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STERLING CAPITAL CORP

Form N-PX

August 25, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-1537  
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Sterling Capital Corporation  
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(Exact name of registrant as specified in charter)

100 Wall Street, 11th Floor, New York, New York 10005  
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(Address of principal executive offices)

Michael Carey, Treasurer  
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(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 980-3360  
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Date of fiscal year end: December 31  
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Date of reporting period: July 1, 2004 - June 30, 2005  
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Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (s.s. 239.24 and s.s. 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. s.s. 3507.

STERLING CAPITAL CORPORATION  
PROXY VOTING RECORD

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| SECURITY<br>-----        | SYM<br>--- | CUSIP<br>----- | MEETING<br>DATE<br>----- | MATTER<br>VOTED ON<br>-----   | PROPOSED<br>BY<br>----- |
|--------------------------|------------|----------------|--------------------------|---|-------------------------|
| Advanced Micro Devices   | AMD        | 007903107      | 4/28/2005                | Nominees for directors  | Directo                 |
| Advanced Micro Devices   | AMD        | 007903107      | 4/28/2005                | Accountants   | Directo                 |
| Advanced Micro Devices   | AMD        | 007903107      | 4/28/2005                | Amend corporate documents   | Shareho                 |
| Advanced Micro Devices   | AMD        | 007903107      | 4/28/2005                | Stock option expensing  | Shareho                 |
| The Allstate Corporation | ALL        | 020002101      | 5/17/2005                | Nominees for directors  | Directo                 |
| The Allstate Corporation | ALL        | 020002101      | 5/17/2005                | Auditors  | Directo                 |
| The Allstate Corporation | ALL        | 020002101      | 5/17/2005                | Cumulative voting Board of Dirs.  | Shareho                 |
| Amlı Residential Prop Tr | AML        | 001735109      | 4/25/2005                | Nominees for directors  | Directo                 |
| Amlı Residential Prop Tr | AML        | 001735109      | 4/25/2005                | Eliminate the classification<br>of the Board of Trustees  | Directo                 |
| Amlı Residential         | AML        | 001735109      | 4/25/2005                | Accountants   | Directo                 |
| Camden Property Trust    | CPT        | 133131102      | 2/28/2005                | Issuance of Shares/Plan of Merger   | Directo                 |
| Camden Property Trust    | CPT        | 133131102      | 5/06/2005                | Nominees for directors  | Directo                 |
| Cisco Systems, Inc.      | CSCO       | 17275R102      | 11/18/2004               | Nominees for directors  | Directo                 |
| Cisco Systems, Inc.      | CSCO       | 17275R102      | 11/18/2004               | Accountants   | Directo                 |
| Cisco Systems, Inc.      | CSCO       | 17275R102      | 11/18/2004               | Review executive compensation<br>Policies   | Shareho                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Nominees for directors  | Directo                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Accountants   | Directo                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Stock incentive plan  | Directo                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Curb executive compensation   | Shareho                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Political contributions   | Shareho                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Chairman of the Board should<br>not have management<br>duties/titles  | Shareho                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Limit on CEO compensation   | Shareho                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Election of director nominees by<br>majority votes cast   | Shareho                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Prohibit payment of non-deductible<br>officer compensation unless<br>prior stockholder approval is<br>granted | Shareho                 |
| Citigroup, Inc.          | C          | 172967101      | 4/19/2005                | Majority vote on each issue that<br>can be subject to shareholder<br>vote                                     | Shareho                 |
| SECURITY<br>-----        | SYM<br>--- | CUSIP<br>----- | MEETING<br>DATE<br>----- | MATTER<br>VOTED ON<br>-----   | PROPOSED<br>BY<br>----- |
| Conagra Foods, Inc.      | CAG        | 205887102      | 9/23/2004                | Nominees for directors  | Directo                 |
| Conagra Foods, Inc.      | CAG        | 205887102      | 9/23/2004                | Auditors  | Directo                 |
| Conagra Foods, Inc.      | CAG        | 205887102      | 9/23/2004                | Executive incentive plan  | Directo                 |
| Conagra Foods, Inc.      | CAG        | 205887102      | 9/23/2004                | Suspension of stock grants for  | Shareho                 |

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directors and senior executives

|                          |      |           |           |  |         |
|--------------------------|------|-----------|-----------|--|---------|
| ConocoPhillips           | COP  | 20825C104 | 5/05/2005 | Nominees for directors                               | Directo |
| ConocoPhillips           | COP  | 20825C104 | 5/05/2005 | Accountants  | Directo |
| ConocoPhillips           | COP  | 20825C104 | 5/05/2005 | Compensation limitations                             | Shareho |
| ConocoPhillips           | COP  | 20825C104 | 5/05/2005 | Director election vote standard                      | Shareho |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Nominees for directors                               | Directo |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Accountants  | Directo |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Government service                                   | Shareho |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Int'l workplace standards                            | Shareho |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Executive compensation                               | Shareho |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Animal testing                                       | Shareho |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Genetically modified food                            | Shareho |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Performance based options                            | Shareho |
| E.I. DuPont De Nemours   | DD   | 263534109 | 4/27/2005 | Disclosure of PFOA costs                             | Shareho |
| Equity Office Properties | EOP  | 294741103 | 5/24/2005 | Nominees for directors                               | Directo |
| Equity Office Properties | EOP  | 294741103 | 5/24/2005 | Auditors   | Directo |
| Equity Residential       | EQR  | 29476L107 | 5/26/2005 | Nominees for directors                               | Directo |
| Equity Residential       | EQR  | 29476L107 | 5/26/2005 | Auditors   | Directo |
| FalconStor Software      | FALC | 306137100 | 5/10/2005 | Nominees for directors                               | Directo |
| FalconStor Software      | FALC | 306137100 | 5/10/2005 | Accountants  | Directo |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Nominees for directors                               | Directo |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Accountants  | Directo |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Eliminate classified structure of Board of Directors | Directo |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Eliminate supermajority voting provisions            | Directo |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Majority vote shareholder Committee                  | Shareho |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Separation Chairman/CEO                              | Shareho |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Executive pay disparity report                       | Shareho |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Executive compensation limit                         | Shareho |
| Honeywell International  | HON  | 438516106 | 4/25/2005 | Executive compensation framework proposal            | Shareho |

| SECURITY          | SYM  | CUSIP     | MEETING DATE | MATTER VOTED ON                  | PROPOSED BY |
|-------------------|------|-----------|--------------|----------------------------------|-------------|
| -----             | ---  | -----     | -----        | -----                            | -----       |
| Intel Corporation | INTC | 458140100 | 5/18/2005    | Nominees for directors           | Directors   |
| Intel Corporation | INTC | 458140100 | 5/18/2005    | Accountants                      | Directors   |
| Intel Corporation | INTC | 458140100 | 5/18/2005    | 2004 Equity Incentive Plan       | Directors   |
| Intel Corporation | INTC | 458140100 | 5/18/2005    | Executive Officer Incentive Plan | Directors   |
| JP Morgan Chase   | JPM  | 46625H100 | 5/17/2005    | Nominees for directors           | Directors   |
| JP Morgan Chase   | JPM  | 46625H100 | 5/17/2005    | Accountants                      | Directors   |
| JP Morgan Chase   | JPM  | 46625H100 | 5/17/2005    | 2005 L.T. Incentive Plan         | Directors   |
| JP Morgan Chase   | JPM  | 46625H100 | 5/17/2005    | Director Term Limits             | Shareholder |
| JP Morgan Chase   | JPM  | 46625H100 | 5/17/2005    | Separation of Chairman & CEO     | Shareholder |

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|                        |     |           |                 |  |                |
|------------------------|-----|-----------|-----------------|--|----------------|
| JP Morgan Chase        | JPM | 46625H100 | 5/17/2005       | Competitive Pay  | Shareholder    |
| JP Morgan Chase        | JPM | 46625H100 | 5/17/2005       | Management Bonuses<br>(recoup unearned)                    | Shareholder    |
| KeyCorp                | KEY | 493267108 | 5/05/2005       | Nominees for directors                                     | Directors      |
| KeyCorp                | KEY | 493267108 | 5/05/2005       | Auditors   | Directors      |
| Marathon Oil Corp.     | MRO | 565849106 | 4/27/2005       | Nominees for directors                                     | Directors      |
| Marathon Oil Corp.     | MRO | 565849106 | 4/27/2005       | Auditors   | Directors      |
| Marathon Oil Corp.     | MRO | 565849106 | 4/27/2005       | Declassify Board of Directors                              | Shareholder    |
| Marathon Oil Corp.     | MRO | 565849106 | 4/27/2005       | Elect directors by majority vote                           | Shareholder    |
| Mellon Financial Corp. | MEL | 58551A108 | 4/19/2005       | Nominees for directors                                     | Directors      |
| Mellon Financial Corp. | MEL | 58551A108 | 4/19/2005       | Accountants  | Directors      |
| MetLife, Inc.          | MET | 59156R108 | 4/26/2005       | Nominees for directors                                     | Directors      |
| MetLife, Inc.          | MET | 59156R108 | 4/26/2005       | Auditors   | Directors      |
| MetLife, Inc.          | MET | 59156R108 | 4/26/2005       | Establish Board Committee to<br>review sales practices     | Shareholder    |
| Newell Rubbermaid      | NWL | 651229106 | 5/11/2005       | Nominees for directors                                     | Directors      |
| Newell Rubbermaid      | NWL | 651229106 | 5/11/2005       | Accountants  | Directors      |
| Newell Rubbermaid      | NWL | 651229106 | 5/11/2005       | Classified Board of Directors                              | Shareholder    |
| SECURITY               | SYM | CUSIP     | MEETING<br>DATE | MATTER<br>VOTED ON   | PROPOSED<br>BY |
| -----                  | --- | -----     | -----           | -----  | -----          |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Nominees for directors                                     | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Approval of income statements<br>and balance sheet         | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Approval of dividend EUR 0.33                              | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Discharge of liability                                     | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Composition of the Board                                   | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Remuneration to be paid/Auditor                            | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Auditors   | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Granting stock options                                     | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Reduce share capital/cancel shares                         | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Increase share capital of company                          | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Board to repurchase Nokia shares                           | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Dispose Nokia shares held by co.                           | Directors      |
| Nokia Corporation      | NOK | 654902204 | 4/07/2005       | Instructs legal counsel to vote<br>their discretion on #15 | Directors      |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Nominees for directors                                     | Directors      |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Accountants  | Directors      |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Term limits for directors                                  | Shareholder    |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Report on increasing access to<br>Pfizer products          | Shareholder    |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Importation of prescription drugs                          | Shareholder    |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Political contributions                                    | Shareholder    |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Product availability in Canada                             | Shareholder    |
| Pfizer, Inc.           | PFE | 717081103 | 4/28/2005       | Separate Chairman & CEO and<br>access to pharmaceutical    | Shareholder    |

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| SECURITY               | SYM | CUSIP     | MEETING DATE | MATTER VOTED ON  | PROPOSED BY  |
|------------------------|-----|-----------|--------------|--|--------------|
| -----                  | --- | -----     | -----        | -----  | -----        |
|                        |     |           |              | products   |              |
| Ryder System Inc.      | R   | 783549108 | 5/06/2005    | Nominees for directors   | Directors    |
| Ryder System Inc.      | R   | 783549108 | 5/06/2005    | Auditors   | Directors    |
| Ryder System Inc.      | R   | 783549108 | 5/06/2005    | 2005 Equity Compensation Plan  | Directors    |
| Ryder System Inc.      | R   | 783549108 | 5/06/2005    | Amendment to stock purchase plan for employees to increase the number of shares issuable under the plan by 1,000,000 | Directors    |
| Sara Lee Corporation   | SLE | 803111103 | 10/28/2004   | Nominees for directors   | Directors    |
| Sara Lee Corporation   | SLE | 803111103 | 10/28/2004   | Auditors   | Directors    |
| Sara Lee Corporation   | SLE | 803111103 | 10/28/2004   | Charitable contributions   | Shareholders |
| St. Paul's Travelers   | STA | 792860108 | 5/03/2005    | Nominees for directors   | Directors    |
| St. Paul's Travelers   | STA | 792860108 | 5/03/2005    | Accountants  | Directors    |
| Time Warner Inc.       | TWX | 887317105 | 5/20/2005    | Nominees for directors   | Directors    |
| Time Warner Inc.       | TWX | 887317105 | 5/20/2005    | Auditors   | Directors    |
| Time Warner Inc.       | TWX | 887317105 | 5/20/2005    | Pay Comparison   | Stockholders |
| Tribune Company        | TRB | 896047107 | 5/18/2005    | Nominees for directors   | Directors    |
| Tribune Company        | TRB | 896047107 | 5/18/2005    | Accountants  | Directors    |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Nominees for directors   | Directors    |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Accountants  | Directors    |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Cumulative Voting  | Shareholders |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Majority Vote Election/Directors   | Shareholders |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Board Composition  | Shareholders |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Separate Chairman & CEO  | Shareholders |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Directors Liability  | Shareholders |
| Verizon Communications | VZ  | 92343V104 | 5/05/2005    | Political contributions  | Shareholders |
| Viacom, Inc.           | VIA | 925524100 | 5/26/2005    | Nominees for directors   | Directors    |
| Viacom, Inc.           | VIA | 925524100 | 5/26/2005    | Auditors   | Directors    |
| Viacom, Inc.           | VIA | 925524100 | 5/26/2005    | Sr Exec. short-term Incentive Plan   | Directors    |
| Viacom, Inc.           | VIA | 925524100 | 5/26/2005    | RSU Plan/Outside Directors   | Directors    |
| Wilmington Trust       | WL  | 971807102 | 4/21/2005    | Nominees for directors   | Directors    |
| Wilmington Trust       | WL  | 971807102 | 4/21/2005    | 2005 long-term incentive plan  | Directors    |

