

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.

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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<br>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<br>AS THE COMPANY S INDEPENDENT AUDITORS<br>FOR THE FISCAL YEAR ENDING DECEMBER<br>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<br>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<br>LLP AS AUDITORS FOR CURRENT FISCAL<br>YEAR. | Mgmt                    | For  |                   |
| 03                    | SHAREHOLDER PROPOSAL REGARDING<br>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<br>Mana     |
| 01                 | LESLIE E. BIDER                                                                  | Mgmt                    | For  |                   |
|                    | STEVEN C. GOOD                                                                   | Mgmt                    | For  |                   |
|                    | ALAN I. ROTHENBERG                                                               | Mgmt                    | For  |                   |
| 02                 | STOCKHOLDER PROPOSAL REGARDING<br>SEVERANCE AGREEMENTS FOR SENIOR<br>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<br>Mana     |
| 01                          | BRYCE BLAIR     | Mgmt                   | For  |                   |
|                             | AMY P. WILLIAMS | Mgmt                   | For  |                   |

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|    |                                                                                                                                        |      |          |   |
|----|----------------------------------------------------------------------------------------------------------------------------------------|------|----------|---|
|    | 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<br>PROPOSAL DESCRIBED IN THE PROXY<br>STATEMENT IF PROPERLY PRESENTED AT THE<br>ANNUAL MEETING. | Shr  | Against  |   |

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

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

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

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

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

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

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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<br>Mana |
|----------|------|---------|---------------|
| 01       | Mgmt | For     |               |
|          | Mgmt | For     |               |
|          | Mgmt | For     |               |
|          | Mgmt | For     |               |
|          | Mgmt | For     |               |
|          | Mgmt | For     |               |
| 02       | Mgmt | Against |               |
| 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<br>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<br>Mana |
|----------|------|------|---------------|
| 01       | Mgmt | For  |               |
|          | Mgmt | For  |               |
| 02       | Mgmt | For  |               |

EQUITY OFFICE PROPERTIES TRUST  
CUSIP: 294741103

Meeting Type: Annual

Agenda: 932130886

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Ticker: EOP

Meeting Date: 5/19/2004

ISIN:

| Proposal | Type                                                                                                  | Vote | For/A<br>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<br>APPOINTMENT OF ERNST & YOUNG LLP AS<br>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<br>Mana |
|----------|----------------------------------------------------------------------------------------------------------|------|---------------|
| 01       | J. STEVEN WILSON                                                                                         | Mgmt | For           |
|          | JAY H. SHIDLER                                                                                           | Mgmt | For           |
| 02       | RATIFICATION OF THE SELECTION OF<br>PRICEWATERHOUSECOOPERS LLP AS THE<br>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<br>Mana |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|---------------|
| 01       | CHRIS C. STROUP                                                                                                                                                  | Mgmt | For           |
|          | JAMES D. MOTTA                                                                                                                                                   | Mgmt | For           |
|          | MARCUS E. BROMLEY                                                                                                                                                | Mgmt | For           |
| 02       | TO APPROVE THE GABLES RESIDENTIAL<br>TRUST 2004 EQUITY INCENTIVE PLAN<br>AUTHORIZING THE ISSUANCE OF UP TO<br>1,250,000 COMMON SHARES OF BENEFICIAL<br>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<br>Mana |
|----------|---------------------------------------------------------------------------------------------------------|------|---------------|
| 01       | NILES C. OVERLY                                                                                         | Mgmt | For           |
|          | PHILIP G. BARACH                                                                                        | Mgmt | For           |
|          | WILLIAM S. WILLIAMS                                                                                     | Mgmt | For           |
| 02       | RATIFICATION OF THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE<br>COMPANY S INDEPENDENT PUBLIC | Mgmt | For           |

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

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Ticker: HTG

Meeting Date: 5/7/2004

ISIN:

| Proposal                                                                                                                                                                                                 | Type                         | Vote                          | For/A<br>Mana |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-------------------------------|---------------|
| 01 KEVIN C. PHELAN<br>JOSEPH L. BARRY<br>DAVID W. LAUGHTON<br>RICHARD C. GARRISON                                                                                                                        | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For<br>For | A             |
| 02 TO VOTE AND ACT WITH DISCRETIONARY<br>AUTHORITY UPON, OR IN REGARD TO, ANY<br>OTHER MATTERS WHICH MAY PROPERLY COME<br>BEFORE THE ANNUAL MEETING OR ANY<br>ADJOURNED OR POSTPONED SESSION<br>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<br>Mana |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------------------|---------------|
| 01 EDWARD J. FRITSCH<br>LAWRENCE S. KAPLAN<br>L. GLENN ORR, JR.<br>WILLIAM E. GRAHAM, JR.                                                                                       | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For | A             |
| 02 RATIFICATION OF THE APPOINTMENT OF<br>ERNST & YOUNG LLP AS INDEPENDENT<br>AUDITORS FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2004.                                          | Mgmt                         | For                      |               |
| 03 OTHER BUSINESS: IN HIS DISCRETION, THE<br>PROXY IS AUTHORIZED TO VOTE UPON SUCH<br>OTHER BUSINESS AS MAY PROPERLY COME<br>BEFORE THE MEETING OR ANY ADJOURNMENTS<br>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<br>Mana |
|----------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------|---------------|
| 01 AMY L. TAIT<br>ALAN L. GOSULE<br>PAUL L. SMITH<br>CLIFFORD W. SMITH, JR.                                                                  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt                 | For<br>For<br>For<br>For               |               |
| 01 ROGER W. KOBER<br>LEONARD F. HELBIG, III<br>NORMAN P. LEENHOUTS<br>NELSON B. LEENHOUTS<br>EDWARD J. PETTINELLA<br>WILLIAM BALDERSTON, III | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |               |
| 02 TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS<br>INDEPENDENT AUDITORS FOR 2004.                                           | Mgmt                                         | For                                    |               |

HOSPITALITY PROPERTIES TRUST

Agenda: 932136371

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CUSIP: 44106M102  
 Ticker: HPT

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

ISIN:

| Proposal                  | Type | Vote     | For/A<br>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<br>Mana |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------|---------------|
| 01 WILLIS ANDERSEN, JR.<br>JEFFREY A. WEBER<br>ROBERT W. HOLMAN, JR.<br>ROBIN JOSEPHS<br>JAY SUGARMAN<br>JOHN G. MCDONALD<br>GEORGE R. PUSKAR           | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>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<br>Mana |
|-------------------------------------------------------------------------------------------------------------------------------|----------------------|-------------------|---------------|
| 01 DONALD E. CALLAGHAN<br>JONATHAN D. EILIAN<br>JOHN S. MOODY                                                                 | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>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<br>Mana |
|-----------------------------------------------------------------|----------------------|-----------------------------|---------------|
| 01 WILLIAM P. DICKEY<br>E. F. BRENNAN, PH.D.<br>JOHN R. D'EATHE | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>Withheld | A<br>A        |



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| 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  |                   |

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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<br>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<br>PRICEWATERHOUSECOOPERS LLP AS THE<br>INDEPENDENT AUDITORS OF THE COMPANY<br>FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2004.                                  | Mgmt                    | For     |                   |
| 03                           | APPROVAL AND ADOPTION OF THE MACK-CALI<br>REALTY CORPORATION 2004 INCENTIVE<br>STOCK PLAN.                                                                                                          | Mgmt                    | For     |                   |
| 04                           | APPROVAL AND ADOPTION OF A SHAREHOLDER<br>PROPOSAL, IF PRESENTED AT THE ANNUAL<br>MEETING, REQUESTING THAT THE COMPANY<br>IMPLEMENT A COMPREHENSIVE POLICY<br>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<br>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<br>LLP AS THE COMPANY S INDEPENDENT<br>AUDITORS FOR THE YEAR ENDED<br>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<br>Mana     |
| 01                                   | JOHN F. FLOURNOY                                                               | Mgmt                    | For     |                   |
|                                      | MICHAEL S. STARNES                                                             | Mgmt                    | For     |                   |
|                                      | ROBERT F. FOGELMAN                                                             | Mgmt                    | For     |                   |
| 02                                   | RATIFICATION OF KPMG LLP AS THE<br>COMPANY S INDEPENDENT AUDITORS FOR<br>2004. | Mgmt                    | For     |                   |
| 03                                   | APPROVAL OF THE AMENDED AND RESTATED                                           | Mgmt                    | Against | A                 |

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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<br>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<br>ERNST & YOUNG LLP AS AUDITORS FOR<br>2004.                                                                                                                                                                                               | Mgmt | For  |               |
| 03 PROPOSAL TO APPROVE THE AMENDMENT TO<br>THE MILLS CORPORATION S CERTIFICATE OF<br>INCORPORATION TO INCREASE THE TOTAL<br>NUMBER OF AUTHORIZED SHARES OF CAPITAL<br>STOCK FROM 170,000,000 TO 190,000,000<br>AND THE NUMBER OF AUTHORIZED SHARES OF<br>PREFERRED STOCK FROM 20,000 | Mgmt | For  |               |
| 04 PROPOSAL TO APPROVE THE MILLS<br>CORPORATION S 2004 STOCK INCENTIVE<br>PLAN.                                                                                                                                                                                                      | Mgmt | For  |               |
| 05 PROPOSAL TO APPROVE THE EXECUTIVE HIGH<br>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<br>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<br>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

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| 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.<br>CUSIP: 65105M207<br>Ticker: NCTPRB                                                                                                                                                                                               |      | Meeting Type: Annual<br>Meeting Date: 5/27/2004 | Agenda: 932170335<br>ISIN: |
| Proposal                                                                                                                                                                                                                                                       | Type | Vote                                            | For/A<br>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<br>CUSIP: 740706106<br>Ticker: PP                                                                                                                                                                                                    |      | Meeting Type: Annual<br>Meeting Date: 5/5/2004  | Agenda: 932125354<br>ISIN: |
| Proposal                                                                                                                                                                                                                                                       | Type | Vote                                            | For/A<br>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.<br>CUSIP: 75621K106<br>Ticker: RA                                                                                                                                                                                              |      | Meeting Type: Annual<br>Meeting Date: 6/2/2004  | Agenda: 932145988<br>ISIN: |
| Proposal                                                                                                                                                                                                                                                       | Type | Vote                                            | For/A<br>Mana              |
| 01 TO AMEND THE ARTICLES OF INCORPORATION OF THE COMPANY TO ELIMINATE THE                                                                                                                                                                                      | Mgmt | For                                             |                            |

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|    |                                                                                                                                       |      |     |
|----|---------------------------------------------------------------------------------------------------------------------------------------|------|-----|
|    | 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 |

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

| Proposal | Type                   | Vote | For/A<br>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 |               |

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

| Proposal | Type                                                                                               | Vote | For/A<br>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           |

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

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Ticker: TCT

Meeting Date: 5/5/2004

ISIN:

| Proposal          | Type | Vote | For/A<br>Mana |
|-------------------|------|------|---------------|
| 01                | Mgmt | For  |               |
| NANCY LERNER BECK | Mgmt | For  |               |
| JAMES H. BERICK   | Mgmt | For  |               |
| H. GRANT HATHAWAY | Mgmt | For  |               |
| HARVEY SCHULWEIS  | Mgmt | For  |               |
| MILTON A. WOLF    | 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<br>Mana |
|---------------------------------------------------------------------------------------------------------------|------|------|---------------|
| 01                                                                                                            | Mgmt | For  |               |
| CHARLES D. URSTADT*                                                                                           | Mgmt | For  |               |
| ROBERT J. MUELLER**                                                                                           | Mgmt | For  |               |
| WILLING L. BIDDLE**                                                                                           | Mgmt | For  |               |
| E. VIRGIL CONWAY**                                                                                            | Mgmt | For  |               |
| 02                                                                                                            | Mgmt | For  |               |
| TO RATIFY THE APPOINTMENT OF ERNST &<br>YOUNG LLP AS THE INDEPENDENT AUDITORS<br>OF THE COMPANY FOR ONE YEAR. |      |      |               |
| 03                                                                                                            | Mgmt | For  |               |
| TO AMEND THE COMPANY S DIVIDEND<br>REINVESTMENT AND SHARE PURCHASE PLAN.                                      |      |      |               |
| 04                                                                                                            | Mgmt | For  |               |
| TO AMEND THE COMPANY S RESTRICTED<br>STOCK AWARD PLAN.                                                        |      |      |               |

VENTAS, INC.

CUSIP: 92276F100

Ticker: VTR

Meeting Type: Annual

Meeting Date: 5/21/2004

Agenda: 932118208

ISIN:

| Proposal                                                                                                                                    | Type | Vote | For/A<br>Mana |
|---------------------------------------------------------------------------------------------------------------------------------------------|------|------|---------------|
| 01                                                                                                                                          | Mgmt | For  |               |
| JAY M. GELLERT                                                                                                                              | Mgmt | For  |               |
| THOMAS C. THEOBALD                                                                                                                          | Mgmt | For  |               |
| DEBRA A. CAFARO                                                                                                                             | Mgmt | For  |               |
| SHELI Z. ROSENBERG                                                                                                                          | Mgmt | For  |               |
| RONALD G. GEARY                                                                                                                             | Mgmt | For  |               |
| DOUGLAS CROCKER II                                                                                                                          | Mgmt | For  |               |
| 02                                                                                                                                          | Mgmt | For  |               |
| TO RATIFY THE SELECTION OF ERNST &<br>YOUNG LLP AS THE COMPANY S INDEPENDENT<br>AUDITORS FOR FISCAL YEAR 2004.                              |      |      |               |
| 03                                                                                                                                          | Mgmt | For  |               |
| TO ADOPT THE COMPANY S 2004 STOCK PLAN<br>FOR DIRECTORS WHICH AMENDS AND<br>RESTATES THE COMPANY S 2000 STOCK<br>OPTION PLAN FOR DIRECTORS. |      |      |               |

VORNADO REALTY TRUST

CUSIP: 929042109

Ticker: VNO

Meeting Type: Annual

Meeting Date: 5/27/2004

Agenda: 932169154

ISIN:

| Proposal            | Type | Vote | For/A<br>Mana |
|---------------------|------|------|---------------|
| 01                  | Mgmt | For  |               |
| DR. RICHARD R. WEST | Mgmt | For  |               |
| ROBERT P. KOGOD     |      |      |               |

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