TCW STRATEGIC INCOME FUND INC Form N-PX August 27, 2008

### **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)

Philip K. Holl, 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: 12/31/2008

Date of reporting period: 7/1/2007 - 6/30/2008

**Item 1. Proxy Voting Record** AETNA INC.

Ticker: AET Security ID: 00817Y108 Meeting Date: MAY 30, 2008 Meeting Type: Annual

Record Date: MAR 28, 2008

		Mgt		
#	Proposal	Rec	Vote Cast	Sponsor
1.1	Elect Director Frank M. Clark	For	For	Management
1.2	Elect Director Betsy Z. Cohen	For	For	Management
1.3	Elect Director Molly J. Coye	For	For	Management
1.4	Elect Director Roger N. Farah	For	For	Management

1.5	Elect Director Barbara Hackman Franklin	For	For	Management
1.6	Elect Director Jeffrey E. Garten	For	For	Management
1.7	Elect Director Earl G. Graves	For	For	Management
1.8	Elect Director Gerald Greenwald	For	For	Management
1.9	Elect Director Ellen M. Hancock	For	For	Management
1.10	Elect Director Edward J. Ludwig	For	For	Management
1.11	Elect Director Joseph P. Newhouse	For	For	Management
1.12	Elect Director Ronald A. Williams	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder
4	Require Director Nominee Qualifications	Against	Against	Shareholder

#### 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
ALL	TEL CORP.			

Ticker: AT Security ID: 020039103 Meeting Date: AUG 29, 2007 Meeting Type: Special

Record Date: JUL 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor			
1	Approve Merger Agreement	For	For	Management			
2	Adjourn Meeting	For	For	Management			
AME	AMEREN CORPORATION						

Ticker: AEE Security ID: 023608102 Meeting Date: APR 22, 2008 Meeting Type: Annual

Record Date: FEB 22, 2008

		Mgt		
#	Proposal	Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen F. Brauer	For	For	Management
1.2	Elect Director Susan S. Elliott	For	For	Management
1.3	Elect Director Walter J. Galvin	For	For	Management
1.4	Elect Director Gayle P. W. Jackson	For	For	Management
1.5	Elect Director James C. Johnson	For	For	Management
1.6	Elect Director Charles W. Mueller	For	For	Management
1.7	Elect Director Douglas R. Oberhelman	For	For	Management
1.8	Elect Director Gary L. Rainwater	For	For	Management
1.9	Elect Director Harvey Saligman	For	For	Management
1.10	Elect Director Patrick T. Stokes	For	For	Management
1.11	Elect Director Jack D. Woodard	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Reducing Releases of Radioactive Materials from Callaway Facility	Against	For	Shareholder

#### AMERICAN ELECTRIC POWER CO.

Ticker: AEP Security ID: 025537101 Meeting Date: APR 22, 2008 Meeting Type: Annual

Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director E.R. Brooks	For	For	Management
1.2	Elect Director Ralph D. Crosby, Jr.	For	For	Management
1.3	Elect Director Linda A. Goodspeed	For	For	Management
1.4	Elect Director Lester A. Hudson, Jr.	For	For	Management
1.5	Elect Director Lionel L. Nowell III	For	For	Management
1.6	Elect Director Kathryn D. Sullivan	For	For	Management
1.7	Elect Director Donald M. Carlton	For	For	Management
1.8	Elect Director John P. DesBarres	For	For	Management
1.9	Elect Director Thomas E. Hoaglin	For	For	Management
1.10	Elect Director Michael G. Morris	For	For	Management
1.11	Elect Director Richard L. Sandor	For	For	Management
2	Ratify Auditors	For	For	Management
AME	RICAN 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
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	For	Shareholder

#### 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	Against	Shareholder
17	Exclude Pension Credits from Earnings Performance Measure	Against	Against	Shareholder
18	Require Independent Lead Director	Against	For	Shareholder
19	Establish SERP Policy	Against	Against	Shareholder
20	Advisory Vote to Ratify Named Executive Officers Compensation	Against	For	Shareholder
AVE	RY DENNISON CORP.			

Ticker: AVY Security ID: 053611109 Meeting Date: APR 24, 2008 Meeting Type: Annual

Record Date: FEB 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor			
1.1	Elect Director Peter K. Barker	For	For	Management			
1.2	Elect Director Richard M. Ferry	For	For	Management			
1.3	Elect Director Ken C. Hicks	For	For	Management			
1.4	Elect Director Kent Kresa	For	For	Management			
2	Ratify Auditors	For	For	Management			
3	Amend Omnibus Stock Plan	For	For	Management			
BCE	BCE INC.						

Ticker: BCE Security ID: 05534B760 Meeting Date: SEP 21, 2007 Meeting Type: Special

Record Date: AUG 10, 2007

#ProposalMgt RecVote CastSponsor1Approve Acquisition of all Shares by the PurchaserForForManagement

#### CAPITALSOURCE, INC

Ticker: CSE Security ID: 14055X102
Meeting Date: MAY 1, 2008 Meeting Type: Annual

Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frederick W. Eubank, II	For	For	Management
1.2	Elect Director Jason M. Fish	For	For	Management
1.3	Elect Director Timothy M. Hurd	For	For	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
CERI	NER CORPORATION			

Ticker: CERN Security ID: 156782104

Meeting Type: Annual

Meeting Date: MAY 23, 2008 Record Date: MAR 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor				
1.1	Elect Director John C. Danforth	For	For	Management				
1.2	Elect Director Neal L. Patterson	For	For	Management				
1.3	Elect Director William D. Zollars	For	For	Management				
2	Ratify Auditors	For	For	Management				
CHE	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	Against	Shareholder

20 21 22	Report on Environmental Impact of Oil Sands Operations in Canada Adopt Quantitative GHG Goals for Products and Operations Adopt Guidelines for Country Selection	Against Against Against	For Against Against	Shareholder Shareholder Shareholder		
23	Report on Market Specific Environmental Laws	Against	Against	Shareholder		
CHU	CHUBB CORP., THE					

Ticker: Security ID: 171232101 CB Meeting Date: APR 29, 2008 Meeting Type: Annual

Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Zoe Baird	For	For	Management
2	Elect Director Sheila P. Burke	For	For	Management
3	Elect Director James I. Cash, Jr.	For	For	Management
4	Elect Director Joel J. Cohen	For	For	Management
5	Elect Director John D. Finnegan	For	For	Management
6	Elect Director Klaus J. Mangold	For	For	Management
7	Elect Director Martin G. McGuinn	For	For	Management
8	Elect Director Lawrence M. Small	For	For	Management
9	Elect Director Jess Soderberg	For	For	Management
10	Elect Director Daniel E. Somers	For	For	Management
11	Elect Director Karen Hastie Williams	For	For	Management
12	Elect Director Alfred W. Zollar	For	For	Management
13	Ratify Auditors	For	For	Management
CITIO	GROUP INC.			

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director C. Michael Armstrong	For	For	Management
2	Elect Director Alain J.P. Belda	For	For	Management
3	Elect Director Sir Winfried Bischoff	For	For	Management
4	Elect Director Kenneth T. Derr	For	For	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	For	Management
9	Elect Director Vikram Pandit	For	For	Management
10	Elect Director Richard D. Parsons	For	For	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	For	Shareholder
17	Report on Political Contributions	Against	Against	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	Against	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	Against	Shareholder
26 CLEA	Indicate If You Would Like to Keep Your Vote Confidential Under Current Policy AR CHANNEL COMMUNICATIONS, INC.	None	For	Management

Ticker: CCU Security ID: 184502102 Meeting Date: SEP 25, 2007 Meeting Type: Special

Record Date: AUG 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management
3	Other Business	For	For	Management
COMCAST CORP.				

Ticker: CMCSA Security ID: 20030N101 Meeting Date: MAY 14, 2008 Meeting Type: Annual

Record Date: MAR 6, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director S. Decker Anstrom	For	For	Management
1.2	Elect Director Kenneth J. Bacon	For	For	Management
1.3	Elect Director Sheldon M. Bonovitz	For	For	Management
1.4	Elect Director Edward D. Breen	For	For	Management
1.5	Elect Director Julian A. Brodsky	For	For	Management
1.6	Elect Director Joseph J. Collins	For	For	Management
1.7	Elect Director J. Michael Cook	For	For	Management
1.8	Elect Director Gerald L. Hassell	For	For	Management
1.9	Elect Director Jeffrey A. Honickman	For	For	Management
1.10	Elect Director Brian L. Roberts	For	For	Management
1.11	Elect Director Ralph J. Roberts	For	For	Management
1.12	Elect Director Dr. Judith Rodin	For	For	Management
1.13	Elect Director Michael I. Sovern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Restricted Stock Plan	For	For	Management
4	Amend Stock Option Plan	For	For	Management

5	Adopt Recapitalization Plan	Against	For	Shareholder				
6	Increase Disclosure of Executive Compensation	Against	For	Shareholder				
7	Require More Director Nominations Than Open Seats	Against	Against	Shareholder				
8	Report on Pay Disparity	Against	Against	Shareholder				
9	Provide for Cumulative Voting for Class A Shareholders	Against	For	Shareholder				
10	Adopt Principles for Health Care Reform	Against	Against	Shareholder				
11	Advisory Vote to Ratify Named Executive Officers Compensation	Against	For	Shareholder				
CON	CONOCOPHILLIPS							

Ticker: COP Security ID: 20825C104 Meeting Date: MAY 14, 2008 Meeting Type: Annual

Record Date: MAR 17, 2008

		Mgt		
#	Proposal	Rec	Vote Cast	Sponsor
1	Elect Director Harold W. McGraw III	For	For	Management
2	Elect Director James J. Mulva	For	For	Management
3	Elect Director Bobby S. Shackouls	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Ratify Auditors	For	For	Management
6	Require Director Nominee Qualifications	Against	Against	Shareholder
7	Report on Indigenous Peoples Rights Policies	Against	Against	Shareholder
8	Advisory Vote to Ratify Named Executive Officers Compensation	Against	Against	Shareholder
9	Report on Political Contributions	Against	For	Shareholder
10	Adopt Greenhouse Gas Emissions Goals for Products and Operations	Against	Against	Shareholder
11	Report on Community Environmental Impacts of Operations	Against	Against	Shareholder
12	Report on Environmental Damage from Drilling in the National Petroleum Reserve	Against	Against	Shareholder
13	Report on Environmental Impact of Oil Sands Operations in Canada	Against	Against	Shareholder
14	Report on Global Warming	Against	Against	Shareholder
E.I. 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	Against	Shareholder
FANN	NIE MAE			

Ticker: FNM Security ID: 313586109 Meeting Date: DEC 14, 2007 Meeting Type: Annual

Record Date: OCT 22, 2007

		Mgt		
#	Proposal	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	Against	Shareholder
5	Restore or Provide for Cumulative Voting	Against	For	Shareholder
FANI	NIE MAE			

Ticker: FNM Security ID: 313586109 Meeting Date: MAY 20, 2008 Meeting Type: Annual

Record Date: MAR 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Directors Stephen B. Ashley	For	For	Management
2	Elect Directors Dennis R. Beresford	For	For	Management

3	Elect Directors Louis J. Freeh	For	For	Management				
4	Elect Directors Brenda J. Gaines	For	For	Management				
5	Elect Directors Karen N. Horn	For	For	Management				
6	Elect Directors Bridget A. Macaskill	For	For	Management				
7	Elect Directors Daniel H. Mudd	For	For	Management				
8	Elect Directors Leslie Rahl	For	For	Management				
9	Elect Directors John C. Sites, Jr.	For	For	Management				
10	Elect Directors Greg C. Smith	For	For	Management				
11	Elect Directors H. Patrick Swygert	For	For	Management				
12	Elect Directors John K. Wulff	For	For	Management				
13	Ratify Auditors	For	For	Management				
14	Provide for Cumulative Voting	Against	For	Shareholder				
GAP	GAP, INC., THE							

Ticker: GPS Security ID: 364760108 Meeting Date: JUN 2, 2008 Meeting Type: Annual

Record Date: APR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard P. Behar	For	For	Management
1.2	Elect Director Adrian D.P. Bellamy	For	For	Management
1.3	Elect Director Domenico De Sole	For	For	Management
1.4	Elect Director Donald G. Fisher	For	For	Management
1.5	Elect Director Doris F. Fisher	For	For	Management
1.6	Elect Director Robert J. Fisher	For	For	Management
1.7	Elect Director Penelope L. Hughes	For	For	Management
1.8	Elect Director Bob L. Martin	For	For	Management
1.9	Elect Director Jorge P. Montoya	For	For	Management
1.10	Elect Director Glenn K. Murphy	For	For	Management
1.11	Elect Director James M. Schneider	For	For	Management
1.12	Elect Director Mayo A. Shattuck, III	For	For	Management
1.13	Elect Director Kneeland C. Youngblood	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
GENI	ENTECH, INC.			

Ticker: DNA Security ID: 368710406 Meeting Date: APR 15, 2008 Meeting Type: Annual

Record Date: FEB 19, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Herbert W. Boyer	For	For	Management
1.2	Elect Director William M. Burns	For	For	Management
1.3	Elect Director Erich Hunziker	For	For	Management
1.4	Elect Director Jonathan K.C. Knowles	For	For	Management
1.5	Elect Director Arthur D. Levinson	For	For	Management
1.6	Elect Director Debra L. Reed	For	For	Management
1.7	Elect Director Charles A. Sanders	For	For	Management

2 Amend Qualified Employee Stock Purchase Plan
3 Ratify Auditors For For Management
GENERAL ELECTRIC CO.

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

Record Date: FEB 25, 2008

		Mgt		
#	Proposal	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	For	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	Against	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	Against	Shareholder
GEN.	ERAL MOTORS CORP.			

Ticker: GM Security ID: 370442105 Meeting Date: JUN 3, 2008 Meeting Type: Annual

Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Percy N. Barnevik	For	For	Management
1.2	Elect Director Erskine B. Bowles	For	For	Management
1.3	Elect Director John H. Bryan	For	For	Management
1.4	Elect Director Armando M. Codina	For	For	Management
1.5	Elect Director Erroll B. Davis, Jr.	For	For	Management
1.6	Elect Director George M.C. Fisher	For	For	Management
1.7	Elect Director E. Neville Isdell	For	For	Management

1.8 I	Elect Director Karen Katen	For	For	Management				
1.9 I	Elect Director Kent Kresa	For	For	Management				
1.10 I	Elect Director Ellen J. Kullman	For	For	Management				
1.11 I	Elect Director Philip A. Laskawy	For	For	Management				
1.12 I	Elect Director Kathryn V. Marinello	For	For	Management				
1.13 I	Elect Director Eckhard Pfeiffer	For	For	Management				
1.14 I	Elect Director G. Richard Wagoner, Jr.	For	For	Management				
2 I	Ratify Auditors	For	For	Management				
3 I	Publish Political Contributions	Against	For	Shareholder				
4 I	Report on Political Contributions	Against	For	Shareholder				
5 A	Adopt Principles for Health Care Reform	Against	Against	Shareholder				
6 A	Advisory Vote to Ratify Named Executive Officers Compensation	Against	Against	Shareholder				
7 A	Adopt Quantitative GHG Goals for Products and Operations	Against	Against	Shareholder				
8 I	Provide for Cumulative Voting	Against	For	Shareholder				
9 A	Amend Articles/Bylaws/Charter Call Special Meetings	Against	For	Shareholder				
10 I	Performance-Based Awards	Against	Against	Shareholder				
HEWLE	HEWLETT-PACKARD CO.							

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

Record Date: JAN 22, 2008

#	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
HOM	E DEPOT, INC.			

Ticker: HD Security ID: 437076102 Meeting Date: MAY 22, 2008 Meeting Type: Annual

Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	For	Management
2	Elect Director David H. Batchelder	For	For	Management
3	Elect Director Francis S. Blake	For	For	Management
4	Elect Director Ari Bousbib	For	For	Management
5	Elect Director Gregory D. Brenneman	For	For	Management

_		_	_	
6	Elect Director Albert P. Carey	For	For	Management
7	Elect Director Armando Codina	For	For	Management
8	Elect Director Brian C. Cornell	For	For	Management
9	Elect Director Bonnie G. Hill	For	For	Management
10	Elect Director Karen L. Katen	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Executive Incentive Bonus Plan	For	For	Management
13	Amend Qualified Employee Stock Purchase Plan	For	For	Management
14	Affirm Political Nonpartisanship	Against	For	Shareholder
15	Amend Articles/Bylaws/Charter Call Special Meetings	Against	For	Shareholder
16	Report on Employment Diversity	Against	For	Shareholder
17	Advisory Vote to Ratify Named Executive Officers Compensation	Against	Against	Shareholder
18	Pay For Superior Performance	Against	Against	Shareholder
HON	EYWELL INTERNATIONAL, INC.			

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

Record Date: FEB 29, 2008

		Mgt						
#	Proposal	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	Against	Shareholder				
HOS	HOSPITALITY PROPERTIES TRUST							

Ticker: HPT Security ID: 44106M102 Meeting Date: MAY 15, 2008 Meeting Type: Annual

Record Date: MAR 18, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John L. Harrington	For	For	Management
1.2	Elect Director Barry M. Portnoy	For	For	Management

#### INTERNATIONAL BUSINESS MACHINES CORP.

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

Record Date: FEB 29, 2008

		Mgt		
#	Proposal	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	For	Shareholder
4	Review Executive Compensation	Against	Against	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	For	Shareholder
JPMC	ORGAN CHASE & CO.			

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

Record Date: MAR 21, 2008

		Mgt		
#	Proposal	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	For	Shareholder
17	Report on Political Contributions	Against	For	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		
KANSAS CITY SOUTHERN						

Ticker: KSU Security ID: 485170302 Meeting Date: MAY 1, 2008 Meeting Type: Annual

Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Henry R. Davis	For	For	Management
1.2	Elect Director Robert J. Druten	For	For	Management
1.3	Elect Director Rodney E. Slater	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

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	Against	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

#### KRAFT FOODS INC

Ticker: KFT Security ID: 50075N104 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
LOUI	SIANA-PACIFIC CORP			

Ticker: LPX Security ID: 546347105 Meeting Date: MAY 1, 2008 Meeting Type: Annual

Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor			
1.1	Elect Director E. Gary Cook	For	For	Management			
1.2	Elect Director Kurt M. Landgraf	For	For	Management			
2	Ratify Auditors	For	For	Management			
LYO	LYONDELL CHEMICAL CO.						

Ticker: LYO Security ID: 552078107 Meeting Date: NOV 20, 2007 Meeting Type: Special

Record Date: OCT 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor			
1	Approve Merger Agreement	For	For	Management			
2	Adjourn Meeting	For	For	Management			
MAT	MATTEL, INC.						

Ticker: MAT Security ID: 577081102 Meeting Date: MAY 29, 2008 Meeting Type: Annual

Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael J. Dolan	For	For	Management
2	Elect Director Robert A. Eckert	For	For	Management
3	Elect Director Frances D. Fergusson	For	For	Management
4	Elect Director Tully M. Friedman	For	For	Management
5	Elect Director Dominic Ng	For	For	Management
6	Elect Director Vasant M. Prabhu	For	For	Management

7	Elect Director Andrea L. Rich	For	For	Management				
8	Elect Director Ronald L. Sargent	For	For	Management				
9	Elect Director Dean A. Scarborough	For	For	Management				
10	Elect Director Christopher A. Sinclair	For	For	Management				
11	Elect Director G. Craig Sullivan	For	For	Management				
12	Elect Director Kathy Brittain White	For	For	Management				
13	Ratify Auditors	For	For	Management				
14	Report on Product Safety and Working Conditions	Against	Against	Shareholder				
MEA	MEADWESTVACO CORP.							

Ticker: MWV Security ID: 583334107 Meeting Date: APR 28, 2008 Meeting Type: Annual

Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor			
1.1	Elect Director Michael E. Campbell	For	For	Management			
1.2	Elect Director Thomas W. Cole, Jr.	For	For	Management			
1.3	Elect Director James M. Kilts	For	For	Management			
1.4	Elect Director Susan J. Kropf	For	For	Management			
1.5	Elect Director Douglas S. Luke	For	For	Management			
1.6	Elect Director Robert C. McCormack	For	For	Management			
1.7	Elect Director Timothy H. Powers	For	For	Management			
1.8	Elect Director Edward M. Straw	For	For	Management			
1.9	Elect Director Jane L. Warner	For	For	Management			
2	Ratify Auditors	For	For	Management			
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management			
MOTO	DROLA, INC.						

Ticker: MOT Security ID: 620076109 Meeting Date: MAY 5, 2008 Meeting Type: Annual

Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director G. Brown	For	For	Management
1.2	Elect Director D. Dorman	For	For	Management
1.3	Elect Director W. Hambrecht	For	For	Management
1.4	Elect Director J. Lewent	For	For	Management
1.5	Elect Director K. Meister	For	For	Management
1.6	Elect Director T. Meredith	For	For	Management
1.7	Elect Director N. Negroponte	For	For	Management
1.8	Elect Director S. Scott III	For	For	Management
1.9	Elect Director R. Sommer	For	For	Management
1.10	Elect Director J. Stengel	For	For	Management
1.11	Elect Director A. Vinciquerra	For	For	Management
1.12	Elect Director D. Warner III	For	For	Management
1.13	Elect Director J. White	For	For	Management
1.14	Elect Director M. White	For	For	Management

2 3	Ratify Auditors Advisory Vote to Ratify Named Executive Officers Compensation	For Against	For For	Management Shareholder
4	Claw-back of Payments under Restatements	Against	Against	Shareholder
5	Amend Human Rights Policies	Against	Against	Shareholder
NEW	YORK COMMUNITY BANCORP, INC.			

Ticker: NYB Security ID: 649445103 Meeting Date: JUN 11, 2008 Meeting Type: Annual

Record Date: APR 16, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dominick Ciampa	For	For	Management
1.2	Elect Director William C. Frederick, M.D.	For	For	Management
1.3	Elect Director Max L. Kupferberg	For	For	Management
1.4	Elect Director Spiros J. Voutsinas	For	For	Management
1.5	Elect Director Robert Wann	For	For	Management
2	Ratify Auditors	For	For	Management

PACKAGING CORPORATION OF AMERICA

Ticker: PKG Security ID: 695156109 Meeting Date: MAY 13, 2008 Meeting Type: Annual

Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Cheryl K. Beebe	For	For	Management
1.2	Elect Director Henry F. Frigon	For	For	Management
1.3	Elect Director Hasan Jameel	For	For	Management
1.4	Elect Director Samuel M. Mencoff	For	For	Management
1.5	Elect Director Roger B. Porter	For	For	Management
1.6	Elect Director Paul T. Stecko	For	For	Management
1.7	Elect Director Rayford K. Williamson	For	For	Management
2	Ratify Auditors	For	For	Management
PFIZ	ER 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	For	Shareholder
QWI	EST COMMUNICATIONS INTERNATIONAL INC.	_		

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

Record Date: MAR 24, 2008

		Mgt		
#	Proposal	Rec	Vote Cast	Sponsor
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	For	Shareholder
16	Require Independent Board Chairman	Against	For	Shareholder
REG	AL ENTERTAINMENT GROUP			
KEU	AL ENTERTAINMENT GROUP			

Ticker: RGC Security ID: 758766109 Meeting Date: MAY 7, 2008 Meeting Type: Annual

Record Date: MAR 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen A. Kaplan	For	For	Management
1.2	Elect Director Jack Tyrrell	For	For	Management
1.3	Elect Director Nestor R. Weigand, Jr.	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

#### SALESFORCE.COM, INC.

Ticker: CRM Security ID: 79466L302 Meeting Date: JUL 12, 2007 Meeting Type: Annual

Record Date: MAY 22, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stratton Sclavos	For	For	Management
1.2	Elect Director Lawrence Tomlinson	For	For	Management
1.3	Elect Director Shirley Young	For	For	Management
2	Ratify Auditors	For	For	Management
SARA	A LEE CORP.			

Ticker: SLE Security ID: 803111103 Meeting Date: OCT 25, 2007 Meeting Type: Annual

Record Date: SEP 4, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Brenda C. Barnes	For	For	Management
2	Elect Director Christopher B. Begley	For	For	Management
3	Elect Director Virgis W. Colbert	For	For	Management
4	Elect Director James S. Crown	For	For	Management
5	Elect Director Laurette T. Koellner	For	For	Management
6	Elect Director Cornelis J.A. Van Lede	For	For	Management
7	Elect Director Sir Ian Prosser	For	For	Management
8	Elect Director Rozanne L. Ridgway			

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#### Loans

The Fund may invest in direct debt instruments which are interests in amounts owed to lenders by corporate or other borrowers. The loans pay interest at rates which are periodically reset by reference to a base lending rate plus a spread. Investments in loans may be in the form of participations in loans or assignments of all or a portion of loans from third parties. When the Fund purchases participations, it generally has no rights to enforce compliance with terms of the loan agreement with the borrower. As a result, the Fund assumes the credit risk of both the borrower and the lender that is selling the participation. When the Fund purchases assignments from lenders, it acquires direct rights against the borrower on the loan and may enforce compliance by the borrower with the terms of the loan agreement. Loans may include fully funded term loans or unfunded loan commitments, which are contractual obligations for future funding.

#### Fair valuation measurements

Fair value measurements of investments are determined within a framework that has established a fair value hierarchy based upon the various data inputs utilized in determining the value of the Fund s investments. The three-level hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to significant unobservable inputs (Level 3). The Fund s investments are classified within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement. The inputs are summarized into three broad levels as follows:

- Level 1 quoted prices in active markets for identical securities
- Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, use of amortized cost, etc.)
- Level 3 significant unobservable inputs (including the Fund s own assumptions in determining the fair value of investments)

The inputs or methodologies used for valuing investments in securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund s assets and liabilities as of May 31, 2016:

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	Quoted prices (Level 1)	Other significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	,
<u>Assets</u>				
<b>Investments in:</b>				
Common stocks				
Consumer				
discretionary	\$ 573,334	\$ 0		\$ 573,334
Energy	2,417,483	0	0	2,417,483
Health care	6,124,027	0		6,124,027
Industrials	3,310,057	0	0	3,310,057
Telecommunication				
services	15,557,708	0	0	15,557,708
Utilities	56,767,940	0	0	56,767,940
<b>Corporate bonds</b>				
and notes	0	34,883,243	0	34,883,243
Loans	0	677,188	295,274	972,462
Preferred stocks				
Utilities	0	13,232,586	0	13,232,586
Warrants				
Utilities	0	411	0	411
Yankee corporate				
bonds and notes	0	2,373,146	37,247	2,410,393
Short-term				
investments				
Investment				
companies	3,823,048	0	0	3,823,048
Total assets	\$88,573,597	\$51,166,574	\$ 332,521	\$ 140,072,692

The Fund recognizes transfers between levels within the fair value hierarchy at the end of the reporting period. At May 31, 2016, common stocks with a market value of \$1,986,377 were transferred from Level 1 to Level 2 because of a decrease in the market activity of these securities. The Fund had no material transfers into/out of Level 3.

#### **ITEM 2. CONTROLS AND PROCEDURES**

- (a) The President and Treasurer have concluded that the Wells Fargo Utilities and High Income Fund (the Fund ) disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) provide reasonable assurances that material information relating to the Fund is made known to them by the appropriate persons based on their evaluation of these controls and procedures as of a date within 90 days of the filing of this report.
- (b) There were no significant changes in the Fund s internal controls over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Wells Fargo Utilities and High Income Fund

By: /s/ Karla M. Rabusch

Karla M. Rabusch President

Date: July 27, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Wells Fargo Utilities and High Income Fund

By: /s/ Karla M. Rabusch

Karla M. Rabusch President

Date: July 27, 2016

By: /s/ Nancy Wiser

Nancy Wiser Treasurer

Date: July 27, 2016