

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Eaton Vance Tax-Managed Buy-Write Opportunities Fund  
Form N-PX  
August 30, 2010

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: 811-21735  
NAME OF REGISTRANT: Eaton Vance Tax-Managed Buy-Write  
Opportunities Fund  
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110  
NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110  
REGISTRANT'S TELEPHONE NUMBER: 617-482-8260  
DATE OF FISCAL YEAR END: 12/31  
DATE OF REPORTING PERIOD: 07/01/2009 - 06/30/2010

Eaton Vance Tax-Managed Buy-Write Opportunities Fund

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3M COMPANY

----- Agen

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Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 11-May-2010  
Ticker: MMM  
ISIN: US88579Y1010  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LINDA G. ALVARADO | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GEORGE W. BUCKLEY | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: VANCE D. COFFMAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL L. ESKEW  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. JAMES FARRELL  | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 1F | ELECTION OF DIRECTOR: HERBERT L. HENKEL   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: EDWARD M. LIDDY   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: ROBERT S. MORRISON  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: AULANA L. PETERS  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: ROBERT J. ULRICH  | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM.  | Mgmt | For |
| 03 | TO APPROVE THE AMENDED 2008 LONG-TERM INCENTIVE<br>PLAN AND TO APPROVE THE EXPANDED PERFORMANCE<br>CRITERIA AVAILABLE UNDER THE 2008 LONG-TERM<br>INCENTIVE PLAN. | Mgmt | For |
| 04 | STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.   | Shr  | For |

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 ABBOTT LABORATORIES

Agen

Security: 002824100  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2010  
 Ticker: ABT  
 ISIN: US0028241000

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 01     | DIRECTOR  |                  |               |
|        | R.J. ALPERN                                       | Mgmt             | For           |
|        | R.S. AUSTIN                                       | Mgmt             | For           |
|        | W.M. DALEY  | Mgmt             | For           |
|        | W.J. FARRELL                                      | Mgmt             | For           |
|        | H.L. FULLER                                       | Mgmt             | For           |
|        | W.A. OSBORN                                       | Mgmt             | For           |
|        | D.A.L. OWEN                                       | Mgmt             | For           |
|        | R.S. ROBERTS                                      | Mgmt             | For           |
|        | S.C. SCOTT III                                    | Mgmt             | For           |
|        | W.D. SMITHBURG                                    | Mgmt             | For           |
|        | G.F. TILTON                                       | Mgmt             | For           |
|        | M.D. WHITE  | Mgmt             | For           |
| 02     | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS | Mgmt             | For           |
| 03     | SHAREHOLDER PROPOSAL-ADVISORY VOTE                | Shr              | For           |
| 04     | SHAREHOLDER PROPOSAL-SPECIAL SHAREHOLDER MEETINGS | Shr              | For           |

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 ACCENTURE LTD

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: G1150G111  
 Meeting Type: Special  
 Meeting Date: 05-Aug-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A AS IT APPLIES TO THE CLASS A COMMON SHAREHOLDERS.   | Mgmt          | For           |
| 02     | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE ACCENTURE LTD CLASS A COMMON SHAREHOLDER CLASS MEETING.   | Mgmt          | For           |
| 03     | IF THE SCHEME OF ARRANGEMENT IS APPROVED, APPROVAL OF THE ESTABLISHMENT OF DISTRIBUTABLE RESERVES OF ACCENTURE PLC (THROUGH THE REDUCTION OF ITS SHARE PREMIUM ACCOUNT) THAT WAS PREVIOUSLY APPROVED BY ACCENTURE LTD AND THE OTHER CURRENT SHAREHOLDERS OF ACCENTURE PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT). | Mgmt          | For           |
| 04     | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE PROPOSAL AT THE TIME OF THE SPECIAL GENERAL MEETING.   | Mgmt          | For           |

### ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: ACE  
 ISIN: CH0044328745

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PETER MENIKOFF   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT RIPP  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: THEODORE E.SHASTA  | Mgmt          | For           |
| 02     | AMENDMENT OF THE ARTICLES OF ASSOCIATION RELATING TO THE TREATMENT OF ABSTENTIONS AND BROKER | Mgmt          | For           |

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### NON-VOTES

|    |  |      |     |
|----|--|------|-----|
| 3A | APPROVAL OF THE ANNUAL REPORT  | Mgmt | For |
| 3B | APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED  | Mgmt | For |
| 3C | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS  | Mgmt | For |
| 04 | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt | For |
| 05 | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt | For |
| 06 | AMENDMENT OF THE ARTICLES OF ASSOCIATION RELATING TO AUTHORIZED SHARE CAPITAL  | Mgmt | For |
| 7A | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING   | Mgmt | For |
| 7B | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2010 | Mgmt | For |
| 7C | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING  | Mgmt | For |
| 08 | APPROVAL OF THE ACE LIMITED 2004 LONG-TERM INCENTIVE PLAN AS AMENDED THROUGH THE FIFTH AMENDMENT   | Mgmt | For |
| 09 | APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES   | Mgmt | For |

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### ADOBE SYSTEMS INCORPORATED

Agen

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Security: 00724F101  
 Meeting Type: Annual  
 Meeting Date: 16-Apr-2010  
 Ticker: ADBE  
 ISIN: US00724F1012

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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: EDWARD W. BARNHOLT | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL R. CANNON  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES E. DALEY     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CHARLES M. GESCHKE | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SHANTANU NARAYEN   | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 02 | APPROVAL OF THE AMENDMENT OF THE ADOBE SYSTEMS INCORPORATED 2003 EQUITY INCENTIVE PLAN.  | Mgmt | Against |
| 03 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON DECEMBER 3, 2010. | Mgmt | For     |

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ADVANCE AUTO PARTS, INC. Agen

Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: AAP  
 ISIN: US00751Y1064

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>JOHN F. BERGSTROM<br>JOHN C. BROUILLARD<br>FIONA P. DIAS<br>FRANCES X. FREI<br>DARREN R. JACKSON<br>WILLIAM S. OGLESBY<br>J. PAUL RAINES<br>GILBERT T. RAY<br>CARLOS A. SALADRIGAS<br>FRANCESCA M. SPINELLI | Mgmt<br>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<br>For |
| 02     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.  | Mgmt   | For  |

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AFLAC INCORPORATED Agen

Security: 001055102  
 Meeting Type: Annual  
 Meeting Date: 03-May-2010  
 Ticker: AFL  
 ISIN: US0010551028

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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DANIEL P. AMOS      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN SHELBY AMOS II | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PAUL S. AMOS II     | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1D | ELECTION OF DIRECTOR: MICHAEL H. ARMACOST  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: KRISS CLONINGER III  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: JOE FRANK HARRIS   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: ELIZABETH J. HUDSON  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: ROBERT B. JOHNSON  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: CHARLES B. KNAPP   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.  | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: BARBARA K. RIMER, DR.<br>PH  | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: MARVIN R. SCHUSTER   | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: DAVID GARY THOMPSON  | Mgmt | For |
| 1O | ELECTION OF DIRECTOR: ROBERT L. WRIGHT   | Mgmt | For |
| 1P | ELECTION OF DIRECTOR: TAKURO YOSHIDA   | Mgmt | For |
| 02 | TO CONSIDER AND APPROVE THE FOLLOWING ADVISORY<br>(NON-BINDING) PROPOSAL: "RESOLVED, THAT THE<br>SHAREHOLDERS APPROVE THE OVERALL EXECUTIVE<br>PAY-FOR-PERFORMANCE COMPENSATION POLICIES AND<br>PROCEDURES EMPLOYED BY THE COMPANY, AS DESCRIBED<br>IN THE COMPENSATION DISCUSSION AND ANALYSIS<br>AND THE TABULAR DISCLOSURE REGARDING NAMED<br>EXECUTIVE OFFICER COMPENSATION IN THIS PROXY<br>STATEMENT." | Mgmt | For |
| 03 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY<br>FOR THE YEAR ENDING DECEMBER 31, 2010.   | Mgmt | For |

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AGCO CORPORATION

Agen

Security: 001084102  
Meeting Type: Annual  
Meeting Date: 22-Apr-2010  
Ticker: AGCO  
ISIN: US0010841023

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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>FRANCISCO R. GROS<br>GERALD B. JOHANNESON<br>GEORGE E. MINNICH | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

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|    |   |      |     |
|----|---|------|-----|
|    | CURTIS E. MOLL  | Mgmt | For |
| 02 | RATIFICATION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt | For |

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AIR PRODUCTS AND CHEMICALS, INC. Agen

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Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 28-Jan-2010  
 Ticker: APD  
 ISIN: US0091581068

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>WILLIAM L. DAVIS III<br>W. DOUGLAS FORD<br>EVERT HENKES<br>MARGARET G. MCGLYNN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. RATIFICATION OF APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2010. | Mgmt                         | For                      |
| 03     | APPROVAL OF THE LONG-TERM INCENTIVE PLAN. APPROVE AMENDMENTS TO THE LONG-TERM INCENTIVE PLAN.   | Mgmt                         | Against                  |

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AKAMAI TECHNOLOGIES, INC. Agen

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Security: 00971T101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: AKAM  
 ISIN: US00971T1016

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: F. THOMSON LEIGHTON  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PAUL SAGAN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: NAOMI O. SELIGMAN  | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF AKAMAI TECHNOLOGIES, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt          | For           |

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 ALLIANCE DATA SYSTEMS CORPORATION  
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Agen

Security: 018581108  
 Meeting Type: Annual  
 Meeting Date: 08-Jun-2010  
 Ticker: ADS  
 ISIN: US0185811082  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>LAWRENCE M. BENVENISTE<br>D. KEITH COBB<br>KENNETH R. JENSEN  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVAL OF 2010 OMNIBUS INCENTIVE PLAN.  | Mgmt                 | For               |
| 03     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE<br>LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF ALLIANCE DATA SYSTEMS CORPORATION FOR<br>2010. | Mgmt                 | For               |

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 ALPHA NATURAL RESOURCES, INC.  
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Agen

Security: 02076X102  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: ANR  
 ISIN: US02076X1028  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>MICHAEL J. QUILLEN<br>WILLIAM J. CROWLEY JR.<br>KEVIN S. CRUTCHFIELD<br>E. LINN DRAPER, JR.<br>GLENN A. EISENBERG<br>JOHN W. FOX, JR.<br>P. MICHAEL GIFTOS<br>JOEL RICHARDS, III<br>JAMES F. ROBERTS<br>TED G. WOOD | Mgmt<br>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<br>For |
| 2      | APPROVE THE ADOPTION OF THE COMPANY'S 2010 LONG-TERM<br>INCENTIVE PLAN.   | Mgmt   | Against  |
| 3      | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM, KPMG LLP.   | Mgmt   | For  |



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 ALTRIA GROUP, INC.

Agen

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 Security: 02209S103  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: MO  
 ISIN: US02209S1033  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ELIZABETH E. BAILEY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GERALD L. BALILES  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN T. CASTEEN III  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DINYAR S. DEVITRE  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: THOMAS F. FARRELL II   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT E. R. HUNTLEY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS W. JONES  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GEORGE MUNOZ   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: NABIL Y. SAKKAB  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: MICHAEL E. SZYMANCZYK  | Mgmt          | For           |
| 02     | 2010 PERFORMANCE INCENTIVE PLAN  | Mgmt          | Against       |
| 03     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS                                    | Mgmt          | For           |
| 04     | SHAREHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE                                 | Shr           | Against       |
| 05     | SHAREHOLDER PROPOSAL 2 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS | Shr           | Against       |

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 AMAZON.COM, INC.

Agen

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 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: AMZN  
 ISIN: US0231351067  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|    |  |      |         |
|----|--|------|---------|
| 1A | ELECTION OF DIRECTOR: JEFFREY P. BEZOS   | Mgmt | For     |
| 1B | ELECTION OF DIRECTOR: TOM A. ALBERG  | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: JOHN SEELY BROWN   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: WILLIAM B. GORDON  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: ALAIN MONIE  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: THOMAS O. RYDER  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER   | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS  | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL CALLING FOR THE COMPANY<br>TO MAKE CERTAIN DISCLOSURES REGARDING CORPORATE<br>POLITICAL CONTRIBUTIONS | Shr  | Against |

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 AMERICAN EAGLE OUTFITTERS, INC.

Agen

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 Security: 02553E106  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: AEO  
 ISIN: US02553E1064  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALAN T. KANE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CARY D. MCMILLAN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES V. O'DONNELL   | Mgmt          | For           |
| 2      | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING<br>JANUARY 29, 2011. | Mgmt          | For           |

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 AMERICAN EXPRESS COMPANY

Agen

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 Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2010  
 Ticker: AXP  
 ISIN: US0258161092  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>D.F. AKERSON<br>C. BARSHEFSKY<br>U.M. BURNS<br>K.I. CHENAULT<br>P. CHERNIN<br>J. LESCHLY<br>R.C. LEVIN<br>R.A. MCGINN<br>E.D. MILLER<br>S.S. REINEMUND<br>R.D. WALTER<br>R.A. WILLIAMS | Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.   | Mgmt   | For  |
| 03     | ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 04     | SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.  | Shr  | Against  |
| 05     | SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.  | Shr  | For  |
| 06     | SHAREHOLDER PROPOSAL RELATING TO SHARE RETENTION REQUIREMENTS FOR EXECUTIVES.  | Shr  | For  |

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AMGEN INC.

Agen

Security: 031162100  
Meeting Type: Annual  
Meeting Date: 12-May-2010  
Ticker: AMGN  
ISIN: US0311621009  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DR. DAVID BALTIMORE       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MR. JERRY D. CHOATE       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK    | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON  | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 1H | ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DR. GILBERT S. OMENN  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN<br>(RETIRED)   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER  | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: MR. KEVIN W. SHARER   | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS<br>FOR THE YEAR ENDING DECEMBER 31, 2010 | Mgmt | For |
| 3A | STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #1<br>(SHAREHOLDER ACTION BY WRITTEN CONSENT)  | Shr  | For |
| 3B | STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #2<br>(EQUITY RETENTION POLICY)  | Shr  | For |

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AON CORPORATION

Agen

Security: 037389103  
Meeting Type: Annual  
Meeting Date: 21-May-2010  
Ticker: AON  
ISIN: US0373891037

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LESTER B. KNIGHT     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GREGORY C. CASE      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FULVIO CONTI         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: EDGAR D. JANNOTTA    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAN KALFF            | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J. MICHAEL LOSH      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: R. EDEN MARTIN       | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ANDREW J. MCKENNA    | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RICHARD B. MYERS     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1L | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.  | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: GLORIA SANTONA   | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: CAROLYN Y. WOO   | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG<br>LLP AS AON'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM. | Mgmt | For |

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APARTMENT INVESTMENT AND MANAGEMENT CO.

Agen

Security: 03748R101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2010  
 Ticker: AIV  
 ISIN: US03748R1014

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES N. BAILEY  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: TERRY CONSIDINE  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: RICHARD S. ELLWOOD   | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: THOMAS L. KELTNER  | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: J. LANDIS MARTIN   | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT A. MILLER   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: KATHLEEN M. NELSON   | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: MICHAEL A. STEIN   | Mgmt             | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>TO SERVE AS THE INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR AIMCO FOR THE YEAR ENDING<br>DECEMBER 31, 2010. | Mgmt             | For           |

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APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2010  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal | Proposal<br>Type | Proposal Vote |
|--------|----------|------------------|---------------|
|--------|----------|------------------|---------------|

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |  |   |
|----|---|--|---|
| 01 | DIRECTOR<br>WILLIAM V. CAMPBELL<br>MILLARD S. DREXLER<br>ALBERT A. GORE, JR.<br>STEVEN P. JOBS<br>ANDREA JUNG<br>A.D. LEVINSON, PH.D.<br>JEROME B. YORK               | 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 APPROVE AMENDMENTS TO THE APPLE INC. 2003<br>EMPLOYEE STOCK PLAN.  | Mgmt   | For   |
| 03 | TO APPROVE AMENDMENTS TO THE APPLE INC. 1997<br>DIRECTOR STOCK OPTION PLAN.   | Mgmt   | For   |
| 04 | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 05 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR FISCAL YEAR 2010.                             | Mgmt   | For   |
| 06 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED<br>"SUSTAINABILITY REPORT," IF PROPERLY PRESENTED<br>AT THE MEETING.  | Shr  | Against                                       |
| 07 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED<br>"AMEND CORPORATE BYLAWS ESTABLISHING A BOARD<br>COMMITTEE ON SUSTAINABILITY," IF PROPERLY PRESENTED<br>AT THE MEETING. | Shr  | Against                                       |

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APPLIED MATERIALS, INC.

Agen

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Security: 038222105  
Meeting Type: Annual  
Meeting Date: 09-Mar-2010  
Ticker: AMAT  
ISIN: US0382221051  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>AART J. DE GEUS<br>STEPHEN R. FORREST<br>THOMAS J. IANNOTTI<br>SUSAN M. JAMES<br>ALEXANDER A. KARSNER<br>GERHARD H. PARKER<br>DENNIS D. POWELL<br>WILLEM P. ROELANDTS<br>JAMES E. ROGERS<br>MICHAEL R. SPLINTER<br>ROBERT H. SWAN | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS APPLIED<br>MATERIALS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING   | Mgmt   | For   |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

FIRM FOR FISCAL YEAR 2010.

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 ARIBA, INC. Agen

Security: 04033V203  
 Meeting Type: Annual  
 Meeting Date: 26-Feb-2010  
 Ticker: ARBA  
 ISIN: US04033V2034

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>THOMAS F. MONAHAN<br>KARL E. NEWKIRK<br>RICHARD F. WALLMAN  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS<br>FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2010. | Mgmt                 | For               |

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 ARTHUR J. GALLAGHER & CO. Agen

Security: 363576109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: AJG  
 ISIN: US3635761097

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM L. BAX  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANK E. ENGLISH, JR.   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J. PATRICK GALLAGHER,<br>JR.  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ILENE S. GORDON   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DAVID S. JOHNSON  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES R. WIMMER   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31,<br>2010 | Mgmt          | For           |
| 03     | APPROVAL OF THE ARTHUR J. GALLAGHER & CO. SENIOR  | Mgmt          | Against       |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

## MANAGEMENT INCENTIVE PLAN

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 ARTIO GLOBAL INVESTORS

Agen

-----  
 Security: 04315B107  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: ART  
 ISIN: US04315B1070  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DUANE R. KULLBERG   | Mgmt          | For           |
| 02     | THE RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt          | For           |

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 AT&T INC.

Agen

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 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2010  
 Ticker: T  
 ISIN: US00206R1023  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GILBERT F. AMELIO     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: REUBEN V. ANDERSON    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES H. BLANCHARD    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAIME CHICO PARDO     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES P. KELLY        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JON C. MADONNA        | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LYNN M. MARTIN        | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN B. MCCOY         | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JOYCE M. ROCHE        | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON  | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1L | ELECTION OF DIRECTOR: PATRICIA P. UPTON              | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For     |
| 03 | CUMULATIVE VOTING.                                   | Shr  | Against |
| 04 | PENSION CREDIT POLICY.                               | Shr  | Against |
| 05 | ADVISORY VOTE ON COMPENSATION.                       | Shr  | For     |
| 06 | SPECIAL STOCKHOLDER MEETINGS.                        | Shr  | For     |

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ATHEROS COMMUNICATIONS, INC. Agen

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Security: 04743P108  
Meeting Type: Annual  
Meeting Date: 21-May-2010  
Ticker: ATHR  
ISIN: US04743P1084

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>CHARLES E. HARRIS<br>MARSHALL L. MOHR<br>ANDREW S. RAPPAPORT  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR FISCAL 2010. | Mgmt                 | For               |

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AVALONBAY COMMUNITIES, INC. Agen

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Security: 053484101  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: AVB  
ISIN: US0534841012

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>BRYCE BLAIR<br>BRUCE A. CHOATE<br>JOHN J. HEALY, JR.<br>TIMOTHY J. NAUGHTON<br>LANCE R. PRIMIS<br>PETER S. RUMMELL<br>H. JAY SARLES<br>W. EDWARD WALTER | 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 |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

02 TO RATIFY THE SELECTION OF ERNST & YOUNG LLP Mgmt For  
AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE  
YEAR ENDING DECEMBER 31, 2010.

-----  
AVERY DENNISON CORPORATION

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Agen

Security: 053611109  
Meeting Type: Annual  
Meeting Date: 22-Apr-2010  
Ticker: AVY  
ISIN: US0536111091  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROLF BORJESSON  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PETER W. MULLIN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PATRICK T. SIEWERT  | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE CURRENT FISCAL YEAR, WHICH ENDS ON JANUARY 1, 2011. | Mgmt          | For           |
| 03     | ELIMINATION OF THE SUPERMAJORITY VOTING REQUIREMENTS AND THE INTERESTED PERSON STOCK REPURCHASE PROVISION IN THE RESTATED CERTIFICATE OF INCORPORATION.         | Mgmt          | For           |
| 04     | APPROVAL OF AN AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN.  | Mgmt          | Against       |

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AXA

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Agen

Security: 054536107  
Meeting Type: Annual  
Meeting Date: 29-Apr-2010  
Ticker: AXAHY  
ISIN: US0545361075  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR 2009 - PARENT ONLY | Mgmt          | For           |
| 02     | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR 2009            | Mgmt          | For           |
| 03     | EARNINGS ALLOCATION AND PAYMENT OF A DIVIDEND                         | Mgmt          | For           |

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OF 0.55 EURO PER SHARE

|     |  |      |         |
|-----|--|------|---------|
| O4  | APPROVAL OF THE STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS   | Mgmt | For     |
| O5  | APPROVAL OF PENSION AND SOCIAL PROTECTION COMMITMENTS REFERRED TO IN THE LAST PARAGRAPH OF ARTICLE L.225-90-1 OF THE FRENCH COMMERCIAL CODE  | Mgmt | For     |
| O6  | APPROVAL OF COMMITMENTS REFERRED TO IN ARTICLE L.225-90-1 OF THE FRENCH COMMERCIAL CODE GRANTED TO MR. HENRI DE CASTRIES IN ORDER TO ALIGN HIS STATUS WITH THE AFEP/MEDEF RECOMMENDATIONS  | Mgmt | For     |
| O7  | APPROVAL OF COMMITMENTS REFERRED TO IN ARTICLE L.225-90-1 OF THE FRENCH COMMERCIAL CODE GRANTED TO MR. DENIS DUVERNE IN ORDER TO ALIGN HIS STATUS WITH THE AFEP/MEDEF RECOMMENDATIONS  | Mgmt | For     |
| O8  | RE-APPOINTMENT OF MR. NORBERT DENTRESSANGLE TO THE SUPERVISORY BOARD   | Mgmt | For     |
| O9  | RE-APPOINTMENT OF MAZARS AS INCUMBENT STATUTORY AUDITOR  | Mgmt | For     |
| O10 | APPOINTMENT OF MR. JEAN-BRICE DE TURKHEIM AS ALTERNATE STATUTORY AUDITOR   | Mgmt | For     |
| O11 | AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD IN ORDER TO PURCHASE SHARES OF THE COMPANY   | Mgmt | For     |
| E12 | AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES OR SECURITIES GIVING A CLAIM TO THE COMPANY'S ORDINARY SHARES, RESERVED FOR EMPLOYEES ENROLLED IN AN EMPLOYER-SPONSORED SAVINGS PLAN | Mgmt | For     |
| E13 | AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY ISSUING ORDINARY SHARES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, IN FAVOR OF A CATEGORY OF BENEFICIARIES                                    | Mgmt | Against |
| E14 | AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD IN ORDER TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF ORDINARY SHARES   | Mgmt | For     |
| E15 | CHANGE IN THE GOVERNANCE STRUCTURE OF THE COMPANY; AMENDMENTS OF THE BYLAWS ACCORDINGLY; ACKNOWLEDGMENT OF THE CONTINUITY OF AUTHORIZATIONS AND DELEGATIONS GRANTED TO THE MANAGEMENT BOARD IN FAVOR OF THE BOARD OF DIRECTORS                       | Mgmt | For     |
| E16 | ADDITIONAL AMENDMENTS TO THE BYLAWS  | Mgmt | For     |
| O17 | APPOINTMENT OF MR. HENRI DE CASTRIES TO THE BOARD OF DIRECTORS   | Mgmt | For     |
| O18 | APPOINTMENT OF MR. DENIS DUVERNE TO THE BOARD OF DIRECTORS   | Mgmt | For     |

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|     |   |      |     |
|-----|---|------|-----|
| 019 | APPOINTMENT OF MR. JACQUES DE CHATEAUVIEUX TO THE BOARD OF DIRECTORS  | Mgmt | For |
| 020 | APPOINTMENT OF MR. NORBERT DENTRESSANGLE TO THE BOARD OF DIRECTORS  | Mgmt | For |
| 021 | APPOINTMENT OF MR. JEAN-MARTIN FOLZ TO THE BOARD OF DIRECTORS   | Mgmt | For |
| 022 | APPOINTMENT OF MR. ANTHONY HAMILTON TO THE BOARD OF DIRECTORS   | Mgmt | For |
| 023 | APPOINTMENT OF MR. FRANCOIS MARTINEAU TO THE BOARD OF DIRECTORS   | Mgmt | For |
| 024 | APPOINTMENT OF MR. GIUSEPPE MUSSARI TO THE BOARD OF DIRECTORS   | Mgmt | For |
| 025 | APPOINTMENT OF MR. RAMON DE OLIVEIRA TO THE BOARD OF DIRECTORS  | Mgmt | For |
| 026 | APPOINTMENT OF MR. MICHEL PEBEREAU TO THE BOARD OF DIRECTORS  | Mgmt | For |
| 027 | APPOINTMENT OF MRS. DOMINIQUE REINICHE TO THE BOARD OF DIRECTORS  | Mgmt | For |
| 028 | APPOINTMENT OF MR. EZRA SULEIMAN TO THE BOARD OF DIRECTORS  | Mgmt | For |
| 029 | APPOINTMENT OF MRS. ISABELLE KOCHER TO THE BOARD OF DIRECTORS   | Mgmt | For |
| 030 | APPOINTMENT OF MRS. SUET-FERN LEE TO THE BOARD OF DIRECTORS   | Mgmt | For |
| 031 | APPOINTMENT OF MS. WENDY COOPER TO THE BOARD OF DIRECTORS UPON PROPOSAL OF THE EMPLOYEE SHAREHOLDERS OF THE AXA GROUP     | Shr  | For |
| 032 | APPOINTMENT OF MR. JOHN COULTRAP TO THE BOARD OF DIRECTORS UPON PROPOSAL OF THE EMPLOYEE SHAREHOLDERS OF THE AXA GROUP    | Shr  | For |
| 033 | APPOINTMENT OF MR. PAUL GEIERSBACH TO THE BOARD OF DIRECTORS UPON PROPOSAL OF THE EMPLOYEE SHAREHOLDERS OF THE AXA GROUP  | Shr  | For |
| 034 | APPOINTMENT OF MR. SEBASTIEN HERZOG TO THE BOARD OF DIRECTORS UPON PROPOSAL OF THE EMPLOYEE SHAREHOLDERS OF THE AXA GROUP | Shr  | For |
| 035 | APPOINTMENT OF MR. RODNEY KOCH TO THE BOARD OF DIRECTORS UPON PROPOSAL OF THE EMPLOYEE SHAREHOLDERS OF THE AXA GROUP      | Shr  | For |
| 036 | APPOINTMENT OF MR. JASON STEINBERG TO THE BOARD OF DIRECTORS UPON PROPOSAL OF THE EMPLOYEE SHAREHOLDERS OF THE AXA GROUP  | Shr  | For |
| 037 | SETTING OF THE ANNUAL AMOUNT OF DIRECTORS' FEES ALLOCATED TO MEMBERS OF THE BOARD OF DIRECTORS                            | Mgmt | For |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

038 AUTHORIZATION TO COMPLY WITH ALL FORMAL REQUIREMENTS Mgmt For  
 IN CONNECTION WITH THIS MEETING

BANCO SANTANDER, S.A.

Agen

Security: 05964H105  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2010  
 Ticker: STD  
 ISIN: US05964H1059

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | EXAMINATION AND APPROVAL, IF DEEMED APPROPRIATE, OF THE ANNUAL ACCOUNTS (BALANCE SHEET, PROFIT AND LOSS STATEMENT, STATEMENT OF RECOGNIZED INCOME AND EXPENSE, STATEMENT OF CHANGES IN TOTAL EQUITY, CASH FLOW STATEMENT, AND NOTES) AND OF THE CORPORATE MANAGEMENT OF BANCO SANTANDER, S.A. AND ITS CONSOLIDATED GROUP, ALL WITH RESPECT TO THE FISCAL YEAR ENDED DECEMBER 31, 2009. | Mgmt          | For           |
| 02     | APPLICATION OF RESULTS FROM FISCAL YEAR 2009.  | Mgmt          | For           |
| 3A     | APPOINTMENT OF MR. ANGEL JADO BECERRO DE BENGOA  | Mgmt          | For           |
| 3B     | RE-ELECTION OF MR. FRANCISCO JAVIER BOTIN-SANZ DE SAUTUOLA Y O'SHEA  | Mgmt          | For           |
| 3C     | RE-ELECTION OF MS. ISABEL TOCINO BISCAROLASAGA   | Mgmt          | For           |
| 3D     | RE-ELECTION OF MR. FERNANDO DE ASUA ALVAREZ  | Mgmt          | For           |
| 3E     | RE-ELECTION OF MR. ALFREDO SAENZ ABAD  | Mgmt          | For           |
| 04     | RE-ELECTION OF THE AUDITOR OF ACCOUNTS FOR FISCAL YEAR 2010.   | Mgmt          | For           |
| 05     | AUTHORIZATION FOR THE BANK AND ITS SUBSIDIARIES TO ACQUIRE THEIR OWN STOCK PURSUANT TO THE PROVISIONS OF SECTION 75 OF THE BUSINESS CORPORATIONS LAW (LEY DE SOCIEDADES ANONIMAS), DEPRIVING OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS AT THE ORDINARY GENERAL SHAREHOLDERS' MEETING HELD ON JUNE 19, 2009.                           | Mgmt          | For           |
| 06     | DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO CARRY OUT THE RESOLUTION TO BE ADOPTED BY THE SHAREHOLDERS AT THE MEETING TO INCREASE THE SHARE CAPITAL PURSUANT TO THE PROVISIONS OF SECTION 153.1.A) OF THE BUSINESS CORPORATIONS LAW, DEPRIVING OF EFFECT THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS AT SUCH GENERAL MEETING ON JUNE 19, 2009.                              | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 7A | <p>INCREASE OF THE SHARE CAPITAL IN SUCH AMOUNT AS MAY BE DETERMINED PURSUANT TO THE TERMS OF THE RESOLUTION BY MEANS OF THE ISSUANCE OF NEW ORDINARY SHARES HAVING A PAR VALUE OF ONE-HALF (0.5) EURO EACH, WITH NO SHARE PREMIUM, OF THE SAME CLASS AND SERIES AS THOSE THAT ARE CURRENTLY OUTSTANDING, WITH A CHARGE TO VOLUNTARY RESERVES ORIGINATING FROM RETAINED EARNINGS. EXPRESS PROVISION FOR THE POSSIBILITY OF LESS THAN FULL ALLOTMENT. DELEGATION OF POWERS TO THE BOARD OF DIRECTORS, WHICH MAY IN TURN DELEGATE SUCH POWERS TO THE EXECUTIVE COMMITTEE.</p>                         | Mgmt | Against |
| 7B | <p>INCREASE OF THE SHARE CAPITAL IN SUCH AMOUNT AS MAY BE DETERMINED PURSUANT TO THE TERMS OF THE RESOLUTION BY MEANS OF THE ISSUANCE OF NEW ORDINARY SHARES HAVING A PAR VALUE OF ONE-HALF (0.5) EURO EACH, WITH NO SHARE PREMIUM, OF THE SAME CLASS AND SERIES AS THOSE THAT ARE CURRENTLY OUTSTANDING, WITH A CHARGE TO VOLUNTARY RESERVES ORIGINATING FROM RETAINED EARNINGS. EXPRESS PROVISION FOR THE POSSIBILITY OF LESS THAN FULL ALLOTMENT. DELEGATION OF POWERS TO THE BOARD OF DIRECTORS, WHICH MAY IN TURN DELEGATE SUCH POWERS TO THE EXECUTIVE COMMITTEE.</p>                         | Mgmt | Against |
| 08 | <p>DELEGATION TO THE BOARD OF POWER TO ISSUE SIMPLE FIXED INCOME SECURITIES OR DEBT INSTRUMENTS OF A SIMILAR NATURE (INCLUDING BONDS, PROMISSORY NOTES OR WARRANTS), AS WELL AS FIXED INCOME SECURITIES CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR SHARES OF COMPANY. IN CONNECTION WITH FIXED-INCOME SECURITIES CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR SHARES OF COMPANY, ESTABLISHMENT OF THE CRITERIA FOR DETERMINING THE TERMS AND CONDITIONS APPLICABLE TO CONVERSION AND/OR EXCHANGE &amp; GRANT TO THE BOARD OF DIRECTORS OF THE POWER TO INCREASE SHARE CAPITAL BY THE REQUIRED AMOUNT.</p> | Mgmt | Against |
| 9A | <p>IN CONNECTION WITH THE LONG-TERM INCENTIVE POLICY APPROVED BY THE BOARD OF DIRECTORS, APPROVAL OF NEW CYCLES RELATED TO CERTAIN PLANS FOR THE DELIVERY OF SANTANDER SHARES FOR IMPLEMENTATION BY THE BANK AND BY COMPANIES OF THE SANTANDER GROUP AND LINKED TO CHANGES IN TOTAL SHAREHOLDER RETURN OR TO CERTAIN CONTINUITY REQUIREMENTS AND THE PROGRESS OF THE GROUP.</p>   | Mgmt | For     |
| 9B | <p>APPROVAL OF AN INCENTIVE PLAN FOR EMPLOYEES OF SANTANDER UK PLC. AND OTHER COMPANIES OF THE GROUP IN THE UNITED KINGDOM BY MEANS OF OPTIONS TO SHARES OF THE BANK LINKED TO THE CONTRIBUTION OF PERIODIC MONETARY AMOUNTS AND TO CERTAIN CONTINUITY REQUIREMENTS.</p>  | Mgmt | For     |
| 10 | <p>AUTHORIZATION TO THE BOARD OF DIRECTORS TO INTERPRET, REMEDY, SUPPLEMENT, CARRY OUT AND FURTHER DEVELOP THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE MEETING, AS WELL AS TO DELEGATE THE</p>   | Mgmt | For     |

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POWERS RECEIVED FROM THE SHAREHOLDERS AT THE MEETING, AND GRANT OF POWERS TO CONVERT SUCH RESOLUTIONS INTO NOTARIAL INSTRUMENTS.

|    |   |      |     |
|----|---|------|-----|
| 11 | REPORT ON THE DIRECTORS REMUNERATION POLICY. DURING THE MEETING, THE BOARD OF DIRECTORS WILL REPORT TO THE SHAREHOLDERS ON THE AMENDMENT OF THE REGULATIONS THEREOF APPROVED SINCE THE LAST GENERAL SHAREHOLDERS' MEETING. IN ADDITION, THERE WILL BE A PRESENTATION OF THE EXPLANATORY REPORT PROVIDED FOR IN SECTION 116.BIS OF THE SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES). | Mgmt | For |
|----|---|------|-----|

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BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 23-Feb-2010  
 Ticker: BAC  
 ISIN: US0605051046

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA CORPORATION AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 10 BILLION TO 11.3 BILLION.   | Mgmt          | Against       |
| 02     | A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL SET FORTH IN ITEM 1. | Mgmt          | For           |

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BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: BAC  
 ISIN: US0605051046

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN S. BIES       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM P. BOARDMAN | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 1C | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: VIRGIS W. COLBERT   | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: CHARLES K. GIFFORD  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: D. PAUL JONES, JR.  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: MONICA C. LOZANO  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: THOMAS J. MAY   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: DONALD E. POWELL  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: ROBERT W. SCULLY  | Mgmt | For     |
| 02 | A PROPOSAL TO RATIFY THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010   | Mgmt | For     |
| 03 | A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 11.3 BILLION TO 12.8 BILLION | Mgmt | For     |
| 04 | AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION   | Mgmt | For     |
| 05 | A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN   | Mgmt | For     |
| 06 | STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT  | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL - NON-DEDUCTIBLE PAY   | Shr  | Against |
| 08 | STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS   | Shr  | For     |
| 09 | STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Shr  | For     |
| 10 | STOCKHOLDER PROPOSAL - SUCCESSION PLANNING  | Shr  | Against |
| 11 | STOCKHOLDER PROPOSAL - DERIVATIVES TRADING  | Shr  | Against |
| 12 | STOCKHOLDER PROPOSAL - RECOUP INCENTIVE COMPENSATION  | Shr  | Against |

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BARRICK GOLD CORPORATION

Agen

Security: 067901108  
Meeting Type: Annual  
Meeting Date: 28-Apr-2010



# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Ticker: ABX  
ISIN: CA0679011084

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>H.L. BECK<br>C.W.D. BIRCHALL<br>D.J. CARTY<br>G. CISNEROS<br>M.A. COHEN<br>P.A. CROSSGROVE<br>R.M. FRANKLIN<br>J.B. HARVEY<br>B. MULRONEY<br>A. MUNK<br>P. MUNK<br>A.W. REGENT<br>N.P. ROTHSCHILD<br>S.J. SHAPIRO | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For<br>For<br>For |
| 02     | RESOLUTION APPROVING THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP AS THE AUDITORS OF BARRICK AND AUTHORIZING<br>THE DIRECTORS TO FIX THEIR REMUNERATION.  | Mgmt   | For  |
| 03     | ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION<br>APPROACH.  | Mgmt   | For  |

BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: BAX  
ISIN: US0718131099

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BLAKE E. DEVITT                             | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN D. FORSYTH                             | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GAIL D. FOSLER                              | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CAROLE J. SHAPAZIAN                         | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY<br>VOTING.       | Shr           | For           |

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 BEMIS COMPANY, INC. Agen

Security: 081437105  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: BMS  
 ISIN: US0814371052  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JEFFREY H. CURLER<br>ROGER D. O'SHAUGHNESSY<br>DAVID S. HAFFNER<br>HOLLY A. VAN DEURSEN            | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                      |
| 03     | TO VOTE UPON A PROPOSAL SUBMITTED BY A SHAREHOLDER, IF PROPERLY PRESENTED AT THE MEETING.                      | Shr                          | Against                  |

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 BERKSHIRE HATHAWAY INC. Agen

Security: 084670702  
 Meeting Type: Annual  
 Meeting Date: 01-May-2010  
 Ticker: BRKB  
 ISIN: US0846707026  
 -----

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>WARREN E. BUFFETT<br>CHARLES T. MUNGER<br>HOWARD G. BUFFETT<br>STEPHEN B. BURKE<br>SUSAN L. DECKER<br>WILLIAM H. GATES III<br>DAVID S. GOTTESMAN<br>CHARLOTTE GUYMAN<br>DONALD R. KEOUGH<br>THOMAS S. MURPHY<br>RONALD L. OLSON<br>WALTER SCOTT, JR. | Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For |

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 BEST BUY CO., INC. Agen

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2010  
 Ticker: BBY  
 ISIN: US0865161014

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>LISA M. CAPUTO<br>BRIAN J. DUNN<br>KATHY J. HIGGINS VICTOR<br>ROGELIO M. REBOLLEDO<br>GERARD R. VITTECOQ  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 26, 2011. | Mgmt                                 | For                             |

BIOGEN IDEC INC.

Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: BIIB  
 ISIN: US09062X1037

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: NANCY L. LEAMING   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: BRIAN S. POSNER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ERIC K. ROWINSKY   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEPHEN A. SHERWIN   | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.                       | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO THE BIOGEN IDEC INC. 2006 NON-EMPLOYEE DIRECTORS EQUITY PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE FROM 850,000 SHARES TO 1,600,000 SHARES. | Mgmt          | For           |

BOSTON SCIENTIFIC CORPORATION

Agen

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 Security: 101137107  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: BSX  
 ISIN: US1011371077  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN E. ABELE  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KATHARINE T. BARTLETT  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BRUCE L. BYRNES  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: NELDA J. CONNORS   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: J. RAYMOND ELLIOTT   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MARYE ANNE FOX   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RAY J. GROVES  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ERNEST MARIO   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: PETE M. NICHOLAS   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: UWE E. REINHARDT   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN E. SUNUNU   | Mgmt          | For           |
| 02     | TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS BOSTON SCIENTIFIC CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.          | Mgmt          | For           |

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 BRISTOL-MYERS SQUIBB COMPANY

Agen

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 Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: BMY  
 ISIN: US1101221083  
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| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L. ANDREOTTI  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: L.B. CAMPBELL | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1C | ELECTION OF DIRECTOR: J.M. CORNELIUS   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: L.J. FREEH   | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: M. GROBSTEIN   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: L. JOHANSSON   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: A.J. LACY  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: V.L. SATO, PH.D.   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: T.D. WEST, JR.   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.  | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                          | Mgmt | For     |
| 03 | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SPECIAL STOCKHOLDER MEETINGS.                      | Mgmt | For     |
| 04 | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISION - COMMON STOCK.     | Mgmt | For     |
| 05 | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISIONS - PREFERRED STOCK. | Mgmt | For     |
| 06 | EXECUTIVE COMPENSATION DISCLOSURE.   | Shr  | Against |
| 07 | SHAREHOLDER ACTION BY WRITTEN CONSENT.   | Shr  | For     |
| 08 | REPORT ON ANIMAL USE.  | Shr  | Against |

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 BROCADE COMMUNICATIONS SYSTEMS, INC.

Agen

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 Security: 111621306  
 Meeting Type: Annual  
 Meeting Date: 12-Apr-2010  
 Ticker: BRCD  
 ISIN: US1116213067  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RENATO DIPENTIMA   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ALAN EARHART   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SANJAY VASWANI   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF BROCADE COMMUNICATIONS | Mgmt          | For           |

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SYSTEMS, INC. FOR THE FISCAL YEAR ENDING OCTOBER  
30, 2010

|    |   |      |     |
|----|---|------|-----|
| 03 | AMEND THE COMPANY'S CERTIFICATE OF INCORPORATION<br>TO DECLASSIFY THE BOARD OF DIRECTORS            | Mgmt | For |
| 04 | AMEND THE COMPANY'S CERTIFICATE OF INCORPORATION<br>TO ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS | Mgmt | For |

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C.H. ROBINSON WORLDWIDE, INC.

Agen

Security: 12541W209  
Meeting Type: Annual  
Meeting Date: 13-May-2010  
Ticker: CHRW  
ISIN: US12541W2098

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEVEN L. POLACEK  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: REBECCA KOENIG ROLOFF  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL W. WICKHAM   | Mgmt             | For           |
| 02     | TO APPROVE THE C.H. ROBINSON WORLDWIDE, INC.<br>2010 NON-EQUITY INCENTIVE PLAN.  | Mgmt             | Against       |
| 03     | RATIFICATION OF THE SELECTION OF DELOITTE &<br>TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2010. | Mgmt             | For           |

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CAPITAL ONE FINANCIAL CORPORATION

Agen

Security: 14040H105  
Meeting Type: Annual  
Meeting Date: 29-Apr-2010  
Ticker: COF  
ISIN: US14040H1059

| Prop.# | Proposal                                       | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: W. RONALD DIETZ          | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: LEWIS HAY, III           | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: MAYO A. SHATTUCK III     | Mgmt             | For           |
| 02     | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP | Mgmt             | For           |

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AS INDEPENDENT AUDITORS OF THE CORPORATION  
FOR 2010.

|    |   |      |     |
|----|---|------|-----|
| 03 | ADVISORY APPROVAL OF CAPITAL ONE'S 2009 NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 04 | STOCKHOLDER PROPOSAL REGARDING SENIOR EXECUTIVE STOCK RETENTION REQUIREMENTS. | Shr  | For |
| 05 | STOCKHOLDER PROPOSAL REGARDING BOARD DECLASSIFICATION.                        | Shr  | For |

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CARBO CERAMICS INC.

Agen

Security: 140781105  
Meeting Type: Annual  
Meeting Date: 18-May-2010  
Ticker: CRR  
ISIN: US1407811058

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>SIGMUND L. CORNELIUS<br>JAMES B. JENNINGS<br>GARY A. KOLSTAD<br>H.E. LENTZ, JR.<br>RANDY L. LIMBACHER<br>WILLIAM C. MORRIS<br>ROBERT S. RUBIN   | 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     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP, CERTIFIED PUBLIC ACCOUNTANTS, AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt   | For   |

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CATERPILLAR INC.

Agen

Security: 149123101  
Meeting Type: Annual  
Meeting Date: 09-Jun-2010  
Ticker: CAT  
ISIN: US1491231015

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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>JOHN T. DILLON<br>JUAN GALLARDO<br>WILLIAM A. OSBORN | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
|    | EDWARD B. RUST, JR.  | Mgmt | For     |
|    | SUSAN C. SCHWAB  | Mgmt | For     |
| 02 | RATIFY AUDITORS  | Mgmt | For     |
| 03 | AMEND 2006 LONG-TERM INCENTIVE PLAN                                    | Mgmt | For     |
| 04 | AMEND ARTICLES AND BYLAWS TO DECLASSIFY BOARD                          | Mgmt | For     |
| 05 | AMEND ARTICLES AND BYLAWS TO ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS | Mgmt | For     |
| 06 | STOCKHOLDER PROPOSAL - INDEPENDENT CHAIRMAN OF THE BOARD               | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL - REVIEW GLOBAL CORPORATE STANDARDS               | Shr  | Against |
| 08 | STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS                    | Shr  | For     |

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### CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 16-Jun-2010  
 Ticker: CELG  
 ISIN: US1510201049

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>SOL J. BARER, PH.D.<br>ROBERT J. HUGIN<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D.<br>WALTER L. ROBB, PH.D. | 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     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.   | Mgmt   | For   |

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### CENTEX CORPORATION

Agen

Security: 152312104  
 Meeting Type: Special  
 Meeting Date: 18-Aug-2009  
 Ticker: CTX



# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US1523121044

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER DATED AS OF APRIL 7, 2009, BY AND AMONG PULTE HOMES, INC., A WHOLLY-OWNED SUBSIDIARY OF PULTE AND CENTEX. | Mgmt          | For           |
| 02     | TO CONSIDER AND VOTE UPON A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE FOREGOING.              | Mgmt          | For           |

CHECK POINT SOFTWARE TECHNOLOGIES LTD.

Agen

Security: M22465104  
 Meeting Type: Annual  
 Meeting Date: 29-Jun-2010  
 Ticker: CHKP  
 ISIN: IL0010824113

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 01     | DIRECTOR<br>GIL SHWED<br>MARIUS NACHT<br>JERRY UNGERMAN<br>DAN PROPPER<br>DAVID RUBNER<br>DR. TAL SHAVIT   | 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 AND COMPENSATION OF KOST, FORER, GABBAY & KASIERER, A MEMBER OF ERNST & YOUNG GLOBAL, AS CHECK POINT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt   | For                                    |
| 03     | TO APPROVE COMPENSATION TO CHECK POINT'S CHIEF EXECUTIVE OFFICER WHO IS ALSO THE CHAIRMAN OF THE BOARD OF DIRECTORS.   | Mgmt   | For                                    |
| 4A     | I HAVE A "PERSONAL INTEREST" IN ITEM 3.  | Mgmt   | Against                                |

CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 Ticker: CVX  
 ISIN: US1667641005

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.H. ARMACOST   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: L.F. DEILY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R.E. DENHAM   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: R.J. EATON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: C. HAGEL  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: E. HERNANDEZ  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: F.G. JENIFER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: G.L. KIRKLAND   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S. NUNN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: D.B. RICE   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: K.W. SHARER   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: C.R. SHOEMATE   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: J.G. STUMPF   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: R.D. SUGAR  | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: C. WARE   | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: J.S. WATSON   | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt          | For           |
| 03     | AMENDMENT TO CHEVRON'S BY-LAWS TO REDUCE THE PERCENTAGE OF STOCKHOLDINGS REQUIRED FOR STOCKHOLDERS TO CALL FOR SPECIAL MEETINGS | Mgmt          | For           |
| 04     | APPOINTMENT OF AN INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE   | Shr           | Against       |
| 05     | HOLDING EQUITY-BASED COMPENSATION THROUGH RETIREMENT  | Shr           | Against       |
| 06     | DISCLOSURE OF PAYMENTS TO HOST GOVERNMENTS  | Shr           | Against       |
| 07     | GUIDELINES FOR COUNTRY SELECTION  | Shr           | Against       |
| 08     | FINANCIAL RISKS FROM CLIMATE CHANGE   | Shr           | Against       |
| 09     | HUMAN RIGHTS COMMITTEE  | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 125509109  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: CI  
 ISIN: US1255091092

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID M. CORDANI   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ISAIAH HARRIS, JR.   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JANE E. HENNEY, M.D.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DONNA F. ZARCONI   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CIGNA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |
| 03     | APPROVAL OF THE AMENDED AND RESTATED CIGNA LONG-TERM INCENTIVE PLAN.   | Mgmt          | Against       |
| 04     | APPROVAL OF THE CIGNA CORPORATION DIRECTORS EQUITY PLAN.   | Mgmt          | Against       |

CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 12-Nov-2009  
 Ticker: CSCO  
 ISIN: US17275R1023

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CAROL A. BARTZ        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. MICHELE BURNS      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LARRY R. CARTER       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. CHAMBERS      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: BRIAN L. HALLA        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RODERICK C. MCGEARY   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1J | ELECTION OF DIRECTOR: MICHAEL K. POWELL   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: ARUN SARIN  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: STEVEN M. WEST  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: JERRY YANG  | Mgmt | For     |
| 02 | TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2005 STOCK INCENTIVE PLAN, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.  | Mgmt | Against |
| 03 | TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE EMPLOYEE STOCK PURCHASE PLAN, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.   | Mgmt | For     |
| 04 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2010.  | Mgmt | For     |
| 05 | PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.   | Shr  | Against |
| 06 | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ADOPT A POLICY THAT SHAREHOLDERS BE PROVIDED THE OPPORTUNITY, AT EACH ANNUAL MEETING OF SHAREHOLDERS, TO VOTE ON AN ADVISORY RESOLUTION TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS DESCRIBED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING.  | Shr  | For     |
| 07 | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS, WITHIN SIX MONTHS, PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr  | Against |

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 CITIGROUP INC.

Agen

Security: 172967101  
 Meeting Type: Consent  
 Meeting Date: 24-Jul-2009  
 Ticker: C  
 ISIN: US1729671016

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVE THE DIVIDEND BLOCKER AMENDMENT SET FORTH IN ANNEX A TO THE PROXY STATEMENT. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 02 | APPROVE THE DIRECTOR AMENDMENT SET FORTH IN ANNEX B TO THE PROXY STATEMENT.                  | Mgmt | For |
| 03 | APPROVE THE RETIREMENT AMENDMENT SET FORTH IN ANNEX C TO THE PROXY STATEMENT.                | Mgmt | For |
| 04 | APPROVE THE AUTHORIZED PREFERRED STOCK INCREASE SET FORTH IN ANNEX D TO THE PROXY STATEMENT. | Mgmt | For |

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 CITIGROUP INC.

Agen

Security: 172967101  
 Meeting Type: Consent  
 Meeting Date: 02-Sep-2009  
 Ticker: C  
 ISIN: US1729671016

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | PROPOSAL TO APPROVE THE AUTHORIZED SHARE INCREASE AMENDMENT SET FORTH IN ANNEX A TO THE PROXY STATEMENT. | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE THE REVERSE STOCK SPLIT AMENDMENT SET FORTH IN ANNEX B TO THE PROXY STATEMENT.       | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE THE PREFERRED STOCK CHANGE AMENDMENT SET FORTH IN ANNEX C TO THE PROXY STATEMENT.    | Mgmt          | For           |

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 CITIGROUP INC.

Agen

Security: 172967101  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: C  
 ISIN: US1729671016

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALAIN J.P. BELDA    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TIMOTHY C. COLLINS  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT L. JOSS      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ANDREW N. LIVERIS   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1F | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: VIKRAM S. PANDIT  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: RICHARD D. PARSONS  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: JUDITH RODIN  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: ROBERT L. RYAN  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: DIANA L. TAYLOR   | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.  | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: ERNESTO ZEDILLO   | Mgmt | For     |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.  | Mgmt | For     |
| 03 | PROPOSAL TO APPROVE AMENDMENTS TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN.  | Mgmt | For     |
| 04 | PROPOSAL TO APPROVE THE TARP REPAYMENT SHARES.  | Mgmt | For     |
| 05 | PROPOSAL TO APPROVE CITI'S 2009 EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 06 | PROPOSAL TO RATIFY THE TAX BENEFITS PRESERVATION PLAN.  | Mgmt | For     |
| 07 | PROPOSAL TO APPROVE THE REVERSE STOCK SPLIT EXTENSION.  | Mgmt | For     |
| 08 | STOCKHOLDER PROPOSAL REGARDING POLITICAL NON-PARTISANSHIP.  | Shr  | Against |
| 09 | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.  | Shr  | Against |
| 10 | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON COLLATERAL FOR OVER-THE-COUNTER DERIVATIVES TRADES.   | Shr  | Against |
| 11 | STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 10% OR ABOVE HAVE THE RIGHT TO CALL SPECIAL STOCKHOLDER MEETINGS.   | Shr  | Against |
| 12 | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVE OFFICERS RETAIN 75% OF THE SHARES ACQUIRED THROUGH COMPENSATION PLANS FOR TWO YEARS FOLLOWING TERMINATION OF EMPLOYMENT. | Shr  | For     |
| 13 | STOCKHOLDER PROPOSAL REQUESTING REIMBURSEMENT OF EXPENSES INCURRED BY A STOCKHOLDER IN A CONTESTED ELECTION OF DIRECTORS.   | Shr  | Against |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

CME GROUP

Agen

Security: 12572Q105  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: CME  
 ISIN: US12572Q1058

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>TERRENCE A. DUFFY<br>CHARLES P. CAREY<br>MARK E. CERMAK<br>MARTIN J. GEPSMAN<br>LEO MELAMED<br>JOSEPH NICIFORO<br>C.C. ODOM II<br>JOHN F. SANDNER<br>DENNIS A. SUSKIND | 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     | TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |

CMS ENERGY CORPORATION

Agen

Security: 125896100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2010  
 Ticker: CMS  
 ISIN: US1258961002

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| A      | DIRECTOR<br>MERRIBEL S. AYRES<br>JON E. BARFIELD<br>STEPHEN E. EWING<br>RICHARD M. GABRYS<br>DAVID W. JOOS<br>PHILIP R. LOCHNER, JR.<br>MICHAEL T. MONAHAN<br>JOHN G. RUSSELL<br>KENNETH L. WAY<br>JOHN B. YASINSKY | Mgmt<br>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<br>For |
| B      | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PRICEWATERHOUSECOOPERS LLP)  | Mgmt   | For  |
| C1     | SHAREHOLDER PROPOSAL: GREENHOUSE GAS EMISSION GOALS AND REPORT  | Shr  | Against  |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

C2      SHAREHOLDER PROPOSAL: COAL COMBUSTION WASTE      Shr      Against  
REPORT

COCA-COLA ENTERPRISES INC.

Agen

Security: 191219104  
Meeting Type: Annual  
Meeting Date: 23-Apr-2010  
Ticker: CCE  
ISIN: US1912191046

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>L. PHILLIP HUMANN<br>SUZANNE B. LABARGE<br>VERONIQUE MORALI<br>PHOEBE A. WOOD   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | AN AMENDMENT TO THE 2007 INCENTIVE AWARD PLAN.  | Mgmt                         | For                      |
| 03     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2010. | Mgmt                         | For                      |
| 04     | SHAREOWNER PROPOSAL TO REQUEST SHAREOWNER APPROVAL OF CERTAIN SEVERANCE AGREEMENTS.   | Shr                          | For                      |

COGNIZANT TECHNOLOGY SOLUTIONS CORP.

Agen

Security: 192446102  
Meeting Type: Annual  
Meeting Date: 01-Jun-2010  
Ticker: CTSH  
ISIN: US1924461023

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN E. KLEIN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: LAKSHMI NARAYANAN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MAUREEN BREAKIRON-EVANS   | Mgmt          | For           |
| 02     | TO AMEND AND RESTATE THE COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION 2004 EMPLOYEE STOCK PURCHASE PLAN TO, AMONG OTHER THINGS, INCREASE THE NUMBER OF SHARES OF CLASS A COMMON STOCK RESERVED FOR ISSUANCE THEREUNDER FROM 6,000,000 SHARES TO 9,000,000 SHARES. | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 03 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010. | Mgmt | For |
|----|---|------|-----|

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COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: CL  
 ISIN: US1941621039

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. CAHILL   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: IAN COOK   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: HELENE D. GAYLE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ELLEN M. HANCOCK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOSEPH JIMENEZ   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DAVID W. JOHNSON   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RICHARD J. KOGAN   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DELANO E. LEWIS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: J. PEDRO REINHARD  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEPHEN I. SADOVE  | Mgmt          | For           |
| 02     | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL ON CHARITABLE CONTRIBUTIONS.  | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL ON SPECIAL STOCKHOLDER MEETINGS.  | Shr           | For           |

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COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: CMCSA

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US20030N1019

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>S. DECKER ANSTROM<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JULIAN A. BRODSKY<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>DR. JUDITH RODIN<br>MICHAEL I. SOVERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS  | Mgmt   | For   |
| 03     | APPROVAL OF OUR 2006 CASH BONUS PLAN   | Mgmt   | For   |
| 04     | TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS  | Shr  | Against   |
| 05     | TO ADOPT AND DISCLOSE A SUCCESSION PLANNING POLICY AND ISSUE ANNUAL REPORTS ON SUCCESSION PLAN   | Shr  | Against   |
| 06     | TO REQUIRE THAT THE CHAIRMAN OF THE BOARD NOT BE A CURRENT OR FORMER EXECUTIVE OFFICER   | Shr  | Against   |

COMPUWARE CORPORATION

Agen

Security: 205638109  
Meeting Type: Annual  
Meeting Date: 25-Aug-2009  
Ticker: CPWR  
ISIN: US2056381096

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>DENNIS W. ARCHER<br>GURMINDER S. BEDI<br>WILLIAM O. GRABE<br>WILLIAM R. HALLING<br>PETER KARMANOS, JR.<br>FAYE ALEXANDER NELSON<br>GLENDA D. PRICE<br>W. JAMES PROWSE<br>G. SCOTT ROMNEY | Mgmt<br>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<br>For |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 02 | THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, TO AUDIT OUR CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING MARCH 31, 2010. | Mgmt | For |
| 03 | A NON-BINDING RESOLUTION TO RATIFY THE RIGHTS AGREEMENT, DATED OCTOBER 25, 2000, AS AMENDED.   | Mgmt | For |

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CONAGRA FOODS, INC. Agen

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Security: 205887102  
Meeting Type: Annual  
Meeting Date: 25-Sep-2009  
Ticker: CAG  
ISIN: US2058871029

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>MOGENS C. BAY<br>STEPHEN G. BUTLER<br>STEVEN F. GOLDSTONE<br>JOIE A. GREGOR<br>RAJIVE JOHRI<br>W.G. JURGENSEN<br>RICHARD H. LENNY<br>RUTH ANN MARSHALL<br>GARY M. RODKIN<br>ANDREW J. SCHINDLER<br>KENNETH E. STINSON | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | APPROVE THE CONAGRA FOODS 2009 STOCK PLAN   | Mgmt   | For   |
| 03     | APPROVE THE CONAGRA FOODS EXECUTIVE INCENTIVE PLAN  | Mgmt   | For   |
| 04     | RATIFY THE APPOINTMENT OF INDEPENDENT AUDITOR   | Mgmt   | For   |

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CONCUR TECHNOLOGIES, INC. Agen

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Security: 206708109  
Meeting Type: Annual  
Meeting Date: 10-Mar-2010  
Ticker: CNQR  
ISIN: US2067081099

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |              |            |
|----|--|--------------|------------|
| 01 | DIRECTOR<br>WILLIAM W. CANFIELD<br>GORDON EUBANKS  | Mgmt<br>Mgmt | For<br>For |
| 02 | RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTING FIRM | Mgmt         | For        |

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 CONOCOPHILLIPS

Agen

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 Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: COP  
 ISIN: US20825C1045  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RUTH R. HARKIN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: HAROLD W. MCGRAW III   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES J. MULVA   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HARALD J. NORVIK   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM K. REILLY  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: KATHRYN C. TURNER  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |
| 03     | BOARD RISK MANAGEMENT OVERSIGHT  | Shr           | Against       |
| 04     | GREENHOUSE GAS REDUCTION   | Shr           | Against       |
| 05     | OIL SANDS DRILLING   | Shr           | Against       |
| 06     | LOUISIANA WETLANDS   | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |                                      |     |         |
|----|--------------------------------------|-----|---------|
| 07 | FINANCIAL RISKS OF CLIMATE CHANGE    | Shr | Against |
| 08 | TOXIC POLLUTION REPORT               | Shr | Against |
| 09 | GENDER EXPRESSION NON-DISCRIMINATION | Shr | For     |
| 10 | POLITICAL CONTRIBUTIONS              | Shr | Against |

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COOPER INDUSTRIES PLC.

Agen

Security: G24140108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: CBE  
 ISIN: IE00B40K9117

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEPHEN G. BUTLER   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DAN F. SMITH  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GERALD B. SMITH   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MARK S. THOMPSON  | Mgmt          | For           |
| 02     | TO CONSIDER THE COMPANY'S IRISH STATUTORY ACCOUNTS AND THE RELATED REPORTS OF THE DIRECTORS AND AUDITORS.                                     | Mgmt          | For           |
| 03     | APPOINT ERNST & YOUNG AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2010 AND AUTHORIZE THE AUDIT COMMITTEE TO SET THEIR REMUNERATION. | Mgmt          | For           |
| 04     | AUTHORIZE ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.   | Mgmt          | For           |
| 05     | AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY SHARES.   | Mgmt          | For           |

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COOPER INDUSTRIES, LTD.

Agen

Security: G24182100  
 Meeting Type: Special  
 Meeting Date: 31-Aug-2009  
 Ticker: CBE  
 ISIN: BMG241821005

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 01 | APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.  | Mgmt | For |
| 02 | IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH THE SCHEME OF ARRANGEMENT AND THE REORGANIZATION, APPROVAL OF THE REDUCTION OF THE SHARE PREMIUM OF COOPER INDUSTRIES PLC TO ALLOW THE CREATION OF DISTRIBUTABLE RESERVES THAT WAS PREVIOUSLY UNANIMOUSLY APPROVED BY COOPER INDUSTRIES, LTD. AND THE OTHER CURRENT SHAREHOLDERS OF COOPER INDUSTRIES PLC. | Mgmt | For |

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CORNING INCORPORATED

Agen

Security: 219350105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2010  
 Ticker: GLW  
 ISIN: US2193501051

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM D. SMITHBURG   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: HANSEL E. TOOKES II  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt          | For           |
| 02     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.                 | Mgmt          | For           |
| 03     | APPROVAL OF THE 2010 VARIABLE COMPENSATION PLAN.   | Mgmt          | For           |
| 04     | APPROVAL OF THE 2010 EQUITY PLAN FOR NON-EMPLOYEE DIRECTORS.   | Mgmt          | For           |
| 05     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS. | Mgmt          | For           |
| 06     | SHAREHOLDER PROPOSAL CONCERNING VOTING.  | Shr           | For           |

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COVIDIEN PLC

Agen

Security: G2554F105

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 16-Mar-2010  
 Ticker: COV  
 ISIN: IE00B3QN1M21

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RECEIVE AND CONSIDER THE COMPANY'S IRISH STATUTORY ACCOUNTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON. | Mgmt          | For           |
| 2A     | ELECTION OF DIRECTOR: CRAIG ARNOLD  | Mgmt          | For           |
| 2B     | ELECTION OF DIRECTOR: ROBERT H. BRUST   | Mgmt          | For           |
| 2C     | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.  | Mgmt          | For           |
| 2D     | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN   | Mgmt          | For           |
| 2E     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE  | Mgmt          | For           |
| 2F     | ELECTION OF DIRECTOR: KATHY J. HERBERT  | Mgmt          | For           |
| 2G     | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III   | Mgmt          | For           |
| 2H     | ELECTION OF DIRECTOR: RICHARD J. MEELIA   | Mgmt          | For           |
| 2I     | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt          | For           |
| 2J     | ELECTION OF DIRECTOR: TADATAKA YAMADA   | Mgmt          | For           |
| 2K     | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO  | Mgmt          | For           |
| 03     | TO APPOINT INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.                  | Mgmt          | For           |
| 04     | TO AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.             | Mgmt          | For           |
| S5     | TO AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY SHARES. (SPECIAL RESOLUTION)   | Mgmt          | For           |

CSX CORPORATION

Agen

Security: 126408103  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: CSX  
 ISIN: US1264081035

| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: D.M. ALVARADO | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1B | ELECTION OF DIRECTOR: A. BEHRING   | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: SEN. J.B. BREAUX   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: S.T. HALVERSON   | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: E.J. KELLY, III  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: G.H. LAMPHERE  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: J.D. MCPHERSON   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: T.T. O'TOOLE   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: D.M. RATCLIFFE   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: D.J. SHEPARD   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: M.J. WARD  | Mgmt | For     |
| 02 | THE RATIFICATION OF THE APPOINTMENT OF ERNST<br>& YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2010 | Mgmt | Against |
| 03 | THE APPROVAL OF THE 2010 CSX STOCK AND INCENTIVE<br>AWARD PLAN   | Mgmt | For     |

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 CVS CAREMARK CORPORATION

Agen

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 Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: CVS  
 ISIN: US1266501006  
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| Prop.# | Proposal                                      | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: EDWIN M. BANKS          | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: C. DAVID BROWN II       | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID W. DORMAN         | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: MARIAN L. HEARD         | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM H. JOYCE        | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: JEAN-PIERRE MILLON      | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: TERRENCE MURRAY         | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: C.A. LANCE PICCOLO      | Mgmt             | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1J | ELECTION OF DIRECTOR: SHELI Z. ROSENBERG   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: THOMAS M. RYAN   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: RICHARD J. SWIFT   | Mgmt | For     |
| 2  | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR. | Mgmt | For     |
| 03 | PROPOSAL TO ADOPT THE COMPANY'S 2010 INCENTIVE COMPENSATION PLAN.  | Mgmt | For     |
| 04 | PROPOSAL TO ADOPT AN AMENDMENT TO THE COMPANY'S CHARTER TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS.  | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.   | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL REGARDING PRINCIPLES TO STOP GLOBAL WARMING.  | Shr  | Against |

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CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 14-May-2010  
 Ticker: CY  
 ISIN: US2328061096

| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 1      | DIRECTOR<br>T.J. RODGERS<br>W. STEVE ALBRECHT<br>ERIC A. BENHAMOU<br>LLOYD CARNEY<br>JAMES R. LONG<br>J. DANIEL MCCRANIE<br>EVERT VAN DE VEN               | 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 |
| 2      | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR 2010. |  | For   |

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DAVITA INC.

Agen

Security: 23918K108  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2010

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Ticker: DVA  
ISIN: US23918K1088

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PAMELA M. ARWAY   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHARLES G. BERG   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PAUL J. DIAZ  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PETER T. GRAUER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOHN M. NEHRA   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD,<br>MPH  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: KENT J. THIRY   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ROGER J. VALINE   | Mgmt          | For           |
| 02     | APPROVAL OF THE AMENDMENT TO OUR 2002 EQUITY<br>COMPENSATION PLAN   | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR FISCAL YEAR 2010 | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION<br>BY WRITTEN CONSENT   | Shr           | Against       |

DELL INC.

Agen

Security: 24702R101  
Meeting Type: Annual  
Meeting Date: 17-Jul-2009  
Ticker: DELL  
ISIN: US24702R1014

| Prop.# | Proposal             | Proposal Type | Proposal Vote |
|--------|----------------------|---------------|---------------|
| 01     | DIRECTOR             |               |               |
|        | JAMES W. BREYER      | Mgmt          | For           |
|        | DONALD J. CARTY      | Mgmt          | For           |
|        | MICHAEL S. DELL      | Mgmt          | For           |
|        | WILLIAM H. GRAY, III | Mgmt          | Withheld      |
|        | SALLIE L. KRAWCHECK  | Mgmt          | For           |
|        | JUDY C. LEWENT       | Mgmt          | For           |
|        | THOMAS W. LUCE, III  | Mgmt          | For           |
|        | KLAUS S. LUFT        | Mgmt          | For           |
|        | ALEX J. MANDL        | Mgmt          | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |                                     |      |          |
|-----|-------------------------------------|------|----------|
|     | SAM NUNN                            | Mgmt | Withheld |
| 02  | RATIFICATION OF INDEPENDENT AUDITOR | Mgmt | For      |
| SH1 | REIMBURSEMENT OF PROXY EXPENSES     | Shr  | For      |
| SH2 | ADOPT SIMPLE MAJORITY VOTE          | Shr  | For      |

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 DIAMOND OFFSHORE DRILLING, INC.

Agen

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 Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 24-May-2010  
 Ticker: DO  
 ISIN: US25271C1027  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JAMES S. TISCH<br>LAWRENCE R. DICKERSON<br>JOHN R. BOLTON<br>CHARLES L. FABRIKANT<br>PAUL G. GAFFNEY II<br>EDWARD GREBOW<br>HERBERT C. HOFMANN<br>ARTHUR L. REBELL<br>RAYMOND S. TROUBH | 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     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY<br>FOR FISCAL YEAR 2010.   | Mgmt   | For   |
| 03     | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY<br>COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT<br>THEREOF.  | Mgmt   | Against   |

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 DIRECTV

Agen

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 Security: 25490A101  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2010  
 Ticker: DTV  
 ISIN: US25490A1016  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | DIRECTOR<br>NEIL R. AUSTRIAN<br>RALPH F. BOYD, JR. | Mgmt<br>Mgmt  | For<br>For    |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   |   |      |         |
|---|---|------|---------|
|   | PAUL A. GOULD   | Mgmt | For     |
|   | CHARLES R. LEE  | Mgmt | For     |
|   | PETER A. LUND   | Mgmt | For     |
|   | GREGORY B. MAFFEI   | Mgmt | For     |
|   | JOHN C. MALONE  | Mgmt | For     |
|   | NANCY S. NEWCOMB  | Mgmt | For     |
|   | HAIM SABAN  | Mgmt | For     |
|   | MICHAEL D. WHITE  | Mgmt | For     |
| 2 | RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS.  | Mgmt | For     |
| 3 | APPROVAL OF THE DIRECTV 2010 STOCK PLAN.  | Mgmt | For     |
| 4 | APPROVAL OF THE DIRECTV EXECUTIVE OFFICER CASH BONUS PLAN.  | Mgmt | Against |
| 5 | ADOPTION OF POLICY REQUIRING EXECUTIVES TO RETAIN 75% OF ALL EQUITY-BASED COMPENSATION FOR 2 YEARS FOLLOWING SEPARATION FROM DIRECTV. | Shr  | For     |

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DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
Meeting Type: Annual  
Meeting Date: 08-Apr-2010  
Ticker: DFS  
ISIN: US2547091080

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JEFFREY S. ARONIN                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARY K. BUSH                             | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GREGORY C. CASE                          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT M. DEVLIN                         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN                      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RICHARD H. LENNY                         | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS G. MAHERAS                        | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MICHAEL H. MOSKOW                        | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID W. NELMS                           | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: E. FOLLIN SMITH                          | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH                     | Mgmt          | For           |
| 02     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt          | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 03 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt | For |
|----|--|------|-----|

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DOLLAR TREE, INC.

Agen

Security: 256746108  
Meeting Type: Annual  
Meeting Date: 17-Jun-2010  
Ticker: DLTR  
ISIN: US2567461080

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>H. RAY COMPTON<br>CONRAD M. HALL<br>LEMUEL E. LEWIS<br>BOB SASSER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | MANAGEMENT PROPOSAL TO ELIMINATE CLASSIFIED<br>BOARD OF DIRECTORS.            | Mgmt                         | For                      |
| 03     | MANAGEMENT PROPOSAL TO INCREASE AUTHORIZED SHARES<br>OF COMMON STOCK.         | Mgmt                         | Against                  |

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DOVER CORPORATION

Agen

Security: 260003108  
Meeting Type: Annual  
Meeting Date: 06-May-2010  
Ticker: DOV  
ISIN: US2600031080

| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: D.H. BENSON     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: R.W. CREMIN     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J-P.M. ERGAS    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: P.T. FRANCIS    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: K.C. GRAHAM     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J.L. KOLEY      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: R.A. LIVINGSTON | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1H | ELECTION OF DIRECTOR: R.K. LOCHRIDGE  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: B.G. RETHORE  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: M.B. STUBBS   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: M.A. WINSTON  | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF DOVER CORPORATION FOR 2010. | Mgmt | For |

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 DUKE ENERGY CORPORATION

Agen

Security: 26441C105  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: DUK  
 ISIN: US26441C1053

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>WILLIAM BARNET, III<br>G. ALEX BERNHARDT, SR.<br>MICHAEL G. BROWNING<br>DANIEL R. DIMICCO<br>JOHN H. FORSGREN<br>ANN MAYNARD GRAY<br>JAMES H. HANCE, JR.<br>E. JAMES REINSCH<br>JAMES T. RHODES<br>JAMES E. ROGERS<br>PHILIP R. SHARP | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | APPROVAL OF THE DUKE ENERGY CORPORATION 2010 LONG-TERM INCENTIVE PLAN   | Mgmt   | For   |
| 03     | RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2010   | Mgmt   | For   |
| 04     | SHAREHOLDER PROPOSAL RELATING TO PREPARATION OF A REPORT ON DUKE ENERGY GLOBAL WARMING-RELATED LOBBYING ACTIVITIES  | Shr  | Against   |
| 05     | SHAREHOLDER PROPOSAL RELATING TO MAJORITY VOTING FOR THE ELECTION OF DIRECTORS  | Shr  | For   |
| 06     | SHAREHOLDER PROPOSAL REGARDING THE RETENTION OF EQUITY COMPENSATION BY SENIOR EXECUTIVES  | Shr  | For   |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

E. I. DU PONT DE NEMOURS AND COMPANY

Agen

Security: 263534109  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: DD  
 ISIN: US2635341090

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SAMUEL W. BODMAN                           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. BROWN                           | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT A. BROWN                            | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BERTRAND P. COLLOMB                        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CURTIS J. CRAWFORD                         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ALEXANDER M. CUTLER                        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN T. DILLON                             | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ELEUTHERE I. DU PONT                       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MARILLYN A. HEWSON                         | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LOIS D. JULIBER                            | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ELLEN J. KULLMAN                           | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: WILLIAM K. REILLY                          | Mgmt          | For           |
| 02     | ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | ON SHAREHOLDER SAY ON EXECUTIVE PAY                              | Shr           | For           |
| 04     | ON AMENDMENT TO HUMAN RIGHTS POLICY                              | Shr           | Against       |

EATON CORPORATION

Agen

Security: 278058102  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: ETN  
 ISIN: US2780581029

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: TODD M. BLUEDORN      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHRISTOPHER M. CONNOR | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 1C | ELECTION OF DIRECTOR: MICHAEL J. CRITELLI                                       | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: CHARLES E. GOLDEN   | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ERNIE GREEN   | Mgmt | For |
| 02 | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS INDEPENDENT AUDITOR FOR 2010. | Mgmt | For |

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 EBAY INC.

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 Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2010  
 Ticker: EBAY  
 ISIN: US2786421030  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID M. MOFFETT   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG,<br>III  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: THOMAS J. TIERNEY  | Mgmt          | For           |
| 02     | TO APPROVE THE AMENDMENT AND RESTATEMENT OF<br>OUR EBAY INCENTIVE PLAN, INCLUDING TO SATISFY<br>THE REQUIREMENTS OF SECTION 162(M) OF THE INTERNAL<br>REVENUE CODE.  | Mgmt          | Against       |
| 03     | TO APPROVE THE AMENDMENT AND RESTATEMENT OF<br>OUR 2008 EQUITY INCENTIVE AWARD PLAN, INCLUDING<br>AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER<br>OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE<br>PLAN BY 20 MILLION SHARES. | Mgmt          | Against       |
| 04     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL<br>YEAR ENDING DECEMBER 31, 2010.  | Mgmt          | For           |

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 EDISON INTERNATIONAL

-----  
 Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: EIX  
 ISIN: US2810201077  
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| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|



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|    |   | Type |     |
|----|---|------|-----|
| 01 | DIRECTOR<br>JAGJEET S. BINDRA<br>VANESSA C.L CHANG<br>FRANCE A. CORDOVA<br>THEODORE F. CRAVER, JR.<br>CHARLES B. CURTIS<br>BRADFORD M. FREEMAN<br>LUIS G. NOGALES<br>RONALD L. OLSON<br>JAMES M. ROSSER<br>RICHARD T. SCHLOSBERG<br>THOMAS C. SUTTON<br>BRETT WHITE | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt | For |
| 04 | SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDERS SAY ON EXECUTIVE PAY"   | Shr  | For |

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EDWARDS LIFESCIENCES CORPORATION

Agen

Security: 28176E108  
Meeting Type: Annual  
Meeting Date: 13-May-2010  
Ticker: EW  
ISIN: US28176E1082

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT A. INGRAM   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM J. LINK, PH.D.   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WESLEY W. VON SCHACK   | Mgmt          | For           |
| 02     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE LONG-TERM STOCK INCENTIVE COMPENSATION PROGRAM. | Mgmt          | For           |
| 03     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE NONEMPLOYEE DIRECTORS STOCK INCENTIVE PROGRAM.  | Mgmt          | For           |
| 04     | APPROVAL OF THE 2010 EDWARDS INCENTIVE PLAN.   | Mgmt          | For           |
| 05     | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                | Mgmt          | For           |

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ELECTRONIC ARTS INC.

Agen

Security: 285512109  
 Meeting Type: Annual  
 Meeting Date: 29-Jul-2009  
 Ticker: ERTS  
 ISIN: US2855121099

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LEONARD S. COLEMAN                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JEFFREY T. HUBER                          | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY M. KUSIN                             | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GERALDINE B. LAYBOURNE                    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GREGORY B. MAFFEI                         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: VIVEK PAUL                                | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: LAWRENCE F. PROBST III                    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JOHN S. RICCIETIELLO                      | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD A. SIMONSON                       | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LINDA J. SRERE                            | Mgmt          | For           |
| 02     | APPROVE THE EMPLOYEE STOCK OPTION EXCHANGE PROGRAM              | Mgmt          | For           |
| 03     | APPROVE AMENDMENTS TO THE 2000 EQUITY INCENTIVE PLAN            | Mgmt          | For           |
| 04     | APPROVE AN AMENDMENT TO THE 2000 EMPLOYEE STOCK PURCHASE PLAN   | Mgmt          | For           |
| 05     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS | Mgmt          | For           |

ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 19-Apr-2010  
 Ticker: LLY  
 ISIN: US5324571083

| Prop.# | Proposal                           | Proposal Type | Proposal Vote |
|--------|------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR : R. ALVAREZ  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR : W. BISCHOFF | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1C | ELECTION OF DIRECTOR : R.D. HOOVER   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR : F.G. PRENDERGAST  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR : K.P. SEIFERT  | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF BOARD OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITORS FOR 2010. | Mgmt | For     |
| 03 | APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS.                             | Mgmt | For     |
| 04 | APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO ELIMINATE ALL SUPERMAJORITY VOTING PROVISIONS.                            | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL ON ALLOWING SHAREHOLDERS TO CALL SPECIAL SHAREHOLDERS' MEETINGS.  | Shr  | For     |
| 06 | SHAREHOLDER PROPOSAL ON PROHIBITING CEO'S FROM SERVING ON THE COMPENSATION COMMITTEE.  | Shr  | For     |
| 07 | SHAREHOLDER PROPOSAL ON RATIFICATION OF EXECUTIVE COMPENSATION.  | Shr  | For     |
| 08 | SHAREHOLDER PROPOSAL REQUIRING EXECUTIVES TO HOLD EQUITY AWARDS INTO RETIREMENT.   | Shr  | Against |

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 EMC CORPORATION

Agen

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2010  
 Ticker: EMC  
 ISIN: US2686481027

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL W. BROWN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RANDOLPH L. COWEN | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL J. CRONIN | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GAIL DEEGAN       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES S. DISTASIO | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOHN R. EGAN      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: EDMUND F. KELLY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WINDLE B. PRIEM   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: PAUL SAGAN        | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1J | ELECTION OF DIRECTOR: DAVID N. STROHM   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: JOSEPH M. TUCCI   | Mgmt | For |
| 02 | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS. | Mgmt | For |
| 03 | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO SPECIAL SHAREHOLDER MEETINGS.                                | Shr  | For |
| 04 | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.                  | Shr  | For |

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 EMERSON ELECTRIC CO. Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 02-Feb-2010  
 Ticker: EMR  
 ISIN: US2910111044

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 01     | DIRECTOR<br>C.A.H. BOERSIG*<br>C. FERNANDEZ G.*<br>W.J. GALVIN*<br>R.L. STEPHENSON*<br>V.R. LOUCKS, JR.**<br>R.L. RIDGWAY** | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. ANNUAL INCENTIVE PLAN.                               | Mgmt   | Against                                |
| 03     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For                                    |

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 ENERGY CONVERSION DEVICES, INC. Agen

Security: 292659109  
 Meeting Type: Annual  
 Meeting Date: 17-Nov-2009  
 Ticker: ENER  
 ISIN: US2926591098

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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|    |  |      |     |
|----|--|------|-----|
|    | JOSEPH A. AVILA  | Mgmt | For |
|    | ALAN E. BARTON   | Mgmt | For |
|    | CHRISTOPHER P. BELDEN  | Mgmt | For |
|    | ROBERT I. FREY   | Mgmt | For |
|    | WILLIAM J. KETELHUT  | Mgmt | For |
|    | MARK D. MORELLI  | Mgmt | For |
|    | STEPHEN RABINOWITZ   | Mgmt | For |
|    | GEORGE A. SCHREIBER JR.  | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2010. | Mgmt | For |

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 ENZON PHARMACEUTICALS, INC.

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 Agen

Security: 293904108  
 Meeting Type: Special  
 Meeting Date: 27-Jan-2010  
 Ticker: ENZN  
 ISIN: US2939041081  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | PROPOSAL TO APPROVE THE SALE OF ENZON'S SPECIALTY PHARMACEUTICALS BUSINESS PURSUANT TO THE ASSET PURCHASE AGREEMENT, BY AND BETWEEN KLEE PHARMACEUTICALS, INC., DEFIANTE FARMACEUTICA, S.A., AND SIGMA-TAU FINANZIARIA, S.P.A., ON ONE HAND, AND ENZON PHARMACEUTICALS, INC., ON THE OTHER HAND, DATED AS OF NOVEMBER 9, 2009, AS IT MAY BE AMENDED FROM TIME TO TIME. | Mgmt          | For           |
| 02     | PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSAL 1 IF THERE ARE INSUFFICIENT VOTES TO APPROVE PROPOSAL 1 AT THE TIME OF THE SPECIAL MEETING.   | Mgmt          | For           |

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 EOG RESOURCES, INC.

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 Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: EOG  
 ISIN: US26875P1012  
 -----

| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: GEORGE A. ALCORN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1B | ELECTION OF DIRECTOR: CHARLES R. CRISP   | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: JAMES C. DAY   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: MARK G. PAPA   | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: DONALD F. TEXTOR   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: FRANK G. WISNER  | Mgmt | For     |
| 02 | TO RATIFY THE APPOINTMENT BY THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT PUBLIC ACCOUNTANTS.                | Mgmt | For     |
| 03 | TO APPROVE AN AMENDMENT 2008 OMNIBUS EQUITY COMPENSATION PLAN TO INCREASE THE NUMBER OF SHARES FOR ISSUANCE UNDER THE PLAN.  | Mgmt | For     |
| 04 | TO APPROVE AN AMENDMENT EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR PURCHASE UNDER THE PLAN. | Mgmt | For     |
| 05 | TO APPROVE AN AMENDMENT AND RESTATEMENT EXECUTIVE OFFICER ANNUAL BONUS PLAN TO EXTEND THE TERM OF THE PLAN.                  | Mgmt | For     |
| 06 | STOCKHOLDER PROPOSAL CONCERNING HYDRAULIC FRACTURING, IF PROPERLY PRESENTED.   | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL CONCERNING POST-EMPLOYMENT STOCK OWNERSHIP REQUIREMENTS FOR EXECUTIVE OFFICERS, IF PROPERLY PRESENTED.  | Shr  | For     |
| 08 | STOCKHOLDER PROPOSAL CONCERNING ACCELERATED VESTING OF EXECUTIVE OFFICER STOCK AWARDS, IF PROPERLY PRESENTED                 | Shr  | For     |

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EQUIFAX INC.

Agen

Security: 294429105  
Meeting Type: Annual  
Meeting Date: 07-May-2010  
Ticker: EFX  
ISIN: US2944291051

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT D. DALEO       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WALTER W. DRIVER, JR. | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: L. PHILLIP HUMANN     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MARK B. TEMPLETON     | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS EQUIFAX'S PRINCIPAL INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt | For |
|----|---|------|-----|

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 EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 Ticker: XOM  
 ISIN: US30231G1022  
 -----

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>M.J. BOSKIN<br>P. BRABECK-LETMATHE<br>L.R. FAULKNER<br>J.S. FISHMAN<br>K.C. FRAZIER<br>W.W. GEORGE<br>M.C. NELSON<br>S.J. PALMISANO<br>S.S REINEMUND<br>R.W. TILLERSON<br>E.E. WHITACRE, JR. | Mgmt<br>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<br>For |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 52)   | Mgmt   | For  |
| 03     | SPECIAL SHAREHOLDER MEETINGS (PAGE 54)   | Shr  | For  |
| 04     | INCORPORATE IN NORTH DAKOTA (PAGE 55)  | Shr  | Against  |
| 05     | SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)  | Shr  | For  |
| 06     | AMENDMENT OF EEO POLICY (PAGE 57)  | Shr  | Against  |
| 07     | POLICY ON WATER (PAGE 59)  | Shr  | Against  |
| 08     | WETLANDS RESTORATION POLICY (PAGE 60)  | Shr  | Against  |
| 09     | REPORT ON CANADIAN OIL SANDS (PAGE 62)   | Shr  | Against  |
| 10     | REPORT ON NATURAL GAS PRODUCTION (PAGE 64)   | Shr  | Against  |
| 11     | REPORT ON ENERGY TECHNOLOGY (PAGE 65)  | Shr  | Against  |
| 12     | GREENHOUSE GAS EMISSIONS GOALS (PAGE 67)   | Shr  | Against  |
| 13     | PLANNING ASSUMPTIONS (PAGE 69)   | Shr  | Against  |

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FAMILY DOLLAR STORES, INC.

Agen

Security: 307000109  
 Meeting Type: Annual  
 Meeting Date: 21-Jan-2010  
 Ticker: FDO  
 ISIN: US3070001090

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>MARK R. BERNSTEIN<br>PAMELA L. DAVIES<br>SHARON ALLRED DECKER<br>EDWARD C. DOLBY<br>GLENN A. EISENBERG<br>HOWARD R. LEVINE<br>GEORGE R. MAHONEY, JR.<br>JAMES G. MARTIN<br>HARVEY MORGAN<br>DALE C. POND | Mgmt<br>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<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.  | Mgmt   | For  |

FASTENAL COMPANY

Agen

Security: 311900104  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: FAST  
 ISIN: US3119001044

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>ROBERT A. KIERLIN<br>STEPHEN M. SLAGGIE<br>MICHAEL M. GOSTOMSKI<br>HUGH L. MILLER<br>WILLARD D. OBERTON<br>MICHAEL J. DOLAN<br>REYNE K. WISECUP<br>MICHAEL J. ANCIUS<br>SCOTT A. SATTERLEE | Mgmt<br>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<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2010 FISCAL YEAR.  | Mgmt   | For  |



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FEDEX CORPORATION

Agen

Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 28-Sep-2009  
 Ticker: FDX  
 ISIN: US31428X1063

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE                          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN A. EDWARDSON                           | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JUDITH L. ESTRIN                            | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J.R. HYDE, III                              | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SHIRLEY A. JACKSON                          | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEVEN R. LORANGER                          | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: GARY W. LOVEMAN                             | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: SUSAN C. SCHWAB                             | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FREDERICK W. SMITH                          | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JOSHUA I. SMITH                             | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DAVID P. STEINER                            | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: PAUL S. WALSH                               | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.    | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.        | Shr           | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.       | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON EXECUTIVE PAY. | Shr           | For           |
| 06     | STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM PRINCIPLES.     | Shr           | Against       |

FIDELITY NAT'L INFORMATION SERVICES INC

Agen

Security: 31620M106  
 Meeting Type: Special  
 Meeting Date: 04-Sep-2009  
 Ticker: FIS

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US31620M1062

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPROVE THE ISSUANCE OF SHARES OF FIS COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 31, 2009, BY AND AMONG FIDELITY NATIONAL INFORMATION SERVICES, INC., CARS HOLDINGS, LLC, AND METAVANTE TECHNOLOGIES, INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.     | Mgmt          | For           |
| 02     | TO APPROVE THE ISSUANCE OF 12,861,736 SHARES OF FIS COMMON STOCK TO BE PURCHASED BY AFFILIATES OF THOMAS H. LEE PARTNERS, L.P. AS CONTEMPLATED BY THE INVESTMENT AGREEMENT, DATED AS OF MARCH 31, 2009, BY AND BETWEEN FIS AND THE INVESTORS NAMED THEREIN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Mgmt          | For           |
| 03     | TO APPROVE THE ISSUANCE OF 3,215,434 SHARES OF FIS COMMON STOCK TO BE PURCHASED BY FIDELITY NATIONAL FINANCIAL, INC. AS CONTEMPLATED BY THE INVESTMENT AGREEMENT, DATED AS OF MARCH 31, 2009, BY AND BETWEEN FIS AND THE INVESTORS NAMED THEREIN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.           | Mgmt          | For           |
| 04     | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, INCLUDING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE ANY OF THE FOREGOING PROPOSALS.   | Mgmt          | For           |

FIDELITY NAT'L INFORMATION SERVICES INC

Agen

Security: 31620M106  
 Meeting Type: Annual  
 Meeting Date: 27-May-2010  
 Ticker: FIS  
 ISIN: US31620M1062

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>STEPHAN A. JAMES<br>JAMES NEARY<br>FRANK R. MARTIRE  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR. | Mgmt                 | For               |

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FIFTH THIRD BANCORP

Agen

Security: 316773100  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: FITB  
 ISIN: US3167731005

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>DARRYL F. ALLEN<br>ULYSSES L. BRIDGEMAN<br>EMERSON L. BRUMBACK<br>JAMES P. HACKETT<br>GARY R. HEMINGER<br>JEWELL D. HOOVER<br>KEVIN T. KABAT<br>MITCHEL D. LIVINGSTON<br>HENDRIK G. MEIJER<br>JOHN J. SCHIFF, JR.<br>DUDLEY S. TAFT<br>MARSHA C. WILLIAMS | Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For |
| 2      | TO AMEND THE ARTICLES OF INCORPORATION AND CODE OF REGULATIONS TO PROVIDE FOR MAJORITY VOTING IN UNCONTESTED ELECTIONS OF DIRECTORS.  | Mgmt   | For  |
| 3      | TO AMEND THE ARTICLES OF INCORPORATION AND CODE OF REGULATIONS TO ELIMINATE CUMULATIVE VOTING IN ELECTIONS OF DIRECTORS.  | Mgmt   | For  |
| 4      | THE PROPOSAL DESCRIBED IN THE PROXY STATEMENT TO AMEND THE CODE OF REGULATIONS TO PERMIT THE DIRECTORS TO FURTHER AMEND THE CODE OF REGULATIONS WITHOUT SHAREHOLDER CONSENT TO THE EXTENT PERMITTED BY OHIO LAW.  | Mgmt   | For  |
| 5      | APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For  |
| 6      | APPROVAL OF THE APPOINTMENT OF THE FIRM OF DELOITTE & TOUCHE LLP TO SERVE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR 2010.   | Mgmt   | For  |
| 7      | PROPOSAL TO REQUEST THAT THE BOARD OF DIRECTORS ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD SHALL BE A DIRECTOR WHO IS INDEPENDENT FROM FIFTH THIRD.  | Shr  | For  |

FIRST SOLAR, INC.

Agen

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Security: 336433107  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2010  
 Ticker: FSLR  
 ISIN: US3364331070

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1      | DIRECTOR<br>MICHAEL J. AHEARN<br>ROBERT J. GILLETTE<br>CRAIG KENNEDY<br>JAMES F. NOLAN<br>WILLIAM J. POST<br>J. THOMAS PRESBY<br>PAUL H. STEBBINS<br>MICHAEL SWEENEY<br>JOSE H. VILLARREAL | 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 |
| 2      | APPROVAL OF THE ADOPTION OF THE FIRST SOLAR, INC.<br>2010 OMNIBUS INCENTIVE COMPENSATION PLAN.   | Mgmt   | For   |
| 3      | APPROVAL OF THE ADOPTION OF THE FIRST SOLAR,<br>INC. ASSOCIATE STOCK PURCHASE PLAN.  | Mgmt   | For   |
| 4      | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING DECEMBER 25,<br>2010.                  | Mgmt   | For   |

FIRSTENERGY CORP.

Agen

Security: 337932107  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: FE  
 ISIN: US3379321074

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>PAUL T. ADDISON<br>ANTHONY J. ALEXANDER<br>MICHAEL J. ANDERSON<br>DR. CAROL A. CARTWRIGHT<br>WILLIAM T. COTTLE<br>ROBERT B. HEISLER, JR.<br>ERNEST J. NOVAK, JR.<br>CATHERINE A. REIN<br>GEORGE M. SMART<br>WES M. TAYLOR<br>JESSE T. WILLIAMS, SR. | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT  | Mgmt   | For   |

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REGISTERED PUBLIC ACCOUNTING FIRM

|    |  |     |         |
|----|--|-----|---------|
| 03 | SHAREHOLDER PROPOSAL: REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING | Shr | For     |
| 04 | SHAREHOLDER PROPOSAL: ADOPT POLICY TO RETAIN SHARES FOLLOWING TERMINATION OF EMPLOYMENT            | Shr | For     |
| 05 | SHAREHOLDER PROPOSAL: PERMIT SHAREHOLDER ACTION BY WRITTEN CONSENT                                 | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS                 | Shr | For     |

FLUOR CORPORATION

Agen

Security: 343412102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: FLR  
 ISIN: US3434121022

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES T. HACKETT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KENT KRESA  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: NADER H. SULTAN   | Mgmt          | For           |
| 02     | THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.                      | Mgmt          | For           |
| 03     | A SHAREHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS ADOPT A POLICY THAT THE BOARD'S CHAIRMAN BE AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF FLUOR. | Shr           | Against       |

FORD MOTOR COMPANY

Agen

Security: 345370860  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: F  
 ISIN: US3453708600

| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

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|    |   | Type   |  |
|----|---|--|--|
| 01 | DIRECTOR<br>STEPHEN G. BUTLER<br>KIMBERLY A. CASIANO<br>ANTHONY F. EARLEY, JR.<br>EDSEL B. FORD II<br>WILLIAM CLAY FORD, JR.<br>RICHARD A. GEPHARDT<br>IRVINE O. HOCKADAY, JR.<br>RICHARD A. MANOOGIAN<br>ELLEN R. MARRAM<br>ALAN MULALLY<br>HOMER A. NEAL<br>GERALD L. SHAHEEN<br>JOHN L. THORNTON | Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For |
| 02 | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For  |
| 03 | APPROVAL OF TAX BENEFIT PRESERVATION PLAN.  | Mgmt   | For  |
| 04 | RELATING TO DISCLOSING ANY PRIOR GOVERNMENT AFFILIATION OF DIRECTORS, OFFICERS, AND CONSULTANTS.  | Shr  | Against  |
| 05 | RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.  | Shr  | For  |
| 06 | RELATING TO THE COMPANY ISSUING A REPORT DISCLOSING POLICIES AND PROCEDURES RELATED TO POLITICAL CONTRIBUTIONS.   | Shr  | Against  |
| 07 | RELATING TO PROVIDING SHAREHOLDERS THE OPPORTUNITY TO CAST AN ADVISORY VOTE TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVES.   | Shr  | For  |
| 08 | RELATING TO THE COMPANY NOT FUNDING ANY ENERGY SAVINGS PROJECTS THAT ARE SOLELY CONCERNED WITH CO2 REDUCTION.   | Shr  | Against  |

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FOUNDATION COAL HOLDINGS, INC.

Agent

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Security: 35039W100  
Meeting Type: Special  
Meeting Date: 31-Jul-2009  
Ticker: FCL  
ISIN: US35039W1009  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 11, 2009, BETWEEN ALPHA NATURAL RESOURCES, INC. AND FOUNDATION COAL HOLDINGS, INC., AS DESCRIBED IN THE JOINT PROXY STATEMENT/PROSPECTUS, DATED JUNE 24, 2009 (PURSUANT TO WHICH ALPHA | Mgmt          | For           |

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NATURAL RESOURCES, INC. WILL MERGE WITH AND INTO FOUNDATION COAL HOLDINGS, INC.).

|    |   |      |     |
|----|---|------|-----|
| 02 | APPROVE ADJOURNMENTS OF THE FOUNDATION COAL HOLDINGS, INC. SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE FOUNDATION COAL HOLDINGS, INC. SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. | Mgmt | For |
|----|---|------|-----|

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FRANKLIN RESOURCES, INC.

Agen

Security: 354613101  
Meeting Type: Annual  
Meeting Date: 16-Mar-2010  
Ticker: BEN  
ISIN: US3546131018

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SAMUEL H. ARMACOST  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHARLES CROCKER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOSEPH R. HARDIMAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT D. JOFFE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CHARLES B. JOHNSON  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GREGORY E. JOHNSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR.  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: THOMAS H. KEAN  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CHUTTA RATNATHICAM  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: PETER M. SACERDOTE  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: LAURA STEIN   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: ANNE M. TATLOCK   | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.     | Mgmt          | For           |
| 03     | TO SUBMIT FOR STOCKHOLDER APPROVAL FOR PURPOSES OF COMPLYING WITH REQUIREMENTS OF SECTION 162 (M) OF INTERNAL REVENUE CODE. | Mgmt          | Against       |

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 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

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 Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: FMS  
 ISIN: US3580291066  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2009  | Mgmt          | For           |
| 02     | RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT   | Mgmt          | For           |
| 03     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER   | Mgmt          | For           |
| 04     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD  | Mgmt          | For           |
| 05     | RESOLUTION ON THE APPROVAL OF THE SYSTEM OF REMUNERATION OF THE MANAGEMENT BOARD MEMBERS OF THE GENERAL PARTNER  | Mgmt          | For           |
| 06     | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FISCAL YEAR 2010  | Mgmt          | For           |
| 07     | RESOLUTION ON THE CANCELLATION OF THE EXISTING AND THE CREATION OF NEW AUTHORISED CAPITALS, ON THE EXCLUSION OF PRE-EMPTION RIGHTS AND THE AMENDMENT OF ARTICLE 4 (3) AND OF ARTICLE 4 (4) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY | Mgmt          | Against       |
| 08     | RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR THE ADAPTATION OF AMENDMENTS TO THE GERMAN STOCK CORPORATION ACT   | Mgmt          | For           |
| 09     | RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 II GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY  | Mgmt          | Against       |

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 FRONTIER COMMUNICATIONS CORP

Agen

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 Security: 35906A108  
 Meeting Type: Special  
 Meeting Date: 27-Oct-2009  
 Ticker: FTR  
 ISIN: US35906A1088  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|



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|    |   | Type |     |
|----|---|------|-----|
| 01 | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 13, 2009, AS AMENDED BY AMENDMENT NO. 1 THERETO, DATED AS OF JULY 24, 2009 (THE "MERGER AGREEMENT"), BY AND AMONG VERIZON COMMUNICATIONS INC., NEW COMMUNICATIONS HOLDINGS INC. AND FRONTIER COMMUNICATIONS CORPORATION. | Mgmt | For |
| 02 | TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION OF FRONTIER COMMUNICATIONS CORPORATION, AS AMENDED, TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF FRONTIER COMMUNICATIONS CORPORATION COMMON STOCK FROM 600,000,000 TO 1,750,000,000.   | Mgmt | For |
| 03 | TO APPROVE THE ISSUANCE OF FRONTIER COMMUNICATIONS CORPORATION COMMON STOCK PURSUANT TO THE MERGER AGREEMENT.   | Mgmt | For |

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FRONTIER COMMUNICATIONS CORP

Agen

Security: 35906A108  
Meeting Type: Annual  
Meeting Date: 13-May-2010  
Ticker: FTR  
ISIN: US35906A1088  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>LEROY T. BARNES, JR.<br>PETER C.B. BYNOE<br>JERI B. FINARD<br>LAWTON WEHLE FITT<br>WILLIAM M. KRAUS<br>HOWARD L. SCHROTT<br>LARRAINE D. SEGIL<br>DAVID H. WARD<br>MYRON A. WICK, III<br>MARY AGNES WILDEROTTER | 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 |
| 02     | TO CONSIDER AND VOTE UPON AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 03     | TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING.   | Shr  | For  |
| 04     | TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.   | Mgmt   | For  |

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GAMESTOP CORP.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 36467W109  
 Meeting Type: Annual  
 Meeting Date: 22-Jun-2010  
 Ticker: GME  
 ISIN: US36467W1099

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>R. RICHARD FONTAINE<br>JEROME L. DAVIS<br>STEVEN R. KOONIN<br>STEPHANIE M. SHERN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF BDO SEIDMAN, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING JANUARY 29, 2011. | Mgmt                         | For                      |

GAP INC.

Agen

Security: 364760108  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: GPS  
 ISIN: US3647601083

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>ADRIAN D.P. BELLAMY<br>DOMENICO DE SOLE<br>ROBERT J. FISHER<br>WILLIAM S. FISHER<br>BOB L. MARTIN<br>JORGE P. MONTOYA<br>GLENN K. MURPHY<br>JAMES M. SCHNEIDER<br>MAYO A. SHATTUCK III<br>KNEELAND C. YOUNGBLOOD | Mgmt<br>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<br>For |
| 02     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 29, 2011.   | Mgmt   | For  |
| 03     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE GAP, INC. EXECUTIVE MANAGEMENT INCENTIVE COMPENSATION AWARD PLAN.   | Mgmt   | Against  |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: GD  
 ISIN: US3695501086

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: NICHOLAS D. CHABRAJA            | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES S. CROWN                  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM P. FRICKS               | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAY L. JOHNSON                  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GEORGE A. JOULWAN               | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAUL G. KAMINSKI                | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN M. KEANE                   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LESTER L. LYLES                 | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM A. OSBORN               | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ROBERT WALMSLEY                 | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.  | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE. | Shr           | Against       |

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: GE  
 ISIN: US3696041033

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.  | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: WILLIAM M. CASTELL  | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: ANN M. FUDGE        | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD     | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| A6  | ELECTION OF DIRECTOR: JEFFREY R. IMMELT                      | Mgmt | For     |
| A7  | ELECTION OF DIRECTOR: ANDREA JUNG                            | Mgmt | For     |
| A8  | ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY                  | Mgmt | For     |
| A9  | ELECTION OF DIRECTOR: ROBERT W. LANE                         | Mgmt | For     |
| A10 | ELECTION OF DIRECTOR: RALPH S. LARSEN                        | Mgmt | For     |
| A11 | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS                    | Mgmt | For     |
| A12 | ELECTION OF DIRECTOR: JAMES J. MULVA                         | Mgmt | For     |
| A13 | ELECTION OF DIRECTOR: SAM NUNN                               | Mgmt | For     |
| A14 | ELECTION OF DIRECTOR: ROGER S. PENSKE                        | Mgmt | For     |
| A15 | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA                    | Mgmt | For     |
| A16 | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III                  | Mgmt | For     |
| B1  | RATIFICATION OF KPMG   | Mgmt | For     |
| C1  | SHAREOWNER PROPOSAL: CUMULATIVE VOTING                       | Shr  | Against |
| C2  | SHAREOWNER PROPOSAL: SPECIAL SHAREOWNER MEETINGS             | Shr  | For     |
| C3  | SHAREOWNER PROPOSAL: INDEPENDENT BOARD CHAIRMAN              | Shr  | Against |
| C4  | SHAREOWNER PROPOSAL: PAY DISPARITY                           | Shr  | Against |
| C5  | SHAREOWNER PROPOSAL: KEY BOARD COMMITTEES                    | Shr  | Against |
| C6  | SHAREOWNER PROPOSAL: ADVISORY VOTE ON EXECUTIVE COMPENSATION | Shr  | For     |

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GENUINE PARTS COMPANY

Agen

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Security: 372460105  
Meeting Type: Annual  
Meeting Date: 19-Apr-2010  
Ticker: GPC  
ISIN: US3724601055

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| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 01     | DIRECTOR               |               |               |
|        | DR. MARY B. BULLOCK    | Mgmt          | For           |
|        | JEAN DOUVILLE          | Mgmt          | For           |
|        | THOMAS C. GALLAGHER    | Mgmt          | For           |
|        | GEORGE C. "JACK" GUYNN | Mgmt          | For           |
|        | JOHN D. JOHNS          | Mgmt          | For           |
|        | MICHAEL M.E. JOHNS, MD | Mgmt          | For           |
|        | J. HICKS LANIER        | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
|    | WENDY B. NEEDHAM   | Mgmt | For |
|    | JERRY W. NIX   | Mgmt | For |
|    | LARRY L. PRINCE  | Mgmt | For |
|    | GARY W. ROLLINS  | Mgmt | For |
| 02 | RATIFICATION OF THE SELECTION OF ERNST & YOUNG<br>LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR<br>THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt | For |

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GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: GILD  
 ISIN: US3755581036

| Prop.# | Proposal   | Proposal<br>Type   | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>PAUL BERG<br>JOHN F. COGAN<br>ETIENNE F. DAVIGNON<br>JAMES M. DENNY<br>CARLA A. HILLS<br>KEVIN E. LOFTON<br>JOHN W. MADIGAN<br>JOHN C. MARTIN<br>GORDON E. MOORE<br>NICHOLAS G. MOORE<br>RICHARD J. WHITLEY<br>GAYLE E. WILSON<br>PER WOLD-OLSEN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS<br>AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER<br>31, 2010.                                       | Mgmt   | For   |
| 03     | IF PROPERLY PRESENTED AT THE MEETING, TO VOTE<br>ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE<br>BOARD TAKE STEPS TO ADOPT MAJORITY VOTING STANDARDS<br>IN GILEAD'S CERTIFICATE OF INCORPORATION AND<br>BY-LAWS.  | Shr  | For   |

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GLAXOSMITHKLINE PLC

Agen

Security: 37733W105  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: GSK

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US37733W1053

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO RECEIVE AND ADOPT THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS  | Mgmt          | For           |
| 02     | TO APPROVE THE REMUNERATION REPORT   | Mgmt          | For           |
| 03     | TO RE-ELECT DR STEPHANIE BURNS AS A DIRECTOR   | Mgmt          | For           |
| 04     | TO RE-ELECT MR JULIAN HESLOP AS A DIRECTOR   | Mgmt          | For           |
| 05     | TO RE-ELECT SIR DERYCK MAUGHAN AS A DIRECTOR   | Mgmt          | For           |
| 06     | TO RE-ELECT DR DANIEL PODOLSKY AS A DIRECTOR   | Mgmt          | For           |
| 07     | TO RE-ELECT SIR ROBERT WILSON AS A DIRECTOR  | Mgmt          | For           |
| 08     | RE-APPOINTMENT OF AUDITORS   | Mgmt          | For           |
| 09     | REMUNERATION OF AUDITORS   | Mgmt          | For           |
| 10     | TO AUTHORISE THE COMPANY AND ITS SUBSIDIARIES TO MAKE DONATIONS TO POLITICAL ORGANISATIONS AND INCUR POLITICAL EXPENDITURE | Mgmt          | Against       |
| 11     | AUTHORITY TO ALLOT SHARES  | Mgmt          | Against       |
| S12    | DISAPPLICATION OF PRE-EMPTION RIGHTS   | Mgmt          | For           |
| S13    | AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES   | Mgmt          | For           |
| 14     | EXEMPTION FROM STATEMENT OF SENIOR STATUTORY AUDITOR'S NAME  | Mgmt          | For           |
| S15    | REDUCED NOTICE OF A GENERAL MEETING OTHER THAN AN AGM  | Mgmt          | For           |
| S16    | ADOPT NEW ARTICLES OF ASSOCIATION  | Mgmt          | For           |

GOODRICH PETROLEUM CORPORATION

Agen

Security: 382410405  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: GDP  
 ISIN: US3824104059

| Prop.# | Proposal                       | Proposal Type | Proposal Vote |
|--------|--------------------------------|---------------|---------------|
| 01     | DIRECTOR<br>WALTER G. GOODRICH | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
|    | ROBERT C. TURNHAM, JR   | Mgmt | For |
|    | STEPHEN M. STRATY   | Mgmt | For |
|    | ARTHUR A. SEELIGSON   | Mgmt | For |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010. | Mgmt | For |

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GOOGLE INC.

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Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: GOOG  
 ISIN: US38259P5089

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ERIC SCHMIDT<br>SERGEY BRIN<br>LARRY PAGE<br>L. JOHN DOERR<br>JOHN L. HENNESSY<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>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<br>For |
| 02     | THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.                         | Mgmt   | For  |
| 03     | THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 6,500,000.    | Mgmt   | Against  |
| 04     | A STOCKHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | For  |
| 05     | A STOCKHOLDER PROPOSAL REGARDING ONLINE ADVERTISING, PRIVACY, AND SENSITIVE INFORMATION, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against  |
| 06     | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF HUMAN RIGHTS PRINCIPLES WITH RESPECT TO BUSINESS IN CHINA, IF PROPERLY PRESENTED AT THE MEETING.                     | Shr  | Against  |

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GRANITE CONSTRUCTION INCORPORATED

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Agen

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

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 Security: 387328107  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: GVA  
 ISIN: US3873281071  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM G. DOREY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: REBECCA A. MCDONALD   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM H. POWELL   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CLAES G. BJORK  | Mgmt          | For           |
| 02     | TO ACT UPON A PROPOSAL TO APPROVE THE GRANITE CONSTRUCTION INCORPORATED EMPLOYEE STOCK PURCHASE PLAN  | Mgmt          | For           |
| 03     | TO ACT UPON A PROPOSAL TO APPROVE THE GRANITE CONSTRUCTION INCORPORATED ANNUAL INCENTIVE PLAN   | Mgmt          | For           |
| 04     | TO ACT UPON A PROPOSAL TO APPROVE THE GRANITE CONSTRUCTION INCORPORATED LONG TERM INCENTIVE PLAN  | Mgmt          | For           |
| 05     | TO RATIFY THE APPOINTMENT BY THE AUDIT/COMPLIANCE COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS GRANITE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010 | Mgmt          | For           |

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 H.J. HEINZ COMPANY

Agen

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 Security: 423074103  
 Meeting Type: Annual  
 Meeting Date: 12-Aug-2009  
 Ticker: HNZ  
 ISIN: US4230741039  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: W.R. JOHNSON      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: C.E. BUNCH        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: L.S. COLEMAN, JR. | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J.G. DROSDICK     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: E.E. HOLIDAY      | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1F | ELECTION OF DIRECTOR: C. KENDLE  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: D.R. O'HARE  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: N. PELTZ   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: D.H. REILLEY   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: L.C. SWANN   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: T.J. USHER   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: M.F. WEINSTEIN   | Mgmt | For |
| 02 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For |
| 03 | AMENDMENT OF BY-LAWS TO ADD RIGHT OF HOLDERS OF 25% OF VOTING POWER TO CALL SPECIAL MEETING OF SHAREHOLDERS. | Mgmt | For |

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HALLIBURTON COMPANY

Agen

Security: 406216101  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: HAL  
ISIN: US4062161017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.M. BENNETT                      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.R. BOYD                         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. CARROLL                        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: N.K. DICCIANI                     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: S.M. GILLIS                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J.T. HACKETT                      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: D.J. LESAR                        | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: R.A. MALONE                       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: J.L. MARTIN                       | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: D.L. REED                         | Mgmt          | For           |
| 02     | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS. | Mgmt          | For           |
| 03     | PROPOSAL ON HUMAN RIGHTS POLICY.                        | Shr           | Against       |

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|    |  |     |         |
|----|--|-----|---------|
| 04 | PROPOSAL ON POLITICAL CONTRIBUTIONS.         | Shr | Against |
| 05 | PROPOSAL ON EXECUTIVE COMPENSATION POLICIES. | Shr | For     |
| 06 | PROPOSAL ON SPECIAL SHAREOWNER MEETINGS.     | Shr | For     |

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 HANSEN NATURAL CORPORATION

Agen

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 Security: 411310105  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2010  
 Ticker: HANS  
 ISIN: US4113101053  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>RODNEY C. SACKS<br>HILTON H. SCHLOSBERG<br>NORMAN C. EPSTEIN<br>BENJAMIN M. POLK<br>SYDNEY SELATI<br>HAROLD C. TABER, JR.<br>MARK S. VIDERGAUZ                    | 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     | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt   | For   |

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 HESS CORPORATION

Agen

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 Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: HES  
 ISIN: US42809H1077  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1      | DIRECTOR<br>N.F. BRADY<br>G.P. HILL<br>T.H. KEAN<br>F.A. OLSON   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt                         | For                      |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   |  |      |         |
|---|--|------|---------|
| 3 | APPROVAL OF AMENDMENT TO 2008 LONG-TERM INCENTIVE PLAN TO INCREASE SHARES AVAILABLE FOR AWARD BY 8 MILLION SHARES. | Mgmt | Against |
| 4 | STOCKHOLDER PROPOSAL REQUESTING THE COMPANY TO PROVIDE A REPORT ON POLITICAL SPENDING AND POLICIES.                | Shr  | Against |

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HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
Meeting Type: Annual  
Meeting Date: 17-Mar-2010  
Ticker: HPQ  
ISIN: US4282361033

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR : M.L. ANDREESSEN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR : L.T. BABBIO, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR : S.M. BALDAUF  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR : R.L. GUPTA  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR : J.H. HAMMERGREN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR : M.V. HURD   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR : J.Z. HYATT  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR : J.R. JOYCE  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR : R.L. RYAN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR : L.S. SALHANY  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR : G.K. THOMPSON   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING OCTOBER 31, 2010. | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE THE AMENDED AND RESTATED HEWLETT-PACKARD COMPANY 2004 STOCK INCENTIVE PLAN.                                  | Mgmt          | Against       |
| 04     | PROPOSAL TO CONDUCT AN ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | Against       |

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# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

HONEYWELL INTERNATIONAL INC.

Agen

Security: 438516106  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2010  
 Ticker: HON  
 ISIN: US4385161066

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: GORDON M. BETHUNE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KEVIN BURKE   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAIME CHICO PARDO   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DAVID M. COTE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: D. SCOTT DAVIS  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LINNET F. DEILY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CLIVE R. HOLLICK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GEORGE PAZ  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: BRADLEY T. SHEARES  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: MICHAEL W. WRIGHT   | Mgmt          | For           |
| 02     | APPROVAL OF INDEPENDENT ACCOUNTANTS   | Mgmt          | For           |
| 03     | AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION - RIGHT TO CALL A SPECIAL MEETING OF SHAREOWNERS | Mgmt          | For           |
| 04     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 05     | SHAREHOLDER ACTION BY WRITTEN CONSENT   | Shr           | For           |
| 06     | INDEPENDENT CHAIRMAN  | Shr           | Against       |
| 07     | HUMAN RIGHTS -- DEVELOP AND ADOPT POLICIES  | Shr           | Against       |

HSBC HOLDINGS PLC

Agen

Security: 404280406  
 Meeting Type: Annual  
 Meeting Date: 28-May-2010  
 Ticker: HBC  
 ISIN: US4042804066

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 01 | TO RECEIVE THE REPORT AND ACCOUNTS FOR 2009  | Mgmt | For     |
| 02 | TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR 2009   | Mgmt | For     |
| 3A | TO RE-ELECT R A FAIRHEAD A DIRECTOR  | Mgmt | For     |
| 3B | TO RE-ELECT M F GEOGHEGAN A DIRECTOR   | Mgmt | For     |
| 3C | TO RE-ELECT S K GREEN A DIRECTOR   | Mgmt | For     |
| 3D | TO RE-ELECT G MORGAN A DIRECTOR  | Mgmt | For     |
| 3E | TO RE-ELECT N R N MURTHY A DIRECTOR  | Mgmt | For     |
| 3F | TO RE-ELECT S M ROBERTSON A DIRECTOR   | Mgmt | For     |
| 3G | TO RE-ELECT J L THORNTON A DIRECTOR  | Mgmt | For     |
| 3H | TO RE-ELECT SIR BRIAN WILLIAMSON A DIRECTOR  | Mgmt | For     |
| 04 | TO REAPPOINT THE AUDITOR AT REMUNERATION TO BE DETERMINED BY THE GROUP AUDIT COMMITTEE   | Mgmt | For     |
| 05 | TO AUTHORISE THE DIRECTORS TO ALLOT SHARES   | Mgmt | Against |
| S6 | TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)  | Mgmt | For     |
| S7 | TO ALTER THE ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)  | Mgmt | For     |
| 08 | TO APPROVE THE EXTENSION OF THE TERM OF THE SHARE INCENTIVE PLAN AND THE ESTABLISHMENT OF NEW SHARE OWNERSHIP PLANS                      | Mgmt | Against |
| S9 | TO APPROVE GENERAL MEETINGS (OTHER THAN ANNUAL GENERAL MEETINGS) BEING CALLED ON A MINIMUM OF 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION) | Mgmt | For     |

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 IMMUCOR, INC.

Agen

Security: 452526106  
 Meeting Type: Annual  
 Meeting Date: 12-Nov-2009  
 Ticker: BLUD  
 ISIN: US4525261065

| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 01     | DIRECTOR            |               |               |
|        | JAMES F. CLOUSER    | Mgmt          | For           |
|        | DR. G. DE CHIRICO   | Mgmt          | For           |
|        | RALPH A. EATZ       | Mgmt          | For           |
|        | DR. PAUL V. HOLLAND | Mgmt          | For           |
|        | RONNY B. LANCASTER  | Mgmt          | For           |
|        | CHRIS E. PERKINS    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
|    | JOSEPH E. ROSEN   | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF GRANT THORNTON<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR FISCAL 2010.   | Mgmt | For |
| 03 | TO APPROVE THE AMENDMENT TO THE AMENDED AND<br>RESTATE RIGHTS AGREEMENT BETWEEN THE COMPANY<br>AND COMPUTERSHARE TRUST COMPANY N.A. (FORMERLY<br>KNOWN AS EQUISERVE TRUST COMPANY, N.A.), AS<br>RIGHTS AGENT. | Mgmt | For |

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 INGERSOLL-RAND PLC

Agen

Security: G47791101  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2010  
 Ticker: IR  
 ISIN: IE00B6330302

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.C. BERZIN  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: J. BRUTON  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: J.L. COHON   | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: G.D. FORSEE  | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: P.C. GODSOE  | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: E.E. HAGENLOCKER   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: C.J. HORNER  | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: M.W. LAMACH  | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: T.E. MARTIN  | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: O.R. SMITH   | Mgmt             | For           |
| 1K     | ELECTION OF DIRECTOR: R.J. SWIFT   | Mgmt             | For           |
| 1L     | ELECTION OF DIRECTOR: T.L. WHITE   | Mgmt             | For           |
| 02     | APPROVAL OF AN ADVISORY PROPOSAL RELATING TO<br>THE COMPANY'S EXECUTIVE PAY-FOR-PERFORMANCE<br>COMPENSATION POLICIES.          | Mgmt             | For           |
| 03     | APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION<br>OF AUDIT COMMITTEE OF THE BOARD TO FIX THE<br>AUDITORS' REMUNERATION. | Mgmt             | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

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INTEL CORPORATION

Agen

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Security: 458140100  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: INTC  
ISIN: US4581401001  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN L. DECKER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN J. DONAHOE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: REED E. HUNDT  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PAUL S. OTELLINI   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES D. PLUMMER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JANE E. SHAW   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt          | For           |

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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Security: 459200101  
Meeting Type: Annual  
Meeting Date: 27-Apr-2010  
Ticker: IBM  
ISIN: US4592001014  
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| Prop.# | Proposal                           | Proposal Type | Proposal Vote |
|--------|------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.J.P. BELDA | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: C. BLACK     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W.R. BRODY   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1D | ELECTION OF DIRECTOR: K.I. CHENAULT  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: M.L. ESKEW   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: S.A. JACKSON   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: A.N. LIVERIS   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.                                     | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: T. NISHIMURO   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: J.W. OWENS   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: S.J. PALMISANO   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: J.E. SPERO   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: S. TAUREL  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: L.H. ZAMBRANO  | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ANNUAL INCENTIVE PAYOUT       | Shr  | Against |
| 04 | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING                                    | Shr  | Against |
| 05 | STOCKHOLDER PROPOSAL ON NEW THRESHOLD FOR CALLING SPECIAL MEETINGS           | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.             | Shr  | For     |

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INTERNATIONAL GAME TECHNOLOGY

Agen

Security: 459902102  
Meeting Type: Special  
Meeting Date: 30-Sep-2009  
Ticker: IGT  
ISIN: US4599021023

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO APPROVE A STOCK OPTION EXCHANGE PROGRAM FOR ELIGIBLE EMPLOYEES AS DESCRIBED IN IGT'S PROXY STATEMENT. | Mgmt          | For           |

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INTERNATIONAL GAME TECHNOLOGY

Agen



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 459902102  
 Meeting Type: Annual  
 Meeting Date: 02-Mar-2010  
 Ticker: IGT  
 ISIN: US4599021023

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>PAGET L. ALVES<br>PATTI S. HART<br>ROBERT A. MATHEWSON<br>THOMAS J. MATTHEWS<br>ROBERT J. MILLER<br>FREDERICK B. RENTSCHLER<br>DAVID E. ROBERSON<br>PHILIP G. SATRE | 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 |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS IGT'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING<br>SEPTEMBER 30, 2010.    | Mgmt   | For  |

INTUITIVE SURGICAL, INC. Agen

Security: 46120E602  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2010  
 Ticker: ISRG  
 ISIN: US46120E6023

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>ALAN J. LEVY<br>ERIC H. HALVORSON<br>AMAL M. JOHNSON | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE THE COMPANY'S 2010 INCENTIVE AWARD<br>PLAN.           | Mgmt                 | Against           |

INVESCO LTD Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: IVZ  
 ISIN: BMG491BT1088

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOSEPH R. CANION   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: EDWARD P. LAWRENCE   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES I. ROBERTSON   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PHOEBE A. WOOD   | Mgmt          | For           |
| 2      | TO APPOINT ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010 | Mgmt          | For           |

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 JOHNSON & JOHNSON

Agen

-----  
 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: JNJ  
 ISIN: US4781601046  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARY SUE COLEMAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES G. CULLEN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID SATCHER   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM C. WELDON   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010 | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |
| 04     | SPECIAL SHAREOWNER MEETINGS   | Shr           | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

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 JOHNSON CONTROLS, INC.

Agen

-----  
 Security: 478366107  
 Meeting Type: Annual  
 Meeting Date: 27-Jan-2010  
 Ticker: JCI  
 ISIN: US4783661071  
 -----

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>DAVID P. ABNEY<br>ROBERT L. BARNETT<br>E.C. REYES-RETANA<br>JEFFREY A. JOERRES | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2010.                   | Mgmt                         | For                      |
| 03     | CONSIDERATION OF A SHAREHOLDER PROPOSAL TO ADOPT A MAJORITY VOTE STANDARD.                 | Shr                          | Against                  |

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 JPMORGAN CHASE & CO.

Agen

-----  
 Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: JPM  
 ISIN: US46625H1005  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRANDALL C. BOWLES    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: STEPHEN B. BURKE      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID M. COTE         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES S. CROWN        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES DIMON           | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ELLEN V. FUTTER       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID C. NOVAK        | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LEE R. RAYMOND        | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: WILLIAM C. WELDON     | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 02 | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION                      | Mgmt | For     |
| 04 | POLITICAL NON-PARTISANSHIP                                   | Shr  | Against |
| 05 | SPECIAL SHAREOWNER MEETINGS                                  | Shr  | For     |
| 06 | COLLATERAL IN OVER THE COUNTER DERIVATIVES TRADING           | Shr  | Against |
| 07 | SHAREHOLDER ACTION BY WRITTEN CONSENT                        | Shr  | Against |
| 08 | INDEPENDENT CHAIRMAN   | Shr  | Against |
| 09 | PAY DISPARITY  | Shr  | Against |
| 10 | SHARE RETENTION  | Shr  | For     |

-----  
KANSAS CITY SOUTHERN

Agen

-----  
Security: 485170302  
Meeting Type: Annual  
Meeting Date: 06-May-2010  
Ticker: KSU  
ISIN: US4851703029  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>LU M. CORDOVA<br>TERRENCE P. DUNN<br>ANTONIO O. GARZA, JR.<br>DAVID L. STARLING                                | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt                         | For                      |

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KLA-TENCOR CORPORATION

Agen

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Security: 482480100  
Meeting Type: Annual  
Meeting Date: 04-Nov-2009  
Ticker: KLAC  
ISIN: US4824801009  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |                              |                          |
|----|--|------------------------------|--------------------------|
| 01 | DIRECTOR<br>ROBERT P. AKINS<br>ROBERT T. BOND<br>KIRAN M. PATEL<br>DAVID C. WANG   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02 | AMENDMENT & RESTATEMENT OF 2004 EQUITY INCENTIVE PLAN ("2004 EQUITY PLAN") TO INCREASE NUMBER OF SHARES RESERVED FOR ISSUANCE UNDER 2004 EQUITY PLAN AND REAPPROVE THE MATERIAL TERMS OF THE 2004 EQUITY PLAN, INCLUDING LIST OF CORPORATE PERFORMANCE GOALS THROUGH WHICH CERTAIN AWARDS MADE UNDER PLAN MAY BE EARNED.               | Mgmt                         | Against                  |
| 03 | TO APPROVE THE MATERIAL TERMS OF THE COMPANY'S PERFORMANCE BONUS PLAN, INCLUDING AN EXPANSION AND REAPPROVAL OF THE LIST OF CORPORATE PERFORMANCE GOALS TO WHICH THE PAYMENT OF CASH BONUS AWARDS MADE UNDER THE PLAN MAY BE TIED IN ORDER TO QUALIFY THOSE AWARDS AS PERFORMANCE-BASED COMPENSATION FOR PURPOSES OF SECTION 162 (M) . | Mgmt                         | Against                  |
| 04 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2010.   | Mgmt                         | For                      |

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 LIFEPOINT HOSPITALS, INC.

Agen

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 Security: 53219L109  
 Meeting Type: Annual  
 Meeting Date: 08-Jun-2010  
 Ticker: LPNT  
 ISIN: US53219L1098  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>GREGORY T. BIER<br>DEWITT EZELL, JR.  | Mgmt<br>Mgmt  | For<br>For    |
| 02     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |
| 03     | APPROVAL OF THE AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED 1998 LONG-TERM INCENTIVE PLAN.                              | Mgmt          | For           |
| 04     | APPROVAL OF THE AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED MANAGEMENT STOCK PURCHASE PLAN.                             | Mgmt          | For           |
| 05     | APPROVAL OF THE AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED OUTSIDE DIRECTORS STOCK AND INCENTIVE COMPENSATION PLAN.    | Mgmt          | For           |

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LINCARE HOLDINGS INC.

Agen

Security: 532791100  
 Meeting Type: Annual  
 Meeting Date: 10-May-2010  
 Ticker: LNCR  
 ISIN: US5327911005

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>J.P. BYRNES<br>S.H. ALTMAN, PH.D.<br>C.B. BLACK<br>F.D. BYRNE, M.D.<br>W.F. MILLER, III   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt                                 | For                             |

LKQ CORPORATION

Agen

Security: 501889208  
 Meeting Type: Annual  
 Meeting Date: 10-May-2010  
 Ticker: LKQX  
 ISIN: US5018892084

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A. CLINTON ALLEN       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: VICTOR M. CASINI       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT M. DEVLIN       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DONALD F. FLYNN        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KEVIN F. FLYNN         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RONALD G. FOSTER       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOSEPH M. HOLSTEN      | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: PAUL M. MEISTER        | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN F. O'BRIEN        | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM M. WEBSTER, IV | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   |  |      |     |
|---|--|------|-----|
| 2 | THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF LKQ CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt | For |
|---|--|------|-----|

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LOWE'S COMPANIES, INC.

Agen

Security: 548661107  
 Meeting Type: Annual  
 Meeting Date: 28-May-2010  
 Ticker: LOW  
 ISIN: US5486611073

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>DAVID W. BERNAUER<br>LEONARD L. BERRY<br>DAWN E. HUDSON<br>ROBERT A. NIBLOCK   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.               | Mgmt                         | For                      |
| 03     | TO APPROVE AN AMENDMENT TO LOWE'S BYLAWS DECREASING THE PERCENTAGE OF SHARES REQUIRED TO CALL A SPECIAL MEETING OF SHAREHOLDERS. | Mgmt                         | For                      |
| 04     | SHAREHOLDER PROPOSAL REGARDING REPORT ON POLITICAL SPENDING.   | Shr                          | Against                  |
| 05     | SHAREHOLDER PROPOSAL REGARDING SEPARATING THE ROLES OF CHAIRMAN AND CEO.   | Shr                          | Against                  |

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MACY'S INC.

Agen

Security: 55616P104  
 Meeting Type: Annual  
 Meeting Date: 14-May-2010  
 Ticker: M  
 ISIN: US55616P1049

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>STEPHEN F. BOLLENBACH<br>DEIRDRE P. CONNELLY<br>MEYER FELDBERG<br>SARA LEVINSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
|    | TERRY J. LUNDGREN   | Mgmt | For |
|    | JOSEPH NEUBAUER   | Mgmt | For |
|    | JOSEPH A. PICHLER   | Mgmt | For |
|    | JOYCE M. ROCHE  | Mgmt | For |
|    | CRAIG E. WEATHERUP  | Mgmt | For |
|    | MARNA C. WHITTINGTON  | Mgmt | For |
| 02 | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 29, 2011. | Mgmt | For |
| 03 | THE PROPOSED APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION.  | Mgmt | For |
| 04 | A SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.   | Shr  | For |

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MARRIOTT INTERNATIONAL, INC.

Agen

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Security: 571903202  
Meeting Type: Annual  
Meeting Date: 07-May-2010  
Ticker: MAR  
ISIN: US5719032022  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN W. MARRIOTT III  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY K. BUSH  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DEBRA L. LEE  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GEORGE MUNOZ  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: HARRY J. PEARCE   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: STEVEN S REINEMUND  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: W. MITT ROMNEY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM J. SHAW   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: LAWRENCE M. SMALL   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |



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MARSH & MCLENNAN COMPANIES, INC.

Agen

Security: 571748102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: MMC  
 ISIN: US5717481023

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LESLIE M. BAKER                                      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ZACHARY W. CARTER                                    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BRIAN DUPERRAULT                                     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: OSCAR FANJUL   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: H. EDWARD HANWAY                                     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GWENDOLYN S. KING                                    | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: BRUCE P. NOLOP                                       | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MARC D. OKEN   | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL: SHAREHOLDER ACTION BY WRITTEN CONSENT                | Shr           | Against       |

MARTEK BIOSCIENCES CORPORATION

Agen

Security: 572901106  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2010  
 Ticker: MATK  
 ISIN: US5729011065

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HARRY J. D'ANDREA  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES R. BEERY     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL G. DEVINE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEVE DUBIN        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT J. FLANAGAN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1F | ELECTION OF DIRECTOR: POLLY B. KAWALEK   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JEROME C. KELLER   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: DOUGLAS J. MACMASTER,<br>JR.   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: ROBERT H. MAYER  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: DAVID M. PERNOCK   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: EUGENE H. ROTBERG  | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR FISCAL YEAR. | Mgmt | For |

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### MASIMO CORPORATION

Agen

Security: 574795100  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2010  
 Ticker: MASI  
 ISIN: US5747951003

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>JOE KIANI<br>JACK LASERSOHN   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO RATIFY THE SELECTION OF GRANT THORNTON LLP<br>AS THE COMPANY'S INDEPENDENT AUDITORS FOR FISCAL<br>YEAR 2010. | Mgmt          | For           |

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### MATTEL, INC.

Agen

Security: 577081102  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: MAT  
 ISIN: US5770811025

| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL J. DOLAN        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT A. ECKERT        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DR. FRANCES D. FERGUSON | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1D | ELECTION OF DIRECTOR: TULLY M. FRIEDMAN  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: DOMINIC NG   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: VASANT M. PRABHU   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: DR. ANDREA L. RICH   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: DEAN A. SCARBOROUGH  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: CHRISTOPHER A. SINCLAIR  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: G. CRAIG SULLIVAN  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: KATHY BRITTAIN WHITE   | Mgmt | For     |
| 02 | APPROVAL OF THE MATTEL, INC. 2010 EQUITY AND LONG-TERM COMPENSATION PLAN.  | Mgmt | Against |
| 03 | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR. | Mgmt | For     |

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 MAXIM INTEGRATED PRODUCTS, INC.

Agen

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 Security: 57772K101  
 Meeting Type: Annual  
 Meeting Date: 10-Dec-2009  
 Ticker: MXIM  
 ISIN: US57772K1016  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>TUNC DOLUCA<br>B. KIPLING HAGOPIAN<br>JAMES R. BERGMAN<br>JOSEPH R. BRONSON<br>ROBERT E. GRADY<br>WILLIAM D. WATKINS<br>A.R. FRANK WAZZAN   | 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 RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS MAXIM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 26, 2010.   | Mgmt   | For   |
| 03     | TO RATIFY AND APPROVE AMENDMENTS TO MAXIM'S 2008 EMPLOYEE STOCK PURCHASE PLAN TO (A) INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES AND (B) MAKE OTHER ADMINISTRATIVE CHANGES. | Mgmt   | For   |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 04 | RATIFY AND APPROVE AMENDMENTS TO 1996 STOCK INCENTIVE PLAN TO (A) INCREASE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 6,000,000 SHARES (B) PERMIT TO EXTEND THE TERM OF A STOCK OPTION BEYOND 10-YEARS FROM DATE OF GRANT IF ISSUANCE OF COMMON STOCK UPON EXERCISE OF SUCH OPTION WOULD VIOLATE APPLICABLE SECURITIES LAWS AT THE TIME THE OPTION WOULD OTHERWISE EXPIRE. | Mgmt | For |
| 05 | TO APPROVE THE ADOPTION OF MAXIM'S EXECUTIVE BONUS PLAN, WHICH IS A BONUS PLAN FOR OFFICERS OF MAXIM COMPLIANT WITH SECTION 162 (M) OF THE INTERNAL REVENUE CODE.   | Mgmt | For |

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MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: MCD  
 ISIN: US5801351017

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WALTER E. MASSEY   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROGER W. STONE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MILES D. WHITE   | Mgmt          | For           |
| 02     | APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2010. | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.   | Shr           | For           |
| 04     | SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTE.   | Shr           | For           |
| 05     | SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.  | Shr           | Against       |
| 06     | SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.  | Shr           | Against       |

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MCKESSON CORPORATION

Agen

Security: 58155Q103

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 22-Jul-2009  
 Ticker: MCK  
 ISIN: US58155Q1031

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ANDY D. BRYANT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WAYNE A. BUDD   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN H. HAMMERGREN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ALTON F. IRBY III   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M. CHRISTINE JACOBS   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MARIE L. KNOWLES  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID M. LAWRENCE, M.D.   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: EDWARD A. MUELLER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JANE E. SHAW  | Mgmt          | For           |
| 02     | APPROVAL OF AMENDMENT TO THE COMPANY'S 2005 STOCK PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE UNDER THE PLAN BY 14,500,000. | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE YEAR MARCH 31, 2010.                             | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION FOR TWO YEARS BEYOND RETIREMENT.  | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL ON EXECUTIVE BENEFITS PROVIDED UPON DEATH WHILE IN SERVICE.  | Shr           | For           |

### MEADWESTVACO CORPORATION

Agen

Security: 583334107  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2010  
 Ticker: MWV  
 ISIN: US5833341077

| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL E. CAMPBELL     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DR. THOMAS W. COLE, JR. | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1C | ELECTION OF DIRECTOR: JAMES G. KAISER  | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JAMES M. KILTS   | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: SUSAN J. KROPF   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DOUGLAS S. LUKE  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: JOHN A. LUKE, JR.  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: TIMOTHY H. POWERS  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: EDWARD M. STRAW  | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JANE L. WARNER   | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2010. | Mgmt | For |
| 03 | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER<br>MEETINGS.  | Shr  | For |

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 MEDTRONIC, INC.

Agen

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 Security: 585055106  
 Meeting Type: Annual  
 Meeting Date: 27-Aug-2009  
 Ticker: MDT  
 ISIN: US5850551061  
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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>RICHARD H. ANDERSON<br>VICTOR J. DZAU, M.D.<br>WILLIAM A. HAWKINS<br>SHIRLEY A. JACKSON, PHD<br>DENISE M. O'LEARY<br>ROBERT C. POZEN<br>JEAN-PIERRE ROSSO<br>JACK W. SCHULER      | 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 |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS MEDTRONIC'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM.   | Mgmt   | For  |
| 03     | TO APPROVE AN AMENDMENT TO THE MEDTRONIC, INC.<br>2005 EMPLOYEES STOCK PURCHASE PLAN TO INCREASE<br>THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE<br>THEREUNDER FROM 10,000,000 TO 25,000,000. | Mgmt   | For  |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 04 | TO APPROVE AN AMENDMENT TO THE MEDTRONIC, INC.<br>2008 STOCK AWARD AND INCENTIVE PLAN TO INCREASE<br>THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE<br>THEREUNDER FROM 50,000,000 TO 100,000,000. | Mgmt | Against |
|----|---|------|---------|

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MERCK & CO., INC. Agen

Security: 589331107  
 Meeting Type: Special  
 Meeting Date: 07-Aug-2009  
 Ticker: MRK  
 ISIN: US5893311077

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF<br>MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG<br>MERCK & CO., INC., SCHERING-PLOUGH CORPORATION,<br>SP MERGER SUBSIDIARY ONE, INC. (FORMERLY BLUE,<br>INC.) AND SP MERGER SUBSIDIARY TWO, INC. (FORMERLY<br>PURPLE, INC.), AS IT MAY BE AMENDED. | Mgmt          | For           |

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MERCK & CO., INC. Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: MRK  
 ISIN: US58933Y1055

| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LESLIE A. BRUN           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: THOMAS R. CECH           | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RICHARD T. CLARK         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: THOMAS H. GLOCER         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR. | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: HARRY R. JACOBSON        | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM N. KELLEY        | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: C. ROBERT KIDDER         | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1J | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: CARLOS E. REPRESAS   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: PATRICIA F. RUSSO  | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: THOMAS E. SHENK  | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: ANNE M. TATLOCK  | Mgmt | For |
| 1O | ELECTION OF DIRECTOR: CRAIG B. THOMPSON  | Mgmt | For |
| 1P | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt | For |
| 1Q | ELECTION OF DIRECTOR: PETER C. WENDELL   | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>FOR 2010. | Mgmt | For |
| 03 | PROPOSAL TO ADOPT THE 2010 INCENTIVE STOCK PLAN.   | Mgmt | For |
| 04 | PROPOSAL TO ADOPT THE 2010 NON-EMPLOYEE DIRECTORS<br>STOCK OPTION PLAN.  | Mgmt | For |

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 METLIFE, INC.

Agen

Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: MET  
 ISIN: US59156R1086

| Prop.# | Proposal  | Proposal<br>Type             | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>R. GLENN HUBBARD<br>ALFRED F. KELLY, JR.<br>JAMES M. KILTS<br>DAVID SATCHER     | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2010 | Mgmt                         | For                      |
| 03     | SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING   | Shr                          | Against                  |

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 MICROCHIP TECHNOLOGY INCORPORATED

Agen

Security: 595017104  
 Meeting Type: Annual  
 Meeting Date: 14-Aug-2009  
 Ticker: MCHP



# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US5950171042

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>STEVE SANGHI<br>ALBERT J. HUGO-MARTINEZ<br>L.B. DAY<br>MATTHEW W. CHAPMAN<br>WADE F. MEYERCORD   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | AMENDMENT AND RESTATEMENT OF OUR 2004 EQUITY INCENTIVE PLAN TO I) MODIFY THE AUTOMATIC GRANT PROVISIONS WITH RESPECT TO EQUITY COMPENSATION FOR NON-EMPLOYEE DIRECTORS TO PROVIDE FOR ANNUAL AWARDS OF OPTIONS AND RESTRICTED STOCK UNITS ("RSUS"), AND (II) REVISE THE DEFINITION OF "PERFORMANCE GOALS" FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE. | Mgmt                                 | Against                         |
| 03     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2010.   | Mgmt                                 | For                             |

MICRON TECHNOLOGY, INC.

Agen

Security: 595112103  
Meeting Type: Annual  
Meeting Date: 10-Dec-2009  
Ticker: MU  
ISIN: US5951121038

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEVEN R. APPLETON   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TERUAKI AOKI   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES W. BAGLEY  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT L. BAILEY   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MERCEDES JOHNSON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LAWRENCE N. MONDRY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT E. SWITZ  | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE THE COMPANY'S EXECUTIVE OFFICER PERFORMANCE INCENTIVE PLAN                   | Mgmt          | Against       |
| 03     | PROPOSAL BY THE COMPANY TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S | Mgmt          | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
FOR THE FISCAL YEAR ENDING SEPTEMBER 2, 2010

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2009  
Ticker: MSFT  
ISIN: US5949181045

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: WILLIAM H. GATES III  | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: STEVEN A. BALLMER   | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: DINA DUBLON   | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN  | Mgmt          | For           |
| 05     | ELECTION OF DIRECTOR: REED HASTINGS   | Mgmt          | For           |
| 06     | ELECTION OF DIRECTOR: MARIA KLAWE   | Mgmt          | For           |
| 07     | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt          | For           |
| 08     | ELECTION OF DIRECTOR: CHARLES H. NOSKI  | Mgmt          | For           |
| 09     | ELECTION OF DIRECTOR: HELMUT PANKE  | Mgmt          | For           |
| 10     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR | Mgmt          | For           |
| 11     | TO APPROVE AMENDMENTS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION                     | Mgmt          | For           |
| 12     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 13     | SHAREHOLDER PROPOSAL - ADOPTION OF HEALTHCARE REFORM PRINCIPLES                             | Shr           | Against       |
| 14     | SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS                               | Shr           | Against       |

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MOODY'S CORPORATION

Agen

Security: 615369105  
Meeting Type: Annual  
Meeting Date: 20-Apr-2010  
Ticker: MCO  
ISIN: US6153691059

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BASIL L. ANDERSON   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DARRELL DUFFIE, PH.D.   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RAYMOND W. MCDANIEL, JR   | Mgmt          | For           |
| 02     | APPROVAL OF THE AMENDED AND RESTATED 2001 MOODY'S CORPORATION KEY EMPLOYEES' STOCK INCENTIVE PLAN                       | Mgmt          | For           |
| 03     | APPROVAL OF THE 2004 MOODY'S CORPORATION COVERED EMPLOYEE CASH INCENTIVE PLAN, AS AMENDED                               | Mgmt          | For           |
| 04     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2010                | Mgmt          | For           |
| 05     | STOCKHOLDER PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE COMPANY'S BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR | Shr           | Against       |

MORGAN STANLEY

Agen

Security: 617446448  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: MS  
 ISIN: US6174464486

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROY J. BOSTOCK       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ERSKINE B. BOWLES    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: HOWARD J. DAVIES     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES P. GORMAN      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES H. HANCE, JR.  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: NOBUYUKI HIRANO      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: C. ROBERT KIDDER     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JOHN J. MACK         | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: CHARLES H. NOSKI     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1K | ELECTION OF DIRECTOR: HUTHAM S. OLAYAN  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: O. GRIFFITH SEXTON  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: LAURA D. TYSON  | Mgmt | For     |
| 02 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS INDEPENDENT AUDITOR                                      | Mgmt | For     |
| 03 | TO APPROVE COMPENSATION OF EXECUTIVES AS DISCLOSED<br>IN THE PROXY STATEMENT (NON-BINDING ADVISORY<br>RESOLUTION) | Mgmt | For     |
| 04 | TO AMEND THE 2007 EQUITY INCENTIVE COMPENSATION<br>PLAN   | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER<br>MEETINGS   | Shr  | For     |
| 06 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE EQUITY<br>HOLDINGS REQUIREMENT   | Shr  | For     |
| 07 | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIR  | Shr  | Against |
| 08 | SHAREHOLDER PROPOSAL REGARDING REPORT ON PAY<br>DISPARITY   | Shr  | Against |
| 09 | SHAREHOLDER PROPOSAL REGARDING RECOUPMENT OF<br>MANAGEMENT BONUSES  | Shr  | Against |

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 NATIONAL SEMICONDUCTOR CORPORATION

Agen

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 Security: 637640103  
 Meeting Type: Annual  
 Meeting Date: 25-Sep-2009  
 Ticker: NSM  
 ISIN: US6376401039  
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| Prop.# | Proposal                                    | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BRIAN L. HALLA        | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: STEVEN R. APPLETON    | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: GARY P. ARNOLD        | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: RICHARD J. DANZIG     | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. DICKSON       | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT J. FRANKENBERG | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: MODESTO A. MAIDIQUE   | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: EDWARD R. MCCRACKEN   | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 11 | ELECTION OF DIRECTOR: RODERICK C. MCGEARY   | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY.   | Mgmt | For     |
| 03 | APPROVAL OF THE EXECUTIVE OFFICERS INCENTIVE PLAN, AS AMENDED.  | Mgmt | Against |
| 04 | APPROVAL OF THE 2009 INCENTIVE AWARD PLAN.  | Mgmt | Against |
| 05 | AMENDMENTS TO CERTAIN OF OUR EXISTING EQUITY INCENTIVE PLANS TO ALLOW FOR A ONE-TIME STOCK OPTION EXCHANGE PROGRAM FOR EMPLOYEES OTHER THAN OUR NAMED EXECUTIVE OFFICERS AND DIRECTORS. | Mgmt | Against |

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 NEWMONT MINING CORPORATION

Agen

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 Security: 651639106  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2010  
 Ticker: NEM  
 ISIN: US6516391066  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>G.A. BARTON<br>V.A. CALARCO<br>J.A. CARRABBA<br>N. DOYLE<br>V.M. HAGEN<br>M.S. HAMSON<br>R.T. O'BRIEN<br>J.B. PRESCOTT<br>D.C. ROTH<br>J.V. TARANIK<br>S.R. THOMPSON  | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NEWMONT'S INDEPENDENT AUDITORS FOR 2010.  | Mgmt   | For   |
| 03     | CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL REGARDING SPECIAL MEETINGS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT, IF PROPERLY INTRODUCED AT THE MEETING.   | Shr  | For   |
| 04     | CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL TO APPROVE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN A NON-CONTESTED ELECTION, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT, IF PROPERLY INTRODUCED AT THE MEETING. | Shr  | For   |

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NICOR INC.

Agen

Security: 654086107  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: GAS  
 ISIN: US6540861076

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>R.M. BEAVERS, JR.<br>B.P. BICKNER<br>J.H. BIRDSALL, III<br>N.R BOBINS<br>B.J. GAINES<br>R.A. JEAN<br>D.J. KELLER<br>R.E. MARTIN<br>G.R. NELSON<br>A.J. OLIVERA<br>J. RAU<br>J.C. STALEY<br>R.M. STROBEL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS NICOR'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2010.   | Mgmt   | For   |

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2009  
 Ticker: NKE  
 ISIN: US6541061031

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>JILL K. CONWAY<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO THE NIKE, INC. EMPLOYEE<br>STOCK PURCHASE PLAN.                                      | Mgmt                 | For               |
| 03     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt                 | For               |

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NORDSTROM, INC.

Agen

Security: 655664100  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: JWN  
 ISIN: US6556641008

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PHYLLIS J. CAMPBELL  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.                                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT G. MILLER   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BLAKE W. NORDSTROM   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ERIK B. NORDSTROM  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PETER E. NORDSTROM   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: PHILIP G. SATRE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROBERT D. WALTER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ALISON A. WINTER   | Mgmt          | For           |
| 2      | APPROVAL OF THE NORDSTROM, INC. 2010 EQUITY INCENTIVE PLAN                       | Mgmt          | Against       |
| 3      | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

NORFOLK SOUTHERN CORPORATION

Agen

Security: 655844108  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: NSC  
 ISIN: US6558441084

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: THOMAS D. BELL, JR. | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ALSTON D. CORRELL   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LANDON HILLIARD     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BURTON M. JOYCE     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 02 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP,<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM,<br>AS NORFOLK SOUTHERN'S INDEPENDENT AUDITORS<br>FOR THE YEAR ENDING DECEMBER 31, 2010. | Mgmt | For     |
| 03 | APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION<br>TO DECLASSIFY THE BOARD OF DIRECTORS.  | Mgmt | For     |
| 04 | APPROVAL OF THE NORFOLK SOUTHERN CORPORATION<br>LONG-TERM INCENTIVE PLAN, AS AMENDED.  | Mgmt | For     |
| 05 | APPROVAL OF THE NORFOLK SOUTHERN CORPORATION<br>EXECUTIVE MANAGEMENT INCENTIVE PLAN, AS AMENDED.   | Mgmt | For     |
| 06 | STOCKHOLDER PROPOSAL CONCERNING CORPORATE POLITICAL<br>CONTRIBUTIONS.  | Shr  | Against |

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NORTHROP GRUMMAN CORPORATION

Agen

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Security: 666807102  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: NOC  
ISIN: US6668071029

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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WESLEY G. BUSH   | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: LEWIS W. COLEMAN   | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: THOMAS B. FARGO  | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: VICTOR H. FAZIO  | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: DONALD E. FELSINGER  | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: STEPHEN E. FRANK   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: BRUCE S. GORDON  | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: MADELEINE KLEINER  | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: KARL J. KRAPEK   | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: RICHARD B. MYERS   | Mgmt             | For           |
| 1K     | ELECTION OF DIRECTOR: AULANA L. PETERS   | Mgmt             | For           |
| 1L     | ELECTION OF DIRECTOR: KEVIN W. SHARER  | Mgmt             | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.     | Mgmt             | For           |
| 03     | PROPOSAL TO AMEND THE COMPANY'S RESTATED CERTIFICATE<br>OF INCORPORATION RELATING TO SPECIAL SHAREHOLDER | Mgmt             | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

### MEETINGS AND CERTAIN OTHER PROVISIONS.

|    |  |      |         |
|----|--|------|---------|
| 04 | PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION OF NORTHROP GRUMMAN SYSTEMS CORPORATION RELATING TO DELETION OF COMPANY SHAREHOLDER APPROVALS FOR CERTAIN TRANSACTIONS. | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL REGARDING REINCORPORATION IN NORTH DAKOTA.  | Shr  | Against |

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#### NUCOR CORPORATION

Agen

Security: 670346105  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: NUE  
 ISIN: US6703461052

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>DANIEL R. DIMICCO<br>JAMES D. HLAVACEK<br>JOHN H. WALKER  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NUCOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010 | Mgmt                 | For               |
| 03     | APPROVE AMENDMENTS TO NUCOR'S RESTATED CERTIFICATE OF INCORPORATION ELIMINATING THE CLASSIFIED STRUCTURE OF THE BOARD OF DIRECTORS                  | Mgmt                 | For               |
| 04     | APPROVE THE 2010 STOCK OPTION AND AWARD PLAN  | Mgmt                 | For               |
| 05     | STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE  | Shr                  | For               |
| 06     | STOCKHOLDER PROPOSAL REGARDING REPORT ON POLITICAL SPENDING   | Shr                  | Against           |

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#### NVIDIA CORPORATION

Agen

Security: 67066G104  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: NVDA  
 ISIN: US67066G1040

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 1A | ELECTION OF DIRECTOR: JAMES C. GAITHER   | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JEN-HSUN HUANG   | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: A. BROOKE SEAWELL  | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR OUR FISCAL YEAR ENDING JANUARY 30,<br>2011. | Mgmt | For |

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OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 07-May-2010  
Ticker: OXY  
ISIN: US6745991058

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SPENCER ABRAHAM   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN S. CHALSTY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN E. FEICK   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RAY R. IRANI  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: IRVIN W. MALONEY  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RODOLFO SEGOVIA   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: AZIZ D. SYRIANI   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: ROSEMARY TOMICH   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: WALTER L. WEISMAN   | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT<br>AUDITORS.                             | Mgmt          | For           |
| 03     | RE-APPROVAL OF PERFORMANCE GOALS UNDER INCENTIVE<br>PLAN PURSUANT TO TAX DEDUCTION RULES. | Mgmt          | For           |
| 04     | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION<br>PHILOSOPHY AND PRACTICE.                | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |     |         |
|----|---|-----|---------|
| 05 | ELIMINATION OF COMPENSATION OVER \$500,000 PER YEAR.                                  | Shr | Against |
| 06 | POLICY TO SEPARATE CHAIRMAN AND CHIEF EXECUTIVE OFFICER ROLES.                        | Shr | Against |
| 07 | PERCENTAGE OF STOCKHOLDER OWNERSHIP REQUIRED TO CALL SPECIAL MEETING OF STOCKHOLDERS. | Shr | For     |
| 08 | REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.  | Shr | Against |
| 09 | DIRECTOR ELECTION BY MAJORITY STOCKHOLDER VOTE.                                       | Shr | For     |
| 10 | REPORT ON INCREASING INHERENT SECURITY OF CHEMICAL FACILITIES.                        | Shr | Against |
| 11 | POLICY ON ACCELERATED VESTING IN EVENT OF CHANGE IN CONTROL.                          | Shr | For     |

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 OMNICOM GROUP INC.

Agen

Security: 681919106  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: OMC  
 ISIN: US6819191064

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JOHN D. WREN<br>BRUCE CRAWFORD<br>ALAN R. BATKIN<br>ROBERT CHARLES CLARK<br>LEONARD S. COLEMAN, JR.<br>ERROL M. COOK<br>SUSAN S. DENISON<br>MICHAEL A. HENNING<br>JOHN R. MURPHY<br>JOHN R. PURCELL<br>LINDA JOHNSON RICE<br>GARY L. ROUBOS | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE 2010 FISCAL YEAR.   | Mgmt   | For   |
| 03     | COMPANY PROPOSAL TO APPROVE THE AMENDMENT TO THE OMNICOM GROUP INC. 2007 INCENTIVE AWARD PLAN TO AUTHORIZE ADDITIONAL SHARES FOR ISSUANCE.  | Mgmt   | For   |
| 04     | COMPANY PROPOSAL TO APPROVE THE AMENDMENT TO OUR BY-LAWS TO CHANGE THE VOTING STANDARD FOR THE ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS FROM A PLURALITY STANDARD TO A MAJORITY STANDARD.   | Mgmt   | For   |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |     |         |
|----|--|-----|---------|
| 05 | SHAREHOLDER PROPOSAL REGARDING REIMBURSEMENT OF EXPENSES INCURRED BY A SHAREHOLDER IN A CONTESTED ELECTION OF DIRECTORS. | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING DEATH BENEFIT PAYMENTS.   | Shr | For     |
| 07 | SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTE PROVISIONS.  | Shr | For     |

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ON SEMICONDUCTOR CORPORATION Agen

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Security: 682189105  
Meeting Type: Annual  
Meeting Date: 18-May-2010  
Ticker: ONNN  
ISIN: US6821891057

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>J. DANIEL MCCRANIE<br>EMMANUEL T. HERNANDEZ   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO APPROVE THE ON SEMICONDUCTOR CORPORATION AMENDED AND RESTATED STOCK INCENTIVE PLAN (AS DESCRIBED IN AND ATTACHED TO THE PROXY STATEMENT) | Mgmt          | Against       |
| 03     | TO RATIFY PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt          | For           |

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ONYX PHARMACEUTICALS, INC. Agen

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Security: 683399109  
Meeting Type: Annual  
Meeting Date: 26-May-2010  
Ticker: ONXX  
ISIN: US6833991093

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>CORINNE H. NEVINNY<br>THOMAS G. WIGGANS  | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO APPROVE AN AMENDMENT TO THE COMPANY'S 2005 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE THE AGGREGATE NUMBER OF SHARES OF | Mgmt          | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 3,000,000 SHARES AND AMEND THE NON-DISCRETIONARY DIRECTOR ANNUAL RESTRICTED STOCK AWARDS.

|    |  |      |     |
|----|--|------|-----|
| 03 | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt | For |
|----|--|------|-----|

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ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 07-Oct-2009  
 Ticker: ORCL  
 ISIN: US68389X1054

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ<br>BRUCE R. CHIZEN<br>GEORGE H. CONRADES<br>LAWRENCE J. ELLISON<br>HECTOR GARCIA-MOLINA<br>JEFFREY O. HENLEY<br>DONALD L. LUCAS<br>CHARLES E. PHILLIPS, JR<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2010 EXECUTIVE BONUS PLAN.   | Mgmt   | For   |
| 03     | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2010.  | Mgmt   | For   |
| 04     | STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.  | Shr  | For   |
| 05     | STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Shr  | For   |
| 06     | STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.   | Shr  | For   |

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# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

PACCAR INC

Agen

Security: 693718108  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: PCAR  
 ISIN: US6937181088

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>ALISON J. CARNWATH<br>ROBERT T. PARRY<br>JOHN M. PIGOTT<br>GREGORY M.E. SPIERKEL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | STOCKHOLDER PROPOSAL REGARDING THE SUPERMAJORITY VOTE PROVISIONS                             | Shr                          | For                      |
| 03     | STOCKHOLDER PROPOSAL REGARDING A DIRECTOR VOTE THRESHOLD                                     | Shr                          | For                      |
| 04     | STOCKHOLDER PROPOSAL REGARDING COMPOSITION OF THE COMPENSATION COMMITTEE                     | Shr                          | For                      |

PATRIOT COAL CORPORATION

Agen

Security: 70336T104  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: PCX  
 ISIN: US70336T1043

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>IRL F. ENGELHARDT<br>MICHAEL P. JOHNSON<br>ROBERT O. VIETS<br>RICHARD M. WHITING  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt                         | For                      |
| 03     | APPROVAL OF AN INCREASE IN THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE.  | Mgmt                         | Against                  |
| 04     | APPROVAL OF AN INCREASE IN THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE UNDER THE PATRIOT COAL CORPORATION 2007 LONG-TERM EQUITY INCENTIVE PLAN AND AN EXTENSION OF SUCH PLAN THROUGH MAY 13, 2020. | Mgmt                         | For                      |
| 05     | APPROVAL OF AN INCREASE IN THE NUMBER OF SHARES   | Mgmt                         | For                      |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

OF COMMON STOCK RESERVED FOR ISSUANCE UNDER  
THE PATRIOT COAL CORPORATION EMPLOYEE STOCK  
PURCHASE PLAN.

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PEABODY ENERGY CORPORATION

Agen

Security: 704549104  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: BTU  
ISIN: US7045491047

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1      | DIRECTOR<br>GREGORY H. BOYCE<br>WILLIAM A. COLEY<br>WILLIAM E. JAMES<br>ROBERT B. KARN III<br>M. FRANCES KEETH<br>HENRY E. LENTZ<br>ROBERT A. MALONE<br>WILLIAM C. RUSNACK<br>JOHN F. TURNER<br>ALAN H. WASHKOWITZ | Mgmt<br>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<br>For |
| 2      | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For  |

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PEPSICO, INC.

Agen

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 05-May-2010  
Ticker: PEP  
ISIN: US7134481081

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| Prop.# | Proposal                          | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.L. BROWN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: I.M. COOK   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: D. DUBLON   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: V.J. DZAU   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: R.L. HUNT   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: A. IBARGUEN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1G | ELECTION OF DIRECTOR: A.C. MARTINEZ  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: I.K. NOOYI   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: S.P. ROCKEFELLER   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: J.J. SCHIRO  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: L.G. TROTTER   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: D. VASELLA   | Mgmt | For     |
| 02 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.                                       | Mgmt | For     |
| 03 | APPROVAL OF AMENDMENT TO PEPSICO, INC. 2007<br>LONG-TERM INCENTIVE PLAN.                     | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS<br>REPORT (PROXY STATEMENT P. 67)            | Shr  | Against |
| 05 | SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL<br>SHAREHOLDERS MEETING (PROXY STATEMENT P. 68) | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL - PUBLIC POLICY REPORT<br>(PROXY STATEMENT P. 70)                       | Shr  | Against |

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 PERKINELMER, INC.

Agen

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 Security: 714046109  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: PKI  
 ISIN: US7140461093  
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| Prop.# | Proposal                                     | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT F. FRIEL        | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: NICHOLAS A. LOPARDO    | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: ALEXIS P. MICHAS       | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES C. MULLEN        | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: DR. VICKI L. SATO      | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: GABRIEL SCHMERGEL      | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: KENTON J. SICCHITANO   | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: PATRICK J. SULLIVAN    | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: G. ROBERT TOD          | Mgmt             | For           |
| 02     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE | Mgmt             | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

LLP AS PERKINELMER'S INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL  
YEAR.

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PETROHAWK ENERGY CORPORATION

Agen

Security: 716495106  
Meeting Type: Annual  
Meeting Date: 20-May-2010  
Ticker: HK  
ISIN: US7164951060

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>THOMAS R. FULLER<br>ROBERT G. RAYNOLDS<br>STEPHEN P. SMILEY<br>CHRISTOPHER A. VIGGIANO                        | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS OUR INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTANTS FOR 2010. | Mgmt                         | For                      |

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PFIZER INC.

Agen

Security: 717081103  
Meeting Type: Annual  
Meeting Date: 22-Apr-2010  
Ticker: PFE  
ISIN: US7170811035

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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL S. BROWN    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. ANTHONY BURNS    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT N. BURT      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. DON CORNWELL     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: FRANCES D. FERGUSON | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM H. GRAY III | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1I | ELECTION OF DIRECTOR: JAMES M. KILTS  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: JEFFREY B. KINDLER  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: GEORGE A. LORCH   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JOHN P. MASCOTTE  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.  | Mgmt | For     |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.             | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 04 | APPROVAL OF BY-LAW AMENDMENT TO REDUCE THE PERCENTAGE OF SHARES REQUIRED FOR SHAREHOLDERS TO CALL SPECIAL MEETINGS. | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.   | Shr  | Against |

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 PHILIP MORRIS INTERNATIONAL INC.

Agen

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 Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: PM  
 ISIN: US7181721090  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HAROLD BROWN         | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JENNIFER LI          | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GRAHAM MACKAY        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: SERGIO MARCHIONNE    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LUCIO A. NOTO        | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CARLOS SLIM HELU     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEPHEN M. WOLF      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 02 | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS                                    | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE                                 | Shr  | Against |
| 04 | STOCKHOLDER PROPOSAL 2 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS | Shr  | Against |

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PLUM CREEK TIMBER COMPANY, INC. Agen

Security: 729251108  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: PCL  
ISIN: US7292511083

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICK R. HOLLEY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBIN JOSEPHS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN G. MCDONALD  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT B. MCLEOD  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN F. MORGAN SR.  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MARC F. RACICOT   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN H. SCULLY  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: STEPHEN C. TOBIAS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MARTIN A. WHITE   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG AS INDEPENDENT AUDITORS FOR 2010.   | Mgmt          | For           |
| 03     | PROPOSAL TO AMEND THE COMPANY BYLAWS TO CHANGE THE REQUIRED VOTE FOR APPROVAL OF ITEMS OF BUSINESS AT STOCKHOLDER MEETINGS. | Shr           | For           |

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PPG INDUSTRIES, INC. Agen

Security: 693506107  
Meeting Type: Annual  
Meeting Date: 15-Apr-2010  
Ticker: PPG  
ISIN: US6935061076

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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1      | DIRECTOR<br>JAMES G. BERGES<br>VICTORIA F. HAYNES<br>MARTIN H. RICHENHAGEN                             | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2      | THE ENDORSEMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010 | Mgmt                 | For               |
| 3      | SHAREHOLDER PROPOSAL REQUESTING A REPORT ABOUT OUR COMMUNITY ENVIRONMENTAL ACCOUNTABILITY              | Shr                  | Against           |

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PROLOGIS

Agen

Security: 743410102  
Meeting Type: Annual  
Meeting Date: 14-May-2010  
Ticker: PLD  
ISIN: US7434101025

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>STEPHEN L. FEINBERG<br>GEORGE L. FOTIADES<br>CHRISTINE N. GARVEY<br>LAWRENCE V. JACKSON<br>DONALD P. JACOBS<br>IRVING F. LYONS III<br>WALTER C. RAKOWICH<br>D. MICHAEL STEUERT<br>J. ANDRE TEIXEIRA<br>ANDREA M. ZULBERTI | 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     | APPROVE AND ADOPT AN AMENDMENT TO THE PROLOGIS 2006 LONG-TERM INCENTIVE PLAN - INCREASE AUTHORIZED SHARES AND CERTAIN INDIVIDUAL GRANT LIMITS   | Mgmt   | Against   |
| 03     | APPROVE AND ADOPT AMENDMENTS TO CERTAIN PROLOGIS EQUITY INCENTIVE PLANS - ALLOW FOR A ONE-TIME SHARE OPTION EXCHANGE PROGRAM FOR EMPLOYEES, OTHER THAN NAMED EXECUTIVE OFFICERS AND TRUSTEES  | Mgmt   | Against   |
| 04     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt   | For   |

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PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: PEG  
 ISIN: US7445731067

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CONRAD K.HARPER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM V. HICKEY  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RALPH IZZO   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DAVID LILLEY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS A. RENYI  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: HAK CHEOL SHIN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD J. SWIFT   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2010. | Mgmt          | For           |

PULTE HOMES, INC.

Agen

Security: 745867101  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: PHM  
 ISIN: US7458671010

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>THOMAS M. SCHOEWE*   | Mgmt          | For           |
|        | TIMOTHY R. ELLER**   | Mgmt          | For           |
|        | C.W. MURCHISON III**   | Mgmt          | For           |
|        | R.J. DUGAS, JR.***   | Mgmt          | For           |
|        | DAVID N. MCCAMMON***   | Mgmt          | For           |
|        | JAMES J. POSTL***  | Mgmt          | For           |
| 02     | THE APPROVAL OF AN AMENDMENT TO OUR RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY OUR BOARD OF DIRECTORS. | Mgmt          | For           |
| 03     | THE APPROVAL OF OUR AMENDED AND RESTATED SECTION 382 RIGHTS AGREEMENT.                                       | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 04 | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt | For     |
| 05 | A SHAREHOLDER PROPOSAL REQUESTING THE ELECTION OF DIRECTORS BY A MAJORITY, RATHER THAN PLURALITY, VOTE.   | Shr  | For     |
| 06 | A SHAREHOLDER PROPOSAL REQUESTING AN AMENDMENT TO THE COMPANY'S BYLAWS TO REQUIRE THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against |
| 07 | A SHAREHOLDER PROPOSAL REGARDING THE USE OF PERFORMANCE-BASED OPTIONS, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | For     |
| 08 | A SHAREHOLDER PROPOSAL REQUESTING ANNUAL ADVISORY VOTES ON EXECUTIVE COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | For     |
| 09 | SHAREHOLDER PROPOSAL - SENIOR EXECUTIVES TO RETAIN EQUITY-BASED COMPENSATION, SEE PROXY STATEMENT FOR FURTHER DETAILS.  | Shr  | For     |
| 10 | A SHAREHOLDER PROPOSAL REQUESTING AN AMENDMENT TO THE COMPANY'S BYLAWS TO REQUIRE THE COMPANY TO REIMBURSE SHAREHOLDERS FOR REASONABLE EXPENSES INCURRED IN CONNECTION WITH THE NOMINATION OF CANDIDATES IN CONTESTED ELECTIONS OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING. | Shr  | Against |

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 QUALCOMM, INCORPORATED

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 Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 02-Mar-2010  
 Ticker: QCOM  
 ISIN: US7475251036  
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| Prop.# | Proposal              | Proposal Type | Proposal Vote |
|--------|-----------------------|---------------|---------------|
| 01     | DIRECTOR              |               |               |
|        | BARBARA T. ALEXANDER  | Mgmt          | For           |
|        | STEPHEN M. BENNETT    | Mgmt          | For           |
|        | DONALD G. CRUICKSHANK | Mgmt          | For           |
|        | RAYMOND V. DITTAMORE  | Mgmt          | For           |
|        | THOMAS W. HORTON      | Mgmt          | For           |
|        | IRWIN MARK JACOBS     | Mgmt          | For           |
|        | PAUL E. JACOBS        | Mgmt          | For           |
|        | ROBERT E. KAHN        | Mgmt          | For           |
|        | SHERRY LANSING        | Mgmt          | For           |
|        | DUANE A. NELLES       | Mgmt          | For           |
|        | BRENT SCOWCROFT       | Mgmt          | For           |
|        | MARC I. STERN         | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 02 | TO APPROVE AN AMENDMENT TO THE 2006 LONG-TERM INCENTIVE PLAN TO INCREASE THE SHARE RESERVE BY 13,000,000 SHARES.                           | Mgmt | Against |
| 03 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 26, 2010. | Mgmt | For     |

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QUEST DIAGNOSTICS INCORPORATED

Agen

Security: 74834L100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: DGX  
 ISIN: US74834L1008

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN C. BALDWIN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SURYA N. MOHAPATRA   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY M. PFEIFFER   | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |

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RED HAT, INC.

Agen

Security: 756577102  
 Meeting Type: Annual  
 Meeting Date: 13-Aug-2009  
 Ticker: RHT  
 ISIN: US7565771026

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | DIRECTOR<br>MICHELINE CHAU<br>MARYE ANNE FOX   | Mgmt<br>Mgmt  | For<br>For    |
| 2      | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS RED HAT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2010. | Mgmt          | For           |

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 REGENERON PHARMACEUTICALS, INC.

Agen

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 Security: 75886F107  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2010  
 Ticker: REGN  
 ISIN: US75886F1075  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>LEONARD S. SCHLEIFER<br>ERIC M. SHOOTER<br>GEORGE D. YANCOPOULOS   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2010. | Mgmt                 | For               |

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 RESEARCH IN MOTION LIMITED

Agen

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 Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 14-Jul-2009  
 Ticker: RIMM  
 ISIN: CA7609751028  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>MIKE LAZARIDIS<br>JAMES ESTILL<br>DAVID KERR<br>ROGER MARTIN<br>JOHN RICHARDSON<br>BARBARA STYMIEST<br>JOHN WETMORE                                | 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     | IN RESPECT OF THE RE-APPOINTMENT OF ERNST &<br>YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY<br>AND AUTHORIZING THE DIRECTORS TO FIX THEIR<br>REMUNERATION. | Mgmt   | For   |

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 RIVERBED TECHNOLOGY, INC.

Agen

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 Security: 768573107  
 Meeting Type: Annual  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Date: 25-May-2010  
 Ticker: RVBD  
 ISIN: US7685731074

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>MARK A. FLOYD<br>CHRISTOPHER J. SCHAEPE<br>JAMES R. SWARTZ   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF RIVERBED TECHNOLOGY, INC. FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2010.   | Mgmt                 | For               |
| 03     | TO APPROVE THE MATERIAL TERMS OF OUR 2006 EQUITY INCENTIVE PLAN TO ENABLE CERTAIN INCENTIVE COMPENSATION UNDER SUCH PLAN TO QUALIFY AS TAX-DEDUCTIBLE "PERFORMANCE-BASED COMPENSATION" WITHIN THE MEANING OF INTERNAL REVENUE CODE SECTION 162(M). | Mgmt                 | Against           |

ROBERT HALF INTERNATIONAL INC.

Agen

Security: 770323103  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: RHI  
 ISIN: US7703231032

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ANDREW S. BERWICK, JR.<br>EDWARD W. GIBBONS<br>HAROLD M. MESSMER, JR.<br>BARBARA J. NOVOGRADAC<br>ROBERT J. PACE<br>FREDERICK A. RICHMAN<br>J. STEPHEN SCHAUB<br>M. KEITH WADDELL | 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 |
| 02     | RATIFICATION OF APPOINTMENT OF AUDITOR.   | Mgmt   | For  |
| 03     | PROPOSAL REGARDING ANNUAL PERFORMANCE BONUS PLAN.   | Mgmt   | Against  |

ROCKWELL COLLINS, INC.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 774341101  
 Meeting Type: Annual  
 Meeting Date: 09-Feb-2010  
 Ticker: COL  
 ISIN: US7743411016

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>D.R. BEALL<br>M. DONEGAN<br>A.J. POLICANO                              | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | THE SELECTION OF DELOITTE & TOUCHE LLP AS OUR<br>AUDITORS FOR FISCAL YEAR 2010.    | Mgmt                 | For               |
| 03     | THE APPROVAL OF AMENDMENTS TO THE CORPORATION'S<br>2006 LONG-TERM INCENTIVES PLAN. | Mgmt                 | For               |
| 04     | REGARDING THE SHAREOWNER PROPOSAL.   | Shr                  | For               |

ROYAL BANK OF CANADA

Agen

Security: 780087102  
 Meeting Type: Annual  
 Meeting Date: 03-Mar-2010  
 Ticker: RY  
 ISIN: CA7800871021

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>W.G. BEATTIE<br>D.T. ELIX<br>J.T. FERGUSON<br>P. GAUTHIER<br>T.J. HEARN<br>A.D. LABERGE<br>J. LAMARRE<br>B.C. LOUIE<br>M.H. MCCAIN<br>G.M. NIXON<br>D.P. O'BRIEN<br>J.P. REINHARD<br>E. SONSHINE<br>K.P. TAYLOR<br>V.L. YOUNG | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF DELOITTE & TOUCHE LLP AS AUDITOR   | Mgmt   | For   |
| 03     | ADVISORY RESOLUTION TO ACCEPT THE APPROACH TO<br>EXECUTIVE COMPENSATION DISCLOSED IN THE ACCOMPANYING<br>MANAGEMENT PROXY CIRCULAR  | Mgmt   | For   |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |                            |     |         |
|----|----------------------------|-----|---------|
| 04 | SHAREHOLDER PROPOSAL NO. 1 | Shr | Against |
| 05 | SHAREHOLDER PROPOSAL NO. 2 | Shr | Against |

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RYDER SYSTEM, INC. Agen

Security: 783549108  
Meeting Type: Annual  
Meeting Date: 14-May-2010  
Ticker: R  
ISIN: US7835491082

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID I. FUENTE  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: EUGENE A. RENNA  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ABBIE J. SMITH   | Mgmt          | For           |
| 02     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR.                          | Mgmt          | For           |
| 03     | RE-APPROVAL OF THE PERFORMANCE CRITERIA UNDER THE RYDER SYSTEM, INC. 2005 EQUITY COMPENSATION PLAN.  | Mgmt          | For           |
| 04     | APPROVAL OF AMENDMENT TO THE RYDER SYSTEM, INC. STOCK PURCHASE PLAN FOR EMPLOYEES TO INCREASE THE NUMBER OF SHARES ISSUABLE UNDER THE PLAN BY 1,000,000. | Mgmt          | For           |

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SAFEWAY INC. Agen

Security: 786514208  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: SWY  
ISIN: US7865142084

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| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEVEN A. BURD | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JANET E. GROVE | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MOHAN GYANI    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PAUL HAZEN     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: FRANK C. HERRINGER   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: KENNETH W. ODER  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: ARUN SARIN   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: MICHAEL S. SHANNON   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER  | Mgmt | For     |
| 2  | APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION REGARDING SPECIAL STOCKHOLDER MEETINGS.                       | Mgmt | For     |
| 3  | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010 | Mgmt | For     |
| 04 | STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.   | Shr  | Against |
| 05 | STOCKHOLDER PROPOSAL REGARDING PRINCIPLES TO STOP GLOBAL WARMING.  | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL REQUESTING LIMITATION ON FUTURE DEATH BENEFITS.   | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL REGARDING POULTRY SLAUGHTER.  | Shr  | Against |

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SANDRIDGE ENERGY, INC.

Agen

Security: 80007P307  
Meeting Type: Annual  
Meeting Date: 04-Jun-2010  
Ticker: SD  
ISIN: US80007P3073

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>WILLIAM A. GILLILAND<br>D. DWIGHT SCOTT<br>JEFFREY S. SEROTA  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt                 | For               |

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SCHERING-PLOUGH CORPORATION

Agen

Security: 806605101

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Special  
 Meeting Date: 07-Aug-2009  
 Ticker: SGP  
 ISIN: US8066051017

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG MERCK & CO., INC., SCHERING-PLOUGH CORPORATION, SP MERGER SUBSIDIARY ONE, INC., AND SP MERGER SUBSIDIARY TWO, INC., AS IT MAY BE AMENDED (THE "MERGER AGREEMENT") AND THE ISSUANCE OF SHARES OF COMMON STOCK IN THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT. | Mgmt          | For           |
| 02     | APPROVE ANY ADJOURNMENT OF THE SCHERING-PLOUGH SPECIAL MEETING (INCLUDING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT AND THE ISSUANCE OF SHARES OF COMMON STOCK IN THE MERGER).  | Mgmt          | For           |

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 07-Apr-2010  
 Ticker: SLB  
 ISIN: AN8068571086

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>P. CAMUS<br>J.S. GORELICK<br>A. GOULD<br>T. ISAAC<br>N. KUDRYAVITSEV<br>A. LAJOUS<br>M.E. MARKS<br>L.R. REIF<br>T.I. SANDVOLD<br>H. SEYDOUX<br>P. CURRIE<br>K.V. KAMATH | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | PROPOSAL TO ADOPT AND APPROVE FINANCIALS AND DIVIDENDS.   | Mgmt   | For   |
| 03     | PROPOSAL TO APPROVE THE ADOPTION OF THE SCHLUMBERGER 2010 STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 04     | PROPOSAL TO APPROVE THE ADOPTION OF AN AMENDMENT  | Mgmt   | For   |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

TO THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE  
PLAN.

|    |  |      |     |
|----|--|------|-----|
| 05 | PROPOSAL TO APPROVE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
|----|--|------|-----|

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SEAGATE TECHNOLOGY

Agen

Security: G7945J104  
Meeting Type: Annual  
Meeting Date: 28-Oct-2009  
Ticker: STX  
ISIN: KYG7945J1040

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEPHEN J. LUCZO  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANK J. BIONDI, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM W. BRADLEY  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: LYDIA M. MARSHALL   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ALBERT A. PIMENTEL  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: C.S. PARK   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GREGORIO REYES  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN W. THOMPSON  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: EDWARD J. ZANDER  | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE AN INCREASE IN THE COMMON SHARES AVAILABLE FOR PURCHASE UNDER SEAGATE TECHNOLOGY'S EMPLOYEE STOCK PURCHASE PLAN IN THE AMOUNT OF 10 MILLION SHARES. | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE AN EMPLOYEE STOCK OPTION EXCHANGE PROGRAM.  | Mgmt          | For           |
| 04     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt          | For           |

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SHIRE PLC

Agen

Security: 82481R106  
Meeting Type: Annual

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Date: 27-Apr-2010  
 Ticker: SHPGY  
 ISIN: US82481R1068

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2009.   | Mgmt          | For           |
| 02     | TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2009.   | Mgmt          | For           |
| 03     | TO ELECT MR. DAVID STOUT AS A DIRECTOR OF THE COMPANY.  | Mgmt          | For           |
| 04     | TO ELECT MR. WILLIAM BURNS AS A DIRECTOR OF THE COMPANY.  | Mgmt          | For           |
| 05     | TO RE-APPOINT DELOITTE LLP AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THE MEETING TO THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2011.  | Mgmt          | For           |
| 06     | TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.   | Mgmt          | For           |
| 07     | TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED AND FOR THIS PURPOSE THE AUTHORIZED ALLOTMENT AMOUNT.   | Mgmt          | Against       |
| 08     | TO APPROVE THE PROPOSED AMENDMENTS (SUMMARIZED IN THE EXPLANATORY NOTES TO THIS NOTICE) TO THE SHIRE PORTFOLIO SHARE PLAN AND TO AUTHORIZE THE DIRECTORS TO DO ALL SUCH THINGS AS MAY BE NECESSARY TO CARRY THE SAME INTO EFFECT.   | Mgmt          | For           |
| S9     | TO RESOLVE THAT, SUBJECT TO THE PASSING OF THE PREVIOUS RESOLUTION, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.   | Mgmt          | For           |
| S10    | TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASE OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (B) PURSUANT TO ARTICLE 58A OF THE COMPANIES (JERSEY) LAW 1991, TO HOLD AS TREASURY SHARES ANY ORDINARY SHARES PURCHASED PURSUANT TO THE AUTHORITY CONFERRED BY PARAGRAPH (A) OF THIS RESOLUTION. | Mgmt          | For           |

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SIMON PROPERTY GROUP, INC.

Agen

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Security: 828806109  
Meeting Type: Annual  
Meeting Date: 06-May-2010  
Ticker: SPG  
ISIN: US8288061091  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MELVYN E. BERGSTEIN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: LINDA WALKER BYNOE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KAREN N. HORN, PH.D.  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ALLAN HUBBARD   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: REUBEN S. LEIBOWITZ   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DANIEL C. SMITH, PH.D.  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: J. ALBERT SMITH, JR.  | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |

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SOUTHWEST AIRLINES CO.

Agen

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Security: 844741108  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: LUV  
ISIN: US8447411088  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID W. BIEGLER      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DOUGLAS H. BROOKS     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM H. CUNNINGHAM | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN G. DENISON       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: TRAVIS C. JOHNSON     | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: GARY C. KELLY  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: NANCY B. LOEFFLER  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: JOHN T. MONTFORD   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: DANIEL D. VILLANUEVA   | Mgmt | For     |
| 02 | APPROVAL OF THE SOUTHWEST AIRLINES CO. AMENDED AND RESTATED 2007 EQUITY INCENTIVE PLAN.  | Mgmt | For     |
| 03 | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" PROPOSAL 4 | Mgmt | For     |
| 04 | SHAREHOLDER ACTION BY WRITTEN CONSENT.   | Shr  | Against |

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STANLEY BLACK & DECKER, INC

Agen

Security: 854502101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: SWK  
 ISIN: US8545021011

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>NOLAN D. ARCHIBALD<br>JOHN G. BREEN<br>GEORGE W. BUCKLEY<br>VIRGIS W. COLBERT<br>MANUEL A. FERNANDEZ<br>BENJAMIN H GRISWOLD, IV<br>ANTHONY LUIISO<br>JOHN F. LUNDGREN<br>ROBERT L. RYAN | 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     | TO APPROVE ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR 2010.   | Mgmt   | For   |

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STAPLES, INC.

Agen

Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2010  
 Ticker: SPLS  
 ISIN: US8550301027

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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BASIL L. ANDERSON   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ARTHUR M. BLANK   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY ELIZABETH BURTON   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JUSTIN KING   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CAROL MEYROWITZ   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROWLAND T. MORIARTY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT C. NAKASONE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RONALD L. SARGENT   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ELIZABETH A. SMITH  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ROBERT E. SULENTIC  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: VIJAY VISHWANATH  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: PAUL F. WALSH   | Mgmt          | For           |
| 02     | TO APPROVE THE LONG TERM CASH INCENTIVE PLAN.   | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 77,430,000 TO 97,430,000 AND AMENDING THE MATERIAL TERMS OF THE PERFORMANCE GOALS OF THE PLAN. | Mgmt          | For           |
| 04     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.  | Mgmt          | For           |
| 05     | TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE ABILITY OF SHAREHOLDERS TO ACT BY MAJORITY WRITTEN CONSENT.  | Shr           | Against       |
| 06     | TO ACT ON A SHAREHOLDER PROPOSAL PROVIDING SHAREHOLDERS OWNING 10% OF OUTSTANDING SHARES WITH THE ABILITY TO CALL SPECIAL MEETINGS.   | Shr           | For           |

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STARWOOD HOTELS & RESORTS WORLDWIDE

Agen

Security: 85590A401  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: HOT  
 ISIN: US85590A4013

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Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>ADAM ARON<br>CHARLENE BARSHEFSKY<br>THOMAS CLARKE<br>CLAYTON DALEY, JR.<br>BRUCE DUNCAN<br>LIZANNE GALBREATH<br>ERIC HIPPEAU<br>STEPHEN QUAZZO<br>THOMAS RYDER<br>FRITS VAN PAASSCHEN<br>KNEELAND YOUNGBLOOD | Mgmt<br>Mgmt<br>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<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.  | Mgmt   | For   |
| 03     | TO REAPPROVE THE COMPANY'S ANNUAL INCENTIVE PLAN FOR CERTAIN EXECUTIVES.   | Mgmt   | Against   |

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STRYKER CORPORATION

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Agen

Security: 863667101  
Meeting Type: Annual  
Meeting Date: 27-Apr-2010  
Ticker: SYK  
ISIN: US8636671013  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>HOWARD E. COX, JR.<br>SRIKANT M. DATAR<br>DONALD M. ENGELMAN<br>LOUISE L. FRANCESCONI<br>HOWARD L. LANCE<br>STEPHEN P. MACMILLAN<br>WILLIAM U. PARFET<br>RONDA E. STRYKER | 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 |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.   | Mgmt   | For  |

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SUNCOR ENERGY INC.

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Agen

Security: 867224107  
Meeting Type: Annual

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Date: 04-May-2010  
 Ticker: SU  
 ISIN: CA8672241079

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>MEL E. BENSON<br>BRIAN A. CANFIELD<br>DOMINIC D'ALESSANDRO<br>JOHN T. FERGUSON<br>W. DOUGLAS FORD<br>RICHARD L. GEORGE<br>PAUL HASELDONCKX<br>JOHN R. HUFF<br>JACQUES LAMARRE<br>BRIAN F. MACNEILL<br>MAUREEN MCCAW<br>MICHAEL W. O'BRIEN<br>JAMES W. SIMPSON<br>EIRA THOMAS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For<br>For<br>For |
| 02     | RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITOR OF SUNCOR ENERGY INC. FOR THE ENSUING YEAR AND AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION AS SUCH.  | Mgmt   | For  |

## SUNPOWER CORPORATION

Agen

Security: 867652109  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: SPWRA  
 ISIN: US8676521094

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | DIRECTOR<br>W. STEVE ALBRECHT<br>BETSY S. ATKINS   | Mgmt<br>Mgmt  | For<br>For    |
| 2      | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2010. | Mgmt          | For           |

## SUNTECH POWER HOLDINGS CO

Agen

Security: 86800C104  
 Meeting Type: Annual  
 Meeting Date: 14-Aug-2009

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Ticker: STP  
ISIN: US86800C1045

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | AMEND THE COMPANY'S EQUITY INCENTIVE PLAN TO INCREASE THE MAXIMUM AGGREGATE NUMBER OF THE COMPANY'S ORDINARY SHARES AVAILABLE FOR AWARD THEREUNDER BY 5,000,000 ORDINARY SHARES. | Mgmt          | Against       |
| 02     | EXTEND THE COMPANY'S EQUITY INCENTIVE PLAN FOR AN ADDITIONAL TERM OF FIVE (5) YEARS.   | Mgmt          | Against       |

SYMANTEC CORPORATION

Agen

Security: 871503108  
Meeting Type: Annual  
Meeting Date: 23-Sep-2009  
Ticker: SYMC  
ISIN: US8715031089

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>MICHAEL A. BROWN<br>WILLIAM T. COLEMAN<br>FRANK E. DANGEARD<br>GERALDINE B. LAYBOURNE<br>DAVID L. MAHONEY<br>ROBERT S. MILLER<br>ENRIQUE SALEM<br>DANIEL H. SCHULMAN<br>JOHN W. THOMPSON<br>V. PAUL UNRUH | Mgmt<br>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<br>For |
| 02     | TO RATIFY THE SELECTION OF KPMG LLP AS SYMANTEC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR.   | Mgmt   | For  |
| 03     | TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against  |

T. ROWE PRICE GROUP, INC.

Agen

Security: 74144T108  
Meeting Type: Annual  
Meeting Date: 14-Apr-2010  
Ticker: TROW  
ISIN: US74144T1088

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: EDWARD C. BERNARD  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES T. BRADY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J. ALFRED BROADDUS, JR.  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DONALD B. HEBB, JR.  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES A.C. KENNEDY   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: BRIAN C. ROGERS  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DR. ALFRED SOMMER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DWIGHT S. TAYLOR   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE  | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |

TARGET CORPORATION

Agen

Security: 87612E106  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: TGT  
 ISIN: US87612E1064

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CALVIN DARDEN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ANNE M. MULCAHY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: STEPHEN W. SANGER  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GREGG W. STEINHAFEL  | Mgmt          | For           |
| 02     | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS                                     | Mgmt          | For           |
| 03     | COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION RELATING TO BOARD, SEE PROXY STATEMENT FOR FURTHER DETAILS.                     | Mgmt          | For           |
| 04     | COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTE REQUIREMENT FOR CERTAIN BUSINESS COMBINATIONS | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 05 | COMPANY PROPOSAL TO AMEND AND RESTATE THE RESTATED ARTICLES TO REFLECT THE CHANGES PROPOSED AS ITEMS 3 AND 4, IF APPROVED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT | Mgmt | For |
| 06 | SHAREHOLDER PROPOSAL REGARDING ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr  | For |

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TENET HEALTHCARE CORPORATION

Agen

Security: 88033G100  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: THC  
 ISIN: US88033G1004

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN ELLIS "JEB" BUSH   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TREVOR FETTER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BRENDA J. GAINES  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KAREN M. GARRISON   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: EDWARD A. KANGAS  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J. ROBERT KERREY  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: FLOYD D. LOOP, M.D.   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD R. PETTINGILL   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES A. UNRUH  | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE THE SECOND AMENDED AND RESTATED TENET HEALTHCARE 2008 STOCK INCENTIVE PLAN.   | Mgmt          | Against       |
| 03     | PROPOSAL TO APPROVE THE TENET HEALTHCARE CORPORATION NINTH AMENDED AND RESTATED 1995 EMPLOYEE STOCK PURCHASE PLAN.                            | Mgmt          | For           |
| 04     | PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2010. | Mgmt          | For           |

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TESSERA TECHNOLOGIES, INC.

Agen

Security: 88164L100

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: TSRA  
 ISIN: US88164L1008

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 1      | DIRECTOR<br>ROBERT J BOEHLKE<br>NICHOLAS E BRATHWAITE<br>JOHN B GOODRICH<br>BRUCE M MCWILLIAMS PH.D<br>DAVID C NAGEL, PH.D<br>HENRY R NOTHHAFT<br>ROBERT A YOUNG, PH.D    | 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 |
| 2      | TO APPROVE THE COMPANY'S FIFTH AMENDED AND RESTATED 2003 EQUITY INCENTIVE PLAN.   | Mgmt   | Against                                       |
| 3      | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt   | For   |

THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: SCHW  
 ISIN: US8085131055

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ARUN SARIN                       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PAULA A. SNEED                   | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS                   | Mgmt          | For           |
| 03     | APPROVAL OF AMENDED CORPORATE EXECUTIVE BONUS PLAN     | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL REGARDING DEATH BENEFITS          | Shr           | For           |

THE CLOROX COMPANY

Agen

Security: 189054109



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 18-Nov-2009  
 Ticker: CLX  
 ISIN: US1890541097

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DANIEL BOGGAN, JR                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. CARMONA                       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: TULLY M. FRIEDMAN                        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GEORGE J. HARAD                          | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DONALD R. KNAUSS                         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT                    | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: GARY G. MICHAEL                          | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: EDWARD A. MUELLER                        | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAN L. MURLEY                            | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: PAMELA THOMAS-GRAHAM                     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: CAROLYN M. TICKNOR                       | Mgmt          | For           |
| 2      | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3      | STOCKHOLDER PROPOSAL ON INDEPENDENT CHAIRMAN                   | Shr           | Against       |

### THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2010  
 Ticker: KO  
 ISIN: US1912161007

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: HERBERT A. ALLEN  | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: RONALD W. ALLEN   | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: CATHLEEN P. BLACK | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: BARRY DILLER      | Mgmt          | For           |
| 05     | ELECTION OF DIRECTOR: ALEXIS M. HERMAN  | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 06 | ELECTION OF DIRECTOR: MUHTAR KENT   | Mgmt | For     |
| 07 | ELECTION OF DIRECTOR: DONALD R. KEOUGH  | Mgmt | For     |
| 08 | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO                                    | Mgmt | For     |
| 09 | ELECTION OF DIRECTOR: DONALD F. MCHENRY   | Mgmt | For     |
| 10 | ELECTION OF DIRECTOR: SAM NUNN  | Mgmt | For     |
| 11 | ELECTION OF DIRECTOR: JAMES D. ROBINSON III                                     | Mgmt | For     |
| 12 | ELECTION OF DIRECTOR: PETER V. UEERROTH   | Mgmt | For     |
| 13 | ELECTION OF DIRECTOR: JACOB WALLENBERG  | Mgmt | For     |
| 14 | ELECTION OF DIRECTOR: JAMES B. WILLIAMS   | Mgmt | For     |
| 15 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS | Mgmt | For     |
| 16 | SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE<br>ON EXECUTIVE COMPENSATION     | Shr  | For     |
| 17 | SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT<br>BOARD CHAIR                     | Shr  | Against |
| 18 | SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK                                  | Shr  | Against |
| 19 | SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A                           | Shr  | Against |

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 THE ESTEE LAUDER COMPANIES INC.

Agen

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 Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2009  
 Ticker: EL  
 ISIN: US5184391044  
 -----

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>ROSE MARIE BRAVO<br>PAUL J. FRIBOURG<br>MELLODY HOBSON<br>IRVINE O. HOCKADAY, JR.<br>BARRY S. STERNLICHT | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITORS FOR THE 2010 FISCAL YEAR.                         | Mgmt                                 | For                             |

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 THE GOLDMAN SACHS GROUP, INC.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: GS  
 ISIN: US38141G1040

| Prop. # | Proposal  | Proposal Type | Proposal Vote |
|---------|---|---------------|---------------|
| 1A      | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN  | Mgmt          | For           |
| 1B      | ELECTION OF DIRECTOR: JOHN H. BRYAN   | Mgmt          | For           |
| 1C      | ELECTION OF DIRECTOR: GARY D. COHN  | Mgmt          | For           |
| 1D      | ELECTION OF DIRECTOR: CLAES DAHLBACK  | Mgmt          | For           |
| 1E      | ELECTION OF DIRECTOR: STEPHEN FRIEDMAN  | Mgmt          | For           |
| 1F      | ELECTION OF DIRECTOR: WILLIAM W. GEORGE   | Mgmt          | For           |
| 1G      | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt          | For           |
| 1H      | ELECTION OF DIRECTOR: LOIS D. JULIBER   | Mgmt          | For           |
| 1I      | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL   | Mgmt          | For           |
| 1J      | ELECTION OF DIRECTOR: JAMES J. SCHIRO   | Mgmt          | For           |
| 1K      | ELECTION OF DIRECTOR: H. LEE SCOTT, JR.   | Mgmt          | For           |
| 02      | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2010 FISCAL YEAR                       | Mgmt          | For           |
| 03      | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION MATTERS  | Mgmt          | For           |
| 04      | APPROVAL OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING   | Mgmt          | For           |
| 05      | APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS | Mgmt          | For           |
| 06      | SHAREHOLDER PROPOSAL A REPORT ON CUMULATIVE VOTING  | Shr           | Against       |
| 07      | SHAREHOLDER PROPOSAL REGARDING COLLATERAL IN OVER-THE-COUNTER DERIVATIVES TRADING   | Shr           | Against       |
| 08      | SHAREHOLDER PROPOSAL REGARDING SEPARATE CHAIR & CEO   | Shr           | Against       |
| 09      | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS  | Shr           | Against       |
| 10      | SHAREHOLDER PROPOSAL REGARDING A REPORT ON GLOBAL WARMING SCIENCE   | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |     |         |
|----|--|-----|---------|
| 11 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON PAY<br>DISPARITY                        | Shr | Against |
| 12 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION<br>AND LONG-TERM PERFORMANCE | Shr | Against |

-----  
 THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: HSY  
 ISIN: US4278661081

| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>P.M. ARWAY<br>R.F. CAVANAUGH<br>C.A. DAVIS<br>J.E. NEVELS<br>T.J. RIDGE<br>D.L. SHEDLARZ<br>D.J. WEST<br>L.S. ZIMMERMAN | 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 |
| 02     | RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITORS FOR 2010.   | Mgmt   | For  |

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 THE KROGER CO.

Agen

Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2010  
 Ticker: KR  
 ISIN: US5010441013

| Prop.# | Proposal                                 | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: REUBEN V. ANDERSON | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT D. BEYER    | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID B. DILLON    | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN J. KROPF     | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. LAMACCHIA  | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: DAVID B. LEWIS   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: W. RODNEY MCMULLEN   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: JORGE P. MONTOYA   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: CLYDE R. MOORE   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: SUSAN M. PHILLIPS  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: STEVEN R. ROGEL  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JAMES A. RUNDE   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS   | Mgmt | For     |
| 02 | APPROVAL OF AMENDMENT TO AMENDED ARTICLES OF INCORPORATION TO REQUIRE MAJORITY VOTE FOR ELECTION OF DIRECTORS. | Mgmt | For     |
| 03 | APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.   | Mgmt | For     |
| 04 | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND A REPORT ON CLIMATE CHANGE.                  | Shr  | Against |

-----  
 THE MCGRAW-HILL COMPANIES, INC.

Agen

-----  
 Security: 580645109  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: MHP  
 ISIN: US5806451093  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PEDRO ASPE  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT P. MCGRAW  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: EDWARD B. RUST, JR.   | Mgmt          | For           |
| 2A     | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS                          | Mgmt          | For           |
| 2B     | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE RELATED SUPERMAJORITY VOTING PROVISIONS          | Mgmt          | For           |
| 3A     | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING FOR MERGER OR CONSOLIDATION | Mgmt          | For           |
| 3B     | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

TO ELIMINATE SUPERMAJORITY VOTING FOR SALE,  
LEASE, EXCHANGE OR OTHER DISPOSITION OF ALL  
OR SUBSTANTIALLY ALL OF THE COMPANY'S ASSETS  
OUTSIDE THE ORDINARY COURSE OF BUSINESS

|    |   |      |     |
|----|---|------|-----|
| 3C | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING FOR PLAN FOR THE EXCHANGE OF SHARES | Mgmt | For |
| 3D | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING FOR AUTHORIZATION OF DISSOLUTION    | Mgmt | For |
| 04 | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE "FAIR PRICE" PROVISION                               | Mgmt | For |
| 05 | VOTE TO APPROVE THE AMENDED AND RESTATED 2002 STOCK INCENTIVE PLAN  | Mgmt | For |
| 06 | VOTE TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010                                | Mgmt | For |
| 07 | SHAREHOLDER PROPOSAL REQUESTING SPECIAL SHAREHOLDER MEETINGS  | Shr  | For |
| 08 | SHAREHOLDER PROPOSAL REQUESTING SHAREHOLDER ACTION BY WRITTEN CONSENT   | Shr  | For |

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THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
Meeting Type: Annual  
Meeting Date: 13-Oct-2009  
Ticker: PG  
ISIN: US7427181091

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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: KENNETH I. CHENAULT    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SCOTT D. COOK          | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RAJAT K. GUPTA         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: A.G. LAFLEY            | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CHARLES R. LEE         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LYNN M. MARTIN         | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT A. MCDONALD     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1J | ELECTION OF DIRECTOR: RALPH SNYDERMAN, M.D.                             | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER                            | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ                                | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: ERNESTO ZEDILLO                                   | Mgmt | For |
| 02 | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | AMEND THE COMPANY'S CODE OF REGULATIONS                                 | Mgmt | For |
| 04 | APPROVE THE PROCTER & GAMBLE 2009 STOCK AND INCENTIVE COMPENSATION PLAN | Mgmt | For |
| 05 | SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING                             | Shr  | For |
| 06 | SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION       | Shr  | For |

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 THE RYLAND GROUP, INC.

Agen

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 Security: 783764103  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: RYL  
 ISIN: US7837641031  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>LESLIE M. FRECON<br>ROLAND A. HERNANDEZ<br>WILLIAM L. JEWS<br>NED MANSOUR<br>ROBERT E. MELLOR<br>NORMAN J. METCALFE<br>LARRY T. NICHOLSON<br>CHARLOTTE ST. MARTIN<br>R.G. VAN SCHOONENBERG | 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     | CONSIDERATION OF A PROPOSAL FROM THE NATHAN CUMMINGS FOUNDATION (A STOCKHOLDER).   | Shr  | Against   |
| 03     | CONSIDERATION OF A PROPOSAL FROM CERTAIN RETIREMENT SYSTEMS AND PENSION FUNDS OF THE EMPLOYEES OF THE CITY OF NEW YORK (STOCKHOLDERS).   | Shr  | For   |
| 04     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS RYLAND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.   | Mgmt   | For   |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

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 THE STANLEY WORKS

Agen

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 Security: 854616109  
 Meeting Type: Special  
 Meeting Date: 12-Mar-2010  
 Ticker: SWK  
 ISIN: US8546161097  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | PROPOSAL TO APPROVE THE ISSUANCE OF STANLEY COMMON STOCK IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 2, 2009, BY AND AMONG THE BLACK & DECKER CORPORATION, STANLEY AND BLUE JAY ACQUISITION CORP. | Mgmt          | For           |
| 02     | PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION OF STANLEY TO (A) INCREASE THE AUTHORIZED NUMBER OF SHARES OF STANLEY COMMON STOCK FROM 200,000,000 TO 300,000,000 AND (B) CHANGE THE NAME OF STANLEY TO "STANLEY BLACK & DECKER, INC."                 | Mgmt          | For           |
| 03     | PROPOSAL TO AMEND THE STANLEY 2009 LONG-TERM INCENTIVE PLAN TO AMONG OTHER THINGS, INCREASE THE NUMBER OF SHARES AVAILABLE TO BE ISSUED UNDER SUCH PLAN.   | Mgmt          | For           |
| 04     | PROPOSAL TO APPROVE AN ADJOURNMENT OF THE STANLEY SPECIAL MEETING (IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES FOR THE APPROVAL OF ANY OF THE FOREGOING PROPOSALS).                             | Mgmt          | For           |

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 THE TORONTO-DOMINION BANK

Agen

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 Security: 891160509  
 Meeting Type: Annual  
 Meeting Date: 25-Mar-2010  
 Ticker: TD  
 ISIN: CA8911605092  
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| Prop.# | Proposal           | Proposal Type | Proposal Vote |
|--------|--------------------|---------------|---------------|
| A      | DIRECTOR           |               |               |
|        | WILLIAM E. BENNETT | Mgmt          | For           |
|        | HUGH J. BOLTON     | Mgmt          | For           |
|        | JOHN L. BRAGG      | Mgmt          | For           |
|        | W. EDMUND CLARK    | Mgmt          | For           |
|        | WENDY K. DOBSON    | Mgmt          | For           |
|        | HENRY H. KETCHAM   | Mgmt          | For           |
|        | PIERRE H. LESSARD  | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   |   |      |         |
|---|---|------|---------|
|   | BRIAN M. LEVITT   | Mgmt | For     |
|   | HAROLD H. MACKAY  | Mgmt | For     |
|   | IRENE R. MILLER   | Mgmt | For     |
|   | NADIR H. MOHAMED  | Mgmt | For     |
|   | WILBUR J. PREZZANO  | Mgmt | For     |
|   | HELEN K. SINCLAIR   | Mgmt | For     |
|   | CAROLE S. TAYLOR  | Mgmt | For     |
|   | JOHN M. THOMPSON  | Mgmt | For     |
| B | APPOINTMENT OF AUDITOR NAMED IN THE MANAGEMENT PROXY CIRCULAR   | Mgmt | For     |
| C | APPROACH TO EXECUTIVE COMPENSATION DISCLOSURE IN THE REPORT OF THE MANAGEMENT RESOURCES COMMITTEE AND APPROACH TO COMPENSATION SECTIONS OF THE MANAGEMENT PROXY CIRCULAR. (NOTE - ITEM C ABOVE IS AN ADVISORY VOTE) | Mgmt | Against |
| D | SHAREHOLDER PROPOSAL A  | Shr  | Against |
| E | SHAREHOLDER PROPOSAL B  | Shr  | Against |

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 THE TRAVELERS COMPANIES, INC.

Agen

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 Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: TRV  
 ISIN: US89417E1091  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALAN L. BELLER              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN H. DASBURG             | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JANET M. DOLAN              | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAY S. FISHMAN              | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LAWRENCE G. GRAEV           | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: PATRICIA L. HIGGINS         | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: THOMAS R. HODGSON           | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, JR. | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE          | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DONALD J. SHEPARD           | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: LAURIE J. THOMSEN           | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt | For |
|----|--|------|-----|

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THE WALT DISNEY COMPANY

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Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2010  
 Ticker: DIS  
 ISIN: US2546871060

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN E. ARNOLD   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN E. BRYSON  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JUDITH L. ESTRIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. IGER  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEVEN P. JOBS  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: FRED H. LANGHAMMER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: AYLWIN B. LEWIS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MONICA C. LOZANO  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: SHERYL SANDBERG   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: ORIN C. SMITH   | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2010.            | Mgmt          | For           |
| 03     | TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.   | Mgmt          | For           |
| 04     | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO INTERESTED PERSON TRANSACTIONS. | Mgmt          | For           |
| 05     | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO BYLAW AMENDMENTS.               | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 06 | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO TRACKING STOCK PROVISIONS.              | Mgmt | For     |
| 07 | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO CLASSIFIED BOARD TRANSITION PROVISIONS. | Mgmt | For     |
| 08 | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.                                | Shr  | For     |
| 09 | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO EX-GAY NON DISCRIMINATION POLICY.   | Shr  | Against |

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THE WILLIAMS COMPANIES, INC.

Agen

Security: 969457100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: WMB  
 ISIN: US9694571004

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: KATHLEEN B. COOPER   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM R. GRANBERRY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM G. LOWRIE  | Mgmt          | For           |
| 02     | APPROVAL OF THE AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS.      | Mgmt          | For           |
| 03     | APPROVAL OF THE AMENDMENT TO THE WILLIAMS COMPANIES, INC. 2007 INCENTIVE PLAN.   | Mgmt          | For           |
| 04     | RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2010.  | Mgmt          | For           |
| 05     | STOCKHOLDER PROPOSAL REQUESTING A REPORT REGARDING THE ENVIRONMENTAL IMPACT OF CERTAIN FRACTURING OPERATIONS OF THE COMPANY. | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL REQUESTING AN ADVISORY VOTE RELATED TO COMPENSATION.  | Shr           | For           |

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TIFFANY & CO.

Agen

Security: 886547108  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Ticker: TIF  
ISIN: US8865471085

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL J. KOWALSKI  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROSE MARIE BRAVO   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY E. COSTLEY  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LAWRENCE K. FISH   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ABBY F. KOHNSTAMM  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: CHARLES K. MARQUIS   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: PETER W. MAY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: J. THOMAS PRESBY   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: WILLIAM A. SHUTZER   | Mgmt          | For           |
| 2      | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010. | Mgmt          | For           |

TITAN INTERNATIONAL, INC.

Agen

Security: 88830M102  
Meeting Type: Special  
Meeting Date: 04-Mar-2010  
Ticker: TWI  
ISIN: US88830M1027

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 60,000,000 SHARES TO 120,000,000 SHARES. | Mgmt          | Against       |

TITAN INTERNATIONAL, INC.

Agen

Security: 88830M102  
Meeting Type: Annual  
Meeting Date: 13-May-2010  
Ticker: TWI  
ISIN: US88830M1027

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>J. MICHAEL A. AKERS<br>MAURICE M. TAYLOR, JR.   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO RATIFY THE SELECTION OF INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM, PRICEWATERHOUSECOOPERS<br>LLP, TO AUDIT THE CONSOLIDATED FINANCIAL STATEMENTS<br>OF THE COMPANY AND ITS SUBSIDIARIES FOR 2010. | Mgmt          | For           |

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TIVO INC.

Agen

Security: 888706108  
Meeting Type: Annual  
Meeting Date: 02-Sep-2009  
Ticker: TIVO  
ISIN: US8887061088

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>RANDY KOMISAR<br>THOMAS WOLZIEN   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S<br>INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING<br>JANUARY 31, 2010.                      | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO THE 2008 EQUITY INCENTIVE<br>AWARD PLAN TO RESERVE AN ADDITIONAL 4,000,000<br>SHARES OF OUR COMMON STOCK FOR ISSUANCE. | Mgmt          | Against       |

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TRANSOCEAN, LTD.

Agen

Security: H8817H100  
Meeting Type: Annual  
Meeting Date: 14-May-2010  
Ticker: RIG  
ISIN: CH0048265513

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | APPROVAL OF THE 2009 ANNUAL REPORT, THE CONSOLIDATED<br>FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR<br>FISCAL YEAR 2009. | Mgmt          | For           |
| 02     | DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

& EXECUTIVE OFFICERS FROM LIABILITY FOR ACTIVITIES  
DURING FISCAL YEAR 2009.

|    |   |      |     |
|----|---|------|-----|
| 03 | APPROPRIATION OF AVAILABLE EARNINGS FOR FISCAL YEAR 2009 TO BE CARRIED FORWARD.                                       | Mgmt | For |
| 04 | CHANGE OF THE COMPANY'S PLACE OF INCORPORATION IN SWITZERLAND.  | Mgmt | For |
| 05 | RENEWAL OF THE COMPANY'S AUTHORIZED SHARE CAPITAL.  | Mgmt | For |
| 06 | DISTRIBUTION TO SHAREHOLDERS IN THE FORM OF A PAR VALUE REDUCTION.  | Mgmt | For |
| 07 | AMENDMENTS TO THE ARTICLES OF ASSOCIATION TO REFLECT THE SWISS FEDERAL ACT ON INTERMEDIATED SECURITIES.               | Mgmt | For |
| 8A | ELECTION OF DIRECTOR: STEVEN L. NEWMAN.   | Mgmt | For |
| 8B | REELECTION OF DIRECTOR: THOMAS W. CASON.  | Mgmt | For |
| 8C | REELECTION OF DIRECTOR: ROBERT M. SPRAGUE.  | Mgmt | For |
| 8D | REELECTION OF DIRECTOR: J. MICHAEL TALBERT.   | Mgmt | For |
| 8E | REELECTION OF DIRECTOR: JOHN L. WHITMIRE.   | Mgmt | For |
| 09 | APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010. | Mgmt | For |

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UNION PACIFIC CORPORATION

Agen

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Security: 907818108  
Meeting Type: Annual  
Meeting Date: 06-May-2010  
Ticker: UNP  
ISIN: US9078181081  
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| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.H. CARD, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: E.B. DAVIS, JR. | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: T.J. DONOHUE    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: A.W. DUNHAM     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: J.R. HOPE       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: C.C. KRULAK     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: M.R. MCCARTHY   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1H | ELECTION OF DIRECTOR: M.W. MCCONNELL   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: T.F. MCLARTY III   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: S.R. ROGEL   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: J.H. VILLARREAL  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: J.R. YOUNG   | Mgmt | For     |
| 02 | APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN.                                   | Shr  | Against |
| 04 | SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING.                                   | Shr  | For     |

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UNITED STATES STEEL CORPORATION

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Agen

Security: 912909108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: X  
 ISIN: US9129091081

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JOHN G. DROSDICK<br>CHARLES R. LEE<br>JEFFREY M. LIPTON<br>DAN O. DINGES        | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                      |
| 03     | APPROVAL OF AMENDMENT AND RESTATEMENT OF 2005 STOCK INCENTIVE PLAN.                         | Mgmt                         | Against                  |
| 04     | APPROVAL OF 2010 ANNUAL INCENTIVE COMPENSATION PLAN.  | Mgmt                         | Against                  |

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UNITEDHEALTH GROUP INCORPORATED

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Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 24-May-2010  
 Ticker: UNH  
 ISIN: US91324P1021

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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD T. BURKE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT J. DARRETTA  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MICHELE J. HOOPER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: GLENN M. RENWICK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: KENNETH I. SHINE M.D.   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GAIL R. WILENSKY PH.D.  | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL CONCERNING DISCLOSURE OF LOBBYING EXPENSES.  | Shr           | Against       |
| 04     | SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Shr           | For           |

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UNUM GROUP

Agen

Security: 91529Y106  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: UNM  
 ISIN: US91529Y1064

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: E. MICHAEL CAULFIELD   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD E. GOLDSBERRY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: KEVIN T. KABAT   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL J. PASSARELLA  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS UNUM GROUP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |



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VCA ANTECH, INC.

Agen

Security: 918194101  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2010  
 Ticker: WOOF  
 ISIN: US9181941017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>ROBERT L. ANTIN   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010. | Mgmt          | For           |

VERISIGN, INC.

Agen

Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 27-May-2010  
 Ticker: VRSN  
 ISIN: US92343E1029

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>D. JAMES BIDZOS<br>WILLIAM L. CHENEVICH<br>KATHLEEN A. COTE<br>MARK D. MCLAUGHLIN<br>ROGER H. MOORE<br>JOHN D. ROACH<br>LOUIS A. SIMPSON<br>TIMOTHY TOMLINSON | 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 |
| 02     | VOTE TO APPROVE VERISIGN, INC.'S ANNUAL INCENTIVE COMPENSATION PLAN.  | Mgmt   | Against  |
| 03     | VOTE TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.                         | Mgmt   | For  |

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: VZ  
 ISIN: US92343V1044

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. CARRION  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. FRANCES KEETH  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT W. LANE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SANDRA O. MOOSE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOSEPH NEUBAUER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS H. O'BRIEN   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HUGH B. PRICE   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: IVAN G. SEIDENBERG  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RODNEY E. SLATER  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN W. SNOW  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOHN R. STAFFORD  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 04     | PROHIBIT GRANTING STOCK OPTIONS   | Shr           | Against       |
| 05     | GENDER IDENTITY NON-DISCRIMINATION POLICY   | Shr           | For           |
| 06     | PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS   | Shr           | For           |
| 07     | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING   | Shr           | For           |
| 08     | ADOPT AND DISCLOSE SUCCESSION PLANNING POLICY   | Shr           | For           |
| 09     | SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER<br>DEATH  | Shr           | For           |
| 10     | EXECUTIVE STOCK RETENTION REQUIREMENTS  | Shr           | For           |

VODAFONE GROUP PLC

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 92857W209  
 Meeting Type: Annual  
 Meeting Date: 28-Jul-2009  
 Ticker: VOD  
 ISIN: US92857W2098

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RECEIVE THE COMPANY'S ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 MARCH 2009                        | Mgmt          | For           |
| 02     | TO RE-ELECT SIR JOHN BOND AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)  | Mgmt          | For           |
| 03     | TO RE-ELECT JOHN BUCHANAN AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE, MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)         | Mgmt          | For           |
| 04     | TO RE-ELECT VITTORIO COLAO AS A DIRECTOR  | Mgmt          | For           |
| 05     | TO ELECT MICHEL COMBES AS A DIRECTOR  | Mgmt          | For           |
| 06     | TO RE-ELECT ANDY HALFORD AS A DIRECTOR  | Mgmt          | For           |
| 07     | TO RE-ELECT ALAN JEBSON AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)   | Mgmt          | For           |
| 08     | TO ELECT SAMUEL JONAH AS A DIRECTOR   | Mgmt          | For           |
| 09     | TO RE-ELECT NICK LAND AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)   | Mgmt          | For           |
| 10     | TO RE-ELECT ANNE LAUVERGEON AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)   | Mgmt          | For           |
| 11     | TO RE-ELECT SIMON MURRAY AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)   | Mgmt          | For           |
| 12     | TO ELECT STEPHEN PUSEY AS A DIRECTOR  | Mgmt          | For           |
| 13     | TO RE-ELECT LUC VANDEVELDE AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE, MEMBER OF THE REMUNERATION COMMITTEE) | Mgmt          | For           |
| 14     | TO RE-ELECT ANTHONY WATSON AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)   | Mgmt          | For           |
| 15     | TO RE-ELECT PHILIP YEA AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)   | Mgmt          | For           |
| 16     | TO APPROVE A FINAL DIVIDEND OF 5.20P PER ORDINARY SHARE   | Mgmt          | For           |
| 17     | TO APPROVE THE REMUNERATION REPORT  | Mgmt          | For           |
| 18     | TO RE-APPOINT DELOITTE LLP AS AUDITORS  | Mgmt          | For           |
| 19     | TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITORS  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 20 | TO AUTHORISE THE DIRECTORS TO ALLOT SHARES UNDER ARTICLE 16.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION   | Mgmt | For |
| 21 | TO AUTHORISE THE DIRECTORS TO DISAPPLY PRE-EMPTION RIGHTS UNDER ARTICLE 16.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)     | Mgmt | For |
| 22 | TO AUTHORISE THE COMPANY'S PURCHASE OF ITS OWN SHARES (SECTION 166, COMPANIES ACT 1985) (SPECIAL RESOLUTION)                                   | Mgmt | For |
| 23 | TO ADOPT NEW ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)  | Mgmt | For |
| 24 | TO AUTHORISE THE CALLING OF A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING ON NOT LESS THAN 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION) | Mgmt | For |

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WAL-MART STORES, INC.

Agen

Security: 931142103  
Meeting Type: Annual  
Meeting Date: 04-Jun-2010  
Ticker: WMT  
ISIN: US9311421039

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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: AIDA M. ALVAREZ         | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES W. BREYER         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. MICHELE BURNS        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROGER C. CORBETT        | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS N. DAFT         | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL T. DUKE         | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GREGORY B. PENNER       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: STEVEN S REINEMUND      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: H. LEE SCOTT, JR.       | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ARNE M. SORENSON        | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JIM C. WALTON           | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: S. ROBSON WALTON        | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 10 | ELECTION OF DIRECTOR: LINDA S. WOLF                                | Mgmt | For     |
| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS       | Mgmt | For     |
| 03 | APPROVAL OF THE WAL-MART STORES, INC. STOCK INCENTIVE PLAN OF 2010 | Mgmt | Against |
| 04 | APPROVAL OF THE ASDA LIMITED SHARES/SAVE PLAN 2000, AS AMENDED     | Mgmt | For     |
| 05 | GENDER IDENTITY NON-DISCRIMINATION POLICY                          | Shr  | Against |
| 06 | ADVISORY VOTE ON EXECUTIVE COMPENSATION                            | Shr  | For     |
| 07 | POLITICAL CONTRIBUTIONS REPORT                                     | Shr  | Against |
| 08 | SPECIAL SHAREOWNER MEETINGS  | Shr  | For     |
| 09 | POULTRY SLAUGHTER  | Shr  | Against |
| 10 | LOBBYING PRIORITIES REPORT   | Shr  | Against |

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WASTE MANAGEMENT, INC.

Agen

Security: 94106L109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: WM  
 ISIN: US94106L1098

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANK M. CLARK, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PATRICK W. GROSS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN C. POPE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. ROBERT REUM   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID P. STEINER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |
| 03     | PROPOSAL TO AMEND THE COMPANY'S SECOND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE                          | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

### SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS.

|    |  |     |         |
|----|--|-----|---------|
| 04 | PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.                          | Shr | Against |
| 05 | PROPOSAL RELATING TO THE RIGHT OF STOCKHOLDERS TO CALL SPECIAL STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For     |

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: WFC  
 ISIN: US9497461015

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN D. BAKER II  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LLOYD H. DEAN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN E. ENGEL  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD M. JAMES   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MACKEY J. MCDONALD  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: NICHOLAS G. MOORE   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: ROBERT K. STEEL   | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES. | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 03 | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK FROM 6 BILLION TO 9 BILLION. | Mgmt | For     |
| 04 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2010.  | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE AND DIRECTOR COMPENSATION.   | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL REGARDING A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.   | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL REGARDING A REPORT ON CHARITABLE CONTRIBUTIONS.  | Shr  | Against |
| 08 | STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.   | Shr  | Against |

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WENDY'S/ARBY'S GROUP, INC.

Agen

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Security: 950587105  
Meeting Type: Annual  
Meeting Date: 27-May-2010  
Ticker: WEN  
ISIN: US9505871056  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>NELSON PELTZ<br>PETER W. MAY<br>CLIVE CHAJET<br>EDWARD P. GARDEN<br>JANET HILL<br>JOSEPH A. LEVATO<br>J. RANDOLPH LEWIS<br>PETER H. ROTHSCHILD<br>DAVID E. SCHWAB II<br>ROLAND C. SMITH<br>RAYMOND S. TROUBH<br>JACK G. WASSERMAN | Mgmt<br>Mgmt<br>Mgmt<br>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<br>For<br>For<br>For |
| 02     | TO APPROVE THE COMPANY'S 2010 OMNIBUS AWARD PLAN.   | Mgmt   | For  |
| 03     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2010.   | Mgmt   | For  |
| 04     | TO VOTE ON A STOCKHOLDER PROPOSAL REGARDING POULTRY SLAUGHTER.  | Shr  | Against  |

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WESTERN REFINING, INC.

Agen

Security: 959319104  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: WNR  
 ISIN: US9593191045

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>WILLIAM D. SANDERS<br>RALPH A. SCHMIDT<br>JEFF A. STEVENS                                       | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2      | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR FISCAL YEAR 2010. | Mgmt                 | For               |
| 3      | CONSIDER AND VOTE ON A BOARD PROPOSAL TO APPROVE THE 2010 INCENTIVE PLAN OF WESTERN REFINING, INC.          | Mgmt                 | Against           |

WHIRLPOOL CORPORATION

Agen

Security: 963320106  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: WHR  
 ISIN: US9633201069

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL F. JOHNSTON   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM T. KERR   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JANICE D. STONEY  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MICHAEL D. WHITE  | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS WHIRLPOOL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |
| 03     | APPROVAL OF THE WHIRLPOOL CORPORATION 2010 OMNIBUS STOCK AND INCENTIVE PLAN.  | Mgmt          | Against       |



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 WILLBROS GROUP INC

Agen

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 Security: 969203108  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 Ticker: WG  
 ISIN: US9692031084  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. MCNABB, II   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT L. SLUDER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: S. MILLER WILLIAMS   | Mgmt          | For           |
| 02     | APPROVAL OF THE WILLBROS GROUP, INC. 2010 STOCK AND INCENTIVE COMPENSATION PLAN.                       | Mgmt          | Against       |
| 03     | RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR 2010. | Mgmt          | For           |

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 WILLIS GROUP HOLDINGS LIMITED

Agen

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 Security: G96655108  
 Meeting Type: Special  
 Meeting Date: 11-Dec-2009  
 Ticker: WSH  
 ISIN: BMG966551084  
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| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 01     | SCHEME OF ARRANGEMENT  | Mgmt          | No vote       |
| 02     | DISTRIBUTABLE RESERVES | Mgmt          | No vote       |

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 WILLIS GROUP HOLDINGS PLC

Agen

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 Security: G96666105  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2010  
 Ticker: WSH  
 ISIN: IE00B4XGY116  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|    |  |      |     |
|----|--|------|-----|
| 1A | ELECTION OF DIRECTOR: WILLIAM W. BRADLEY   | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JOSEPH A. CALIFANO   | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ANNA C. CATALANO   | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: SIR ROY GARDNER  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: SIR JEREMY HANLEY  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: ROBYN S. KRAVIT  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JEFFREY B. LANE  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: WENDY E. LANE  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JAMES F. MCCANN  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOSEPH J. PLUMERI  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: DOUGLAS B. ROBERTS   | Mgmt | For |
| 02 | RATIFY REAPPOINTMENT OF DELOITTE LLP AS AUDITORS UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS. | Mgmt | For |
| 03 | APPROVE OF THE WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY 2010 NORTH AMERICAN EMPLOYEE STOCK PURCHASE PLAN.        | Mgmt | For |

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 WYETH

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 Agen

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 Security: 983024100  
 Meeting Type: Annual  
 Meeting Date: 20-Jul-2009  
 Ticker: WYE  
 ISIN: US9830241009  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | VOTE TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 25, 2009, AMONG PFIZER INC., WAGNER ACQUISITION CORP. AND WYETH, AS IT MAY BE AMENDED FROM TIME TO TIME | Mgmt          | For           |
| 02     | VOTE TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT                 | Mgmt          | For           |
| 3A     | ELECTION OF DIRECTOR: ROBERT M. AMEN  | Mgmt          | For           |
| 3B     | ELECTION OF DIRECTOR: MICHAEL J. CRITELLI   | Mgmt          | For           |
| 3C     | ELECTION OF DIRECTOR: FRANCES D. FERGUSON   | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 3D | ELECTION OF DIRECTOR: VICTOR F. GANZI   | Mgmt | For |
| 3E | ELECTION OF DIRECTOR: ROBERT LANGER   | Mgmt | For |
| 3F | ELECTION OF DIRECTOR: JOHN P. MASCOTTE  | Mgmt | For |
| 3G | ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE  | Mgmt | For |
| 3H | ELECTION OF DIRECTOR: MARY LAKE POLAN   | Mgmt | For |
| 3I | ELECTION OF DIRECTOR: BERNARD POUSSOT   | Mgmt | For |
| 3J | ELECTION OF DIRECTOR: GARY L. ROGERS  | Mgmt | For |
| 3K | ELECTION OF DIRECTOR: JOHN R. TORELL III  | Mgmt | For |
| 04 | VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS<br>WYETH'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2009 | Mgmt | For |
| 05 | STOCKHOLDER PROPOSAL REGARDING REPORTING ON<br>WYETH'S POLITICAL CONTRIBUTIONS AND TRADE ASSOCIATION<br>PAYMENTS  | Shr  | For |
| 06 | STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER<br>MEETINGS  | Shr  | For |

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XTO ENERGY INC.

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Agen

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Security: 98385X106  
Meeting Type: Special  
Meeting Date: 25-Jun-2010  
Ticker: XTO  
ISIN: US98385X1063  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ADOPTION OF THE AGREEMENT AND PLAN OF MERGER,<br>DATED AS OF DECEMBER 13, 2009, AMONG EXXON<br>MOBIL CORPORATION, EXXONMOBIL INVESTMENT CORPORATION<br>AND XTO ENERGY INC.                                     | Mgmt          | For           |
| 02     | ADJOURNMENT OF THE XTO ENERGY INC. SPECIAL MEETING,<br>IF NECESSARY TO SOLICIT ADDITIONAL PROXIES<br>IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT<br>THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL<br>MEETING. | Mgmt          | For           |

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YAHOO! INC.

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Agen

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Security: 984332106  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 24-Jun-2010  
 Ticker: YHOO  
 ISIN: US9843321061

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CAROL BARTZ   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROY J. BOSTOCK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PATTI S. HART   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ERIC HIPPEAU  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SUSAN M. JAMES  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: VYOMESH JOSHI   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ARTHUR H. KERN  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: BRAD D. SMITH   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GARY L. WILSON  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JERRY YANG  | Mgmt          | For           |
| 02     | APPROVAL OF AMENDMENTS TO THE COMPANY'S 1996 DIRECTORS' STOCK PLAN.   | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                                 | Mgmt          | For           |
| 04     | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION ADVISORY VOTE, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr           | For           |

YUM! BRANDS, INC.

Agen

Security: 988498101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: YUM  
 ISIN: US9884981013

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID W. DORMAN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MASSIMO FERRAGAMO | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J. DAVID GRISSOM  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BONNIE G. HILL    | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 1E | ELECTION OF DIRECTOR: ROBERT HOLLAND, JR.   | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: KENNETH G. LANGONE  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JONATHAN S. LINEN   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: THOMAS C. NELSON  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DAVID C. NOVAK  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: THOMAS M. RYAN  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: JING-SHYH S. SU   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: ROBERT D. WALTER  | Mgmt | For |
| 02 | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 21 OF PROXY)                                       | Mgmt | For |
| 03 | SHAREHOLDER PROPOSAL RELATING TO RIGHT TO CALL SPECIAL SHAREOWNER MEETINGS (PAGE 23 OF PROXY) | Shr  | For |

\* Management position unknown

### 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)   | Eaton Vance Tax-Managed Buy-Write Opportunities Fund |
| By (Signature) | /s/ Duncan W. Richardson                             |
| Name           | Duncan W. Richardson                                 |
| Title          | President  |
| Date           | 08/30/2010   |