

Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

ING Infrastructure, Industrials & Materials Fund  
Form N-PX  
August 23, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM N-PX

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ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-22144

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ING INFRASTRUCTURE, INDUSTRIALS AND MATERIALS FUND  
(Exact name of registrant as specified in charter)

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7337 E. Doubletree Ranch Road, Suite 100  
Scottsdale, AZ 85258  
(Address of principal executive offices) (Zip code)

(Name and address of agent for service)

With copies to:

Theresa K. Kelety, Esq.  
ING Investments, LLC  
7337 E. Doubletree Ranch Road, Suite 100  
Scottsdale, AZ 85258

Jeffrey S. Poretz, Esq.  
Dechert LLP  
1900 K Street, N.W.  
Washington, DC 20006

Registrant's telephone number, including area code: (800) 992-0180

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Date of fiscal year end: February 28

Date of reporting period: July 1, 2012 - June 30, 2013

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Item 1. Proxy Voting Record

\*\*\*\*\* FORM N-PX REPORT \*\*\*\*\*

ICA File Number: 811-22144  
Reporting Period: 07/01/2012 - 06/30/2013

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ING Infrastructure, Industrials and Materials Fund

===== ING Infrastructure, Industrials and Materials Fund =====

ABB LTD.

Ticker:            ABBN                    Security ID: 000375204  
 Meeting Date: APR 25, 2013    Meeting Type: Annual  
 Record Date: MAR 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports (Non-Voting)	None	None	Management
2.1	Accept Financial Statements and Statutory Reports	For	For	Management
2.2	Approve Remuneration Report	For	For	Management
3	Approve Discharge of Board and Senior Management	For	For	Management
4	Approve Allocation of Income and Dividends of CHF 0.68 per Share	For	For	Management
5	Approve Creation of CHF 206 Million Pool of Capital without Preemptive Rights	For	For	Management
6.1	Reelect Roger Agnelli as Director	For	For	Management
6.2	Reelect Louis Hughes as Director	For	For	Management
6.3	Reelect Hans Maerki as Director	For	For	Management
6.4	Reelect Michel de Rosen as Director	For	For	Management
6.5	Reelect Michael Treschow as Director	For	For	Management
6.6	Reelect Jacob Wallenberg as Director	For	For	Management
6.7	Reelect Ying Yeh as Director	For	For	Management
6.8	Reelect Hubertus von Gruenberg as Director	For	For	Management
7	Ratify Ernst & Young AG as Auditors	For	For	Management

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 ACUITY BRANDS, INC.

Ticker:            AYI                    Security ID: 00508Y102  
 Meeting Date: JAN 04, 2013    Meeting Type: Annual  
 Record Date: NOV 07, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dominic J. Pileggi	For	For	Management
1.2	Elect Director George C. Gynn	For	For	Management
1.3	Elect Director Vernon J. Nagel	For	For	Management
1.4	Elect Director Julia B. North	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management

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 ALENT PLC

Ticker:            ALNT                    Security ID: G0R24A103

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Meeting Date: MAY 21, 2013 Meeting Type: Annual

Record Date: MAY 17, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend	For	For	Management
3	Approve Remuneration Report	For	For	Management
4	Elect Peter Hill as Director	For	For	Management
5	Elect Steve Corbett as Director	For	For	Management
6	Elect David Egan as Director	For	For	Management
7	Elect Dr Emma Fitzgerald as Director	For	For	Management
8	Elect Lars Forberg as Director	For	For	Management
9	Elect Noel Harwerth as Director	For	For	Management
10	Elect Jan Oosterveld as Director	For	For	Management
11	Elect Mark Williamson as Director	For	For	Management
12	Appoint KPMG LLP as Auditors	For	For	Management
13	Authorise Board to Fix Remuneration of Auditors	For	For	Management
14	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
15	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
16	Authorise Market Purchase of Ordinary Shares	For	For	Management
17	Authorise EU Political Donations and Expenditure	For	For	Management
18	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

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ANGLO AMERICAN PLC

Ticker: AAL Security ID: G03764134

Meeting Date: APR 19, 2013 Meeting Type: Annual

Record Date: APR 17, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend	For	For	Management
3	Elect Mark Cutifani as Director	For	For	Management
4	Elect Byron Grote as Director	For	For	Management
5	Elect Anne Stevens as Director	For	For	Management
6	Re-elect David Challen as Director	For	For	Management
7	Re-elect Sir CK Chow as Director	For	For	Management
8	Re-elect Sir Philip Hampton as Director	For	For	Management
9	Re-elect Rene Medori as Director	For	For	Management
10	Re-elect Phuthuma Nhleko as Director	For	For	Management
11	Re-elect Ray O'Rourke as Director	For	For	Management
12	Re-elect Sir John Parker as Director	For	For	Management
13	Re-elect Jack Thompson as Director	For	For	Management
14	Reappoint Deloitte LLP as Auditors	For	For	Management
15	Authorise Board to Fix Remuneration of Auditors	For	For	Management
16	Approve Remuneration Report	For	For	Management
17	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
18	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management

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19	Authorise Market Purchase of Ordinary Shares	For	For	Management
20	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

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### ANTOFAGASTA PLC

Ticker: ANTO Security ID: G0398N128  
 Meeting Date: JUN 12, 2013 Meeting Type: Annual  
 Record Date: JUN 10, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	Abstain	Management
3	Approve Final Dividend	For	For	Management
4	Re-elect Jean-Paul Luksic as Director	For	For	Management
5	Re-elect William Hayes as Director	For	For	Management
6	Re-elect Gonzalo Menendez as Director	For	For	Management
7	Re-elect Ramon Jara as Director	For	For	Management
8	Re-elect Juan Claro as Director	For	For	Management
9	Re-elect Hugo Dryland as Director	For	For	Management
10	Re-elect Tim Baker as Director	For	For	Management
11	Re-elect Manuel De Sousa-Oliveira as Director	For	For	Management
12	Elect Nelson Pizarro as Director	For	For	Management
13	Elect Andronico Luksic as Director	For	For	Management
14	Reappoint Deloitte LLP as Auditors	For	For	Management
15	Authorise Board to Fix Remuneration of Auditors	For	For	Management
16	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
17	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
18	Authorise Market Purchase of Ordinary Shares	For	For	Management
19	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

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### ARCELORMITTAL

Ticker: MT Security ID: 03938L104  
 Meeting Date: MAY 08, 2013 Meeting Type: Annual/Special  
 Record Date: APR 24, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Board's and Auditor's Reports	None	None	Management
I	Approve Consolidated Financial Statements	For	For	Management
II	Approve Financial Statements	For	For	Management
III	Approve Allocation of Income and Dividends	For	For	Management
IV	Approve Remuneration of Directors	For	For	Management
V	Approve Discharge of Directors	For	For	Management
VI	Reelect Vanish Mittal Bathia as Director	For	For	Management

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VII	Reelect Suzanne P. Nimocks as Director	For	For	Management
VIII	Reelect Jeannot Krecke as Director	For	For	Management
IX	Renew Appointment of Deloitte as Auditor	For	For	Management
X	Amend Restricted Stock Plan	For	For	Management
I	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights and Amend Articles 5.2 and 5.5 Accordingly	For	For	Management

### BASF SE

Ticker: BAS Security ID: D06216317  
 Meeting Date: APR 26, 2013 Meeting Type: Annual  
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports for Fiscal 2012 (Non-Voting)	None	None	Management
2	Approve Allocation of Income and Dividends of EUR 2.60 per Share	For	Did Not Vote	Management
3	Approve Discharge of Supervisory Board for Fiscal 2012	For	Did Not Vote	Management
4	Approve Discharge of Management Board for Fiscal 2012	For	Did Not Vote	Management
5	Ratify KPMG as Auditors for Fiscal 2013	For	Did Not Vote	Management

### BHARAT HEAVY ELECTRICALS LTD.

Ticker: 500103 Security ID: Y0882L133  
 Meeting Date: SEP 19, 2012 Meeting Type: Annual  
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend of INR 3.68 Per Share	For	For	Management
3	Reelect V.K. Jairath as Director	For	For	Management
4	Reelect O.P. Bhutani as Director	For	For	Management
5	Reelect S. Ravi as Director	For	For	Management
6	Authorize Board to Fix Remuneration of Auditors	For	For	Management
7	Elect T.S. Zanwar as Director	For	For	Management
8	Elect R. Krishnan as Director	For	For	Management
9	Elect V.S. Madan as Director	For	For	Management

### BHP BILLITON PLC

Ticker: BLT Security ID: G10877101  
 Meeting Date: OCT 25, 2012 Meeting Type: Annual  
 Record Date: OCT 23, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Elect Pat Davies as Director	For	For	Management
3	Re-elect Malcolm Broomhead as Director	For	For	Management
4	Re-elect Sir John Buchanan as Director	For	For	Management
5	Re-elect Carlos Cordeiro as Director	For	For	Management
6	Re-elect David Crawford as Director	For	For	Management
7	Re-elect Carolyn Hewson as Director	For	For	Management
8	Re-elect Marius Kloppers as Director	For	For	Management
9	Re-elect Lindsay Maxsted as Director	For	For	Management
10	Re-elect Wayne Murdy as Director	For	For	Management
11	Re-elect Keith Rumble as Director	For	For	Management
12	Re-elect John Schubert as Director	For	For	Management
13	Re-elect Shriti Vadera as Director	For	For	Management
14	Re-elect Jac Nasser as Director	For	For	Management
15	Reappoint KPMG Audit plc as Auditors and Authorise Their Remuneration	For	For	Management
16	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
17	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
18	Authorise Market Purchase of Ordinary Shares	For	For	Management
19	Approve Remuneration Report	For	For	Management
20	Approve the Grant of Long-Term Incentive Performance Shares to Marius Kloppers	For	For	Management

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BOMBARDIER INC.

Ticker: BBD.B Security ID: 097751200  
 Meeting Date: MAY 09, 2013 Meeting Type: Annual  
 Record Date: MAR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Laurent Beaudoin	For	For	Management
1.2	Elect Director Pierre Beaudoin	For	For	Management
1.3	Elect Director Andre Berard	For	For	Management
1.4	Elect Director Joanne Bissonnette	For	For	Management
1.5	Elect Director J.R. Andre Bombardier	For	For	Management
1.6	Elect Director Martha Finn Brooks	For	For	Management
1.7	Elect Director L. Denis Desautels	For	For	Management
1.8	Elect Director Thierry Desmarest	For	For	Management
1.9	Elect Director Jean-Louis Fontaine	For	For	Management
1.10	Elect Director Sheila Fraser	For	For	Management
1.11	Elect Director Daniel Johnson	For	For	Management
1.12	Elect Director Jean C. Monty	For	For	Management
1.13	Elect Director Carlos E. Represas	For	For	Management
1.14	Elect Director Heinrich Weiss	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Approve Advance Notice Policy	For	For	Management
4	Advisory Vote on Executive Compensation Approach	For	For	Management
5.1	SP 1: Publish Summary of Annual Meetings and Questions Raised at Meetings	Against	Against	Shareholder
5.2	SP 2: Consideration of All	Against	Against	Shareholder

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	Stakeholders in the Board's' Decision-Making Process			
5.3	SP 3: Adopt Claw-back Policy	Against	Against	Shareholder
5.4	SP 4: Increase Disclosure of Pension Plans	Against	Against	Shareholder

### CATERPILLAR INC.

Ticker: CAT Security ID: 149123101  
 Meeting Date: JUN 12, 2013 Meeting Type: Annual  
 Record Date: APR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David L. Calhoun	For	For	Management
1.2	Elect Director Daniel M. Dickinson	For	For	Management
1.3	Elect Director Juan Gallardo	For	For	Management
1.4	Elect Director David R. Goode	For	For	Management
1.5	Elect Director Jesse J. Greene, Jr.	For	For	Management
1.6	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1.7	Elect Director Peter A. Magowan	For	For	Management
1.8	Elect Director Dennis A. Muilenburg	For	For	Management
1.9	Elect Director Douglas R. Oberhelman	For	For	Management
1.10	Elect Director William A. Osborn	For	For	Management
1.11	Elect Director Charles D. Powell	For	For	Management
1.12	Elect Director Edward B. Rust, Jr.	For	For	Management
1.13	Elect Director Susan C. Schwab	For	For	Management
1.14	Elect Director Joshua I. Smith	For	For	Management
1.15	Elect Director Miles D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder
5	Provide Right to Act by Written Consent	Against	Against	Shareholder
6	Stock Retention/Holding Period	Against	Against	Shareholder
7	Include Sustainability as a Performance Measure for Senior Executive Compensation	Against	Against	Shareholder
8	Review and Assess Human Rights Policies	Against	Against	Shareholder
9	Prohibit Sales to the Government of Sudan	Against	Against	Shareholder

### CENTERPOINT ENERGY, INC.

Ticker: CNP Security ID: 15189T107  
 Meeting Date: APR 25, 2013 Meeting Type: Annual  
 Record Date: FEB 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Milton Carroll	For	For	Management
1b	Elect Director Michael P. Johnson	For	For	Management
1c	Elect Director Janiece M. Longoria	For	For	Management
1d	Elect Director David M. McClanahan	For	For	Management
1e	Elect Director Susan O. Rheney	For	For	Management
1f	Elect Director R. A. Walker	For	For	Management
1g	Elect Director Peter S. Wareing	For	For	Management

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2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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### CHINA MOBILE LIMITED

Ticker: 00941                      Security ID: 16941M109  
 Meeting Date: MAY 30, 2013      Meeting Type: Annual  
 Record Date: APR 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Declare Final Dividend	For	For	Management
3.1	Elect Li Yue as Director	For	For	Management
3.2	Elect Xue Taohai as Director	For	For	Management
3.3	Elect Huang Wenlin as Director	For	For	Management
4	Appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited as Auditors of the Company and its Subsidiaries for Hong Kong Financial Reporting and U.S. Financial Reporting, Respectively and Authorize Board to Fix Their Remuneration	For	For	Management
5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Management
7	Authorize Reissuance of Repurchased Shares	For	Against	Management

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### CHINA UNICOM (HONG KONG) LTD

Ticker: 00762                      Security ID: 16945R104  
 Meeting Date: DEC 21, 2012      Meeting Type: Special  
 Record Date: DEC 03, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Transfer Agreement and Related Transactions	For	For	Management

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### CHINA UNICOM (HONG KONG) LTD

Ticker: 00762                      Security ID: 16945R104  
 Meeting Date: MAY 21, 2013      Meeting Type: Annual  
 Record Date: APR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Declare Final Dividend	For	For	Management
3a1	Elect Tong Jilu as Director	For	For	Management



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3a2	Elect Li Fushen as Director	For	For	Management
3a3	Elect Cesareo Alierta Izuel as Director	For	Against	Management
3a4	Elect Cai Hongbin as Director	For	For	Management
3a5	Elect Law Fan Chiu Fun Fanny as Director	For	For	Management
3b	Authorize Board to Fix Remuneration of Directors	For	For	Management
4	Appoint KPMG as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Management
7	Authorize Reissuance of Repurchased Shares	For	Against	Management

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### COMPAGNIE GENERALE DE GEOPHYSIQUE VERITAS

Ticker: CGG                      Security ID: F2349S108  
Meeting Date: MAY 03, 2013      Meeting Type: Annual/Special  
Record Date: APR 26, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Allocation of Income and Absence of Dividends	For	For	Management
3	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
4	Reelect Loren Carroll as Director	For	For	Management
5	Reelect Terence Young as Director	For	For	Management
6	Ratify Appointment of Agnes Lemarchand as Director	For	For	Management
7	Reelect Agnes Lemarchand as Director	For	For	Management
8	Renew Appointment of Ernst and Young as Auditor	For	For	Management
9	Renew Appointment of Mazars as Auditor	For	For	Management
10	Renew Appointment of Auditex as Alternate Auditor	For	For	Management
11	Renew Appointment of Patrick de Cambourg as Alternate Auditor	For	For	Management
12	Approve Remuneration of Directors in the Aggregate Amount of EUR 730,000	For	For	Management
13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	Against	Management
14	Approve Auditors' Special Report on Related-Party Transactions	For	For	Management
15	Approve Related-Party Transactions Regarding Corporate Officers' Remuneration	For	For	Management
16	Approve Severance Payment Agreement with Jean-Georges Malcor	For	For	Management
17	Change Company Name to CGG and Amend Article 3 of Bylaws Accordingly	For	For	Management
18	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 35 Million	For	For	Management

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19	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 9 Million	For	For	Management
20	Approve Issuance of Equity or Equity-Linked Securities for Private Placements up to Aggregate Nominal Amount of EUR 9 Million	For	For	Management
21	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	For	For	Management
22	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 18 to 20	For	For	Management
23	Authorize Capitalization of Reserves of Up to EUR 10 Million for Bonus Issue or Increase in Par Value	For	For	Management
24	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions	For	For	Management
25	Approve Employee Stock Purchase Plan	For	For	Management
26	Authorize up to 1.32 Percent of Issued Capital for Use in Stock Option Plan	For	For	Management
27	Authorize up to 0.68 Percent of Issued Capital for Use in Stock Option Plan Reserved for CEO and/or Executive Committee Members	For	For	Management
28	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	Management
29	Approve Issuance of Securities Convertible into Debt up to Aggregate Nominal Amount of EUR 1.2 Billion	For	For	Management
30	Authorize Filing of Required Documents/Other Formalities	For	For	Management

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### COOKSON GROUP PLC

Ticker: CKSN                      Security ID: G24108246  
 Meeting Date: NOV 26, 2012      Meeting Type: Special  
 Record Date: NOV 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Reorganisation of the Company	For	For	Management
2	Approve the Demerger and the Capital Reductions	For	For	Management
3	Approve Delisting of the Company's Ordinary Shares from the Premium Listing Segment of the Official List	For	For	Management
4	Approve Vesuvius Share Plan	For	For	Management
5	Approve Alent Share Plan	For	For	Management

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### COOKSON GROUP PLC

Ticker: CKSN                      Security ID: G24108246

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Meeting Date: NOV 26, 2012      Meeting Type: Court  
 Record Date: NOV 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Scheme of Arrangement	For	For	Management

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 CPFL ENERGIA S.A

Ticker: CPFE3      Security ID: 126153105  
 Meeting Date: FEB 20, 2013      Meeting Type: Special  
 Record Date: JAN 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Director Resignation and Elect Director	For	For	Management

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 CPFL ENERGIA S.A

Ticker: CPFE3      Security ID: 126153105  
 Meeting Date: APR 19, 2013      Meeting Type: Annual  
 Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2012	For	For	Management
2	Approve Allocation of Income and Dividends	For	For	Management
3	Elect Directors	For	Against	Management
4	Elect Fiscal Council Members	For	For	Management
5	Approve Remuneration of Company's Management	For	Against	Management
6	Approve Remuneration of Fiscal Council Members	For	For	Management

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 CPFL ENERGIA S.A

Ticker: CPFE3      Security ID: 126153105  
 Meeting Date: JUN 28, 2013      Meeting Type: Special  
 Record Date: MAY 29, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Articles Re: Creation of "Reserve For Adjustment of The Concession Financial Assets"	For	For	Management
2	Approve Transfer of Balance from "Investment Reserve" to "Reserve for Adjustment of The Concession Financial Assets"	For	For	Management
3	Consolidate Bylaws	For	For	Management

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CRH PLC

Ticker: CRG Security ID: G25508105  
 Meeting Date: MAY 08, 2013 Meeting Type: Annual  
 Record Date: MAY 06, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend	For	For	Management
3	Approve Remuneration Report	For	For	Management
4(a)	Re-elect Ernst Bartschi as Director	For	For	Management
4(b)	Re-elect Maeve Carton as Director	For	For	Management
4(c)	Re-elect Bill Egan as Director	For	For	Management
4(d)	Re-elect Utz-Hellmuth Felcht as Director	For	For	Management
4(e)	Re-elect Nicky Hartery as Director	For	For	Management
4(f)	Re-elect Jan de Jong as Director	For	For	Management
4(g)	Re-elect John Kennedy as Director	For	For	Management
4(h)	Re-elect Myles Lee as Director	For	For	Management
4(i)	Re-elect Heather McSharry as Director	For	For	Management
4(j)	Re-elect Albert Manifold as Director	For	For	Management
4(k)	Re-elect Dan O'Connor as Director	For	For	Management
4(l)	Re-elect Mark Towe as Director	For	For	Management
5	Authorise Board to Fix Remuneration of Auditors	For	For	Management
6	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
7	Authorise Market Purchase of Ordinary Shares	For	For	Management
8	Authorise Reissuance of Repurchased Shares	For	For	Management

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CUMMINS INC.

Ticker: CMI Security ID: 231021106  
 Meeting Date: MAY 14, 2013 Meeting Type: Annual  
 Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director N. Thomas Linebarger	For	For	Management
2	Elect Director William I. Miller	For	For	Management
3	Elect Director Alexis M. Herman	For	For	Management
4	Elect Director Georgia R. Nelson	For	For	Management
5	Elect Director Carl Ware	For	For	Management
6	Elect Director Robert K. Herdman	For	For	Management
7	Elect Director Robert J. Bernhard	For	For	Management
8	Elect Director Franklin R. Chang Diaz	For	For	Management
9	Elect Director Stephen B. Dobbs	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Ratify Auditors	For	For	Management
12	Require Independent Board Chairman	Against	Against	Shareholder

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DEERE & COMPANY

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Ticker: DE Security ID: 244199105  
 Meeting Date: FEB 27, 2013 Meeting Type: Annual  
 Record Date: DEC 31, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Samuel R. Allen	For	For	Management
1b	Elect Director Crandall C. Bowles	For	For	Management
1c	Elect Director Vance D. Coffman	For	For	Management
1d	Elect Director Charles O. Holliday, Jr.	For	For	Management
1e	Elect Director Dipak C. Jain	For	For	Management
1f	Elect Director Clayton M. Jones	For	For	Management
1g	Elect Director Joachim Milberg	For	For	Management
1h	Elect Director Richard B. Myers	For	For	Management
1i	Elect Director Thomas H. Patrick	For	For	Management
1j	Elect Director Aulana L. Peters	For	For	Management
1k	Elect Director Sherry M. Smith	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

### DEUTSCHE POST AG

Ticker: DPW Security ID: D19225107  
 Meeting Date: MAY 29, 2013 Meeting Type: Annual  
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports for Fiscal 2012 (Non-Voting)	None	None	Management
2	Approve Allocation of Income and Dividends of EUR 0.70 per Share	For	Did Not Vote	Management
3	Approve Discharge of Management Board for Fiscal 2012	For	Did Not Vote	Management
4	Approve Discharge of Supervisory Board for Fiscal 2012	For	Did Not Vote	Management
5	Ratify PricewaterhouseCoopers AG as Auditors for Fiscal 2013	For	Did Not Vote	Management
6	Approve Creation of EUR 240 Million Pool of Capital without Preemptive Rights	For	Did Not Vote	Management
7	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 1.5 Billion; Approve Creation of EUR 75 Million Pool of Capital to Guarantee Conversion Rights	For	Did Not Vote	Management
8	Elect Wulf von Schimmelmann to the Supervisory Board	For	Did Not Vote	Management
9	Amend Articles Re: Remuneration of Supervisory Board	For	Did Not Vote	Management

### DEUTSCHE TELEKOM AG

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

Ticker: DTE Security ID: D2035M136  
 Meeting Date: MAY 16, 2013 Meeting Type: Annual  
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports for Fiscal 2012 (Non-Voting)	None	None	Management
2	Approve Allocation of Income and Dividends of EUR 0.70 per Share	For	Did Not Vote	Management
3	Approve Discharge of Management Board for Fiscal 2012	For	Did Not Vote	Management
4	Approve Discharge of Supervisory Board for Fiscal 2012	For	Did Not Vote	Management
5	Ratify PricewaterhouseCoopers as Auditors for Fiscal 2013	For	Did Not Vote	Management
6	Elect Sari Baldauf to the Supervisory Board	For	Did Not Vote	Management
7	Elect Ulrich Lehner to the Supervisory Board	For	Did Not Vote	Management
8	Ammend Articles Re: Supervisory Board Remuneration	For	Did Not Vote	Management
9	Approve Cancellation of Conditional Capital Authorization	For	Did Not Vote	Management
10	Approve Creation of EUR 2.2 Billion Pool of Capital without Preemptive Rights	For	Did Not Vote	Management
11	Approve Affiliation Agreement with PASM Power and Air Condition Solution Management GmbH	For	Did Not Vote	Management
12	Ammend Affiliation Agreement with GMG Generalmietgesellschaft mbH	For	Did Not Vote	Management
13	Ammend Affiliation Agreement with DeTeMedien, Deutsche Telekom Medien GmbH	For	Did Not Vote	Management
14	Ammend Affiliation Agreement with GMG Generalmietgesellschaft mbH	For	Did Not Vote	Management
15	Ammend Affiliation Agreement with DeTeMedien, Deutsche Telekom Medien GmbH	For	Did Not Vote	Management

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 DONGFANG ELECTRIC CORP. LTD.

Ticker: 01072 Security ID: Y20958107  
 Meeting Date: DEC 14, 2012 Meeting Type: Special  
 Record Date: NOV 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve H Share Appreciation Rights Scheme	For	For	Management
2	Authorize Board to Deal with Relevant Matters Relating to the H Share Appreciation Rights Scheme	For	For	Management
3a	Amend Article 191 of Articles of Association	For	For	Management
3b	Amend Article 198 of Articles of Association	For	For	Management
3c	Amend Article 124 of Articles of Association	For	For	Management

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	Association			
3d	Authorize Board to Deal with Matters Relating to the Proposed Amendments to the Articles of Association	For	For	Management
1	Approve Purchase of Liability Insurance for Directors, Supervisors, and Senior Management of the Company	For	Against	Management

### DONGFANG ELECTRIC CORP. LTD.

Ticker: 01072 Security ID: Y20958107  
 Meeting Date: MAY 24, 2013 Meeting Type: Annual  
 Record Date: APR 23, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Report of the Board of Directors	For	For	Management
2	Approve the Report of the Supervisory Committee	For	For	Management
3	Approve Proposal for Distribution of Profits after Tax including Declaration of Final Dividend	For	For	Management
4	Approve Audited Consolidated Financial Statements	For	For	Management
5	Reappoint ShineWing Certified Public Accountants (Special General Partnership) as Auditors and Authorize Board to Determine Their Remuneration	For	For	Management
1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Management

### DOVER CORPORATION

Ticker: DOV Security ID: 260003108  
 Meeting Date: MAY 02, 2013 Meeting Type: Annual  
 Record Date: MAR 06, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director David H. Benson	For	For	Management
1b	Elect Director Robert W. Cremin	For	For	Management
1c	Elect Director Jean-Pierre M. Ergas	For	For	Management
1d	Elect Director Peter T. Francis	For	For	Management
1e	Elect Director Kristiane C. Graham	For	For	Management
1f	Elect Director M.F. Johnston	For	For	Management
1g	Elect Director Robert A. Livingston	For	For	Management
1h	Elect Director Richard K. Lochridge	For	For	Management
1i	Elect Director Bernard G. Rethore	For	For	Management
1j	Elect Director Michael B. Stubbs	For	For	Management
1k	Elect Director Stephen M. Todd	For	For	Management
1l	Elect Director Stephen K. Wagner	For	For	Management
1m	Elect Director Mary A. Winston	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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### E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 24, 2013 Meeting Type: Annual  
 Record Date: FEB 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Lamberto Andreotti	For	For	Management
1b	Elect Director Richard H. Brown	For	For	Management
1c	Elect Director Robert A. Brown	For	For	Management
1d	Elect Director Bertrand P. Collomb	For	For	Management
1e	Elect Director Curtis J. Crawford	For	For	Management
1f	Elect Director Alexander M. Cutler	For	For	Management
1g	Elect Director Eleuthere I. Du Pont	For	For	Management
1h	Elect Director Marillyn A. Hewson	For	For	Management
1i	Elect Director Lois D. Juliber	For	For	Management
1j	Elect Director Ellen J. Kullman	For	For	Management
1k	Elect Director Lee M. Thomas	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder
5	Report on Lobbying Payments and Policy	Against	Against	Shareholder
6	Report on Genetically Engineered Seed	Against	Against	Shareholder
7	Report on Pay Disparity	Against	Against	Shareholder

### E.ON SE

Ticker: EOAN Security ID: D24914133  
 Meeting Date: MAY 03, 2013 Meeting Type: Annual  
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports for Fiscal 2012 (Non-Voting)	None	None	Management
2	Approve Allocation of Income and Dividends of EUR 1.10 per Share	For	Did Not Vote	Management
3	Approve Discharge of Management Board for Fiscal 2012	For	Did Not Vote	Management
4	Approve Discharge of Supervisory Board for Fiscal 2012	For	Did Not Vote	Management
5a	Ratify PricewaterhouseCoopers as Auditors for Fiscal 2013	For	Did Not Vote	Management
5b	Ratify PricewaterhouseCoopers as Auditors for the Inspection of the Abbreviated Financial Statements for the First Half of Fiscal 2013	For	Did Not Vote	Management
6a	Elect Denise Kingsmill to the Supervisory Board	For	Did Not Vote	Management
6b	Elect Ulrich Lehner to the Supervisory Board	For	Did Not Vote	Management
6c	Elect Rene Obermann to the Supervisory Board	For	Did Not Vote	Management
6d	Elect Karen de Segundo to the	For	Did Not Vote	Management



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	Supervisory Board		
6e	Elect Theo Siegert to the Supervisory Board	For	Did Not Vote Management
6f	Elect Werner Wenning to the Supervisory Board	For	Did Not Vote Management
7	Approve Remuneration System for Management Board Members	For	Did Not Vote Management
8	Approve Remuneration of Supervisory Board	For	Did Not Vote Management

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### ENEL SPA

Ticker: ENEL Security ID: T3679P115  
 Meeting Date: APR 30, 2013 Meeting Type: Annual  
 Record Date: APR 19, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Allocation of Income	For	For	Management
3.1	Slatel Submitted by the Italian Treasury	None	Did Not Vote	Shareholder
3.2	Slate 2 Submitted by Institutional Investors	None	For	Shareholder
4	Approve Internal Auditors' Remuneration	For	For	Management
5	Approve Remuneration Report	For	For	Management

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### ENERSIS S.A.

Ticker: ENERSIS Security ID: 29274F104  
 Meeting Date: DEC 20, 2012 Meeting Type: Special  
 Record Date: NOV 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Transaction with Related Party	For	Against	Management
2	Approve Increase in Capital via Share Issuance	For	Against	Management
3	Approve Non-Monetary Contributions that May Be Capitalized in Connection with Company's Capital Increase	For	Against	Management
4	Authorize Board to Set Issue Price in Connection with Company's Capital Increase	For	Against	Management
5	Approve Share Subscription Offer to be Made in the First Instance Within Preemptive Subscription Period and the Remaining Shares not Subscribed Within that Period to be Offered in a Remaining Subscription Period	For	Against	Management
6	Approve that All Share Subscription Contracts are Subject to Fulfillment of a Conditional Clause	For	Against	Management
7	Approve Use of Funds Raised from Capital Increase	For	Against	Management
8	Amend Article 5 and Transitory Article 2 to Reflect Changes in Capital	For	Against	Management

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
9	Adopt All Necessary Agreements to Implement Capital Increase	For	Against	Management
10	Authorize Board to Ratify and Execute Approved Resolutions	For	For	Management
11	Ratify Third Risk Assessment Company	For	For	Management
12.1	Request from Public Company Accounting Oversight Board (PCAOB) to Company's External Auditors, Ernst & Young	None	None	Management
12.2	Receive Special Auditors' Report Regarding Related-Party Transactions	None	None	Management

### ENERSIS SA

Ticker: ENERSIS Security ID: 29274F104  
 Meeting Date: APR 16, 2013 Meeting Type: Annual  
 Record Date: MAR 18, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Annual Report, Financial Statements, and Reports of External Auditors and Auditors for Fiscal Year 2012	For	For	Management
2	Approve Allocation of Income and Distribution of Dividends	For	For	Management
3	Elect Directors	For	Against	Management
4	Approve Remuneration of Directors	For	For	Management
5	Approve Remuneration and Budget of Directors' Committee for Fiscal Year 2013	For	For	Management
6	Present Information on Board Reports on Board Expenses, Annual Management, Expenditures and Activities of the Directors' Committee	None	None	Management
7	Elect External Auditors	For	For	Management
8	Elect Two Auditors and their Respective Alternates; Approve Their Remuneration	For	For	Management
9	Designate Risk Assessment Companies	For	For	Management
10	Approve Investment and Financing Policy	For	For	Management
11	Present Information on Dividend Policy and Procedures for Dividend Distribution	None	None	Management
12	Receive Special Auditors' Report Regarding Related-Party Transactions	None	None	Management
13	Present Report Re: Processing, Printing, and Mailing Information Required by Chilean Law	None	None	Management
14	Other Business (Voting)	For	Against	Management
15	Authorize Board to Ratify and Execute Approved Resolutions	For	For	Management

### EUROPEAN AERONAUTIC DEFENCE AND SPACE COMPANY EADS NV

Ticker: EAD Security ID: F17114103  
 Meeting Date: MAR 27, 2013 Meeting Type: Special  
 Record Date: FEB 27, 2013

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Open Meeting	None	None	Management
2	Receive Report of Management Board Re: Proposed Changes in Company's Governance and Shareholding Structure	None	None	Management
3	Discuss Agenda Items	None	None	Management
4.1	Amend Articles Re: Ownership Restrictions and Legal Updates	For	For	Management
4.2	Authorize Repurchase of Up to 15 Percent of Issued Share Capital	For	For	Management
4.3	Approve Cancellation of Repurchased Shares	For	For	Management
4.4	Elect T. Enders as Executive Director	For	For	Management
4.5	Elect M. Bischoff as Non-Executive Director	For	For	Management
4.6	Elect R.D. Crosby as Non-Executive Director	For	For	Management
4.7	Elect H.-P. Keitel as Non-Executive Director	For	For	Management
4.8	Elect H.-J. Lamberti as Non-Executive Director	For	For	Management
4.9	Elect A. Lauvergeon as Non-Executive Director	For	For	Management
4.10	Elect L.N. Mittal as Non-Executive Director	For	For	Management
4.11	Elect J. Parker as Non-Executive Director	For	For	Management
4.12	Elect M. Pebereau as Non-Executive Director	For	For	Management
4.13	Elect J. Pique i Camps as Non-Executive Director	For	For	Management
4.14	Elect D. Ranque as Non-Executive Director	For	For	Management
4.15	Elect J.-C. Trichet as Non-Executive Director	For	For	Management
5	Close Meeting	None	None	Management

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### EUROPEAN AERONAUTIC DEFENCE AND SPACE COMPANY EADS NV

Ticker: EAD Security ID: N3114C808

Meeting Date: MAY 29, 2013 Meeting Type: Annual

Record Date: MAY 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Open Meeting	None	None	Management
2.1	Discussion on Company's Corporate Governance Structure	None	None	Management
2.2	Receive Explanation on Company's Reserves and Dividend Policy	None	None	Management
2.3	Receive Financial Statements and Report on the Business	None	None	Management
3	Discussion of Agenda Items	None	None	Management
4.1	Adopt Financial Statements	For	For	Management
4.2	Approve Allocation of Income and Dividends of EUR 0.60 per Share	For	For	Management
4.3	Approve Discharge of Board of Directors	For	For	Management
4.4	Ratify Ernst & Young Accountants L.L.P. as Co-Auditors	For	For	Management

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4.5	Ratify KPMG Accountants N.V. as Co-Auditors	For	For	Management
4.6	Approve Remuneration of Executive and Non-Executive Directors	For	For	Management
4.7	Grant Board Authority to Issue Shares Up To 0.15 Percent of Authorized Capital and Excluding Preemptive Rights	For	For	Management
4.8	Approve Cancellation of Repurchased Shares	For	For	Management
4.9	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
5	Close Meeting	None	None	Management

### FIAT INDUSTRIAL S.P.A.

Ticker: FI Security ID: T42136100  
 Meeting Date: APR 08, 2013 Meeting Type: Annual  
 Record Date: MAR 26, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.a	Approve Financial Statements, Statutory Reports, and Allocation of Income	For	For	Management
1.b	Approve Remuneration Report	For	Against	Management
2.a.1	Slate 1 Submitted by EXOR SpA	None	Did Not Vote	Shareholder
2.a.2	Slate 2 Submitted by Institutional Investors	None	For	Shareholder
2.b	Approve Internal Auditors' Remuneration	For	For	Management

### FLUOR CORPORATION

Ticker: FLR Security ID: 343412102  
 Meeting Date: MAY 02, 2013 Meeting Type: Annual  
 Record Date: MAR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Elect Director Peter K. Barker	For	Against	Management
1B	Elect Director Alan M. Bennett	For	For	Management
1C	Elect Director Rosemary T. Berkery	For	For	Management
1D	Elect Director James T. Hackett	For	For	Management
1E	Elect Director Kent Kresa	For	For	Management
1F	Elect Director Dean R. O'Hare	For	For	Management
1G	Elect Director Armando J. Olivera	For	For	Management
1H	Elect Director David T. Seaton	For	For	Management
1I	Elect Director Nader H. Sultan	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

### GEA GROUP AG

Ticker: G1A Security ID: D28304109

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Meeting Date: APR 18, 2013 Meeting Type: Annual

Record Date: MAR 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports for Fiscal 2012 (Non-Voting)	None	None	Management
2	Approve Allocation of Income and Dividends of EUR 0,55 per Share	For	For	Management
3	Approve Discharge of Management Board for Fiscal 2012	For	For	Management
4	Approve Discharge of Supervisory Board for Fiscal 2012	For	For	Management
5	Ratify KPMG AG as Auditors for Fiscal 2013	For	For	Management

### GENERAL DYNAMICS CORPORATION

Ticker: GD Security ID: 369550108

Meeting Date: MAY 01, 2013 Meeting Type: Annual

Record Date: MAR 07, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary T. Barra	For	For	Management
1.2	Elect Director Nicholas D. Chabraja	For	For	Management
1.3	Elect Director James S. Crown	For	For	Management
1.4	Elect Director William P. Fricks	For	For	Management
1.5	Elect Director Paul G. Kaminski	For	For	Management
1.6	Elect Director John M. Keane	For	For	Management
1.7	Elect Director Lester L. Lyles	For	For	Management
1.8	Elect Director Phebe N. Novakovic	For	For	Management
1.9	Elect Director William A. Osborn	For	For	Management
1.10	Elect Director Robert Walmsley	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Lobbying Payments and Policy	Against	Against	Shareholder
5	Review and Assess Human Rights Policy	Against	Against	Shareholder

### GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103

Meeting Date: APR 24, 2013 Meeting Type: Annual

Record Date: FEB 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director W. Geoffrey Beattie	For	For	Management
2	Elect Director John J. Brennan	For	For	Management
3	Elect Director James I. Cash, Jr.	For	For	Management
4	Elect Director Francisco D'Souza	For	For	Management
5	Elect Director Marijn E. Dekkers	For	For	Management
6	Elect Director Ann M. Fudge	For	For	Management
7	Elect Director Susan Hockfield	For	For	Management
8	Elect Director Jeffrey R. Immelt	For	For	Management
9	Elect Director Andrea Jung	For	For	Management
10	Elect Director Robert W. Lane	For	For	Management

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11	Elect Director Ralph S. Larsen	For	For	Management
12	Elect Director Rochelle B. Lazarus	For	For	Management
13	Elect Director James J. Mulva	For	For	Management
14	Elect Director Mary L. Schapiro	For	For	Management
15	Elect Director Robert J. Swieringa	For	For	Management
16	Elect Director James S. Tisch	For	For	Management
17	Elect Director Douglas A. Warner, III	For	For	Management
18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
19	Ratify Auditors	For	For	Management
20	Cessation of All Stock Options and Bonuses	Against	Against	Shareholder
21	Establish Term Limits for Directors	Against	Against	Shareholder
22	Require Independent Board Chairman	Against	Against	Shareholder
23	Provide Right to Act by Written Consent	Against	Against	Shareholder
24	Stock Retention/Holding Period	Against	Against	Shareholder
25	Require More Director Nominations Than Open Seats	Against	Against	Shareholder

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### HITACHI LTD.

Ticker: 6501 Security ID: J20454112  
 Meeting Date: JUN 21, 2013 Meeting Type: Annual  
 Record Date: MAR 31, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kawamura, Takashi	For	For	Management
1.2	Elect Director Ota, Yoshie	For	For	Management
1.3	Elect Director Katsumata, Nobuo	For	For	Management
1.4	Elect Director Cynthia Carroll	For	For	Management
1.5	Elect Director Sakakibara, Sadayuki	For	For	Management
1.6	Elect Director George Buckley	For	For	Management
1.7	Elect Director Mochizuki, Harufumi	For	For	Management
1.8	Elect Director Motobayashi, Toru	For	Against	Management
1.9	Elect Director Philip Yeo	For	For	Management
1.10	Elect Director Kikawa, Michijiro	For	For	Management
1.11	Elect Director Stephen Gomersall	For	For	Management
1.12	Elect Director Nakanishi, Hiroaki	For	For	Management
1.13	Elect Director Hatchoji, Takashi	For	For	Management
1.14	Elect Director Miyoshi, Takashi	For	For	Management

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### HONEYWELL INTERNATIONAL INC.

Ticker: HON Security ID: 438516106  
 Meeting Date: APR 22, 2013 Meeting Type: Annual  
 Record Date: FEB 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Elect Director Gordon M. Bethune	For	For	Management
1B	Elect Director Kevin Burke	For	For	Management
1C	Elect Director Jaime Chico Pardo	For	For	Management
1D	Elect Director David M. Cote	For	For	Management
1E	Elect Director D. Scott Davis	For	For	Management
1F	Elect Director Linnet F. Deily	For	For	Management
1G	Elect Director Judd Gregg	For	For	Management
1H	Elect Director Clive Hollick	For	For	Management

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1I	Elect Director Grace D. Lieblein	For	For	Management
1J	Elect Director George Paz	For	For	Management
1K	Elect Director Bradley T. Sheares	For	For	Management
1L	Elect Director Robin L. Washington	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder
5	Provide Right to Act by Written Consent	Against	Against	Shareholder
6	Pro-rata Vesting of Equity Awards	Against	Against	Shareholder

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### ISRAEL CHEMICALS LTD.

Ticker: ICL Security ID: M5920A109  
 Meeting Date: AUG 29, 2012 Meeting Type: Annual  
 Record Date: JUL 30, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Review Audited Financial Statements and Director Reports for 2011	None	None	Management
2	Reappoint Auditors; Review Auditor Fees for 2011	For	For	Management
3.1	Reelect Nir Gilad as Director	For	For	Management
3.2	Reelect Yossi Rosen as Director	For	For	Management
3.3	Reelect Chaim Erez as Director	For	Against	Management
3.4	Reelect Moshe Vidman as Director	For	For	Management
3.5	Reelect Avisar Paz as Director	For	For	Management
3.6	Reelect Eran Sarig as Director	For	For	Management
3.7	Reelect Avraham Shochet as Director	For	For	Management
3.8	Reelect Victor Medina as Director	For	For	Management
3.9	Reelect Ovadia Eli as Director	For	For	Management
4	Reelect Yair Orgler as External Director	For	For	Management
4a	Vote FOR If You Are a Controlling Shareholder or Have a Personal Interest in the Previous Item; Vote AGAINST If You Are NOT a Controlling Shareholder and Do NOT Have a Personal Interest in the Previous Item	None	Against	Management
5	Reelect Miriam Haran as External Director	For	For	Management
5a	Vote FOR If You Are a Controlling Shareholder or Have a Personal Interest in the Previous Item; Vote AGAINST If You Are NOT a Controlling Shareholder and Do NOT Have a Personal Interest in the Previous Item	None	Against	Management
6	Enroll in Liability Insurance Policy for Company Officers; Allow Directors to Renew Policy in the Future	For	For	Management
6a	Vote FOR If You Have a Personal Interest in the Previous Item; Vote AGAINST If You Do NOT Have a Personal Interest in the Previous Item	None	Against	Management

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### KBR, INC.

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

Ticker: KBR Security ID: 48242W106  
 Meeting Date: MAY 16, 2013 Meeting Type: Annual  
 Record Date: MAR 27, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Frank Blount	For	For	Management
1.2	Elect Director Loren K. Carroll	For	For	Management
1.3	Elect Director Linda Z. Cook	For	For	Management
1.4	Elect Director Jeffrey E. Curtiss	For	For	Management
1.5	Elect Director Jack B. Moore	For	For	Management
1.6	Elect Director William P. Utt	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### KOMATSU LTD.

Ticker: 6301 Security ID: J35759125  
 Meeting Date: JUN 19, 2013 Meeting Type: Annual  
 Record Date: MAR 31, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Allocation of Income, with a Final Dividend of JPY 24	For	For	Management
2.1	Elect Director Noji, Kunio	For	For	Management
2.2	Elect Director Ohashi, Tetsuji	For	For	Management
2.3	Elect Director Fujitsuka, Mikio	For	For	Management
2.4	Elect Director Takamura, Fujitoshi	For	For	Management
2.5	Elect Director Hotta, Kensuke	For	For	Management
2.6	Elect Director Kano, Noriaki	For	For	Management
2.7	Elect Director Ikeda, Koichi	For	For	Management
2.8	Elect Director Shinozuka, Hisashi	For	For	Management
2.9	Elect Director Kuromoto, Kazunori	For	For	Management
2.10	Elect Director Mori, Masanao	For	For	Management
3.1	Appoint Statutory Auditor Matsuo, Kunihiro	For	Against	Management
3.2	Appoint Statutory Auditor Yamada, Koji	For	For	Management
4	Approve Annual Bonus Payment to Directors	For	For	Management
5	Approve Deep Discount Stock Option Plan	For	For	Management

### KONINKLIJKE DSM NV

Ticker: DSM Security ID: N5017D122  
 Meeting Date: MAY 03, 2013 Meeting Type: Annual  
 Record Date: APR 05, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Open Meeting	None	None	Management
2	Receive Report of Management Board (Non-Voting)	None	None	Management
3	Adopt Financial Statements	For	For	Management
4a	Receive Explanation on Company's Reserves and Dividend Policy	None	None	Management
4b	Approve Dividends of EUR 1.50 Per Share	For	For	Management



## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

5a	Approve Discharge of Management Board	For	For	Management
5b	Approve Discharge of Supervisory Board	For	For	Management
6	Elect D. de Vreeze to Executive Board	For	For	Management
7	Reelect P. Hochuli to Supervisory Board	For	For	Management
8	Amend Remuneration Policy for Management Board Members	For	For	Management
9	Receive Announcements Re: Auditor Assessment	None	None	Management
10a	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/Merger	For	For	Management
10b	Authorize Board to Exclude Preemptive Rights from Issuance under Item 10a	For	For	Management
11	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
12	Approve Cancellation of Shares	For	For	Management
13	Other Business (Non-Voting)	None	None	Management
14	Close Meeting	None	None	Management

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### L AIR LIQUIDE

Ticker: AI Security ID: F01764103  
 Meeting Date: MAY 07, 2013 Meeting Type: Annual/Special  
 Record Date: APR 30, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.50 per Share	For	For	Management
4	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
5	Reelect Thierry Desmarest as Director	For	For	Management
6	Reelect Thierry Peugeot as Director	For	For	Management
7	Approve Severance Payment Agreement with Benoit Potier	For	For	Management
8	Approve Severance Payment Agreement with Pierre Dufour	For	For	Management
9	Authorize Issuance of Bonds/Debentures	For	For	Management
10	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	Management
11	Authorize up to 2 Percent of Issued Capital for Use in Stock Option Plan	For	Against	Management
12	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plan	For	Against	Management
13	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 430 Million	For	For	Management
14	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	For	Management
15	Approve Employee Stock Purchase Plan	For	For	Management
16	Approve Stock Purchase Plan Reserved	For	For	Management

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

for Employees of International  
Subsidiaries

17	Authorize Filing of Required Documents/Other Formalities	For	For	Management
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### LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109  
Meeting Date: APR 25, 2013 Meeting Type: Annual  
Record Date: MAR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nolan D. Archibald	For	For	Management
1.2	Elect Director Rosalind G. Brewer	For	For	Management
1.3	Elect Director David B. Burritt	For	For	Management
1.4	Elect Director James O. Ellis, Jr.	For	For	Management
1.5	Elect Director Thomas J. Falk	For	For	Management
1.6	Elect Director Marillyn A. Hewson	For	For	Management
1.7	Elect Director Gwendolyn S. King	For	For	Management
1.8	Elect Director James M. Loy	For	For	Management
1.9	Elect Director Douglas H. McCorkindale	For	For	Management
1.10	Elect Director Joseph W. Ralston	For	For	Management
1.11	Elect Director Anne Stevens	For	For	Management
1.12	Elect Director Robert J. Stevens	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Right to Act by Written Consent	Against	Against	Shareholder
5	Require Independent Board Chairman	Against	Against	Shareholder
6	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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### MILLICOM INTERNATIONAL CELLULAR S.A.

Ticker: MIC Security ID: L6388F110  
Meeting Date: DEC 05, 2012 Meeting Type: Special  
Record Date: NOV 21, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Appoint Jean-Michel Schmit as Chairman of Meeting and Empower Meeting Chairman to Appoint other Bureau Members	For	For	Management
2	Receive Board's Report on Conflict of Interests	None	None	Management
3	Elect Anders Kronborg as New Director	For	For	Management
4	Approve Dividends of USD 3 per Share	For	For	Management

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### MITSUBISHI ELECTRIC CORP.

Ticker: 6503 Security ID: J43873116  
Meeting Date: JUN 27, 2013 Meeting Type: Annual  
Record Date: MAR 31, 2013

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Shimomura, Setsuhiro	For	For	Management
1.2	Elect Director Yamanishi, Kenichiro	For	For	Management
1.3	Elect Director Yoshimatsu, Hiroki	For	For	Management
1.4	Elect Director Hashimoto, Noritomo	For	For	Management
1.5	Elect Director Fujimoto, Ryosuke	For	Against	Management
1.6	Elect Director Okuma, Nobuyuki	For	For	Management
1.7	Elect Director Matsuyama, Akihiro	For	For	Management
1.8	Elect Director Sasaki, Mikio	For	Against	Management
1.9	Elect Director Miki, Shigemitsu	For	Against	Management
1.10	Elect Director Makino, Fujiatsu	For	Against	Management
1.11	Elect Director Yabunaka, Mitoji	For	For	Management
1.12	Elect Director Obayashi, Hiroshi	For	For	Management

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### MOBILE TELESYSTEMS OJSC

Ticker: MTSS Security ID: 607409109  
 Meeting Date: FEB 14, 2013 Meeting Type: Special  
 Record Date: NOV 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Meeting Procedures	For	For	Management
2	Approve Early Termination of Powers of Board of Directors	For	For	Management
3.1	Elect Anton Abugov as Director	None	Against	Management
3.2	Elect Aleksey Buyanov as Director	None	Against	Management
3.3	Elect Aleksandr Gorbunov as Director	None	Against	Management
3.4	Elect Andrey Dubovskov as Director	None	Against	Management
3.5	Elect Ron Sommer as Director	None	Against	Management
3.6	Elect Michel Combes as Director	None	For	Management
3.7	Elect Stanley Miller as Director	None	For	Management
3.8	Elect Vsevolod Rozanov as Director	None	Against	Management
3.9	Elect Thomas Holtrop as Director	None	For	Management
4.1	Approve Early Termination of Powers of Audit Commission	For	For	Management
4.2.1	Elect Irina Borysenkova as Member of Audit Commission	For	For	Management
4.2.2	Elect Maksim Mamonov as Member of Audit Commission	For	For	Management
4.2.3	Elect Aleksandr Obermeister as Member of Audit Commission	For	For	Management
5	Approve Company's Membership in Association National Payment Council	For	For	Management

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### MOBILE TELESYSTEMS OJSC

Ticker: MTSS Security ID: 607409109  
 Meeting Date: JUN 25, 2013 Meeting Type: Annual  
 Record Date: MAY 09, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Meeting Procedures	For	For	Management
2	Approve Annual Report, Financial Statements, and Allocation of Income, Including Dividends of RUB 14.60 per Share	For	For	Management

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

3.1	Elect Anton Abugov as Director	None	Against	Management
3.2	Elect Aleksandr Gorbunov as Director	None	Against	Management
3.3	Elect Sergey Drozdov as Director	None	Against	Management
3.4	Elect Andrey Dubovskov as Director	None	Against	Management
3.5	Elect Ron Sommer as Director	None	Against	Management
3.6	Elect Michel Combes as Director	None	For	Management
3.7	Elect Stanley Miller as Director	None	For	Management
3.8	Elect Vsevolod Rozanov as Director	None	Against	Management
3.9	Elect Thomas Holtrop as Director	None	For	Management
4.1	Elect Irina Borisenkova as Member of Audit Commission	For	For	Management
4.2	Elect Maksim Mamonov as Member of Audit Commission	For	For	Management
4.3	Elect Yakub Paragulgov as Member of Audit Commission	For	For	Management
5	Ratify Deloitte and Touche CIS as Auditor	For	For	Management
6	Approve New Edition of Charter	For	For	Management
7	Approve New Edition of Regulations on General Meetings	For	For	Management
8	Approve New Edition of Regulations on Board of Directors	For	For	Management
9	Approve New Edition of Regulations on Management	For	For	Management
10	Approve New Edition of Regulations on General Director	For	For	Management

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### MONSANTO COMPANY

Ticker: MON Security ID: 61166W101  
 Meeting Date: JAN 31, 2013 Meeting Type: Annual  
 Record Date: DEC 03, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director David L. Chicoine	For	For	Management
1b	Elect Director Arthur H. Harper	For	For	Management
1c	Elect Director Gwendolyn S. King	For	For	Management
1d	Elect Director Jon R. Moeller	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Report on Risk of Genetically Engineered Products	Against	Against	Shareholder

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### NATIONAL OILWELL VARCO, INC.

Ticker: NOV Security ID: 637071101  
 Meeting Date: MAY 22, 2013 Meeting Type: Annual  
 Record Date: APR 01, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Elect Director Merrill A. Miller, Jr.	For	For	Management
1B	Elect Director Greg L. Armstrong	For	For	Management
1C	Elect Director Ben A. Guill	For	For	Management
1D	Elect Director David D. Harrison	For	For	Management

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

1E	Elect Director Roger L. Jarvis	For	For	Management
1F	Elect Director Eric L. Mattson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management

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OUTOTEC OYJ

Ticker: OTEIV Security ID: X6026E100  
 Meeting Date: MAR 26, 2013 Meeting Type: Annual  
 Record Date: MAR 14, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Open Meeting	None	None	Management
2	Call the Meeting to Order	None	None	Management
3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	For	For	Management
4	Acknowledge Proper Convening of Meeting	For	For	Management
5	Prepare and Approve List of Shareholders	For	For	Management
6	Receive Financial Statements and Statutory Reports; Receive the Board's Report, and the Auditor's Report; Receive Review by the CEO	None	None	Management
7	Accept Financial Statements and Statutory Reports	For	For	Management
8	Approve Allocation of Income and Dividends of EUR 1.20 Per Share	For	For	Management
9	Approve Charitable Donations of up to EUR 100,000	For	For	Management
10	Approve Discharge of Board and President	For	For	Management
11	Approve Remuneration of Directors in the Amount of EUR 72,000 for Chairman, EUR 36,000 for Other Directors; Approve Additional Remuneration of EUR 12,000 for Vice Chair and Chair of Audit Committee; Approve Attendance Fees	For	For	Management
12	Fix Number of Directors at Seven	For	For	Management
13	Reelect Eija Ailasmaa, Tapani Jarvinen, Hannu Linnoinen, Timo Ritakallio, and Chaim Zabłudowicz as Directors; Elect Matti Alahuhta (Chairman) and Anja Korhonen as New Directors	For	For	Management
14	Approve Remuneration of Auditors	For	Against	Management
15	Ratify PricewaterhouseCoopers Oy as Auditors	For	For	Management
16	Approve 3:1 Stock Split	For	For	Management
17	Authorize Repurchase of up to 4.6 Million Shares	For	For	Management
18	Approve Issuance of up to 4.6 Million Shares without Preemptive Rights	For	For	Management
19	Approve Establishment of Nominating Committee	For	For	Management
20	Close Meeting	None	None	Management

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

### PALL CORPORATION

Ticker: PLL Security ID: 696429307  
 Meeting Date: DEC 12, 2012 Meeting Type: Annual  
 Record Date: OCT 23, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Amy E. Alving	For	For	Management
1.2	Elect Director Robert B. Coutts	For	For	Management
1.3	Elect Director Mark E. Goldstein	For	For	Management
1.4	Elect Director Cheryl W. Grise	For	For	Management
1.5	Elect Director Ronald L. Hoffman	For	For	Management
1.6	Elect Director Lawrence D. Kingsley	For	For	Management
1.7	Elect Director Dennis N. Longstreet	For	For	Management
1.8	Elect Director B. Craig Owens	For	For	Management
1.9	Elect Director Katharine L. Plourde	For	For	Management
1.10	Elect Director Edward Travaglianti	For	For	Management
1.11	Elect Director Bret W. Wise	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Bylaws	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### PATTERSON-UTI ENERGY, INC.

Ticker: PTEN Security ID: 703481101  
 Meeting Date: JUN 05, 2013 Meeting Type: Annual  
 Record Date: APR 09, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mark S. Siegel	For	For	Management
1.2	Elect Director Kenneth N. Berns	For	For	Management
1.3	Elect Director Charles O. Buckner	For	For	Management
1.4	Elect Director Michael W. Conlon	For	For	Management
1.5	Elect Director Curtis W. Huff	For	For	Management
1.6	Elect Director Terry H. Hunt	For	For	Management
1.7	Elect Director Cloyce A. Talbott	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

### PEABODY ENERGY CORPORATION

Ticker: BTU Security ID: 704549104  
 Meeting Date: APR 29, 2013 Meeting Type: Annual  
 Record Date: MAR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gregory H. Boyce	For	For	Management
1.2	Elect Director William A. Coley	For	For	Management
1.3	Elect Director William E. James	For	For	Management
1.4	Elect Director Robert B. Karn, III	For	For	Management

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1.5	Elect Director Henry E. Lentz	For	For	Management
1.6	Elect Director Robert A. Malone	For	For	Management
1.7	Elect Director William C. Rusnack	For	For	Management
1.8	Elect Director John F. Turner	For	For	Management
1.9	Elect Director Sandra A. Van Trease	For	For	Management
1.10	Elect Director Alan H. Washkowitz	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Report on Lobbying Payments and Policy	Against	Against	Shareholder
6	Require Independent Board Chairman	Against	Against	Shareholder

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### POSCO

Ticker: 005490 Security ID: 693483109  
 Meeting Date: MAR 22, 2013 Meeting Type: Annual  
 Record Date: DEC 28, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements, Allocation of Income, and Dividend of KRW 6,000 per Share	For	For	Management
2.1.1	Elect Shin Jae-Cheol as Outside Director	For	For	Management
2.1.2	Elect Lee Myung-Woo as Outside Director	For	For	Management
2.1.3	Elect Kim Ji-Hyung as Outside Director	For	For	Management
2.2	Elect Kim Ji-Hyung as Member of Audit Committee	For	For	Management
2.3.1	Elect Jang In-Hwan as Inside Director	For	For	Management
2.3.2	Elect Kim Eung-Kyu as Inside Director	For	For	Management
3	Approve Total Remuneration of Inside Directors and Outside Directors	For	For	Management

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### REPUBLIC SERVICES, INC.

Ticker: RSG Security ID: 760759100  
 Meeting Date: MAY 09, 2013 Meeting Type: Annual  
 Record Date: MAR 12, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director James W. Crownover	For	For	Management
1b	Elect Director William J. Flynn	For	For	Management
1c	Elect Director Michael Larson	For	For	Management
1d	Elect Director Nolan Lehmann	For	For	Management
1e	Elect Director W. Lee Nutter	For	For	Management
1f	Elect Director Ramon A. Rodriguez	For	For	Management
1g	Elect Director Donald W. Slager	For	For	Management
1h	Elect Director Allan C. Sorensen	For	For	Management
1i	Elect Director John M. Trani	For	For	Management
1j	Elect Director Michael W. Wickham	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Adopt a Policy in which the Company	Against	Against	Shareholder

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

will not Make or Promise to Make Any  
Death Benefit Payments to Senior  
Executives

6	Report on Political Contributions	Against	Against	Shareholder
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### RIO TINTO PLC

Ticker: RIO Security ID: G75754104

Meeting Date: APR 18, 2013 Meeting Type: Annual

Record Date: APR 16, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	For	Management
3	Re-elect Robert Brown as Director	For	For	Management
4	Re-elect Vivienne Cox as Director	For	For	Management
5	Re-elect Jan du Plessis as Director	For	For	Management
6	Re-elect Guy Elliott as Director	For	For	Management
7	Re-elect Michael Fitzpatrick as Director	For	For	Management
8	Re-elect Ann Godbehere as Director	For	For	Management
9	Re-elect Richard Goodmanson as Director	For	For	Management
10	Re-elect Lord Kerr as Director	For	For	Management
11	Re-elect Chris Lynch as Director	For	For	Management
12	Re-elect Paul Tellier as Director	For	For	Management
13	Re-elect John Varley as Director	For	For	Management
14	Re-elect Sam Walsh as Director	For	For	Management
15	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	Management
16	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	Management
17	Approve Performance Share Plan	For	For	Management
18	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
19	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
20	Authorise Market Purchase of Ordinary Shares	For	For	Management
21	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

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### ROPER INDUSTRIES, INC.

Ticker: ROP Security ID: 776696106

Meeting Date: MAY 24, 2013 Meeting Type: Annual

Record Date: APR 12, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David W. Devonshire	For	For	Management
1.2	Elect Director John F. Fort, III	For	For	Management
1.3	Elect Director Brian D. Jellison	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Ratify Auditors	For	For	Management



## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

### SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108  
 Meeting Date: APR 10, 2013 Meeting Type: Annual  
 Record Date: FEB 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Peter L.S. Currie	For	For	Management
1b	Elect Director Tony Isaac	For	For	Management
1c	Elect Director K. Vaman Kamath	For	For	Management
1d	Elect Director Paal Kibsgaard	For	For	Management
1e	Elect Director Nikolay Kudryavtsev	For	For	Management
1f	Elect Director Adrian Lajous	For	For	Management
1g	Elect Director Michael E. Marks	For	For	Management
1h	Elect Director Lubna S. Olayan	For	For	Management
1i	Elect Director L. Rafael Reif	For	For	Management
1j	Elect Director Tore I. Sandvold	For	For	Management
1k	Elect Director Henri Seydoux	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Adopt and Approve Financials and Dividends	For	For	Management
4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
5	Approve Omnibus Stock Plan	For	For	Management
6	Amend Employee Stock Purchase Plan	For	For	Management

### SCHNEIDER ELECTRIC SA

Ticker: SU Security ID: F86921107  
 Meeting Date: APR 25, 2013 Meeting Type: Annual/Special  
 Record Date: APR 19, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 1.87 per Share	For	For	Management
4	Approve Additional Pension Scheme Agreement with the Members of the Management Board and the Chairman of the Supervisory Board	For	For	Management
5	Approve Severance Payment Agreement with Jean-Pascal Tricoire	For	For	Management
6	Reelect Gerard de La Martiniere as Supervisory Board Member	For	For	Management
7	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
8	Adopt One-Tiered Board Structure and Amend Articles 1, 11-21 and 22-28 of Bylaws Accordingly	For	For	Management
9	Transfer Outstanding Delegations of Powers to Issue Capital under Stock	For	For	Management

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

	Purchase Plans from Management Board to Board of Directors			
10	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 800 Million	For	For	Management
11	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	For	For	Management
12	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 220 Million	For	For	Management
13	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 10 and 12	For	For	Management
14	Authorize Capital Increase of up to 9.9 Percent of Issued Capital for Future Acquisitions	For	For	Management
15	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 110 Million	For	For	Management
16	Authorize up to 1.8 Percent of Issued Capital for Use in Restricted Stock Plan	For	Against	Management
17	Authorize up to 0.5 Percent of Issued Capital for Use in Stock Option Plan	For	Against	Management
18	Approve Employee Stock Purchase Plan	For	For	Management
19	Approve Stock Purchase Plan Reserved for Employees of International Subsidiaries	For	For	Management
20	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	Management
21	Elect Jean-Pascal Tricoire as Director	For	For	Management
22	Elect Henri Lachmann as Director	For	For	Management
23	Elect Leo Apotheker as Director	For	For	Management
24	Elect Betsy Atkins as Director	For	For	Management
25	Elect Gerard de La Martiniere as Director	For	For	Management
26	Elect Xavier Fontanet Director	For	For	Management
27	Elect Noel Forgeard as Director	For	For	Management
28	Elect Antoine Gosset-Grainville as Director	For	For	Management
29	Elect Willy R. Kissling as Director	For	For	Management
30	Elect Cathy Kopp as Director	For	For	Management
31	Elect Dominique Senequier as Director	For	For	Management
32	Elect M.G. Richard Thoman as Director	For	For	Management
33	Elect Serge Weinberg as Director	For	For	Management
34	Elect Claude Briquet as Representative of Employee Shareholders to the Board	Against	Against	Management
35	Elect Magali Herbaut as Representative of Employee Shareholders to the Board	For	For	Management
36	Elect Thierry Jacquet as Representative of Employee Shareholders to the Board	Against	Against	Management
37	Elect Jean-Michel Vedrine as Representative of Employee Shareholders to the Board	Against	Against	Management
38	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.3 Million	For	For	Management

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

39 Authorize Filing of Required Documents/Other Formalities For For Management

SHIN-ETSU CHEMICAL CO. LTD.

Ticker: 4063 Security ID: J72810120  
 Meeting Date: JUN 27, 2013 Meeting Type: Annual  
 Record Date: MAR 31, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Allocation of Income, with a Final Dividend of JPY 50	For	For	Management
2.1	Elect Director Saito, Yasuhiko	For	For	Management
2.2	Elect Director Takasugi, Koji	For	For	Management
2.3	Elect Director Ishihara, Toshinobu	For	For	Management
2.4	Elect Director Frank Peter Popoff	For	Against	Management
2.5	Elect Director Miyazaki, Tsuyoshi	For	For	Management
2.6	Elect Director Fukui, Toshihiko	For	For	Management
2.7	Elect Director Miyajima, Masaki	For	For	Management
2.8	Elect Director Kasahara, Toshiyuki	For	For	Management
2.9	Elect Director Onezawa, Hidenori	For	For	Management
2.10	Elect Director Nakamura, Ken	For	For	Management
2.11	Elect Director Matsui, Yukihiro	For	For	Management
2.12	Elect Director Okamoto, Hiroaki	For	For	Management
2.13	Elect Director Ueno, Susumu	For	For	Management
2.14	Elect Director Maruyama, Kazumasa	For	For	Management
3	Appoint Statutory Auditor Fukui, Taku	For	Against	Management
4	Approve Takeover Defense Plan (Poison Pill)	For	Against	Management

SIEMENS AG

Ticker: SIE Security ID: D69671218  
 Meeting Date: JAN 23, 2013 Meeting Type: Annual  
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports for Fiscal 2011/2012 (Non-Voting)	None	None	Management
2	Approve Allocation of Income and Dividends of EUR 3.00 per Share	For	Did Not Vote	Management
3	Approve Discharge of Management Board for Fiscal 2011/2012	For	Did Not Vote	Management
4	Approve Discharge of Supervisory Board for Fiscal 2011/2012	For	Did Not Vote	Management
5	Ratify Ernst & Young GmbH as Auditors for Fiscal 2012	For	Did Not Vote	Management
6a	Reelect Josef Ackermann to the Supervisory Board	For	Did Not Vote	Management
6b	Reelect Gerd von Brandenstein to the Supervisory Board	For	Did Not Vote	Management
6c	Reelect Gerhard Cromme to the Supervisory Board	For	Did Not Vote	Management
6d	Reelect Michael Diekmann to the Supervisory Board	For	Did Not Vote	Management

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6e	Reelect Hans Michael Gaul to the Supervisory Board	For	Did Not Vote Management
6f	Reelect Peter Gruss to the Supervisory Board	For	Did Not Vote Management
6g	Reelect Nicola Leibinger-Kammueler to the Supervisory Board	For	Did Not Vote Management
6h	Elect Gerard Mestrallet to the Supervisory Board	For	Did Not Vote Management
6i	Elect Gueler Sabanci to the Supervisory Board	For	Did Not Vote Management
6j	Elect Werner Wenning to the Supervisory Board	For	Did Not Vote Management
7	Approve Settlement Agreement Between Siemens AG and Thomas Ganswindt Concluded on November 20/28, 2012	For	Did Not Vote Management
8	Approve Spin-Off and Takeover Agreement with Osram Licht AG	For	Did Not Vote Management

### SUEZ ENVIRONNEMENT COMPANY

Ticker: SEV                      Security ID: F4984P118  
 Meeting Date: MAY 23, 2013      Meeting Type: Annual/Special  
 Record Date: MAY 17, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 0.65 per Share	For	For	Management
4	Approve Transaction with GDF Suez	For	For	Management
5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
6	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	Management
7	Authorize Capitalization of Reserves of Up to EUR 408 Million for Bonus Issue or Increase in Par Value	For	For	Management
8	Approve Stock Purchase Plan Reserved for International Employees	For	For	Management
9	Authorize Filing of Required Documents/Other Formalities	For	For	Management

### TAL INTERNATIONAL GROUP, INC.

Ticker: TAL                      Security ID: 874083108  
 Meeting Date: APR 23, 2013      Meeting Type: Annual  
 Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brian M. Sondey	For	For	Management
1.2	Elect Director Malcolm P. Baker	For	For	Management
1.3	Elect Director A. Richard Caputo, Jr.	For	For	Management
1.4	Elect Director Claude Germain	For	For	Management
1.5	Elect Director Kenneth Hanau	For	For	Management

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1.6	Elect Director Helmut Kaspers	For	For	Management
1.7	Elect Director Frederic H. Lindeberg	For	For	Management
2	Ratify Auditors	For	For	Management

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### TECHNIP

Ticker:            TEC                           Security ID: F90676101  
Meeting Date: APR 25, 2013   Meeting Type: Annual/Special  
Record Date: APR 19, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Allocation of Income and Dividends of EUR 1.68 per Share	For	For	Management
3	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
4	Acknowledge Auditors' Special Report Regarding Related-Party Transactions Mentioning the Absence of New Related-Party Transactions	For	For	Management
5	Ratify Appointment of Alexandra Bech Gjorv as Director	For	For	Management
6	Reelect Alexandra Bech Gjorv as Director	For	For	Management
7	Reelect Marie-Ange Debon as Director	For	For	Management
8	Reelect Gerard Hauser as Director	For	For	Management
9	Reelect Joseph Rinaldi as Director	For	For	Management
10	Elect Manisha Girotra as Director	For	For	Management
11	Elect Pierre-Jean Sivignon as Director	For	For	Management
12	Approve Remuneration of Directors in the Aggregate Amount of EUR 800,000	For	For	Management
13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
14	Authorize up to 0.50 Percent of Issued Capital for Use in Restricted Stock Plan	For	For	Management
15	Authorize Restricted Stock Plan Reserved for Chairman and/or CEO and Executives, Subject to Approval of Item 14	For	For	Management
16	Authorize up to 0.30 Percent of Issued Capital for Use in Stock Option Plan	For	For	Management
17	Authorize Stock Option Plan Reserved for Chairman and/or CEO and Executives, Subject to Approval of Item 16	For	For	Management
18	Approve Employee Stock Purchase Plan	For	For	Management
19	Authorize Filing of Required Documents/Other Formalities	For	For	Management

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### TECO ENERGY, INC.

Ticker:            TE                           Security ID: 872375100  
Meeting Date: MAY 01, 2013   Meeting Type: Annual  
Record Date: FEB 22, 2013

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John B. Ramil	For	For	Management
1.2	Elect Director Tom L. Rankin	For	For	Management
1.3	Elect Director William D. Rockford	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	Against	Shareholder

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### THE WEIR GROUP PLC

Ticker: WEIR Security ID: G95248137  
 Meeting Date: MAY 01, 2013 Meeting Type: Annual  
 Record Date: APR 29, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend	For	For	Management
3	Approve Remuneration Report	For	For	Management
4	Elect Charles Berry as Director	For	For	Management
5	Re-elect Keith Cochrane as Director	For	For	Management
6	Re-elect Alan Ferguson as Director	For	For	Management
7	Re-elect Melanie Gee as Director	For	For	Management
8	Re-elect Richard Menell as Director	For	For	Management
9	Re-elect John Mogford as Director	For	For	Management
10	Re-elect Lord Robertson of Port Ellen as Director	For	For	Management
11	Re-elect Lord Smith of Kelvin as Director	For	For	Management
12	Re-elect Jon Stanton as Director	For	For	Management
13	Reappoint Ernst & Young LLP as Auditors	For	For	Management
14	Authorise Board to Fix Remuneration of Auditors	For	For	Management
15	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
16	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
17	Authorise Market Purchase of Ordinary Shares	For	For	Management
18	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

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### TRANSDIGM GROUP INCORPORATED

Ticker: TDG Security ID: 893641100  
 Meeting Date: MAR 06, 2013 Meeting Type: Annual  
 Record Date: JAN 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mervin Dunn	For	For	Management
1.2	Elect Director Michael S. Graff	For	For	Management
2	Advisory Vote to Ratify Named	For	For	Management

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	Executive Officers' Compensation			
3	Ratify Auditors	For	For	Management
4	Declassify the Board of Directors	None	For	Shareholder

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### UGI CORPORATION

Ticker: UGI Security ID: 902681105  
 Meeting Date: JAN 24, 2013 Meeting Type: Annual  
 Record Date: NOV 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lon R. Greenberg	For	For	Management
1.2	Elect Director Marvin O. Schlanger	For	For	Management
1.3	Elect Director Anne Pol	For	For	Management
1.4	Elect Director Ernest E. Jones	For	For	Management
1.5	Elect Director John L. Walsh	For	For	Management
1.6	Elect Director Roger B. Vincent	For	For	Management
1.7	Elect Director M. Shawn Puccio	For	For	Management
1.8	Elect Director Richard W. Gochnauer	For	For	Management
1.9	Elect Director Frank S. Hermance	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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### UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108  
 Meeting Date: MAY 16, 2013 Meeting Type: Annual  
 Record Date: FEB 28, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew H. Card, Jr.	For	For	Management
1.2	Elect Director Erroll B. Davis, Jr.	For	For	Management
1.3	Elect Director Thomas J. Donohue	For	For	Management
1.4	Elect Director Archie W. Dunham	For	For	Management
1.5	Elect Director Judith Richards Hope	For	For	Management
1.6	Elect Director John J. Koraleski	For	For	Management
1.7	Elect Director Charles C. Krulak	For	For	Management
1.8	Elect Director Michael R. McCarthy	For	For	Management
1.9	Elect Director Michael W. McConnell	For	For	Management
1.10	Elect Director Thomas F. McLarty, III	For	For	Management
1.11	Elect Director Steven R. Rogel	For	For	Management
1.12	Elect Director Jose H. Villarreal	For	For	Management
1.13	Elect Director James R. Young	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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### UNITED PARCEL SERVICE, INC.

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

Ticker: UPS Security ID: 911312106  
 Meeting Date: MAY 02, 2013 Meeting Type: Annual  
 Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director F. Duane Ackerman	For	For	Management
1b	Elect Director Michael J. Burns	For	For	Management
1c	Elect Director D. Scott Davis	For	For	Management
1d	Elect Director Stuart E. Eizenstat	For	For	Management
1e	Elect Director Michael L. Eskew	For	For	Management
1f	Elect Director William R. Johnson	For	For	Management
1g	Elect Director Candace Kendle	For	For	Management
1h	Elect Director Ann M. Livermore	For	For	Management
1i	Elect Director Rudy H. P. Markham	For	For	Management
1j	Elect Director Clark T. Randt, Jr.	For	For	Management
1k	Elect Director Carol B. Tome	For	For	Management
1l	Elect Director Kevin M. Warsh	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Lobbying Payments and Policy	Against	Against	Shareholder
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder

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VALE S.A.

Ticker: VALE5 Security ID: 91912E105  
 Meeting Date: APR 17, 2013 Meeting Type: Annual/Special  
 Record Date: MAR 11, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2012	For	For	Management
1.2	Approve Allocation of Income and Dividends	For	For	Management
1.3	Elect Directors	For	For	Management
1.4	Elect Fiscal Council Members	For	For	Management
1.5	Approve Remuneration of Company's Management	For	Withhold	Management
2.1	Amend Articles	For	For	Management
2.2	Consolidate Bylaws	For	For	Management

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VESUVIUS PLC

Ticker: VSVS Security ID: G9339E105  
 Meeting Date: JUN 04, 2013 Meeting Type: Annual  
 Record Date: JUN 02, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend	For	For	Management
3	Approve Remuneration Report	For	For	Management
4	Elect Nelda Connors as Director	For	For	Management
5	Elect Christer Gardell as Director	For	For	Management
6	Re-elect Jeff Hewitt as Director	For	For	Management
7	Elect Jane Hinkley as Director	For	For	Management



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8	Elect John McDonough as Director	For	For	Management
9	Elect Chris O'Shea as Director	For	For	Management
10	Re-elect Francois Wanecq as Director	For	For	Management
11	Reappoint KPMG LLP as Auditors	For	For	Management
12	Authorise Board to Fix Remuneration of Auditors	For	For	Management
13	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
14	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
15	Authorise Market Purchase of Ordinary Shares	For	For	Management
16	Authorise EU Political Donations and Expenditure	For	For	Management
17	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

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### VINCI

Ticker: DG Security ID: F5879X108  
 Meeting Date: APR 16, 2013 Meeting Type: Annual/Special  
 Record Date: APR 10, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Consolidated Financial Statements and Statutory Reports	For	For	Management
2	Approve Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 1.77 per Share	For	For	Management
4	Approve Stock Dividend Program (Cash or Shares)	For	For	Management
5	Reelect Michael Pragnell as Director	For	For	Management
6	Elect Yannick Assouad as Director	For	For	Management
7	Elect Graziella Gavezotti as Director	For	For	Management
8	Renew Appointment of Deloitte et Associes as Auditor	For	For	Management
9	Appoint KPMG Audit IS as Auditor	For	For	Management
10	Renew Appointment of BEAS Sarl as Alternate Auditor	For	For	Management
11	Appoint KPMG Audit ID as Alternate Auditor	For	For	Management
12	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
13	Approve Transaction with Vinci Energies Re: Participation in Cegelec Entreprise	For	For	Management
14	Approve Transaction with YTSuropaconsultants Re: Consulting Services	For	Against	Management
15	Approve Transaction with Vinci Deutschland	For	For	Management
16	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	Management
17	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	For	For	Management
18	Authorize Issuance of Equity or Equity-Linked Securities with	For	For	Management

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	Preemptive Rights up to Aggregate Nominal Amount of EUR 300 Million			
19	Authorize Issuance of Specific Convertible Bonds without Preemptive Rights Named Oceane, up to an Aggregate Nominal Amount EUR 150 Million	For	For	Management
20	Approve Issuance of Convertible Bonds without Preemptive Rights Other than Oceane, up to an Aggregate Nominal Amount EUR 150 Million	For	For	Management
21	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	For	Management
22	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions	For	For	Management
23	Approve Stock Purchase Plan Reserved for Employees of International Subsidiaries	For	Against	Management
24	Authorize Filing of Required Documents/Other Formalities	For	For	Management

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### VODAFONE GROUP PLC

Ticker: VOD Security ID: G93882135  
 Meeting Date: JUL 24, 2012 Meeting Type: Annual  
 Record Date: JUL 20, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Re-elect Gerard Kleisterlee as Director	For	For	Management
3	Re-elect Vittorio Colao as Director	For	For	Management
4	Re-elect Andy Halford as Director	For	For	Management
5	Re-elect Stephen Pusey as Director	For	For	Management
6	Re-elect Renee James as Director	For	For	Management
7	Re-elect Alan Jebson as Director	For	For	Management
8	Re-elect Samuel Jonah as Director	For	For	Management
9	Re-elect Nick Land as Director	For	For	Management
10	Re-elect Anne Lauvergeon as Director	For	For	Management
11	Re-elect Luc Vandavelde as Director	For	For	Management
12	Re-elect Anthony Watson as Director	For	For	Management
13	Re-elect Philip Yea as Director	For	For	Management
14	Approve Final Dividend	For	For	Management
15	Approve Remuneration Report	For	For	Management
16	Reappoint Deloitte LLP as Audit Series D, 5.670% (a)			
	48,100 Merrill Lynch Capital Trust II, 8.000%			
	7,400 Merrill Lynch Preferred Capital Trust I, 7.750%			
	140,300 Merrill Lynch Preferred Capital Trust III, 7.000%			
	98,200 Merrill Lynch Preferred Capital Trust IV, 7.120%			
	109,500 Merrill Lynch Preferred Capital Trust V, 7.280%			

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24,400 Morgan Stanley Capital Trust II, 7.250%

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Nuveen Preferred and Convertible Income Fund 2 (JQC) (continued)  
Portfolio of INVESTMENTS July 31, 2003

SHARES	DESCRIPTION(1)
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	BROKERAGE (continued)
235,700	Morgan Stanley Capital Trust III, 6.250%
132,400	Morgan Stanley Capital Trust IV, 6.250%
91,500	Morgan Stanley Capital Trust V, 5.750%
16,400	Morgan Stanley Trust I, 7.050% (PPLUS)
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	COMPUTER - 0.0%
8,900	IBM Inc., Series 2001-1, 7.125% (SATURNS)
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	ENERGY - 0.0%
2,100	Northern States Power Company, 8.000%
-----	
	ENERGY - FOREIGN - 0.0%
600	Talisman Energy Inc., 9.000%
2,300	Talisman Energy Inc., 8.900%
-----	
	ENTERTAINMENT - 0.0%
5,200	Viacom Inc., 7.250%
-----	
	FINANCIAL - 0.9%
8,900	CIT Group Incorporated, 7.750% (CORTS)
26,500	Countrywide Capital Trust II, Series II, 8.000% (CORTS)
511,400	Countrywide Capital Trust IV, 6.750%
14,600	Countrywide Trust I, 8.050% (PPLUS)

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15,100	General Electric Capital Corporation, 6.625%
5,000	Household Capital Trust V, Series X, 10.000%
5,600	Household Capital Trust VI, 8.300%
79,700	Household Capital Trust VII, 7.500%
20,000	Household Finance Corporation, 6.875%
38,000	Philadelphia Authority for Industrial Development, Pennsylvania, Pension, 6.550%

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FINANCIAL - FOREIGN - 1.1%

4,600	CSFB USA, Series 2002-10, 7.000% (SATURNS)
105,000	ING Capital Funding Trust, 7.700%
243,920	ING Group NV, 7.200%
509,975	ING Group NV, 7.050%
2,000	Swedish Export Credit Corp., 7.375%

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FOOD - FOREIGN - 0.0%

3,100	Grand Metropolitan Delaware LP, 9.420%
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GAS - 0.0%

400	AGL Capital Trust II, 8.000%
5,800	Dominion CNG Capital Trust I, 7.800%
31,400	MCN Financing Trust II, 8.625%

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SHARES	DESCRIPTION(1)
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INDUSTRIAL - 0.0%

7,900	Sherwin Williams Company, Series III, 7.250% (CORTS)
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INSURANCE - FINANCIAL - 0.3%

157,100	AMBAC Financial Group Inc., 5.950%
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5,000	AMBAC Financial Group Inc., 5.875%
3,000	Financial Security Assurance Holdings, 6.875%
34,000	Nationwide Financial Services Capital, Trust II, 7.100%
69,300	WR Berkley, 8.125% (CBTCS)

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### INSURANCE - LIFE - 0.8%

167,000	Aetna Incorporated, 8.500%
426,867	Delphi Financial Group Inc., 8.000%
2,000	Lincoln National Capital Trust V, Series E, 7.650%
10,200	PLC Capital Trust III, 7.500%
10,100	PLC Capital Trust IV, 7.250%
8,300	Torchmark Capital Trust I, 7.750%

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### INSURANCE - MULTILINE - 0.2%

2,800	AIG Capital Securities, Series 2002-11, 6.000% (SATURNS)
133,800	Hartford Capital Trust III, Series C, 7.450%
1,100	Hartford Life Capital Trust I, Series A, 7.200%
4,900	Hartford Life Capital Trust II, Series B, 7.625%
3,700	SAFECO Capital Trust I, 8.700% (CORTS)
10,600	SAFECO Capital Trust III, 8.072% (CORTS)
1,200	SAFECO Capital Trust I, 8.750% (CORTS)
1,500	SAFECO Corporation, Series 2001-7, 8.250%

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### INSURANCE - P&C - 0.0%

22,100	Everest RE Capital Trust, 7.850%,
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### INSURANCE - P&C - FOREIGN - 2.1%

120,200	Ace Capital Trust I, Series 1999, 8.875%
291,500	Ace Ltd., Series C, 7.800%
240,500	Converium Finance, 8.250%
4,400	PartnerRe Limited, 7.900%

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155,000	PartnerRe Limited, 8.000%
472,502	PartnerRe Limited, Series C, 6.750%
	RenaissanceRe Holdings Ltd.:
31,500	Series A, 8.100%
93,800	Series B, 7.300%
	XL Capital Ltd.:
18,800	Series A, 8.000%
57,800	Series B, 7.625%

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Nuveen Preferred and Convertible Income Fund 2 (JQC) (continued)  
Portfolio of INVESTMENTS July 31, 2003

SHARES	DESCRIPTION(1)
	PAPER - 0.0%
20,400	International Paper Capital Trust III, 7.875%
	PHARMACEUTICALS - FOREIGN - 0.0%
2,400	Rhone-Poulenc Overseas, Series A, 8.125%
	REAL ESTATE INVESTMENT TRUSTS - 6.0%
318,355	AMB Property Corporation, Series L, 6.500%
20,200	AvalonBay Communities Inc., Series H, 8.700%,
3,200	BRE Properties, Series B, 8.080%
	Developers Diversified Realty Corporation:
13,500	Series G, 8.000%
1,120,000	Series H, 7.375%
23,000	Equity Office Properties Trust, Series G, 7.750%
	Equity Residential Properties Trust:
800	Series C, 9.125%
464,789	Series N, 6.480%
73,200	Gables Residential Trust, Series D, 7.500%
	HRPT Properties Trust:
366,785	Series A, 9.875%
119,900	Series B, 8.750%
41,300	New Plan Excel Realty Trust, Series E, 7.625%

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

	Public Storage Inc.:	
1,200	Series Q,	8.600%
55,500	Series R,	8.000%
36,960	Series S,	7.875%
25,600	Series T,	7.625%
29,900	Series U,	7.625%
151,100	Regency Centers Corporation,	7.450%
4,300	Simon Property Group Inc., Series F,	8.750%
1,643,634	Wachovia Bank Preferred Funding Corporation,	7.250%

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TELECOM - 0.3%

31,000	AT&T Wireless, Series 2002-7,	8.000% (CBTCS)
14,000	AT&T Wireless Services, Series 2002-B,	9.250% (SATURNS)
4,600	Bell South Capital Funding,	7.100% (CORTS)
9,500	Bell South Corporation, Series 2001-3,	7.125% (SATURNS)
9,600	Bell South Inc., Series BLS,	7.000% (CORTS)
6,000	Citizens Communications, Series 2001-2,	8.625% (SATURNS)
6,800	Citizens Communications Trust I,	8.375% (PPLUS)
11,900	Deutsche Telekom International Finance, B.V., Series 2001-24, Class A-1,	7.875% ( )
5,000	SBC Communications Inc.,	7.000%
5,000	TDS Capital Trust I,	8.500%
17,700	TDS Capital Trust II,	8.040%
32,600	Telephone and Data Systems Inc.,	7.600%
9,000	U.S. Cellular Corporation,	8.750%
2,700	Verizon Communications,	7.625% (CORTS)
5,100	Verizon Global Funding Corp.,	7.375% (CORTS)
30,700	Verizon New England Inc., Series B,	7.000%

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SHARES      DESCRIPTION(1)

UTILITY - 0.1%

1,000	Consolidated Edison Inc.,	7.250%
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## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

21,000	Energy East Capital Trust I, 8.250%
1,600	Southern Co. Capital Trust V, 6.875%
1,600	Southern Co. Capital Trust VI, 7.125%
31,000	Virginia Power Capital Trust, 7.375%

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Total Exchange-Listed Preferred Securities (cost \$510,588,651)

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CONVERTIBLE PREFERRED SECURITIES - 9.0% (8.8% OF TOTAL INVESTMENTS)

AEROSPACE & DEFENSE - 0.3%

52,800	Northrop Grumman Corporation, 7.250%
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AUTO - 0.2%

103,400	Ford Motor Company Capital Trust II, 6.500%
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BANKING - 0.6%

96,250	Citigroup Global Markets Holdings, 2.000%
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4,725	State Street Corporation, 6.750%
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138,200	Washington Mutual Inc. Unit 1 Trust, 5.375%
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BROADCAST CABLE - 0.6%

204,000	Cablevision Systems Corp., Trust I, 6.500%
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112,000	Emmis Communications Corporation, Series A, 6.250%
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60,000	Sinclair Broadcast Group Inc., Series D, 6.000%
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COMMERCIAL SERVICES - 0.4%

180,000	Cendant Corporation, 7.750%
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ELECTRONIC EQUIPMENT & INSTRUMENTS - 0.2%

82,462	Pioneer-Standard Financial Trust, 6.750%
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ENERGY - 0.2%

70,000	Chesapeake Energy Corporation, Series 144A, 6.000%
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	ENVIRONMENTAL SERVICES - 0.1%
18,400	Allied Waste Industries Inc., 6.250%
	FINANCIAL - 0.4%
330,000	Gabelli Asset Management Inc., 6.950%
	GAS - 0.4%
265,000	Sempra Energy, 8.500%
	HOUSEHOLD DURABLES - 0.3%
113,325	Newell Financial Trust I, 5.250%
	INDUSTRIAL - 0.2%
166,700	Teekay Shipping Corporation, 7.250%
	INSURANCE - LIFE - 0.8%
86,500	Anthem Inc., 6.000%
146,500	Reinsurance Group of America Inc., 5.750%

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Nuveen Preferred and Convertible Income Fund 2 (JQC) (continued)  
Portfolio of INVESTMENTS July 31, 2003

SHARES	DESCRIPTION(1)
	INSURANCE - MULTILINE - 0.4%
143,225	Prudential Financial Capital Trust I, 6.750%
	IT CONSULTING & SERVICES - 0.1%
91,000	Electronic Data Systems Corporation, 7.625%
	MEDICAL PRODUCTS - 0.4%

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166,000 Baxter International Inc., 7.000%

---

REAL ESTATE INVESTMENT TRUSTS - 0.7%

49,800 Equity Office Properties Trust, Convertible Preferred Shares, Series B, 5.250%

232,600 Equity Residential Properties Trust, Series G, 7.250%

119,000 Host Marriott Financial Trust, 6.750%

---

RETAIL - 0.3%

151,000 Toys R Us Inc., Convertible Equity Units, 6.250%

---

STEEL - 0.1%

40,800 TXI Capital Trust I, 6.500%

---

TELECOM - 0.9%

162,000 Alltel Corporation, 7.750%

6,200 Lucent Technologies Capital Trust I, 7.750%

184,100 Motorola Inc., 7.000%

---

UTILITY - 1.4%

121,000 Cinergy Corporation, 9.500%

107,500 Dominion Resources Inc., 8.750%

98,500 FPL Group Inc., 8.000%

66,300 PPL Capital Funding Trust I, 7.750%

100,000 Public Service Enterprise Group, 10.250%

---

Total Convertible Preferred Securities (cost \$177,965,280)

---

CAPITAL PREFERRED - HYBRID SECURITIES - 1.1% (1.1% OF TOTAL INVESTMENTS)

TELECOM - 1.1%

19,545 Centaur Funding Corporation, Series B-144A, 9.080%

---

Total Capital Preferred - Hybrid Securities (cost \$23,604,173)

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PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION(1)
-----	
	CONVERTIBLE BONDS - 14.7% (14.3% OF TOTAL INVESTMENTS)
	ADVERTISING - 0.3%
\$ 5,650	Interpublic Group Companies, Convertible Subordinated Notes, 1.870%, 6/01/06
-----	
	AIRLINES - 0.4%
3,750	Continental Airlines, Convertible Notes, 4.500%, 2/01/07
3,000	Delta Air Lines, Convertible Notes, Series 144A, 8.000%, 6/03/23
3,100	Northwest Airlines Corporation, Convertible Notes, Series 144A, 6.625%, 5/15/23
-----	
	AUTO - 1.2%
696,000	General Motors Corporation, 6.250%
1,250	Sonic Automotive Inc., Convertible Senior Subordinated Notes, 5.250%, 5/07/09
5,000	Tower Automotive Inc., 5.000%, 8/01/04
-----	
	BIOTECHNOLOGY - 0.6%
6,165	Fisher Scientific International Inc., Convertible Senior Notes, 2.500%, 10/01/23
3,500	Ivax Corporation, Convertible Senior Subordinated Notes, 4.500%, 5/15/08
1,000	Sepracor Inc., Convertible Subordinated Debentures, 5.000%, 2/15/07
-----	
	BROADCAST CABLE - 1.0%
7,000	Liberty Media Corporation, Senior Debentures Exchangeable for Class B, 3.250%, 3/
12,400	Liberty Media Corporation, Senior Debentures Exchangeable for PCS Common, 4.000%,
4,375	Mediacom Communications Corporation, Convertible Senior Notes, 5.250%, 7/01/06
-----	
	COMPUTER - 2.4%
4,200	Computer Associates International Inc., Convertible Senior Notes, 5.000%, 3/15/07

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6,000	Electronic Data Systems, Convertible Senior Notes, Series 144A, 3.875%, 7/15/23
4,850	General Semiconductor Inc., Convertible Subordinated Notes, 5.750%, 12/15/06
15,500	Hewlett Packard Company, 0.000%, 10/14/17 (LYONS)
6,000	International Rectifier Corporation, Convertible Subordinated Notes, 4.250%, 7/15
3,815	Maxtor Corporation, Convertible Senior Notes, Series 144A, 6.800%, 4/30/10
2,000	Mentor Graphics Corporation, Convertible Subordinate Notes, 6.875%, 6/15/07
4,713	Mercury Interactive Corporation, Convertible Subordinated Notes, 4.750%, 7/01/07
5,000	Quantum Corporation, 7.000%, 8/01/04

---

ELECTRONIC EQUIPMENT & INSTRUMENTS - 0.4%

8,000	Anixter International Inc., 0.000%, 6/28/20 (LYONS)
12,000	Arrow Electronics Inc., Convertible Senior Debentures, 0.000%, 2/21/21

---

ENERGY - 0.3%

6,000	McMoran Exploration Corporation, Notes, Series 144A, 6.000%, 7/02/08
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FINANCIAL - 0.4%

8,000	Providian Financial Corporation, Convertible Senior Notes, 3.250%, 8/15/05
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Nuveen Preferred and Convertible Income Fund 2 (JQC) (continued)  
Portfolio of INVESTMENTS July 31, 2003

PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION(1)
--------------------------------------	----------------

---

HEALTH DISTRIBUTORS & SERVICES - 0.5%

\$ 5,000	Lifepoint Hospitals Inc., Convertible Subordinate Notes, 4.500%, 6/01/09
5,400	Province Healthcare Inc., Convertible Subordinated Notes, 4.250%, 10/10/08

---

INDUSTRIAL CONGLOMERATES - 0.4%

7,000	Tyco International Group Limited, Convertible Notes, Series 144A, 3.125%, 1/15/23
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## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

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	INDUSTRIAL - 0.5%
4,900	EDO Corporation, Convertible Subordinate Notes, 5.250%, 4/15/07
5,300	GenCorp Inc., Convertible Notes, 5.750%, 4/15/07

---

	INSURANCE - P&C - 0.4%
333,000	Travelers Property and Casualty Company, 4.500%, 4/15/32

---

	LEISURE FACILITIES - 0.7%
7,175	Carnival Corporation, Convertible Senior Debentures, 2.000%, 4/15/21
12,000	Royal Caribbean Cruises Limited, Senior Notes, 0.000%, 2/02/21 (LYONS)

---

	METALS DIVERSIFICATION - 0.2%
3,950	Freeport-McMoran Inc., 7.000%, 2/11/11

---

	NETWORK EQUIPMENT - 0.7%
3,700	Agere Systems Inc., 6.500%, 12/15/09
10,500	Brocade Communication Systems Inc., Convertible Notes, 2.000%, 1/01/07

---

	OFFICE ELECTRONICS - 0.3%
5,500	IOS Capital LLC, Convertible Subordinate Debentures, Series 144A, 5.000%, 5/01/07

---

	OIL SERVICES - 0.1%
2,500	Maverick Tube Corporation, Convertible Notes, Series 144A, 4.000%, 6/15/33

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	PHARMACEUTICALS - 0.6%
4,125	Indevus Pharmaceuticals Inc., Convertible Senior Debentures, Series 144A, 6.250%,
1,500	Ivax Corporation, Convertible Bonds, 5.500%, 5/15/07
6,000	Medarex Inc., Convertible Subordinated Notes, 4.500%, 7/01/06

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	RETAIL - 0.4%
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## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

3,630 Barnes & Noble Inc., Convertible Notes, 5.250%, 3/15/09  
 4,625 Best Buy Inc., Convertible Subordinate Debentures, 2.250%, 1/15/22

---

RETAIL - SPECIAL - 0.5%

3,000 Charming Shoppes Inc., Senior Convertible Notes, 4.750%, 6/01/12  
 8,000 Lowes Companies Inc., Senior Notes, 0.000%, 2/16/21 (LYONS)

---

SEMICONDUCTOR - 0.6%

5,500 ASM Lithography, Convertible Notes, 5.750%, 10/15/06  
 6,974 Brooks Automation Inc., Convertible Subordinated Notes, 4.750%, 6/01/08

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STEEL - 0.2%

5,045 Shaw Group Inc., Senior Notes, 0.000%, 5/01/21 (LYONS)

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PRINCIPAL AMOUNT (000)/ SHARES	DESCRIPTION(1)
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TELECOM - 0.1%

\$ 1,500	Nextel Communications Inc., Convertible Senior Notes, 6.000%, 6/01/11
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TELECOM EQUIPMENT - 0.9%

8,000	Ciena Corporation, Convertible Notes, 3.750%, 2/01/08
9,500	Liberty Media Corporation, Senior Debentures Exchangeable for Motorola, 3.500%, 1
6,000	Nortel Networks Corporation, Convertible Senior Notes, 4.250%, 9/01/08

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UTILITY - 0.6%

5,000	Calpine Corporation, Convertible Senior Notes, 4.000%, 12/26/06
260,000	Centerpoint Energy Inc., Zero Premium Exchangeable Subordinated Notes, 2.000%, 9/

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Total Convertible Bonds (cost \$287,923,020)

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## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

PRINCIPAL AMOUNT (000)	DESCRIPTION(1)
-----	
	CORPORATE BONDS - 10.7% (10.5% OF TOTAL INVESTMENTS)
	AUTO - 1.7%
2,000	Ford Motor Company, 8.900%, 1/15/32
	Ford Motor Company, Debentures:
9,095	9.980%, 2/15/47
7,570	7.700%, 5/15/97
15,000	General Motors Corporation, Senior Debentures, 8.375%, 7/15/33
2,000	Tenneco Authomotive Inc., Senior Notes, Series 144A, 10.250%, 7/15/13
-----	
	BROADCAST CABLE - 0.5%
4,900	Allbritton Communications Company, Senior Subordinated Notes, Series B, 7.750%, 1
2,000	Cablevision Systems Corporation, Senior Debentures, Series B, 8.125%, 8/15/09
2,000	CSC Holdings Inc., 8.125%, 7/15/09
-----	
	ENERGY - 0.3%
2,000	Chesapeake Energy Corporation, Senior Notes, 9.000%, 8/15/12
1,000	Energy Partners Limited, Series 144A, 8.750%, 8/01/10 (DD, settling 8/05/03)
	Tesoro Petroleum Corporation, Senior Subordinated Notes, Series B:
2,000	9.000%, 7/01/08
1,000	9.625%, 11/01/08
-----	
	ENTERTAINMENT - 0.6%
3,400	Aztar Corporation, 9.000%, 8/15/11
2,345	Boyd Gaming Corporation, Senior Subordinated Notes, 8.750%, 4/15/12
1,000	Park Place Entertainment, Senior Subordinate Notes, 7.875%, 3/15/10
2,000	Penn National Gaming Inc., Senior Subordinated Notes, 8.875%, 3/15/10
2,000	Pinnacle Entertainment Inc., Senior Subordinate Notes, Series B, 9.250%, 2/15/07
1,000	Venetian Casino Resort, LLC, 11.000%, 6/15/10

## Edgar Filing: ING Infrastructure, Industrials & Materials Fund - Form N-PX

Nuveen Preferred and Convertible Income Fund 2 (JQC) (continued)  
Portfolio of INVESTMENTS July 31, 2003

PRINCIPAL AMOUNT (000)	DESCRIPTION(1)
-----	
	FINANCIAL - 0.4%
\$ 2,500	MDP Acquisitions plc, Senior Notes, 9.625%, 10/01/12
4,000	Universal City Development Partners, Senior Notes, Series 144A, 11.750%, 4/01/10
-----	
	FOOD - 0.7%
4,500	Del Monte Corporation, Senior Subordinate Notes, Series 144A, 8.625%, 12/15/12
5,000	Dole Foods Company, Debentures, 7.875%, 7/15/13
1,400	Dole Foods Company, Senior Notes, 8.625%, 5/01/09
957	Ingles Markets Inc., Senior Subordinate Notes, 8.875%, 12/01/11
2,000	Ingles Markets Inc., Senior Subordinated Notes, Series 144A, 8.875%, 12/01/11
-----	
	HEALTH DISTRIBUTORS AND SERVICES - 0.1%
1,000	Select Medical Corporation, Series 144A, 7.500%, 8/01/13 (DD, settling 8/12/03)
-----	
	HOMEBUILDING - 0.2%
3,000	Willima Lyon Homes Inc., Unsecured Senior Notes, 10.750%, 4/01/13
-----	
	INDUSTRIAL CONGLOMERATES - 0.2%
4,000	Jacuzzi Brands Inc., Senior Secured Notes, Series 144A, 9.625%, 7/01/10
-----	
	INDUSTRIAL - 1.4%
6,235	Allied Waste North America Inc., Senior Subordinated Notes, Series B, 10.000%, 8/
2,000	Berry Plastics Corporation, Senior Subordinated Notes, 10.750%, 7/15/12
3,000	Hovnanian K. Enterprises Inc., Senior Subordinate Notes, 8.875%, 4/01/12
3,000	Laidlaw International Inc., Senior Notes, Series 144A, 10.750%, 6/15/11
2,000	Owens-Brockway Glass Containers, Guaranteed Senior Notes, Series 144A, 8.250%, 5/
3,000	Owens-Illinois Inc., 7.500%, 5/15/10
	Terex Corporation, Senior Subordinated Notes:



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3,000	8.875%, 4/01/08
2,000	10.375%, 4/01/11
199	Terex Corporation, Senior Subordinated Notes, Series D, 8.875%, 4/01/08
2,100	United States Can Corporation, Second Priority Senior Secured Notes, 10.875%, 7/1

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### LEISURE FACILITIES - 0.3%

5,000	Intrawest Corporation, Senior Notes, 9.750%, 8/15/08
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### MEDICAL PRODUCTS - 0.2%

1,480	Iasis Healthcare Corporation, 13.000%, 10/15/09
2,455	Iasis Healthcare Corporation, Series 144A, 8.500%, 10/15/09

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### PAPER - 0.3%

2,000	Georgia Pacific Corporation, Debentures, 7.700%, 6/15/15
5,000	Georgia Pacific Corporation, Notes, 8.125%, 5/15/11

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### PUBLISHING & PRINTING - 0.8%

2,000	American Media Operations Inc., 8.875%, 1/15/11
1,500	Mail-Well I Corporation, Senior Unsecured Notes, Series 144A, 9.625%, 3/15/12
	Primedia Inc., Senior Notes:
3,000	7.625%, 4/01/08
4,000	8.875%, 5/15/11
4,000	Vertis Inc., Senior Notes, Series 144A, 9.750%, 4/01/09

32

PRINCIPAL AMOUNT (000)	DESCRIPTION(1)
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### REAL ESTATE - 1.6%

\$ 1,500	LNR Property Corporation, Senior Subordinated Notes, 10.500%, 1/15/09
30,000	Mangrove Bay, Series 144A, Class 3, 6.102%, 7/15/33

---

### RETAIL - 0.6%

Saks Inc., Notes:

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2,000 7.500%, 12/01/10  
1,000 9.875%, 10/01/11  
2,000 7.375%, 2/15/19  
  
4,000 Toys R Us Inc., Notes, 7.875%, 4/15/13  
  
3,500 Williams Scotsman Inc., Senior Notes, 9.875%, 6/01/07

---

RETAIL - SPECIAL - 0.2%

4,000 Warnaco Inc., Senior Notes, Series 144A, 8.875%, 6/15/13

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SPECIALTY CHEMICALS - 0.2%

2,500 OM Group Inc., 9.250%, 12/15/11  
1,500 United Industries Corporation, Senior Subordinate Notes, Series D, 9.875%, 4/01/07

---

TELECOM - 0.4%

5,000 Nextel Communications Inc., 7.375%, 8/01/15  
3,000 Rural Cellular Corp, Series 144A, 9.875%, 2/01/10 (DD, settling 8/01/03)

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Total Corporate Bonds (cost \$213,218,633)

---

CAPITAL PREFERRED SECURITIES - 15.4% (15.0% OF TOTAL INVESTMENTS)

BANKING - 5.8%

2,183 BankAmerica Capital II, Series 2, 8.000%, 12/15/26  
5,000 BankAmerica Institutional Trust, 8.070%, 12/31/26  
2,600 BankAmerica Institutional Capital Trust, Series B, 7.700%, 12/31/26  
2,000 BankBoston Capital Trust I, Series B, 8.250%, 12/15/26  
6,075 Bank One Capital III, 8.750%, 9/01/30  
4,000 BT Capital Trust B, Capital Securities, Series B, 7.900%, 1/15/27  
2,350 FBS Capital Trust I, 8.090%, 11/15/26  
3,775 First Chicago NBD Institutional Capital Trust, Series B, 7.750%, 12/01/26  
3,750 First Empire Capital Trust I, 8.234%, 2/01/27  
10,000 First Empire Capital Trust II, 8.277%, 6/01/27  
3,000 JPMorgan Chase Capital Trust II, 7.950%, 2/01/27  
15,000 KeyCorp Institutional Capital Trust, Series A, 7.826%, 12/01/26  
18,060 Mellon Capital Trust I, Series A, 7.720%, 12/01/26

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17,000 North Fork Capital Trust II, 8.000%, 12/15/27  
 500 PNC Institutional Capital Securities, 7.950%, 12/15/26  
 1,002 Republic New York Capital II, 7.530%, 12/04/26  
 9,000 State Street Institutional Capital Trust, Series 144A, 8.035%, 3/15/27

-----  
 BANKING - FOREIGN - 5.4%

20,000 Abbey National Capital Trust I, 8.963%, 6/30/20  
 29,075 Barclays Bank plc, Series 144A, 6.860%, 6/15/32  
 21,000 CBA Capital Trust I, 5.805%, 6/30/15 (DD, settling 8/06/03)  
 20,000 HSBC Capital Funding LP, 10.176%, 6/30/30

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Nuveen Preferred and Convertible Income Fund 2 (JQC) (continued)  
 Portfolio of INVESTMENTS July 31, 2003

PRINCIPAL  
 AMOUNT (000) DESCRIPTION(1)

-----  
 FINANCIAL - 0.2%

\$ 3,725 St. George Funding Company LLC, 8.485%, 6/30/07

-----  
 FINANCIAL - FOREIGN - 0.6%

10,000 ING Capital Funding Trust III, 8.439%, 12/29/49

-----  
 GAS - 0.5%

10,000 KN Capital Trust III, 7.630%, 4/15/28

-----  
 INSURANCE - FINANCIAL - 0.7%

10,000 American General Capital II, 8.500%, 7/0/30  
 612 Berkeley Capital Trust, 8.197%, 12/20/45

-----  
 INSURANCE - LIFE - 0.3%

5,000 American General Institutional Capital, Series 144A, 7.570%, 12/01/45

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	INSURANCE - MULTILINE - 1.7%
12,353	SAFECO Capital Trust I, 8.072%, 7/15/37
19,513	Zurich Capital Trust I, 8.376%, 6/01/37

---

	SAVINGS & LOAN - THRIFT - 0.2%
3,365	Great Western Financial Trust II, Series A, 8.206%, 2/01/27

---

Total Capital Preferred Securities (cost \$323,982,983)

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	CAPITAL PREFERRED - EURO-MARKET LISTED SECURITIES - 5.7% (5.6% OF TOTAL INVESTMENT)
	BANKING - FOREIGN - 4.4%
6,250	BNP Paribas Capital Trust, 7.200%, 6/30/07
28,750	C.A. Preferred Funding Trust, 7.000%, 1/30/09
25,750	HBOS Capital Funding LP, Notes, 6.850%, 3/23/09
7,000	Lloyds TSB Bank plc, Subordinate Notes, 6.900%, 11/22/07
21,250	RBS Capital Trust B, 6.800%, 3/31/08

---

	FINANCIAL - FOREIGN - 1.3%
24,850	Old Mutual Capital Funding, Notes, 8.000%, 12/22/08

---

Total Capital Preferred - Euro-Market Listed Securities (cost \$118,588,192)

---

	U.S GOVERNMENT AND AGENCY OBLIGATIONS - 8.7% (8.5% OF TOTAL INVESTMENTS)
	AGENCY - 1.0%
20,000	Fannie Mae, Benchmark Notes, 4.625%, 5/01/13

---

	U.S. TREASURY NOTES - 7.7%
	United States of America Treasury Notes:
35,000	1.125%, 6/30/05
15,000	2.000%, 5/15/06
65,000	2.625%, 5/15/08
40,000	3.625%, 5/15/13

---

Total U.S. Government and Agency Obligations (cost \$175,320,015)

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PRINCIPAL AMOUNT (000)	DESCRIPTION(1)
SHORT-TERM INVESTMENTS - 12.0% (11.7% OF TOTAL INVESTMENTS)	
\$ 133,426	State Street Repurchase Agreement, 0.980%, date 7/31/03, due 8/01/03, repurchase price \$133,429,632, collateralized by U.S. Treasury Bonds
40,000	Citigroup Global Markets, Commercial Paper Notes, 1.030%, 8/06/03
30,000	General Electric Company, Commercial Paper Notes, 1.000%, 8/06/03
30,000	Prudential Funding LLC, Commercial Paper Notes, 0.980%, 8/06/03
Total Short-Term Investments (cost \$233,412,028)	
Total Investments (cost \$2,064,602,975) - 102.3%	
Other Assets Less Liabilities - (2.3)%	
Net Assets Applicable to Common Shares - 100%,	

(1) All percentages shown in the Portfolio of Investments are based on net assets applicable to Common Shares unless otherwise noted.

(a) Security is eligible for the Dividends Received Deduction.

(CBTCS) Corporate Backed Trust Certificates.

(CORTS) Corporate Backed Trust Securities.

(LYONS) Liquid Yield Option Notes.

(PPLUS) PreferredPlus Trust.

(SATURNS) Structured Asset Trust Unit Repackaging.

(DD) Security purchased on a delayed delivery basis.

See accompanying notes to financial statements.

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ASSETS

Investments, at market value (cost \$2,110,905,064 and \$2,064,602,975, respectively)

Cash

Deposits with brokers for securities sold short

Receivables:

Dividends

Interest

Investments sold

Other assets

-----  
Total assets  
-----

LIABILITIES

Common stocks sold short, at value (proceeds \$21,553,296 and \$0, respectively)

Payable for investments purchased

Accrued expenses:

Management fees

Organization and offering costs

Other

FundPreferred share dividends payable

-----  
Total liabilities  
-----

FundPreferred shares, at liquidation value  
-----

Net assets applicable to Common shares  
=====

Common shares outstanding  
=====

Net asset value per Common share outstanding (net assets applicable to  
Common shares, divided by Common shares outstanding)  
=====

NET ASSETS APPLICABLE TO COMMON SHARES CONSIST OF:

-----  
Common shares, \$.01 par value per share

Paid-in surplus

Undistributed (Over-distribution of) net investment income

Accumulated net realized gain (loss) from investments

Net unrealized appreciation (depreciation) of investments  
-----

Net assets applicable to Common shares  
=====

Authorized shares:

Common

FundPreferred shares  
=====

See accompanying notes to financial statements.

-----  
INVESTMENT INCOME

Dividends

Interest

-----  
Total investment income  
-----

EXPENSES

Management fees

FundPreferred shares - auction fees

FundPreferred shares - dividend disbursing agent fees

Shareholders' servicing agent fees and expenses

Custodian's fees and expenses

Trustees' fees and expenses

Professional fees

Shareholders' reports - printing and mailing expenses

Investor relations expense

Other expenses

-----  
Total expenses before custodian fee credit and expense reimbursement

    Custodian fee credit

    Expense reimbursement

-----  
Net expenses

-----  
Net investment income  
-----

REALIZED AND UNREALIZED GAIN (LOSS) FROM INVESTMENTS

Net realized gain (loss) from investments

Change in net unrealized appreciation (depreciation) of investments

-----  
Net gain (loss) from investments  
-----

DISTRIBUTIONS TO FUNDPREFERRED SHAREHOLDERS

From net investment income

-----  
Net increase (decrease) in net assets applicable to Common shares from operations  
=====

See accompanying notes to financial statements.

-----  
OPERATIONS

Net investment income  
Net realized gain (loss) from investments  
Change in net unrealized appreciation (depreciation) of investments  
Distributions to FundPreferred shareholders from net investment income

-----  
Net increase (decrease) in net assets applicable to Common shares  
from operations

-----  
DISTRIBUTIONS TO COMMON SHAREHOLDERS

From net investment income

-----  
CAPITAL SHARE TRANSACTIONS

Common shares:

Net proceeds from sale of shares  
Net proceeds from shares issued to shareholders due to  
reinvestment of distributions  
FundPreferred shares offering costs

-----  
Net increase in net assets applicable to Common shares from  
capital share transactions

-----  
Net increase in net assets applicable to Common shares  
Net assets applicable to Common shares at the beginning of period

-----  
Net assets applicable to Common shares at the end of period

=====  
Undistributed (Over-distribution of) net investment income at the end of period  
=====

See accompanying notes to financial statements.

Notes to  
FINANCIAL STATEMENTS

1. GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

The Funds covered in this report and their corresponding Common share New York Stock Exchange symbols are Nuveen Preferred and Convertible Income Fund (JPC) and Nuveen Preferred and Convertible Income Fund 2 (JQC). The Funds are registered under the Investment Company Act of 1940, as amended, as diversified, closed-end management investment companies.

Prior to the commencement of operations of the Funds, each Fund had no operations other than those related to organizational matters, the initial capital contribution of \$100,275 per Fund by Nuveen Institutional Advisory Corp.



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(the "Adviser"), a wholly owned subsidiary of Nuveen Investments, Inc., and the recording of the organization expenses (\$11,500 per Fund) and their reimbursement by Nuveen Investments, LLC, also a wholly owned subsidiary of Nuveen Investments, Inc.

Each Fund seeks to provide high current income by investing primarily in a portfolio of preferred securities, convertible securities, and related instruments. Each Fund may also invest in other debt instruments and common stocks acquired upon conversion of a convertible security.

The following is a summary of significant accounting policies followed by the Funds in the preparation of their financial statements in accordance with accounting principles generally accepted in the United States.

### Securities Valuation

Exchange-listed securities are generally valued at the last sales price on the securities exchange on which such securities are primarily traded. Securities traded on a securities exchange for which there are no transactions on a given day or securities not listed on a securities exchange are valued at the mean of the closing bid and asked prices. Securities traded on Nasdaq are valued at the Nasdaq Official Closing Price. The prices of fixed-income securities are provided by a pricing service approved by the Funds' Board of Trustees and based on the mean between the bid and asked prices. When price quotes are not readily available, the pricing service establishes fair market value based on prices of comparable securities. If it is determined that market prices for a security are unavailable or inappropriate, the Board of Trustees of the Funds, or its designee, may establish a fair value for the security. Short-term securities are valued at amortized cost, which approximates market value.

### Securities Transactions

Securities transactions are recorded on a trade date basis. Realized gains and losses from such transactions are determined on the specific identification method. Securities purchased on a when-issued or delayed delivery basis may have extended settlement periods. Any securities so purchased are subject to market fluctuation during this period. The Funds have instructed the custodian to segregate assets with a current value at least equal to the amount of the when-issued and delayed delivery purchase commitments. At July 31, 2003, Preferred and Convertible Income 2 (JQC) had outstanding delayed delivery purchase commitments of \$26,000,000.

### Investment Income

Dividend income is recorded on the ex-dividend date. Interest income, which includes the amortization of premiums and accretion of discounts for financial reporting purposes, is recorded on an accrual basis.

### Income Taxes

The Funds intend to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its net investment income to its shareholders. Therefore, no federal income tax provision is required.

### Dividends and Distributions to Common Shareholders

Dividends from net investment income are declared monthly. Net realized capital gains from investment transactions, if any, are distributed to shareholders not less frequently than annually. Furthermore, capital gains are distributed only to the extent they exceed available capital loss carryforwards.

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Distributions to Common shareholders of net investment income and net realized capital gains, if any, are recorded on the ex-dividend date. The amount and timing of distributions are determined in accordance with federal income tax regulations, which may differ from accounting principles generally accepted in the United States.

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### Notes to FINANCIAL STATEMENTS (continued)

#### FundPreferred Shares

Preferred and Convertible Income (JPC) has issued and outstanding \$25,000 stated value FundPreferred shares. The Fund's FundPreferred shares are issued in more than one Series. The dividend rate on each Series may change every seven days, as set pursuant to a dutch auction process by the auction agent, and is payable at or near the end of each rate period. The number of shares outstanding, by Series and in total, for the Fund is as follows:

	PREFERRED AND CONVERTIBLE INCOME (JPC)
-----	
Number of shares:	
Series M	4,720
Series T	4,720
Series W	4,720
Series TH	4,720
Series F	4,720
Series F2	4,720
-----	
Total	28,320
=====	

Effective May 16, 2003, Preferred and Convertible Income (JPC) issued 4,720 Series M, 4,720 Series T, 4,720 Series W, 4,720 Series TH, 4,720 Series F, and 4,720 Series F2, \$25,000 stated value FundPreferred shares.

#### Interest Rate Swap Transactions

The Funds are authorized to enter into hedging transactions, including interest rate swap transactions. The Funds may use interest rate swaps with the intent to reduce or eliminate the risk that an increase in short-term interest rates could have on Common share net earnings as a result of leverage. The Funds did not enter into any interest rate swap transactions during the fiscal year ended July 31, 2003.

#### Short Sales

The Funds may make short sales of securities if, at all times when a short position is open, the Funds own at least an equal amount of such securities or securities convertible into or exchangeable for, without payment of any further consideration, securities of the same issuer as, and at least equal in amount to, the securities sold short.

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The Funds will borrow the securities sold short from a broker-dealer through which the short sale is executed and the broker-dealer will deliver such securities, on behalf of the Funds, to the purchaser of such securities. Such broker-dealer will be entitled to retain the proceeds from the short sale until the Funds deliver to such broker-dealer the securities sold short. In addition, the Funds will be required to pay the broker-dealer the amount of any dividends or interest paid on securities sold short. Finally, to secure its obligation to deliver to such broker-dealer the securities sold short, the Funds have instructed the custodian to segregate assets in an equivalent amount of the securities sold short or securities convertible into or exchangeable for such securities without the payment of additional consideration.

Short sales may protect the Funds against the risk of losses in the value of their portfolio securities because any unrealized losses with respect to such portfolio securities should be wholly or partially offset by a corresponding gain in the short position. However, any potential gain in such portfolio securities should be wholly or partially offset by a corresponding loss in the short position. The extent to which such gains or losses are offset will depend upon the amount of securities sold short relative to the amount the Funds own, either directly or indirectly, and, in the case where the Funds own convertible securities, changes in the conversion premium. The Funds will incur transaction costs in connection with short sales.

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### Repurchase Agreements

In connection with transactions in repurchase agreements, it is each Fund's policy that its custodian take possession of the underlying collateral securities, the fair value of which exceeds the principal amount of the repurchase transaction, including accrued interest, at all times. If the seller defaults, and the fair value of the collateral declines, realization of the collateral may be delayed or limited.

### Other Derivative Financial Instruments

The Funds may invest in options and futures contracts, credit derivative instruments, and currency exchange transactions for the purpose of hedging their portfolios. Although the Funds are authorized to invest in such financial instruments, and may do so in the future, they did not make any such investments during the fiscal year ended July 31, 2003.

### Offering Costs

Nuveen Investments, LLC has agreed to pay all Common share offering costs (other than the sales load) that exceed \$.03 per Common share for Preferred and Convertible Income (JPC), and Preferred and Convertible Income 2 (JQC). Preferred and Convertible Income's (JPC), and Preferred and Convertible Income 2's (JQC) share of offering costs (\$1,557,409, and \$1,939,104, respectively) were recorded as a reduction of the proceeds from the sale of Common shares.

Costs incurred by Preferred and Convertible Income (JPC) in connection with its offering of FundPreferred shares (\$14,569,487) was recorded as a reduction to paid-in surplus.

### Custodian Fee Credit

Each Fund has an arrangement with the custodian bank whereby certain custodian

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fees and expenses are reduced by credits earned on each Fund's cash on deposit with the bank. Such deposit arrangements are an alternative to overnight investments.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets applicable to Common shares from operations during the reporting period. Actual results may differ from those estimates.

### 2. FUND SHARES

Transactions in Common and FundPreferred shares were as follows:

	PREFERRED AND CONVERTIBLE INCOME (JPC)	PREFERRED AND CONVERTIBLE INCOME 2 (JQC)
	FOR THE PERIOD 3/26/03 (COMMENCEMENT OF OPERATIONS) THROUGH 7/31/03	FOR THE PERIOD 6/30/03 (COMMENCEMENT OF OPERATIONS) THROUGH 7/31/03
Common shares:		
Shares sold	100,000,000	141,000,000
Shares issued to shareholders due to reinvestment of distributions	36,992	--
	100,036,992	141,000,000
=====		
FundPreferred shares sold	28,320	--
=====		

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### Notes to FINANCIAL STATEMENTS (continued)

### 3. SECURITIES TRANSACTIONS

Purchases and sales (including maturities) of investment securities and U.S. Government and agency obligations during the fiscal year ended July 31, 2003, were as follows:

	PREFERRED AND CONVERTIBLE INCOME (JPC) *	PREFERRED AND CONVERTIBLE INCOME 2 (JQC) **
--	--	---

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Purchases:

Investment securities	\$2,289,974,517	\$1,664,689,392
U.S. Government and agency obligations	85,606,058	257,928,736
Sales and maturities:		
Investment securities	214,586,604	8,609,965
U.S. Government and agency obligations	88,036,199	80,167,684

\* For the period March 26, 2003 (commencement of operations) through 7/31/03.

\*\* For the period June 30, 2003 (commencement of operations) through 7/31/03.

#### 4. INCOME TAX INFORMATION

The following information is presented on an income tax basis based on the information currently available to the Funds. Differences between amounts for financial statement and federal income tax purposes are primarily due to the recognition of income on certain securities, which are treated as debt securities for income tax purposes and equity securities for financial statement purposes, and timing differences in recognizing certain gains and losses on security transactions.

At July 31, 2003, the cost of investments were as follows:

	PREFERRED AND CONVERTIBLE INCOME (JPC)	PREFERRED AND CONVERTIBLE INCOME 2 (JQC)
Cost of investments	\$2,091,713,385	\$2,066,058,742

Gross unrealized appreciation and gross unrealized depreciation of investments at July 31, 2003, were as follows:

	PREFERRED AND CONVERTIBLE INCOME (JPC)	PREFERRED AND CONVERTIBLE INCOME 2 (JQC)
Gross unrealized:		
Appreciation	\$ 43,078,395	\$ 4,759,934
Depreciation	(54,210,726)	(76,285,827)
Net unrealized appreciation (depreciation) on investments	\$(11,132,331)	\$(71,525,893)

The tax components of undistributed net ordinary income and net realized gains at July 31, 2003, were as follows:

	PREFERRED AND CONVERTIBLE INCOME	PREFERRED AND CONVERTIBLE INCOME 2
--	---	---

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	(JPC)	(JQC)
Undistributed net ordinary income *	\$17,219,532	\$5,712,249
Undistributed net long-term capital gains	--	--

\*Net ordinary income consists of net taxable income derived from dividends, interest, and net short-term capital gains, if any.

The tax character of distributions paid during the fiscal year ended July 31, 2003, was designated for purposes of the dividends paid deduction as follows:

	PREFERRED AND CONVERTIBLE INCOME (JPC)	PREFERRED AND CONVERTIBLE INCOME 2 (JQC)
Distributions from net ordinary income *	\$21,811,614	\$--
Distributions from net long-term capital gains	--	--

\*Net ordinary income consists of net taxable income derived from dividends, interest, and net short-term capital gains, if any.

The Preferred and Convertible Income 2 (JQC) has elected to defer net realized losses from investments incurred from November 1, 2002 through July 31, 2003 ("post-October losses") in accordance with Federal income tax regulations. The Fund has \$1,550,040 of post-October losses that are treated as having arisen in the following fiscal year.

Calculation of certain of the amounts presented above (namely, undistributed net ordinary income for tax purposes) involves the application of complex aspects of the Internal Revenue Code to certain securities held by the Funds. In calculating the amount of taxable income derived from these securities, management made assumptions as to the correct tax treatment of those securities and made estimates about the tax characteristics of income received from those securities, based on information currently available to the Funds. The use of these assumptions and estimates will not affect the qualification of the Funds as regulated investment companies under Subchapter M of the Internal Revenue Code, nor is it expected that these assumptions and estimates will be used in computing taxable income for purposes of preparing the federal and state income and excise tax returns.

### 5. MANAGEMENT FEE AND OTHER TRANSACTIONS WITH AFFILIATES

Under each Fund's investment management agreement with the Adviser, each Fund pays an annual management fee, payable monthly, at the rates set forth below, which are based upon each Fund's average daily managed assets. "Managed Assets" means the average daily net assets of each Fund including assets attributable to Fund Preferred shares and the principal amount of borrowings.

AVERAGE DAILY MANAGED ASSETS	MANAGEMENT FEE
For the first \$500 million	.9000%
For the next \$500 million	.8750
For the next \$500 million	.8500
For the next \$500 million	.8250
For Managed Assets over \$2 billion	.8000

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The management fee compensates the Adviser for overall investment advisory and administrative services and general office facilities. The Adviser has entered into Sub-Advisory Agreements with Spectrum Asset Management, Inc. ("Spectrum"), and Frole, Revy Investment Co., Inc. (Frole, Revy). Spectrum manages the portion of the Fund's investment portfolio allocated to preferred securities while Frole, Revy manages the portion of the investment portfolio allocated to convertible securities. Spectrum and Frole, Revy are compensated for their services to the Funds from the management fee paid to the Adviser. The Adviser is responsible for the overall strategy and asset allocation decisions as well as managing the portion of the investment portfolio allocated to other debt securities.

The Funds pay no compensation directly to those of its Trustees who are affiliated with the Adviser or to its officers, all of whom receive remuneration for their services to the Funds from the Advisers.

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### Notes to FINANCIAL STATEMENTS (continued)

For the first eight years of Preferred and Convertible Income's (JPC) operations, the Advisers have agreed to reimburse the Fund, as a percentage of average daily Managed Assets, for fees and expenses in the amounts, and for the time periods set forth below:

YEAR ENDING MARCH 31,		YEAR ENDING MARCH 31,	
2003*	.32%	2008	.32%
2004	.32	2009	.24
2005	.32	2010	.16
2006	.32	2011	.08
2007	.32		

\*From the commencement of operations.

The Adviser has not agreed to reimburse Preferred and Convertible Income (JPC) for any portion of its fees and expenses beyond March 31, 2011.

For the first eight years of Preferred and Convertible Income 2's (JQC) operations, the Advisers have agreed to reimburse the Fund, as a percentage of average daily Managed Assets, for fees and expenses in the amounts, and for the time periods set forth below:

YEAR ENDING JUNE 30,		YEAR ENDING JUNE 30,	
2003*	.32%	2008	.32%
2004	.32	2009	.24
2005	.32	2010	.16
2006	.32	2011	.08
2007	.32		

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\*From the commencement of operations.

The Adviser has not agreed to reimburse Preferred and Convertible Income 2 (JQC) for any portion of its fees and expenses beyond June 30, 2011.

6. SUBSEQUENT EVENTS

FundPreferred Share Issuance

On August 15, 2003, Preferred and Convertible Income 2 (JQC) issued 3,860 \$25,000 stated value FundPreferred shares per series for the following series: M, M2, T, T2, W, W2, TH, TH2, F, and F2. Costs incurred by the Fund in connection with its offering of FundPreferred shares (\$19,700,000) were recorded as a reduction to paid-in surplus.

Distributions to Common Shareholders

Preferred and Convertible Income (JPC) declared a \$.1005 Common share dividend distribution from its net investment income which was paid on September 2, 2003, to shareholders of record on August 15, 2003.

Preferred and Convertible Income 2 (JQC) declared a \$.0975 Common share dividend distribution from its net investment income which was paid on September 2, 2003, to shareholders of record on August 18, 2003.

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Financial  
HIGHLIGHTS

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Financial  
HIGHLIGHTS

Selected data for a Common share outstanding throughout each period:

			Investment Operations			
Beginning			Net	Distributions	Distributions	
Common	Share	Net	Realized/	from Net	from	
Net Asset	Investment	Income	Unrealized	Investment	Capital	
Value	Income		Investment	Income to	Gains to	
			Gain (Loss)	FundPreferred	FundPreferred	
				Share-	Share-	Tot
				holders+	holders+	
=====						

PREFERRED AND  
CONVERTIBLE INCOME  
(JPC)



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Year Ended 7/31:  
 2003 (a) \$14.33 \$.30 \$ (.02) \$ (.02) \$-- \$ .

PREFERRED AND  
 CONVERTIBLE INCOME 2  
 (JQC)

Year Ended 7/31:  
 2003 (b) 14.33 .04 (.53) -- -- (. )

			Total Returns		
Offering Costs and Preferred Share Underwriting Discounts	Ending Common Share Net Asset Value	Ending Market Value	Based on Market Value**	Based on Common Share Net Asset Value**	

PREFERRED AND  
 CONVERTIBLE INCOME  
 (JPC)

Year Ended 7/31:  
 2003 (a) \$ (.17) \$14.12 \$14.57 (.89)% .58%

PREFERRED AND  
 CONVERTIBLE INCOME 2  
 (JQC)

Year Ended 7/31:  
 2003 (b) (.01) 13.83 14.69 (2.07) (3.49)

Ratios/Supplemental Data

Ending Net Assets Applicable to Common Shares (000)	Before Credit/Reimbursement		After Credit/Reimbursement		Ratio of Inv In
	Ratio of Expenses to Average Net Assets Applicable to Common Shares++	Ratio of Net Investment Income to Average Net Assets Applicable to Common Shares++	Ratio of Expenses to Average Net Assets Applicable to Common Shares++	Ratio of Net Assets Applicable to Common Shares++	

PREFERRED AND  
 CONVERTIBLE INCOME  
 (JPC)

Year Ended 7/31:  
 2003 (a) \$1,412,983 1.29%\* 5.67%\* .87%\*

PREFERRED AND

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CONVERTIBLE INCOME 2  
(JQC)

Year Ended 7/31:				
2003 (b)	1,950,622	.97*	2.86*	.65*

FundPreferred Shares at End of Period

Aggregate Amount Outstanding (000)	Liquidation and Market Value Per Share	Asset Coverage Per Share
---	---	--------------------------------

PREFERRED AND  
CONVERTIBLE INCOME  
(JPC)

Year Ended 7/31:			
2003 (a)	\$708,000	\$25,000	\$74,893

PREFERRED AND  
CONVERTIBLE INCOME 2  
(JQC)

Year Ended 7/31:			
2003 (b)	--	--	--

\* Annualized.

\*\* Total Investment Return on Market Value is the combination of reinvested dividend income, reinvested capital gains distributions, if any, and changes in stock price per share. Total Return on Common Share Net Asset Value is the combination of reinvested dividend income, reinvested capital gains distributions, if any, and changes in Common share net asset value per share. Total returns are not annualized.

\*\*\* After custodian fee credit and expense reimbursement, where applicable.

+ The amounts shown are based on Common share equivalents.

++ Ratios do not reflect the effect of dividend payments to FundPreferred shareholders; income ratios reflect income earned on assets attributable to FundPreferred shares.

(a) For the period March 26, 2003 (commencement of operations) through July 31, 2003.

(b) For the period June 30, 2003 (commencement of operations) through July 31, 2003.

See accompanying notes to financial statements.

46-47 SPREAD

Trustees  
AND OFFICERS

The management of the Funds, including general supervision of the duties performed for the Funds by the Adviser, is the responsibility of the Board of Trustees of the Funds. The number of trustees of the Funds is currently set at

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eight for Preferred and Convertible Income (JPC) and twelve for Preferred and Convertible Income 2 (JQC). None of the trustees who are not "interested" persons of the Funds has ever been a director or employee of, or consultant to, Nuveen or its affiliates. The names and business addresses of the trustees and officers of the Funds, their principal occupations and other affiliations during the past five years, the number of portfolios each oversees and other directorships they hold are set forth below.

NAME, BIRTHDATE AND ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED(2)	PRINCIPAL OCCUPATION(S) INCLUDING OTHER DIRECTORSHIPS DURING PAST 5 YEARS
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TRUSTEE WHO IS AN INTERESTED PERSON OF THE FUNDS:

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Timothy R. Schwertfeger (1) 3/28/49 333 W. Wacker Drive Chicago, IL 60606	Chairman of the Board and Trustee	1994	Chairman and Director (since 1992) of Nuveen Investments, Inc. and Nuveen Investments, Inc. Director (since 1992) and Chairman of Nuveen Advisory Corp. and Nuveen Advisory Corp.; Chairman and Director of Nuveen Asset Management, Inc. of Institutional Capital Corporation (since 1999) of Rittenhouse Associates; Chairman of Nuveen Investments
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TRUSTEES WHO ARE NOT INTERESTED PERSONS OF THE FUNDS:

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William E. Bennett 10/16/46 333 W. Wacker Drive Chicago, IL 60606	Trustee	2001	Private Investor; previously, Executive Officer, Draper & Kramer, a company that handles mortgage bond development, pension advisory and other services (1995-1998). Prior thereto, Executive Chief Credit Officer of First Chicago Bank and its principal subsidiary, The First Bank of Chicago.
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Robert P. Bremner 8/22/40 333 W. Wacker Drive Chicago, IL 60606	Trustee(3)	1997	Private Investor and Management
--	------------	------	---------------------------------

Lawrence H. Brown 7/29/34 333 W. Wacker Drive Chicago, IL 60606	Trustee(3)	1993	Retired (since 1989) as Senior Vice President of Northern Trust Company; Director of Highland Park-Highwood (since 2000)
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Jack B. Evans 10/22/48 333 W. Wacker Drive Chicago, IL 60606	Trustee	1999	President, The Hall-Perrine Foundation, a philanthropic corporation (since 1999); Director and Vice President of Alliant Energy; Director and Vice President of Fire & Casualty Company; Director of Chicago; formerly, President and Chief Executive Officer, SCI Financial Group, Inc.
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services firm.

Anne E. Impellizzeri 1/26/33 333 W. Wacker Drive Chicago, IL 60606	Trustee(3)	1994	Retired, formerly, Executive Director of Manitoga/The Russel Wright Depot thereto, President and Chief Executive Officer, Blanton-Peale Institute (since 1994); Vice President, Metropolitan Life Insurance Company.
William L. Kissick 7/29/32 333 W. Wacker Drive Chicago, IL 60606	Trustee	1992	Professor Emeritus, School of Management and former Director, School of Management and former Director, Institute of Health Economics, Pennsylvania; Adjunct Professor of Management, Yale University.
Thomas E. Leafstrand 11/11/31 333 W. Wacker Drive Chicago, IL 60606	Trustee	1992	Retired; previously, Vice President, Municipal Underwriting and Dealings, Northern Trust Company.

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NAME, BIRTHDATE AND ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED(2)	PRINCIPAL OCCUPATION(S) INCLUDING OTHER DIRECTORSHIPS DURING PAST 5 YEARS
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TRUSTEES WHO ARE NOT INTERESTED PERSONS OF THE FUNDS (CONTINUED):

Peter R. Sawers 4/3/33 333 W. Wacker Drive Chicago, IL 60606	Trustee(3)	1991	Adjunct Professor of Business Administration at the University of Dubuque, Iowa; formerly (1991-1994) Director, Lake Forest Graduate School of Business, Lake Forest, Illinois; prior thereto, Executive Director, Perrin Australia, a management consulting firm; Chartered Financial Analyst; Certified Financial Consultant; Director, Executive Director, Executive Director, Chicago, a not-for-profit organization.
William J. Schneider 9/24/44 333 W. Wacker Drive Chicago, IL 60606	Trustee(3)	1997	Senior Partner and Chief Operating Officer, Miller-Valentine Group, Vice President, Miller-Valentine Realty, a consulting firm; Chairman, MiamiValley Hospital; Chair, Dayton Business Coalition; formerly, Member, Board of Directors, National City Bank, Dayton, Ohio; Business Advisory Council, Cleveland Reserve Bank.
Judith M. Stockdale 12/29/47	Trustee(3)	1997	Executive Director, Gaylord and Dorothy Whitbeck Foundation (since 1994); prior thereto, Executive Director, Dayton Business Coalition.

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333 W. Wacker Drive  
Chicago, IL 60606

Director, Great Lakes Protection  
to 1994).

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Sheila W. Wellington 2/24/32 333 W. Wacker Drive Chicago, IL 60606	Trustee	1994	President (since 1993) of Catal organization focusing on women' in business and the professions
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NAME, BIRTHDATE AND ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED (4)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
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OFFICERS OF THE FUNDS:

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Gifford R. Zimmerman 9/9/56 333 W. Wacker Drive Chicago, IL 60606	Chief Administrative Officer	1988	Managing Director (since 2002), and Associate General Counsel, and Assistant General Counsel o Managing Director (since 2002), Assistant Secretary, formerly, Advisory Corp. and Nuveen Insti Managing Director (since 2002), Associate General Counsel, form (since 2000), of Nuveen Asset M Secretary of Nuveen Investments Assistant Secretary of NWQ Inve Company, LLC (since 2002); Vice Assistant Secretary of Nuveen I (since 2002); Managing Director Counsel and Assistant Secretary Management, Inc. (since May 200 Financial Analyst.
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Michael T. Atkinson 2/3/66 333 W. Wacker Drive Chicago, IL 60606	Vice President and Assistant Secretary	2000	Vice President (since 2002), fo Vice President (since 2000), pr Nuveen Investments, LLC.
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NAME, BIRTHDATE AND ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED (4)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
-----			
OFFICERS OF THE FUNDS (CONTINUED):			
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Peter H. D'Arrigo 11/28/67 333 W. Wacker Drive Chicago, IL 60606	Vice President and Treasurer	1999	Vice President of Nuveen Invest prior thereto, Assistant Vice P Vice President and Treasurer of Inc. (since 1999); Vice Preside Nuveen Advisory Corp. and Nuvee Advisory Corp. (since 1999); Vi Treasurer of Nuveen Asset Manag 2002) and of Nuveen Investments (since 2002); Assistant Treasur Management Company, LLC (since Financial Analyst.
-----			
Susan M. DeSanto 9/8/54 333 W. Wacker Drive Chicago, IL 60606	Vice President	2001	Vice President of Nuveen Adviso previously, Vice President of V Advisory Corp. (since 1998); Vi Institutional Advisory Corp. (s prior thereto, Assistant Vice P Van Kampen Investment Advisory
-----			
Jessica R. Droeger 9/24/64 333 W. Wacker Drive Chicago, IL 60606	Vice President and Secretary	2000	Vice President (since 2002) and Counsel (since 1998); formerly, President (since 1998) of Nuvee Vice President (since 2002) and (since 1998), formerly Assistan Nuveen Advisory Corp. and Nuvee Advisory Corp.
-----			
Lorna C. Ferguson 10/24/45 333 W. Wacker Drive Chicago, IL 60606	Vice President	1998	Vice President of Nuveen Invest President (since 1998) of Nuvee Nuveen Institutional Advisory C
-----			
William M. Fitzgerald 3/2/64 333 W. Wacker Drive Chicago, IL 60606	Vice President	1995	Managing Director (since 2002) LLC; Managing Director (since 2 President of Nuveen Advisory Co Institutional Advisory Corp. (s Director of Nuveen Asset Manage Vice President of Nuveen Invest (since 2002); Chartered Financi
-----			
Stephen D. Foy 5/31/54 333 W. Wacker Drive Chicago, IL 60606	Vice President and Controller	1998	Vice President (since 1993) and 1998) of Nuveen Investments, LL Funds Controller (since 1998) o Inc.; Certified Public Accounta
-----			
David J. Lamb 3/22/63	Vice President	2000	Vice President (since 2000) of previously Assistant Vice Presi

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333 W. Wacker Drive  
Chicago, IL 60606

thereto, Associate of Nuveen In  
Public Accountant.

-----  
Tina M. Lazar Vice President 2002 Vice President (since 1999), pr  
8/27/61 President (since 1993) of Nuveen  
333 W. Wacker Drive  
Chicago, IL 60606

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NAME, BIRTHDATE AND ADDRESS	POSITION(S) HELD WITH THE FUNDS	YEAR FIRST ELECTED OR APPOINTED (4)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
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OFFICERS OF THE FUNDS (CONTINUED):

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Larry W. Martin 7/27/51 333 W. Wacker Drive Chicago, IL 60606	Vice President and Assistant Secretary	1988	Vice President, Assistant Secre General Counsel of Nuveen Inves President and Assistant Secreta Corp. and Nuveen Institutional Secretary of Nuveen Investments 1997) Nuveen Asset Management, (since 2000), Assistant Secreta General Counsel (since 1998) of Management, Inc.; Vice Presiden Secretary of Nuveen Investments (since 2002); Assistant Secreta Management Company, LLC (since
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Edward F. Neild, IV 7/7/65 333 W. Wacker Drive Chicago, IL 60606	Vice President	1996	Managing Director (since 2002) LLC; Managing Director (since 1 President (since 1996) of Nuvee Nuveen Institutional Advisory C of Nuveen Asset Management, Inc Chartered Financial Analyst.
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- (1) Mr. Schwertfeger is an "interested person" of the Funds, as defined in the Investment Company Act of 1940, because he is an officer and trustee of the Adviser.
- (2) Trustees serve a one-year term until his/her successor is elected. The year first elected or appointed represents the year in which the Trustee was first elected or appointed to any fund in the Nuveen Complex.
- (3) Trustees of Preferred and Convertible Income 2 (JQC) only.
- (4) Officers serve a one-year term through July of each year. The year first elected or appointed represents the year in which the Officer was first elected or appointed to any fund in the Nuveen Complex.

Build Your Wealth  
AUTOMATICALLY

SIDEBAR TEXT: NUVEEN MAKES REINVESTING EASY. A PHONE CALL IS ALL IT TAKES TO SET UP YOUR REINVESTMENT ACCOUNT.

NUVEEN CLOSED-END EXCHANGE-TRADED FUNDS DIVIDEND REINVESTMENT PLAN

Your Nuveen Closed-End Exchange-Traded Fund allows you to conveniently reinvest dividends and/or capital gains distributions in additional fund shares.

By choosing to reinvest, you'll be able to invest money regularly and automatically, and watch your investment grow through the power compounding. It is important to note that an automatic reinvestment plan does not ensure a profit, nor does it protect you against loss in a declining market.

EASY AND CONVENIENT

To make recordkeeping easy and convenient, each month you'll receive a statement showing your total dividends and distributions, the date of investment, the shares acquired and the price per share, and the total number of shares you own.

HOW SHARES ARE PURCHASED

The shares you acquire by reinvesting will either be purchased on the open market or newly issued by the Fund. If the shares are trading at or above net asset value at the time of valuation, the Fund will issue new shares at 95% of the then-current market price or at net asset value, whichever is higher. If the shares are trading at less than net asset value, shares for your account will be purchased on the open market. Dividends and distributions received to purchase shares in the open market will normally be invested shortly after the dividend payment date. No interest will be paid on dividends and distributions awaiting reinvestment. Because the market price of shares may increase before purchases are completed, the average purchase price per share may exceed the market price at the time of valuation, resulting in the acquisition of fewer shares than if the dividend or distribution had been paid in shares issued by the Fund. A pro rata portion of any applicable brokerage commissions on open market purchases will be paid by Plan participants. These commissions usually will be lower than those charged on individual transactions.

FLEXIBILITY

You may change your distribution option or withdraw from the Plan at any time, should your needs or situation change. Should you withdraw, you can receive a certificate for all whole shares credited to your reinvestment account and cash payment for fractional shares, or cash payment for all reinvestment account shares, less brokerage commissions and a \$2.50 service fee.

You can reinvest whether your shares are registered in your name, or in the name of a brokerage firm, bank, or other nominee. Ask your investment advisor if his or her firm will participate on your behalf. Participants whose shares are registered in the name of one firm may not be able to transfer the shares to another firm and continue to participate in the Plan.



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The Fund reserves the right to amend or terminate the Plan at any time. Although the Fund reserves the right to amend the Plan to include a service charge payable by the participants, there is no direct service charge to participants in the Plan at this time.

For more information on the Nuveen Automatic Reinvestment Plan or to enroll in or withdraw from the Plan, speak with your financial advisor or call us at (800) 257-8787.

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### Fund INFORMATION

#### JPC BOARD OF TRUSTEES

William E. Bennett  
Jack B. Evans  
William L. Kissick  
Thomas E. Leafstrand  
Timothy R. Schwertfeger  
Sheila W. Wellington

#### JQC BOARD OF TRUSTEES

William E. Bennett  
Robert P. Bremner  
Lawrence H. Brown  
Jack B. Evans  
Anne E. Impellizzeri  
William L. Kissick  
Thomas E. Leafstrand  
Peter R. Sawers  
William J. Schneider  
Timothy R. Schwertfeger  
Judith M. Stockdale  
Sheila W. Wellington

#### FUND MANAGER

Nuveen Institutional  
Advisory Corp.  
333 West Wacker Drive  
Chicago, IL 60606

#### SUB-ADVISERS

Spectrum Asset  
Management, Inc.  
4 High Ridge Park  
Stamford, CT 06905

Froley, Revy Investment Co., Inc.  
10900 Wilshire Boulevard  
Los Angeles, CA 90024

#### CUSTODIAN

State Street Bank & Trust  
Boston, MA

#### TRANSFER AGENT AND

#### SHAREHOLDER SERVICES

State Street Bank & Trust

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Nuveen Funds  
P.O. Box 43071  
Providence, RI 02940-3071  
(800) 257-8787

LEGAL COUNSEL  
Chapman and Cutler LLP  
Chicago, IL

INDEPENDENT AUDITORS  
Ernst & Young LLP  
Chicago, IL

### GLOSSARY OF TERMS USED IN THIS REPORT

**Average Annual Total Return:** This is a commonly used method to express an investment's performance over a particular, usually multi-year time period. It expresses the return (including change in NAV and reinvested dividends) that would have been necessary on an annual basis to equal the investment's actual performance over the time period being considered.

**Net Asset Value (NAV):** A fund's NAV is calculated by subtracting the liabilities of the fund from its total assets and then dividing the remainder by the number of shares outstanding. Fund NAVs are calculated at the end of each business day.

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Each Fund intends to repurchase shares of its own common or preferred stock in the future at such times and in such amounts as is deemed advisable. No shares were repurchased during the fiscal year ended July 31, 2003. Any future repurchases will be reported to shareholders in the next annual or semiannual report.

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### Serving Investors FOR GENERATIONS

Since 1898, financial advisors and their clients have relied on Nuveen Investments to provide dependable investment solutions. For the past century, Nuveen Investments has adhered to the belief that the best approach to investing is to apply conservative risk-management principles to help minimize volatility.

Building on this tradition, we today offer a range of high quality equity and fixed-income solutions that are integral to a well-diversified core portfolio. Our clients have come to appreciate this diversity, as well as our continued adherence to proven, long-term investing principles.

Managing \$80 billion in assets, Nuveen Investments offers access to a number of different asset classes and investing solutions through a variety of products. Nuveen Investments markets its capabilities under four distinct brands: Nuveen, a leader in tax-free investments; NWQ, a leader in value-style equities; Rittenhouse, a leader in growth-style equities; and Symphony, a leading institutional manager of market-neutral alternative investment portfolios.

To learn more about the products and services Nuveen Investments offers and for a prospectus, where applicable, talk to your financial advisor, or call us at

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(800) 257-8787. Please read the information carefully before you invest.

Distributed by

NUVEEN INVESTMENTS, LLC | 333 West Wacker Drive | Chicago, Illinois 60606  
| [www.nuveen.com](http://www.nuveen.com)

EAN-E-0703D

### ITEM 2. CODE OF ETHICS.

As of the end of the period covered by this report, the registrant has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The registrant has posted such code of ethics on its website at [www.nuveen.com/etf](http://www.nuveen.com/etf).

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The registrant's board of directors has determined that the registrant has at least one "audit committee financial expert" (as defined in Item 3 of Form N-CSR) serving on its audit committee. The registrant's audit committee financial expert is William E. Bennett, who is "independent" for purposes of Item 3 of Form N-CSR.

### ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not applicable at this time.

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not applicable at this time.

### ITEM 6. [RESERVED]

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES

The registrant has adopted the proxy voting policies and procedures of its Sub-Advisers as described below.

**Spectrum Asset Management:** Spectrum's policies seek to ensure that proxies are voted solely in the best economic interests of the registrant and without undue influence from parties that may have an economic interest in the outcome of a proxy vote. Spectrum classifies proxy voting into three broad categories: Routine Administrative Items, Special Interest Issues, and Issues Having the Potential for Significant Economic Impact. Once it has analyzed and identified each issue as belonging in a particular category, Spectrum will cast the client's vote in accordance with the guidelines developed for that particular category.

On any occasion when a proxy vote presents a potential conflict of interest, Spectrum will review the matter and disclose the conflict to the client(s) to obtain prior to voting.

**Froley, Revy Investment Co.:** Froley, Revy has adopted a proxy voting policy which requires that proxies be voted in the best ultimate long-term economic

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interests of the Fund. Frolely, Revy's primary consideration in deciding how to vote a proxy is the ultimate economic impact of a proxy proposal on the value of the company's stock based on Frolely, Revy's independent analysis of the Stock's investment considerations.

Frolely, Revy utilizes a proxy committee made up of portfolio managers and research analysts. With respect to each proxy issue, the committee will analyze the economic impact on the company of voting in favor or against the proposal. Where proxy voting involves a potential conflict of interests, the committee shall disclose its conflict to the client and allow the client an opportunity to approve the recommended vote based upon the committee's communicated rationale.

Symphony Asset Management: Symphony uses the services of Institutional Shareholder Services ("ISS"), an independent proxy voting service, which handles all proxy voting for Symphony client accounts, including the registrant. The proxy voting policies and procedures of ISS are reviewed and approved each year by Symphony.

ITEM 8. [RESERVED]

ITEM 9. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Exchange Act (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 10. EXHIBITS.

File the exhibits listed below as part of this Form. Letter or number the exhibits in the sequence indicated.

(a)(1) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit: Not applicable because posted on registrant's website.

(a)(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2(a)) in the exact form set forth below: Ex-99.CERT Attached hereto.

(b) If the report is filed under Section 13(a) or 15(d) of the Exchange Act, provide the certification required by Rule 30a-2(b) under the Act (17 CFR 270.30a-2(b), Rule 13a-14(b) or Rule 15d-14(b) under the Exchange Act (17 CFR 240.13a-14(b) or 240.15d-14(b))), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as an exhibit. A certification furnished pursuant to this paragraph will not be deemed "filed" for purposes of Section 18

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of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference. Ex-99.906 CERT attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Preferred and Convertible Income Fund 2  
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By (Signature and Title)\* /s/ Jessica R. Droeger  
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Jessica R. Droeger  
Vice President and Secretary

Date: October 8, 2003  
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Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)\* /s/ Gifford R. Zimmerman  
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Gifford R. Zimmerman  
Chief Administrative Officer  
(Principal Executive Officer)

Date: October 8, 2003  
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By (Signature and Title)\* /s/ Stephen D. Foy  
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Stephen D. Foy  
Vice President and Controller  
(Principal Financial Officer)

Date: October 8, 2003  
-----

\* Print the name and title of each signing officer under his or her signature.