

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Eaton Vance Tax-Managed Buy-Write Income Fund  
Form N-PX  
August 07, 2012

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21676  
NAME OF REGISTRANT: Eaton Vance Tax-Managed Buy-Write  
Income Fund  
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110  
NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110  
REGISTRANT'S TELEPHONE NUMBER: 617-482-8260  
DATE OF FISCAL YEAR END: 12/31  
DATE OF REPORTING PERIOD: 07/01/2011 - 06/30/2012

Eaton Vance Tax-Managed Buy-Write Income Fund

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3M COMPANY

Agen

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Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 08-May-2012  
Ticker: MMM  
ISIN: US88579Y1010  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LINDA G. ALVARADO | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: VANCE D. COFFMAN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MICHAEL L. ESKEW  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: W. JAMES FARRELL  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: HERBERT L. HENKEL | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: EDWARD M. LIDDY   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: ROBERT S. MORRISON  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: AULANA L. PETERS  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: INGE G. THULIN  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: ROBERT J. ULRICH  | Mgmt | For     |
| 2.  | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS 3M'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE<br>COMPENSATION.   | Mgmt | For     |
| 4.  | TO APPROVE THE 2012 AMENDED AND RESTATED<br>GENERAL EMPLOYEES STOCK PURCHASE PLAN.                                      | Mgmt | For     |
| 5.  | TO APPROVE THE AMENDED 2008 LONG-TERM<br>INCENTIVE PLAN.  | Mgmt | For     |
| 6.  | STOCKHOLDER PROPOSAL ON LOBBYING.   | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL TO PROHIBIT POLITICAL<br>SPENDING FROM CORPORATE TREASURY FUNDS.                                   | Shr  | Against |
| 8.  | STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD<br>CHAIRMAN.  | Shr  | Against |

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 ABBOTT LABORATORIES

Agen

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 Security: 002824100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2012  
 Ticker: ABT  
 ISIN: US0028241000  
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| Prop.# | Proposal                                 | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1.     | DIRECTOR                                 |                  |               |
|        | R.J. ALPERN                              | Mgmt             | For           |
|        | R.S. AUSTIN                              | Mgmt             | For           |
|        | S.E. BLOUNT                              | Mgmt             | For           |
|        | W.J. FARRELL                             | Mgmt             | For           |
|        | E.M. LIDDY                               | Mgmt             | For           |
|        | N. MCKINSTRY                             | Mgmt             | For           |
|        | P.N. NOVAKOVIC                           | Mgmt             | For           |
|        | W.A. OSBORN                              | Mgmt             | For           |
|        | S.C. SCOTT III                           | Mgmt             | For           |
|        | G.F. TILTON                              | Mgmt             | For           |
|        | M.D. WHITE                               | Mgmt             | For           |
| 2.     | RATIFICATION OF DELOITTE & TOUCHE LLP AS | Mgmt             | For           |

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AUDITORS

|     |   |      |         |
|-----|---|------|---------|
| 3.  | SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                   | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL - TRANSPARENCY IN ANIMAL RESEARCH                            | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE  | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIR                                    | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL - TAX GROSS-UPS  | Shr  | Against |
| 8.  | SHAREHOLDER PROPOSAL - EQUITY RETENTION AND HEDGING                               | Shr  | Against |
| 9.  | SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION                                     | Shr  | Against |
| 10. | SHAREHOLDER PROPOSAL - BAN ACCELERATED VESTING OF AWARDS UPON A CHANGE IN CONTROL | Shr  | Against |

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 ABERCROMBIE & FITCH CO.

Agen

Security: 002896207  
 Meeting Type: Special  
 Meeting Date: 19-Sep-2011  
 Ticker: ANF  
 ISIN: US0028962076  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 19, 2011, BETWEEN THE COMPANY AND ABERCROMBIE & FITCH CO., AN OHIO CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, BY WHICH THE COMPANY WILL EFFECT THE REINCORPORATION OF THE COMPANY FROM DELAWARE TO OHIO. | Mgmt          | For           |
| 02     | TO APPROVE, IF NECESSARY, THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL PROXIES.  | Mgmt          | For           |
| 03     | SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENT THEREOF.  | Mgmt          | Against       |

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 ABERCROMBIE & FITCH CO.

Agen

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Security: 002896207  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2012  
 Ticker: ANF  
 ISIN: US0028962076

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES B. BACHMANN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHAEL S. JEFFRIES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN W. KESSLER  | Mgmt          | For           |
| 2.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2013. | Mgmt          | For           |
| 4.     | RE-APPROVE THE ABERCROMBIE & FITCH CO. INCENTIVE COMPENSATION PERFORMANCE PLAN.  | Mgmt          | For           |

ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Special  
 Meeting Date: 09-Jan-2012  
 Ticker: ACE  
 ISIN: CH0044328745

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF AMENDMENT TO INCREASE DIVIDENDS FROM LEGAL RESERVES | Mgmt          | For           |

ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2012  
 Ticker: ACE  
 ISIN: CH0044328745

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

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|     |  |      |     |
|-----|--|------|-----|
| 1.1 | ELECTION OF DIRECTOR: MICHAEL G. ATIEH   | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: MARY A. CIRILLO  | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: THOMAS J. NEFF   | Mgmt | For |
| 2.1 | APPROVAL OF THE ANNUAL REPORT  | Mgmt | For |
| 2.2 | APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED  | Mgmt | For |
| 2.3 | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS  | Mgmt | For |
| 3.  | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt | For |
| 4.  | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt | For |
| 5.  | AMENDMENT OF THE ARTICLES OF ASSOCIATION RELATING TO AUTHORIZED SHARE CAPITAL FOR GENERAL PURPOSES   | Mgmt | For |
| 6.1 | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING   | Mgmt | For |
| 6.2 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2012 | Mgmt | For |
| 6.3 | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING  | Mgmt | For |
| 7.  | APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES   | Mgmt | For |
| 8.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For |
| 9.  | AMENDMENT TO THE ACE LIMITED EMPLOYEE STOCK PURCHASE PLAN  | Mgmt | For |

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 ADVANCE AUTO PARTS, INC.

Agen

Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: AAP  
 ISIN: US00751Y1064

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

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|    |  | Type   |  |
|----|--|--|--|
| 1. | DIRECTOR<br>JOHN F. BERGSTROM<br>JOHN C. BROUILLARD<br>FIONA P. DIAS<br>FRANCES X. FREI<br>DARREN R. JACKSON<br>WILLIAM S. OGLESBY<br>J. PAUL RAINES<br>GILBERT T. RAY<br>CARLOS A. SALADRIGAS<br>JIMMIE L. WADE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2. | APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt   | For  |
| 3. | RE-APPROVE PERFORMANCE OBJECTIVES CONTAINED IN THE COMPANY'S 2007 EXECUTIVE COMPENSATION PLAN.   | Mgmt   | For  |
| 4. | RE-APPROVE PERFORMANCE OBJECTIVES CONTAINED IN THE COMPANY'S 2004 LONG-TERM INCENTIVE PLAN.  | Mgmt   | For  |
| 5. | APPROVE AMENDED AND RESTATED 2002 EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt   | For  |
| 6. | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.  | Mgmt   | For  |
| 7. | STOCKHOLDER PROPOSAL ON STOCKHOLDER VOTING REQUIREMENTS.   | Shr  | For  |

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AIR PRODUCTS AND CHEMICALS, INC.

Agen

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Security: 009158106  
Meeting Type: Annual  
Meeting Date: 26-Jan-2012  
Ticker: APD  
ISIN: US0091581068  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARIO L. BAEZA  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN K. CARTER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN E. MCGLADE   | Mgmt          | For           |
| 02     | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. TO RATIFY APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2012. | Mgmt          | For           |

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03 ADVISORY VOTE ON EXECUTIVE OFFICER Mgmt For  
 COMPENSATION. TO APPROVE THE COMPENSATION  
 OF NAMED EXECUTIVE OFFICERS.

AK STEEL HOLDING CORPORATION

Agen

Security: 001547108  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: AKS  
 ISIN: US0015471081

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD A. ABDOO  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN S. BRINZO  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DENNIS C. CUNEO   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: WILLIAM K. GERBER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DR. BONNIE G. HILL  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT H. JENKINS   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RALPH S. MICHAEL, III   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: SHIRLEY D. PETERSON   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DR. JAMES A. THOMSON  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JAMES L. WAINSCOTT  | Mgmt          | For           |
| 2.     | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt          | For           |
| 3.     | TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |

ALLEGHENY TECHNOLOGIES INCORPORATED

Agen

Security: 01741R102  
 Meeting Type: Annual  
 Meeting Date: 11-May-2012  
 Ticker: ATI  
 ISIN: US01741R1023

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| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| A.     | DIRECTOR<br>RICHARD J. HARSHMAN*<br>DIANE C. CREEL#<br>JOHN R. PIPSKI#<br>JAMES E. ROHR#<br>LOUIS J. THOMAS# | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| B.     | APPROVAL OF AN AMENDMENT TO THE 2007<br>INCENTIVE PLAN, AS AMENDED AND RESTATED.                             | Mgmt                                 | For                             |
| C.     | ADVISORY VOTE TO APPROVE THE COMPENSATION<br>OF THE COMPANY'S NAMED OFFICERS.                                | Mgmt                                 | For                             |
| D.     | RATIFICATION OF THE SELECTION OF ERNST &<br>YOUNG LLP AS INDEPENDENT AUDITORS FOR 2012.                      | Mgmt                                 | For                             |

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ALTRIA GROUP, INC.

Agen

Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 17-May-2012  
Ticker: MO  
ISIN: US02209S1033

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ELIZABETH E. BAILEY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GERALD L. BALILES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARTIN J. BARRINGTON   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOHN T. CASTEEN III  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DINYAR S. DEVITRE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: THOMAS F. FARRELL II   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS W. JONES  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: W. LEO KIELY III   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KATHRYN B. MCQUADE   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: GEORGE MUNOZ   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: NABIL Y. SAKKAB  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION  | Mgmt          | For           |



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OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

|    |  |     |         |
|----|--|-----|---------|
| 4. | SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES | Shr | Against |
|----|--|-----|---------|

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 AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: AMZN  
 ISIN: US0231351067

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY P. BEZOS  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TOM A. ALBERG   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN SEELY BROWN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM B. GORDON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: BLAKE G. KRICKORIAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALAIN MONIE   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS O. RYDER   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS  | Mgmt          | For           |
| 3.     | APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS, AS AMENDED, PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE IN OUR 1997 STOCK INCENTIVE PLAN | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT ON CLIMATE CHANGE   | Shr           | Against       |
| 5.     | SHAREHOLDER PROPOSAL CALLING FOR CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS  | Shr           | Against       |

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AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2012  
 Ticker: AXP  
 ISIN: US0258161092

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>C. BARSHEFSKY<br>U.M. BURNS<br>K.I. CHENAULT<br>P. CHERNIN<br>T.J. LEONSIS<br>J. LESCHLY<br>R.C. LEVIN<br>R.A. MCGINN<br>E.D. MILLER<br>S.S REINEMUND<br>R.D. WALTER<br>R.A. WILLIAMS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.  | Mgmt   | For   |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | For   |
| 4.     | APPROVAL OF PERFORMANCE GOALS AND AWARD LIMITS UNDER 2007 INCENTIVE COMPENSATION PLAN.  | Mgmt   | For   |
| 5.     | SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.   | Shr  | Against   |
| 6.     | SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.  | Shr  | Against   |

AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: AMGN  
 ISIN: US0311621009

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DR. DAVID BALTIMORE | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1B. | ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: MR. ROBERT A. BRADWAY   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: DR. TYLER JACKS   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: DR. GILBERT S. OMENN  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: MR. KEVIN W. SHARER   | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: DR. RONALD D. SUGAR   | Mgmt | For     |
| 2.  | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4.  | TO APPROVE AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE STOCKHOLDER ACTION BY WRITTEN CONSENT.                    | Mgmt | For     |
| 5A. | STOCKHOLDER PROPOSAL #1 (INDEPENDENT CHAIRMAN OF THE BOARD).  | Shr  | Against |
| 5B. | STOCKHOLDER PROPOSAL #2 (TRANSPARENCY IN ANIMAL USE).   | Shr  | Against |
| 5C. | STOCKHOLDER PROPOSAL #3 (REQUEST FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES).  | Shr  | Against |
| 5D. | STOCKHOLDER PROPOSAL #4 (CEO TO SERVE ON A MAXIMUM OF ONE OTHER BOARD).   | Shr  | Against |

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Security: 032359309  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: AFSI  
 ISIN: US0323593097

| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 1.     | DIRECTOR<br>DONALD T. DECARLO<br>SUSAN C. FISCH<br>ABRAHAM GULKOWITZ<br>GEORGE KARFUNKEL<br>MICHAEL KARFUNKEL<br>JAY J. MILLER<br>BARRY D. ZYSKIND | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS INDEPENDENT AUDITOR FOR THE YEAR ENDED DECEMBER 31, 2012.                                       | Mgmt   | For   |
| 3.     | APPROVAL OF AMENDMENTS TO THE 2010 OMNIBUS INCENTIVE PLAN.   | Mgmt   | For   |

ANALOG DEVICES, INC.

Agen

Security: 032654105  
 Meeting Type: Annual  
 Meeting Date: 13-Mar-2012  
 Ticker: ADI  
 ISIN: US0326541051

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RAY STATA             | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JERALD G. FISHMAN     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES A. CHAMPY       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN C. HODGSON       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: YVES-ANDRE ISTELE     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: NEIL NOVICH           | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: F. GRANT SAVIERS      | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: PAUL J. SEVERINO      | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: KENTON J. SICCHITANO  | Mgmt          | For           |
| 02     | TO CONSIDER A NON-BINDING "SAY ON PAY" VOTE | Mgmt          | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

REGARDING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURES IN OUR PROXY STATEMENT.

|    |  |      |     |
|----|--|------|-----|
| 03 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING NOVEMBER 3, 2012. | Mgmt | For |
|----|--|------|-----|

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AON CORPORATION

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Agen

Security: 037389103  
Meeting Type: Special  
Meeting Date: 16-Mar-2012  
Ticker: AON  
ISIN: US0373891037  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND REORGANIZATION, DATED AS OF JANUARY 12, 2012, BY AND BETWEEN AON CORPORATION AND MARKET MERGECO INC.   | Mgmt          | For           |
| 2.     | TO APPROVE THE IMPLEMENTATION OF A REDUCTION OF CAPITAL OF AON UK THROUGH A CUSTOMARY COURT-APPROVED PROCESS SO THAT IT WILL HAVE SUFFICIENT DISTRIBUTABLE RESERVES UNDER U.K. LAW.                      | Mgmt          | For           |
| 3.     | TO APPROVE, ON AN ADVISORY AND NON-BINDING BASIS, COMPENSATION THAT MAY BE PAYABLE TO CERTAIN NAMED EXECUTIVE OFFICERS OF AON CORPORATION IN CONNECTION WITH THE MERGER AND THEIR RELOCATION TO THE U.K. | Mgmt          | For           |
| 4.     | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF PROPOSAL 1.  | Mgmt          | For           |

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AON PLC

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Agen

Security: G0408V102  
Meeting Type: Annual  
Meeting Date: 18-May-2012  
Ticker: AON  
ISIN: GB00B5BT0K07  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LESTER B. KNIGHT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GREGORY C. CASE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FULVIO CONTI   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHERYL A. FRANCIS  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDGAR D. JANNOTTA  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: J. MICHAEL LOSH  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD B. MYERS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: GLORIA SANTONA   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: CAROLYN Y. WOO   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS AON'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |

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 APARTMENT INVESTMENT AND MANAGEMENT CO.  
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Agen

Security: 03748R101  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2012  
 Ticker: AIV  
 ISIN: US03748R1014  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES N. BAILEY    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TERRY CONSIDINE    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: THOMAS L. KELTNER  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J. LANDIS MARTIN   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. MILLER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KATHLEEN M. NELSON | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL A. STEIN   | Mgmt          | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|   |   |      |     |
|---|---|------|-----|
| 2 | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP TO SERVE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR AIMCO FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For |

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 APPLE INC.

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 Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2012  
 Ticker: AAPL  
 ISIN: US0378331005  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>WILLIAM V. CAMPBELL<br>TIMOTHY D. COOK<br>MILLARD S. DREXLER<br>AL GORE<br>ROBERT A. IGER<br>ANDREA JUNG<br>ARTHUR D. LEVINSON<br>RONALD D. SUGAR | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.                                 | Mgmt   | For  |
| 3      | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 04     | A SHAREHOLDER PROPOSAL ENTITLED "CONFLICT OF INTEREST REPORT"   | Shr  | Against  |
| 05     | A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER SAY ON DIRECTOR PAY"   | Shr  | Against  |
| 06     | A SHAREHOLDER PROPOSAL ENTITLED "REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES"  | Shr  | Against  |
| 07     | A SHAREHOLDER PROPOSAL ENTITLED "ADOPT A MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS"   | Shr  | For  |

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 APPLIED MATERIALS, INC.

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 Agen

Security: 038222105  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2012

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Ticker: AMAT  
ISIN: US0382221051

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: AART J. DE GEUS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: STEPHEN R. FORREST   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: THOMAS J. IANNOTTI   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN M. JAMES   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ALEXANDER A. KARSNER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GERHARD H. PARKER  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DENNIS D. POWELL   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLEM P. ROELANDTS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES E. ROGERS  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: MICHAEL R. SPLINTER  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ROBERT H. SWAN   | Mgmt          | For           |
| 02     | TO APPROVE THE AMENDED & RESTATED EMPLOYEE STOCK INCENTIVE PLAN.   | Mgmt          | For           |
| 03     | TO APPROVE THE AMENDED AND RESTATED SENIOR EXECUTIVE BONUS PLAN.   | Mgmt          | For           |
| 04     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF APPLIED MATERIALS' NAMED EXECUTIVE OFFICERS.                       | Mgmt          | For           |
| 05     | RATIFY APPOINTMENT OF KPMG LLP AS APPLIED MATERIALS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt          | For           |

AT&T INC.

Agen

Security: 00206R102  
Meeting Type: Annual  
Meeting Date: 27-Apr-2012  
Ticker: T  
ISIN: US00206R1023

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GILBERT F. AMELIO     | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1C. | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMES H. BLANCHARD             | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MATTHEW K. ROSE                | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt | For |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.         | Mgmt | For |
| 4.  | AMEND CERTIFICATE OF INCORPORATION.                  | Mgmt | For |
| 5.  | POLITICAL CONTRIBUTIONS REPORT.                      | Shr  | For |
| 6.  | LIMIT WIRELESS NETWORK MANAGEMENT.                   | Shr  | For |
| 7.  | INDEPENDENT BOARD CHAIRMAN.                          | Shr  | For |

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 AVALONBAY COMMUNITIES, INC.  
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Agen

Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: AVB  
 ISIN: US0534841012  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR   |               |               |
|        | BRYCE BLAIR  | Mgmt          | For           |
|        | ALAN B. BUCKELEW   | Mgmt          | For           |
|        | BRUCE A. CHOATE  | Mgmt          | For           |
|        | JOHN J. HEALY, JR.   | Mgmt          | For           |
|        | TIMOTHY J. NAUGHTON  | Mgmt          | For           |
|        | LANCE R. PRIMIS  | Mgmt          | For           |
|        | PETER S. RUMMELL   | Mgmt          | For           |
|        | H. JAY SARLES  | Mgmt          | For           |
|        | W. EDWARD WALTER   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

FOR THE YEAR ENDING DECEMBER 31, 2012.

- |    |  |      |         |
|----|--|------|---------|
| 3. | TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT. | Mgmt | For     |
| 4. | TO CAST A VOTE ON A STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF THE PROPOSAL IS PROPERLY PRESENTED AT THE ANNUAL MEETING OF STOCKHOLDERS. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" ABOVE PROPOSAL 4.  | Shr  | Against |

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 AVERY DENNISON CORPORATION

Agen

Security: 053611109  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: AVY  
 ISIN: US0536111091

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN T. CARDIS  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID E.I. PYOTT  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DEAN A. SCARBOROUGH   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JULIA A. STEWART  | Mgmt          | For           |
| 2.     | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | APPROVAL OF THE COMPANY'S AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN.   | Mgmt          | For           |
| 4.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR. | Mgmt          | For           |

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 AVIAT NETWORKS, INC

Agen

Security: 05366Y102

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 17-Nov-2011  
 Ticker: AVNW  
 ISIN: US05366Y1029

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>WILLIAM A. HASLER<br>CLIFFORD H. HIGGERSON<br>CHARLES D. KISSNER<br>MICHAEL A. PANGIA<br>RAGHAVENDRA RAU<br>DR. MOHSEN SOHI<br>DR. JAMES C. STOFFEL<br>EDWARD F. THOMPSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012.   | Mgmt   | For  |
| 3      | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 4      | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year   |
| 5      | APPROVAL OF AN INCREASE IN THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE COMPANY'S AMENDED AND RESTATED 2007 STOCK EQUITY PLAN.                              | Mgmt   | For  |

BAKER HUGHES INCORPORATED

Agen

Security: 057224107  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: BHI  
 ISIN: US0572241075

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>LARRY D. BRADY<br>CLARENCE P. CAZALOT, JR.<br>MARTIN S. CRAIGHEAD<br>CHAD C. DEATON<br>ANTHONY G. FERNANDES<br>CLAIRE W. GARGALLI<br>PIERRE H. JUNGELS<br>JAMES A. LASH<br>J. LARRY NICHOLS<br>H. JOHN RILEY, JR.<br>JAMES W. STEWART | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
|    | CHARLES L. WATSON  | Mgmt | For     |
| 2. | RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt | For     |
| 3. | PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING) RESOLUTION RELATED TO EXECUTIVE COMPENSATION.                               | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING A MAJORITY VOTE STANDARD FOR DIRECTOR ELECTIONS.  | Shr  | Against |

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 BANCO BILBAO VIZCAYA ARGENTARIA S.A.

Agen

Security: 05946K101  
 Meeting Type: Annual  
 Meeting Date: 16-Mar-2012  
 Ticker: BBVA  
 ISIN: US05946K1016

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 2.1    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 2.2    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 2.3    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 2.4    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 2.5    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 3.     | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 4.1    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 4.2    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 5.     | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |
| 6.1    | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 6.2 | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt | For |
| 7.1 | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt | For |
| 7.2 | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt | For |
| 8.  | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt | For |
| 9.  | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt | For |
| 10. | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt | For |
| 11. | PLEASE REFER TO THE NOM FOR THE FULL TEXT OF THE RESOLUTIONS. | Mgmt | For |

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 BANK OF MONTREAL

Agen

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 Security: 063671101  
 Meeting Type: Annual  
 Meeting Date: 20-Mar-2012  
 Ticker: BMO  
 ISIN: CA0636711016  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ROBERT M. ASTLEY<br>SOPHIE BROCHU<br>GEORGE A. COPE<br>WILLIAM A. DOWNE<br>CHRISTINE A. EDWARDS<br>RONALD H. FARMER<br>HAROLD N. KVISLE<br>ERIC LA FLECHE<br>BRUCE H. MITCHELL<br>PHILIP S. ORSINO<br>MARTHA C. PIPER<br>J. ROBERT S. PRICHARD<br>GUYLAINE SAUCIER<br>DON M. WILSON III | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF SHAREHOLDERS' AUDITORS   | Mgmt   | For  |
| 03     | AMENDMENTS TO THE BANK'S QUALIFIED EMPLOYEE SHARE PURCHASE PLAN   | Mgmt   | For  |
| 04     | ADVISORY VOTE ON THE BANK'S APPROACH TO EXECUTIVE COMPENSATION  | Mgmt   | For  |
| 05     | SHAREHOLDER PROPOSAL NO. 1  | Shr  | Against  |

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|    |                            |     |         |
|----|----------------------------|-----|---------|
| 06 | SHAREHOLDER PROPOSAL NO. 2 | Shr | Against |
| 07 | SHAREHOLDER PROPOSAL NO. 3 | Shr | Against |

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 BANKUNITED INC

Agen

Security: 06652K103  
 Meeting Type: Annual  
 Meeting Date: 09-May-2012  
 Ticker: BKU  
 ISIN: US06652K1034  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>JOHN BOHLSSEN<br>CHINH E. CHU<br>AMBASSADOR SUE M. COBB<br>EUGENE F. DEMARK<br>JOHN A. KANAS<br>RICHARD S. LEFRAK<br>THOMAS M. O'BRIEN<br>WILBUR L. ROSS, JR.<br>PIERRE OLIVIER SARKOZY<br>LANCE N. WEST | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |
| 3.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt   | For   |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt   | 1 Year  |

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 BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: BAX  
 ISIN: US0718131099  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES R. GAVIN III, M.D., PH.D. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1B. | ELECTION OF DIRECTOR: PETER S. HELLMAN                        | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: K.J. STORM                              | Mgmt | For |
| 2.  | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3.  | APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION              | Mgmt | For |
| 4.  | SHAREHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD               | Shr  | For |
| 5.  | SHAREHOLDER PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE            | Shr  | For |

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 BB&T CORPORATION

Agen

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 Security: 054937107  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: BBT  
 ISIN: US0549371070  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>JOHN A. ALLISON IV<br>JENNIFER S. BANNER<br>K. DAVID BOYER, JR.<br>ANNA R. CABLIK<br>RONALD E. DEAL<br>J.L. GLOVER, JR.<br>JANE P. HELM<br>JOHN P. HOWE III, M.D.<br>KELLY S. KING<br>VALERIA LYNCH LEE<br>NIDO R. QUBEIN<br>THOMAS E. SKAINS<br>THOMAS N. THOMPSON<br>EDWIN H. WELCH, PH.D.<br>STEPHEN T. WILLIAMS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO APPROVE THE BB&T 2012 INCENTIVE PLAN.  | Mgmt   | For   |
| 3.     | TO RATIFY THE REAPPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.  | Mgmt   | For   |
| 4.     | TO VOTE ON AN ADVISORY RESOLUTION TO APPROVE BB&T'S OVERALL PAY-FOR-PERFORMANCE EXECUTIVE COMPENSATION PROGRAM, COMMONLY REFERRED TO AS A "SAY ON PAY" VOTE.  | Mgmt   | For   |

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- |    |  |     |         |
|----|--|-----|---------|
| 5. | TO VOTE ON A SHAREHOLDER PROPOSAL REQUESTING REPORTS WITH RESPECT TO BB&T'S POLITICAL CONTRIBUTIONS AND RELATED POLICIES AND PROCEDURES. | Shr | Against |
| 6. | TO VOTE ON A SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.   | Shr | Against |

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 BERKSHIRE HATHAWAY INC.

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 Agen

Security: 084670702  
 Meeting Type: Annual  
 Meeting Date: 05-May-2012  
 Ticker: BRKB  
 ISIN: US0846707026  
 -----

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>WARREN E. BUFFETT<br>CHARLES T. MUNGER<br>HOWARD G. BUFFETT<br>STEPHEN B. BURKE<br>SUSAN L. DECKER<br>WILLIAM H. GATES III<br>DAVID S. GOTTESMAN<br>CHARLOTTE GUYMAN<br>DONALD R. KEOUGH<br>THOMAS S. MURPHY<br>RONALD L. OLSON<br>WALTER SCOTT, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING.  | Shr  | Against   |

-----  
 BEST BUY CO., INC.

-----  
 Agen

Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 21-Jun-2012  
 Ticker: BBY  
 ISIN: US0865161014  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>LISA M. CAPUTO<br>KATHY J. HIGGINS VICTOR<br>GERARD R. VITTECOQ | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |



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|    |  |      |     |
|----|--|------|-----|
| 2. | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2013. | Mgmt | For |
| 3. | TO CONDUCT AN ADVISORY VOTE TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |
| 4. | TO APPROVE AN INCREASE IN THE AVAILABLE NUMBER OF SHARES UNDER THE BEST BUY CO., INC. 2008 EMPLOYEE STOCK PURCHASE PLAN.                             | Mgmt | For |
| 5. | TO VOTE ON A SHAREHOLDER PROPOSAL RECOMMENDING DECLASSIFICATION OF OUR BOARD OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING.                     | Shr  | For |

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BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
Meeting Type: Annual  
Meeting Date: 01-May-2012  
Ticker: BMY  
ISIN: US1101221083

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L. ANDREOTTI   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: L.B. CAMPBELL  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: J.M. CORNELIUS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: L.J. FREEH   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: M. GROBSTEIN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: A.J. LACY  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: V.L. SATO, PH.D.   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: E. SIGAL, M.D., PH.D.                                      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: G.L. STORCH  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: T.D. WEST, JR.   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION  | Mgmt          | For           |

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OF OUR NAMED EXECUTIVE OFFICERS

|    |   |      |         |
|----|---|------|---------|
| 4. | PROPOSAL ON THE APPROVAL OF THE 2012 STOCK AWARD AND INCENTIVE PLAN | Mgmt | For     |
| 5. | CUMULATIVE VOTING   | Shr  | Against |
| 6. | TRANSPARENCY IN ANIMAL RESEARCH                                     | Shr  | Against |
| 7. | SHAREHOLDER ACTION BY WRITTEN CONSENT                               | Shr  | Against |

BROADCOM CORPORATION

Agen

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: BRCM  
 ISIN: US1113201073

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>ROBERT J. FINOCCHIO, JR<br>NANCY H. HANDEL<br>EDDY W. HARTENSTEIN<br>MARIA M. KLAWE, PH.D.<br>JOHN E. MAJOR<br>SCOTT A. MCGREGOR<br>WILLIAM T. MORROW<br>HENRY SAMUELI, PH.D.<br>ROBERT E. SWITZ   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE BROADCOM CORPORATION 1998 EMPLOYEE STOCK PURCHASE PLAN, AS PREVIOUSLY AMENDED AND RESTATED, THAT WOULD EXTEND THE TERM OF THE PLAN THROUGH MAY 15, 2022, AND EFFECT VARIOUS TECHNICAL REVISIONS AND IMPROVEMENTS. | Mgmt   | For   |
| 3.     | TO APPROVE THE ADOPTION OF THE BROADCOM CORPORATION 2012 STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 4.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.  | Mgmt   | For   |

BROCADE COMMUNICATIONS SYSTEMS, INC.

Agen

Security: 111621306  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Date: 20-Apr-2012  
 Ticker: BRCD  
 ISIN: US1116213067

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: JUDY BRUNER  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: JOHN W. GERDELMAN  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: DAVID L. HOUSE   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: GLENN C. JONES   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: MICHAEL KLAYKO   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: L. WILLIAM KRAUSE  | Mgmt          | For           |
| 2.     | NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | APPROVAL OF THE AMENDMENT TO THE 2009 STOCK PLAN   | Mgmt          | For           |
| 4.     | APPROVAL OF THE AMENDMENT TO THE 2009 EMPLOYEE STOCK PURCHASE PLAN   | Mgmt          | For           |
| 5.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF BROCADE COMMUNICATIONS SYSTEMS, INC. FOR THE FISCAL YEAR ENDING OCTOBER 27, 2012 | Mgmt          | For           |

BRUKER CORPORATION

Agen

Security: 116794108  
 Meeting Type: Annual  
 Meeting Date: 18-May-2012  
 Ticker: BRKR  
 ISIN: US1167941087

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>RICHARD D. KNISS<br>JOERG C. LAUKIEN<br>WILLIAM A. LINTON<br>CHRIS VAN INGEN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | TO CONSIDER AND ACT UPON A PROPOSAL TO RATIFY, CONFIRM AND APPROVE THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF BRUKER CORPORATION FOR FISCAL 2012. | Mgmt                         | For                      |

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 C.H. ROBINSON WORLDWIDE, INC. Agen  
 -----

Security: 12541W209  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: CHRW  
 ISIN: US12541W2098  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID W. MACLENNAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES B. STAKE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN P. WIEHOFF   | Mgmt          | For           |
| 2      | TO APPROVE, BY NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 3      | TO AMEND AND RESTATE THE COMPANY'S CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS.  | Mgmt          | For           |
| 4      | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt          | For           |

-----  
 CATALYST HEALTH SOLUTIONS, INC. Agen  
 -----

Security: 14888B103  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2012  
 Ticker: CHSI  
 ISIN: US14888B1035  
 -----

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>STEVEN B. EPSTEIN<br>MICHAEL R. MCDONNELL<br>DALE B. WOLF  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt                 | For               |

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- |    |  |      |     |
|----|--|------|-----|
| 3. | TO OBTAIN APPROVAL BY THE SHAREHOLDERS, ON AN ADVISORY BASIS, OF THE COMPANY'S NAMED EXECUTIVE OFFICERS COMPENSATION AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K OR ANY SUCCESSOR THERETO (THE "SAY ON PAY" VOTE). | Mgmt | For |
|----|--|------|-----|

-----  
 CATERPILLAR INC.

Agen

Security: 149123101  
 Meeting Type: Annual  
 Meeting Date: 13-Jun-2012  
 Ticker: CAT  
 ISIN: US1491231015

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1      | DIRECTOR<br>DAVID L. CALHOUN<br>DANIEL M. DICKINSON<br>EUGENE V. FIFE<br>JUAN GALLARDO<br>DAVID R. GOODE<br>JESSE J. GREENE, JR.<br>JON M. HUNTSMAN, JR.<br>PETER A. MAGOWAN<br>DENNIS A. MUILENBURG<br>DOUGLAS R. OBERHELMAN<br>WILLIAM A. OSBORN<br>CHARLES D. POWELL<br>EDWARD B. RUST, JR.<br>SUSAN C. SCHWAB<br>JOSHUA I. SMITH<br>MILES D. WHITE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012   | Mgmt   | For   |
| 3      | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 4      | AMEND RESTATED CERTIFICATE OF INCORPORATION AND BYLAWS TO PROVIDE STOCKHOLDERS THE RIGHT TO CALL SPECIAL MEETINGS.   | Mgmt   | For   |
| 5      | AMEND BYLAW ADVANCE NOTICE PROVISIONS.   | Mgmt   | For   |
| 6      | STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS AND EXPENSES.   | Shr  | Against   |
| 7      | STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD.   | Shr  | For   |
| 8      | STOCKHOLDER PROPOSAL - REVIEW GLOBAL CORPORATE STANDARDS.  | Shr  | Against   |

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9 STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION Shr Against  
 BY WRITTEN CONSENT.

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 CBRE GROUP, INC. Agen

Security: 12504L109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: CBG  
 ISIN: US12504L1098  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1      | DIRECTOR<br>RICHARD C. BLUM<br>CURTIS F. FEENY<br>BRADFORD M. FREEMAN<br>MICHAEL KANTOR<br>FREDERIC V. MALEK<br>JANE J. SU<br>LAURA D. TYSON<br>BRETT WHITE<br>GARY L. WILSON<br>RAY WIRTA | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For   |
| 3      | APPROVAL OF AN ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 4      | APPROVAL OF THE 2012 EQUITY INCENTIVE PLAN.  | Mgmt   | For   |

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 CELGENE CORPORATION Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 13-Jun-2012  
 Ticker: CELG  
 ISIN: US1510201049  
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| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 1.     | DIRECTOR<br>ROBERT J. HUGIN<br>R.W. BARKER, D. PHIL.<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>M.A. FRIEDMAN, M.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |

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|    |  |      |         |
|----|--|------|---------|
|    | GILLA KAPLAN, PH.D.  | Mgmt | For     |
|    | JAMES J. LOUGHLIN  | Mgmt | For     |
|    | ERNEST MARIO, PH.D.  | Mgmt | For     |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For     |
| 3. | APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.   | Mgmt | For     |
| 4. | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt | For     |
| 5. | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.  | Shr  | Against |

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 CENTERPOINT ENERGY, INC.  
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Agen

Security: 15189T107  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: CNP  
 ISIN: US15189T1079

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DONALD R. CAMPBELL  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MILTON CARROLL  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: O. HOLCOMBE CROSSWELL                                       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MICHAEL P. JOHNSON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JANIECE M. LONGORIA   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DAVID M. MCCLANAHAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SUSAN O. RHENEY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: R.A. WALKER   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PETER S. WAREING  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: SHERMAN M. WOLFF  | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2012. | Mgmt          | For           |
| 3.     | APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.                        | Mgmt          | For           |

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 CENTURYLINK, INC.

Agen

Security: 156700106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: CTL  
 ISIN: US1567001060  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1A.    | APPROVE CHARTER AMENDMENT TO DECLASSIFY OUR BOARD OF DIRECTORS.                        | Mgmt                         | For                      |
| 1B.    | APPROVE CHARTER AMENDMENT TO INCREASE OUR AUTHORIZED SHARES.                           | Mgmt                         | For                      |
| 2.     | DIRECTOR<br>FRED R. NICHOLS<br>HARVEY P. PERRY<br>LAURIE A. SIEGEL<br>JOSEPH R. ZIMMEL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 3.     | RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2012.                | Mgmt                         | For                      |
| 4.     | ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION.                                    | Mgmt                         | For                      |
| 5A.    | SHAREHOLDER PROPOSAL REGARDING BONUS DEFERRALS.  | Shr                          | Against                  |
| 5B.    | SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED RESTRICTED STOCK.                     | Shr                          | Against                  |
| 5C.    | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS.                        | Shr                          | Against                  |

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 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 30-May-2012  
 Ticker: CVX  
 ISIN: US1667641005  
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| Prop.# | Proposal                          | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L.F. DEILY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: R.E. DENHAM | Mgmt          | For           |



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|     |  |      |         |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: C. HAGEL   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: E. HERNANDEZ   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: G.L. KIRKLAND  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: C.W. MOORMAN   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: J.G. STUMPF  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: C. WARE  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: J.S. WATSON  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                | Mgmt | For     |
| 4.  | EXCLUSIVE FORUM PROVISIONS   | Shr  | Against |
| 5.  | INDEPENDENT CHAIRMAN   | Shr  | Against |
| 6.  | LOBBYING DISCLOSURE  | Shr  | Against |
| 7.  | COUNTRY SELECTION GUIDELINES   | Shr  | Against |
| 8.  | HYDRAULIC FRACTURING   | Shr  | Against |
| 9.  | ACCIDENT RISK OVERSIGHT  | Shr  | Against |
| 10. | SPECIAL MEETINGS   | Shr  | Against |
| 11. | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE                            | Shr  | Against |

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CINCINNATI FINANCIAL CORPORATION

Agen

Security: 172062101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2012  
 Ticker: CINF  
 ISIN: US1720621010

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| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 1.     | DIRECTOR               |               |               |
|        | WILLIAM F. BAHL        | Mgmt          | For           |
|        | STEVEN J. JOHNSTON     | Mgmt          | For           |
|        | KENNETH C. LICHTENDAHL | Mgmt          | For           |
|        | W. RODNEY MCMULLEN     | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
|    | GRETCHEN W. PRICE   | Mgmt | For |
|    | JOHN J. SCHIFF, JR.   | Mgmt | For |
|    | THOMAS R. SCHIFF  | Mgmt | For |
|    | KENNETH W. STECHER  | Mgmt | For |
|    | JOHN F. STEELE, JR.   | Mgmt | For |
|    | E. ANTHONY WOODS  | Mgmt | For |
| 2. | RATIFYING THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3. | VOTING ON A NONBINDING PROPOSAL TO APPROVE COMPENSATION FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS.                       | Mgmt | For |
| 4. | ADOPTING THE CINCINNATI FINANCIAL CORPORATION 2012 STOCK COMPENSATION PLAN.   | Mgmt | For |

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 CIRRUS LOGIC, INC.

Agen

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 Security: 172755100  
 Meeting Type: Annual  
 Meeting Date: 28-Jul-2011  
 Ticker: CRUS  
 ISIN: US1727551004  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>MICHAEL L. HACKWORTH<br>JOHN C. CARTER<br>TIMOTHY R. DEHNE<br>JASON P. RHODE<br>ALAN R. SCHUELE<br>WILLIAM D. SHERMAN<br>ROBERT H. SMITH<br>SUSAN WANG | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2012.     | Mgmt   | For  |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For  |
| 04     | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year   |

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 CISCO SYSTEMS, INC.

Agen

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 Security: 17275R102  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 07-Dec-2011  
 Ticker: CSCO  
 ISIN: US17275R1023

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CAROL A. BARTZ  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. MICHELE BURNS  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LARRY R. CARTER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. CHAMBERS  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: BRIAN L. HALLA  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RODERICK C. MCGEARY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ARUN SARIN  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: STEVEN M. WEST  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JERRY YANG  | Mgmt          | For           |
| 2      | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE CISCO 2005 STOCK INCENTIVE PLAN.   | Mgmt          | For           |
| 3      | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4      | RECOMMENDATION, ON AN ADVISORY BASIS, ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.                                   | Mgmt          | 1 Year        |
| 5      | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.      | Mgmt          | For           |
| 6      | APPROVAL TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.                          | Shr           | Against       |
| 7      | APPROVAL TO REQUIRE THE BOARD TO PUBLISH INTERNET FRAGMENTATION REPORT TO SHAREHOLDERS WITHIN SIX MONTHS.                 | Shr           | Against       |
| 8      | APPROVAL TO REQUIRE THAT CISCO EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF STOCK UNTIL TWO YEARS FOLLOWING TERMINATION. | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

CITIGROUP INC.

Agen

Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2012  
 Ticker: C  
 ISIN: US1729674242

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: FRANZ B. HUMER   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT L. JOSS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: VIKRAM S. PANDIT   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JUDITH RODIN   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT L. RYAN   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOAN E. SPERO  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DIANA L. TAYLOR  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON  | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE AN AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN.                                   | Mgmt          | For           |
| 04     | ADVISORY APPROVAL OF CITI'S 2011 EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 05     | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.                 | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND POLITICAL CONTRIBUTIONS.                              | Shr           | Against       |
| 07     | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN 25% OF THEIR STOCK FOR ONE YEAR FOLLOWING TERMINATION.  | Shr           | Against       |
| 08     | STOCKHOLDER PROPOSAL REQUESTING THAT THE AUDIT COMMITTEE CONDUCT AN INDEPENDENT                                | Shr           | Against       |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

REVIEW AND REPORT ON CONTROLS RELATED TO  
LOANS, FORECLOSURES, AND SECURITIZATIONS.

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CME GROUP INC. Agen

Security: 12572Q105  
Meeting Type: Annual  
Meeting Date: 13-Jun-2012  
Ticker: CME  
ISIN: US12572Q1058  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 1.     | DIRECTOR<br>DENNIS H. CHOOKASZIAN<br>LARRY G. GERDES<br>DANIEL R. GLICKMAN<br>JAMES E. OLIFF<br>EDEMIR PINTO<br>ALEX J. POLLOCK<br>WILLIAM R. SHEPARD | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.                                   | Mgmt   | For   |
| 3.     | ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 4.     | APPROVAL OF THE FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF CME GROUP INC.  | Mgmt   | For   |
| 5.     | APPROVAL OF THE CME GROUP INC. AMENDED AND RESTATED OMNIBUS STOCK PLAN.   | Mgmt   | For   |
| 6.     | APPROVAL OF THE CME GROUP INC. AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt   | For   |
| 7.     | SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS.  | Shr  | Against                                       |

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CMS ENERGY CORPORATION Agen

Security: 125896100  
Meeting Type: Annual  
Meeting Date: 18-May-2012  
Ticker: CMS  
ISIN: US1258961002  
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| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   | Type |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: MERRIBEL S. AYRES   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JON E. BARFIELD   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: STEPHEN E. EWING  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: RICHARD M. GABRYS   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DAVID W. JOOS   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: PHILIP R. LOCHNER,<br>JR.   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL T. MONAHAN  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN G. RUSSELL   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: KENNETH L. WAY  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOHN B. YASINSKY  | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE THE CORPORATION'S<br>EXECUTIVE COMPENSATION.                             | Mgmt | For |
| 3.  | RATIFICATION OF INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM<br>(PRICEWATERHOUSECOOPERS LLP). | Mgmt | For |

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 COACH, INC.

----- Agen

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 Security: 189754104  
 Meeting Type: Annual  
 Meeting Date: 03-Nov-2011  
 Ticker: COH  
 ISIN: US1897541041  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>LEW FRANKFORT<br>SUSAN KROPF<br>GARY LOVEMAN<br>IVAN MENEZES<br>IRENE MILLER<br>MICHAEL MURPHY<br>JIDE ZEITLIN                      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE &<br>TOUCHE LLP AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR<br>FISCAL YEAR 2012 | Mgmt   | For   |
| 03     | TO HOLD A NON-BINDING ADVISORY VOTE ON<br>EXECUTIVE COMPENSATION  | Mgmt   | For   |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

04 TO HOLD A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION Mgmt 1 Year

COMCAST CORPORATION Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 31-May-2012  
 Ticker: CMCSA  
 ISIN: US20030N1019

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>EDUARDO G. MESTRE<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>JOHNATHAN A. RODGERS<br>DR. JUDITH RODIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS   | Mgmt   | For  |
| 3.     | APPROVAL OF THE COMCAST CORPORATION 2002 EMPLOYEE STOCK PURCHASE PLAN   | Mgmt   | For  |
| 4.     | APPROVAL OF THE COMCAST - NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN  | Mgmt   | For  |
| 5.     | TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS   | Shr  | Against  |
| 6.     | TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR  | Shr  | Against  |
| 7.     | TO ADOPT A SHARE RETENTION POLICY FOR SENIOR EXECUTIVES   | Shr  | Against  |
| 8.     | TO MAKE POISON PILLS SUBJECT TO A SHAREHOLDER VOTE  | Shr  | For  |

CONAGRA FOODS, INC. Agen

Security: 205887102

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Meeting Type: Annual  
 Meeting Date: 23-Sep-2011  
 Ticker: CAG  
 ISIN: US2058871029

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>MOGENS C. BAY<br>STEPHEN G. BUTLER<br>STEVEN F. GOLDSTONE<br>JOIE A. GREGOR<br>RAJIVE JOHRI<br>W.G. JURGENSEN<br>RICHARD H. LENNY<br>RUTH ANN MARSHALL<br>GARY M. RODKIN<br>ANDREW J. SCHINDLER<br>KENNETH E. STINSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR  | Mgmt   | For  |
| 03     | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt   | For  |
| 04     | ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION   | Mgmt   | 1 Year   |

CONCUR TECHNOLOGIES, INC.

Agen

Security: 206708109  
 Meeting Type: Annual  
 Meeting Date: 14-Mar-2012  
 Ticker: CNQR  
 ISIN: US2067081099

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>S. STEVEN SINGH<br>JEFFREY T. SEELY<br>RANDALL H. TALBOT | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM        | Mgmt                 | For               |
| 03     | APPROVAL OF, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION             | Mgmt                 | For               |



# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 09-May-2012  
 Ticker: COP  
 ISIN: US20825C1045

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RUTH R. HARKIN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RYAN M. LANCE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MOHD H. MARICAN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: HAROLD W. MCGRAW III   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JAMES J. MULVA   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: HARALD J. NORVIK   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: WILLIAM K. REILLY  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: KATHRYN C. TURNER  | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.   | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).   | Shr           | Against       |
| 5.     | ACCIDENT RISK MITIGATION.  | Shr           | Against       |
| 6.     | REPORT ON GRASSROOTS LOBBYING EXPENDITURES.  | Shr           | Against       |
| 7.     | GREENHOUSE GAS REDUCTION TARGETS.  | Shr           | Against       |
| 8.     | GENDER EXPRESSION NON-DISCRIMINATION.  | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

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CORNING INCORPORATED

Agen

Security: 219350105  
Meeting Type: Annual  
Meeting Date: 26-Apr-2012  
Ticker: GLW  
ISIN: US2193501051  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN SEELY BROWN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: STEPHANIE A. BURNS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN A. CANNING, JR.   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD T. CLARK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES B. FLAWS   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GORDON GUND  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KURT M. LANDGRAF   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DEBORAH D. RIEMAN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: H. ONNO RUDING   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARK S. WRIGHTON   | Mgmt          | For           |
| 2.     | APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM              | Mgmt          | For           |
| 4.     | APPROVAL OF CORNING INCORPORATED 2012 LONG-TERM INCENTIVE PLAN.  | Mgmt          | For           |
| 5.     | AMENDMENT AND RESTATEMENT OF CERTIFICATE OF INCORPORATION TO REMOVE PROVISIONS REQUIRING SUPERMAJORITY VOTE OF SHAREHOLDERS. | Mgmt          | For           |

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COVIDIEN PLC

Agen

Security: G2554F113  
Meeting Type: Annual  
Meeting Date: 13-Mar-2012  
Ticker: COV  
ISIN: IE00B68SQD29  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOSE E. ALMEIDA  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CRAIG ARNOLD   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT H. BRUST  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MARTIN D. MADAUS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DENNIS H. REILLEY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO   | Mgmt          | For           |
| 02     | APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.                      | Mgmt          | For           |
| 03     | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 04     | AUTHORIZE THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.  | Mgmt          | For           |
| S5     | AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES. (SPECIAL RESOLUTION)        | Mgmt          | For           |
| S6     | AMEND ARTICLES OF ASSOCIATION TO PROVIDE FOR ESCHEATMENT IN ACCORDANCE WITH U.S. LAWS. (SPECIAL RESOLUTION)                | Mgmt          | For           |
| S7     | AMEND ARTICLES OF ASSOCIATION TO GIVE THE BOARD OF DIRECTORS AUTHORITY TO DECLARE NON-CASH DIVIDENDS. (SPECIAL RESOLUTION) | Mgmt          | For           |

CVS CAREMARK CORPORATION

Agen

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: CVS  
 ISIN: US1266501006

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

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  | Type |         |
|-----|--|------|---------|
| 1.A | ELECTION OF DIRECTOR: C. DAVID BROWN II  | Mgmt | For     |
| 1.B | ELECTION OF DIRECTOR: DAVID W. DORMAN  | Mgmt | For     |
| 1.C | ELECTION OF DIRECTOR: ANNE M. FINUCANE   | Mgmt | For     |
| 1.D | ELECTION OF DIRECTOR: KRISTEN GIBNEY<br>WILLIAMS   | Mgmt | For     |
| 1.E | ELECTION OF DIRECTOR: MARIAN L. HEARD  | Mgmt | For     |
| 1.F | ELECTION OF DIRECTOR: LARRY J. MERLO   | Mgmt | For     |
| 1.G | ELECTION OF DIRECTOR: JEAN-PIERRE MILLON   | Mgmt | For     |
| 1.H | ELECTION OF DIRECTOR: C.A. LANCE PICCOLO   | Mgmt | For     |
| 1.I | ELECTION OF DIRECTOR: RICHARD J. SWIFT   | Mgmt | For     |
| 1.J | ELECTION OF DIRECTOR: TONY L. WHITE  | Mgmt | For     |
| 2.  | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For     |
| 3.  | PROPOSAL TO APPROVE THE COMPANY'S EXECUTIVE<br>COMPENSATION AS DISCLOSED IN THE PROXY<br>STATEMENT.                        | Mgmt | For     |
| 4.  | MANAGEMENT PROPOSAL REGARDING STOCKHOLDER<br>ACTION BY WRITTEN CONSENT.  | Mgmt | For     |
| 5.  | STOCKHOLDER PROPOSAL REGARDING POLITICAL<br>CONTRIBUTIONS AND EXPENDITURES.  | Shr  | Against |

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 DANA HOLDING CORP

Agen

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 Security: 235825205  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: DAN  
 ISIN: US2358252052  
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| Prop.# | Proposal            | Proposal<br>Type | Proposal Vote |
|--------|---------------------|------------------|---------------|
| 1.     | DIRECTOR            |                  |               |
|        | VIRGINIA A. KAMSKY  | Mgmt             | For           |
|        | TERRENCE J. KEATING | Mgmt             | For           |
|        | JOSEPH C. MUSCARI   | Mgmt             | For           |
|        | S.B. SCHWARZWAELDER | Mgmt             | For           |
|        | RICHARD F. WALLMAN  | Mgmt             | For           |
|        | KEITH E. WANDELL    | Mgmt             | For           |
|        | ROGER J. WOOD       | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 2. | APPROVAL OF A NON-BINDING, ADVISORY PROPOSAL APPROVING EXECUTIVE COMPENSATION                                      | Mgmt | For |
| 3. | APPROVAL OF 2012 DANA HOLDING CORPORATION OMNIBUS INCENTIVE PLAN   | Mgmt | For |
| 4. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |

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DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
Meeting Type: Annual  
Meeting Date: 18-Apr-2012  
Ticker: DFS  
ISIN: US2547091080

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JEFFREY S. ARONIN  | Mgmt          | No vote       |
| 1B     | ELECTION OF DIRECTOR: MARY K. BUSH   | Mgmt          | No vote       |
| 1C     | ELECTION OF DIRECTOR: GREGORY C. CASE  | Mgmt          | No vote       |
| 1D     | ELECTION OF DIRECTOR: ROBERT M. DEVLIN   | Mgmt          | No vote       |
| 1E     | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN  | Mgmt          | No vote       |
| 1F     | ELECTION OF DIRECTOR: RICHARD H. LENNY   | Mgmt          | No vote       |
| 1G     | ELECTION OF DIRECTOR: THOMAS G. MAHERAS  | Mgmt          | No vote       |
| 1H     | ELECTION OF DIRECTOR: MICHAEL H. MOSKOW  | Mgmt          | No vote       |
| 1I     | ELECTION OF DIRECTOR: DAVID W. NELMS   | Mgmt          | No vote       |
| 1J     | ELECTION OF DIRECTOR: E. FOLLIN SMITH  | Mgmt          | No vote       |
| 1K     | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH   | Mgmt          | No vote       |
| 2      | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | No vote       |
| 3      | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | No vote       |

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DOMINION RESOURCES, INC.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Security: 25746U109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: D  
 ISIN: US25746U1097

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM P. BARR   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PETER W. BROWN, M.D.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: HELEN E. DRAGAS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS F. FARRELL II  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN W. HARRIS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT S. JEPSON, JR.   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARK J. KINGTON   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: FRANK S. ROYAL, M.D.  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ROBERT H. SPILMAN, JR.  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID A. WOLLARD  | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT AUDITORS FOR 2012                          | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION ("SAY ON PAY")                        | Mgmt          | For           |
| 4.     | REPORT ASSESSING BENEFITS OF 15% ELECTRIC GENERATION FROM WIND AND SOLAR BY 2025          | Shr           | Against       |
| 5.     | REPORT ON POLICY OPTIONS TO ENCOURAGE INSTALLATION OF RENEWABLE ENERGY GENERATION SYSTEMS | Shr           | Against       |
| 6.     | REPORT ON IMPACT OF PLANT CLOSURES ON COMMUNITIES   | Shr           | Against       |
| 7.     | REPORT ASSESSING USE OF COAL OBTAINED THROUGH MOUNTAINTOP REMOVAL COAL MINING             | Shr           | Against       |
| 8.     | REPORT ON IMPACT AND RISKS OF INCREASED EXTRACTION AND USE OF NATURAL GAS                 | Shr           | Against       |
| 9.     | REPORT ON SPECIAL REVIEW OF NUCLEAR SAFETY BY COMMITTEE OF INDEPENDENT DIRECTORS          | Shr           | Against       |

DTE ENERGY COMPANY

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Security: 233331107  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: DTE  
 ISIN: US2333311072

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1.     | DIRECTOR<br>GERARD M. ANDERSON<br>CHARLES G. MCCLURE, JR.<br>EUGENE A. MILLER<br>CHARLES W. PRYOR, JR.<br>RUTH G. SHAW | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2.     | RATIFY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP  | Mgmt                                 | For                             |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt                                 | For                             |
| 4.     | MANAGEMENT PROPOSAL TO AMEND THE DTE ENERGY COMPANY 2006 LONG-TERM INCENTIVE PLAN                                      | Mgmt                                 | For                             |
| 5.     | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS   | Shr                                  | Against                         |
| 6.     | SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS EMISSIONS  | Shr                                  | Against                         |

DUKE ENERGY CORPORATION

Agen

Security: 26441C105  
 Meeting Type: Special  
 Meeting Date: 23-Aug-2011  
 Ticker: DUK  
 ISIN: US26441C1053

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | REVERSE STOCK SPLIT PROPOSAL - A PROPOSAL TO APPROVE THE AMENDMENT OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF DUKE ENERGY CORPORATION TO PROVIDE FOR A 1-FOR-3 REVERSE STOCK SPLIT WITH RESPECT TO THE ISSUED AND OUTSTANDING DUKE ENERGY COMMON STOCK IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT. | Mgmt          | For           |
| 02     | SHARE ISSUANCE PROPOSAL - A PROPOSAL TO APPROVE THE ISSUANCE OF DUKE ENERGY COMMON STOCK, PAR VALUE \$0.001 PER SHARE, TO PROGRESS ENERGY, INC. SHAREHOLDERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY  | Mgmt          | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

THE MERGER AGREEMENT.

|    |   |      |     |
|----|---|------|-----|
| 03 | ADJOURNMENT PROPOSAL - A PROPOSAL TO<br>ADJOURN THE SPECIAL MEETING OF THE<br>SHAREHOLDERS OF DUKE ENERGY, IF NECESSARY,<br>TO SOLICIT ADDITIONAL PROXIES IF THERE ARE<br>NOT SUFFICIENT VOTES TO APPROVE EITHER OF<br>THE PROPOSALS ABOVE. | Mgmt | For |
|----|---|------|-----|

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 DUKE ENERGY CORPORATION

Agem

Security: 26441C105  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: DUK  
 ISIN: US26441C1053  
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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>WILLIAM BARNET, III<br>G. ALEX BERNHARDT, SR.<br>MICHAEL G. BROWNING<br>DANIEL R. DIMICCO<br>JOHN H. FORSGREN<br>ANN MAYNARD GRAY<br>JAMES H. HANCE, JR.<br>E. JAMES REINSCH<br>JAMES T. RHODES<br>JAMES E. ROGERS<br>PHILIP R. SHARP | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF DELOITTE & TOUCHE LLP AS<br>DUKE ENERGY CORPORATION'S INDEPENDENT<br>PUBLIC ACCOUNTANT FOR 2012   | Mgmt   | For   |
| 3.     | ADVISORY VOTE TO APPROVE DUKE ENERGY<br>CORPORATION'S NAMED EXECUTIVE OFFICER<br>COMPENSATION   | Mgmt   | For   |
| 4.     | AMENDMENT OF THE AMENDED AND RESTATED<br>CERTIFICATE OF INCORPORATION OF DUKE ENERGY<br>CORPORATION   | Mgmt   | For   |
| 5.     | SHAREHOLDER PROPOSAL REGARDING THE ISSUANCE<br>OF A REPORT ON THE FINANCIAL RISKS OF<br>CONTINUED RELIANCE ON COAL  | Shr  | Against   |
| 6.     | SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT<br>TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE<br>MAJORITY VOTING FOR THE ELECTION OF<br>DIRECTORS   | Shr  | For   |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

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 E. I. DU PONT DE NEMOURS AND COMPANY

Agen

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 Security: 263534109  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: DD  
 ISIN: US2635341090  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LAMBERTO ANDREOTTI                         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. BROWN                           | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT A. BROWN                            | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: BERTRAND P. COLLOMB                        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CURTIS J. CRAWFORD                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALEXANDER M. CUTLER                        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ELEUTHERE I. DU PONT                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MARILLYN A. HEWSON                         | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LOIS D. JULIBER                            | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ELLEN J. KULLMAN                           | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LEE M. THOMAS                              | Mgmt          | For           |
| 2.     | ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION             | Mgmt          | For           |
| 4.     | ON INDEPENDENT CHAIR   | Shr           | Against       |
| 5.     | ON EXECUTIVE COMPENSATION REPORT                                 | Shr           | Against       |

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 EASTMAN CHEMICAL COMPANY

Agen

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 Security: 277432100  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: EMN  
 ISIN: US2774321002  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: STEPHEN R. DEMERITT | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1.2 | ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ  | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: JULIE F. HOLDER  | Mgmt | For |
| 1.4 | ELECTION OF DIRECTOR: LEWIS M. KLING   | Mgmt | For |
| 1.5 | ELECTION OF DIRECTOR: DAVID W. RAISBECK  | Mgmt | For |
| 2.  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION AS DISCLOSED IN PROXY STATEMENT  | Mgmt | For |
| 3.  | APPROVAL OF 2012 OMNIBUS STOCK COMPENSATION PLAN   | Mgmt | For |
| 4.  | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS  | Mgmt | For |
| 5.  | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION TO ELIMINATE CERTAIN SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS                             | Mgmt | For |
| 6.  | ADVISORY VOTE ON STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD OF DIRECTORS TAKE STEPS NECESSARY TO PERMIT STOCKHOLDERS TO ACT BY WRITTEN CONSENT | Shr  | For |

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 EATON CORPORATION

Agen-----

Security: 278058102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: ETN  
 ISIN: US2780581029

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALEXANDER M. CUTLER                                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR E. JOHNSON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DEBORAH L. MCCOY  | Mgmt          | For           |
| 2.     | APPROVING THE PROPOSED 2012 STOCK PLAN.   | Mgmt          | For           |
| 3.     | RATIFYING THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2012. | Mgmt          | For           |
| 4.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: EIX  
 ISIN: US2810201077

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAGJEET S. BINDRA   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: VANESSA C.L. CHANG  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCE A. CORDOVA   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CHARLES B. CURTIS   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: BRADFORD M. FREEMAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LUIS G. NOGALES   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RONALD L. OLSON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III                                      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: THOMAS C. SUTTON  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: PETER J. TAYLOR   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: BRETT WHITE   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.                        | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN.                         | Shr           | Against       |

EL PASO CORPORATION

Agen

Security: 28336L109  
 Meeting Type: Special  
 Meeting Date: 09-Mar-2012  
 Ticker: EP  
 ISIN: US28336L1098

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

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   | Type |     |
|----|---|------|-----|
| 1. | AGREEMENT AND PLAN OF MERGER, BY AND AMONG EL PASO CORPORATION ("EL PASO"), SIRIUS HOLDINGS MERGER CORPORATION, SIRIUS MERGER CORPORATION, KINDER MORGAN, INC., SHERPA MERGER SUB, INC. AND SHERPA ACQUISITION, LLC (MERGER AGREEMENT) AND AGREEMENT & PLAN OF MERGER BY AND AMONG EL PASO, SIRIUS HOLDINGS MERGER CORPORATION & SIRIUS MERGER CORPORATION (FIRST MERGER AGREEMENT) | Mgmt | For |
| 2. | TO APPROVE ANY ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT AND THE FIRST MERGER AGREEMENT  | Mgmt | For |
| 3. | TO APPROVE ON AN ADVISORY (NON-BINDING) BASIS THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO EL PASO'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE PROPOSED TRANSACTIONS  | Mgmt | For |

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 07-Feb-2012  
 Ticker: EMR  
 ISIN: US2910111044

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 01     | DIRECTOR<br>C. FERNANDEZ G.*<br>A.F. GOLDEN*<br>W.R. JOHNSON*<br>J.B. MENZER*<br>A.A. BUSCH III**<br>R.L. RIDGWAY**          | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.                                      | Mgmt   | For                                    |
| 03     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For                                    |
| 04     | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr  | For                                    |
| 05     | APPROVAL OF THE STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS AS DESCRIBED IN THE PROXY          | Shr  | For                                    |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

STATEMENT.

EOG RESOURCES, INC.

Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 02-May-2012  
 Ticker: EOG  
 ISIN: US26875P1012

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GEORGE A. ALCORN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES R. CRISP   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES C. DAY   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK G. PAPA   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FRANK G. WISNER  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt          | For           |
| 3.     | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL CONCERNING ACCELERATED VESTING OF EXECUTIVE OFFICER STOCK AWARDS UPON A CHANGE OF CONTROL, IF PROPERLY PRESENTED.   | Shr           | Against       |
| 5.     | STOCKHOLDER PROPOSAL CONCERNING STOCK RETENTION REQUIREMENTS FOR EXECUTIVE OFFICERS, IF PROPERLY PRESENTED.  | Shr           | Against       |

EQUITY RESIDENTIAL

Agen

Security: 29476L107  
 Meeting Type: Annual  
 Meeting Date: 21-Jun-2012  
 Ticker: EQR

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

ISIN: US29476L1070

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>JOHN W. ALEXANDER<br>CHARLES L. ATWOOD<br>LINDA WALKER BYNOE<br>MARY KAY HABEN<br>BRADLEY A. KEYWELL<br>JOHN E. NEAL<br>DAVID J. NEITHERCUT<br>MARK S. SHAPIRO<br>GERALD A. SPECTOR<br>B. JOSEPH WHITE<br>SAMUEL ZELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR THE YEAR ENDING DECEMBER 31, 2012.  | Mgmt   | For   |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt   | For   |
| 4.     | SHAREHOLDER PROPOSAL RELATING TO SUSTAINABILITY REPORTING.  | Shr  | Against   |

EXPEDITORS INT'L OF WASHINGTON, INC.

Agen

Security: 302130109  
Meeting Type: Annual  
Meeting Date: 02-May-2012  
Ticker: EXPD  
ISIN: US3021301094

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARK A. EMMERT      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: R. JORDAN GATES     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAN P. KOURKOUHELIS | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL J. MALONE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN W. MEISENBACH  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PETER J. ROSE       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES L. K. WANG    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROBERT R. WRIGHT    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|   |   |      |         |
|---|---|------|---------|
| 2 | TO APPROVE, ON A NON-BINDING BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 3 | TO APPROVE AND RATIFY THE ADOPTION OF THE 2012 STOCK OPTION PLAN.   | Mgmt | For     |
| 4 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For     |
| 5 | TO CONSIDER A SHAREHOLDER PROPOSAL TO ADOPT AN INDEPENDENT BOARD CHAIRMAN POLICY.   | Shr  | Against |

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 EXPRESS SCRIPTS HOLDING COMPANY

Agen

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 Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 30-May-2012  
 Ticker: ESRX  
 ISIN: US30219G1085  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GARY G. BENANAV  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MAURA C. BREEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM J. DELANEY   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS P. MAC MAHON  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: FRANK MERGENTHALER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN O. PARKER, JR.  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GEORGE PAZ   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MYRTLE S. POTTER   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: SAMUEL K. SKINNER  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: SEYMOUR STERNBERG  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

FOR THE COMPANY'S CURRENT FISCAL YEAR.

|    |   |      |         |
|----|---|------|---------|
| 3. | TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.              | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING REPORT ON POLITICAL CONTRIBUTIONS.     | Shr  | Against |
| 5. | STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT. | Shr  | Against |

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EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
Meeting Type: Annual  
Meeting Date: 30-May-2012  
Ticker: XOM  
ISIN: US30231G1022

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>M.J. BOSKIN<br>P. BRABECK-LETMATHE<br>L.R. FAULKNER<br>J.S. FISHMAN<br>H.H. FORE<br>K.C. FRAZIER<br>W.W. GEORGE<br>S.J. PALMISANO<br>S.S REINEMUND<br>R.W. TILLERSON<br>E.E. WHITACRE, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 61)   | Mgmt   | For  |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 62)  | Mgmt   | For  |
| 4.     | INDEPENDENT CHAIRMAN (PAGE 64)   | Shr  | Against  |
| 5.     | MAJORITY VOTE FOR DIRECTORS (PAGE 65)  | Shr  | Against  |
| 6.     | REPORT ON POLITICAL CONTRIBUTIONS (PAGE 66)  | Shr  | Against  |
| 7.     | AMENDMENT OF EEO POLICY (PAGE 67)  | Shr  | Against  |
| 8.     | REPORT ON NATURAL GAS PRODUCTION (PAGE 69)   | Shr  | Against  |
| 9.     | GREENHOUSE GAS EMISSIONS GOALS (PAGE 71)   | Shr  | Against  |

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FASTENAL COMPANY

Agen

Security: 311900104  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2012  
 Ticker: FAST  
 ISIN: US3119001044

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>ROBERT A. KIERLIN<br>STEPHEN M. SLAGGIE<br>MICHAEL M. GOSTOMSKI<br>WILLARD D. OBERTON<br>MICHAEL J. DOLAN<br>REYNE K. WISECUP<br>HUGH L. MILLER<br>MICHAEL J. ANCIUS<br>SCOTT A. SATTERLEE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR.   | Mgmt   | For   |
| 3.     | APPROVAL, BY NON-BINDING VOTE, OF FASTENAL COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 4.     | APPROVAL OF AN AMENDED AND RESTATED FASTENAL COMPANY INCENTIVE PLAN.   | Mgmt   | For   |
| 5.     | APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION OF FASTENAL COMPANY TO REQUIRE A MAJORITY VOTE FOR THE ELECTION OF DIRECTORS.   | Mgmt   | For   |

FIDELITY NAT'L INFORMATION SERVICES INC

Agen

Security: 31620M106  
 Meeting Type: Annual  
 Meeting Date: 30-May-2012  
 Ticker: FIS  
 ISIN: US31620M1062

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM P. FOLEY, II                                 | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: THOMAS M. HAGERTY                                    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KEITH W. HUGHES                                      | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC | Mgmt          | For           |

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ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR.

- |    |   |      |     |
|----|---|------|-----|
| 3. | ADVISORY VOTE ON FIDELITY NATIONAL INFORMATION SERVICES, INC. 2011 EXECUTIVE COMPENSATION.  | Mgmt | For |
| 4. | TO AMEND THE ARTICLES OF INCORPORATION AND THE BYLAWS OF FIDELITY NATIONAL INFORMATION SERVICES, INC. TO DECLASSIFY THE BOARD OF DIRECTORS. | Mgmt | For |

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 FIFTH THIRD BANCORP

Agen

Security: 316773100  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2012  
 Ticker: FITB  
 ISIN: US3167731005

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>DARRYL F. ALLEN<br>B. EVAN BAYH III<br>U.L. BRIDGEMAN, JR.<br>EMERSON L. BRUMBACK<br>JAMES P. HACKETT<br>GARY R. HEMINGER<br>JEWELL D. HOOVER<br>WILLIAM M. ISAAC<br>KEVIN T. KABAT<br>M.D. LIVINGSTON, PH.D.<br>MICHAEL B. MCCALLISTER<br>HENDRIK G. MEIJER<br>JOHN J. SCHIFF, JR.<br>MARSHA C. WILLIAMS                                  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL OF THE APPOINTMENT OF THE FIRM OF DELOITTE & TOUCHE LLP TO SERVE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR 2012.  | Mgmt   | For  |
| 3.     | THE PROPOSAL DESCRIBED IN THE PROXY STATEMENT TO AMEND THE ARTICLES OF INCORPORATION AND CODE OF REGULATIONS TO PROVIDE FOR A MAJORITY VOTING STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS UNLESS CUMULATIVE VOTING IS IN EFFECT. THE PROPOSED AMENDMENTS ARE ATTACHED AS ANNEX 1 TO THE PROXY STATEMENT AND ARE INCORPORATED THEREIN BY REFERENCE. | Mgmt   | For  |
| 4.     | AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S EXECUTIVES.  | Mgmt   | For  |
| 5.     | AN ADVISORY VOTE TO DETERMINE WHETHER THE  | Mgmt   | 1 Year   |

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SHAREHOLDER VOTE ON THE COMPENSATION OF THE  
COMPANY'S EXECUTIVES WILL OCCUR EVERY 1, 2,  
OR 3 YEARS.

FORD MOTOR COMPANY

Agen

Security: 345370860  
Meeting Type: Annual  
Meeting Date: 10-May-2012  
Ticker: F  
ISIN: US3453708600

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN G. BUTLER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KIMBERLY A. CASIANO  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.                                       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EDSSEL B. FORD II  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.                                       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RICHARD A. GEPHARDT  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES H. HANCE, JR.  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WILLIAM W. HELMAN IV   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.                                      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: ELLEN R. MARRAM  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: ALAN MULALLY   | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: HOMER A. NEAL  | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: GERALD L. SHAHEEN  | Mgmt          | For           |
| 1P.    | ELECTION OF DIRECTOR: JOHN L. THORNTON   | Mgmt          | For           |
| 2.     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.        | Mgmt          | For           |
| 3.     | SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES. | Mgmt          | For           |
| 4.     | RELATING TO CUMULATIVE VOTING FOR THE  | Shr           | For           |

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ELECTION OF DIRECTORS.

- |    |  |     |     |
|----|--|-----|-----|
| 5. | RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE. | Shr | For |
| 6. | RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.                            | Shr | For |

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FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2012  
 Ticker: FCX  
 ISIN: US35671D8570

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>RICHARD C. ADKERSON<br>ROBERT J. ALLISON, JR.<br>ROBERT A. DAY<br>GERALD J. FORD<br>H. DEVON GRAHAM, JR.<br>CHARLES C. KRULAK<br>BOBBY LEE LACKEY<br>JON C. MADONNA<br>DUSTAN E. MCCOY<br>JAMES R. MOFFETT<br>B. M. RANKIN, JR.<br>STEPHEN H. SIEGELE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 03     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |
| 04     | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.  | Shr  | Against   |

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Date: 25-Apr-2012  
 Ticker: GE  
 ISIN: US3696041033

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE  | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.   | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: ANN M. FUDGE   | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD  | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT  | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: ANDREA JUNG  | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY  | Mgmt          | For           |
| A8     | ELECTION OF DIRECTOR: ROBERT W. LANE   | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: RALPH S. LARSEN  | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS  | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: JAMES J. MULVA   | Mgmt          | For           |
| A12    | ELECTION OF DIRECTOR: SAM NUNN   | Mgmt          | For           |
| A13    | ELECTION OF DIRECTOR: ROGER S. PENSKE  | Mgmt          | For           |
| A14    | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA  | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: JAMES S. TISCH   | Mgmt          | For           |
| A16    | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III  | Mgmt          | For           |
| B1     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM                                   | Mgmt          | For           |
| B2     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| B3     | APPROVAL OF AN AMENDMENT TO THE GE 2007 LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES | Mgmt          | For           |
| B4     | APPROVAL OF THE MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS   | Mgmt          | For           |
| C1     | CUMULATIVE VOTING  | Shr           | Against       |
| C2     | NUCLEAR ACTIVITIES   | Shr           | Against       |
| C3     | INDEPENDENT BOARD CHAIRMAN   | Shr           | Against       |
| C4     | SHAREOWNER ACTION BY WRITTEN CONSENT   | Shr           | Against       |

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 GENERAL MILLS, INC.  
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Agen

Security: 370334104  
 Meeting Type: Annual  
 Meeting Date: 26-Sep-2011  
 Ticker: GIS  
 ISIN: US3703341046  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BRADBURY H. ANDERSON  | Mgmt          | No vote       |
| 1B     | ELECTION OF DIRECTOR: R. KERRY CLARK  | Mgmt          | No vote       |
| 1C     | ELECTION OF DIRECTOR: PAUL DANOS  | Mgmt          | No vote       |
| 1D     | ELECTION OF DIRECTOR: WILLIAM T. ESREY  | Mgmt          | No vote       |
| 1E     | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN  | Mgmt          | No vote       |
| 1F     | ELECTION OF DIRECTOR: JUDITH RICHARDS HOPE  | Mgmt          | No vote       |
| 1G     | ELECTION OF DIRECTOR: HEIDI G. MILLER   | Mgmt          | No vote       |
| 1H     | ELECTION OF DIRECTOR: HILDA<br>OCHOA-BRILLEMBOURG   | Mgmt          | No vote       |
| 1I     | ELECTION OF DIRECTOR: STEVE ODLAND  | Mgmt          | No vote       |
| 1J     | ELECTION OF DIRECTOR: KENDALL J. POWELL   | Mgmt          | No vote       |
| 1K     | ELECTION OF DIRECTOR: MICHAEL D. ROSE   | Mgmt          | No vote       |
| 1L     | ELECTION OF DIRECTOR: ROBERT L. RYAN  | Mgmt          | No vote       |
| 1M     | ELECTION OF DIRECTOR: DOROTHY A. TERRELL  | Mgmt          | No vote       |
| 02     | APPROVE THE 2011 STOCK COMPENSATION PLAN.   | Mgmt          | No vote       |
| 03     | APPROVE THE 2011 COMPENSATION PLAN FOR<br>NON-EMPLOYEE DIRECTORS.   | Mgmt          | No vote       |
| 04     | CAST AN ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION.   | Mgmt          | No vote       |
| 05     | CAST AN ADVISORY VOTE ON THE FREQUENCY OF<br>THE ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION.              | Mgmt          | No vote       |
| 06     | RATIFY THE APPOINTMENT OF KPMG LLP AS<br>GENERAL MILLS' INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM. | Mgmt          | No vote       |

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# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

GENUINE PARTS COMPANY

Agen

Security: 372460105  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2012  
 Ticker: GPC  
 ISIN: US3724601055

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR   |               |               |
|        | DR. MARY B. BULLOCK  | Mgmt          | For           |
|        | PAUL D. DONAHUE  | Mgmt          | For           |
|        | JEAN DOUVILLE  | Mgmt          | For           |
|        | THOMAS C. GALLAGHER  | Mgmt          | For           |
|        | GEORGE C. 'JACK' GUYNN   | Mgmt          | For           |
|        | JOHN R. HOLDER   | Mgmt          | For           |
|        | JOHN D. JOHNS  | Mgmt          | For           |
|        | MICHAEL M.E. JOHNS, MD   | Mgmt          | For           |
|        | J. HICKS LANIER  | Mgmt          | For           |
|        | R.C. LOUDERMILK, JR.   | Mgmt          | For           |
|        | WENDY B. NEEDHAM   | Mgmt          | For           |
|        | JERRY W. NIX   | Mgmt          | For           |
|        | GARY W. ROLLINS  | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt          | For           |

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: GILD  
 ISIN: US3755581036

| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 1.     | DIRECTOR            |               |               |
|        | JOHN F. COGAN       | Mgmt          | For           |
|        | ETIENNE F. DAVIGNON | Mgmt          | For           |
|        | JAMES M. DENNY      | Mgmt          | For           |
|        | CARLA A. HILLS      | Mgmt          | For           |
|        | KEVIN E. LOFTON     | Mgmt          | For           |
|        | JOHN W. MADIGAN     | Mgmt          | For           |
|        | JOHN C. MARTIN      | Mgmt          | For           |
|        | GORDON E. MOORE     | Mgmt          | For           |
|        | NICHOLAS G. MOORE   | Mgmt          | For           |
|        | RICHARD J. WHITLEY  | Mgmt          | For           |
|        | GAYLE E. WILSON     | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
|    | PER WOLD-OLSEN   | Mgmt | For     |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For     |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.   | Mgmt | For     |
| 4. | IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.  | Shr  | Against |
| 5. | IF PROPERLY PRESENTED AT THE MEETING, TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO REDEEM GILEAD'S POISON PILL UNLESS THE PLAN IS SUBJECT TO A STOCKHOLDER VOTE.              | Shr  | For     |

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GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 21-Jun-2012  
Ticker: GOOG  
ISIN: US38259P5089

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>LARRY PAGE<br>SERGEY BRIN<br>ERIC E. SCHMIDT<br>L. JOHN DOERR<br>DIANE B. GREENE<br>JOHN L. HENNESSY<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN                          | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.   | Mgmt   | For  |
| 3A.    | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO | Mgmt   | For  |



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ESTABLISH THE CLASS C CAPITAL STOCK AND TO MAKE CERTAIN CLARIFYING CHANGES.

|     |   |      |         |
|-----|---|------|---------|
| 3B. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 6 BILLION TO 9 BILLION.  | Mgmt | For     |
| 3C. | THE APPROVAL OF THE ADOPTION OF GOOGLE'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO GOOGLE'S THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE TREATMENT OF SHARES OF CLASS A COMMON STOCK IN A MANNER THAT IS AT LEAST AS FAVORABLE AS THE SHARES OF CLASS B COMMON STOCK. | Mgmt | For     |
| 4.  | THE APPROVAL OF GOOGLE'S 2012 STOCK PLAN.   | Mgmt | For     |
| 5.  | THE APPROVAL OF GOOGLE'S 2012 INCENTIVE COMPENSATION PLAN FOR EMPLOYEES AND CONSULTANTS OF MOTOROLA MOBILITY.   | Mgmt | For     |
| 6.  | A STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against |
| 7.  | A STOCKHOLDER PROPOSAL REGARDING MANDATORY ARBITRATION OF CERTAIN SHAREHOLDER CLAIMS, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against |
| 8.  | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against |

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GREEN MOUNTAIN COFFEE ROASTERS, INC.

Agem

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Security: 393122106  
Meeting Type: Annual  
Meeting Date: 22-Mar-2012  
Ticker: GMCR  
ISIN: US3931221069  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>WILLIAM D. DAVIS<br>JULES A. DEL VECCHIO<br>ROBERT P. STILLER | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2      | TO CONSIDER AN ADVISORY VOTE ON EXECUTIVE                                 | Mgmt                 | For               |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

COMPENSATION AS DISCLOSED IN THESE MATERIALS

|   |   |      |     |
|---|---|------|-----|
| 3 | TO AMEND ARTICLE FOURTH OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF \$0.10 PAR VALUE COMMON STOCK | Mgmt | For |
| 4 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERD PUBLIC ACCOUNTING FIRM FOR FISCAL 2012                                 | Mgmt | For |

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GREENHILL & CO., INC.

Agen

Security: 395259104  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2012  
 Ticker: GHJ  
 ISIN: US3952591044

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| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 1.     | DIRECTOR<br>ROBERT F. GREENHILL<br>SCOTT L. BOK<br>ROBERT T. BLAKELY<br>JOHN C. DANFORTH<br>STEVEN F. GOLDSTONE<br>STEPHEN L. KEY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP TO SERVE AS GREENHILL'S AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2012.        | Mgmt   | For                                    |
| 3.     | APPROVAL, BY NON-BINDING VOTE, OF GREENHILL'S EXECUTIVE COMPENSATION.   | Mgmt   | For                                    |

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H&R BLOCK, INC.

Agen

Security: 093671105  
 Meeting Type: Annual  
 Meeting Date: 14-Sep-2011  
 Ticker: HRB  
 ISIN: US0936711052

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| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PAUL J. BROWN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1B | ELECTION OF DIRECTOR: WILLIAM C. COBB  | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: MARVIN R. ELLISON  | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: ROBERT A. GERARD   | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: DAVID B. LEWIS   | Mgmt | For     |
| IF | ELECTION OF DIRECTOR: VICTORIA J. REICH  | Mgmt | For     |
| IG | ELECTION OF DIRECTOR: BRUCE C. ROHDE   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: TOM D. SEIP  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: CHRISTIANNA WOOD   | Mgmt | For     |
| IJ | ELECTION OF DIRECTOR: JAMES F. WRIGHT  | Mgmt | For     |
| 02 | THE APPROVAL OF AN ADVISORY PROPOSAL ON THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 03 | THE APPROVAL OF AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.            | Mgmt | 1 Year  |
| 04 | THE APPROVAL OF AN AMENDMENT TO THE 2008 DEFERRED STOCK UNIT PLAN FOR OUTSIDE DIRECTORS.                                       | Mgmt | Against |
| 05 | THE APPROVAL OF THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE SHARES ISSUED.   | Mgmt | For     |
| 06 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT ACCOUNTANTS FOR FISCAL YEAR ENDING APRIL 30, 2012. | Mgmt | For     |

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HALLIBURTON COMPANY

Agen

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Security: 406216101  
Meeting Type: Annual  
Meeting Date: 16-May-2012  
Ticker: HAL  
ISIN: US4062161017

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| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.M. BENNETT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.R. BOYD     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. CARROLL    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: N.K. DICCIANI | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M.S. GERBER   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1F | ELECTION OF DIRECTOR: S.M. GILLIS   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: A.S. JUM'AH   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: D.J. LESAR  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: R.A. MALONE   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: J.L. MARTIN   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: D.L. REED   | Mgmt | For |
| 2  | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.                         | Mgmt | For |
| 3  | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                      | Mgmt | For |
| 4  | PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN. | Mgmt | For |

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HARRIS CORPORATION

Agen

Security: 413875105  
Meeting Type: Annual  
Meeting Date: 28-Oct-2011  
Ticker: HRS  
ISIN: US4138751056

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HOWARD L. LANCE     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: THOMAS A. DATTILO   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: TERRY D. GROWCOCK   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LEWIS HAY III       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KAREN KATEN         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: LESLIE F. KENNE     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DAVID B. RICKARD    | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES C. STOFFEL    | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: GREGORY T. SWIENTON | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: HANSEL E. TOOKES II | Mgmt          | For           |
| 02     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 03 | ADVISORY VOTE ON FREQUENCY OF FUTURE<br>ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt | 1 Year  |
| 04 | RATIFICATION OF APPOINTMENT OF ERNST &<br>YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR FISCAL YEAR 2012.  | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL REQUESTING APPROVAL OF<br>AN AMENDMENT TO OUR BY-LAWS TO REQUIRE AN<br>INDEPENDENT CHAIRMAN OF THE BOARD. | Shr  | Against |

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HCA HOLDINGS, INC

Agen

Security: 40412C101  
Meeting Type: Annual  
Meeting Date: 26-Apr-2012  
Ticker: HCA  
ISIN: US40412C1018

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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>RICHARD M. BRACKEN<br>R. MILTON JOHNSON<br>JOHN P. CONNAUGHTON<br>KENNETH W. FREEMAN<br>THOMAS F. FRIST III<br>WILLIAM R. FRIST<br>CHRISTOPHER R. GORDON<br>JAY O. LIGHT<br>GEOFFREY G. MEYERS<br>MICHAEL W. MICHELSON<br>JAMES C. MOMTAAZEE<br>STEPHEN G. PAGLIUCA<br>WAYNE J. RILEY, M.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE YEAR ENDING<br>DECEMBER 31, 2012  | Mgmt   | For  |
| 3      | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION  | Mgmt   | For  |
| 4      | ADVISORY VOTE TO APPROVE THE FREQUENCY OF<br>FUTURE ADVISORY VOTES TO APPROVE NAMED<br>EXECUTIVE OFFICER COMPENSATION   | Mgmt   | 1 Year   |

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HEALTH CARE REIT, INC.

Agen

Security: 42217K106

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: HCN  
 ISIN: US42217K1060

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.A    | ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.  | Mgmt          | For           |
| 1.B    | ELECTION OF DIRECTOR: GEORGE L. CHAPMAN  | Mgmt          | For           |
| 1.C    | ELECTION OF DIRECTOR: DANIEL A. DECKER   | Mgmt          | For           |
| 1.D    | ELECTION OF DIRECTOR: THOMAS J. DEROSA   | Mgmt          | For           |
| 1.E    | ELECTION OF DIRECTOR: JEFFREY H. DONAHUE   | Mgmt          | For           |
| 1.F    | ELECTION OF DIRECTOR: PETER J. GRUA  | Mgmt          | For           |
| 1.G    | ELECTION OF DIRECTOR: FRED S. KLIPSCH  | Mgmt          | For           |
| 1.H    | ELECTION OF DIRECTOR: SHARON M. OSTER  | Mgmt          | For           |
| 1.I    | ELECTION OF DIRECTOR: JEFFREY R. OTTEN   | Mgmt          | For           |
| 1.J    | ELECTION OF DIRECTOR: R. SCOTT TRUMBULL  | Mgmt          | For           |
| 2.     | APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC. | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2012.                            | Mgmt          | For           |

HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
 Meeting Type: Annual  
 Meeting Date: 21-Mar-2012  
 Ticker: HPQ  
 ISIN: US4282361033

| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: M. L. ANDREESSEN | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: S. BANERJI       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R. L. GUPTA      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J. H. HAMMERGREN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1E | ELECTION OF DIRECTOR: R. J. LANE  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: A. M. LIVERMORE   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: G. M. REINER  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: P. F. RUSSO   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: G. K. THOMPSON  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: M. C. WHITMAN   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: R. V. WHITWORTH   | Mgmt | For     |
| 2  | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2012. | Mgmt | For     |
| 3  | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4  | STOCKHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK."   | Shr  | Against |

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HONEYWELL INTERNATIONAL INC.

Agen

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Security: 438516106  
Meeting Type: Annual  
Meeting Date: 23-Apr-2012  
Ticker: HON  
ISIN: US4385161066  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GORDON M. BETHUNE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KEVIN BURKE        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAIME CHICO PARDO  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID M. COTE      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: D. SCOTT DAVIS     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LINNET F. DEILY    | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JUDD GREGG         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CLIVE R. HOLLICK   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GEORGE PAZ         | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: BRADLEY T. SHEARES | Mgmt          | For           |
| 2.     | APPROVAL OF INDEPENDENT ACCOUNTANTS.     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | INDEPENDENT BOARD CHAIRMAN.                      | Shr  | For |
| 5. | POLITICAL CONTRIBUTIONS.                         | Shr  | For |

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HOST HOTELS & RESORTS, INC.

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Agen

Security: 44107P104  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: HST  
 ISIN: US44107P1049

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: ROBERT M. BAYLIS  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: TERENCE C. GOLDEN   | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: ANN M. KOROLOGOS  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: RICHARD E. MARRIOTT   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: JOHN B. MORSE, JR.  | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: WALTER C. RAKOWICH  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: GORDON H. SMITH   | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: W. EDWARD WALTER  | Mgmt          | For           |
| 2.     | RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.                                | Mgmt          | For           |

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HUDSON CITY BANCORP, INC.

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Agen

Security: 443683107  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: HCBK  
 ISIN: US4436831071

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



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1.1 | ELECTION OF DIRECTOR FOR THREE YEAR TERM:<br>DENIS J. SALAMONE  | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR FOR THREE YEAR TERM:<br>MICHAEL W. AZZARA  | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR FOR THREE YEAR TERM:<br>VICTORIA H. BRUNI  | Mgmt | For |
| 2.  | THE RATIFICATION OF THE APPOINTMENT OF KPMG<br>LLP AS HUDSON CITY BANCORP'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE<br>FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |
| 3.  | THE APPROVAL OF A NON-BINDING ADVISORY<br>PROPOSAL ON NAMED EXECUTIVE OFFICER<br>COMPENSATION.  | Mgmt | For |
| 4.  | THE APPROVAL OF AN AMENDMENT TO HUDSON CITY<br>BANCORP'S CERTIFICATE OF INCORPORATION TO<br>DECLASSIFY THE BOARD OF DIRECTORS.  | Mgmt | For |

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 INTEGRYS ENERGY GROUP INC

Agen

Security: 45822P105  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: TEG  
 ISIN: US45822P1057  
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| Prop.# | Proposal   | Proposal<br>Type   | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>KEITH E. BAILEY<br>WILLIAM J. BRODSKY<br>ALBERT J. BUDNEY, JR.<br>P. SAN JUAN CAFFERTY<br>ELLEN CARNAHAN<br>MICHELLE L. COLLINS<br>K.M. HASSELBLAD-PASCALE<br>JOHN W. HIGGINS<br>PAUL W. JONES<br>HOLLY K. KOEPPPEL<br>MICHAEL E. LAVIN<br>WILLIAM F. PROTZ, JR.<br>CHARLES A. SCHROCK | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | THE APPROVAL OF A NON-BINDING ADVISORY<br>RESOLUTION TO APPROVE THE COMPENSATION OF<br>OUR NAMED EXECUTIVE OFFICERS.   | Mgmt   | For  |
| 3.     | THE APPROVAL OF AN AMENDMENT TO OUR<br>ARTICLES OF INCORPORATION TO ADOPT A<br>MAJORITY VOTING STANDARD FOR FUTURE<br>DIRECTOR ELECTIONS.  | Mgmt   | For  |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 4. | THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR INTEGRYS ENERGY GROUP AND ITS SUBSIDIARIES FOR 2012. | Mgmt | For |
|----|--|------|-----|

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INTEL CORPORATION

Agen

Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: INTC  
 ISIN: US4581401001

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ANDY D. BRYANT   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SUSAN L. DECKER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOHN J. DONAHOE  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: REED E. HUNDT  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL S. OTELLINI   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES D. PLUMMER   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt          | For           |
| 2.     | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CURRENT YEAR | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL: WHETHER TO HOLD AN ADVISORY VOTE ON POLITICAL CONTRIBUTIONS                                    | Shr           | Against       |

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Ticker: IBM  
ISIN: US4592001014

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A. J. P. BELDA   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: W. R. BRODY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: K. I. CHENAULT   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: M. L. ESKEW  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: D. N. FARR   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: S. A. JACKSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: A. N. LIVERIS  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: W. J. MCNERNEY, JR.  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: J. W. OWENS  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: S. J. PALMISANO  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: V. M. ROMETTY  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: J. E. SPERO  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: S. TAUREL  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: L. H. ZAMBRANO   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)       | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)  | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 73)  | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS - TRADE ASSOCIATIONS POLICY (PAGE 74) | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 75)             | Shr           | Against       |

INVESCO LTD

Agen

Security: G491BT108  
Meeting Type: Annual  
Meeting Date: 17-May-2012  
Ticker: IVZ  
ISIN: BMG491BT1088

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MARTIN L. FLANAGAN  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: C. ROBERT HENRIKSON   | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: BEN F. JOHNSON, III   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: J. THOMAS PRESBY  | Mgmt          | For           |
| 2      | ADVISORY VOTE TO APPROVE 2011 EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3      | APPROVAL OF THE INVESCO LTD. 2012 EMPLOYEE STOCK PURCHASE PLAN                                  | Mgmt          | For           |
| 4      | APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

J.B. HUNT TRANSPORT SERVICES, INC.

Agen

Security: 445658107  
Meeting Type: Annual  
Meeting Date: 26-Apr-2012  
Ticker: JBHT  
ISIN: US4456581077

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DOUGLAS G. DUNCAN      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCESCA M. EDWARDSON | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WAYNE GARRISON         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SHARILYN S. GASAWAY    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: GARY C. GEORGE         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: BRYAN HUNT             | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: COLEMAN H. PETERSON    | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN N. ROBERTS III    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JAMES L. ROBO          | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM J. SHEA, JR.   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: KIRK THOMPSON          | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

- |    |  |      |     |
|----|--|------|-----|
| 2. | TO APPROVE SECOND AMENDED & RESTATED MANAGEMENT INCENTIVE PLAN, INCLUDING MATERIAL TERMS OF PERFORMANCE GOALS UNDER SUCH PLAN. | Mgmt | For |
| 3. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR CALENDAR YEAR 2012.         | Mgmt | For |

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 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: JNJ  
 ISIN: US4781601046

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARY SUE COLEMAN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES G. CULLEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: IAN E.L. DAVIS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALEX GORSKY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DAVID SATCHER   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: WILLIAM C. WELDON   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt          | For           |
| 3.     | APPROVAL OF THE COMPANY'S 2012 LONG-TERM INCENTIVE PLAN   | Mgmt          | For           |
| 4.     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012 | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD   | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

CHAIRMAN

|    |  |     |         |
|----|--|-----|---------|
| 6. | SHAREHOLDER PROPOSAL ON BINDING VOTE ON POLITICAL CONTRIBUTIONS  | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING | Shr | Against |

-----  
 JOHNSON CONTROLS, INC.

Agen

Security: 478366107  
 Meeting Type: Annual  
 Meeting Date: 25-Jan-2012  
 Ticker: JCI  
 ISIN: US4783661071  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>DENNIS W. ARCHER<br>MARK P. VERGNANO<br>RICHARD GOODMAN           | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2012.      | Mgmt                 | For               |
| 03     | ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                | Mgmt                 | For               |
| 04     | CONSIDERATION OF A SHAREHOLDER PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS. | Shr                  | For               |

-----  
 JOY GLOBAL INC.

Agen

Security: 481165108  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2012  
 Ticker: JOY  
 ISIN: US4811651086  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>STEVEN L. GERARD<br>JOHN T. GREMP<br>JOHN NILS HANSON<br>GALE E. KLAPPA<br>RICHARD B. LOYND<br>P. ERIC SIEGERT<br>MICHAEL W. SUTHERLIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
|    | JAMES H. TATE  | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2012. | Mgmt | For |
| 03 | ADVISORY VOTE ON THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For |
| 04 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.                        | Mgmt | For |
| 05 | REAPPROVAL OF THE PERFORMANCE GOALS UNDER THE JOY GLOBAL INC. 2007 STOCK INCENTIVE PLAN.   | Mgmt | For |

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JPMORGAN CHASE & CO.

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Agen

Security: 46625H100  
Meeting Type: Annual  
Meeting Date: 15-May-2012  
Ticker: JPM  
ISIN: US46625H1005

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES A. BELL                          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES                     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: STEPHEN B. BURKE                       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID M. COTE                          | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES S. CROWN                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES DIMON                            | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ELLEN V. FUTTER                        | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.                  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LEE R. RAYMOND                         | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM C. WELDON                      | Mgmt          | For           |
| 2.     | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION        | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  |     |         |
|-----|--|-----|---------|
| 4.  | POLITICAL NON-PARTISANSHIP               | Shr | Against |
| 5.  | INDEPENDENT DIRECTOR AS CHAIRMAN         | Shr | Against |
| 6.  | LOAN SERVICING                           | Shr | Against |
| 7.  | CORPORATE POLITICAL CONTRIBUTIONS REPORT | Shr | Against |
| 8.  | GENOCIDE-FREE INVESTING                  | Shr | Against |
| 9.  | SHAREHOLDER ACTION BY WRITTEN CONSENT    | Shr | Against |
| 10. | STOCK RETENTION                          | Shr | Against |

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KANSAS CITY SOUTHERN

Agen

Security: 485170302  
Meeting Type: Annual  
Meeting Date: 03-May-2012  
Ticker: KSU  
ISIN: US4851703029

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>LU M. CORDOVA<br>MICHAEL R. HAVERTY<br>THOMAS A. MCDONNELL   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF THE AUDIT COMMITTEE'S<br>SELECTION OF KPMG LLP AS OUR INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.   | Mgmt                 | For               |
| 3A.    | APPROVAL OF AMENDED AND RESTATED<br>CERTIFICATE OF INCORPORATION - ELIMINATION<br>OF CERTAIN SUPERMAJORITY VOTING<br>REQUIREMENTS. | Mgmt                 | For               |
| 3B.    | APPROVAL OF AMENDED AND RESTATED<br>CERTIFICATE OF INCORPORATION - ELIMINATION<br>OF CUMULATIVE VOTING.                            | Mgmt                 | For               |
| 3C.    | APPROVAL OF AMENDED AND RESTATED<br>CERTIFICATE OF INCORPORATION - TECHNICAL<br>AND CONFORMING CHANGES.                            | Mgmt                 | For               |
| 4.     | ADVISORY (NON-BINDING) VOTE APPROVING THE<br>2011 COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS.                                 | Mgmt                 | For               |
| 5.     | CONSIDER AND ACT ON A STOCKHOLDER PROPOSAL<br>REGARDING ADOPTING SIMPLE MAJORITY VOTING.   | Shr                  | Against           |



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KELLOGG COMPANY

Agen

Security: 487836108  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2012  
 Ticker: K  
 ISIN: US4878361082

| Prop.# | Proposal   | Proposal Type                | Proposal Vote                            |
|--------|--|------------------------------|--|
| 1.     | DIRECTOR<br>BENJAMIN CARSON<br>JOHN DILLON<br>JIM JENNESS<br>DON KNAUSS  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote<br>No vote |
| 2.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt                         | No vote                                  |
| 3.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt                         | No vote                                  |
| 4.     | SHAREOWNER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, TO REPEAL CLASSIFIED BOARD.   | Shr                          | No vote                                  |
| 5.     | SHAREOWNER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, TO ADOPT SIMPLE MAJORITY VOTE.  | Shr                          | No vote                                  |

KEYCORP

Agen

Security: 493267108  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: KEY  
 ISIN: US4932671088

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1      | DIRECTOR<br>EDWARD P. CAMPBELL<br>JOSEPH A. CARRABBA<br>CHARLES P. COOLEY<br>ALEXANDER M. CUTLER<br>H. JAMES DALLAS<br>ELIZABETH R. GILE<br>RUTH ANN M. GILLIS<br>WILLIAM G. GISEL, JR.<br>RICHARD J. HIPPLE<br>KRISTEN L. MANOS<br>BETH E. MOONEY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|   |   |      |         |
|---|---|------|---------|
|   | BILL R. SANFORD   | Mgmt | For     |
|   | BARBARA R. SNYDER   | Mgmt | For     |
|   | THOMAS C. STEVENS   | Mgmt | For     |
| 2 | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.          | Mgmt | For     |
| 3 | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.                      | Mgmt | For     |
| 4 | SHAREHOLDER PROPOSAL REQUESTING CHAIRMAN BE INDEPENDENT DIRECTOR. | Shr  | Against |

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 KIMBERLY-CLARK CORPORATION

Agen

Security: 494368103  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: KMB  
 ISIN: US4943681035

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN R. ALM                             | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN F. BERGSTROM                       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ABELARDO E. BRU                         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT W. DECHERD                       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS J. FALK                          | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: FABIAN T. GARCIA                        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MAE C. JEMISON, M.D.                    | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES M. JENNESS                        | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: NANCY J. KARCH                          | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: IAN C. READ                             | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LINDA JOHNSON RICE                      | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MARC J. SHAPIRO                         | Mgmt          | For           |
| 2.     | RATIFICATION OF AUDITORS                                      | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

KIMCO REALTY CORPORATION

Agen

Security: 49446R109  
 Meeting Type: Annual  
 Meeting Date: 01-May-2012  
 Ticker: KIM  
 ISIN: US49446R1095

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1      | DIRECTOR<br>M. COOPER<br>P. COVIELLO<br>R. DOOLEY<br>J. GRILLS<br>D. HENRY<br>F.P. HUGHES<br>F. LOURENSO<br>C. NICHOLAS<br>R. SALTZMAN   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | THE ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 3      | THE APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2010 EQUITY PARTICIPATION PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THAT PLAN BY 5,000,000 SHARES. | Mgmt   | For   |
| 4      | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.   | Mgmt   | For   |

KIRBY CORPORATION

Agen

Security: 497266106  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: KEX  
 ISIN: US4972661064

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: BOB G. GOWER                               | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: MONTE J. MILLER                            | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: JOSEPH H. PYNE                             | Mgmt          | For           |
| 2.     | APPROVAL OF AMENDMENTS TO KIRBY'S 2005 STOCK AND INCENTIVE PLAN. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 3. | APPROVAL OF AN AMENDMENT TO KIRBY'S 2000<br>NONEMPLOYEE DIRECTOR STOCK PLAN.                                       | Mgmt | For |
| 4. | RATIFICATION OF THE SELECTION OF KPMG LLP<br>AS KIRBY'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 5. | ADVISORY VOTE ON THE APPROVAL OF THE<br>COMPENSATION OF KIRBY'S NAMED EXECUTIVE<br>OFFICERS.                       | Mgmt | For |

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 KOHL'S CORPORATION

Agen

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 Security: 500255104  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: KSS  
 ISIN: US5002551043  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PETER BONEPARTH   | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: STEVEN A. BURD  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN F. HERMA   | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: DALE E. JONES   | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM S. KELLOGG  | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: KEVIN MANSELL   | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHN E. SCHLIFSKE   | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: FRANK V. SICA   | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: PETER M. SOMMERHAUSER   | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: STEPHANIE A. STREETER   | Mgmt             | For           |
| 1K.    | ELECTION OF DIRECTOR: NINA G. VACA  | Mgmt             | For           |
| 1L.    | ELECTION OF DIRECTOR: STEPHEN E. WATSON   | Mgmt             | For           |
| 2.     | RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt             | For           |
| 3.     | ADVISORY VOTE ON APPROVAL OF NAMED<br>EXECUTIVE OFFICER COMPENSATION.                           | Mgmt             | For           |
| 4.     | SHAREHOLDER PROPOSAL: ANIMAL FUR POLICY.  | Shr              | Against       |
| 5.     | SHAREHOLDER PROPOSAL: SUCCESSION PLANNING<br>AND REPORTING.                                     | Shr              | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |     |         |
|----|---|-----|---------|
| 6. | SHAREHOLDER PROPOSAL: EXECUTIVES TO RETAIN SIGNIFICANT STOCK. | Shr | Against |
|----|---|-----|---------|

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KRAFT FOODS INC.

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Agen

Security: 50075N104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: KFT  
 ISIN: US50075N1046

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MYRA M. HART                               | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PETER B. HENRY                             | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LOIS D. JULIBER                            | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK D. KETCHUM                            | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TERRY J. LUNDGREN                          | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MACKEY J. MCDONALD                         | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JORGE S. MESQUITA                          | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN C. POPE                               | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS                        | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: IRENE B. ROSENFELD                         | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: J.F. VAN BOXMEER                           | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.                 | Mgmt          | For           |
| 3.     | APPROVAL OF AMENDMENT TO CHANGE COMPANY NAME.                    | Mgmt          | For           |
| 4.     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.           | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL: SUSTAINABLE FORESTRY REPORT.               | Shr           | Against       |
| 6.     | SHAREHOLDER PROPOSAL:REPORT ON EXTENDED PRODUCER RESPONSIBILITY. | Shr           | Against       |
| 7.     | SHAREHOLDER PROPOSAL: REPORT ON LOBBYING.                        | Shr           | Against       |

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LAZARD LTD

Agen

Security: G54050102  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: LAZ  
 ISIN: BMG540501027

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>ASHISH BHUTANI<br>STEVEN J. HEYER<br>SYLVIA JAY<br>VERNON E. JORDAN, JR.  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS LAZARD LTD'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012 AND AUTHORIZATION OF LAZARD LTD'S BOARD OF DIRECTORS, ACTING BY THE AUDIT COMMITTEE, TO SET THEIR REMUNERATION. | Mgmt                         | For                      |
| 3.     | NON-BINDING ADVISORY VOTE REGARDING EXECUTIVE COMPENSATION.   | Mgmt                         | For                      |

LEAR CORPORATION

Agen

Security: 521865204  
 Meeting Type: Annual  
 Meeting Date: 16-May-2012  
 Ticker: LEA  
 ISIN: US5218652049

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: THOMAS P. CAPO  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JONATHAN F. FOSTER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CONRAD L. MALLETT, JR.  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DONALD L. RUNKLE  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MATTHEW J. SIMONCINI  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GREGORY C. SMITH  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: HENRY D.G. WALLACE  | Mgmt          | For           |
| 2      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC | Mgmt          | For           |

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ACCOUNTING FIRM FOR 2012.

3 ADVISORY VOTE TO APPROVE LEAR CORPORATION'S EXECUTIVE COMPENSATION. Mgmt For

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LEGG MASON, INC. Agen

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Security: 524901105  
Meeting Type: Annual  
Meeting Date: 26-Jul-2011  
Ticker: LM  
ISIN: US5249011058  
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| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 1      | DIRECTOR<br>HAROLD L. ADAMS<br>JOHN T. CAHILL<br>MARK R. FETTING<br>MARGARET M. RICHARDSON<br>KURT L. SCHMOKE   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2      | AMENDMENT AND RE-APPROVAL OF THE LEGG MASON, INC. 1996 EQUITY INCENTIVE PLAN;                                   | Mgmt                                 | For                             |
| 3      | AMENDMENT OF THE LEGG MASON, INC. ARTICLES OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS;    | Mgmt                                 | For                             |
| 4      | AN ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS;                                 | Mgmt                                 | For                             |
| 5      | AN ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS;  | Mgmt                                 | 1 Year                          |
| 6      | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM; | Mgmt                                 | For                             |

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LEGETT & PLATT, INCORPORATED Agen

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Security: 524660107  
Meeting Type: Annual  
Meeting Date: 10-May-2012  
Ticker: LEG  
ISIN: US5246601075  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|     |   |      |         |
|-----|---|------|---------|
| 1A. | ELECTION OF DIRECTOR: ROBERT E. BRUNNER   | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: RALPH W. CLARK  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: R. TED ENLOE, III   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: RICHARD T. FISHER   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: MATTHEW C. FLANIGAN   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: KARL G. GLASSMAN  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: RAY A. GRIFFITH   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: DAVID S. HAFFNER  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: JOSEPH W. MCCLANATHAN   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JUDY C. ODOM  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: MAURICE E. PURNELL,<br>JR.  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: PHOEBE A. WOOD  | Mgmt | For     |
| 2.  | RATIFICATION OF THE AUDIT COMMITTEE'S<br>SELECTION OF PRICEWATERHOUSECOOPERS LLP AS<br>THE COMPANY'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE YEAR ENDING<br>DECEMBER 31, 2012. | Mgmt | For     |
| 3.  | APPROVAL OF THE AMENDMENT AND RESTATEMENT<br>OF THE COMPANY'S FLEXIBLE STOCK PLAN.  | Mgmt | For     |
| 4.  | AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION AS DESCRIBED IN THE<br>COMPANY'S PROXY STATEMENT.   | Mgmt | For     |
| 5.  | A SHAREHOLDER PROPOSAL REQUESTING THE<br>ADDITION OF SEXUAL ORIENTATION AND GENDER<br>IDENTITY TO THE COMPANY'S WRITTEN<br>NON-DISCRIMINATION POLICY.   | Shr  | Against |

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LENNAR CORPORATION

Agen

Security: 526057104  
Meeting Type: Annual  
Meeting Date: 11-Apr-2012  
Ticker: LEN  
ISIN: US5260571048  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR<br>IRVING BOLOTIN<br>STEVEN L. GERARD | Mgmt<br>Mgmt  | For<br>For    |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
|    | THERON I. (TIG) GILLIAM   | Mgmt | For     |
|    | SHERRILL W. HUDSON  | Mgmt | For     |
|    | R. KIRK LANDON  | Mgmt | For     |
|    | SIDNEY LAPIDUS  | Mgmt | For     |
|    | STUART A. MILLER  | Mgmt | For     |
|    | JEFFREY SONNENFELD  | Mgmt | For     |
| 2. | TO APPROVE THE COMPANY'S COMPENSATION OF NAMED EXECUTIVE OFFICERS (A NON-BINDING "SAY-ON-PAY" VOTE).  | Mgmt | For     |
| 3. | TO APPROVE AMENDMENTS TO THE COMPANY'S 2007 EQUITY INCENTIVE PLAN.  | Mgmt | For     |
| 4. | TO APPROVE THE COMPANY'S 2012 INCENTIVE COMPENSATION PLAN.  | Mgmt | For     |
| 5. | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY'S FISCAL YEAR ENDING NOVEMBER 30, 2012. | Mgmt | For     |
| 6. | STOCKHOLDER PROPOSAL REGARDING THE COMPANY'S ENERGY USE PRACTICES.  | Shr  | Against |

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 LINCOLN NATIONAL CORPORATION

Agen

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 Security: 534187109  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: LNC  
 ISIN: US5341871094  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: GEORGE W. HENDERSON III   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ERIC G. JOHNSON   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. LEANNE LACHMAN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ISAIAH TIDWELL  | Mgmt          | For           |
| 2      | TO RATIFY ERNST AND YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012               | Mgmt          | For           |
| 3      | TO APPROVE AN ADVISORY RESOLUTION ON THE COMPANY'S 2011 EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

M&T BANK CORPORATION

Agen

Security: 55261F104  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2012  
 Ticker: MTB  
 ISIN: US55261F1049

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>BRENT D. BAIRD<br>C. ANGELA BONTEMPO<br>ROBERT T. BRADY<br>T.J. CUNNINGHAM III<br>MARK J. CZARNECKI<br>GARY N. GEISEL<br>PATRICK W.E. HODGSON<br>RICHARD G. KING<br>JORGE G. PEREIRA<br>MICHAEL P. PINTO<br>MELINDA R. RICH<br>ROBERT E. SADLER, JR.<br>HERBERT L. WASHINGTON<br>ROBERT G. WILMERS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.  | Mgmt   | For  |
| 3.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2012.  | Mgmt   | For  |

MACY'S INC.

Agen

Security: 55616P104  
 Meeting Type: Annual  
 Meeting Date: 18-May-2012  
 Ticker: M  
 ISIN: US55616P1049

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MEYER FELDBERG        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SARA LEVINSON         | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1E. | ELECTION OF DIRECTOR: TERRY J. LUNDGREN   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: JOSEPH NEUBAUER   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: JOYCE M. ROCHE  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: PAUL C. VARGA   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON  | Mgmt | For     |
| 2.  | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2013. | Mgmt | For     |
| 3.  | APPROVAL OF MACY'S SENIOR EXECUTIVE INCENTIVE COMPENSATION PLAN.  | Mgmt | For     |
| 4.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL REGARDING RACCOON DOG FUR.   | Shr  | Against |

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MANPOWERGROUP

Agen

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Security: 56418H100  
Meeting Type: Annual  
Meeting Date: 02-May-2012  
Ticker: MAN  
ISIN: US56418H1005  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: JEFFREY A. JOERRES  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: JOHN R. WALTER  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: MARC J. BOLLAND   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: ULICE PAYNE, JR.  | Mgmt          | For           |
| 2.     | APPROVAL OF A PROPOSED AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MANPOWER INC. TO CHANGE THE NAME OF THE CORPORATION TO MANPOWERGROUP INC. | Mgmt          | For           |
| 3.     | RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2012.   | Mgmt          | For           |
| 4.     | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |

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MARRIOTT INTERNATIONAL, INC.

Agen

Security: 571903202  
 Meeting Type: Annual  
 Meeting Date: 04-May-2012  
 Ticker: MAR  
 ISIN: US5719032022

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN W. MARRIOTT III  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY K. BUSH  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DEBRA L. LEE  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GEORGE MUNOZ  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: HARRY J. PEARCE   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: STEVEN S REINEMUND  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: LAWRENCE M. SMALL   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ARNE M. SORENSON  | Mgmt          | For           |
| 2      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3      | ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION  | Mgmt          | For           |

MARSH & MCLENNAN COMPANIES, INC.

Agen

Security: 571748102  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: MMC  
 ISIN: US5717481023

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

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|     |  |      |     |
|-----|--|------|-----|
| 1B. | ELECTION OF DIRECTOR: BRIAN DUPERRAULT                                     | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: OSCAR FANJUL   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: H. EDWARD HANWAY                                     | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: LORD LANG OF MONKTON                                 | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ELAINE LA ROCHE                                      | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: STEVEN A. MILLS                                      | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: BRUCE P. NOLOP                                       | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MARC D. OKEN   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MORTON O. SCHAPIRO                                   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ADELE SIMMONS  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: LLOYD M. YATES                                       | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: R. DAVID YOST  | Mgmt | For |
| 2.  | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3.  | ADVISORY (NONBINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |

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 MASTERCARD INCORPORATED

Agen

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 Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2012  
 Ticker: MA  
 ISIN: US57636Q1040  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: AJAY BANGA              | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID R. CARLUCCI       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: STEVEN J. FREIBERG      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD HAYTHORNTHWAITE | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MARC OLIVIE             | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RIMA QURESHI            | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARK SCHWARTZ           | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JACKSON P. TAI          | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 2. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION   | Mgmt | For |
| 3. | APPROVAL OF THE COMPANY'S AMENDED AND RESTATED 2006 NON-EMPLOYEE DIRECTOR EQUITY COMPENSATION PLAN  | Mgmt | For |
| 4. | APPROVAL OF THE COMPANY'S AMENDED AND RESTATED 2006 LONG TERM INCENTIVE PLAN  | Mgmt | For |
| 5. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2012 | Mgmt | For |

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 MATTEL, INC.

Agen

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 Security: 577081102  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: MAT  
 ISIN: US5770811025  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL J. DOLAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT A. ECKERT   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: TREVOR A. EDWARDS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DR. FRANCES D. FERGUSSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DOMINIC NG   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: VASANT M. PRABHU   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DR. ANDREA L. RICH   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DEAN A. SCARBOROUGH  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CHRISTOPHER A. SINCLAIR  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: BRYAN G. STOCKTON  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DIRK VAN DE PUT  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: KATHY WHITE LOYD   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION, AS DESCRIBED IN THE MATTEL, INC. PROXY STATEMENT. | Mgmt          | For           |

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- |    |  |      |     |
|----|--|------|-----|
| 3. | APPROVAL OF THE NEW MATTEL INCENTIVE PLAN AND THE MATERIAL TERMS OF ITS PERFORMANCE GOALS.                                   | Mgmt | For |
| 4. | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS MATTEL, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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MCDONALD'S CORPORATION

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Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 24-May-2012  
Ticker: MCD  
ISIN: US5801351017  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROBERT A. ECKERT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JEANNE P. JACKSON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ANDREW J. MCKENNA  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DONALD THOMPSON  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | APPROVAL OF THE 2012 OMNIBUS STOCK OWNERSHIP PLAN.   | Mgmt          | For           |
| 4.     | APPROVAL OF DECLASSIFICATION OF THE BOARD OF DIRECTORS.  | Mgmt          | For           |
| 5.     | APPROVAL OF SHAREHOLDERS' RIGHT TO CALL SPECIAL MEETINGS.                                      | Mgmt          | For           |
| 6.     | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2012. | Mgmt          | For           |
| 7.     | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT.                         | Shr           | Against       |

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MEADWESTVACO CORPORATION

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Agen

Security: 583334107  
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Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 23-Apr-2012  
 Ticker: MWV  
 ISIN: US5833341077

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.A    | ELECTION OF DIRECTOR: MICHAEL E. CAMPBELL  | Mgmt          | For           |
| 1.B    | ELECTION OF DIRECTOR: DR. THOMAS W. COLE, JR.  | Mgmt          | For           |
| 1.C    | ELECTION OF DIRECTOR: JAMES G. KAISER  | Mgmt          | For           |
| 1.D    | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt          | For           |
| 1.E    | ELECTION OF DIRECTOR: JAMES M. KILTS   | Mgmt          | For           |
| 1.F    | ELECTION OF DIRECTOR: SUSAN J. KROPF   | Mgmt          | For           |
| 1.G    | ELECTION OF DIRECTOR: DOUGLAS S. LUKE  | Mgmt          | For           |
| 1.H    | ELECTION OF DIRECTOR: JOHN A. LUKE, JR.  | Mgmt          | For           |
| 1.I    | ELECTION OF DIRECTOR: GRACIA C. MARTORE  | Mgmt          | For           |
| 1.J    | ELECTION OF DIRECTOR: TIMOTHY H. POWERS  | Mgmt          | For           |
| 1.K    | ELECTION OF DIRECTOR: JANE L. WARNER   | Mgmt          | For           |
| 1.L    | ELECTION OF DIRECTOR: ALAN D. WILSON   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |

MEDCO HEALTH SOLUTIONS, INC.

Agen

Security: 58405U102  
 Meeting Type: Special  
 Meeting Date: 21-Dec-2011  
 Ticker: MHS  
 ISIN: US58405U1025

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 20, 2011, AS AMENDED ON NOVEMBER 7, 2011 AND AS IT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT"), | Mgmt          | For           |



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BY AND AMONG EXPRESS SCRIPTS, INC., MEDCO HEALTH SOLUTIONS, INC., ARISTOTLE HOLDING, INC., ARISTOTLE MERGER SUB, INC., AND PLATO MERGER SUB, INC.

- |    |   |      |     |
|----|---|------|-----|
| 02 | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. | Mgmt | For |
| 03 | TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION ARRANGEMENTS FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGERS CONTEMPLATED BY THE MERGER AGREEMENT.   | Mgmt | For |

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 MEDNAX, INC.

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 Agen

Security: 58502B106  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: MD  
 ISIN: US58502B1061  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>CESAR L. ALVAREZ<br>WALDEMAR A. CARLO, M.D.<br>MICHAEL B. FERNANDEZ<br>ROGER K. FREEMAN, M.D.<br>PAUL G. GABOS<br>P.J. GOLDSCHMIDT, M.D.<br>MANUEL KADRE<br>ROGER J. MEDEL, M.D.<br>DONNA E. SHALALA PH.D.<br>ENRIQUE J. SOSA PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE MEDNAX, INC. 2008 INCENTIVE COMPENSATION PLAN.   | Mgmt   | For  |
| 3      | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For  |
| 4      | PROPOSAL TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt   | For  |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

MEDTRONIC, INC.

Agen

Security: 585055106  
 Meeting Type: Annual  
 Meeting Date: 25-Aug-2011  
 Ticker: MDT  
 ISIN: US5850551061

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>RICHARD H. ANDERSON<br>DAVID L. CALHOUN<br>VICTOR J. DZAU, M.D.<br>OMAR ISHRAK<br>SHIRLEY ANN JACKSON PHD<br>JAMES T. LENEHAN<br>DENISE M. O'LEARY<br>KENDALL J. POWELL<br>ROBERT C. POZEN<br>JEAN-PIERRE ROSSO<br>JACK W. SCHULER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM.   | Mgmt   | For  |
| 03     | A NON-BINDING ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION (A "SAY-ON-PAY" VOTE).  | Mgmt   | For  |
| 04     | A NON-BINDING ADVISORY VOTE ON THE<br>FREQUENCY OF SAY-ON-PAY VOTES.   | Mgmt   | 1 Year   |

MERCK & CO., INC.

Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 22-May-2012  
 Ticker: MRK  
 ISIN: US58933Y1055

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LESLIE A. BRUN      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: THOMAS R. CECH      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH C. FRAZIER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS H. GLOCER    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM B. HARRISON | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

JR.

|     |  |      |         |
|-----|--|------|---------|
| 1F. | ELECTION OF DIRECTOR: C. ROBERT KIDDER   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: CARLOS E. REPRESAS   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: PATRICIA F. RUSSO  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: CRAIG B. THOMPSON  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: PETER C. WENDELL   | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDER ACTION BY WRITTEN CONSENT.                                   | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS.  | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL CONCERNING REPORT ON CHARITABLE AND POLITICAL CONTRIBUTIONS.                        | Shr  | Against |

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 METLIFE, INC.

Agen

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 Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: MET  
 ISIN: US59156R1086  
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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>JOHN M. KEANE<br>CATHERINE R. KINNEY<br>HUGH B. PRICE<br>KENTON J. SICCHITANO | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012  | Mgmt                         | For                      |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS  | Mgmt                         | For                      |

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MICROCHIP TECHNOLOGY INCORPORATED

Agen

Security: 595017104  
 Meeting Type: Annual  
 Meeting Date: 19-Aug-2011  
 Ticker: MCHP  
 ISIN: US5950171042

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>STEVE SANGHI<br>ALBERT J. HUGO-MARTINEZ<br>L.B. DAY<br>MATTHEW W. CHAPMAN<br>WADE F. MEYERCORD  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO AMEND AND RESTATE OUR EXECUTIVE MANAGEMENT INCENTIVE COMPENSATION PLAN TO REVISE THE DEFINITION OF "PERFORMANCE GOALS" FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE. | Mgmt                                 | For                             |
| 03     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2012.                            | Mgmt                                 | For                             |
| 04     | PROPOSAL TO APPROVE AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVES.   | Mgmt                                 | For                             |
| 05     | PROPOSAL REGARDING THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVES.   | Mgmt                                 | 1 Year                          |

MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2011  
 Ticker: MSFT  
 ISIN: US5949181045

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | ELECTION OF DIRECTOR: STEVEN A. BALLMER    | Mgmt          | For           |
| 2      | ELECTION OF DIRECTOR: DINA DUBLON          | Mgmt          | For           |
| 3      | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 4  | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN   | Mgmt | For     |
| 5  | ELECTION OF DIRECTOR: REED HASTINGS  | Mgmt | For     |
| 6  | ELECTION OF DIRECTOR: MARIA M. KLAWE   | Mgmt | For     |
| 7  | ELECTION OF DIRECTOR: DAVID F. MARQUARDT   | Mgmt | For     |
| 8  | ELECTION OF DIRECTOR: CHARLES H. NOSKI   | Mgmt | For     |
| 9  | ELECTION OF DIRECTOR: HELMUT PANKE   | Mgmt | For     |
| 10 | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER<br>COMPENSATION.  | Mgmt | For     |
| 11 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE<br>ON NAMED EXECUTIVE OFFICER COMPENSATION.            | Mgmt | 1 Year  |
| 12 | RATIFICATION OF THE SELECTION OF DELOITTE &<br>TOUCHE LLP AS THE COMPANY'S INDEPENDENT<br>AUDITOR. | Mgmt | For     |
| 13 | SHAREHOLDER PROPOSAL 1. ESTABLISHMENT OF A<br>BOARD COMMITTEE ON ENVIRONMENTAL<br>SUSTAINABILITY.  | Shr  | Against |

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MOLEX INCORPORATED

Agen

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 Security: 608554101  
 Meeting Type: Annual  
 Meeting Date: 28-Oct-2011  
 Ticker: MOLX  
 ISIN: US6085541018  
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| Prop.# | Proposal  | Proposal<br>Type             | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>EDGAR D. JANNOTTA<br>JOHN H. KREHBIEL, JR.<br>DONALD G. LUBIN<br>ROBERT J. POTTER               | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE SELECTION OF ERNST &<br>YOUNG LLP AS THE INDEPENDENT AUDITOR FOR<br>FISCAL YEAR 2012.   | Mgmt                         | For                      |
| 03     | NON-BINDING ADVISORY VOTE ON FISCAL YEAR<br>2011 COMPENSATION OF NAMED EXECUTIVE<br>OFFICERS.               | Mgmt                         | For                      |
| 04     | NON-BINDING ADVISORY VOTE ON THE FREQUENCY<br>OF ADVISORY VOTES ON NAMED EXECUTIVE<br>OFFICER COMPENSATION. | Mgmt                         | 1 Year                   |
| 05     | APPROVAL OF AN AMENDMENT TO THE 2008 MOLEX  | Mgmt                         | For                      |

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STOCK INCENTIVE PLAN.

06 APPROVAL OF AN AMENDMENT TO THE 2005 MOLEX EMPLOYEE STOCK PURCHASE PLAN. Mgmt For

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 MOODY'S CORPORATION

Agen

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 Security: 615369105  
 Meeting Type: Annual  
 Meeting Date: 16-Apr-2012  
 Ticker: MCO  
 ISIN: US6153691059  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: EWALD KIST  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: HENRY A. MCKINNEL,<br>JR., PH.D.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN K. WULFF   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF THE COMPANY FOR 2012. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION APPROVING EXECUTIVE<br>COMPENSATION.  | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL TO ELIMINATE THE<br>CLASSIFICATION OF THE BOARD OF DIRECTORS.                              | Shr           | For           |

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 MORGAN STANLEY

Agen

-----  
 Security: 617446448  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: MS  
 ISIN: US6174464486  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROY J. BOSTOCK    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ERSKINE B. BOWLES | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: HOWARD J. DAVIES  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES P. GORMAN   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1E | ELECTION OF DIRECTOR: C. ROBERT KIDDER  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: KLAUS KLEINFELD   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: HUTHAM S. OLAYAN  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JAMES W. OWENS  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: O. GRIFFITH SEXTON  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: RYOSUKE TAMAKOSHI   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: MASAAKI TANAKA  | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: LAURA D. TYSON  | Mgmt | For |
| 2  | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR                                       | Mgmt | For |
| 3  | TO AMEND THE 2007 EQUITY INCENTIVE COMPENSATION PLAN  | Mgmt | For |
| 4  | TO AMEND THE DIRECTORS' EQUITY CAPITAL ACCUMULATION PLAN  | Mgmt | For |
| 5  | TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION) | Mgmt | For |

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 NEWELL RUBBERMAID INC.

Agen

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 Security: 651229106  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: NWL  
 ISIN: US6512291062  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: THOMAS E. CLARKE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ELIZABETH CUTHBERT-MILLETT  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DOMENICO DE SOLE  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEVEN J. STROBEL   | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2012. | Mgmt          | For           |
| 3.     | APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO  | Mgmt          | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

IMPLEMENT THE ANNUAL ELECTION OF DIRECTORS.

4. ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. Mgmt For

NIKE, INC. Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2011  
 Ticker: NKE  
 ISIN: US6541061031

| Prop.# | Proposal  | Proposal Type        | Proposal Vote                 |
|--------|---|----------------------|-------------------------------|
| 1      | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                                    | Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote |
| 2      | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt                 | No vote                       |
| 3      | TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.             | Mgmt                 | No vote                       |
| 4      | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | No vote                       |

NISOURCE INC. Agen

Security: 65473P105  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: NI  
 ISIN: US65473P1057

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD A. ABDOO     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ARISTIDES S. CANDRIS | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SIGMUND L. CORNELIUS | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL E. JESANIS   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MARTY R. KITTRELL    | Mgmt          | For           |



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|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: W. LEE NUTTER  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: DEBORAH S. PARKER  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: IAN M. ROLLAND   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: ROBERT C. SKAGGS, JR.  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: TERESA A. TAYLOR   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: RICHARD L. THOMPSON  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: CAROLYN Y. WOO   | Mgmt | For     |
| 02 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. | Mgmt | For     |
| 03 | TO CONSIDER ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 04 | TO CONSIDER AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt | For     |
| 05 | TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.  | Shr  | Against |

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 NORDSTROM, INC.

Agen

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 Security: 655664100  
 Meeting Type: Annual  
 Meeting Date: 09-May-2012  
 Ticker: JWN  
 ISIN: US6556641008  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PHYLLIS J. CAMPBELL    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHELLE M. EBANKS     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT G. MILLER       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BLAKE W. NORDSTROM     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ERIK B. NORDSTROM      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PETER E. NORDSTROM     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PHILIP G. SATRE        | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: B. KEVIN TURNER        | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1J. | ELECTION OF DIRECTOR: ROBERT D. WALTER  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ALISON A. WINTER  | Mgmt | For |
| 2.  | APPROVAL OF THE AMENDED AND RESTATED<br>NORDSTROM, INC. EXECUTIVE MANAGEMENT BONUS<br>PLAN. | Mgmt | For |
| 3.  | RATIFICATION OF THE APPOINTMENT OF<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM.     | Mgmt | For |
| 4.  | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt | For |

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NORFOLK SOUTHERN CORPORATION

Agen

Security: 655844108  
Meeting Type: Annual  
Meeting Date: 10-May-2012  
Ticker: NSC  
ISIN: US6558441084

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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GERALD L. BALILES   | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: ERSKINE B. BOWLES   | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT A. BRADWAY   | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: WESLEY G. BUSH  | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: DANIEL A. CARP  | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: KAREN N. HORN   | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: STEVEN F. LEER  | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL D. LOCKHART   | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: CHARLES W. MOORMAN  | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: J. PAUL REASON  | Mgmt             | For           |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF KPMG<br>LLP, INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM, AS NORFOLK SOUTHERN'S<br>INDEPENDENT AUDITORS FOR THE YEAR ENDING<br>DECEMBER 31, 2012. | Mgmt             | For           |
| 3.     | APPROVAL OF EXECUTIVE COMPENSATION AS<br>DISCLOSED IN THE PROXY STATEMENT FOR THE<br>2012 ANNUAL MEETING OF STOCKHOLDERS.   | Mgmt             | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

NORTHROP GRUMMAN CORPORATION

Agen

Security: 666807102  
 Meeting Type: Annual  
 Meeting Date: 16-May-2012  
 Ticker: NOC  
 ISIN: US6668071029

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WESLEY G. BUSH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LEWIS W. COLEMAN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VICTOR H. FAZIO  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DONALD E. FELSINGER  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: STEPHEN E. FRANK   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: BRUCE S. GORDON  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MADELEINE A. KLEINER   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: KARL J. KRAPEK   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RICHARD B. MYERS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: AULANA L. PETERS   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: GARY ROUGHEAD  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: THOMAS M. SCHOEWE  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: KEVIN W. SHARER  | Mgmt          | For           |
| 2.     | PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |
| 3.     | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING DECEMBER 31, 2012.   | Mgmt          | For           |
| 4.     | PROPOSAL TO APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF TITAN II, INC. (NOW A WHOLLY-OWNED SUBSIDIARY OF HUNTINGTON INGALLS, INC.), TO ELIMINATE THE PROVISION REQUIRING NORTHROP GRUMMAN CORPORATION SHAREHOLDERS TO APPROVE CERTAIN ACTIONS BY OR INVOLVING TITAN II, INC. | Mgmt          | For           |
| 5.     | PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE NORTHROP GRUMMAN CORPORATION CERTIFICATE OF INCORPORATION TO  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

PROVIDE ADDITIONAL RIGHTS FOR SHAREHOLDER ACTION BY WRITTEN CONSENT SUBJECT TO VARIOUS PROVISIONS.

|    |   |     |         |
|----|---|-----|---------|
| 6. | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRPERSON. | Shr | Against |
|----|---|-----|---------|

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 NUCOR CORPORATION

Agen

Security: 670346105  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: NUE  
 ISIN: US6703461052

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>CLAYTON C. DALEY, JR.<br>JOHN J. FERRIOLA<br>HARVEY B. GANTT<br>BERNARD L. KASRIEL   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NUCOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012 | Mgmt                         | For                      |
| 3.     | STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE   | Shr                          | For                      |

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 OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 04-May-2012  
 Ticker: OXY  
 ISIN: US6745991058

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SPENCER ABRAHAM     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: HOWARD I. ATKINS    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN E. FEICK       | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: MARGARET M. FORAN                       | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ                     | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: RAY R. IRANI                            | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN                     | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: AZIZ D. SYRIANI                         | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: ROSEMARY TOMICH                         | Mgmt | For     |
| 2.  | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.               | Mgmt | For     |
| 3.  | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.    | Mgmt | For     |
| 4.  | REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE. | Shr  | Against |

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 OMNICOM GROUP INC.

Agen

Security: 681919106  
 Meeting Type: Annual  
 Meeting Date: 22-May-2012  
 Ticker: OMC  
 ISIN: US6819191064

| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN D. WREN            | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BRUCE CRAWFORD          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALAN R. BATKIN          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARY C. CHOKSI          | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT CHARLES CLARK    | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LEONARD S. COLEMAN, JR. | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ERROL M. COOK           | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SUSAN S. DENISON        | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL A. HENNING      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN R. MURPHY          | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOHN R. PURCELL         | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LINDA JOHNSON RICE      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1M. | ELECTION OF DIRECTOR: GARY L. ROUBOS  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE 2012 FISCAL YEAR.   | Mgmt | For     |
| 3.  | COMPANY PROPOSAL TO APPROVE THE AMENDMENT TO OUR BY-LAWS TO PROVIDE THAT HOLDERS OF AT LEAST 25% OF THE COMBINED VOTING POWER OF THE COMPANY'S OUTSTANDING CAPITAL STOCK MAY REQUEST A SPECIAL MEETING OF SHAREHOLDERS. | Mgmt | For     |
| 4.  | ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL REGARDING ANNUAL DISCLOSURE OF EEO-1 DATA.   | Shr  | Against |

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 ORACLE CORPORATION

Agen

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 Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 12-Oct-2011  
 Ticker: ORCL  
 ISIN: US68389X1054  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1      | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ<br>BRUCE R. CHIZEN<br>GEORGE H. CONRADES<br>LAWRENCE J. ELLISON<br>HECTOR GARCIA-MOLINA<br>JEFFREY O. HENLEY<br>MARK V. HURD<br>DONALD L. LUCAS<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For  |
| 3      | ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES RELATING TO EXECUTIVE COMPENSATION.   | Mgmt   | 1 Year   |
| 4      | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR FISCAL 2012.   | Mgmt   | For  |
| 5      | ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.  | Shr  | Against  |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

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 ORTHOFIX INTERNATIONAL N.V.

Agen

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 Security: N6748L102  
 Meeting Type: Annual  
 Meeting Date: 21-Jun-2012  
 Ticker: OFIX  
 ISIN: ANN6748L1027  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 1.     | DIRECTOR<br>JAMES F. GERO<br>GUY J. JORDAN<br>MICHAEL R. MAINELLI<br>DAVEY S. SCOON<br>ROBERT S. VATERS<br>WALTER P. VON WARTBURG<br>KENNETH R. WEISSHAAR                                       | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL OF THE ORTHOFIX INTERNATIONAL N.V.<br>2012 LONG-TERM INCENTIVE PLAN.   | Mgmt   | For   |
| 3.     | APPROVAL OF THE BALANCE SHEET AND INCOME<br>STATEMENT AT AND FOR THE YEAR ENDED<br>DECEMBER 31, 2011.   | Mgmt   | For   |
| 4.     | RATIFICATION OF THE SELECTION OF ERNST &<br>YOUNG AS THE INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR ORTHOFIX AND ITS<br>SUBSIDIARIES FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2012. | Mgmt   | For   |
| 5.     | APPROVAL OF AN ADVISORY AND NON-BINDING<br>RESOLUTION ON EXECUTIVE COMPENSATION.  | Mgmt   | For   |

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 PEPSICO, INC.

Agen

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 Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 02-May-2012  
 Ticker: PEP  
 ISIN: US7134481081  
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| Prop.# | Proposal                         | Proposal Type | Proposal Vote |
|--------|----------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: S.L. BROWN | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: I.M. COOK  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: D. DUBLON  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: V.J. DZAU  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: R.L. HUNT  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: A. IBARGUEN  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: I.K. NOOYI   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: S.P. ROCKEFELLER   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: J.J. SCHIRO  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: L.G. TROTTER   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: D. VASELLA   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: A. WEISSER   | Mgmt | For     |
| 2.  | RATIFY THE APPOINTMENT KPMG LLP AS OUR<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS<br>FOR FISCAL YEAR 2012. | Mgmt | For     |
| 3.  | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE<br>COMPENSATION.   | Mgmt | For     |
| 4.  | RE-APPROVAL OF THE PERFORMANCE MEASURES<br>UNDER OUR 2007 LONG-TERM INCENTIVE PLAN.                          | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL - LOBBYING PRACTICES<br>REPORT.   | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL - FORMATION OF RISK<br>OVERSIGHT COMMITTEE.   | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL - CHAIRMAN OF THE<br>BOARD SHALL BE AN INDEPENDENT DIRECTOR.                            | Shr  | Against |

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 PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: PFE  
 ISIN: US7170811035

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: M. ANTHONY BURNS     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: W. DON CORNWELL      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FRANCES D. FERGUSSON | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1E. | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: HELEN H. HOBBS  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: CONSTANCE J. HORNER   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: JAMES M. KILTS  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: GEORGE A. LORCH   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JOHN P. MASCOTTE  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: IAN C. READ   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE  | Mgmt | For     |
| 2.  | RATIFY THE SELECTION OF KPMG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2012. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE<br>COMPENSATION.   | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING PUBLICATION<br>OF POLITICAL CONTRIBUTIONS.                         | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL REGARDING ACTION BY<br>WRITTEN CONSENT.                                      | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL REGARDING SPECIAL<br>SHAREHOLDER MEETINGS.                                   | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL REGARDING ADVISORY<br>VOTE ON DIRECTOR PAY.                                  | Shr  | Against |

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 PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2012  
 Ticker: PM  
 ISIN: US7181721090

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| Prop.# | Proposal                                   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HAROLD BROWN         | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI   | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN   | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1E. | ELECTION OF DIRECTOR: JENNIFER LI  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: GRAHAM MACKAY  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: SERGIO MARCHIONNE  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: KALPANA MORPARIA   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: LUCIO A. NOTO  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: ROBERT B. POLET  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: CARLOS SLIM HELU   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: STEPHEN M. WOLF  | Mgmt | For     |
| 2.  | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS                            | Mgmt | For     |
| 3.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION                            | Mgmt | For     |
| 4.  | APPROVAL OF THE PHILIP MORRIS INTERNATIONAL INC. 2012 PERFORMANCE INCENTIVE PLAN | Mgmt | For     |
| 5.  | STOCKHOLDER PROPOSAL 1 - INDEPENDENT BOARD CHAIR                                 | Shr  | Against |
| 6.  | STOCKHOLDER PROPOSAL 2 - CREATE AN INDEPENDENT ETHICS COMMITTEE                  | Shr  | Against |

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PINNACLE WEST CAPITAL CORPORATION

Agen

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Security: 723484101  
Meeting Type: Annual  
Meeting Date: 16-May-2012  
Ticker: PNW  
ISIN: US7234841010  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | DIRECTOR   |               |               |
|        | EDWARD N. BASHA, JR  | Mgmt          | For           |
|        | DONALD E. BRANDT   | Mgmt          | For           |
|        | SUSAN CLARK-JOHNSON  | Mgmt          | For           |
|        | DENIS A. CORTESE, MD   | Mgmt          | For           |
|        | MICHAEL L. GALLAGHER   | Mgmt          | For           |
|        | R.A. HERBERGER, JR, PHD  | Mgmt          | For           |
|        | DALE E. KLEIN, PHD   | Mgmt          | For           |
|        | HUMBERTO S. LOPEZ  | Mgmt          | For           |
|        | KATHRYN L. MUNRO   | Mgmt          | For           |
|        | BRUCE J. NORDSTROM   | Mgmt          | For           |
| 2      | APPROVE THE PINNACLE WEST CAPITAL CORPORATION 2012 LONG-TERM INCENTIVE PLAN. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|   |  |      |     |
|---|--|------|-----|
| 3 | VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION AS DISCLOSED IN THE 2012 PROXY STATEMENT. | Mgmt | For |
| 4 | RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2012.     | Mgmt | For |

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PLUM CREEK TIMBER COMPANY, INC.

Agen

Security: 729251108  
Meeting Type: Annual  
Meeting Date: 08-May-2012  
Ticker: PCL  
ISIN: US7292511083

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICK R. HOLLEY   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBIN JOSEPHS  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN G. MCDONALD                                       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT B. MCLEOD                                       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN F. MORGAN SR.                                     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MARC F. RACICOT  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN H. SCULLY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LAWRENCE A. SELZER                                     | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: STEPHEN C. TOBIAS                                      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: MARTIN A. WHITE  | Mgmt          | For           |
| 2      | TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION.                        | Mgmt          | For           |
| 3      | TO APPROVE NEW STOCK INCENTIVE PLAN.   | Mgmt          | For           |
| 4      | TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR 2012. | Mgmt          | For           |

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PRICELINE.COM INCORPORATED

Agen

Security: 741503403  
Meeting Type: Annual  
Meeting Date: 07-Jun-2012

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Ticker: PCLN  
 ISIN: US7415034039

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>JEFFERY H. BOYD<br>RALPH M. BAHNA<br>HOWARD W. BARKER, JR.<br>JAN L. DOCTER<br>JEFFREY E. EPSTEIN<br>JAMES M. GUYETTE<br>NANCY B. PERETSMAN<br>CRAIG W. RYDIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2012.            | Mgmt   | For  |
| 3.     | TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION PAID BY THE COMPANY TO OUR NAMED EXECUTIVE OFFICERS.   | Mgmt   | For  |
| 4.     | TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL ON STOCKHOLDER ACTION BY WRITTEN CONSENT.  | Shr  | Against  |

PRINCIPAL FINANCIAL GROUP, INC.

Agen

Security: 74251V102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2012  
 Ticker: PFG  
 ISIN: US74251V1026

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: RICHARD L. KEYSER         | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: LUCA MAESTRI              | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: ELIZABETH E. TALLETT      | Mgmt          | For           |
| 2.     | ELIMINATION OF SUPERMAJORITY VOTING             | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt          | For           |
| 4.     | RATIFICATION OF INDEPENDENT AUDITORS            | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

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 PROLOGIS, INC.

Agen

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 Security: 74340W103  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: PLD  
 ISIN: US74340W1036  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HAMID R. MOGHADAM   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WALTER C. RAKOWICH  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GEORGE L. FOTIADES  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHRISTINE N. GARVEY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: LYDIA H. KENNARD  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: J. MICHAEL LOSH   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: IRVING F. LYONS III   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JEFFREY L. SKELTON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: D. MICHAEL STEUERT  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CARL B. WEBB  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM D. ZOLLARS  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION FOR 2011  | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION   | Mgmt          | 1 Year        |
| 4.     | APPROVE AND ADOPT THE PROLOGIS, INC. 2012 LONG-TERM INCENTIVE PLAN  | Mgmt          | For           |
| 5.     | APPROVE AND ADOPT AN AMENDMENT TO OUR ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK BY 500,000,000 SHARES | Mgmt          | For           |
| 6.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2012                                | Mgmt          | For           |

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 PRUDENTIAL FINANCIAL, INC.

Agen

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 Security: 744320102  
 Meeting Type: Annual  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Date: 08-May-2012  
 Ticker: PRU  
 ISIN: US7443201022

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GORDON M. BETHUNE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GASTON CAPERTON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GILBERT F. CASELLAS  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES G. CULLEN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM H. GRAY III  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARK B. GRIER  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MARTINA HUND-MEJEAN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: KARL J. KRAPEK   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: CHRISTINE A. POON  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JOHN R. STRANGFELD   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JAMES A. UNRUH   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | For           |
| 4.     | AMENDMENTS TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS.                       | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIR.  | Shr           | Against       |

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2012  
 Ticker: PEG  
 ISIN: US7445731067

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTORS: ALBERT R. GAMPER, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTORS: CONRAD K. HARPER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTORS: WILLIAM V. HICKEY   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTORS: RALPH IZZO  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTORS: SHIRLEY ANN JACKSON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTORS: DAVID LILLEY  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTORS: THOMAS A. RENYI   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTORS: HAK CHEOL SHIN  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTORS: RICHARD J. SWIFT  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTORS: SUSAN TOMASKY   | Mgmt          | For           |
| 02     | ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2012. | Mgmt          | For           |

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PULTEGROUP, INC.

Agen

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Security: 745867101  
Meeting Type: Annual  
Meeting Date: 09-May-2012  
Ticker: PHM  
ISIN: US7458671010  
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| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 1.     | DIRECTOR<br>BRIAN P. ANDERSON<br>BRYCE BLAIR<br>CHERYL W. GRISE<br>DEBRA J. KELLY-ENNIS<br>PATRICK J. O'LEARY<br>BERNARD W. REZNICEK | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                       | Mgmt   | For                                    |
| 3.     | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | For                                    |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

- |    |   |     |         |
|----|---|-----|---------|
| 4. | A SHAREHOLDER PROPOSAL REQUESTING THE ELECTION OF DIRECTORS BY A MAJORITY, RATHER THAN PLURALITY, VOTE, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For     |
| 5. | A SHAREHOLDER PROPOSAL REGARDING THE USE OF PERFORMANCE-BASED OPTIONS, IF PROPERLY PRESENTED AT THE MEETING.                                  | Shr | Against |

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QLOGIC CORPORATION

Agen

Security: 747277101  
 Meeting Type: Annual  
 Meeting Date: 25-Aug-2011  
 Ticker: QLGC  
 ISIN: US7472771010

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SIMON BIDDISCOMBE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: H.K. DESAI  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES R. FIEBIGER   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BALAKRISHNAN S. IYER  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KATHRYN B. LEWIS  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: D. SCOTT MERCER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: GEORGE D. WELLS   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM M. ZEITLER  | Mgmt          | For           |
| 02     | APPROVE, ON AN ADVISORY BASIS, COMPENSATION OF COMPANY'S NAMED EXECUTIVE OFFICERS AS SET FORTH IN ACCOMPANYING PROXY STATEMENT.                                   | Mgmt          | For           |
| 03     | TO VOTE, ON AN ADVISORY BASIS, ON THE FREQUENCY WITH WHICH FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS WILL BE CONDUCTED. | Mgmt          | 1 Year        |
| 04     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.  | Mgmt          | For           |

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QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2012



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Ticker: QCOM  
ISIN: US7475251036

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>STEPHEN M. BENNETT<br>DONALD G. CRUICKSHANK<br>RAYMOND V. DITTAMORE<br>THOMAS W. HORTON<br>PAUL E. JACOBS<br>ROBERT E. KAHN<br>SHERRY LANSING<br>DUANE A. NELLES<br>FRANCISCO ROS<br>BRENT SCOWCROFT<br>MARC I. STERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF<br>PRICEWATERHOUSECOOPERS LLP AS OUR<br>INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR<br>FISCAL YEAR ENDING SEPTEMBER 30, 2012.   | Mgmt   | For  |
| 03     | TO HOLD AN ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION.  | Mgmt   | For  |
| 04     | TO APPROVE AN AMENDMENT TO THE COMPANY'S<br>RESTATED CERTIFICATE OF INCORPORATION TO<br>ELIMINATE THE PLURALITY VOTING PROVISION.   | Mgmt   | For  |

QUEST DIAGNOSTICS INCORPORATED

Agen

Security: 74834L100  
Meeting Type: Annual  
Meeting Date: 11-May-2012  
Ticker: DGX  
ISIN: US74834L1008

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: JENNE K. BRITELL,<br>PH.D.  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: GAIL R. WILENSKY,<br>PH.D.  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: JOHN B. ZIEGLER   | Mgmt          | For           |
| 2.     | APPROVAL OF AMENDMENTS TO THE AMENDED AND<br>RESTATED EMPLOYEE LONG-TERM INCENTIVE PLAN | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF OUR<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING      | Mgmt          | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

FIRM FOR 2012

- |    |  |      |     |
|----|--|------|-----|
| 4. | AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION           | Mgmt | For |
| 5. | A SHAREHOLDER PROPOSAL REGARDING THE CLASSIFIED BOARD OF DIRECTORS | Shr  | For |

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RANGE RESOURCES CORPORATION

Agen

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Security: 75281A109  
Meeting Type: Annual  
Meeting Date: 23-May-2012  
Ticker: RRC  
ISIN: US75281A1097  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLES L. BLACKBURN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ANTHONY V. DUB  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: V. RICHARD EALES  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALLEN FINKELSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES M. FUNK   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JONATHAN S. LINKER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KEVIN S. MCCARTHY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN H. PINKERTON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JEFFREY L. VENTURA  | Mgmt          | For           |
| 2.     | A PROPOSAL TO APPROVE THE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS.     | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                                  | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL - A PROPOSAL REQUESTING ADOPTION OF A POLICY RELATED TO VESTING OF EQUITY UPON TERMINATION OR CHANGE IN CONTROL. | Shr           | Against       |
| 5.     | STOCKHOLDER PROPOSAL - A PROPOSAL REQUESTING ADOPTION OF SUSTAINABILITY METRICS FOR EXECUTIVE COMPENSATION.                           | Shr           | Against       |

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 REPUBLIC SERVICES, INC.

Agen

Security: 760759100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: RSG  
 ISIN: US7607591002  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES W. CROWNOVER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM J. FLYNN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MICHAEL LARSON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: NOLAN LEHMANN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: W. LEE NUTTER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DONALD W. SLAGER  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ALLAN C. SORENSEN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN M. TRANI   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MICHAEL W. WICKHAM  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2012. | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.   | Shr           | Against       |
| 5.     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.  | Shr           | Against       |

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 RESEARCH IN MOTION LIMITED

Agen

Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 12-Jul-2011  
 Ticker: RIMM  
 ISIN: CA7609751028  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |  |   |
|----|--|--|---|
| 01 | DIRECTOR<br>JAMES L. BALSILLIE<br>MIKE LAZARIDIS<br>DAVID KERR<br>CLAUDIA KOTCHKA<br>ROGER MARTIN<br>JOHN RICHARDSON<br>BARBARA STYMIEST<br>ANTONIO VIANA-BAPTISTA<br>JOHN WETMORE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | RESOLUTION APPROVING THE RE-APPOINTMENT OF<br>THE AUDITORS OF THE COMPANY AND AUTHORIZING<br>THE BOARD OF DIRECTORS TO FIX THE AUDITORS'<br>REMUNERATION.                          | Mgmt   | For   |
| 03 | THE SHAREHOLDER PROPOSAL SET OUT IN<br>SCHEDULE "A" OF THE ACCOMPANYING MANAGEMENT<br>INFORMATION CIRCULAR FOR THE MEETING.  | Shr  | Against   |

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 REYNOLDS AMERICAN INC.

Agen

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 Security: 761713106  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: RAI  
 ISIN: US7617131062  
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| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 1.     | DIRECTOR<br>JOHN P. DALY*<br>HOLLY K. KOEPPEL*<br>H.G.L. (HUGO) POWELL*<br>RICHARD E. THORNBURGH*<br>THOMAS C. WAJNERT*<br>H. RICHARD KAHLER# | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | ADVISORY VOTE TO APPROVE THE COMPENSATION<br>OF NAMED EXECUTIVE OFFICERS  | Mgmt   | For                                    |
| 3.     | AMENDMENT TO THE ARTICLES OF INCORPORATION<br>TO IMPLEMENT MAJORITY VOTING IN UNCONTESTED<br>DIRECTOR ELECTIONS                               | Mgmt   | For                                    |
| 4.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS INDEPENDENT AUDITORS  | Mgmt   | For                                    |
| 5.     | SHAREHOLDER PROPOSAL FOR THE CREATION OF AN<br>ETHICS COMMITTEE TO REVIEW MARKETING<br>ACTIVITIES   | Shr  | Against                                |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

ROBERT HALF INTERNATIONAL INC.

Agen

Security: 770323103  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: RHI  
 ISIN: US7703231032

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 1.     | DIRECTOR<br>ANDREW S. BERWICK, JR.<br>HAROLD M. MESSMER, JR.<br>BARBARA J. NOVOGRADAC<br>ROBERT J. PACE<br>FREDERICK A. RICHMAN<br>M. KEITH WADDELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF APPOINTMENT OF AUDITOR.   | Mgmt   | For                                    |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | For                                    |

ROCKWELL COLLINS, INC.

Agen

Security: 774341101  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2012  
 Ticker: COL  
 ISIN: US7743411016

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>A.J. CARBONE<br>C.M. JONES<br>C.L. SHAVERS  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2      | TO CONSIDER AND VOTE ON A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF EXECUTIVE OFFICERS AND RELATED DISCLOSURES. | Mgmt                 | For               |
| 3      | THE SELECTION OF DELOITTE & TOUCHE LLP AS OUR AUDITORS FOR FISCAL YEAR 2012.  | Mgmt                 | For               |

SANDISK CORPORATION

Agen

Security: 80004C101  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Meeting Date: 12-Jun-2012  
 Ticker: SNDK  
 ISIN: US80004C1018

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL E. MARKS  | Mgmt          | No vote       |
| 1B.    | ELECTION OF DIRECTOR: KEVIN DENUCCIO  | Mgmt          | No vote       |
| 1C.    | ELECTION OF DIRECTOR: IRWIN FEDERMAN  | Mgmt          | No vote       |
| 1D.    | ELECTION OF DIRECTOR: STEVEN J. GOMO  | Mgmt          | No vote       |
| 1E.    | ELECTION OF DIRECTOR: EDDY W. HARTENSTEIN   | Mgmt          | No vote       |
| 1F.    | ELECTION OF DIRECTOR: DR. CHENMING HU   | Mgmt          | No vote       |
| 1G.    | ELECTION OF DIRECTOR: CATHERINE P. LEGO   | Mgmt          | No vote       |
| 1H.    | ELECTION OF DIRECTOR: SANJAY MEHROTRA   | Mgmt          | No vote       |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 30, 2012. | Mgmt          | No vote       |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | No vote       |

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 11-Apr-2012  
 Ticker: SLB  
 ISIN: AN8068571086

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PETER L.S. CURRIE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TONY ISAAC          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: K. VAMAN KAMATH     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PAAL KIBSGAARD      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ADRIAN LAJOUS       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL E. MARKS    | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
| 1H. | ELECTION OF DIRECTOR: ELIZABETH A. MOLER   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LUBNA S. OLAYAN  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: L. RAFAEL REIF   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: TORE I. SANDVOLD   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: HENRI SEYDOUX  | Mgmt | For |
| 2.  | TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3.  | TO APPROVE THE COMPANY'S 2011 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS.  | Mgmt | For |
| 4.  | TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For |
| 5.  | TO APPROVE AMENDMENTS TO THE COMPANY'S 2004 STOCK AND DEFERRAL PLAN FOR NON-EMPLOYEE DIRECTORS TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE AND MAKE CERTAIN TECHNICAL CHANGES. | Mgmt | For |

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 SCRIPPS NETWORKS INTERACTIVE, INC.

Agen

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 Security: 811065101  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: SNI  
 ISIN: US8110651010  
 -----

| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 1.     | DIRECTOR               |               |               |
|        | DAVID A. GALLOWAY      | Mgmt          | For           |
|        | NICHOLAS B. PAUMGARTEN | Mgmt          | For           |
|        | JEFFREY SAGANSKY       | Mgmt          | For           |
|        | RONALD W. TYSOE        | Mgmt          | For           |

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 SNAP-ON INCORPORATED

Agen

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 Security: 833034101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2012  
 Ticker: SNA  
 ISIN: US8330341012  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   | Type |     |
|-----|---|------|-----|
| 1.1 | ELECTION OF DIRECTOR: KAREN L. DANIEL   | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: NATHAN J. JONES   | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: HENRY W. KNUEPPEL   | Mgmt | For |
| 2.  | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.  | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE THE COMPENSATION OF SNAP-ON INCORPORATED'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN "COMPENSATION DISCUSSION AND ANALYSIS" AND "EXECUTIVE COMPENSATION" IN THE PROXY STATEMENT. | Mgmt | For |
| 4.  | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS, IF PROPERLY PRESENTED.  | Shr  | For |

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SOUTHWEST AIRLINES CO.

Agen

Security: 844741108  
Meeting Type: Annual  
Meeting Date: 16-May-2012  
Ticker: LUV  
ISIN: US8447411088

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID W. BIEGLER                         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: J. VERONICA BIGGINS                      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DOUGLAS H. BROOKS                        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM H. CUNNINGHAM                    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN G. DENISON                          | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GARY C. KELLY                            | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: NANCY B. LOEFFLER                        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN T. MONTFORD                         | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS M. NEALON                         | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DANIEL D. VILLANUEVA                     | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt          | For           |
| 3.     | AMENDMENT & RESTATEMENT OF COMPANY'S                           | Mgmt          | For           |



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ARTICLES OF INCORPORATION TO ELIMINATE  
SUPERMAJORITY VOTING FOR CERTAIN CORPORATE  
MATTERS.

- |    |   |      |     |
|----|---|------|-----|
| 4. | RATIFICATION OF THE SELECTION OF ERNST &<br>YOUNG LLP AS THE COMPANY'S INDEPENDENT<br>AUDITORS FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2012. | Mgmt | For |
|----|---|------|-----|

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STANLEY BLACK & DECKER, INC

Agen

Security: 854502101  
Meeting Type: Annual  
Meeting Date: 17-Apr-2012  
Ticker: SWK  
ISIN: US8545021011  
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| Prop.# | Proposal  | Proposal<br>Type             | Proposal Vote                            |
|--------|---|------------------------------|--|
| 1.     | DIRECTOR<br>PATRICK D. CAMPBELL<br>B.H. GRISWOLD, IV<br>EILEEN S. KRAUS<br>ROBERT L. RYAN                 | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote<br>No vote |
| 2.     | APPROVE AMENDMENT TO RESTATED CERTIFICATE<br>OF INCORPORATION TO DECLASSIFY THE BOARD OF<br>DIRECTORS.    | Mgmt                         | No vote                                  |
| 3.     | APPROVE 2012 MANAGEMENT INCENTIVE<br>COMPENSATION PLAN.   | Mgmt                         | No vote                                  |
| 4.     | APPROVE ERNST & YOUNG LLP AS THE COMPANY'S<br>INDEPENDENT AUDITORS FOR THE COMPANY'S 2012<br>FISCAL YEAR. | Mgmt                         | No vote                                  |
| 5.     | APPROVE, ON AN ADVISORY BASIS, THE<br>COMPENSATION OF THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS.          | Mgmt                         | No vote                                  |

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STATE STREET CORPORATION

Agen

Security: 857477103  
Meeting Type: Annual  
Meeting Date: 16-May-2012  
Ticker: STT  
ISIN: US8574771031  
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| Prop.# | Proposal | Proposal<br>Type | Proposal Vote |
|--------|----------|------------------|---------------|
|--------|----------|------------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: K. BURNES   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: P. COYM   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: A. FAWCETT  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: D. GRUBER   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: L. HILL   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: J. HOOLEY   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: R. KAPLAN   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: R. SERGEL   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: R. SKATES   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: G. SUMME  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: R. WEISSMAN   | Mgmt | For |
| 2.  | TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.  | Mgmt | For |
| 3.  | APPROVE THE AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN TO INCREASE BY 15.5 MILLION THE NUMBER OF SHARES OF COMMON STOCK. | Mgmt | For |
| 4.  | RATIFY SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For |

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 STRYKER CORPORATION

Agen

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 Security: 863667101  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: SYK  
 ISIN: US8636671013  
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| Prop.# | Proposal              | Proposal Type | Proposal Vote |
|--------|-----------------------|---------------|---------------|
| 1.     | DIRECTOR              |               |               |
|        | HOWARD E. COX, JR.    | Mgmt          | For           |
|        | S.M. DATAR, PH.D.     | Mgmt          | For           |
|        | ROCH DOLIVEUX, DVM    | Mgmt          | For           |
|        | LOUISE L. FRANCESCONI | Mgmt          | For           |
|        | ALLAN C. GOLSTON      | Mgmt          | For           |
|        | HOWARD L. LANCE       | Mgmt          | For           |
|        | WILLIAM U. PARFET     | Mgmt          | For           |
|        | RONDA E. STRYKER      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 2. | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.   | Mgmt | For |
| 3. | APPROVAL OF AN AMENDMENT TO THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO IMPLEMENT A MAJORITY VOTE STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS. | Mgmt | For |
| 4. | RE-APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE EXECUTIVE BONUS PLAN.   | Mgmt | For |
| 5. | APPROVAL, IN AN ADVISORY VOTE, OF THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt | For |

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 SYMANTEC CORPORATION

Agen

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 Security: 871503108  
 Meeting Type: Annual  
 Meeting Date: 25-Oct-2011  
 Ticker: SYMC  
 ISIN: US8715031089  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEPHEN M. BENNETT   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL A. BROWN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANK E. DANGEARD  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GERALDINE B. LAYBOURNE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DAVID L. MAHONEY   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT S. MILLER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ENRIQUE SALEM  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DANIEL H. SCHULMAN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: V. PAUL UNRUH  | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR.       | Mgmt          | For           |
| 03     | AMENDMENT TO 2000 DIRECTOR EQUITY INCENTIVE PLAN, AS AMENDED, TO INCREASE NUMBER OF AUTHORIZED SHARES ISSUABLE BY 50,000 SHARES. | Mgmt          | For           |
| 04     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 05 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE<br>ADVISORY VOTES ON EXECUTIVE COMPENSATION.                    | Mgmt | 1 Year  |
| 06 | STOCKHOLDER PROPOSAL REGARDING SPECIAL<br>STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED<br>AT THE MEETING. | Shr  | Against |

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T. ROWE PRICE GROUP, INC.

Agen

Security: 74144T108  
Meeting Type: Annual  
Meeting Date: 17-Apr-2012  
Ticker: TROW  
ISIN: US74144T1088

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: EDWARD C. BERNARD   | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: JAMES T. BRADY  | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: J. ALFRED BROADDUS,<br>JR.  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: DONALD B. HEBB, JR.   | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: JAMES A.C. KENNEDY  | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: ROBERT F. MACLELLAN   | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: BRIAN C. ROGERS   | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: DR. ALFRED SOMMER   | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: DWIGHT S. TAYLOR  | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE   | Mgmt          | For           |
| 2.     | TO APPROVE, BY A NON-BINDING ADVISORY VOTE,<br>THE COMPENSATION PAID BY THE COMPANY TO ITS<br>NAMED EXECUTIVE OFFICERS. | Mgmt          | For           |
| 3.     | TO APPROVE THE 2012 LONG-TERM INCENTIVE<br>PLAN.  | Mgmt          | For           |
| 4.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS<br>OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2012.              | Mgmt          | For           |

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TEAM HEALTH HOLDINGS, INC.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Security: 87817A107  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: TMH  
 ISIN: US87817A1079

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>MICHAEL A. DAL BELLO<br>GLENN A. DAVENPORT<br>STEVEN B. EPSTEIN                              | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt                 | For               |

TECO ENERGY, INC.

Agen

Security: 872375100  
 Meeting Type: Annual  
 Meeting Date: 02-May-2012  
 Ticker: TE  
 ISIN: US8723751009

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: DUBOSE AUSLEY  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: EVELYN V. FOLLIT   | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: SHERRILL W. HUDSON   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: JOSEPH P. LACHER   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: LORETTA A. PENN  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2012. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                                       | Mgmt          | For           |
| 4.     | AMENDMENT AND RESTATEMENT OF THE COMPANY'S ARTICLES OF INCORPORATION.                            | Mgmt          | For           |
| 5.     | AMENDMENT OF THE COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY.                                  | Shr           | Against       |

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TEMPUR-PEDIC INTERNATIONAL, INC.

Agen

Security: 88023U101  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: TPX  
 ISIN: US88023U1016

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: EVELYN S. DILSAVER                                  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANK DOYLE   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN A. HEIL  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PETER K. HOFFMAN                                    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SIR PAUL JUDGE                                      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NANCY F. KOEHN                                      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHRISTOPHER A. MASTO                                | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: P. ANDREWS MCLANE                                   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MARK SARVARY  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ROBERT B. TRUSSELL, JR.                             | Mgmt          | For           |
| 2.     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.                | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt          | For           |

TERADYNE, INC.

Agen

Security: 880770102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2012  
 Ticker: TER  
 ISIN: US8807701029

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES W. BAGLEY     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL A. BRADLEY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ALBERT CARNESALE    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DANIEL W. CHRISTMAN | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1E | ELECTION OF DIRECTOR: EDWIN J. GILLIS  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: TIMOTHY E. GUERTIN   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: PAUL J. TUFANO   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: ROY A. VALLEE  | Mgmt | For |
| 2  | TO APPROVE, IN A NON-BINDING, ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT UNDER THE HEADINGS "COMPENSATION DISCUSSION AND ANALYSIS" AND "EXECUTIVE COMPENSATION TABLES". | Mgmt | For |
| 3  | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.   | Mgmt | For |

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 TESORO CORPORATION

Agen

Security: 881609101  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: TSO  
 ISIN: US8816091016

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: RODNEY F. CHASE  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: GREGORY J. GOFF  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: ROBERT W. GOLDMAN  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: STEVEN H. GRAPSTEIN  | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: DAVID LILLEY   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: J.W. NOKES   | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: SUSAN TOMASKY  | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: MICHAEL E. WILEY   | Mgmt          | For           |
| 1.9    | ELECTION OF DIRECTOR: PATRICK Y. YANG  | Mgmt          | For           |
| 2.     | TO CONDUCT AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.                                   | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR FISCAL YEAR 2012. | Mgmt          | For           |

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 TEXTRON INC. Agen  
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Security: 883203101  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: TXT  
 ISIN: US8832031012  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | ELECTION OF DIRECTOR: SCOTT C. DONNELLY   | Mgmt          | For           |
| 2.     | ELECTION OF DIRECTOR: JAMES T. CONWAY   | Mgmt          | For           |
| 3.     | ELECTION OF DIRECTOR: LAWRENCE K. FISH  | Mgmt          | For           |
| 4.     | ELECTION OF DIRECTOR: PAUL E. GAGNE   | Mgmt          | For           |
| 5.     | ELECTION OF DIRECTOR: DAIN M. HANCOCK   | Mgmt          | For           |
| 6.     | ELECTION OF DIRECTOR: LLOYD G. TROTTER  | Mgmt          | For           |
| 7.     | APPROVAL OF THE ADVISORY (NON-BINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.                      | Mgmt          | For           |
| 8.     | APPROVAL OF MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE TEXTRON INC. SHORT-TERM INCENTIVE PLAN.     | Mgmt          | For           |
| 9.     | APPROVAL OF MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE TEXTRON INC. 2007 LONG-TERM INCENTIVE PLAN. | Mgmt          | For           |
| 10.    | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                             | Mgmt          | For           |

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 THE ALLSTATE CORPORATION Agen  
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Security: 020002101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2012  
 Ticker: ALL  
 ISIN: US0200021014  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN | Mgmt          | For           |



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|     |  |      |         |
|-----|--|------|---------|
| 1B. | ELECTION OF DIRECTOR: ROBERT D. BEYER  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: W. JAMES FARRELL   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: JACK M. GREENBERG  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: RONALD T. LEMAY  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: ANDREA REDMOND   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: H. JOHN RILEY, JR.   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: JOHN W. ROWE   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: JOSHUA I. SMITH  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JUDITH A. SPRIESER   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: MARY ALICE TAYLOR  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: THOMAS J. WILSON   | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 3.  | APPROVE THE PROPOSED AMENDMENT TO THE CERTIFICATE OF INCORPORATION GRANTING THE RIGHT TO ACT BY WRITTEN CONSENT.   | Mgmt | For     |
| 4.  | APPROVE THE PROPOSED AMENDMENT TO THE CERTIFICATE OF INCORPORATION GRANTING STOCKHOLDERS OWNING NOT LESS THAN 10% OF THE CORPORATION'S SHARES THE RIGHT TO CALL A SPECIAL MEETING OF STOCKHOLDERS. | Mgmt | For     |
| 5.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ALLSTATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2012.  | Mgmt | For     |
| 6.  | STOCKHOLDER PROPOSAL ON REPORTING POLITICAL CONTRIBUTIONS.   | Shr  | Against |

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 THE BOEING COMPANY

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2012  
 Ticker: BA  
 ISIN: US0970231058  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, | Mgmt          | For           |

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JR.

|     |   |      |         |
|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: LINDA Z. COOK   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: EDWARD M. LIDDY   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI  | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.                            | Mgmt | For     |
| 3.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2012. | Mgmt | For     |
| 4.  | REPORT ON POLITICAL AND TRADE ASSOCIATION CONTRIBUTIONS.                                  | Shr  | Against |
| 5.  | ACTION BY WRITTEN CONSENT.  | Shr  | Against |
| 6.  | RETENTION OF SIGNIFICANT STOCK BY FORMER EXECUTIVES.                                      | Shr  | Against |
| 7.  | EXTRAORDINARY RETIREMENT BENEFITS.  | Shr  | Against |

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 THE CLOROX COMPANY

Agen

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 Security: 189054109  
 Meeting Type: Annual  
 Meeting Date: 16-Nov-2011  
 Ticker: CLX  
 ISIN: US1890541097  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DANIEL BOGGAN, JR. | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. CARMONA | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: TULLY M. FRIEDMAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GEORGE J. HARAD    | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: DONALD R. KNAUSS   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: GARY G. MICHAEL  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: EDWARD A. MUELLER  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: PAMELA THOMAS-GRAHAM   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: CAROLYN M. TICKNOR   | Mgmt | For     |
| 02 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 03 | ADVISORY VOTE ON THE FREQUENCY OF THE SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year  |
| 04 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                             | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL ON INDEPENDENT CHAIRMAN.  | Shr  | Against |

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 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: KO  
 ISIN: US1912161007

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HERBERT A. ALLEN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RONALD W. ALLEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: HOWARD G. BUFFETT | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD M. DALEY  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BARRY DILLER      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: EVAN G. GREENBERG | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALEXIS M. HERMAN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MUHTAR KENT       | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DONALD R. KEOUGH  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ROBERT A. KOTICK  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MARIA ELENA       | Mgmt          | For           |

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LAGOMASINO

|     |   |      |     |
|-----|---|------|-----|
| 1L. | ELECTION OF DIRECTOR: DONALD F. MCHENRY                                       | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: SAM NUNN  | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: JAMES D. ROBINSON III                                   | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: PETER V. UEBERROTH                                      | Mgmt | For |
| 1P. | ELECTION OF DIRECTOR: JACOB WALLENBERG  | Mgmt | For |
| 1Q. | ELECTION OF DIRECTOR: JAMES B. WILLIAMS                                       | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.                              | Mgmt | For |

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 THE DOW CHEMICAL COMPANY

Agem

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 Security: 260543103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: DOW  
 ISIN: US2605431038  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ARNOLD A. ALLEMANG  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JACQUELINE K. BARTON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES A. BELL   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JEFF M. FETTIG  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN B. HESS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ANDREW N. LIVERIS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PAUL POLMAN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JAMES M. RINGLER  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RUTH G. SHAW  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.                                | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 4. | APPROVAL OF THE 2012 STOCK INCENTIVE PLAN.                     | Mgmt | For     |
| 5. | APPROVAL OF THE 2012 EMPLOYEE STOCK PURCHASE PLAN.             | Mgmt | For     |
| 6. | STOCKHOLDER PROPOSAL ON SHAREHOLDER ACTION BY WRITTEN CONSENT. | Shr  | Against |
| 7. | STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN.            | Shr  | Against |

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THE ESTEE LAUDER COMPANIES INC.

Agen

Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 11-Nov-2011  
 Ticker: EL  
 ISIN: US5184391044

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>CHARLENE BARSHEFSKY<br>WEI SUN CHRISTIANSON<br>FABRIZIO FREDA<br>JANE LAUDER<br>LEONARD A. LAUDER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt                                 | For                             |
| 03     | ADVISORY VOTE ON THE FREQUENCY OF THE<br>ADVISORY VOTE ON EXECUTIVE COMPENSATION.                             | Mgmt                                 | 1 Year                          |
| 04     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS<br>INDEPENDENT AUDITORS FOR THE 2012 FISCAL<br>YEAR.               | Mgmt                                 | For                             |

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THE GOODYEAR TIRE & RUBBER COMPANY

Agen

Security: 382550101  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2012  
 Ticker: GT  
 ISIN: US3825501014

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: WILLIAM J. CONATY | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1B) | ELECTION OF DIRECTOR: JAMES A. FIRESTONE  | Mgmt | For |
| 1C) | ELECTION OF DIRECTOR: WERNER GEISSLER   | Mgmt | For |
| 1D) | ELECTION OF DIRECTOR: PETER S. HELLMAN  | Mgmt | For |
| 1E) | ELECTION OF DIRECTOR: RICHARD J. KRAMER   | Mgmt | For |
| 1F) | ELECTION OF DIRECTOR: W. ALAN MCCOLLOUGH  | Mgmt | For |
| 1G) | ELECTION OF DIRECTOR: SHIRLEY D. PETERSON   | Mgmt | For |
| 1H) | ELECTION OF DIRECTOR: STEPHANIE A. STREETER   | Mgmt | For |
| 1I) | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER  | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: MICHAEL R. WESSEL   | Mgmt | For |
| 2.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For |
| 3.  | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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THE HANOVER INSURANCE GROUP, INC.

Agen

Security: 410867105  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: THG  
 ISIN: US4108671052

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR FOR THREE-YEAR TERM EXPIRING IN 2015: FREDERICK H. EPPINGER  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR FOR THREE-YEAR TERM EXPIRING IN 2015: JOSEPH R. RAMRATH  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR FOR THREE-YEAR TERM EXPIRING IN 2015: HARRIETT "TEE" TAGGART   | Mgmt          | For           |
| 2.     | APPROVAL OF THE 2006 LONG-TERM INCENTIVE PLAN TO COMPLY WITH SECTION 162(M) OF THE INTERNAL REVENUE CODE.   | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE HANOVER INSURANCE GROUP, INC. FOR 2012. | Mgmt          | For           |

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 THE HARTFORD FINANCIAL SVCS GROUP, INC.

Agen

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 Security: 416515104  
 Meeting Type: Annual  
 Meeting Date: 16-May-2012  
 Ticker: HIG  
 ISIN: US4165151048  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROBERT B. ALLARDICE, III  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TREVOR FETTER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PAUL G. KIRK, JR.   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LIAM E. MCGEE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KATHRYN A. MIKELLS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL G. MORRIS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS A. RENYI   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES B. STRAUSS  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: H. PATRICK SWYGERT  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012 | Mgmt          | For           |
| 3.     | MANAGEMENT PROPOSAL TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT | Mgmt          | For           |

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 THE HOME DEPOT, INC.

Agen

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 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: HD  
 ISIN: US4370761029  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: F. DUANE ACKERMAN  | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: FRANCIS S. BLAKE   | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: ARI BOUSBIB  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: J. FRANK BROWN   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: ALBERT P. CAREY  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: ARMANDO CODINA   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: BONNIE G. HILL   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: KAREN L. KATEN   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt | For     |
| 2.  | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG<br>LLP  | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION   | Mgmt | For     |
| 4.  | APPROVAL OF AN AMENDMENT TO THE COMPANY'S<br>EMPLOYEE STOCK PURCHASE PLAN TO INCREASE<br>THE NUMBER OF RESERVED SHARES | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL REGARDING ADVISORY<br>VOTE ON POLITICAL CONTRIBUTIONS   | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT<br>DIVERSITY REPORT  | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL REGARDING REMOVAL OF<br>PROCEDURAL SAFEGUARDS FROM SHAREHOLDER<br>WRITTEN CONSENT RIGHT           | Shr  | Against |
| 8.  | SHAREHOLDER PROPOSAL REGARDING SPECIAL<br>SHAREHOLDER MEETINGS   | Shr  | Against |
| 9.  | SHAREHOLDER PROPOSAL REGARDING CHARITABLE<br>CONTRIBUTIONS   | Shr  | Against |
| 10. | SHAREHOLDER PROPOSAL REGARDING STORMWATER<br>MANAGEMENT POLICY   | Shr  | Against |

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THE MCGRAW-HILL COMPANIES, INC.

Agen

Security: 580645109  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2012  
 Ticker: MHP  
 ISIN: US5806451093

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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PEDRO ASPE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SIR WINFRIED BISCHOFF  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM D. GREEN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LINDA KOCH LORIMER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: HAROLD MCGRAW III  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT P. MCGRAW   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: HILDA<br>OCHOA-BRILLEMBOURG  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SIR MICHAEL RAKE   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: EDWARD B. RUST, JR.  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: KURT L. SCHMOKE  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SIDNEY TAUREL  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RICHARD E. THORNBURGH  | Mgmt          | For           |
| 2.     | VOTE TO APPROVE, ON AN ADVISORY BASIS, THE<br>EXECUTIVE COMPENSATION PROGRAM FOR THE<br>COMPANY'S NAMED EXECUTIVE OFFICERS | Mgmt          | For           |
| 3.     | VOTE TO RATIFY THE APPOINTMENT OF ERNST &<br>YOUNG LLP AS OUR INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2012    | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REQUESTING SHAREHOLDER<br>ACTION BY WRITTEN CONSENT   | Shr           | Against       |

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 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: PNC  
 ISIN: US6934751057  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD O. BERNDT | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES E. BUNCH  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PAUL W. CHELLGREN | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KAY COLES JAMES   | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
| 1E. | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: BRUCE C. LINDSAY   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ANTHONY A. MASSARO   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JANE G. PEPPER   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES E. ROHR  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DONALD J. SHEPARD  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LORENE K. STEFFES  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DENNIS F. STRIGL   | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: THOMAS J. USHER  | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.   | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: HELGE H. WEHMEIER  | Mgmt | For |
| 2.  | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |

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 THE PROCTER & GAMBLE COMPANY

Agen

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 Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 11-Oct-2011  
 Ticker: PG  
 ISIN: US7427181091  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ANGELA F. BRALY        | Mgmt          | No vote       |
| 1B     | ELECTION OF DIRECTOR: KENNETH I. CHENAULT    | Mgmt          | No vote       |
| 1C     | ELECTION OF DIRECTOR: SCOTT D. COOK          | Mgmt          | No vote       |
| 1D     | ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN | Mgmt          | No vote       |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. MCDONALD     | Mgmt          | No vote       |
| 1F     | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt          | No vote       |
| 1G     | ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS   | Mgmt          | No vote       |

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|    |  |      |         |
|----|--|------|---------|
| 1H | ELECTION OF DIRECTOR: MARGARET C. WHITMAN  | Mgmt | No vote |
| 1I | ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER   | Mgmt | No vote |
| 1J | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ   | Mgmt | No vote |
| 1K | ELECTION OF DIRECTOR: ERNESTO ZEDILLO  | Mgmt | No vote |
| 02 | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 65 OF PROXY STATEMENT) | Mgmt | No vote |
| 03 | ADVISORY VOTE TO APPROVE THE COMPANY'S SAY ON PAY VOTE (PAGES 65-66 OF PROXY STATEMENT)              | Mgmt | No vote |
| 04 | ADVISORY VOTE TO RECOMMEND THE FREQUENCY OF THE SAY ON PAY VOTE (PAGES 66-67 OF PROXY STATEMENT)     | Mgmt | No vote |
| 05 | AMEND THE COMPANY'S AMENDED ARTICLES OF INCORPORATION (PAGE 67 OF PROXY STATEMENT)                   | Mgmt | No vote |
| 06 | SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING (PAGE 68 OF PROXY STATEMENT)                             | Shr  | No vote |
| 07 | SHAREHOLDER PROPOSAL #2 - ANIMAL TESTING (PAGES 69-70 OF PROXY STATEMENT)                            | Shr  | No vote |
| 08 | SHAREHOLDER PROPOSAL #3 - ELECTIONEERING CONTRIBUTIONS (PAGES 70-72 OF PROXY STATEMENT)              | Shr  | No vote |

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 THE SHERWIN-WILLIAMS COMPANY

Agen

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 Security: 824348106  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2012  
 Ticker: SHW  
 ISIN: US8243481061  
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| Prop.# | Proposal          | Proposal Type | Proposal Vote |
|--------|-------------------|---------------|---------------|
| 1.     | DIRECTOR          |               |               |
|        | A.F. ANTON        | Mgmt          | For           |
|        | C.M. CONNOR       | Mgmt          | For           |
|        | D.F. HODNIK       | Mgmt          | For           |
|        | T.G. KADIEN       | Mgmt          | For           |
|        | R.J. KRAMER       | Mgmt          | For           |
|        | S.J. KROPF        | Mgmt          | For           |
|        | A.M. MIXON, III   | Mgmt          | For           |
|        | R.K. SMUCKER      | Mgmt          | For           |
|        | J.M. STROPKI, JR. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 2. | ADVISORY APPROVAL OF COMPENSATION OF THE NAMED EXECUTIVES.                                       | Mgmt | For     |
| 3. | AMENDMENT AND RESTATEMENT OF 2007 EXECUTIVE PERFORMANCE BONUS PLAN.                              | Mgmt | For     |
| 4. | RATIFICATION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL RELATING TO MAJORITY VOTING.  | Shr  | Against |

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THE TIMKEN COMPANY

Agen

Security: 887389104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: TKR  
 ISIN: US8873891043

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1      | DIRECTOR<br>JOSEPH W. RALSTON<br>JOHN P. REILLY<br>JOHN M. TIMKEN, JR.<br>JACQUELINE F. WOODS                         | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2      | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012. | Mgmt                         | For                      |
| 3      | TO APPROVE, ON AN ADVISORY BASIS, A RESOLUTION REGARDING NAMED EXECUTIVE OFFICER COMPENSATION.                        | Mgmt                         | For                      |

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THE TRAVELERS COMPANIES, INC.

Agen

Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: TRV  
 ISIN: US89417E1091

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| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALAN L. BELLER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN H. DASBURG | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: JANET M. DOLAN  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: JAY S. FISHMAN  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: LAWRENCE G. GRAEV   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: PATRICIA L. HIGGINS   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: THOMAS R. HODGSON   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: WILLIAM J. KANE   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: CLEVE L.<br>KILLINGSWORTH JR.   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: DONALD J. SHEPARD   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: LAURIE J. THOMSEN   | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2012.                 | Mgmt | For     |
| 3.  | NON-BINDING VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.  | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL RELATING TO POLITICAL<br>CONTRIBUTIONS AND EXPENDITURES, IF<br>PRESENTED AT THE ANNUAL MEETING OF<br>SHAREHOLDERS. | Shr  | Against |

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THE WALT DISNEY COMPANY

Agen

Security: 254687106  
Meeting Type: Annual  
Meeting Date: 13-Mar-2012  
Ticker: DIS  
ISIN: US2546871060

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| Prop.# | Proposal                                 | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN E. ARNOLD    | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN S. CHEN       | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: JUDITH L. ESTRIN   | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT A. IGER     | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: FRED H. LANGHAMMER | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: AYLWIN B. LEWIS    | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1G | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: SHERYL K. SANDBERG   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: ORIN C. SMITH  | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>REGISTERED PUBLIC ACCOUNTANTS FOR 2012. | Mgmt | For |
| 03 | TO APPROVE AN AMENDMENT TO THE 2011 STOCK<br>INCENTIVE PLAN.   | Mgmt | For |
| 04 | TO APPROVE THE ADVISORY RESOLUTION ON<br>EXECUTIVE COMPENSATION.   | Mgmt | For |

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 THE WILLIAMS COMPANIES, INC.

Agen

Security: 969457100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: WMB  
 ISIN: US9694571004

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALAN S. ARMSTRONG   | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND   | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: IRL F. ENGELHARDT   | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN A. HAGG  | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: JUANITA H. HINSHAW  | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: FRANK T. MACINNIS   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: STEVEN W. NANCE   | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: MURRAY D. SMITH   | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: JANICE D. STONEY  | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: LAURA A. SUGG   | Mgmt             | For           |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS<br>AUDITORS FOR 2012                         | Mgmt             | For           |
| 03     | APPROVAL, BY NONBINDING ADVISORY VOTE, OF<br>THE COMPANY'S EXECUTIVE COMPENSATION | Mgmt             | For           |

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 THERMO FISHER SCIENTIFIC INC.  
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Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2012  
 Ticker: TMO  
 ISIN: US8835561023  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: C. MARTIN HARRIS  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JUDY C. LEWENT  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JIM P. MANZI  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LARS R. SORENSEN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ELAINE S. ULLIAN  | Mgmt          | For           |
| 2.     | AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2012. | Mgmt          | For           |

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 TIDEWATER INC.  
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Agen

Security: 886423102  
 Meeting Type: Annual  
 Meeting Date: 14-Jul-2011  
 Ticker: TDW  
 ISIN: US8864231027  
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| Prop.# | Proposal              | Proposal Type | Proposal Vote |
|--------|-----------------------|---------------|---------------|
| 01     | DIRECTOR              |               |               |
|        | M. JAY ALLISON        | Mgmt          | For           |
|        | JAMES C. DAY          | Mgmt          | For           |
|        | RICHARD T. DU MOULIN  | Mgmt          | For           |
|        | MORRIS E. FOSTER      | Mgmt          | For           |
|        | J. WAYNE LEONARD      | Mgmt          | For           |
|        | JON C. MADONNA        | Mgmt          | For           |
|        | JOSEPH H. NETHERLAND  | Mgmt          | For           |
|        | RICHARD A. PATTAROZZI | Mgmt          | For           |
|        | NICHOLAS J. SUTTON    | Mgmt          | For           |
|        | CINDY B. TAYLOR       | Mgmt          | For           |
|        | DEAN E. TAYLOR        | Mgmt          | For           |
|        | JACK E. THOMPSON      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |        |
|----|--|------|--------|
| 02 | SAY ON PAY VOTE - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (AS DISCLOSED IN THE PROXY STATEMENT).  | Mgmt | For    |
| 03 | FREQUENCY VOTE - AN ADVISORY VOTE ON HOW OFTEN THE COMPANY SHOULD HOLD THE SAY ON PAY VOTE.  | Mgmt | 1 Year |
| 04 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2012. | Mgmt | For    |

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 TIFFANY & CO.

Agen

Security: 886547108  
 Meeting Type: Annual  
 Meeting Date: 17-May-2012  
 Ticker: TIF  
 ISIN: US8865471085

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL J. KOWALSKI   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROSE MARIE BRAVO  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY E. COSTLEY   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LAWRENCE K. FISH  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ABBY F. KOHNSTAMM   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: CHARLES K. MARQUIS  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: PETER W. MAY  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM A. SHUTZER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ROBERT S. SINGER  | Mgmt          | For           |
| 2      | APPROVAL OF THE APPOINTMENT BY THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2013. | Mgmt          | For           |
| 3      | APPROVAL OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |

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 TIME WARNER INC.

Agen



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 15-May-2012  
 Ticker: TWX  
 ISIN: US8873173038

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES L. BARKSDALE                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM P. BARR                          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JEFFREY L. BEWKES                        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH                    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT C. CLARK                          | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MATHIAS DOPFNER                          | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JESSICA P. EINHORN                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: FRED HASSAN                              | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KENNETH J. NOVACK                        | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PAUL D. WACHTER                          | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DEBORAH C. WRIGHT                        | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.           | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL ON STOCKHOLDER ACTION BY WRITTEN CONSENT. | Shr           | Against       |

TYSON FOODS, INC.

Agen

Security: 902494103  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2012  
 Ticker: TSN  
 ISIN: US9024941034

| Prop.# | Proposal                | Proposal Type | Proposal Vote |
|--------|-------------------------|---------------|---------------|
| 01     | DIRECTOR                |               |               |
|        | JOHN TYSON              | Mgmt          | For           |
|        | KATHLEEN M. BADER       | Mgmt          | For           |
|        | GAURDIE E. BANISTER JR. | Mgmt          | For           |
|        | JIM KEVER               | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
|    | KEVIN M. MCNAMARA   | Mgmt | For |
|    | BRAD T. SAUER   | Mgmt | For |
|    | ROBERT THURBER  | Mgmt | For |
|    | BARBARA A. TYSON  | Mgmt | For |
|    | ALBERT C. ZAPANTA   | Mgmt | For |
| 02 | TO REAPPROVE THE PERFORMANCE GOALS SET FORTH IN THE TYSON FOODS, INC. 2000 STOCK INCENTIVE PLAN.  | Mgmt | For |
| 03 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING SEPTEMBER 29, 2012. | Mgmt | For |

U.S. BANCORP

Agen

Security: 902973304  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2012  
 Ticker: USB  
 ISIN: US9029733048

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: Y. MARC BELTON                | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VICTORIA BUYNISKI GLUCKMAN    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RICHARD K. DAVIS              | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROLAND A. HERNANDEZ           | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOEL W. JOHNSON               | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: OLIVIA F. KIRTLEY             | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JERRY W. LEVIN                | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID B. O'MALEY              | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: O'DELL M. OWENS, M.D., M.P.H. | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CRAIG D. SCHNUCK              | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: PATRICK T. STOKES             | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: DOREEN WOO HO                 | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

- |    |   |      |     |
|----|---|------|-----|
| 2. | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR THE 2012 FISCAL YEAR. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR EXECUTIVES DISCLOSED IN THE PROXY STATEMENT.       | Mgmt | For |

-----  
 UNITED PARCEL SERVICE, INC.  
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Agen

Security: 911312106  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: UPS  
 ISIN: US9113121068

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN  | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: MICHAEL J. BURNS   | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: D. SCOTT DAVIS   | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: STUART E. EIZENSTAT  | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: MICHAEL L. ESKEW   | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: WILLIAM R. JOHNSON   | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: CANDACE KENDLE   | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: ANN M. LIVERMORE   | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: RUDY H.P. MARKHAM  | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: CLARK T. RANDT, JR.  | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: JOHN W. THOMPSON   | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: CAROL B. TOME  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS UPS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt          | For           |
| 3.     | TO APPROVE THE 2012 OMNIBUS INCENTIVE COMPENSATION PLAN.   | Mgmt          | For           |
| 4.     | TO APPROVE THE AMENDMENT TO THE DISCOUNTED EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt          | For           |
| 5.     | THE SHAREOWNER PROPOSAL REGARDING LOBBYING DISCLOSURE.   | Shr           | Against       |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

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 UNITED STATES STEEL CORPORATION  
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Agen

Security: 912909108  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2012  
 Ticker: X  
 ISIN: US9129091081  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: FRANK J. LUCCHINO  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SETH E. SCHOFIELD  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN P. SURMA  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID S. SUTHERLAND  | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | APPROVAL, IN A NON-BINDING ADVISORY VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS              | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL RECOMMENDING THE ELIMINATION OF THE CLASSIFIED BOARD OF DIRECTORS                     | Shr           | For           |

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 UNITED TECHNOLOGIES CORPORATION  
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Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 11-Apr-2012  
 Ticker: UTX  
 ISIN: US9130171096  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN V. FARACI      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDWARD A. KANGAS    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1F. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HAROLD MCGRAW III   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RICHARD B. MYERS  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: H. PATRICK SWYGERT  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ANDRE VILLENEUVE  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: CHRISTINE TODD<br>WHITMAN                                     | Mgmt | For |
| 2.  | APPOINTMENT OF THE FIRM OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>AUDITOR. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION.                   | Mgmt | For |

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 UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2012  
 Ticker: UNH  
 ISIN: US91324P1021

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM C. BALLARD,<br>JR. | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD T. BURKE           | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT J. DARRETTA         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHELE J. HOOPER          | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RODGER A. LAWSON           | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DOUGLAS W.<br>LEATHERDALE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: GLENN M. RENWICK           | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KENNETH I. SHINE,<br>M.D.  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: GAIL R. WILENSKY,<br>PH.D. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 2. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 3. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt | For     |
| 4. | CONSIDERATION OF THE SHAREHOLDER PROPOSAL SET FORTH IN THE PROXY STATEMENT, IF PROPERLY PRESENTED AT THE 2012 ANNUAL MEETING OF SHAREHOLDERS.                        | Shr  | Against |

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VCA ANTECH, INC.

Agen

Security: 918194101  
Meeting Type: Annual  
Meeting Date: 21-May-2012  
Ticker: WOOF  
ISIN: US9181941017

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | DIRECTOR<br>JOHN M. BAUMER<br>FRANK REDDICK   | Mgmt<br>Mgmt  | For<br>For    |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |

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VERIFONE SYSTEMS, INC.

Agen

Security: 92342Y109  
Meeting Type: Annual  
Meeting Date: 27-Jun-2012  
Ticker: PAY  
ISIN: US92342Y1091

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>ROBERT W. ALSPAUGH<br>DOUGLAS G. BERGERON<br>DR. LESLIE G. DENEND | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|   |   |      |     |
|---|---|------|-----|
|   | ALEX W. HART  | Mgmt | For |
|   | ROBERT B. HENSKE  | Mgmt | For |
|   | RICHARD A. MCGINN   | Mgmt | For |
|   | EITAN RAFF  | Mgmt | For |
|   | JEFFREY E. STIEFLER   | Mgmt | For |
| 2 | TO HOLD AN ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | For |
| 3 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS VERIFONE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING OCTOBER 31, 2012. | Mgmt | For |

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 VERISIGN, INC. Agen

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 Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: VRSN  
 ISIN: US92343E1029  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: D. JAMES BIDZOS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM L. CHENEVICH   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: KATHLEEN A. COTE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROGER H. MOORE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN D. ROACH  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LOUIS A. SIMPSON   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: TIMOTHY TOMLINSON  | Mgmt          | For           |
| 2      | TO APPROVE, ON AN ADVISORY BASIS, VERISIGN, INC.'S EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3      | TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012. | Mgmt          | For           |

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 VERIZON COMMUNICATIONS INC. Agen

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 Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 03-May-2012  
 Ticker: VZ  
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# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

ISIN: US92343V1044

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD L. CARRION                                     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MELANIE L. HEALEY                                      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: M. FRANCES KEETH                                       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT W. LANE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: LOWELL C. MCADAM                                       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SANDRA O. MOOSE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOSEPH NEUBAUER  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN                                   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.                                     | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: HUGH B. PRICE  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RODNEY E. SLATER                                       | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt          | For           |
| 4.     | DISCLOSURE OF PRIOR GOVERNMENT SERVICE                                       | Shr           | Against       |
| 5.     | DISCLOSURE OF LOBBYING ACTIVITIES  | Shr           | Against       |
| 6.     | VESTING OF PERFORMANCE STOCK UNITS   | Shr           | Against       |
| 7.     | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING                                  | Shr           | Against       |
| 8.     | SHAREHOLDER ACTION BY WRITTEN CONSENT  | Shr           | Against       |
| 9.     | NETWORK NEUTRALITY FOR WIRELESS BROADBAND                                    | Shr           | Against       |

VERTEX PHARMACEUTICALS INCORPORATED

Agen

Security: 92532F100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2012  
 Ticker: VRTX  
 ISIN: US92532F1003

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



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |              |            |
|----|---|--------------|------------|
| 1. | DIRECTOR<br>JEFFREY M. LEIDEN<br>BRUCE I. SACHS   | Mgmt<br>Mgmt | For<br>For |
| 2. | THE APPROVAL OF THE AMENDMENT TO OUR<br>AMENDED AND RESTATED 2006 STOCK AND OPTION<br>PLAN THAT INCREASES THE NUMBER OF SHARES OF<br>COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER<br>THE PLAN BY 3,000,000. | Mgmt         | For        |
| 3. | THE APPROVAL OF THE AMENDMENT TO OUR<br>EMPLOYEE STOCK PURCHASE PLAN THAT INCREASES<br>THE NUMBER OF SHARES OF COMMON STOCK<br>AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY<br>2,500,000.                    | Mgmt         | For        |
| 4. | RATIFICATION OF THE APPOINTMENT OF ERNST &<br>YOUNG LLP AS OUR INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING<br>DECEMBER 31, 2012.   | Mgmt         | For        |
| 5. | ADVISORY VOTE ON OUR EXECUTIVE COMPENSATION<br>PROGRAM.   | Mgmt         | For        |

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 VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 31-Jan-2012  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: GARY P. COUGHLAN                       | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: MARY B. CRANSTON                       | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: FRANCISCO JAVIER<br>FERNANDEZ-CARBAJAL | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT                  | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: CATHY E. MINEHAN                       | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON                   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID J. PANG                          | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: JOSEPH W. SAUNDERS                     | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN                    | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: JOHN A. SWAINSON                       | Mgmt             | For           |
| 02     | TO APPROVE, ON AN ADVISORY BASIS, THE                        | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

COMPENSATION OF THE COMPANY'S NAMED  
EXECUTIVE OFFICERS.

|    |  |      |     |
|----|--|------|-----|
| 03 | TO APPROVE THE VISA INC. 2007 EQUITY INCENTIVE COMPENSATION PLAN, AS AMENDED AND RESTATED.                                 | Mgmt | For |
| 04 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt | For |

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WAL-MART STORES, INC.

Agen

Security: 931142103  
Meeting Type: Annual  
Meeting Date: 01-Jun-2012  
Ticker: WMT  
ISIN: US9311421039

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: AIDA M. ALVAREZ                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES W. BREYER                        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. MICHELE BURNS                       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.                     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROGER C. CORBETT                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS N. DAFT                        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL T. DUKE                        | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MARISSA A. MAYER                       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GREGORY B. PENNER                      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEVEN S REINEMUND                     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: H. LEE SCOTT, JR.                      | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: ARNE M. SORENSON                       | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JIM C. WALTON                          | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: S. ROBSON WALTON                       | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS                | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: LINDA S. WOLF                          | Mgmt          | For           |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 03 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For     |
| 04 | POLITICAL CONTRIBUTIONS REPORT                                | Shr  | Against |
| 05 | DIRECTOR NOMINATION POLICY                                    | Shr  | Against |
| 06 | REPORT REGARDING INCENTIVE COMPENSATION PROGRAMS              | Shr  | Against |

-----  
WALTER INVESTMENT MGMT. CORP

Agen

-----  
Security: 93317W102  
Meeting Type: Annual  
Meeting Date: 03-May-2012  
Ticker: WAC  
ISIN: US93317W1027  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | DIRECTOR<br>MARK O'BRIEN<br>SHANNON SMITH  | Mgmt<br>Mgmt  | For<br>For    |
| 2      | ADVISORY VOTE ON EXECUTIVE COMPENSATION FOR NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 3      | APPROVAL AND RATIFICATION OF REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM. PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR. | Mgmt          | For           |

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WARNER CHILCOTT PUBLIC LIMITED COMPANY

Agen

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Security: G94368100  
Meeting Type: Annual  
Meeting Date: 08-May-2012  
Ticker: WCRX  
ISIN: IE00B446CM77  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JAMES H. BLOEM         | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: ROGER M. BOISSONNEAULT | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1C) | ELECTION OF DIRECTOR: JOHN A. KING, PH.D.  | Mgmt | For |
| 1D) | ELECTION OF DIRECTOR: PATRICK J. O'SULLIVAN  | Mgmt | For |
| 2.  | TO APPROVE THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP, A REGISTERED<br>PUBLIC ACCOUNTING FIRM, AS INDEPENDENT<br>AUDITORS OF THE COMPANY FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2012, AND TO AUTHORIZE<br>THE BOARD OF DIRECTORS TO DETERMINE THE<br>AUDITORS' REMUNERATION. | Mgmt | For |
| 3.  | TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE<br>COMPENSATION.   | Mgmt | For |

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WASTE MANAGEMENT, INC.

Agen

Security: 94106L109  
Meeting Type: Annual  
Meeting Date: 10-May-2012  
Ticker: WM  
ISIN: US94106L1098

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: BRADBURY H. ANDERSON  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PASTORA SAN JUAN<br>CAFFERTY  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANK M. CLARK, JR.   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PATRICK W. GROSS  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN C. POPE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: W. ROBERT REUM  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DAVID P. STEINER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER  | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF ERNST & YOUNG,<br>LLP AS THE INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2012. | Mgmt          | For           |
| 3.     | TO APPROVE OUR EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | TO AMEND OUR EMPLOYEE STOCK PURCHASE PLAN<br>TO INCREASE THE NUMBER OF SHARES AUTHORIZED<br>FOR ISSUANCE.         | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL RELATING TO A STOCK<br>RETENTION POLICY REQUIRING SENIOR                                     | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

EXECUTIVES TO RETAIN A SIGNIFICANT PERCENTAGE OF STOCK ACQUIRED THROUGH EQUITY PAY PROGRAMS UNTIL ONE YEAR FOLLOWING TERMINATION OF EMPLOYMENT, IF PROPERLY PRESENTED AT THE MEETING.

|    |  |     |         |
|----|--|-----|---------|
| 6. | STOCKHOLDER PROPOSAL TO AMEND OUR BY-LAWS AND OTHER GOVERNING DOCUMENTS TO GIVE STOCKHOLDERS OF THE LOWEST PERCENTAGE OF OUR OUTSTANDING COMMON STOCK PERMITTED BY STATE LAW THE POWER TO CALL SPECIAL STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
|----|--|-----|---------|

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
Meeting Type: Annual  
Meeting Date: 24-Apr-2012  
Ticker: WFC  
ISIN: US9497461015

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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOHN D. BAKER II       | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: ELAINE L. CHAO         | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: JOHN S. CHEN           | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: LLOYD H. DEAN          | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: SUSAN E. ENGEL         | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: DONALD M. JAMES        | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN    | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: NICHOLAS G. MOORE      | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: FEDERICO F. PENA       | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY      | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD      | Mgmt          | For           |
| 1M)    | ELECTION OF DIRECTOR: STEPHEN W. SANGER      | Mgmt          | For           |
| 1N)    | ELECTION OF DIRECTOR: JOHN G. STUMPF         | Mgmt          | For           |
| 1O)    | ELECTION OF DIRECTOR: SUSAN G. SWENSON       | Mgmt          | For           |
| 2.     | PROPOSAL TO APPROVE AN ADVISORY RESOLUTION   | Mgmt          | For           |

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TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.

|    |   |      |         |
|----|---|------|---------|
| 3. | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2012.  | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.   | Shr  | Against |
| 5. | STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.  | Shr  | Against |
| 6. | STOCKHOLDER PROPOSAL TO AMEND THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS TO NOMINATE DIRECTOR CANDIDATES FOR INCLUSION IN THE COMPANY'S PROXY MATERIALS. | Shr  | Against |
| 7. | STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.  | Shr  | Against |

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 WYNDHAM WORLDWIDE CORPORATION

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 Agen

Security: 98310W108  
 Meeting Type: Annual  
 Meeting Date: 10-May-2012  
 Ticker: WYN  
 ISIN: US98310W1080  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>STEPHEN P. HOLMES<br>MYRA J. BIBLOWIT<br>PAULINE D.E. RICHARDS   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | APPROVAL OF AMENDMENTS TO THE CERTIFICATE OF INCORPORATION OF WYNDHAM WORLDWIDE CORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS. | Mgmt                 | For               |
| 3.     | ADVISORY VOTE TO APPROVE THE WYNDHAM WORLDWIDE CORPORATION EXECUTIVE COMPENSATION PROGRAM.   | Mgmt                 | For               |
| 4.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012. | Mgmt                 | For               |

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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-PX

XCEL ENERGY INC.

Agen

Security: 98389B100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2012  
 Ticker: XEL  
 ISIN: US98389B1008

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GAIL KOZIARA<br>BOUDREAUX   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FREDRIC W. CORRIGAN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RICHARD K. DAVIS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: BENJAMIN G.S. FOWKE<br>III  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ALBERT F. MORENO  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CHRISTOPHER J.<br>POLICINSKI  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: A. PATRICIA SAMPSON   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES J. SHEPPARD   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DAVID A. WESTERLUND   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: KIM WILLIAMS  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: TIMOTHY V. WOLF   | Mgmt          | For           |
| 2.     | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT<br>OF DELOITTE & TOUCHE LLP AS XCEL ENERGY<br>INC.'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2012 | Mgmt          | For           |
| 3.     | COMPANY PROPOSAL TO APPROVE AN AMENDMENT TO<br>OUR RESTATED ARTICLES OF INCORPORATION TO<br>ELIMINATE CUMULATIVE VOTING IN THE ELECTION<br>OF DIRECTORS   | Mgmt          | For           |
| 4.     | COMPANY PROPOSAL TO APPROVE OTHER<br>AMENDMENTS TO, AND THE RESTATEMENT OF, OUR<br>RESTATED ARTICLES OF INCORPORATION                                     | Mgmt          | For           |
| 5.     | COMPANY PROPOSAL TO APPROVE, ON AN ADVISORY<br>BASIS, OUR EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 6.     | SHAREHOLDER PROPOSAL ON THE SEPARATION OF<br>THE ROLE OF THE CHAIRMAN AND CHIEF<br>EXECUTIVE OFFICER  | Shr           | Against       |

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XEROX CORPORATION

Agen

Security: 984121103  
 Meeting Type: Annual  
 Meeting Date: 24-May-2012  
 Ticker: XRX  
 ISIN: US9841211033

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GLENN A. BRITT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: URSULA M. BURNS  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RICHARD J. HARRINGTON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM CURT HUNTER  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT J. KEEGAN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT A. MCDONALD   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHARLES PRINCE   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ANN N. REESE   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | Mgmt          | For           |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF THE 2011 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 4.     | APPROVAL OF THE 2012 AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2004 PERFORMANCE INCENTIVE PLAN.                                     | Mgmt          | For           |

ZIMMER HOLDINGS, INC.

Agen

Security: 98956P102  
 Meeting Type: Annual  
 Meeting Date: 08-May-2012  
 Ticker: ZMH  
 ISIN: US98956P1021

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



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|     |  |      |     |
|-----|--|------|-----|
| 1A. | ELECTION OF DIRECTOR: BETSY J. BERNARD   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARC N. CASPER   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DAVID C. DVORAK  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ROBERT A. HAGEMANN   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CECIL B. PICKETT,<br>PH.D.   | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION                         | Mgmt | For |
| 3.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012 | Mgmt | For |

\* Management position unknown

### SIGNATURES

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

|                |   |
|----------------|---|
| (Registrant)   | Eaton Vance Tax-Managed Buy-Write Income Fund |
| By (Signature) | /s/ Walter A. Row, III                        |
| Name           | Walter A. Row, III                            |
| Title          | President                                     |
| Date           | 08/07/2012                                    |