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Eaton Vance Tax-Managed Diversified Equity Income Fund
Form N-PX
August 14, 2017

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21832

NAME OF REGISTRANT: Eaton Vance Tax-Managed Diversified
Equity Income Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place
Boston, MA 02110

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2016 - 06/30/2017

Eaton Vance Tax-Managed Diversified Equity Income Fund

ALTRIA GROUP, INC.

Agen

Security: 02209S103
Meeting Type: Annual
Meeting Date: 18-May-2017
Ticker: MO
ISIN: US02209S1033

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GERALD L. BALILES | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARTIN J. BARRINGTON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN T. CASTEEN III | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DINYAR S. DEVITRE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: THOMAS F. FARRELL II | Mgmt | For |

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|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: W. LEO KIELY III | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: KATHRYN B. MCQUADE | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GEORGE MUNOZ | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: NABIL Y. SAKKAB | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: VIRGINIA E. SHANKS | Mgmt | For |
| 2. | RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF ALTRIA'S NAMED EXECUTIVE OFFICERS | Mgmt | For |
| 4. | NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF ALTRIA'S NAMED EXECUTIVE OFFICERS | Mgmt | 1 Year |
| 5. | SHAREHOLDER PROPOSAL - ADVERTISING IN MINORITY/ LOW INCOME NEIGHBORHOODS | Shr | Against |

 AMAZON.COM, INC.

Agen

 Security: 023135106
 Meeting Type: Annual
 Meeting Date: 23-May-2017
 Ticker: AMZN
 ISIN: US0231351067

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JEFFREY P. BEZOS | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TOM A. ALBERG | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN SEELY BROWN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMIE S. GORELICK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DANIEL P. HUTTENLOCHER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JUDITH A. MCGRATH | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: THOMAS O. RYDER | Mgmt | For |

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|-----|--|------|---------|
| 1I. | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WENDELL P. WEEKS | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 5. | APPROVAL OF THE COMPANY'S 1997 STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED | Mgmt | For |
| 6. | SHAREHOLDER PROPOSAL REGARDING A REPORT ON USE OF CRIMINAL BACKGROUND CHECKS IN HIRING DECISIONS | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY AS AN EXECUTIVE COMPENSATION PERFORMANCE MEASURE | Shr | Against |
| 8. | SHAREHOLDER PROPOSAL REGARDING VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS | Shr | Against |

AMERICAN FINANCIAL GROUP, INC.

Agen

Security: 025932104
Meeting Type: Annual
Meeting Date: 23-May-2017
Ticker: AFG
ISIN: US0259321042

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR CARL H. LINDNER III S. CRAIG LINDNER KENNETH C. AMBRECHT JOHN B. BERDING JOSEPH E. CONSOLINO VIRGINIA C. DROSOS JAMES E. EVANS TERRY S. JACOBS GREGORY G. JOSEPH WILLIAM W. VERITY JOHN I. VON LEHMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |

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- | | | | |
|----|--|------|--------|
| 3. | ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |

 APPLE INC.

Agen

 Security: 037833100
 Meeting Type: Annual
 Meeting Date: 28-Feb-2017
 Ticker: AAPL
 ISIN: US0378331005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JAMES BELL | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TIM COOK | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: AL GORE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: BOB IGER | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ANDREA JUNG | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ART LEVINSON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RON SUGAR | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: SUE WAGNER | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS APPLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 5. | A SHAREHOLDER PROPOSAL ENTITLED "CHARITABLE GIVING - RECIPIENTS, INTENTS AND BENEFITS" | Shr | Against |
| 6. | A SHAREHOLDER PROPOSAL REGARDING DIVERSITY AMONG OUR SENIOR MANAGEMENT AND BOARD OF DIRECTORS | Shr | Against |
| 7. | A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS AMENDMENTS" | Shr | For |
| 8. | A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVE COMPENSATION REFORM" | Shr | Against |

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9. A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK" Shr For

BERKSHIRE HATHAWAY INC. Agen

Security: 084670702
 Meeting Type: Annual
 Meeting Date: 06-May-2017
 Ticker: BRKB
 ISIN: US0846707026

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR WARREN E. BUFFETT CHARLES T. MUNGER HOWARD G. BUFFETT STEPHEN B. BURKE SUSAN L. DECKER WILLIAM H. GATES III DAVID S. GOTTESMAN CHARLOTTE GUYMAN THOMAS S. MURPHY RONALD L. OLSON WALTER SCOTT, JR. MERYL B. WITMER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2017 PROXY STATEMENT. | Mgmt | For |
| 3. | NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH SHAREHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4. | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS. | Shr | Against |
| 5. | SHAREHOLDER PROPOSAL REGARDING METHANE GAS EMISSIONS. | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL REGARDING DIVESTING OF INVESTMENTS IN COMPANIES INVOLVED WITH FOSSIL FUELS. | Shr | Against |

C.H. ROBINSON WORLDWIDE, INC. Agen

Security: 12541W209

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Meeting Type: Annual
 Meeting Date: 11-May-2017
 Ticker: CHRW
 ISIN: US12541W2098

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SCOTT P. ANDERSON | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ROBERT EZRILOV | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WAYNE M. FORTUN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MARY J. STEELE GUILFOILE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JODEE A. KOZLAK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: BRIAN P. SHORT | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES B. STAKE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN P. WIEHOFF | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, THAT AN ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS BE CONDUCTED ON AN ANNUAL BASIS. | Mgmt | 1 Year |
| 4. | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |
| 5 | REPORT ON THE FEASIBILITY OF GHG DISCLOSURE AND MANAGEMENT | Shr | Abstain |

CATERPILLAR INC.

Agen

Security: 149123101
 Meeting Type: Annual
 Meeting Date: 14-Jun-2017
 Ticker: CAT
 ISIN: US1491231015

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DAVID L. CALHOUN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DANIEL M. DICKINSON | Mgmt | For |

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|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: JUAN GALLARDO | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JESSE J. GREENE, JR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DENNIS A. MUILENBURG | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM A. OSBORN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DEBRA L. REED | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: EDWARD B. RUST, JR. | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: JIM UMPLEBY | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: MILES D. WHITE | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: RAYFORD WILKINS, JR. | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES. | Mgmt | 1 Year |
| 5. | APPROVE THE AMENDED AND RESTATED CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN. | Mgmt | For |
| 6. | SHAREHOLDER PROPOSAL - PROVIDE A REPORT OF LOBBYING ACTIVITIES. | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL - DECREASE PERCENT OF OWNERSHIP REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING. | Shr | For |
| 8. | SHAREHOLDER PROPOSAL - PROVIDE A REPORT OF LOBBYING PRIORITIES. | Shr | Against |
| 9. | SHAREHOLDER PROPOSAL - INCLUDE SUSTAINABILITY AS A PERFORMANCE MEASURE UNDER EXECUTIVE INCENTIVE PLANS. | Shr | Against |
| 10. | SHAREHOLDER PROPOSAL - AMEND THE COMPANY'S COMPENSATION CLAWBACK POLICY. | Shr | For |
| 11. | SHAREHOLDER PROPOSAL - ADOPT A PERMANENT POLICY THAT THE CHAIRMAN BE INDEPENDENT. | Shr | For |

 CELGENE CORPORATION

 Agen

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Security: 151020104
 Meeting Type: Annual
 Meeting Date: 14-Jun-2017
 Ticker: CELG
 ISIN: US1510201049

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR ROBERT J. HUGIN MARK J. ALLES RICHARD W BARKER D PHIL MICHAEL W. BONNEY MICHAEL D. CASEY CARRIE S. COX MICHAEL A. FRIEDMAN, MD JULIA A. HALLER, M.D. GILLA S. KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For Withheld For Withheld For Withheld For Withheld |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |
| 3. | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S STOCK INCENTIVE PLAN. | Mgmt | For |
| 4. | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES. | Mgmt | 1 Year |
| 6. | STOCKHOLDER PROPOSAL TO REQUEST A BY-LAW PROVISION LIMITING MANAGEMENT'S ACCESS TO VOTE TALLIES PRIOR TO THE ANNUAL MEETING WITH RESPECT TO CERTAIN EXECUTIVE PAY MATTERS, DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT. | Shr | Against |

CHEVRON CORPORATION

Agen

Security: 166764100
 Meeting Type: Annual
 Meeting Date: 31-May-2017
 Ticker: CVX
 ISIN: US1667641005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|------------------------------------|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: W. M. AUSTIN | Mgmt | For |

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|-----|---|------|---------|
| 1B. | ELECTION OF DIRECTOR: L. F. DEILY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: R. E. DENHAM | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: A. P. GAST | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: E. HERNANDEZ, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: J. M. HUNTSMAN JR. | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: C. W. MOORMAN IV | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: D. F. MOYO | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: R. D. SUGAR | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: I. G. THULIN | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: J. S. WATSON | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: M. K. WIRTH | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF PWC AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | 1 Year |
| 5. | REPORT ON LOBBYING | Shr | Against |
| 6. | REPORT ON FEASIBILITY OF POLICY ON NOT DOING BUSINESS WITH CONFLICT COMPLICIT GOVERNMENTS | Shr | Against |
| 7. | REPORT ON CLIMATE CHANGE IMPACT ASSESSMENT | Shr | Abstain |
| 8. | REPORT ON TRANSITION TO A LOW CARBON ECONOMY | Shr | Against |
| 9. | ADOPT POLICY ON INDEPENDENT CHAIRMAN | Shr | For |
| 10. | RECOMMEND INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE | Shr | Against |
| 11. | SET SPECIAL MEETINGS THRESHOLD AT 10% | Shr | For |

CHUBB LIMITED

Agen

Security: H1467J104
Meeting Type: Annual
Meeting Date: 18-May-2017
Ticker: CB

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ISIN: CH0044328745

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1 | APPROVAL OF THE MANAGEMENT REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF CHUBB LIMITED FOR THE YEAR ENDED DECEMBER 31, 2016 | Mgmt | For |
| 2A | ALLOCATION OF DISPOSABLE PROFIT | Mgmt | For |
| 2B | DISTRIBUTION OF A DIVIDEND OUT OF LEGAL RESERVES (BY WAY OF RELEASE AND ALLOCATION TO A DIVIDEND RESERVE) | Mgmt | For |
| 3 | DISCHARGE OF THE BOARD OF DIRECTORS | Mgmt | For |
| 4A | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR | Mgmt | For |
| 4B | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP (UNITED STATES) AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PURPOSES OF U.S. SECURITIES LAW REPORTING | Mgmt | For |
| 4C | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDIT FIRM | Mgmt | For |
| 5A | ELECTION OF DIRECTOR: EVAN G. GREENBERG | Mgmt | For |
| 5B | ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ | Mgmt | For |
| 5C | ELECTION OF DIRECTOR: MICHAEL G. ATIEH | Mgmt | For |
| 5D | ELECTION OF DIRECTOR: SHEILA P. BURKE | Mgmt | For |
| 5E | ELECTION OF DIRECTOR: JAMES I. CASH | Mgmt | For |
| 5F | ELECTION OF DIRECTOR: MARY CIRILLO | Mgmt | For |
| 5G | ELECTION OF DIRECTOR: MICHAEL P. CONNORS | Mgmt | For |
| 5H | ELECTION OF DIRECTOR: JOHN A. EDWARDSON | Mgmt | For |
| 5I | ELECTION OF DIRECTOR: LEO F. MULLIN | Mgmt | For |
| 5J | ELECTION OF DIRECTOR: KIMBERLY A. ROSS | Mgmt | For |
| 5K | ELECTION OF DIRECTOR: ROBERT W. SCULLY | Mgmt | For |
| 5L | ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR. | Mgmt | For |
| 5M | ELECTION OF DIRECTOR: THEODORE E. SHASTA | Mgmt | For |
| 5N | ELECTION OF DIRECTOR: DAVID H. SIDWELL | Mgmt | For |
| 5O | ELECTION OF DIRECTOR: OLIVIER STEIMER | Mgmt | For |

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|-----|--|------|---------|
| 5P | ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN | Mgmt | For |
| 6 | ELECTION OF EVAN G. GREENBERG AS CHAIRMAN OF THE BOARD OF DIRECTORS | Mgmt | Against |
| 7A | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: MICHAEL P. CONNORS | Mgmt | For |
| 7B | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: MARY CIRILLO | Mgmt | For |
| 7C | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: ROBERT M. HERNANDEZ | Mgmt | For |
| 7D | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: ROBERT W. SCULLY | Mgmt | For |
| 7E | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: JAMES M. ZIMMERMAN | Mgmt | For |
| 8 | ELECTION OF HOMBURGER AG AS INDEPENDENT PROXY | Mgmt | For |
| 9 | APPROVAL OF AMENDED AND RESTATED CHUBB LIMITED EMPLOYEE STOCK PURCHASE PLAN | Mgmt | For |
| 10A | COMPENSATION OF THE BOARD OF DIRECTORS UNTIL THE NEXT ANNUAL GENERAL MEETING | Mgmt | For |
| 10B | COMPENSATION OF EXECUTIVE MANAGEMENT FOR THE NEXT CALENDAR YEAR | Mgmt | For |
| 11 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION UNDER U.S. SECURITIES LAW REQUIREMENTS | Mgmt | For |
| 12 | ADVISORY VOTE ON FREQUENCY OF SUBMISSION OF THE ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION UNDER U.S. SECURITIES LAW REQUIREMENTS | Mgmt | 1 Year |
| 13 | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS: MARK "FOR " TO VOTE IN ACCORDANCE WITH THE POSITION OF OUR BOARD OF DIRECTORS, MARK "AGAINST" TO VOTE AGAINST NEW ITEMS AND PROPOSALS, MARK "ABSTAIN" TO ABSTAIN. | Mgmt | Against |

CISCO SYSTEMS, INC.

Agen

Security: 17275R102
 Meeting Type: Annual
 Meeting Date: 12-Dec-2016
 Ticker: CSCO
 ISIN: US17275R1023

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CAROL A. BARTZ | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: M. MICHELE BURNS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JOHN T. CHAMBERS | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: AMY L. CHANG | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: RODERICK C. MCGEARY | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: CHARLES H. ROBBINS | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ARUN SARIN | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: STEVEN M. WEST | Mgmt | For |
| 2. | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017. | Mgmt | For |
| 4. | APPROVAL TO REQUEST AN ANNUAL REPORT RELATING TO CISCO'S LOBBYING POLICIES, PROCEDURES AND ACTIVITIES. | Shr | Against |
| 5. | APPROVAL TO REQUEST A REPORT DISCLOSING CERTAIN EMPLOYMENT DATA RELATING TO CISCO'S ARAB AND NON-ARAB EMPLOYEES IN ISRAEL-PALESTINE FOR EACH OF THE PAST THREE YEARS. | Shr | Against |
| 6. | APPROVAL TO REQUEST THE BOARD TO FORM A COMMITTEE TO REASSESS POLICIES AND CRITERIA FOR DECISIONS WITH RESPECT TO CISCO'S BUSINESS INVOLVEMENTS WITH ISRAEL'S SETTLEMENTS. | Shr | Against |

 COLGATE-PALMOLIVE COMPANY

Agen

 Security: 194162103
 Meeting Type: Annual
 Meeting Date: 12-May-2017
 Ticker: CL
 ISIN: US1941621039

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CHARLES A. BANCROFT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN P. BILBREY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN T. CAHILL | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: IAN COOK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: HELENE D. GAYLE | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ELLEN M. HANCOCK | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: C. MARTIN HARRIS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: LORRIE M. NORRINGTON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MICHAEL B. POLK | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: STEPHEN I. SADOVE | Mgmt | For |
| 2. | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 5. | STOCKHOLDER PROPOSAL ON 15% THRESHOLD TO CALL SPECIAL SHAREOWNER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |

 CONOCOPHILLIPS

Agen

 Security: 20825C104
 Meeting Type: Annual
 Meeting Date: 16-May-2017
 Ticker: COP
 ISIN: US20825C1045

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: CHARLES E. BUNCH | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JOHN V. FARACI | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JODY L. FREEMAN | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1F. | ELECTION OF DIRECTOR: GAY HUEY EVANS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RYAN M. LANCE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ARJUN N. MURTI | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: HARALD J. NORVIK | Mgmt | For |
| 2. | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | Against |
| 4. | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 5. | REPORT ON LOBBYING EXPENDITURES. | Shr | Against |
| 6. | REPORT ON EXECUTIVE COMPENSATION ALIGNMENT WITH LOW-CARBON SCENARIOS. | Shr | Against |

 CONSTELLATION BRANDS, INC.

Agen

 Security: 21036P108
 Meeting Type: Annual
 Meeting Date: 20-Jul-2016
 Ticker: STZ
 ISIN: US21036P1084

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR JERRY FOWDEN BARRY A. FROMBERG ROBERT L. HANSON ERNESTO M. HERNANDEZ JAMES A. LOCKE III DANIEL J. MCCARTHY RICHARD SANDS ROBERT SANDS JUDY A. SCHMELING KEITH E. WANDELL | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For Withheld For For For For For |
| 2. | TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2017 | Mgmt | For |
| 3. | TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE | Mgmt | For |

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PROXY STATEMENT

 CSX CORPORATION

Agen

 Security: 126408103
 Meeting Type: Annual
 Meeting Date: 05-Jun-2017
 Ticker: CSX
 ISIN: US1264081035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DONNA M. ALVARADO | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN B. BREAU | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: PAMELA L. CARTER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: STEVEN T. HALVERSON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: E. HUNTER HARRISON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: PAUL C. HILAL | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: EDWARD J. KELLY, III | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN D. MCPHERSON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DAVID M. MOFFETT | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DENNIS H. REILLEY | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LINDA H. RIEFLER | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: J. STEVEN WHISLER | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: JOHN J. ZILLMER | Mgmt | For |
| 2. | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |
| 3. | ADVISORY (NON-BINDING) RESOLUTION TO APPROVE COMPENSATION FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | ADVISORY (NON-BINDING) RESOLUTION TO APPROVE THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 5. | ADVISORY (NON-BINDING) RESOLUTION CONCERNING THE REIMBURSEMENT ARRANGEMENTS SOUGHT IN CONNECTION WITH THE RETENTION OF E. HUNTER HARRISON AS CEO AT CSX. | Mgmt | For |

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DANAHER CORPORATION

Agen

Security: 235851102
 Meeting Type: Annual
 Meeting Date: 09-May-2017
 Ticker: DHR
 ISIN: US2358511028

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DONALD J. EHRLICH | Mgmt | Against |
| 1B. | ELECTION OF DIRECTOR: LINDA HEFNER FILLER | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ROBERT J. HUGIN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: THOMAS P. JOYCE, JR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: TERI LIST-STOLL | Mgmt | Against |
| 1F. | ELECTION OF DIRECTOR: WALTER G. LOHR, JR. | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MITCHELL P. RALES | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: STEVEN M. RALES | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS | Mgmt | Against |
| 1J. | ELECTION OF DIRECTOR: ALAN G. SPOON | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: RAYMOND C. STEVENS, PH.D. | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D. | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |
| 3. | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN. | Mgmt | For |
| 4. | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN. | Mgmt | For |
| 5. | TO APPROVE ON AN ADVISORY BASIS THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 6. | TO HOLD AN ADVISORY VOTE RELATING TO THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY | Mgmt | 1 Year |

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VOTES ON THE COMPANY'S NAMED EXECUTIVE
OFFICER COMPENSATION.

| | | | |
|----|--|-----|---------|
| 7. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT AND REPORT ON GOALS TO REDUCE GREENHOUSE GAS EMISSIONS. | Shr | Against |
|----|--|-----|---------|

DELPHI AUTOMOTIVE PLC

Agen

Security: G27823106
Meeting Type: Annual
Meeting Date: 27-Apr-2017
Ticker: DLPH
ISIN: JE00B783TY65

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 01. | ELECTION OF DIRECTOR: JOSEPH S. CANTIE | Mgmt | For |
| 02. | ELECTION OF DIRECTOR: KEVIN P. CLARK | Mgmt | For |
| 03. | ELECTION OF DIRECTOR: GARY L. COWGER | Mgmt | For |
| 04. | ELECTION OF DIRECTOR: NICHOLAS M. DONOFRIO | Mgmt | For |
| 05. | ELECTION OF DIRECTOR: MARK P. FRISSORA | Mgmt | For |
| 06. | ELECTION OF DIRECTOR: RAJIV L. GUPTA | Mgmt | For |
| 07. | ELECTION OF DIRECTOR: SEAN O. MAHONEY | Mgmt | For |
| 08. | ELECTION OF DIRECTOR: TIMOTHY M. MANGANELLO | Mgmt | For |
| 09. | ELECTION OF DIRECTOR: ANA G. PINCZUK | Mgmt | For |
| 10. | ELECTION OF DIRECTOR: THOMAS W. SIDLIK | Mgmt | For |
| 11. | ELECTION OF DIRECTOR: BERND WIEDEMANN | Mgmt | For |
| 12. | ELECTION OF DIRECTOR: LAWRENCE A. ZIMMERMAN | Mgmt | For |
| 13. | PROPOSAL TO RE-APPOINT AUDITORS, RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM AND AUTHORIZE THE DIRECTORS TO DETERMINE THE FEES PAID TO THE AUDITORS. | Mgmt | For |
| 14. | SAY-ON-PAY - TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION. | Mgmt | For |

EBAY INC.

Agen

Security: 278642103

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Meeting Type: Annual
 Meeting Date: 18-May-2017
 Ticker: EBAY
 ISIN: US2786421030

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: FRED D. ANDERSON JR. | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: EDWARD W. BARNHOLT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ANTHONY J. BATES | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: LOGAN D. GREEN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: BONNIE S. HAMMER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: KATHLEEN C. MITIC | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: PIERRE M. OMIKYAR | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: PAUL S. PRESSLER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: ROBERT H. SWAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: THOMAS J. TIERNEY | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: PERRY M. TRAQUINA | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DEVIN N. WENIG | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE THE FREQUENCY WITH WHICH THE ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION SHOULD BE HELD. | Mgmt | 1 Year |
| 4. | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For |
| 5. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO ACT BY WRITTEN CONSENT. | Shr | For |

ELI LILLY AND COMPANY

Agen

Security: 532457108
 Meeting Type: Annual
 Meeting Date: 01-May-2017
 Ticker: LLY
 ISIN: US5324571083

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

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| | | | |
|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: M. L. ESKEW | Mgmt | Against |
| 1B. | ELECTION OF DIRECTOR: W. G. KAELIN, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: J. C. LECHLEITER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: D. A. RICKS | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: M. S. RUNGE | Mgmt | For |
| 2. | ADVISORY VOTE ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3. | ADVISORY VOTE REGARDING THE FREQUENCY OF ADVISORY VOTES ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |
| 4. | RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2017. | Mgmt | For |
| 5. | APPROVE AMENDMENT TO THE LILLY DIRECTORS' DEFERRAL PLAN. | Mgmt | For |
| 6. | CONSIDERATION OF A SHAREHOLDER PROPOSAL SEEKING A REPORT REGARDING DIRECT AND INDIRECT POLITICAL CONTRIBUTIONS. | Shr | Against |

 EOG RESOURCES, INC.

Agen

 Security: 26875P101
 Meeting Type: Annual
 Meeting Date: 27-Apr-2017
 Ticker: EOG
 ISIN: US26875P1012

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JANET F. CLARK | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CHARLES R. CRISP | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ROBERT P. DANIELS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMES C. DAY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DONALD F. TEXTOR | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: WILLIAM R. THOMAS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: FRANK G. WISNER | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF | Mgmt | For |

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DELOITTE & TOUCHE LLP, INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM, AS
AUDITORS FOR THE COMPANY FOR THE YEAR
ENDING DECEMBER 31, 2017.

- | | | | |
|----|--|------|--------|
| 3. | TO APPROVE AN AMENDMENT OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 640 MILLION TO 1.28 BILLION. | Mgmt | For |
| 4. | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |

EQUITY RESIDENTIAL

Agen

Security: 29476L107
Meeting Type: Annual
Meeting Date: 15-Jun-2017
Ticker: EQR
ISIN: US29476L1070

- | Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR JOHN W. ALEXANDER CHARLES L. ATWOOD LINDA WALKER BYNOE CONNIE K. DUCKWORTH MARY KAY HABEN BRADLEY A. KEYWELL JOHN E. NEAL DAVID J. NEITHERCUT MARK S. SHAPIRO GERALD A. SPECTOR STEPHEN E. STERRETT SAMUEL ZELL | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 2. | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2017. | Mgmt | For |
| 3. | APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 5. | SHAREHOLDER PROPOSAL TO ALLOW SHAREHOLDERS TO AMEND THE COMPANY'S BYLAWS. | Shr | For |

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 FACEBOOK INC. Agen

Security: 30303M102
 Meeting Type: Annual
 Meeting Date: 01-Jun-2017
 Ticker: FB
 ISIN: US30303M1027

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR MARC L. ANDREESSEN ERSKINE B. BOWLES S.D.DESMOND-HELLMANN REED HASTINGS JAN KOUM SHERYL K. SANDBERG PETER A. THIEL MARK ZUCKERBERG | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For Withheld Withheld For Withheld |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |
| 3. | A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING. | Shr | For |
| 4. | A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT. | Shr | Against |
| 5. | A STOCKHOLDER PROPOSAL REGARDING FALSE NEWS. | Shr | Against |
| 6. | A STOCKHOLDER PROPOSAL REGARDING A GENDER PAY EQUITY REPORT. | Shr | Against |
| 7. | A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIR. | Shr | For |

 FEDERAL REALTY INVESTMENT TRUST Agen

Security: 313747206
 Meeting Type: Annual
 Meeting Date: 03-May-2017
 Ticker: FRT
 ISIN: US3137472060

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

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| | | | |
|-----|---|------|--------|
| 1.1 | ELECTION OF TRUSTEE: JON E. BORTZ | Mgmt | For |
| 1.2 | ELECTION OF TRUSTEE: DAVID W. FAEDER | Mgmt | For |
| 1.3 | ELECTION OF TRUSTEE: ELIZABETH I. HOLLAND | Mgmt | For |
| 1.4 | ELECTION OF TRUSTEE: GAIL P. STEINEL | Mgmt | For |
| 1.5 | ELECTION OF TRUSTEE: WARREN M. THOMPSON | Mgmt | For |
| 1.6 | ELECTION OF TRUSTEE: JOSEPH S. VASSALLUZZO | Mgmt | For |
| 1.7 | ELECTION OF TRUSTEE: DONALD C. WOOD | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |
| 3. | TO HOLD AN ADVISORY VOTE APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |

 FORTIVE CORPORATION

Agen

 Security: 34959J108
 Meeting Type: Annual
 Meeting Date: 06-Jun-2017
 Ticker: FTV
 ISIN: US34959J1088

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A. | ELECTION OF CLASS I DIRECTOR: KATE MITCHELL | Mgmt | For |
| 1B. | ELECTION OF CLASS I DIRECTOR: ISRAEL RUIZ | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF ERNST AND YOUNG LLP AS FORTIVE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |
| 3. | TO APPROVE ON AN ADVISORY BASIS FORTIVE'S NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | TO HOLD AN ADVISORY VOTE RELATING TO THE FREQUENCY OF FUTURE SHAREHOLDER(S) ADVISORY VOTES ON FORTIVE'S NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year |
| 5. | TO APPROVE AN AMENDMENT TO FORTIVE'S | Mgmt | For |

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AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION TO DECLASSIFY THE BOARD OF
DIRECTORS TO PROVIDE FOR THE ANNUAL
ELECTION OF DIRECTORS.

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103
Meeting Type: Annual
Meeting Date: 26-Apr-2017
Ticker: GE
ISIN: US3696041033

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1 | ELECTION OF DIRECTOR: SEBASTIEN M. BAZIN | Mgmt | For |
| A2 | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE | Mgmt | For |
| A3 | ELECTION OF DIRECTOR: JOHN J. BRENNAN | Mgmt | For |
| A4 | ELECTION OF DIRECTOR: FRANCISCO D'SOUZA | Mgmt | For |
| A5 | ELECTION OF DIRECTOR: MARIJN E. DEKKERS | Mgmt | For |
| A6 | ELECTION OF DIRECTOR: PETER B. HENRY | Mgmt | For |
| A7 | ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD | Mgmt | For |
| A8 | ELECTION OF DIRECTOR: JEFFREY R. IMMELT | Mgmt | For |
| A9 | ELECTION OF DIRECTOR: ANDREA JUNG | Mgmt | For |
| A10 | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For |
| A11 | ELECTION OF DIRECTOR: RISA LAVIZZO-MOUREY | Mgmt | For |
| A12 | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS | Mgmt | For |
| A13 | ELECTION OF DIRECTOR: LOWELL C. MCADAM | Mgmt | For |
| A14 | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF | Mgmt | For |
| A15 | ELECTION OF DIRECTOR: JAMES J. MULVA | Mgmt | For |
| A16 | ELECTION OF DIRECTOR: JAMES E. ROHR | Mgmt | For |
| A17 | ELECTION OF DIRECTOR: MARY L. SCHAPIRO | Mgmt | For |
| A18 | ELECTION OF DIRECTOR: JAMES S. TISCH | Mgmt | For |
| B1 | ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION | Mgmt | For |
| B2 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |

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| | | | |
|----|--|------|---------|
| B3 | APPROVAL OF GE'S 2007 LONG-TERM INCENTIVE PLAN AS AMENDED | Mgmt | For |
| B4 | APPROVAL OF THE MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS | Mgmt | For |
| B5 | RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2017 | Mgmt | For |
| C1 | REPORT ON LOBBYING ACTIVITIES | Shr | Against |
| C2 | REQUIRE THE CHAIRMAN OF THE BOARD TO BE INDEPENDENT | Shr | Against |
| C3 | ADOPT CUMULATIVE VOTING FOR DIRECTOR ELECTIONS | Shr | Against |
| C4 | REPORT ON CHARITABLE CONTRIBUTIONS | Shr | Against |

 GENERAL MILLS, INC.

Agen

Security: 370334104
 Meeting Type: Annual
 Meeting Date: 27-Sep-2016
 Ticker: GIS
 ISIN: US3703341046

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A) | ELECTION OF DIRECTOR: BRADBURY H. ANDERSON | Mgmt | For |
| 1B) | ELECTION OF DIRECTOR: R. KERRY CLARK | Mgmt | For |
| 1C) | ELECTION OF DIRECTOR: DAVID M. CORDANI | Mgmt | For |
| 1D) | ELECTION OF DIRECTOR: ROGER W. FERGUSON JR. | Mgmt | For |
| 1E) | ELECTION OF DIRECTOR: HENRIETTA H. FORE | Mgmt | For |
| 1F) | ELECTION OF DIRECTOR: MARIA G. HENRY | Mgmt | For |
| 1G) | ELECTION OF DIRECTOR: HEIDI G. MILLER | Mgmt | For |
| 1H) | ELECTION OF DIRECTOR: STEVE ODLAND | Mgmt | For |
| 1I) | ELECTION OF DIRECTOR: KENDALL J. POWELL | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: ROBERT L. RYAN | Mgmt | For |
| 1K) | ELECTION OF DIRECTOR: ERIC D. SPRUNK | Mgmt | For |
| 1L) | ELECTION OF DIRECTOR: DOROTHY A. TERRELL | Mgmt | For |
| 1M) | ELECTION OF DIRECTOR: JORGE A. URIBE | Mgmt | For |

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| | | | |
|----|---|------|-----|
| 2. | ADOPT THE 2016 COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS. | Mgmt | For |
| 3. | CAST AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

 GODADDY INC.

Agen

 Security: 380237107
 Meeting Type: Annual
 Meeting Date: 07-Jun-2017
 Ticker: GDDY
 ISIN: US3802371076

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|----------------------------------|
| 1. | DIRECTOR RICHARD H. KIMBALL ELIZABETH S. RAFAEL LEE E. WITTLINGER | Mgmt Mgmt Mgmt | Withheld Withheld Withheld |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |
| 3. | TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION IN A NON-BINDING ADVISORY VOTE. | Mgmt | For |

 INTEL CORPORATION

Agen

 Security: 458140100
 Meeting Type: Annual
 Meeting Date: 18-May-2017
 Ticker: INTC
 ISIN: US4581401001

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ANEEL BHUSRI | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ANDY D. BRYANT | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: REED E. HUNDT | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: OMAR ISHRAK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: BRIAN M. KRZANICH | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: TSU-JAE KING LIU | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DAVID S. POTTRUCK | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GREGORY D. SMITH | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: FRANK D. YEARY | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DAVID B. YOFFIE | Mgmt | For |
| 2. | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2006 EQUITY INCENTIVE PLAN | Mgmt | For |
| 5. | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 6. | STOCKHOLDER PROPOSAL REQUESTING AN ANNUAL ADVISORY STOCKHOLDER VOTE ON POLITICAL CONTRIBUTIONS | Shr | Against |
| 7. | STOCKHOLDER PROPOSAL REQUESTING THAT VOTES COUNTED ON STOCKHOLDER PROPOSALS EXCLUDE ABSTENTIONS | Shr | Against |

INTERNATIONAL PAPER COMPANY

Agen

Security: 460146103
Meeting Type: Annual
Meeting Date: 08-May-2017
Ticker: IP
ISIN: US4601461035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DAVID J. BRONCZEK | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: WILLIAM J. BURNS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: AHMET C. DORDUNCU | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ILENE S. GORDON | Mgmt | For |

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|-----|---|------|--------|
| 1E. | ELECTION OF DIRECTOR: JAY L. JOHNSON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: STACEY J. MOBLEY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MARK S. SUTTON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN L. TOWNSEND, III | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM G. WALTER | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: J. STEVEN WHISLER | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: RAY G. YOUNG | Mgmt | For |
| 2. | RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |
| 3. | A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED UNDER THE HEADING "COMPENSATION DISCUSSION & ANALYSIS" | Mgmt | For |
| 4. | A NON-BINDING VOTE ON THE FREQUENCY WITH WHICH SHAREOWNERS WILL APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS IN FUTURE YEARS | Mgmt | 1 Year |
| 5. | SHAREOWNER PROPOSAL CONCERNING A POLICY ON ACCELERATED VESTING OF EQUITY AWARDS OF SENIOR EXECUTIVE OFFICERS UPON A CHANGE IN CONTROL | Shr | For |

 JOHNSON & JOHNSON

Agen

 Security: 478160104
 Meeting Type: Annual
 Meeting Date: 27-Apr-2017
 Ticker: JNJ
 ISIN: US4781601046

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MARY C. BECKERLE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: D. SCOTT DAVIS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: IAN E. L. DAVIS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ALEX GORSKY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MARK B. MCCLELLAN | Mgmt | For |

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| | | | |
|-----|---|------|--------|
| 1F. | ELECTION OF DIRECTOR: ANNE M. MULCAHY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM D. PEREZ | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CHARLES PRINCE | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: A. EUGENE WASHINGTON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS | Mgmt | For |
| 2. | ADVISORY VOTE ON FREQUENCY OF VOTING TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | 1 Year |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 4. | RE-APPROVAL OF THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE 2012 LONG-TERM INCENTIVE PLAN | Mgmt | For |
| 5. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |
| 6. | SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN | Shr | For |

JPMORGAN CHASE & CO.

Agen

Security: 46625H100
Meeting Type: Annual
Meeting Date: 16-May-2017
Ticker: JPM
ISIN: US46625H1005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LINDA B. BAMMANN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JAMES A. BELL | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: STEPHEN B. BURKE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: TODD A. COMBS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JAMES S. CROWN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES DIMON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | Mgmt | For |

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| | | | |
|-----|---|------|---------|
| 1J. | ELECTION OF DIRECTOR: MICHAEL A. NEAL | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LEE R. RAYMOND | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: WILLIAM C. WELDON | Mgmt | For |
| 2. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 3. | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 4. | ADVISORY VOTE ON FREQUENCY OF ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 5. | INDEPENDENT BOARD CHAIRMAN | Shr | For |
| 6. | VESTING FOR GOVERNMENT SERVICE | Shr | For |
| 7. | CLAWBACK AMENDMENT | Shr | Against |
| 8. | GENDER PAY EQUITY | Shr | Against |
| 9. | HOW VOTES ARE COUNTED | Shr | Against |
| 10. | SPECIAL SHAREOWNER MEETINGS | Shr | For |

MICROSOFT CORPORATION

Agen

Security: 594918104
Meeting Type: Annual
Meeting Date: 30-Nov-2016
Ticker: MSFT
ISIN: US5949181045

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TERI L. LIST-STOLL | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: G. MASON MORFIT | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: SATYA NADELLA | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: CHARLES H. NOSKI | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: HELMUT PANKE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: SANDRA E. PETERSON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CHARLES W. SCHARF | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN W. STANTON | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| 1J. | ELECTION OF DIRECTOR: JOHN W. THOMPSON | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: PADMASREE WARRIOR | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 3. | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2017 | Mgmt | For |
| 4. | APPROVAL OF AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION | Mgmt | For |
| 5. | APPROVAL OF FRENCH SUB PLAN UNDER THE 2001 STOCK PLAN | Mgmt | For |
| 6. | SHAREHOLDER PROPOSAL - REQUESTING CERTAIN PROXY ACCESS BYLAW AMENDMENTS | Shr | For |

 NEWELL BRANDS INC.

Agen

 Security: 651229106
 Meeting Type: Annual
 Meeting Date: 09-May-2017
 Ticker: NWL
 ISIN: US6512291062

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: IAN G.H. ASHKEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: THOMAS E. CLARKE | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: KEVIN C. CONROY | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: SCOTT S. COWEN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MICHAEL T. COWHIG | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DOMENICO DE SOLE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MARTIN E. FRANKLIN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ROS L'ESPERANCE | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MICHAEL B. POLK | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: STEVEN J. STROBEL | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MICHAEL A. TODMAN | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: RAYMOND G. VIAULT | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF | Mgmt | For |

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PRICEWATERHOUSECOOPERS LLP AS THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

- | | | | |
|----|---|------|--------|
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

 NEXTERA ENERGY, INC.

Agen

 Security: 65339F101
 Meeting Type: Annual
 Meeting Date: 18-May-2017
 Ticker: NEE
 ISIN: US65339F1012

- | Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SHERRY S. BARRAT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JAMES L. CAMAREN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: KENNETH B. DUNN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: NAREN K. GURSAHANEY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: KIRK S. HACHIGIAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: TONI JENNINGS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: AMY B. LANE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JAMES L. ROBO | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RUDY E. SCHUPP | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOHN L. SKOLDS | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WILLIAM H. SWANSON | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: HANSEL E. TOOKES, II | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |
| 3. | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT | Mgmt | For |
| 4. | NON-BINDING ADVISORY VOTE ON WHETHER NEXTERA ENERGY SHOULD HOLD A NON-BINDING SHAREHOLDER ADVISORY VOTE TO APPROVE | Mgmt | 1 Year |

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NEXTERA ENERGY'S COMPENSATION TO ITS NAMED
EXECUTIVE OFFICERS EVERY 1, 2 OR 3 YEARS

- | | | | |
|----|---|------|---------|
| 5. | APPROVAL OF THE NEXTERA ENERGY, INC. 2017 NON-EMPLOYEE DIRECTORS STOCK PLAN | Mgmt | For |
| 6. | A PROPOSAL BY THE COMPTROLLER OF THE STATE OF NEW YORK, THOMAS P. DINAPOLI, ENTITLED "POLITICAL CONTRIBUTIONS DISCLOSURE" TO REQUEST SEMIANNUAL REPORTS DISCLOSING POLITICAL CONTRIBUTION POLICIES AND EXPENDITURES. | Shr | Against |

NIKE, INC.

Agen

Security: 654106103
Meeting Type: Annual
Meeting Date: 22-Sep-2016
Ticker: NKE
ISIN: US6541061031

- | Prop.# | Proposal | Proposal
Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1. | DIRECTOR ALAN B. GRAF, JR. MICHELLE A. PELUSO PHYLLIS M. WISE | Mgmt Mgmt Mgmt | For For For |
| 2. | TO APPROVE EXECUTIVE COMPENSATION BY AN ADVISORY VOTE. | Mgmt | For |
| 3. | TO APPROVE AN AMENDMENT TO THE NIKE, INC. EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 4. | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE. | Shr | Against |
| 5. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109
Meeting Type: Special
Meeting Date: 27-Jan-2017
Ticker: NXPI
ISIN: NL0009538784

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

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| | | Type | |
|-----|---|------|-----|
| 3.A | THE PROPOSAL TO APPOINT MR. STEVE MOLLENKOPF AS EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING. | Mgmt | For |
| 3.B | THE PROPOSAL TO APPOINT MR. DEREK K. ABERLE AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL). | Mgmt | For |
| 3.C | THE PROPOSAL TO APPOINT MR. GEORGE S. DAVIS AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING. | Mgmt | For |
| 3.D | THE PROPOSAL TO APPOINT MR. DONALD J. ROSENBERG AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL). | Mgmt | For |
| 3.E | THE PROPOSAL TO APPOINT MR. BRIAN MODOFF AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING. | Mgmt | For |
| 4. | THE PROPOSAL TO GRANT FULL AND FINAL DISCHARGE TO EACH MEMBER ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL). | Mgmt | For |
| 5.A | THE PROPOSAL TO APPROVE OF THE ASSET SALE AS REQUIRED UNDER ARTICLE 2:107A OF THE DUTCH CIVIL CODE CONDITIONAL UPON AND SUBJECT TO (I) BUYER HAVING ACCEPTED FOR PAYMENT THE ACQUIRED SHARES AND (II) THE NUMBER OF ACQUIRED SHARES MEETING THE ASSET SALE THRESHOLD. | Mgmt | For |
| 5.B | THE PROPOSAL TO (I) DISSOLVE NXP (II) APPOINT STICHTING ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL). | Mgmt | For |
| 6.A | THE PROPOSAL TO AMEND NXP'S ARTICLES OF ASSOCIATION, SUBJECT TO CLOSING. | Mgmt | For |
| 6.B | THE PROPOSAL TO CONVERT NXP AND AMEND THE ARTICLES OF ASSOCIATION, SUBJECT TO DELISTING OF NXP FROM NASDAQ. | Mgmt | For |

NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109
 Meeting Type: Annual
 Meeting Date: 01-Jun-2017
 Ticker: NXPI
 ISIN: NL0009538784

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 2-C | ADOPTION OF THE 2016 STATUTORY ANNUAL ACCOUNTS. | Mgmt | For |
| 2-D | GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR RESPONSIBILITIES IN THE FINANCIAL YEAR 2016. | Mgmt | For |
| 3-A | PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-B | PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-C | PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-D | PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | Against |
| 3-E | PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-F | PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-G | PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-H | PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-I | PROPOSAL TO RE-APPOINT MR. PETER SMITHAM AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-J | PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 3-K | PROPOSAL TO RE-APPOINT MR. GREGORY SUMME AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt | For |
| 4-A | AUTHORIZATION OF THE BOARD OF DIRECTORS TO ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE SHARES. | Mgmt | For |
| 4-B | AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESTRICT OR EXCLUDE PRE-EMPTION RIGHTS. | Mgmt | For |

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|---|--|------|-----|
| 5 | AUTHORIZATION OF THE BOARD OF DIRECTORS TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL. | Mgmt | For |
| 6 | AUTHORIZATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL. | Mgmt | For |

 OCEANEERING INTERNATIONAL, INC.

Agen

 Security: 675232102
 Meeting Type: Annual
 Meeting Date: 05-May-2017
 Ticker: OII
 ISIN: US6752321025

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|------------------------|
| 1. | DIRECTOR WILLIAM B. BERRY T. JAY COLLINS JON ERIK REINHARDSEN | Mgmt Mgmt Mgmt | For Withheld For |
| 2. | APPROVAL OF THE SECOND AMENDED AND RESTATED 2010 INCENTIVE PLAN. | Mgmt | For |
| 3. | ADVISORY VOTE ON A RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |
| 5. | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt | For |

 PEPSICO, INC.

Agen

 Security: 713448108
 Meeting Type: Annual
 Meeting Date: 03-May-2017
 Ticker: PEP
 ISIN: US7134481081

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SHONA L. BROWN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: GEORGE W. BUCKLEY | Mgmt | For |

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|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: CESAR CONDE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: IAN M. COOK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DINA DUBLON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: RONA A. FAIRHEAD | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD W. FISHER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: WILLIAM R. JOHNSON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: INDRA K. NOOYI | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DAVID C. PAGE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ROBERT C. POHLAD | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DANIEL VASELLA | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: DARREN WALKER | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: ALBERTO WEISSER | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2017. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | ADVISORY VOTE ON FREQUENCY OF FUTURE SHAREHOLDER ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 5. | REPORT REGARDING PESTICIDE POLLUTION. | Shr | Against |
| 6. | IMPLEMENTATION OF HOLY LAND PRINCIPLES. | Shr | Against |

 PFIZER INC.

Agen

 Security: 717081103
 Meeting Type: Annual
 Meeting Date: 27-Apr-2017
 Ticker: PFE
 ISIN: US7170811035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RONALD E. BLAYLOCK | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: W. DON CORNWELL | Mgmt | For |

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|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: JOSEPH J. ECHEVARRIA | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: FRANCES D. FERGUSSON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: HELEN H. HOBBS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES M. KILTS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: SHANTANU NARAYEN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: IAN C. READ | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: JAMES C. SMITH | Mgmt | For |
| 2. | RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 5. | SHAREHOLDER PROPOSAL REGARDING THE HOLY LAND PRINCIPLES | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS | Shr | For |
| 7. | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIR POLICY | Shr | Against |

 PHILLIPS 66

Agen

 Security: 718546104
 Meeting Type: Annual
 Meeting Date: 03-May-2017
 Ticker: PSX
 ISIN: US7185461040

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: WILLIAM R. LOOMIS, JR. | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: GLENN F. TILTON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED | Mgmt | For |

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PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR
2017.

| | | | |
|----|--|------|-----|
| 3. | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
|----|--|------|-----|

PPG INDUSTRIES, INC.

Agen

Security: 693506107
Meeting Type: Annual
Meeting Date: 20-Apr-2017
Ticker: PPG
ISIN: US6935061076

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: STEPHEN F. ANGEL | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: HUGH GRANT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MELANIE L. HEALEY | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MICHELE J. HOOPER | Mgmt | For |
| 2. | APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS | Mgmt | For |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4. | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108
Meeting Type: Annual
Meeting Date: 05-Apr-2017
Ticker: SLB
ISIN: AN8068571086

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: PETER L.S. CURRIE | Mgmt | For |

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| | | | |
|-----|---|------|--------|
| 1B. | ELECTION OF DIRECTOR: MIGUEL M. GALUCCIO | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: V. MAUREEN KEMPSTON DARKES | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: PAAL KIBSGAARD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: HELGE LUND | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL E. MARKS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: INDRA K. NOOYI | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LUBNA S. OLAYAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: LEO RAFAEL REIF | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: TORE I. SANDVOLD | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: HENRI SEYDOUX | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4. | TO APPROVE THE COMPANY'S 2016 FINANCIAL STATEMENTS AND THE BOARD'S 2016 DECLARATIONS OF DIVIDENDS. | Mgmt | For |
| 5. | TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |
| 6. | TO APPROVE THE ADOPTION OF THE 2017 SCHLUMBERGER OMNIBUS STOCK INCENTIVE PLAN. | Mgmt | For |
| 7. | TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE PLAN. | Mgmt | For |

SEMPRA ENERGY

Agen

Security: 816851109
 Meeting Type: Annual
 Meeting Date: 12-May-2017
 Ticker: SRE
 ISIN: US8168511090

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

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| | | | |
|-----|--|------|--------|
| 1A. | ELECTION OF DIRECTOR: ALAN L. BOECKMANN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: KATHLEEN L. BROWN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ANDRES CONESA | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MARIA CONTRERAS-SWEET | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: PABLO A. FERRERO | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: WILLIAM D. JONES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: BETHANY J. MAYER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: WILLIAM G. OUCHI | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DEBRA L. REED | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM C. RUSNACK | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LYNN SCHENK | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: JACK T. TAYLOR | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: JAMES C. YARDLEY | Mgmt | For |
| 2. | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | ADVISORY APPROVAL OF HOW OFTEN SHAREHOLDERS WILL VOTE ON OUR EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105
 Meeting Type: Annual
 Meeting Date: 16-May-2017
 Ticker: SCHW
 ISIN: US8085131055

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: WILLIAM S. HARAF | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: FRANK C. HERRINGER | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: STEPHEN T. MCLIN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROGER O. WALTHER | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ROBERT N. WILSON | Mgmt | For |
| 2. | RATIFICATION OF THE SELECTION OF DELOITTE & | Mgmt | For |

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| | | | |
|------------------------------------|--|------|---------|
| TOUCHE LLP AS INDEPENDENT AUDITORS | | | |
| 3. | FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | 1 Year |
| 4. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL REQUESTING DISCLOSURE OF LOBBYING POLICY, PROCEDURES AND OVERSIGHT; LOBBYING EXPENDITURES; AND PARTICIPATION IN ORGANIZATIONS ENGAGED IN LOBBYING | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL REQUESTING ANNUAL DISCLOSURE OF EEO-1 DATA | Shr | Against |
| 7. | STOCKHOLDER PROPOSAL REQUESTING ADOPTION OF A PROXY ACCESS BYLAW FOR DIRECTOR NOMINATIONS BY STOCKHOLDERS | Shr | For |
| 8. | STOCKHOLDER PROPOSAL REQUESTING MAJORITY VOTE TABULATION FOR ALL NON-BINDING MATTERS PRESENTED BY STOCKHOLDERS | Shr | Against |

 THE GOLDMAN SACHS GROUP, INC.

Agen

 Security: 38141G104
 Meeting Type: Annual
 Meeting Date: 28-Apr-2017
 Ticker: GS
 ISIN: US38141G1040

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: M. MICHELE BURNS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MARK A. FLAHERTY | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: WILLIAM W. GEORGE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMES A. JOHNSON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: PETER OPPENHEIMER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DAVID A. VINIAR | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MARK O. WINKELMAN | Mgmt | For |

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| | | | |
|----|--|------|--------|
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY) | Mgmt | For |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY | Mgmt | 1 Year |
| 4. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |

 THE GOODYEAR TIRE & RUBBER COMPANY

Agen

Security: 382550101
 Meeting Type: Annual
 Meeting Date: 10-Apr-2017
 Ticker: GT
 ISIN: US3825501014

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: WILLIAM J. CONATY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JAMES A. FIRESTONE | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WERNER GEISSLER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: PETER S. HELLMAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: LAURETTE T. KOELLNER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: RICHARD J. KRAMER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: W. ALAN MCCOLLOUGH | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN E. MCGLADE | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MICHAEL J. MORELL | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RODERICK A. PALMORE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: STEPHANIE A. STREETER | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: MICHAEL R. WESSEL | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4. | APPROVE THE ADOPTION OF THE 2017 PERFORMANCE PLAN. | Mgmt | For |

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| | | | |
|----|---|------|---------|
| 5. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 6. | SHAREHOLDER PROPOSAL RE: INDEPENDENT BOARD CHAIRMAN. | Shr | Against |

 THE HOME DEPOT, INC.

Agen

Security: 437076102
 Meeting Type: Annual
 Meeting Date: 18-May-2017
 Ticker: HD
 ISIN: US4370761029

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GERARD J. ARPEY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ARI BOUSBIB | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JEFFERY H. BOYD | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: J. FRANK BROWN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ALBERT P. CAREY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ARMANDO CODINA | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HELENA B. FOULKES | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LINDA R. GOODEN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WAYNE M. HEWETT | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: KAREN L. KATEN | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: CRAIG A. MENEAR | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: MARK VADON | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION ("SAY-ON-PAY"). | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE SAY-ON-PAY VOTES. | Mgmt | 1 Year |
| 5. | SHAREHOLDER PROPOSAL REGARDING PREPARATION OF AN EMPLOYMENT DIVERSITY REPORT. | Shr | Against |

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| | | | |
|----|---|-----|---------|
| 6. | SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON POLITICAL CONTRIBUTIONS. | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL TO REDUCE THE THRESHOLD TO CALL SPECIAL SHAREHOLDER MEETINGS TO 15% OF OUTSTANDING SHARES. | Shr | For |

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105
 Meeting Type: Annual
 Meeting Date: 25-Apr-2017
 Ticker: PNC
 ISIN: US6934751057

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CHARLES E. BUNCH | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARJORIE RODGERS CHESHIRE | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DANIEL R. HESSE | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: KAY COLES JAMES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD B. KELSON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JANE G. PEPPER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DONALD J. SHEPARD | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: LORENE K. STEFFES | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DENNIS F. STRIGL | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: MICHAEL J. WARD | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: GREGORY D. WASSON | Mgmt | For |
| 2. | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 5. | A SHAREHOLDER PROPOSAL REQUESTING A | Shr | Against |

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DIVERSITY REPORT WITH SPECIFIC ADDITIONAL
DISCLOSURE, INCLUDING EEOC-DEFINED METRICS.

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
Meeting Type: Annual
Meeting Date: 04-May-2017
Ticker: VZ
ISIN: US92343V1044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARK T. BERTOLINI | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: RICHARD L. CARRION | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MELANIE L. HEALEY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: M. FRANCES KEETH | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: KARL-LUDWIG KLEY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: LOWELL C. MCADAM | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CLARENCE OTIS, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RODNEY E. SLATER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: KATHRYN A. TESIJA | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: GREGORY D. WASSON | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: GREGORY G. WEAVER | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year |
| 5. | APPROVAL OF 2017 LONG-TERM INCENTIVE PLAN | Mgmt | For |
| 6. | HUMAN RIGHTS COMMITTEE | Shr | Against |
| 7. | REPORT ON GREENHOUSE GAS REDUCTION TARGETS | Shr | Against |
| 8. | SPECIAL SHAREOWNER MEETINGS | Shr | For |
| 9. | EXECUTIVE COMPENSATION CLAWBACK POLICY | Shr | For |

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|-----|---|-----|---------|
| 10. | STOCK RETENTION POLICY | Shr | For |
| 11. | LIMIT MATCHING CONTRIBUTIONS FOR EXECUTIVES | Shr | Against |

VISA INC.

Agen

Security: 92826C839
 Meeting Type: Annual
 Meeting Date: 31-Jan-2017
 Ticker: V
 ISIN: US92826C8394

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LLOYD A. CARNEY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARY B. CRANSTON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: GARY A. HOFFMAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN A.C. SWAINSON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR. | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2017 FISCAL YEAR. | Mgmt | For |

WELLS FARGO & COMPANY

Agen

Security: 949746101
 Meeting Type: Annual
 Meeting Date: 25-Apr-2017
 Ticker: WFC
 ISIN: US9497461015

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JOHN D. BAKER II | Mgmt | Against |
| 1B. | ELECTION OF DIRECTOR: JOHN S. CHEN | Mgmt | Against |
| 1C. | ELECTION OF DIRECTOR: LLOYD H. DEAN | Mgmt | Against |
| 1D. | ELECTION OF DIRECTOR: ELIZABETH A. DUKE | Mgmt | Against |
| 1E. | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt | Against |
| 1F. | ELECTION OF DIRECTOR: DONALD M. JAMES | Mgmt | Against |
| 1G. | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN | Mgmt | Against |
| 1H. | ELECTION OF DIRECTOR: KAREN B. PEETZ | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: FEDERICO F. PENA | Mgmt | Against |
| 1J. | ELECTION OF DIRECTOR: JAMES H. QUIGLEY | Mgmt | Against |
| 1K. | ELECTION OF DIRECTOR: STEPHEN W. SANGER | Mgmt | Against |
| 1L. | ELECTION OF DIRECTOR: RONALD L. SARGENT | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: TIMOTHY J. SLOAN | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: SUSAN G. SWENSON | Mgmt | Against |
| 1O. | ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT | Mgmt | Against |
| 2. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4. | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL - RETAIL BANKING SALES PRACTICES REPORT. | Shr | For |
| 6. | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING. | Shr | Against |
| 7. | STOCKHOLDER PROPOSAL - DIVESTING NON-CORE BUSINESS REPORT. | Shr | Against |
| 8. | STOCKHOLDER PROPOSAL - GENDER PAY EQUITY REPORT. | Shr | Against |
| 9. | STOCKHOLDER PROPOSAL - LOBBYING REPORT. | Shr | Against |
| 10. | STOCKHOLDER PROPOSAL - INDIGENOUS PEOPLES' RIGHTS POLICY. | Shr | Against |

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WHIRLPOOL CORPORATION

Agen

Security: 963320106
 Meeting Type: Annual
 Meeting Date: 18-Apr-2017
 Ticker: WHR
 ISIN: US9633201069

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SAMUEL R. ALLEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARC R. BITZER | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: GREG CREED | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: GARY T. DICAMILLO | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DIANE M. DIETZ | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: GERRI T. ELLIOTT | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JEFF M. FETTIG | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MICHAEL F. JOHNSTON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN D. LIU | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: HARISH MANWANI | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WILLIAM D. PEREZ | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: LARRY O. SPENCER | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: MICHAEL D. WHITE | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE WHIRLPOOL'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 4. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS WHIRLPOOL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |

ZAYO GROUP HOLDINGS INC

Agen

Security: 98919V105
 Meeting Type: Annual
 Meeting Date: 08-Nov-2016
 Ticker: ZAYO
 ISIN: US98919V1052

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|-----------------|
| 1. | DIRECTOR RICK CONNOR CATHY MORRIS | Mgmt Mgmt | Withheld For |
| 2. | RATIFICATION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING JUNE 30, 2017. | Mgmt | For |
| 3. | APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | Against |

ZIMMER BIOMET HOLDINGS, INC.

Agen

Security: 98956P102
Meeting Type: Annual
Meeting Date: 12-May-2017
Ticker: ZBH
ISIN: US98956P1021

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: BETSY J. BERNARD | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: GAIL K. BOUDREAU | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DAVID C. DVORAK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MICHAEL J. FARRELL | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROBERT A. HAGEMANN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MICHAEL W. MICHELSON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D. | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: JEFFREY K. RHODES | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For |

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| | | | |
|----|--|------|--------|
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION (SAY ON PAY) | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY VOTES | Mgmt | 1 Year |

 ZOETIS INC.

Agen

Security: 98978V103
 Meeting Type: Annual
 Meeting Date: 11-May-2017
 Ticker: ZTS
 ISIN: US98978V1035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GREGORY NORDEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: LOUISE M. PARENT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ROBERT W. SCULLY | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION (SAY ON PAY). | Mgmt | For |
| 3. | RATIFICATION OF APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For |

* Management position unknown

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

| | |
|----------------|--|
| (Registrant) | Eaton Vance Tax-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Edward J. Perkin |
| Name | Edward J. Perkin |
| Title | President |
| Date | 08/14/2017 |