer Abraham	For	For	Management
2	Elect Director Howard I. Atkins	For	For	Management
3	Elect Director Stephen I. Chazen	For	For	Management
4	Elect Director Edward P. Djerejian	For	For	Management
5	Elect Director John E. Feick	For	For	Management
6	Elect Director Margaret M. Foran	For	For	Management
7	Elect Director Carlos M. Gutierrez	For	For	Management
8	Elect Director Ray R. Irani	For	For	Management
9	Elect Director Avedick B. Poladian	For	For	Management
10	Elect Director Aziz D. Syriani	For	For	Management
11	Elect Director Rosemary Tomich	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Ratify Auditors	For	For	Management
14	Request Director Nominee with Environmental Qualifications	Against	Against	Shareholder

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### PAPA JOHN'S INTERNATIONAL, INC.

Ticker: PZZA                      Security ID: 698813102  
 Meeting Date: APR 26, 2012      Meeting Type: Annual  
 Record Date: FEB 28, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Philip Guarascio	For	For	Management
2	Elect Director Olivia F. Kirtley	For	For	Management
3	Elect Director W. Kent Taylor	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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### PEPSICO, INC.

Ticker: PEP                      Security ID: 713448108  
 Meeting Date: MAY 02, 2012      Meeting Type: Annual  
 Record Date: MAR 02, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Shona L. Brown	For	For	Management

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2	Elect Director Ian M. Cook	For	For	Management
3	Elect Director Dina Dublon	For	For	Management
4	Elect Director Victor J. Dzau	For	For	Management
5	Elect Director Ray L. Hunt	For	For	Management
6	Elect Director Alberto Ibarguen	For	For	Management
7	Elect Director Indra K. Nooyi	For	For	Management
8	Elect Director Sharon Percy Rockefeller	For	For	Management
9	Elect Director James J. Schiro	For	For	Management
10	Elect Director Lloyd G. Trotter	For	For	Management
11	Elect Director Daniel Vasella	For	For	Management
12	Elect Director Alberto Weisser	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Amend Omnibus Stock Plan	For	For	Management
16	Report on Lobbying Payments and Policy	Against	Against	Shareholder
17	Establish Risk Oversight Committee	Against	Against	Shareholder
18	Require Independent Board Chairman	Against	For	Shareholder

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### PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4                      Security ID: 71654V408  
 Meeting Date: AUG 23, 2011      Meeting Type: Special  
 Record Date: AUG 09, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Ratify Alternate Director Miriam Aparecida Belchior as Director Until Next General Meeting to Fill Director Vacancy	For	For	Management
2	Amend Articles 18, 19, 21, 22, 25, 28, and 39 Re: Board Size, Procedures Applicable to Employee Board Representative, Clarify Chairman's Casting Vote	For	For	Management

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### PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4                      Security ID: 71654V408  
 Meeting Date: DEC 19, 2011      Meeting Type: Special  
 Record Date: DEC 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Agreement to Absorb FAFEN ENERGIA	For	For	Management
2	Approve Agreement to Absorb TERMORIO	For	For	Management
3	Approve Agreement to Absorb UTE JUIZ DE FORA	For	For	Management
4	Appoint KPMG Auditores Independentes to Appraise Proposed Absorptions	For	For	Management
5	Approve Independent Firm's Appraisal of FAFEN ENERGIA	For	For	Management
6	Approve Independent Firm's Appraisal of TERMORIO	For	For	Management
7	Approve Independent Firm's Appraisal of UTE JUIZ DE FORA	For	For	Management

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8	Approve Absorption of FAFEN ENERGIA	For	For	Management
9	Approve Absorption of TERMORIO	For	For	Management
10	Approve Absorption of UTE JUIZ DE FORA	For	For	Management
11	Authorize Board to Ratify and Execute Approved Resolutions	For	For	Management
12	Elect Josue Christiano Gomes da Silva as Director	For	For	Management

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### PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4                      Security ID: 71654V408  
 Meeting Date: JAN 27, 2012      Meeting Type: Special  
 Record Date: JAN 03, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Appoint Independent Firm to Appraise Proposed Spin-Off	For	For	Management
1.2	Approve Independent Firm's Appraisal	For	For	Management
1.3	Approve Agreement to Spin Off BRK Investimentos Petroquimicos S.A.	For	For	Management
1.4	Approve Spin Off of BRK Investimentos Petroquimicos S.A.	For	For	Management
2.1	Appoint Independent Firm to Appraise Proposed Absorption	For	For	Management
2.2	Approve Independent Firm's Appraisal	For	For	Management
2.3	Approve Agreement to Absorb Petrobras Quimica S.A.	For	For	Management
2.4	Approve Absorption of Petrobras Quimica S.A.	For	For	Management

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### PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4                      Security ID: 71654V408  
 Meeting Date: FEB 28, 2012      Meeting Type: Special  
 Record Date: FEB 23, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Articles Re: Increase the Number of Executive Directors	For	For	Management
2	Elect Maria das Gracias Silva Foster as Director	For	For	Management

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### PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4                      Security ID: 71654V408  
 Meeting Date: MAR 19, 2012      Meeting Type: Annual/Special  
 Record Date: FEB 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2011	For	For	Management
2	Approve Capital Budget for Upcoming	For	For	Management

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	Fiscal Year			
3	Approve Allocation of Income and Dividends	For	For	Management
4a	Elect Directors Appointed by Controlling Shareholder	For	For	Management
4b	Elect Directors Appointed by Minority Shareholders	For	For	Management
5	Elect Board Chairman	For	For	Management
6a	Elect Fiscal Council Members and Alternates Appointed by Controlling Shareholder	For	For	Management
6b	Elect Fiscal Council Members and Alternates Appointed by Minority Shareholders	For	For	Management
7	Approve Remuneration of Executive Officers, Non-Executive Directors, and Fiscal Council Members	For	For	Management
1	Authorize Capitalization of Reserves Without Issuance of New Shares	For	For	Management

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### QUALCOMM INCORPORATED

Ticker: QCOM                      Security ID: 747525103  
 Meeting Date: MAR 06, 2012      Meeting Type: Annual  
 Record Date: JAN 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara T. Alexander	For	For	Management
1.2	Elect Director Stephen M. Bennett	For	For	Management
1.3	Elect Director Donald G. Cruickshank	For	For	Management
1.4	Elect Director Raymond V. Dittamore	For	For	Management
1.5	Elect Director Thomas W. Horton	For	For	Management
1.6	Elect Director Paul E. Jacobs	For	For	Management
1.7	Elect Director Robert E. Kahn	For	For	Management
1.8	Elect Director Sherry Lansing	For	For	Management
1.9	Elect Director Duane A. Nelles	For	For	Management
1.10	Elect Director Francisco Ros	For	For	Management
1.11	Elect Director Brent Scowcroft	For	For	Management
1.12	Elect Director Marc I. Stern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Eliminate Provision Relating to Plurality Voting for the Election of Directors	For	For	Management

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### SANDISK CORPORATION

Ticker: SNDK                      Security ID: 80004C101  
 Meeting Date: JUN 12, 2012      Meeting Type: Annual  
 Record Date: APR 18, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael E. Marks	For	For	Management
2	Elect Director Kevin DeNuccio	For	For	Management
3	Elect Director Irwin Federman	For	For	Management

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4	Elect Director Steven J. Gomo	For	For	Management
5	Elect Director Eddy W. Hartenstein	For	For	Management
6	Elect Director Chenming Hu	For	For	Management
7	Elect Director Catherine P. Lego	For	For	Management
8	Elect Director Sanjay Mehrotra	For	For	Management
9	Ratify Auditors	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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### SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108  
 Meeting Date: APR 11, 2012 Meeting Type: Annual  
 Record Date: FEB 22, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter L.S. Currie	For	For	Management
1.2	Elect Director Tony Isaac	For	For	Management
1.3	Elect Director K. Vaman Kamath	For	For	Management
1.4	Elect Director Paal Kibsgaard	For	For	Management
1.5	Elect Director Nikolay Kudryavtsev	For	For	Management
1.6	Elect Director Adrian Lajous	For	For	Management
1.7	Elect Director Michael E. Marks	For	For	Management
1.8	Elect Director Elizabeth Moler	For	For	Management
1.9	Elect Director Lubna S. Olayan	For	For	Management
1.10	Elect Director Leo Rafael Reif	For	For	Management
1.11	Elect Director Tore I. Sandvold	For	For	Management
1.12	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	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management

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### TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101  
 Meeting Date: MAY 25, 2012 Meeting Type: Annual  
 Record Date: MAR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ann Torre Bates	For	For	Management
1.2	Elect Director David W. Niemiec	For	For	Management
1.3	Elect Director Frank A. Olson	For	For	Management
1.4	Elect Director Robert E. Wade	For	For	Management
2	Ratify Auditors	For	For	Management

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### THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104



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Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

#	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 Stephen Friedman	For	For	Management
6	Elect Director William W. George	For	For	Management
7	Elect Director James A. Johnson	For	For	Management
8	Elect Director Lakshmi N. Mittal	For	For	Management
9	Elect Director James J. Schiro	For	For	Management
10	Elect Director Debora L. Spar	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Ratify Auditors	For	For	Management
13	Provide for Cumulative Voting	Against	For	Shareholder
14	Stock Retention/Holding Period	Against	For	Shareholder
15	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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THE WILLIAMS COMPANIES, INC.

Ticker: WMB Security ID: 969457100

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan S. Armstrong	For	For	Management
2	Elect Director Joseph R. Cleveland	For	For	Management
3	Elect Director Irl F. Engelhardt	For	For	Management
4	Elect Director John A. Hagg	For	For	Management
5	Elect Director Juanita H. Hinshaw	For	For	Management
6	Elect Director Frank T. Macinnis	For	For	Management
7	Elect Director Steven W. Nance	For	For	Management
8	Elect Director Murray D. Smith	For	For	Management
9	Elect Director Janice D. Stoney	For	For	Management
10	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

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TOTAL SA

Ticker: FP Security ID: 89151E109

Meeting Date: MAY 11, 2012 Meeting Type: Annual/Special

Record Date: APR 03, 2012

#	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 2.28 per Share	For	For	Management
4	Authorize Repurchase of Up to 10	For	For	Management

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	Percent of Issued Share Capital			
5	Reelect Christophe de Margerie as Director	For	Against	Management
6	Reelect Patrick Artus as Director	For	For	Management
7	Reelect Bertrand Collomb as Director	For	For	Management
8	Reelect Anne Lauvergeon as Director	For	For	Management
9	Reelect Michel Pebereau as Director	For	Against	Management
10	Ratify Appointment of Gerard Lamarche as Director	For	For	Management
11	Elect Anne-Marie Idrac as Director	For	For	Management
12	Approve Severance Payment Agreement with Christophe de Margerie	For	Against	Management
13	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 2.5 Billion and/or Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	For	For	Management
14	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 850 Million	For	For	Management
15	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Item 14	For	For	Management
16	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions	For	For	Management
17	Approve Employee Stock Purchase Plan	For	For	Management
18	Approve Stock Purchase Plan Reserved for Employees of International Subsidiaries	For	For	Management
19	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	Management
A	Approve Additional Indicators to Include in the Information Provided on Corporate Executive Officers Remuneration	Against	Against	Shareholder
B	Allow Loyalty Dividends to Long-Term Registered Shareholders	Against	Against	Shareholder

## ----- UNION PACIFIC CORPORATION

Ticker: UNP                      Security ID: 907818108  
 Meeting Date: MAY 10, 2012      Meeting Type: Annual  
 Record Date: FEB 29, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Andrew H. Card, Jr.	For	For	Management
2	Elect Director Erroll B. Davis, Jr.	For	For	Management
3	Elect Director Thomas J. Donohue	For	For	Management
4	Elect Director Archie W. Dunham	For	For	Management
5	Elect Director Judith Richards Hope	For	For	Management
6	Elect Director Charles C. Krulak	For	For	Management
7	Elect Director Michael R. McCarthy	For	For	Management
8	Elect Director Michael W. McConnell	For	For	Management
9	Elect Director Thomas F. McLarty, III	For	For	Management

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10	Elect Director Steven R. Rogel	For	For	Management
11	Elect Director Jose H. Villarreal	For	For	Management
12	Elect Director James R. Young	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Report on Lobbying Payments and Policy	Against	For	Shareholder
16	Stock Retention	Against	For	Shareholder

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UNITED CONTINENTAL HOLDINGS, INC.

Ticker: UAL Security ID: 910047109  
 Meeting Date: JUN 12, 2012 Meeting Type: Annual  
 Record Date: APR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Carolyn Corvi	For	For	Management
1.2	Elect Director Jane C. Garvey	For	For	Management
1.3	Elect Director Walter Isaacson	For	For	Management
1.4	Elect Director Henry L. Meyer Iii	For	For	Management
1.5	Elect Director Oscar Munoz	For	For	Management
1.6	Elect Director Laurence E. Simmons	For	For	Management
1.7	Elect Director Jeffery A. Smisek	For	For	Management
1.8	Elect Director Glenn F. Tilton	For	For	Management
1.9	Elect Director David J. Vitale	For	For	Management
1.10	Elect Director John H. Walker	For	For	Management
1.11	Elect Director Charles A. Yamarone	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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UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: JUN 04, 2012 Meeting Type: Annual  
 Record Date: APR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C. Ballard, Jr.	For	For	Management
2	Elect Director Richard T. Burke	For	For	Management
3	Elect Director Robert J. Darretta	For	For	Management
4	Elect Director Stephen J. Hemsley	For	For	Management
5	Elect Director Michele J. Hooper	For	For	Management
6	Elect Director Rodger A. Lawson	For	For	Management
7	Elect Director Douglas W. Leatherdale	For	For	Management
8	Elect Director Glenn M. Renwick	For	For	Management
9	Elect Director Kenneth I. Shine	For	For	Management
10	Elect Director Gail R. Wilensky	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Ratify Auditors	For	For	Management
13	Report on Lobbying Payments and Policy	Against	For	Shareholder

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
Meeting Date: MAY 03, 2012 Meeting Type: Annual  
Record Date: MAR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director Melanie L. Healey	For	For	Management
3	Elect Director M. Frances Keeth	For	For	Management
4	Elect Director Robert W. Lane	For	For	Management
5	Elect Director Lowell C. McAdam	For	For	Management
6	Elect Director Sandra O. Moose	For	For	Management
7	Elect Director Joseph Neubauer	For	For	Management
8	Elect Director Donald T. Nicolaisen	For	For	Management
9	Elect Director Clarence Otis, Jr.	For	For	Management
10	Elect Director Hugh B. Price	For	For	Management
11	Elect Director Rodney E. Slater	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Disclose Prior Government Service	Against	Against	Shareholder
15	Report on Lobbying Payments and Policy	Against	For	Shareholder
16	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
18	Provide Right to Act by Written Consent	Against	For	Shareholder
19	Commit to Wireless Network Neutrality	Against	Against	Shareholder

VISA INC.

Ticker: V Security ID: 92826C839  
Meeting Date: JAN 31, 2012 Meeting Type: Annual  
Record Date: DEC 05, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Gary P. Coughlan	For	For	Management
2	Elect Director Mary B. Cranston	For	For	Management
3	Elect Director Francisco Javier Fernandez-Carbajal	For	For	Management
4	Elect Director Robert W. Matschullat	For	For	Management
5	Elect Director Cathy E. Minehan	For	For	Management
6	Elect Director Suzanne Nora Johnson	For	For	Management
7	Elect Director David J. Pang	For	For	Management
8	Elect Director Joseph W. Saunders	For	For	Management
9	Elect Director William S. Shanahan	For	For	Management
10	Elect Director John A. Swainson	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Ratify Auditors	For	For	Management

WHITING PETROLEUM CORPORATION

Ticker: WLL Security ID: 966387102

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Meeting Date: MAY 01, 2012      Meeting Type: Annual  
Record Date: MAR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James J. Volker	For	For	Management
1.2	Elect Director William N. Hahne	For	For	Management
1.3	Elect Director Allan R. Larson	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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YUM! BRANDS, INC.

Ticker:            YUM                      Security ID: 988498101  
Meeting Date: MAY 17, 2012      Meeting Type: Annual  
Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director David W. Dorman	For	For	Management
2	Elect Director Massimo Ferragamo	For	For	Management
3	Elect Director Mirian M. Graddick-Weir	For	For	Management
4	Elect Director J. David Grissom	For	For	Management
5	Elect Director Bonnie G. Hill	For	For	Management
6	Elect Director Jonathan S. Linen	For	For	Management
7	Elect Director Thomas C. Nelson	For	For	Management
8	Elect Director David C. Novak	For	For	Management
9	Elect Director Thomas M. Ryan	For	For	Management
10	Elect Director Jing-Shyh S. Su	For	For	Management
11	Elect Director Robert D. Walter	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
14	Require Independent Board Chairman	Against	For	Shareholder
15	Adopt and Implement Sustainable Palm Oil Policy	Against	For	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) The Zweig Fund, Inc.

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

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George R. Alyward, President

Date: August 29, 2012