

BOULDER TOTAL RETURN FUND INC
Form N-PX
August 23, 2013

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number: 811-07390

BOULDER TOTAL RETURN FUND, INC.
(Exact name of registrant as specified in charter)

Fund Administrative Services, LLC
2344 Spruce Street, Suite A, Boulder, CO 80302
(Address of principal executive offices) (Zip code)

Fund Administrative Services, LLC
2344 Spruce Street, Suite A, Boulder, CO 80302
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: November 30

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

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

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

Item 1. Proxy Voting Record

For Period July 1, 2012 to June 30, 2013

| Ticker | Shareholder | Meeting | Record | Meeting | Proposal | Matter | Proposed | | |
|--------|-------------|------------|----------|---------|----------|---|-----------|----------|--------|
| | | | | | | | by Issuer | Vote | Vote |
| Symbol | CUSIP | Date | Date | Type | Number | Description of Matter to be Voted On | or | (Yes or | (For o |
| | | | | | | | Holder | Abstain) | Agains |
| DEO | 25243Q205 | 10/17/2012 | 9/4/2012 | Annual | 1 | REPORT AND ACCOUNTS 2012. | Issuer | Yes | For |
| | | | | | 2 | DIRECTORS' REMUNERATION REPORT 2012. | Issuer | Yes | For |
| | | | | | 3 | DECLARATION OF FINAL DIVIDEND. | Issuer | Yes | For |
| | | | | | 4 | RE-ELECTION OF PB BRUZELIUS AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE) | Issuer | Yes | For |
| | | | | | 5 | RE-ELECTION OF LM DANON AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE) | Issuer | Yes | For |
| | | | | | 6 | RE-ELECTION OF LORD DAVIES AS A DIRECTOR. (AUDIT, NOMINATION, REMUNERATION(CHAIRMAN OF THE COMMITTEE)) | Issuer | Yes | For |
| | | | | | 7 | RE-ELECTION OF BD HOLDEN AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE) | Issuer | Yes | For |
| | | | | | 8 | RE-ELECTION OF DR FB HUMER AS A DIRECTOR. (NOMINATION COMMITTEE (CHAIRMAN OF THE COMMITTEE)) | Issuer | Yes | For |
| | | | | | 9 | RE-ELECTION OF D MAHLAN AS A DIRECTOR. (EXECUTIVE COMMITTEE) | Issuer | Yes | For |
| | | | | | 10 | RE-ELECTION OF PG SCOTT AS A DIRECTOR. (AUDIT(CHAIRMAN OF THE COMMITTEE), NOMINATION, REMUNERATION COMMITTEE) | Issuer | Yes | For |
| | | | | | 11 | RE-ELECTION OF HT STITZER AS A DIRECTOR. (AUDIT, | Issuer | Yes | For |

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| | | | | | | | NOMINATION & REMUNERATION COMMITTEE) | | | |
| | | | | | 12 | RE-ELECTION OF PS WALSH AS A DIRECTOR. (EXECUTIVE COMMITTEE(CHAIRMAN OF THE COMMITTEE)) | Issuer | Yes | For | |
| | | | | | 13 | ELECTION OF HO KWONPING AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE) | Issuer | Yes | For | |
| | | | | | 14 | ELECTION OF IM MENEZES AS A DIRECTOR. (EXECUTIVE COMMITTEE) | Issuer | Yes | For | |
| | | | | | 15 | RE-APPOINTMENT OF AUDITOR. | Issuer | Yes | For | |
| | | | | | 16 | REMUNERATION OF AUDITOR. | Issuer | Yes | For | |
| | | | | | 17 | AUTHORITY TO ALLOT SHARES. | Issuer | Yes | For | |
| | | | | | 18 | DISAPPLICATION OF PRE-EMPTION RIGHTS. | Issuer | Yes | For | |
| | | | | | 19 | AUTHORITY TO PURCHASE OWN ORDINARY SHARES. | Issuer | Yes | For | |
| | | | | | 20 | AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE IN THE EU. | Issuer | Abstain | Abstain | |
| | | | | | 21 | REDUCED NOTICE OF A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING. | Issuer | Yes | Against | |
| & CO. | WPC | 92930Y107 | 9/13/2012 | 7/16/2012 | Special | 1 | A PROPOSAL TO ADOPT AND APPROVE THE TRANSACTIONS DESCRIBED IN THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 17, 2012 ("THE MERGER AGREEMENT"), BY AND AMONG CORPORATE PROPERTY ASSOCIATES 15 INCORPORATED, W. P. CAREY & CO. LLC, W. P. CAREY REIT, INC. (NOW NAMED W. P. CAREY INC.), AND THE OTHER PARTIES THERETO, AS MORE THOROUGHLY DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS. | Issuer | Yes | For |
| | | | | | | 2 | A PROPOSAL TO ADOPT AND APPROVE THE | Issuer | Yes | For |

| | | | | | |
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| | | TRANSACTIONS DESCRIBED IN THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 17, 2012 (THE "REIT CONVERSION AGREEMENT"), BETWEEN W. P. CAREY & CO. LLC AND W. P. CAREY REIT, INC. (NOW NAMED W. P. CAREY INC.), AS MORE THOROUGHLY DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS. | | | |
| | 3 | A PROPOSAL TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING, INCLUDING, WITHOUT LIMITATION, A MOTION TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO APPROVE THE PROPOSALS ABOVE. | Issuer | Abstain | Abstain |
| MS, INC. CSCO 17275R102 11/15/2012 9/17/2012 Annual | 1 | Election of directors. Nominees: | | | |
| | | 1) ELECTION OF DIRECTOR: CAROL A. BARTZ | Issuer | Yes | For |
| | | 2) ELECTION OF DIRECTOR: MARC BENIOFF | Issuer | Yes | For |
| | | 3) ELECTION OF DIRECTOR: M. MICHELE BURNS | Issuer | Yes | For |
| | | 4) ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS | Issuer | Yes | For |
| | | 5) ELECTION OF DIRECTOR: LARRY R. CARTER | Issuer | Yes | For |
| | | 6) ELECTION OF DIRECTOR: JOHN T. CHAMBERS | Issuer | Yes | For |
| | | 7) ELECTION OF DIRECTOR: BRIAN L. HALLA | Issuer | Yes | For |
| | | 8) ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY | Issuer | Yes | For |
| | | 9) ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON | Issuer | Yes | For |

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| | | | | | | | 10) ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH | | | |
| | | | | | | | 11) ELECTION OF DIRECTOR: RODERICK C. MCGEARY | Issuer | Yes | For |
| | | | | | | | 12) ELECTION OF DIRECTOR: ARUN SARIN | Issuer | Yes | For |
| | | | | | | | 13) ELECTION OF DIRECTOR: STEVEN M. WEST | Issuer | Yes | For |
| | | | | | | 2 | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE EXECUTIVE INCENTIVE PLAN. | Issuer | Yes | For |
| | | | | | | 3 | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION. | Issuer | Yes | For |
| | | | | | | 4 | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013. | Issuer | Yes | For |
| | | | | | | 5 | APPROVAL TO HAVE CISCO'S BOARD ADOPT A POLICY TO HAVE AN INDEPENDENT BOARD CHAIRMAN WHENEVER POSSIBLE. | Holder | Yes | Against |
| | | | | | | 6 | APPROVAL TO REQUEST CISCO MANAGEMENT TO PREPARE A REPORT ON "CONFLICT MINERALS" IN CISCO'S SUPPLY CHAIN. | Holder | Yes | Against |
| DEERS TURE | CNS | 19248A109 | 4/25/2013 | 2/20/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) MARTIN COHEN | Issuer | Yes | For |
| | | | | | | | 2) RICHARD J. NORMAN | Issuer | Yes | For |
| | | | | | | | 3) FRANK K. ROSS | Issuer | Yes | For |
| JOHNSON | JNJ | 478160104 | 4/25/2013 | 2/26/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) ELECTION OF DIRECTOR: MARY SUE COLEMAN | Issuer | Yes | For |
| | | | | | | | 2) ELECTION OF DIRECTOR: JAMES G. CULLEN | Issuer | Yes | For |
| | | | | | | | 3) ELECTION OF DIRECTOR: IAN E.L. DAVIS | Issuer | Yes | For |
| | | | | | | | 4) ELECTION OF DIRECTOR: ALEX GORSKY | Issuer | Yes | For |
| | | | | | | | 5) ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS | Issuer | Yes | For |
| | | | | | | | 6) ELECTION OF DIRECTOR: SUSAN L. LINDQUIST | Issuer | Yes | For |

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| | | | | | | 7) ELECTION OF DIRECTOR: ANNE M. MULCAHY | Issuer | Yes | For |
| | | | | | | 8) ELECTION OF DIRECTOR: LEO F. MULLIN | Issuer | Yes | For |
| | | | | | | 9) ELECTION OF DIRECTOR: WILLIAM D. PEREZ | Issuer | Yes | For |
| | | | | | | 10) ELECTION OF DIRECTOR: CHARLES PRINCE | Issuer | Yes | For |
| | | | | | | 11) ELECTION OF DIRECTOR: A. EUGENE WASHINGTON | Issuer | Yes | For |
| | | | | | | 12) ELECTION OF DIRECTOR: RONALD A. WILLIAMS | Issuer | Yes | For |
| | | | | 2 | | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Issuer | Yes | For |
| | | | | 3 | | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Issuer | Yes | For |
| | | | | 4 | | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK | Holder | Yes | Against |
| | | | | 5 | | SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES | Holder | Yes | Against |
| | | | | 6 | | SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN | Holder | Yes | Against |
| O & | WFC | 949746101 | 4/23/2013 | 2/26/2013 | Annual | 1 | Election of directors. Nominees: | | |
| | | | | | | 1) ELECTION OF DIRECTOR: JOHN D. BAKER II | Issuer | Yes | For |
| | | | | | | 2) ELECTION OF DIRECTOR: ELAINE L. CHAO | Issuer | Yes | For |
| | | | | | | 3) ELECTION OF DIRECTOR: JOHN S. CHEN | Issuer | Yes | For |
| | | | | | | 4) ELECTION OF DIRECTOR: LLOYD H. DEAN | Issuer | Yes | For |
| | | | | | | 5) ELECTION OF DIRECTOR: SUSAN E. ENGEL | Issuer | Yes | For |
| | | | | | | 6) ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Issuer | Yes | For |
| | | | | | | 7) ELECTION OF DIRECTOR: DONALD M. JAMES | Issuer | Yes | For |
| | | | | | | 8) ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN | Issuer | Yes | For |
| | | | | | | 9) ELECTION OF DIRECTOR: FEDERICO F. PENA | Issuer | Yes | For |

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| | | | | | 10) ELECTION OF DIRECTOR: HOWARD V. RICHARDSON | Issuer | Yes | For | |
| | | | | | 11) ELECTION OF DIRECTOR: JUDITH M. RUNSTAD | Issuer | Yes | For | |
| | | | | | 12) ELECTION OF DIRECTOR: STEPHEN W. SANGER | Issuer | Yes | For | |
| | | | | | 13) ELECTION OF DIRECTOR: JOHN G. STUMPF | Issuer | Yes | For | |
| | | | | | 14) ELECTION OF DIRECTOR: SUSAN G. SWENSON | Issuer | Yes | For | |
| | | | | 2 | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Issuer | Yes | For | |
| | | | | 3 | PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATE LONG-TERM INCENTIVE COMPENSATION PLAN. | Issuer | Yes | For | |
| | | | | 4 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Issuer | Yes | For | |
| | | | | 5 | STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN. | Holder | Yes | Against | |
| | | | | 6 | STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES. | Holder | Yes | Against | |
| | | | | 7 | STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES. | Holder | Yes | Against | |
| SNY | 80105N105 | 5/3/2013 | 3/25/2013 | Annual | 1 | APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012 | Issuer | Yes | For |
| | | | | | 2 | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012 | Issuer | Yes | For |
| | | | | | 3 | APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND | Issuer | Yes | For |
| | | | | | 4 | | Issuer | Yes | For |

| | | | | |
|---|--|--------|-----|-----|
| | APPOINTMENT OF A DIRECTOR (FABIENNE LECORVAISIER) | | | |
| 5 | AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY | Issuer | Yes | For |
| 6 | DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHTS MAINTAINED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS | Issuer | Yes | For |
| 7 | DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHT BEING CANCELLED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS BY PUBLIC OFFERING | Issuer | Yes | For |
| 8 | POSSIBILITY OF ISSUING, WITHOUT PREEMPTIVE RIGHT, SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AS CONSIDERATION FOR ASSETS TRANSFERRED TO THE COMPANY AS A CAPITAL CONTRIBUTION IN KIND IN THE FORM OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF ANOTHER COMPANY | Issuer | Yes | For |
| 9 | DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A | Issuer | Yes | For |

CAPITAL INCREASE WITH OR WITHOUT PREEMPTIVE RIGHTS

| | | | | | | | | | |
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| | | | | | 10 | DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY INCORPORATION OF SHARE PREMIUM, RESERVES, PROFITS OR OTHER ITEMS | Issuer | Yes | For |
| | | | | | 11 | DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE OF SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL RESERVED FOR MEMBERS OF SAVINGS PLANS, WITH WAIVER OF PREEMPTIVE RIGHT IN THEIR FAVOR | Issuer | Yes | For |
| | | | | | 12 | DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT, WITHOUT PREEMPTIVE RIGHT, EXISTING OR NEW RESTRICTED SHARES IN FULL OR PARTIAL SUBSTITUTION FOR THE DISCOUNT TO A CAPITAL INCREASE RESERVED FOR SALARIED EMPLOYEES | Issuer | Yes | For |
| | | | | | 13 | DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO GRANT, WITHOUT PREEMPTIVE RIGHT, OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES | Issuer | Yes | For |
| | | | | | 14 | AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES | Issuer | Yes | For |
| | | | | | 15 | POWERS FOR FORMALITIES | Issuer | Yes | For |
| BRK-A | 084670108 | 5/4/2013 | 3/6/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | 1) WARREN E. BUFFETT | Issuer | Yes | For |
| | | | | | | 2) CHARLES T. MUNGER | Issuer | Yes | For |
| | | | | | | 3) HOWARD G. BUFFETT | Issuer | Yes | For |

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| | | | | | | 4) STEPHEN B. BURKE | Issuer | Yes | For |
| | | | | | | 5) SUSAN L. DECKER | Issuer | Yes | For |
| | | | | | | 6) WILLIAM H. GATES III | Issuer | Yes | For |
| | | | | | | 7) DAVID S. GOTTESMAN | Issuer | Yes | For |
| | | | | | | 8) CHARLOTTE GUYMAN | Issuer | Yes | For |
| | | | | | | 9) DONALD R. KEOUGH | Issuer | Yes | For |
| | | | | | | 10) THOMAS S. MURPHY | Issuer | Yes | For |
| | | | | | | 11) RONALD L. OLSON | Issuer | Yes | For |
| | | | | | | 12) WALTER SCOTT, JR. | Issuer | Yes | For |
| | | | | | | 13) MERYL B. WITMER | Issuer | Yes | For |
| | | | | | 2 | SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS. | Holder | Yes | Against |
| BRK-B | 84670702 | 5/4/2013 | 3/6/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| INC. | | | | | | 1) WARREN E. BUFFETT | Issuer | Yes | For |
| | | | | | | 2) CHARLES T. MUNGER | Issuer | Yes | For |
| | | | | | | 3) HOWARD G. BUFFETT | Issuer | Yes | For |
| | | | | | | 4) STEPHEN B. BURKE | Issuer | Yes | For |
| | | | | | | 5) SUSAN L. DECKER | Issuer | Yes | For |
| | | | | | | 6) WILLIAM H. GATES III | Issuer | Yes | For |
| | | | | | | 7) DAVID S. GOTTESMAN | Issuer | Yes | For |
| | | | | | | 8) CHARLOTTE GUYMAN | Issuer | Yes | For |
| | | | | | | 9) DONALD R. KEOUGH | Issuer | Yes | For |
| | | | | | | 10) THOMAS S. MURPHY | Issuer | Yes | For |
| | | | | | | 11) RONALD L. OLSON | Issuer | Yes | For |
| | | | | | | 12) WALTER SCOTT, JR. | Issuer | Yes | For |
| | | | | | | 13) MERYL B. WITMER | Issuer | Yes | For |
| | | | | | 2 | SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS. | Holder | Yes | Against |
| RVICES, | RSG | 760759100 | 5/9/2013 | 3/12/2013 | Annual | 1 | Election of directors. Nominees: | | |
| | | | | | | 1) ELECTION OF DIRECTOR: JAMES W. CROWNOVER | Issuer | Yes | For |
| | | | | | | 2) ELECTION OF DIRECTOR: WILLIAM J. FLYNN | Issuer | Yes | For |
| | | | | | | 3) ELECTION OF DIRECTOR: MICHAEL LARSON | Issuer | Yes | For |
| | | | | | | 4) ELECTION OF DIRECTOR: NOLAN LEHMANN | Issuer | Yes | For |
| | | | | | | 5) ELECTION OF DIRECTOR: W. LEE NUTTER | Issuer | Yes | For |
| | | | | | | 6) ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ | Issuer | Yes | For |
| | | | | | | 7) ELECTION OF DIRECTOR: DONALD W. SLAGER | Issuer | Yes | For |

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| | | | | | | 8) ELECTION OF DIRECTOR: ALLAN C. SORENSEN | Issuer | Yes | For |
| | | | | | | 9) ELECTION OF DIRECTOR: JOHN M. TRANI | Issuer | Yes | For |
| | | | | | | 10) ELECTION OF DIRECTOR: MICHAEL W. WICKHAM | Issuer | Yes | For |
| | | | | 2 | | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Issuer | Yes | For |
| | | | | 3 | | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013. | Issuer | Yes | For |
| | | | | 4 | | APPROVAL OF THE AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN. | Issuer | Yes | For |
| | | | | 5 | | STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE. | Issuer | Yes | For |
| | | | | 6 | | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES. | Holder | Yes | Against |
| | KSS | 500255104 | 5/16/2013 | 3/13/2013 | Annual | 1 | Election of directors. Nominees: | | |
| | | | | | | 1) ELECTION OF DIRECTOR: PETER BONEPARTH | Issuer | Yes | For |
| | | | | | | 2) ELECTION OF DIRECTOR: STEVEN A. BURD | Issuer | Yes | For |
| | | | | | | 3) ELECTION OF DIRECTOR: DALE E. JONES | Issuer | Yes | For |
| | | | | | | 4) ELECTION OF DIRECTOR: KEVIN MANSELL | Issuer | Yes | For |
| | | | | | | 5) ELECTION OF DIRECTOR: JOHN E. SCHLIFSKE | Issuer | Yes | For |
| | | | | | | 5) ELECTION OF DIRECTOR: FRANK V. SICA | Issuer | Yes | For |
| | | | | | | 6) ELECTION OF DIRECTOR: PETER M. SOMMERHAUSER | Issuer | Yes | For |
| | | | | | | 7) ELECTION OF DIRECTOR: STEPHANIE A. STREETER | Issuer | Yes | For |
| | | | | | | 8) ELECTION OF DIRECTOR: NINA G. VACA | Issuer | Yes | For |
| | | | | | | 9) ELECTION OF DIRECTOR: STEPHEN E. WATSON | Issuer | Yes | For |
| | | | | 2 | | | Issuer | Yes | For |

| | | | | | | | | | | |
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| | | | | | | | RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | | | |
| | | | | | | 3 | ADVISORY VOTE ON APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION. | Issuer | Yes | For |
| | | | | | | 4 | SHAREHOLDER PROPOSAL: POLICY ON ANIMAL CRUELTY RELATED TO THE SALE OF PRODUCTS CONTAINING ANIMAL FUR. | Holder | Yes | Against |
| | | | | | | 5 | SHAREHOLDER PROPOSAL: INDEPENDENT BOARD CHAIRMAN. | Holder | Yes | Against |
| YUM! BRANDS, INC. | YUM | 988498101 | 5/15/2013 | 3/18/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) ELECTION OF DIRECTOR: MICHAEL J. CAVANAGH | Issuer | Yes | For |
| | | | | | | | 2) ELECTION OF DIRECTOR: DAVID W. DORMAN | Issuer | Yes | For |
| | | | | | | | 3) ELECTION OF DIRECTOR: MASSIMO FERRAGAMO | Issuer | Yes | For |
| | | | | | | | 4) ELECTION OF DIRECTOR: MIRIAN M. GRADDICK-WEIR | Issuer | Yes | For |
| | | | | | | | 5) ELECTION OF DIRECTOR: J. DAVID GRISSOM | Issuer | Yes | For |
| | | | | | | | 6) ELECTION OF DIRECTOR: BONNIE G. HILL | Issuer | Yes | For |
| | | | | | | | 7) ELECTION OF DIRECTOR: JONATHAN S. LINEN | Issuer | Yes | For |
| | | | | | | | 8) ELECTION OF DIRECTOR: THOMAS C. NELSON | Issuer | Yes | For |
| | | | | | | | 9) ELECTION OF DIRECTOR: DAVID C. NOVAK | Issuer | Yes | For |
| | | | | | | | 10) ELECTION OF DIRECTOR: THOMAS M. RYAN | Issuer | Yes | For |
| | | | | | | | 11) ELECTION OF DIRECTOR: JING-SHYH S. SU | Issuer | Yes | For |
| | | | | | | | 12) ELECTION OF DIRECTOR: ROBERT D. WALTER | Issuer | Yes | For |
| | | | | | | 2 | RATIFICATION OF INDEPENDENT AUDITORS. | Issuer | Yes | For |
| | | | | | | 3 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Issuer | Yes | For |
| | | | | | | 4 | RE-APPROVAL OF PERFORMANCE MEASURES OF YUM! BRANDS, INC. LONG TERM INCENTIVE PLAN. | Issuer | Yes | For |
| | | | | | | 5 | | Holder | Yes | Against |

| | | | | | | SHAREHOLDER PROPOSAL REGARDING PACKAGING RECYCLING. | | | | |
|--------|-----|-----------|-----------|-----------|--------|---|---|--------|-----|---------|
| Y | MMM | 88579Y101 | 5/14/2013 | 3/15/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) ELECTION OF DIRECTOR: LINDA G. ALVARADO | Issuer | Yes | For |
| | | | | | | | 2) ELECTION OF DIRECTOR: VANCE D. COFFMAN | Issuer | Yes | For |
| | | | | | | | 3) ELECTION OF DIRECTOR: MICHAEL L. ESKEW | Issuer | Yes | For |
| | | | | | | | 4) ELECTION OF DIRECTOR: W. JAMES FARRELL | Issuer | Yes | For |
| | | | | | | | 5) ELECTION OF DIRECTOR: HERBERT L. HENKEL | Issuer | Yes | For |
| | | | | | | | 6) ELECTION OF DIRECTOR: MUHTAR KENT | Issuer | Yes | For |
| | | | | | | | 7) ELECTION OF DIRECTOR: EDWARD M. LIDDY | Issuer | Yes | For |
| | | | | | | | 8) ELECTION OF DIRECTOR: ROBERT S. MORRISON | Issuer | Yes | For |
| | | | | | | | 9) ELECTION OF DIRECTOR: AULANA L. PETERS | Issuer | Yes | For |
| | | | | | | | 10) ELECTION OF DIRECTOR: INGE G. THULIN | Issuer | Yes | For |
| | | | | | | | 11) ELECTION OF DIRECTOR: ROBERT J. ULRICH | Issuer | Yes | For |
| | | | | | | 2 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Issuer | Yes | For |
| | | | | | | 3 | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Issuer | Yes | For |
| | | | | | | 4 | STOCKHOLDER PROPOSAL ON ACTION BY WRITTEN CONSENT. | Holder | Yes | For |
| | | | | | | 5 | STOCKHOLDER PROPOSAL ON PROHIBITING POLITICAL SPENDING FROM CORPORATE TREASURY FUNDS. | Holder | Yes | Against |
| R INC. | CAT | 149123101 | 6/12/2013 | 4/15/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) DAVID L. CALHOUN | Issuer | Yes | For |
| | | | | | | | 2) DANIEL M. DICKINSON | Issuer | Yes | For |
| | | | | | | | 3) JUAN GALLARDO | Issuer | Yes | For |
| | | | | | | | 4) DAVID R. GOODE | Issuer | Yes | For |
| | | | | | | | 5) JESSE J. GREENE, JR. | Issuer | Yes | For |
| | | | | | | | 6) JON M. HUNTSMAN, JR. | Issuer | Yes | For |
| | | | | | | | 7) PETER A. MAGOWAN | Issuer | Yes | For |

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| | | | | | | | | | | |
|---------|-----|-----------|-----------|-----------|--------|--|----------------------------------|-----|---------|--|
| | | | | | | 8) DENNIS A. MUILENBURG | Issuer | Yes | For | |
| | | | | | | 9) DOUGLAS R. OBERHELMAN | Issuer | Yes | For | |
| | | | | | | 10) WILLIAM A. OSBORN | Issuer | Yes | For | |
| | | | | | | 11) CHARLES D. POWELL | Issuer | Yes | For | |
| | | | | | | 12) EDWARD B. RUST, JR. | Issuer | Yes | For | |
| | | | | | | 13) SUSAN C. SCHWAB | Issuer | Yes | For | |
| | | | | | | 14) JOSHUA I. SMITH | Issuer | Yes | For | |
| | | | | | | 15) MILES D. WHITE | Issuer | Yes | For | |
| | | | | 2 | | RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Issuer | Yes | For | |
| | | | | 3 | | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Issuer | Yes | For | |
| | | | | 4 | | STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD | Issuer | Yes | For | |
| | | | | 5 | | STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION BY WRITTEN CONSENT. | Issuer | Yes | For | |
| | | | | 6 | | STOCKHOLDER PROPOSAL - EXECUTIVE STOCK RETENTION | Issuer | Yes | Against | |
| | | | | 7 | | STOCKHOLDER PROPOSAL - SUSTAINABILITY MEASURE IN EXECUTIVE COMPENSATION | Issuer | Yes | Against | |
| | | | | 8 | | STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS | Issuer | Yes | Against | |
| | | | | 9 | | STOCKHOLDER PROPOSAL - SALES TO SUDAN | Issuer | Yes | Against | |
| CHASE & | JPM | 46625H100 | 5/21/2013 | 3/22/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | 1) ELECTION OF DIRECTOR: JAMES A. BELL | Issuer | Yes | For | |
| | | | | | | 2) ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Issuer | Yes | For | |
| | | | | | | 3) ELECTION OF DIRECTOR: STEPHEN B. BURKE | Issuer | Yes | For | |
| | | | | | | 4) ELECTION OF DIRECTOR: DAVID M. COTE | Issuer | Yes | For | |
| | | | | | | 5) ELECTION OF DIRECTOR: JAMES S. CROWN | Issuer | Yes | For | |
| | | | | | | 6) ELECTION OF DIRECTOR: JAMES DIMON | Issuer | Yes | For | |
| | | | | | | 7) ELECTION OF DIRECTOR: TIMOTHY P. FLYNN | Issuer | Yes | For | |
| | | | | | | 8) ELECTION OF DIRECTOR: ELLEN V. FUTTER | Issuer | Yes | For | |

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| | | | | | | | | | |
|-----|-----------|-----------|----------|--------|---|--|--------|-----|---------|
| | | | | | | 9) ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | | | |
| | | | | | | 10) ELECTION OF DIRECTOR: LEE R. RAYMOND | Issuer | Yes | For |
| | | | | | | 11) ELECTION OF DIRECTOR: WILLIAM C. WELDON | Issuer | Yes | For |
| | | | | 2 | | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Issuer | Yes | For |
| | | | | 3 | | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Issuer | Yes | For |
| | | | | 4 | | AMENDMENT TO THE FIRM'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY WRITTEN CONSENT | Issuer | Yes | For |
| | | | | 5 | | REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN | Issuer | Yes | For |
| | | | | 6 | | REQUIRE SEPARATION OF CHAIRMAN AND CEO | Holder | Yes | Against |
| | | | | 7 | | ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS | Holder | Yes | Against |
| | | | | 8 | | ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS | Holder | Yes | Against |
| | | | | 9 | | DISCLOSE FIRM PAYMENTS USED DIRECTLY OR INDIRECTLY FOR LOBBYING, INCLUDING SPECIFIC AMOUNTS AND RECIPIENTS' NAMES | Holder | Yes | Against |
| CVX | 166764100 | 5/29/2013 | 4/3/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | 1) ELECTION OF DIRECTOR: L.F. DEILY | Issuer | Yes | For |
| | | | | | | 2) ELECTION OF DIRECTOR: R.E. DENHAM | Issuer | Yes | For |
| | | | | | | 3) ELECTION OF DIRECTOR: A.P. GAST | Issuer | Yes | For |
| | | | | | | | Issuer | Yes | For |

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| | | | | | | | | | | |
|-----------------|-----|-----------|-----------|-----------|--------|---|---|--------|-----|---------|
| | | | | | | | 4) ELECTION OF DIRECTOR: E. HERNANDEZ | | | |
| | | | | | | | 5) ELECTION OF DIRECTOR: G.L. KIRKLAND | Issuer | Yes | For |
| | | | | | | | 6) ELECTION OF DIRECTOR: C.W. MOORMAN | Issuer | Yes | For |
| | | | | | | | 7) ELECTION OF DIRECTOR: K.W. SHARER | Issuer | Yes | For |
| | | | | | | | 8) ELECTION OF DIRECTOR: J.G. STUMPF | Issuer | Yes | For |
| | | | | | | | 9) ELECTION OF DIRECTOR: R.D. SUGAR | Issuer | Yes | For |
| | | | | | | | 10) ELECTION OF DIRECTOR: C. WARE | Issuer | Yes | For |
| | | | | | | | 11) ELECTION OF DIRECTOR: J.S. WATSON | Issuer | Yes | For |
| | | | | | 2 | | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Issuer | Yes | For |
| | | | | | 3 | | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Issuer | Yes | For |
| | | | | | 4 | | APPROVAL OF AMENDMENTS TO LONG-TERM INCENTIVE PLAN | Issuer | Yes | For |
| | | | | | 5 | | SHALE ENERGY OPERATIONS | Holder | Yes | Against |
| | | | | | 6 | | OFFSHORE OIL WELLS | Holder | Yes | Against |
| | | | | | 7 | | CLIMATE RISK | Holder | Yes | Against |
| | | | | | 8 | | LOBBYING DISCLOSURE | Holder | Yes | Against |
| | | | | | 9 | | CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES | Holder | Yes | Against |
| | | | | | 10 | | CUMULATIVE VOTING | Holder | Yes | For |
| | | | | | 11 | | SPECIAL MEETINGS | Holder | Yes | For |
| | | | | | 12 | | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE | Holder | Yes | Against |
| | | | | | 13 | | COUNTRY SELECTION GUIDELINES | Holder | Yes | Against |
| TRANSOCEAN LTD. | RIG | H8817H100 | 5/17/2013 | 3/20/2013 | Annual | 1 | APPROVAL OF THE 202 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENT OF TRANSOCEAN LTD.. FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2012 | Issuer | NA | NA |

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| | | | | | |
|--|------|--|--------|----|----|
| | 2 | APPROPRIATION OF THE AVAILABLE EARNINGS FOR FISCAL YEAR 2012 | Issuer | NA | NA |
| | 3a. | APPROVAL OF THE COMPANY'S PAYMENT OF A DIVIDEND IN PRINCIPLE. | Issuer | NA | NA |
| | 3b. | DISTRIBUTION AMOUNT, WHICH IS CONDITIONED ON THE APPROVAL OF PROPOSAL 3A. MARK EITHER 3B1 OR 3B2 BUT NOT BOTH. | Issuer | NA | NA |
| | 3b.1 | COMPANY DISTRIBUTION PROPOSAL, IN AN AMOUNT OF USD 2.24 PER SHARE. | Issuer | NA | NA |
| | 3b.2 | ICHAN GROUP DISTRIBUTION PROPOSAL, IN AN AMOUNT OF USD 4.00 PER SHARE | Issuer | NA | NA |
| | 4 | READOPTION OF AUTHORIZED SHARE CAPITAL, ALLOWING THE BOARD OF DIRECTORS TO ISSUE UP TO A MAXIMUM OF 74,728,750 SHARES OF THE COMPANY | Issuer | NA | NA |
| | 5 | REPEAL OF STAGGERED BOARD | Issuer | NA | NA |
| | 6 | ELECTION TO THE BOARD OF DIRECTORS: | Issuer | NA | NA |
| | | 1) FREDRICO F. CURADO | Issuer | NA | NA |
| | | 2) STEVEN L. NEWMAN | Issuer | NA | NA |
| | | 3) THOMAS W. CASON | Issuer | NA | NA |
| | | 4) ROBERT M. SPRAGUE | Issuer | NA | NA |
| | | 5) J. MACHAEL TALBERT | Issuer | NA | NA |
| | | 6) JOHN J. LIPINSKI | Holder | NA | NA |
| | | 7) JOSE MARIA ALAPONT | Holder | NA | NA |
| | | 8) SAMUEL MERKSAMER | Holder | NA | NA |
| | 7 | APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND REELECTION OF ERNST & YOUNG LTD. ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM | Issuer | NA | NA |
| | 8 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Issuer | NA | NA |

FCX 35671D857 7/16/2013 5/24/2013 Annual

1 Election of directors. Nominees:

CMORAN
OLD INC.

| | | | | |
|---|--|--------|-----|---------|
| | 1) RICHARD C. ADKERSON | Issuer | Yes | For |
| | 2) ROBERT J. ALLISON, JR. | Issuer | Yes | For |
| | 3) ALAN R. BUCKWALTER, III | Issuer | Yes | For |
| | 4) ROBERT A. DAY | Issuer | Yes | For |
| | 5) JAMES C. FLORES | Issuer | Yes | For |
| | 6) GERALD J. FORD | Issuer | Yes | For |
| | 7) THOMAS A. FRY, III | Issuer | Yes | For |
| | 8) H. DEVON GRAHAM, JR. | Issuer | Yes | For |
| | 9) CHARLES C. KRULAK | Issuer | Yes | For |
| | 10) BOBBY LEE LACKEY | Issuer | Yes | For |
| | 11) JON C. MADONNA | Issuer | Yes | For |
| | 12) DUSTAN E. MCCOY | Issuer | Yes | For |
| | 13) JAMES R. MOFFETT | Issuer | Yes | For |
| | 14) B.M. RANKIN, JR. | Issuer | Yes | For |
| | 15) STEPHEN H. SIEGELE | Issuer | Yes | For |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Issuer | Yes | For |
| 3 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Issuer | Yes | For |
| 4 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Holder | Yes | Against |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS. | Holder | Yes | Against |
| 6 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY. | Holder | Yes | Against |
| 7 | STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING | Holder | Yes | For |

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15% OF OUR OUTSTANDING
COMMON STOCK TO CALL A
SPECIAL MEETING OF
STOCKHOLDERS.

| | | | | | | | | | | |
|----------------|----|-----------|----------|-----------|--------|---|---|--------|-----|-----|
| IS NAL INC. | PM | 718172109 | 5/8/2013 | 3/15/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) HAROLD BROWN | Issuer | Yes | For |
| | | | | | | | 2) MATHIS CABIALLAVETTA | Issuer | Yes | For |
| | | | | | | | 3) ANDRE CALANTZOPOULOS | Issuer | Yes | For |
| | | | | | | | 4) LOUIS C. CAMILLERI | Issuer | Yes | For |
| | | | | | | | 5) J. DUDLEY FISHBURN | Issuer | Yes | For |
| | | | | | | | 6) JENNIFER LI | Issuer | Yes | For |
| | | | | | | | 7) GRAHAM MACKAY | Issuer | Yes | For |
| | | | | | | | 8) SERGIO MARCHIONNE | Issuer | Yes | For |
| | | | | | | | 9) KALPANA MORPARIA | Issuer | Yes | For |
| | | | | | | | 10) LUCIO A. NOTO | Issuer | Yes | For |
| | | | | | | | 11) ROBERT B. POLET | Issuer | Yes | For |
| | | | | | | | 12) CARLOS SLIM HELU | Issuer | Yes | For |
| | | | | | | | 13) STEPHEN M. WOLF | Issuer | Yes | For |
| | | | | | | 2 | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS | Issuer | Yes | For |
| | | | | | | 3 | ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION | Issuer | Yes | For |

| | | | | | | | | | | |
|--------|-----|-----------|----------|-----------|--------|---|--|--------|-----|-----|
| TORES, | WMT | 931142103 | 6/7/2013 | 4/11/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) AIDA M. ALVAREZ | Issuer | Yes | For |
| | | | | | | | 2) JAMES I. CASH, JR. | Issuer | Yes | For |
| | | | | | | | 3) ROGER C. CORBETT | Issuer | Yes | For |
| | | | | | | | 4) DOUGLAS N. DAFT | Issuer | Yes | For |
| | | | | | | | 5) MICHAEL T. DUKE | Issuer | Yes | For |
| | | | | | | | 6) TIMOTHY P. FLYNN | Issuer | Yes | For |
| | | | | | | | 7) MARISSA A. MAYER | Issuer | Yes | For |
| | | | | | | | 8) GREGORY B. PENNER | Issuer | Yes | For |
| | | | | | | | 9) STEVEN S. REINEMUND | Issuer | Yes | For |
| | | | | | | | 10) H. LEE SCOTT, JR. | Issuer | Yes | For |
| | | | | | | | 11) JIM C. WALTON | Issuer | Yes | For |
| | | | | | | | 12) S. ROBSON WALTON | Issuer | Yes | For |
| | | | | | | | 13) CHRISTOPHER J. WILLIAMS | Issuer | Yes | For |
| | | | | | | | 14) LINDA S. WOLF | Issuer | Yes | For |
| | | | | | | 2 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS | Issuer | Yes | For |
| | | | | | | 3 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Issuer | Yes | For |
| | | | | | | 4 | | Issuer | Yes | For |

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| | | | | | | APPROVAL OF THE WAL-MART STORES, INC. MANAGEMENT INCENTIVE PLAN, AS AMENDED | | | | |
|-------------|-----|-----------|-----------|-----------|--------|--|--|--------|---------|---------|
| | | | | | 5 | SPECIAL SHAREOWNER MEETING RIGHT | Holder | Yes | For | |
| | | | | | 6 | EQUITY RETENTION REQUIREMENT | Holder | Yes | Against | |
| | | | | | 7 | INDEPENDENT CHAIRMAN | Holder | Yes | Against | |
| | | | | | 8 | REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY | Holder | Yes | Against | |
| STATE D- | RIF | 76970B101 | 4/11/2013 | 2/19/2013 | Annual | 2A. | ELECTION OF CLASS III TRUSTEE: ARTHUR G. KOUMANTZELIS | Issuer | Yes | For |
| INC. | BEN | 354613101 | 3/13/2013 | 1/16/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) ELECTION OF DIRECTOR: SAMUEL H. ARMACOST | Issuer | Yes | For |
| | | | | | | | 2) ELECTION OF DIRECTOR: PETER K. BARKER | Issuer | Yes | For |
| | | | | | | | 3) ELECTION OF DIRECTOR: CHARLES CROCKER | Issuer | Yes | For |
| | | | | | | | 4) ELECTION OF DIRECTOR: CHARLES B. JOHNSON | Issuer | Yes | For |
| | | | | | | | 5) ELECTION OF DIRECTOR: GREGORY E. JOHNSON | Issuer | Yes | For |
| | | | | | | | 6) ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR. | Issuer | Yes | For |
| | | | | | | | 7) ELECTION OF DIRECTOR: MARK C. PIGOTT | Issuer | Yes | For |
| | | | | | | | 8) ELECTION OF DIRECTOR: CHUTTA RATNATHICAM | Issuer | Yes | For |
| | | | | | | | 9) ELECTION OF DIRECTOR: LAURA STEIN | Issuer | Yes | For |
| | | | | | | | 10) ELECTION OF DIRECTOR: ANNE M. TATLOCK | Issuer | Yes | For |
| | | | | | | | 11) ELECTION OF DIRECTOR: GEOFFREY Y. YANG | Issuer | Yes | For |
| | | | | | | 2 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2013. | Issuer | Yes | For |
| | | | | | | 3 | STOCKHOLDER PROPOSAL ON GENOCIDE-FREE INVESTING. | Holder | Yes | Against |

SIGNATURE

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) Boulder Total Return Fund, Inc.

By: /s/ Stephen C. Miller
Stephen C. Miller
President (Principal Executive Officer)

Date: August 23, 2013