

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 24, 2009

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: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2008 - 06/30/2009

Eaton Vance Enhanced Equity Income Fund II

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3M COMPANY

Agen

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Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 12-May-2009  
Ticker: MMM  
ISIN: US88579Y1010  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For
1C	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: W. JAMES FARRELL	Mgmt	For

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1F	ELECTION OF DIRECTOR: HERBERT L. HENKEL	Mgmt	For
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1I	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT J. ULRICH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.	Shr	For
04	STOCKHOLDER PROPOSAL ON THE VESTING OF STOCK OPTIONS AND AWARDS.	Shr	For

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ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 24-Apr-2009  
Ticker: ABT  
ISIN: US0028241000

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R.J. ALPERN R.S. AUSTIN W.M. DALEY W.J. FARRELL H.L. FULLER W.A. OSBORN D.A.L. OWEN W.A. REYNOLDS R.S. ROBERTS S.C. SCOTT III W.D. SMITHBURG G.F. TILTON M.D. WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	APPROVAL OF THE ABBOTT LABORATORIES 2009 INCENTIVE STOCK PROGRAM	Mgmt	For
03	APPROVAL OF THE ABBOTT LABORATORIES 2009 EMPLOYEE STOCK PURCHASE PLAN FOR NON-U.S. EMPLOYEES	Mgmt	For
04	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL - ANIMAL TESTING	Shr	Against
06	SHAREHOLDER PROPOSAL - HEALTH CARE PRINCIPLES	Shr	Against

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07      SHAREHOLDER PROPOSAL - ADVISORY VOTE      Shr      For

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 ACCENTURE LTD

Agen

Security: G1150G111  
 Meeting Type: Annual  
 Meeting Date: 12-Feb-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: CHARLES H. GIANCARLO	Mgmt	For
1B	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: DINA DUBLON	Mgmt	For
1C	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN	Mgmt	For
1D	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: NOBUYUKI IDEI	Mgmt	For
1E	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: MARJORIE MAGNER	Mgmt	For
2	RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION.	Mgmt	For

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 ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: ACE  
 ISIN: CH0044328745

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL G. ATIEH	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY A. CIRILLO	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. CROCKETT	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS J. NEFF	Mgmt	For

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2A	APPROVAL OF THE ANNUAL REPORT	Mgmt	For
2B	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED	Mgmt	For
2C	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
03	ALLOCATION OF DISPOSABLE PROFIT	Mgmt	For
04	DISCHARGE OF THE BOARD OF DIRECTORS	Mgmt	For
05	AMENDMENT OF ARTICLES OF ASSOCIATION RELATING TO SPECIAL AUDITOR	Mgmt	For
6A	ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
6B	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP	Mgmt	For
6C	ELECTION OF BDO VISURA (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
07	APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES	Mgmt	For

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AETNA INC.

Agen

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Security: 00817Y108  
Meeting Type: Annual  
Meeting Date: 29-May-2009  
Ticker: AET  
ISIN: US00817Y1082  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRANK M. CLARK	Mgmt	For
1B	ELECTION OF DIRECTOR: BETSY Z. COHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MOLLY J. COYE, M.D.	Mgmt	For
1D	ELECTION OF DIRECTOR: ROGER N. FARAH	Mgmt	For
1E	ELECTION OF DIRECTOR: BARBARA HACKMAN FRANKLIN	Mgmt	For
1F	ELECTION OF DIRECTOR: JEFFREY E. GARTEN	Mgmt	For
1G	ELECTION OF DIRECTOR: EARL G. GRAVES	Mgmt	For
1H	ELECTION OF DIRECTOR: GERALD GREENWALD	Mgmt	For

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1I	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD J. HARRINGTON	Mgmt	For
1K	ELECTION OF DIRECTOR: EDWARD J. LUDWIG	Mgmt	For
1L	ELECTION OF DIRECTOR: JOSEPH P. NEWHOUSE	Mgmt	For
1M	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING.	Shr	Against
04	SHAREHOLDER PROPOSAL ON NOMINATING A RETIRED AETNA EXECUTIVE TO THE BOARD.	Shr	Against

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 AGILENT TECHNOLOGIES, INC.

Agen

Security: 00846U101  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2009  
 Ticker: A  
 ISIN: US00846U1016

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM P. SULLIVAN ROBERT J. HERBOLD KOH BOON HWEE	Mgmt Mgmt Mgmt	For For Withheld
02	THE RATIFICATION OF THE AUDIT AND FINANCE COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AGILENT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	THE APPROVAL OF THE AGILENT TECHNOLOGIES, INC. 2009 STOCK PLAN.	Mgmt	For

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 AIRGAS, INC.

Agen

Security: 009363102  
 Meeting Type: Annual  
 Meeting Date: 05-Aug-2008  
 Ticker: ARG  
 ISIN: US0093631028

Prop.#	Proposal	Proposal Type	Proposal Vote
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01	DIRECTOR WILLIAM O. ALBERTINI LEE M. THOMAS JOHN C. VAN RODEN, JR.	Mgmt Mgmt Mgmt	For For For
02	RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVE THE AIRGAS EXECUTIVE BONUS PLAN.	Mgmt	For

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AKAMAI TECHNOLOGIES, INC. Agen

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Security: 00971T101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: AKAM  
 ISIN: US00971T1016

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: GEORGE H. CONRADES	Mgmt	For
1B	ELECTION OF DIRECTOR: MARTIN M. COYNE II	Mgmt	For
1C	ELECTION OF DIRECTOR: JILL A. GREENTHAL	Mgmt	For
1D	ELECTION OF DIRECTOR: GEOFFREY A. MOORE	Mgmt	For
02	TO APPROVE ADOPTION OF THE AKAMAI TECHNOLOGIES, INC. 2009 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF AKAMAI TECHNOLOGIES, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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ALLIANT TECHSYSTEMS INC. Agen

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Security: 018804104  
 Meeting Type: Annual  
 Meeting Date: 05-Aug-2008  
 Ticker: ATK  
 ISIN: US0188041042

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRANCES D. COOK MARTIN C. FAGA	Mgmt Mgmt	For For

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	RONALD R. FOGLEMAN	Mgmt	For
	CYNTHIA L. LESHER	Mgmt	For
	DOUGLAS L. MAINE	Mgmt	For
	ROMAN MARTINEZ IV	Mgmt	For
	DANIEL J. MURPHY	Mgmt	For
	MARK H. RONALD	Mgmt	For
	MICHAEL T. SMITH	Mgmt	For
	WILLIAM G. VAN DYKE	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK FROM 90,000,000 TO 180,000,000	Mgmt	For
04	STOCKHOLDER PROPOSAL - HEALTH CARE REFORM PRINCIPLES	Shr	Against

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 AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: AMGN  
 ISIN: US0311621009

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DR. DAVID BALTIMORE	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL	Mgmt	For
1D	ELECTION OF DIRECTOR: MR. JERRY D. CHOATE	Mgmt	For
1E	ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK	Mgmt	For
1G	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Mgmt	For
1H	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Mgmt	For
1I	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Mgmt	For
1J	ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)	Mgmt	For
1K	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Mgmt	For
1L	ELECTION OF DIRECTOR: MR. KEVIN W. SHARER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For

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FOR THE YEAR ENDING DECEMBER 31, 2009.

03	TO APPROVE THE PROPOSED 2009 EQUITY INCENTIVE PLAN, WHICH AUTHORIZES THE ISSUANCE OF 100,000,000 SHARES.	Mgmt	For
04	TO APPROVE THE PROPOSED AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, WHICH REDUCES THE SIXTY-SIX AND TWO-THIRDS PERCENT (66-2/3%) VOTING REQUIREMENT TO A SIMPLE MAJORITY VOTING REQUIREMENT FOR APPROVAL OF CERTAIN BUSINESS COMBINATIONS.	Mgmt	For
5A	STOCKHOLDER PROPOSAL #1 (AMEND OUR BYLAWS TO PERMIT 10 PERCENT OF OUR OUTSTANDING COMMON STOCK THE ABILITY TO CALL SPECIAL MEETINGS.)	Shr	For
5B	STOCKHOLDER PROPOSAL #2 (CHANGE OUR JURISDICTION OF INCORPORATION FROM DELAWARE TO NORTH DAKOTA.)	Shr	Against

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ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: APC  
 ISIN: US0325111070

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT J. ALLISON, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN W. PODUSKA, SR.	Mgmt	Against
1D	ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED.	Mgmt	For
04	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.	Shr	Against

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APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2009



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Ticker: AAPL  
ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG A.D. LEVINSON, PH.D. ERIC E. SCHMIDT, PH.D. JEROME B. YORK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
03	SHAREHOLDER PROPOSAL REGARDING ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
04	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	No vote
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	No vote
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	No vote
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER	Mgmt	No vote

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ORDINARY SHARE OF EUR 0.09.

8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	No vote
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	No vote
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	No vote
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	No vote
9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	No vote
11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	No vote
12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	No vote
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	No vote
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	No vote
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.	Mgmt	No vote

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13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	No vote
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	No vote
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	No vote

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ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

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Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	For
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	For
8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	For
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	Against
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	For
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	For
9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	For
11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN	Mgmt	For

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DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.

11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	For
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	For
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	For
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.	Mgmt	For
13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	For
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	For
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	For

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 AT&T INC.

Agen-----

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: T  
 ISIN: US00206R1023

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Prop.#	Proposal	Proposal	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

		Type	
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Mgmt	Against
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	Against
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	Against
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1I	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1J	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1L	ELECTION OF DIRECTOR: MARY S. METZ	Mgmt	For
1M	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1N	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1O	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT TO INCREASE AUTHORIZED SHARES.	Mgmt	For
04	REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
05	SPECIAL STOCKHOLDER MEETINGS.	Shr	For
06	CUMULATIVE VOTING.	Shr	Against
07	BYLAW REQUIRING INDEPENDENT CHAIRMAN.	Shr	For
08	ADVISORY VOTE ON COMPENSATION.	Shr	For
09	PENSION CREDIT POLICY.	Shr	For

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 ATHEROS COMMUNICATIONS, INC.

Agen

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 Security: 04743P108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: ATHR  
 ISIN: US04743P1084  
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	Prop. # Proposal	Proposal	Proposal Vote
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Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

		Type	
1	DIRECTOR JOHN L. HENNESSY CRAIG H. BARRATT CHRISTINE KING	Mgmt Mgmt Mgmt	For For For

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BAXTER INTERNATIONAL INC.

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Agen

Security: 071813109  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: BAX  
ISIN: US0718131099

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WALTER E. BOOMER	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES R. GAVIN III, M.D., PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: PETER S. HELLMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: K.J. STORM	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO ANIMAL TESTING	Shr	Against

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BECTON, DICKINSON AND COMPANY

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Agen

Security: 075887109  
Meeting Type: Annual  
Meeting Date: 03-Feb-2009  
Ticker: BDX  
ISIN: US0758871091

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C.M. FRASER-LIGGETT E.J. LUDWIG W.J. OVERLOCK, JR. B.L. SCOTT	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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03	AMENDMENT TO BD'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	AMENDMENT TO THE 2004 EMPLOYEE AND DIRECTOR EQUITY-BASED COMPENSATION PLAN.	Mgmt	For
05	APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS.	Mgmt	For
06	SPECIAL SHAREHOLDER MEETINGS.	Shr	For
07	CUMULATIVE VOTING.	Shr	Against

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 BEST BUY CO., INC.

Agen

Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2009  
 Ticker: BBY  
 ISIN: US0865161014

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RONALD JAMES* ELLIOT S. KAPLAN* SANJAY KHOSLA* GEORGE L. MIKAN III* MATTHEW H. PAULL* RICHARD M. SCHULZE* HATIM A. TYABJI* GERARD R. VITTECOQ**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR THAT BEGAN ON MARCH 1, 2009.	Mgmt	For
03	APPROVAL OF AMENDMENTS TO OUR 2004 OMNIBUS STOCK AND INCENTIVE PLAN, AS AMENDED.	Mgmt	For
04	APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO CHANGE APPROVAL REQUIRED.	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE IX.	Mgmt	For
06	APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO REMOVE DIRECTORS WITHOUT CAUSE.	Mgmt	For
07	APPROVAL OF AMENDMENT TO ARTICLE IX TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO AMEND CLASSIFIED BOARD PROVISIONS.	Mgmt	For
08	APPROVAL OF AN AMENDMENT TO ARTICLE X TO DECREASE	Mgmt	For

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SHAREHOLDER APPROVAL REQUIRED FOR CERTAIN REPURCHASES  
OF STOCK.

09	APPROVAL OF AN AMENDMENT TO ARTICLE X OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE X.	Mgmt	For
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BHP BILLITON LIMITED

Agen

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 Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 27-Nov-2008  
 Ticker: BHP  
 ISIN: US0886061086  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE 2008 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON PLC.	Mgmt	For
02	TO RECEIVE THE 2008 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LTD.	Mgmt	For
03	TO RE-ELECT MR P M ANDERSON AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
04	TO RE-ELECT MR P M ANDERSON AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
05	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
06	TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
07	TO RE-ELECT DR J G S BUCHANAN AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
08	TO RE-ELECT DR J G S BUCHANAN AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
09	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
10	TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
11	TO RE-ELECT MR J NASSER AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
12	TO RE-ELECT MR J NASSER AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
13	TO RE-ELECT DR J M SCHUBERT AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For



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14	TO RE-ELECT DR J M SCHUBERT AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
15	TO ELECT MR A L BOECKMANN AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
16	TO ELECT MR A L BOECKMANN AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
17	TO ELECT MR S MAYNE AS A DIRECTOR OF BHP BILLITON PLC.	Shr	Against
18	TO ELECT MR S MAYNE AS A DIRECTOR OF BHP BILLITON LTD.	Shr	Against
19	TO ELECT DR D R MORGAN AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
20	TO ELECT DR D R MORGAN AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
21	TO ELECT MR K C RUMBLE AS A DIRECTOR OF BHP BILLITON PLC.	Mgmt	For
22	TO ELECT MR K C RUMBLE AS A DIRECTOR OF BHP BILLITON LTD.	Mgmt	For
23	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC.	Mgmt	For
24	TO RENEW THE GENERAL AUTHORITY TO ALLOT SHARES IN BHP BILLITON PLC.	Mgmt	For
25	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC.	Mgmt	For
26	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC.	Mgmt	For
27A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 APRIL 2009.	Mgmt	For
27B	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 29 MAY 2009.	Mgmt	For
27C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 JUNE 2009.	Mgmt	For
27D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 JULY 2009.	Mgmt	For
27E	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 SEPTEMBER 2009.	Mgmt	For
27F	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 NOVEMBER 2009.	Mgmt	For

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28	TO APPROVE THE 2008 REMUNERATION REPORT.	Mgmt	For
29	TO APPROVE THE AMENDMENTS TO RULES OF THE GROUP INCENTIVE SCHEME.	Mgmt	For
30	TO APPROVE THE GRANT OF AWARDS TO MR M J KLOPPERS UNDER THE GIS AND THE LTIP.	Mgmt	For
31	TO APPROVE A CHANGE TO THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON PLC TO NON-EXECUTIVE DIRECTORS IN ANY YEAR.	Mgmt	For
32	TO APPROVE A CHANGE TO THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON LTD TO NON-EXECUTIVE DIRECTORS IN ANY YEAR.	Mgmt	For
33	TO APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC.	Mgmt	For
34	TO APPROVE THE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LTD.	Mgmt	For

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BIOGEN IDEC INC.

Agen

Security: 09062X103  
Meeting Type: Annual  
Meeting Date: 03-Jun-2009  
Ticker: BIIB  
ISIN: US09062X1037

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DR. ALEXANDER J. DENNER DR. RICHARD C. MULLIGAN DR. THOMAS F. DEUEL DR. DAVID SIDRANSKY	Mgmt Mgmt Mgmt Mgmt	For For Withheld Withheld
02	APPROVAL OF THE ICAHN BYLAWS AMENDMENTS.	Mgmt	For
03	APPROVAL OF THE NORTH DAKOTA REINCORPORATION RESOLUTION.	Mgmt	Against
04	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
05	APPROVAL OF THE BIOGEN BYLAW AMENDMENT.	Mgmt	For

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BOSTON SCIENTIFIC CORPORATION

Agen

Security: 101137107

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

Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BSX  
 ISIN: US1011371077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Mgmt	For
1B	ELECTION OF DIRECTOR: URSULA M. BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MARYE ANNE FOX	Mgmt	For
1D	ELECTION OF DIRECTOR: RAY J. GROVES	Mgmt	For
1E	ELECTION OF DIRECTOR: KRISTINA M. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: ERNEST MARIO	Mgmt	For
1G	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN E. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: UWE E. REINHARDT	Mgmt	For
1K	ELECTION OF DIRECTOR: WARREN B. RUDMAN	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES R. TOBIN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Mgmt	Against

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BMY  
 ISIN: US1101221083

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For

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1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For
1D	ELECTION OF DIRECTOR: L.J. FREEH	Mgmt	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Mgmt	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	Against
04	SIMPLE MAJORITY VOTE.	Shr	For
05	SPECIAL SHAREOWNER MEETINGS.	Shr	For
06	EXECUTIVE COMPENSATION ADVISORY VOTE.	Shr	For

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 BROADCOM CORPORATION

Agen

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: BRCM  
 ISIN: US1113201073

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GEORGE L. FARINSKY NANCY H. HANDEL EDDY W. HARTENSTEIN JOHN E. MAJOR SCOTT A. MCGREGOR WILLIAM T. MORROW ROBERT E. SWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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

CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2009  
 Ticker: CELG  
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SOL J. BARER, PH.D. ROBERT J. HUGIN MICHAEL D. CASEY RODMAN L. DRAKE A.H. HAYES, JR., M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. WALTER L. ROBB, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING THE VOTING STANDARD FOR DIRECTOR ELECTIONS.	Shr	Against

CHATTEM, INC.

Agen

Security: 162456107  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2009  
 Ticker: CHTT  
 ISIN: US1624561072

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT E. BOSWORTH GARY D. CHAZEN JOEY B. HOGAN	Mgmt Mgmt Mgmt	Withheld For For
02	APPROVAL OF THE CHATTEM, INC. 2009 EQUITY INCENTIVE PLAN AND THE PERFORMANCE GOALS SET FORTH IN THE PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT REGISTERED	Mgmt	For

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PUBLIC ACCOUNTING FIRM FOR FISCAL 2009.

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 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: CVX  
 ISIN: US1667641005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Mgmt	For
1B	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1D	ELECTION OF DIRECTOR: R.J. EATON	Mgmt	For
1E	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1F	ELECTION OF DIRECTOR: F.G. JENIFER	Mgmt	For
1G	ELECTION OF DIRECTOR: S. NUNN	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. O'REILLY	Mgmt	For
1I	ELECTION OF DIRECTOR: D.B. RICE	Mgmt	For
1J	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1K	ELECTION OF DIRECTOR: C.R. SHOEMATE	Mgmt	For
1L	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1M	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1N	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN	Mgmt	For
04	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION	Mgmt	For
05	SPECIAL STOCKHOLDER MEETINGS	Shr	For
06	ADVISORY VOTE ON SUMMARY COMPENSATION TABLE	Shr	For
07	GREENHOUSE GAS EMISSIONS	Shr	Against

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08	COUNTRY SELECTION GUIDELINES	Shr	Against
09	HUMAN RIGHTS POLICY	Shr	Against
10	HOST COUNTRY LAWS	Shr	Against

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 CISCO SYSTEMS, INC.

Agen

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 Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2008  
 Ticker: CSC0  
 ISIN: US17275R1023  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1B	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY R. CARTER	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN L. HALLA	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: MICHAEL K. POWELL	Mgmt	For
1K	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1L	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	Against
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 25, 2009.	Mgmt	For
03	PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND THE COMPANY'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
04	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	Shr	Against

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

THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH  
IN THE PROXY STATEMENT.

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CLEAR CHANNEL COMMUNICATIONS, INC.

Agen

Security: 184502102  
Meeting Type: Special  
Meeting Date: 24-Jul-2008  
Ticker: CCU  
ISIN: US1845021021  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVE THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED NOVEMBER 16, 2006, BY AND AMONG CLEAR CHANNEL COMMUNICATIONS, INC., BT TRIPLE CROWN MERGER CO., INC., B TRIPLE CROWN FINCO, LLC, AND T TRIPLE CROWN FINCO, LLC, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
02	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THEIR ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE AMENDED AGREEMENT AND PLAN OF MERGER.	Mgmt	For
03	IN THE DISCRETION OF THE PROXY HOLDERS, ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE SPECIAL MEETING.	Mgmt	Against

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CLEVELAND-CLIFFS INC

Agen

Security: 185896107  
Meeting Type: Consent  
Meeting Date: 03-Oct-2008  
Ticker: CLF  
ISIN: US1858961071  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	"BY VOTING THIS AGENDA YOU ARE HEREBY CERTIFYING THAT YOUR SHARES ARE "NOT INTERESTED SHARES," AS DEFINED IN THE PROXY STATEMENT. IF YOU HOLD "INTERESTED SHARES," YOU MUST CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IN ORDER TO VOTE YOUR SHARES PROPERLY. PLEASE REFER TO THE PROXY MATERIAL TO DETERMINE IF YOU HOLD "INTERESTED SHARES" VERSUS "NOT INTERESTED SHARES." CONTROL SHARE ACQUISITION PROPOSAL: A RESOLUTION OF	Mgmt	Against



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

CLEVELAND- CLIFFS' SHAREHOLDERS AUTHORIZING  
 THE CONTROL SHARE ACQUISITION OF CLEVELAND-CLIFFS  
 COMMON SHARES PURSUANT TO THE ACQUIRING PERSON  
 STATEMENT OF HARBINGER CAPITAL PARTNERS MASTER  
 FUND I, LTD. AND HARBINGER CAPITAL PARTNERS  
 SPECIAL SITUATIONS FUND, L.P. DATED AUGUST  
 14, 2008.

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 COLGATE-PALMOLIVE COMPANY

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 Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: CL  
 ISIN: US1941621039  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1B	ELECTION OF DIRECTOR: JILL K. CONWAY	Mgmt	For
1C	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: DAVID W. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1G	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1H	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1I	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF THE COLGATE-PALMOLIVE COMPANY 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ADVISORY VOTE.	Shr	For

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 COMCAST CORPORATION

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 Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: CMCSA  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN: US20030N1019

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR S. DECKER ANSTROM KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JULIAN A. BRODSKY JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN BRIAN L. ROBERTS RALPH J. ROBERTS DR. JUDITH RODIN MICHAEL I. SOVERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED	Mgmt	For
04	APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
06	IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000	Shr	Against
07	OBTAIN SHAREHOLDER APPROVAL OF CERTAIN FUTURE DEATH BENEFIT ARRANGEMENTS	Shr	For
08	ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION	Shr	For
09	ADOPT A RECAPITALIZATION PLAN	Shr	For

CONCUR TECHNOLOGIES, INC.

Agen

Security: 206708109  
Meeting Type: Annual  
Meeting Date: 11-Mar-2009  
Ticker: CNQR  
ISIN: US2067081099

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR S. STEVEN SINGH JEFFREY T. SEELY RANDALL H. TALBOT	Mgmt Mgmt Mgmt	For For For

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

02	AMENDMENT OF CERTIFICATE OF INCORPORATION	Mgmt	For
03	ADOPTION OF 2008 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
04	RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTING FIRM	Mgmt	For

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 CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: COP  
 ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1J	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	UNIVERSAL HEALTH CARE PRINCIPLES.	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	POLITICAL CONTRIBUTIONS.	Shr	Against

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07	GREENHOUSE GAS REDUCTION.	Shr	Against
08	OIL SANDS DRILLING.	Shr	Against
09	DIRECTOR QUALIFICATIONS.	Shr	Against

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COOPER INDUSTRIES, LTD. Agen

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Security: G24182100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2009  
 Ticker: CBE  
 ISIN: BMG241821005

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR IVOR J. EVANS KIRK S. HACHIGIAN LAWRENCE D. KINGSLEY JAMES R. WILSON	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPOINT ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT A CODE OF CONDUCT BASED ON INTERNATIONAL LABOR ORGANIZATION HUMAN RIGHTS STANDARDS.	Shr	Against

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COVIDIEN LTD. Agen

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Security: G2552X108  
 Meeting Type: Special  
 Meeting Date: 28-May-2009  
 Ticker: COV  
 ISIN: BMG2552X1083

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.	Mgmt	For
02	IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH SCHEME OF ARRANGEMENT AND REORGANIZATION, APPROVAL OF CREATION OF DISTRIBUTABLE RESERVES OF COVIDIEN PLC (THROUGH REDUCTION OF SHARE PREMIUM ACCOUNT OF COVIDIEN PLC) THAT WAS PREVIOUSLY APPROVED BY COVIDIEN LTD. AND	Mgmt	For

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OTHER CURRENT SHAREHOLDERS OF COVIDIEN PLC  
(AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT) .

03	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE MEETING.	Mgmt	For
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CVS CAREMARK CORPORATION

Agen

Security: 126650100  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: CVS  
ISIN: US1266501006

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN G. WILLIAMS	Mgmt	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against

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06 STOCKHOLDER PROPOSAL REGARDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION. Shr For

CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 22-May-2009  
 Ticker: CY  
 ISIN: US2328061096

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR T.J. RODGERS W. STEVE ALBRECHT ERIC A. BENHAMOU LLOYD CARNEY JAMES R. LONG J. DANIEL MCCRANIE EVERT VAN DE VEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009		For
03	THE APPROVAL OF A 1994 STOCK PLAN AMENDMENT TO PROVIDE STOCK OPTION EXCHANGE FLEXIBILITY	Mgmt	Against

D.R. HORTON, INC.

Agen

Security: 23331A109  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2009  
 Ticker: DHI  
 ISIN: US23331A1097

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DONALD R. HORTON BRADLEY S. ANDERSON MICHAEL R. BUCHANAN MICHAEL W. HEWATT BOB G. SCOTT DONALD J. TOMNITZ BILL W. WHEAT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING	Shr	Against

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AMENDING OUR EQUAL EMPLOYMENT OPPORTUNITY POLICY.

03	TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS.	Shr	Against
04	TO CONDUCT OTHER BUSINESS PROPERLY BROUGHT BEFORE THE MEETING.	Mgmt	Against

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DANAHER CORPORATION

Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: DHR  
ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MORTIMER M. CAPLIN	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1C	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	Against
1D	ELECTION OF DIRECTOR: LINDA P. HEFNER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER.	Shr	For
05	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT.	Shr	For
06	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS ISSUE A REPORT IDENTIFYING POLICY OPTIONS FOR ELIMINATING EXPOSURE OF THE ENVIRONMENT AND DENTAL CONSUMERS TO MERCURY FROM DENTAL AMALGAMS SOLD BY DANAHER.	Shr	Against

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 DAVITA INC.

Agen

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 Security: 23918K108  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2009  
 Ticker: DVA  
 ISIN: US23918K1088  
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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: PAUL J. DIAZ	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	AMENDMENT AND RESTATEMENT OF THE DAVITA INC. EXECUTIVE INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Mgmt	For

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 DIAMOND OFFSHORE DRILLING, INC.

Agen

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 Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: DO  
 ISIN: US25271C1027  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JAMES S. TISCH	Mgmt	Withheld
	LAWRENCE R. DICKERSON	Mgmt	Withheld
	JOHN R. BOLTON	Mgmt	For
	CHARLES L. FABRIKANT	Mgmt	For
	PAUL G. GAFFNEY II	Mgmt	For
	EDWARD GREBOW	Mgmt	For
	HERBERT C. HOFMANN	Mgmt	Withheld



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	ARTHUR L. REBELL	Mgmt	Withheld
	RAYMOND S. TROUBH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2009.	Mgmt	For

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DISCOVER FINANCIAL SERVICES Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: DFS  
 ISIN: US2547091080

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1C	ELECTION OF DIRECTOR: GREGORY C. CASE	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT M. DEVLIN	Mgmt	For
1E	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Mgmt	For
1H	ELECTION OF DIRECTOR: MICHAEL M. MOSKOW	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID W. NELMS	Mgmt	For
1J	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Mgmt	For
1K	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Mgmt	For
02	APPROVE THE DISCOVER FINANCIAL SERVICES AMENDED AND RESTATED 2007 OMNIBUS INCENTIVE PLAN.	Mgmt	For
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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EBAY INC. Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: EBAY

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

ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARC L. ANDREESSEN	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM C. FORD, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: DAWN G. LEPORE	Mgmt	For
1D	ELECTION OF DIRECTOR: PIERRE M. OMIKYAR	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
02	TO APPROVE AMENDMENTS TO CERTAIN OF OUR EXISTING EQUITY INCENTIVE PLANS TO ALLOW FOR A ONE-TIME STOCK OPTION EXCHANGE PROGRAM FOR EMPLOYEES OTHER THAN OUR NAMED EXECUTIVE OFFICERS AND DIRECTORS.	Mgmt	For
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 50 MILLION SHARES AND TO ADD MARKET SHARES AND VOLUME METRICS AS PERFORMANCE CRITERIA UNDER THE PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

ECOLAB INC.

Agen

Security: 278865100  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: ECL  
ISIN: US2788651006

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE S. BILLER	Mgmt	For
1B	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN J. ZILLMER	Mgmt	For
2	RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3	RE-APPROVE THE ECOLAB INC. MANAGEMENT PERFORMANCE INCENTIVE PLAN.	Mgmt	For

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4 STOCKHOLDER PROPOSAL TO ELIMINATE CLASSIFICATION OF TERMS OF THE BOARD OF DIRECTORS. Shr For

EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: EIX  
 ISIN: US2810201077

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR VANESSA C.L. CHANG FRANCE A. CORDOVA THEODORE F. CRAVER, JR. CHARLES B. CURTIS BRADFORD M. FREEMAN LUIS G. NOGALES RONALD L. OLSON JAMES M. ROSSER R.T. SCHLOSBERG III THOMAS C. SUTTON BRETT WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER SAY ON EXECUTIVE PAY.	Shr	For

ELECTRONIC ARTS INC.

Agen

Security: 285512109  
 Meeting Type: Annual  
 Meeting Date: 31-Jul-2008  
 Ticker: ERTS  
 ISIN: US2855121099

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LEONARD S. COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: GARY M. KUSIN	Mgmt	For

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1C	ELECTION OF DIRECTOR: GREGORY B. MAFFEI	Mgmt	For
1D	ELECTION OF DIRECTOR: VIVEK PAUL	Mgmt	For
1E	ELECTION OF DIRECTOR: LAWRENCE F. PROBST III	Mgmt	For
1F	ELECTION OF DIRECTOR: JOHN S. RICCIETIELLO	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD A. SIMONSON	Mgmt	For
1H	ELECTION OF DIRECTOR: LINDA J. SRERE	Mgmt	For
2	AMENDMENTS TO THE 2000 EQUITY INCENTIVE PLAN	Mgmt	For
3	AMENDMENTS TO THE 2000 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
4	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS	Mgmt	For

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 EMERSON ELECTRIC CO.

Agen

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 Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: EMR  
 ISIN: US2910111044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR A.A. BUSCH III* A.F. GOLDEN* H. GREEN* W.R. JOHNSON* J.B. MENZER* V.R. LOUCKS, JR.**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For Withheld
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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 EXXON MOBIL CORPORATION

Agen

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 Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: XOM  
 ISIN: US30231G1022  
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Prop.#	Proposal	Proposal	Proposal Vote
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		Type	
01	DIRECTOR M.J. BOSKIN L.R. FAULKNER K.C. FRAZIER W.W. GEORGE R.C. KING M.C. NELSON S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 50)	Mgmt	For
03	CUMULATIVE VOTING (PAGE 51)	Shr	Against
04	SPECIAL SHAREHOLDER MEETINGS (PAGE 53)	Shr	For
05	INCORPORATE IN NORTH DAKOTA (PAGE 54)	Shr	Against
06	BOARD CHAIRMAN AND CEO (PAGE 55)	Shr	For
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Shr	For
08	EXECUTIVE COMPENSATION REPORT (PAGE 59)	Shr	Against
09	CORPORATE SPONSORSHIPS REPORT (PAGE 60)	Shr	Against
10	AMENDMENT OF EEO POLICY (PAGE 62)	Shr	Against
11	GREENHOUSE GAS EMISSIONS GOALS (PAGE 63)	Shr	Against
12	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 65)	Shr	Against
13	RENEWABLE ENERGY POLICY (PAGE 66)	Shr	Against

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 FLUOR CORPORATION

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 Agen

Security: 343412102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: FLR  
 ISIN: US3434121022  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PETER K. BARKER	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Mgmt	For
1C	ELECTION OF DIRECTOR: VILMA S. MARTINEZ	Mgmt	For
1D	ELECTION OF DIRECTOR: DEAN R. O'HARE	Mgmt	For

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02	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
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FOREST LABORATORIES, INC. Agen

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Security: 345838106  
Meeting Type: Annual  
Meeting Date: 11-Aug-2008  
Ticker: FRX  
ISIN: US3458381064

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR HOWARD SOLOMON L.S. OLANOFF, MD, PHD. NESLI BASGOZ, M.D. WILLIAM J. CANDEE, III GEORGE S. COHAN DAN L. GOLDWASSER KENNETH E. GOODMAN LESTER B. SALANS, M.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	ADOPTION OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
03	RATIFICATION OF BDO SEIDMAN, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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FRESENIUS MEDICAL CARE AG & CO. KGAA Agen

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Security: 358029106  
Meeting Type: Annual  
Meeting Date: 07-May-2009  
Ticker: FMS  
ISIN: US3580291066

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2008	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF	Mgmt	For

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THE GENERAL PARTNER

04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FINANCIAL YEAR 2009	Mgmt	For

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 GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GD  
 ISIN: US3695501086

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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: J.L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: G.A. JOULWAN	Mgmt	For
1F	ELECTION OF DIRECTOR: P.G. KAMINSKI	Mgmt	For
1G	ELECTION OF DIRECTOR: J.M. KEANE	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LUCAS	Mgmt	For
1I	ELECTION OF DIRECTOR: L.L. LYLES	Mgmt	For
1J	ELECTION OF DIRECTOR: J.C. REYES	Mgmt	For
1K	ELECTION OF DIRECTOR: R. WALMSLEY	Mgmt	For
02	APPROVAL OF GENERAL DYNAMICS 2009 EQUITY COMPENSATION PLAN	Mgmt	For
03	APPROVAL OF 2009 GENERAL DYNAMICS UNITED KINGDOM SHARE SAVE PLAN	Mgmt	For
04	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE	Shr	Against
06	SHAREHOLDER PROPOSAL WITH REGARD TO EXECUTIVE DEATH BENEFIT PAYMENTS	Shr	For

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 GENERAL ELECTRIC COMPANY

Agen-----

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: GE  
 ISIN: US3696041033  
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Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A2	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	Against
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A12	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	Against
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B	RATIFICATION OF KPMG	Mgmt	For
C1	CUMULATIVE VOTING	Shr	Against
C2	EXECUTIVE COMPENSATION ADVISORY VOTE	Shr	For
C3	INDEPENDENT STUDY REGARDING BREAKING UP GE	Shr	Against
C4	DIVIDEND POLICY	Shr	For
C5	SHAREHOLDER VOTE ON GOLDEN PARACHUTES	Shr	For

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 GENZYME CORPORATION

Agen-----



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Security: 372917104  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: GENZ  
 ISIN: US3729171047

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME	Mgmt	For
1B	RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX	Mgmt	For
1C	RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER	Mgmt	For
1D	RE-ELECTION OF DIRECTOR: CHARLES L. COONEY	Mgmt	For
1E	RE-ELECTION OF DIRECTOR: VICTOR J. DZAU	Mgmt	For
1F	RE-ELECTION OF DIRECTOR: SENATOR CONNIE MACK III	Mgmt	For
1G	RE-ELECTION OF DIRECTOR: RICHARD F. SYRON	Mgmt	For
1H	RE-ELECTION OF DIRECTOR: HENRI A. TERMEER	Mgmt	For
02	A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN BY 2,500,000 SHARES.	Mgmt	For
03	A PROPOSAL TO APPROVE THE 2009 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GILD  
 ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	PAUL BERG	Mgmt	For
	JOHN F. COGAN	Mgmt	For
	ETIENNE F. DAVIGNON	Mgmt	For
	JAMES M. DENNY	Mgmt	For
	CARLA A. HILLS	Mgmt	For
	JOHN W. MADIGAN	Mgmt	For
	JOHN C. MARTIN	Mgmt	For

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	GORDON E. MOORE	Mgmt	For
	NICHOLAS G. MOORE	Mgmt	For
	RICHARD J. WHITLEY	Mgmt	For
	GAYLE E. WILSON	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	For

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GOLDCORP INC.

Agen

Security: 380956409  
Meeting Type: Annual  
Meeting Date: 22-May-2009  
Ticker: GG  
ISIN: CA3809564097

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Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For

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GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 07-May-2009  
Ticker: GOOG  
ISIN: US38259P5089

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Prop.#	Proposal	Proposal Type	Proposal Vote
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01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ARTHUR D. LEVINSON ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 8,500,000.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM.	Shr	Against

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 GRANITE CONSTRUCTION INCORPORATED  
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Agen

Security: 387328107  
 Meeting Type: Annual  
 Meeting Date: 15-May-2009  
 Ticker: GVA  
 ISIN: US3873281071  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DAVID H. KELSEY JAMES W. BRADFORD, JR.	Mgmt Mgmt	For For
02	TO ACT UPON A PROPOSAL TO AMEND THE GRANITE CONSTRUCTION INCORPORATED AMENDED AND RESTATED 1999 EQUITY INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT BY GRANITES AUDIT/COMPLIANCE COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS GRANITE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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H.J. HEINZ COMPANY

Agen

Security: 423074103  
 Meeting Type: Annual  
 Meeting Date: 13-Aug-2008  
 Ticker: HNZ  
 ISIN: US4230741039

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: W.R. JOHNSON	Mgmt	For
1B	ELECTION OF DIRECTOR: C.E. BUNCH	Mgmt	For
1C	ELECTION OF DIRECTOR: L.S. COLEMAN, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: J.G. DROSDICK	Mgmt	For
1E	ELECTION OF DIRECTOR: E.E. HOLIDAY	Mgmt	For
1F	ELECTION OF DIRECTOR: C. KENDLE	Mgmt	For
1G	ELECTION OF DIRECTOR: D.R. O'HARE	Mgmt	For
1H	ELECTION OF DIRECTOR: N. PELTZ	Mgmt	For
1I	ELECTION OF DIRECTOR: D.H. REILLEY	Mgmt	For
1J	ELECTION OF DIRECTOR: L.C. SWANN	Mgmt	For
1K	ELECTION OF DIRECTOR: T.J. USHER	Mgmt	For
1L	ELECTION OF DIRECTOR: M.F. WEINSTEIN	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	AMEND THE COMPANY BY-LAWS AND ARTICLES OF INCORPORATION TO REDUCE SHAREHOLDER VOTE REQUIRED TO AMEND D&O INDEMNITY	Mgmt	For
04	AMEND COMPANY ARTICLES OF INCORPORATION TO REDUCE SHAREHOLDER VOTE REQUIRED TO APPROVE CERTAIN BUSINESS COMBINATIONS.	Mgmt	For

HARRIS CORPORATION

Agen

Security: 413875105  
 Meeting Type: Annual  
 Meeting Date: 24-Oct-2008  
 Ticker: HRS  
 ISIN: US4138751056

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: LEWIS HAY III	Mgmt	For
1B	ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: KAREN KATEN	Mgmt	For
1C	ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: STEPHEN P. KAUFMAN	Mgmt	For
1D	ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: HANSEL E. TOOKES II	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF HARRIS COMMON STOCK FROM 250,000,000 TO 500,000,000 SHARES.	Mgmt	For
04	APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For

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HESS CORPORATION

Agen

Security: 42809H107  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: HES  
ISIN: US42809H1077

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR J.B. HESS S.W. BODMAN R. LAVIZZO-MOUREY C.G. MATTHEWS E.H. VON METZSCH	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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HEWLETT-PACKARD COMPANY

Agen

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

Security: 428236103  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2009  
 Ticker: HPQ  
 ISIN: US4282361033

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. L. GUPTA	Mgmt	For
1D	ELECTION OF DIRECTOR: J. H. HAMMERGREN	Mgmt	For
1E	ELECTION OF DIRECTOR: M. V. HURD	Mgmt	For
1F	ELECTION OF DIRECTOR: J. Z. HYATT	Mgmt	For
1G	ELECTION OF DIRECTOR: J. R. JOYCE	Mgmt	For
1H	ELECTION OF DIRECTOR: R. L. RYAN	Mgmt	For
1I	ELECTION OF DIRECTOR: L. S. SALHANY	Mgmt	For
1J	ELECTION OF DIRECTOR: G. K. THOMPSON	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2009.	Mgmt	For

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: ITW  
 ISIN: US4523081093

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER	Mgmt	For
1B	ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD	Mgmt	For
1C	ELECTION OF DIRECTOR: SUSAN CROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: DON H. DAVIS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK	Mgmt	For
1F	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For

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1G	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
1H	ELECTION OF DIRECTOR: HAROLD B. SMITH	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
1J	ELECTION OF DIRECTOR: PAMELA B. STROBEL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, URGING THE BOARD OF DIRECTORS TO SEEK STOCKHOLDER APPROVAL OF ANY FUTURE EXTRAORDINARY RETIREMENT BENEFITS FOR SENIOR EXECUTIVES.	Shr	For

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INTEL CORPORATION

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Agen

Security: 458140100  
Meeting Type: Annual  
Meeting Date: 20-May-2009  
Ticker: INTC  
ISIN: US4581401001

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
1J	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Mgmt	For
03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For

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04	APPROVAL OF AN EMPLOYEE STOCK OPTION EXCHANGE PROGRAM	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
06	STOCKHOLDER PROPOSAL: CUMULATIVE VOTING	Shr	Against
07	STOCKHOLDER PROPOSAL: HUMAN RIGHT TO WATER	Shr	Against

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: IBM  
ISIN: US4592001014

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: C. BLACK	Mgmt	For
1C	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1D	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1E	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1F	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: T. NISHIMURO	Mgmt	For
1H	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1I	ELECTION OF DIRECTOR: S.J. PALMISANO	Mgmt	For
1J	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1K	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1L	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162 (M) OF THE INTERNAL REVENUE CODE	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION AND PENSION INCOME	Shr	For
06	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE	Shr	For



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### COMPENSATION

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 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: JNJ  
 ISIN: US4781601046  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ARNOLD G. LANGBO	Mgmt	For
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE	Shr	For

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 JOHNSON CONTROLS, INC.

Agen

Security: 478366107  
 Meeting Type: Annual  
 Meeting Date: 21-Jan-2009  
 Ticker: JCI  
 ISIN: US4783661071  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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	DENNIS W. ARCHER	Mgmt	Withheld
	RICHARD GOODMAN	Mgmt	For
	SOUTHWOOD J. MORCOTT	Mgmt	For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
03	PROPOSAL REGARDING SURVIVOR BENEFITS.	Shr	For

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JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: JPM  
 ISIN: US46625H1005

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	GOVERNMENTAL SERVICE REPORT	Shr	Against
05	CUMULATIVE VOTING	Shr	Against
06	SPECIAL SHAREOWNER MEETINGS	Shr	For
07	CREDIT CARD LENDING PRACTICES	Shr	Against
08	CHANGES TO KEPP	Shr	For

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09	SHARE RETENTION	Shr	For
10	CARBON PRINCIPLES REPORT	Shr	Against

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KB HOME

Agen

Security: 48666K109  
 Meeting Type: Annual  
 Meeting Date: 02-Apr-2009  
 Ticker: KBH  
 ISIN: US48666K1097

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B	ELECTION OF DIRECTOR: TIMOTHY W. FINCHEM	Mgmt	For
1C	ELECTION OF DIRECTOR: KENNETH M. JASTROW, II	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: MELISSA LORA	Mgmt	For
1F	ELECTION OF DIRECTOR: MICHAEL G. MCCAFFERY	Mgmt	For
1G	ELECTION OF DIRECTOR: JEFFREY T. MEZGER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS KB HOME'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	PROPOSAL TO ADOPT THE PROTECTIVE AMENDMENT TO KB HOME'S RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
04	PROPOSAL TO APPROVE THE SUCCESSOR RIGHTS PLAN	Mgmt	For
05	TO APPROVE THE ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS	Mgmt	For
06	STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION	Shr	For
07	STOCKHOLDER PROPOSAL RELATING TO AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Shr	For
08	STOCKHOLDER PROPOSAL RELATING TO HEALTH CARE REFORM PRINCIPLES	Shr	Against

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KLA-TENCOR CORPORATION

Agen

Security: 482480100  
 Meeting Type: Annual

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

Meeting Date: 13-Nov-2008  
 Ticker: KLAC  
 ISIN: US4824801009

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT M. CALDERONI JOHN T. DICKSON KEVIN J. KENNEDY	Mgmt Mgmt Mgmt	For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2009.	Mgmt	For

LENNAR CORPORATION

Agen

Security: 526057104  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2009  
 Ticker: LEN  
 ISIN: US5260571048

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR IRVING BOLOTIN STEVEN L. GERARD SHERRILL W. HUDSON R. KIRK LANDON SIDNEY LAPIDUS STUART A. MILLER DONNA E. SHALALA JEFFREY SONNENFELD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	PROPOSAL TO APPROVE AMENDMENTS TO THE COMPANY'S 2007 EQUITY INCENTIVE PLAN.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING THE COMPANY'S BUILDING PRACTICES.	Shr	Against

LOCKHEED MARTIN CORPORATION

Agen

Security: 539830109  
 Meeting Type: Annual

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

Meeting Date: 23-Apr-2009  
 Ticker: LMT  
 ISIN: US5398301094

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. BURRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES O. ELLIS JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES M. LOY	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: JOSEPH W. RALSTON	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANK SAVAGE	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES M. SCHNEIDER	Mgmt	For
1K	ELECTION OF DIRECTOR: ANNE STEVENS	Mgmt	For
1L	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES R. UKROPINA	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	MANAGEMENT PROPOSAL - TO AMEND THE CHARTER TO DELETE THE 80% SUPERMAJORITY VOTE REQUIRED TO AMEND ARTICLE XIII	Mgmt	For
04	STOCKHOLDER PROPOSAL - REPORT ON SPACE-BASED WEAPONS PROGRAM	Shr	Against
05	STOCKHOLDER PROPOSAL - POLICY ON PAYMENTS TO EXECUTIVES AFTER DEATH	Shr	Against
06	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

MARTEK BIOSCIENCES CORPORATION

Agen

Security: 572901106  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2009  
 Ticker: MATK  
 ISIN: US5729011065

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HARRY J. D'ANDREA	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES R. BEERY	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL G. DEVINE	Mgmt	For
1D	ELECTION OF DIRECTOR: STEVE DUBIN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT J. FLANAGAN	Mgmt	For
1F	ELECTION OF DIRECTOR: POLLY B. KAWALEK	Mgmt	For
1G	ELECTION OF DIRECTOR: JEROME C. KELLER	Mgmt	For
1H	ELECTION OF DIRECTOR: DOUGLAS J. MACMASTER, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: ROBERT H. MAYER	Mgmt	For
1J	ELECTION OF DIRECTOR: EUGENE H. ROTBERG	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2009	Mgmt	For

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MASTERCARD INCORPORATED

Agen

Security: 57636Q104  
Meeting Type: Annual  
Meeting Date: 09-Jun-2009  
Ticker: MA  
ISIN: US57636Q1040

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD HAYTHORNTHWAITE DAVID R. CARLUCCI ROBERT W. SELANDER	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF AMENDMENT OF SECTIONS 6.1(A) AND 6.4(B) OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2009	Mgmt	For

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

MCAFEE, INC.

Agen

Security: 579064106  
 Meeting Type: Annual  
 Meeting Date: 28-Jul-2008  
 Ticker: MFE  
 ISIN: US5790641063

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MR. THOMAS E. DARCY* MR. DENIS J. O'LEARY* MR. ROBERT W. PANGIA* MR. CARL BASS** MR. JEFFREY A. MILLER** MR. ANTHONY ZINGALE**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld For For For
02	APPROVAL OF THE EXECUTIVE BONUS PLAN.	Mgmt	For
03	APPROVAL OF THE AMENDMENTS TO THE 1997 STOCK INCENTIVE PLAN, AS AMENDED.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2008.	Mgmt	For

MCAFEE, INC.

Agen

Security: 579064106  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2009  
 Ticker: MFE  
 ISIN: US5790641063

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MR. LESLIE G. DENEND	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. DAVID G. DEWALT	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. CHARLES J. ROBEL	Mgmt	For
02	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR CERTIFICATE OF INCORPORATION TO EFFECT THE GRADUAL DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	Mgmt	For
03	APPROVAL OF THE AMENDMENTS TO OUR 1997 STOCK INCENTIVE PLAN, AS AMENDED.	Mgmt	For
04	APPROVAL OF THE AMENDMENT TO OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED.	Mgmt	For

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05	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR 1993 STOCK OPTION PLAN FOR OUTSIDE DIRECTORS.	Mgmt	For
06	RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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MCDONALD'S CORPORATION

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 27-May-2009  
Ticker: MCD  
ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT A. ECKERT	Mgmt	For
1B	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: JEANNE P. JACKSON	Mgmt	For
1D	ELECTION OF DIRECTOR: ANDREW J. MCKENNA	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
03	APPROVAL OF PERFORMANCE GOALS FOR CERTAIN QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE MCDONALD'S CORPORATION AMENDED AND RESTATED 2001 OMNIBUS STOCK OWNERSHIP PLAN.	Mgmt	For
04	APPROVAL OF MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN.	Mgmt	For
05	SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.	Shr	Against

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MEDTRONIC, INC.

Agen

Security: 585055106  
Meeting Type: Annual  
Meeting Date: 21-Aug-2008  
Ticker: MDT  
ISIN: US5850551061



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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR VICTOR J. DZAU, M.D. WILLIAM A. HAWKINS SHIRLEY A. JACKSON, PHD DENISE M. O'LEARY JEAN-PIERRE ROSSO JACK W. SCHULER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO APPROVE THE MEDTRONIC, INC. 2008 STOCK AWARD AND INCENTIVE PLAN.	Mgmt	For

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MEMC ELECTRONIC MATERIALS, INC.

Agen

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Security: 552715104  
Meeting Type: Annual  
Meeting Date: 21-Apr-2009  
Ticker: WFR  
ISIN: US5527151048  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT J. BOEHLKE C. DOUGLAS MARSH MICHAEL MCNAMARA	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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MERCK & CO., INC.

Agen

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Security: 589331107  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: MRK  
ISIN: US5893311077  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS R. CECH, PH.D.	Mgmt	For

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1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Mgmt	For
1I	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1J	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Mgmt	For
1L	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1M	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Mgmt	For
1N	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1O	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For
03	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE SIZE OF THE BOARD TO NO MORE THAN 18 DIRECTORS	Mgmt	For
04	STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shr	For
05	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT LEAD DIRECTOR	Shr	Against
06	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2008  
Ticker: MSFT  
ISIN: US5949181045

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Prop. #	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For

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02	ELECTION OF DIRECTOR: JAMES I. CASH JR.	Mgmt	For
03	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
04	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
05	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
06	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	APPROVAL OF MATERIAL TERMS OF PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN.	Mgmt	For
11	APPROVAL OF AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
13	SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.	Shr	Against
14	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
15	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS.	Shr	Against

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MONSANTO COMPANY

Agen

Security: 61166W101  
Meeting Type: Annual  
Meeting Date: 14-Jan-2009  
Ticker: MON  
ISIN: US61166W1018

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JANICE L. FIELDS	Mgmt	For
1B	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	For
1C	ELECTION OF DIRECTOR: C. STEVEN MCMILLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For

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 NESTLE S.A. Agen  
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Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: NSRGY  
 ISIN: US6410694060  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	APPROVAL OF THE 2008 ANNUAL REPORT, FINANCIAL STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FINANCIAL STATEMENTS OF THE NESTLE GROUP.*	Mgmt	For
1B	ACCEPTANCE OF THE 2008 COMPENSATION REPORT (NON-BINDING ADVISORY VOTE).	Mgmt	For
02	RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.	Mgmt	For
03	APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2008.	Mgmt	For
4A1	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. DANIEL BOREL	Mgmt	For
4A2	RE-ELECTION TO THE BOARD OF DIRECTORS: MS. CAROLINA MULLER-MOHL	Mgmt	For
4B	ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).	Mgmt	For
05	CAPITAL REDUCTION (BY CANCELLATION OF SHARES).	Mgmt	For
06	MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN	Mgmt	Against

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 NETAPP, INC Agen  
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Security: 64110D104  
 Meeting Type: Annual  
 Meeting Date: 02-Sep-2008  
 Ticker: NTAP  
 ISIN: US64110D1046  
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Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR DANIEL J. WARMENHOVEN DONALD T. VALENTINE JEFFRY R. ALLEN CAROL A. BARTZ ALAN L. EARHART THOMAS GEORGENS EDWARD KOZEL MARK LESLIE NICHOLAS G. MOORE GEORGE T. SHAHEEN ROBERT T. WALL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	TO APPROVE AN AMENDMENT TO THE 1999 STOCK OPTION PLAN TO ALLOW THE COMPANY TO GRANT EQUITY AWARDS TO THE COMPANY'S NON-EMPLOYEE DIRECTORS UNDER ALL EQUITY PROGRAMS UNDER THE 1999 PLAN.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE 1999 PLAN TO INCREASE THE SHARE RESERVE BY AN ADDITIONAL 6,600,000 SHARES OF COMMON STOCK.	Mgmt	Against
04	TO APPROVE AN AMENDMENT TO THE EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE UNDER THE PURCHASE PLAN BY AN ADDITIONAL 2,900,000 SHARES OF COMMON STOCK.	Mgmt	For
05	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 24, 2009.	Mgmt	For

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 NOVARTIS AG

Agen

Security: 66987V109  
 Meeting Type: Annual  
 Meeting Date: 24-Feb-2009  
 Ticker: NVS  
 ISIN: US66987V1098  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE ANNUAL REPORT, FINANCIAL STATEMENTS AND GROUP CONSOLIDATED FINANCIAL STATEMENTS FOR THE BUSINESS YEAR 2008	Mgmt	For
02	DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE	Mgmt	For
03	APPROPRIATION OF AVAILABLE EARNINGS OF NOVARTIS AG AS PER BALANCE SHEET AND DECLARATION OF DIVIDEND	Mgmt	For
04	REDUCTION OF SHARE CAPITAL	Mgmt	For
5A	AMENDMENTS TO THE ARTICLES OF INCORPORATION - INTRODUCTION OF A CONSULTATIVE VOTE ON THE	Shr	For

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### REMUNERATION REPORT

5B	AMENDMENTS TO THE ARTICLES OF INCORPORATION - PURPOSE	Mgmt	For
5C	AMENDMENTS TO THE ARTICLES OF INCORPORATION - AUDITORS	Mgmt	For
6BA	RE-ELECTION OF PROF. SRIKANT M. DATAR PH.D. FOR A THREE-YEAR TERM	Mgmt	For
6BB	RE-ELECTION OF ANDREAS VON PLANTA PH.D. FOR A THREE-YEAR TERM	Mgmt	For
6BC	RE-ELECTION OF DR.-ING. WENDELIN WIEDEKING FOR A THREE-YEAR TERM	Mgmt	For
6BD	RE-ELECTION OF PROF. ROLF M. ZINKERNAGEL M.D. FOR A THREE-YEAR TERM	Mgmt	For
6C	ELECTION OF PROF. WILLIAM BRODY, M.D., PH.D. FOR A THREE-YEAR TERM	Mgmt	For
07	APPOINTMENT OF THE AUDITOR	Mgmt	For
08	ADDITIONAL AND/OR COUNTER-PROPOSALS PRESENTED AT THE MEETING	Mgmt	Abstain

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### NUCOR CORPORATION

Agen

Security: 670346105  
Meeting Type: Annual  
Meeting Date: 14-May-2009  
Ticker: NUE  
ISIN: US6703461052

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CLAYTON C. DALEY, JR. HARVEY B. GANTT BERNARD L. KASRIEL CHRISTOPHER J. KEARNEY	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NUCOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER 31, 2009	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF BOARD OF DIRECTORS	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING HUMAN RIGHTS	Shr	Against

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06	STOCKHOLDER PROPOSAL REGARDING PRINCIPLES FOR HEALTH CARE REFORM	Shr	Against
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NVIDIA CORPORATION Agen

Security: 67066G104  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: NVDA  
 ISIN: US67066G1040

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR TENCH COXE MARK L. PERRY MARK A. STEVENS	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
02	THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERSMgmt LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF NVIDIA CORPORATION FOR THE FISCAL YEAR ENDING JANUARY 31, 2010.		For

NVR, INC. Agen

Security: 62944T105  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: NVR  
 ISIN: US62944T1051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM A. MORAN	Mgmt	For
1C	ELECTION OF DIRECTOR: ALFRED E. FESTA	Mgmt	For
1D	ELECTION OF DIRECTOR: W. GRADY ROSIER	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL TO IMPOSE A REQUIREMENT THAT OUR NAMED EXECUTIVE OFFICERS HOLD CERTAIN SHARES ACQUIRED BY THEM UNDER OUR COMPENSATION PLANS UNTIL TWO YEARS AFTER TERMINATION.	Shr	For

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OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 01-May-2009  
 Ticker: OXY  
 ISIN: US6745991058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B	ELECTION OF DIRECTOR: RONALD W. BURKLE	Mgmt	Against
1C	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	Against
1F	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against
1G	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1H	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	Against
1I	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1J	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
1K	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1L	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
04	REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.	Shr	Against

ON SEMICONDUCTOR CORPORATION

Agen

Security: 682189105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: ONNN  
 ISIN: US6821891057

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR CURTIS J. CRAWFORD DARYL OSTRANDER ROBERT H. SMITH	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE AN AMENDMENT TO THE 2000 EMPLOYEE STOCK PURCHASE PLAN (AS DESCRIBED IN AND ATTACHED TO THE PROXY STATEMENT)	Mgmt	For
03	TO RATIFY PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 10-Oct-2008  
 Ticker: ORCL  
 ISIN: US68389X1054

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY O. HENLEY LAWRENCE J. ELLISON DONALD L. LUCAS MICHAEL J. BOSKIN JACK F. KEMP JEFFREY S. BERG SAFRA A. CATZ HECTOR GARCIA-MOLINA H. RAYMOND BINGHAM CHARLES E. PHILLIPS, JR NAOMI O. SELIGMAN GEORGE H. CONRADES BRUCE R. CHIZEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For Withheld For Withheld For For Withheld For For For
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2009 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, 2009.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

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PEPSICO, INC.

Agen

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

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: PEP  
 ISIN: US7134481081

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.L. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1D	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1E	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	Against
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	For
1M	ELECTION OF DIRECTOR: M.D. WHITE	Mgmt	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	APPROVAL OF PEPSICO, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN	Mgmt	For
04	SHAREHOLDER PROPOSAL - BEVERAGE CONTAINER RECYCLING (PROXY STATEMENT P. 59)	Shr	Against
05	SHAREHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS REPORT (PROXY STATEMENT P. 61)	Shr	Against
06	SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS REPORT (PROXY STATEMENT P. 63)	Shr	Against
07	SHAREHOLDER PROPOSAL - ADVISORY VOTE ON COMPENSATION (PROXY STATEMENT P. 64)	Shr	For

PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009

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

Ticker: PFE  
ISIN: US7170811035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Mgmt	For
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Mgmt	For
1J	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1K	ELECTION OF DIRECTOR: DANA G. MEAD	Mgmt	For
1L	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO APPROVE THE PFIZER INC. 2004 STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: PM

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

ISIN: US7181721090

Prop. #	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1F	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	Against
1G	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1H	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1I	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3	APPROVAL OF ELIGIBILITY, BUSINESS CRITERIA FOR AWARDS AND AWARD LIMITS UNDER THE PMI 2008 PERFORMANCE INCENTIVE PLAN.	Mgmt	For

PRECISION CASTPARTS CORP.

Agen

Security: 740189105  
 Meeting Type: Annual  
 Meeting Date: 12-Aug-2008  
 Ticker: PCP  
 ISIN: US7401891053

Prop. #	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DON R. GRABER LESTER L. LYLES	Mgmt Mgmt	For For
02	APPROVAL OF THE 2008 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
03	APPROVAL OF AMENDMENTS TO THE 2001 STOCK INCENTIVE PLAN	Mgmt	For
04	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: PEG  
 ISIN: US7445731067

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALBERT R. GAMPER, JR. CONRAD K. HARPER SHIRLEY ANN JACKSON DAVID LILLEY THOMAS A. RENYI HAK CHEOL SHIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2009.	Mgmt	For

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 03-Mar-2009  
 Ticker: QCOM  
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES MARC I. STERN BRENT SCOWCROFT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 27, 2009.	Mgmt	For

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RAYTHEON COMPANY

Agen

Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: RTN  
 ISIN: US7551115071

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: VERNON E. CLARK	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Mgmt	For
1C	ELECTION OF DIRECTOR: FREDERIC M. POSES	Mgmt	Against
1D	ELECTION OF DIRECTOR: MICHAEL C. RUETTIGERS	Mgmt	For
1E	ELECTION OF DIRECTOR: RONALD L. SKATES	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM R. SPIVEY	Mgmt	Against
1G	ELECTION OF DIRECTOR: LINDA G. STUNTZ	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING ADOPTION OF HEALTH CARE REFORM PRINCIPLES	Shr	Against
07	STOCKHOLDER PROPOSAL REGARDING SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS	Shr	For

RESEARCH IN MOTION LIMITED

Agen

Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 15-Jul-2008  
 Ticker: RIMM  
 ISIN: CA7609751028

Prop.#	Proposal	Proposal Type	Proposal Vote
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01	THE ELECTION OF DIRECTORS REFERRED TO IN THE MANAGEMENT INFORMATION CIRCULAR OF THE COMPANY DATED MAY 28, 2008, NAMELY JAMES BALSILLIE, MIKE LAZARIDIS, JAMES ESTILL, DAVID KERR, ROGER MARTIN, JOHN RICHARDSON, BARBARA STYMIEST AND JOHN WETMORE.	Mgmt	For
02	THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For

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RIVERBED TECHNOLOGY, INC. Agen

Security: 768573107  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: RVBD  
 ISIN: US7685731074

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JERRY M. KENNELLY STANLEY J. MERESMAN	Mgmt Mgmt	For For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF RIVERBED TECHNOLOGY, INC. FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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SAFEWAY INC. Agen

Security: 786514208  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: SWY  
 ISIN: US7865142084

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: FRANK C. HERRINGER	Mgmt	For

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1F	ELECTION OF DIRECTOR: ROBERT I. MACDONNELL	Mgmt	For
1G	ELECTION OF DIRECTOR: KENNETH W. ODER	Mgmt	For
1H	ELECTION OF DIRECTOR: REBECCA A. STIRN	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shr	Against
04	STOCKHOLDER PROPOSAL REQUESTING THAT HOLDERS OF 10% OF THE OUTSTANDING COMMON STOCK BE GIVEN THE POWER TO CALL SPECIAL STOCKHOLDER MEETINGS	Shr	For
05	STOCKHOLDER PROPOSAL REQUESTING LIMITATION ON FUTURE DEATH BENEFITS.	Shr	For

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SEAGATE TECHNOLOGY

Agen

Security: G7945J104  
Meeting Type: Annual  
Meeting Date: 30-Oct-2008  
Ticker: STX  
ISIN: KYG7945J1040

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECT WILLIAM D. WATKINS AS A DIRECTOR	Mgmt	For
1B	ELECT STEPHEN J. LUCZO AS A DIRECTOR	Mgmt	For
1C	ELECT FRANK J. BIONDI AS A DIRECTOR	Mgmt	For
1D	ELECT WILLIAM W. BRADLEY AS A DIRECTOR	Mgmt	For
1E	ELECT DONALD E. KIERNAN AS A DIRECTOR	Mgmt	For
1F	ELECT DAVID F. MARQUARDT AS A DIRECTOR	Mgmt	For
1G	ELECT LYDIA M. MARSHALL AS A DIRECTOR	Mgmt	For
1H	ELECT C.S. PARK AS A DIRECTOR	Mgmt	For
1I	ELECT GREGORIO REYES AS A DIRECTOR	Mgmt	For
1J	ELECT JOHN W. THOMPSON AS A DIRECTOR	Mgmt	For
02	PROPOSAL TO APPROVE THE SEAGATE TECHNOLOGY EXECUTIVE OFFICER PERFORMANCE BONUS PLAN.	Mgmt	For



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03	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SEAGATE TECHNOLOGY FOR THE FISCAL YEAR ENDING JULY 3, 2009.	Mgmt	For
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SHIRE BIOPHARMACEUTICALS HOLDINGS LTD

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Agen

Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 24-Sep-2008  
 Ticker: SHPGY  
 ISIN: US82481R1068

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO ELECT MR MATTHEW EMMENS AS A DIRECTOR OF THE COMPANY	Mgmt	For
02	TO ELECT MR ANGUS RUSSELL AS A DIRECTOR OF THE COMPANY	Mgmt	For
03	TO ELECT MR GRAHAM HETHERINGTON AS A DIRECTOR OF THE COMPANY	Mgmt	For
04	TO ELECT DR BARRY PRICE AS A DIRECTOR OF THE COMPANY	Mgmt	For
05	TO ELECT MR DAVID KAPPLER AS A DIRECTOR OF THE COMPANY	Mgmt	For
06	TO ELECT DR JEFFREY LEIDEN AS A DIRECTOR OF THE COMPANY	Mgmt	For
07	TO ELECT MR PATRICK LANGOIS AS A DIRECTOR OF THE COMPANY	Mgmt	For
08	TO ELECT MS KATE NEALON AS A DIRECTOR OF THE COMPANY	Mgmt	For
09	TO ELECT MR DAVID MOTT AS A DIRECTOR OF THE COMPANY	Mgmt	For
010	TO ELECT DR MICHAEL ROSENBLATT AS A DIRECTOR OF THE COMPANY	Mgmt	For
011	TO APPOINT DELOITTE & TOUCHE LLP AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THE MEETING TO THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2009.	Mgmt	For
012	TO AUTHORISE THE AUDIT, COMPLIANCE AND RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.	Mgmt	For

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O13	TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES.	Mgmt	For
S14	TO RESOLVE THAT, SUBJECT TO THE PASSING OF THE PREVIOUS RESOLUTION, THE AUTHORITY TO ALLOT EQUITY SECURITIES.	Mgmt	For
S15	TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORISED.	Mgmt	For
S16	TO RESOLVE THAT THE NAME OF THE COMPANY BE CHANGED TO SHIRE PLC AND THAT THE REQUISITE CHANGES BE MADE TO THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION.	Mgmt	For

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 SHIRE PLC

Agen

Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: SHPGY  
 ISIN: US82481R1068

Prop.#	Proposal	Proposal Type	Proposal Vote
O1	TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2008.	Mgmt	For
O2	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2008.	Mgmt	For
O3	TO RE-ELECT DR BARRY PRICE AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O4	TO RE-APPOINT DELOITTE LLP AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THE MEETING TO THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2010.	Mgmt	For
O5	TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.	Mgmt	For
O6	TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED AND FOR THIS PURPOSE THE AUTHORIZED ALLOTMENT AMOUNT SHALL BE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S7	TO RESOLVE THAT, SUBJECT TO THE PASSING OF THE PREVIOUS RESOLUTION, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S	Mgmt	For

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

ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, ALL  
AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

S8	TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
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SOUTHWESTERN ENERGY COMPANY

Agen

Security: 845467109  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: SWN  
ISIN: US8454671095

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR LEWIS E. EPLEY, JR. ROBERT L. HOWARD HAROLD M. KORELL VELLO A. KUUSKRAA KENNETH R. MOURTON CHARLES E. SCHARLAU	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For Withheld Withheld For
2	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP ("PWC") TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.	Mgmt	For

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STAPLES, INC.

Agen

Security: 855030102  
Meeting Type: Annual  
Meeting Date: 09-Jun-2009  
Ticker: SPLS  
ISIN: US8550301027

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	Against
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	Against
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	Against
1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	Against
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	Against

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1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	Against
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	Against
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	Against
1I	ELECTION OF DIRECTOR: ELIZABETH A. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	Against
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	Against
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	Against
02	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 1998 EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 15,750,000 TO 22,750,000.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 1,275,000 TO 2,775,000.	Mgmt	For
04	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
05	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE REINCORPORATION OF STAPLES, INC. IN NORTH DAKOTA.	Shr	For

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TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209  
 Meeting Type: Special  
 Meeting Date: 25-Sep-2008  
 Ticker: TEVA  
 ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPOINT MR. JOSEPH (YOSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR FOR A TERM OF THREE YEARS.	Mgmt	For

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TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 22-Jun-2009

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

Ticker: TEVA  
ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2008, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 1.95 (APPROXIMATELY US\$0.525, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.	Mgmt	For
2A	ELECTION OF DIRECTOR: DR. PHILLIP FROST	Mgmt	For
2B	ELECTION OF DIRECTOR: ROGER ABRAVANEL	Mgmt	For
2C	ELECTION OF DIRECTOR: PROF. ELON KOHLBERG	Mgmt	For
2D	ELECTION OF DIRECTOR: PROF. YITZHAK PETERBURG	Mgmt	For
2E	ELECTION OF DIRECTOR: EREZ VIGODMAN	Mgmt	For
03	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2010 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE.	Mgmt	For

THE CHUBB CORPORATION

Agen

Security: 171232101  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: CB  
ISIN: US1712321017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ZOE BAIRD	Mgmt	For
1B	ELECTION OF DIRECTOR: SHEILA P. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: JOEL J. COHEN	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN D. FINNEGAN	Mgmt	For
1F	ELECTION OF DIRECTOR: KLAUS J. MANGOLD	Mgmt	For
1G	ELECTION OF DIRECTOR: MARTIN G. MCGUINN	Mgmt	For

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1H	ELECTION OF DIRECTOR: LAWRENCE M. SMALL	Mgmt	For
1I	ELECTION OF DIRECTOR: JESS SODERBERG	Mgmt	For
1J	ELECTION OF DIRECTOR: DANIEL E. SOMERS	Mgmt	For
1K	ELECTION OF DIRECTOR: KAREN HASTIE WILLIAMS	Mgmt	For
1L	ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN	Mgmt	For
1M	ELECTION OF DIRECTOR: ALFRED W. ZOLLAR	Mgmt	For
02	TO APPROVE THE ADOPTION OF THE CHUBB CORPORATION LONG-TERM INCENTIVE PLAN (2009).	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR.	Mgmt	For

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 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: KO  
 ISIN: US1912161007

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
02	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	Against
03	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Mgmt	Against
04	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	Against
05	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	Against
06	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
07	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
08	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	Against
09	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
10	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
11	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	Against
12	ELECTION OF DIRECTOR: PETER V. UEERROTH	Mgmt	Against
13	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
14	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For

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15	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
16	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
17	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shr	For
18	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against
19	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shr	Against

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 THE ESTEE LAUDER COMPANIES INC.

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 Agen

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 Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 07-Nov-2008  
 Ticker: EL  
 ISIN: US5184391044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHARLENE BARSHEFSKY LEONARD A. LAUDER RONALD S. LAUDER	Mgmt Mgmt Mgmt	For Withheld For
02	APPROVAL OF THE ESTEE LAUDER COMPANIES INC. EXECUTIVE ANNUAL INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR.	Mgmt	For

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 THE GOLDMAN SACHS GROUP, INC.

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 Agen

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 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: GS  
 ISIN: US38141G1040  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. BRYAN	Mgmt	For

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1C	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E	ELECTION OF DIRECTOR: STEPHEN FRIEDMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1G	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1I	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1J	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	Against
1K	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1L	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2009 FISCAL YEAR	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE	Shr	For
06	SHAREHOLDER PROPOSAL TO AMEND BY-LAWS TO PROVIDE FOR A BOARD COMMITTEE ON U.S. ECONOMIC SECURITY	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against

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 THE HOME DEPOT, INC.

Agen

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 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: HD  
 ISIN: US4370761029  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID H. BATCHELDER	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1D	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1E	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For



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1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING JANUARY 31, 2010.	Mgmt	For
03	TO AMEND THE SIXTH ARTICLE OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF AT LEAST 25% OF SHARES OF THE COMPANY'S OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Mgmt	Against
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION.	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING ENERGY USAGE.	Shr	Against

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 THE KROGER CO.

Agen

Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2009  
 Ticker: KR  
 ISIN: US5010441013

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT D. BEYER	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. DILLON	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN J. KROPF	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. LAMACCHIA	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID B. LEWIS	Mgmt	For
1G	ELECTION OF DIRECTOR: DON W. MCGEORGE	Mgmt	For

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1H	ELECTION OF DIRECTOR: W. RODNEY MCMULLEN	Mgmt	For
1I	ELECTION OF DIRECTOR: JORGE P. MONTOYA	Mgmt	For
1J	ELECTION OF DIRECTOR: CLYDE R. MOORE	Mgmt	For
1K	ELECTION OF DIRECTOR: SUSAN M. PHILLIPS	Mgmt	For
1L	ELECTION OF DIRECTOR: STEVEN R. ROGEL	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. RUNDE	Mgmt	For
1N	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1O	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
2	APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.	Mgmt	For
3	APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AN INCREASE OF THE PERCENTAGE OF EGGS STOCKED FROM HENS NOT CONFINED IN BATTERY CAGES.	Shr	Against
4	APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AMENDMENT OF KROGER'S ARTICLES TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE.	Shr	Against

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 THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 14-Oct-2008  
 Ticker: PG  
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR KENNETH I. CHENAULT SCOTT D. COOK RAJAT K. GUPTA A.G. LAFLEY CHARLES R. LEE LYNN M. MARTIN W. JAMES MCNERNEY, JR. JOHNATHAN A. RODGERS RALPH SNYDERMAN, M.D. MARGARET C. WHITMAN PATRICIA A. WOERTZ ERNESTO ZEDILLO	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMEND COMPANY'S AMENDED ARTICLES OF INCORPORATION	Mgmt	Against

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TO ADOPT MAJORITY VOTING

04	SHAREHOLDER PROPOSAL #1 - ROTATE SITE OF ANNUAL MEETING	Shr	Against
05	SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

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 THE RYLAND GROUP, INC.

Agen

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 Security: 783764103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: RYL  
 ISIN: US7837641031  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R. CHAD DREIER LESLIE M. FRECON ROLAND A. HERNANDEZ WILLIAM L. JEWS NED MANSOUR ROBERT E. MELLOR NORMAN J. METCALFE CHARLOTTE ST. MARTIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	APPROVAL OF AN AMENDMENT TO THE RYLAND GROUP, INC. ARTICLES OF INCORPORATION.	Mgmt	For
03	APPROVAL OF THE RYLAND GROUP, INC. SHAREHOLDER RIGHTS PLAN.	Mgmt	For
04	CONSIDERATION OF A PROPOSAL FROM THE NATHAN CUMMINGS FOUNDATION (A STOCKHOLDER).	Shr	Against
05	CONSIDERATION OF A PROPOSAL FROM CERTAIN RETIREMENT SYSTEMS AND PENSION FUNDS OF THE EMPLOYEES OF THE CITY OF NEW YORK (STOCKHOLDERS).	Shr	For
06	CONSIDERATION OF A PROPOSAL FROM AMALGAMATED BANK LONGVIEW MIDCAP 400 INDEX FUND (A STOCKHOLDER).	Shr	For
07	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS RYLAND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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 THE TJX COMPANIES, INC.

Agen

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 Security: 872540109  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 Ticker: TJX  
 ISIN: US8725401090

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOSE B. ALVAREZ ALAN M. BENNETT DAVID A. BRANDON BERNARD CAMMARATA DAVID T. CHING MICHAEL F. HINES AMY B. LANE CAROL MEYROWITZ JOHN F. O'BRIEN ROBERT F. SHAPIRO WILLOW B. SHIRE FLETCHER H. WILEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld For For For For For For For For For
02	APPROVAL OF AMENDMENTS TO AND PERFORMANCE TERMS OF THE STOCK INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.	Mgmt	For

THE TRAVELERS COMPANIES, INC.

Agen

Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: TRV  
 ISIN: US89417E1091

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALAN L. BELLER	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. DASBURG	Mgmt	For
1C	ELECTION OF DIRECTOR: JANET M. DOLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAY S. FISHMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: LAWRENCE G. GRAEV	Mgmt	For
1G	ELECTION OF DIRECTOR: PATRICIA L. HIGGINS	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS R. HODGSON	Mgmt	For
1I	ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH,	Mgmt	For

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

JR.

1J	ELECTION OF DIRECTOR: ROBERT I. LIPP	Mgmt	For
1K	ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For
1L	ELECTION OF DIRECTOR: LAURIE J. THOMSEN	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER TRAVELERS' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.	Shr	Against

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 THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: TMO  
 ISIN: US8835561023  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JUDY C. LEWENT PETER J. MANNING JIM P. MANZI ELAINE S. ULLIAN	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

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 THORATEC CORPORATION

Agen

Security: 885175307  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: THOR  
 ISIN: US8851753074  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR NEIL F. DIMICK	Mgmt	For

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GERHARD F. BURBACH J. DANIEL COLE STEVEN H. COLLIS ELISHA W. FINNEY D. KEITH GROSSMAN PAUL A. LAVIOLETTE DANIEL M. MULVENA	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld For For
02     RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR ITS FISCAL YEAR ENDING JANUARY 2, 2010.	Mgmt	For

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TIME WARNER CABLE INC

Agen

Security: 88732J207  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: TWC  
 ISIN: US88732J2078

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROLE BLACK	Mgmt	For
1B	ELECTION OF DIRECTOR: GLENN A. BRITT	Mgmt	For
1C	ELECTION OF DIRECTOR: THOMAS H. CASTRO	Mgmt	For
1D	ELECTION OF DIRECTOR: DAVID C. CHANG	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: PETER R. HAJE	Mgmt	For
1G	ELECTION OF DIRECTOR: DONNA A. JAMES	Mgmt	For
1H	ELECTION OF DIRECTOR: DON LOGAN	Mgmt	For
1I	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: WAYNE H. PACE	Mgmt	For
1K	ELECTION OF DIRECTOR: EDWARD D. SHIRLEY	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
2	RATIFICATION OF AUDITORS	Mgmt	For

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TIME WARNER INC.

Agen

Security: 887317105  
 Meeting Type: Special

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

Meeting Date: 16-Jan-2009  
 Ticker: TWX  
 ISIN: US8873171057

Prop.#	Proposal	Proposal Type	Proposal Vote
01	COMPANY PROPOSAL TO (A) AUTHORIZE THE BOARD TO EFFECT PRIOR TO 12/31/09, A REVERSE STOCK SPLIT OF THE OUTSTANDING AND TREASURY COMMON STOCK OF TIME WARNER, AT A REVERSE STOCK SPLIT RATIO OF EITHER 1-FOR-2 OR 1-FOR-3, AND (B) APPROVE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION IN THE RELEVANT FORM ATTACHED TO THE PROXY STATEMENT TO EFFECT THE REVERSE STOCK SPLIT AND TO REDUCE PROPORTIONATELY THE TOTAL NUMBER OF SHARES THAT TIME WARNER IS AUTHORIZED TO ISSUE, SUBJECT TO THE BOARD'S AUTHORITY TO ABANDON SUCH AMENDMENT.	Mgmt	For

TIME WARNER INC.

Agen

Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: TWX  
 ISIN: US8873173038

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HERBERT M. ALLISON, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1C	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Mgmt	For
1D	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1E	ELECTION OF DIRECTOR: FRANK J. CAUFIELD	Mgmt	Against
1F	ELECTION OF DIRECTOR: ROBERT C. CLARK	Mgmt	For
1G	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Mgmt	Against
1H	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Mgmt	For
1I	ELECTION OF DIRECTOR: MICHAEL A. MILES	Mgmt	Against
1J	ELECTION OF DIRECTOR: KENNETH J. NOVACK	Mgmt	For
1K	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Mgmt	Against
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	COMPANY PROPOSAL TO APPROVE THE TIME WARNER	Mgmt	For

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

INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.

04	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Shr	For

TOLL BROTHERS, INC.

Agen

Security: 889478103  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2009  
 Ticker: TOL  
 ISIN: US8894781033

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT S. BLANK ROGER S. HILLAS STEPHEN A. NOVICK PAUL E. SHAPIRO	Mgmt Mgmt Mgmt Mgmt	For For For For
02	THE RATIFICATION OF THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	A STOCKHOLDER PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.	Shr	For
04	A STOCKHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLES OF CEO AND CHAIRMAN OF THE BOARD.	Shr	For

TOTAL S.A.

Agen

Security: 89151E109  
 Meeting Type: Annual  
 Meeting Date: 15-May-2009  
 Ticker: TOT  
 ISIN: US89151E1091

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS	Mgmt	For
02	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For



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

O3	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Mgmt	For
O4	AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Mgmt	For
O5	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. THIERRY DESMAREST	Mgmt	For
O6	COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. CHRISTOPHE DE MARGERIE	Mgmt	Against
O7	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY	Mgmt	For
O8	RENEWAL OF THE APPOINTMENT OF MRS. ANNE LAUVERGEON AS A DIRECTOR	Mgmt	Against
O9	RENEWAL OF THE APPOINTMENT OF MR. DANIEL BOUTON AS A DIRECTOR	Mgmt	Against
O10	RENEWAL OF THE APPOINTMENT OF MR. BERTRAND COLLOMB AS A DIRECTOR	Mgmt	For
O11	RENEWAL OF THE APPOINTMENT OF MR. CHRISTOPHE DE MARGERIE AS A DIRECTOR	Mgmt	For
O12	RENEWAL OF THE APPOINTMENT OF MR. MICHEL PEBEREAU AS A DIRECTOR	Mgmt	Against
O13	APPOINTMENT OF MR. PATRICK ARTUS AS A DIRECTOR	Mgmt	For
E14	AMENDMENT TO ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION REGARDING THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD	Mgmt	For
A	AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION WITH THE INTENT OF DISCLOSING INDIVIDUAL ALLOCATIONS OF STOCK OPTIONS AND RESTRICTED SHARES AS PROVIDED BY LAW	Shr	Against
B	FOR THE PURPOSE OF AMENDING TO THE ARTICLES OF ASSOCIATION REGARDING A NEW PROCEDURE FOR SELECTING A SHAREHOLDER-EMPLOYEE AS BOARD MEMBER WITH A VIEW TO IMPROVING HIS OR HER REPRESENTATION AND INDEPENDENCE	Shr	Against
C	AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO ALL EMPLOYEES OF THE GROUP	Shr	Against

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TRANSOCEAN INC

Agen

Security: G90073100  
 Meeting Type: Special  
 Meeting Date: 08-Dec-2008  
 Ticker: RIG

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

ISIN: KYG900731004

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE MERGER TRANSACTION TO BE EFFECTED BY THE SCHEMES OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.	Mgmt	For
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER TRANSACTION.	Mgmt	For

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2009  
 Ticker: UTX  
 ISIN: US9130171096

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LOUIS R. CHENEVERT GEORGE DAVID JOHN V. FARACI JEAN-PIERRE GARNIER JAMIE S. GORELICK CARLOS M. GUTIERREZ EDWARD A. KANGAS CHARLES R. LEE RICHARD D. MCCORMICK HAROLD MCGRAW III RICHARD B. MYERS H. PATRICK SWYGERT ANDRE VILLENEUVE CHRISTINE TODD WHITMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES	Shr	Against

UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 Ticker: UNH

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

ISIN: US91324P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD T. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT J. DARRETTA	Mgmt	For
1D	ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY	Mgmt	For
1E	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1G	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1H	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1I	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

VCA ANTECH, INC.

Agen

Security: 918194101  
Meeting Type: Annual  
Meeting Date: 01-Jun-2009  
Ticker: WOOF  
ISIN: US9181941017

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN M. BAUMER FRANK REDDICK	Mgmt Mgmt	Withheld Withheld
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

VERISIGN, INC.

Agen

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

Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: VRSN  
 ISIN: US92343E1029

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR D. JAMES BIDZOS WILLIAM L. CHENEVICH KATHLEEN A. COTE ROGER H. MOORE JOHN D. ROACH LOUIS A. SIMPSON TIMOTHY TOMLINSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2	TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 14-Oct-2008  
 Ticker: V  
 ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE UNNECESSARY PROVISIONS AND SYNCHRONIZE THE DIRECTORS' TERMS WITH OUR ANNUAL MEETING SCHEDULE.	Mgmt	For

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 16-Dec-2008  
 Ticker: V  
 ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO PERMIT THE COMPANY GREATER	Mgmt	For

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FLEXIBILITY IN FUNDING OUR RETROSPECTIVE RESPONSIBILITY PLAN, TO REMOVE OBSOLETE PROVISIONS, TO MODIFY THE STANDARDS OF INDEPENDENCE APPLICABLE TO OUR DIRECTORS AND TO MAKE OTHER CLARIFYING MODIFICATIONS TO OUR CURRENT CERTIFICATE OF INCORPORATION.

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 VISA INC.

Agen

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 Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: V  
 ISIN: US92826C8394  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	TO ELECT HANI AL-QADI AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	Against
1B	TO ELECT CHARLES T. DOYLE AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1C	TO ELECT PETER HAWKINS AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1D	TO ELECT DAVID I. MCKAY AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1E	TO ELECT CHARLES W. SCHARF AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
1F	TO ELECT SEGISMUNDO SCHULIN-ZEUTHEN AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.	Mgmt	For
2A	TO ELECT THOMAS J. CAMPBELL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2B	TO ELECT GARY P. COUGHLAN AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2C	TO ELECT MARY B. CRANSTON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2D	TO ELECT FRANCISCO JAVIER FERNANDEZ-CARBAJAL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2E	TO ELECT SUZANNE NORA JOHNSON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
2F	TO ELECT JOSEPH W. SAUNDERS AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE	Mgmt	For

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COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM FOR FISCAL YEAR 2009.

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WAL-MART STORES, INC.

Agen

Security: 931142103  
Meeting Type: Annual  
Meeting Date: 05-Jun-2009  
Ticker: WMT  
ISIN: US9311421039  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Mgmt	For
1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Mgmt	For
1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Mgmt	For
1I	ELECTION OF DIRECTOR: ALLEN I. QUESTROM	Mgmt	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Mgmt	For
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Mgmt	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
04	PAY FOR SUPERIOR PERFORMANCE	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
06	POLITICAL CONTRIBUTIONS	Shr	Against
07	SPECIAL SHAREOWNER MEETINGS	Shr	For

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

08 INCENTIVE COMPENSATION TO BE STOCK OPTIONS Shr Against

WASTE MANAGEMENT, INC.

Agen

Security: 94106L109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: WMI  
 ISIN: US94106L1098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Mgmt	For
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO AMEND THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE COMPANY'S 2009 STOCK INCENTIVE PLAN.	Mgmt	For
05	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
06	PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT MEETING.	Shr	For

WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: WFC

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

ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	Against
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	Against
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	Against
1G	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	Against
1J	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	Against
1K	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	Against
1L	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1M	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1N	ELECTION OF DIRECTOR: DONALD B. RICE	Mgmt	Against
1O	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1P	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	Against
1Q	ELECTION OF DIRECTOR: ROBERT K. STEEL	Mgmt	For
1R	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1S	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES.	Mgmt	For
03	PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
04	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S LONG-TERM INCENTIVE COMPENSATION PLAN.	Mgmt	Against
05	STOCKHOLDER PROPOSAL REGARDING A BY-LAWS AMENDMENT TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against



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 WESTERN DIGITAL CORPORATION

Agen

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 Security: 958102105  
 Meeting Type: Annual  
 Meeting Date: 06-Nov-2008  
 Ticker: WDC  
 ISIN: US9581021055  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PETER D. BEHRENDT	Mgmt	For
1B	ELECTION OF DIRECTOR: KATHLEEN A. COTE	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN F. COYNE	Mgmt	For
1D	ELECTION OF DIRECTOR: HENRY T. DENERO	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM L. KIMSEY	Mgmt	For
1F	ELECTION OF DIRECTOR: MICHAEL D. LAMBERT	Mgmt	For
1G	ELECTION OF DIRECTOR: MATTHEW E. MASSENGILL	Mgmt	For
1H	ELECTION OF DIRECTOR: ROGER H. MOORE	Mgmt	For
1I	ELECTION OF DIRECTOR: THOMAS E. PARDUN	Mgmt	For
1J	ELECTION OF DIRECTOR: ARIF SHAKEEL	Mgmt	For
02	TO APPROVE AN AMENDMENT TO THE COMPANY'S 2005 EMPLOYEE STOCK PURCHASE PLAN THAT WOULD INCREASE BY 8,000,000 THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR WESTERN DIGITAL CORPORATION FOR THE FISCAL YEAR ENDING JULY 3, 2009.	Mgmt	For

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 XTO ENERGY INC.

Agen

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 Security: 98385X106  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: XTO  
 ISIN: US98385X1063  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF AMENDMENT TO BYLAWS TO PROVIDE FOR THE ANNUAL ELECTION OF ALL DIRECTORS.	Mgmt	For

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2A	ELECTION OF PHILLIP R. KEVIL CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	For
2B	ELECTION OF HERBERT D. SIMONS CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	Against
2C	ELECTION OF VAUGHN O. VENNBERG II CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).	Mgmt	For
03	APPROVAL OF THE 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009.	Mgmt	For
05	STOCKHOLDER PROPOSAL CONCERNING A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION IF PROPERLY PRESENTED.	Shr	For
06	STOCKHOLDER PROPOSAL CONCERNING STOCKHOLDER APPROVAL OF EXECUTIVE BENEFITS PAYABLE UPON DEATH IF PROPERLY PRESENTED.	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	08/24/2009