

SALOMON BROTHERS CAPITAL & INCOME FUND INC
Form N-PX
August 25, 2006

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: 811-21467

Salomon Brothers Capital and Income Fund Inc.

(Exact name of registrant as specified in charter)

125 BROAD STREET, NEW YORK, NEW YORK 10004

(Address of principal executive offices) (Zip code)

Robert I. Frenkel, Esq.

300 First Stamford Place, 4th Floor

Stamford, Connecticut 06902

(Name and address of agent for service)

Registrant's telephone number, including area code: 203-890-7046

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Date of fiscal year end: October 31

Date of reporting period: July 1, 2005 June 30, 2006

Item 1. Proxy Voting Record

A report may indicate that the Adviser or Subadviser, as the case may be, did not vote in a particular proposal. No vote was entered for a proposal where (a) certain restrictions or pre-conditions on voting may, if followed, have adversely affected investment management of the fund's portfolio holdings, such as share blocking rules that prohibit sales during the shareholder solicitation and voting process, (b) potential material conflicts of interest arising from proxy proposals were identified by the CAM Proxy Voting Committee, (c) administrative or operational constraints impeded the ability to cast a timely vote, such as late receipt of proxy voting information, and/or (d) systems or processing errors occurred (including errors by third party vendors).

<PRE>

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

ICA File Number: 811-21467
 Reporting Period: 07/01/2005 - 06/30/2006
 Salomon Brothers Capital and Income Fund Inc.

===== SALOMON BROTHERS CAPITAL AND INCOME FUND INC. =====

ABGENIX, INC.

Ticker: ABGX Security ID: 00339B107
 Meeting Date: MAR 29, 2006 Meeting Type: Special
 Record Date: FEB 6, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

ADC TELECOMMUNICATIONS, INC.

Ticker: ADCT Security ID: 000886309
 Meeting Date: MAR 7, 2006 Meeting Type: Annual
 Record Date: JAN 11, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John A. Blanchard, III | For | For | Management |
| 1.2 | Elect Director Lois M. Martin | For | For | Management |
| 1.3 | Elect Director John E. Rehfeld | For | For | Management |
| 1.4 | Elect Director Jean-Pierre Rosso | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

ADOBE SYSTEMS INC.

Ticker: ADBE Security ID: 00724F101
 Meeting Date: MAR 28, 2006 Meeting Type: Annual
 Record Date: FEB 13, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Edward W. Barnholt | For | For | Management |
| 1.2 | Elect Director Michael R. Cannon | For | For | Management |
| 1.3 | Elect Director Bruce R. Chizen | For | For | Management |
| 1.4 | Elect Director James E. Daley | For | For | Management |
| 1.5 | Elect Director Charles M. Geschke | For | For | Management |

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| | | | | |
|-----|--|-----|-----|------------|
| 1.6 | Elect Director Delbert W. Yocam | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

AETNA INC.

Ticker: AET Security ID: 00817Y108
Meeting Date: APR 28, 2006 Meeting Type: Annual
Record Date: FEB 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Betsy Z. Cohen | For | For | Management |
| 1.2 | Elect Director Molly J. Coye, M.D. | For | For | Management |
| 1.3 | Elect Director Barbara H. Franklin | For | For | Management |
| 1.4 | Elect Director Jeffrey E. Garten | For | For | Management |
| 1.5 | Elect Director Earl G. Graves | For | For | Management |
| 1.6 | Elect Director Gerald Greenwald | For | For | Management |
| 1.7 | Elect Director Ellen M. Hancock | For | For | Management |
| 1.8 | Elect Director Michael H. Jordan | For | For | Management |
| 1.9 | Elect Director Edward J. Ludwig | For | For | Management |
| 1.10 | Elect Director Joseph P. Newhouse | For | For | Management |
| 1.11 | Elect Director John W. Rowe, M.D. | For | For | Management |
| 1.12 | Elect Director Ronald A. Williams | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Provide for Cumulative Voting | Against | For | Shareholder |

AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102
Meeting Date: MAY 1, 2006 Meeting Type: Annual
Record Date: FEB 22, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Daniel P. Amos | For | For | Management |
| 1.2 | Elect Director John Shelby Amos, II | For | For | Management |
| 1.3 | Elect Director Michael H. Armacost | For | For | Management |
| 1.4 | Elect Director Kriss Cloninger, III | For | For | Management |
| 1.5 | Elect Director Joe Frank Harris | For | For | Management |
| 1.6 | Elect Director Elizabeth J. Hudson | For | For | Management |
| 1.7 | Elect Director Kenneth S. Janke Sr. | For | For | Management |
| 1.8 | Elect Director Douglas W. Johnson | For | For | Management |
| 1.9 | Elect Director Robert B. Johnson | For | For | Management |
| 1.10 | Elect Director Charles B. Knapp | For | For | Management |
| 1.11 | Elect Director Hidefumi Matsui | For | For | Management |
| 1.12 | Elect Director E. Stephen Purdom, M.D. | For | For | Management |
| 1.13 | Elect Director Barbara K. Rimer, Dr. Ph | For | For | Management |
| 1.14 | Elect Director Marvin R. Schuster | For | For | Management |
| 1.15 | Elect Director David Gary Thompson | For | For | Management |
| 1.16 | Elect Director Tohru Tonoike | For | For | Management |
| 1.17 | Elect Director Robert L. Wright | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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AIR PRODUCTS & CHEMICALS, INC.

Ticker: APD Security ID: 009158106
 Meeting Date: JAN 26, 2006 Meeting Type: Annual
 Record Date: NOV 30, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Mario L. Baeza | For | For | Management |
| 1.2 | Elect Director Edward E. Hagenlocker | For | For | Management |
| 1.3 | Elect Director Terrence Murray | For | For | Management |
| 1.4 | Elect Director Charles H. Noski | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |

ALLTEL CORP.

Ticker: AT Security ID: 020039103
 Meeting Date: APR 20, 2006 Meeting Type: Annual
 Record Date: FEB 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William H. Crown | For | For | Management |
| 1.2 | Elect Director Joe T. Ford | For | For | Management |
| 1.3 | Elect Director John P. McConnell | For | For | Management |
| 1.4 | Elect Director Josie C. Natori | For | For | Management |
| 2 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG Security ID: 026874107
 Meeting Date: AUG 11, 2005 Meeting Type: Annual
 Record Date: JUN 24, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-----------------------------|---------|-----------|------------|
| 1.1 | Elect Director M. Aidinoff | For | For | Management |
| 1.2 | Elect Director P. Chia | For | For | Management |
| 1.3 | Elect Director M. Cohen | For | For | Management |
| 1.4 | Elect Director W. Cohen | For | For | Management |
| 1.5 | Elect Director M. Feldstein | For | For | Management |
| 1.6 | Elect Director E. Futter | For | For | Management |
| 1.7 | Elect Director S. Hammerman | For | For | Management |
| 1.8 | Elect Director C. Hills | For | For | Management |
| 1.9 | Elect Director R. Holbrooke | For | For | Management |
| 1.10 | Elect Director D. Kanak | For | For | Management |
| 1.11 | Elect Director G. Miles, Jr | For | For | Management |
| 1.12 | Elect Director M. Offit | For | For | Management |
| 1.13 | Elect Director M. Sullivan | For | For | Management |
| 1.14 | Elect Director E. Tse | For | For | Management |
| 1.15 | Elect Director F. Zarb | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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 APPLIED MATERIALS, INC.

Ticker: AMAT Security ID: 038222105
 Meeting Date: MAR 22, 2006 Meeting Type: Annual
 Record Date: JAN 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael H. Armacost | For | For | Management |
| 1.2 | Elect Director Deborah A. Coleman | For | For | Management |
| 1.3 | Elect Director Philip V. Gerdine | For | For | Management |
| 1.4 | Elect Director Thomas J. Iannotti | For | For | Management |
| 1.5 | Elect Director Charles Y.S. Liu | For | For | Management |
| 1.6 | Elect Director James C. Morgan | For | For | Management |
| 1.7 | Elect Director Gerhard H. Parker | For | For | Management |
| 1.8 | Elect Director Willem P. Roelandts | For | For | Management |
| 1.9 | Elect Director Michael R. Splinter | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

 ARDEN REALTY, INC.

Ticker: ARI Security ID: 039793104
 Meeting Date: APR 28, 2006 Meeting Type: Special
 Record Date: FEB 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

 ARLINGTON TANKERS LTD

Ticker: ATB Security ID: G04899103
 Meeting Date: JUL 22, 2005 Meeting Type: Annual
 Record Date: JUN 10, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Stephen O. Jaeger | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | INCREASE AUTHORIZED SHARE CAPITAL BY
CREATION OF ADDITIONAL 40,000,000 COMMON
SHARES OF PAR VALUE US\$0.01 EACH. | For | For | Management |
| 4 | REDUCTION OF SHARE PREMIUM ACCOUNT FOR
BERMUDA CORPORATE LAW PURPOSES BY
TRANSFERRING US\$309,845,000 TO
CONTRIBUTED SURPLUS ACCOUNT. | For | For | Management |

 AVERY DENNISON CORP.

Ticker: AVY Security ID: 053611109
 Meeting Date: APR 27, 2006 Meeting Type: Annual
 Record Date: FEB 27, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John T. Cardis | For | For | Management |
| 1.2 | Elect Director David E.I. Pyott | For | For | Management |
| 1.3 | Elect Director Dean A. Scarborough | For | For | Management |
| 1.4 | Elect Director Julia A. Stewart | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

BOSTON SCIENTIFIC CORP.

Ticker: BSX Security ID: 101137107
Meeting Date: MAR 31, 2006 Meeting Type: Special
Record Date: FEB 22, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Increase Authorized Common Stock | For | For | Management |
| 2 | Issue Shares in Connection with an Acquisition | For | For | Management |

CHARTER COMMUNICATIONS, INC.

Ticker: CHTR Security ID: 16117M107
Meeting Date: AUG 23, 2005 Meeting Type: Annual
Record Date: JUL 29, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert P. May | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |

COMPASS MINERALS INTERNATIONAL, INC

Ticker: CMP Security ID: 20451N101
Meeting Date: AUG 4, 2005 Meeting Type: Annual
Record Date: JUN 15, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mr. Vernon G. Baker II | For | For | Management |
| 1.2 | Elect Director Mr. Bradley J. Bell | For | For | Management |
| 1.3 | Elect Director Mr. Richard S. Grant | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |

CTRIP COM INTL LTD

Ticker: CTRP Security ID: 22943F100
Meeting Date: OCT 21, 2005 Meeting Type: Annual
Record Date: SEP 14, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|---|--|-----|---------|------------|
| 1 | A NEW 2005 EMPLOYEE S STOCK OPTION PLAN (THE ESOP) IN THE FORM ADOPTED BY THE BOARD OF DIRECTORS OF THE COMPANY AND PREVIOUSLY FILED AS EXHIBIT 10.23 TO THE COMPANY S REGISTRATION STATEMENT ON FORM F-2 FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMIS | For | Against | Management |
| 2 | DISTRIBUTION OF 30% OF THE COMPANY S NET INCOME FOR 2005 (AS REPORTED IN THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED DECEMBER 31, 2005) TO THE SHAREHOLDERS OF THE COMPANY AS DIVIDENDS, SUBJECT TO THE APPROVAL OF THE BO | For | For | Management |

DUKE REALTY CORPORATION

Ticker: DRE Security ID: 264411505
 Meeting Date: APR 26, 2006 Meeting Type: Annual
 Record Date: FEB 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Barrington H. Branch | For | For | Management |
| 1.2 | Elect Director Geoffrey Button | For | For | Management |
| 1.3 | Elect Director William Cavanaugh III | For | For | Management |
| 1.4 | Elect Director Ngaire E. Cuneo | For | For | Management |
| 1.5 | Elect Director Charles R. Eitel | For | For | Management |
| 1.6 | Elect Director R. Glenn Hubbard | For | For | Management |
| 1.7 | Elect Director Martin C. Jischke | For | For | Management |
| 1.8 | Elect Director L. Ben Lytle | For | For | Management |
| 1.9 | Elect Director William O. Mccoy | For | For | Management |
| 1.10 | Elect Director Dennis D. Oklak | For | For | Management |
| 1.11 | Elect Director Jack R. Shaw | For | For | Management |
| 1.12 | Elect Director Robert J. Woodward, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

ECHOSTAR COMMUNICATIONS CORP.

Ticker: DISH Security ID: 278762109
 Meeting Date: OCT 6, 2005 Meeting Type: Annual
 Record Date: AUG 8, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director James Defranco | For | Withhold | Management |
| 1.2 | Elect Director Michael T. Dugan | For | Withhold | Management |
| 1.3 | Elect Director Cantey Ergen | For | Withhold | Management |
| 1.4 | Elect Director Charles W. Ergen | For | Withhold | Management |
| 1.5 | Elect Director Steven R. Goodbarn | For | For | Management |
| 1.6 | Elect Director David K. Moskowitz | For | Withhold | Management |
| 1.7 | Elect Director Tom A. Ortolf | For | For | Management |
| 1.8 | Elect Director C. Michael Schroeder | For | For | Management |
| 1.9 | Elect Director Carl E. Vogel | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |
| 4 | Approve Non-Employee Director Stock Option Plan | For | Against | Management |

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| | | | | |
|---|---|---------|-----|-------------|
| 5 | Adopt Policy Prohibiting Discrimination based on Sexual Orientation | Against | For | Shareholder |
| 6 | Other Business | For | For | Management |

FAMILY DOLLAR STORES, INC.

Ticker: FDO Security ID: 307000109
 Meeting Date: JAN 19, 2006 Meeting Type: Annual
 Record Date: NOV 22, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mark R. Bernstein | For | For | Management |
| 1.2 | Elect Director Sharon Allred Decker | For | For | Management |
| 1.3 | Elect Director Edward C. Dolby | For | For | Management |
| 1.4 | Elect Director Glenn A. Eisenberg | For | For | Management |
| 1.5 | Elect Director Howard R. Levine | For | For | Management |
| 1.6 | Elect Director George R. Mahoney, Jr. | For | For | Management |
| 1.7 | Elect Director James G. Martin | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

FREDDIE MAC

Ticker: FRE Security ID: 313400301
 Meeting Date: JUL 15, 2005 Meeting Type: Annual
 Record Date: MAY 27, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Barbara T. Alexander | For | For | Management |
| 1.2 | Elect Director Geoffrey T. Boisi | For | For | Management |
| 1.3 | Elect Director Joan E. Donoghue | For | For | Management |
| 1.4 | Elect Director Michelle Engler | For | For | Management |
| 1.5 | Elect Director Richard Karl Goeltz | For | For | Management |
| 1.6 | Elect Director Thomas S. Johnson | For | For | Management |
| 1.7 | Elect Director William M. Lewis, Jr. | For | For | Management |
| 1.8 | Elect Director Eugene M. Mcquade | For | For | Management |
| 1.9 | Elect Director Shaun F. O'Malley | For | For | Management |
| 1.10 | Elect Director Ronald F. Poe | For | For | Management |
| 1.11 | Elect Director Stephen A. Ross | For | For | Management |
| 1.12 | Elect Director Richard F. Syron | For | For | Management |
| 1.13 | Elect Director William J. Turner | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

GENENTECH, INC.

Ticker: DNA Security ID: 368710406
 Meeting Date: APR 20, 2006 Meeting Type: Annual
 Record Date: FEB 22, 2006

| # | 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 |

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| | | | | |
|-----|--|-----|-----|------------|
| 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 | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104
 Meeting Date: MAR 31, 2006 Meeting Type: Annual
 Record Date: JAN 30, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Lloyd C. Blankfein | For | For | Management |
| 1.2 | Elect Director Lord Browne Ofmadingley | For | For | Management |
| 1.3 | Elect Director John H. Bryan | For | For | Management |
| 1.4 | Elect Director Claes Dahlback | For | For | Management |
| 1.5 | Elect Director Stephen Friedman | For | For | Management |
| 1.6 | Elect Director William W. George | For | For | Management |
| 1.7 | Elect Director James A. Johnson | For | For | Management |
| 1.8 | Elect Director Lois D. Juliber | For | For | Management |
| 1.9 | Elect Director Edward M. Liddy | For | For | Management |
| 1.10 | Elect Director Henry M. Paulson, Jr. | For | For | Management |
| 1.11 | Elect Director Ruth J. Simmons | For | For | Management |
| 2 | Amend Restricted Partner Compensation Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

HORMEL FOODS CORP.

Ticker: HRL Security ID: 440452100
 Meeting Date: JAN 31, 2006 Meeting Type: Annual
 Record Date: DEC 5, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director John W. Allen, Ph.D. | For | For | Management |
| 1.2 | Elect Director John R. Block | For | For | Management |
| 1.3 | Elect Director Jeffrey M. Ettinger | For | For | Management |
| 1.4 | Elect Director E. Peter Gillette, Jr. | For | For | Management |
| 1.5 | Elect Director Luella G. Goldberg | For | For | Management |
| 1.6 | Elect Director Joel W. Johnson | For | For | Management |
| 1.7 | Elect Director Susan I. Marvin | For | For | Management |
| 1.8 | Elect Director Michael J. McCoy | For | For | Management |
| 1.9 | Elect Director John L. Morrison | For | For | Management |
| 1.10 | Elect Director Dakota A. Pippins | For | For | Management |
| 1.11 | Elect Director Gary J. Ray | For | For | Management |
| 1.12 | Elect Director John G. Turner | For | For | Management |
| 1.13 | Elect Director Robert R. Waller, M.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |
| 4 | Report on Feasibility of Improving Animal Welfare Standards | Against | Against | Shareholder |

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HOST HOTELS & RESORTS INC.

Ticker: HST Security ID: 44107P104
 Meeting Date: APR 5, 2006 Meeting Type: Special
 Record Date: FEB 22, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with an Acquisition | For | For | Management |

IDT CORP.

Ticker: IDT.C Security ID: 448947309
 Meeting Date: DEC 15, 2005 Meeting Type: Annual
 Record Date: OCT 21, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director J. Warren Blaker | For | Withhold | Management |
| 1.2 | Elect Director Stephen R. Brown | For | Withhold | Management |
| 1.3 | Elect Director James A. Courter | For | Withhold | Management |
| 1.4 | Elect Director Slade Gorton | For | For | Management |
| 1.5 | Elect Director Marc E. Knoller | For | Withhold | Management |
| 2 | Approve Stock Option Plan | For | For | Management |
| 3 | Approve Restricted Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

INTERPUBLIC GROUP OF COMPANIES, INC., THE

Ticker: IPG Security ID: 460690100
 Meeting Date: NOV 14, 2005 Meeting Type: Annual
 Record Date: SEP 20, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Frank J. Borelli | For | For | Management |
| 1.2 | Elect Director Reginald K. Brack | For | For | Management |
| 1.3 | Elect Director Jill M. Considine | For | For | Management |
| 1.4 | Elect Director Richard A. Goldstein | For | For | Management |
| 1.5 | Elect Director H. John Greeniaus | For | For | Management |
| 1.6 | Elect Director Michael I. Roth | For | For | Management |
| 1.7 | Elect Director J. Phillip Samper | For | For | Management |
| 1.8 | Elect Director David M. Thomas | For | For | Management |
| 2 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Seek Sale of Company/Assets | Against | Against | Shareholder |

INVITROGEN CORP.

Ticker: IVGN Security ID: 46185R100
 Meeting Date: APR 21, 2006 Meeting Type: Annual
 Record Date: FEB 24, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Gregory T. Lucier | For | For | Management |
| 1.2 | Elect Director Donald W. Grimm | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Increase Authorized Common Stock | For | Against | Management |

KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103
 Meeting Date: APR 27, 2006 Meeting Type: Annual
 Record Date: FEB 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Dennis R. Beresford | For | For | Management |
| 1.2 | Elect Director Abelardo E. Bru | For | For | Management |
| 1.3 | Elect Director Thomas J. Falk | For | For | Management |
| 1.4 | Elect Director Mae C. Jemison, M.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | Against | For | Shareholder |
| 4 | Adopt ILO Standards | Against | Against | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 6 | Report on Feasibility of Phasing Out the Use of Non-certified Wood Fiber | Against | Against | Shareholder |

LEGG MASON, INC.

Ticker: LM Security ID: 524901105
 Meeting Date: JUL 19, 2005 Meeting Type: Annual
 Record Date: MAY 20, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director Dennis R. Beresford | For | Did Not Vote | Management |
| 1.2 | Elect Director Edward I. O'Brien | For | Did Not Vote | Management |
| 1.3 | Elect Director Roger W. Schipke | For | Did Not Vote | Management |
| 1.4 | Elect Director Nicholas J. St. George | For | Did Not Vote | Management |
| 2 | Amend Executive Incentive Bonus Plan | For | Did Not Vote | Management |
| 3 | Approve Non-Employee Director Omnibus Stock Plan | For | Did Not Vote | Management |

LEHMAN BROTHERS HOLDINGS INC.

Ticker: LEH Security ID: 524908100
 Meeting Date: APR 5, 2006 Meeting Type: Annual
 Record Date: FEB 10, 2006

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas H. Cruikshank | For | For | Management |
| 1.2 | Elect Director Roland A. Hernandez | For | For | Management |
| 1.3 | Elect Director Henry Kaufman | For | For | Management |
| 1.4 | Elect Director John D. Macomber | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Declassify the Board of Directors | For | For | Management |

MARATHON OIL CORP

Ticker: MRO Security ID: 565849106
Meeting Date: APR 26, 2006 Meeting Type: Annual
Record Date: FEB 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Clarence P. Cazalot | For | For | Management |
| 1.2 | Elect Director David A. Daberko | For | For | Management |
| 1.3 | Elect Director William L. Davis | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | For | For | Management |
| 4 | Eliminate Class of Preferred Stock | For | For | Management |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 6 | Adopt Simple Majority Vote Requirement | Against | For | Shareholder |

MAXIM INTEGRATED PRODUCTS, INC.

Ticker: MXIM Security ID: 57772K101
Meeting Date: NOV 10, 2005 Meeting Type: Annual
Record Date: SEP 28, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director James R. Bergman | For | Withhold | Management |
| 1.2 | Elect Director Michael J. Byrd | For | For | Management |
| 1.3 | Elect Director Peter de Roeth | For | For | Management |
| 1.4 | Elect Director John F. Gifford | For | For | Management |
| 1.5 | Elect Director B. Kipling Hagopian | For | For | Management |
| 1.6 | Elect Director A.R. Frank Wazzan | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

MERRILL LYNCH & CO., INC.

Ticker: MER Security ID: 590188108
Meeting Date: APR 28, 2006 Meeting Type: Annual
Record Date: FEB 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alberto Cribiore | For | For | Management |

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| | | | | |
|-----|--|---------|---------|-------------|
| 1.2 | Elect Director Aulana L. Peters | For | For | Management |
| 1.3 | Elect Director Charles O. Rossotti | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Restore or Provide for Cumulative Voting | Against | For | Shareholder |
| 4 | Compensation- Director Compensation | Against | Against | Shareholder |
| 5 | Review Executive Compensation | Against | Against | Shareholder |

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 9, 2005 Meeting Type: Annual
 Record Date: SEP 9, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director William H. Gates, III | For | For | Management |
| 1.2 | Elect Director Steven A. Ballmer | For | For | Management |
| 1.3 | Elect Director James I. Cash Jr. | For | For | Management |
| 1.4 | Elect Director Dina Dublon | For | For | Management |
| 1.5 | Elect Director Raymond V. Gilmartin | For | For | Management |
| 1.6 | Elect Director A. McLaughlin Korologos | For | For | Management |
| 1.7 | Elect Director David F. Marquardt | For | For | Management |
| 1.8 | Elect Director Charles H. Noski | For | For | Management |
| 1.9 | Elect Director Helmut Panke | For | For | Management |
| 1.10 | Elect Director Jon A. Shirley | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

MSC INDUSTRIAL DIRECT CO., INC.

Ticker: MSM Security ID: 553530106
 Meeting Date: JAN 3, 2006 Meeting Type: Annual
 Record Date: NOV 25, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mitchell Jacobson | For | For | Management |
| 1.2 | Elect Director David Sandler | For | For | Management |
| 1.3 | Elect Director Charles Boehlke | For | For | Management |
| 1.4 | Elect Director Roger Fradin | For | Withhold | Management |
| 1.5 | Elect Director Denis Kelly | For | For | Management |
| 1.6 | Elect Director Raymond Langton | For | For | Management |
| 1.7 | Elect Director Philip Peller | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Other Business | For | For | Management |

NATIONAL OILWELL VARCO INC.

Ticker: NOV Security ID: 637071101
 Meeting Date: JUL 22, 2005 Meeting Type: Annual
 Record Date: JUN 8, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert E. Beauchamp | For | For | Management |
| 1.2 | Elect Director Jeffery A. Smisek | For | For | Management |

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| | | | | |
|-----|-------------------------------|-----|-----|------------|
| 1.3 | Elect Director James D. Woods | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

NEXTEL COMMUNICATIONS, INC.

Ticker: NXTL Security ID: 65332V103
 Meeting Date: JUL 13, 2005 Meeting Type: Annual
 Record Date: MAY 20, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |
| 3.1 | Elect Director Timothy M. Donahue | For | For | Management |
| 3.2 | Elect Director Frank M. Drendel | For | For | Management |
| 3.3 | Elect Director William E. Kennard | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Approve Omnibus Stock Plan | For | For | Management |

NIKE, INC.

Ticker: NKE Security ID: 654106103
 Meeting Date: SEP 20, 2005 Meeting Type: Annual
 Record Date: JUL 25, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Jill K. Conway | For | For | Management |
| 1.2 | Elect Director Alan B. Graf, Jr. | For | For | Management |
| 1.3 | Elect Director Jeanne P. Jackson | For | For | Management |
| 2 | Increase Authorized Common Stock | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

NOKIA CORP.

Ticker: NOK Security ID: 654902204
 Meeting Date: MAR 30, 2006 Meeting Type: Annual
 Record Date: FEB 6, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | APPROVAL OF THE INCOME STATEMENTS AND THE BALANCE SHEETS. | For | For | Management |
| 2 | PROPOSAL TO THE ANNUAL GENERAL MEETING OF A DIVIDEND OF EUR 0.37 PER SHARE. | For | For | Management |
| 3 | APPROVAL OF THE DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT FROM LIABILITY. | For | For | Management |
| 4 | APPROVAL OF THE REMUNERATION TO BE PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS. | For | For | Management |
| 5 | PROPOSAL ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AS PROPOSED BY THE CORPORATE GOVERNANCE AND NOMINATION | For | For | Management |

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| | | | | | | |
|------|---|----------|-------------------|-----|-----|------------|
| | COMMITTEE. | | | | | |
| 6.1 | Elect | Director | Paul J. Collins | For | For | Management |
| 6.2 | Elect | Director | Georg Ehrnrooth | For | For | Management |
| 6.3 | Elect | Director | Daniel R. Hesse | For | For | Management |
| 6.4 | Elect | Director | Bengt Holmstrom | For | For | Management |
| 6.5 | Elect | Director | Per Karlsson | For | For | Management |
| 6.6 | Elect | Director | Edouard Michelin | For | For | Management |
| 6.7 | Elect | Director | Jorma Ollila | For | For | Management |
| 6.8 | Elect | Director | Marjorie Scardino | For | For | Management |
| 6.9 | Elect | Director | Keijo Suila | For | For | Management |
| 6.10 | Elect | Director | Vesa Vainio | For | For | Management |
| 7 | APPROVAL OF THE REMUNERATION TO BE PAID TO THE AUDITOR. | | | For | For | Management |
| 8 | APPROVAL OF THE RE-ELECTION OF PRICEWATERHOUSECOOPERS OY AS THE AUDITORS FOR FISCAL YEAR 2006. | | | For | For | Management |
| 9 | PROPOSAL OF THE BOARD TO REDUCE THE SHARE CAPITAL THROUGH CANCELLATION OF NOKIA SHARES HELD BY COMPANY. | | | For | For | Management |
| 10 | AUTHORIZATION TO THE BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY. | | | For | For | Management |
| 11 | AUTHORIZATION TO THE BOARD TO REPURCHASE NOKIA SHARES. | | | For | For | Management |
| 12 | AUTHORIZATION TO THE BOARD TO DISPOSE NOKIA SHARES HELD BY THE COMPANY. | | | For | For | Management |
| 13 | MARK THE FOR BOX IF YOU WISH TO INSTRUCT NOKIA S LEGAL COUNSELS TO VOTE IN THEIR DISCRETION ON YOUR BEHALF ONLY UPON ITEM 13. | | | For | For | Management |

NOVARTIS AG

Ticker: NVS Security ID: 66987V109
Meeting Date: FEB 28, 2006 Meeting Type: Annual
Record Date: JAN 31, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | APPROVAL OF THE ANNUAL REPORT, THE FINANCIAL STATEMENTS OF NOVARTIS AG AND THE GROUP CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2005. | For | For | Management |
| 2 | APPROVAL OF THE ACTIVITIES OF THE BOARD OF DIRECTORS. | For | For | Management |
| 3 | APPROPRIATION OF AVAILABLE EARNINGS OF NOVARTIS AG AS PER BALANCE SHEET AND DECLARATION OF DIVIDEND. | For | For | Management |
| 4 | REDUCTION OF SHARE CAPITAL. | For | For | Management |
| 5 | AMENDMENT TO THE ARTICLES OF INCORPORATION. | For | For | Management |
| 6 | RE-ELECTION OF PROF. SRIKANT M. DATAR PH.D. FOR A THREE-YEAR TERM. | For | For | Management |
| 7 | RE-ELECTION OF WILLIAM W. GEORGE FOR A THREE-YEAR TERM. | For | For | Management |
| 8 | RE-ELECTION OF DR.-ING. WENDELIN WIEDEKING FOR A THREE-YEAR TERM. | For | For | Management |
| 9 | RE-ELECTION OF PROF. ROLF M. ZINKERNAGEL M.D. FOR A THREE-YEAR TERM. | For | For | Management |
| 10 | THE ELECTION OF ANDREAS VON PLANTA PH.D. FOR A THREE-YEAR TERM. | For | For | Management |

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11 Ratify Auditors For For Management

NTL INC

Ticker: NTLI Security ID: 87956T107
 Meeting Date: MAR 2, 2006 Meeting Type: Special
 Record Date: JAN 12, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Amend Articles to Reclassify Each Share of Common Stock | For | For | Management |
| 2 | Issue Shares in Connection with an Acquisition | For | For | Management |

NTL INCORPORATED

Ticker: Security ID: 62940M104
 Meeting Date: MAR 2, 2006 Meeting Type: Special
 Record Date: JAN 12, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |

PACIFICARE HEALTH SYSTEMS, INC.

Ticker: PHS Security ID: 695112102
 Meeting Date: NOV 17, 2005 Meeting Type: Special
 Record Date: OCT 11, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

PAN PACIFIC RETAIL PROPERTIES, INC.

Ticker: PNP Security ID: 69806L104
 Meeting Date: APR 28, 2006 Meeting Type: Annual
 Record Date: FEB 16, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Joseph P. Colmery | For | For | Management |
| 1.2 | Elect Director Bernard M. Feldman | For | For | Management |
| 1.3 | Elect Director Mark J. Riedy | For | For | Management |
| 1.4 | Elect Director Stuart A. Tanz | For | For | Management |

PRENTISS PROPERTIES TRUST

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Ticker: PP Security ID: 740706106
 Meeting Date: DEC 21, 2005 Meeting Type: Special
 Record Date: NOV 15, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |

PROLOGIS

Ticker: PLD Security ID: 743410102
 Meeting Date: SEP 14, 2005 Meeting Type: Special
 Record Date: AUG 8, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with an Acquisition | For | For | Management |

SARA LEE CORP.

Ticker: SLE Security ID: 803111103
 Meeting Date: OCT 27, 2005 Meeting Type: Annual
 Record Date: SEP 1, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Brenda C. Barnes | For | For | Management |
| 1.2 | Elect Director J.T. Battenberg, III | For | For | Management |
| 1.3 | Elect Director Charles W. Coker | For | For | Management |
| 1.4 | Elect Director James S. Crown | For | For | Management |
| 1.5 | Elect Director Willie D. Davis | For | For | Management |
| 1.6 | Elect Director Laurette T. Koellner | For | For | Management |
| 1.7 | Elect Director Cornelis J.A. Van Lede | For | Withhold | Management |
| 1.8 | Elect Director Sir Ian Prosser | For | For | Management |
| 1.9 | Elect Director Rozanne L. Ridgway | For | For | Management |
| 1.10 | Elect Director Richard L. Thomas | For | For | Management |
| 1.11 | Elect Director Jonathan P. Ward | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Adopt ILO Based Code of Conduct | Against | Against | Shareholder |
| 5 | Eliminate or Restrict Severance Agreements (Change-in-Control) | Against | For | Shareholder |
| 6 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For | Shareholder |

SES GLOBAL

Ticker: Security ID: L8300G135
 Meeting Date: DEC 8, 2005 Meeting Type: Special
 Record Date:

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Review Attendance List, Establish Quorum and Adopt Agenda | For | For | Management |

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| | | | | |
|---|---|-----|-----|------------|
| 2 | Nominate Secretary and Two Scrutineers | For | For | Management |
| 3 | Approve Reduction in Share Capital through Cancellation of Own Shares Held by the Company; Amend Articles Accordingly | For | For | Management |
| 4 | Approve Share Repurchase Program | For | For | Management |
| 5 | Other Business (Voting) | For | For | Management |

SPECTRASITE, INC.

Ticker: SSI Security ID: 84761M104
 Meeting Date: AUG 3, 2005 Meeting Type: Special
 Record Date: JUN 14, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

SPRINT NEXTEL CORP

Ticker: S Security ID: 852061100
 Meeting Date: JUL 13, 2005 Meeting Type: Annual
 Record Date: MAY 20, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1 | Increase Authorized Common Stock | For | For | Management |
| 2 | Amend Articles/Bylaws/Charter-Non-Routine | For | For | Management |
| 3 | Change Company Name | For | For | Management |
| 4 | Issue Shares in Connection with an Acquisition | For | For | Management |
| 5 | Adjourn Meeting | For | For | Management |
| 6.1 | Elect Director Gordon M. Bethune | For | For | Management |
| 6.2 | Elect Director Dr. E. Linn Draper, Jr. | For | For | Management |
| 6.3 | Elect Director James H. Hance, Jr. | For | For | Management |
| 6.4 | Elect Director Deborah A. Henretta | For | For | Management |
| 6.5 | Elect Director Irvine O. Hockaday, Jr. | For | For | Management |
| 6.6 | Elect Director Linda Koch Lorimer | For | For | Management |
| 6.7 | Elect Director Gerald L. Storch | For | For | Management |
| 6.8 | Elect Director William H. Swanson | For | For | Management |
| 7 | Ratify Auditors | For | For | Management |
| 8 | Review Executive Compensation | Against | For | Shareholder |

SUNCOR ENERGY INC

Ticker: SU. Security ID: 867229106
 Meeting Date: APR 26, 2006 Meeting Type: Annual
 Record Date: FEB 27, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mel E. Benson | For | For | Management |
| 1.2 | Elect Director Brian A. Canfield | For | For | Management |
| 1.3 | Elect Director Bryan P. Davies | For | For | Management |
| 1.4 | Elect Director Brian A. Felesky | For | For | Management |

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| | | | | | |
|------|--------|------------------------------------|-----|-----|------------|
| 1.5 | Elect | Director John T. Ferguson | For | For | Management |
| 1.6 | Elect | Director W. Douglas Ford | For | For | Management |
| 1.7 | Elect | Director Richard L. George | For | For | Management |
| 1.8 | Elect | Director John R. Huff | For | For | Management |
| 1.9 | Elect | Director M. Ann McCaig | For | For | Management |
| 1.10 | Elect | Director Michael W. O'Brien | For | For | Management |
| 1.11 | Elect | Director JR Shaw | For | For | Management |
| 1.12 | Elect | Director Eira M. Thomas | For | For | Management |
| 2 | Ratify | PricewaterhouseCoopers as Auditors | For | For | Management |

 TRANSKARYOTIC THERAPIES, INC.

Ticker: TKTX Security ID: 893735100
 Meeting Date: JUL 27, 2005 Meeting Type: Special
 Record Date: JUN 10, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

 US UNWIRED INC.

Ticker: Security ID: 90338RAG9
 Meeting Date: FEB 27, 2006 Meeting Type: Written Consent
 Record Date: FEB 9, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------|---------|-----------|------------|
| 1 | PROPOSED AMENDMENTS | None | For | Management |

 WACHOVIA CORP.

Ticker: WB Security ID: 929903102
 Meeting Date: APR 18, 2006 Meeting Type: Annual
 Record Date: FEB 22, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William H. Goodwin, Jr. | For | For | Management |
| 1.2 | Elect Director Robert A. Ingram | For | For | Management |
| 1.3 | Elect Director Mackey J. McDonald | For | For | Management |
| 1.4 | Elect Director Lanty L. Smith | For | For | Management |
| 1.5 | Elect Director Ruth G. Shaw | For | For | Management |
| 1.6 | Elect Director Ernest S. Rady | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Submit Severance Agreement (Change in Control) to shareholder Vote | Against | For | Shareholder |
| 4 | Report on Political Contributions | Against | Against | Shareholder |
| 5 | Separate Chairman and CEO Positions | Against | For | Shareholder |
| 6 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

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WIDERTHAN CO LTD

Ticker: WTHN Security ID: 967593104
Meeting Date: MAR 30, 2006 Meeting Type: Annual
Record Date: DEC 31, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | AS A SPECIAL BUSINESS, TO CONSIDER AND, IF THOUGHT FIT, PASS THE FOLLOWING AS A SPECIAL RESOLUTION; THAT AN AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE COMPANY BE ADOPTED REFLECTING | For | For | Management |
| 2 | AS A SPECIAL BUSINESS, TO CONSIDER AND, IF THOUGHT FIT, PASS THE FOLLOWING AS A SPECIAL RESOLUTION; THAT THE COMPANY BE AUTHORIZED TO GRANT OPTIONS TO PURCHASE UP TO 458,587 SHARES OF THE COMPANY S COMMON SHARES | For | For | Management |
| 3 | TO RECEIVE AND APPROVE THE COMPANY S BALANCE SHEET, STATEMENT OF INCOME AND STATEMENT OF APPROPRIATIONS OF RETAINED EARNINGS FOR THE YEAR ENDED DECEMBER 31, 2005, STATED IN KOREAN GAAP. | For | For | Management |
| 4 | TO RECEIVE AND APPROVE THE CEILING AMOUNT OF THE REMUNERATION OF DIRECTORS FOR 2006 AT KRW 2 BILLION. | For | For | Management |
| 5 | RE-ELECTION OF MR. SANG JUN PARK AS MEMBER OF BOARD OF DIRECTORS. | For | For | Management |
| 6 | RE-ELECTION OF MR. JIN WOO SO AS MEMBER OF BOARD OF DIRECTORS. | For | For | Management |
| 7 | THAT THE REGULATIONS OF MANAGEMENT RETIREMENT ALLOWANCE PLAN BE AMENDED IN THE MANNER OUTLINED IN PPENDIX A TO THIS NOTICE . | For | For | Management |

=====
</PRE>

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.

Salomon Brothers Capital and Income Fund Inc.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chairman, President and Chief Executive Officer of Salomon Brothers Capital and Income Fund Inc.

Date: August 25, 2006