

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 29, 2007

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 255 State Street  
Boston, MA 02109

NAME AND ADDRESS OF AGENT FOR SERVICE: Alan R. Dynner, Esq.  
255 State Street  
Boston, MA 02109

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2006 - 06/30/2007

Eaton Vance Enhanced Equity Income Fund II

ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 27-Apr-2007  
Ticker: ABT  
ISIN:

| Prop. # | Proposal      | Proposal Type | Proposal Vote |
|---------|---------------|---------------|---------------|
| 01      | DIRECTOR      |               |               |
|         | R.S. AUSTIN   | Mgmt          | For           |
|         | W.M. DALEY    | Mgmt          | For           |
|         | W.J. FARRELL  | Mgmt          | For           |
|         | H.L. FULLER   | Mgmt          | For           |
|         | R.A. GONZALEZ | Mgmt          | For           |
|         | D.A.L. OWEN   | Mgmt          | For           |
|         | B. POWELL JR. | Mgmt          | For           |
|         | W.A. REYNOLDS | Mgmt          | For           |
|         | R.S. ROBERTS  | Mgmt          | For           |

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|    |   |      |          |
|----|---|------|----------|
|    | S.C. SCOTT III                                    | Mgmt | Withheld |
|    | W.D. SMITHBURG                                    | Mgmt | For      |
|    | G.F. TILTON                                       | Mgmt | For      |
|    | M.D. WHITE  | Mgmt | For      |
| 02 | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS | Mgmt | For      |
| 03 | SHAREHOLDER PROPOSAL - ADVISORY VOTE              | Shr  | For      |
| 04 | SHAREHOLDER PROPOSAL - THE ROLES OF CHAIR AND CEO | Shr  | Against  |

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### ABER DIAMOND CORPORATION

Agen

Security: 002893105  
 Meeting Type: Annual and Special  
 Meeting Date: 06-Jun-2007  
 Ticker: ABER  
 ISIN:

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| Prop. # | Proposal   | Proposal Type | Proposal Vote |
|---------|--|---------------|---------------|
| 01      | FOR THE ELECTION OF THE FOLLOWING PERSONS AS DIRECTORS OF THE CORPORATION, TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED: ROBERT A. GANNICOTT, LARS-ERIC JOHANSSON, LYNDON LEA, LAURENT E. MOMMEJA, THOMAS J. O NEILL, J. ROGER B. PHILLIMORE AND JOHN M. WILLSON | Mgmt          | For           |
| 02      | FOR THE RE-APPOINTMENT OF KPMG LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION.  | Mgmt          | For           |
| 03      | IN RESPECT OF A SPECIAL RESOLUTION AUTHORIZING THE CHANGE OF NAME OF THE CORPORATION.  | Mgmt          | For           |

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### AFFILIATED MANAGERS GROUP, INC.

Agen

Security: 008252108  
 Meeting Type: Annual  
 Meeting Date: 31-May-2007  
 Ticker: AMG  
 ISIN:

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| Prop. # | Proposal                     | Proposal Type | Proposal Vote |
|---------|------------------------------|---------------|---------------|
| 01      | DIRECTOR<br>RICHARD E. FLOOR | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
|    | SEAN M. HEALEY   | Mgmt | For |
|    | HAROLD J. MEYERMAN   | Mgmt | For |
|    | WILLIAM J. NUTT  | Mgmt | For |
|    | RITA M. RODRIGUEZ  | Mgmt | For |
|    | PATRICK T. RYAN  | Mgmt | For |
|    | JIDE J. ZEITLIN  | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL<br>YEAR. | Mgmt | For |

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AGILENT TECHNOLOGIES, INC.

Agen

Security: 00846U101  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2007  
 Ticker: A  
 ISIN:

| Prop. # | Proposal   | Proposal Type        | Proposal Vote     |
|---------|--|----------------------|-------------------|
| 01      | DIRECTOR<br>PAUL N. CLARK<br>JAMES G. CULLEN<br>ROBERT L. JOSS   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02      | THE RATIFICATION OF THE AUDIT AND FINANCE COMMITTEE<br>S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP<br>AS AGILENT S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM. | Mgmt                 | For               |

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ALBERTO-CULVER COMPANY

Agen

Security: 013068101  
 Meeting Type: Special  
 Meeting Date: 10-Nov-2006  
 Ticker: ACV  
 ISIN:

| Prop. # | Proposal   | Proposal Type | Proposal Vote |
|---------|--|---------------|---------------|
| 01      | ADOPTION OF THE INVESTMENT AGREEMENT, DATED<br>AS OF JUNE 19, 2006, AND APPROVAL OF THE TRANSACTIONS<br>CONTEMPLATED BY THE INVESTMENT AGREEMENT, INCLUDING<br>THE HOLDING COMPANY MERGER AND THE NEW SALLY<br>SHARE ISSUANCE. | Mgmt          | For           |

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 ALTRIA GROUP, INC.

Agen

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 Security: 02209S103  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2007  
 Ticker: MO  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>ELIZABETH E. BAILEY<br>HAROLD BROWN<br>MATHIS CABIALAVETTA<br>LOUIS C. CAMILLERI<br>J. DUDLEY FISHBURN<br>ROBERT E.R. HUNTLEY<br>THOMAS W. JONES<br>GEORGE MUNOZ<br>LUCIO A. NOTO<br>JOHN S. REED<br>STEPHEN M. WOLF | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS  | Mgmt   | For   |
| 03     | STOCKHOLDER PROPOSAL 1 - CUMULATIVE VOTING   | Shr  | For   |
| 04     | STOCKHOLDER PROPOSAL 2 - INFORMING CHILDREN OF THEIR RIGHTS IF FORCED TO INCUR SECONDHAND SMOKE  | Shr  | Against   |
| 05     | STOCKHOLDER PROPOSAL 3 - STOP ALL COMPANY-SPONSORED CAMPAIGNS ALLEGEDLY ORIENTED TO PREVENT YOUTH FROM SMOKING   | Shr  | Against   |
| 06     | STOCKHOLDER PROPOSAL 4 - GET OUT OF TRADITIONAL TOBACCO BUSINESS BY 2010   | Shr  | Against   |
| 07     | STOCKHOLDER PROPOSAL 5 - ANIMAL WELFARE POLICY   | Shr  | Against   |

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 AMERICAN EXPRESS COMPANY

Agen

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 Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2007  
 Ticker: AXP  
 ISIN:  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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|    |  |      |     |
|----|--|------|-----|
|    | D.F. AKERSON   | Mgmt | For |
|    | C. BARSHEFSKY  | Mgmt | For |
|    | U.M. BURNS   | Mgmt | For |
|    | K.I. CHENAULT  | Mgmt | For |
|    | P. CHERNIN   | Mgmt | For |
|    | V.E. JORDAN, JR.   | Mgmt | For |
|    | J. LESCHLY   | Mgmt | For |
|    | R.C. LEVIN   | Mgmt | For |
|    | R.A. MCGINN  | Mgmt | For |
|    | E.D. MILLER  | Mgmt | For |
|    | F.P. POPOFF  | Mgmt | For |
|    | S.S. REINEMUND   | Mgmt | For |
|    | R.D. WALTER  | Mgmt | For |
|    | R.A. WILLIAMS  | Mgmt | For |
| 02 | THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2007. | Mgmt | For |
| 03 | A PROPOSAL TO APPROVE THE AMERICAN EXPRESS COMPANY 2007 INCENTIVE COMPENSATION PLAN.                   | Mgmt | For |
| 04 | A SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.                                    | Shr  | For |

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 AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 09-May-2007  
 Ticker: AMGN  
 ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MR. JERRY D. CHOATE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DR. GILBERT S. OMENN   | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2007. | Mgmt          | For           |
| 03     | TO APPROVE THE AMENDMENTS TO THE COMPANY S RESTATED CERTIFICATE OF INCORPORATION ELIMINATING THE CLASSIFICATION OF THE BOARD OF DIRECTORS.     | Mgmt          | For           |
| 04     | TO APPROVE THE AMENDMENTS TO THE COMPANY S AMENDED AND RESTATED BYLAWS ELIMINATING THE CLASSIFICATION OF THE BOARD OF DIRECTORS.               | Mgmt          | For           |

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|    |  |     |         |
|----|--|-----|---------|
| 5A | STOCKHOLDER PROPOSAL #1 (ANIMAL WELFARE POLICY). | Shr | Against |
| 5B | STOCKHOLDER PROPOSAL #2 (SUSTAINABILITY REPORT). | Shr | Against |

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AON CORPORATION

Agen

Security: 037389103  
Meeting Type: Annual  
Meeting Date: 18-May-2007  
Ticker: AOC  
ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>PATRICK G. RYAN<br>GREGORY C. CASE<br>EDGAR D. JANNOTTA<br>JAN KALFF<br>LESTER B. KNIGHT<br>J. MICHAEL LOSH<br>R. EDEN MARTIN<br>ANDREW J. MCKENNA<br>ROBERT S. MORRISON<br>RICHARD B. MYERS<br>RICHARD C. NOTEBAERT<br>JOHN W. ROGERS, JR.<br>GLORIA SANTONA<br>CAROLYN Y. WOO | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG<br>LLP AS AON S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM.  | Mgmt   | For  |

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APPLE INC.

Agen

Security: 037833100  
Meeting Type: Annual  
Meeting Date: 10-May-2007  
Ticker: AAPL  
ISIN:

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                                       |
|--------|--|--------------------------------------|---|
| 01     | DIRECTOR<br>WILLIAM V. CAMPBELL<br>MILLARD S. DREXLER<br>ALBERT A. GORE, JR.<br>STEVEN P. JOBS<br>ARTHUR D. LEVINSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld<br>For<br>Withheld |

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|    |   |      |          |
|----|---|------|----------|
|    | ERIC E. SCHMIDT   | Mgmt | Withheld |
|    | JEROME B. YORK  | Mgmt | Withheld |
| 02 | TO APPROVE AMENDMENTS TO THE APPLE INC. 2003 EMPLOYEE STOCK PLAN.   | Mgmt | For      |
| 03 | TO APPROVE AMENDMENTS TO THE APPLE INC. EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt | For      |
| 04 | TO APPROVE AMENDMENTS TO THE 1997 DIRECTOR STOCK OPTION PLAN.   | Mgmt | For      |
| 05 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007.  | Mgmt | For      |
| 06 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED OPTION DATING POLICY, IF PROPERLY PRESENTED AT THE MEETING.                     | Shr  | For      |
| 07 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED PAY FOR PERFORMANCE STANDARD, IF PROPERLY PRESENTED AT THE MEETING.             | Shr  | For      |
| 08 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED ENVIRONMENTAL REPORT, IF PROPERLY PRESENTED AT THE MEETING.                     | Shr  | Against  |
| 09 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED EQUITY RETENTION POLICY, IF PROPERLY PRESENTED AT THE MEETING.                  | Shr  | For      |
| 10 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED ELECTRONIC WASTE TAKE BACK AND RECYCLING, IF PROPERLY PRESENTED AT THE MEETING. | Shr  | Against  |
| 11 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED ADVISORY VOTE ON COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.            | Shr  | For      |

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BARNES & NOBLE, INC.

Agen

Security: 067774109  
Meeting Type: Annual  
Meeting Date: 30-May-2007  
Ticker: BKS  
ISIN:

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote                 |
|--------|--|------------------------------|-------------------------------|
| 01     | DIRECTOR<br>LEONARD RIGGIO<br>MICHAEL J. DEL GIUDICE<br>WILLIAM SHELUCK, JR.<br>LAWRENCE S. ZILAVY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withhold<br>For |

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|    |  |      |     |
|----|--|------|-----|
| 02 | RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN, LLP, AS THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2008. | Mgmt | For |
|----|--|------|-----|

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BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 01-May-2007  
 Ticker: BAX  
 ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BLAKE E. DEVITT                         | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN D. FORSYTH                         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GAIL D. FOSLER                          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CAROLE J. SHAPAZIAN                     | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | APPROVAL OF 2007 INCENTIVE PLAN                               | Mgmt          | For           |

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BORGWARNER INC.

Agen

Security: 099724106  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2007  
 Ticker: BWA  
 ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>JERE A. DRUMMOND<br>TIMOTHY M. MANGANELLO<br>ERNEST J. NOVAK, JR.   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO VOTE UPON A STOCKHOLDER PROPOSAL CONCERNING DIRECTOR ELECTIONS.  | Shr                  | Against           |
| 03     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2007. | Mgmt                 | For               |

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BOSTON SCIENTIFIC CORPORATION

Agen

Security: 101137107  
 Meeting Type: Annual  
 Meeting Date: 08-May-2007  
 Ticker: BSX  
 ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>URSULA M. BURNS<br>MARYE ANNE FOX, PH.D.<br>N.J. NICHOLAS, JR.<br>JOHN E. PEPPER  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO AMEND THE CERTIFICATE OF INCORPORATION AND BYLAWS TO DECLASSIFY BOARD OF DIRECTORS   | Mgmt                         | For                      |
| 03     | TO AMEND THE CERTIFICATE OF INCORPORATION AND BYLAWS TO INCREASE THE MAXIMUM SIZE OF THE BOARD OF DIRECTORS FROM 15 TO 20 DIRECTORS | Mgmt                         | For                      |
| 04     | TO APPROVE A STOCK OPTION EXCHANGE PROGRAM FOR BOSTON SCIENTIFIC EMPLOYEES (OTHER THAN EXECUTIVE OFFICERS)                          | Mgmt                         | For                      |
| 05     | TO REQUIRE EXECUTIVES TO MEET SPECIFIED STOCK RETENTION GUIDELINES  | Shr                          | For                      |
| 06     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS   | Mgmt                         | For                      |
| 07     | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF                  | Mgmt                         | Against                  |

CAREMARK RX, INC.

Agen

Security: 141705103  
 Meeting Type: Special  
 Meeting Date: 16-Mar-2007  
 Ticker: CMX  
 ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED NOVEMBER 1, 2006, BY AND AMONG CVS CORPORATION, CAREMARK AND TWAIN MERGERSUB L.L.C., AS AMENDED | Mgmt          | For           |

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BY AMENDMENT NO. 1, DATED JANUARY 16, 2007  
 AND TO APPROVE THE MERGER OF CAREMARK RX, INC.  
 WITH AND INTO TWAIN MERGERSUB L.L.C., ALL AS  
 MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

|    |   |      |     |
|----|---|------|-----|
| 02 | TO APPROVE ANY ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, INCLUDING IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT AND THE APPROVAL OF THE MERGER. | Mgmt | For |
|----|---|------|-----|

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 CATERPILLAR INC.

Agen

Security: 149123101  
 Meeting Type: Annual  
 Meeting Date: 13-Jun-2007  
 Ticker: CAT  
 ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote                 |
|--------|---|------------------------------|-------------------------------|
| 01     | DIRECTOR<br>JOHN T. DILLON<br>JUAN GALLARDO<br>WILLIAM A. OSBORN<br>EDWARD B. RUST, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For |
| 02     | RATIFY AUDITORS   | Mgmt                         | For                           |
| 03     | STOCKHOLDER PROPOSAL-SEPARATE CEO & CHAIR   | Shr                          | Against                       |
| 04     | STOCKHOLDER PROPOSAL-MAJORITY VOTE STANDARD   | Shr                          | Against                       |

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 CEPHALON, INC.

Agen

Security: 156708109  
 Meeting Type: Annual  
 Meeting Date: 17-May-2007  
 Ticker: CEPH  
 ISIN:

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 01     | DIRECTOR<br>FRANK BALDINO, JR., PHD<br>WILLIAM P. EGAN<br>MARTYN D. GREENACRE<br>VAUGHN M. KAILIAN<br>KEVIN E. MOLEY<br>CHARLES A. SANDERS, M.D | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |

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|    |  |      |     |
|----|--|------|-----|
|    | GAIL R. WILENSKY, PH.D.  | Mgmt | For |
|    | DENNIS L. WINGER   | Mgmt | For |
| 02 | APPROVAL OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE            | Mgmt | For |
| 03 | APPROVAL OF AMENDMENT TO THE 2004 EQUITY COMPENSATION PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE           | Mgmt | For |
| 04 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2007 | Mgmt | For |

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CHARLES RIVER LABORATORIES INTL., IN

Agen

Security: 159864107  
 Meeting Type: Annual  
 Meeting Date: 08-May-2007  
 Ticker: CRL  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>JAMES C. FOSTER<br>STEPHEN D. CHUBB<br>GEORGE E. MASSARO<br>GEORGE M. MILNE, JR.<br>DOUGLAS E. ROGERS<br>SAMUEL O. THIER<br>WILLIAM H. WALTRIP                       | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO APPROVE THE COMPANY S 2007 INCENTIVE PLAN AUTHORIZING THE ISSUANCE OF UP TO 6,300,000 SHARES OF COMMON STOCK.  | Mgmt   | For   |
| 03     | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 29, 2007. |  | For   |

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CHECKFREE CORPORATION

Agen

Security: 162813109  
 Meeting Type: Annual  
 Meeting Date: 01-Nov-2006  
 Ticker: CKFR  
 ISIN:

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>MARK A. JOHNSON<br>EUGENE F. QUINN                            | Mgmt<br>Mgmt  | For<br>For    |
| 02     | APPROVAL OF THE CHECKFREE CORPORATION 2006 ASSOCIATE STOCK PURCHASE PLAN. | Mgmt          | For           |

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 CINTAS CORPORATION

Agen

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 Security: 172908105  
 Meeting Type: Annual  
 Meeting Date: 10-Oct-2006  
 Ticker: CTAS  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>RICHARD T. FARMER<br>ROBERT J. KOHLHEPP<br>SCOTT D. FARMER<br>GERALD S. ADOLPH<br>PAUL R. CARTER<br>GERALD V. DIRVIN<br>JOYCE HERGENHAN<br>ROGER L. HOWE<br>DAVID C. PHILLIPS        | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2007.  | Mgmt   | For   |
| 03     | PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF CINTAS.                               | Shr  | For   |
| 04     | PROPOSAL TO AMEND CINTAS ARTICLES OF INCORPORATION TO PROVIDE THAT THE DIRECTOR NOMINEES BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT THE ANNUAL MEETING OF SHAREHOLDERS. | Shr  | For   |

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 CISCO SYSTEMS, INC.

Agen

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 Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2006  
 Ticker: CSCO  
 ISIN:  
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Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>CAROL A. BARTZ<br>M. MICHELE BURNS<br>MICHAEL D. CAPELLAS<br>LARRY R. CARTER<br>JOHN T. CHAMBERS<br>DR. JOHN L. HENNESSY<br>RICHARD M. KOVACEVICH<br>RODERICK C. MCGEARY<br>STEVEN M. WEST<br>JERRY YANG  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 28, 2007.  | Mgmt   | For  |
| 03     | PROPOSAL SUBMITTED BY A SHAREHOLDER URGING THE BOARD OF DIRECTORS TO ADOPT A POLICY THAT A SIGNIFICANT PORTION OF FUTURE EQUITY COMPENSATION GRANTS TO SENIOR EXECUTIVES SHALL BE SHARES OF STOCK THAT REQUIRE THE ACHIEVEMENT OF PERFORMANCE GOALS AS A PREREQUISITE TO VESTING, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.                                       | Shr  | For  |
| 04     | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD S COMPENSATION COMMITTEE INITIATE A REVIEW OF CISCO S EXECUTIVE COMPENSATION POLICIES AND TO MAKE AVAILABLE, UPON REQUEST, A REPORT OF THAT REVIEW BY JANUARY 1, 2007, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.  | Shr  | Against  |
| 05     | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS WITHIN SIX MONTHS PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr  | Against  |

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
Meeting Type: Annual  
Meeting Date: 03-May-2007  
Ticker: CL  
ISIN:

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1A | ELECTION OF DIRECTOR: J.T. CAHILL   | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: J.K. CONWAY   | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: E.M. HANCOCK  | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: D.W. JOHNSON  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: R.J. KOGAN  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: D.E. LEWIS  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: R. MARK   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: J.P. REINHARD   | Mgmt | For |
| 02 | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | STOCKHOLDER PROPOSAL ON SPECIAL SHAREHOLDER MEETINGS  | Shr  | For |
| 04 | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION  | Shr  | For |

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 COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 23-May-2007  
 Ticker: CMCSA  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>S. DECKER ANSTROM<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JULIAN A. BRODSKY<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>JEFFREY A. HONICKMAN<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>DR. JUDITH RODIN<br>MICHAEL I. SOVERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | INDEPENDENT AUDITORS  | Mgmt   | For   |
| 03     | PREVENT THE ISSUANCE OF NEW STOCK OPTIONS   | Shr  | Against   |
| 04     | REQUIRE THAT THE CHAIRMAN OF THE BOARD NOT BE AN EMPLOYEE   | Shr  | For   |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |     |         |
|----|---|-----|---------|
| 05 | REQUIRE SUSTAINABILITY REPORT                 | Shr | Against |
| 06 | ADOPT A RECAPITALIZATION PLAN                 | Shr | For     |
| 07 | REQUIRE ANNUAL VOTE ON EXECUTIVE COMPENSATION | Shr | Against |
| 08 | REQUIRE PAY DIFFERENTIAL REPORT               | Shr | Against |
| 09 | REQUIRE DISCLOSURE OF POLITICAL CONTRIBUTIONS | Shr | Against |

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COMPANHIA VALE DO RIO DOCE

Agen

Security: 204412209  
 Meeting Type: Special  
 Meeting Date: 28-Dec-2006  
 Ticker: RIO  
 ISIN:

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | THE APPROVAL AND JUSTIFICATION FOR CONSOLIDATION OF CAEMI MINERACAO E METALURGIA S.A. ( CAEMI ), A WHOLLY OWNED SUBSIDIARY OF CVRD, PURSUANT TO ARTICLES 224 AND 225 OF THE BRAZILIAN CORPORATE LAW | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF THE EXPERTS TO APPRAISE THE VALUE OF THE COMPANY TO BE CONSOLIDATED  | Mgmt          | For           |
| 03     | TO DECIDE ON THE APPRAISAL REPORT, PREPARED BY THE EXPERT APPRAISERS  | Mgmt          | For           |
| 04     | THE APPROVAL FOR THE CONSOLIDATION OF CAEMI, WITHOUT A CAPITAL INCREASE OR THE ISSUANCE OF NEW SHARES BY THIS COMPANY   | Mgmt          | For           |
| 05     | TO RATIFY THE ACQUISITION OF THE CONTROL OF INCO LTD., PURSUANT TO SECTION 1 OF ARTICLE 256 OF THE BRAZILIAN CORPORATE LAW  | Mgmt          | For           |
| 06     | TO RATIFY THE APPOINTMENT OF A BOARD MEMBER, DULY NOMINATED DURING THE BOARD OF DIRECTORS MEETING HELD ON JUNE 21, 2006, IN ACCORDANCE WITH SECTION 10 OF ARTICLE 11 OF THE COMPANY S BY-LAWS       | Mgmt          | For           |

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COMPANHIA VALE DO RIO DOCE

Agen

Security: 204412209  
 Meeting Type: Special  
 Meeting Date: 27-Apr-2007  
 Ticker: RIO

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPRECIATION OF THE MANagements REPORT AND ANALYSIS, DISCUSSION AND VOTE ON THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.                                  | Mgmt          | For           |
| 02     | PROPOSAL FOR THE DESTINATION OF PROFITS OF THE SAID FISCAL YEAR AND APPROVAL OF THE INVESTMENT BUDGET OF THE COMPANY.   | Mgmt          | For           |
| 03     | APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS.   | Mgmt          | For           |
| 04     | APPOINTMENT OF THE MEMBERS OF THE FISCAL COUNCIL.   | Mgmt          | For           |
| 05     | ESTABLISHMENT OF THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF EXECUTIVE OFFICERS AND THE FISCAL COUNCIL.   | Mgmt          | For           |
| E1     | PROPOSAL FOR THE CAPITAL INCREASE, THROUGH CAPITALIZATION OF RESERVES, WITHOUT THE ISSUANCE OF SHARES, AND THE CONSEQUENT CHANGE OF THE HEAD OF ARTICLE 5 OF THE COMPANY S BY-LAWS. | Mgmt          | For           |

CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 03-May-2007  
 Ticker: CY  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>T.J. RODGERS<br>W. STEVE ALBRECHT<br>ERIC A. BENHAMOU<br>LLOYD CARNEY<br>JAMES R. LONG<br>J. DANIEL MCCRANIE<br>EVERT VAN DE VEN               | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2007. | Mgmt   | For   |
| 03     | PROPOSAL TO AMEND THE 1994 STOCK PLAN.   | Mgmt   | For   |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

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 DAVITA INC.

Agen

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 Security: 23918K108  
 Meeting Type: Annual  
 Meeting Date: 29-May-2007  
 Ticker: DVA  
 ISIN:  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLES G. BERG   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: NANCY-ANN DEPARLE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PETER T. GRAUER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN M. NEHRA   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM L. ROPER, M.D.  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: KENT J. THIRY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROGER J. VALINE   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD C. VAUGHAN  | Mgmt          | For           |
| 02     | APPROVAL OF AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED                         | Mgmt          | For           |
| 03     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR EMPLOYEE STOCK PURCHASE PLAN   | Mgmt          | For           |
| 04     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR 2002 EQUITY COMPENSATION PLAN  | Mgmt          | For           |
| 05     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007 | Mgmt          | For           |

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 DENTSPLY INTERNATIONAL INC.

Agen

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 Security: 249030107  
 Meeting Type: Annual  
 Meeting Date: 15-May-2007  
 Ticker: XRAY  
 ISIN:  
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| Prop.# | Proposal                          | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 01     | DIRECTOR<br>PAULA H. CHOLMONDELEY | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |          |
|----|---|------|----------|
|    | MICHAEL J. COLEMAN  | Mgmt | For      |
|    | JOHN C. MILES II  | Mgmt | Withheld |
|    | W. KEITH SMITH  | Mgmt | For      |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP, INDEPENDENT ACCOUNTANTS, TO AUDIT THE<br>BOOKS AND ACCOUNTS OF THE COMPANY FOR THE YEAR<br>ENDING DECEMBER 31, 2007. |      | For      |
| 03 | PROPOSAL TO APPROVE AMENDMENTS TO THE 2002 EQUITY<br>INCENTIVE PLAN.  | Mgmt | For      |

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DOLLAR GENERAL CORPORATION Agen

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Security: 256669102  
Meeting Type: Special  
Meeting Date: 21-Jun-2007  
Ticker: DG  
ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE AGREEMENT AND PLAN OF MERGER        | Mgmt          | For           |
| 02     | ADJOURNMENT AND POSTPONEMENT OF THE SPECIAL MEETING | Mgmt          | For           |

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DRESSER-RAND GROUP, INC. Agen

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Security: 261608103  
Meeting Type: Annual  
Meeting Date: 16-May-2007  
Ticker: DRC  
ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>WILLIAM E. MACAULAY<br>JEAN-PAUL VETTIER<br>VINCENT R. VOLPE JR.<br>MICHAEL L. UNDERWOOD<br>PHILIP R, ROTH<br>LOUIS A. RASPINO<br>RITA V. FOLEY<br>JOSEPH C. WINKLER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS DRG S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER                                    | Mgmt   | For  |

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31, 2007.

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 E\*TRADE FINANCIAL CORPORATION

Agen

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 Security: 269246104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2007  
 Ticker: ETFC  
 ISIN:

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>RONALD D. FISHER<br>GEORGE A. HAYTER<br>R. JARRETT LILIE<br>DONNA L. WEAVER  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE<br>LLP AS INDEPENDENT PUBLIC ACCOUNTANTS FOR THE<br>COMPANY FOR FISCAL YEAR 2007. | Mgmt                         | For                      |

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 EAGLE MATERIALS INC.

Agen

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 Security: 26969P108  
 Meeting Type: Annual  
 Meeting Date: 27-Jul-2006  
 Ticker: EXP  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote               |
|--------|--|----------------------|-----------------------------|
| 01     | DIRECTOR<br>F. WILLIAM BARNETT<br>O.G. DAGNAN<br>DAVID W. QUINN                              | Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>Withheld |
| 02     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2007. | Mgmt                 | For                         |

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 ECOLAB INC.

Agen

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 Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 04-May-2007  
 Ticker: ECL

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN:

| Prop. # | Proposal   | Proposal Type                | Proposal Vote            |
|---------|--|------------------------------|--------------------------|
| 01      | DIRECTOR<br>RICHARD U. DE SCHUTTER<br>JOEL W. JOHNSON<br>BETH M. PRITCHARD<br>HANS VAN BYLEN             | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02      | RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt                         | For                      |

EDWARDS LIFESCIENCES CORPORATION

Agen

Security: 28176E108  
Meeting Type: Annual  
Meeting Date: 10-May-2007  
Ticker: EW  
ISIN:

| Prop. # | Proposal  | Proposal Type | Proposal Vote |
|---------|---|---------------|---------------|
| 01      | DIRECTOR<br>ROBERT A. INGRAM<br>VERNON R. LOUCKS JR.  | Mgmt<br>Mgmt  | For<br>For    |
| 02      | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF<br>THE LONG-TERM STOCK INCENTIVE COMPENSATION<br>PROGRAM | Mgmt          | For           |
| 03      | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF<br>THE 2001 EMPLOYEE STOCK PURCHASE PLAN                 | Mgmt          | For           |
| 04      | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM                   | Mgmt          | For           |

ELI LILLY AND COMPANY

Agen

Security: 532457108  
Meeting Type: Annual  
Meeting Date: 16-Apr-2007  
Ticker: LLY  
ISIN:

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |                              |                          |
|----|---|------------------------------|--------------------------|
| 01 | DIRECTOR<br>W. BISCHOFF<br>J.M. COOK<br>F.G. PRENDERGAST<br>K.P. SEIFERT  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02 | RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITORS FOR 2007. | Mgmt                         | For                      |
| 03 | APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF DIRECTORS.  | Mgmt                         | For                      |
| 04 | REAPPROVE PERFORMANCE GOALS FOR THE COMPANY S STOCK PLANS.  | Mgmt                         | For                      |
| 05 | PROPOSAL BY SHAREHOLDERS ON EXTENDING THE COMPANY S ANIMAL CARE AND USE POLICY TO CONTRACT LABS.  | Shr                          | Against                  |
| 06 | PROPOSAL BY SHAREHOLDERS ON INTERNATIONAL OUTSOURCING OF ANIMAL RESEARCH.   | Shr                          | Against                  |
| 07 | PROPOSAL BY SHAREHOLDERS ON SEPARATING THE ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER.   | Shr                          | For                      |
| 08 | PROPOSAL BY SHAREHOLDERS ON AMENDING THE ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE BYLAWS.                                     | Shr                          | For                      |
| 09 | PROPOSAL BY SHAREHOLDERS ON ADOPTING A SIMPLE MAJORITY VOTE STANDARD.   | Shr                          | For                      |

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 EMC CORPORATION

Agen-----

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 03-May-2007  
 Ticker: EMC  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>MICHAEL W. BROWN<br>JOHN R. EGAN<br>DAVID N. STROHM  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS EMC S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007. | Mgmt                 | For               |
| 03     | TO APPROVE AN AMENDED AND RESTATED EMC CORPORATION 2003 STOCK PLAN TO INCREASE BY 100,000,000.   | Mgmt                 | For               |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 04 | TO APPROVE AN AMENDMENT TO EMC S 1989 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE BY 25,000,000.                                 | Mgmt | For     |
| 05 | TO ELIMINATE EMC S CLASSIFIED BOARD STRUCTURE AND PROVIDE FOR THE ANNUAL ELECTION OF EACH DIRECTOR.                           | Mgmt | For     |
| 06 | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO EMC S AUDIT COMMITTEE, AS DESCRIBED IN EMC S PROXY STATEMENT.                  | Shr  | Against |
| 07 | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO ELECTION OF DIRECTORS BY MAJORITY VOTE, AS DESCRIBED IN EMC S PROXY STATEMENT. | Shr  | Against |
| 08 | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTE, AS DESCRIBED IN EMC S PROXY STATEMENT.                   | Shr  | For     |
| 09 | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO PAY-FOR-SUPERIOR PERFORMANCE, AS DESCRIBED IN EMC S PROXY STATEMENT.           | Shr  | Against |

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EMERSON ELECTRIC CO.

Agen

Security: 291011104  
Meeting Type: Annual  
Meeting Date: 06-Feb-2007  
Ticker: EMR  
ISIN:

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote                 |
|--------|---|------------------------------|-------------------------------|
| 01     | DIRECTOR<br>C. FERNANDEZ G<br>W. J. GALVIN<br>R. L. RIDGWAY<br>R. L. STEPHENSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For<br>For |
| 02     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM       | Mgmt                         | For                           |

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EQUIFAX INC.

Agen

Security: 294429105  
Meeting Type: Annual  
Meeting Date: 04-May-2007  
Ticker: EFX  
ISIN:

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

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  | Type                         |                          |
|----|--|------------------------------|--------------------------|
| 01 | DIRECTOR<br>JOHN L. CLENDENIN<br>A. WILLIAM DAHLBERG<br>ROBERT D. DALEO<br>L. PHILLIP HUMANN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>AS EQUIFAX S INDEPENDENT AUDITOR FOR 2007.   | Mgmt                         | For                      |

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FEDERATED DEPARTMENT STORES, INC.

Agen

Security: 31410H101  
Meeting Type: Annual  
Meeting Date: 18-May-2007  
Ticker: FD  
ISIN:

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 01     | DIRECTOR<br>SARA LEVINSON<br>JOSEPH NEUBAUER<br>JOSEPH PICHLER<br>JOYCE M. ROCHE<br>KARL VON DER HEYDEN<br>CRAIG E. WEATHERUP                            | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS FEDERATED<br>S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2,<br>2008. | Mgmt   | For                                    |
| 03     | TO APPROVE AN AMENDMENT TO FEDERATED S CERTIFICATE<br>OF INCORPORATION TO CHANGE THE CORPORATE NAME.   | Mgmt   | For                                    |
| 04     | TO APPROVE FEDERATED S 1992 INCENTIVE BONUS<br>PLAN, AS AMENDED.   | Mgmt   | For                                    |
| 05     | TO APPROVE THE ISSUANCE OF COMMON STOCK UNDER<br>THE DIRECTOR DEFERRED COMPENSATION PLAN.  | Mgmt   | For                                    |

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FIDELITY NAT'L INFORMATION SERVICES

Agen

Security: 31620M106  
Meeting Type: Annual  
Meeting Date: 23-May-2007  
Ticker: FIS  
ISIN:

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>LEE A. KENNEDY<br>KEITH W. HUGHES<br>JAMES K. HUNT<br>RICHARD N. MASSEY  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>FOR THE 2007 FISCAL YEAR. | Mgmt                         | For                      |

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FISHER SCIENTIFIC INTERNATIONAL INC.

Agen

Security: 338032204  
Meeting Type: Special  
Meeting Date: 30-Aug-2006  
Ticker: FSH  
ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN<br>OF MERGER, DATED AS OF MAY 7, 2006, BY AND<br>AMONG THERMO ELECTRON CORPORATION, TRUMPET<br>MERGER CORPORATION AND FISHER. | Mgmt          | For           |
| 02     | ADJOURNMENT OF THE FISHER SPECIAL MEETING, IF<br>NECESSARY, TO SOLICIT ADDITIONAL PROXIES.  | Mgmt          | For           |

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FOSTER WHEELER LTD.

Agen

Security: G36535139  
Meeting Type: Annual  
Meeting Date: 08-May-2007  
Ticker: FWLT  
ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>EUGENE D. ATKINSON<br>STEPHANIE HANBURY-BROWN   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS<br>FOSTER WHEELER LTD. S INDEPENDENT AUDITORS<br>AND AUTHORIZATION OF THE BOARD OF DIRECTORS,<br>ACTING THROUGH THE AUDIT COMMITTEE, TO SET<br>THE INDEPENDENT AUDITORS REMUNERATION, IN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

EACH CASE FOR THE FISCAL YEAR ENDING DECEMBER  
28, 2007.

-----  
GAMESTOP CORP.

Agen

Security: 36467W109  
Meeting Type: Annual  
Meeting Date: 28-Jun-2007  
Ticker: GME  
ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>R. RICHARD FONTAINE<br>JEROME L. DAVIS<br>STEPHANIE M. SHERN<br>STEVEN R. KOONIN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE AMENDED AND RESTATED GAMESTOP CORP. 2001 INCENTIVE PLAN.   | Mgmt                         | For                      |
| 03     | PROPOSAL TO RATIFY THE APPOINTMENT OF BDO SEIDMAN, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2008. | Mgmt                         | For                      |

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GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
Meeting Type: Annual  
Meeting Date: 02-May-2007  
Ticker: GD  
ISIN:

| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: N.D. CHABRAJA | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.S. CROWN    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W.P. FRICKS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: C.H. GOODMAN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: J.L. JOHNSON  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: G.A. JOULWAN  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1G | ELECTION OF DIRECTOR: P.G. KAMINSKI  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: J.M. KEANE   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: D.J. LUCAS   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: L.L. LYLES   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: C.E. MUNDY, JR.  | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: R. WALMSLEY  | Mgmt | For |
| 02 | SELECTION OF INDEPENDENT AUDITORS  | Mgmt | For |
| 03 | SHAREHOLDER PROPOSAL WITH REGARD TO PAY-FOR-SUPERIOR-PERFORMANCE<br>STANDARD | Shr  | For |
| 04 | SHAREHOLDER PROPOSAL WITH REGARD TO PERFORMANCE<br>BASED STOCK OPTIONS       | Shr  | For |

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GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 10-May-2007  
Ticker: GOOG  
ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ERIC SCHMIDT<br>SERGEY BRIN<br>LARRY PAGE<br>L. JOHN DOERR<br>JOHN L. HENNESSY<br>ARTHUR D. LEVINSON<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG<br>LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF GOOGLE INC. FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2007.                 | Mgmt   | For  |
| 03     | APPROVAL OF AN AMENDMENT TO GOOGLE S 2004 STOCK<br>PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES<br>OF CLASS A COMMON STOCK ISSUABLE THEREUNDER<br>BY 4,500,000.                         | Mgmt   | Against  |
| 04     | APPROVAL OF GOOGLE S EXECUTIVE BONUS PLAN.  | Mgmt   | For  |
| 05     | STOCKHOLDER PROPOSAL TO REQUEST THAT MANAGEMENT<br>INSTITUTE POLICIES TO HELP PROTECT FREEDOM   | Shr  | Against  |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

OF ACCESS TO THE INTERNET.

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HALLIBURTON COMPANY Agen

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Security: 406216101  
 Meeting Type: Annual  
 Meeting Date: 16-May-2007  
 Ticker: HAL  
 ISIN:

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: K.M. BADER                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: A.M. BENNETT                      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J.R. BOYD                         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: M. CARROLL                        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: R.L. CRANDALL                     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: K.T DERR                          | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: S.M. GILLIS                       | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: W.R. HOWELL                       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: D.J. LESAR                        | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.L. MARTIN                       | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: J.A. PRECOURT                     | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: D.L. REED                         | Mgmt          | For           |
| 02     | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS. | Mgmt          | For           |
| 03     | PROPOSAL ON HUMAN RIGHTS REVIEW.                        | Shr           | Against       |
| 04     | PROPOSAL ON POLITICAL CONTRIBUTIONS.                    | Shr           | Against       |
| 05     | PROPOSAL ON STOCKHOLDER RIGHTS PLAN.                    | Shr           | Against       |

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HARRIS CORPORATION Agen

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Security: 413875105  
 Meeting Type: Annual  
 Meeting Date: 27-Oct-2006  
 Ticker: HRS  
 ISIN:

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>TERRY D. GROWCOCK<br>LESLIE F. KENNE<br>DAVID B. RICKARD<br>GREGORY T. SWIENTON          | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS | Mgmt                         | For                      |

HENRY SCHEIN, INC.

Agen

Security: 806407102  
Meeting Type: Annual  
Meeting Date: 15-May-2007  
Ticker: HSIC  
ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>STANLEY M. BERGMAN<br>GERALD A. BENJAMIN<br>JAMES P. BRESLAWSKI<br>MARK E. MLOTEK<br>STEVEN PALADINO<br>BARRY J. ALPERIN<br>PAUL BRONS<br>DR. MARGARET A. HAMBURG<br>DONALD J. KABAT<br>PHILIP A. LASKAWY<br>NORMAN S. MATTHEWS<br>MARVIN H. SCHEIN<br>DR. LOUIS W. SULLIVAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO AMEND AND RESTATE THE COMPANY S<br>1994 STOCK INCENTIVE PLAN.  | Mgmt   | For   |
| 03     | PROPOSAL TO RATIFY THE SELECTION OF BDO SEIDMAN,<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING DECEMBER 29,<br>2007.   | Mgmt   | For   |

HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
Meeting Type: Annual  
Meeting Date: 14-Mar-2007

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: HPQ

ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L.T. BABBIO, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: S.M. BALDAUF   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R.A. HACKBORN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J.H. HAMMERGREN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M.V. HURD  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: R.L. RYAN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: L.S. SALHANY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: G.K. THOMPSON  | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2007 | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL RELATING TO STOCKHOLDER NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS OF HEWLETT-PACKARD COMPANY    | Shr           | For           |
| 04     | STOCKHOLDER PROPOSAL ENTITLED SEPARATE THE ROLES OF CEO AND CHAIRMAN   | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL ENTITLED SUBJECT ANY FUTURE POISON PILL TO SHAREHOLDER VOTE   | Shr           | For           |
| 06     | STOCKHOLDER PROPOSAL ENTITLED LINK PAY TO PERFORMANCE  | Shr           | For           |

J.CREW GROUP, INC.

Agen

Security: 46612H402  
Meeting Type: Annual  
Meeting Date: 12-Jun-2007  
Ticker: JCG  
ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>HEATHER REISMAN<br>STUART SLOAN            | Mgmt<br>Mgmt  | For<br>For    |
| 02     | APPROVE THE J.CREW 2007 ASSOCIATE STOCK PURCHASE PLAN. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

03      RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY      Mgmt      For  
           S INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
           FIRM FOR FISCAL YEAR 2007.

JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2007  
 Ticker: JNJ  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>MARY S. COLEMAN<br>JAMES G. CULLEN<br>MICHAEL M.E. JOHNS<br>ARNOLD G. LANGBO<br>SUSAN L. LINDQUIST<br>LEO F. MULLIN<br>CHRISTINE A. POON<br>CHARLES PRINCE<br>STEVEN S REINEMUND<br>DAVID SATCHER<br>WILLIAM C. WELDON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM   | Mgmt   | For   |
| 03     | PROPOSAL ON MAJORITY VOTING REQUIREMENTS FOR<br>DIRECTOR NOMINEES  | Shr  | Against   |
| 04     | PROPOSAL ON SUPPLEMENTAL RETIREMENT PLAN   | Shr  | For   |

KELLOGG COMPANY

Agen

Security: 487836108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2007  
 Ticker: K  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>BENJAMIN S. CARSON, SR.<br>GORDON GUND<br>DOROTHY A. JOHNSON | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |         |
|----|--|------|---------|
|    | A. MCLAUGHLIN KOROLOGOS  | Mgmt | For     |
| 02 | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2007 | Mgmt | For     |
| 03 | SHAREOWNER PROPOSAL TO PREPARE A SUSTAINABILITY REPORT                     | Shr  | Against |
| 04 | SHAREOWNER PROPOSAL TO ENACT A MAJORITY VOTE REQUIREMENT                   | Shr  | Against |

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KLA-TENCOR CORPORATION

Agen

Security: 482480100  
 Meeting Type: Annual  
 Meeting Date: 29-Mar-2007  
 Ticker: KLAC  
 ISIN:

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>H. RAYMOND BINGHAM**<br>ROBERT T. BOND**<br>DAVID C. WANG**<br>ROBERT M. CALDERONI*   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING JUNE 30, 2007. | Mgmt                         | For                      |

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L-3 COMMUNICATIONS HOLDINGS, INC.

Agen

Security: 502424104  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2007  
 Ticker: LLL  
 ISIN:

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>MICHAEL T. STRIANESE<br>CLAUDE R. CANIZARES<br>THOMAS A. CORCORAN<br>ALAN H. WASHKOWITZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.         | Mgmt                         | For                      |

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

LIBERTY MEDIA CORPORATION

Agen

Security: 53071M104  
 Meeting Type: Annual  
 Meeting Date: 01-May-2007  
 Ticker: LINTA  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote          |
|--------|--|----------------------|------------------------|
| 01     | THE INCENTIVE PLAN PROPOSAL                                      | Mgmt                 | Against                |
| 02     | DIRECTOR<br>ROBERT R. BENNETT<br>PAUL A. GOULD<br>JOHN C. MALONE | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld |
| 03     | THE AUDITORS RATIFICATION PROPOSAL                               | Mgmt                 | For                    |

LINCARE HOLDINGS INC.

Agen

Security: 532791100  
 Meeting Type: Annual  
 Meeting Date: 07-May-2007  
 Ticker: LNCR  
 ISIN:

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>J.P. BYRNES<br>S.H. ALTMAN, PH.D.<br>C.B. BLACK<br>F.D. BYRNE, M.D.<br>W.F. MILLER, III | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL OF THE COMPANY S 2007 STOCK PLAN.  | Mgmt                                 | Against                         |
| 03     | SHAREHOLDER PROPOSAL - BOARD DIVERSITY.   | Shr                                  | Against                         |

LINEAR TECHNOLOGY CORPORATION

Agen

Security: 535678106  
 Meeting Type: Annual  
 Meeting Date: 01-Nov-2006

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: LLTC

ISIN:

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                        |
|--------|--|--------------------------------------|--------------------------------------|
| 01     | DIRECTOR<br>ROBERT H. SWANSON, JR.<br>DAVID S. LEE<br>LOTHAR MAIER<br>RICHARD M. MOLEY<br>THOMAS S. VOLPE  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 1, 2007. | Mgmt                                 | For                                  |

LOEWS CORPORATION

Agen

Security: 540424207  
Meeting Type: Annual  
Meeting Date: 08-May-2007  
Ticker: CG  
ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>A.E. BERMAN<br>J.L. BOWER<br>C.M. DIKER<br>P.J. FRIBOURG<br>W.L. HARRIS<br>P.A. LASKAWY<br>G.R. SCOTT<br>A.H. TISCH<br>J.S. TISCH<br>J.M. TISCH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFY DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS  | Mgmt   | For  |
| 03     | APPROVE PROPOSED AMENDED AND RESTATED INCENTIVE COMPENSATION PLAN FOR EXECUTIVE OFFICERS  | Mgmt   | For  |
| 04     | SHAREHOLDER PROPOSAL - CUMULATIVE VOTING  | Shr  | Against  |
| 05     | SHAREHOLDER PROPOSAL - PRODUCTION, PROMOTION AND MARKETING OF TOBACCO PRODUCTS  | Shr  | Against  |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

MARRIOTT INTERNATIONAL, INC.

Agen

Security: 571903202  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2007  
 Ticker: MAR  
 ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN W. MARRIOTT III                                       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RICHARD S. BRADDOCK  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DEBRA L. LEE   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: FLORETTA DUKES MCKENZIE                                    | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: GEORGE MUNOZ   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: STEVEN S REINEMUND   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HARRY J. PEARCE  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM J. SHAW  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: LAWRENCE M. SMALL  | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

MELLON FINANCIAL CORPORATION

Agen

Security: 58551A108  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2007  
 Ticker: MEL  
 ISIN:

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                        |
|--------|--|--------------------------------------|--------------------------------------|
| 01     | DIRECTOR<br>JARED L. COHON<br>IRA J. GUMBERG<br>ROBERT P. KELLY<br>DAVID S. SHAPIRA<br>JOHN P. SURMA | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld |
| 02     | PROPOSAL TO AMEND THE BY-LAWS OF MELLON FINANCIAL CORPORATION.                                       | Mgmt                                 | For                                  |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 03 | PROPOSAL TO APPROVE THE ADOPTION OF AMENDMENTS TO MELLON FINANCIAL CORPORATION LONG TERM PROFIT INCENTIVE PLAN (2004). | Mgmt | For |
| 04 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANTS.   | Mgmt | For |

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MELLON FINANCIAL CORPORATION

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Agen

Security: 58551A108  
 Meeting Type: Special  
 Meeting Date: 24-May-2007  
 Ticker: MEL  
 ISIN:

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO ADOPT THE AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 3, 2006, AND AMENDED AND RESTATED AS OF FEBRUARY 23, 2007, AND FURTHER AMENDED AND RESTATED AS OF MARCH 30, 2007, BY AND BETWEEN MELLON FINANCIAL CORPORATION, THE BANK OF NEW YORK COMPANY, INC. AND THE BANK OF NEW YORK MELLON CORPORATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt          | Against       |
| 02     | TO APPROVE A PROVISION IN THE CERTIFICATE OF INCORPORATION OF NEWCO REQUIRING THE AFFIRMATIVE VOTE OF THE HOLDERS OF AT LEAST 75 PERCENT OF THE VOTING POWER REPRESENTED BY THE OUTSTANDING VOTING SHARES OF NEWCO, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.   | Mgmt          | For           |
| 03     | TO APPROVE THE NUMBER OF AUTHORIZED SHARES OF NEWCO CAPITAL STOCK AS SET FORTH IN NEWCO S CERTIFICATE OF INCORPORATION.   | Mgmt          | For           |
| 04     | TO ADJOURN THE MELLON SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES.  | Mgmt          | For           |

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MEMC ELECTRONIC MATERIALS, INC.

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Agen

Security: 552715104  
 Meeting Type: Annual  
 Meeting Date: 25-Oct-2006  
 Ticker: WFR  
 ISIN:

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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 01     | DIRECTOR<br>ROBERT J. BOEHLKE<br>C. DOUGLAS MARSH | Mgmt<br>Mgmt     | For<br>For    |

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MEMC ELECTRONIC MATERIALS, INC.

Agen

-----  
 Security: 552715104  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2007  
 Ticker: WFR  
 ISIN:  
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| Prop.# | Proposal   | Proposal<br>Type     | Proposal Vote          |
|--------|--|----------------------|------------------------|
| 01     | DIRECTOR<br>JOHN MARREN<br>WILLIAM E. STEVENS<br>JAMES B. WILLIAMS | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For |
| 02     | APPROVAL OF AMENDMENT TO 2001 PLAN.                                | Mgmt                 | For                    |

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MICROCHIP TECHNOLOGY INCORPORATED

Agen

-----  
 Security: 595017104  
 Meeting Type: Annual  
 Meeting Date: 18-Aug-2006  
 Ticker: MCHP  
 ISIN:  
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| Prop.# | Proposal  | Proposal<br>Type                     | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>STEVE SANGHI<br>ALBERT J. HUGO-MARTINEZ<br>L.B. DAY<br>MATTHEW W. CHAPMAN<br>WADE F. MEYERCORD  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO APPROVE AN AMENDMENT TO OUR 2004 EQUITY INCENTIVE PLAN THAT WILL REMOVE THE 30% LIMITATION ON THE NUMBER OF SHARES THAT CAN BE GRANTED AS RESTRICTED STOCK UNITS SO THAT WE CAN CONTINUE GRANTING RESTRICTED STOCK UNITS INSTEAD OF STOCK OPTIONS AS OUR PRIMARY EQUITY COMPENSATION INCENTIVE. | Mgmt                                 | For                             |
| 03     | PROPOSAL TO APPROVE AN EXECUTIVE MANAGEMENT   | Mgmt                                 | For                             |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

INCENTIVE COMPENSATION PLAN TO REPLACE OUR EXISTING PLAN AS IT APPLIES TO EXECUTIVE OFFICERS IN ORDER TO ENHANCE OUR ABILITY TO OBTAIN TAX DEDUCTIONS FOR PERFORMANCE-BASED COMPENSATION UNDER 162(M) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

|    |  |      |     |
|----|--|------|-----|
| 04 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2007. | Mgmt | For |
|----|--|------|-----|

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MICRON TECHNOLOGY, INC. Agen

Security: 595112103  
 Meeting Type: Annual  
 Meeting Date: 05-Dec-2006  
 Ticker: MU  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>STEVEN R. APPLETON<br>TERUAKI AOKI<br>JAMES W. BAGLEY<br>MERCEDES JOHNSON<br>LAWRENCE N. MONDRY<br>GORDON C. SMITH<br>ROBERT E. SWITZ   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL BY THE COMPANY TO APPROVE AN AMENDMENT TO THE COMPANY S 2004 EQUITY INCENTIVE PLAN INCREASING THE NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 30,000,000                | Mgmt   | For   |
| 03     | PROPOSAL BY THE COMPANY TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING AUGUST 30, 2007 | Mgmt   | For   |
| 04     | TO ACT UPON A SHAREHOLDER PROPOSAL IF PROPERLY PRESENTED AT THE MEETING   | Shr  | Against                                       |

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MONEYGRAM INTERNATIONAL, INC. Agen

Security: 60935Y109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2007  
 Ticker: MGI  
 ISIN:

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JESS T. HAY<br>LINDA JOHNSON RICE<br>ALBERT M. TEPLIN<br>TIMOTHY R. WALLACE                              | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2007. | Mgmt                         | For                      |

NCR CORPORATION

Agen

Security: 62886E108  
Meeting Type: Annual  
Meeting Date: 25-Apr-2007  
Ticker: NCR  
ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>EDWARD P. BOYKIN*<br>LINDA FAYNE LEVINSON*<br>VICTOR L. LUND*<br>GARY DAICHENDT** | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007. | Mgmt                         | For                      |

NESTLE S.A.

Agen

Security: 641069406  
Meeting Type: Annual  
Meeting Date: 19-Apr-2007  
Ticker: NSRGY  
ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE 2006 ANNUAL REPORT, OF THE ACCOUNTS<br>OF NESTLE S.A. AND OF THE CONSOLIDATED ACCOUNTS<br>OF THE NESTLE GROUP.* | Mgmt          | No vote       |
| 02     | RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS<br>AND OF THE MANAGEMENT.  | Mgmt          | No vote       |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 03 | APPROVAL OF THE APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A., AS SET FORTH IN THE INVITATION   | Mgmt | No vote |
| 04 | CAPITAL REDUCTION AND CONSEQUENT AMENDMENT TO ARTICLE 5 OF THE ARTICLES OF ASSOCIATION, AS SET FORTH IN THE INVITATION.  | Mgmt | No vote |
| 5A | RE-ELECTION OF MR. PETER BRABECK-LETMATHE, TO THE BOARD OF DIRECTORS FOR A TERM OF FIVE (5) YEARS.   | Mgmt | No vote |
| 5B | RE-ELECTION MR. EDWARD GEORGE (LORD GEORGE), TO THE BOARD OF DIRECTORS FOR A TERM OF FOUR (4) YEARS.   | Mgmt | No vote |
| 06 | MARK THE FOR BOX AT RIGHT IF YOU WISH TO GIVE A PROXY TO THE INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMANN (AS FURTHER DISCUSSED IN THE COMPANY S INVITATION). | Mgmt | No vote |

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 NETWORK APPLIANCE, INC.

Agen

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 Security: 64120L104  
 Meeting Type: Annual  
 Meeting Date: 31-Aug-2006  
 Ticker: NTAP  
 ISIN:  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>DANIEL J. WARMENHOVEN<br>DONALD T. VALENTINE<br>JEFFRY R. ALLEN<br>CAROL A. BARTZ<br>ALAN L. EARHART<br>EDWARD KOZEL<br>MARK LESLIE<br>NICHOLAS G. MOORE<br>GEORGE T. SHAHEEN<br>ROBERT T. WALL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVE THE COMPANY S AMENDED 1999 STOCK INCENTIVE PLAN, WHICH INCLUDES A PROPOSED INCREASE OF THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK THAT MAY BE ISSUED THEREUNDER BY 10,900,000.                    | Mgmt   | For  |
| 03     | APPROVE THE COMPANY S AMENDED 1999 PLAN TO INCREASE DIRECTOR COMPENSATION UNDER THE AUTOMATIC OPTION GRANT PROGRAM FROM AN OPTION TO PURCHASE 15,000 SHARES TO AN OPTION TO PURCHASE 20,000 SHARES.         | Mgmt   | For  |
| 04     | APPROVE A 1,600,000 SHARE INCREASE IN THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK AUTHORIZED   | Mgmt   | For  |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

FOR ISSUANCE UNDER THE COMPANY S EMPLOYEE STOCK  
PURCHASE PLAN.

|    |   |      |     |
|----|---|------|-----|
| 05 | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS INDEPENDENT AUDITORS OF THE COMPANY<br>FOR THE FISCAL YEAR ENDING APRIL 27, 2007. | Mgmt | For |
|----|---|------|-----|

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NEWMONT MINING CORPORATION

Agen

Security: 651639106  
Meeting Type: Annual  
Meeting Date: 24-Apr-2007  
Ticker: NEM  
ISIN:

| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>G.A. BARTON<br>V.A. CALARCO<br>N. DOYLE<br>V.M. HAGEN<br>M.S. HAMSON<br>P. LASSONDE<br>R.J. MILLER<br>W.W. MURDY<br>R.A. PLUMBRIDGE<br>J.B. PRESCOTT<br>D.C. ROTH<br>J.V. TARANIK | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>Withheld<br>Withheld<br>For |
| 02     | RATIFY APPOINTMENT OF INDEPENDENT AUDITORS.   | Mgmt   | For  |
| 03     | STOCKHOLDER PROPOSAL REGARDING NEWMONT S INDONESIA<br>OPERATIONS, IF INTRODUCED AT THE MEETING.   | Shr  | Against  |
| 04     | STOCKHOLDER PROPOSAL REGARDING A REPORT TO STOCKHOLDERS<br>REGARDING NEWMONT S POLICIES AND PRACTICES<br>IN COMMUNITIES AROUND ITS OPERATIONS, IF INTRODUCED<br>AT THE MEETING.               | Shr  | For  |
| 05     | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD<br>CHAIRMAN.   | Shr  | For  |

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NIKE, INC.

Agen

Security: 654106103  
Meeting Type: Annual  
Meeting Date: 18-Sep-2006  
Ticker: NKE  
ISIN:

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>JILL K. CONWAY<br>ALAN B. GRAF, JR.<br>JEANNE P. JACKSON   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | SHAREHOLDER PROPOSAL REGARDING CHARITABLE CONTRIBUTIONS REPORT.  | Shr                  | Against           |
| 03     | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |

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NOVARTIS AG

Agen

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Security: 66987V109  
Meeting Type: Annual  
Meeting Date: 06-Mar-2007  
Ticker: NVS  
ISIN:  
-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE ANNUAL REPORT, THE FINANCIAL STATEMENTS OF NOVARTIS AG AND THE GROUP CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2006.   | Mgmt          | No vote       |
| 02     | APPROVAL OF THE ACTIVITIES OF THE BOARD OF DIRECTORS  | Mgmt          | No vote       |
| 03     | APPROPRIATION OF AVAILABLE EARNINGS OF NOVARTIS AG AS PER BALANCE SHEET AND DECLARATION OF DIVIDEND   | Mgmt          | No vote       |
| 4A     | ELECTION TO THE BOARD OF DIRECTORS: RE-ELECTION OF HANS-JOERG RUDLOFF FOR A THREE-YEAR TERM   | Mgmt          | No vote       |
| 4B     | ELECTION TO THE BOARD OF DIRECTORS: RE-ELECTION OF DR. DANIEL VASELLA FOR A THREE-YEAR TERM   | Mgmt          | No vote       |
| 4C     | ELECTION TO THE BOARD OF DIRECTORS: ELECTION OF NEW MEMBER MARJORIE M. YANG FOR A TERM OF OFFICE BEGINNING ON 1 JANUARY 2008 AND ENDING ON THE DAY OF THE AGM IN 2010   | Mgmt          | No vote       |
| 05     | APPOINTMENT OF THE AUDITORS AND THE GROUP AUDITORS  | Mgmt          | No vote       |
| 06     | VOTES REGARDING ADDITIONAL AND/OR COUNTER-PROPOSALS AT THE AGM OF NOVARTIS AG IF YOU GIVE NO INSTRUCTIONS ON AGENDA ITEM 6, YOUR VOTES WILL BE CAST IN ACCORDANCE WITH THE PROPOSALS OF THE BOARD OF DIRECTORS. MARKING THE BOX FOR IS A VOTE FOR THE PROPOSALS OF THE BOARD. MARKING THE BOX AGAINST OR ABSTAIN IS A VOTE TO ABSTAIN | Mgmt          | No vote       |

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NRG ENERGY, INC.

Agen

Security: 629377508  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2007  
 Ticker: NRG  
 ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>DAVID CRANE<br>STEPHEN L. CROPPER<br>MAUREEN MISKOVIC<br>THOMAS H. WEIDEMEYER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM                             | Mgmt                         | For                      |

NVIDIA CORPORATION

Agen

Security: 67066G104  
 Meeting Type: Annual  
 Meeting Date: 21-Jun-2007  
 Ticker: NVDA  
 ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote          |
|--------|---|----------------------|------------------------|
| 01     | DIRECTOR<br>JAMES C. GAITHER<br>JEN-HSUN HUANG<br>A. BROOKE SEAWELL   | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For |
| 02     | TO APPROVE THE NVIDIA CORPORATION 2007 EQUITY INCENTIVE PLAN.   | Mgmt                 | Against                |
| 03     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 27, 2008. | Mgmt                 | For                    |

ORACLE CORPORATION

Agen

Security: 68389X105

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 09-Oct-2006  
 Ticker: ORCL  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>JEFFREY O. HENLEY<br>LAWRENCE J. ELLISON<br>DONALD L. LUCAS<br>MICHAEL J. BOSKIN<br>JACK F. KEMP<br>JEFFREY S. BERG<br>SAFRA A. CATZ<br>HECTOR GARCIA-MOLINA<br>H. RAYMOND BINGHAM<br>CHARLES E. PHILLIPS, JR<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2007 EXECUTIVE BONUS PLAN.  | Mgmt   | For  |
| 03     | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2007.   | Mgmt   | For  |
| 04     | PROPOSAL FOR THE APPROVAL OF THE AMENDED AND RESTATED 1993 DIRECTORS STOCK PLAN.   | Mgmt   | For  |

PAYCHEX, INC.

Agen

Security: 704326107  
 Meeting Type: Annual  
 Meeting Date: 05-Oct-2006  
 Ticker: PAYX  
 ISIN:

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1 A    | ELECTION OF DIRECTOR: B. THOMAS GOLISANO  | Mgmt          | For           |
| 1 B    | ELECTION OF DIRECTOR: DAVID J.S. FLASCHEN | Mgmt          | For           |
| 1 C    | ELECTION OF DIRECTOR: PHILLIP HORSLEY     | Mgmt          | For           |
| 1 D    | ELECTION OF DIRECTOR: GRANT M. INMAN      | Mgmt          | For           |
| 1 E    | ELECTION OF DIRECTOR: PAMELA A. JOSEPH    | Mgmt          | For           |
| 1 F    | ELECTION OF DIRECTOR: JONATHAN J. JUDGE   | Mgmt          | For           |
| 1 G    | ELECTION OF DIRECTOR: JOSEPH M. TUCCI     | Mgmt          | For           |

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 QUALCOMM INCORPORATED  
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Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 13-Mar-2007  
 Ticker: QCOM  
 ISIN:

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>RAYMOND V. DITTAMORE<br>IRWIN MARK JACOBS<br>SHERRY LANSING<br>PETER M. SACERDOTE<br>MARC I. STERN                           | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS<br>FOR THE COMPANY S FISCAL YEAR ENDING SEPTEMBER<br>30, 2007. | Mgmt   | For                                    |

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 RESEARCH IN MOTION LIMITED  
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Agen

Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 18-Jul-2006  
 Ticker: RIMM  
 ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO ELECT AS DIRECTORS, MICHAEL LAZARIDIS, JAMES<br>BALSILLIE, DOUGLAS FREGIN, KENDALL CORK, JAMES<br>ESTILL, JOHN RICHARDSON AND DR. DOUGLAS WRIGHT. | Mgmt          | For           |
| 02     | TO APPOINT ERNST AND YOUNG LLP AS AUDITORS OF<br>THE COMPANY AND AUTHORIZE THE DIRECTORS TO<br>FIX THEIR REMUNERATION.                               | Mgmt          | For           |

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 ROCKWELL COLLINS, INC.  
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Agen

Security: 774341101  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Date: 13-Feb-2007  
 Ticker: COL  
 ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>D.R. BEALL<br>M. DONEGAN<br>A.J. POLICANO                           | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | THE SELECTION OF DELOITTE & TOUCHE LLP AS OUR<br>AUDITORS FOR FISCAL YEAR 2007. | Mgmt                 | For               |

SAFEWAY INC.

Agen

Security: 786514208  
 Meeting Type: Annual  
 Meeting Date: 16-May-2007  
 Ticker: SWY  
 ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEVEN A. BURD  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JANET E. GROVE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MOHAN GYANI   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PAUL HAZEN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT I. MACDONNELL  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS J. MACKENZIE  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: REBECCA A. STIRN  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RAYMOND G. VIAULT   | Mgmt          | For           |
| 02     | APPROVAL OF SAFEWAY INC. 2007 EQUITY AND INCENTIVE<br>AWARD PLAN.   | Mgmt          | For           |
| 03     | APPROVAL OF AMENDED AND RESTATED CAPITAL PERFORMANCE<br>BONUS PLAN FOR EXECUTIVE OFFICERS AND KEY EMPLOYEES<br>OF SAFEWAY INC.                  | Mgmt          | For           |
| 04     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS THE COMPANY S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007. | Mgmt          | For           |
| 05     | STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.  | Shr           | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |     |         |
|----|---|-----|---------|
| 06 | STOCKHOLDER PROPOSAL REQUESTING THAT AN INDEPENDENT DIRECTOR SERVE AS CHAIRMAN OF THE BOARD.      | Shr | Against |
| 07 | STOCKHOLDER PROPOSAL REQUESTING THE LABELING OF PRODUCTS OF CLONING OR GENETIC ENGINEERING.       | Shr | Against |
| 08 | STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY ISSUE A SUSTAINABILITY REPORT.                   | Shr | Against |
| 09 | STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY ISSUE A REPORT ON CONTROLLED-ATMOSPHERE KILLING. | Shr | Against |

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SAKS INCORPORATED

Agen

Security: 79377W108  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2007  
 Ticker: SKS  
 ISIN:

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>STANTON J. BLUESTONE*<br>ROBERT B. CARTER**<br>DONALD E. HESS**   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | PROPOSAL TO APPROVE THE SAKS INCORPORATED 2007 SENIOR EXECUTIVE BONUS PLAN.   | Mgmt                 | For               |
| 03     | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY. | Mgmt                 | For               |
| 04     | PROPOSAL BY A SHAREHOLDER- CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS.  | Shr                  | For               |

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SCHLUMBERGER LIMITED (SCHLUMBERGER N

Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 11-Apr-2007  
 Ticker: SLB  
 ISIN:

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| Prop.# | Proposal             | Proposal Type | Proposal Vote |
|--------|----------------------|---------------|---------------|
| 01     | DIRECTOR<br>P. CAMUS | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |     |
|----|--|------|-----|
|    | J.S. GORELICK  | Mgmt | For |
|    | A. GOULD   | Mgmt | For |
|    | T. ISAAC   | Mgmt | For |
|    | N. KUDRYAVTSEV   | Mgmt | For |
|    | A. LAJOUS  | Mgmt | For |
|    | M.E. MARKS   | Mgmt | For |
|    | D. PRIMAT  | Mgmt | For |
|    | L.R. REIF  | Mgmt | For |
|    | T.I. SANDVOLD  | Mgmt | For |
|    | N. SEYDOUX   | Mgmt | For |
|    | L.G. STUNTZ  | Mgmt | For |
|    | R. TALWAR  | Mgmt | For |
| 02 | ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS.         | Mgmt | For |
| 03 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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 SEAGATE TECHNOLOGY

Agen

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 Security: G7945J104  
 Meeting Type: Annual  
 Meeting Date: 26-Oct-2006  
 Ticker: STX  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECT FRANK J. BIONDI, JR. AS A DIRECTOR.  | Mgmt          | For           |
| 1B     | ELECT WILLIAM W. BRADLEY AS A DIRECTOR.  | Mgmt          | For           |
| 1C     | ELECT MICHAEL R. CANNON AS A DIRECTOR.   | Mgmt          | For           |
| 1D     | ELECT JAMES A. DAVIDSON AS A DIRECTOR.   | Mgmt          | For           |
| 1E     | ELECT DONALD E. KIERNAN AS A DIRECTOR.   | Mgmt          | For           |
| 1F     | ELECT STEPHEN J. LUCZO AS A DIRECTOR.  | Mgmt          | For           |
| 1G     | ELECT DAVID F. MARQUARDT AS A DIRECTOR.  | Mgmt          | For           |
| 1H     | ELECT LYDIA M. MARSHALL AS A DIRECTOR.   | Mgmt          | For           |
| 1I     | ELECT C.S. PARK AS A DIRECTOR.   | Mgmt          | For           |
| 1J     | ELECT GREGORIO REYES AS A DIRECTOR.  | Mgmt          | For           |
| 1K     | ELECT JOHN W. THOMPSON AS A DIRECTOR.  | Mgmt          | For           |
| 1L     | ELECT WILLIAM D. WATKINS AS A DIRECTOR.  | Mgmt          | For           |
| 02     | APPROVE AN INCREASE IN SHARES ELIGIBLE FOR ISSUANCE UNDER 2004 STOCK COMPENSATION PLAN IN THE AMOUNT OF 36 MILLION SHARES. | Mgmt          | Against       |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 03 | APPROVE AN INCREASE IN THE ISSUABLE SHARES FOR PURCHASE UNDER EMPLOYEE STOCK PURCHASE PLAN IN THE AMOUNT OF 10 MILLION SHARES. | Mgmt | For |
| 04 | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS INDEPENDENT REGISTERED ACCOUNTING FIRM.                                | Mgmt | For |

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SMITHFIELD FOODS, INC.

Agen

Security: 832248108  
Meeting Type: Annual  
Meeting Date: 30-Aug-2006  
Ticker: SFD  
ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>JOSEPH W. LUTER, III<br>WENDELL H. MURPHY<br>C. LARRY POPE  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | PROPOSAL TO APPROVE THE PERFORMANCE AWARD COMPONENT OF THE SMITHFIELD FOODS, INC. 1998 STOCK INCENTIVE PLAN, AS AMENDED               | Mgmt                 | For               |
| 03     | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING APRIL 29, 2007 | Mgmt                 | For               |
| 04     | SHAREHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT  | Shr                  | Against           |
| 05     | SHAREHOLDER PROPOSAL REGARDING ANIMAL WELFARE   | Shr                  | Against           |
| 06     | SHAREHOLDER PROPOSAL REGARDING LONG-TERM COMPENSATION   | Shr                  | For               |

-----  
ST. JUDE MEDICAL, INC.

Agen

Security: 790849103  
Meeting Type: Annual  
Meeting Date: 16-May-2007  
Ticker: STJ  
ISIN:

| Prop.# | Proposal                     | Proposal Type | Proposal Vote |
|--------|------------------------------|---------------|---------------|
| 01     | DIRECTOR<br>MICHAEL A. ROCCA | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |     |
|----|---|------|-----|
|    | STEFAN K. WIDENSOHLER   | Mgmt | For |
| 02 | TO APPROVE THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.  | Mgmt | For |
| 03 | TO APPROVE THE ST. JUDE MEDICAL, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt | For |
| 04 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007. | Mgmt | For |

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STARWOOD HOTELS & RESORTS WORLDWIDE,

Agen

Security: 85590A401  
 Meeting Type: Annual  
 Meeting Date: 24-May-2007  
 Ticker: HOT  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>DUNCAN<br>ARON<br>BARSHEFSKY<br>CHAPUS<br>GALBREATH<br>HIPPEAU<br>QUAZZO<br>RYDER<br>YOUNGBLOOD   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007. | Mgmt   | For  |
| 03     | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY S CHARTER.  | Mgmt   | For  |

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TELLABS, INC.

Agen

Security: 879664100  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2007  
 Ticker: TLAB  
 ISIN:

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

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |                              |                          |
|----|---|------------------------------|--------------------------|
| 01 | DIRECTOR<br>MICHAEL J. BIRCK<br>FRED A. KREHBIEL<br>KRISH A. PRABHU<br>LINDA BECK | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.                        | Mgmt                         | For                      |

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 TERADYNE, INC.

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 Agen

Security: 880770102  
 Meeting Type: Annual  
 Meeting Date: 24-May-2007  
 Ticker: TER  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>EDWIN J. GILLIS<br>PAUL J. TUFANO<br>PATRICIA S. WOLPERT   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO THE 1996 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES OF COMMON STOCK THAT MAY BE ISSUED PURSUANT TO THE PLAN BY 5,000,000 SHARES. | Mgmt                 | For               |
| 03     | TO APPROVE AN AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS TO ADOPT MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS.  | Mgmt                 | Against           |
| 04     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.  | Mgmt                 | For               |

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 TEXAS INSTRUMENTS INCORPORATED

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 Agen

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 19-Apr-2007  
 Ticker: TXN  
 ISIN:

| Prop.# | Proposal                          | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J.R. ADAMS. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1B | ELECTION OF DIRECTOR: D.L. BOREN.  | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: D.A. CARP.   | Mgmt | Against |
| 1D | ELECTION OF DIRECTOR: C.S. COX.  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: T.J. ENGIBOUS.   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: D.R. GOODE.  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: P.H. PATSLEY.  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: W.R. SANDERS.  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: R.J. SIMMONS.  | Mgmt | Against |
| 1J | ELECTION OF DIRECTOR: R.K. TEMPLETON.  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: C.T. WHITMAN.  | Mgmt | Against |
| 02 | BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007. | Mgmt | For     |

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THE BOEING COMPANY

Agen

Security: 097023105  
Meeting Type: Annual  
Meeting Date: 30-Apr-2007  
Ticker: BA  
ISIN:

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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN H. BIGGS          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN E. BRYSON         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR. | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LINDA Z. COOK          | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM M. DALEY       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN F. MCDONNELL      | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD D. NANULA      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ROZANNE L. RIDGWAY     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 02 | ADVISORY VOTE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS. | Mgmt | For     |
| 03 | PREPARE A REPORT ON FOREIGN MILITARY SALES.                                    | Shr  | Against |
| 04 | DEVELOP AND ADOPT HUMAN RIGHTS POLICIES.                                       | Shr  | Against |
| 05 | PREPARE A REPORT ON CHARITABLE CONTRIBUTIONS.                                  | Shr  | Against |
| 06 | PREPARE A REPORT ON POLITICAL CONTRIBUTIONS.                                   | Shr  | Against |
| 07 | SEPARATE THE ROLES OF CEO AND CHAIRMAN.  | Shr  | Against |
| 08 | SUBJECT RIGHTS PLANS TO SHAREHOLDER VOTE.                                      | Shr  | Against |
| 09 | ADVISORY VOTE ON COMPENSATION DISCUSSION AND ANALYSIS.                         | Shr  | For     |
| 10 | ADOPT A POLICY ON PERFORMANCE-BASED STOCK OPTIONS.                             | Shr  | For     |
| 11 | RECOUP UNEARNED MANAGEMENT BONUSES.  | Shr  | Against |

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THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 17-May-2007  
 Ticker: SCHW  
 ISIN:

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>WILLIAM F. ALDINGER III<br>DONALD G. FISHER<br>PAULA A. SNEED | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVAL OF EMPLOYEE STOCK PURCHASE PLAN                                  | Mgmt                 | For               |
| 03     | APPROVAL OF AMENDMENTS TO 2004 STOCK INCENTIVE PLAN                       | Mgmt                 | For               |
| 04     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS                    | Shr                  | Against           |
| 05     | STOCKHOLDER PROPOSAL TO REQUIRE A BYLAW AMENDMENT FOR MAJORITY VOTING     | Shr                  | Against           |

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THE CHEESECAKE FACTORY INCORPORATED

Agen

Security: 163072101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2007

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: CAKE  
ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote   |
|--------|--|---------------|-----------------|
| 01     | DIRECTOR<br>THOMAS L. GREGORY<br>DAVID R. KLOCK  | Mgmt<br>Mgmt  | Withheld<br>For |
| 02     | RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING JANUARY 1, 2008. | Mgmt          | Against         |

THE MCGRAW-HILL COMPANIES, INC.

Agen

Security: 580645109  
Meeting Type: Annual  
Meeting Date: 25-Apr-2007  
Ticker: MHP  
ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote                                |
|--------|---|------------------------------|--|
| 01     | DIRECTOR<br>PEDRO ASPE<br>ROBERT P. MCGRAW<br>H. OCHOA-BRILLEMBOURG<br>EDWARD B. RUST, JR.  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld<br>Withheld |
| 02     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.   | Mgmt                         | For  |
| 03     | SHAREHOLDER PROPOSAL REQUESTING THE ANNUAL ELECTION<br>OF EACH DIRECTOR.  | Shr                          | For  |
| 04     | SHAREHOLDER PROPOSAL REQUESTING ADOPTION OF<br>A SIMPLE MAJORITY VOTE.  | Shr                          | For  |
| 05     | SHAREHOLDER PROPOSAL REQUESTING PUBLIC DISCLOSURE<br>OF CORPORATE POLICIES AND PROCEDURES REGARDING<br>POLITICAL CONTRIBUTIONS AND THE AMOUNT OF SUCH<br>CONTRIBUTIONS. | Shr                          | Against                                      |

THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
Meeting Type: Annual  
Meeting Date: 10-Oct-2006  
Ticker: PG

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN:

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>NORMAN R. AUGUSTINE<br>A.G. LAFLEY<br>JOHNATHAN A. RODGERS<br>JOHN F. SMITH, JR.<br>MARGARET C. WHITMAN                      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | APPROVE AMENDMENT TO THE CODE OF REGULATIONS TO DECREASE THE AUTHORIZED NUMBER OF DIRECTORS ON THE BOARD                                 | Mgmt                                 | For                             |
| 03     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt                                 | For                             |
| 04     | REAPPROVE AND AMEND THE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE PROCTER & GAMBLE 2001 STOCK AND INCENTIVE COMPENSATION PLAN | Mgmt                                 | For                             |
| 05     | SHAREHOLDER PROPOSAL - AWARD NO FUTURE STOCK OPTIONS   | Shr                                  | Against                         |

THE TRAVELERS COMPANIES, INC.

Agen

Security: 89417E109  
Meeting Type: Annual  
Meeting Date: 01-May-2007  
Ticker: TRV  
ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>ALAN L. BELLER<br>JOHN H. DASBURG<br>JANET M. DOLAN<br>KENNETH M. DUBERSTEIN<br>JAY S. FISHMAN<br>LAWRENCE G. GRAEV<br>PATRICIA L. HIGGINS<br>THOMAS R. HODGSON<br>C.L. KILLINGSWORTH, JR.<br>ROBERT I. LIPP<br>BLYTHE J. MCGARVIE<br>GLEN D. NELSON, MD<br>LAURIE J. THOMSEN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS TRAVELERS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007.   | Mgmt   | For   |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 03 | PROPOSAL TO APPROVE AN AMENDMENT TO OUR ARTICLES OF INCORPORATION TO REQUIRE A MAJORITY VOTE FOR THE ELECTION OF DIRECTORS. | Mgmt | Against |
|----|---|------|---------|

THERMO FISHER SCIENTIFIC INC. Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 15-May-2007  
 Ticker: TMO  
 ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ELECTION OF DIRECTORS: MARIJN E. DEKKERS   | Mgmt          | For           |
| 02     | APPROVAL AND ADOPTION OF THE THERMO FISHER SCIENTIFIC INC. 2007 EMPLOYEES STOCK PURCHASE PLAN. | Mgmt          | For           |
| 03     | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.   | Mgmt          | For           |

THORATEC CORPORATION Agen

Security: 885175307  
 Meeting Type: Annual  
 Meeting Date: 18-May-2007  
 Ticker: THOR  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>GERHARD F. BURBACH<br>HOWARD E. CHASE<br>J. DANIEL COLE<br>NEIL F. DIMICK<br>D. KEITH GROSSMAN<br>J. DONALD HILL<br>DANIEL M. MULVENA | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR ITS FISCAL YEAR ENDING DECEMBER 29, 2007.      | Mgmt   | For   |

TIME WARNER INC. Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 887317105  
 Meeting Type: Annual  
 Meeting Date: 18-May-2007  
 Ticker: TWX  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JAMES L. BARKSDALE<br>JEFFREY L. BEWKES<br>STEPHEN F. BOLLENBACH<br>FRANK J. CAUFIELD<br>ROBERT C. CLARK<br>MATHIAS DOPFNER<br>JESSICA P. EINHORN<br>REUBEN MARK<br>MICHAEL A. MILES<br>KENNETH J. NOVACK<br>RICHARD D. PARSONS<br>FRANCIS T. VINCENT, JR.<br>DEBORAH C. WRIGHT | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF AUDITORS.   | Mgmt   | For   |
| 03     | COMPANY PROPOSAL TO AMEND THE COMPANY S RESTATED<br>CERTIFICATE OF INCORPORATION TO ELIMINATE CERTAIN<br>SUPER-MAJORITY VOTE REQUIREMENTS.  | Mgmt   | For   |
| 04     | STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION<br>TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS.   | Shr  | For   |
| 05     | STOCKHOLDER PROPOSAL REGARDING SEPARATION OF<br>ROLES OF CHAIRMAN AND CEO.  | Shr  | Against   |
| 06     | STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY<br>VOTE.   | Shr  | For   |
| 07     | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER<br>MEETINGS.   | Shr  | For   |
| 08     | STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER RATIFICATION<br>OF DIRECTOR COMPENSATION WHEN A STOCKHOLDER<br>RIGHTS PLAN HAS BEEN ADOPTED.   | Shr  | Against   |

TRINITY INDUSTRIES, INC.

Agen

Security: 896522109  
 Meeting Type: Annual  
 Meeting Date: 07-May-2007  
 Ticker: TRN  
 ISIN:

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |  |   |
|----|---|--|---|
| 01 | DIRECTOR<br>JOHN L. ADAMS<br>RHYS J. BEST<br>DAVID W. BIEGLER<br>RONALD J. GAFFORD<br>RONALD W. HADDOCK<br>JESS T. HAY<br>ADRIAN LAJOUS<br>DIANA S. NATALICIO<br>TIMOTHY R. WALLACE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | TO APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK FROM 100,000,000 TO 200,000,000.                                      | Mgmt   | For   |
| 03 | TO APPROVE RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2007.   | Mgmt   | For   |

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 UBS AG

Agen

Security: H89231338  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2007  
 Ticker: UBS  
 ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ANNUAL REPORT, GROUP AND PARENT COMPANY ACCOUNTS FOR FINANCIAL YEAR 2006, REPORTS OF THE GROUP AND STATUTORY AUDITORS   | Mgmt          | No vote       |
| 02     | APPROPRIATION OF RETAINED EARNINGS DIVIDEND FOR FINANCIAL YEAR 2006   | Mgmt          | No vote       |
| 03     | DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE GROUP EXECUTIVE BOARD  | Mgmt          | No vote       |
| 4A1    | RE-ELECTION OF BOARD MEMBER: STEPHAN HAERINGER  | Mgmt          | No vote       |
| 4A2    | RE-ELECTION OF BOARD MEMBER: HELMUT PANKE   | Mgmt          | No vote       |
| 4A3    | RE-ELECTION OF BOARD MEMBER: PETER SPUHLER  | Mgmt          | No vote       |
| 4B1    | ELECTION OF NEW BOARD MEMBER: SERGIO MARCHIONNE   | Mgmt          | No vote       |
| 4C     | ELECTION OF THE GROUP AND STATUTORY AUDITORS  | Mgmt          | No vote       |
| 5A     | CAPITAL REDUCTION: CANCELLATION OF SHARES REPURCHASED UNDER THE 2006/2007 SHARE BUYBACK PROGRAM AND RESPECTIVE AMENDMENT OF ARTICLE 4 PARA 1 OF THE ARTICLES OF ASSOCIATION | Mgmt          | No vote       |
| 5B     | CAPITAL REDUCTION: APPROVAL OF A NEW SHARE BUYBACK  | Mgmt          | No vote       |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

PROGRAM FOR 2007-2010

|    |  |      |         |
|----|--|------|---------|
| 06 | IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE ANNUAL GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS | Mgmt | No vote |
|----|--|------|---------|

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 11-Apr-2007  
 Ticker: UTX  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>LOUIS R. CHENEVERT<br>GEORGE DAVID<br>JOHN V. FARACI<br>JEAN-PIERRE GARNIER<br>JAMIE S. GORELICK<br>CHARLES R. LEE<br>RICHARD D. MCCORMICK<br>HAROLD MCGRAW III<br>RICHARD B. MYERS<br>FRANK P. POPOFF<br>H. PATRICK SWYGERT<br>ANDRE VILLENEUVE<br>H.A. WAGNER<br>CHRISTINE TODD WHITMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF INDEPENDENT AUDITORS FOR 2007  | Mgmt   | For  |
| 03     | SHAREOWNER PROPOSAL: DIRECTOR TERM LIMITS   | Shr  | Against  |
| 04     | SHAREOWNER PROPOSAL: FOREIGN MILITARY SALES   | Shr  | Against  |
| 05     | SHAREOWNER PROPOSAL: POLITICAL CONTRIBUTIONS  | Shr  | Against  |
| 06     | SHAREOWNER PROPOSAL: ADVISORY RESOLUTION TO RATIFY EXECUTIVE COMPENSATION   | Shr  | For  |
| 07     | SHAREOWNER PROPOSAL: PAY-FOR-SUPERIOR-PERFORMANCE   | Shr  | For  |

UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 29-May-2007  
 Ticker: UNH

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>WILLIAM C. BALLARD, JR.<br>RICHARD T. BURKE<br>STEPHEN J. HEMSLEY<br>ROBERT J. DARRETTA                             | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | AMENDMENT TO ARTICLES OF INCORPORATION REQUIRING A MAJORITY VOTE FOR ELECTION OF DIRECTORS                                      | Mgmt                         | For                      |
| 03     | AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS PROVIDING FOR THE ANNUAL ELECTION OF ALL MEMBERS OF THE BOARD OF DIRECTORS    | Mgmt                         | For                      |
| 04     | AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS TO ELIMINATE SUPERMAJORITY PROVISIONS FOR THE REMOVAL OF DIRECTORS            | Mgmt                         | For                      |
| 05     | AMENDMENT TO ARTICLES OF INCORPORATION TO ELIMINATE SUPERMAJORITY PROVISIONS RELATING TO CERTAIN BUSINESS COMBINATIONS          | Mgmt                         | For                      |
| 06     | ADOPTION OF RESTATED ARTICLES OF INCORPORATION  | Mgmt                         | For                      |
| 07     | RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2007 | Mgmt                         | For                      |
| 08     | SHAREHOLDER PROPOSAL CONCERNING PERFORMANCE-VESTING SHARES  | Shr                          | For                      |
| 09     | SHAREHOLDER PROPOSAL CONCERNING SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN  | Shr                          | For                      |
| 10     | SHAREHOLDER PROPOSAL CONCERNING AN ADVISORY RESOLUTION ON COMPENSATION OF NAMED EXECUTIVE OFFICERS                              | Shr                          | For                      |
| 11     | SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER NOMINEES FOR ELECTION TO UNITEDHEALTH GROUP S BOARD OF DIRECTORS                   | Shr                          | For                      |

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WILLIS GROUP HOLDINGS LIMITED

Agen

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Security: G96655108  
Meeting Type: Annual  
Meeting Date: 25-Apr-2007  
Ticker: WSH  
ISIN:  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1A | ELECTION OF DIRECTOR: GORDON M. BETHUNE.                                     | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: WILLIAM W. BRADLEY.                                    | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: JOSEPH A. CALIFANO JR.                                 | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ANNA C. CATALANO.                                      | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ERIC G. FRIBERG.                                       | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: SIR ROY GARDNER.                                       | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: SIR JEREMY HANLEY.                                     | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: WENDY E. LANE.   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JAMES F. MCCANN.                                       | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOSEPH J. PLUMERI.                                     | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: DOUGLAS B. ROBERTS.                                    | Mgmt | For |
| 02 | REAPPOINTMENT AND REMUNERATION OF DELOITTE & TOUCHE AS INDEPENDENT AUDITORS. | Mgmt | For |

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WINDSTREAM CORPORATION

Agen

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Security: 97381W104  
Meeting Type: Annual  
Meeting Date: 09-May-2007  
Ticker: WIN  
ISIN:  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>S.E. "SANDY" BEALL, III<br>DENNIS E. FOSTER<br>FRANCIS X. FRANTZ<br>JEFFERY R. GARDNER<br>JEFFREY T. HINSON<br>JUDY K. JONES<br>WILLIAM A. MONTGOMERY<br>FRANK E. REED | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVE THE WINDSTREAM PERFORMANCE INCENTIVE COMPENSATION PLAN   | Mgmt   | For  |
| 03     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS WINDSTREAM S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2007   | Mgmt   | For  |
| 04     | REQUIRED EQUITY AWARDS TO BE HELD  | Shr  | Against  |

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

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 WM. WRIGLEY JR. COMPANY

Agen

Security: 982526105  
 Meeting Type: Annual  
 Meeting Date: 14-Mar-2007  
 Ticker: WWY  
 ISIN:

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>THOMAS A. KNOWLTON<br>STEVEN B. SAMPLE<br>ALEX SHUMATE<br>WILLIAM D. PEREZ   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | AMENDMENT TO THE SECOND RESTATED CERTIFICATE OF INCORPORATION TO PERMIT AMENDMENT OF THE BYLAWS OF THE COMPANY TO ADOPT MAJORITY VOTING FOR THE ELECTION OF DIRECTORS. | Mgmt                         | For                      |
| 03     | TO RATIFY THE APPOINTMENT OF THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR THE YEAR ENDING DECEMBER 31, 2007.                 | Mgmt                         | For                      |

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 WYETH

Agen

Security: 983024100  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2007  
 Ticker: WYE  
 ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT ESSNER              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN D. FEERICK            | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANCES D. FERGUSON, PH.D. | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: VICTOR F. GANZI            | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT LANGER, SC.D.       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOHN P. MASCOTTE           | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE         | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1H | ELECTION OF DIRECTOR: MARY LAKE POLAN, M.D.,<br>PH.D., M.P.H.   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: BERNARD POUSSOT   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: GARY L. ROGERS  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: IVAN G. SEIDENBERG  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: WALTER V. SHIPLEY   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: JOHN R. TORELL III  | Mgmt | For     |
| 02 | VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS<br>THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2007 | Mgmt | For     |
| 03 | VOTE TO AMEND THE CERTIFICATE OF INCORPORATION<br>TO ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS                | Mgmt | For     |
| 04 | VOTE TO AMEND AND RESTATE THE 2005 STOCK INCENTIVE<br>PLAN FOR TAX COMPLIANCE                                 | Mgmt | For     |
| 05 | DISCLOSURE OF ANIMAL WELFARE POLICY   | Shr  | Against |
| 06 | REPORT ON LIMITING SUPPLY OF PRESCRIPTION DRUGS<br>IN CANADA  | Shr  | Against |
| 07 | DISCLOSURE OF POLITICAL CONTRIBUTIONS   | Shr  | Against |
| 08 | RECOUPMENT OF INCENTIVE BONUSES   | Shr  | For     |
| 09 | INTERLOCKING DIRECTORSHIPS  | Shr  | Against |
| 10 | PROPOSAL WITHDRAWN. NO VOTE REQUIRED  | Mgmt | Abstain |
| 11 | SEPARATING THE ROLES OF CHAIRMAN AND CEO  | Shr  | For     |
| 12 | STOCKHOLDER ADVISORY VOTE ON COMPENSATION   | Shr  | For     |

\* Management position unknown

### 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)   | Eaton Vance Enhanced Equity Income Fund II |
| By (Signature) | /s/ Duncan W Richardson                    |
| Name           | Duncan W Richardson                        |
| Title          | President                                  |
| Date           | 08/29/2007                                 |