

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 16, 2011

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

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: 07/01/2010 - 06/30/2011

Eaton Vance Enhanced Equity Income Fund II

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ACCENTURE PLC

Agen

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Security: G1151C101  
Meeting Type: Annual  
Meeting Date: 03-Feb-2011  
Ticker: ACN  
ISIN: IE00B4BNMY34  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED AUGUST 31, 2010 AS PRESENTED	Mgmt	For
2A	RE-APPOINTMENT OF DIRECTOR: CHARLES H. GIANCARLO	Mgmt	For
2B	RE-APPOINTMENT OF DIRECTOR: DENNIS F. HIGHTOWER	Mgmt	For
2C	RE-APPOINTMENT OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For

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2D	RE-APPOINTMENT OF DIRECTOR: MARK MOODY-STUART	Mgmt	For
2E	RE-APPOINTMENT OF DIRECTOR: PIERRE NANTERME	Mgmt	For
03	RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2011 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION	Mgmt	For
04	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
05	RECOMMENDATION, IN A NON-BINDING VOTE, OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
06	AUTHORIZATION TO HOLD THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
07	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
08	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For

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 ADVANCE AUTO PARTS, INC.

Agen

Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 17-May-2011  
 Ticker: AAP  
 ISIN: US00751Y1064

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN F. BERGSTROM JOHN C. BROUILLARD FIONA P. DIAS FRANCES X. FREI DARREN R. JACKSON WILLIAM S. OGLESBY J. PAUL RAINES GILBERT T. RAY CARLOS A. SALADRIGAS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
03	RECOMMEND, BY ADVISORY VOTE, HOW OFTEN STOCKHOLDERS SHOULD VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

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04	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
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AIR PRODUCTS AND CHEMICALS, INC.

Agen

Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 27-Jan-2011  
 Ticker: APD  
 ISIN: US0091581068

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHADWICK C. DEATON MICHAEL J. DONAHUE URSULA O. FAIRBAIRN LAWRENCE S. SMITH	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. RATIFICATION OF APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF EXECUTIVE OFFICERS.	Mgmt	For
04	FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION. TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
05	APPROVAL OF ANNUAL INCENTIVE PLAN TERMS. TO APPROVE THE ANNUAL INCENTIVE PLAN TERMS TO PERMIT EXCLUSION FROM TAX DEDUCTION LIMITS.	Mgmt	For

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ALPHA NATURAL RESOURCES, INC.

Agen

Security: 02076X102  
 Meeting Type: Special  
 Meeting Date: 01-Jun-2011  
 Ticker: ANR  
 ISIN: US02076X1028

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE AMENDMENT TO ALPHA'S CERTIFICATE OF INCORPORATION, AS DESCRIBED IN AND ATTACHED AS ANNEX B TO THE JOINT PROXY STATEMENT/PROSPECTUS,	Mgmt	For

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PURSUANT TO WHICH ALPHA WILL BE AUTHORIZED TO ISSUE UP TO 400,000,000 SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE.

02	TO APPROVE THE ISSUANCE OF SHARES OF ALPHA COMMON STOCK, PAR VALUE \$0.01 PER SHARE, TO STOCKHOLDERS OF MASSEY ENERGY COMPANY PURSUANT TO THE MERGER AGREEMENT, DATED JANUARY 28, 2011, AMONG ALPHA, MOUNTAIN MERGER SUB, INC., AND MASSEY.	Mgmt	For
03	TO APPROVE ADJOURNMENTS OF THE ALPHA SPECIAL MEETING IF NECESSARY OR APPROPRIATE, INCLUDING TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ALPHA SPECIAL MEETING TO APPROVE ONE OR BOTH OF THE PROPOSALS DESCRIBED ABOVE.	Mgmt	For

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 AMAZON.COM, INC.

Agen

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 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2011  
 Ticker: AMZN  
 ISIN: US0231351067  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1F	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1H	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER OWNERSHIP THRESHOLD FOR CALLING A SPECIAL MEETING OF SHAREHOLDERS.	Shr	For

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06      SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT      Shr      Against  
 AND REPORT CONCERNING CLIMATE CHANGE.

AMERICAN EXPRESS COMPANY Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 02-May-2011  
 Ticker: AXP  
 ISIN: US0258161092

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN T.J. LEONSIS J. LESCHLY R.C. LEVIN R.A. MCGINN E.D. MILLER S.S REINEMUND R.D. WALTER R.A. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY EXECUTIVE COMPENSATION VOTE.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
06	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shr	For

AMERICAN TOWER CORPORATION Agen

Security: 029912201  
 Meeting Type: Annual  
 Meeting Date: 18-May-2011  
 Ticker: AMT  
 ISIN: US0299122012

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD M. DYKES	Mgmt	For
1C	ELECTION OF DIRECTOR: CAROLYN F. KATZ	Mgmt	For
1D	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Mgmt	For
1E	ELECTION OF DIRECTOR: JOANN A. REED	Mgmt	For
1F	ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Mgmt	For
02	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO AMERICAN TOWER CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	TO CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	TO CONDUCT AN ADVISORY VOTE ON WHETHER TO HOLD THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS.	Mgmt	1 Year

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 AMERISOURCEBERGEN CORPORATION

Agen

Security: 03073E105  
 Meeting Type: Annual  
 Meeting Date: 17-Feb-2011  
 Ticker: ABC  
 ISIN: US03073E1055  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF CLASS I DIRECTOR: CHARLES H. COTROS	Mgmt	For
1B	ELECTION OF CLASS I DIRECTOR: JANE E. HENNEY, M.D.	Mgmt	For
1C	ELECTION OF CLASS I DIRECTOR: R. DAVID YOST	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

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04	ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
05	APPROVAL OF THE AMENDMENT OF AMERISOURCEBERGEN'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
06	APPROVAL OF THE AMERISOURCEBERGEN CORPORATION 2011 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For

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APACHE CORPORATION

Agen

Security: 037411105  
Meeting Type: Annual  
Meeting Date: 05-May-2011  
Ticker: APA  
ISIN: US0374111054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: G. STEVEN FARRIS	Mgmt	For
02	ELECTION OF DIRECTOR: RANDOLPH M. FERLIC	Mgmt	For
03	ELECTION OF DIRECTOR: A.D. FRAZIER, JR.	Mgmt	For
04	ELECTION OF DIRECTOR: JOHN A. KOCUR	Mgmt	For
05	RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS	Mgmt	For
06	ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	For
07	TO RECOMMEND THE FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Mgmt	1 Year
08	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL COMMON STOCK	Mgmt	For
09	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL PREFERRED STOCK	Mgmt	For
10	APPROVAL OF APACHE'S 2011 OMNIBUS EQUITY COMPENSATION PLAN	Mgmt	For

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APPLE INC.

Agen

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Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2011  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG ARTHUR D. LEVINSON RONALD D. SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

ATHEROS COMMUNICATIONS, INC.

Agen

Security: 04743P108  
 Meeting Type: Special  
 Meeting Date: 18-Mar-2011  
 Ticker: ATHR  
 ISIN: US04743P1084

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 5, 2011 (THE "MERGER AGREEMENT"), BY AND AMONG ATHEROS COMMUNICATIONS, INC., (THE "COMPANY"), QUALCOMM INCORPORATED, ("PARENT"), AND T MERGER SUB, INC., ("MERGER SUB"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
02	TO APPROVE THE POSTPONEMENT OR ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Mgmt	For



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 BHP BILLITON LIMITED

Agen

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 Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 16-Nov-2010  
 Ticker: BHP  
 ISIN: US0886061086  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE 2010 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
02	TO RE-ELECT DR JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
03	TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
04	TO RE-ELECT MR KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
05	TO RE-ELECT DR JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
06	TO RE-ELECT MR JACQUES NASSER AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
07	TO ELECT MR MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
08	TO ELECT MS CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
09	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Mgmt	For
10	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Mgmt	For
11	TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH	Mgmt	For
12	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Mgmt	For
13	TO APPROVE THE 2010 REMUNERATION REPORT	Mgmt	For
14	TO APPROVE AMENDMENTS TO THE LONG TERM INCENTIVE PLAN	Mgmt	For
15	TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Mgmt	For

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16	TO APPROVE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LIMITED	Mgmt	For
17	TO APPROVE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC	Mgmt	For

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 BROADCOM CORPORATION

Agen

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 Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: BRCM  
 ISIN: US1113201073  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR NANCY H. HANDEL EDDY W. HARTENSTEIN MARIA KLAWE, PH.D. JOHN E. MAJOR SCOTT A. MCGREGOR WILLIAM T. MORROW HENRY SAMUELI, PH.D. JOHN A.C. SWAINSON ROBERT E. SWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS IN THE PROXY STATEMENT.	Mgmt	For
03	TO RECOMMEND CONDUCTING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS.	Mgmt	1 Year
04	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

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 CARDINAL HEALTH, INC.

Agen

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 Security: 14149Y108  
 Meeting Type: Annual  
 Meeting Date: 03-Nov-2010  
 Ticker: CAH  
 ISIN: US14149Y1082  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: COLLEEN F. ARNOLD	Mgmt	For

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1B	ELECTION OF DIRECTOR: GEORGE S. BARRETT	Mgmt	For
1C	ELECTION OF DIRECTOR: GLENN A. BRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: CARRIE S. COX	Mgmt	For
1E	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1F	ELECTION OF DIRECTOR: BRUCE L. DOWNEY	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN F. FINN	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. KENNY	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES J. MONGAN, M.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID W. RAISBECK	Mgmt	For
1L	ELECTION OF DIRECTOR: JEAN G. SPAULDING, M.D.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2011.	Mgmt	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CODE OF REGULATIONS ALLOWING THE BOARD OF DIRECTORS TO AMEND THE RESTATED CODE OF REGULATIONS.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED STOCK OPTIONS.	Shr	For
05	SHAREHOLDER PROPOSAL TO AMEND THE RESTATED CODE OF REGULATIONS TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR.	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shr	For

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CARNIVAL CORPORATION

Agen

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Security: 143658300  
Meeting Type: Annual  
Meeting Date: 13-Apr-2011  
Ticker: CCL  
ISIN: PA1436583006  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
02	TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR	Mgmt	For

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	OF CARNIVAL CORPORATION AND CARNIVAL PLC.		
03	TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
04	TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
05	TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
06	TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
07	TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
08	TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
09	TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
10	TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
11	TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
12	TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
13	TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
14	TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.	Mgmt	For
15	TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION.	Mgmt	For
16	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.	Mgmt	For
17	TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2010.	Mgmt	For
18	TO APPROVE THE FISCAL 2010 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.	Mgmt	For
19	TO DETERMINE HOW FREQUENTLY THE SHAREHOLDERS OF CARNIVAL CORPORATION & PLC SHOULD BE PROVIDED WITH A NON-BINDING ADVISORY VOTE REGARDING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.	Mgmt	1 Year

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20	TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2010.	Mgmt	For
21	TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For
22	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For
23	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.	Mgmt	For
24	TO APPROVE THE CARNIVAL CORPORATION 2011 STOCK PLAN.	Mgmt	For

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 CELGENE CORPORATION

Agen

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 Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2011  
 Ticker: CELG  
 ISIN: US1510201049  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT J. HUGIN MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE MICHAEL A. FRIEDMAN, MD GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For 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, 2011.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
05	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year

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CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 18-Nov-2010  
 Ticker: CSCO  
 ISIN: US17275R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1B	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY R. CARTER	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN L. HALLA	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: MICHAEL K. POWELL	Mgmt	For
1K	ELECTION OF DIRECTOR: ARUN SARIN	Mgmt	For
1L	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1M	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	For
02	TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING EXECUTIVE COMPENSATION.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 30, 2011.	Mgmt	For
04	PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.	Shr	Against
05	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS, WITHIN SIX MONTHS, PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against
06	PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT CISCO ADOPT AND IMPLEMENT A POLICY RESTRICTING	Shr	Against

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CERTAIN SALES IN CHINA, ADOPT A RELATED OVERSIGHT AND COMPLIANCE SYSTEM WITH RESPECT TO HUMAN RIGHTS IMPACTS AND PROVIDE PUBLIC DISCLOSURE OF CISCO'S SALES TO CHINA AND CERTAIN OTHER GOVERNMENTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.

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 CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 11-May-2011  
 Ticker: COP  
 ISIN: US20825C1045  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For
1I	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1K	ELECTION OF DIRECTOR: 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 2011.	Mgmt	For
03	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	APPROVAL OF 2011 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
06	GENDER EXPRESSION NON-DISCRIMINATION.	Shr	Against

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07	POLITICAL CONTRIBUTIONS.	Shr	Against
08	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shr	Against
09	ACCIDENT RISK MITIGATION.	Shr	Against
10	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Shr	Against
11	GREENHOUSE GAS REDUCTION TARGETS.	Shr	Against
12	REPORT ON FINANCIAL RISKS FROM CLIMATE CHANGE.	Shr	Against
13	CANADIAN OIL SANDS.	Shr	Against

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CORNING INCORPORATED

Agen

Security: 219350105  
Meeting Type: Annual  
Meeting Date: 28-Apr-2011  
Ticker: GLW  
ISIN: US2193501051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: GORDON GUND	Mgmt	Against
1D	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	Against
1E	ELECTION OF DIRECTOR: H. ONNO RUDING	Mgmt	Against
1F	ELECTION OF DIRECTOR: GLENN F. TILTON	Mgmt	For
02	APPROVAL, BY NON-BINDING VOTE, ON EXECUTIVE COMPENSATION.	Mgmt	For
03	APPROVAL, BY NON-BINDING, ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
04	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	SHAREHOLDER PROPOSAL CONCERNING SPECIAL MEETINGS.	Shr	For

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COVIDIEN PLC

Agen



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: G2554F105  
 Meeting Type: Annual  
 Meeting Date: 15-Mar-2011  
 Ticker: COV  
 ISIN: IE00B3QN1M21

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	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
03	EFFECT A ONE-FOR-ONE HUNDRED REVERSE SPLIT FOLLOWED BY A ONE HUNDRED-FOR-ONE FORWARD SPLIT OF THE COMPANY'S ORDINARY SHARES.	Mgmt	For
04	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
05	AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year

CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 13-May-2011  
 Ticker: CY  
 ISIN: US2328061096

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR T.J. RODGERS	Mgmt	For

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	W. STEVE ALBRECHT	Mgmt	For
	ERIC A. BENHAMOU	Mgmt	For
	LLOYD CARNEY	Mgmt	For
	JAMES R. LONG	Mgmt	For
	J. DANIEL MCCRANIE	Mgmt	For
	J. DONALD SHERMAN	Mgmt	For
	WILBERT VAN DEN HOEK	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2011.		For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE 1994 STOCK PLAN TO APPROVE ADDITIONAL SHARES.	Mgmt	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
05	ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

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DANAHER CORPORATION

Agen

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Security: 235851102  
Meeting Type: Annual  
Meeting Date: 10-May-2011  
Ticker: DHR  
ISIN: US2358511028  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: MITCHELL P. RALES	Mgmt	For
1C	ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
04	TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF TWENTY-FIVE PERCENT (25%) OR MORE OF DANAHER'S SHARES TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Mgmt	For
05	TO APPROVE AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND MATERIAL TERMS OF PLAN PERFORMANCE GOALS.	Mgmt	For

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06	TO APPROVE AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
07	TO APPROVE AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

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 DEERE & COMPANY

Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2011  
 Ticker: DE  
 ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1C	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1D	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
02	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY")	Mgmt	For
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES	Mgmt	1 Year
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011	Mgmt	For

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 EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 01-Feb-2011  
 Ticker: EMR  
 ISIN: US2910111044

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.N. FARR* H. GREEN* C.A. PETERS* J.W. PRUEHER*	Mgmt Mgmt Mgmt Mgmt	For For For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	R.L. RIDGWAY**	Mgmt	For
02	RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN.	Mgmt	For
03	APPROVAL OF THE EMERSON ELECTRIC CO. 2011 STOCK OPTION PLAN.	Mgmt	For
04	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
05	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES.	Mgmt	1 Year
07	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

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 EXXON MOBIL CORPORATION

Agen

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 Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 25-May-2011  
 Ticker: XOM  
 ISIN: US30231G1022  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN K.C. FRAZIER W.W. GEORGE M.C. NELSON S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 55)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)	Mgmt	Against
04	FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Mgmt	1 Year
05	INDEPENDENT CHAIRMAN (PAGE 58)	Shr	For
06	REPORT ON POLITICAL CONTRIBUTIONS (PAGE 59)	Shr	Against

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07	AMENDMENT OF EEO POLICY (PAGE 61)	Shr	Against
08	POLICY ON WATER (PAGE 62)	Shr	Against
09	REPORT ON CANADIAN OIL SANDS (PAGE 64)	Shr	Against
10	REPORT ON NATURAL GAS PRODUCTION (PAGE 65)	Shr	Against
11	REPORT ON ENERGY TECHNOLOGY (PAGE 67)	Shr	Against
12	GREENHOUSE GAS EMISSIONS GOALS (PAGE 68)	Shr	Against

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 FEDEX CORPORATION

Agen

Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 27-Sep-2010  
 Ticker: FDX  
 ISIN: US31428X1063

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1C	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1D	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1F	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1H	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1I	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1K	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
02	ADOPTION OF 2010 OMNIBUS STOCK INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shr	For

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06	STOCKHOLDER PROPOSAL REGARDING CEO SUCCESSION PLANNING.	Shr	Against
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 FLOWERS FOODS, INC.

Agen

Security: 343498101  
 Meeting Type: Annual  
 Meeting Date: 25-May-2011  
 Ticker: FLO  
 ISIN: US3434981011

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BENJAMIN H. GRISWOLD IV JACKIE M. WARD C. MARTIN WOOD III	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES, AS DISCLOSED IN THIS PROXY STATEMENT.	Mgmt	For
03	TO VOTE FOR THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FLOWERS FOODS, INC. FOR THE 2011 FISCAL YEAR.	Mgmt	For

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 FORD MOTOR COMPANY

Agen

Security: 345370860  
 Meeting Type: Annual  
 Meeting Date: 12-May-2011  
 Ticker: F  
 ISIN: US3453708600

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Mgmt	For
1B	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Mgmt	For
1C	ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: EDSEL B. FORD II	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.	Mgmt	For

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1F	ELECTION OF DIRECTOR: RICHARD A. GEPHARDT	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN	Mgmt	For
1J	ELECTION OF DIRECTOR: ELLEN R. MARRAM	Mgmt	For
1K	ELECTION OF DIRECTOR: ALAN MULALLY	Mgmt	For
1L	ELECTION OF DIRECTOR: HOMER A. NEAL	Mgmt	For
1M	ELECTION OF DIRECTOR: GERALD L. SHAHEEN	Mgmt	For
1N	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Mgmt	For
04	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Mgmt	1 Year
05	RELATING TO DISCLOSURE OF THE COMPANY'S POLITICAL CONTRIBUTIONS.	Shr	Against
06	RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.	Shr	For
07	RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Shr	For

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2011  
 Ticker: FCX  
 ISIN: US35671D8570

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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		
	RICHARD C. ADKERSON	Mgmt	For
	ROBERT J. ALLISON, JR.	Mgmt	For
	ROBERT A. DAY	Mgmt	For
	GERALD J. FORD	Mgmt	For
	H. DEVON GRAHAM, JR.	Mgmt	For
	CHARLES C. KRULAK	Mgmt	For
	BOBBY LEE LACKEY	Mgmt	For

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	JON C. MADONNA	Mgmt	For
	DUSTAN E. MCCOY	Mgmt	For
	JAMES R. MOFFETT	Mgmt	For
	B.M. RANKIN, JR.	Mgmt	For
	STEPHEN H. SIEGELE	Mgmt	For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3	APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
4	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shr	Against

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 FRESENIUS MEDICAL CARE AG & CO. KGAA

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 Agen

Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 12-May-2011  
 Ticker: FMS  
 ISIN: US3580291066  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED GROUP FINANCIAL STATEMENTS EACH APPROVED BY THE SUPERVISORY BOARD, THE MANAGEMENT REPORTS FOR THE CONSOLIDATED GROUP, THE REPORT BY THE GENERAL PARTNER WITH REGARD TO THE INFORMATION PURSUANT TO SECTIONS 289 (4), 315 (4) OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH - HGB) AND THE REPORT OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2010; RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2010	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	RESOLUTION ON THE APPROVAL OF THE REVISED SYSTEM OF COMPENSATION OF THE MANAGEMENT BOARD MEMBERS	Mgmt	For



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OF THE GENERAL PARTNER			
06	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2011	Mgmt	For
7A	ELECTION OF DR GERD KRICK TO THE SUPERVISORY BOARD	Mgmt	Against
7B	ELECTION OF DR DIETER SCHENK TO THE SUPERVISORY BOARD	Mgmt	Against
7C	ELECTION OF PROF DR BERND FAHRHOLZ TO THE SUPERVISORY BOARD	Mgmt	Against
7D	ELECTION OF DR WALTER L. WEISMAN TO THE SUPERVISORY BOARD AND JOINT COMMITTEE	Mgmt	Against
7E	ELECTION OF WILLIAM P. JOHNSTON TO THE SUPERVISORY BOARD AND JOINT COMMITTEE	Mgmt	For
7F	ELECTION OF ROLF A. CLASSON TO THE SUPERVISORY BOARD	Mgmt	For
08	RESOLUTION ON MODIFICATIONS OF THE REMUNERATION OF THE SUPERVISORY BOARD AND ITS COMMITTEES AND ON THE CORRESPONDING AMENDMENTS TO ARTICLES 13 AND 13E OF THE ARTICLES OF ASSOCIATION	Mgmt	For
09	RESOLUTIONS ON THE CANCELLATION OF CONDITIONAL CAPITALS AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION AS WELL AS ON AUTHORIZING THE GRANTING OF OPTIONS TO MANAGERIAL STAFF MEMBERS (FUHRUNGSKRAFTE) AND MEMBERS OF THE MANAGEMENT OF FRESENIUS MEDICAL CARE AG & CO. KGAA OR AN AFFILIATE (STOCK OPTION PROGRAM 2011) AND THE CREATION OF CONDITIONAL CAPITAL TO PROVIDE FOR THE STOCK OPTION PROGRAM 2011 AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION	Mgmt	For
10	RESOLUTION ON THE AUTHORIZATION TO PURCHASE AND USE TREASURY SHARES PURSUANT TO SECTION 71 (1) NO. 8 AKTG AND ON THE EXCLUSION OF SUBSCRIPTION RIGHTS	Mgmt	For
11	RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 (2) GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY	Mgmt	Against

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2011  
 Ticker: GE  
 ISIN: US3696041033

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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A2	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A3	ELECTION OF DIRECTOR: 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	For
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	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	RATIFICATION OF KPMG	Mgmt	For
B2	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Mgmt	For
B3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
C1	SHAREOWNER PROPOSAL: CUMULATIVE VOTING	Shr	Against
C2	SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS	Shr	For
C3	SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS GRANTED TO EXECUTIVES	Shr	Against
C4	SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE	Shr	Against
C5	SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL RESEARCH	Shr	Against

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GOLDCORP INC.

Agen

Security: 380956409  
Meeting Type: Annual and Special

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Date: 18-May-2011  
 Ticker: GG  
 ISIN: CA3809564097

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	A RESOLUTION APPROVING AN AMENDED AND RESTATED STOCK OPTION PLAN FOR THE COMPANY;	Mgmt	For
D	A RESOLUTION AMENDING ARTICLES OF THE COMPANY TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS FROM 10 TO 12;	Mgmt	For
E	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "C" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2011  
 Ticker: GOOG  
 ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

02	THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 1,500,000.	Mgmt	Against
04	THE APPROVAL OF 2010 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	Mgmt	For
05	THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
06	A STOCKHOLDER PROPOSAL REGARDING THE FORMATION OF A BOARD COMMITTEE ON SUSTAINABILITY, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
07	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A SIMPLE MAJORITY VOTING STANDARD FOR STOCKHOLDER MATTERS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
08	A STOCKHOLDER PROPOSAL REGARDING A CONFLICT OF INTEREST AND CODE OF CONDUCT COMPLIANCE REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

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 GREEN MOUNTAIN COFFEE ROASTERS, INC.

Agent

Security: 393122106  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2011  
 Ticker: GMCR  
 ISIN: US3931221069

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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR LAWRENCE J. BLANFORD MICHAEL J. MARDY DAVID E. MORAN	Mgmt Mgmt Mgmt	For For For
2	TO CONSIDER AN ADVISORY VOTE ON EXECUTIVE COMPENSATION AS DISCLOSED IN THESE MATERIALS.	Mgmt	For
3	TO CONSIDER AN ADVISORY VOTE ON WHETHER AN ADVISORY VOTE ON EXECUTIVE COMPENSATION SHOULD BE HELD EVERY ONE, TWO OR THREE YEARS	Mgmt	1 Year
4	TO RATIFY THE THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED ACCOUNTANTS FOR OUR 2011 FISCAL YEAR	Mgmt	For

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 HESS CORPORATION

Agen

Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 04-May-2011  
 Ticker: HES  
 ISIN: US42809H1077  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.E. HOLIDAY	Mgmt	For
1B	ELECTION OF DIRECTOR: J.H. MULLIN	Mgmt	For
1C	ELECTION OF DIRECTOR: F.B. WALKER	Mgmt	For
1D	ELECTION OF DIRECTOR: R.N. WILSON	Mgmt	For
02	APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
03	APPROVAL OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.	Mgmt	1 Year
04	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
05	APPROVAL OF THE PERFORMANCE INCENTIVE PLAN FOR SENIOR OFFICERS, AS AMENDED.	Mgmt	For

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 IMAX CORPORATION

Agen

Security: 45245E109  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2011  
 Ticker: IMAX  
 ISIN: CA45245E1097  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ERIC A. DEMIRIAN DAVID W. LEEBRON MARTIN POMPADUR MARC A. UTAY	Mgmt Mgmt Mgmt Mgmt	For For For For
02	IN RESPECT OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. NOTE:	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

VOTING WITHHOLD IS THE EQUIVALENT TO VOTING  
ABSTAIN.

03	ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY CIRCULAR AND PROXY STATEMENT.	Mgmt	For
04	ADVISORY RESOLUTION ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

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INTEL CORPORATION

Agen

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 Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: INTC  
 ISIN: US4581401001  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CURRENT YEAR	Mgmt	For
03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For
04	AMENDMENT AND EXTENSION OF THE 2006 STOCK PURCHASE PLAN	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: IBM  
 ISIN: US4592001014

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1C	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1D	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1F	ELECTION OF DIRECTOR: A.N. LIVERIS	Mgmt	For
1G	ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	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 (PAGE 71)	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
04	ADVISORY VOTE REGARDING FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 73)	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 74)	Shr	Against
06	STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS POLICY (PAGES 74-75)	Shr	Against
07	STOCKHOLDER PROPOSAL ON LOBBYING (PAGES 75-76)	Shr	Against

JOHNSON CONTROLS, INC.

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 478366107  
 Meeting Type: Annual  
 Meeting Date: 26-Jan-2011  
 Ticker: JCI  
 ISIN: US4783661071

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR NATALIE A. BLACK ROBERT A. CORNOG WILLIAM H. LACY STEPHEN A. ROELL	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2011	Mgmt	For
03	APPROVAL OF A PROPOSED AMENDMENT TO THE JOHNSON CONTROLS, INC. RESTATED ARTICLES OF INCORPORATION TO ALLOW FOR A MAJORITY VOTING STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS	Mgmt	For
04	APPROVAL OF THE JOHNSON CONTROLS, INC. ANNUAL INCENTIVE PERFORMANCE PLAN.	Mgmt	Against
05	APPROVAL OF THE JOHNSON CONTROLS, INC. LONG-TERM INCENTIVE PERFORMANCE PLAN	Mgmt	Against
06	ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For
07	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	1 Year

JUNIPER NETWORKS, INC.

Agen

Security: 48203R104  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: JNPR  
 ISIN: US48203R1041

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARY B. CRANSTON KEVIN R. JOHNSON J. MICHAEL LAWRIE DAVID SCHLOTTERBECK	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF ERNST & YOUNG LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS.	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

03	APPROVAL OF THE PERFORMANCE BONUS PLAN FOR PURPOSES OF COMPLYING WITH INTERNAL REVENUE CODE SECTION 162 (M) .	Mgmt	For
04	APPROVAL OF THE PROPOSED AMENDMENT TO THE JUNIPER NETWORKS, INC. 2006 EQUITY INCENTIVE PLAN THAT INCREASES THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER.	Mgmt	Against
05	TO APPROVE A NON-BINDING ADVISORY RESOLUTION ON JUNIPER NETWORKS, INC.'S EXECUTIVE COMPENSATION.	Mgmt	For
06	TO APPROVE A NON-BINDING ADVISORY RESOLUTION ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES IN THE FUTURE.	Mgmt	1 Year
07	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, REQUESTING THE BOARD OF DIRECTOR TO TAKE THE NECESSARY STEPS TO DECLASSIFY THE BOARD OF DIRECTORS AND ESTABLISH ANNUAL ELECTIONS OF DIRECTORS, WHEREBY DIRECTORS WOULD BE ELECTED ANNUALLY AND NOT BY CLASSES.	Shr	For

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KANSAS CITY SOUTHERN

Agen

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Security: 485170302  
Meeting Type: Annual  
Meeting Date: 05-May-2011  
Ticker: KSU  
ISIN: US4851703029  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR HENRY R. DAVIS ROBERT J. DRUTEN RODNEY E. SLATER	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	APPROVAL OF THE KANSAS CITY SOUTHERN ANNUAL INCENTIVE PLAN FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 162 (M) .	Mgmt	For
04	ADVISORY (NON-BINDING) VOTE APPROVING THE 2010 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
05	ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF THE NON-BINDING ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

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KEYCORP

Agen

Security: 493267108  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: KEY  
 ISIN: US4932671088

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR EDWARD P. CAMPBELL JOSEPH A. CARRABBA CAROL A. CARTWRIGHT ALEXANDER M. CUTLER H. JAMES DALLAS ELIZABETH R. GILE RUTH ANN M. GILLIS KRISTEN L. MANOS BETH E. MOONEY BILL R. SANFORD BARBARA R. SNYDER EDWARD W. STACK THOMAS C. STEVENS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For
02	APPROVAL OF 2011 ANNUAL PERFORMANCE PLAN.	Mgmt	For
03	AMENDMENT TO REGULATIONS TO REDUCE SHAREHOLDER VOTING PERCENTAGES TO STATUTORY NORMS.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
05	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION PROGRAM.	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION PROGRAM.	Mgmt	1 Year

LAZARD LTD

Agen

Security: G54050102  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: LAZ  
 ISIN: BMG540501027

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR KENNETH M. JACOBS	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	PHILIP A. LASKAWY	Mgmt	For
	MICHAEL J. TURNER	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS LAZARD LTD'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011 AND AUTHORIZATION OF LAZARD LTD'S BOARD OF DIRECTORS, ACTING BY THE AUDIT COMMITTEE, TO SET THEIR REMUNERATION.	Mgmt	For
03	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION OF LAZARD LTD.	Mgmt	Against
04	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTING ON EXECUTIVE COMPENSATION	Mgmt	1 Year

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LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109  
Meeting Type: Annual  
Meeting Date: 26-May-2011  
Ticker: LNC  
ISIN: US5341871094

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS R. GLASS	Mgmt	For
1B	ELECTION OF DIRECTOR: GARY C. KELLY	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL F. MEE	Mgmt	For
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
3	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE BYLAWS.	Mgmt	For
4	TO APPROVE AN ADVISORY PROPOSAL ON THE COMPANY'S 2010 EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For
5	TO RESPOND TO AN ADVISORY PROPOSAL REGARDING THE FREQUENCY (EVERY 1, 2, OR 3 YEARS) OF FUTURE ADVISORY PROPOSALS ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year

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MACY'S INC.

Agen

Security: 55616P104  
Meeting Type: Annual

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Date: 20-May-2011  
 Ticker: M  
 ISIN: US55616P1049

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STEPHEN F. BOLLENBACH DEIRDRE P. CONNELLY MEYER FELDBERG SARA LEVINSON TERRY J. LUNDGREN JOSEPH NEUBAUER JOSEPH A. PICHLER JOYCE M. ROCHE CRAIG E. WEATHERUP MARNA C. WHITTINGTON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 28, 2012.	Mgmt	For
03	THE PROPOSED APPROVAL OF AN AMENDMENT OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

MARRIOTT INTERNATIONAL, INC.

Agen

Security: 571903202  
 Meeting Type: Annual  
 Meeting Date: 06-May-2011  
 Ticker: MAR  
 ISIN: US5719032022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN W. MARRIOTT III	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1D	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1E	ELECTION OF DIRECTOR: DEBRA L. LEE	Mgmt	For
1F	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1G	ELECTION OF DIRECTOR: HARRY J. PEARCE	Mgmt	For
1H	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1I	ELECTION OF DIRECTOR: LAWRENCE M. SMALL	Mgmt	For
1J	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year

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 MASTERCARD INCORPORATED

Agen

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 Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2010  
 Ticker: MA  
 ISIN: US57636Q1040  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS IN PHASES AND EFFECT RELATED CHANGES IN DIRECTOR VACANCY AND REMOVAL PROCEDURES.	Mgmt	For
1B	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTING REQUIREMENT FOR AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION.	Mgmt	For
1C	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE COMPOSITION OF THE BOARD OF DIRECTORS.	Mgmt	For
1D	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE OWNERSHIP OF THE COMPANY'S STOCK AND DELETE RELATED OBSOLETE PROVISIONS.	Mgmt	For
02	APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE EACH OF THE PROPOSALS COMPRISING PROPOSAL 1 AT THE TIME OF THE ANNUAL MEETING.	Mgmt	For
03	DIRECTOR NANCY J. KARCH J.O. REYES LAGUNES EDWARD SUNING TIAN	Mgmt Mgmt Mgmt	For For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	SILVIO BARZI	Mgmt	For
04	RE-APPROVAL OF THE COMPANY'S SENIOR EXECUTIVE ANNUAL INCENTIVE COMPENSATION PLAN.	Mgmt	For
05	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2010.	Mgmt	For

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MCAFEE, INC.

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Agen

Security: 579064106  
 Meeting Type: Special  
 Meeting Date: 02-Nov-2010  
 Ticker: MFE  
 ISIN: US5790641063

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 18, 2010, AMONG INTEL CORPORATION, A DELAWARE CORPORATION, OR INTEL, JEFFERSON ACQUISITION CORPORATION, A DELAWARE CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF INTEL, AND MCAFEE, INC., A DELAWARE CORPORATION, OR MCAFEE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
02	A PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT OR PURSUANT TO TO THE TERMS OF THE MERGER AGREEMENT.	Mgmt	For

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MCDONALD'S CORPORATION

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Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: MCD  
 ISIN: US5801351017

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For

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1C	ELECTION OF DIRECTOR: CARY D. MCMILLAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SHEILA A. PENROSE	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
02	ADVISORY VOTE ON THE APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE TWELFTH OF OUR RESTATED CERTIFICATE OF INCORPORATION BY REPEALING SUCH ARTICLE (TRANSACTIONS WITH INTERESTED SHAREHOLDERS).	Mgmt	For
06	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE THIRTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (BOARD OF DIRECTORS).	Mgmt	For
07	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN ARTICLE FOURTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (SHAREHOLDER ACTION).	Mgmt	For
08	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO CLASSIFIED BOARD.	Shr	For
09	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.	Shr	Against
10	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO A REPORT ON CHILDREN'S NUTRITION.	Shr	Against
11	ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO BEVERAGE CONTAINERS.	Shr	Against

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 16-Nov-2010  
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: DINA DUBLON	Mgmt	For
03	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
05	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
06	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR	Mgmt	For
11	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY	Shr	Against

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 NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2010  
 Ticker: NKE  
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JILL K. CONWAY ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.	Mgmt	For
03	TO RE-APPROVE AND AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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 ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 06-Oct-2010  
 Ticker: ORCL  
 ISIN: US68389X1054



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld For For For For For For For Withheld For For For For Withheld
02	APPROVE THE ORACLE CORPORATION EXECUTIVE BONUS PLAN.	Mgmt	For
03	APPROVE THE ORACLE CORPORATION AMENDED AND RESTATED 2000 LONG-TERM EQUITY INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 419,020,418 SHARES.	Mgmt	For
04	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MAY 31, 2011.	Mgmt	For
05	ACT ON A STOCKHOLDER PROPOSAL TO AMEND THE CORPORATE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.	Shr	Against
06	ACT ON A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.	Shr	Against
07	ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.	Shr	For

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 PEABODY ENERGY CORPORATION

Agen

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 Security: 704549104  
 Meeting Type: Annual  
 Meeting Date: 03-May-2011  
 Ticker: BTU  
 ISIN: US7045491047  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GREGORY H. BOYCE WILLIAM A. COLEY WILLIAM E. JAMES ROBERT B. KARN III M. FRANCES KEETH	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For

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	HENRY E. LENTZ	Mgmt	For
	ROBERT A. MALONE	Mgmt	For
	WILLIAM C. RUSNACK	Mgmt	For
	JOHN F. TURNER	Mgmt	For
	SANDRA A. VAN TREASE	Mgmt	For
	ALAN H. WASHKOWITZ	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	APPROVAL OF PEABODY'S 2011 LONG-TERM EQUITY INCENTIVE PLAN.	Mgmt	For

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 PEPSICO, INC.

Agen-----

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 04-May-2011  
 Ticker: PEP  
 ISIN: US7134481081  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.L. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1D	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1E	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	For
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	For
02	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For
03	RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY	Mgmt	1 Year

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

OF EXECUTIVE COMPENSATION VOTES.

04	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Mgmt	For
05	APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS.	Mgmt	For
06	SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS. (PROXY STATEMENT P.63)	Shr	For
07	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS REPORT (PROXY STATEMENT P.65)	Shr	Against

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PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
Meeting Type: Annual  
Meeting Date: 11-May-2011  
Ticker: PM  
ISIN: US7181721090

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	Against
1H	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1I	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE	Shr	Against

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06 STOCKHOLDER PROPOSAL 2 - INDEPENDENT BOARD CHAIR Shr Against

PRUDENTIAL FINANCIAL, INC.

Agen

Security: 744320102  
 Meeting Type: Annual  
 Meeting Date: 10-May-2011  
 Ticker: PRU  
 ISIN: US7443201022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Mgmt	For
1C	ELECTION OF DIRECTOR: GASTON CAPERTON	Mgmt	For
1D	ELECTION OF DIRECTOR: GILBERT F. CASELLAS	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1G	ELECTION OF DIRECTOR: MARK B. GRIER	Mgmt	For
1H	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1I	ELECTION OF DIRECTOR: MARTINA HUND-MEJEAN	Mgmt	For
1J	ELECTION OF DIRECTOR: KARL J. KRAPEK	Mgmt	For
1K	ELECTION OF DIRECTOR: CHRISTINE A. POON	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STRANGFELD	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. UNRUH	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY.	Mgmt	1 Year
05	SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING.	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING LOBBYING CONTRIBUTIONS & EXPENDITURES.	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 08-Mar-2011  
 Ticker: QCOM  
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES FRANCISCO ROS BRENT SCOWCROFT MARC I. STERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 65,000,000 SHARES.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE 2001 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE BY 22,000,000 SHARES.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 25, 2011.	Mgmt	For
05	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
06	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
07	TO ACT ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

ROSETTA RESOURCES, INC.

Agen

Security: 777779307  
 Meeting Type: Annual  
 Meeting Date: 06-May-2011  
 Ticker: ROSE  
 ISIN: US7777793073

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR RICHARD W. BECKLER MATTHEW D. FITZGERALD PHILIP L. FREDERICKSON D. HENRY HOUSTON RANDY L. LIMBACHER JOSIAH O. LOW III DONALD D. PATTESON, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	RESOLVED, THAT THE STOCKHOLDERS OF THE COMPANY APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE SUMMARY COMPENSATION TABLE AND THE OTHER RELATED COMPENSATION TABLES, NOTES AND NARATIVE IN THE PROXY STATEMENT FOR THE COMPANY'S 2011 ANNUAL MEETING OF STOCKHOLDERS.	Mgmt	For
03	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

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 ROWAN COMPANIES, INC.

Agen

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 Security: 779382100  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2011  
 Ticker: RDC  
 ISIN: US7793821007  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: R.G. CROYLE	Mgmt	For
1B	ELECTION OF DIRECTOR: LORD MOYNIHAN	Mgmt	For
1C	ELECTION OF DIRECTOR: W. MATT RALLS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN J. QUICKE	Mgmt	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Mgmt	For
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year

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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

SALESFORCE.COM, INC.

Agen

Security: 79466L302  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2011  
 Ticker: CRM  
 ISIN: US79466L3024

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARC BENIOFF	Mgmt	For
1B	ELECTION OF DIRECTOR: CRAIG CONWAY	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN HASSENFELD	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2012.	Mgmt	For
03	ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE A RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
05	STOCKHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD.	Shr	For

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 06-Apr-2011  
 Ticker: SLB  
 ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: P. CAMUS	Mgmt	For
1B	ELECTION OF DIRECTOR: P. CURRIE	Mgmt	For
1C	ELECTION OF DIRECTOR: A. GOULD	Mgmt	For
1D	ELECTION OF DIRECTOR: T. ISAAC	Mgmt	For
1E	ELECTION OF DIRECTOR: K.V. KAMATH	Mgmt	For
1F	ELECTION OF DIRECTOR: N. KUDRYAVTSEV	Mgmt	For
1G	ELECTION OF DIRECTOR: A. LAJOUS	Mgmt	For

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1H	ELECTION OF DIRECTOR: M.E. MARKS	Mgmt	For
1I	ELECTION OF DIRECTOR: E. MOLER	Mgmt	For
1J	ELECTION OF DIRECTOR: L.R. REIF	Mgmt	For
1K	ELECTION OF DIRECTOR: T.I. SANDVOLD	Mgmt	For
1L	ELECTION OF DIRECTOR: H. SEYDOUX	Mgmt	For
1M	ELECTION OF DIRECTOR: P. KIBSGAARD	Mgmt	For
1N	ELECTION OF DIRECTOR: L.S. OLAYAN	Mgmt	For
02	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	TO APPROVE THE AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON SHARE CAPITAL.	Mgmt	For
05	TO APPROVE THE AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION TO CLARIFY THE VOTING STANDARD IN CONTESTED DIRECTOR ELECTIONS AND TO MAKE CERTAIN OTHER CHANGES.	Mgmt	For
06	TO APPROVE THE COMPANY'S FINANCIAL STATEMENTS AND DECLARATION OF DIVIDENDS.	Mgmt	For
07	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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SHIRE PLC

Agen

Security: 82481R106  
Meeting Type: Annual  
Meeting Date: 26-Apr-2011  
Ticker: SHPGY  
ISIN: US82481R1068

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2010 TOGETHER WITH THE DIRECTORS REPORT AND THE AUDITORS' REPORT ON THOSE ACCOUNTS.	Mgmt	For
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2010.	Mgmt	For
03	TO RE-ELECT MATTHEW EMMENS AS A DIRECTOR OF THE COMPANY.	Mgmt	For
04	TO RE-ELECT ANGUS RUSSELL AS A DIRECTOR OF THE	Mgmt	For



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	COMPANY.		
O5	TO RE-ELECT GRAHAM HETHERINGTON AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O6	TO RE-ELECT DAVID KAPPLER AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O7	TO RE-ELECT PATRICK LANGLOIS AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O8	TO RE-ELECT DR JEFFREY LEIDEN AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O9	TO ELECT DR DAVID GINSBURG AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O10	TO ELECT ANNE MINTO AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O11	TO RE-APPOINT DELOITTE LLP AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THE MEETING TO THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2012.	Mgmt	For
O12	TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.	Mgmt	For
O13	TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED AND FOR THIS PURPOSE THE AUTHORIZED ALLOTMENT AMOUNT SHALL BE: (A) POUND 9,370,661 OF RELEVANT SECURITIES; AND (B) SOLELY IN CONNECTION WITH AN ALLOTMENT PURSUANT TO AN OFFER BY WAY OF A RIGHTS ISSUE POUND 18,741,322 OF RELEVANT SECURITIES COMPRISING EQUITY SECURITIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S14	AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS: TO RESOLVE THAT, SUBJECT TO THE PASSING OF RESOLUTION 13, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED AND FOR THIS PURPOSE THE NON PRE-EMPTIVE AMOUNT SHALL BE POUND 1,405,599 OF EQUITY SECURITIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S15	AUTHORITY TO MAKE MARKET PURCHASES: TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY; (B) PURSUANT TO ARTICLE LAW 1991, TO HOLD AS TREASURY SHARES ANY ORDINARY SHARES PURCHASED PURSUANT TO THE AUTHORITY CONFERRED BY PARAGRAPH (A) OF THIS	Mgmt	For

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RESOLUTION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

S16	TO RESOLVE THAT, WITH EFFECT FROM THE CONCLUSION OF THE ANNUAL GENERAL MEETING, THE COMPANY'S ARTICLES OF ASSOCIATION BE AMENDED AND THOSE PRODUCED TO THE MEETING AND INITIALLED BY THE CHAIRMAN (THE "NEW ARTICLES") BE ADOPTED AS THE COMPANY'S ARTICLES OF ASSOCIATION, IN SUBSTITUTION FOR, AND TO THE EXCLUSION OF, THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY.	Mgmt	For
S17	TO RESOLVE THAT, SUBJECT TO THE PASSING OF RESOLUTION 16, A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING OF THE COMPANY MAY BE CALLED ON NOT LESS THAN 14 CLEAR DAYS' NOTICE.	Mgmt	For

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SILVER WHEATON CORP.

Agen

Security: 828336107  
Meeting Type: Annual  
Meeting Date: 20-May-2011  
Ticker: SLW  
ISIN: CA8283361076  
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Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR PETER D. BARNES LAWRENCE I. BELL GEORGE L. BRACK JOHN A. BROUGH R. PETER GILLIN DOUGLAS M. HOLTBY EDUARDO LUNA WADE D. NESMITH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Mgmt	For

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SOUTHWESTERN ENERGY COMPANY

Agen

Security: 845467109  
Meeting Type: Annual  
Meeting Date: 17-May-2011  
Ticker: SWN  
ISIN: US8454671095  
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Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

		Type	
1A	ELECTION OF DIRECTOR: LEWIS E. EPLEY, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT L. HOWARD	Mgmt	For
1C	ELECTION OF DIRECTOR: GREG D. KERLEY	Mgmt	For
1D	ELECTION OF DIRECTOR: HAROLD M. KORELL	Mgmt	For
1E	ELECTION OF DIRECTOR: VELLO A. KUUSKRAA	Mgmt	For
1F	ELECTION OF DIRECTOR: KENNETH R. MOURTON	Mgmt	For
1G	ELECTION OF DIRECTOR: STEVEN L. MUELLER	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES E. SCHARLAU	Mgmt	For
1I	ELECTION OF DIRECTOR: ALAN H. STEVENS	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP TO SERVE AS THE COMPANYS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	ADVISORY VOTE ON FREQUENCY OF SAY-ON-PAY VOTES.	Mgmt	1 Year
05	AMENDMENT OF THE COMPANY'S BY-LAWS TO REDUCE THE OWNERSHIP THRE- SHOLD FOR STOCKHOLDERS TO CALL SPECIAL MEETING OF STOCKHOLDERS.	Mgmt	Against
06	STOCKHOLDER PROPOSAL FOR A POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT.	Shr	Against

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 ST. JUDE MEDICAL, INC.

Agen

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 Security: 790849103  
 Meeting Type: Annual  
 Meeting Date: 12-May-2011  
 Ticker: STJ  
 ISIN: US7908491035  
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	Prop.# Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD R. DEVENUTI	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS H. GARRETT III	Mgmt	For
1C	ELECTION OF DIRECTOR: WENDY L. YARNO	Mgmt	For
02	ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY	Mgmt	1 Year

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

04	TO APPROVE AMENDMENTS TO THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.	Mgmt	For
05	TO CONSIDER AND ACT UPON A SHAREHOLDER PROPOSAL REGARDING THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	Shr	For
06	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

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STIFEL FINANCIAL CORP.

Agen

Security: 860630102  
 Meeting Type: Annual  
 Meeting Date: 27-Jun-2011  
 Ticker: SF  
 ISIN: US8606301021

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BRUCE A. BEDA* FREDERICK O. HANSER* RONALD J. KRUSZEWSKI* THOMAS P. MULROY* THOMAS W. WEISEL* KELVIN R. WESTBROOK* ALTON F. IRBY III** MICHAEL W. BROWN *** ROBERT E. GRADY***	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	PROPOSAL TO APPROVE AN AMENDMENT AND RESTATEMENT TO THE STIFEL FINANCIAL CORP. 2001 INCENTIVE STOCK PLAN.	Mgmt	Against
03	PROPOSAL FOR AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	RECOMMEND, BY ADVISORY VOTE, THE FREQUENCY OF VOTING ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
05	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

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TARGET CORPORATION

Agen

Security: 87612E106  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Date: 08-Jun-2011  
 Ticker: TGT  
 ISIN: US87612E1064

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROXANNE S. AUSTIN	Mgmt	For
1B	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY N. DILLON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: MARY E. MINNICK	Mgmt	For
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1G	ELECTION OF DIRECTOR: DERICA W. RICE	Mgmt	For
1H	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1I	ELECTION OF DIRECTOR: GREGG W. STEINHAFEL	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1K	ELECTION OF DIRECTOR: SOLOMON D. TRUJILLO	Mgmt	For
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	COMPANY PROPOSAL TO APPROVE THE TARGET CORPORATION 2011 LONG-TERM INCENTIVE PLAN.	Mgmt	For
04	COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Mgmt	For
05	COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES.	Mgmt	1 Year
06	SHAREHOLDER PROPOSAL ON COMPENSATION BENCHMARKING.	Shr	For
07	SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING.	Shr	Against

TEMPUR-PEDIC INTERNATIONAL, INC.

Agen

Security: 88023U101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: TPX  
 ISIN: US88023U1016

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1A	ELECTION OF DIRECTOR: EVELYN S. DILSAVER	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK DOYLE	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN A. HEIL	Mgmt	For
1D	ELECTION OF DIRECTOR: PETER K. HOFFMAN	Mgmt	For
1E	ELECTION OF DIRECTOR: SIR PAUL JUDGE	Mgmt	For
1F	ELECTION OF DIRECTOR: NANCY F. KOEHN	Mgmt	For
1G	ELECTION OF DIRECTOR: CHRISTOPHER A. MASTO	Mgmt	For
1H	ELECTION OF DIRECTOR: P. ANDREWS MCLANE	Mgmt	For
1I	ELECTION OF DIRECTOR: MARK SARVARY	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT B. TRUSSELL, JR.	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	For
04	AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES	Mgmt	1 Year

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 THE BOEING COMPANY

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 02-May-2011  
 Ticker: BA  
 ISIN: US0970231058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1E	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1F	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1I	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1K	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1L	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	RECOMMEND THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2011.	Mgmt	For
05	INDEPENDENT MONITORING OF THE HUMAN RIGHTS CODE.	Shr	Against
06	REPORT ON POLITICAL ACTIVITY.	Shr	Against
07	ACTION BY WRITTEN CONSENT.	Shr	For
08	CHANGE OWNERSHIP THRESHOLD TO CALL SPECIAL MEETINGS.	Shr	For
09	INDEPENDENT CHAIRMAN.	Shr	For

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THE COCA-COLA COMPANY

Agen

Security: 191216100  
Meeting Type: Annual  
Meeting Date: 27-Apr-2011  
Ticker: KO  
ISIN: US1912161007

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Mgmt	For
1D	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1E	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1F	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
1I	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1J	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1K	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1L	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1M	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Mgmt	For
1N	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
1O	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE PERFORMANCE INCENTIVE PLAN OF THE COCA-COLA COMPANY TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Mgmt	For
04	APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE COCA-COLA COMPANY 1989 RESTRICTED STOCK AWARD PLAN TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY VOTE)	Mgmt	For
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE SAY ON PAY VOTE	Mgmt	1 Year
07	SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A	Shr	Against

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THE MCGRAW-HILL COMPANIES, INC.

Agen

Security: 580645109  
Meeting Type: Annual  
Meeting Date: 27-Apr-2011  
Ticker: MHP  
ISIN: US5806451093

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PEDRO ASPE	Mgmt	For
1B	ELECTION OF DIRECTOR: SIR WINFRIED BISCHOFF	Mgmt	For
1C	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM D. GREEN	Mgmt	For
1E	ELECTION OF DIRECTOR: LINDA KOCH LORIMER	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT P. MCGRAW	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1H	ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG	Mgmt	For
1I	ELECTION OF DIRECTOR: SIR MICHAEL RAKE	Mgmt	For
1J	ELECTION OF DIRECTOR: EDWARD B. RUST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: KURT L. SCHMOKE	Mgmt	For
1L	ELECTION OF DIRECTOR: SIDNEY TAUREL	Mgmt	For
02	VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO PERMIT SHAREHOLDERS TO CALL SPECIAL MEETINGS	Mgmt	For
03	VOTE TO APPROVE, ON AN ADVISORY BASIS, THE EXECUTIVE COMPENSATION PROGRAM FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For
04	VOTE, ON AN ADVISORY BASIS, ON HOW OFTEN THE COMPANY WILL CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	VOTE TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Mgmt	For
06	SHAREHOLDER PROPOSAL REQUESTING SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For

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 THE PNC FINANCIAL SERVICES GROUP, INC.  
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Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: PNC  
 ISIN: US6934751057

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	Against
1F	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1G	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1J	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1K	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1N	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	APPROVAL OF 2006 INCENTIVE AWARD PLAN TERMS.	Mgmt	For
04	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

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THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 12-Oct-2010  
 Ticker: PG  
 ISIN: US7427181091

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ANGELA F. BRALY	Mgmt	For
1B	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1F	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1H	ELECTION OF DIRECTOR: MARY A. WILDEROTTER	Mgmt	For
1I	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1J	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

03      SHAREHOLDER PROPOSAL - CUMULATIVE VOTING      Shr      Against

THE SHAW GROUP INC.

Agen

Security: 820280105  
 Meeting Type: Annual  
 Meeting Date: 18-Jan-2011  
 Ticker: SHAW  
 ISIN: US8202801051

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR J.M. BERNHARD, JR. JAMES F. BARKER THOS. E. CAPPS DANIEL A. HOFFLER DAVID W. HOYLE MICHAEL J. MANCUSO ALBERT D. MCALISTER STEPHEN R. TRITCH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Mgmt	For
03	PROPOSAL TO AUTHORIZE ADDITIONAL SHARES FOR DISTRIBUTION UNDER THE SHAW GROUP INC. 2008 OMNIBUS INCENTIVE PLAN.	Mgmt	For

THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2011  
 Ticker: TJX  
 ISIN: US8725401090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSE B. ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1C	ELECTION OF DIRECTOR: BERNARD CAMMARATA	Mgmt	For
1D	ELECTION OF DIRECTOR: DAVID T. CHING	Mgmt	For
1E	ELECTION OF DIRECTOR: MICHAEL F. HINES	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1F	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1G	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1H	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLOW B. SHIRE	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.	Mgmt	For
03	TO APPROVE, ON AN ADVISORY BASIS, THE OVERALL COMPENSATION OF TJX'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
04	TO RECOMMEND, ON AN ADVISORY BASIS, THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

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THE WARNACO GROUP, INC.

Agen

Security: 934390402  
Meeting Type: Annual  
Meeting Date: 11-May-2011  
Ticker: WRC  
ISIN: US9343904028

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DAVID A. BELL	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT A. BOWMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD KARL GOELTZ	Mgmt	For
1D	ELECTION OF DIRECTOR: JOSEPH R. GROMEK	Mgmt	For
1E	ELECTION OF DIRECTOR: SHEILA A. HOPKINS	Mgmt	For
1F	ELECTION OF DIRECTOR: CHARLES R. PERRIN	Mgmt	For
1G	ELECTION OF DIRECTOR: NANCY A. REARDON	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD L. SEELEY	Mgmt	For
1I	ELECTION OF DIRECTOR: CHERYL NIDO TURPIN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS WARNACO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For
03	TO CAST AN ADVISORY VOTE ON THE COMPENSATION OF WARNACO'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
04	TO CAST AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING THE COMPENSATION OF WARNACO'S NAMED EXECUTIVE	Mgmt	1 Year

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

OFFICERS.

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 THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 25-May-2011  
 Ticker: TMO  
 ISIN: US8835561023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: THOMAS J. LYNCH	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM G. PARRETT	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL E. PORTER	Mgmt	For
1D	ELECTION OF DIRECTOR: SCOTT M. SPERLING	Mgmt	For
02	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
03	AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION ADVISORY VOTES.	Mgmt	1 Year
04	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2011.	Mgmt	For
05	SHAREHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS.	Shr	For

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 UNITED PARCEL SERVICE, INC.

Agen

Security: 911312106  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: UPS  
 ISIN: US9113121068

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL J. BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Mgmt	For
1D	ELECTION OF DIRECTOR: STUART E. EIZENSTAT	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1E	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM R. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: ANN M. LIVERMORE	Mgmt	For
1H	ELECTION OF DIRECTOR: RUDY H.P. MARKHAM	Mgmt	For
1I	ELECTION OF DIRECTOR: CLARK T. RANDT, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
1K	ELECTION OF DIRECTOR: CAROL B. TOME	Mgmt	For
02	TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION.	Mgmt	For
03	TO RECOMMEND, BY ADVISORY VOTE, THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
04	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS UPS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR YEAR ENDING 2011.	Mgmt	For
05	IN THEIR DISCRETION UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF.	Mgmt	Against

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 UNITED TECHNOLOGIES CORPORATION

Agen

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 Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 13-Apr-2011  
 Ticker: UTX  
 ISIN: US9130171096  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LOUIS R. CHENEVERT	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1C	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G	ELECTION OF DIRECTOR: CHARLES R. LEE	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	For
1I	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1K	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1L	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1M	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
02	APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR	Mgmt	For
03	APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN	Mgmt	For
04	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	For
05	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	1 Year
06	SHAREOWNER PROPOSAL CONCERNING ADDITIONAL SHARE RETENTION REQUIREMENT FOR SENIOR EXECUTIVES	Shr	For

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 UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2011  
 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: RODGER A. LAWSON	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: GLENN M. RENWICK	Mgmt	For
1I	ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.	Mgmt	For
02	APPROVAL, BY A NON-BINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For
03	RECOMMENDATION, BY A NON-BINDING ADVISORY VOTE,	Mgmt	1 Year

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

OF THE FREQUENCY OF HOLDING A SAY-ON-PAY VOTE.

04	APPROVAL OF THE UNITEDHEALTH GROUP 2011 INCENTIVE STOCK PLAN.	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO THE UNITEDHEALTH GROUP 1993 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE THEREUNDER.	Mgmt	For
06	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

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VARIAN MEDICAL SYSTEMS, INC.

Agen

Security: 92220P105  
Meeting Type: Annual  
Meeting Date: 10-Feb-2011  
Ticker: VAR  
ISIN: US92220P1057

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SUSAN L. BOSTROM RICHARD M. LEVY VENKATRAMAN THYAGARAJAN	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
03	TO HOLD AN ADVISORY VOTE OF STOCKHOLDERS ON THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AT A FREQUENCY OF.	Mgmt	1 Year
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Mgmt	For

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VERISIGN, INC.

Agen

Security: 92343E102  
Meeting Type: Annual  
Meeting Date: 26-May-2011  
Ticker: VRSN  
ISIN: US92343E1029

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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: D. JAMES BIDZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM L. CHENEVICH	Mgmt	For
1C	ELECTION OF DIRECTOR: KATHLEEN A. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: MARK D. MCLAUGHLIN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROGER H. MOORE	Mgmt	For
1F	ELECTION OF DIRECTOR: JOHN D. ROACH	Mgmt	For
1G	ELECTION OF DIRECTOR: LOUIS A. SIMPSON	Mgmt	For
1H	ELECTION OF DIRECTOR: TIMOTHY TOMLINSON	Mgmt	For
02	TO CONDUCT A NON-BINDING, ADVISORY VOTE TO APPROVE VERISIGN, INC.'S EXECUTIVE COMPENSATION.	Mgmt	For
03	TO CONDUCT A NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF NON-BINDING, STOCKHOLDER ADVISORY VOTES ON VERISIGN, INC.'S EXECUTIVE COMPENSATION.	Mgmt	1 Year
04	TO APPROVE THE AMENDED AND RESTATED VERISIGN, INC. 2006 EQUITY INCENTIVE PLAN.	Mgmt	For
05	TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

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WAL-MART STORES, INC.

Agen

Security: 931142103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2011  
 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

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1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Mgmt	For
1I	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Mgmt	For
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Mgmt	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
07	SPECIAL SHAREOWNER MEETINGS	Shr	For
08	REQUIRE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT	Shr	Against
09	CLIMATE CHANGE RISK DISCLOSURE	Shr	Against

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WATSON PHARMACEUTICALS, INC.

Agen

Security: 942683103  
 Meeting Type: Annual  
 Meeting Date: 13-May-2011  
 Ticker: WPI  
 ISIN: US9426831031

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL J. FEDIDA	Mgmt	For
1B	ELECTION OF DIRECTOR: ALBERT F. HUMMEL	Mgmt	For
1C	ELECTION OF DIRECTOR: CATHERINE M. KLEMA	Mgmt	For
1D	ELECTION OF DIRECTOR: ANTHONY SELWYN TABATZNIK	Mgmt	For
02	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE	Mgmt	For

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COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF THE BOARD OF DIRECTORS AND TO DELETE CERTAIN PROVISIONS FROM THE ARTICLES OF INCORPORATION.

03	TO APPROVE THE FOURTH AMENDMENT AND RESTATEMENT OF THE 2001 INCENTIVE AWARD PLAN OF WATSON PHARMACEUTICALS, INC.	Mgmt	For
04	TO TAKE AN ADVISORY (NON-BINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
05	TO TAKE AN ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
06	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Mgmt	For

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
Meeting Type: Annual  
Meeting Date: 03-May-2011  
Ticker: WFC  
ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1G	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	For
1H	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1J	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1K	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1L	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For

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1N	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.	Mgmt	For
03	ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING NAMED EXECUTIVES' COMPENSATION.	Mgmt	1 Year
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING AN AMENDMENT TO THE COMPANY'S BY-LAWS TO ALLOW HOLDERS OF 10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL MEETINGS OF STOCKHOLDERS.	Shr	For
06	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Shr	Against
07	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
08	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON DIRECTOR COMPENSATION.	Shr	Against
09	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.	Shr	For

\* Management position unknown

### SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)	Eaton Vance Enhanced Equity Income Fund II
By (Signature)	/s/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/16/2011