

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX/A  
September 02, 2009

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

FORM N-PX/A

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

NAME OF REGISTRANT: Eaton Vance Risk-Managed  
Diversified Equity Income  
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: 07/01/2008 - 06/30/2009

Eaton Vance Risk-Managed Diversified Equity Income Fund

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3M COMPANY

Agen

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Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 12-May-2009  
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           |

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|    |  |      |     |
|----|--|------|-----|
| 1E | ELECTION OF DIRECTOR: W. JAMES FARRELL   | Mgmt | For |
| 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 | STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.  | Shr  | For |
| 04 | STOCKHOLDER PROPOSAL ON THE VESTING OF STOCK<br>OPTIONS AND AWARDS.  | Shr  | For |

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 ABBOTT LABORATORIES

Agen

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 Security: 002824100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: ABT  
 ISIN: US0028241000  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>R.J. ALPERN<br>R.S. AUSTIN<br>W.M. DALEY<br>W.J. FARRELL<br>H.L. FULLER<br>W.A. OSBORN<br>D.A.L. OWEN<br>W.A. REYNOLDS<br>R.S. ROBERTS<br>S.C. SCOTT III<br>W.D. SMITHBURG<br>G.F. TILTON<br>M.D. WHITE | 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     | APPROVAL OF THE ABBOTT LABORATORIES 2009 INCENTIVE<br>STOCK PROGRAM   | Mgmt   | For   |
| 03     | APPROVAL OF THE ABBOTT LABORATORIES 2009 EMPLOYEE<br>STOCK PURCHASE PLAN FOR NON-U.S. EMPLOYEES   | Mgmt   | For   |
| 04     | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS   | Mgmt   | For   |
| 05     | SHAREHOLDER PROPOSAL - ANIMAL TESTING   | Shr  | Against   |

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|    |   |     |         |
|----|---|-----|---------|
| 06 | SHAREHOLDER PROPOSAL - HEALTH CARE PRINCIPLES | Shr | Against |
| 07 | SHAREHOLDER PROPOSAL - ADVISORY VOTE          | Shr | For     |

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ACCENTURE LTD Agen

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Security: G1150G111  
Meeting Type: Annual  
Meeting Date: 12-Feb-2009  
Ticker: ACN  
ISIN: BMG1150G1116

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: CHARLES H. GIANCARLO   | Mgmt          | For           |
| 1B     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: DINA DUBLON  | Mgmt          | For           |
| 1C     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN   | Mgmt          | For           |
| 1D     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: NOBUYUKI IDEI  | Mgmt          | For           |
| 1E     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: MARJORIE MAGNER  | Mgmt          | For           |
| 2      | RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION. | Mgmt          | For           |

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ACE LIMITED Agen

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Security: H0023R105  
Meeting Type: Annual  
Meeting Date: 20-May-2009  
Ticker: ACE  
ISIN: CH0044328745

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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL G. ATIEH  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARY A. CIRILLO   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BRUCE L. CROCKETT | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1D | ELECTION OF DIRECTOR: THOMAS J. NEFF   | Mgmt | For |
| 2A | APPROVAL OF THE ANNUAL REPORT  | Mgmt | For |
| 2B | APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED  | Mgmt | For |
| 2C | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS  | Mgmt | For |
| 03 | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt | For |
| 04 | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt | For |
| 05 | AMENDMENT OF ARTICLES OF ASSOCIATION RELATING TO SPECIAL AUDITOR   | Mgmt | For |
| 6A | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING | Mgmt | For |
| 6B | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP                | Mgmt | For |
| 6C | ELECTION OF BDO VISURA (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING                | Mgmt | For |
| 07 | APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES | Mgmt | For |

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AETNA INC.

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Agen

Security: 00817Y108  
Meeting Type: Annual  
Meeting Date: 29-May-2009  
Ticker: AET  
ISIN: US00817Y1082  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: FRANK M. CLARK           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: BETSY Z. COHEN           | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MOLLY J. COYE, M.D.      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROGER N. FARAH           | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: BARBARA HACKMAN FRANKLIN | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JEFFREY E. GARTEN        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: EARL G. GRAVES           | Mgmt          | For           |

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|----|--|------|---------|
| 1H | ELECTION OF DIRECTOR: GERALD GREENWALD                                     | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: ELLEN M. HANCOCK                                     | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: RICHARD J. HARRINGTON                                | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: EDWARD J. LUDWIG                                     | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JOSEPH P. NEWHOUSE                                   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: RONALD A. WILLIAMS                                   | Mgmt | For     |
| 02 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                 | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING.                                 | Shr  | Against |
| 04 | SHAREHOLDER PROPOSAL ON NOMINATING A RETIRED AETNA EXECUTIVE TO THE BOARD. | Shr  | Against |

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 AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: AMGN  
 ISIN: US0311621009

| 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: MR. FRANK C. HERRINGER             | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DR. GILBERT S. OMENN               | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM               | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED) | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER           | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: MR. KEVIN W. SHARER                | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP             | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS  
FOR THE YEAR ENDING DECEMBER 31, 2009.

|    |  |      |         |
|----|--|------|---------|
| 03 | TO APPROVE THE PROPOSED 2009 EQUITY INCENTIVE PLAN, WHICH AUTHORIZES THE ISSUANCE OF 100,000,000 SHARES.   | Mgmt | For     |
| 04 | TO APPROVE THE PROPOSED AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, WHICH REDUCES THE SIXTY-SIX AND TWO-THIRDS PERCENT (66-2/3%) VOTING REQUIREMENT TO A SIMPLE MAJORITY VOTING REQUIREMENT FOR APPROVAL OF CERTAIN BUSINESS COMBINATIONS. | Mgmt | For     |
| 5A | STOCKHOLDER PROPOSAL #1 (AMEND OUR BYLAWS TO PERMIT 10 PERCENT OF OUR OUTSTANDING COMMON STOCK THE ABILITY TO CALL SPECIAL MEETINGS.)  | Shr  | For     |
| 5B | STOCKHOLDER PROPOSAL #2 (CHANGE OUR JURISDICTION OF INCORPORATION FROM DELAWARE TO NORTH DAKOTA.)  | Shr  | Against |

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ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: APC  
ISIN: US0325111070

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT J. ALLISON, JR.                                | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PETER J. FLUOR  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN W. PODUSKA, SR.                                  | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS                                 | Mgmt          | Against       |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.            | Mgmt          | For           |
| 03     | APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED. | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.              | Shr           | Against       |

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APPLE INC.

Agen

Security: 037833100  
Meeting Type: Annual

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Meeting Date: 25-Feb-2009  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 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>ERIC E. SCHMIDT, PH.D.<br>JEROME B. YORK | 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     | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |
| 03     | SHAREHOLDER PROPOSAL REGARDING ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |
| 04     | SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |
| 05     | SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | For  |

ASML HOLDINGS N.V.

Agen

Security: N07059186  
 Meeting Type: Annual  
 Meeting Date: 26-Mar-2009  
 Ticker: ASML  
 ISIN: USN070591862

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 03     | DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW. | Mgmt          | No vote       |
| 04     | DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.                                       | Mgmt          | No vote       |
| 05     | DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.  | Mgmt          | No vote       |

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|     |  |      |         |
|-----|--|------|---------|
| 07  | PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.   | Mgmt | No vote |
| 8A  | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.   | Mgmt | No vote |
| 8B  | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.  | Mgmt | No vote |
| 9A  | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.   | Mgmt | No vote |
| 9B  | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.  | Mgmt | No vote |
| 9C  | APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.   | Mgmt | No vote |
| 11A | NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | No vote |
| 11B | NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | No vote |
| 11C | NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | No vote |
| 11D | NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | No vote |
| 11E | NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | No vote |
| 12A | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.  | Mgmt | No vote |
| 12B | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.  | Mgmt | No vote |
| 12C | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS. | Mgmt | No vote |
| 12D | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING  | Mgmt | No vote |



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TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.

|    |  |      |         |
|----|--|------|---------|
| 13 | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL. | Mgmt | No vote |
| 14 | CANCELLATION OF ORDINARY SHARES.   | Mgmt | No vote |
| 15 | CANCELLATION OF ADDITIONAL ORDINARY SHARES.  | Mgmt | No vote |

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ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 03     | DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.  | Mgmt          | For           |
| 04     | DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.  | Mgmt          | For           |
| 05     | DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.   | Mgmt          | For           |
| 07     | PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.   | Mgmt          | For           |
| 8A     | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.   | Mgmt          | For           |
| 8B     | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.                                  | Mgmt          | Against       |
| 9A     | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.                         | Mgmt          | For           |
| 9B     | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.                  | Mgmt          | For           |
| 9C     | APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK. | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
| 11A | NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | For |
| 11B | NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | For |
| 11C | NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | For |
| 11D | NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | For |
| 11E | NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | For |
| 12A | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.  | Mgmt | For |
| 12B | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.  | Mgmt | For |
| 12C | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS. | Mgmt | For |
| 12D | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.   | Mgmt | For |
| 13  | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.   | Mgmt | For |
| 14  | CANCELLATION OF ORDINARY SHARES.   | Mgmt | For |
| 15  | CANCELLATION OF ADDITIONAL ORDINARY SHARES.  | Mgmt | For |

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 AT&T INC.

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 Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: T  
 ISIN: US00206R1023  
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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III        | Mgmt          | Against       |
| 1C     | ELECTION OF DIRECTOR: GILBERT F. AMELIO              | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES H. BLANCHARD             | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: AUGUST A. BUSCH III            | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LYNN M. MARTIN                 | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: MARY S. METZ                   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: PATRICIA P. UPTON              | Mgmt          | Against       |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |
| 03     | AMENDMENT TO INCREASE AUTHORIZED SHARES.             | Mgmt          | For           |
| 04     | REPORT ON POLITICAL CONTRIBUTIONS.                   | Shr           | Against       |
| 05     | SPECIAL STOCKHOLDER MEETINGS.                        | Shr           | For           |
| 06     | CUMULATIVE VOTING.                                   | Shr           | Against       |
| 07     | BYLAW REQUIRING INDEPENDENT CHAIRMAN.                | Shr           | For           |
| 08     | ADVISORY VOTE ON COMPENSATION.                       | Shr           | For           |
| 09     | PENSION CREDIT POLICY.                               | Shr           | For           |

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BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 05-Dec-2008  
 Ticker: BAC  
 ISIN: US0605051046

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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF BANK OF AMERICA COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2008, BY AND BETWEEN MERRILL LYNCH & CO., INC. AND BANK OF AMERICA CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME. | Mgmt          | No vote       |
| 02     | A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN, AS AMENDED AND RESTATED.   | Mgmt          | No vote       |
| 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 BANK OF AMERICA COMMON STOCK FROM 7.5 BILLION TO 10 BILLION.   | Mgmt          | No vote       |
| 04     | 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 FOREGOING PROPOSALS.   | Mgmt          | No vote       |

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

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 BAXTER INTERNATIONAL INC.

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 Agen

Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BAX  
 ISIN: US0718131099  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WALTER E. BOOMER                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES R. GAVIN III, M.D., PH.D.         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PETER S. HELLMAN                        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: K.J. STORM                              | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL RELATING TO ANIMAL TESTING               | Shr           | Against       |

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

-----  
 BECTON, DICKINSON AND COMPANY

Agen

-----  
 Security: 075887109  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: BDX  
 ISIN: US0758871091  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>C.M. FRASER-LIGGETT<br>E.J. LUDWIG<br>W.J. OVERLOCK, JR.<br>B.L. SCOTT | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.        | Mgmt                         | For                      |
| 03     | AMENDMENT TO BD'S RESTATED CERTIFICATE OF INCORPORATION.                           | Mgmt                         | For                      |
| 04     | AMENDMENT TO THE 2004 EMPLOYEE AND DIRECTOR EQUITY-BASED COMPENSATION PLAN.        | Mgmt                         | For                      |
| 05     | APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS.                                   | Mgmt                         | For                      |
| 06     | SPECIAL SHAREHOLDER MEETINGS.  | Shr                          | For                      |
| 07     | CUMULATIVE VOTING.   | Shr                          | Against                  |

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 BEST BUY CO., INC.

Agen

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 Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2009  
 Ticker: BBY  
 ISIN: US0865161014  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>RONALD JAMES*<br>ELLIOT S. KAPLAN*<br>SANJAY KHOSLA*<br>GEORGE L. MIKAN III*<br>MATTHEW H. PAULL*<br>RICHARD M. SCHULZE*<br>HATIM A. TYABJI*<br>GERARD R. VITTECOQ** | 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 |

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

|    |  |      |     |
|----|--|------|-----|
| 02 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR THAT BEGAN ON MARCH 1, 2009. | Mgmt | For |
| 03 | APPROVAL OF AMENDMENTS TO OUR 2004 OMNIBUS STOCK AND INCENTIVE PLAN, AS AMENDED.   | Mgmt | For |
| 04 | APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO CHANGE APPROVAL REQUIRED.   | Mgmt | For |
| 05 | APPROVAL OF AN AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE IX.                                      | Mgmt | For |
| 06 | APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO REMOVE DIRECTORS WITHOUT CAUSE.                               | Mgmt | For |
| 07 | APPROVAL OF AMENDMENT TO ARTICLE IX TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO AMEND CLASSIFIED BOARD PROVISIONS.  | Mgmt | For |
| 08 | APPROVAL OF AN AMENDMENT TO ARTICLE X TO DECREASE SHAREHOLDER APPROVAL REQUIRED FOR CERTAIN REPURCHASES OF STOCK.  | Mgmt | For |
| 09 | APPROVAL OF AN AMENDMENT TO ARTICLE X OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE X.  | Mgmt | For |

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 BIOGEN IDEC INC.

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 Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: BIIB  
 ISIN: US09062X1037  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote                      |
|--------|--|------------------------------|------------------------------------|
| 01     | DIRECTOR<br>DR. ALEXANDER J. DENNER<br>DR. RICHARD C. MULLIGAN<br>DR. THOMAS F. DEUEL<br>DR. DAVID SIDRANSKY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld<br>Withheld |
| 02     | APPROVAL OF THE ICAHN BYLAWS AMENDMENTS.   | Mgmt                         | For                                |
| 03     | APPROVAL OF THE NORTH DAKOTA REINCORPORATION RESOLUTION.   | Mgmt                         | Against                            |
| 04     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt                         | For                                |

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05 APPROVAL OF THE BIOGEN BYLAW AMENDMENT. Mgmt For

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 BOSTON SCIENTIFIC CORPORATION

Agen

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 Security: 101137107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 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: URSULA M. BURNS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARYE ANNE FOX  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RAY J. GROVES   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KRISTINA M. JOHNSON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ERNEST MARIO  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: PETE M. NICHOLAS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN E. PEPPER  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: UWE E. REINHARDT  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: WARREN B. RUDMAN  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN E. SUNUNU  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES R. TOBIN  | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR. | Mgmt          | For           |
| 03     | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.       | Mgmt          | Against       |

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 BRISTOL-MYERS SQUIBB COMPANY

Agen

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 Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BMY  
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Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

ISIN: US1101221083

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L. ANDREOTTI                             | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: L.B. CAMPBELL                            | Mgmt          | For           |
| 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 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | EXECUTIVE COMPENSATION DISCLOSURE.                             | Shr           | Against       |
| 04     | SIMPLE MAJORITY VOTE.  | Shr           | For           |
| 05     | SPECIAL SHAREOWNER MEETINGS.                                   | Shr           | For           |
| 06     | EXECUTIVE COMPENSATION ADVISORY VOTE.                          | Shr           | For           |

BROADCOM CORPORATION

Agen

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: BRCM  
 ISIN: US1113201073

| Prop.# | Proposal                       | Proposal Type | Proposal Vote |
|--------|--------------------------------|---------------|---------------|
| 01     | DIRECTOR<br>GEORGE L. FARINSKY | Mgmt          | For           |
|        | NANCY H. HANDEL                | Mgmt          | For           |
|        | EDDY W. HARTENSTEIN            | Mgmt          | For           |
|        | JOHN E. MAJOR                  | Mgmt          | For           |
|        | SCOTT A. MCGREGOR              | Mgmt          | For           |
|        | WILLIAM T. MORROW              | Mgmt          | For           |



Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

|    |   |      |     |
|----|---|------|-----|
|    | ROBERT E. SWITZ   | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009. | Mgmt | For |

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 CELGENE CORPORATION

Agen

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 Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2009  
 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>RODMAN L. DRAKE<br>A.H. HAYES, JR., M.D.<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, 2009.   | Mgmt   | For   |
| 03     | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 04     | STOCKHOLDER PROPOSAL REGARDING THE VOTING STANDARD FOR DIRECTOR ELECTIONS.   | Shr  | Against   |

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 CHEVRON CORPORATION

Agen

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 Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: CVX  
 ISIN: US1667641005  
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| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.H. ARMACOST | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

|    |  |      |         |
|----|--|------|---------|
| 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: E. HERNANDEZ   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: F.G. JENIFER   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: S. NUNN  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: D.J. O'REILLY  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: D.B. RICE  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: C.R. SHOEMATE  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: C. WARE  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: J.S. WATSON  | Mgmt | For     |
| 02 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt | For     |
| 03 | APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN                          | Mgmt | For     |
| 04 | APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION | Mgmt | For     |
| 05 | SPECIAL STOCKHOLDER MEETINGS   | Shr  | For     |
| 06 | ADVISORY VOTE ON SUMMARY COMPENSATION TABLE  | Shr  | For     |
| 07 | GREENHOUSE GAS EMISSIONS   | Shr  | Against |
| 08 | COUNTRY SELECTION GUIDELINES   | Shr  | Against |
| 09 | HUMAN RIGHTS POLICY  | Shr  | Against |
| 10 | HOST COUNTRY LAWS  | Shr  | Against |

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CLEVELAND-CLIFFS INC

Agen

Security: 185896107  
 Meeting Type: Consent  
 Meeting Date: 03-Oct-2008  
 Ticker: CLF  
 ISIN: US1858961071

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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | <p>"BY VOTING THIS AGENDA YOU ARE HEREBY CERTIFYING THAT YOUR SHARES ARE "NOT INTERESTED SHARES," AS DEFINED IN THE PROXY STATEMENT. IF YOU HOLD "INTERESTED SHARES," YOU MUST CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IN ORDER TO VOTE YOUR SHARES PROPERLY. PLEASE REFER TO THE PROXY MATERIAL TO DETERMINE IF YOU HOLD "INTERESTED SHARES" VERSUS "NOT INTERESTED SHARES." CONTROL SHARE ACQUISITION PROPOSAL: A RESOLUTION OF CLEVELAND- CLIFFS' SHAREHOLDERS AUTHORIZING THE CONTROL SHARE ACQUISITION OF CLEVELAND-CLIFFS COMMON SHARES PURSUANT TO THE ACQUIRING PERSON STATEMENT OF HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. DATED AUGUST 14, 2008.</p> | Mgmt          | Against       |

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COLGATE-PALMOLIVE COMPANY

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Agen

Security: 194162103  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: CL  
ISIN: US1941621039

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. CAHILL   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JILL K. CONWAY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: IAN COOK   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ELLEN M. HANCOCK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DAVID W. JOHNSON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RICHARD J. KOGAN   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DELANO E. LEWIS  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: J. PEDRO REINHARD  | Mgmt          | For           |
| 1I     | 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     | APPROVAL OF THE COLGATE-PALMOLIVE COMPANY 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.                      | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION   | Shr           | For           |

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

ADVISORY VOTE.

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COMCAST CORPORATION

Agen

Security: 20030N101  
Meeting Type: Annual  
Meeting Date: 13-May-2009  
Ticker: CMCSA  
ISIN: US20030N1019  
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| 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 | 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 INDEPENDENT AUDITORS   | Mgmt   | For  |
| 03     | APPROVAL OF OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED   | Mgmt   | For  |
| 04     | APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED  | Mgmt   | For  |
| 05     | APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED  | Mgmt   | For  |
| 06     | IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000  | Shr  | Against  |
| 07     | OBTAIN SHAREHOLDER APPROVAL OF CERTAIN FUTURE DEATH BENEFIT ARRANGEMENTS   | Shr  | For  |
| 08     | ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION   | Shr  | For  |
| 09     | ADOPT A RECAPITALIZATION PLAN  | Shr  | For  |

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CONOCOPHILLIPS

Agen

Security: 20825C104  
Meeting Type: Annual

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Meeting Date: 13-May-2009  
 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: HARALD J. NORVIK   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: WILLIAM K. REILLY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: KATHRYN C. TURNER  | Mgmt          | For           |
| 1M     | 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 2009. | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.   | Mgmt          | For           |
| 04     | UNIVERSAL HEALTH CARE PRINCIPLES.  | Shr           | Against       |
| 05     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Shr           | For           |
| 06     | POLITICAL CONTRIBUTIONS.   | Shr           | Against       |
| 07     | GREENHOUSE GAS REDUCTION.  | Shr           | Against       |
| 08     | OIL SANDS DRILLING.  | Shr           | Against       |
| 09     | DIRECTOR QUALIFICATIONS.   | Shr           | Against       |

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COVIDIEN LTD.

Agen

Security: G2552X108  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2009

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Ticker: COV  
 ISIN: BMG2552X1083

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRAIG ARNOLD   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT H. BRUST  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KATHY J. HERBERT   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD J. MEELIA  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DENNIS H. REILLEY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: TADATAKA YAMADA  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO   | Mgmt          | For           |
| 02     | APPROVE AMENDED AND RESTATED 2007 STOCK AND INCENTIVE PLAN   | Mgmt          | For           |
| 03     | APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION OF THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION | Mgmt          | For           |

COVIDIEN LTD.

Agen

Security: G2552X108  
 Meeting Type: Special  
 Meeting Date: 28-May-2009  
 Ticker: COV  
 ISIN: BMG2552X1083

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 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 SCHEME OF ARRANGEMENT AND REORGANIZATION, APPROVAL OF CREATION OF DISTRIBUTABLE RESERVES OF COVIDIEN PLC (THROUGH REDUCTION OF SHARE PREMIUM ACCOUNT OF COVIDIEN PLC) THAT WAS PREVIOUSLY APPROVED BY COVIDIEN LTD. AND | Mgmt          | For           |

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OTHER CURRENT SHAREHOLDERS OF COVIDIEN PLC  
(AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT).

|    |  |      |     |
|----|--|------|-----|
| 03 | 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 MEETING. | Mgmt | For |
|----|--|------|-----|

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CVS CAREMARK CORPORATION

Agen

Security: 126650100  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: CVS  
ISIN: US1266501006  
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| Prop.# | Proposal   | Proposal 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 G. 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           |
| 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           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR. | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.   | Shr           | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD.  | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.   | Shr           | Against       |

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06 STOCKHOLDER PROPOSAL REGARDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION. Shr For

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D.R. HORTON, INC. Agen

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Security: 23331A109  
Meeting Type: Annual  
Meeting Date: 29-Jan-2009  
Ticker: DHI  
ISIN: US23331A1097  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>DONALD R. HORTON<br>BRADLEY S. ANDERSON<br>MICHAEL R. BUCHANAN<br>MICHAEL W. HEWATT<br>BOB G. SCOTT<br>DONALD J. TOMNITZ<br>BILL W. WHEAT | 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 VOTE ON A STOCKHOLDER PROPOSAL CONCERNING AMENDING OUR EQUAL EMPLOYMENT OPPORTUNITY POLICY.  | Shr  | Against                                       |
| 03     | TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS.  | Shr  | Against                                       |
| 04     | TO CONDUCT OTHER BUSINESS PROPERLY BROUGHT BEFORE THE MEETING.  | Mgmt   | Against                                       |

-----  
DANAHER CORPORATION Agen

-----  
Security: 235851102  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: DHR  
ISIN: US2358511028  
-----

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MORTIMER M. CAPLIN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DONALD J. EHRLICH   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WALTER G. LOHR, JR. | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: LINDA P. HEFNER     | Mgmt          | For           |



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|    |  |      |         |
|----|--|------|---------|
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.   | Mgmt | For     |
| 03 | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN.  | Mgmt | For     |
| 04 | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER.  | Shr  | For     |
| 05 | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT. | Shr  | For     |
| 06 | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS ISSUE A REPORT IDENTIFYING POLICY OPTIONS FOR ELIMINATING EXPOSURE OF THE ENVIRONMENT AND DENTAL CONSUMERS TO MERCURY FROM DENTAL AMALGAMS SOLD BY DANAHER.  | Shr  | Against |

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 DIAMOND OFFSHORE DRILLING, INC.

Agen

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 Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 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 | Withheld<br>Withheld<br>For<br>For<br>For<br>For<br>Withheld<br>Withheld<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2009.   | Mgmt   | For   |

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EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: EIX  
 ISIN: US2810201077

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<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>R.T. SCHLOSBERG III<br>THOMAS C. SUTTON<br>BRETT WHITE | 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 THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.  | Mgmt   | For  |
| 03     | MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN.  | Mgmt   | For  |
| 04     | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER SAY ON EXECUTIVE PAY.  | Shr  | For  |

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: EMR  
 ISIN: US2910111044

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                                    |
|--------|---|--|--|
| 01     | DIRECTOR<br>A.A. BUSCH III*<br>A.F. GOLDEN*<br>H. GREEN*<br>W.R. JOHNSON*<br>J.B. MENZER*<br>V.R. LOUCKS, JR.** | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For<br>For<br>Withheld |
| 02     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                                      | Mgmt   | For  |

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 EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: XOM  
 ISIN: US30231G1022  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>M.J. BOSKIN<br>L.R. FAULKNER<br>K.C. FRAZIER<br>W.W. GEORGE<br>R.C. KING<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 50)  | Mgmt   | For  |
| 03     | CUMULATIVE VOTING (PAGE 51)   | Shr  | Against  |
| 04     | SPECIAL SHAREHOLDER MEETINGS (PAGE 53)  | Shr  | For  |
| 05     | INCORPORATE IN NORTH DAKOTA (PAGE 54)   | Shr  | Against  |
| 06     | BOARD CHAIRMAN AND CEO (PAGE 55)  | Shr  | For  |
| 07     | SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)   | Shr  | For  |
| 08     | EXECUTIVE COMPENSATION REPORT (PAGE 59)   | Shr  | Against  |
| 09     | CORPORATE SPONSORSHIPS REPORT (PAGE 60)   | Shr  | Against  |
| 10     | AMENDMENT OF EEO POLICY (PAGE 62)   | Shr  | Against  |
| 11     | GREENHOUSE GAS EMISSIONS GOALS (PAGE 63)  | Shr  | Against  |
| 12     | CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 65)  | Shr  | Against  |
| 13     | RENEWABLE ENERGY POLICY (PAGE 66)   | Shr  | Against  |

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 FIRSTENERGY CORP.

Agen

Security: 337932107  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009

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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 | Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld |
| 02     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt   | For  |
| 03     | SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE  | Shr  | For  |
| 04     | SHAREHOLDER PROPOSAL: REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING  | Shr  | For  |
| 05     | SHAREHOLDER PROPOSAL: ESTABLISH SHAREHOLDER PROPONENT ENGAGEMENT PROCESS  | Shr  | For  |
| 06     | SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS  | Shr  | Against  |

FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: FMS  
 ISIN: US3580291066

| 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 2008 | 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           |

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|    |   |      |     |
|----|---|------|-----|
| 04 | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF<br>THE MEMBERS OF THE SUPERVISORY BOARD    | Mgmt | For |
| 05 | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP<br>AUDITORS FOR THE FINANCIAL YEAR 2009 | Mgmt | For |

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GENERAL DYNAMICS CORPORATION

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Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GD  
 ISIN: US3695501086

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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: N.D. CHABRAJA                                     | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: J.S. CROWN  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: W.P. FRICKS                                       | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: J.L. JOHNSON                                      | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: G.A. JOULWAN                                      | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: P.G. KAMINSKI                                     | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: J.M. KEANE  | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: D.J. LUCAS  | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: L.L. LYLES  | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: J.C. REYES  | Mgmt             | For           |
| 1K     | ELECTION OF DIRECTOR: R. WALMSLEY                                       | Mgmt             | For           |
| 02     | APPROVAL OF GENERAL DYNAMICS 2009 EQUITY COMPENSATION<br>PLAN           | Mgmt             | For           |
| 03     | APPROVAL OF 2009 GENERAL DYNAMICS UNITED KINGDOM<br>SHARE SAVE PLAN     | Mgmt             | For           |
| 04     | SELECTION OF INDEPENDENT AUDITORS                                       | Mgmt             | For           |
| 05     | SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS<br>IN SPACE                 | Shr              | Against       |
| 06     | SHAREHOLDER PROPOSAL WITH REGARD TO EXECUTIVE<br>DEATH BENEFIT PAYMENTS | Shr              | For           |

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: GE  
 ISIN: US3696041033

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.    | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: WILLIAM M. CASTELL    | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: ANN M. FUDGE          | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD       | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT     | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: ANDREA JUNG           | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY | Mgmt          | Against       |
| A8     | ELECTION OF DIRECTOR: ROBERT W. LANE        | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: RALPH S. LARSEN       | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS   | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: JAMES J. MULVA        | Mgmt          | For           |
| A12    | ELECTION OF DIRECTOR: SAM NUNN              | Mgmt          | For           |
| A13    | ELECTION OF DIRECTOR: ROGER S. PENSKE       | Mgmt          | Against       |
| A14    | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA   | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III | Mgmt          | For           |
| B      | RATIFICATION OF KPMG                        | Mgmt          | For           |
| C1     | CUMULATIVE VOTING                           | Shr           | Against       |
| C2     | EXECUTIVE COMPENSATION ADVISORY VOTE        | Shr           | For           |
| C3     | INDEPENDENT STUDY REGARDING BREAKING UP GE  | Shr           | Against       |
| C4     | DIVIDEND POLICY                             | Shr           | For           |
| C5     | SHAREHOLDER VOTE ON GOLDEN PARACHUTES       | Shr           | For           |

GENZYME CORPORATION

Agen

Security: 372917104  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Meeting Date: 21-May-2009  
 Ticker: GENZ  
 ISIN: US3729171047

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME   | Mgmt          | For           |
| 1B     | RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX   | Mgmt          | For           |
| 1C     | RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER   | Mgmt          | For           |
| 1D     | RE-ELECTION OF DIRECTOR: CHARLES L. COONEY   | Mgmt          | For           |
| 1E     | RE-ELECTION OF DIRECTOR: VICTOR J. DZAU  | Mgmt          | For           |
| 1F     | RE-ELECTION OF DIRECTOR: SENATOR CONNIE MACK III   | Mgmt          | For           |
| 1G     | RE-ELECTION OF DIRECTOR: RICHARD F. SYRON  | Mgmt          | For           |
| 1H     | RE-ELECTION OF DIRECTOR: HENRI A. TERMEER  | Mgmt          | For           |
| 02     | A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN BY 2,500,000 SHARES. | Mgmt          | For           |
| 03     | A PROPOSAL TO APPROVE THE 2009 EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt          | For           |
| 04     | A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2009.   | Mgmt          | For           |

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GILD  
 ISIN: US3755581036

| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 01     | DIRECTOR            |               |               |
|        | PAUL BERG           | Mgmt          | For           |
|        | JOHN F. COGAN       | Mgmt          | For           |
|        | ETIENNE F. DAVIGNON | Mgmt          | For           |
|        | JAMES M. DENNY      | Mgmt          | For           |
|        | CARLA A. HILLS      | Mgmt          | For           |
|        | JOHN W. MADIGAN     | Mgmt          | For           |
|        | JOHN C. MARTIN      | Mgmt          | For           |
|        | GORDON E. MOORE     | Mgmt          | For           |
|        | NICHOLAS G. MOORE   | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
|    | RICHARD J. WHITLEY   | Mgmt | For |
|    | GAYLE E. WILSON  | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. | Mgmt | For |
| 03 | TO APPROVE AN AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN.  | Mgmt | For |

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 GOLDCORP INC.

Agen

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 Security: 380956409  
 Meeting Type: Annual  
 Meeting Date: 22-May-2009  
 Ticker: GG  
 ISIN: CA3809564097  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| A      | DIRECTOR<br>IAN W. TELFER<br>DOUGLAS M. HOLTBY<br>CHARLES A. JEANNES<br>JOHN P. BELL<br>LAWRENCE I. BELL<br>BEVERLEY A. BRISCOE<br>PETER J. DEY<br>P. RANDY REIFEL<br>A. DAN ROVIG<br>KENNETH F. WILLIAMSON | 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      | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.   | Mgmt   | For  |

-----  
 GOOGLE INC.

Agen

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 Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: GOOG  
 ISIN: US38259P5089  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |



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|    |   |      |          |
|----|---|------|----------|
|    | ERIC SCHMIDT  | Mgmt | Withheld |
|    | SERGEY BRIN   | Mgmt | Withheld |
|    | LARRY PAGE  | Mgmt | Withheld |
|    | L. JOHN DOERR   | Mgmt | Withheld |
|    | JOHN L. HENNESSY  | Mgmt | Withheld |
|    | ARTHUR D. LEVINSON  | Mgmt | Withheld |
|    | ANN MATHER  | Mgmt | Withheld |
|    | PAUL S. OTELLINI  | Mgmt | Withheld |
|    | K. RAM SHRIRAM  | Mgmt | Withheld |
|    | SHIRLEY M. TILGHMAN   | Mgmt | Withheld |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2009.   | Mgmt | For      |
| 03 | APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK<br>PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES<br>OF CLASS A COMMON STOCK ISSUABLE UNDER THE<br>PLAN BY 8,500,000. | Mgmt | Against  |
| 04 | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION<br>DISCLOSURE.  | Shr  | For      |
| 05 | STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.   | Shr  | Against  |
| 06 | STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM.  | Shr  | Against  |

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HESS CORPORATION

Agen

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Security: 42809H107  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: HES  
ISIN: US42809H1077  
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| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1      | DIRECTOR<br>J.B. HESS<br>S.W. BODMAN<br>R. LAVIZZO-MOUREY<br>C.G. MATTHEWS<br>E.H. VON METZSCH                             | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE SELECTION OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR<br>ENDING DECEMBER 31, 2009. | Mgmt                                 | For                             |

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HEWLETT-PACKARD COMPANY

Agen

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Security: 428236103  
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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Meeting Type: Annual  
 Meeting Date: 18-Mar-2009  
 Ticker: HPQ  
 ISIN: US4282361033

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L. T. BABBIO, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: S. M. BALDAUF  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R. L. GUPTA  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J. H. HAMMERGREN   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M. V. HURD   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J. Z. HYATT  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: J. R. JOYCE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: R. L. RYAN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: L. S. SALHANY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: G. K. THOMPSON   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2009. | Mgmt          | For           |

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: ITW  
 ISIN: US4523081093

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM F. ALDINGER  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SUSAN CROWN          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DON H. DAVIS, JR.    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES A. SKINNER     | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1H | ELECTION OF DIRECTOR: HAROLD B. SMITH  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DAVID B. SPEER   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: PAMELA B. STROBEL  | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.  | Mgmt | For |
| 03 | STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, URGING THE BOARD OF DIRECTORS TO SEEK STOCKHOLDER APPROVAL OF ANY FUTURE EXTRAORDINARY RETIREMENT BENEFITS FOR SENIOR EXECUTIVES. | Shr  | For |

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INTERNATIONAL BUSINESS MACHINES CORP.

Agem

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Security: 459200101  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
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           |
| 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: T.NISHIMURO  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: J.W. OWENS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S.J. PALMISANO   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.E. SPERO   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: S. TAUREL  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: L.H. ZAMBRANO  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt          | For           |
| 03     | APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE | Mgmt          | For           |

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|    |   |     |         |
|----|---|-----|---------|
| 04 | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING                         | Shr | Against |
| 05 | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION AND PENSION INCOME | Shr | For     |
| 06 | STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr | For     |

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 INVESCO LTD

Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: IVZ  
 ISIN: BMG491BT1088  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARTIN L. FLANAGAN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: BEN F. JOHNSON, III  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J. THOMAS PRESBY, CPA  | Mgmt          | For           |
| 2      | TO APPOINT ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009 | Mgmt          | For           |

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 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 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: ARNOLD G. LANGBO   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LEO F. MULLIN      | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 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<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES<br>AND DISCLOSURE   | Shr  | For |

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JOHNSON CONTROLS, INC.

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Agen

Security: 478366107  
Meeting Type: Annual  
Meeting Date: 21-Jan-2009  
Ticker: JCI  
ISIN: US4783661071  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote          |
|--------|---|----------------------|------------------------|
| 01     | DIRECTOR<br>DENNIS W. ARCHER<br>RICHARD GOODMAN<br>SOUTHWOOD J. MORCOTT     | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For |
| 02     | RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT<br>AUDITORS FOR 2009. | Mgmt                 | For                    |
| 03     | PROPOSAL REGARDING SURVIVOR BENEFITS.                                       | Shr                  | For                    |

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JPMORGAN CHASE & CO.

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Agen

Security: 46625H100  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
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           |

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|    |  |      |         |
|----|--|------|---------|
| 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     |
| 02 | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION                      | Mgmt | For     |
| 04 | GOVERNMENTAL SERVICE REPORT                                  | Shr  | Against |
| 05 | CUMULATIVE VOTING  | Shr  | Against |
| 06 | SPECIAL SHAREOWNER MEETINGS                                  | Shr  | For     |
| 07 | CREDIT CARD LENDING PRACTICES                                | Shr  | Against |
| 08 | CHANGES TO KEPP  | Shr  | For     |
| 09 | SHARE RETENTION  | Shr  | For     |
| 10 | CARBON PRINCIPLES REPORT                                     | Shr  | Against |

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 KB HOME

Agen

Security: 48666K109  
 Meeting Type: Annual  
 Meeting Date: 02-Apr-2009  
 Ticker: KBH  
 ISIN: US48666K1097

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TIMOTHY W. FINCHEM     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: KENNETH M. JASTROW, II | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT L. JOHNSON      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MELISSA LORA           | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: MICHAEL G. MCCAFFERY   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JEFFREY T. MEZGER  | Mgmt | For     |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS KB HOME'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | PROPOSAL TO ADOPT THE PROTECTIVE AMENDMENT TO KB HOME'S RESTATED CERTIFICATE OF INCORPORATION                      | Mgmt | For     |
| 04 | PROPOSAL TO APPROVE THE SUCCESSOR RIGHTS PLAN  | Mgmt | For     |
| 05 | TO APPROVE THE ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS  | Mgmt | For     |
| 06 | STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION  | Shr  | For     |
| 07 | STOCKHOLDER PROPOSAL RELATING TO AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION                          | Shr  | For     |
| 08 | STOCKHOLDER PROPOSAL RELATING TO HEALTH CARE REFORM PRINCIPLES   | Shr  | Against |

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 LENNAR CORPORATION

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 Agen

Security: 526057104  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2009  
 Ticker: LEN  
 ISIN: US5260571048  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>IRVING BOLOTIN<br>STEVEN L. GERARD<br>SHERRILL W. HUDSON<br>R. KIRK LANDON<br>SIDNEY LAPIDUS<br>STUART A. MILLER<br>DONNA E. SHALALA<br>JEFFREY SONNENFELD | 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     | PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For  |
| 03     | PROPOSAL TO APPROVE AMENDMENTS TO THE COMPANY'S 2007 EQUITY INCENTIVE PLAN.  | Mgmt   | Against  |
| 04     | STOCKHOLDER PROPOSAL REGARDING THE COMPANY'S BUILDING PRACTICES.   | Shr  | Against  |

LOCKHEED MARTIN CORPORATION

Agen

Security: 539830109  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: LMT  
 ISIN: US5398301094

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID B. BURRITT   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES O. ELLIS JR.   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GWENDOLYN S. KING  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES M. LOY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JOSEPH W. RALSTON  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FRANK SAVAGE   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JAMES M. SCHNEIDER   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ANNE STEVENS   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: ROBERT J. STEVENS  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES R. UKROPINA  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS                                       | Mgmt          | For           |
| 03     | MANAGEMENT PROPOSAL - TO AMEND THE CHARTER TO DELETE THE 80% SUPERMAJORITY VOTE REQUIRED TO AMEND ARTICLE XIII | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL - REPORT ON SPACE-BASED WEAPONS PROGRAM   | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL - POLICY ON PAYMENTS TO EXECUTIVES AFTER DEATH  | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |

MASTERCARD INCORPORATED

Agen



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Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2009  
 Ticker: MA  
 ISIN: US57636Q1040

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>RICHARD HAYTHORNTHWAITE<br>DAVID R. CARLUCCI<br>ROBERT W. SELANDER  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVAL OF AMENDMENT OF SECTIONS 6.1(A) AND 6.4(B) OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION                      | Mgmt                 | For               |
| 03     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2009 | Mgmt                 | For               |

MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: MCD  
 ISIN: US5801351017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT A. ECKERT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JEANNE P. JACKSON   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ANDREW J. MCKENNA   | Mgmt          | For           |
| 02     | APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2009.  | Mgmt          | For           |
| 03     | APPROVAL OF PERFORMANCE GOALS FOR CERTAIN QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE MCDONALD'S CORPORATION AMENDED AND RESTATED 2001 OMNIBUS STOCK OWNERSHIP PLAN. | Mgmt          | For           |
| 04     | APPROVAL OF MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN.  | Mgmt          | For           |
| 05     | SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.  | Shr           | For           |

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06 SHAREHOLDER PROPOSAL RELATING TO THE USE OF Shr Against  
CAGE-FREE EGGS.

MEDTRONIC, INC.

Agen

Security: 585055106  
Meeting Type: Annual  
Meeting Date: 21-Aug-2008  
Ticker: MDT  
ISIN: US5850551061

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 01     | DIRECTOR<br>VICTOR J. DZAU, M.D.<br>WILLIAM A. HAWKINS<br>SHIRLEY A. JACKSON, PHD<br>DENISE M. O'LEARY<br>JEAN-PIERRE ROSSO<br>JACK W. SCHULER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS MEDTRONIC'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM.                    | Mgmt   | For                                    |
| 03     | TO APPROVE THE MEDTRONIC, INC. 2008 STOCK AWARD<br>AND INCENTIVE PLAN.   | Mgmt   | For                                    |

MERCK & CO., INC.

Agen

Security: 589331107  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: MRK  
ISIN: US5893311077

| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LESLIE A. BRUN           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: THOMAS R. CECH, PH.D.    | 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           |

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|    |   |      |         |
|----|---|------|---------|
| 1G | ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: CARLOS E. REPRESAS  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: ANNE M. TATLOCK   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.   | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: WENDELL P. WEEKS  | Mgmt | For     |
| 1O | 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 2009                 | Mgmt | For     |
| 03 | PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF<br>INCORPORATION TO LIMIT THE SIZE OF THE BOARD<br>TO NO MORE THAN 18 DIRECTORS | Mgmt | For     |
| 04 | STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER<br>MEETINGS   | Shr  | For     |
| 05 | STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT<br>LEAD DIRECTOR   | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY<br>VOTE ON EXECUTIVE COMPENSATION   | Shr  | For     |

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METLIFE, INC.

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Agen

Security: 59156R108  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: MET  
ISIN: US59156R1086  
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| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>C. ROBERT HENRIKSON<br>JOHN M. KEANE<br>CATHERINE R. KINNEY<br>HUGH B. PRICE<br>KENTON J. SICCHITANO | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | REAPPROVAL OF THE METLIFE, INC. 2005 STOCK AND<br>INCENTIVE COMPENSATION PLAN                                    | Mgmt                                 | For                             |

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03 RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2009 Mgmt For

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MICROSOFT CORPORATION

Agen

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Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2008  
Ticker: MSFT  
ISIN: US5949181045  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: STEVEN A. BALLMER  | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: JAMES I. CASH JR.  | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: DINA DUBLON  | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: WILLIAM H. GATES III   | Mgmt          | For           |
| 05     | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN   | Mgmt          | For           |
| 06     | ELECTION OF DIRECTOR: REED HASTINGS  | 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     | APPROVAL OF MATERIAL TERMS OF PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN. | Mgmt          | For           |
| 11     | APPROVAL OF AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.               | Mgmt          | For           |
| 12     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.   | Mgmt          | For           |
| 13     | SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.                            | Shr           | Against       |
| 14     | SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.                       | Shr           | Against       |
| 15     | SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS.                                 | Shr           | Against       |

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MONSANTO COMPANY

Agen

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Security: 61166W101  
Meeting Type: Annual  
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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Meeting Date: 14-Jan-2009  
 Ticker: MON  
 ISIN: US61166W1018

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JANICE L. FIELDS  | Mgmt          | No vote       |
| 1B     | ELECTION OF DIRECTOR: HUGH GRANT  | Mgmt          | No vote       |
| 1C     | ELECTION OF DIRECTOR: C. STEVEN MCMILLAN  | Mgmt          | No vote       |
| 1D     | ELECTION OF DIRECTOR: ROBERT J. STEVENS   | Mgmt          | No vote       |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR. | Mgmt          | No vote       |

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

NESTLE S.A.

Agen

Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: NSRGY  
 ISIN: US6410694060

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | APPROVAL OF THE 2008 ANNUAL REPORT, FINANCIAL STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FINANCIAL STATEMENTS OF THE NESTLE GROUP.* | Mgmt          | For           |
| 1B     | ACCEPTANCE OF THE 2008 COMPENSATION REPORT (NON-BINDING ADVISORY VOTE).   | Mgmt          | For           |
| 02     | RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.   | Mgmt          | For           |
| 03     | APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2008.           | Mgmt          | For           |
| 4A1    | RE-ELECTION TO THE BOARD OF DIRECTORS: MR. DANIEL BOREL   | Mgmt          | For           |
| 4A2    | RE-ELECTION TO THE BOARD OF DIRECTORS: MS. CAROLINA MULLER-MOHL   | Mgmt          | For           |
| 4B     | ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).   | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 05 | CAPITAL REDUCTION (BY CANCELLATION OF SHARES).  | Mgmt | For     |
| 06 | MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN | Mgmt | Against |

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 NORTHERN TRUST CORPORATION

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 Agen

Security: 665859104  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: NTRS  
 ISIN: US6658591044  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>LINDA WALKER BYNOE<br>NICHOLAS D. CHABRAJA<br>SUSAN CROWN<br>DIPAK C. JAIN<br>ARTHUR L. KELLY<br>ROBERT C. MCCORMACK<br>EDWARD J. MOONEY<br>WILLIAM A. OSBORN<br>JOHN W. ROWE<br>HAROLD B. SMITH<br>WILLIAM D. SMITHBURG<br>ENRIQUE J. SOSA<br>CHARLES A. TRIBBETT III<br>FREDERICK H. WADDELL | 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     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.   | Mgmt   | For  |
| 03     | ADOPTION OF THE PROPOSAL RELATING TO AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For  |

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 NOVARTIS AG

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 Agen

Security: 66987V109  
 Meeting Type: Annual  
 Meeting Date: 24-Feb-2009  
 Ticker: NVS  
 ISIN: US66987V1098  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

|     |  |      |         |
|-----|--|------|---------|
| 01  | APPROVAL OF THE ANNUAL REPORT, FINANCIAL STATEMENTS AND GROUP CONSOLIDATED FINANCIAL STATEMENTS FOR THE BUSINESS YEAR 2008 | Mgmt | For     |
| 02  | DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE                              | Mgmt | For     |
| 03  | APPROPRIATION OF AVAILABLE EARNINGS OF NOVARTIS AG AS PER BALANCE SHEET AND DECLARATION OF DIVIDEND                        | Mgmt | For     |
| 04  | REDUCTION OF SHARE CAPITAL   | Mgmt | For     |
| 5A  | AMENDMENTS TO THE ARTICLES OF INCORPORATION - INTRODUCTION OF A CONSULTATIVE VOTE ON THE REMUNERATION REPORT               | Shr  | For     |
| 5B  | AMENDMENTS TO THE ARTICLES OF INCORPORATION - PURPOSE  | Mgmt | For     |
| 5C  | AMENDMENTS TO THE ARTICLES OF INCORPORATION - AUDITORS   | Mgmt | For     |
| 6BA | RE-ELECTION OF PROF. SRIKANT M. DATAR PH.D. FOR A THREE-YEAR TERM  | Mgmt | For     |
| 6BB | RE-ELECTION OF ANDREAS VON PLANTA PH.D. FOR A THREE-YEAR TERM  | Mgmt | For     |
| 6BC | RE-ELECTION OF DR.-ING. WENDELIN WIEDEKING FOR A THREE-YEAR TERM   | Mgmt | For     |
| 6BD | RE-ELECTION OF PROF. ROLF M. ZINKERNAGEL M.D. FOR A THREE-YEAR TERM  | Mgmt | For     |
| 6C  | ELECTION OF PROF. WILLIAM BRODY, M.D., PH.D. FOR A THREE-YEAR TERM   | Mgmt | For     |
| 07  | APPOINTMENT OF THE AUDITOR   | Mgmt | For     |
| 08  | ADDITIONAL AND/OR COUNTER-PROPOSALS PRESENTED AT THE MEETING   | Mgmt | Abstain |

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 NUCOR CORPORATION

Agen

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 Security: 670346105  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: NUE  
 ISIN: US6703461052  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>CLAYTON C. DALEY, JR.<br>HARVEY B. GANTT | Mgmt<br>Mgmt  | For<br>For    |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

|    |   |      |         |
|----|---|------|---------|
|    | BERNARD L. KASRIEL  | Mgmt | For     |
|    | CHRISTOPHER J. KEARNEY  | Mgmt | For     |
| 02 | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS NUCOR'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER<br>31, 2009 | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE  | Shr  | Against |
| 04 | STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION<br>OF BOARD OF DIRECTORS  | Shr  | For     |
| 05 | STOCKHOLDER PROPOSAL REGARDING HUMAN RIGHTS   | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL REGARDING PRINCIPLES FOR<br>HEALTH CARE REFORM   | Shr  | Against |

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NVR, INC.

Agen

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 Security: 62944T105  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: NVR  
 ISIN: US62944T1051  
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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE   | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM A. MORAN   | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: ALFRED E. FESTA  | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: W. GRADY ROSIER  | Mgmt             | For           |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.  | Mgmt             | For           |
| 03     | SHAREHOLDER PROPOSAL TO IMPOSE A REQUIREMENT<br>THAT OUR NAMED EXECUTIVE OFFICERS HOLD CERTAIN<br>SHARES ACQUIRED BY THEM UNDER OUR COMPENSATION<br>PLANS UNTIL TWO YEARS AFTER TERMINATION. | Shr              | For           |

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OCCIDENTAL PETROLEUM CORPORATION

Agen

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 Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 01-May-2009  
 Ticker: OXY  
 ISIN: US6745991058  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SPENCER ABRAHAM   | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: RONALD W. BURKLE  | Mgmt          | Against       |
| 1C     | ELECTION OF DIRECTOR: JOHN S. CHALSTY   | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN   | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: JOHN E. FEICK   | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: RAY R. IRANI  | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: IRVIN W. MALONEY  | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN   | Mgmt          | Against       |
| 1I     | ELECTION OF DIRECTOR: RODOLFO SEGOVIA   | Mgmt          | Against       |
| 1J     | ELECTION OF DIRECTOR: AZIZ D. SYRIANI   | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: ROSEMARY TOMICH   | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: WALTER L. WEISMAN   | Mgmt          | Against       |
| 02     | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.  | Mgmt          | For           |
| 03     | AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS. | Mgmt          | For           |
| 04     | REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.  | Shr           | Against       |

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 ORACLE CORPORATION

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 Agen

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 Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 10-Oct-2008  
 Ticker: ORCL  
 ISIN: US68389X1054  
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| Prop.# | Proposal             | Proposal Type | Proposal Vote |
|--------|----------------------|---------------|---------------|
| 01     | DIRECTOR             |               |               |
|        | JEFFREY O. HENLEY    | Mgmt          | For           |
|        | LAWRENCE J. ELLISON  | Mgmt          | For           |
|        | DONALD L. LUCAS      | Mgmt          | For           |
|        | MICHAEL J. BOSKIN    | Mgmt          | For           |
|        | JACK F. KEMP         | Mgmt          | For           |
|        | JEFFREY S. BERG      | Mgmt          | Withheld      |
|        | SAFRA A. CATZ        | Mgmt          | For           |
|        | HECTOR GARCIA-MOLINA | Mgmt          | Withheld      |
|        | H. RAYMOND BINGHAM   | Mgmt          | For           |

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|    |  |      |          |
|----|--|------|----------|
|    | CHARLES E. PHILLIPS, JR  | Mgmt | For      |
|    | NAOMI O. SELIGMAN  | Mgmt | Withheld |
|    | GEORGE H. CONRADES   | Mgmt | For      |
|    | BRUCE R. CHIZEN  | Mgmt | For      |
| 02 | PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2009 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, 2009. | Mgmt | For      |
| 04 | STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Shr  | For      |

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 PFIZER INC.

Agen

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 Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 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: WILLIAM H. GRAY, III   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES M. KILTS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JEFFREY B. KINDLER   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: GEORGE A. LORCH  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DANA G. MEAD   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: STEPHEN W. SANGER  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

FIRM FOR 2009.

|    |   |      |         |
|----|---|------|---------|
| 03 | PROPOSAL TO APPROVE THE PFIZER INC. 2004 STOCK PLAN, AS AMENDED AND RESTATED. | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.                                 | Shr  | Against |
| 05 | SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.       | Shr  | For     |
| 06 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.                             | Shr  | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.                  | Shr  | For     |

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PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 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: GRAHAM MACKAY   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: SERGIO MARCHIONNE   | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: LUCIO A. NOTO   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CARLOS SLIM HELU  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: STEPHEN M. WOLF   | Mgmt          | For           |
| 2      | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.  | Mgmt          | For           |
| 3      | APPROVAL OF ELIGIBILITY, BUSINESS CRITERIA FOR AWARDS AND AWARD LIMITS UNDER THE PMI 2008 PERFORMANCE INCENTIVE PLAN. | Mgmt          | For           |

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PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: PEG  
 ISIN: US7445731067

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 01     | DIRECTOR<br>ALBERT R. GAMPER, JR.<br>CONRAD K. HARPER<br>SHIRLEY ANN JACKSON<br>DAVID LILLEY<br>THOMAS A. RENYI<br>HAK CHEOL SHIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2009.                                | Mgmt   | For                                    |

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 03-Mar-2009  
 Ticker: QCOM  
 ISIN: US7475251036

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>STEPHEN M. BENNETT<br>DONALD G. CRUICKSHANK<br>RAYMOND V. DITTAMORE<br>THOMAS W. HORTON<br>IRWIN MARK JACOBS<br>PAUL E. JACOBS<br>ROBERT E. KAHN<br>SHERRY LANSING<br>DUANE A. NELLES<br>MARC I. STERN<br>BRENT SCOWCROFT | 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 RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 27, 2009.  | Mgmt   | For  |

RAYTHEON COMPANY

Agen

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

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 Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: RTN  
 ISIN: US7551115071  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: VERNON E. CLARK                                    | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: JOHN M. DEUTCH                                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FREDERIC M. POSES                                  | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: MICHAEL C. RUETTIGERS                              | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RONALD L. SKATES                                   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM R. SPIVEY                                  | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: LINDA G. STUNTZ                                    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM H. SWANSON                                 | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS                                     | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS               | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING                         | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL REGARDING ADOPTION OF HEALTH CARE REFORM PRINCIPLES | Shr           | Against       |
| 07     | STOCKHOLDER PROPOSAL REGARDING SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS   | Shr           | For           |

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 RESEARCH IN MOTION LIMITED  
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Agen

Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 15-Jul-2008  
 Ticker: RIMM  
 ISIN: CA7609751028  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | THE ELECTION OF DIRECTORS REFERRED TO IN THE MANAGEMENT INFORMATION CIRCULAR OF THE COMPANY DATED MAY 28, 2008, NAMELY JAMES BALSILLIE, | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

MIKE LAZARIDIS, JAMES ESTILL, DAVID KERR, ROGER  
MARTIN, JOHN RICHARDSON, BARBARA STYMIEST AND  
JOHN WETMORE.

02 THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT Mgmt For  
AUDITORS OF THE COMPANY AND AUTHORIZING THE  
DIRECTORS TO FIX THEIR REMUNERATION.

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SAFEWAY INC. Agen

Security: 786514208  
Meeting Type: Annual  
Meeting Date: 13-May-2009  
Ticker: SWY  
ISIN: US7865142084

| 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           |
| 1E     | ELECTION OF DIRECTOR: FRANK C. HERRINGER  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT I. MACDONNELL  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: KENNETH W. ODER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: REBECCA A. STIRN  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RAYMOND G. VIAULT   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM.                        | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.  | Shr           | Against       |
| 04     | STOCKHOLDER PROPOSAL REQUESTING THAT HOLDERS<br>OF 10% OF THE OUTSTANDING COMMON STOCK BE GIVEN<br>THE POWER TO CALL SPECIAL STOCKHOLDER MEETINGS | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REQUESTING LIMITATION ON<br>FUTURE DEATH BENEFITS.   | Shr           | For           |

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SCHERING-PLOUGH CORPORATION Agen

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Security: 806605101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2009  
 Ticker: SGP  
 ISIN: US8066051017

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>THOMAS J. COLLIGAN<br>FRED HASSAN<br>C. ROBERT KIDDER<br>EUGENE R. MCGRATH<br>ANTONIO M. PEREZ<br>PATRICIA F. RUSSO<br>JACK L. STAHL<br>CRAIG B. THOMPSON, M.D.<br>KATHRYN C. TURNER<br>ROBERT F.W. VAN OORDT<br>ARTHUR F. WEINBACH | 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 DESIGNATION OF DELOITTE & TOUCHE<br>LLP AS AUDITOR FOR 2009.   | Mgmt   | For   |
| 03     | SHAREHOLDER PROPOSAL RE CUMULATIVE VOTING.  | Shr  | Against   |
| 04     | SHAREHOLDER PROPOSAL RE CALLING SPECIAL MEETING.  | Shr  | For   |

SOUTHWESTERN ENERGY COMPANY

Agen

Security: 845467109  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: SWN  
 ISIN: US8454671095

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>LEWIS E. EPLEY, JR.<br>ROBERT L. HOWARD<br>HAROLD M. KORELL<br>VELLO A. KUUSKRAA<br>KENNETH R. MOURTON<br>CHARLES E. SCHARLAU   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>Withheld<br>Withheld<br>For |
| 2      | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP ("PWC") TO SERVE AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL<br>YEAR ENDED DECEMBER 31, 2009. | Mgmt   | For   |

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 STAPLES, INC.

Agen

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 Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2009  
 Ticker: SPLS  
 ISIN: US8550301027  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BASIL L. ANDERSON  | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: ARTHUR M. BLANK  | Mgmt          | Against       |
| 1C     | ELECTION OF DIRECTOR: MARY ELIZABETH BURTON  | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: JUSTIN KING  | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: CAROL MEYROWITZ  | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: ROWLAND T. MORIARTY  | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: ROBERT C. NAKASONE   | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt          | Against       |
| 1I     | ELECTION OF DIRECTOR: ELIZABETH A. SMITH   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ROBERT E. SULENTIC   | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: VIJAY VISHWANATH   | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: PAUL F. WALSH  | Mgmt          | Against       |
| 02     | TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 1998 EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 15,750,000 TO 22,750,000.        | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 1,275,000 TO 2,775,000. | 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 REINCORPORATION OF STAPLES, INC. IN NORTH DAKOTA.   | Shr           | For           |

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# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

STATE STREET CORPORATION

Agen

Security: 857477103  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: STT  
 ISIN: US8574771031

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>K. BURNES<br>P. COYM<br>P. DE SAINT-AIGNAN<br>A. FAWCETT<br>D. GRUBER<br>L. HILL<br>R. KAPLAN<br>C. LAMANTIA<br>R. LOGUE<br>R. SERGEL<br>R. SKATES<br>G. SUMME<br>R. WEISSMAN  | 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 AMENDMENTS TO STATE STREET'S ARTICLES OF ORGANIZATION AND BY-LAWS CHANGING THE SHAREHOLDER QUORUM AND VOTING REQUIREMENTS, INCLUDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS. | Mgmt   | For  |
| 03     | TO APPROVE THE AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE BY 17 MILLION THE NUMBER OF SHARES OF OUR COMMON STOCK THAT MAY BE DELIVERED IN SATISFACTION OF AWARDS UNDER THE PLAN.           | Mgmt   | For  |
| 04     | TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 05     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.  | Mgmt   | For  |
| 06     | TO VOTE ON A SHAREHOLDER PROPOSAL.   | Shr  | Against  |

TAIWAN SEMICONDUCTOR MFG. CO. LTD.

Agen

Security: 874039100  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2009  
 Ticker: TSM  
 ISIN: US8740391003

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO ACCEPT 2008 BUSINESS REPORT AND FINANCIAL STATEMENTS  | Mgmt          | For           |
| 02     | TO APPROVE THE PROPOSAL FOR DISTRIBUTION OF 2008 PROFITS   | Mgmt          | For           |
| 03     | TO APPROVE THE CAPITALIZATION OF 2008 DIVIDENDS, 2008 EMPLOYEE PROFIT SHARING, AND CAPITAL SURPLUS   | Mgmt          | For           |
| 04     | TO REVISE INTERNAL POLICIES AND RULES AS FOLLOWS:<br>(A) PROCEDURES FOR LENDING FUNDS TO OTHER PARTIES<br>(B) PROCEDURES FOR ENDORSEMENT AND GUARANTEE | Mgmt          | For           |
| 05     | DIRECTOR   |               |               |
|        | MR. MORRIS CHANG   | Mgmt          | For           |
|        | MR. F.C. TSENG   | Mgmt          | For           |
|        | MR. RICK TSAI  | Mgmt          | For           |
|        | MR. TAIN-JY CHEN   | Mgmt          | For           |
|        | SIR P. LEAHY BONFIELD  | Mgmt          | For           |
|        | MR. STAN SHIH  | Mgmt          | For           |
|        | MS. CARLY FIORINA  | Mgmt          | For           |
|        | MR. THOMAS J ENGIBOUS  | Mgmt          | For           |

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 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

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 Security: 881624209  
 Meeting Type: Special  
 Meeting Date: 25-Sep-2008  
 Ticker: TEVA  
 ISIN: US8816242098  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPOINT MR. JOSEPH (YOSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR FOR A TERM OF THREE YEARS. | Mgmt          | For           |

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 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

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 Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 22-Jun-2009  
 Ticker: TEVA  
 ISIN: US8816242098  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2008, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 1.95 (APPROXIMATELY US\$0.525, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.

|    |   |      |     |
|----|---|------|-----|
| 2A | ELECTION OF DIRECTOR: DR. PHILLIP FROST   | Mgmt | For |
| 2B | ELECTION OF DIRECTOR: ROGER ABRAVANEL   | Mgmt | For |
| 2C | ELECTION OF DIRECTOR: PROF. ELON KOHLBERG   | Mgmt | For |
| 2D | ELECTION OF DIRECTOR: PROF. YITZHAK PETERBURG   | Mgmt | For |
| 2E | ELECTION OF DIRECTOR: EREZ VIGODMAN   | Mgmt | For |
| 03 | TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2010 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE. | Mgmt | For |

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 THE CHUBB CORPORATION

Agent

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 Security: 171232101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: CB  
 ISIN: US1712321017  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ZOE BAIRD             | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SHEILA P. BURKE       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOEL J. COHEN         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN D. FINNEGAN      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KLAUS J. MANGOLD      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MARTIN G. MCGUINN     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LAWRENCE M. SMALL     | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JESS SODERBERG        | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DANIEL E. SOMERS      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: KAREN HASTIE WILLIAMS | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1L | ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN   | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: ALFRED W. ZOLLAR   | Mgmt | For |
| 02 | TO APPROVE THE ADOPTION OF THE CHUBB CORPORATION<br>LONG-TERM INCENTIVE PLAN (2009). | Mgmt | For |
| 03 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS INDEPENDENT AUDITOR.            | Mgmt | For |

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THE COCA-COLA COMPANY

Agen

Security: 191216100  
Meeting Type: Annual  
Meeting Date: 22-Apr-2009  
Ticker: KO  
ISIN: US1912161007

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: HERBERT A. ALLEN  | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: RONALD W. ALLEN   | Mgmt          | Against       |
| 03     | ELECTION OF DIRECTOR: CATHLEEN P. BLACK   | Mgmt          | Against       |
| 04     | ELECTION OF DIRECTOR: BARRY DILLER  | Mgmt          | Against       |
| 05     | ELECTION OF DIRECTOR: ALEXIS M. HERMAN  | Mgmt          | Against       |
| 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          | Against       |
| 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          | Against       |
| 12     | ELECTION OF DIRECTOR: PETER V. UEBERROTH  | Mgmt          | Against       |
| 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                                    | Shr           | For           |

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BOARD CHAIR

|    |   |     |         |
|----|---|-----|---------|
| 18 | SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS | Shr | Against |
| 19 | SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK                  | Shr | Against |

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 THE GOLDMAN SACHS GROUP, INC.

Agen

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 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: GS  
 ISIN: US38141G1040  
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| 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: RAJAT K. GUPTA  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: LOIS D. JULIBER   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL   | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: JAMES J. SCHIRO   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: RUTH J. SIMMONS   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2009 FISCAL YEAR | Mgmt          | For           |
| 03     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 04     | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING  | Shr           | Against       |
| 05     | SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE   | Shr           | For           |
| 06     | SHAREHOLDER PROPOSAL TO AMEND BY-LAWS TO PROVIDE FOR A BOARD COMMITTEE ON U.S. ECONOMIC SECURITY  | Shr           | Against       |
| 07     | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS  | Shr           | Against       |

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 THE HOME DEPOT, INC.  
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Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: HD  
 ISIN: US4370761029  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: F. DUANE ACKERMAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DAVID H. BATCHELDER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANCIS S. BLAKE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ARI BOUSBIB  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ALBERT P. CAREY  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ARMANDO CODINA   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: BONNIE G. HILL   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: KAREN L. KATEN   | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING JANUARY 31, 2010.   | Mgmt          | For           |
| 03     | TO AMEND THE SIXTH ARTICLE OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF AT LEAST 25% OF SHARES OF THE COMPANY'S OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF SHAREHOLDERS. | Mgmt          | Against       |
| 04     | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.  | Shr           | Against       |
| 05     | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.   | Shr           | For           |
| 06     | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT.  | Shr           | Against       |
| 07     | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION.   | Shr           | For           |
| 08     | SHAREHOLDER PROPOSAL REGARDING ENERGY USAGE.   | Shr           | Against       |

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 THE KROGER CO.

Agen

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 Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2009  
 Ticker: KR  
 ISIN: US5010441013  
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| Prop.# | Proposal   | Proposal 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           |
| 1F     | ELECTION OF DIRECTOR: DAVID B. LEWIS   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DON W. MCGEORGE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: W. RODNEY MCMULLEN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JORGE P. MONTOYA   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: CLYDE R. MOORE   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: SUSAN M. PHILLIPS  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: STEVEN R. ROGEL  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES A. RUNDE   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS   | Mgmt          | For           |
| 2      | APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.   | Mgmt          | For           |
| 3      | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AN INCREASE OF THE PERCENTAGE OF EGGS STOCKED FROM HENS NOT CONFINED IN BATTERY CAGES. | Shr           | Against       |
| 4      | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND AMENDMENT OF KROGER'S ARTICLES TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE.  | Shr           | Against       |

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 THE PROCTER & GAMBLE COMPANY

Agen

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 Security: 742718109  
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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Meeting Type: Annual  
 Meeting Date: 14-Oct-2008  
 Ticker: PG  
 ISIN: US7427181091

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>KENNETH I. CHENAULT<br>SCOTT D. COOK<br>RAJAT K. GUPTA<br>A.G. LAFLEY<br>CHARLES R. LEE<br>LYNN M. MARTIN<br>W. JAMES MCNERNEY, JR.<br>JOHNATHAN A. RODGERS<br>RALPH SNYDERMAN, M.D.<br>MARGARET C. WHITMAN<br>PATRICIA A. WOERTZ<br>ERNESTO ZEDILLO | 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     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt   | For  |
| 03     | AMEND COMPANY'S AMENDED ARTICLES OF INCORPORATION TO ADOPT MAJORITY VOTING   | Mgmt   | Against  |
| 04     | SHAREHOLDER PROPOSAL #1 - ROTATE SITE OF ANNUAL MEETING  | Shr  | Against  |
| 05     | SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Shr  | For  |

THE RYLAND GROUP, INC.

Agen

Security: 783764103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: RYL  
 ISIN: US7837641031

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>R. CHAD DREIER<br>LESLIE M. FRECON<br>ROLAND A. HERNANDEZ<br>WILLIAM L. JEWS<br>NED MANSOUR<br>ROBERT E. MELLOR<br>NORMAN J. METCALFE<br>CHARLOTTE ST. MARTIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL OF AN AMENDMENT TO THE RYLAND GROUP,   | Mgmt   | For   |



## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

INC. ARTICLES OF INCORPORATION.

|    |  |      |         |
|----|--|------|---------|
| 03 | APPROVAL OF THE RYLAND GROUP, INC. SHAREHOLDER RIGHTS PLAN.  | Mgmt | For     |
| 04 | CONSIDERATION OF A PROPOSAL FROM THE NATHAN CUMMINGS FOUNDATION (A STOCKHOLDER).   | Shr  | Against |
| 05 | CONSIDERATION OF A PROPOSAL FROM CERTAIN RETIREMENT SYSTEMS AND PENSION FUNDS OF THE EMPLOYEES OF THE CITY OF NEW YORK (STOCKHOLDERS).                       | Shr  | For     |
| 06 | CONSIDERATION OF A PROPOSAL FROM AMALGAMATED BANK LONGVIEW MIDCAP 400 INDEX FUND (A STOCKHOLDER).  | Shr  | For     |
| 07 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS RYLAND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. | Mgmt | For     |

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THE TJX COMPANIES, INC.

Agen

Security: 872540109  
Meeting Type: Annual  
Meeting Date: 02-Jun-2009  
Ticker: TJX  
ISIN: US8725401090

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JOSE B. ALVAREZ<br>ALAN M. BENNETT<br>DAVID A. BRANDON<br>BERNARD CAMMARATA<br>DAVID T. CHING<br>MICHAEL F. HINES<br>AMY B. LANE<br>CAROL MEYROWITZ<br>JOHN F. O'BRIEN<br>ROBERT F. SHAPIRO<br>WILLOW B. SHIRE<br>FLETCHER H. WILEY | 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>Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL OF AMENDMENTS TO AND PERFORMANCE TERMS OF THE STOCK INCENTIVE PLAN.  | Mgmt   | For   |
| 03     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.  | Mgmt   | For   |

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THE TRAVELERS COMPANIES, INC.

Agen

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Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: TRV  
 ISIN: US89417E1091

| 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: ROBERT I. LIPP   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: LAURIE J. THOMSEN  | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.       | Mgmt          | For           |
| 03     | TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER TRAVELERS' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN. | Mgmt          | For           |
| 04     | SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.  | Shr           | Against       |

THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: TMO  
 ISIN: US8835561023

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

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|    |   |      |     |
|----|---|------|-----|
|    | JUDY C. LEWENT  | Mgmt | For |
|    | PETER J. MANNING  | Mgmt | For |
|    | JIM P. MANZI  | Mgmt | For |
|    | ELAINE S. ULLIAN  | Mgmt | For |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009. | Mgmt | For |

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 TIME WARNER CABLE INC

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 Agen

Security: 88732J207  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: TWC  
 ISIN: US88732J2078  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CAROLE BLACK           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GLENN A. BRITT         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: THOMAS H. CASTRO       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DAVID C. CHANG         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR. | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PETER R. HAJE          | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DONNA A. JAMES         | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DON LOGAN              | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WAYNE H. PACE          | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: EDWARD D. SHIRLEY      | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN E. SUNUNU         | Mgmt          | For           |
| 2      | RATIFICATION OF AUDITORS                     | Mgmt          | For           |

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 TIME WARNER INC.

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 Agen

Security: 887317105  
 Meeting Type: Special  
 Meeting Date: 16-Jan-2009  
 Ticker: TWX  
 ISIN: US8873171057

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | COMPANY PROPOSAL TO (A) AUTHORIZE THE BOARD TO EFFECT PRIOR TO 12/31/09, A REVERSE STOCK SPLIT OF THE OUTSTANDING AND TREASURY COMMON STOCK OF TIME WARNER, AT A REVERSE STOCK SPLIT RATIO OF EITHER 1-FOR-2 OR 1-FOR-3, AND (B) APPROVE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION IN THE RELEVANT FORM ATTACHED TO THE PROXY STATEMENT TO EFFECT THE REVERSE STOCK SPLIT AND TO REDUCE PROPORTIONATELY THE TOTAL NUMBER OF SHARES THAT TIME WARNER IS AUTHORIZED TO ISSUE, SUBJECT TO THE BOARD'S AUTHORITY TO ABANDON SUCH AMENDMENT. | Mgmt          | No vote       |

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

TIME WARNER INC.

Agen

Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: TWX  
 ISIN: US8873173038

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HERBERT M. ALLISON, JR.        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE             | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JEFFREY L. BEWKES              | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH          | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: FRANK J. CAUFIELD              | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: ROBERT C. CLARK                | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MATHIAS DOPFNER                | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: JESSICA P. EINHORN             | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MICHAEL A. MILES               | Mgmt          | Against       |
| 1J     | ELECTION OF DIRECTOR: KENNETH J. NOVACK              | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DEBORAH C. WRIGHT              | Mgmt          | Against       |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 03 | COMPANY PROPOSAL TO APPROVE THE TIME WARNER<br>INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.         | Mgmt | For     |
| 04 | STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.   | Shr  | Against |
| 05 | STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER<br>MEETINGS.   | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION<br>TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Shr  | For     |

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TOLL BROTHERS, INC.

Agen

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Security: 889478103  
Meeting Type: Annual  
Meeting Date: 11-Mar-2009  
Ticker: TOL  
ISIN: US8894781033  
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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>ROBERT S. BLANK<br>ROGER S. HILLAS<br>STEPHEN A. NOVICK<br>PAUL E. SHAPIRO  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | THE RATIFICATION OF THE RE-APPOINTMENT OF ERNST<br>& YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL<br>YEAR. | Mgmt                         | For                      |
| 03     | A STOCKHOLDER PROPOSAL TO DECLASSIFY THE BOARD<br>OF DIRECTORS.   | Shr                          | For                      |
| 04     | A STOCKHOLDER PROPOSAL RELATING TO THE SEPARATION<br>OF THE ROLES OF CEO AND CHAIRMAN OF THE BOARD.   | Shr                          | For                      |

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TOTAL S.A.

Agen

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Security: 89151E109  
Meeting Type: Annual  
Meeting Date: 15-May-2009  
Ticker: TOT  
ISIN: US89151E1091  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| O2  | APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS   | Mgmt | For     |
| O3  | ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND   | Mgmt | For     |
| O4  | AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE   | Mgmt | For     |
| O5  | COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. THIERRY DESMAREST  | Mgmt | For     |
| O6  | COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. CHRISTOPHE DE MARGERIE   | Mgmt | Against |
| O7  | AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY   | Mgmt | For     |
| O8  | RENEWAL OF THE APPOINTMENT OF MRS. ANNE LAUVERGEON AS A DIRECTOR  | Mgmt | Against |
| O9  | RENEWAL OF THE APPOINTMENT OF MR. DANIEL BOUTON AS A DIRECTOR   | Mgmt | Against |
| O10 | RENEWAL OF THE APPOINTMENT OF MR. BERTRAND COLLOMB AS A DIRECTOR  | Mgmt | For     |
| O11 | RENEWAL OF THE APPOINTMENT OF MR. CHRISTOPHE DE MARGERIE AS A DIRECTOR  | Mgmt | For     |
| O12 | RENEWAL OF THE APPOINTMENT OF MR. MICHEL PEBEREAU AS A DIRECTOR   | Mgmt | Against |
| O13 | APPOINTMENT OF MR. PATRICK ARTUS AS A DIRECTOR  | Mgmt | For     |
| E14 | AMENDMENT TO ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION REGARDING THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD  | Mgmt | For     |
| A   | AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION WITH THE INTENT OF DISCLOSING INDIVIDUAL ALLOCATIONS OF STOCK OPTIONS AND RESTRICTED SHARES AS PROVIDED BY LAW   | Shr  | Against |
| B   | FOR THE PURPOSE OF AMENDING TO THE ARTICLES OF ASSOCIATION REGARDING A NEW PROCEDURE FOR SELECTING A SHAREHOLDER-EMPLOYEE AS BOARD MEMBER WITH A VIEW TO IMPROVING HIS OR HER REPRESENTATION AND INDEPENDENCE | Shr  | Against |
| C   | AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO ALL EMPLOYEES OF THE GROUP   | Shr  | Against |

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TRANSOCEAN INC

Agen

Security: G90073100  
 Meeting Type: Special  
 Meeting Date: 08-Dec-2008

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

Ticker: RIG  
 ISIN: KYG900731004

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE MERGER TRANSACTION TO BE EFFECTED BY THE SCHEMES OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.   | Mgmt          | No vote       |
| 02     | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER TRANSACTION. | Mgmt          | No vote       |

THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.

UNITED TECHNOLOGIES CORPORATION

Agent

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2009  
 Ticker: UTX  
 ISIN: US9130171096

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>LOUIS R. CHENEVERT<br>GEORGE DAVID<br>JOHN V. FARACI<br>JEAN-PIERRE GARNIER<br>JAMIE S. GORELICK<br>CARLOS M. GUTIERREZ<br>EDWARD A. KANGAS<br>CHARLES R. LEE<br>RICHARD D. MCCORMICK<br>HAROLD MCGRAW III<br>RICHARD B. MYERS<br>H. PATRICK SWYGERT<br>ANDRE VILLENEUVE<br>CHRISTINE TODD WHITMAN | 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     | APPOINTMENT OF INDEPENDENT AUDITORS  | Mgmt   | For  |
| 03     | SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES  | Shr  | Against  |

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 Ticker: UNH  
 ISIN: US91324P1021

| 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, 2009. | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Shr           | For           |

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 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           |



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|    |   |      |         |
|----|---|------|---------|
| 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: JOHN W. SNOW  | Mgmt | For     |
| 1L | 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 | APPROVAL OF LONG-TERM INCENTIVE PLAN  | Mgmt | For     |
| 05 | APPROVAL OF SHORT-TERM INCENTIVE PLAN   | Mgmt | For     |
| 06 | PROHIBIT GRANTING STOCK OPTIONS   | Shr  | Against |
| 07 | SHAREHOLDER ABILITY TO CALL SPECIAL MEETING   | Shr  | For     |
| 08 | SEPARATE OFFICES OF CHAIRMAN AND CEO  | Shr  | Against |
| 09 | CUMULATIVE VOTING   | Shr  | Against |
| 10 | SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER<br>DEATH  | Shr  | For     |

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VISA INC.

Agem

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Security: 92826C839  
Meeting Type: Special  
Meeting Date: 14-Oct-2008  
Ticker: V  
ISIN: US92826C8394  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE UNNECESSARY PROVISIONS AND SYNCHRONIZE THE DIRECTORS' TERMS WITH OUR ANNUAL MEETING SCHEDULE. | Mgmt          | For           |

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VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 16-Dec-2008  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | <p>TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE OF INCORPORATION TO PERMIT THE COMPANY GREATER FLEXIBILITY IN FUNDING OUR RETROSPECTIVE RESPONSIBILITY PLAN, TO REMOVE OBSOLETE PROVISIONS, TO MODIFY THE STANDARDS OF INDEPENDENCE APPLICABLE TO OUR DIRECTORS AND TO MAKE OTHER CLARIFYING MODIFICATIONS TO OUR CURRENT CERTIFICATE OF INCORPORATION.</p> <p>THE ABOVE SHARES WERE NOT VOTED BY THE FUND DUE TO AN ERROR ON THE PART OF A THIRD PARTY VOTING AGENT.</p> | Mgmt          | No vote       |

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | TO ELECT HANI AL-QADI AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.               | Mgmt          | Against       |
| 1B     | TO ELECT CHARLES T. DOYLE AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.           | Mgmt          | For           |
| 1C     | TO ELECT PETER HAWKINS AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.              | Mgmt          | For           |
| 1D     | TO ELECT DAVID I. MCKAY AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.             | Mgmt          | For           |
| 1E     | TO ELECT CHARLES W. SCHARF AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.          | Mgmt          | For           |
| 1F     | TO ELECT SEGISMUNDO SCHULIN-ZEUTHEN AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING. | Mgmt          | For           |
| 2A     | TO ELECT THOMAS J. CAMPBELL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.        | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 2B | TO ELECT GARY P. COUGHLAN AS CLASS II DIRECTOR<br>TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                              | Mgmt | For |
| 2C | TO ELECT MARY B. CRANSTON AS CLASS II DIRECTOR<br>TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                              | Mgmt | For |
| 2D | TO ELECT FRANCISCO JAVIER FERNANDEZ-CARBAJAL<br>AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S<br>2012 ANNUAL MEETING.        | Mgmt | For |
| 2E | TO ELECT SUZANNE NORA JOHNSON AS CLASS II DIRECTOR<br>TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                          | Mgmt | For |
| 2F | TO ELECT JOSEPH W. SAUNDERS AS CLASS II DIRECTOR<br>TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                            | Mgmt | For |
| 03 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE<br>COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR FISCAL YEAR 2009. | Mgmt | For |

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WAL-MART STORES, INC.

Agen  
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Security: 931142103  
Meeting Type: Annual  
Meeting Date: 05-Jun-2009  
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: ALLEN I. QUESTROM  | 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           |

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|    |  |      |         |
|----|--|------|---------|
| 1N | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS                | Mgmt | For     |
| 10 | ELECTION OF DIRECTOR: LINDA S. WOLF                          | Mgmt | For     |
| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS | Mgmt | For     |
| 03 | GENDER IDENTITY NON-DISCRIMINATION POLICY                    | Shr  | Against |
| 04 | PAY FOR SUPERIOR PERFORMANCE                                 | Shr  | Against |
| 05 | ADVISORY VOTE ON EXECUTIVE COMPENSATION                      | Shr  | For     |
| 06 | POLITICAL CONTRIBUTIONS                                      | Shr  | Against |
| 07 | SPECIAL SHAREOWNER MEETINGS                                  | Shr  | For     |
| 08 | INCENTIVE COMPENSATION TO BE STOCK OPTIONS                   | Shr  | Against |

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WASTE MANAGEMENT, INC.

Agen

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Security: 94106L109  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: WMI  
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 2009.                | Mgmt          | For           |
| 03     | PROPOSAL TO AMEND THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN. | Mgmt          | For           |
| 04     | PROPOSAL TO APPROVE THE COMPANY'S 2009 STOCK INCENTIVE PLAN.  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

|    |   |     |         |
|----|---|-----|---------|
| 05 | PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 06 | PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT MEETING.                         | Shr | For     |

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 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          | Against       |
| 1C     | ELECTION OF DIRECTOR: LLOYD H. DEAN                   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN E. ENGEL                  | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.          | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD M. JAMES                 | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: ROBERT L. JOSS                  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH           | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK            | Mgmt          | Against       |
| 1J     | ELECTION OF DIRECTOR: MACKEY J. MCDONALD              | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN             | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: NICHOLAS G. MOORE               | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY               | Mgmt          | Against       |
| 1N     | ELECTION OF DIRECTOR: DONALD B. RICE                  | Mgmt          | Against       |
| 1O     | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD               | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: STEPHEN W. SANGER               | Mgmt          | Against       |
| 1Q     | ELECTION OF DIRECTOR: ROBERT K. STEEL                 | Mgmt          | For           |
| 1R     | ELECTION OF DIRECTOR: JOHN G. STUMPF                  | Mgmt          | For           |
| 1S     | ELECTION OF DIRECTOR: SUSAN G. SWENSON                | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION | Mgmt          | For           |

## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

REGARDING THE COMPENSATION OF THE COMPANY'S  
NAMED EXECUTIVES.

|    |   |      |         |
|----|---|------|---------|
| 03 | PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS<br>INDEPENDENT AUDITORS FOR 2009.             | Mgmt | For     |
| 04 | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S<br>LONG-TERM INCENTIVE COMPENSATION PLAN. | Mgmt | Against |
| 05 | STOCKHOLDER PROPOSAL REGARDING A BY-LAWS AMENDMENT<br>TO REQUIRE AN INDEPENDENT CHAIRMAN.   | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL<br>CONTRIBUTIONS.                      | Shr  | Against |

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XTO ENERGY INC.

Agen

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 Security: 98385X106  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: XTO  
 ISIN: US98385X1063  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 01     | APPROVAL OF AMENDMENT TO BYLAWS TO PROVIDE FOR<br>THE ANNUAL ELECTION OF ALL DIRECTORS.   | Mgmt             | For           |
| 2A     | ELECTION OF PHILLIP R. KEVIL CLASS B DIRECTOR<br>(2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED,<br>CLASS I DIRECTOR (3-YEAR TERM).        | Mgmt             | For           |
| 2B     | ELECTION OF HERBERT D. SIMONS CLASS B DIRECTOR<br>(2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED,<br>CLASS I DIRECTOR (3-YEAR TERM).       | Mgmt             | Against       |
| 2C     | ELECTION OF VAUGHN O. VENNERBERG II CLASS B<br>DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT<br>APPROVED, CLASS I DIRECTOR (3-YEAR TERM). | Mgmt             | For           |
| 03     | APPROVAL OF THE 2009 EXECUTIVE INCENTIVE COMPENSATION<br>PLAN.  | Mgmt             | For           |
| 04     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009.   | Mgmt             | For           |
| 05     | STOCKHOLDER PROPOSAL CONCERNING A STOCKHOLDER<br>ADVISORY VOTE ON EXECUTIVE COMPENSATION IF<br>PROPERLY PRESENTED.                      | Shr              | For           |
| 06     | STOCKHOLDER PROPOSAL CONCERNING STOCKHOLDER<br>APPROVAL OF EXECUTIVE BENEFITS PAYABLE UPON<br>DEATH IF PROPERLY PRESENTED.              | Shr              | For           |

# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX/A

\* 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 Risk-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Duncan W. Richardson                                |
| Name           | Duncan W. Richardson                                    |
| Title          | President   |
| Date           | 09/02/2009  |