

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
Form N-PX
August 12, 2013

OMB APPROVAL

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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 811-22467

Kayne Anderson Midstream/Energy Fund, Inc.
(Exact name of registrant as specified in charter)

717 Texas Avenue, Suite 3100 Houston, Texas
(Address of principal executive offices)

77002
(Zip code)

David J. Shladovsky, Esq.
KA Fund Advisors, LLC
717 Texas Avenue, Suite 3100
Houston, Texas 77002
(Name and address of agent for service)

Registrant's telephone number, including area code: (310) 284-6438

Date of fiscal year end: November 30

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

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 (ss.ss. 239.24 and 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 (17

CFR 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. ss. 3507.

ITEM 1. PROXY VOTING RECORD.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
 - (b) The exchange ticker symbol of the portfolio security;
 - (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
 - (d) The shareholder meeting date;
 - (e) A brief identification of the matter voted on;
 - (f) Whether the matter was proposed by the issuer or by a security holder;
 - (g) Whether the registrant cast its vote on the matter;
 - (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
 - (i) Whether the registrant cast its vote for or against management.
-

SIGNATURES

[See General Instruction F]

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) Kayne Anderson Midstream/Energy Fund, Inc.

| | |
|---------------------------|--|
| By (Signature and Title)* | /s/ Kevin S. McCarthy Kevin S. McCarthy, Chairman of the Board of Directors, |
| Date | August 6, 2013 President and Chief Executive Officer |

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

Item 1 – Proxy Voting Record

Kayne Anderson Midstream/Energy Fund, Inc.
7/1/2012 - 6/30/2013

| Issuer | Symbol | CUSIP | Meeting Date | Matter: | Proposed by (I)ssuer or (S)hrhldr | Vote Cast? | How Voted | For/ |
|--------------------------------|--------|------------|--------------|--|-----------------------------------|------------|-----------|------|
| CAPITAL PRODUCTS PARTNERS L.P. | CPLP | Y11082107 | 7/23/2012 | ELECT: DIRECTOR: ABEL RASTERHOFF DIRECTOR: D.P. CHRISTACOPOULOS | I | YES | FOR | F |
| SEADRILL LIMITED | SDRL | G7954E1057 | 9/21/2012 | TO RE-ELECT AS DIRECTOR: JOHN FREDRIKSEN TOR OLAV TROIM KATE BLANKENSHIP KATHRINE FREDRIKSEN CARL ERIK STEEN | I | YES | FOR | F |
| | | | | RE-APPOINT AND AUTHORIZE: PRICEWATERHOUSECOOPERS, AS OF OLSO, NORWAY AS AUDITORSAND TO AUTHORIZE THE DIRECTORS TO DETERMINE THEIR REMUNERATION. | I | YES | FOR | F |
| | | | | APPROVE: THE REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS OF A TOTAL AMOUNT OF FEES NOT TO EXCEED US\$800,000 FOR THE YEAR ENDED DECEMBER 31, 2012. | I | YES | FOR | F |
| GOLAR LNG PARTNERS LP | GMLP | Y2745C102 | 9/21/2012 | TO ELECT: BART VELDHUIZEN AS A CLASS I DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2013 | I | YES | FOR | F |

ANNUAL MEETING.

TO ELECT: I YES FOR F
 CARL ERIK STEEN AS A CLASS
 II DIRECTOR OF THE
 PARTNERSHIP WHOSE TERM
 WILL EXPIRE AT THE 2014
 ANNUAL MEETING.

TO ELECT: I YES FOR F
 HANS PETTER AAS AS A
 CLASS III DIRECTOR OF THE
 PARTNERSHIP WHOSE TERM
 WILL EXPIRE AT THE 2015
 ANNUAL MEETING.

TO ELECT: I YES FOR F
 PAUL LEAND JR, AS A CLASS
 III DIRECTOR OF THE
 PARTNERSHIP WHOSE TERM
 WILL EXPIRE AT THE 2015
 ANNUAL MEETING.

NAVIOS
 MARITIME
 PARTNERS L.P.

NMM Y62267102 12/6/2012

TO ELECT: I YES FOR F
 DIRECTOR: JOHN
 KARAKADAS
 DIRECTOR: RPBERT PIEROT

RATIFY: I YES FOR F
 THE APPOINTMENT OF
 PRICEWATERHOUSECOOPERS
 AS THE COMPANY'S
 INDEPENDENT PUBLIC
 ACCOUNTANTS FOR THE
 FISCAL YEAR ENDING
 DECEMBER 31, 2012.

GOLAR LNG
 PARTNERS LP

GMLP Y2745C102 12/13/2012

TO ELECT: I YES FOR F
 BART VELDHUIZEN AS A
 CLASS I DIRECTOR OF THE
 PARTNERSHIP WHOSE TERM
 WILL EXPIRE AT THE 2013
 ANNUAL MEETING OF
 LIMITED PARTNERS.

TO ELECT: I YES FOR F
 CARL ERIK STEEN AS A CLASS
 II DIRECTOR OF THE

PARTNERSHIP WHOSE TERM
WILL EXPIRE AT THE 2014
ANNUAL MEETING OF
LIMITED PARTNERS.

TO ELECT: I YES FOR F
HANS PETTER AAS AS A
CLASS III DIRECTOR OF THE
PARTNERSHIP WHOSE TERM
WILL EXPIRE AT THE 2015
ANNUAL MEETING OF
LIMITED PARTNERS.

TO ELECT: I YES FOR F
PAUL LEAND JR., AS A CLASS
III DIRECTOR OF THE
PARTNERSHIP WHOSE TERM
WILL EXPIRE AT THE 2015
ANNUAL MEETING OF
LIMITED PARTNERS.

TO APPROVE: I YES AGAINST AGA
THE ADOPTION OF AN
AMENDMENT TO SECTION 13.9
OF THE PARTNERSHIP'S FIRST
AMENDED AND RESTATED
AGREEMENT OF THE LIMITED
PARTNERSHIP TO REDUCE
THE QUORUM REQUIREMENT
FOR MEETINGS OF THE
LIMITED PARTNERS FROM A
MAJORITY TO 33 1/3% OF THE
OUTSTANDING UNITS OF THE
PARTNERSHIP.

CENTERPOINT
ENERGY, INC.

CNP 15189T107 4/25/2013

ELECTION OF DIRECTOR:
MILTON CARROLL I NO N/A F
MICHAEL P. JOHNSON I NO N/A F
JANIECE M. LONGORIA I NO N/A F
DAVID M. MCCLANAHAN I NO N/A F
SUSAN O. RHENEY I NO N/A F
R.A. WALKER I NO N/A F
PETER S. WAREING I NO N/A F

RATIFY: I NO N/A F
THE APPOINTMENT OF
DELOITTE & TOUCHE LLP AS
INDEPENDENT AUDITORS FOR
2013.

| | | | | | | | | |
|--------------------------|------|-----------|-----------|--|---------------------------------|---|---|---------------------------------|
| | | | | APPROVE: THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | I | NO | N/A | F |
| COPANO ENERGY, L.L.C. | CPNO | 933767925 | 4/30/2013 | TO ADOPT: THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 29, 2013 BY AND AMONG COPANO ENERGY, LLC, KINDER MORGAN ENERGY PARTNERS, L.P., KINDER MORGAN GP, INC., AND JAVELINA MERGER SUB LLC, A WHOLLY-OWNED SUBSIDIARY OF KINDER MORGAN ENERGY PARTNERS, L.P. | I | YES | FOR | F |
| | | | | TO APPROVE: THE ADJOURNMENT OF THE COMPANY'S SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | I | YES | FOR | F |
| | | | | TO APPROVE: ON AN ADVISORY (NON-BINDING) BASIS, THE RELATED COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | I | YES | FOR | F |
| SPECTRA ENERGY CORP. | SE | 847560109 | 4/30/2013 | ELECTION OF DIRECTOR: WILLIAM T. ESREY GREGORY L. EBEL AUSTIN A. ADAMS JOSEPH ALVARADO PAMELA L. CARTER F. ANTHONY COMPER PETER B. HAMILTON | I I I I I I I | YES YES YES YES YES YES YES | FOR FOR FOR FOR FOR FOR FOR | F F F F F F F |

| | | | | |
|---------------------|---|-----|-----|---|
| DENNIS R. HENDRIX | I | YES | FOR | F |
| MICHAEL MCSHANE | I | YES | FOR | F |
| MICHAEL G. MORRIS | I | YES | FOR | F |
| MICHAEL E.J. PHELPS | I | YES | FOR | F |

| | | | | |
|--|---|-----|-----|---|
| RATIFICATION: OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY CORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | I | YES | FOR | F |
|--|---|-----|-----|---|

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|---|---|-----|-----|---|
| ADVISORY RESOLUTION: TO APPROVE EXECUTIVE COMPENSATION. | I | YES | FOR | F |
|---|---|-----|-----|---|

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|---|---|-------------|---|---|
| SHAREHOLDER PROPOSAL: CONCERNING DISCLOSURE OF POLITICAL CONTRIBUTIONS. | S | YES AGAINST | F | F |
|---|---|-------------|---|---|

| | | | | |
|--|---|-------------|---|---|
| SHAREHOLDER PROPOSAL: CONCERNING FUGITIVE METHANE EMISSIONS REPORT. | S | YES AGAINST | F | F |
|--|---|-------------|---|---|

TESORO
CORPORATION

TSO 881609101 5/1/2013

| | | | | |
|--|---|-----|-----|---|
| ELECTION OF DIRECTOR: RODNEY F. CHASE | I | YES | FOR | F |
| GREGORY J. GOFF | I | YES | FOR | F |
| ROBERT W. GOLDMAN | I | YES | FOR | F |
| STEVEN H. GRAPSTEIN | I | YES | FOR | F |
| DAVID LILLEY | I | YES | FOR | F |
| MARY PAT MCCARTHY | I | YES | FOR | F |
| J.W. NOKES | I | YES | FOR | F |
| SUSAN TOMASKY | I | YES | FOR | F |
| MICHAEL E. WILEY | I | YES | FOR | F |
| PATRICK Y. YANG | I | YES | FOR | F |

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|---|---|-----|-----|---|
| ADVISORY VOTE: TO APPROVE EXECUTIVE COMPENSATION. | I | YES | FOR | F |
|---|---|-----|-----|---|

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|---|---|-----|-----|---|
| APPROVE: THE TESORO CORPORATION AMENDED AND RESTATED 2011 LONG-TERM INCENTIVE PLAN. | I | YES | FOR | F |
|---|---|-----|-----|---|

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|---|---|-----|-----|---|
| RATIFY: THE APPOINTMENT OF ERNST & YOUNG LLP AS THE | I | YES | FOR | F |
|---|---|-----|-----|---|

INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM.

| | | | | | | | | |
|--------------|-----|-----------|----------|--|---|-----|-----|---|
| KEYERA CORP. | KEY | 493271100 | 5/7/2013 | APPOINTMENT: OF DELOITTE LLP AS AUDITORS OF KEYERA FOR A TERM EXPIRING AT THE CLOSE OF THE NEXT ANNUAL MEETING OF SHAREHOLDERS. | I | YES | FOR | F |
| | | | | DIRECTOR: JAMES V. BERTRAM | I | YES | FOR | F |
| | | | | ROBERT B. CATELL | I | YES | FOR | F |
| | | | | MICHAEL B.C. DAVIES | I | YES | FOR | F |
| | | | | DOUGLAS J. HAUGHEY | I | YES | FOR | F |
| | | | | NANCY M. LAIRD | I | YES | FOR | F |
| | | | | DONALD J. NELSON | I | YES | FOR | F |
| | | | | H. NEIL NICHOLS | I | YES | FOR | F |
| | | | | MICHAEL J. NORRIS | I | YES | FOR | F |
| | | | | WILLIAM R. STEDMAN | I | YES | FOR | F |
| | | | | RESOLUTION: THE FULL TEXT OF WHICH IS SET FORTH IN SCHEDULE B TO THE INFORMATION CIRCULAR PUBLISHED BY KEYERA IN CONNECTION WITH THE MEETING, TO RATIFY, CONFIRM, AND APPROVE THE ADVANCE NOTICE BYLAW, AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR UNDER THE HEADING "MATTERS TO BE ACTED UPON AT THE MEETING" AND IN SCHEDULE B. | I | YES | FOR | F |
| | | | | RESOLUTION: THE FULL TEXT OF WHICH IS SET FORTH IN SCHEDULE C TO THE CIRCULAR, TO APPROVE AMENDMENTS TO THE ARTICLES OF KEYERA ON SUBSTANTIALLY THE TERMS SET OUT IN SCHEDULE C TO THE CIRCULAR, INCLUDING THE CREATION OF A LIMITED NUMBER OF PREFERRED SHARES WITHOUT NOMINAL OR PAR VALUE TO BE | I | YES | FOR | F |

REFERRED TO AS THE "FIRST PREFERRED SHARES" AND A LIMITED NUMBER OF PREFERRED SHARES WITHOUT NOMINAL OR PAR VALUE TO BE REFERRED TO AS THE "SECOND PREFERRED SHARES", AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR UNDER THE HEADING "MATTERS TO BE ACTED UPON AT THE MEETING" AND IN SCHEDULE C.

OCCIDENTAL
PETROLEUM
CORPORATION

OXY 674599105 5/3/2013

ELECTION OF DIRECTOR:

| | | | | |
|---------------------|---|-----|-----|---|
| SPENCER ABRAHAM | I | YES | FOR | F |
| HOWARD I. ATKINS | I | YES | FOR | F |
| STEPHEN I. CHAZEN | I | YES | FOR | F |
| EDWARD P. DJEREJIAN | I | YES | FOR | F |
| JOHN E. FEICK | I | YES | FOR | F |
| MARGARET M. FORAN | I | YES | FOR | F |
| CARLOS M. GUTIERREZ | I | YES | FOR | F |
| RAY R. IRANI | I | YES | FOR | F |
| AVEDICK B. POLADIAN | I | YES | FOR | F |
| AZIZ D. SYRIANI | I | YES | FOR | F |

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| ADVISORY VOTE: APPROVING EXECUTIVE COMPENSATION. | I | YES | FOR | F |
|--|---|-----|-----|---|

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| RATIFICATION: OF SELECTION OF KPMG LLP AS INDEPENDENT AUDITORS. | I | YES | FOR | F |
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| APPROVAL: OF STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT. | S | YES | AGAINST | F |
|---|---|-----|---------|---|

ENBRIDGE INC.

ENB 29250N105 5/8/2013

DIRECTORS:

| | | | | |
|----------------------|---|-----|-----|---|
| DAVID A. ARLEDGE | I | YES | FOR | F |
| JAMES J. BLANCHARD | I | YES | FOR | F |
| J. LORNE BRAITHWAITE | I | YES | FOR | F |
| J. HERB ENGLAND | I | YES | FOR | F |
| CHARLES W. FISCHER | I | YES | FOR | F |
| V.M. KEMPSTON DARKES | I | YES | FOR | F |
| DAVID A. LESLIE | I | YES | FOR | F |
| AL MONACO | I | YES | FOR | F |
| GEORGE K. PETTY | I | YES | FOR | F |

| | | | | |
|-----------------------|---|-----|-----|---|
| CHARLES E. SHULTZ | I | YES | FOR | F |
| DAN C. TUTCHER | I | YES | FOR | F |
| CATHERINE L. WILLIAMS | I | YES | FOR | F |

| | | | | |
|--|---|-----|-----|---|
| APPOINT: PRICEWATERHOUSECOOPERS LLP AS AUDITORS. | I | YES | FOR | F |
|--|---|-----|-----|---|

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|--|---|-----|-----|---|
| VOTE: ON THE APPROACH TO EXECUTIVE COMPENSATION. | I | YES | FOR | F |
|--|---|-----|-----|---|

KINDER
MORGAN, INC. KMI 49456B1017 5/7/2013

| | | | | |
|----------------------|---|-----|-----|---|
| DIRECTOR: | | | | |
| RICHARD D. KINDER | I | YES | FOR | F |
| C. PARK SHAPER | I | YES | FOR | F |
| STEVEN J. KEAN | I | YES | FOR | F |
| ANTHONY W. HALL, JR. | I | YES | FOR | F |
| DEBORAH A. MACDONALD | I | YES | FOR | F |
| MICHAEL MILLER | I | YES | FOR | F |
| MICHAEL C. MORGAN | I | YES | FOR | F |
| FAYEZ SAROFIM | I | YES | FOR | F |
| JOEL V. STAFF | I | YES | FOR | F |
| JOHN STOKES | I | YES | FOR | F |
| ROBERT F. VAGT | I | YES | FOR | F |

| | | | | |
|--|---|-----|-----|---|
| RATIFICATION: OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | I | YES | FOR | F |
|--|---|-----|-----|---|

PEMBINA
PIPELINE
CORPORATION PBA 706327103 5/10/2013

| | | | | |
|----------------------|---|-----|-----|---|
| DIRECTOR: | | | | |
| GRANT D. BILLING | I | YES | FOR | F |
| THOMAS W. BUCHANAN | I | YES | FOR | F |
| ALLAN L. EDGEWORTH | I | YES | FOR | F |
| RANDALL J. FINDLAY | I | YES | FOR | F |
| LORNE B. GORDON | I | YES | FOR | F |
| DAVID M.B. LEGRESLEY | I | YES | FOR | F |
| ROBERT B. MICHALESKI | I | YES | FOR | F |
| LESLIE A. O'DONOGHUE | I | YES | FOR | F |
| JEFFREY T. SMITH | I | YES | FOR | F |

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|---|---|-----|-----|---|
| TO APPOINT: KPMG LLP, CHARTERED ACCOUNTANTS, AS THE AUDITORS OF THE CORPORATION FOR THE | I | YES | FOR | F |
|---|---|-----|-----|---|

ENSUING FINANCIAL YEAR
AT A REMUNERATION TO BE
FIXED BY MANAGEMENT.

TO ACCEPT:
THE APPROACH TO
EXECUTIVE COMPENSATION
AS DISCLOSED IN THE
ACCOMPANYING
MANAGEMENT PROXY
CIRCULAR.

I YES FOR F

RESOLUTION:
APPROVING AND
AUTHORIZING AN
AMENDMENT TO THE
ARTICLES TO CHANGE THE
DESIGNATION AND TERMS OF
THE CORPORATION'S
EXISTING INTERNALLY HELD
PREFERRED SHARES AS MORE
PARTICULARLY DESCRIBED
IN THE ACCOMPANYING
MANAGEMENT PROXY
CIRCULAR.

I YES FOR F

RESOLUTION:
APPROVING AND
AUTHORIZING AN
AMENDMENT TO THE
ARTICLES TO CREATE A NEW
CLASS OF PREFERRED
SHARES DESIGNATED AS A
"CLASS A PREFERRED
SHARES" AS MORE
PARTICULARLY DESCRIBED
IN THE ACCOMPANYING
MANAGEMENT PROXY
CIRCULAR.

I YES FOR F

RESOLUTION:
APPROVING AND
AUTHORIZING AN
AMENDMENT TO THE
ARTICLES TO INCREASE THE
MAXIMUM NUMBER OF
DIRECTORS OF PEMBINA
FROM 11 TO 13 AS MORE
PARTICULARLY DESCRIBED IN
THE ACCOMPANYING
MANAGEMENT PROXY

I YES FOR F

CIRCULAR.

| | | | | |
|--|---|-----|-----|---|
| RESOLUTION: TO CONTINUE, AND AMEND AND RESTATE THE SHAREHOLDER RIGHTS PLAN AGREEMENT AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR. | I | YES | FOR | F |
|--|---|-----|-----|---|

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|--------------------------|------|-----------|----------|---|---|-----|-----|---|
| CROSSTEX ENERGY, L.P. | XTEX | 22765U102 | 5/9/2013 | APPROVE: THE AMENDED AND RESTATED CROSSTEX ENERGY GP, LLC LONG-TERM INCENTIVE PLAN (INCLUDING AN INCREASE IN THE NUMBER OF COMMON UNITS AVAILABLE FOR ISSUANCE THEREUNDER). | I | YES | FOR | F |
|--------------------------|------|-----------|----------|---|---|-----|-----|---|

| | | | | | | | | |
|----------------|-----|-----------|-----------|--|---|-----|-----|---|
| CONOCOPHILLIPS | COP | 20825C104 | 5/14/2013 | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE | I | YES | FOR | F |
| | | | | RICHARD H. AUCHINLECK | I | YES | FOR | F |
| | | | | JAMES E. COPELAND, JR. | I | YES | FOR | F |
| | | | | JODY L. FREEMAN | I | YES | FOR | F |
| | | | | GAY HUEY EVANS | I | YES | FOR | F |
| | | | | RYAN M. LANCE | I | YES | FOR | F |
| | | | | MOHD H. MARICAN | I | YES | FOR | F |
| | | | | ROBERT A. NIBLOCK | I | YES | FOR | F |
| | | | | HARALD J. NORVIK | I | YES | FOR | F |
| | | | | WILLIAM E. WADE, JR. | I | YES | FOR | F |

| | | | | |
|--|---|-----|-----|---|
| RATIFY: THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | I | YES | FOR | F |
|--|---|-----|-----|---|

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| ADVISORY APPROVAL: OF EXECUTIVE COMPENSATION. | I | YES | FOR | F |
|---|---|-----|-----|---|

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|--|---|-----|---------|---|
| REPORT: ON GRASSROOTS LOBBYING EXPENDITURES. | S | YES | AGAINST | F |
|--|---|-----|---------|---|

| | | | | |
|-------|---|-----|---------|---|
| VOTE: | S | YES | AGAINST | F |
|-------|---|-----|---------|---|

GREENHOUSE GAS
REDUCTION TARGETS.

VOTE: S YES AGAINST F
GENDER IDENTITY
NON-DISCRIMINATION.

NISOURCE INC. NI 65473P105 5/14/2013 ELECTION OF DIRECTOR:

| | | | | |
|-----------------------|---|-----|-----|---|
| RICHARD A. ABDOO | I | YES | FOR | F |
| ARISTIDES S. CANDRIS | I | YES | FOR | F |
| SIGMUND L. CORNELIUS | I | YES | FOR | F |
| MICHAEL E. JESANIS | I | YES | FOR | F |
| MARTY R. KITTRELL | I | YES | FOR | F |
| W. LEE NUTTER | I | YES | FOR | F |
| DEBORAH S. PARKER | I | YES | FOR | F |
| ROBERT C. SKAGGS, JR. | I | YES | FOR | F |
| TERESA A. TAYLOR | I | YES | FOR | F |
| RICHARD L. THOMPSON | I | YES | FOR | F |
| CAROLYN Y. WOO | I | YES | FOR | F |

RATIFY: I YES FOR F
THE APPOINTMENT OF
DELOITTE & TOUCH LLP AS
THE COMPANY'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTANTS.

CONSIDER: I YES FOR F
ADVISORY APPROVAL OF
EXECUTIVE COMPENSATION.

CONSIDER: S YES AGAINST F
A STOCKHOLDER PROPOSAL
REGARDING ACTION BY
WRITTEN CONSENT.

CONSIDER: S YES AGAINST F
A STOCKHOLDER PROPOSAL
REGARDING A POLICY TO
END BENCHMARKING CEO
COMPENSATION.

HOLLYFRONTIER CORPORATION HFC 436106108 5/15/2013 ELECTION OF DIRECTOR:

| | | | | |
|---------------------|---|-----|-----|---|
| DOUGLAS Y. BECH | I | YES | FOR | F |
| BUFORD P. BERRY | I | YES | FOR | F |
| LELDON E. ECHOLS | I | YES | FOR | F |
| R. KEVIN HARDAGE | I | YES | FOR | F |
| MICHAEL C. JENNINGS | I | YES | FOR | F |
| ROBERT J. KOSTELNIK | I | YES | FOR | F |
| JAMES H. LEE | I | YES | FOR | F |

| | | | | |
|--------------------|---|-----|-----|---|
| ROBERT G. MCKENZIE | I | YES | FOR | F |
| FRANKLIN MYERS | I | YES | FOR | F |
| MICHAEL ROSE | I | YES | FOR | F |
| TOMMY VALENTA | I | YES | FOR | F |

| | | | | |
|--|---|-----|-----|---|
| ADVISORY VOTE: TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | I | YES | FOR | F |
|--|---|-----|-----|---|

| | | | | |
|--|---|-----|-----|---|
| RATIFY: THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR. | I | YES | FOR | F |
|--|---|-----|-----|---|

OGE ENERGY
CORP.

OGE 670837103 5/16/2013

| | | | | |
|------------------------------|---|-----|-----|---|
| DIRECTOR: JAMES H. BRANDI | I | YES | FOR | F |
| WAYNE H. BRUNETTI | I | YES | FOR | F |
| LUKE R. CORBETT | I | YES | FOR | F |
| PETER B. DELANEY | I | YES | FOR | F |
| JOHN D. GROENDYKE | I | YES | FOR | F |
| KIRK HUMPHREYS | I | YES | FOR | F |
| ROBERT KELLEY | I | YES | FOR | F |
| ROBERT O. LORENZ | I | YES | FOR | F |
| JUDY R. MCREYNOLDS | I | YES | FOR | F |
| LEROY C. RICHIE | I | YES | FOR | F |

| | | | | |
|--|---|-----|-----|---|
| RATIFY: THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S PRINCIPAL INDEPENDENT ACCOUNTANTS FOR 2013. | I | YES | FOR | F |
|--|---|-----|-----|---|

| | | | | |
|--|---|-----|-----|---|
| ADVISORY VOTE: TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | I | YES | FOR | F |
|--|---|-----|-----|---|

| | | | | |
|---|---|-----|-----|---|
| AMENDMENT: OF RESTATED CERTIFICATION OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS. | I | YES | FOR | F |
|---|---|-----|-----|---|

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|--|---|-----|-----|---|
| APPROVAL: OF THE OGE ENERGY CORP. 2013 STOCK INCENTIVE PLAN. | I | YES | FOR | F |
|--|---|-----|-----|---|

| | | | | |
|---|---|-----|-----|---|
| APPROVAL: OF THE OGE ENERGY CORP. 2013 ANNUAL INCENTIVE COMPENSATION PLAN. | I | YES | FOR | F |
|---|---|-----|-----|---|

| | | | | |
|---|---|-----|-----|---|
| AMENDMENT: OF THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 225,000,000 TO 450,000,000. | I | YES | FOR | F |
|---|---|-----|-----|---|

| | | | | |
|---|---|-------------|---|---|
| SHAREHOLDER PROPOSAL: REGARDING REINCORPORATION IN DELAWARE. | S | YES AGAINST | F | F |
|---|---|-------------|---|---|

| | | | | | | | | |
|---------------------------------|-----|-----------|-----------|-----------------------|---|-----|-----|---|
| THE WILLIAMS COMPANIES, INC. | WMB | 969457100 | 5/16/2013 | ELECTION OF DIRECTOR: | I | YES | FOR | F |
| | | | | ALAN S. ARMSTRONG | I | YES | FOR | F |
| | | | | JOSEPH R. CLEVELAND | I | YES | FOR | F |
| | | | | KATHLEEN B. COOPER | I | YES | FOR | F |
| | | | | JOHN A. HAGG | I | YES | FOR | F |
| | | | | JUANITA H. HINSHAW | I | YES | FOR | F |
| | | | | RALPH IZZO | I | YES | FOR | F |
| | | | | FRANK T. MACINNIS | I | YES | FOR | F |
| | | | | STEVEN W. NANCE | I | YES | FOR | F |
| | | | | MURRAY D. SMITH | I | YES | FOR | F |
| | | | | JANICE D. STONEY | I | YES | FOR | F |
| | | | | LAURA A. SUGG | I | YES | FOR | F |

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|---|---|-----|-----|---|
| RATIFY: ERNST & YOUNG LLP AS AUDITORS FOR 2013. | I | YES | FOR | F |
|---|---|-----|-----|---|

| | | | | |
|--|---|-----|-----|---|
| APPROVAL: BY NONBINDING ADVISORY VOTE, OF THE COMPANY'S EXECUTIVE COMPENSATION. | I | YES | FOR | F |
|--|---|-----|-----|---|

| | | | | | | | | |
|-----------------------------|------|-----------|-----------|----------------|---|-----|-----|---|
| TARGA RESOURCES CORP. | TRGP | 87612G101 | 5/20/2013 | DIRECTOR: | | | | |
| | | | | RENE R. JOYCE | I | YES | FOR | F |
| | | | | PETER R. KAGAN | I | YES | FOR | F |
| | | | | CHRIS TONG | I | YES | FOR | F |

| | | | | |
|---------------|---|-----|-----|---|
| RATIFICATION: | I | YES | FOR | F |
|---------------|---|-----|-----|---|

OF SELECTION OF
INDEPENDENT AUDITORS.

| | | | | | | | | |
|-------------------------|-----|-----------|-----------|--------------------------|---|-----|---------|---|
| ONEOK, INC. | OKE | 682680103 | 5/22/2013 | ELECTION OF DIRECTOR: | | | | |
| | | | | JAMES C. DAY | I | YES | FOR | F |
| | | | | JULIE H. EDWARDS | I | YES | FOR | F |
| | | | | WILLIAMS L. FORD | I | YES | FOR | F |
| | | | | JOHN W. GIBSON | I | YES | FOR | F |
| | | | | BERT H. MACKIE | I | YES | FOR | F |
| | | | | STEVEN J. MALCOLM | I | YES | FOR | F |
| | | | | JIM W. MOGG | I | YES | FOR | F |
| | | | | PATTYE L. MOORE | I | YES | FOR | F |
| | | | | GARY D. PARKER | I | YES | FOR | F |
| | | | | EDUARDO A. RODRIGUEZ | I | YES | FOR | F |
| | | | | RATIFY: | I | YES | FOR | F |
| | | | | THE SELECTION OF | | | | |
| | | | | PRICEWATERHOUSECOOPERS | | | | |
| | | | | LLP AS THE COMPANY'S | | | | |
| | | | | INDEPENDENT REGISTRED | | | | |
| | | | | PUBLIC ACCOUNTING FIRM. | | | | |
| | | | | APPROVE: | I | YES | FOR | F |
| | | | | THE MATERIAL TERMS OF | | | | |
| | | | | THE PERFORMANCE GOALS | | | | |
| | | | | OF THE EQUITY | | | | |
| | | | | COMPENSATION PLAN. | | | | |
| | | | | ADVISORY VOTE: | I | YES | FOR | F |
| | | | | TO APPROVE THE COMPANY'S | | | | |
| | | | | EXECUTIVE COMPENSATION. | | | | |
| | | | | SHAREHOLDER PROPOSAL: | S | YES | AGAINST | F |
| | | | | REGARDING PUBLICATION OF | | | | |
| | | | | A REPORT ON METHANE | | | | |
| | | | | EMISSIONS. | | | | |
| THE SOUTHERN COMPANY | SO | 842587107 | 5/22/2013 | ELECTION OF DIRECTOR: | | | | |
| | | | | J.P. BARANCO | I | YES | FOR | F |
| | | | | J.A. BOSCIA | I | YES | FOR | F |
| | | | | H.A. CLARK III | I | YES | FOR | F |
| | | | | T.A. FANNING | I | YES | FOR | F |
| | | | | D.J. GRAIN | I | YES | FOR | F |
| | | | | H.W. HABERMEYER, JR. | I | YES | FOR | F |
| | | | | V.M. HAGEN | I | YES | FOR | F |
| | | | | W.A. HOOD, JR. | I | YES | FOR | F |
| | | | | D.M. JAMES | I | YES | FOR | F |
| | | | | D.E. KLEIN | I | YES | FOR | F |
| | | | | W.G. SMITH, JR. | I | YES | FOR | F |
| | | | | S.R. SPECKER | I | YES | FOR | F |

| | | | | |
|---|---|-----|-----|---|
| E.J. WOOD III | I | YES | FOR | F |
| RATIFY: THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | I | YES | FOR | F |
| ADVISORY VOTE: TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION. | I | YES | FOR | F |
| RATIFICATION: OF BY-LAW AMENDMENT. | I | YES | FOR | F |
| AMENDMENT: TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE TWO-THIRDS SUPERMAJORITY REQUIREMENTS IN ARTICLE ELEVENTH TO A MAJORITY VOTE. | I | YES | FOR | F |
| AMENDMENT: TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE 75% SUPERMAJORITY REQUIREMENTS IN ARTICLE THIRTEENTH TO A TWO-THIRDS VOTE. | I | YES | FOR | F |

CRESCENT POINT
ENERGY CORP.

CPG 22576C101 5/30/2013

| | | | | |
|---|---|-----|-----|---|
| TO FIX: THE NUMBER OF DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AT SEVEN (7). | I | YES | FOR | F |
| DIRECTOR: PETER BANNISTER | I | YES | FOR | F |
| PAUL COLBORNE | I | YES | FOR | F |
| KENNEY F. CUGNET | I | YES | FOR | F |
| D. HUGH GILLARD | I | YES | FOR | F |
| GERALD A. ROMANZIN | I | YES | FOR | F |
| SCOTT SAXBERG | I | YES | FOR | F |
| GREGORY G. TURNBULL | I | YES | FOR | F |

RESOLUTION: I YES FOR F
 TO APPROVE AMENDMENTS
 TO THE CORPORATION'S
 ARTICLES OF
 INCORPORATION TO
 INCREASE THE MAXIMUM
 NUMBER OF DIRECTORS THE
 CORPORATION MAY HAVE
 FROM SEVEN (7) TO ELEVEN
 (11) DIRECTORS.

RESOLUTION: I YES FOR F
 TO ADOPT A BY-LAW
 PROVIDING ADVANCE NOTICE
 REQUIREMENTS FOR THE
 NOMINATION OF DIRECTORS.

APPOINT: I YES FOR F
 PRICEWATERHOUSECOOPERS
 LLP, CHARTERED
 ACCOUNTANTS, AS AUDITORS
 OF THE CORPORATION AND
 AUTHORIZE THE BOARD OF
 DIRECTORS OF THE
 CORPORATION TO FIX THEIR
 REMUNERATION AS SUCH.

ADVISORY RESOLUTION: I YES FOR F
 TO ACCEPT THE
 CORPORATION'S APPROACH
 TO EXECUTIVE
 COMPENSATION.

MARKWEST
 ENERGY
 PARTNERS L P

MWE 570759100 5/29/2013

DIRECTOR:
 FRANK M. SEMPLE I YES FOR F
 DONALD D. WOLF I YES FOR F
 KEITH E. BAILEY I YES FOR F
 MICHAEL L. BEATTY I YES FOR F
 CHARLES K. DEMPSTER I YES FOR F
 DONALD C. HEPPERMAN I YES FOR F
 RANDALL J. LARSON I YES FOR F
 ANNE E. FOX MOUNSEY I YES FOR F
 WILLIAM P. NICOLETTI I YES FOR F

RATIFY: I YES FOR F
 DELOITTE & TOUCHE LLP AS
 THE PARTNERSHIP'S
 INDEPENDENT REGISTERED
 PUBLIC ACCOUNTANT FOR

THE FISCAL YEAR ENDING
DECEMBER 31, 2013.BUCKEYE
PARTNERS, L.P.

BPL 118230101 6/4/2013

DIRECTOR:

OLIVER G. RICHARD, III I YES FOR F

CLARK C. SMITH I YES FOR F

FRANK S. SOWINSKI I YES FOR F

APPROVE:

THE COMPANY'S 2013 I YES FOR F

LONG-TERM INCENTIVE

PLAN.

RATIFY:

THE SELECTION OF DELOITTE I YES FOR F

& TOUCHE LLPS AS THE

COMPANY'S INDEPENDENT

REGISTERED PUBLIC

ACCOUNTANTS FOR 2013.

PVR PARTNERS,
L.P.

PVR 693665101 6/5/2013

DIRECTOR:

ROBERT J. HALL I YES FOR F

MARSHA R. PERELMAN I YES FOR F

APPROVE:

THE ADVISORY RESOLUTION I YES FOR F

APPROVING EXECUTIVE

COMPENSATION.

RATIFY:

THE APPOINTMENT OF KPMG I YES FOR F

LLP AS THE PARTNERSHIP'S

INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

FOR THE 2013 FISCAL YEAR.

BREITBURN
ENERGY
PARTNERS L.P.

BBEP 106776107 6/19/2013

DIRECTOR:

HALBERT S. WASHBURN I YES FOR F

CHARLES S. WEISS I YES FOR F

RATIFY:

THE APPOINTMENT OF I YES FOR F

PRICEWATERHOUSECOOPERS

LLP AS THE INDEPENDENT

REGISTERED PUBLIC

ACCOUNTING FIRM FOR THE

YEAR ENDING DECEMBER 31,

2013.

KNOT OFFSHORE

PARTNERS LP

KNOP Y48125101 6/25/2013

ELECT:

EDWARD ANDREW WARYAS,
JR. AS A CLASS I DIRECTOR,
WHOSE TERM WILL EXPIRE
AT THE 2014 ANNUAL
MEETING OF LIMITED
PARTNERS.

I YES FOR F

ANDREW BEVERIDGE AS A
CLASS II DIRECTOR, WHOSE
TERM WILL EXPIRE AT THE
2015 ANNUAL MEETING OF
LIMITED PARTNERS.

I YES FOR F

JOHN COSTAIN AS A CLASS III
DIRECTOR, WHOSE TERM
WILL EXPIRE AT THE 2016
ANNUAL MEETING OF
LIMITED PARTNERS.

I YES FOR F

HANS PETTER AAS AS A
CLASS IV DIRECTOR, WHOSE
TERM WILL EXPIRE AT THE
2017 ANNUAL MEETING OF
LIMITED PARTNERS.

I YES FOR F