

COHEN & STEERS QUALITY INCOME REALTY FUND INC
Form N-PX
August 31, 2004

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 811-10481

Cohen & Steers Quality Income Realty Fund, Inc.

(Exact name of registrant as specified in charter)

757 Third Avenue
New York, NY 10017

(Address of principal executive offices) (Zip code)

Lawrence B. Stoller
757 Third Avenue
New York, NY 10017

(Name and address of agent for service)

Registrant's telephone number, including area code: 212-832-3232

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2003 - 06/30/2004

ITEM 1. PROXY VOTING RECORD

The information contained herein discloses 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.

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

Cohen & Steers Quality Income Realty Fund

| AMLI RESIDENTIAL PROPERTIES TRUST | | Meeting Type: Annual | | Agenda: 932111913 |
|-----------------------------------|--|-------------------------|------|-------------------|
| CUSIP: 001735109 | | Meeting Date: 4/26/2004 | | ISIN: |
| Ticker: AML | | | | |
| Proposal | | Type | Vote | For/A Mana |
| 01 | PHILIP N. TAGUE | Mgmt | For | |
| | ADAM S. METZ | Mgmt | For | |
| | JOHN E. ALLEN | Mgmt | For | |
| 02 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. | Mgmt | For | |

| ARCHSTONE-SMITH TRUST | | Meeting Type: Annual | | Agenda: 932122574 |
|-----------------------|--|-------------------------|------|-------------------|
| CUSIP: 039583109 | | Meeting Date: 5/20/2004 | | ISIN: |
| Ticker: ASN | | | | |
| Proposal | | Type | Vote | For/A Mana |
| 01 | RUTH ANN M. GILLIS | Mgmt | For | |
| | NED S. HOLMES | Mgmt | For | |
| | ERNEST A. GERARDI, JR. | Mgmt | For | |
| | R. SCOT SELLERS | Mgmt | For | |
| 02 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS FOR CURRENT FISCAL YEAR. | Mgmt | For | |
| 03 | SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS. | Shr | For | A |

| ARDEN REALTY, INC. | | Meeting Type: Annual | | Agenda: 932140320 |
|--------------------|--|-------------------------|------|-------------------|
| CUSIP: 039793104 | | Meeting Date: 5/11/2004 | | ISIN: |
| Ticker: ARI | | | | |
| Proposal | | Type | Vote | For/A Mana |
| 01 | LESLIE E. BIDER | Mgmt | For | |
| | STEVEN C. GOOD | Mgmt | For | |
| | ALAN I. ROTHENBERG | Mgmt | For | |
| 02 | STOCKHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS FOR SENIOR EXECUTIVES. | Shr | For | A |

| AVALONBAY COMMUNITIES, INC. | | Meeting Type: Annual | | Agenda: 932103562 |
|-----------------------------|-----------------|------------------------|------|-------------------|
| CUSIP: 053484101 | | Meeting Date: 5/5/2004 | | ISIN: |
| Ticker: AVB | | | | |
| Proposal | | Type | Vote | For/A Mana |
| 01 | BRYCE BLAIR | Mgmt | For | |
| | AMY P. WILLIAMS | Mgmt | For | |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

| | | | | |
|----|--|------|----------|---|
| | ALLAN D. SCHUSTER | Mgmt | For | |
| | LANCE R. PRIMIS | Mgmt | For | |
| | CHARLES D. PEEBLER, JR. | Mgmt | Withheld | A |
| | GILBERT M. MEYER | Mgmt | For | |
| | BRUCE A. CHOATE | Mgmt | For | |
| | JOHN J. HEALY, JR. | Mgmt | For | |
| 02 | TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL DESCRIBED IN THE PROXY STATEMENT IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr | Against | |

| | | | | |
|-------------------------|--|------------------------|--|-------------------|
| BRANDYWINE REALTY TRUST | | | | Agenda: 932125796 |
| CUSIP: 105368203 | | Meeting Type: Annual | | |
| Ticker: BDN | | Meeting Date: 5/3/2004 | | ISIN: |

| Proposal | Type | Vote | For/A Mana | |
|----------|---|--|---|---|
| 01 | ANTHONY A. NICHOLS, SR. ROBERT C. LARSON DONALD E. AXINN CHARLES P. PIZZI D. PIKE ALOIAN GERARD H. SWEENEY WALTER D'ALESSIO | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For | |
| 02 | SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS | Shr | For | A |

| | | | | |
|-----------------------|--|------------------------|--|-------------------|
| CAMDEN PROPERTY TRUST | | | | Agenda: 932112042 |
| CUSIP: 133131102 | | Meeting Type: Annual | | |
| Ticker: CPT | | Meeting Date: 5/5/2004 | | ISIN: |

| Proposal | Type | Vote | For/A Mana | |
|----------|--|--------------------------------------|---------------------------------|--|
| 01 | RICHARD J. CAMPO STEVEN A. WEBSTER LEWIS A. LEVEY | Mgmt Mgmt Mgmt | For For For | |
| 01 | GEORGE A. HRDLICKA F. GARDNER PARKER D. KEITH ODEN SCOTT S. INGRAHAM WILLIAM R. COOPER | Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For | |

| | | | | |
|--------------------------------|--|-------------------------|--|-------------------|
| CARRAMERICA REALTY CORPORATION | | | | Agenda: 932124035 |
| CUSIP: 144418100 | | Meeting Type: Annual | | |
| Ticker: CRE | | Meeting Date: 4/29/2004 | | ISIN: |

| Proposal | Type | Vote | For/A Mana | |
|----------|--|--|---|--|
| 01 | TIMOTHY HOWARD PHILIP L. HAWKINS THOMAS A. CARR JOAN CARTER ROBERT E. TORRAY WESLEY S. WILLIAMS, JR. ANDREW F. BRIMMER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For | |
| 02 | TO LIMIT THE LENGTH OF SERVICE OF THE | Shr | Against | |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

MEMBERS OF THE BOARD OF DIRECTORS TO
SIX YEARS

CEDAR SHOPPING CENTERS, INC.
CUSIP: 150602209
Ticker: CDR

Meeting Type: Annual
Meeting Date: 6/29/2004

Agenda: 932166588
ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|------|---------|---------------|
| 01 | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| 02 | Mgmt | Against | A |
| 03 | Mgmt | For | |

COLONIAL PROPERTIES TRUST
CUSIP: 195872106
Ticker: CLP

Meeting Type: Annual
Meeting Date: 4/21/2004

Agenda: 932107279
ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|------|------|---------------|
| 01 | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| 02 | Mgmt | For | |
| 03 | Mgmt | For | |

CRESCENT REAL ESTATE EQUITIES COMPAN
CUSIP: 225756105
Ticker: CEI

Meeting Type: Annual
Meeting Date: 6/28/2004

Agenda: 932193597
ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|------|------|---------------|
| 01 | Mgmt | For | |
| | Mgmt | For | |
| 02 | Mgmt | For | |

EQUITY OFFICE PROPERTIES TRUST
CUSIP: 294741103

Meeting Type: Annual

Agenda: 932130886

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

Ticker: EOP

Meeting Date: 5/19/2004

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|---|------|---------------|
| 01 | DAVID K. MCKOWN | Mgmt | For |
| | SAMUEL ZELL | Mgmt | For |
| | J. H.W.R. VAN DER VLIST | Mgmt | For |
| | THOMAS E. DOBROWSKI | Mgmt | For |
| | SHELI Z. ROSENBERG | Mgmt | For |
| | RICHARD D. KINCAID | Mgmt | For |
| | JAMES D. HARPER, JR. | Mgmt | For |
| | WILLIAM M. GOODYEAR | Mgmt | For |
| 01 | EDWIN N. SIDMAN | Mgmt | For |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS. | Mgmt | For |

FIRST INDUSTRIAL REALTY TRUST, INC.

CUSIP: 32054K103

Ticker: FR

Meeting Type: Annual

Meeting Date: 5/12/2004

Agenda: 932139428

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|--|------|---------------|
| 01 | J. STEVEN WILSON | Mgmt | For |
| | JAY H. SHIDLER | Mgmt | For |
| 02 | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT AUDITORS. | Mgmt | For |

GABLES RESIDENTIAL TRUST

CUSIP: 362418105

Ticker: GBP

Meeting Type: Annual

Meeting Date: 5/21/2004

Agenda: 932125859

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|--|------|---------------|
| 01 | CHRIS C. STROUP | Mgmt | For |
| | JAMES D. MOTTA | Mgmt | For |
| | MARCUS E. BROMLEY | Mgmt | For |
| 02 | TO APPROVE THE GABLES RESIDENTIAL TRUST 2004 EQUITY INCENTIVE PLAN AUTHORIZING THE ISSUANCE OF UP TO 1,250,000 COMMON SHARES OF BENEFICIAL INTEREST. | Mgmt | For |

GLIMCHER REALTY TRUST

CUSIP: 379302102

Ticker: GRT

Meeting Type: Annual

Meeting Date: 5/7/2004

Agenda: 932117941

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|---|------|---------------|
| 01 | NILES C. OVERLY | Mgmt | For |
| | PHILIP G. BARACH | Mgmt | For |
| | WILLIAM S. WILLIAMS | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT PUBLIC | Mgmt | For |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

| ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. | | | | |
|---|--|--|---|----------------------------|
| 03 | APPROVAL OF THE 2004 INCENTIVE COMPENSATION PLAN. | Mgmt | For | |
| ----- | | | | |
| HRPT PROPERTIES TRUST CUSIP: 40426W101 Ticker: HRP | | Meeting Type: Annual Meeting Date: 5/11/2004 | | Agenda: 932130975 ISIN: |
| Proposal | | Type | Vote | For/A Mana |
| 01 | PATRICK F. DONELAN | Mgmt | For | |
| ----- | | | | |
| HEALTH CARE PROPERTY INVESTORS, INC. CUSIP: 421915109 Ticker: HCP | | Meeting Type: Annual Meeting Date: 5/7/2004 | | Agenda: 932127815 ISIN: |
| Proposal | | Type | Vote | For/A Mana |
| 01 | KENNETH B. ROATH HAROLD M. MESSMER, JR. MICHAEL D. MCKEE DAVID B. HENRY JAMES F. FLAHERTY III JOSEPH P. SULLIVAN MARY A. CIRILLO RICHARD M. ROSENBERG ROBERT R. FANNING, JR. PETER L. RHEIN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For | |
| 02 | APPROVAL OF THE AMENDMENT TO THE CHARTER TO INCREASE THE COMPANY S AUTHORIZED COMMON STOCK TO 750,000,000. | Mgmt | Against | A |
| 03 | APPROVAL OF THE AMENDMENT TO THE CHARTER TO DECLASSIFY THE BOARD. | Mgmt | For | |
| 04 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2004. | Mgmt | For | |
| ----- | | | | |
| HEALTH CARE REIT, INC. CUSIP: 42217K106 Ticker: HCN | | Meeting Type: Annual Meeting Date: 5/6/2004 | | Agenda: 932120607 ISIN: |
| Proposal | | Type | Vote | For/A Mana |
| 01 | JEFFREY H. DONAHUE BRUCE G. THOMPSON THOMAS J. DEROSA | Mgmt Mgmt Mgmt | For For For | |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004. | Mgmt | For | |
| ----- | | | | |
| HERITAGE PROPERTY INVESTMENT TRUST, CUSIP: 42725M107 | | Meeting Type: Annual | | Agenda: 932141601 |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

Ticker: HTG

Meeting Date: 5/7/2004

ISIN:

| Proposal | Type | Vote | For/A Mana |
|--|------|----------|---------------|
| 01 KEVIN C. PHELAN | Mgmt | Withheld | A |
| JOSEPH L. BARRY | Mgmt | For | |
| DAVID W. LAUGHTON | Mgmt | For | |
| RICHARD C. GARRISON | Mgmt | For | |
| 02 TO VOTE AND ACT WITH DISCRETIONARY AUTHORITY UPON, OR IN REGARD TO, ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNED OR POSTPONED SESSION THEREOF. | Mgmt | Against | A |

HIGHWOODS PROPERTIES, INC.
CUSIP: 431284108
Ticker: HIW

Meeting Type: Annual
Meeting Date: 5/18/2004

Agenda: 932103954

ISIN:

| Proposal | Type | Vote | For/A Mana |
|---|------|---------|---------------|
| 01 EDWARD J. FRITSCH | Mgmt | For | |
| LAWRENCE S. KAPLAN | Mgmt | For | |
| L. GLENN ORR, JR. | Mgmt | For | |
| WILLIAM E. GRAHAM, JR. | Mgmt | For | |
| 02 RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. | Mgmt | For | |
| 03 OTHER BUSINESS: IN HIS DISCRETION, THE PROXY IS AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF. | Mgmt | Against | A |

HOME PROPERTIES, INC.
CUSIP: 437306103
Ticker: HME

Meeting Type: Annual
Meeting Date: 5/4/2004

Agenda: 932116583

ISIN:

| Proposal | Type | Vote | For/A Mana |
|--|------|------|---------------|
| 01 AMY L. TAIT | Mgmt | For | |
| ALAN L. GOSULE | Mgmt | For | |
| PAUL L. SMITH | Mgmt | For | |
| CLIFFORD W. SMITH, JR. | Mgmt | For | |
| 01 ROGER W. KOBER | Mgmt | For | |
| LEONARD F. HELBIG, III | Mgmt | For | |
| NORMAN P. LEENHOUTS | Mgmt | For | |
| NELSON B. LEENHOUTS | Mgmt | For | |
| EDWARD J. PETTINELLA | Mgmt | For | |
| WILLIAM BALDERSTON, III | Mgmt | For | |
| 02 TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2004. | Mgmt | For | |

HOSPITALITY PROPERTIES TRUST

Agenda: 932136371

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

CUSIP: 44106M102
 Ticker: HPT

Meeting Type: Annual
 Meeting Date: 5/11/2004

ISIN:

| Proposal | Type | Vote | For/A Mana |
|---------------------------|------|----------|---------------|
| 01 ARTHUR G. KOUMANTZELIS | Mgmt | Withheld | A |

ISTAR FINANCIAL INC.
 CUSIP: 45031U101
 Ticker: SFI

Meeting Type: Annual
 Meeting Date: 5/25/2004

Agenda: 932143821

ISIN:

| Proposal | Type | Vote | For/A Mana |
|---|--|--|---------------|
| 01 WILLIS ANDERSEN, JR. JEFFREY A. WEBER ROBERT W. HOLMAN, JR. ROBIN JOSEPHS JAY SUGARMAN JOHN G. MCDONALD GEORGE R. PUSKAR | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For | |
| 02 AUTHORIZATION OF ISSUANCE OF COMMON STOCK EQUIVALENTS TO DIRECTORS UNDER A NON-EMPLOYEE DIRECTORS DEFERRAL PROGRAM. | Mgmt | For | |
| 03 APPROVAL OF EXTENDING THE ISTAR FINANCIAL INC. HIGH PERFORMANCE UNIT PROGRAM TO ADD 2007 HPU PLAN AND 2008 HPU PLAN. | Mgmt | For | |
| 04 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. | Mgmt | For | |

KEYSTONE PROPERTY TRUST
 CUSIP: 493596100
 Ticker: KTR

Meeting Type: Annual
 Meeting Date: 6/3/2004

Agenda: 932169445

ISIN:

| Proposal | Type | Vote | For/A Mana |
|---|----------------------|-------------------|---------------|
| 01 DONALD E. CALLAGHAN JONATHAN D. EILIAN JOHN S. MOODY | Mgmt Mgmt Mgmt | For For For | |
| 02 APPROVAL OF AMENDMENT TO THE COMPANY S DECLARATION OF TRUST TO DECLASSIFY THE BOARD OF TRUSTEES OVER A THREE- YEAR PERIOD. | Mgmt | For | |

KILROY REALTY CORPORATION
 CUSIP: 49427F108
 Ticker: KRC

Meeting Type: Annual
 Meeting Date: 5/18/2004

Agenda: 932125392

ISIN:

| Proposal | Type | Vote | For/A Mana |
|---|----------------------|-----------------------------|---------------|
| 01 WILLIAM P. DICKEY E. F. BRENNAN, PH.D. JOHN R. D'EATHE | Mgmt Mgmt Mgmt | Withheld For Withheld | A A |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

| KRAMONT REALTY TRUST | | Meeting Type: Annual | | Agenda: 932161057 |
|----------------------|--|-------------------------|------|-------------------|
| CUSIP: 50075Q107 | | Meeting Date: 6/10/2004 | | ISIN: |
| Ticker: KRT | | | | For/A |
| Proposal | | Type | Vote | Mana |
| 01 | BERNARD J. KORMAN | Mgmt | For | |
| | LAURENCE GERBER | Mgmt | For | |
| 02 | THE RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. | Mgmt | For | |
| 03 | TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF, IN THEIR DISCRETION. | Mgmt | For | |

| LIBERTY PROPERTY TRUST | | Meeting Type: Annual | | Agenda: 932118690 |
|------------------------|--|------------------------|---------|-------------------|
| CUSIP: 531172104 | | Meeting Date: 5/5/2004 | | ISIN: |
| Ticker: LRY | | | | For/A |
| Proposal | | Type | Vote | Mana |
| 01 | M. LEANNE LACHMAN | Mgmt | For | |
| | J. ANTHONY HAYDEN | Mgmt | For | |
| 02 | APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST OF THE TRUST TO AMEND AND RESTATE IN ITS ENTIRETY ARTICLE VII OF THE DECLARATION OF TRUST. | Mgmt | For | |
| 03 | APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST TO AMEND SECTIONS 6.2, 6.3 AND 10.1 (D) OF THE DECLARATION OF TRUST. | Mgmt | Against | A |
| 04 | APPROVAL OF THE PROPOSAL TO AMEND THE TRUST S AMENDED AND RESTATED SHARE INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR AWARDS THEREUNDER BY 1,500,000 SHARES TO 11,426,256 SHARES. | Mgmt | For | |

| THE MACERICH COMPANY | | Meeting Type: Annual | | Agenda: 932141396 |
|----------------------|--|-------------------------|------|-------------------|
| CUSIP: 554382101 | | Meeting Date: 5/28/2004 | | ISIN: |
| Ticker: MAC | | | | For/A |
| Proposal | | Type | Vote | Mana |
| 01 | DR. WILLIAM P. SEXTON | Mgmt | For | |
| | FRED S. HUBBELL | Mgmt | For | |
| | EDWARD C. COPPOLA | Mgmt | For | |
| | DIANA M. LAING | Mgmt | For | |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR | Mgmt | For | |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

THE YEAR ENDING DECEMBER 31, 2004.

| MACK-CALI REALTY CORPORATION | | Meeting Type: Annual | | Agenda: 932143934 |
|------------------------------|---|-------------------------|---------|-------------------|
| CUSIP: 554489104 | | Meeting Date: 5/20/2004 | | ISIN: |
| Ticker: CLI | | | | |
| Proposal | | Type | Vote | For/A Mana |
| 01 | ROY J. ZUCKERBERG | Mgmt | For | |
| | VINCENT TESE | Mgmt | For | |
| | ALAN S. BERNIKOW | Mgmt | For | |
| 01 | MARTIN D. GRUSS | Mgmt | For | |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. | Mgmt | For | |
| 03 | APPROVAL AND ADOPTION OF THE MACK-CALI REALTY CORPORATION 2004 INCENTIVE STOCK PLAN. | Mgmt | For | |
| 04 | APPROVAL AND ADOPTION OF A SHAREHOLDER PROPOSAL, IF PRESENTED AT THE ANNUAL MEETING, REQUESTING THAT THE COMPANY IMPLEMENT A COMPREHENSIVE POLICY GOVERNING RELATED PARTY TRANSACTIONS. | Shr | Against | |

| MAGUIRE PROPERTIES INC. | | Meeting Type: Annual | | Agenda: 932166552 |
|-------------------------|--|------------------------|------|-------------------|
| CUSIP: 559775101 | | Meeting Date: 6/3/2004 | | ISIN: |
| Ticker: MPG | | | | |
| Proposal | | Type | Vote | For/A Mana |
| 01 | WALTER L. WEISMAN | Mgmt | For | |
| | ROBERT F. MAGUIRE III | Mgmt | For | |
| | RICHARD I. GILCHRIST | Mgmt | For | |
| | LAWRENCE S. KAPLAN | Mgmt | For | |
| | ANDREA L. VAN DE KAMP | Mgmt | For | |
| | CAROLINE S. MCBRIDE | Mgmt | For | |
| 02 | RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDED DECEMBER 31, 2004. | Mgmt | For | |

| MID-AMERICA APARTMENT COMMUNITIES, I | | Meeting Type: Annual | | Agenda: 932146891 |
|--------------------------------------|--|-------------------------|---------|-------------------|
| CUSIP: 59522J103 | | Meeting Date: 5/24/2004 | | ISIN: |
| Ticker: MAA | | | | |
| Proposal | | Type | Vote | For/A Mana |
| 01 | JOHN F. FLOURNOY | Mgmt | For | |
| | MICHAEL S. STARNES | Mgmt | For | |
| | ROBERT F. FOGELMAN | Mgmt | For | |
| 02 | RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2004. | Mgmt | For | |
| 03 | APPROVAL OF THE AMENDED AND RESTATED | Mgmt | Against | A |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

04 CHARTER.
APPROVAL OF THE 2004 STOCK PLAN. Mgmt For

THE MILLS CORPORATION Agenda: 932165699
CUSIP: 601148109 Meeting Type: Annual
Ticker: MLS Meeting Date: 6/10/2004 ISIN:

| Proposal | Type | Vote | For/A Mana |
|--|------|------|---------------|
| 01 ROBERT P. PINCUS | Mgmt | For | |
| JAMES C. BRAITHWAITE | Mgmt | For | |
| HON JOSEPH B GILDENHORN | Mgmt | For | |
| HARRY H. NICK | Mgmt | For | |
| 02 PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS FOR 2004. | Mgmt | For | |
| 03 PROPOSAL TO APPROVE THE AMENDMENT TO THE MILLS CORPORATION S CERTIFICATE OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 170,000,000 TO 190,000,000 AND THE NUMBER OF AUTHORIZED SHARES OF PREFERRED STOCK FROM 20,000 | Mgmt | For | |
| 04 PROPOSAL TO APPROVE THE MILLS CORPORATION S 2004 STOCK INCENTIVE PLAN. | Mgmt | For | |
| 05 PROPOSAL TO APPROVE THE EXECUTIVE HIGH PERFORMANCE PROGRAM. | Mgmt | For | |

NATIONWIDE HEALTH PROPERTIES, INC. Agenda: 932110822
CUSIP: 638620104 Meeting Type: Annual
Ticker: NHP Meeting Date: 4/16/2004 ISIN:

| Proposal | Type | Vote | For/A Mana |
|---------------------|------|------|---------------|
| 01 DAVID R. BANKS | Mgmt | For | |
| JACK D. SAMUELSON | Mgmt | For | |
| DOUGLAS M. PASQUALE | Mgmt | For | |

NEW PLAN EXCEL REALTY TRUST, INC. Agenda: 932099129
CUSIP: 648053106 Meeting Type: Annual
Ticker: NXL Meeting Date: 5/12/2004 ISIN:

| Proposal | Type | Vote | For/A Mana |
|-------------------|------|------|---------------|
| 01 WILLIAM NEWMAN | Mgmt | For | |
| NINA MATIS | Mgmt | For | |
| GEORGE PUSKAR | Mgmt | For | |
| NORMAN GOLD | Mgmt | For | |

NEWCASTLE INVESTMENT CORP. Agenda: 932170335
CUSIP: 65105M108 Meeting Type: Annual
Ticker: NCT Meeting Date: 5/27/2004 ISIN:

For/A

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

| Proposal | Type | Vote | Mana |
|--|------|---|----------------------------|
| 01 DAVID J. GRAIN | Mgmt | For | |
| 02 PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004. | Mgmt | For | |
| NEWCASTLE INVESTMENT CORP. CUSIP: 65105M207 Ticker: NCTPRB | | Meeting Type: Annual Meeting Date: 5/27/2004 | Agenda: 932170335 ISIN: |
| Proposal | Type | Vote | For/A Mana |
| 01 DAVID J. GRAIN | Mgmt | | |
| 02 PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004. | Mgmt | | |
| PRENTISS PROPERTIES TRUST CUSIP: 740706106 Ticker: PP | | Meeting Type: Annual Meeting Date: 5/5/2004 | Agenda: 932125354 ISIN: |
| Proposal | Type | Vote | For/A Mana |
| 01 RONALD G. STEINHART | Mgmt | For | |
| DR. L. M. RIGGS, JR. | Mgmt | For | |
| 02 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR 2004. | Mgmt | For | |
| 03 APPROVAL OF AN AMENDMENT TO THE COMPANY S AMENDED AND RESTATED TRUSTEES SHARE INCENTIVE PLAN, AS AMENDED (THE TRUSTEES PLAN) TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES OF BENEFICIAL INTEREST, PAR VALUE \$0.01 PER SHARE (THE COMMON | Mgmt | For | |
| 04 APPROVAL OF AN AMENDMENT TO THE COMPANY S 1996 SHARE INCENTIVE PLAN, AS AMENDED (THE 1996 PLAN), TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES THAT MAY BE ISSUED UNDER THE 1996 PLAN BY 1,500,000 COMMON SHARES. | Mgmt | For | |
| RECKSON ASSOCIATES REALTY CORP. CUSIP: 75621K106 Ticker: RA | | Meeting Type: Annual Meeting Date: 6/2/2004 | Agenda: 932145988 ISIN: |
| Proposal | Type | Vote | For/A Mana |
| 01 TO AMEND THE ARTICLES OF INCORPORATION OF THE COMPANY TO ELIMINATE THE | Mgmt | For | |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

| | | | |
|----|---|------|-----|
| | CLASSIFICATION OF THE BOARD OF DIRECTORS. | | |
| 02 | TO AMEND THE ARTICLES OF INCORPORATION TO AMEND THE PROVISION REGARDING THE COMPANY S COMMON STOCK OWNERSHIP LIMIT. | Mgmt | For |
| 03 | SCOTT H. RECHLER | Mgmt | For |
| | DONALD J. RECHLER | Mgmt | For |
| | STANLEY STEINBERG* | Mgmt | For |
| | DOUGLAS CROCKER II*** | Mgmt | For |
| | ELIZABETH MCCAUL** | Mgmt | For |
| | LEWIS S. RANIERI | Mgmt | For |
| | JOHN RUFFLE* | Mgmt | For |
| | PETER QUICK* | Mgmt | For |
| | RONALD H. MENAKER | Mgmt | For |
| 04 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004. | Mgmt | For |

| | | |
|----------------------------|------------------------|-------------------|
| SIMON PROPERTY GROUP, INC. | | Agenda: 932130204 |
| CUSIP: 828806604 | Meeting Type: Annual | |
| Ticker: SPGPRF | Meeting Date: 5/5/2004 | ISIN: |

| Proposal | Type | Vote | For/A Mana |
|----------|------------------------|------|---------------|
| 01 | PIETER S. VAN DEN BERG | Mgmt | |
| | BIRCH BAYH | Mgmt | |
| | LINDA WALKER BYNOE | Mgmt | |
| | KAREN N. HORN | Mgmt | |
| | MELVYN E. BERGSTEIN | Mgmt | |
| | J. ALBERT SMITH, JR. | Mgmt | |
| 01 | G. WILLIAM MILLER | Mgmt | |

| | | |
|---------------------------|-------------------------|-------------------|
| SOVRAN SELF STORAGE, INC. | | Agenda: 932138325 |
| CUSIP: 84610H108 | Meeting Type: Annual | |
| Ticker: SSS | Meeting Date: 5/13/2004 | ISIN: |

| Proposal | Type | Vote | For/A Mana |
|----------|--|------|---------------|
| 01 | ROBERT J. ATTEA | Mgmt | For |
| | KENNETH F. MYSZKA | Mgmt | For |
| | JOHN E. BURNS | Mgmt | For |
| | CHARLES E. LANNON | Mgmt | For |
| | ANTHONY P. GAMMIE | Mgmt | For |
| | MICHAEL A. ELIA | Mgmt | For |
| 02 | APPROVAL OF AMENDMENTS TO THE 1995 OUTSIDE DIRECTORS STOCK OPTION PLAN. | Mgmt | For |
| 03 | APPROVAL OF AMENDMENT TO THE DEFERRED COMPENSATION PLAN FOR DIRECTORS. | Mgmt | For |
| 04 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2004. | Mgmt | For |

| | | |
|----------------------|----------------------|-------------------|
| TOWN & COUNTRY TRUST | | Agenda: 932129097 |
| CUSIP: 892081100 | Meeting Type: Annual | |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

Ticker: TCT

Meeting Date: 5/5/2004

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|------|------|---------------|
| 01 | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |

URSTADT BIDDLE PROPERTIES INC.

CUSIP: 917286205

Ticker: UBA

Meeting Type: Annual

Meeting Date: 3/10/2004

Agenda: 932092834

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|------|------|---------------|
| 01 | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| 02 | Mgmt | For | |
| 03 | Mgmt | For | |
| 04 | Mgmt | For | |

VENTAS, INC.

CUSIP: 92276F100

Ticker: VTR

Meeting Type: Annual

Meeting Date: 5/21/2004

Agenda: 932118208

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|------|------|---------------|
| 01 | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| | Mgmt | For | |
| 02 | Mgmt | For | |
| 03 | Mgmt | For | |

VORNADO REALTY TRUST

CUSIP: 929042109

Ticker: VNO

Meeting Type: Annual

Meeting Date: 5/27/2004

Agenda: 932169154

ISIN:

| Proposal | Type | Vote | For/A Mana |
|----------|------|------|---------------|
| 01 | Mgmt | For | |
| | Mgmt | For | |

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-PX

| | | | |
|----|---|--------------|------------|
| 02 | DAVID MANDELBAUM RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS. | Mgmt Mgmt | For For |
|----|---|--------------|------------|

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) Cohen & Steers Quality Income Realty Fund, Inc.

By (Signature) /S/ Adam M. Derechin

Name Adam M. Derechin

Title Vice President

Date 08-31-2004