

BLACKROCK ENHANCED CAPITAL & INCOME FUND, INC  
Form N-PX  
August 28, 2012

**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 811-21506

Name of Fund: BlackRock Enhanced Capital and Income Fund, Inc. (CII)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: John Perlowski, Chief Executive Officer, BlackRock Enhanced Capital and Income Fund, Inc., 55 East 52<sup>nd</sup> Street, New York City, NY 10055.

Registrant's telephone number, including area code: (800) 882-0052, Option 4

Date of fiscal year end: 10/31

Date of reporting period: 07/01/2011 - 06/30/2012

Item 1 Proxy Voting Record Attached hereto.

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\*\*\*\*\* FORM N-PX REPORT \*\*\*\*\*

ICA File Number: 811-21506  
 Reporting Period: 07/01/2011 - 06/30/2012  
 BlackRock Enhanced Capital and Income Fund, Inc.

===== BlackRock Enhanced Capital and Income Fund, Inc. =====

ACE LIMITED

Ticker: ACE Security ID: H0023R105  
 Meeting Date: JAN 09, 2012 Meeting Type: Special  
 Record Date: NOV 30, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Dividend Distribution from Legal Reserves	For	For	Management

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 ACE LIMITED

Ticker: ACE Security ID: H0023R105  
 Meeting Date: MAY 16, 2012 Meeting Type: Annual  
 Record Date: MAR 30, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Michael G. Atieh as Director	For	For	Management
1.2	Elect Mary A. Cirillo as Director	For	For	Management
1.3	Elect Thomas J. Neff as Director	For	For	Management
2.1	Approve Annual Report	For	For	Management
2.2	Accept Statutory Financial Statements	For	For	Management
2.3	Accept Consolidated Financial Statements	For	For	Management
3	Approve Allocation of Income and Dividends	For	For	Management
4	Approve Discharge of Board and Senior Management	For	For	Management
5	Approve Creation of CHF 4.2 Billion Pool of Capital without Preemptive Rights	For	For	Management
6.1	Ratify PricewaterhouseCoopers AG as Auditors	For	For	Management
6.2	Ratify PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm as Auditors	For	For	Management
6.3	Ratify BDO AG as Special Auditors	For	For	Management
7	Approve Dividend Distribution From Legal Reserves Through Reduction in Share Capital	For	For	Management

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8	Advisory Vote to ratify Named Executive Officers' Compensation	For	For	Management
9	Amend Qualified Employee Stock Purchase Plan	For	For	Management

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### ANALOG DEVICES, INC.

Ticker: ADI Security ID: 032654105  
 Meeting Date: MAR 13, 2012 Meeting Type: Annual  
 Record Date: JAN 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ray Stata	For	For	Management
2	Elect Director Jerald G. Fishman	For	For	Management
3	Elect Director James A. Champy	For	For	Management
4	Elect Director John C. Hodgson	For	For	Management
5	Elect Director Yves-Andre Istel	For	For	Management
6	Elect Director Neil Novich	For	For	Management
7	Elect Director F. Grant Saviers	For	For	Management
8	Elect Director Paul J. Severino	For	For	Management
9	Elect Director Kenton J. Sicchitano	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Ratify Auditors	For	For	Management

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### AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 27, 2012 Meeting Type: Annual  
 Record Date: FEB 28, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Randall L. Stephenson	For	For	Management
2	Elect Director Gilbert F. Amelio	For	For	Management
3	Elect Director Reuben V. Anderson	For	For	Management
4	Elect Director James H. Blanchard	For	For	Management
5	Elect Director Jaime Chico Pardo	For	For	Management
6	Elect Director James P. Kelly	For	For	Management
7	Elect Director Jon C. Madonna	For	For	Management
8	Elect Director John B. McCoy	For	For	Management
9	Elect Director Joyce M. Roche	For	For	Management
10	Elect Director Matthew K. Rose	For	For	Management
11	Elect Director Laura D'Andrea Tyson	For	For	Management
12	Ratification Of Appointment Of Independent Auditors.	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Provide Right to Act by Written Consent	For	Against	Management
15	Report on Political Contributions	Against	Against	Shareholder
16	Commit to Wireless Network Neutrality	Against	Against	Shareholder
17	Require Independent Board Chairman	Against	Against	Shareholder

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### BRISTOL-MYERS SQUIBB COMPANY

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Ticker:            BMY                            Security ID: 110122108  
 Meeting Date: MAY 01, 2012    Meeting Type: Annual  
 Record Date:    MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lamberto Andreotti	For	For	Management
2	Elect Director Lewis B. Campbell	For	For	Management
3	Elect Director James M. Cornelius	For	For	Management
4	Elect Director Louis J. Freeh	For	For	Management
5	Elect Director Laurie H. Glimcher	For	For	Management
6	Elect Director Michael Grobstein	For	For	Management
7	Elect Director Alan J. Lacy	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director Elliott Sigal	For	For	Management
10	Elect Director Gerald L. Storch	For	For	Management
11	Elect Director Togo D. West, Jr.	For	For	Management
12	Elect Director R. Sanders Williams	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Approve Omnibus Stock Plan	For	For	Management
16	Provide for Cumulative Voting	Against	Against	Shareholder
17	Report on Research Animal Care and Promotion of Testing Alternatives	Against	Against	Shareholder
18	Provide Right to Act by Written Consent	Against	Against	Shareholder

### CENTURYLINK, INC.

Ticker:            CTL                            Security ID: 156700106  
 Meeting Date: MAY 23, 2012    Meeting Type: Annual  
 Record Date:    APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3.1	Elect Director Fred R. Nichols	For	For	Management
3.2	Elect Director Harvey P. Perry	For	For	Management
3.3	Elect Director Laurie A. Siegel	For	For	Management
3.4	Elect Director Joseph R. Zimmel	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Performance-Based and/or Time-Based Equity Awards	Against	Against	Shareholder
7	Adopt Policy on Bonus Banking	Against	Against	Shareholder
8	Report on Political Contributions	Against	Against	Shareholder

### CHEVRON CORPORATION

Ticker:            CVX                            Security ID: 166764100  
 Meeting Date: MAY 30, 2012    Meeting Type: Annual  
 Record Date:    APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Linnet F. Deily	For	For	Management

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2	Elect Director Robert E. Denham	For	Against	Management
3	Elect Director Chuck Hagel	For	For	Management
4	Elect Director Enrique Hernandez, Jr.	For	For	Management
5	Elect Director George L. Kirkland	For	For	Management
6	Elect Director Charles W. Moorman, IV	For	For	Management
7	Elect Director Kevin W. Sharer	For	For	Management
8	Elect Director John G. Stumpf	For	For	Management
9	Elect Director Ronald D. Sugar	For	For	Management
10	Elect Director Carl Ware	For	For	Management
11	Elect Director John S. Watson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Remove Exclusive Venue Provision	Against	Against	Shareholder
15	Require Independent Board Chairman	Against	Against	Shareholder
16	Report on Lobbying Payments and Policy	Against	Against	Shareholder
17	Adopt Guidelines for Country Selection	Against	Against	Shareholder
18	Report on Hydraulic Fracturing Risks to Company	Against	Against	Shareholder
19	Report on Accident Risk Reduction Efforts	Against	Against	Shareholder
20	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
21	Request Director Nominee with Environmental Qualifications	Against	Against	Shareholder

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CITIGROUP INC.

Ticker: C Security ID: 172967424  
 Meeting Date: APR 17, 2012 Meeting Type: Annual  
 Record Date: FEB 21, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Franz B. Humer	For	For	Management
2	Elect Director Robert L. Joss	For	For	Management
3	Elect Director Michael E. O'Neill	For	For	Management
4	Elect Director Vikram S. Pandit	For	For	Management
5	Elect Director Lawrence R. Ricciardi	For	For	Management
6	Elect Director Judith Rodin	For	For	Management
7	Elect Director Robert L. Ryan	For	For	Management
8	Elect Director Anthony M. Santomero	For	For	Management
9	Elect Director Joan E. Spero	For	For	Management
10	Elect Director Diana L. Taylor	For	For	Management
11	Elect Director William S. Thompson, Jr.	For	For	Management
12	Elect Director Ernesto Zedillo Ponce de Leon	For	For	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Disclose Prior Government Service	Against	Against	Shareholder
17	Report on Political Contributions and Lobbying Expenditures	Against	Against	Shareholder
18	Stock Retention/Holding Period	Against	Against	Shareholder
19	Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations	Against	Against	Shareholder

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DOMINION RESOURCES, INC.

Ticker: D Security ID: 25746U109  
 Meeting Date: MAY 08, 2012 Meeting Type: Annual  
 Record Date: MAR 02, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William P. Barr	For	For	Management
2	Elect Director Peter W. Brown	For	For	Management
3	Elect Director Helen E. Dragas	For	For	Management
4	Elect Director Thomas F. Farrell, II	For	For	Management
5	Elect Director John W. Harris	For	For	Management
6	Elect Director Robert S. Jepson, Jr.	For	For	Management
7	Elect Director Mark J. Kington	For	For	Management
8	Elect Director Frank S. Royal	For	For	Management
9	Elect Director Robert H. Spilman, Jr.	For	For	Management
10	Elect Director David A. Wollard	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Adopt Renewable Energy Production Goal	Against	Against	Shareholder
14	Report on Encouraging Customer Use of Renewable Energy Systems	Against	Against	Shareholder
15	Report on Plant Closures	Against	Against	Shareholder
16	Report on Coal Use from Mountaintop Removal Mining	Against	Against	Shareholder
17	Report on Impacts and Risks of Natural Gas	Against	Against	Shareholder
18	Review and Report on Nuclear Safety	Against	Against	Shareholder

E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 25, 2012 Meeting Type: Annual  
 Record Date: FEB 29, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lamberto Andreotti	For	For	Management
2	Elect Director Richard H. Brown	For	For	Management
3	Elect Director Robert A. Brown	For	For	Management
4	Elect Director Bertrand P. Collomb	For	For	Management
5	Elect Director Curtis J. Crawford	For	For	Management
6	Elect Director Alexander M. Cutler	For	For	Management
7	Elect Director Eleuthere I. Du Pont	For	For	Management
8	Elect Director Marillyn A. Hewson	For	For	Management
9	Elect Director Lois D. Juliber	For	For	Management
10	Elect Director Ellen J. Kullman	For	For	Management
11	Elect Director Lee M. Thomas	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Require Independent Board Chairman	Against	Against	Shareholder
15	Report on Pay Disparity	Against	Against	Shareholder

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ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108  
 Meeting Date: APR 16, 2012 Meeting Type: Annual  
 Record Date: FEB 15, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director K. Baicker	For	For	Management
2	Elect Director J. E. Fyrwald	For	For	Management
3	Elect Director E. R. Marram	For	For	Management
4	Elect Director D. R. Oberhelman	For	For	Management
5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Declassify the Board of Directors	For	For	Management
8	Reduce Supermajority Vote Requirement	For	For	Management
9	Adopt Policy for Engagement With Proponents of Shareholder Proposals Supported by a Majority Vote	Against	Against	Shareholder
10	Report on Research Animal Care and Promotion of Testing Alternatives	Against	Against	Shareholder

EMERSON ELECTRIC CO.

Ticker: EMR Security ID: 291011104  
 Meeting Date: FEB 07, 2012 Meeting Type: Annual  
 Record Date: NOV 29, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Fernandez G.	For	For	Management
1.2	Elect Director A.F. Golden	For	For	Management
1.3	Elect Director W.R. Johnson	For	For	Management
1.4	Elect Director J.B. Menzer	For	For	Management
1.5	Elect Director A.A. Busch, III	For	For	Management
1.6	Elect Director R.I. Ridgway	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Report on Sustainability	Against	Against	Shareholder
5	Declassify the Board of Directors	Against	For	Shareholder

ENSCO PLC

Ticker: ESV Security ID: 29358Q109  
 Meeting Date: MAY 22, 2012 Meeting Type: Annual  
 Record Date: MAR 30, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Re-elect C. Christopher Gaut as Director	For	For	Management
2	Re-elect Gerald W. Haddock as Director	For	For	Management
3	Re-elect Paul E. Rowsey, III as Director	For	For	Management
4	Re-elect Francis S. Kalman as Director	For	For	Management
5	Re-elect David A. B. Brown as Director	For	For	Management
6	Reappoint KPMG LLP as Auditors of the	For	For	Management



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	Company			
7	Reappoint KPMG Audit Plc as Auditors of the Company	For	For	Management
8	Authorize Board to Fix Remuneration of Auditors	For	For	Management
9	Approve Omnibus Stock Plan	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers Compensation	For	For	Management

### EXXON MOBIL CORPORATION

Ticker: XOM                      Security ID: 30231G102  
 Meeting Date: MAY 30, 2012      Meeting Type: Annual  
 Record Date: APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director M.J. Boskin	For	For	Management
1.2	Elect Director P. Brabeck-Letmathe	For	For	Management
1.3	Elect Director L.R. Faulkner	For	For	Management
1.4	Elect Director J.S. Fishman	For	For	Management
1.5	Elect Director H.H. Fore	For	For	Management
1.6	Elect Director K.C. Frazier	For	For	Management
1.7	Elect Director W.W. George	For	For	Management
1.8	Elect Director S.J. Palmisano	For	For	Management
1.9	Elect Director S.S. Reinemund	For	For	Management
1.10	Elect Director R.W. Tillerson	For	For	Management
1.11	Elect Director E.E. Whitacre, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder
6	Report on Political Contributions	Against	Against	Shareholder
7	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	Against	Shareholder
8	Report on Hydraulic Fracturing Risks to Company	Against	Against	Shareholder
9	Adopt Quantitative GHG Goals for Products and Operations	Against	Against	Shareholder

### FREEMPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX                      Security ID: 35671D857  
 Meeting Date: JUN 14, 2012      Meeting Type: Annual  
 Record Date: APR 18, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Adkerson	For	For	Management
1.2	Elect Director Robert J. Allison, Jr.	For	For	Management
1.3	Elect Director Robert A. Day	For	For	Management
1.4	Elect Director Gerald J. Ford	For	For	Management
1.5	Elect Director H. Devon Graham, Jr.	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Bobby Lee Lackey	For	For	Management

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1.8	Elect Director Jon C. Madonna	For	For	Management
1.9	Elect Director Dustan E. McCoy	For	For	Management
1.10	Elect Director James R. Moffett	For	For	Management
1.11	Elect Director B. M. Rankin, Jr.	For	For	Management
1.12	Elect Director Stephen H. Siegele	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Request Director Nominee with Environmental Qualifications	Against	Against	Shareholder

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GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 25, 2012 Meeting Type: Annual  
 Record Date: FEB 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director W. Geoffrey Beattie	For	For	Management
2	Elect Director James I. Cash, Jr.	For	For	Management
3	Elect Director Ann M. Fudge	For	For	Management
4	Elect Director Susan Hockfield	For	For	Management
5	Elect Director Jeffrey R. Immelt	For	For	Management
6	Elect Director Andrea Jung	For	For	Management
7	Elect Director Alan G. Lafley	For	For	Management
8	Elect Director Robert W. Lane	For	For	Management
9	Elect Director Ralph S. Larsen	For	For	Management
10	Elect Director Rochelle B. Lazarus	For	For	Management
11	Elect Director James J. Mulva	For	For	Management
12	Elect Director Sam Nunn	For	For	Management
13	Elect Director Roger S. Penske	For	For	Management
14	Elect Director Robert J. Swieringa	For	For	Management
15	Elect Director James S. Tisch	For	Against	Management
16	Elect Director Douglas A. Warner, III	For	For	Management
17	Ratify Auditors	For	For	Management
18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
19	Amend Omnibus Stock Plan	For	For	Management
20	Approve Material Terms of Senior Officer Performance Goals	For	For	Management
21	Provide for Cumulative Voting	Against	Against	Shareholder
22	Phase Out Nuclear Activities	Against	Against	Shareholder
23	Require Independent Board Chairman	Against	Against	Shareholder
24	Provide Right to Act by Written Consent	Against	For	Shareholder

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GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104  
 Meeting Date: SEP 26, 2011 Meeting Type: Annual  
 Record Date: JUL 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Bradbury H. Anderson	For	For	Management
2	Elect Director R. Kerry Clark	For	For	Management
3	Elect Director Paul Danos	For	For	Management
4	Elect Director William T. Esrey	For	For	Management

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5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director Judith Richards Hope	For	For	Management
7	Elect Director Heidi G. Miller	For	For	Management
8	Elect Director Hilda Ochoa-Brillembourg	For	For	Management
9	Elect Director Steve Odland	For	For	Management
10	Elect Director Kendall J. Powell	For	For	Management
11	Elect Director Michael D. Rose	For	For	Management
12	Elect Director Robert L. Ryan	For	For	Management
13	Elect Director Dorothy A. Terrell	For	For	Management
14	Approve Omnibus Stock Plan	For	For	Management
15	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Advisory Vote on Say on Pay Frequency	One Year	Three Years	Management
18	Ratify Auditors	For	For	Management

HALLIBURTON COMPANY

Ticker: HAL Security ID: 406216101  
 Meeting Date: MAY 16, 2012 Meeting Type: Annual  
 Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan M. Bennett	For	For	Management
2	Elect Director James R. Boyd	For	For	Management
3	Elect Director Milton Carroll	For	Against	Management
4	Elect Director Nance K. Dicciani	For	For	Management
5	Elect Director Murry S. Gerber	For	For	Management
6	Elect Director S. Malcolm Gillis	For	For	Management
7	Elect Director Abdallah S. Jum'ah	For	For	Management
8	Elect Director David J. Lesar	For	For	Management
9	Elect Director Robert A. Malone	For	For	Management
10	Elect Director J. Landis Martin	For	For	Management
11	Elect Director Debra L. Reed	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management

HONEYWELL INTERNATIONAL INC.

Ticker: HON Security ID: 438516106  
 Meeting Date: APR 23, 2012 Meeting Type: Annual  
 Record Date: FEB 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Gordon M. Bethune	For	For	Management
2	Elect Director Kevin Burke	For	For	Management
3	Elect Director Jaime Chico Pardo	For	For	Management
4	Elect Director David M. Cote	For	For	Management
5	Elect Director D. Scott Davis	For	For	Management
6	Elect Director Linnet F. Deily	For	For	Management
7	Elect Director Judd Gregg	For	For	Management
8	Elect Director Clive R. Hollick	For	For	Management
9	Elect Director George Paz	For	For	Management

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10	Elect Director Bradley T. Sheares	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Require Independent Board Chairman	Against	For	Shareholder
14	Report on Political Contributions	Against	Against	Shareholder

### INTEL CORPORATION

Ticker:           INTC                           Security ID: 458140100  
Meeting Date: MAY 17, 2012   Meeting Type: Annual  
Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Charlene Barshefsky	For	For	Management
2	Elect Director Andy D. Bryant	For	For	Management
3	Elect Director Susan L. Decker	For	For	Management
4	Elect Director John J. Donahoe	For	For	Management
5	Elect Director Reed E. Hundt	For	For	Management
6	Elect Director Paul S. Otellini	For	For	Management
7	Elect Director James D. Plummer	For	For	Management
8	Elect Director David S. Pottruck	For	For	Management
9	Elect Director Frank D. Yearly	For	For	Management
10	Elect Director David B. Yoffie	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote	Against	Against	Shareholder

### INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker:           IBM                           Security ID: 459200101  
Meeting Date: APR 24, 2012   Meeting Type: Annual  
Record Date: FEB 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alain J.P. Belda	For	For	Management
2	Elect Director William R. Brody	For	For	Management
3	Elect Director Kenneth I. Chenault	For	For	Management
4	Elect Director Michael L. Eskew	For	For	Management
5	Elect Director David N. Farr	For	For	Management
6	Elect Director Shirley Ann Jackson	For	Against	Management
7	Elect Director Andrew N. Liveris	For	For	Management
8	Elect Director W. James McNerney, Jr.	For	For	Management
9	Elect Director James W. Owens	For	For	Management
10	Elect Director Samuel J. Palmisano	For	For	Management
11	Elect Director Virginia M. Rometty	For	For	Management
12	Elect Director Joan E. Spero	For	For	Management
13	Elect Director Sidney Taurel	For	For	Management
14	Elect Director Lorenzo H. Zambrano	For	For	Management
15	Ratify Auditors	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Provide for Cumulative Voting	Against	Against	Shareholder

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18	Report on Political Contributions	Against	Against	Shareholder
19	Report on Lobbying Expenses	Against	Against	Shareholder

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 INVESCO LTD.

Ticker: IVZ Security ID: G491BT108  
 Meeting Date: MAY 17, 2012 Meeting Type: Annual  
 Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Martin L. Flanagan	For	For	Management
1.2	Elect Director C. Robert Henrikson	For	For	Management
1.3	Elect Director Ben F. Johnson, II	For	For	Management
1.4	Elect Director J. Thomas Presby	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Approve Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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 JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 26, 2012 Meeting Type: Annual  
 Record Date: FEB 28, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mary Sue Coleman	For	For	Management
2	Elect Director James G. Cullen	For	For	Management
3	Elect Director Ian E.l. Davis	For	For	Management
4	Elect Director Alex Gorsky	For	For	Management
5	Elect Director Michael M.e. Johns	For	Against	Management
6	Elect Director Susan L. Lindquist	For	For	Management
7	Elect Director Anne M. Mulcahy	For	Against	Management
8	Elect Director Leo F. Mullin	For	For	Management
9	Elect Director William D. Perez	For	Against	Management
10	Elect Director Charles Prince	For	Against	Management
11	Elect Director David Satcher	For	For	Management
12	Elect Director William C. Weldon	For	For	Management
13	Elect Director Ronald A. Williams	For	Against	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
15	Approve Omnibus Stock Plan	For	For	Management
16	Ratify Auditors	For	For	Management
17	Require Independent Board Chairman	Against	Against	Shareholder
18	Require Shareholder Vote to Approve Political Contributions	Against	Against	Shareholder
19	Adopt Animal-Free Training Methods	Against	Against	Shareholder

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 JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 15, 2012 Meeting Type: Annual

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Record Date: MAR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James A. Bell	For	For	Management
2	Elect Director Crandall C. Bowles	For	For	Management
3	Elect Director Stephen B. Burke	For	For	Management
4	Elect Director David M. Cote	For	For	Management
5	Elect Director James S. Crown	For	For	Management
6	Elect Director James Dimon	For	For	Management
7	Elect Director Timothy P. Flynn	For	For	Management
8	Elect Director Ellen V. Futter	For	For	Management
9	Elect Director Laban P. Jackson, Jr.	For	For	Management
10	Elect Director Lee R. Raymond	For	For	Management
11	Elect Director William C. Weldon	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Affirm Political Non-Partisanship	Against	Against	Shareholder
15	Require Independent Board Chairman	Against	Against	Shareholder
16	Report on Loan Modifications	Against	Against	Shareholder
17	Report on Political Contributions	Against	Against	Shareholder
18	Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity	Against	Against	Shareholder
19	Provide Right to Act by Written Consent	Against	For	Shareholder
20	Stock Retention	Against	Against	Shareholder

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## KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103  
 Meeting Date: MAY 03, 2012 Meeting Type: Annual  
 Record Date: MAR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John R. Alm	For	For	Management
2	Elect Director John F. Bergstrom	For	For	Management
3	Elect Director Abelardo E. Bru	For	For	Management
4	Elect Director Robert W. Decherd	For	For	Management
5	Elect Director Thomas J. Falk	For	For	Management
6	Elect Director Fabian T. Garcia	For	For	Management
7	Elect Director Mae C. Jemison, M.D.	For	For	Management
8	Elect Director James M. Jenness	For	For	Management
9	Elect Director Nancy J. Karch	For	Against	Management
10	Elect Director Ian C. Read	For	For	Management
11	Elect Director Linda Johnson Rice	For	For	Management
12	Elect Director Marc J. Shapiro	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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## KRAFT FOODS INC.

Ticker: KFT Security ID: 50075N104  
 Meeting Date: MAY 23, 2012 Meeting Type: Annual  
 Record Date: MAR 15, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Myra M. Hart	For	For	Management
2	Elect Director Peter B. Henry	For	For	Management
3	Elect Director Lois D. Juliber	For	For	Management
4	Elect Director Mark D. Ketchum	For	For	Management
5	Elect Director Terry J. Lundgren	For	For	Management
6	Elect Director Mackey J. McDonald	For	For	Management
7	Elect Director Jorge S. Mesquita	For	For	Management
8	Elect Director John C. Pope	For	Against	Management
9	Elect Director Fredric G. Reynolds	For	For	Management
10	Elect Director Irene B. Rosenfeld	For	For	Management
11	Elect Director Jean-Francois M.L. van Boxmeer	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Change Company Name	For	For	Management
14	Ratify Auditors	For	For	Management
15	Report on Supply Chain and Deforestation	Against	Against	Shareholder
16	Report on Adopting Extended Producer Responsibility Policy	Against	Against	Shareholder
17	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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LIMITED BRANDS, INC.

Ticker: LTD Security ID: 532716107  
Meeting Date: MAY 24, 2012 Meeting Type: Annual  
Record Date: APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James L. Heskett	For	For	Management
2	Elect Director Allan R. Tessler	For	For	Management
3	Elect Director Abigail S. Wexner	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Reduce Supermajority Vote Requirement	For	For	Management
7	Require Independent Board Chairman	Against	Against	Shareholder
8	Declassify the Board of Directors	Against	For	Shareholder
9	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
10	Stock Retention/Holding Period	Against	Against	Shareholder

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LSI CORPORATION

Ticker: LSI Security ID: 502161102  
Meeting Date: MAY 09, 2012 Meeting Type: Annual  
Record Date: MAR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Charles A. Haggerty	For	For	Management
2	Elect Director Richard S. Hill	For	For	Management
3	Elect Director John H.F. Miner	For	For	Management
4	Elect Director Arun Netravali	For	For	Management
5	Elect Director Charles C. Pope	For	For	Management

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6	Elect Director Gregorio Reyes	For	For	Management
7	Elect Director Michael G. Strachan	For	For	Management
8	Elect Director Abhijit Y. Talwalkar	For	For	Management
9	Elect Director Susan M. Whitney	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management

### MARATHON OIL CORPORATION

Ticker: MRO Security ID: 565849106  
 Meeting Date: APR 25, 2012 Meeting Type: Annual  
 Record Date: FEB 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Gregory H. Boyce	For	For	Management
2	Elect Director Pierre Brondeau	For	For	Management
3	Elect Director Clarence P. Cazalot, Jr.	For	For	Management
4	Elect Director Linda Z. Cook	For	For	Management
5	Elect Director Shirley Ann Jackson	For	Against	Management
6	Elect Director Philip Lader	For	For	Management
7	Elect Director Michael E. J. Phelps	For	For	Management
8	Elect Director Dennis H. Reilley	For	For	Management
9	Ratify Auditors	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Approve Omnibus Stock Plan	For	For	Management

### MARATHON PETROLEUM CORPORATION

Ticker: MPC Security ID: 56585A102  
 Meeting Date: APR 25, 2012 Meeting Type: Annual  
 Record Date: FEB 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David A. Daberko	For	For	Management
1.2	Elect Director Donna A. James	For	For	Management
1.3	Elect Director Charles R. Lee	For	For	Management
1.4	Elect Director Seth E. Schofield	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	Three Years	Management

### MAXIM INTEGRATED PRODUCTS, INC.

Ticker: MXIM Security ID: 57772K101  
 Meeting Date: NOV 16, 2011 Meeting Type: Annual  
 Record Date: SEP 19, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Tunc Doluca	For	For	Management
1.2	Elect Director B. Kipling Hagopian	For	For	Management
1.3	Elect Director James R. Bergman	For	Withhold	Management
1.4	Elect Director Joseph R. Bronson	For	For	Management
1.5	Elect Director Robert E. Grady	For	For	Management
1.6	Elect Director William D. Watkins	For	For	Management
1.7	Elect Director A. R. Frank Wazzan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	One Year	Three Years	Management

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MERCK & CO., INC.

Ticker:           MRK                           Security ID: 58933Y105  
Meeting Date: MAY 22, 2012   Meeting Type: Annual  
Record Date: MAR 23, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Leslie A. Brun	For	For	Management
2	Elect Director Thomas R. Cech	For	For	Management
3	Elect Director Kenneth C. Frazier	For	For	Management
4	Elect Director Thomas H. Glocer	For	For	Management
5	Elect Director William B. Harrison Jr.	For	For	Management
6	Elect Director C. Robert Kidder	For	For	Management
7	Elect Director Rochelle B. Lazarus	For	For	Management
8	Elect Director Carlos E. Represas	For	For	Management
9	Elect Director Patricia F. Russo	For	For	Management
10	Elect Director Craig B. Thompson	For	For	Management
11	Elect Director Wendell P. Weeks	For	For	Management
12	Elect Director Peter C. Wendell	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Provide Right to Act by Written Consent	Against	Against	Shareholder
16	Amend Bylaws -- Call Special Meetings	Against	Against	Shareholder
17	Report on Charitable and Political Contributions	Against	Against	Shareholder

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METLIFE, INC.

Ticker:           MET                           Security ID: 59156R108  
Meeting Date: APR 24, 2012   Meeting Type: Annual  
Record Date: MAR 01, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John M. Keane	For	For	Management
1.2	Elect Director Catherine R. Kinney	For	For	Management
1.3	Elect Director Hugh B. Price	For	For	Management
1.4	Elect Director Kenton J. Sicchitano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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 MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 15, 2011 Meeting Type: Annual  
 Record Date: SEP 02, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Ballmer	For	For	Management
2	Elect Director Dina Dublon	For	For	Management
3	Elect Director William H. Gates, III	For	For	Management
4	Elect Director Raymond V. Gilmartin	For	For	Management
5	Elect Director Reed Hastings	For	For	Management
6	Elect Director Maria M. Klawe	For	For	Management
7	Elect Director David F. Marquardt	For	For	Management
8	Elect Director Charles H. Noski	For	For	Management
9	Elect Director Helmut Panke	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Advisory Vote on Say on Pay Frequency	One Year	Three Years	Management
12	Ratify Auditors	For	For	Management
13	Amend Bylaws to Establish a Board Committee on Environmental Sustainability	Against	Against	Shareholder

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 MORGAN STANLEY

Ticker: MS Security ID: 617446448  
 Meeting Date: MAY 15, 2012 Meeting Type: Annual  
 Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Roy J. Bostock	For	For	Management
2	Elect Director Erskine B. Bowles	For	For	Management
3	Elect Director Howard J. Davies	For	For	Management
4	Elect Director James P. Gorman	For	For	Management
5	Elect Director C. Robert Kidder	For	For	Management
6	Elect Director Klaus Kleinfeld	For	For	Management
7	Elect Director Donald T. Nicolaisen	For	For	Management
8	Elect Director Hutham S. Olayan	For	For	Management
9	Elect Director James W. Owens	For	For	Management
10	Elect Director O. Griffith Sexton	For	For	Management
11	Elect Director Ryosuke Tamakoshi	For	For	Management
12	Elect Director Masaaki Tanaka	For	For	Management
13	Elect Director Laura D. Tyson	For	For	Management
14	Ratify Auditors	For	For	Management
15	Amend Omnibus Stock Plan	For	For	Management
16	Amend Non-Employee Director Restricted Stock Plan	For	For	Management
17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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 NEXTERA ENERGY, INC.

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Ticker: NEE Security ID: 65339F101  
 Meeting Date: MAY 25, 2012 Meeting Type: Annual  
 Record Date: MAR 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Sherry S. Barrat	For	For	Management
2	Elect Director Robert M. Beall, Ii	For	For	Management
3	Elect Director James L. Camaren	For	For	Management
4	Elect Director Kenneth B. Dunn	For	For	Management
5	Elect Director J. Brian Ferguson	For	For	Management
6	Elect Director Lewis Hay, Iii	For	For	Management
7	Elect Director Toni Jennings	For	For	Management
8	Elect Director Oliver D. Kingsley, Jr.	For	For	Management
9	Elect Director Rudy E. Schupp	For	For	Management
10	Elect Director William H. Swanson	For	For	Management
11	Elect Director Michael H. Thaman	For	For	Management
12	Elect Director Hansel E. Tookes, Ii	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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 NOBLE CORPORATION

Ticker: NE Security ID: H5833N103  
 Meeting Date: APR 27, 2012 Meeting Type: Annual  
 Record Date: APR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Decrease in Size of Board	For	For	Management
2.1	Elect Director Julie H. Edwards	For	For	Management
2.2	Elect Director David W. Williams	For	For	Management
3	Accept Financial Statements and Statutory Reports	For	For	Management
4	Approve Dividends	For	For	Management
5	Ratify PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm and PricewaterhouseCoopers AG as Statutory Auditor	For	For	Management
6	Approve Discharge of Board and Senior Management	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
8	Amend Omnibus Stock Plan	For	For	Management

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 NOKIA CORP.

Ticker: NOK1V Security ID: 654902204  
 Meeting Date: MAY 03, 2012 Meeting Type: Annual  
 Record Date: FEB 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Open Meeting	None	None	Management
2	Call the Meeting to Order	None	None	Management
3	Designate Inspector or Shareholder	None	None	Management

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	Representative(s) of Minutes of Meeting			
4	Acknowledge Proper Convening of Meeting	None	None	Management
5	Acknowledge Proper Convening of Meeting	None	None	Management
6	Receive Financial Statements and Statutory Reports; Receive CEO's Review	None	None	Management
7	Accept Financial Statements and Statutory Reports	For	For	Management
8	Approve Allocation of Income and Dividends of EUR 0.20 Per Share	For	For	Management
9	Approve Discharge of Board and President	For	For	Management
10	Approve Remuneration of Directors in the Amount of EUR 440,000 for the Chairman, EUR 150,000 for Deputy Chairman, and EUR 130,000 for Other Directors	For	For	Management
11	Fix Number of Directors at 11	For	For	Management
12.1	Elect Bruce Brown as Director	For	For	Management
12.2	Elect Stephen Elop as Director	For	For	Management
12.3	Elect Henning Kagermann as Director	For	For	Management
12.4	Elect Jouko Karvinen as Director	For	For	Management
12.5	Elect Helge Lund as Director	For	For	Management
12.6	Elect Isabel Marey-Semper as Director	For	For	Management
12.7	Elect Marten Mickos as Director	For	For	Management
12.8	Elect Elizabeth Nelson as Director	For	For	Management
12.9	Elect Dame Marjorie Scardino as Director	For	For	Management
12.10	Elect Risto Siilasmaa as Director	For	For	Management
12.11	Elect Kari Stadigh as Director	For	For	Management
13	Approve Remuneration of Auditors	For	For	Management
14	Ratify PricewaterhouseCoopers as Auditors	For	For	Management
15	Authorize Share Repurchase Program	For	For	Management
16	Close Meeting	None	None	Management

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NORTHROP GRUMMAN CORPORATION

Ticker: NOC Security ID: 666807102  
 Meeting Date: MAY 16, 2012 Meeting Type: Annual  
 Record Date: MAR 20, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Wesley G. Bush	For	For	Management
2	Elect Director Lewis W. Coleman	For	For	Management
3	Elect Director Victor H. Fazio	For	For	Management
4	Elect Director Donald E. Felsing	For	For	Management
5	Elect Director Stephen E. Frank	For	For	Management
6	Elect Director Bruce S. Gordon	For	For	Management
7	Elect Director Madeleine A. Kleiner	For	For	Management
8	Elect Director Karl J. Krapek	For	For	Management
9	Elect Director Richard B. Myers	For	For	Management
10	Elect Director Aulana L. Peters	For	For	Management
11	Elect Director Gary Roughead	For	For	Management
12	Elect Director Thomas M. Schoewe	For	For	Management
13	Elect Director Kevin W. Sharer	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Ratify Auditors	For	For	Management
16	Amend Certificate of Incorporation of	For	For	Management

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	Titan II, Inc.			
17	Provide Right to Act by Written Consent	For	For	Management
18	Require Independent Board Chairman	Against	Against	Shareholder

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### NUCOR CORPORATION

Ticker: NUC Security ID: 670346105  
 Meeting Date: MAY 10, 2012 Meeting Type: Annual  
 Record Date: MAR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Clayton C. Daley, Jr.	For	For	Management
1.2	Elect Director John J. Ferriola	For	For	Management
1.3	Elect Director Harvey B. Gantt	For	For	Management
1.4	Elect Director Bernard L. Kasriel	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder

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### PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 26, 2012 Meeting Type: Annual  
 Record Date: FEB 28, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Dennis A. Ausiello	For	For	Management
2	Elect Director M. Anthony Burns	For	For	Management
3	Elect Director W. Don Cornwell	For	For	Management
4	Elect Director Frances D. Fergusson	For	For	Management
5	Elect Director William H. Gray, III	For	For	Management
6	Elect Director Helen H. Hobbs	For	For	Management
7	Elect Director Constance J. Horner	For	For	Management
8	Elect Director James M. Kilts	For	For	Management
9	Elect Director George A. Lorch	For	For	Management
10	Elect Director John P. Mascotte	For	For	Management
11	Elect Director Suzanne Nora Johnson	For	For	Management
12	Elect Director Ian C. Read	For	For	Management
13	Elect Director Stephen W. Sanger	For	For	Management
14	Elect Director Marc Tessier-Lavigne	For	For	Management
15	Ratify Auditors	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Publish Political Contributions	Against	Against	Shareholder
18	Provide Right to Act by Written Consent	Against	Against	Shareholder
19	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
20	Non-Employee Director Compensation	Against	Against	Shareholder

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### PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

Ticker: PEG Security ID: 744573106  
 Meeting Date: APR 17, 2012 Meeting Type: Annual

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Record Date: FEB 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Albert R. Gamper, Jr.	For	For	Management
2	Elect Director Conrad K. Harper	For	For	Management
3	Elect Director William V. Hickey	For	For	Management
4	Elect Director Ralph Izzo	For	For	Management
5	Elect Director Shirley Ann Jackson	For	Against	Management
6	Elect Director David Lilley	For	For	Management
7	Elect Director Thomas A. Renyi	For	For	Management
8	Elect Director Hak Cheol Shin	For	For	Management
9	Elect Director Richard J. Swift	For	Against	Management
10	Elect Director Susan Tomasky	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Ratify Auditors	For	For	Management

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### RAYTHEON COMPANY

Ticker: RTN                      Security ID: 755111507  
 Meeting Date: MAY 31, 2012      Meeting Type: Annual  
 Record Date: APR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James E. Cartwright	For	For	Management
2	Elect Director Vernon E. Clark	For	For	Management
3	Elect Director John M. Deutch	For	For	Management
4	Elect Director Stephen J. Hadley	For	For	Management
5	Elect Director Frederic M. Poses	For	For	Management
6	Elect Director Michael C. Ruetters	For	For	Management
7	Elect Director Ronald L. Skates	For	For	Management
8	Elect Director William R. Spivey	For	For	Management
9	Elect Director Linda G. Stuntz	For	For	Management
10	Elect Director William H. Swanson	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Ratify Auditors	For	For	Management
13	Stock Retention/Holding Period	Against	Against	Shareholder
14	Submit SERP to Shareholder Vote	Against	Against	Shareholder
15	Provide Right to Act by Written Consent	Against	Against	Shareholder

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### THE HOME DEPOT, INC.

Ticker: HD                      Security ID: 437076102  
 Meeting Date: MAY 17, 2012      Meeting Type: Annual  
 Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	For	Management
2	Elect Director Francis S. Blake	For	For	Management
3	Elect Director Ari Bousbib	For	For	Management
4	Elect Director Gregory D. Brenneman	For	For	Management
5	Elect Director J. Frank Brown	For	For	Management
6	Elect Director Albert P. Carey	For	For	Management
7	Elect Director Armando Codina	For	For	Management
8	Elect Director Bonnie G. Hill	For	For	Management

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9	Elect Director Karen L. Katen	For	For	Management
10	Elect Director Ronald L. Sargent	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Amend Qualified Employee Stock Purchase Plan	For	For	Management
14	Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote	Against	Against	Shareholder
15	Prepare Employment Diversity Report	Against	Against	Shareholder
16	Amend Right to Act by Written Consent	Against	Against	Shareholder
17	Amend Bylaws -- Call Special Meetings	Against	Against	Shareholder
18	Report on Charitable Contributions	Against	Against	Shareholder
19	Adopt Storm Water Run-off Management Policy	Against	Against	Shareholder

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THE SOUTHERN COMPANY

Ticker: SO Security ID: 842587107  
 Meeting Date: MAY 23, 2012 Meeting Type: Annual  
 Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Juanita Powell Baranco	For	For	Management
2	Elect Director Jon A. Boscia	For	For	Management
3	Elect Director Henry A. Clark, III	For	For	Management
4	Elect Director Thomas A. Fanning	For	For	Management
5	Elect Director H. William Habermeyer, Jr.	For	For	Management
6	Elect Director Veronica M. Hagen	For	For	Management
7	Elect Director Warren A. Hood, Jr.	For	For	Management
8	Elect Director Donald M. James	For	For	Management
9	Elect Director Dale E. Klein	For	For	Management
10	Elect Director William G. Smith, Jr.	For	For	Management
11	Elect Director Steven R. Specker	For	For	Management
12	Elect Director Larry D. Thompson	For	For	Management
13	Elect Director E. Jenner Wood, III	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Report on Coal Combustion Waste Hazard and Risk Mitigation Efforts	Against	Against	Shareholder
17	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109  
 Meeting Date: MAY 23, 2012 Meeting Type: Annual  
 Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan L. Beller	For	For	Management
2	Elect Director John H. Dasburg	For	For	Management
3	Elect Director Janet M. Dolan	For	For	Management
4	Elect Director Kenneth M. Duberstein	For	For	Management

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5	Elect Director Jay S. Fishman	For	For	Management
6	Elect Director Lawrence G. Graev	For	For	Management
7	Elect Director Patricia L. Higgins	For	For	Management
8	Elect Director Thomas R. Hodgson	For	For	Management
9	Elect Director William J. Kane	For	For	Management
10	Elect Director Cleve L. Killingsworth, Jr.	For	For	Management
11	Elect Director Donald J. Shepard	For	For	Management
12	Elect Director Laurie J. Thomsen	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Report on Political Contributions	Against	Against	Shareholder

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THE WALT DISNEY COMPANY

Ticker: DIS Security ID: 254687106  
 Meeting Date: MAR 13, 2012 Meeting Type: Annual  
 Record Date: JAN 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Susan E. Arnold	For	Against	Management
2	Elect Director John S. Chen	For	Against	Management
3	Elect Director Judith L. Estrin	For	For	Management
4	Elect Director Robert A. Iger	For	For	Management
5	Elect Director Fred H. Langhammer	For	Against	Management
6	Elect Director Aylwin B. Lewis	For	Against	Management
7	Elect Director Monica C. Lozano	For	For	Management
8	Elect Director Robert W. Matschullat	For	For	Management
9	Elect Director Sheryl Sandberg	For	For	Management
10	Elect Director Orin C. Smith	For	Against	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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THE WESTERN UNION COMPANY

Ticker: WU Security ID: 959802109  
 Meeting Date: MAY 23, 2012 Meeting Type: Annual  
 Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard A. Goodman	For	For	Management
2	Elect Director Roberto G. Mendoza	For	For	Management
3	Elect Director Michael A. Miles, Jr.	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Amend Omnibus Stock Plan	For	For	Management
8	Adopt Proxy Access Right	Against	Against	Shareholder
9	Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote	Against	Against	Shareholder



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 TIME WARNER INC.

Ticker: TWX Security ID: 887317303  
 Meeting Date: MAY 15, 2012 Meeting Type: Annual  
 Record Date: MAR 22, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James L. Barksdale	For	For	Management
2	Elect Director William P. Barr	For	For	Management
3	Elect Director Jeffrey L. Bewkes	For	For	Management
4	Elect Director Stephen F. Bollenbach	For	For	Management
5	Elect Director Robert C. Clark	For	For	Management
6	Elect Director Mathias Dopfner	For	For	Management
7	Elect Director Jessica P. Einhorn	For	For	Management
8	Elect Director Fred Hassan	For	For	Management
9	Elect Director Kenneth J. Novack	For	For	Management
10	Elect Director Paul D. Wachter	For	For	Management
11	Elect Director Deborah C. Wright	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Provide Right to Act by Written Consent	Against	Against	Shareholder

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 TYCO INTERNATIONAL LTD.

Ticker: TYC Security ID: H89128104  
 Meeting Date: MAR 07, 2012 Meeting Type: Annual  
 Record Date: JAN 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports for Fiscal 2010/2011	For	For	Management
2	Approve Discharge of Board and Senior Management	For	For	Management
3.1	Elect Edward D. Breen as Director	For	For	Management
3.2	Elect Michael Daniels as Director	For	For	Management
3.3	Reelect Timothy Donahue as Director	For	For	Management
3.4	Reelect Brian Duperreault as Director	For	For	Management
3.5	Reelect Bruce Gordon as Director	For	For	Management
3.6	Reelect Rajiv L. Gupta as Director	For	For	Management
3.7	Reelect John Krol as Director	For	For	Management
3.8	Reelect Brendan O'Neill as Director	For	For	Management
3.9	Reelect Dinesh Paliwal as Director	For	For	Management
3.10	Reelect William Stavropoulos as Director	For	For	Management
3.11	Reelect Sandra Wijnberg as Director	For	For	Management
3.12	Reelect R. David Yost as Director	For	For	Management
4a	Ratify Deloitte AG as Auditors	For	For	Management
4b	Appoint Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal 2011/2012	For	For	Management
4c	Ratify PricewaterhouseCoopers AG as Special Auditors	For	For	Management
5a	Approve Allocation of Income	For	For	Management
5b	Approve Consolidated Reserves	For	For	Management
5c	Approve Ordinary Cash Dividend	For	For	Management

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6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Amend Articles of Association Regarding Book Entry Securities and Transfer of Registered Seat	For	For	Management

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UNILEVER NV

Ticker: UN Security ID: 904784709  
 Meeting Date: SEP 16, 2011 Meeting Type: Special  
 Record Date: AUG 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Authorize Board to Repurchase Outstanding 6 Percent and 7 Percent Cumulative Preference Shares	For	For	Management

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UNILEVER NV

Ticker: UN Security ID: 904784709  
 Meeting Date: MAY 09, 2012 Meeting Type: Annual  
 Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Report of Management Board	None	None	Management
2	Approve Financial Statements and Allocation of Income	For	For	Management
3	Approve Discharge of Management Board	For	For	Management
4	Approve Discharge of Supervisory Board	For	For	Management
5	Reelect P.G.J.M. Polman as CEO to Board of Directors	For	For	Management
6	Reelect R.J.M.S. Huet as CFO to Board of Directors	For	For	Management
7	Reelect L.O. Fresco to Board of Directors	For	For	Management
8	Reelect A.M. Fudge to Board of Directors	For	For	Management
9	Reelect C.E. Golden to Board of Directors	For	For	Management
10	Reelect B.E. Grote to Board of Directors	For	For	Management
11	Reelect S.B. Mittal to Board of Directors	For	For	Management
12	Reelect H. Nyasulu to Board of Directors	For	For	Management
13	Reelect M. Rifkind to Board of Directors	For	For	Management
14	Reelect K.J. Storm to Board of Directors	For	For	Management
15	Reelect M. Treschow to Board of Directors	For	For	Management
16	Reelect P.S. Walsh to Board of Directors	For	For	Management
17	Amend Articles of Association	For	For	Management
18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management

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19	Approve Authorization to Cancel Ordinary Shares	For	For	Management
20	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/Merger and Restricting/Excluding Preemptive Rights	For	For	Management
21	Ratify PricewaterhouseCoopers as Auditors	For	For	Management
22	Allow Questions and Close Meeting	None	None	Management

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: MAY 03, 2012 Meeting Type: Annual  
 Record Date: MAR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director Melanie L. Healey	For	For	Management
3	Elect Director M. Frances Keeth	For	For	Management
4	Elect Director Robert W. Lane	For	For	Management
5	Elect Director Lowell C. McAdam	For	For	Management
6	Elect Director Sandra O. Moose	For	For	Management
7	Elect Director Joseph Neubauer	For	For	Management
8	Elect Director Donald T. Nicolaisen	For	For	Management
9	Elect Director Clarence Otis, Jr.	For	For	Management
10	Elect Director Hugh B. Price	For	For	Management
11	Elect Director Rodney E. Slater	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Disclose Prior Government Service	Against	Against	Shareholder
15	Report on Lobbying Payments and Policy	Against	Against	Shareholder
16	Performance-Based and/or Time-Based Equity Awards	Against	Against	Shareholder
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
18	Provide Right to Act by Written Consent	Against	Against	Shareholder
19	Commit to Wireless Network Neutrality	Against	Against	Shareholder

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WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101  
 Meeting Date: APR 24, 2012 Meeting Type: Annual  
 Record Date: FEB 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John D. Baker, II	For	For	Management
2	Elect Director Elaine L. Chao	For	For	Management
3	Elect Director John S. Chen	For	For	Management
4	Elect Director Lloyd H. Dean	For	For	Management
5	Elect Director Susan E. Engel	For	For	Management
6	Elect Director Enrique Hernandez, Jr.	For	For	Management
7	Elect Director Donald M. James	For	For	Management
8	Elect Director Cynthia H. Milligan	For	For	Management

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9	Elect Director Nicholas G. Moore	For	For	Management
10	Elect Director Federico F. Pena	For	For	Management
11	Elect Director Philip J. Quigley	For	For	Management
12	Elect Director Judith M. Runstad	For	For	Management
13	Elect Director Stephen W. Sanger	For	For	Management
14	Elect Director John G. Stumpf	For	For	Management
15	Elect Director Susan G. Swenson	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Ratify Auditors	For	For	Management
18	Require Independent Board Chairman	Against	Against	Shareholder
19	Provide for Cumulative Voting	Against	Against	Shareholder
20	Adopt Proxy Access Right	Against	Against	Shareholder
21	Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations	Against	Against	Shareholder

===== END NPX REPORT

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.

BlackRock Enhanced Capital and Income Fund, Inc.

By: /s/ John Perlowski  
John Perlowski  
Chief Executive Officer of  
BlackRock Enhanced Capital and Income Fund, Inc.

Date: August 27, 2012