

TCW STRATEGIC INCOME FUND INC
Form N-PX
August 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-04980

TCW Strategic Income Fund, Inc.

(Exact name of registrant as specified in charter)

865 South Figueroa Street, Los Angeles, CA 90017

(Address of principal executive offices)

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Michael E. Cahill, Assistant Secretary, 865 South Figueroa Street, Los Angeles, CA 90017

(Name and address of agent for service)

Registrant's telephone number, including area code: (213) 244-0000

Date of Fiscal year-end: **12/31/2012**

Date of reporting period: **7/1/2011 - 6/30/2012**

Item 1. Proxy Voting Record

Activision Blizzard, Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| ATVI | CUSIP 00507V109 | 06/07/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Philippe Capron | Mgmt | For | For | For |
| 2 | Elect Robert Corti | Mgmt | For | For | For |
| 3 | Elect Frederic Crepin | Mgmt | For | For | For |
| 4 | Elect Lucian Grainge | Mgmt | For | For | For |
| 5 | Elect Brian Kelly | Mgmt | For | For | For |
| 6 | Elect Robert Kotick | Mgmt | For | For | For |
| 7 | Elect Jean-Bernard Levy | Mgmt | For | For | For |
| 8 | Elect Robert Morgado | Mgmt | For | For | For |
| 9 | Elect Stephane Roussel | Mgmt | For | For | For |
| 10 | Elect Richard Sarnoff | Mgmt | For | For | For |
| 11 | Elect Regis Turrini | Mgmt | For | For | For |
| 12 | Amendment to the 2008 Incentive Plan | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Ratification of Auditor | Mgmt | For | For | For |

Alcoa Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| AA | CUSIP 013817101 | 05/04/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect Kathryn Fuller | Mgmt | For | For | For |
| 2 | Elect Judith Gueron | Mgmt | For | For | For |
| 3 | Elect Patricia Russo | Mgmt | For | For | For |
| 4 | Elect Ernesto Zedillo | Mgmt | For | For | For |
| 5 | Ratification of Auditor | Mgmt | For | For | For |
| 6 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 7 | Elimination of Supermajority Requirement Relating to Fair Price Protection | Mgmt | For | For | For |

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|----|---|------|-----|-----|-----|
| 8 | Elimination of Supermajority Requirement Relating to Director Elections | Mgmt | For | For | For |
| 9 | Elimination of Supermajority Requirement Relating to Removal of Directors | Mgmt | For | For | For |
| 10 | Repeal of Classified Board | Mgmt | For | For | For |
| 11 | Permit Written Consent | Mgmt | For | For | For |

American Electric Power Company, Inc.

Ticker Security ID: Meeting Date Meeting Status
AEP CUSIP 025537101 04/24/2012 Voted

Meeting Type Country of Trade
Annual United States

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Nicholas Atkins | Mgmt | For | For | For |
| 2 | Elect David Anderson | Mgmt | For | For | For |
| 3 | Elect James Cordes | Mgmt | For | For | For |
| 4 | Elect Ralph Crosby, Jr. | Mgmt | For | For | For |
| 5 | Elect Linda Goodspeed | Mgmt | For | For | For |
| 6 | Elect Thomas Hoaglin | Mgmt | For | For | For |
| 7 | Elect Michael Morris | Mgmt | For | For | For |
| 8 | Elect Richard Notebaert | Mgmt | For | For | For |
| 9 | Elect Lionel Nowell III | Mgmt | For | For | For |
| 10 | Elect Richard Sandor | Mgmt | For | For | For |
| 11 | Elect Sara Tucker | Mgmt | For | For | For |
| 12 | Elect John Turner | Mgmt | For | For | For |
| 13 | Senior Officer Incentive Plan | Mgmt | For | For | For |
| 14 | Ratification of Auditor | Mgmt | For | For | For |
| 15 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |

American Express Company

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| AXP | CUSIP 025816109 | 04/30/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1.1 | Elect Charlene Barshefsky | Mgmt | For | For | For |
| 1.2 | Elect Ursula Burns | Mgmt | For | For | For |
| 1.3 | Elect Kenneth Chenault | Mgmt | For | For | For |
| 1.4 | Elect Peter Chernin | Mgmt | For | For | For |
| 1.5 | Elect Theodore Leonis | Mgmt | For | For | For |
| 1.6 | Elect Jan Leschly | Mgmt | For | For | For |
| 1.7 | Elect Richard Levin | Mgmt | For | For | For |
| 1.8 | Elect Richard McGinn | Mgmt | For | For | For |
| 1.9 | Elect Edward Miller | Mgmt | For | For | For |
| 1.10 | Elect Steven Reinemund | Mgmt | For | For | For |
| 1.11 | Elect Robert Walter | Mgmt | For | For | For |
| 1.12 | Elect Ronald Williams | Mgmt | For | For | For |
| 2 | Ratification of Auditor | Mgmt | For | For | For |
| 3 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 4 | Amendment to the 2007 Incentive Compensation Plan | Mgmt | For | For | For |
| 5 | Shareholder Proposal Regarding Cumulative Voting | ShrHoldr | Against | For | Against |
| 6 | Shareholder Proposal Regarding Independent Board Chair | ShrHoldr | Against | Against | For |

Ameriprise Financial, Inc.

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|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| AMP | CUSIP 03076C106 | 04/25/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Lon Greenberg | Mgmt | For | For | For |
| 2 | Elect Warren Knowlton | Mgmt | For | For | For |
| 3 | Elect Jeffrey Noddle | Mgmt | For | For | For |
| 4 | Elect Robert Sharpe, Jr. | Mgmt | For | For | For |
| 5 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 6 | Ratification of Auditor | Mgmt | For | For | For |

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Anadarko Petroleum Corporation

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|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| APC | CUSIP 032511107 | 05/15/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Kevin Chilton | Mgmt | For | For | For |
| 2 | Elect Luke Corbett | Mgmt | For | For | For |
| 3 | Elect Paulett Eberhart | Mgmt | For | For | For |
| 4 | Elect Peter Fluor | Mgmt | For | For | For |
| 5 | Elect Richard George | Mgmt | For | For | For |
| 6 | Elect Preston Geren, III | Mgmt | For | For | For |
| 7 | Elect Charles Goodyear | Mgmt | For | For | For |
| 8 | Elect John Gordon | Mgmt | For | For | For |
| 9 | Elect James Hackett | Mgmt | For | For | For |
| 10 | Elect Eric Mullins | Mgmt | For | For | For |
| 11 | Elect Paula Rosput Reynolds | Mgmt | For | For | For |
| 12 | Elect R. Walker | Mgmt | For | For | For |
| 13 | Ratification of Auditor | Mgmt | For | For | For |
| 14 | 2012 Omnibus Incentive Compensation Plan | Mgmt | For | For | For |
| 15 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 16 | Shareholder Proposal Regarding Independent Board Chairman/Separation of Chair and CEO | ShrHoldr | Against | Against | For |
| 17 | Shareholder Proposal Regarding Adopting Sexual Orientation Anti-Bias Policy | ShrHoldr | Against | Against | For |
| 18 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against | Against | For |
| 19 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For | Against |

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AT&T Inc.

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|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| T | CUSIP 00206R102 | 04/27/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Randall Stephenson | Mgmt | For | For | For |
| 2 | Elect Gilbert Amelio | Mgmt | For | For | For |
| 3 | Elect Reuben Anderson | Mgmt | For | For | For |
| 4 | Elect James Blanchard | Mgmt | For | For | For |
| 5 | Elect Jaime Chico Pardo | Mgmt | For | For | For |
| 6 | Elect James Kelly | Mgmt | For | For | For |
| 7 | Elect Jon Madonna | Mgmt | For | For | For |
| 8 | Elect John McCoy | Mgmt | For | For | For |
| 9 | Elect Joyce Roche | Mgmt | For | For | For |
| 10 | Elect Matthew Rose | Mgmt | For | For | For |
| 11 | Elect Laura Tyson | Mgmt | For | For | For |
| 12 | Ratification of Auditor | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Restoration of Written Consent | Mgmt | For | For | For |
| 15 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | Against | For |
| 16 | Shareholder Proposal Regarding Network Neutrality | ShrHoldr | Against | Against | For |
| 17 | Shareholder Proposal Regarding Independent Board Chairman/Separation of Chair and CEO | ShrHoldr | Against | For | Against |

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Avery Dennison Corporation

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|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| AVY | CUSIP 053611109 | 04/26/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect John Cardis | Mgmt | For | For | For |
| 2 | Elect David Pyott | Mgmt | For | For | For |
| 3 | Elect Dean Scarborough | Mgmt | For | For | For |
| 4 | Elect Julia Stewart | Mgmt | For | For | For |
| 5 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 6 | Amendment to the Stock Option and Incentive Plan | Mgmt | For | For | For |
| 7 | Ratification of Auditor | Mgmt | For | For | For |

Baker Hughes Incorporated

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|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| BHI | CUSIP 057224107 | 04/26/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1.1 | Elect Larry Brady | Mgmt | For | For | For |
| 1.2 | Elect Clarence Cazalot, Jr. | Mgmt | For | For | For |
| 1.3 | Elect Martin Craighead | Mgmt | For | For | For |
| 1.4 | Elect Chad Deaton | Mgmt | For | For | For |
| 1.5 | Elect Anthony Fernandes | Mgmt | For | For | For |
| 1.6 | Elect Claire Gargalli | Mgmt | For | For | For |
| 1.7 | Elect Pierre Jungels | Mgmt | For | For | For |
| 1.8 | Elect James Lash | Mgmt | For | For | For |
| 1.9 | Elect J. Larry Nichols | Mgmt | For | For | For |
| 1.10 | Elect H. John Riley, Jr. | Mgmt | For | For | For |
| 1.11 | Elect James Stewart | Mgmt | For | For | For |
| 1.12 | Elect Charles Watson | Mgmt | For | For | For |
| 2 | Ratification of Auditor | Mgmt | For | For | For |
| 3 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 4 | Shareholder Proposal Regarding Majority Vote for Election of Directors | ShrHoldr | Against | Against | For |

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CA, Inc.

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|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| CA | CUSIP 12673P105 | 08/03/2011 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Director Raymond J. Bromark | Mgmt | For | For | For |
| 2 | Elect Director Gary J. Fernandes | Mgmt | For | For | For |
| 3 | Elect Director Rohit Kapoor | Mgmt | For | For | For |
| 4 | Elect Director Kay Koplovitz | Mgmt | For | For | For |
| 5 | Elect Director Christopher B. Lofgren | Mgmt | For | For | For |
| 6 | Elect Director William E. McCracken | Mgmt | For | For | For |
| 7 | Elect Director Richard Sulpizio | Mgmt | For | For | For |
| 8 | Elect Director Laura S. Unger | Mgmt | For | For | For |
| 9 | Elect Director Arthur F. Weinbach | Mgmt | For | For | For |
| 10 | Elect Director Renato (Ron) Zambonini | Mgmt | For | For | For |
| 11 | Ratify Auditors | Mgmt | For | For | For |
| 12 | Advisory Vote to Ratify Named Executive Officers Compensation | Mgmt | For | For | For |
| 13 | Advisory Vote on Say on Pay Frequency | Mgmt | 1 Year | 1 Year | For |
| 14 | Approve Omnibus Stock Plan | Mgmt | For | For | For |
| 15 | Approve Qualified Employee Stock Purchase Plan | Mgmt | For | For | For |

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Campbell Soup Company

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|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| CPB | CUSIP 134429109 | 11/17/2011 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect Director Edmund M. Carpenter | Managem | For | For | For |
| 1.2 | Elect Director Paul R. Charron | Managem | For | For | For |
| 1.3 | Elect Director Bennett Dorrance | Managem | For | For | For |
| 1.4 | Elect Director Lawrence C. Karlson | Managem | For | For | For |
| 1.5 | Elect Director Randall W. Larrimore | Managem | For | For | For |
| 1.6 | Elect Director Mary Alice D. Malone | Managem | For | For | For |
| 1.7 | Elect Director Sara Mathew | Managem | For | For | For |
| 1.8 | Elect Director Denise M. Morrison | Managem | For | For | For |
| 1.9 | Elect Director William D. Perez | Managem | For | For | For |
| 1.10 | Elect Director Charles R. Perrin | Managem | For | For | For |
| 1.11 | Elect Director A. Barry Rand | Managem | For | For | For |
| 1.12 | Elect Director Nick Shreiber | Managem | For | For | For |
| 1.13 | Elect Director Tracey T. Travis | Managem | For | For | For |
| 1.14 | Elect Director Archbold D. van Beuren | Managem | For | For | For |
| 1.15 | Elect Director Les C. Vinney | Managem | For | For | For |
| 1.16 | Elect Director Charlotte C. Weber | Managem | For | For | For |
| 2 | Ratify Auditors | Managem | For | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers Compensation | Managem | For | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Managem | 1 Year | 1 Year | For |

Chevron Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| CVX | CUSIP 166764100 | 05/30/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Linnet Deily | Mgmt | For | For | For |
| 2 | Elect Robert Denham | Mgmt | For | For | For |
| 3 | Elect Chuck Hagel | Mgmt | For | For | For |
| 4 | Elect Enrique Hernandez, Jr. | Mgmt | For | For | For |
| 5 | Elect George Kirkland | Mgmt | For | For | For |
| 6 | Elect Charles Moorman, IV | Mgmt | For | For | For |
| 7 | Elect Kevin Sharer | Mgmt | For | For | For |
| 8 | Elect John Stumpf | Mgmt | For | For | For |
| 9 | Elect Ronald Sugar | Mgmt | For | For | For |
| 10 | Elect Carl Ware | Mgmt | For | For | For |
| 11 | Elect John Watson | Mgmt | For | For | For |
| 12 | Ratification of Auditor | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Shareholder Proposal Regarding Exclusive Forum Provisions | ShrHoldr | Against | Against | For |
| 15 | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | Against | For |
| 16 | Shareholder Proposal Regarding Lobbying Report | ShrHoldr | Against | For | Against |
| 17 | Shareholder Proposal Regarding Country Selection Guidelines | ShrHoldr | Against | For | Against |

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|----|---|----------|---------|---------|---------|
| 18 | Shareholder Proposal Regarding Hydraulic Fracturing | ShrHoldr | Against | Against | For |
| 19 | Shareholder Proposal Regarding Safety Report | ShrHoldr | Against | Against | For |
| 20 | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against | For | Against |
| 21 | Shareholder Proposal Regarding Environmental Expertise on Board | ShrHoldr | Against | Against | For |

Citigroup Inc.

Ticker C Security ID: CUSIP 172967424 Meeting Date 04/17/2012 Meeting Status Voted

Meeting Type Annual Country of Trade United States

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect Franz Humer | Mgmt | For | For | For |
| 2 | Elect Robert Joss | Mgmt | For | For | For |
| 3 | Elect Michael O Neill | Mgmt | For | For | For |
| 4 | Elect Vikram Pandit | Mgmt | For | For | For |
| 5 | Elect Lawrence Ricciardi | Mgmt | For | For | For |
| 6 | Elect Judith Rodin | Mgmt | For | For | For |
| 7 | Elect Robert Ryan | Mgmt | For | For | For |
| 8 | Elect Anthony Santomero | Mgmt | For | For | For |
| 9 | Elect Joan Spero | Mgmt | For | For | For |
| 10 | Elect Diana Taylor | Mgmt | For | For | For |
| 11 | Elect William Thompson, Jr. | Mgmt | For | For | For |
| 12 | Elect Ernesto Zedillo | Mgmt | For | For | For |
| 13 | Ratification of Auditor | Mgmt | For | For | For |
| 14 | Amendment to the 2009 Stock Incentive Plan | Mgmt | For | For | For |
| 15 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |

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|----|--|----------|---------|---------|---------|
| 16 | Shareholder Proposal Regarding Disclosure of Prior Government Service | ShrHoldr | Against | For | Against |
| 17 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For | Against |
| 18 | Shareholder Proposal Regarding Retention of Shares After Retirement | ShrHoldr | Against | Against | For |
| 19 | Shareholder Proposal Regarding Independent Review of Controls Related to Loans, Foreclosures and Securitizations | ShrHoldr | Against | Against | For |

Cliffs Natural Resources Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| CLF | CUSIP 18683K101 | 05/08/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Joseph Carrabba | Mgmt | For | For | For |
| 2 | Elect Susan Cunningham | Mgmt | For | For | For |
| 3 | Elect Barry Eldridge | Mgmt | For | For | For |
| 4 | Elect Andres Gluski | Mgmt | For | For | For |
| 5 | Elect Susan Green | Mgmt | For | For | For |
| 6 | Elect Janice Henry | Mgmt | For | For | For |
| 7 | Elect James Kirsch | Mgmt | For | For | For |
| 8 | Elect Francis McAllister | Mgmt | For | For | For |
| 9 | Elect Richard Riederer | Mgmt | For | For | For |
| 10 | Elect Richard Ross | Mgmt | For | For | For |
| 11 | Amendment to Regulations to allow the Board to Amend the Regulations without Shareholder Approval | Mgmt | For | Against | Against |
| 12 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |

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|----|--|------|-----|-----|-----|
| 13 | 2012 Incentive Equity Plan | Mgmt | For | For | For |
| 14 | 2012 Executive Management Performance Incentive Plan | Mgmt | For | For | For |
| 15 | Ratification of Auditor | Mgmt | For | For | For |

Comcast Corporation

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| CMCSA | CUSIP 20030N101 | 05/31/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect Kenneth Bacon | Mgmt | For | For | For |
| 1.2 | Elect Sheldon Bonovitz | Mgmt | For | For | For |
| 1.3 | Elect Joseph Collins | Mgmt | For | For | For |
| 1.4 | Elect J. Michael Cook | Mgmt | For | For | For |
| 1.5 | Elect Gerald Hassell | Mgmt | For | For | For |
| 1.6 | Elect Jeffrey Honickman | Mgmt | For | For | For |
| 1.7 | Elect Eduardo Mestre | Mgmt | For | For | For |
| 1.8 | Elect Brian Roberts | Mgmt | For | For | For |
| 1.9 | Elect Ralph Roberts | Mgmt | For | For | For |
| 1.10 | Elect Johnathan Rodgers | Mgmt | For | For | For |
| 1.11 | Elect Judith Rodin | Mgmt | For | For | For |
| 2 | Ratification of Auditor | Mgmt | For | For | For |
| 3 | Amendment to the 2002 Employee Stock Purchase Plan | Mgmt | For | For | For |
| 4 | Amendment to the 2011 Employee Stock Purchase Plan | Mgmt | For | For | For |
| 5 | Shareholder Proposal Regarding Cumulative Voting | ShrHoldr | Against | For | Against |
| 6 | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | Against | For |
| 7 | Shareholder Proposal Regarding Retention of Shares Until Retirement | ShrHoldr | Against | Against | For |
| 8 | Shareholder Proposal Regarding Poison Pills | ShrHoldr | Against | Against | For |

Dell Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| DELL | CUSIP 24702R101 | 07/15/2011 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect Director James W. Breyer | Mgmt | For | For | For |
| 1.2 | Elect Director Donald J Carty | Mgmt | For | For | For |
| 1.3 | Elect Director Michael S. Dell | Mgmt | For | For | For |
| 1.4 | Elect Director William H. Gray, III | Mgmt | For | For | For |
| 1.5 | Elect Director Gerald J. Kleisterlee | Mgmt | For | For | For |
| 1.6 | Elect Director Thomas W. Luce, III | Mgmt | For | For | For |
| 1.7 | Elect Director Klaus S. Luft | Mgmt | For | For | For |
| 1.8 | Elect Director Alex J. Mandl | Mgmt | For | For | For |
| 1.9 | Elect Director Shantanu Narayen | Mgmt | For | For | For |
| 1.10 | Elect Director H. Ross Perot, Jr. | Mgmt | For | For | For |
| 2 | Ratify Auditors | Mgmt | For | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers Compensation | Mgmt | For | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Mgmt | 1 Year | 1 Year | For |
| 5 | Require Independent Board Chairman | ShrHoldr | Against | Against | For |
| 6 | Provide Right to Act by Written Consent | ShrHoldr | Against | For | Against |
| 7 | Approve Declaration of Dividends | ShrHoldr | Against | Against | For |

Devon Energy Corporation

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| DVN | CUSIP 25179M103 | 06/06/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1.1 | Elect Robert Henry | Mgmt | For | For | For |
| 1.2 | Elect John Hill | Mgmt | For | For | For |
| 1.3 | Elect Michael Kanovsky | Mgmt | For | For | For |
| 1.4 | Elect Robert Mosbacher, Jr. | Mgmt | For | For | For |
| 1.5 | Elect J. Larry Nichols | Mgmt | For | For | For |
| 1.6 | Elect Duane Radtke | Mgmt | For | For | For |
| 1.7 | Elect Mary Ricciardello | Mgmt | For | For | For |
| 1.8 | Elect John Richels | Mgmt | For | For | For |
| 2 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 3 | Ratification of Auditor | Mgmt | For | For | For |
| 4 | Right to Call a Special Meeting | Mgmt | For | For | For |
| 5 | 2012 Incentive Compensation Plan | Mgmt | For | For | For |
| 6 | Amendment to the 2009 Long-Term Incentive Plan | Mgmt | For | For | For |
| 7 | Shareholder Proposal Regarding Lobbying Report | ShrHolder | Against | For | Against |

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E.I. du Pont de Nemours and Company

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| DD | CUSIP 263534109 | 04/25/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Lamberto Andreotti | Mgmt | For | For | For |
| 2 | Elect Richard Brown | Mgmt | For | For | For |
| 3 | Elect Robert Brown | Mgmt | For | For | For |
| 4 | Elect Bertrand Collomb | Mgmt | For | For | For |
| 5 | Elect Curtis Crawford | Mgmt | For | For | For |
| 6 | Elect Alexander Cutler | Mgmt | For | For | For |
| 7 | Elect Eleuthere Du Pont | Mgmt | For | For | For |
| 8 | Elect Marilyn Hewson | Mgmt | For | For | For |
| 9 | Elect Lois Juliber | Mgmt | For | For | For |
| 10 | Elect Ellen Kullman | Mgmt | For | For | For |
| 11 | Elect Lee Thomas | Mgmt | For | For | For |
| 12 | Ratification of Auditor | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Shareholder Proposal Regarding Independent Board Chair | ShrHoldr | Against | Against | For |
| 15 | Shareholder Proposal Regarding Report on Executive Compensation | ShrHoldr | Against | For | Against |

Enesco plc

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| ESV | CUSIP 29358Q109 | 05/22/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect C. Christopher Gaut | Mgmt | For | For | For |
| 2 | Elect Gerald Haddock | Mgmt | For | For | For |
| 3 | Elect Paul Rowsey III | Mgmt | For | For | For |
| 4 | Elect Francis Kalman | Mgmt | For | For | For |
| 5 | Elect David Brown | Mgmt | For | For | For |
| 6 | Ratification of Auditor | Mgmt | For | For | For |
| 7 | Ratification of Statutory Auditor | Mgmt | For | For | For |
| 8 | Authority to Set Auditor's Fees | Mgmt | For | For | For |
| 9 | 2012 Long-Term Incentive Plan | Mgmt | For | For | For |
| 10 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |

Foot Locker, Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| FL | CUSIP 344849104 | 05/16/2012 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect Alan Feldman | Mgmt | For | For | For |
| 1.2 | Elect Jarobin Gilbert, Jr. | Mgmt | For | For | For |
| 1.3 | Elect David Schwartz | Mgmt | For | For | For |
| 2 | Ratification of Auditor | Mgmt | For | For | For |
| 3 | Annual Incentive Compensation Plan | Mgmt | For | For | For |
| 4 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |

General Electric Company

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| GE | CUSIP 369604103 | 04/25/2012 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---------------------------|-----------|----------|-----------|------------------|
| 1 | Elect W. Geoffrey Beattie | Mgmt | For | For | For |
| 2 | Elect James Cash, Jr. | Mgmt | For | For | For |
| 3 | Elect Ann Fudge | Mgmt | For | For | For |
| 4 | Elect Susan Hockfield | Mgmt | For | For | For |
| 5 | Elect Jeffrey Immelt | Mgmt | For | For | For |
| 6 | Elect Andrea Jung | Mgmt | For | For | For |
| 7 | Elect Alan Lafley | Mgmt | For | For | For |
| 8 | Elect Robert Lane | Mgmt | For | For | For |
| 9 | Elect Ralph Larsen | Mgmt | For | For | For |
| 10 | Elect Rochelle Lazarus | Mgmt | For | For | For |
| 11 | Elect James Mulva | Mgmt | For | For | For |

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|----|--|----------|---------|---------|---------|
| 12 | Elect Sam Nunn | Mgmt | For | For | For |
| 13 | Elect Roger Penske | Mgmt | For | For | For |
| 14 | Elect Robert Swieringa | Mgmt | For | For | For |
| 15 | Elect James Tisch | Mgmt | For | For | For |
| 16 | Elect Douglas Warner III Mgmt | For | For | For | |
| 17 | Ratification of Auditor | Mgmt | For | For | For |
| 18 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 19 | Amendment to the 2007 Long-Term Incentive Plan | Mgmt | For | For | For |
| 20 | Approval of Material Terms of Senior Officer Performance Goals | Mgmt | For | For | For |
| 21 | Shareholder Proposal Regarding Cumulative Voting | ShrHoldr | Against | Against | For |
| 22 | Shareholder Proposal Regarding Nuclear Activities | ShrHoldr | Against | Against | For |
| 23 | Shareholder Proposal Regarding Independent Board Chair | ShrHoldr | Against | For | Against |
| 24 | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against | For | Against |

Home Depot, Inc.

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| HD | CUSIP 437076102 | 05/17/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|-------------------------|-----------|----------|-----------|------------------|
| 1 | Elect F. Duane Ackerman | Mgmt | For | For | For |
| 2 | Elect Francis Blake | Mgmt | For | For | For |
| 3 | Elect Ari Bousbib | Mgmt | For | For | For |
| 4 | Elect Gregory Brennehan | Mgmt | For | For | For |
| 5 | Elect J. Frank Brown | Mgmt | For | For | For |
| 6 | Elect Albert Carey | Mgmt | For | For | For |
| 7 | Elect Armando Codina | Mgmt | For | For | For |
| 8 | Elect Bonnie Hill | Mgmt | For | For | For |
| 9 | Elect Karen Katen | Mgmt | For | For | For |
| 10 | Elect Ronald Sargent | Mgmt | For | For | For |

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|----|---|----------|---------|---------|---------|
| 11 | Ratification of Auditor | Mgmt | For | For | For |
| 12 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 13 | Amendment to the Employee Stock Purchase Plan | Mgmt | For | For | For |
| 14 | Shareholder Proposal Regarding Advisory Vote on Electioneering Expenditures | ShrHoldr | Against | Against | For |
| 15 | Shareholder Proposal Regarding Employment Diversity Report | ShrHoldr | Against | Against | For |
| 16 | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against | For | Against |
| 17 | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against | For | Against |
| 18 | Shareholder Proposal Regarding Charitable Contributions | ShrHoldr | Against | For | Against |
| 19 | Shareholder Proposal Regarding Stormwater Management Policy | ShrHoldr | Against | Against | For |

Honeywell International Inc.

| | | | |
|--------------|------------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| HON | CUSIP 438516106 | 04/23/2012 | Voted |
| Meeting Type | Country of Trade | | |
| Annual | United States | | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--------------------------|-----------|----------|-----------|------------------|
| 1 | Elect Gordon Bethune | Mgmt | For | For | For |
| 2 | Elect Kevin Burke | Mgmt | For | For | For |
| 3 | Elect Jaime Chico Pardo | Mgmt | For | For | For |
| 4 | Elect David Cote | Mgmt | For | For | For |
| 5 | Elect D. Scott Davis | Mgmt | For | For | For |
| 6 | Elect Linnet Deily | Mgmt | For | For | For |
| 7 | Elect Judd Gregg | Mgmt | For | For | For |
| 8 | Elect Lord Clive Hollick | Mgmt | For | For | For |
| 9 | Elect George Paz | Mgmt | For | For | For |
| 10 | Elect Bradley Sheares | Mgmt | For | For | For |

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|----|--|----------|---------|---------|---------|
| 11 | Ratification of Auditor | Mgmt | For | For | For |
| 12 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 13 | Shareholder Proposal Regarding Independent Board Chair | ShrHoldr | Against | Against | For |
| 14 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For | Against |

Intel Corporation

Ticker: INTC
 Security ID: CUSIP 458140100
 Meeting Date: 05/17/2012
 Meeting Status: Voted

Meeting Type: Annual
 Country of Trade: United States

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Charlene Barshefsky | Mgmt | For | For | For |
| 2 | Elect Andy Bryant | Mgmt | For | For | For |
| 3 | Elect Susan Decker | Mgmt | For | For | For |
| 4 | Elect John Donahoe | Mgmt | For | For | For |
| 5 | Elect Reed Hundt | Mgmt | For | For | For |
| 6 | Elect Paul Otellini | Mgmt | For | For | For |
| 7 | Elect James Plummer | Mgmt | For | For | For |
| 8 | Elect David Pottruck | Mgmt | For | For | For |
| 9 | Elect Frank Yeary | Mgmt | For | For | For |
| 10 | Elect David Yoffie | Mgmt | For | For | For |
| 11 | Ratification of Auditor | Mgmt | For | For | For |
| 12 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 13 | Shareholder Proposal Regarding Advisory Vote on Electioneering Expenditures | ShrHoldr | Against | Against | For |

Johnson & Johnson

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| JNJ | CUSIP 478160104 | 04/26/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect Mary Coleman | Mgmt | For | For | For |
| 2 | Elect James Cullen | Mgmt | For | For | For |
| 3 | Elect Ian Davis | Mgmt | For | For | For |
| 4 | Elect Alex Gorsky | Mgmt | For | For | For |
| 5 | Elect Michael Johns | Mgmt | For | For | For |
| 6 | Elect Susan Lindquist | Mgmt | For | For | For |
| 7 | Elect Anne Mulcahy | Mgmt | For | For | For |
| 8 | Elect Leo Mullin | Mgmt | For | For | For |
| 9 | Elect William Perez | Mgmt | For | For | For |
| 10 | Elect Charles Prince | Mgmt | For | For | For |
| 11 | Elect David Satcher | Mgmt | For | For | For |
| 12 | Elect William Weldon | Mgmt | For | For | For |
| 13 | Elect Ronald Williams | Mgmt | For | For | For |
| 14 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 15 | 2012 Long-Term Incentive Plan | Mgmt | For | For | For |
| 16 | Ratification of Auditor | Mgmt | For | For | For |
| 17 | Shareholder Proposal Regarding Independent Board Chair | ShrHoldr | Against | For | Against |
| 18 | Shareholder Proposal Regarding Binding Vote on Electioneering Expenditures | ShrHoldr | Against | Against | For |
| 19 | Shareholder Proposal Regarding Animal Welfare | ShrHoldr | Against | Against | For |

JPMorgan Chase & Co.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| JPM | CUSIP 46625H100 | 05/15/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|-----------------------|-----------|----------|-----------|------------------|
| 1 | Elect James Bell | Mgmt | For | For | For |
| 2 | Elect Crandall Bowles | Mgmt | For | For | For |
| 3 | Elect Stephen Burke | Mgmt | For | For | For |
| 4 | Elect David Cote | Mgmt | For | For | For |
| 5 | Elect James Crown | Mgmt | For | For | For |

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|----|--|----------|---------|---------|---------|
| 6 | Elect James Dimon | Mgmt | For | For | For |
| 7 | Elect Timothy Flynn | Mgmt | For | For | For |
| 8 | Elect Ellen Futter | Mgmt | For | For | For |
| 9 | Elect Laban Jackson, Jr. | Mgmt | For | For | For |
| 10 | Elect Lee Raymond | Mgmt | For | For | For |
| 11 | Elect William Weldon | Mgmt | For | For | For |
| 12 | Ratification of Auditor | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Shareholder Proposal Regarding Affirmation of Political Nonpartisanship | ShrHoldr | Against | Against | For |
| 15 | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | Against | For |
| 16 | Shareholder Proposal Regarding Mortgage Loan Servicing | ShrHoldr | Against | Against | For |
| 17 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For | Against |
| 18 | Shareholder Proposal Regarding Genocide-Free Investing | ShrHoldr | Against | Against | For |
| 19 | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against | For | Against |
| 20 | Shareholder Proposal Regarding Retention of Shares After Retirement | ShrHoldr | Against | Against | For |

Kimberly-Clark Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| KMB | CUSIP 494368103 | 05/03/2012 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect John Alm | Mgmt | For | For | For |
| 2 | Elect John Bergstrom | Mgmt | For | For | For |
| 3 | Elect Abelardo Bru | Mgmt | For | For | For |
| 4 | Elect Robert Decherd | Mgmt | For | For | For |
| 5 | Elect Thomas Falk | Mgmt | For | For | For |
| 6 | Elect Fabian Garcia | Mgmt | For | For | For |
| 7 | Elect Mae Jemison | Mgmt | For | For | For |
| 8 | Elect James Jenness | Mgmt | For | For | For |
| 9 | Elect Nancy Karch | Mgmt | For | For | For |
| 10 | Elect Ian Read | Mgmt | For | For | For |
| 11 | Elect Linda Johnson Rice | Mgmt | For | For | For |
| 12 | Elect Marc Shapiro | Mgmt | For | For | For |
| 13 | Ratification of Auditor | Mgmt | For | For | For |
| 14 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |

Kimco Realty Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| KIM | CUSIP 49446R109 | 05/01/2012 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect Milton Cooper | Mgmt | For | For | For |
| 1.2 | Elect Philip Coviello | Mgmt | For | For | For |
| 1.3 | Elect Richard Dooley | Mgmt | For | For | For |
| 1.4 | Elect Joe Grills | Mgmt | For | For | For |
| 1.5 | Elect David Henry | Mgmt | For | For | For |
| 1.6 | Elect F. Patrick Hughes | Mgmt | For | For | For |
| 1.7 | Elect Frank Lourenso | Mgmt | For | For | For |
| 1.8 | Elect Colombe Nicholas | Mgmt | For | For | For |
| 1.9 | Elect Richard Saltzman | Mgmt | For | For | For |
| 2 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 3 | Amendment to the 2010 Equity Participation Plan | Mgmt | For | For | For |
| 4 | Ratification of Auditor | Mgmt | For | For | For |

Kraft Foods Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| KFT | CUSIP 50075N104 | 05/23/2012 | Voted |

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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Myra Hart | Mgmt | For | For | For |
| 2 | Elect Peter Henry | Mgmt | For | For | For |
| 3 | Elect Lois Juliber | Mgmt | For | For | For |
| 4 | Elect Mark Ketchum | Mgmt | For | For | For |
| 5 | Elect Terry Lundgren | Mgmt | For | For | For |
| 6 | Elect Mackey McDonald | Mgmt | For | For | For |
| 7 | Elect Jorge Mesquita | Mgmt | For | For | For |
| 8 | Elect John Pope | Mgmt | For | For | For |
| 9 | Elect Fedric Reynolds | Mgmt | For | For | For |
| 10 | Elect Irene Rosenfeld | Mgmt | For | For | For |
| 11 | Elect Jean-Francois van Boxmeer | Mgmt | For | For | For |
| 12 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 13 | Company Name Change | Mgmt | For | For | For |
| 14 | Ratification of Auditor | Mgmt | For | For | For |
| 15 | Shareholder Proposal Regarding Sustainable Forestry Report | ShrHoldr | Against | For | Against |
| 16 | Shareholder Proposal Regarding Extended Producer Responsibility | ShrHoldr | Against | Against | For |
| 17 | Shareholder Proposal Regarding Lobbying Expenditures | ShrHoldr | Against | For | Against |

Lennar Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| LEN | CUSIP 526057104 | 04/11/2012 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--------------------------|-----------|----------|-----------|------------------|
| 1.1 | Elect Irving Bolotin | Mgmt | For | For | For |
| 1.2 | Elect Steven Gerard | Mgmt | For | For | For |
| 1.3 | Elect Theron Gilliam | Mgmt | For | For | For |
| 1.4 | Elect Sherrill Hudson | Mgmt | For | For | For |
| 1.5 | Elect R. Kirk Landon | Mgmt | For | For | For |
| 1.6 | Elect Sidney Lapidus | Mgmt | For | For | For |
| 1.7 | Elect Stuart Miller | Mgmt | For | For | For |
| 1.8 | Elect Jeffrey Sonnenfeld | Mgmt | For | For | For |

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|---|--|----------|---------|---------|-----|
| 2 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 3 | Amendment to the 2007 Equity Compensation Plan | Mgmt | For | For | For |
| 4 | 2012 Incentive Compensation Plan | Mgmt | For | For | For |
| 5 | Ratification of Auditor | Mgmt | For | For | For |
| 6 | Shareholder Proposal Regarding Reporting and Reducing Energy Use | ShrHoldr | Against | Against | For |

MeadWestvaco Corporation

Ticker Security ID: Meeting Date Meeting Status
 MWV CUSIP 583334107 04/23/2012 Voted

Meeting Type Country of Trade
 Annual United States

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Michael Campbell | Mgmt | For | For | For |
| 2 | Elect Thomas Cole, Jr. | Mgmt | For | For | For |
| 3 | Elect James Kaiser | Mgmt | For | For | For |
| 4 | Elect Richard Kelson | Mgmt | For | For | For |
| 5 | Elect James Kilts | Mgmt | For | For | For |
| 6 | Elect Susan Kropf | Mgmt | For | For | For |
| 7 | Elect Douglas Luke | Mgmt | For | For | For |
| 8 | Elect John Luke, Jr. | Mgmt | For | For | For |
| 9 | Elect Gracia Martore | Mgmt | For | For | For |
| 10 | Elect Timothy Powers | Mgmt | For | For | For |
| 11 | Elect Jane Warner | Mgmt | For | For | For |
| 12 | Elect Alan Wilson | Mgmt | For | For | For |
| 13 | Ratification of Auditor | Mgmt | For | For | For |
| 14 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |

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Microchip Technology Incorporated

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| MCHP | CUSIP 595017104 | 08/19/2011 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect Director Steve Sanghi | Mgmt | For | For | For |
| 1.2 | Elect Director Albert J. Hugo-Martinez | Mgmt | For | For | For |
| 1.3 | Elect Director L.b. Day | Mgmt | For | For | For |
| 1.4 | Elect Director Matthew W. Chapman | Mgmt | For | For | For |
| 1.5 | Elect Director Wade F. Meyercord | Mgmt | For | For | For |
| 2 | Amend Executive Incentive Bonus Plan | Mgmt | For | For | For |
| 3 | Ratify Auditors | Mgmt | For | For | For |
| 4 | Advisory Vote to Ratify Named Executive Officers Compensation | Mgmt | For | For | For |
| 5 | Advisory Vote on Say on Pay Frequency | Mgmt | 3 Years | 1 Year | Against |

Motorola Mobility Holdings, Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| MMI | CUSIP 620097105 | 11/17/2011 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Special | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|------------------------------------|-----------|----------|-----------|------------------|
| 1 | Approve Merger Agreement | Managem | For | For | For |
| 2 | Adjourn Meeting | Managem | For | For | For |
| 3 | Advisory Vote on Golden Parachutes | Managem | For | For | For |

Nabors Industries Ltd.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| NBR | CUSIP G6359F103 | 06/05/2012 | Voted |

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|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect James Crane | Mgmt | For | For | For |
| 1.2 | Elect Michael Linn | Mgmt | For | For | For |
| 1.3 | Elect John Yearwood | Mgmt | For | For | For |
| 2 | Ratification of Auditor | Mgmt | For | For | For |
| 3 | Repeal of Classified Board | Mgmt | For | For | For |
| 4 | Amendment to Supermajority Requirement Regarding Business Combinations | Mgmt | For | Against | Against |
| 5 | Technical Bye-Law Amendments | Mgmt | For | For | For |
| 6 | 2012 Incentive Bonus Plan | Mgmt | For | Against | Against |
| 7 | 2012 Stock Plan | Mgmt | For | Against | Against |
| 8 | Advisory Vote on Executive Compensation | Mgmt | For | Against | Against |
| 9 | Shareholder Proposal Regarding Proxy Access | ShrHoldr | Against | For | Against |
| 10 | Shareholder Proposal Regarding Shareholder Approval of Severance Agreements | ShrHoldr | Against | For | Against |

New York Community Bancorp, Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| NYB | CUSIP 649445103 | 06/07/2012 | Voted |

| | |
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| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1.1 | Elect Maureen Clancy | Mgmt | For | For | For |
| 1.2 | Elect Hanif Dahya | Mgmt | For | For | For |
| 1.3 | Elect Joseph Ficalora | Mgmt | For | For | For |
| 1.4 | Elect James O Donovan | Mgmt | For | For | For |
| 2 | 2012 Stock Incentive Plan | Mgmt | For | For | For |
| 3 | Ratification of Auditor | Mgmt | For | For | For |
| 4 | Shareholder Proposal Regarding Majority Vote for Election of Directors | ShrHoldr | Against | Against | For |

Packaging Corporation of America

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| PKG | CUSIP 695156109 | 05/08/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1.1 | Elect Cheryl Beebe | Mgmt | For | For | For |
| 1.2 | Elect Hasan Jameel | Mgmt | For | For | For |
| 1.3 | Elect Mark Kowlzan | Mgmt | For | For | For |
| 1.4 | Elect Robert Lyons | Mgmt | For | For | For |
| 1.5 | Elect Samuel Menco | Mgmt | For | For | For |
| 1.6 | Elect Roger Porter | Mgmt | For | For | For |
| 1.7 | Elect Thomas Souleles | Mgmt | For | For | For |
| 1.8 | Elect Paul Stecko | Mgmt | For | For | For |
| 1.9 | Elect James Woodrum | Mgmt | For | For | For |
| 2 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 3 | Ratification of Auditor | Mgmt | For | For | For |

Pfizer Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| PFE | CUSIP 717081103 | 04/26/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|----------------------------|-----------|----------|-----------|------------------|
| 1 | Elect Dennis Ausiello | Mgmt | For | For | For |
| 2 | Elect M. Anthony Burns | Mgmt | For | For | For |
| 3 | Elect W. Don Cornwell | Mgmt | For | For | For |
| 4 | Elect Frances Fergusson | Mgmt | For | For | For |
| 5 | Elect William Gray, III | Mgmt | For | For | For |
| 6 | Elect Helen Hobbs | Mgmt | For | For | For |
| 7 | Elect Constance Horner | Mgmt | For | For | For |
| 8 | Elect James Kilts | Mgmt | For | For | For |
| 9 | Elect George Lorch | Mgmt | For | For | For |
| 10 | Elect John Mascotte | Mgmt | For | For | For |
| 11 | Elect Suzanne Nora Johnson | Mgmt | For | For | For |
| 12 | Elect Ian Read | Mgmt | For | For | For |
| 13 | Elect Stephen Sanger | Mgmt | For | For | For |
| 14 | Elect Marc Tessier-Lavigne | Mgmt | For | For | For |

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| | | | | | |
|----|--|----------|---------|---------|---------|
| 15 | Ratification of Auditor | Mgmt | For | For | For |
| 16 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 17 | Shareholder Proposal Regarding Political Contributions and Expenditure in Newspapers | ShrHoldr | Against | Against | For |
| 18 | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against | For | Against |
| 19 | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against | Against | For |
| 20 | Shareholder Proposal Regarding Advisory Vote on Director Compensation | ShrHoldr | Against | Against | For |

Regal Entertainment Group

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| RGC | CUSIP 758766109 | 05/09/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1.1 | Elect Charles Brymer | Mgmt | For | For | For |
| 1.2 | Elect Michael Campbell | Mgmt | For | For | For |
| 1.3 | Elect Alex Yemenidjian | Mgmt | For | For | For |
| 2 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 3 | Ratification of Auditor | Mgmt | For | For | For |
| 4 | Amendment to the 2002 Stock Incentive Plan | Mgmt | For | For | For |

Seagate Technology Public Limited Company

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| STX | CUSIP G7945M107 | 10/26/2011 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | Ireland | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Reelect Stephen J. Luczo as Director | Mgmt | For | For | For |
| 2 | Reelect D Frank J. Biondi, Jr. as Director | Mgmt | For | For | For |
| 3 | Reelect Michael R. Cannon as Director | Mgmt | For | For | For |
| 4 | Reelect Lydia M. Marshall as Director | Mgmt | For | For | For |
| 5 | Reelect C.S. Park as Director | Mgmt | For | For | For |
| 6 | Reelect Gregorio Reyes As Director | Mgmt | For | For | For |
| 7 | Reelect Edward J. Zander as Director | Mgmt | For | For | For |
| 8 | Approve Omnibus Stock Plan | Mgmt | For | For | For |
| 9 | Determine Price Range for Reissuance of Treasury Shares | Mgmt | For | Against | Against |
| 10 | Authorize the Holding of the 2012 AGM at a Location Outside Ireland | Mgmt | For | For | For |
| 11 | Advisory Vote to Ratify Named Executive Officers Compensation | Mgmt | For | For | For |
| 12 | Advisory Vote on Say on Pay Frequency | Mgmt | 1 Year | 1 Year | For |
| 13 | Ratify Auditors | Mgmt | For | For | For |

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State Street Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| STT | CUSIP 857477103 | 05/16/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Kennett Burnes | Mgmt | For | For | For |
| 2 | Elect Peter Coym | Mgmt | For | For | For |
| 3 | Elect Patrick de Saint-Aignan | Mgmt | For | For | For |
| 4 | Elect Amelia Fawcett | Mgmt | For | For | For |
| 5 | Elect David Gruber | Mgmt | For | For | For |
| 6 | Elect Linda Hill | Mgmt | For | For | For |
| 7 | Elect Joseph Hooley | Mgmt | For | For | For |
| 8 | Elect Robert Kaplan | Mgmt | For | For | For |
| 9 | Elect Richard Sergel | Mgmt | For | For | For |
| 10 | Elect Ronald Skates | Mgmt | For | For | For |
| 11 | Elect Gregory Summe | Mgmt | For | For | For |
| 12 | Elect Robert Weissman | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Amendment to the 2006 Equity Incentive Plan | Mgmt | For | For | For |
| 15 | Ratification of Auditor | Mgmt | For | For | For |

Symantec Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| SYMC | CUSIP 871503108 | 10/25/2011 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---------------------------------------|-----------|----------|-----------|------------------|
| 1 | Elect Director Stephen M. Bennett | Mgmt | For | For | For |
| 2 | Elect Director Michael A. Brown | Mgmt | For | For | For |
| 3 | Elect Director Frank E. Dangeard | Mgmt | For | For | For |
| 4 | Elect Director Geraldine B. Laybourne | Mgmt | For | For | For |

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| | | | | | |
|----|---|----------|---------|---------|-----|
| 5 | Elect Director David L. Mahoney | Mgmt | For | For | For |
| 6 | Elect Director Robert S. Miller | Mgmt | For | For | For |
| 7 | Elect Director Enrique Salem | Mgmt | For | For | For |
| 8 | Elect Director Daniel H. Schulman | Mgmt | For | For | For |
| 9 | Elect Director V. Paul Unruh | Mgmt | For | For | For |
| 10 | Ratify Auditors | Mgmt | For | For | For |
| 11 | Amend Outside Director Stock Awards/Options in Lieu of Cash | Mgmt | For | For | For |
| 12 | Advisory Vote to Ratify Named Executive Officers Compensation | Mgmt | For | For | For |
| 13 | Advisory Vote on Say on Pay Frequency | Mgmt | 1 Year | 1 Year | For |
| 14 | Amend Articles/Bylaws/Charter - Call Special Meetings | ShrHoldr | Against | Against | For |

TE Connectivity Ltd.

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| TEL | CUSIP H84989104 | 03/07/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|-----------------------|-----------|----------|-----------|------------------|
| 1 | Elect Pierre Brondeau | Mgmt | For | For | For |
| 2 | Elect Juergen Gromer | Mgmt | For | For | For |
| 3 | Elect William Jeffrey | Mgmt | For | For | For |
| 4 | Elect Thomas Lynch | Mgmt | For | For | For |
| 5 | Elect NAM Yong | Mgmt | For | For | For |
| 6 | Elect Daniel Phelan | Mgmt | For | For | For |
| 7 | Elect Frederic Poses | Mgmt | For | For | For |
| 8 | Elect Lawrence Smith | Mgmt | For | For | For |
| 9 | Elect Paula Sneed | Mgmt | For | For | For |
| 10 | Elect David Steiner | Mgmt | For | For | For |

| | | | | | |
|----|---|------|-----|-----|-----|
| 11 | Election John Van Scoter | Mgmt | For | For | For |
| 12 | 2011 Annual Report | Mgmt | For | For | For |
| 13 | Statutory Financial Statements | Mgmt | For | For | For |
| 14 | Consolidated Financial Statements | Mgmt | For | For | For |
| 15 | Release Board of Directors and Executive Officers | Mgmt | For | For | For |
| 16 | Deloitte & Touche | Mgmt | For | For | For |
| 17 | Deloitte AG, Zurich | Mgmt | For | For | For |
| 18 | PricewaterhouseCoopers AG, Zurich | Mgmt | For | For | For |
| 19 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 20 | Amendment to the 2007 Stock and Incentive Plan | Mgmt | For | For | For |
| 21 | Reduction of Share Capital Under the Share Repurchase Program | Mgmt | For | For | For |
| 22 | Authority to Repurchase Shares | Mgmt | For | For | For |
| 23 | Dividend Distribution Through a Reduction of Capital | Mgmt | For | For | For |
| 24 | Reallocation of Free Reserves to Legal Reserves | Mgmt | For | For | For |
| 25 | Right to Adjourn Meeting | Mgmt | For | For | For |

Teleflex Incorporated

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| TFX | CUSIP 879369106 | 05/04/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Sigismundus Lubsen | Mgmt | For | For | For |
| 2 | Elect Stuart Randle | Mgmt | For | For | For |
| 3 | Elect Harold Yoh III | Mgmt | For | For | For |
| 4 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 5 | Ratification of Auditor | Mgmt | For | For | For |

Tenet Healthcare Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| THC | CUSIP 88033G100 | 05/10/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect John Bush | Mgmt | For | For | For |
| 2 | Elect Trevor Fetter | Mgmt | For | For | For |
| 3 | Elect Brenda Gaines | Mgmt | For | For | For |
| 4 | Elect Karen Garrison | Mgmt | For | For | For |
| 5 | Elect Edward Kangas | Mgmt | For | For | For |
| 6 | Elect Floyd Loop | Mgmt | For | For | For |
| 7 | Elect Richard Pettingill | Mgmt | For | For | For |
| 8 | Elect Ronald Rittenmeyer | Mgmt | For | For | For |
| 9 | Elect James Unruh | Mgmt | For | For | For |
| 10 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 11 | Ratification of Auditor | Mgmt | For | For | For |
| 12 | Re-approval of the Annual Incentive Plan | Mgmt | For | For | For |

Tenet Healthcare Corporation

| | | | |
|--------|--------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
|--------|--------------|--------------|----------------|

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THC CUSIP 88033G100 11/03/2011 Voted
Meeting Type Country of Trade
Annual United States

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|------------------------------------|-----------|----------|-----------|------------------|
| 1 | Elect Director John Ellis Jeb Bush | Mgmt | For | For | For |
| 2 | Elect Director Trevor Fetter | Mgmt | For | For | For |
| 3 | Elect Director Brenda J. Gaines | Mgmt | For | For | For |

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| | | | | | |
|----|---|------|--------|--------|-----|
| 4 | Elect Director Karen M. Garrison | Mgmt | For | For | For |
| 5 | Elect Director Edward A. Kangas | Mgmt | For | For | For |
| 6 | Elect Director J. Robert Kerrey | Mgmt | For | For | For |
| 7 | Elect Director Floyd D. Loop, M.D. | Mgmt | For | For | For |
| 8 | Elect Director Richard R. Pettingill | Mgmt | For | For | For |
| 9 | Elect Director Ronald A. Rittenmeyer | Mgmt | For | For | For |
| 10 | Elect Director James A. Unruh | Mgmt | For | For | For |
| 11 | Advisory Vote to Ratify Named Executive Officers Compensation | Mgmt | For | For | For |
| 12 | Advisory Vote on Say on Pay Frequency | Mgmt | 1 Year | 1 Year | For |
| 13 | Ratify Auditors | Mgmt | For | For | For |

Textron Inc.

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| TXT | CUSIP 883203101 | 04/25/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect Scott Donnelly | Mgmt | For | For | For |
| 2 | Elect James Conway | Mgmt | For | For | For |
| 3 | Elect Lawrence Fish | Mgmt | For | For | For |
| 4 | Elect Paul Gagne | Mgmt | For | For | For |
| 5 | Elect Dain Hancock | Mgmt | For | For | For |
| 6 | Elect Lloyd Trotter | Mgmt | For | For | For |
| 7 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 8 | Amendment to the Short-Term Incentive Plan | Mgmt | For | For | For |
| 9 | Amendment to the 2007 Long-Term Incentive Plan | Mgmt | For | For | For |
| 10 | Ratification of Auditor | Mgmt | For | For | For |

The Allstate Corporation

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| ALL | CUSIP 020002101 | 05/22/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect F. Duane Ackerman | Mgmt | For | For | For |
| 2 | Elect Robert Beyer | Mgmt | For | For | For |
| 3 | Elect W. James Farrell | Mgmt | For | For | For |
| 4 | Elect Jack Greenberg | Mgmt | For | For | For |
| 5 | Elect Ronald LeMay | Mgmt | For | For | For |
| 6 | Elect Andrea Redmond | Mgmt | For | For | For |
| 7 | Elect H. John Riley, Jr. | Mgmt | For | For | For |
| 8 | Elect John Rowe | Mgmt | For | For | For |
| 9 | Elect Joshua Smith | Mgmt | For | For | For |
| 10 | Elect Judith Sprieser | Mgmt | For | For | For |
| 11 | Elect Mary Taylor | Mgmt | For | For | For |
| 12 | Elect Thomas Wilson | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Allow Shareholders to Act by Written Consent | Mgmt | For | For | For |
| 15 | Approve the Right to Call a Special Meeting | Mgmt | For | For | For |
| 16 | Ratification of Auditor | Mgmt | For | For | For |
| 17 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For | Against |

The Gap, Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| GPS | CUSIP 364760108 | 05/15/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Election of Directors | Mgmt | For | For | For |
| 2 | Elect Domenico De Sole | Mgmt | For | For | For |
| 3 | Elect Robert Fisher | Mgmt | For | For | For |
| 4 | Elect William Fisher | Mgmt | For | For | For |
| 5 | Elect Isabella Goren | Mgmt | For | For | For |
| 6 | Elect Bob Martin | Mgmt | For | For | For |
| 7 | Elect Jorge Montoya | Mgmt | For | For | For |
| 8 | Elect Glenn Murphy | Mgmt | For | For | For |
| 9 | Elect Mayo Shattuck III | Mgmt | For | For | For |
| 10 | Elect Katherine Tsang | Mgmt | For | For | For |
| 11 | Ratification of Auditor | Mgmt | For | For | For |
| 12 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 13 | Shareholder Proposal Regarding Human Rights in Sri Lanka | ShrHoldr | Against | Against | For |

The Travelers Companies, Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| TRV | CUSIP 89417E109 | 05/23/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Alan Beller | Mgmt | For | For | For |
| 2 | Elect John Dasburg | Mgmt | For | For | For |
| 3 | Elect Janet Dolan | Mgmt | For | For | For |
| 4 | Elect Kenneth Duberstein | Mgmt | For | For | For |
| 5 | Elect Jay Fishman | Mgmt | For | For | For |
| 6 | Elect Lawrence Graev | Mgmt | For | For | For |
| 7 | Elect Patricia Higgins | Mgmt | For | For | For |
| 8 | Elect Thomas Hodgson | Mgmt | For | For | For |
| 9 | Elect William Kane | Mgmt | For | For | For |
| 10 | Elect Cleve Killingsworth, Jr. | Mgmt | For | For | For |
| 11 | Elect Donald Shepard | Mgmt | For | For | For |
| 12 | Elect Laurie Thomsen | Mgmt | For | For | For |
| 13 | Ratification of Auditor | Mgmt | For | For | For |
| 14 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 15 | | ShrHoldr | Against | For | Against |

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Shareholder Proposal Political Contributions and Expenditures
Report

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Thermo Fisher Scientific Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| TMO | CUSIP 883556102 | 05/23/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect C. Martin Harris | Mgmt | For | For | For |
| 2 | Elect Judy Lewent | Mgmt | For | For | For |
| 3 | Elect Jim Manzi | Mgmt | For | For | For |
| 4 | Elect Lars Sorenson | Mgmt | For | For | For |
| 5 | Elect Elaine Ullian | Mgmt | For | For | For |
| 6 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 7 | Ratification of Auditor | Mgmt | For | For | For |

Time Warner Inc.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| TWX | CUSIP 887317303 | 05/15/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect James Barksdale | Mgmt | For | For | For |
| 2 | Elect William Barr | Mgmt | For | For | For |
| 3 | Elect Jeffrey Bewkes | Mgmt | For | For | For |
| 4 | Elect Stephen Bollenbach | Mgmt | For | For | For |
| 5 | Elect Robert Clark | Mgmt | For | For | For |
| 6 | Elect Mathias Dopfner | Mgmt | For | For | For |
| 7 | Elect Jessica Einhorn | Mgmt | For | For | For |
| 8 | Elect Fred Hassan | Mgmt | For | For | For |
| 9 | Elect Kenneth Novack | Mgmt | For | For | For |
| 10 | Elect Paul Wachter | Mgmt | For | For | For |
| 11 | Elect Deborah Wright | Mgmt | For | For | For |
| 12 | Ratification of Auditor | Mgmt | For | For | For |
| 13 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 14 | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against | For | Against |

Tyco International Ltd.

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| TYC | CUSIP H89128104 | 03/07/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Accounts and Reports | Mgmt | For | For | For |
| 2 | Ratification of Board Acts | Mgmt | For | Against | Against |
| 3.1 | Elect Edward Breen | Mgmt | For | For | For |
| 3.2 | Elect Michael Daniels | Mgmt | For | For | For |
| 3.3 | Elect Timothy Donahue | Mgmt | For | For | For |
| 3.4 | Elect Brian Duperreault | Mgmt | For | For | For |
| 3.5 | Elect Bruce Gordon | Mgmt | For | For | For |
| 3.6 | Elect Rajiv Gupta | Mgmt | For | For | For |
| 3.7 | Elect John Krol | Mgmt | For | For | For |
| 3.8 | Elect Brendan O Neill | Mgmt | For | For | For |
| 3.9 | Elect Dinesh Paliwal | Mgmt | For | For | For |
| 3.10 | Elect William Stavropoulos | Mgmt | For | For | For |
| 3.11 | Elect Sandra Wijnberg | Mgmt | For | For | For |
| 3.12 | Elect R. David Yost | Mgmt | For | For | For |
| 4 | Appointment of Auditor | Mgmt | For | For | For |
| 5 | Appointment of Auditor | Mgmt | For | For | For |
| 6 | Appointment of Auditor | Mgmt | For | For | For |
| 7 | Allocation of Profits/Dividends | Mgmt | For | For | For |
| 8 | Consolidation of Reserves | Mgmt | For | For | For |
| 9 | Approval of Ordinary Cash Dividend | Mgmt | For | For | For |
| 10 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 11 | Amendments to Articles Of Association | Mgmt | For | For | For |

Valero Energy Corporation

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| VLO | CUSIP 91913Y100 | 05/03/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|--|-----------|----------|-----------|------------------|
| 1 | Elect Ronald Calgaard | Mgmt | For | For | For |
| 2 | Elect Jerry Choate | Mgmt | For | For | For |
| 3 | Elect Ruben Escobedo | Mgmt | For | For | For |
| 4 | Elect William Klesse | Mgmt | For | For | For |
| 5 | Elect Bob Marbut | Mgmt | For | For | For |
| 6 | Elect Donald Nickles | Mgmt | For | For | For |
| 7 | Elect Phillip Pfeiffer | Mgmt | For | For | For |
| 8 | Elect Robert Profusek | Mgmt | For | For | For |
| 9 | Elect Susan Purcell | Mgmt | For | For | For |
| 10 | Elect Stephen Waters | Mgmt | For | For | For |
| 11 | Elect Randall Weisenburger | Mgmt | For | For | For |
| 12 | Elect Rayford Wilkins Jr. | Mgmt | For | For | For |
| 13 | Ratification of Auditor | Mgmt | For | For | For |
| 14 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 15 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For | Against |
| 16 | Shareholder Proposal Regarding Safety Report | ShrHoldr | Against | For | Against |

Weatherford International Ltd.

| | | | |
|--------|-----------------|--------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| WFT | CUSIP H27013103 | 05/23/2012 | Voted |

| | |
|--------------|------------------|
| Meeting Type | Country of Trade |
| Annual | United States |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|----------------------------|-----------|----------|-----------|------------------|
| 1 | Accounts and Reports | Mgmt | For | For | For |
| 2 | Ratification of Board Acts | Mgmt | For | Against | Against |

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| | | | | | |
|----|--|------|-----|---------|---------|
| 3 | Elect Bernard Duroc-Danner | Mgmt | For | Against | Against |
| 4 | Elect Samuel Bodman III | Mgmt | For | Against | Against |
| 5 | Elect Nicholas Brady | Mgmt | For | For | For |
| 6 | Elect David Butters | Mgmt | For | Against | Against |
| 7 | Elect William Macaulay | Mgmt | For | Against | Against |
| 8 | Elect Robert Moses, Jr. | Mgmt | For | Against | Against |
| 9 | Elect Guillermo Ortiz Martinez | Mgmt | For | For | For |
| 10 | Elect Emyr Parry | Mgmt | For | For | For |
| 11 | Elect Robert Rayne | Mgmt | For | Against | Against |
| 12 | Ratification of Auditor | Mgmt | For | Against | Against |
| 13 | Increase in Authorized Capital | Mgmt | For | For | For |
| 14 | Amendment to 2010 Omnibus Incentive Plan | Mgmt | For | For | For |
| 15 | Advisory Vote on Executive Compensation | Mgmt | For | Against | Against |

Windstream Corporation

| | | | |
|--------------|-----------------|------------------|----------------|
| Ticker | Security ID: | Meeting Date | Meeting Status |
| WIN | CUSIP 97381W104 | 05/09/2012 | Voted |
| Meeting Type | | Country of Trade | |
| Annual | | United States | |

| Issue No. | Description | Proponent | Mgmt Rec | Vote Cast | For/Against Mgmt |
|-----------|---|-----------|----------|-----------|------------------|
| 1 | Elect Carol Armitage | Mgmt | For | For | For |
| 2 | Elect Samuel Beall, III | Mgmt | For | For | For |
| 3 | Elect Dennis Foster | Mgmt | For | For | For |
| 4 | Elect Francis Frantz | Mgmt | For | For | For |
| 5 | Elect Jeffery Gardner | Mgmt | For | For | For |
| 6 | Elect Jeffrey Hinson | Mgmt | For | For | For |
| 7 | Elect Judy Jones | Mgmt | For | For | For |
| 8 | Elect William Montgomery | Mgmt | For | For | For |
| 9 | Elect Alan Wells | Mgmt | For | For | For |
| 10 | Performance Incentive Compensation Plan | Mgmt | For | For | For |
| 11 | Advisory Vote on Executive Compensation | Mgmt | For | For | For |
| 12 | Ratification of Auditor | Mgmt | For | For | For |
| 13 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against | For | Against |
| 14 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | Against | For |

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Any ballot marked Abstain is considered to have been voted. Ballots marked Abstain are considered to be have been voted against management s recommendation, regardless of whether the recommendation is For or Against, except where management has made no recommendation or has recommended that shareholders Abstain.

Where management has recommended that shareholders Abstain from voting on a ballot item: 1) a ballot market Abstain is considered to have been voted for management s recommendation to Abstain and 2) a ballot voted For or Against is considered to have been voted against management s recommendation to Abstain.

Where management has made no recommendation on a ballot item, the abbreviation N/A is used to denote that there is no applicable recommendation compared to which a vote may be For or Against the recommendation of management.

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.

TCW Strategic Income Fund, Inc.
(Registrant)

By /s/ CHARLES W. BALDISWIELER
President and Chief Executive Officer

(Signature & Title)

Date August 28, 2012