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BLACKROCK ENHANCED CAPITAL & INCOME FUND, INC

Form N-PX

August 29, 2008

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 811-21506

Name of Fund: BlackRock Enhanced Capital and Income Fund, Inc. (CII)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: Donald C. Burke, Chief Executive Officer, BlackRock Enhanced Capital and Income Fund, Inc., 800 Scudders Mill Road, Plainsboro, NJ, 08536. Mailing address: P.O. Box 9011, Princeton, NJ, 08543-9011

Registrant's telephone number, including area code: (800) 882-0052, Option 4

Date of fiscal year end: 12/31 Date of reporting period: 07/01/2007 --

06/30/2008 Item 1 -- Proxy Voting Record -- Attached hereto.

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.

BlackRock Enhanced Capital and Income Fund, Inc.

By: /s/ Donald C. Burke

Donald C. Burke

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Chief Executive Officer of  
BlackRock Enhanced Capital and Income Fund, Inc.

Date: August 25, 2008

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

ICA File Number: 811-21506  
Reporting Period: 07/01/2007 - 06/30/2008  
BlackRock Enhanced Capital and Income Fund, Inc.

===== BLACKROCK ENHANCED CAPITAL AND INCOME FUND, INC. =====

ALCOA INC.

Ticker: AA Security ID: 013817101  
Meeting Date: MAY 8, 2008 Meeting Type: Annual  
Record Date: FEB 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph T. Gorman	For	For	Management
1.2	Elect Director Klaus Kleinfeld	For	For	Management
1.3	Elect Director James W. Owens	For	For	Management
1.4	Elect Director Ratan N. Tata	For	For	Management
2	Ratify Auditor	For	For	Management
3	Report on Global Warming	Against	Against	Shareholder

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AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG Security ID: 026874107  
Meeting Date: MAY 14, 2008 Meeting Type: Annual  
Record Date: MAR 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Stephen F. Bollenbach	For	For	Management
2	Elect Director Martin S. Feldstein	For	For	Management
3	Elect Director Ellen V. Futter	For	For	Management
4	Elect Director Richard C. Holbrooke	For	For	Management
5	Elect Director Fred H. Langhammer	For	For	Management
6	Elect Director George L. Miles, Jr.	For	For	Management
7	Elect Director Morris W. Offit	For	For	Management
8	Elect Director James F. Orr, III	For	For	Management
9	Elect Director Virginia M. Rometty	For	For	Management
10	Elect Director Martin J. Sullivan	For	For	Management

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11	Elect Director Michael H. Sutton	For	For	Management
12	Elect Director Edmund S.W. Tse	For	For	Management
13	Elect Director Robert B. Willumstad	For	For	Management
14	Ratify Auditors	For	For	Management
15	Report on Human Rights Policies Relating to Water Use	Against	Against	Shareholder
16	Report on Political Contributions	Against	Against	Shareholder

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### ANADARKO PETROLEUM CORP.

Ticker: APC Security ID: 032511107  
 Meeting Date: MAY 20, 2008 Meeting Type: Annual  
 Record Date: MAR 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John R. Butler, Jr.	For	For	Management
2	Elect Director Luke R. Corbett	For	For	Management
3	Elect Director John R. Gordon	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Omnibus Stock Plan	For	For	Management
6	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
7	Declassify the Board of Directors	Against	For	Shareholder
8	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	Against	Shareholder

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### AT&T INC

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 25, 2008 Meeting Type: Annual  
 Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Randall L. Stephenson	For	For	Management
2	Elect Director William F. Aldinger III	For	For	Management
3	Elect Director Gilbert F. Amelio	For	For	Management
4	Elect Director Reuben V. Anderson	For	For	Management
5	Elect Director James H. Blanchard	For	For	Management
6	Elect Director August A. Busch III	For	For	Management
7	Elect Director James P. Kelly	For	For	Management
8	Elect Director Jon C. Madonna	For	For	Management
9	Elect Director Lynn M. Martin	For	For	Management
10	Elect Director John B. McCoy	For	For	Management
11	Elect Director Mary S. Metz	For	For	Management
12	Elect Director Joyce M. Roche	For	For	Management
13	Elect Director Laura D' Andrea Tyson	For	For	Management
14	Elect Director Patricia P. Upton	For	For	Management
15	Ratify Auditors	For	For	Management
16	Report on Political Contributions	Against	For	Shareholder
17	Exclude Pension Credits from Earnings Performance Measure	Against	For	Shareholder
18	Require Independent Lead Director	Against	For	Shareholder
19	Establish SERP Policy	Against	For	Shareholder
20	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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 BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: APR 23, 2008 Meeting Type: Annual  
 Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William Barnet, III	For	For	Management
2	Elect Director Frank P. Bramble, Sr.	For	For	Management
3	Elect Director John T. Collins	For	For	Management
4	Elect Director Gary L. Countryman	For	For	Management
5	Elect Director Tommy R. Franks	For	For	Management
6	Elect Director Charles K. Gifford	For	For	Management
7	Elect Director Kenneth D. Lewis	For	For	Management
8	Elect Director Monica C. Lozano	For	For	Management
9	Elect Director Walter E. Massey	For	For	Management
10	Elect Director Thomas J. May	For	For	Management
11	Elect Director Patricia E. Mitchell	For	For	Management
12	Elect Director Thomas M. Ryan	For	For	Management
13	Elect Director O. Temple Sloan, Jr.	For	For	Management
14	Elect Director Meredith R. Spangler	For	For	Management
15	Elect Director Robert L. Tillman	For	For	Management
16	Elect Director Jackie M. Ward	For	For	Management
17	Ratify Auditors	For	For	Management
18	Limit/Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
20	Limit Executive Compensation	Against	Against	Shareholder
21	Provide for Cumulative Voting	Against	For	Shareholder
22	Require Independent Board Chairman	Against	For	Shareholder
23	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
24	Report on the Equator Principles	Against	Against	Shareholder
25	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder

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 BANK OF NEW YORK MELLON CORP., THE

Ticker: BK Security ID: 064058100  
 Meeting Date: APR 8, 2008 Meeting Type: Annual  
 Record Date: FEB 8, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank J. Biondi, Jr.	For	For	Management
1.2	Elect Director Ruth E. Bruch	For	For	Management
1.3	Elect Director Nicholas M. Donofrio	For	For	Management
1.4	Elect Director Steven G. Elliott	For	For	Management
1.5	Elect Director Gerald L. Hassell	For	For	Management
1.6	Elect Director Edmund F. Kelly	For	For	Management
1.7	Elect Director Robert P. Kelly	For	For	Management
1.8	Elect Director Richard J. Kogan	For	For	Management
1.9	Elect Director Michael J. Kowalski	For	For	Management
1.10	Elect Director John A. Luke, Jr.	For	For	Management
1.11	Elect Director Robert Mehrabian	For	For	Management

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1.12	Elect Director Mark A. Nordenberg	For	For	Management
1.13	Elect Director Catherine A. Rein	For	For	Management
1.14	Elect Director Thomas A. Renyi	For	For	Management
1.15	Elect Director William C. Richardson	For	For	Management
1.16	Elect Director Samuel C. Scott III	For	For	Management
1.17	Elect Director John P. Surma	For	For	Management
1.18	Elect Director Wesley W. von Schack	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Approve Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Ratify Auditors	For	For	Management
6	Restore or Provide for Cumulative Voting	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

### BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109  
 Meeting Date: MAY 6, 2008 Meeting Type: Annual  
 Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Wayne T. Hockmeyer	For	For	Management
2	Elect Director Joseph B. Martin	For	For	Management
3	Elect Director Robert L. Parkinson	For	For	Management
4	Elect Director Thomas T. Stallkamp	For	For	Management
5	Elect Director Albert P.L. Stroucken	For	For	Management
6	Ratify Auditors	For	For	Management

### BJ SERVICES COMPANY

Ticker: BJS Security ID: 055482103  
 Meeting Date: FEB 7, 2008 Meeting Type: Annual  
 Record Date: DEC 10, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director L. William Heiligbrodt	For	For	Management
1.2	Elect Director James L. Payne	For	For	Management
1.3	Elect Director J.W. Stewart	For	For	Management
2	Approve Qualified Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108  
 Meeting Date: MAY 6, 2008 Meeting Type: Annual  
 Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lewis B. Campbell	For	For	Management
2	Elect Director James M. Cornelius	For	For	Management

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3	Elect Director Louis J. Freeh	For	For	Management
4	Elect Director Laurie H. Glimcher	For	For	Management
5	Elect Director Michael Grobstein	For	For	Management
6	Elect Director Leif Johansson	For	For	Management
7	Elect Director Alan J. Lacey	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director Togo D. West, Jr.	For	For	Management
10	Elect Director R. Sanders Williams	For	For	Management
11	Ratify Auditors	For	For	Management
12	Increase Disclosure of Executive Compensation	Against	For	Shareholder

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CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100  
 Meeting Date: MAY 28, 2008 Meeting Type: Annual  
 Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director S. H. Armacost	For	For	Management
2	Elect Director L. F. Deily	For	For	Management
3	Elect Director R. E. Denham	For	For	Management
4	Elect Director R. J. Eaton	For	For	Management
5	Elect Director S. Ginn	For	For	Management
6	Elect Director F. G. Jenifer	For	For	Management
7	Elect Director J. L. Jones	For	For	Management
8	Elect Director S. Nunn	For	For	Management
9	Elect Director D. J. O'Reilly	For	For	Management
10	Elect Director D. B. Rice	For	For	Management
11	Elect Director P. J. Robertson	For	For	Management
12	Elect Director K. W. Sharer	For	For	Management
13	Elect Director C. R. Shoemate	For	For	Management
14	Elect Director R. D. Sugar	For	For	Management
15	Elect Director C. Ware	For	For	Management
16	Ratify Auditors	For	For	Management
17	Increase Authorized Common Stock	For	For	Management
18	Require Independent Board Chairman	Against	Against	Shareholder
19	Adopt Human Rights Policy	Against	For	Shareholder
20	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder
21	Adopt Quantitative GHG Goals for Products and Operations	Against	Against	Shareholder
22	Adopt Guidelines for Country Selection	Against	Against	Shareholder
23	Report on Market Specific Environmental Laws	Against	Against	Shareholder

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CITIGROUP INC.

Ticker: C Security ID: 172967101  
 Meeting Date: APR 22, 2008 Meeting Type: Annual  
 Record Date: FEB 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director C. Michael Armstrong	For	For	Management
2	Elect Director Alain J.P. Belda	For	Against	Management
3	Elect Director Sir Winfried Bischoff	For	For	Management

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4	Elect Director Kenneth T. Derr	For	Against	Management
5	Elect Director John M. Deutch	For	For	Management
6	Elect Director Roberto Hernandez Ramirez	For	For	Management
7	Elect Director Andrew N. Liveris	For	For	Management
8	Elect Director Anne Mulcahy	For	Against	Management
9	Elect Director Vikram Pandit	For	For	Management
10	Elect Director Richard D. Parsons	For	Against	Management
11	Elect Director Judith Rodin	For	For	Management
12	Elect Director Robert E. Rubin	For	For	Management
13	Elect Director Robert L. Ryan	For	For	Management
14	Elect Director Franklin A. Thomas	For	For	Management
15	Ratify Auditors	For	For	Management
16	Disclose Prior Government Service	Against	Against	Shareholder
17	Report on Political Contributions	Against	For	Shareholder
18	Limit Executive Compensation	Against	Against	Shareholder
19	Require More Director Nominations Than Open Seats	Against	Against	Shareholder
20	Report on the Equator Principles	Against	Against	Shareholder
21	Adopt Employee Contract	Against	For	Shareholder
22	Amend GHG Emissions Policies to Limit Coal Financing	Against	Against	Shareholder
23	Report on Human Rights Investment Policies	Against	Against	Shareholder
24	Require Independent Board Chairman	Against	Against	Shareholder
25	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
26	Indicate If You Would Like to Keep Your Vote Confidential Under Current Policy	None	For	Management

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 COVIDIEN LTD.

Ticker: COV Security ID: G2552X108  
 Meeting Date: MAR 18, 2008 Meeting Type: Annual  
 Record Date: JAN 16, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECTION OF DIRECTOR: CRAIG ARNOLD	For	For	Management
2	ELECTION OF DIRECTOR: ROBERT H. BRUST	For	For	Management
3	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	For	For	Management
4	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	For	For	Management
5	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	For	For	Management
6	ELECTION OF DIRECTOR: KATHY J. HERBERT	For	For	Management
7	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	For	For	Management
8	ELECTION OF DIRECTOR: RICHARD J. MEELIA	For	For	Management
9	ELECTION OF DIRECTOR: DENNIS H. REILLEY	For	For	Management
10	ELECTION OF DIRECTOR: TADATAKA YAMADA	For	For	Management
11	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	For	For	Management
12	Ratify Auditors	For	For	Management

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 DEERE & CO.

Ticker: DE Security ID: 244199105

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Meeting Date: NOV 14, 2007 Meeting Type: Special

Record Date: SEP 24, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Increase in Common Stock and a Stock Split	For	For	Management

DEERE & CO.

Ticker: DE Security ID: 244199105

Meeting Date: FEB 27, 2008 Meeting Type: Annual

Record Date: DEC 31, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director T. Kevin Dunnigan	For	For	Management
2	Elect Director Charles O. Holliday, Jr.	For	For	Management
3	Elect Director Dipak C. Jain	For	For	Management
4	Elect Director Joachim Milberg	For	For	Management
5	Elect Director Richard B. Myers	For	For	Management
6	Amend Executive Incentive Bonus Plan	For	For	Management
7	Ratify Auditors	For	For	Management

DOMINION RESOURCES, INC.

Ticker: D Security ID: 25746U109

Meeting Date: MAY 9, 2008 Meeting Type: Annual

Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Peter W. Brown	For	For	Management
2	Elect Director George A. Davidson, Jr.	For	For	Management
3	Elect Director Thomas F. Farrell, II	For	For	Management
4	Elect Director John W. Harris	For	For	Management
5	Elect Director Robert S. Jepson, Jr.	For	For	Management
6	Elect Director Mark J. Kington	For	For	Management
7	Elect Director Benjamin J. Lambert, III	For	For	Management
8	Elect Director Margaret A. McKenna	For	For	Management
9	Elect Director Frank S. Royal	For	For	Management
10	Elect Director David A. Wollard	For	For	Management
11	Ratify Auditors	For	For	Management

DOW CHEMICAL COMPANY, THE

Ticker: DOW Security ID: 260543103

Meeting Date: MAY 15, 2008 Meeting Type: Annual

Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arnold A. Allemang	For	For	Management
1.2	Elect Director Jacqueline K. Barton	For	For	Management
1.3	Elect Director James A. Bell	For	For	Management
1.4	Elect Director Jeff M. Fetting	For	For	Management
1.5	Elect Director Barbara H. Franklin	For	For	Management



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1.6	Elect Director John B. Hess	For	For	Management
1.7	Elect Director Andrew N. Liveris	For	For	Management
1.8	Elect Director Geoffery E. Merszei	For	For	Management
1.9	Elect Director Dennis H. Reilley	For	For	Management
1.10	Elect Director James M. Ringler	For	For	Management
1.11	Elect Director Ruth G. Shaw	For	For	Management
1.12	Elect Director Paul G. Stern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Potential Links Between Company Products and Asthma	Against	For	Shareholder
4	Report on Environmental Remediation in Midland Area	Against	Against	Shareholder
5	Report on Genetically Engineered Seed	Against	Against	Shareholder
6	Pay For Superior Performance	Against	Against	Shareholder

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E.I. DU PONT DE NEMOURS & CO.

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 30, 2008 Meeting Type: Annual  
 Record Date: MAR 5, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard H. Brown	For	For	Management
1.2	Elect Director Robert A. Brown	For	For	Management
1.3	Elect Director Bertrand P. Collomb	For	For	Management
1.4	Elect Director Curtis J. Crawford	For	For	Management
1.5	Elect Director Alexander M. Cutler	For	For	Management
1.6	Elect Director John T. Dillon	For	For	Management
1.7	Elect Director Eleuthere I. du Pont	For	For	Management
1.8	Elect Director Marillyn A. Hewson	For	For	Management
1.9	Elect Director Charles O. Holliday, Jr.	For	For	Management
1.10	Elect Director Lois D. Juliber	For	For	Management
1.11	Elect Director Sean O'Keefe	For	For	Management
1.12	Elect Director William K. Reilly	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Plant Closures	Against	Against	Shareholder
4	Require Independent Board Chairman	Against	Against	Shareholder
5	Report on Global Warming	Against	Against	Shareholder
6	Amend Human Rights Policies	Against	Against	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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EXXON MOBIL CORP.

Ticker: XOM Security ID: 30231G102  
 Meeting Date: MAY 28, 2008 Meeting Type: Annual  
 Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael J. Boskin	For	For	Management
1.2	Elect Director Larry R. Faulkner	For	For	Management
1.3	Elect Director William W. George	For	For	Management
1.4	Elect Director James R. Houghton	For	For	Management
1.5	Elect Director Reatha Clark King	For	For	Management
1.6	Elect Director Marilyn Carlson Nelson	For	For	Management
1.7	Elect Director Samuel J. Palmisano	For	For	Management

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1.8	Elect Director Steven S Reinemund	For	For	Management
1.9	Elect Director Walter V. Shipley	For	For	Management
1.10	Elect Director Rex W. Tillerson	For	For	Management
1.11	Elect Director Edward E. Whitacre, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Bylaws to Prohibit Precatory Proposals	Against	Against	Shareholder
4	Require Director Nominee Qualifications	Against	Against	Shareholder
5	Require Independent Board Chairman	Against	Against	Shareholder
6	Approve Distribution Policy	Against	Against	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
8	Compare CEO Compensation to Company's Lowest Paid U.S. Workers	Against	For	Shareholder
9	Claw-back of Payments under Restatements	Against	Against	Shareholder
10	Review Anti-discrimination Policy on Corporate Sponsorships and Executive Perks	Against	Against	Shareholder
11	Report on Political Contributions	Against	Against	Shareholder
12	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	For	Shareholder
13	Report on Community Environmental Impacts of Operations	Against	Against	Shareholder
14	Report on Potential Environmental Damage from Drilling in the Arctic National Wildlife Refuge	Against	Against	Shareholder
15	Adopt Greenhouse Gas Emissions Goals for Products and Operations	Against	For	Shareholder
16	Report on Carbon Dioxide Emissions Information at Gas Stations	Against	Against	Shareholder
17	Report on Climate Change Impacts on Emerging Countries	Against	Against	Shareholder
18	Report on Energy Technologies Development	Against	Against	Shareholder
19	Adopt Policy to Increase Renewable Energy	Against	For	Shareholder

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### FAIRCHILD SEMICONDUCTOR INTERNATIONAL, INC.

Ticker: FCS                      Security ID: 303726103  
 Meeting Date: MAY 7, 2008      Meeting Type: Annual  
 Record Date: MAR 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles P. Carinalli	For	For	Management
1.2	Elect Director Robert F. Friel	For	For	Management
1.3	Elect Director Thomas L. Magnanti	For	For	Management
1.4	Elect Director Kevin J. McGarity	For	For	Management
1.5	Elect Director Bryan R. Roub	For	For	Management
1.6	Elect Director Ronald W. Shelly	For	For	Management
1.7	Elect Director Mark S. Thompson	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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### FAIRPOINT COMMUNICATIONS, INC

Ticker: FRP                      Security ID: 305560104

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Meeting Date: JUN 18, 2008 Meeting Type: Annual

Record Date: APR 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Claude C. Lilly	For	For	Management
1.2	Elect Director Robert S. Lilien	For	For	Management
1.3	Elect Director Thomas F. Gilbane, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

### FANNIE MAE

Ticker: FNM Security ID: 313586109

Meeting Date: DEC 14, 2007 Meeting Type: Annual

Record Date: OCT 22, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen B. Ashley	For	For	Management
1.2	Elect Director Dennis R. Beresford	For	For	Management
1.3	Elect Director Louis J. Freeh	For	For	Management
1.4	Elect Director Brenda J. Gaines	For	For	Management
1.5	Elect Director Karen N. Horn, Ph.D.	For	For	Management
1.6	Elect Director Bridget A. Macaskill	For	For	Management
1.7	Elect Director Daniel H. Mudd	For	For	Management
1.8	Elect Director Leslie Rahl	For	For	Management
1.9	Elect Director John C. Sites, Jr.	For	For	Management
1.10	Elect Director Greg C. Smith	For	For	Management
1.11	Elect Director H. Patrick Swygert	For	For	Management
1.12	Elect Director John K. Wulff	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
5	Restore or Provide for Cumulative Voting	Against	Against	Shareholder

### FPL GROUP, INC.

Ticker: FPL Security ID: 302571104

Meeting Date: MAY 23, 2008 Meeting Type: Annual

Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Sherry S. Barrat	For	For	Management
1.2	Elect Director Robert M. Beall, II	For	For	Management
1.3	Elect Director J. Hyatt Brown	For	For	Management
1.4	Elect Director James L. Camaren	For	For	Management
1.5	Elect Director J. Brian Ferguson	For	For	Management
1.6	Elect Director Lewis Hay, III	For	For	Management
1.7	Elect Director Toni Jennings	For	For	Management
1.8	Elect Director Oliver D. Kingsley, Jr.	For	For	Management
1.9	Elect Director Rudy E. Schupp	For	For	Management
1.10	Elect Director Michael H. Thaman	For	For	Management
1.11	Elect Director Hansel E. Tookes, II	For	For	Management
1.12	Elect Director Paul R. Tregurtha	For	For	Management
2	Ratify Auditors	For	For	Management

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3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Report on Global Warming	Against	Against	Shareholder

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GENERAL ELECTRIC CO.

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 23, 2008 Meeting Type: Annual  
 Record Date: FEB 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James I. Cash, Jr.	For	For	Management
2	Elect Director William M. Castell	For	For	Management
3	Elect Director Ann M. Fudge	For	For	Management
4	Elect Director Claudio X. Gonzalez	For	Against	Management
5	Elect Director Susan Hockfield	For	For	Management
6	Elect Director Jeffrey R. Immelt	For	For	Management
7	Elect Director Andrea Jung	For	For	Management
8	Elect Director Alan G. Lafley	For	For	Management
9	Elect Director Robert W. Lane	For	For	Management
10	Elect Director Ralph S. Larsen	For	For	Management
11	Elect Director Rochelle B. Lazarus	For	For	Management
12	Elect Director James J. Mulva	For	For	Management
13	Elect Director Sam Nunn	For	For	Management
14	Elect Director Roger S. Penske	For	For	Management
15	Elect Director Robert J. Swieringa	For	For	Management
16	Elect Director Douglas A. Warner III	For	For	Management
17	Ratify Auditors	For	For	Management
18	Provide for Cumulative Voting	Against	For	Shareholder
19	Require Independent Board Chairman	Against	Against	Shareholder
20	Claw-back of Payments under Restatements	Against	Against	Shareholder
21	Adopt Policy on Overboarded Directors	Against	For	Shareholder
22	Report on Charitable Contributions	Against	Against	Shareholder
23	Report on Global Warming	Against	Against	Shareholder
24	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104  
 Meeting Date: SEP 24, 2007 Meeting Type: Annual  
 Record Date: JUL 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Paul Danos	For	For	Management
2	Elect Director William T. Esrey	For	For	Management
3	Elect Director Raymond V. Gilmartin	For	For	Management
4	Elect Director Judith Richards Hope	For	For	Management
5	Elect Director Heidi G. Miller	For	Against	Management
6	Elect Director Hilda Ochoa-Brillemborg	For	For	Management
7	Elect Director Steve Odland	For	For	Management
8	Elect Director Kendall J. Powell	For	For	Management
9	Elect Director Michael D. Rose	For	For	Management
10	Elect Director Robert L. Ryan	For	For	Management
11	Elect Director Stephen W. Sanger	For	For	Management
12	Elect Director A. Michael Spence	For	For	Management
13	Elect Director Dorothy A. Terrell	For	For	Management

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14	Ratify Auditors	For	For	Management
15	Approve Omnibus Stock Plan	For	For	Management

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GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105  
Meeting Date: MAY 21, 2008 Meeting Type: Annual  
Record Date: MAR 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	For	Management
3	Elect Andrew Witty as Director	For	For	Management
4	Elect Christopher Viehbacher as Director	For	For	Management
5	Elect Sir Roy Anderson as Director	For	For	Management
6	Re-elect Sir Christopher Gent as Director	For	For	Management
7	Re-elect Sir Ian Prosser as Director	For	For	Management
8	Re-elect Dr Ronaldo Schmitz as Director	For	For	Management
9	Reappoint PricewaterhouseCoopers LLP as Auditors of the Company	For	For	Management
10	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	Management
11	Authorise the Company to Make Donations to EU Political Organisations up to GBP 50,000 and to Incur EU Political Expenditures up to GBP 50,000	For	For	Management
12	Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of GBP 456,791,387	For	For	Management
13	Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 68,525,560	For	For	Management
14	Authorise 584,204,484 Ordinary Shares for Market Purchase	For	For	Management
15	Adopt New Articles of Association	For	For	Management

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GLOBALSANTAFE CORPORATION (FORMERLY SANTA FE INTERNATIONAL CORP)

Ticker: GSF Security ID: G3930E101  
Meeting Date: NOV 9, 2007 Meeting Type: Court  
Record Date: OCT 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX H. TO BE VOTED ON AT THE FIRST PART OF THE SHAREHOLDERS MEETING, WHICH PART IS CONVENED PURSUANT TO THE ORDER OF THE GRAND COURT OF THE CAYMAN ISLANDS.	For	For	Management
2	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX H. TO BE VOTED ON AT	For	For	Management

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THE SECOND PART OF THE SHAREHOLDERS  
MEETING, WHICH PART IS CONVENED IN  
ACCORDANCE WITH THE ARTICLES OF  
ASSOCIATION.

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HALLIBURTON CO.

Ticker: HAL Security ID: 406216101  
Meeting Date: MAY 21, 2008 Meeting Type: Annual  
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan M. Bennett	For	For	Management
2	Elect Director James R. Boyd	For	For	Management
3	Elect Director Milton Carroll	For	For	Management
4	Elect Director Kenneth T. Derr	For	For	Management
5	Elect Director S. Malcolm Gillis	For	For	Management
6	Elect Director James T. Hackett	For	For	Management
7	Elect Director David J. Lesar	For	For	Management
8	Elect Director J. Landis Martin	For	For	Management
9	Elect Director Jay A. Precourt	For	For	Management
10	Elect Director Debra L. Reed	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Adopt Human Rights Policy	Against	Against	Shareholder
14	Report on Political Contributions	Against	Against	Shareholder
15	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder

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HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker: HIG Security ID: 416515104  
Meeting Date: MAY 21, 2008 Meeting Type: Annual  
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ramani Ayer	For	For	Management
2	Elect Director Ramon de Oliveira	For	For	Management
3	Elect Director Trevor Fetter	For	For	Management
4	Elect Director Edward J. Kelly, III	For	For	Management
5	Elect Director Paul G. Kirk, Jr.	For	For	Management
6	Elect Director Thomas M. Marra	For	For	Management
7	Elect Director Gail J. McGovern	For	For	Management
8	Elect Director Michael G. Morris	For	For	Management
9	Elect Director Charles B. Strauss	For	For	Management
10	Elect Director H. Patrick Swygert	For	For	Management
11	Ratify Auditors	For	For	Management

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HEWLETT-PACKARD CO.

Ticker: HPQ Security ID: 428236103  
Meeting Date: MAR 19, 2008 Meeting Type: Annual  
Record Date: JAN 22, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lawrence T. Babbio, Jr.	For	For	Management
2	Elect Director Sari M. Baldauf	For	For	Management
3	Elect Director Richard A. Hackborn	For	For	Management
4	Elect Director John H. Hammergren	For	For	Management
5	Elect Director Mark V. Hurd	For	For	Management
6	Elect Director Joel Z. Hyatt	For	For	Management
7	Elect Director John R. Joyce	For	For	Management
8	Elect Director Robert L. Ryan	For	For	Management
9	Elect Director Lucille S. Salhany	For	For	Management
10	Elect Director G. Kennedy Thompson	For	For	Management
11	Ratify Auditors	For	For	Management

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HONEYWELL INTERNATIONAL, INC.

Ticker: HON Security ID: 438516106  
 Meeting Date: APR 28, 2008 Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Gordon M. Bethune	For	For	Management
2	Elect Director Jaime Chico Pardo	For	For	Management
3	Elect Director David M. Cote	For	For	Management
4	Elect Director D. Scott Davis	For	For	Management
5	Elect Director Linnet F. Deily	For	For	Management
6	Elect Director Clive R. Hollick	For	For	Management
7	Elect Director Bradley T. Sheares	For	For	Management
8	Elect Director Eric K. Shinseki	For	For	Management
9	Elect Director John R. Stafford	For	For	Management
10	Elect Director Michael W. Wright	For	For	Management
11	Ratify Auditors	For	For	Management
12	Provide the Right to Call Special Meeting	For	For	Management
13	Pay For Superior Performance	Against	For	Shareholder

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INTEL CORP.

Ticker: INTC Security ID: 458140100  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Craig R. Barrett	For	For	Management
2	Elect Director Charlene Barshefsky	For	For	Management
3	Elect Director Carol A. Bartz	For	For	Management
4	Elect Director Susan L. Decker	For	For	Management
5	Elect Director Reed E. Hundt	For	For	Management
6	Elect Director Paul S. Otellini	For	For	Management
7	Elect Director James D. Plummer	For	For	Management
8	Elect Director David S. Pottruck	For	For	Management
9	Elect Director Jane E. Shaw	For	For	Management
10	Elect Director John L. Thornton	For	For	Management
11	Elect Director David B. Yoffie	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Bylaws to Establish a Board Committee on Sustainability	Against	Against	Shareholder

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INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 29, 2008 Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Black	For	For	Management
1.2	Elect Director W.R. Brody	For	For	Management
1.3	Elect Director K.I. Chenault	For	For	Management
1.4	Elect Director M.L. Eskew	For	For	Management
1.5	Elect Director S.A. Jackson	For	For	Management
1.6	Elect Director L.A. Noto	For	For	Management
1.7	Elect Director J.W. Owens	For	For	Management
1.8	Elect Director S.J. Palmisano	For	For	Management
1.9	Elect Director J.E. Spero	For	For	Management
1.10	Elect Director S. Taurel	For	For	Management
1.11	Elect Director L.H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
4	Review Executive Compensation	Against	For	Shareholder
5	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
6	Amend Bylaw -- Call Special Meetings	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Michael M.E. Johns	For	Withhold	Management
1.4	Elect Director Arnold G. Langbo	For	Withhold	Management
1.5	Elect Director Susan L. Lindquist	For	For	Management
1.6	Elect Director Leo F. Mullin	For	For	Management
1.7	Elect Director William D. Perez	For	Withhold	Management
1.8	Elect Director Christine A. Poon	For	For	Management
1.9	Elect Director Charles Prince	For	Withhold	Management
1.10	Elect Director Steven S. Reinemund	For	For	Management
1.11	Elect Director David Satcher	For	For	Management
1.12	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

JPMORGAN CHASE & CO.



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Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 20, 2008 Meeting Type: Annual  
 Record Date: MAR 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Crandall C. Bowles	For	For	Management
2	Elect Director Stephen B. Burke	For	For	Management
3	Elect Director David M. Cote	For	For	Management
4	Elect Director James S. Crown	For	For	Management
5	Elect Director James Dimon	For	For	Management
6	Elect Director Ellen V. Futter	For	For	Management
7	Elect Director William H. Gray, III	For	For	Management
8	Elect Director Laban P. Jackson, Jr.	For	For	Management
9	Elect Director Robert I. Lipp	For	For	Management
10	Elect Director David C. Novak	For	For	Management
11	Elect Director Lee R. Raymond	For	For	Management
12	Elect Director William C. Weldon	For	For	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management
15	Amend Executive Incentive Bonus Plan	For	For	Management
16	Report on Government Service of Employees	Against	Against	Shareholder
17	Report on Political Contributions	Against	Against	Shareholder
18	Require Independent Board Chairman	Against	Against	Shareholder
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder
20	Require More Director Nominations Than Open Seats	Against	Against	Shareholder
21	Report on Human Rights Investment Policies	Against	Against	Shareholder
22	Report on Lobbying Activities	Against	Against	Shareholder

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### KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103  
 Meeting Date: APR 17, 2008 Meeting Type: Annual  
 Record Date: FEB 18, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John R. Alm	For	For	Management
2	Elect Director John F. Bergstrom	For	For	Management
3	Elect Director Robert W. Decherd	For	For	Management
4	Elect Director Ian C. Read	For	For	Management
5	Elect Director G. Craig Sullivan	For	For	Management
6	Ratify Auditors	For	For	Management
7	Eliminate Supermajority Vote Requirement	For	For	Management
8	Require Director Nominee Qualifications	Against	Against	Shareholder
9	Adopt ILO Based Code of Conduct	Against	Against	Shareholder
10	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
11	Provide for Cumulative Voting	Against	For	Shareholder
12	Amend Bylaws to Establish a Board Committee on Sustainability	Against	Against	Shareholder

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### KRAFT FOODS INC

Ticker: KFT Security ID: 50075N104

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Meeting Date: MAY 13, 2008 Meeting Type: Annual

Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ajay Banga	For	For	Management
1.2	Elect Director Jan Bennink	For	For	Management
1.3	Elect Director Myra M. Hart	For	For	Management
1.4	Elect Director Lois D. Juliber	For	For	Management
1.5	Elect Director Mark D. Ketchum	For	For	Management
1.6	Elect Director Richard A. Lerner	For	For	Management
1.7	Elect Director John C. Pope	For	For	Management
1.8	Elect Director Fredric G. Reynolds	For	For	Management
1.9	Elect Director Irene B. Rosenfeld	For	For	Management
1.10	Elect Director Mary L. Schapiro	For	For	Management
1.11	Elect Director Deborah C. Wright	For	For	Management
1.12	Elect Director Frank G. Zarb	For	For	Management
2	Ratify Auditors	For	For	Management

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LOCKHEED MARTIN CORP.

Ticker: LMT Security ID: 539830109

Meeting Date: APR 24, 2008 Meeting Type: Annual

Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director E. C. "Pete" Aldrige, Jr.	For	For	Management
1.2	Elect Director Nolan D. Archibald	For	Withhold	Management
1.3	Elect Director David B. Burritt	For	For	Management
1.4	Elect Director James O. Ellis, Jr.	For	For	Management
1.5	Elect Director Gwendolyn S. King	For	For	Management
1.6	Elect Director James M. Loy	For	For	Management
1.7	Elect Director Douglas H. McCorkindale	For	For	Management
1.8	Elect Director Joseph W. Ralston	For	For	Management
1.9	Elect Director Frank Savage	For	For	Management
1.10	Elect Director James Schneider	For	For	Management
1.11	Elect Director Anne Stevens	For	For	Management
1.12	Elect Director Robert J. Stevens	For	For	Management
1.13	Elect Director James R. Ukropina	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Simple Majority Voting	For	For	Management
4	Amend Articles/Bylaws/Charter-Non-Routine	For	For	Management
5	Amend Omnibus Stock Plan	For	Against	Management
6	Approve Non-Employee Director Stock Option Plan	For	For	Management
7	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
8	Report on Nuclear Weapons	Against	Against	Shareholder
9	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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LSI CORP

Ticker: LSI Security ID: 502161102

Meeting Date: MAY 14, 2008 Meeting Type: Annual

Record Date: MAR 17, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Timothy Y. Chen	For	For	Management
2	Elect Director Charles A. Haggerty	For	For	Management
3	Elect Director Richard S. Hill	For	For	Management
4	Elect Director Michael J. Mancuso	For	For	Management
5	Elect Director John H.F. Miner	For	For	Management
6	Elect Director Arun Netravali	For	For	Management
7	Elect Director Matthew J. O'Rourke	For	For	Management
8	Elect Director Gregorio Reyes	For	For	Management
9	Elect Director Abhijit Y. Talwalkar	For	For	Management
10	Ratify Auditors	For	For	Management
11	Amend Omnibus Stock Plan	For	For	Management
12	Amend Qualified Employee Stock Purchase Plan	For	For	Management

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METLIFE, INC

Ticker: MET Security ID: 59156R108  
 Meeting Date: APR 22, 2008 Meeting Type: Annual  
 Record Date: FEB 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Sylvia Mathews Burwell	For	For	Management
1.2	Elect Director Eduardo Castro-Wright	For	For	Management
1.3	Elect Director Cheryl W. Grise	For	For	Management
1.4	Elect Director William C. Steere, Jr.	For	For	Management
1.5	Elect Director Lulu C. Wang	For	For	Management
2	Ratify Auditors	For	For	Management

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MICRON TECHNOLOGY, INC.

Ticker: MU Security ID: 595112103  
 Meeting Date: DEC 4, 2007 Meeting Type: Annual  
 Record Date: OCT 10, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Steven R. Appleton	For	For	Management
1.2	Elect Director Teruaki Aoki	For	For	Management
1.3	Elect Director James W. Bagley	For	For	Management
1.4	Elect Director Robert L. Bailey	For	For	Management
1.5	Elect Director Mercedes Johnson	For	For	Management
1.6	Elect Director Lawrence N. Mondry	For	For	Management
1.7	Elect Director Robert E. Switz	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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MORGAN STANLEY

Ticker: MS Security ID: 617446448  
 Meeting Date: APR 8, 2008 Meeting Type: Annual  
 Record Date: FEB 8, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1	Elect Director Roy J. Bostock	For	For	Management
2	Elect Director Erskine B. Bowles	For	For	Management
3	Elect Director Howard J. Davies	For	For	Management
4	Elect Director C. Robert Kidder	For	For	Management
5	Elect Director John J. Mack	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Charles H. Noski	For	For	Management
8	Elect Director Hutham S. Olayan	For	For	Management
9	Elect Director Charles E. Phillips, Jr.	For	For	Management
10	Elect Director Griffith Sexton	For	For	Management
11	Elect Director Laura D. Tyson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Eliminate Supermajority Vote Requirement	For	For	Management
14	Approve Report of the Compensation Committee	Against	For	Shareholder
15	Report on Human Rights Investment Policies	Against	Against	Shareholder

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NORTHROP GRUMMAN CORP.

Ticker: NOC Security ID: 666807102  
 Meeting Date: MAY 21, 2008 Meeting Type: Annual  
 Record Date: MAR 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lewis W. Coleman	For	For	Management
2	Elect Director Thomas B. Fargo	For	For	Management
3	Elect Director Victor H. Fazio	For	For	Management
4	Elect Director Donald E. Felsinger	For	For	Management
5	Elect Director Stephen E. Frank	For	For	Management
6	Elect Director Phillip Frost	For	Against	Management
7	Elect Director Charles R. Larson	For	For	Management
8	Elect Director Richard B. Myers	For	For	Management
9	Elect Director Aulana L. Peters	For	For	Management
10	Elect Director Kevin W. Sharer	For	For	Management
11	Elect Director Ronald D. Sugar	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Omnibus Stock Plan	For	For	Management
14	Report on Foreign Military Sales	Against	Against	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
16	Adopt Anti Gross-up Policy	Against	For	Shareholder

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PEABODY ENERGY CORP.

Ticker: BTU Security ID: 704549104  
 Meeting Date: MAY 8, 2008 Meeting Type: Annual  
 Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Sandra Van Trease	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

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PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: FEB 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Dennis A. Ausiello	For	For	Management
2	Elect Director Michael S. Brown	For	For	Management
3	Elect Director M. Anthony Burns	For	For	Management
4	Elect Director Robert N. Burt	For	For	Management
5	Elect Director W. Don Cornwell	For	For	Management
6	Elect Director William H. Gray, III	For	For	Management
7	Elect Director Constance J. Horner	For	For	Management
8	Elect Director William R. Howell	For	For	Management
9	Elect Director James M. Kilts	For	For	Management
10	Elect Director Jeffrey B. Kindler	For	For	Management
11	Elect Director George A. Lorch	For	For	Management
12	Elect Director Dana G. Mead	For	For	Management
13	Elect Director Suzanne Nora Johnson	For	For	Management
14	Elect Director William C. Steere, Jr.	For	For	Management
15	Ratify Auditors	For	For	Management
16	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
17	Require Independent Board Chairman	Against	Against	Shareholder

PRUDENTIAL FINANCIAL INC

Ticker: PRU Security ID: 744320102  
 Meeting Date: MAY 13, 2008 Meeting Type: Annual  
 Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frederic K. Becker	For	For	Management
1.2	Elect Director Gordon M. Bethune	For	For	Management
1.3	Elect Director Gaston Caperton	For	For	Management
1.4	Elect Director Gilbert F. Casellas	For	For	Management
1.5	Elect Director James G. Cullen	For	For	Management
1.6	Elect Director William H. Gray, III	For	For	Management
1.7	Elect Director Mark B. Grier	For	For	Management
1.8	Elect Director Jon F. Hanson	For	For	Management
1.9	Elect Director Constance J. Horner	For	For	Management
1.10	Elect Director Karl J. Krapek	For	For	Management
1.11	Elect Director Christine A. Poon	For	For	Management
1.12	Elect Director John R. Strangfield	For	For	Management
1.13	Elect Director James A. Unruh	For	For	Management
2	Ratify Auditors	For	For	Management

QWEST COMMUNICATIONS INTERNATIONAL INC.

Ticker: Q Security ID: 749121109  
 Meeting Date: MAY 22, 2008 Meeting Type: Annual  
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1	Elect Director Edward A. Mueller	For	For	Management
2	Elect Director Linda G. Alvarado	For	For	Management
3	Elect Director Charles L. Biggs	For	For	Management
4	Elect Director K. Dane Brooksher	For	For	Management
5	Elect Director Peter S. Hellman	For	For	Management
6	Elect Director R. David Hoover	For	For	Management
7	Elect Director Patrick J. Martin	For	For	Management
8	Elect Director Caroline Matthews	For	For	Management
9	Elect Director Wayne W. Murdy	For	For	Management
10	Elect Director Jan L. Murley	For	For	Management
11	Elect Director Frank P. Popoff	For	For	Management
12	Elect Director James A. Unruh	For	For	Management
13	Elect Director Anthony Welters	For	For	Management
14	Ratify Auditors	For	For	Management
15	Submit Severance Agreement (Change in Control) to shareholder Vote	Against	Against	Shareholder
16	Require Independent Board Chairman	Against	Against	Shareholder

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RAYTHEON CO.

Ticker: RTN Security ID: 755111507  
 Meeting Date: MAY 29, 2008 Meeting Type: Annual  
 Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Barbara M. Barrett	For	For	Management
2	Elect Director Vernon E. Clark	For	For	Management
3	Elect Director John M. Deutch	For	For	Management
4	Elect Director Frederic M. Poses	For	For	Management
5	Elect Director Michael C. Ruettggers	For	For	Management
6	Elect Director Ronald L. Skates	For	For	Management
7	Elect Director William R. Spivey	For	For	Management
8	Elect Director Linda G. Stuntz	For	For	Management
9	Elect Director William H. Swanson	For	For	Management
10	Ratify Auditors	For	For	Management
11	Establish SERP Policy	Against	Against	Shareholder
12	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

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SCHERING-PLOUGH CORP.

Ticker: SGP Security ID: 806605101  
 Meeting Date: MAY 16, 2008 Meeting Type: Annual  
 Record Date: MAR 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Hans W. Becherer	For	For	Management
1.2	Elect Director Thomas J. Colligan	For	For	Management
1.3	Elect Director Fred Hassan	For	For	Management
1.4	Elect Director C. Robert Kidder	For	For	Management
1.5	Elect Director Eugene R. McGrath	For	For	Management
1.6	Elect Director Carl E. Mundy, Jr.	For	For	Management
1.7	Elect Director Antonio M. Perez	For	For	Management
1.8	Elect Director Patricia F. Russo	For	For	Management
1.9	Elect Director Jack L. Stahl	For	For	Management
1.10	Elect Director Craig B. Thompson	For	For	Management

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1.11	Elect Director Kathryn C. Turner	For	For	Management
1.12	Elect Director Robert F.W. van Oordt	For	For	Management
1.13	Elect Director Arthur F. Weinbach	For	For	Management
2	Ratify Auditors	For	For	Management

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SONY CORP.

Ticker: 6758 Security ID: 835699307  
 Meeting Date: JUN 20, 2008 Meeting Type: Annual  
 Record Date: MAR 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR HOWARD STRINGER	For	For	Management
1.2	ELECT DIRECTOR RYOJI CHUBACHI	For	For	Management
1.3	ELECT DIRECTOR KATSUMI IHARA	For	For	Management
1.4	ELECT DIRECTOR YOTARO KOBAYASHI	For	For	Management
1.5	ELECT DIRECTOR SAKIE T. FUKUSHIMA	For	For	Management
1.6	ELECT DIRECTOR YOSHIHIKO MIYAUCHI	For	For	Management
1.7	ELECT DIRECTOR YOSHIAKI YAMAUCHI	For	For	Management
1.8	ELECT DIRECTOR PETER BONFIELD	For	For	Management
1.9	ELECT DIRECTOR FUEO SUMITA	For	For	Management
1.10	ELECT DIRECTOR FUJIO CHO	For	For	Management
1.11	ELECT DIRECTOR RYUJI YASUDA	For	For	Management
1.12	ELECT DIRECTOR YUKAKO UCHINAGA	For	For	Management
1.13	ELECT DIRECTOR MITSUAKI YAHAGI	For	For	Management
1.14	ELECT DIRECTOR TSUN-YAN HSIEH	For	For	Management
1.15	ELECT DIRECTOR ROLAND A. HERNANDEZ	For	For	Management
2	TO ISSUE STOCK ACQUISITION RIGHTS FOR THE PURPOSE OF GRANTING STOCK OPTIONS.	For	For	Management
3	TO AMEND THE ARTICLES OF INCORPORATION WITH RESPECT TO DISCLOSURE TO SHAREHOLDERS REGARDING REMUNERATION PAID TO EACH DIRECTOR.	Against	For	Shareholder

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SOUTHERN COMPANY

Ticker: SO Security ID: 842587107  
 Meeting Date: MAY 28, 2008 Meeting Type: Annual  
 Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Juanita Powell Baranco	For	For	Management
1.2	Elect Director Dorrit J. Bern	For	For	Management
1.3	Elect Director Francis S. Blake	For	For	Management
1.4	Elect Director Jon A. Boscia	For	For	Management
1.5	Elect Director Thomas F. Chapman	For	For	Management
1.6	Elect Director H. William Habermeyer, Jr.	For	For	Management
1.7	Elect Director Warren A. Hood, Jr.	For	For	Management
1.8	Elect Director Donald M. James	For	For	Management
1.9	Elect Director J. Neal Purcell	For	For	Management
1.10	Elect Director David M. Ratcliffe	For	For	Management
1.11	Elect Director William G. Smith, Jr.	For	For	Management
1.12	Elect Director Gerald J. St. Pe	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Majority Voting and Eliminate Cumulative Voting for Uncontested	For	For	Management

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	Election of Directors			
4	Eliminate Cumulative Voting	For	For	Management
5	Adopt Quantitative GHG Goals From Operations	Against	Against	Shareholder

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SUN MICROSYSTEMS, INC.

Ticker:            JAVA                    Security ID: 866810104  
 Meeting Date: NOV 8, 2007        Meeting Type: Annual  
 Record Date: SEP 10, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Scott G. Mcnealy	For	For	Management
1.2	Elect Director James L. Barksdale	For	For	Management
1.3	Elect Director Stephen M. Bennett	For	For	Management
1.4	Elect Director Peter L.S. Currie	For	For	Management
1.5	Elect Director Robert J. Finocchio, Jr	For	For	Management
1.6	Elect Director Michael E. Marks	For	For	Management
1.7	Elect Director Patricia E. Mitchell	For	For	Management
1.8	Elect Director M. Kenneth Oshman	For	For	Management
1.9	Elect Director P. Anthony Ridder	For	For	Management
1.10	Elect Director Jonathan I. Schwartz	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Reverse Stock Split	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder
6	Adopt Simple Majority Vote	Against	For	Shareholder

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TIME WARNER INC

Ticker:            TWX                    Security ID: 887317105  
 Meeting Date: MAY 16, 2008        Meeting Type: Annual  
 Record Date: MAR 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James L. Barksdale	For	For	Management
2	Elect Director Jeffrey L. Bewkes	For	For	Management
3	Elect Director Stephen F. Bollenbach	For	For	Management
4	Elect Director Frank J. Caufield	For	For	Management
5	Elect Director Robert C. Clark	For	For	Management
6	Elect Director Mathias Dopfner	For	For	Management
7	Elect Director Jessica P. Einhorn	For	For	Management
8	Elect Director Reuben Mark	For	For	Management
9	Elect Director Michael A. Miles	For	For	Management
10	Elect Director Kenneth J. Novack	For	For	Management
11	Elect Director Richard D. Parsons	For	For	Management
12	Elect Director Deborah C. Wright	For	For	Management
13	Eliminate Supermajority Vote Requirement	For	For	Management
14	Amend Executive Incentive Bonus Plan	For	For	Management
15	Ratify Auditors	For	For	Management
16	Require Independent Board Chairman	Against	Against	Shareholder

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TRANSOCEAN INC.

Ticker: RIG Security ID: G90073100  
 Meeting Date: MAY 16, 2008 Meeting Type: Annual  
 Record Date: MAR 19, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECTION OF DIRECTOR: JON A. MARSHALL	For	For	Management
2	ELECTION OF DIRECTOR: MARTIN B. MCNAMARA	For	For	Management
3	ELECTION OF DIRECTOR: ROBERT E. ROSE	For	For	Management
4	ELECTION OF DIRECTOR: IAN C. STRACHAN	For	For	Management
5	APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	For	For	Management

TRAVELERS COMPANIES, INC., THE

Ticker: TRV Security ID: 89417E109  
 Meeting Date: MAY 6, 2008 Meeting Type: Annual  
 Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan L. Beller	For	For	Management
1.2	Elect Director John H. Dasburg	For	For	Management
1.3	Elect Director Janet M. Dolan	For	For	Management
1.4	Elect Director Kenneth M. Duberstein	For	For	Management
1.5	Elect Director Jay S. Fishman	For	For	Management
1.6	Elect Director Lawrence G. Graev	For	For	Management
1.7	Elect Director Patricia L. Higgins	For	For	Management
1.8	Elect Director Thomas R. Hodgson	For	For	Management
1.9	Elect Director Cleve L. Killingsworth, Jr.	For	For	Management
1.10	Elect Director Robert I. Lipp	For	For	Management
1.11	Elect Director Blythe J. McGarvie	For	For	Management
1.12	Elect Director Glen D. Nelson, M.D.	For	For	Management
1.13	Elect Director Laurie J. Thomsen	For	For	Management
2	Ratify Auditors	For	For	Management

TYCO INTERNATIONAL LTD.

Ticker: TYC Security ID: G9143X208  
 Meeting Date: MAR 13, 2008 Meeting Type: Annual  
 Record Date: JAN 2, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis C. Blair	For	For	Management
1.2	Elect Director Edward D. Breen	For	For	Management
1.3	Elect Director Brian Duperreault	For	For	Management
1.4	Elect Director Bruce S. Gordon	For	For	Management
1.5	Elect Director Rajiv L. Gupta	For	For	Management
1.6	Elect Director John A. Krol	For	For	Management
1.7	Elect Director Brendan R. O'Neill	For	For	Management
1.8	Elect Director William S. Stavropoulos	For	For	Management
1.9	Elect Director Sandra S. Wijnberg	For	For	Management
1.10	Elect Director Jerome B. York	For	For	Management

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1.11	Elect Director Timothy M. Donahue	For	For	Management
2	Ratify Auditors	For	For	Management
3	AMENDMENTS TO THE COMPANY S BYE-LAWS	For	For	Management

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UNILEVER N.V.

Ticker: UN Security ID: 904784709  
 Meeting Date: MAY 15, 2008 Meeting Type: Annual  
 Record Date: MAR 20, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO ADOPT THE ANNUAL ACCOUNTS AND APPROPRIATION OF THE PROFIT FOR THE 2007 FINANCIAL YEAR.	For	Did Not Vote	Management
2	TO DISCHARGE THE EXECUTIVE DIRECTORS IN OFFICE IN THE 2007 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK.	For	Did Not Vote	Management
3	TO DISCHARGE THE NON-EXECUTIVE DIRECTORS IN OFFICE IN THE 2007 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK.	For	Did Not Vote	Management
4	TO RE-APPOINT MR P J CESCAU AS AN EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
5	TO APPOINT MR J A LAWRENCE AS AN EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
6	TO INCREASE GSIP AWARD AND BONUS LIMITS FOR MR J A LAWRENCE.	For	Did Not Vote	Management
7	TO RE-APPOINT PROFESSOR G BERGER AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
8	TO RE-APPOINT THE RT HON THE LORD BRITTAN OF SPENNITHORNE QC, DL AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
9	TO RE-APPOINT PROFESSOR W DIK AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
10	TO RE-APPOINT MR C E GOLDEN AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
11	TO RE-APPOINT DR B E GROTE AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
12	TO RE-APPOINT MR N MURTHY AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
13	TO RE-APPOINT MS H NYASULU AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
14	TO RE-APPOINT THE LORD SIMON OF HIGHBURY CBE AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
15	TO RE-APPOINT MR K J STORM AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
16	TO RE-APPOINT MR M TRESCHOW AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
17	TO RE-APPOINT MR J VAN DER VEER AS A NON-EXECUTIVE DIRECTOR.	For	Did Not Vote	Management
18	Ratify Auditors	For	Did Not Vote	Management
19	TO APPROVE THE PROPOSAL TO CHANGE THE REPORTING LANGUAGE.	For	Did Not Vote	Management
20	TO DESIGNATE THE BOARD OF DIRECTORS AS THE COMPANY BODY AUTHORISED TO ISSUE SHARES IN THE COMPANY.	For	Did Not Vote	Management
21	TO AUTHORISE THE BOARD OF DIRECTORS TO PURCHASE SHARES AND DEPOSITARY RECEIPTS IN THE COMPANY.	For	Did Not Vote	Management

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22      TO APPROVE THE PROPOSAL TO REDUCE THE      For      Did Not      Management  
          CAPITAL THROUGH CANCELLATION OF SHARES.      Vote

### VERIZON COMMUNICATIONS

Ticker:            VZ                            Security ID: 92343V104  
 Meeting Date: MAY 1, 2008      Meeting Type: Annual  
 Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director M. Frances Keeth	For	For	Management
3	Elect Director Robert W. Lane	For	For	Management
4	Elect Director Sandra O. Moose	For	For	Management
5	Elect Director Joseph Neubauer	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Thomas H. O'Brien	For	For	Management
8	Elect Director Clarence Otis, Jr.	For	For	Management
9	Elect Director Hugh B. Price	For	For	Management
10	Elect Director Ivan G. Seidenberg	For	For	Management
11	Elect Director John W. Snow	For	For	Management
12	Elect Director John R. Stafford	For	For	Management
13	Ratify Auditors	For	For	Management
14	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
15	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	Against	Shareholder
16	Require Independent Board Chairman	Against	Against	Shareholder

### WALT DISNEY COMPANY, THE

Ticker:            DIS                            Security ID: 254687106  
 Meeting Date: MAR 6, 2008      Meeting Type: Annual  
 Record Date: JAN 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Susan E. Arnold	For	For	Management
2	Elect Director John E. Bryson	For	For	Management
3	Elect Director John S. Chen	For	For	Management
4	Elect Director Judith L. Estrin	For	For	Management
5	Elect Director Robert A. Iger	For	For	Management
6	Elect Director Steven P. Jobs	For	For	Management
7	Elect Director Fred H. Langhammer	For	For	Management
8	Elect Director Aylwin B. Lewis	For	For	Management
9	Elect Director Monica C. Lozano	For	For	Management
10	Elect Director Robert W. Matschullat	For	For	Management
11	Elect Director John E. Pepper, Jr.	For	For	Management
12	Elect Director Orin C. Smith	For	For	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management
15	Amend Executive Incentive Bonus Plan	For	For	Management

### WELLS FARGO AND COMPANY

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Ticker: WFC Security ID: 949746101  
 Meeting Date: APR 29, 2008 Meeting Type: Annual  
 Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John S. Chen	For	For	Management
2	Elect Director Lloyd H. Dean	For	For	Management
3	Elect Director Susan E. Engel	For	For	Management
4	Elect Director Enrique Hernandez, Jr.	For	For	Management
5	Elect Director Robert L. Joss	For	For	Management
6	Elect Director Richard M. Kovacevich	For	For	Management
7	Elect Director Richard D. McCormick	For	For	Management
8	Elect Director Cynthia H. Milligan	For	For	Management
9	Elect Director Nicholas G. Moore	For	For	Management
10	Elect Director Philip J. Quigley	For	For	Management
11	Elect Director Donald B. Rice	For	For	Management
12	Elect Director Judith M. Runstad	For	For	Management
13	Elect Director Stephen W. Sanger	For	For	Management
14	Elect Director John G. Stumpf	For	For	Management
15	Elect Director Susan G. Swenson	For	For	Management
16	Elect Director Michael W. Wright	For	For	Management
17	Ratify Auditors	For	For	Management
18	Amend Executive Incentive Bonus Plan	For	For	Management
19	Amend Omnibus Stock Plan	For	For	Management
20	Require Independent Board Chairman	Against	Against	Shareholder
21	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
22	Pay For Superior Performance	Against	Against	Shareholder
23	Report on Human Rights Investment Policies	Against	Against	Shareholder
24	Adopt EEO Policy Without Reference to Sexual Orientation	Against	Against	Shareholder
25	Report on Racial and Ethnic Disparities in Loan Pricing	Against	Against	Shareholder

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 WYETH

Ticker: WYE Security ID: 983024100  
 Meeting Date: APR 24, 2008 Meeting Type: Annual  
 Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert M. Amen	For	For	Management
2	Elect Director Michael J. Critelli	For	For	Management
3	Elect Director Robert Essner	For	For	Management
4	Elect Director John D. Feerick	For	For	Management
5	Elect Director Frances D. Fergusson	For	For	Management
6	Elect Director Victor F. Ganzi	For	For	Management
7	Elect Director Robert Langer	For	For	Management
8	Elect Director John P. Mascotte	For	For	Management
9	Elect Director Raymond J. McGuire	For	For	Management
10	Elect Director Mary Lake Polan	For	For	Management
11	Elect Director Bernard Poussot	For	For	Management
12	Elect Director Gary L. Rogers	For	For	Management
13	Elect Director John R. Torell III	For	For	Management
14	Ratify Auditors	For	For	Management
15	Amend Omnibus Stock Plan	For	For	Management
16	Amend Non-Employee Director Restricted Stock Plan	For	For	Management

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17	Report on Political Contributions	Against	For	Shareholder
18	Claw-back of Payments under Restatements	Against	Against	Shareholder

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XEROX CORP.

Ticker:            XRX                    Security ID: 984121103  
 Meeting Date: MAY 22, 2008    Meeting Type: Annual  
 Record Date:  MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Glenn A. Britt	For	For	Management
1.2	Elect Director Ursula M. Burns	For	For	Management
1.3	Elect Director Richard J. Harrington	For	For	Management
1.4	Elect Director William Curt Hunter	For	For	Management
1.5	Elect Director Vernon E. Jordan, Jr.	For	For	Management
1.6	Elect Director Robert A. McDonald	For	For	Management
1.7	Elect Director Anne M. Mulcahy	For	For	Management
1.8	Elect Director N. J. Nicholas, Jr.	For	For	Management
1.9	Elect Director Ann N. Reese	For	For	Management
1.10	Elect Director Mary Agnes Wilderotter	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
4	Report on Vendor Human Rights Standards	Against	Against	Shareholder

===== END NPX REPORT