

WATERSIDE CAPITAL CORP
Form 40-8F-2/A
October 30, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

In the Matter of

WATERSIDE CAPITAL CORPORATION

140 West 31st Street

2nd Floor

New York, NY 10001

File No. 811-8387

AMENDMENT NO. 2

Application Pursuant to Section 8(f) of

The Investment Company Act of 1940 for an Order Declaring

That Applicant has Ceased to be an Investment Company

Communications regarding this Application

Should be Addressed to:

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I. NATURE OF RELIEF SOUGHT BY APPLICANT

Waterside Capital Corporation (“Applicant”) seeks an order pursuant to Section 8(f) of the Investment Company Act of 1940 (the “Act”), declaring that Applicant has ceased to be an investment company under the Act.

II. BACKGROUND

Applicant was incorporated in the Commonwealth of Virginia on July 13, 1993 and was a closed-end investment company licensed by the Small Business Administration (the “SBA”) as a Small Business Investment Corporation (“SBIC”). Applicant previously made equity investments in, and provided loans to, small businesses to finance their growth, expansion, and development. Under applicable SBA regulations, Applicant was restricted to investing only in qualified small businesses as contemplated by the Small Business Investment Act of 1958. As a registered investment company under the Act, Applicant’s investment objective was to provide its shareholders with a high level of income, with capital appreciation as a secondary objective. Applicant made its first investment in a small business in October 1996.

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On March 30, 2010, the SBA notified Applicant that its account had been transferred to liquidation status and that the outstanding debentures of \$16.1 million plus accrued interest (the “Debentures”) were due and payable within fifteen days of the date of the letter. Applicant did not possess adequate liquid assets to make this payment. Applicant negotiated terms of a settlement agreement with the SBA effective September 1, 2010, which allowed Applicant’s management to liquidate the portfolio so long as there are no events of default. The Debentures were repurchased by the SBA in September 2010, represented by a Note Agreement between the SBA and Applicant. The Note Agreement had a maturity of March 31, 2013. In the event of a default, the SBA had the ability to seek receivership.

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On May 24, 2012 the SBA delivered to Applicant a notice of an event of default for failure to meet the principal repayment schedule under the Note Agreement (the “Notice”). Under the terms of the Notice and the Note Agreement the SBA maintained a continuing right to terminate the Note Agreement and appoint a receiver to manage Applicant’s assets.

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On November 20, 2013 the SBA filed a complaint in the United States District Court for the Eastern District of Virginia (the “District Court”) seeking, among other things, receivership for Applicant and a judgment in the amount outstanding under the Note Agreement plus continuing interest. The complaint alleged that as of October 31, 2013 there remained an outstanding balance of \$11,762,634.58 under the Note Agreement, including interest, which continued to accrue at the rate of \$2,021.93 per day. The SBA, in filing the complaint, requested that the District Court take exclusive jurisdiction of Applicant and all of its assets wherever located and appoint the SBA as permanent receiver of Applicant for the purpose of liquidating all of Applicant’s assets and satisfying the claims of its creditors in the order of priority as determined by the District Court.

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Applicant initially took steps to contest the legal action initiated by the SBA and to oppose the receivership action. On April 29, 2014 the Board of Directors of Applicant, as then constituted (the "Prior Board"), met to reconsider the decision to contest the SBA's legal action. In light of developments occurring since December of 2013, including projections of its portfolio companies and discussions with the SBA, the Prior Board determined, after consultation with and advice of its counsel, that it was not in the best interests of Applicant and its shareholders to continue to contest the legal action. The SBA was informed of this determination. The Prior Board also decided to consent to the receivership process.

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On May 28, 2014, with Applicant's consent, the District Court entered a Consent Order and Judgment Dismissing Counterclaim, Appointing Receiver, Granting Permanent Injunctive Relief and Granting Money Judgment (the "Order"). The Order appointed the SBA as receiver of Applicant, and the SBA designated Charles Fulford as its principal agent to act on its behalf as the receiver (the "Receiver"). The Order authorized the Receiver to act for the purpose of marshaling and liquidating in an orderly manner all of Applicant's assets. The Order also served to enter judgment in favor of the United States of America, on behalf of the SBA, against Applicant in the amount of \$11,770,722.31. Such amount represents \$11,700,000 in principal and \$70,722.31 in accrued interest. The District Court assumed jurisdiction over Applicant and the SBA was appointed Receiver effective May 28, 2014.

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Applicant effectively stopped conducting an active business upon the appointment of the SBA as Receiver and the commencement of the receivership ordered by the District Court (the "Receivership"). Over the course of the Receivership the activity of Applicant was limited to the liquidation of Applicant's assets by the Receiver and the payment of the proceeds therefrom to the SBA and for the expenses of the Receivership.

The SBIC license granted to Applicant by the SBA was revoked by the SBA effective March 20, 2017, in conjunction with the entry by the District Court of the Order Approving the Procedures for Winding Up and Terminating the Receivership Estate. On June 28, 2017 the Receivership was terminated with the entry of a Final Order by the District Court which order also confirmed Receiver's compliance with all prior District Court orders and further discharged all claims and obligations of Applicant other than the judgment held by SBA (the "Final Order"). Prior to the Final Order the Receiver provided notice to all shareholders of Applicant. The Receiver also initiated separate contact with the largest shareholders of Applicant in an attempt to identify a shareholder willing to assume responsibility for the control of Applicant on behalf of Applicant's shareholders. Roran Capital, LLC ("Roran") was the only shareholder willing to assume such control. As such, at the direction of the Receiver, the Final Order specifically stated that "Control of Waterside shall be unconditionally transferred and returned to its shareholders c/o Roran Capital, LLC ("Roran") upon notification of entry of this Order". At that time Roran owned 51,000 shares of Applicant, which represented 2.66% of the issued and outstanding shares of Applicant. Roran's ownership interest has not changed since that time. Roran was owned by Yitzhak Zelmanovitch, and continues to be owned by Yitzhak Zelmanovitch. At the time of the Final Order, Applicant had zero (0) assets, and a liability owed to the SBA in an amount exceeding \$10,000,000.

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Upon termination of the Receivership, Roran took possession of all books and records made available to it by the Receiver, and Roran expended, and has continued to expend, its own funds to maintain the viability of Applicant. The Receiver took no other action to continue the management or operation of Applicant, instead vesting Roran with that

obligation, and authority, through the Final Order. The termination of the Receivership, and the termination of the power and authority of the Receiver, left Applicant with no Board of Directors and no officers. It was impossible to convene a shareholders meeting as there were no corporate officers or directors to provide (i) notice, or (ii) the administrative oversight required for such a meeting. Roran, in reliance on and in compliance with the Final Order, sought to appoint a new board of directors (the "New Board"). Without a New Board, Applicant would be unable to operate as a viable business, and appointment by Roran was the only manner in which the New Board could be constituted.

Roran sought out qualified individuals to serve on the New Board. Because of the liability exposure inherent in serving on the board of a public company, Applicant's lack of financial resources, and Applicant's loss of its SBIC license, Roran was unable to locate any qualified individuals to serve on the New Board until Zindel Zelmanovitch ("Zindel") agreed to serve as the sole member of the New Board. Zindel is the father of Yitzhak Zelmanovitch (the owner of Roran). Zindel is an experienced businessman who enjoys an excellent reputation, and he has prior public company experience, having previously served as the CEO and a board member of a public company. Zindel has never owned any shares of stock of Applicant and has not been compensated for any of his services as a director or officer of Applicant to date.

In his capacity as the sole director of Applicant, Zindel considered a variety of options for Applicant, including bankruptcy. The New Board (Zindel) determined that such action made scant sense as the Receivership had substantially the same result as bankruptcy. Another option was to merely liquidate and legally dissolve Applicant, which would result in the complete loss of investment by all shareholders. Roran provided assurances that it would fund reasonable expenses of Applicant so long as progress was being made to reorganize Applicant and to identify either (i) a new business to enter into; or, (ii) an active business with which to merge or otherwise acquire, which would benefit from operating as a public entity. The New Board (Zindel) has continued to work toward achieving that goal. With no assets and no SBIC license from the SBA, no income, and liabilities in excess of \$10,000,000, the New Board (Zindel) concluded that continuing to operate as a registered investment company was impossible.

Since the entry of the Final Order (June 28, 2017) and the termination of the Receivership, Applicant has been maintained for the benefit of its shareholders and pursuant to, and in compliance with, the Final Order. Applicant has no assets, and Applicant no longer has the SBIC license from the SBA. Applicant is no longer operating as a registered investment company under the Investment Company Act. While it would have been possible for Applicant to merely dissolve, Applicant has instead decided to endeavor to reconstitute itself as a viable business. Applicant has engaged, and intends to continue to engage, qualified professionals and personnel in order to bring Applicant current in its SEC filings and audits. Applicant has filed all delinquent SEC filings as a registered investment company. Applicant believes that as of June 28, 2017 it ceased to be a registered investment company under the Investment Company Act so it did not file as a registered investment company for the period ended June 30, 2017. Instead, Applicant filed Form 10-K for that period, and has subsequently timely filed all Forms 10-Q and Form 10-K.

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The current status of Applicant is consistent with Applicant's pronounced intention of converting from a registered investment company to an operating company. Although Applicant may have historically operated as a registered investment company, the result of the Receivership is that Applicant can no longer operate as a registered investment company. The only chance for the shareholders of Applicant to recognize any value from their investment in Applicant is to allow Applicant to change the nature of its business such that it should no longer be a registered investment company under the Investment Company Act.

Applicant is currently authorized to issue twenty five thousand (25,000) shares of preferred stock, with a par value of \$1.00 per share. There are zero (0) shares of preferred stock issued. Applicant is also authorized to issue ten million (10,000,000) shares of common stock, with a par value of \$1.00 per share. As of 29 October 2018 one million nine hundred sixteen thousand (1,916,000) shares of common stock of Applicant were outstanding. These shares are quoted over the counter with Pink OTC Markets Inc. under the ticker symbol "WSCC" and are held by 320 shareholders of record, as of 29 October 2018. Applicant does not have any other securities outstanding.

III. ACTION REGARDING DEREGISTRATION

A. Current Business Strategy and Operations:

Applicant now seeks to either (i) enter into a new business; or, (ii) merge with, or otherwise acquire, an active business which would benefit from operating as a public entity. The New Board (Zindel) has undertaken a search to identify the best possible candidate(s) in order to provide value to the shareholders of Applicant. Applicant believes that it no longer qualifies as an "investment company" within the meaning of the Investment Company Act, and has engaged in a strategy to convert from a registered investment company to an operating company. Applicant will file to register under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), thereby becoming a mandatory filer under the Exchange Act. It will continue to list its common stock on the Pink OTC Markets for the benefit of its shareholders. As a result of these efforts, Applicant is and holds itself out as being engaged primarily in the business of seeking either (i) a new business to enter into; or, (ii) merger or acquisition candidates which would benefit from operating as a public entity.

The current status of Applicant is consistent with Applicant's pronounced intention of converting from an investment company to an operating company. Although Applicant may historically have operated as an investment company, the result of the Receivership is that Applicant can no longer operate as an investment company. The only chance for the shareholders of Applicant to recognize any value from their investment in Applicant is to allow Applicant to change the nature of its business such that it should no longer be registered as an investment company under the Act.

B. Public Representations of Policy:

Since the end of the Receivership, Applicant has consistently represented that it is primarily engaged in the business of seeking (i) a new business to enter into; or, (ii) a merger or acquisition candidate(s) which would benefit from operating as a public entity. Upon deregistration, Applicant will issue a press release to its shareholders indicating that it is an operating company and cease indicating in its financial statements that it is a registered investment company.

C. The Final Order, and Activities of Directors, Officers, and Employees:

The Final Order specifically stated, among other things, that "Control of Waterside shall be unconditionally transferred and returned to its shareholders c/o Roran Capital, LLC ("Roran") upon notification of entry of this Order". Roran was also provided with all documents and records previously maintained by the Receiver. Roran was (and remains) a shareholder of Applicant, owning 51,000 shares of the Applicant's common stock. Roran's stock ownership represents 2.66% of the issued and outstanding shares of common stock of the Applicant. Roran voluntarily agreed to provide post-Receivership assistance in the form of filing tax returns for Applicant; taking possession of Applicant's records and documents; and, accepting general responsibility for control of Applicant on behalf of Applicant's shareholders. Roran was not compensated, and will not be compensated, for its efforts during and after the Receivership. It will, however, be reimbursed for all ordinary and necessary expenses incurred on behalf of Applicant, and it will be repaid all amounts it loans to Applicant. As of 29 October 2018, Roran has loaned to Applicant \$88,055.04.

The managing member of Roran is Yitzhak Zelmanovitch. As disclosed above, Roran appointed Zindel as the sole director of Applicant. Zindel is the father of Yitzhak Zelmanovitch. The New Board consists solely of Zindel. Zindel has never owned any shares of stock of Applicant and has not been compensated for any of his services as a director or officer of Applicant to date. Roran sought out qualified individuals to serve on the New Board. Because of the liability exposure inherent in serving on the board of a public company, Applicant's lack of financial resources, and Applicant's loss of its SBIC license, Roran was unable to locate any qualified individuals to serve on the New Board until Zindel agreed to serve as the sole member of the New Board. Zindel is an experienced businessman who enjoys an excellent reputation, and he has prior public company experience, having previously served as the CEO and a board member of a public company. He has served as Chairman of the Board of Directors and Chief Executive Officer of East Coast Capital Holdings (a diversified private investment fund) since 2002, previously serving as the President and a Director of East Coast Capital Holdings (including its predecessor) since 1986. From 1982 through October 2000 Mr. Zelmanovitch was President and a director and stockholder of Freshstart Venture Capital Corp., a public company which was licensed as an SBA SBIC, which was listed on NASDAQ. Mr. Zelmanovitch guided Freshstart through its initial public offering; the company was eventually sold to Medallion Financial Corp. Mr. Zelmanovitch

received an M.B.A. degree from C.W. Post Center of Long Island University in 1979. Zindel has never owned any shares of stock of Applicant and has not been compensated for any of his services as a director or officer of Applicant to date.

As the sole member of the New Board, Zindel was unable to identify any other individuals to serve as officers of Applicant for the same reasons that no other directors could be identified. As such, Zindel, as the sole director of Applicant, appointed himself as the sole officer of Applicant. Zindel has been the sole director and Chairman of the Board of Directors, and the sole officer (Chief Executive Officer, Secretary, and Chief Financial Officer) of Applicant since September, 2017.

The primary activities of Applicant's current sole director and sole officer (Applicant currently has no employees), like Applicant's historical development and public representations, indicate that Applicant has ceased to be an investment company. Upon termination of the license issued by the SBA, Applicant could no longer act and operate as an SBIC. Similarly, upon termination of the Receivership, Applicant had no assets and no operating business. Applicant became managed by Zindel as the sole director and sole officer. Applicant's new CEO (Zindel), with the financial support of Roran, and oversight by Applicant's New Board (Zindel), has devoted himself to finding either (i) a new business to enter into; or, (ii) an active business to merge with, or otherwise acquire, which would benefit from operating as a public entity. The activities of Zindel, operating as Applicant's sole board member and sole officer, indicate that Applicant no longer operates as an investment company. The business of Applicant is now to (i) enter into a new business; or, (ii) merge with, or otherwise acquire, an active business which would benefit from operating as a public entity.

D. Applicant's Present Assets:

As of 30 June 2018 (Applicant's most recent fiscal year-end), Applicant had zero (0) assets (other than cash in hand in the amount of \$4,624, which was to be used for expenses incurred by Applicant). A copy of Applicant's financials for 30 June 2018 are attached hereto as Exhibit 1. The cash on hand as of 30 June 2018 had been loaned to Applicant by Roran in order to satisfy Applicant's expenses related to its filings with the SEC. The nature of Applicant's assets suggests it should no longer be registered as an investment company under the Act.

E. Applicant's Present Income:

During each of Applicant's fiscal year ended 30 June 2014, 2015, and 2016, respectively, Applicant had no income other than the proceeds generated through the sale of Applicant's assets through the Receivership. During Applicant's fiscal year ended 30 June 2017, the Receivership was terminated, and income for that fiscal year was also limited to the proceeds generated through the sale of Applicant's assets through the Receivership. Income for Applicant's most recent fiscal year ended (30 June 2018) was zero (0).

Since the end of the Receivership, Applicant's income is and continues to be zero (0). Applicant has not conducted any business generating any income, and Applicant has no assets which it can sell. It is expected that Applicant will not generate any income until it is able to either (i) enter into a new business; or, (ii) merge with, or otherwise acquire, an

active business which would benefit from operating as a public entity. Accordingly, the lack of any income, and the inability of Applicant to generate any income without the successful launch of a new business or a merger with or acquisition of another company, suggest that it should no longer be registered as an investment company under the Act.

IV. FEDERAL TAX CONSEQUENCES

It is anticipated that deregistration may have some unfavorable tax consequences to Applicant in the form of greater tax liabilities. It is also anticipated that deregistration will have no impact on the tax consequences of the shareholders of Applicant. As a registered investment company, Applicant filed its federal income tax returns for its taxable years from inception up to and including 2017 on the basis that it qualified to be taxed as a “regulated investment company” (“RIC”), as that term is defined in the applicable provision of the Internal Revenue Code of 1986, as amended (the “Code”). Qualification as a RIC provided Applicant with certain favorable tax consequences. In particular, Applicant was not taxed at the corporate level on its net income and net realized gains which were distributed to its shareholders. Due to the current, and planned future, nature of its business, Applicant will no longer qualify as a RIC for tax purposes. Therefore, it will no longer be eligible for “pass-through” tax treatment. This may result in higher tax liabilities for Applicant in the future as it will now be taxed on its net income and net realized gains whether or not it distributes these to its shareholders. Shareholders should have no unfavorable federal income tax consequences as should Applicant be in a position to make distributions to its shareholders, said distributions should be taxed in a manner substantially similar to distributions received by the shareholders when Applicant operated as a RIC.

No longer being a RIC for tax purposes is yet another reason for Applicant to no longer be registered with the Commission as an investment company. Deregistration will be consistent with Applicant's ongoing business plan and the tax treatment that is incident thereto.

V. APPLICABLE STATUTORY PROVISIONS

Since Applicant no longer is, proposes to, or holds itself out as being engaged primarily in the business of investing, reinvesting, or trading in securities within the meaning of Section 3(a)(1)(A) of the Act, and no longer owns or proposes to acquire Investment Securities having a value exceeding forty percent (40%) of the value of its total assets (exclusive of Government securities and cash items) on an unconsolidated basis as contemplated by Section 3(a)(1)(C) of the Act, Applicant has ceased to be an investment company within the meaning of Section 3 of the Act. Further, Applicant represents and warrants that to the extent (i) Applicant seeks to enter into, or enters into, a new business, it will not be an investment company; and, (ii) Applicant seeks to merge with, or merges with, or otherwise seeks to acquire or does acquire, an active business which would benefit from operating as a public entity, such merger or acquisition would not result in Applicant being an investment company. Accordingly, Applicant hereby requests that the Commission issue an order pursuant to Section 8(f) of the Act declaring that Applicant has ceased to be an investment company.¹

A. Applicant is Not a Section 3(a)(1)(A) Investment Company:

Applicant is no longer an investment company as defined in Section 3(a)(1)(A) of the Act, which provides that an "investment company" means any issuer which . . . is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, or trading in securities". The Commission and courts have generally referred to the following factors in determining whether an issuer is primarily engaged in the business of investing and reinvesting in securities under Section 3(a)(1)(A):

- (i) Applicant's historical development;
- (ii) its public representations of policy;
- (iii) the activity of its directors, officers, and employees;
- (iv) the nature of its present assets; and,
- (v) the sources of its present income.

While these factors were developed primarily in analyses under Section 3(b)(2) of the Act, they are equally applicable to analyses under Section 3(a)(1)(A).²

¹ Applicant is not seeking any relief with respect to its proposed use of any existing or future registration under the Securities Act of 1933 or the Exchange Act.

² *Tonopah Mining Company Co.*, 26 S.E.C. 426 (1947) ; Certain Prima Facie Inv. Companies, Inv. Co. Act Release No. 10937, [1979-1980] Fed. Sec. L. Rep. (CCH) 82,465, n.24 (Nov. 13, 1979).

Each of the five factors as they relate to Applicant is discussed above in Section III of this Application. With respect to factors (i) and (ii), since the end of the Receivership Applicant has clearly and consistently indicated to the public and in all administrative communications its intention to become an operating company and cease being a registered investment company and continues to do so, and will continue to do so in its public financial reports and press releases to be filed. With respect to factor (iii), the New Board (Zindel) and the sole officer of Applicant (Zindel) are devoted to identifying a (i) new business to enter into; or, (ii) merger candidate(s) which would benefit from being public, and effecting the appropriate transaction. The New Board (Zindel) and the sole officer of Applicant (Zindel) conduct no other business on behalf of Applicant other than general corporate compliance. The sole officer (Zindel) and the New Board (Zindel) spend no time engaged in investing and reinvesting Applicant's assets in investment securities or small businesses, or any other functions related to operating as an SBIC. The New Board (Zindel) and the sole officer (Zindel) have shifted its focus from oversight of a company engaged in the business of investing and reinvesting in securities to oversight of a company engaged in the business of finding a new business or merger candidate to own and operate.

With respect to factors (iv) and (v), less than 40% of the value of Applicant's total assets (exclusive of Government securities and cash items) on an unconsolidated basis are invested in investment securities; and, less than 40% of Applicant's income is derived from investment securities. As previously noted, Applicant currently has no assets and has no income. Further, Applicant's management is actively reviewing a number of merger, development, business, and acquisition opportunities, and anticipates a transformative transaction in the future.

Applicant acknowledges that Section 3(a)(1)(A) speaks in terms of "securities" rather than "investment securities". However, as noted above, Applicant has no assets at all at this time, and has no intent or desire to acquire investment securities or securities envisioned under section 3(a)(1)(A) of the Act. Applicant's primary business will be the business of whatever (i) new business into which it enters, or, (ii) the business of the active business with which it merges or otherwise acquires, which would benefit from operating as a public entity, if in fact any such transformative transaction occurs. If such a transaction does occur, at that time Applicant's business risk will be the same as the (i) new business into which it enters; or, (ii) the active business with which it merges or otherwise acquires, which would benefit from operating as a public entity.

Since Applicant does not presently hold itself out as being engaged in primarily, nor does it propose in the future to engage primarily, in the business of investing, reinvesting, or trading in securities, Applicant submits that it is no longer an investment company under Section 3(a)(1)(A) of the Act. Applicant requests that the Commission note that it has previously granted an order pursuant to Sections 3(b)(2) and 8(f) to a company that changed the nature of its business so that it was primarily engaged in a business other than investing, reinvesting, owning, holding, or trading securities.³

B. Applicant is Not a Section 3(a)(1)(C) Investment Company:

Applicant is no longer an investment company as defined in Section 3(a)(1)(C) of the Act. Section 3(a)(1)(C) of the Act defines an investment company as an issuer which “is engaged or proposes to engage in the business of investing, reinvesting, owning, holding, or trading in securities, and owns or proposes to acquire investment securities having a value exceeding 40 per centum of the value of such issuer’s total assets (exclusive of Government securities and cash items) on an unconsolidated basis”. Section 3(a)(2) provides, in pertinent part, that “[a]s used in this section, ‘investment securities’ includes all securities except (A) Government securities, . . . and (C) securities issued by majority-owned subsidiaries of the owner which (i) are not investment companies, and (ii) are not relying on the exception from the definition of investment company in paragraph (1) or (7) of subsection (c)”.

³ *In the Matter of Madison Fund, Inc.*, Inv. Co. Act Rel. Nos. 13565 (notice) and 13611 (order) (November 1, 1983); *Baldwin Securities Corporation*, Inv. Co. Act Rel. Nos. 15700 (notice) and 15747 (order) (May 20, 1987).

Section 3(b)(1) of the Act provides that “[n]otwithstanding paragraph (1)(C) of subsection (a), none of the following persons is an investment company within the meaning of this title: (1) Any issuer primarily engaged, directly or through a wholly owned subsidiary or subsidiaries, in a business or businesses other than that of investing, reinvesting, owning, holding, or trading in securities”. Further, Rule 3a-1 under the Act states that “[n]otwithstanding section 3(a)(1)(C) of the Act, an issuer will be deemed not to be an investment company under the Act; provided, that:

(a) No more than 45 percent of the value (as defined in section 2(a)(41) of the Act) of such issuer’s total assets (exclusive of Government securities and cash items) consists of, and no more than 45 percent of such issuer’s net income after taxes (for the last four fiscal quarters combined) is derived from, securities other than: (1) Government securities; (2) Securities issued by employees’ securities companies; (3) Securities issued by majority-owned subsidiaries of the issuer (other than subsidiaries relying on the exclusion from the definition of investment company in section 3(b)(3) or (c)(1) of the Act) which are not investment companies; and (4) Securities issued by companies: (i) Which are controlled primarily by such issuer; (ii) Through which such issuer engages in a business other than that of investing, reinvesting, owning, holding or trading in securities; and (iii) Which are not investment companies;

(b) The issuer is not an investment company as defined in section 3(a)(1)(A) or 3(a)(1)(B) of the Act and is not a special situation investment company; and

(c) The percentages described in paragraph (a) of this section are determined on an unconsolidated basis, except that the issuer shall consolidate its financial statements with the financial statements of any wholly-owned subsidiaries”.

Applicant is, and holds itself out as being engaged primarily, in the business of seeking a (i) new business to enter into; or, (ii) merger or acquisition candidate with an operating business which would benefit from being a public company. Applicant is not, and is not holding itself out as being engaged primarily, and is not proposing to engage primarily, in the business of investing, reinvesting, owning, holding, or trading in securities. Applicant represents and warrants that to the extent (i) Applicant seeks to enter into, or enters into, a new business, it will not be an investment company; and, (ii) Applicant seeks to merge with, or merges with, or seeks to acquire, or acquires, an active business, such merger or acquisition would not result in Applicant being an investment company. Further, as of 30 June 2018, no more than 45 percent of the value (as defined in section 2(a)(41) of the Act) of Applicant’s total assets (exclusive of Government securities and cash items) consisted of, and no more than 45 percent of Applicant’s net income after taxes (for the last four fiscal quarters combined) was derived from, securities other than securities issued by companies (i) which are wholly owned by Applicant (in fact, Applicant has no subsidiaries); (ii) through which Applicant engages in a business other than that of investing, reinvesting, owning, holding or trading in securities; and (iii) which are not investment companies. As noted throughout this Application, Applicant has no assets and has no income. Additionally, Applicant is not a special situation investment company and is not engaged, and is not proposing to engage, in the business of issuing face-amount certificates of the installment type, and has not been engaged in such business and does not have any such certificates outstanding.

Accordingly, based on the foregoing authority, we urge the Commission to conclude that Applicant is no longer an investment company under Section 3(a)(1)(C) of the Act.

VI. HARDSHIP FOR CONTINUED COMPLIANCE

Continued compliance with the Act would present an undue hardship to Applicant. By design, the Act is not intended to regulate operating companies and, as such, contains many proscriptions and limitations with respect to activities normally within the scope of an operating company's business, operations, and financial viability. Examples include a general prohibition on the granting of warrants, and requirements to obtain stockholder approval prior to issuing securities at less than the net asset value per share. In addition, the limitations imposed by Section 18 of the Act on Applicant's capital structure constrain Applicant's ability to borrow and otherwise manage its capital structure in ways that current management believes are prudent and reasonable for an operating company but are prohibited for a RIC. Such restrictions present significant obstacles to capital raising activities in which Applicant would otherwise participate if it were not for its status as a RIC. Further, the prohibitions of Section 17 of the Act on transactions with affiliates, together with Section 23(a) of the Act, also present an obstacle to Applicant by effectively prohibiting many types of incentive based compensation Applicant considers to be reasonable and necessary to attract and retain the best qualified persons to manage Applicant's business.

VII. CONCLUSION

Applicant is no longer an investment company by virtue of the fact that Section 3(a)(1)(A) is not applicable to Applicant, and, as of 30 June 2018, and at all times thereafter, Applicant held zero (0) Investment Securities, clearly well below the 40% threshold set forth in Section 3(a)(1)(C) of the Act, and less than 20% of Applicant's income (it was actually -0-) was derived from its holdings of Investment Securities. Further, Applicant is primarily engaged in the business of seeking a (i) new business to enter into; or, (ii) merger or acquisition candidate with an operating business which would benefit from being a public company. Applicant fully intends to continue to manage its assets and income in a manner that causes Applicant to continue to be excluded from the definition of an investment company under the Act. In addition, subject to the entry of the order requested by this Application, Applicant will continue to list its securities on the OTC Pink marketplace and will file with the Commission to be a mandatory filer under the Exchange Act. Accordingly, for the reasons set forth above, Applicant asserts that it satisfies the standards for an exemptive order under Section 8(f) of the Act.

AUTHORITY TO FILE THIS APPLICATION

Pursuant to Rule 0-2(c) under the Act, Applicant states that the sole individual comprising the current board of directors of Applicant, by resolution duly adopted and attached hereto as Exhibit "A", has authorized the sole officer of Applicant to prepare, or cause to be prepared, and to execute and file with the Commission, this Application.

The verification required by Rule 0-2(d) under the Act is attached hereto as Exhibit "B". All other requirements for the execution and filing of this Application in the name of, and on behalf of, Applicant by the undersigned officer of Applicant have been complied with and such officer is fully authorized to do so.

Pursuant to Rule 0-2(f) under the Act, Applicant states that its address is 140 West 31st Street, 2nd Floor, New York, New York, 10001. Applicant further states that all communications or questions concerning this Application or any amendment thereto should be directed to Keith A. Rosenbaum, SPECTRUM LAW GROUP, APC , 23 Corporate Plaza, Suite 150, Newport Beach, California, 92660; 949-851-4300, ext. 212.

It is hereby requested that the Commission issue an Order pursuant to Rule 0-5 under the Act without a hearing being held.

Applicant has caused this Application to be duly signed on its behalf on the date and year set forth below.

WATERSIDE CAPITAL
CORPORATION

By: */s/ Zindel Zelmanovitch*
ZINDEL ZELMANOVITCH,
Chief Executive Officer

Dated: 30 October 2018

INDEX TO EXHIBITS

Exhibit “~~A~~Authorization - Board of Directors Resolution as Required by Rule 0-2(c)”

Exhibit “~~B~~Verification, as Required by Rule 0-2(d)”

Exhibit “~~1~~Applicant’s Financials for its Fiscal Year Ended 30 June 2018”

For For 18 TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS Management For For AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION S19 SPECIAL RESOLUTION: TO GIVE LIMITED Management For For AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY 20 TO GIVE LIMITED AUTHORITY TO ALLOT SHARES Management For For UP TO A SPECIFIED AMOUNT S21 SPECIAL RESOLUTION: TO GIVE AUTHORITY TO Management For For ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE- EMPTION RIGHTS S22 SPECIAL RESOLUTION: TO AUTHORIZE THE Management For For CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS COMPANHIA VALE DO RIO DOCE SECURITY 204412209 MEETING TYPE Special TICKER SYMBOL RIO MEETING DATE 16-Apr-2009 ISIN US2044122099 AGENDA 933027953 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- O1A APPRECIATION OF THE MANAGERMENTS' REPORT AND Management For For ANALYSIS, DISCUSSION AND VOTE ON THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008 O1B PROPOSAL FOR THE DESTINATION OF PROFITS OF Management For For THE SAID FISCAL YEAR AND APPROVAL OF THE INVESTMENT BUDGET FOR VALE O1C APPOINTMENT OF THE MEMBERS OF THE BOARD OF Management For For DIRECTORS O1D APPOINTMENT OF THE MEMBERS OF THE FISCAL Management For For COUNCIL O1E ESTABLISHMENT OF THE REMUNERATION OF THE Management For For SENIOR MANAGEMENT AND FISCAL COUNCIL MEMBERS E2A TO CHANGE THE LEGAL NAME OF THE COMPANY TO Management For For "VALE S.A.", WITH THE CONSEQUENT AMENDMENT OF ARTICLE 1 OF VALE'S BY-LAWS IN ACCORDANCE WITH THE NEW GLOBAL BRAND UNIFICATION E2B TO ADJUST ARTICLE 5 OF VALE'S BY-LAWS TO Management For For REFLECT THE CAPITAL INCREASE RESOLVED IN THE BOARD OF DIRECTORS MEETINGS HELD ON JULY 22, 2008 AND AUGUST 05, 2008 COMPANHIA VALE DO RIO DOCE SECURITY 204412209 MEETING TYPE Special TICKER SYMBOL RIO MEETING DATE 16-Apr-2009 ISIN US2044122099 AGENDA 933027953 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

O1A APPRECIATION OF THE MANAGERMENTS' REPORT AND Management For For ANALYSIS, DISCUSSION AND VOTE ON THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008 O1B PROPOSAL FOR THE DESTINATION OF PROFITS OF Management For For THE SAID FISCAL YEAR AND APPROVAL OF THE INVESTMENT BUDGET FOR VALE O1C APPOINTMENT OF THE MEMBERS OF THE BOARD OF Management For For DIRECTORS O1D APPOINTMENT OF THE MEMBERS OF THE FISCAL Management For For COUNCIL O1E ESTABLISHMENT OF THE REMUNERATION OF THE Management For For SENIOR MANAGEMENT AND FISCAL COUNCIL MEMBERS E2A TO CHANGE THE LEGAL NAME OF THE COMPANY TO Management For For "VALE S.A.", WITH THE CONSEQUENT AMENDMENT OF ARTICLE 1 OF VALE'S BY-LAWS IN ACCORDANCE WITH THE NEW GLOBAL BRAND UNIFICATION E2B TO ADJUST ARTICLE 5 OF VALE'S BY-LAWS TO Management For For REFLECT THE CAPITAL INCREASE RESOLVED IN THE BOARD OF DIRECTORS MEETINGS HELD ON JULY 22, 2008 AND AUGUST 05, 2008 ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 16 The Gabelli Global Gold, Natural Resources & Income Trust BAKER HUGHES INCORPORATED SECURITY 057224107 MEETING TYPE Annual TICKER SYMBOL BHI MEETING DATE 23-Apr-2009 ISIN US0572241075 AGENDA 933010491 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 DIRECTOR Management 1 LARRY D. BRADY For For 2 CLARENCE P. CAZALOT, JR For For 3 CHAD C. DEATON For For 4 EDWARD P. DJEREJIAN For For 5 ANTHONY G. FERNANDES For For 6 CLAIRE W. GARGALLI For For 7 PIERRE H. JUNGELS For For 8 JAMES A. LASH For For 9 J. LARRY NICHOLS For For 10 H. JOHN RILEY, JR. For For 11 CHARLES L. WATSON For For 02 RATIFICATION OF DELOITTE & TOUCHE AS THE Management For For COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009. 03 PROPOSAL TO APPROVE THE AMENDMENT TO THE Management For For BAKER HUGHES INCORPORATED EMPLOYEE STOCK PURCHASE PLAN. 04 STOCKHOLDER Shareholder Against

For PROPOSAL NO. 1 REGARDING CALLING SPECIAL SHAREOWNERS MEETINGS. SAIPEM SPA, SAN DONATO MILANESE SECURITY T82000117 MEETING TYPE Ordinary General Meeting TICKER SYMBOL SAPMF.PK MEETING DATE 24-Apr-2009 ISIN IT0000068525 AGENDA 701861658 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- PLEASE NOTE IN THE EVENT THE MEETING DOES Non-Voting NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 28 APR 2009. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. PLEASE BE ALSO ADVISED THAT YOUR SHARES WILL BE BLOCKED UNTIL THE QUORUM IS MET OR THE MEETING IS CANCELLED. THANK YOU. 1. Approve the balance sheet as of 31 DEC Management No 2008, consolidated balance sheet, Action Directors, Board of Auditors and the Auditing Company reports 2. Approve the allocation of profit Management No Action 3. Approve to update the emoluments to Audit Management No Company PricewaterhouseCoopers S.P.A. Action GALP ENERGIA,SA, LISBOA SECURITY X3078L108 MEETING TYPE Annual General Meeting TICKER SYMBOL GAL.LS MEETING DATE 27-Apr-2009 ISIN PTGAL0AM0009 AGENDA 701896093 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- PLEASE NOTE THAT THIS IS AN AMENDMENT TO Non-Voting MEETING ID 540545 DUE TO ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. 1. Approve to resolve on the management Management No consolidated report, individual and Action consolidated accounts, for the year 2008, as well as remaining reporting documents 2. Approve to resolve on the Company's Management No Governance report Action 3. Approve to resolve on the Management No PROPOSAL for application of profits Action 4. Approve to resolve on a general appraisal Management No of the Company Management and Supervision Action 5. Elect the Secretary of the Board of the Management No general meeting for the 2008-2010 period Action 6. Approve to resolve on the amendment to Management No Article 10 N. 3 of the Companys Articles of Action Association MARATHON OIL CORPORATION SECURITY 565849106 MEETING TYPE Annual TICKER SYMBOL MRO MEETING DATE 29-Apr-2009 ISIN US5658491064 AGENDA 933009424 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1A ELECTION OF DIRECTOR: CHARLES F. BOLDEN, JR. Management For For 1B ELECTION OF DIRECTOR: GREGORY H. BOYCE Management For For 1C ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, Management For For JR. 1D ELECTION OF DIRECTOR: DAVID A. DABERKO Management For For 1E ELECTION OF DIRECTOR: WILLIAM L. DAVIS Management For For 1F ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON Management For For 1G ELECTION OF DIRECTOR: PHILIP LADER Management For For 1H ELECTION OF DIRECTOR: CHARLES R. LEE Management For For 1I ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS Management For For ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 17 The Gabelli Global Gold, Natural Resources & Income Trust 1J ELECTION OF DIRECTOR: DENNIS H. REILLEY Management For For 1K ELECTION OF DIRECTOR: SETH E. SCHOFIELD Management For For 1L ELECTION OF DIRECTOR: JOHN W. SNOW Management For For 1M ELECTION OF DIRECTOR: THOMAS J. USHER Management For For 02 RATIFICATION OF THE APPOINTMENT OF Management For For PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2009 03 STOCKHOLDER Shareholder Against For PROPOSAL TO AMEND OUR BY-LAWS TO LOWER THE THRESHOLD FOR STOCKHOLDERS TO CALL SPECIAL MEETINGS 04 STOCKHOLDER Shareholder Against For PROPOSAL TO ADOPT A POLICY FOR RATIFICATION OF EXECUTIVE COMPENSATION NEWMONT MINING CORPORATION SECURITY 651639106 MEETING TYPE Annual TICKER SYMBOL NEM MEETING DATE 29-Apr-2009 ISIN US6516391066 AGENDA 933013586 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 DIRECTOR Management 1 G.A. BARTON For For 2 V.A. CALARCO For For 3 J.A. CARRABBA For For 4 N. DOYLE For For 5 V.M. HAGEN For For 6 M.S. HAMSON For For 7 R.J. MILLER For For 8 R.T. O'BRIEN For For 9 J.B. PRESCOTT For For 10 D.C. ROTH For For 11 J.V. TARANIK For For 12 S. THOMPSON For For 02 RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF Management For For PRICEWATERHOUSECOOPERS LLP AS NEWMONT'S INDEPENDENT AUDITORS FOR 2009. 03 CONSIDER AND ACT UPON A STOCKHOLDER Shareholder Against For PROPOSAL REGARDING SPECIAL MEETINGS, AS SET FORTH IN THE

ACCOMPANYING PROXY STATEMENT, IF INTRODUCED AT THE MEETING. 04 CONSIDER AND ACT UPON A STOCKHOLDER Shareholder Against For PROPOSAL TO APPROVE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN A NON-CONTESTED ELECTION, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT, IF INTRODUCED AT THE MEETING. BARRICK GOLD CORPORATION SECURITY 067901108 MEETING TYPE Annual TICKER SYMBOL ABX MEETING DATE 29-Apr-2009 ISIN CA0679011084 AGENDA 933017801 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 DIRECTOR Management 1 H.L. BECK For For 2 C.W.D. BIRCHALL For For 3 D.J. CARTY For For 4 G. CISNEROS For For 5 M.A. COHEN For For 6 P.A. CROSSGROVE For For 7 R.M. FRANKLIN For For 8 P.C. GODSOE For For 9 J.B. HARVEY For For 10 B. MULRONEY For For 11 A. MUNK For For 12 P. MUNK For For 13 A.W. REGENT For For 14 S.J. SHAPIRO For For 15 G.C. WILKINS For For 02 RESOLUTION APPROVING THE APPOINTMENT OF Management For For PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS OF BARRICK AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. 03 SHAREHOLDER RESOLUTION SET OUT IN SCHEDULE Shareholder Against For B TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 18 The Gabelli Global Gold, Natural Resources & Income Trust TECHNIP (EX-TECHNIP-COFLEXIP), PARIS SECURITY F90676101 MEETING TYPE MIX TICKER SYMBOL TEC.PA MEETING DATE 30-Apr-2009 ISIN FR0000131708 AGENDA 701867472 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- French Resident Shareowners must complete, Non-Voting sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the VOTE Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative PLEASE NOTE IN THE FRENCH MARKET THAT THE Non-Voting ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. O.1 Receive the report of the Board of Management For For Directors and the Auditors' report, the Company's financial statements for the year 2008, as presented, showing income of EUR 250,881,144.87 O.2 Acknowledge the distributable income of EUR Management For For 250,811,144.87 allocated as follows: global dividend: EUR 127,501,704.00, the remaining balance of the retained earnings consequently, the shareholders will receive a net dividend of EUR 1.20 per share, and will entitle to the 40 % deduction provided by the French general tax code. this dividend will be paid on 12 MAY 2009 in the event that the company holds some of its own shares on such date, the amount of the unpaid dividend on such shares shall be allocated to the retained earnings account as required by law, it is reminded that, for the last three financial years, the dividends paid, were as follows: EUR 1.20 for FY 2007, EUR 2.10 and 1.05 for FY 2006, EUR 0.92 for 2005 O.3 Receive the reports of the Board of Management For For Directors and of the Auditors, the consolidated financial statements for the said financial year, in the form presented to the meeting O.4 Approve the special report of the Auditors Management For For on agreements governed by Articles L.225-38 ET SEQ of the French commercial code, acknowledges the conclusions of this report and the agreement entered into and the commitments authorized during the 2009 FY referred to therein O.5 Approve the special report of the Auditors Management For For on agreements governed by Articles L.225-38 ET SEQ. the French commercial code, acknowledges the conclusions of this report and approve the agreement entered into during the 2008 FY referred to therein O.6 Approve the special report of the Auditors Management For For on agreements governed by Article L.225-38 ET SEQ. of the French commercial code, acknowledges the conclusions of this report and the agreement previously entered into and which remained in force in 2008 referred to therein O.7 Approve to renew the appointment of Mr. Management For For Jean-Pierre Lamoure as a Director for a 4-year period O.8 Approve to renew the appointment Mr. Daniel Management For For Lebegue as a Director for a 4-year period O.9 Approve to renew the appointment Mr. Bruno Management For For Weymuller as a Director for a 4-year period O.10 Appoint Mr. Gerard Hauser for a 4-year Management For For period O.11 Appoint Mr. Marwan Lahoud as a Director Management For For for a 4-year period O.12 Appoints Mr. Joseph Rinaldi as Director for Management For For a 4-year period O.13 Approve the shareholders' meeting to Management For For resolves toward total annual fees of EUR 440,000.00 to the Board of Directors O.14 Authorizes the Board of Directors, one or Management For For more

occasions, to trade in the Company's shares on the stock market subject to the conditions described below: maximum purchase price: EUR 60.00, maximum number of shares to be acquired: 10% of the share capital this authorization is given for an 18-month period the shareholders' meeting delegates all powers to the Board of Directors to take all necessary measures and accomplish all necessary formalities this delegation of powers supersedes any and all earlier delegations to the same effect and the one granted by the ordinary shareholders' meeting of 06 MAY2008 in its resolution 7 E.15 Authorize the Board of Directors to Management For For increase the capital, on one or more occasions, in France or abroad, by a maximum amount of EUR 37,500,000.00, by issuance, with preferred subscription rights maintained of shares or any securities giving access to the share capital the shareholders' meeting also delegates to the Board of Directors the necessary powers to issue securities giving right to the allocation of debt securities the overall amount of debt securities giving access to the share capital or giving right to the allocation of debt securities which may be issued shall not exceed EUR 2,500,000,000.00 this authorization is granted for a 26-month period the shareholders' meeting delegates all powers to the board of directors to take all necessary measures and accomplish all necessary formalities this delegation supersedes the delegation granted by the extraordinary shareholders' meeting of 27 APR 2007 in its resolution 20 E.16 Authorize the Board of Directors to Management For For increase the capital, on one or more occasions, in France or abroad, by a maximum amount of EUR 12,000,000.00, by issuance by way of a public offering or an offer governed by paragraph ii of Article L. 411-2 of the monetary and financial code, with cancellation of the preferred subscription rights of shares or any securities giving access to the share capital this amount shall count against the ceiling of EUR 37,500,000.00 set forth in resolution 15 the shareholders' meeting also delegates to the Board of Directors the necessary powers to issue securities giving right to the allocation of debt securities the overall amount of debt securities giving access to the share capital or giving right to the allocation of debt securities which may be issued shall not exceed EUR 2,550,000,000.00 this amount shall count against the ceiling of EUR 2,500,000,000.00 set forth in resolution 15 the securities may be issued in consideration for securities tendered in a public exchange offer initiated by the company concerning the shares of another Company this authorization is granted in the limit and in accordance with Article L.225-148 of the French commercial code this authorization is granted for a 26-month period; it supersedes the delegation granted by the extraordinary shareholders' meeting of 27 APR 2007 in its resolution 21 the shareholders' meeting delegates all powers to the Board of Directors to take all necessary measures and accomplish all necessary formalities ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 19 The Gabelli Global Gold, Natural Resources & Income Trust E.17 Authorizes the Board of Directors to Management For For increase the share capital, on one or more occasions, in favour of employees of French or foreign companies and related companies who are members of a company savings plant his delegations given for a 26-month period and for a nominal amount that shall not exceed 2 per cent of the share capital the amount of the capital increases which may be carried out by the virtue of the present delegation shall count against the ceiling of EUR 37,500,000.00 set forth in resolution 15 the shareholders' meeting delegates all powers to the Board of Directors to take all necessary measures and accomplish shall necessary formalities the shareholders' meeting delegates to the Board of Directors all powers to charge the share issuance costs against the related premiums and deduct from the premiums the amounts necessary to raise the legal reserve to one tenth of the new capital after each increase this delegation supersedes the delegation granted by the extraordinary shareholders' meeting of 27APR 2007 in its resolution 25 E.18 Authorizes the Board of Directors to grant, Management For For for free, on one or more occasions, existing shares, in favour of the employees of the Company technip, and employees and corporate officers of related companies; they may not represent more than 1% of the share capital the present delegation is given for a 24-month period the shareholders' meeting delegates all powers to the Board of Directors to take all necessary measures and accomplish all necessary formalities this authorization of powers supersedes any and all earlier authorizations to the same effect E.19 Adopt the resolution 18 of the present Management For For meeting, the shareholders' meeting authorizes the Board of Directors to grant, for free, on one or more occasions, existing shares, in favour of the Board of Directors' chairman and the general manager of the Company, corporate officer of the company. they may not represent more than 0.03% of the share capital the present delegation is given for a 24-month period the shareholders' meeting delegates all powers to the Board of Directors to take all necessary measures and accomplish all necessary formalities this authorization supersedes any and all earlier authorizations to the same effect E.20 Authorize the Board of Directors to grant, Management For For in one or more transactions, to the employees and corporate officers of the company and related companies, options giving the right either to subscribe for new shares in the company to be issued through a share capital increase, or to purchase existing

shares purchased by the Company, it being provided that the options shall not give rights to a total number of shares which shall exceed 1% of the share capital the present authorization is granted for a 24-month period the shareholders' meeting delegates all powers to the Board of Directors to take all necessary measures and accomplish all necessary formalities E.21 Adopt the resolution 20 of the present Management For For meeting, authorize the Board of Directors to grant, in one or more transactions, to the chairman of the Board of Directors and, or the general manager, corporate officer of the Company, options giving the right either to subscribe for new shares in the Company to be issued through a share capital increase, or to purchase existing shares purchased by the Company it being provided that the options shall not give rights to a total number of shares, which shall exceed 0.10 % of the capital the present authorization is granted for a 24-month period; it supersedes any and all earlier delegations to the same effect the shareholders' meeting delegates all powers to the board of directors to take all necessary measures and accomplish all necessary formalities O.22 Grants full powers to the bearer of an Management For For original, a copy or extract of the minutes of this meeting to carry out all filings publications and other formalities prescribed by law VALERO ENERGY CORPORATION SECURITY 91913Y100 MEETING TYPE Annual TICKER SYMBOL VLO MEETING DATE 30-Apr-2009 ISIN US91913Y1001 AGENDA 933015213 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

1A ELECTION OF DIRECTOR: JERRY D. CHOATE Management For For 1B ELECTION OF DIRECTOR: WILLIAM R. KLESSE Management For For 1C ELECTION OF DIRECTOR: DONALD L. NICKLES Management For For 1D ELECTION OF DIRECTOR: SUSAN KAUFMAN PURCELL Management For For 02 RATIFY THE APPOINTMENT OF KPMG LLP AS Management For For VALERO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009. 03 VOTE ON A STOCKHOLDER Shareholder Against For PROPOSAL ENTITLED, "SAY-ON- PAY." 04 VOTE ON A STOCKHOLDER Shareholder Against For PROPOSAL ENTITLED, "STOCK RETENTION BY EXECUTIVES." 05 VOTE ON A STOCKHOLDER Shareholder Against For PROPOSAL ENTITLED, "COMPENSATION CONSULTANT DISCLOSURES." 06 VOTE ON A STOCKHOLDER Shareholder Against For PROPOSAL ENTITLED, "DISCLOSURE OF POLITICAL CONTRIBUTIONS/TRADE ASSOCIATIONS." AGNICO-EAGLE MINES LIMITED SECURITY 008474108 MEETING TYPE Annual and Special Meeting TICKER SYMBOL AEM MEETING DATE 30-Apr-2009 ISIN CA0084741085 AGENDA 933039491 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

01 DIRECTOR Management 1 LEANNE M. BAKER For For 2 DOUGLAS R. BEAUMONT For For 3 SEAN BOYD For For 4 CLIFFORD DAVIS For For ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 20 The Gabelli Global Gold, Natural Resources & Income Trust 5 DAVID GAROFALO For For 6 BERNARD KRAFT For For 7 MEL LEIDERMAN For For 8 JAMES D. NASSO For For 9 MERFYN ROBERTS For For 10 EBERHARD SCHERKUS For For 11 HOWARD R. STOCKFORD For For 12 PERTTI VOUTILAINEN For For 02 APPOINTMENT OF ERNST & YOUNG LLP AS Management For For AUDITORS OF THE CORPORATION AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. 03 AN ORDINARY RESOLUTION APPROVING AN Management For For AMENDMENT TO AGNICO-EAGLE'S EMPLOYEE SHARE PURCHASE PLAN. 04 AN ORDINARY RESOLUTION APPROVING AN Management For For AMENDMENT OF AGNICO-EAGLE'S STOCK OPTION PLAN. 05 AN ORDINARY RESOLUTION CONFIRMING THE Management For For AMENDMENTS TO THE AMENDED AND RESTATED BY-LAWS OF THE COMPANY. XSTRATA PLC, LONDON SECURITY G9826T102 MEETING TYPE Annual General Meeting TICKER SYMBOL XTA.L MEETING DATE 05-May-2009 ISIN GB0031411001 AGENDA 701858283 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1. Adopt the annual report and financial Management For For statements of the Company, and the reports of the Directors and the Auditors thereon, for the YE 31 DEC 2008 2. Approve the Directors' remuneration report Management For For [as specified] for the YE 31 DEC 2008 3. Re-elect Mr. Ivan Glasenberg as an Management For For Executive Director of the Company retiring in accordance with Article 128 of the Company's Articles of Association 4. Re-elect Mr. Trevor Reid as an Executive Management For For Director of the Company retiring in accordance with Article 128 of the Company's Articles of Association 5. Re-elect Mr. Santiago Zaidumbide as an Management For For Executive Director of the Company retiring in accordance with Article 128 of the Company's Articles of Association 6. Elect Mr. Peter Hooley as a Non-Executive Management For For Director of the Company on the recommendation of the Board, in accordance with Article 129 of the Company's Articles of Association

Association 7. Re-appoint Ernst & Young LLP as Auditors to Management For For the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorize the Directors to determine the remuneration of the Auditors 8. Authorize the Directors to allot relevant Management For For securities [as specified in the Companies Act 1985]; a) up to a nominal amount of USD 488,835,270 [equivalent to 977,670,540 ordinary shares of USD 0.50 each in the capital of the Company; and b) comprising equity securities [as specified in the Companies Act 1985] up to a nominal amount of USD 977,670,540 [equivalent to 1,955,341,080 ordinary shares of USD 0.50 each in the capital of the Company] [including within such limit any shares issued under this Resolution] in connection with an offer by way of a rights issue: i) to ordinary shareholders in proportion [as nearly as may be practicable] to their existing holdings; and ii) to people who are holder of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; [Authority expires the earlier of the conclusion of the next AGM]; and the Directors may allot equity securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry S.9 Authorize the Directors of all existing Management For For authorities and provided resolution 8 is passed, to allot equity securities [as specified in the Companies Act 1985] for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the Companies Act 1985, free of restriction in Section 89(1) of the Companies Act 1985, such power to be limited: a) to the allotment of equity securities in connection with an offer of equity securities [but in the case of the authority granted under resolution 8(B), by way of rights issue only]; i) to ordinary shareholders in proportion [as need as may be practicable] to their existing holdings; and ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if Directors consider if necessary, as permitted by the rights of those securities, or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter and; b) in the case of the authority granted under resolution 8(A), to the allotment of equity securities up to a nominal amount of USD 73,325,290.50 [equivalent to 146,650,581 ordinary share of USD 0.50 each in the capital of the Company]; [Authority expires until the next AGM of the Company]; and the Directors may allot equity securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry PLEASE NOTE THAT THIS IS A REVISION DUE TO Non-Voting RECEIPT OF CONSERVATIVE CUT-OFF DAT-E. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FOR-M UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 21 The Gabelli Global Gold, Natural Resources & Income Trust ROWAN COMPANIES, INC. SECURITY 779382100 MEETING TYPE Annual TICKER SYMBOL RDC MEETING DATE 05-May-2009 ISIN US7793821007 AGENDA 933018221 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----
----- 01 DIRECTOR Management 1 THOMAS R. HIX For For 2 ROBERT E. KRAMEK For For 3 FREDERICK R. LAUSEN For For 4 LAWRENCE J. RUISI For For 02 APPROVE THE 2009 ROWAN COMPANIES, INC. Management For For INCENTIVE PLAN. 03 RATIFY THE APPOINTMENT OF DELOITTE TOUCHE Management For For LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009. RANDGOLD RESOURCES LIMITED SECURITY 752344309 MEETING TYPE Annual TICKER SYMBOL GOLD MEETING DATE 05-May-2009 ISIN US7523443098 AGENDA 933034415 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----
----- 01 ADOPTION OF THE DIRECTORS' REPORT AND Management For ACCOUNTS 02 ELECTION OF DIRECTORS CHRISTOPHER L COLEMAN Management For (MEMBER OF THE NOMINATION AND GOVERNANCE COMMITTEE) 03 ELECTION OF DIRECTORS JON WALDEN (MEMBER OF Management For THE AUDIT COMMITTEE) 04 ADOPTION OF THE REPORT OF THE REMUNERATION Management For COMMITTEE 05 APPROVE THE FEES PAYABLE TO DIRECTORS Management For 06 RE-APPOINT BDO STOY HAYWARD LLP AS AUDITORS Management For OF THE COMPANY LIHIR GOLD LTD SECURITY Y5285N149 MEETING TYPE Annual General Meeting TICKER SYMBOL LGG.TO MEETING DATE 06-May-2009 ISIN PG0008974597 AGENDA 701868917 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1. Receive the financial statements and reports Management For For 2. Re-elect Mr. Alister Maitland as a Director Management For For 3. Re-elect Mr. Geoff Loudon as a Director Management For For 4. Re-appoint PricewaterhouseCoppers as the Management For For Auditor 5. Grant 1.87 Million Share Rights to Mr. Management For For Arthur Hood, Managing Director and Chief Executive Officer under the Lihir Executive Share Plan 6. Ratify the past issue of 171.67 million Management For For ordinary shares with a price of AUD 3.00 each to professional and sophisticated investors issued on 12 MAR 2009 7. Approve to increase maximum aggregate Management For For Non-Executive remuneration from USD 1 million to USD 1.32 million effective 01 JAN 2009 PLEASE NOTE THAT THIS IS A REVISION DUE TO Non-Voting RECEIPT OF AUDITOR NAME. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU-DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. TESORO CORPORATION SECURITY 881609101 MEETING TYPE Annual TICKER SYMBOL TSO MEETING DATE 06-May-2009 ISIN US8816091016 AGENDA 933018029 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1 DIRECTOR Management 1 JOHN F. BOOKOUT, III For For 2 RODNEY F. CHASE For For 3 ROBERT W. GOLDMAN For For 4 STEVEN H. GRAPSTEIN For For 5 WILLIAM J. JOHNSON For For 6 J.W. (JIM) NOKES For For 7 DONALD H. SCHMUDE For For 8 BRUCE A. SMITH For For 9 MICHAEL E. WILEY For For 2 RATIFICATION OF THE APPOINTMENT OF ERNST & Management For For YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 22 The Gabelli Global Gold, Natural Resources & Income Trust KINROSS GOLD CORPORATION SECURITY 496902404 MEETING TYPE Annual and Special Meeting TICKER SYMBOL KGC MEETING DATE 06-May-2009 ISIN CA4969024047 AGENDA 933041662 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01

DIRECTOR Management 1 JOHN A. BROUGH For For 2 WILSON N. BRUMER For For 3 TYE W. BURT For For 4 JOHN K. CARRINGTON For For 5 JOHN M.H. HUXLEY For For 6 JOHN A. KEYES For For 7 C. MCLEOD-SELTZER For For 8 GEORGE F. MICHALS For For 9 JOHN E. OLIVER For For 10 TERENCE C.W. REID For For 02 TO APPROVE THE APPOINTMENT OF KPMG LLP, Management For For CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION. 03 TO APPROVE A RESOLUTION RATIFYING THE Management Against Against ADOPTION OF A SHAREHOLDER RIGHTS PLAN AS FULLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR. YAMANA GOLD INC. SECURITY 98462Y100 MEETING TYPE Annual TICKER SYMBOL AUY MEETING DATE 06-May-2009 ISIN CA98462Y1007 AGENDA 933046042 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- A DIRECTOR Management

1 PETER MARRONE For For 2 PATRICK J. MARS For For 3 JUVENAL MESQUITA FILHO For For 4 ANTENOR F. SILVA, JR. For For 5 NIGEL LEES For For 6 DINO TITARO For For 7 JOHN BEGEMAN For For 8 ROBERT HORN For For 9 RICHARD GRAFF For For 10 CARL RENZONI For For B IN RESPECT OF THE APPOINTMENT OF DELOITTE & Management For For TOUCHE LLP AS AUDITORS. PEABODY ENERGY CORPORATION SECURITY 704549104 MEETING TYPE Annual TICKER SYMBOL BTU MEETING DATE 07-May-2009 ISIN US7045491047 AGENDA 933021064 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 DIRECTORS

Management 1 GREGORY H. BOYCE For For 2 WILLIAM E. JAMES For For 3 ROBERT B. KARN III For For 4 M. FRANCES KEETH For For 5 HENRY E. LENTZ For For 02 RATIFICATION OF THE APPOINTMENT OF ERNST & Management For For YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. 03 REAPPROVAL OF THE MATERIAL TERMS OF THE Management For For PERFORMANCE MEASURES UNDER THE COMPANY'S 2004 LONG-TERM EQUITY INCENTIVE PLAN. EQUINOX MINERALS LIMITED SECURITY 29445L204 MEETING TYPE Annual TICKER SYMBOL EQXMF MEETING DATE 07-May-2009 ISIN CA29445L2049 AGENDA 933038398 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 DIRECTOR Management 1 PETER TOMSETT For For 2 DAVID MCAUSLAND For For 3 BRIAN PENNY For For 4 DAVID MOSHER For For 5 JIM PANTELIDIS For For 6 CRAIG WILLIAMS For For 7 HARRY MICHAEL For For 02 THE RE-APPOINTMENT

OF Management For For PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS OR UNTIL A SUCCESSOR IS APPOINTED, AND THE AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX THE AUDITORS' REMUNERATION. 03 THE RESOLUTION SUBSTANTIALLY IN THE FORM OF Management Against Against SCHEDULE "A" TO THE MANAGEMENT PROXY CIRCULAR APPROVING THE CONTINUATION, AMENDMENT AND RESTATEMENT OF THE CORPORATION'S EXISTING SHAREHOLDERS RIGHTS PLAN, AS DESCRIBED IN THE MANAGEMENT PROXY CIRCULAR. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 23 The Gabelli Global Gold, Natural Resources & Income Trust ELDORADO GOLD CORPORATION SECURITY 284902103 MEETING TYPE Annual and Special Meeting TICKER SYMBOL EGO MEETING DATE 07-May-2009 ISIN CA2849021035 AGENDA 933054847 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 DIRECTOR Management 1 JOHN S. AUSTON For For 2 K. ROSS CORY For For 3 ROBERT R. GILMORE For For 4 GEOFFREY A. HANDLEY For For 5 WAYNE D. LENTON For For 6 HUGH C. MORRIS For For 7 JONATHAN RUBENSTEIN For For 8 DONALD M. SHUMKA For For 9 PAUL N. WRIGHT For For 02 APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP Management For For AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR. 03 TO AUTHORIZE THE DIRECTORS TO FIX THE Management For For AUDITORS' REMUNERATION. 04 APPROVE AN ORDINARY RESOLUTION ADOPTING Management For For AMENDMENTS TO THE AMENDED AND RESTATED INCENTIVE STOCK OPTION PLAN FOR EMPLOYEES, CONSULTANTS AND ADVISORS AND TO THE AMENDED AND RESTATED INCENTIVE STOCK OPTION PLAN FOR OFFICERS AND DIRECTORS. 05 APPROVE AN ORDINARY RESOLUTION CONFIRMING Management For For REPEAL OF THE COMPANY'S FORMER BY-LAW NO. 1 AND THE ADOPTION OF NEW BY-LAW NO. 1. 06 APPROVE A SPECIAL RESOLUTION ADOPTING Management For For AMENDMENTS TO THE COMPANY'S ARTICLES TO ALLOW THE COMPANY TO HOLD SHAREHOLDER MEETINGS OUTSIDE OF CANADA. WEATHERFORD INTERNATIONAL LTD SECURITY H27013103 MEETING TYPE Annual TICKER SYMBOL WFT MEETING DATE 07-May-2009 ISIN CH0038838394 AGENDA 933056182 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1A ELECTION OF DIRECTOR: BERNARD J. Management For For DUROC-DANNER 1B ELECTION OF DIRECTOR: DAVID J. BUTTERS Management For For 1C ELECTION OF DIRECTOR: NICHOLAS F. BRADY Management For For 1D ELECTION OF DIRECTOR: WILLIAM E. MACAULAY Management For For 1E ELECTION OF DIRECTOR: ROBERT B. MILLARD Management For For 1F ELECTION OF DIRECTOR: ROBERT K. MOSES, JR. Management For For 1G ELECTION OF DIRECTOR: ROBERT A. RAYNE Management For For 02 APPOINTMENT OF ERNST & YOUNG LLP AS Management For For INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2009 AND RATIFICATION OF THE ELECTION OF ERNST & YOUNG AG, ZURICH AS STATUTORY AUDITOR FOR YEAR ENDING DECEMBER 31, 2009. IVANHOE MINES LTD SECURITY 46579N103 MEETING TYPE Annual General Meeting TICKER SYMBOL IVN MEETING DATE 08-May-2009 ISIN CA46579N1033 AGENDA 701876180 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED Non-Voting TO VOTE "IN FAVOR" OR "AGAINST" ONLY FOR RESOLUTION '3' AND "IN FAVOR" OR "ABSTAIN" ONLY FOR RESOLUTION NUMBERS-'1.1 TO 1.12' AND '2'. THANK YOU. Receive the annual report of the Directors Non-Voting to the shareholders Receive the audited consolidated financial Non-Voting statements of the Corporation for t-he YE 31 DEC 2008 and the Auditors' report thereon 1.1 Elect Mr. Robert M. Friedland as a Director Management For For 1.2 Elect Mr. David Huberman as a Director Management For For 1.3 Elect Mr. John Macken as a Director Management For For 1.4 Elect Mr. Peter Meredith as a Director Management For For 1.5 Elect Mr. Bret Clayton as a Director Management For For 1.6 Elect Mr. Kjeld Thygesen as a Director Management For For ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 24 The Gabelli Global Gold, Natural Resources & Income Trust 1.7 Elect Mr. Robert Hanson as a Director Management For For 1.8 Elect Mr. Markus Faber as a Director Management For For 1.9 Elect Mr. Howard Balloch as a Director Management For For 1.10 Elect Mr. David Korbin as a Director Management For For 1.11 Elect Mr. R. Edward Flood as a Director Management For For 1.12 Elect Mr. Livia Mahler as a Director Management For For 2.

Appoint Deloitte & Touche, LLP, Chartered Management For For Accountants, as the Auditors of the Corporation at a remuneration to be fixed by the Board of Directors 3. Authorize the Corporation to amend and Management For For restate the Employees' and Directors' Equity Incentive Plan to adopt a 'rolling' plan provision pursuant to which the Corporation would be authorized to allocate for issuance, and issue, up to a maximum of 6.5% of the common shares of the Corporation issued and outstanding from time to time under the amended Incentive Plan, increase the maximum number of common shares which may be allocated under the Bonus Plan component of the existing Incentive Plan from 3,500,000 common shares to 4,500,000 common shares and make certain other technical amendments to the existing Incentive Plan 4. Transact other business Non-Voting 5. Upon any permitted amendment to or Non-Voting variation of any matter identified in the n-otice of the meeting IVANHOE MINES LTD. SECURITY 46579N103 MEETING TYPE Annual TICKER SYMBOL IVN MEETING DATE 08-May-2009 ISIN CA46579N1033 AGENDA 933053984 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 DIRECTOR Management 1 ROBERT M. FRIEDLAND For For 2 DAVID HUBERMAN For For 3 JOHN MACKEN For For 4 PETER MEREDITH For For 5 BRET CLAYTON For For 6 KJELD THYGESEN For For 7 ROBERT HANSON For For 8 MARKUS FABER For For 9 HOWARD BALLOCH For For 10 DAVID KORBIN For For 11 R. EDWARD FLOOD For For 12 LIVIA MAHLER For For 02 TO APPOINT DELOITTE & TOUCHE, LLP, Management For For CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION AT A REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS. 03 TO AUTHORIZE, BY AN ORDINARY RESOLUTION, Management For For THE REPLACEMENT OF THE EXISTING PLAN WITH THE AMENDED PLAN (EACH AS DEFINED IN THE INFORMATION CIRCULAR) ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR. PAN AMERICAN SILVER CORP. SECURITY 697900108 MEETING TYPE Annual TICKER SYMBOL PAAS MEETING DATE 12-May-2009 ISIN CA6979001089 AGENDA 933062301 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 DIRECTOR Management 1 ROSS J. BEATY For For 2 GEOFFREY A. BURNS For For 3 ROBERT P. PIROOZ For For 4 WILLIAM FLECKENSTEIN For For 5 MICHAEL J. J. MALONEY For For 6 MICHAEL LARSON For For 7 PAUL B. SWEENEY For For 8 DAVID C. PRESS For For 9 WALTER T. SEGSWORTH For For 02 REAPPOINTMENT OF DELOITTE & TOUCHE LLP AS Management For For AUDITORS OF THE CORPORATION. 03 TO AUTHORIZE THE DIRECTORS TO FIX THE Management For For AUDITOR'S REMUNERATION. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 25 The Gabelli Global Gold, Natural Resources & Income Trust CONOCOPHILLIPS SECURITY 20825C104 MEETING TYPE Annual TICKER SYMBOL COP MEETING DATE 13-May-2009 ISIN US20825C1045 AGENDA 933026317 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1A ELECTION OF DIRECTOR: RICHARD L. ARMITAGE Management For For 1B ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK Management For For 1C ELECTION OF DIRECTOR: JAMES E. COPELAND, JR. Management For For 1D ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN Management For For 1E ELECTION OF DIRECTOR: RUTH R. HARKIN Management For For 1F ELECTION OF DIRECTOR: HAROLD W. MCGRAW III Management For For 1G ELECTION OF DIRECTOR: JAMES J. MULVA Management For For 1H ELECTION OF DIRECTOR: HARALD J. NORVIK Management For For 1I ELECTION OF DIRECTOR: WILLIAM K. REILLY Management For For 1J ELECTION OF DIRECTOR: BOBBY S. SHACKOULS Management For For 1K ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL Management For For 1L ELECTION OF DIRECTOR: KATHRYN C. TURNER Management For For 1M ELECTION OF DIRECTOR: WILLIAM E. WADE, JR. Management For For 02 PROPOSAL TO RATIFY APPOINTMENT OF ERNST & Management For For YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009. 03 PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND Management For For PERFORMANCE INCENTIVE PLAN. 04 UNIVERSAL HEALTH CARE PRINCIPLES. Shareholder Against For 05 ADVISORY Shareholder Against For VOTE ON EXECUTIVE COMPENSATION. 06 POLITICAL CONTRIBUTIONS. Shareholder Against For 07 GREENHOUSE GAS REDUCTION. Shareholder Against For 08 OIL SANDS DRILLING. Shareholder Against For 09 DIRECTOR QUALIFICATIONS. Shareholder Against For MURPHY OIL CORPORATION SECURITY 626717102 MEETING TYPE Annual TICKER SYMBOL MUR MEETING DATE 13-May-2009 ISIN US6267171022 AGENDA 933029705 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE

MANAGEMENT ----- 01 DIRECTOR Management
1 F.W. BLUE For For 2 C.P. DEMING For For 3 R.A. HERMES For For 4 J.V. KELLEY For For 5 R.M. MURPHY
For For 6 W.C. NOLAN, JR. For For 7 I.B. RAMBERG For For 8 N.E. SCHMALE For For 9 D.J.H. SMITH For For
10 C.G. THEUS For For 11 D.M. WOOD For For 02 SHAREHOLDER Shareholder Against For PROPOSAL
CONCERNING THE COMPANY'S NON DISCRIMINATION IN EMPLOYMENT POLICY. 03 APPROVE THE
APPOINTMENT OF KPMG LLP AS Management For For INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM. CADBURY PLC SECURITY 12721E102 MEETING TYPE Annual TICKER SYMBOL
CBY MEETING DATE 14-May-2009 ISIN US12721E1029 AGENDA 933053679 - Management FOR/AGAINST
ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 TO RECEIVE THE 2008 FINANCIAL STATEMENTS Management For For AND THE DIRECTORS'
AND AUDITORS' REPORTS. 02 TO DECLARE AND APPROVE THE FINAL DIVIDEND. Management For For
03 TO APPROVE THE DIRECTORS' REMUNERATION Management For For REPORT. 04 TO RE-ELECT
ROGER CARR AS A DIRECTOR. Management For For 05 TO RE-ELECT TODD STITZER AS A DIRECTOR.
Management For For 06 TO ELECT BARONESS HOGG AS A DIRECTOR. Management For For 07 TO ELECT
COLIN DAY AS A DIRECTOR. Management For For 08 TO ELECT ANDREW BONFIELD AS A DIRECTOR.
Management For For 09 TO RE-APPOINT DELOITTE LLP AS AUDITORS. Management For For 010 TO
AUTHORISE THE DIRECTORS TO SET THE Management For For AUDITORS' FEES. 011 TO AUTHORISE
THE DIRECTORS TO MAKE Management For For POLITICAL DONATIONS AND TO INCUR POLITICAL
EXPENDITURE. 012 TO AUTHORISE THE DIRECTORS TO ALLOT FURTHER Management For For
SHARES. S13 TO DISAPPLY PRE-EMPTION RIGHTS. Management For For S14 TO AUTHORISE THE
COMPANY TO PURCHASE ITS Management For For OWN SHARES. S15 TO AUTHORIZE THE CONVENING
OF A GENERAL Management For For MEETING, OTHER THAN AN ANNUAL GENERAL MEETING, ON
NOT LESS THAN 14 DAYS' NOTICE. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to
06/30/2009 26 The Gabelli Global Gold, Natural Resources & Income Trust KAZAKHMYS SECURITY G5221U108
MEETING TYPE Annual General Meeting TICKER SYMBOL KAZ.L MEETING DATE 15-May-2009 ISIN
GB00B0HZPV38 AGENDA 701905070 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE
MANAGEMENT -----

----- 1. Approve the receive the
2008 report and the Management For For accounts 2. Approve the 2008 Directors' remuneration Management For For
report 3. Elect Mr. Daulet Yergozhin as a Director Management For For 4. Elect Mr. Peter Hickson as a Director
Management For For 5. Re-appoint Ernst and Young LLP as the Management For For Auditors 6. Authorize the
Directors to agree the Management For For Auditors' remuneration 7. Approve to renew the Directors' authority
Management For For to allot shares S.8 Approve to renew the Directors' authority Management For For to disapply
pre-emption rights S.9 Authorize the Directors to make market Management For For purchases of the Company's
shares S.10 Grant authority to call the general Management For For meetings on 14 days' notice S.11 Amend the
Articles of Association of the Management For For Company TRANSOCEAN, LTD. SECURITY H8817H100
MEETING TYPE Annual TICKER SYMBOL RIG MEETING DATE 15-May-2009 ISIN CH0048265513 AGENDA
933053198 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 APPROVAL OF THE 2008 ANNUAL REPORT,
THE Management For For CONSOLIDATED FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR
FISCAL YEAR 2008 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. 02
DISCHARGE OF THE MEMBERS OF THE BOARD OF Management For For DIRECTORS AND THE
EXECUTIVE OFFICERS FOR FISCAL YEAR 2008 03 APPROPRIATION OF THE AVAILABLE RETAINED
Management For For EARNINGS WITHOUT PAYMENT OF A DIVIDEND TO SHAREHOLDERS FOR FISCAL
YEAR 2008 AND RELEASE OF CHF 3.5 BILLION OF LEGAL RESERVES TO OTHER RESERVES. 04
AUTHORIZATION OF A SHARE REPURCHASE PROGRAM Management For For 05 APPROVAL OF THE
LONG-TERM INCENTIVE PLAN OF Management For For TRANSOCEAN LTD. IN THE FORM AS AMENDED
AND RESTATED EFFECTIVE AS OF 2/12/09 6A REELECTION OF CLASS I DIRECTOR FOR A THREE
Management For For YEAR TERM: W. RICHARD ANDERSON 6B REELECTION OF CLASS I DIRECTOR FOR
A THREE Management For For YEAR TERM: RICHARD L. GEORGE 6C REELECTION OF CLASS I
DIRECTOR FOR A THREE Management For For YEAR TERM: ROBERT L. LONG 6D REELECTION OF
CLASS I DIRECTOR FOR A THREE Management For For YEAR TERM: EDWARD R. MULLER 6E

REELECTION OF CLASS III DIRECTOR FOR A Management For For TWO-YEAR TERM: VICTOR E. GRIJALVA 07 APPOINTMENT OF ERNST & YOUNG LLP AS Management For For TRANSOCEAN LTD.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS TRANSOCEAN LTD.'S AUDITOR PURSUANT TO THE SWISS CODE OF OBLIGATIONS FOR A FURTHER ONE-YEAR TERM ANGLOGOLD ASHANTI LIMITED SECURITY 035128206 MEETING TYPE Annual TICKER SYMBOL AU MEETING DATE 15-May-2009 ISIN US0351282068 AGENDA 933060686 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 ADOPTION OF FINANCIAL STATEMENTS Management For 02 RE-APPOINTMENT OF ERNST & YOUNG INC. AS Management For AUDITORS OF THE COMPANY 03 RE-ELECTION OF MR RP EDEY AS A DIRECTOR Management For 04 GENERAL AUTHORITY TO DIRECTORS TO ALLOT AND Management For ISSUE ORDINARY SHARES 05 AUTHORITY TO DIRECTORS TO ISSUE ORDINARY Management For SHARES FOR CASH 06 INCREASE IN NON-EXECUTIVE DIRECTORS' FEES Management For 07 GENERAL AUTHORITY TO DIRECTORS TO ISSUE Management For CONVERTIBLE BONDS S8 INCREASE IN SHARE CAPITAL Management For S9 AMENDMENTS TO THE COMPANY'S ARTICLES OF Management For ASSOCIATION TOTAL S.A. SECURITY 89151E109 MEETING TYPE Annual TICKER SYMBOL TOT MEETING DATE 15-May-2009 ISIN US89151E1091 AGENDA 933065193 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 APPROVAL OF PARENT COMPANY FINANCIAL Management For For STATEMENTS 02 APPROVAL OF CONSOLIDATED FINANCIAL Management For For STATEMENTS 03 ALLOCATION OF EARNINGS, DECLARATION OF Management For For DIVIDEND 04 AGREEMENTS COVERED BY ARTICLE L. 225-38 OF Management For For THE FRENCH COMMERCIAL CODE 05 COMMITMENTS UNDER ARTICLE L. 225-42-1 OF Management For For THE FRENCH COMMERCIAL CODE CONCERNING MR. THIERRY DESMAREST ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 27 The Gabelli Global Gold, Natural Resources & Income Trust 06 COMMITMENTS UNDER ARTICLE L. 225-42-1 OF Management For For THE FRENCH COMMERCIAL CODE CONCERNING MR. CHRISTOPHE DE MARGERIE 07 AUTHORIZATION FOR THE BOARD OF DIRECTORS TO Management For For TRADE SHARES OF THE COMPANY 08 RENEWAL OF THE APPOINTMENT OF MRS. ANNE Management For For LAUVERGEON AS A DIRECTOR 09 RENEWAL OF THE APPOINTMENT OF MR. DANIEL Management For For BOUTON AS A DIRECTOR 010 RENEWAL OF THE APPOINTMENT OF MR. BERTRAND Management For For COLLOMB AS A DIRECTOR 011 RENEWAL OF THE APPOINTMENT OF MR. Management For For CHRISTOPHE DE MARGERIE AS A DIRECTOR 012 RENEWAL OF THE APPOINTMENT OF MR. MICHEL Management For For PEBEREAU AS A DIRECTOR 013 APPOINTMENT OF MR. PATRICK ARTUS AS A Management For For DIRECTOR E14 AMENDMENT TO ARTICLE 12 OF THE COMPANY'S Management For For ARTICLES OF ASSOCIATION REGARDING THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD A AMENDMENT TO THE COMPANY'S ARTICLES OF Management For Against ASSOCIATION WITH THE INTENT OF DISCLOSING INDIVIDUAL ALLOCATIONS OF STOCK OPTIONS AND RESTRICTED SHARES AS PROVIDED BY LAW B FOR THE PURPOSE OF AMENDING TO THE ARTICLES Management For Against OF ASSOCIATION REGARDING A NEW PROCEDURE FOR SELECTING A SHAREHOLDER-EMPLOYEE AS BOARD MEMBER WITH A VIEW TO IMPROVING HIS OR HER REPRESENTATION AND INDEPENDENCE C AUTHORIZATION TO GRANT RESTRICTED SHARES OF Management For Against THE COMPANY TO ALL EMPLOYEES OF THE GROUP LUNDIN MINING CORPORATION SECURITY 550372106 MEETING TYPE Annual TICKER SYMBOL LUNMF MEETING DATE 15-May-2009 ISIN CA5503721063 AGENDA 933066032 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 DIRECTOR Management 1 LUKAS H. LUNDIN For For 2 PHILIP J. WRIGHT For For 3 COLIN K. BENNER For For 4 DONALD K. CHARTER For For 5 JOHN H. CRAIG For For 6 BRIAN D. EDGAR For For 7 DAVID F. MULLEN For For 8 ANTHONY O'REILLY, JR. For For 9 DALE C. PENIUK For For 10 WILLIAM A. RAND For For 02 APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP Management For For AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. TRANSOCEAN, LTD. SECURITY H8817H100 MEETING TYPE Annual TICKER SYMBOL

RIG MEETING DATE 15-May-2009 ISIN CH0048265513 AGENDA 933083759 - Management FOR/AGAINST
ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 APPROVAL OF THE 2008 ANNUAL REPORT, THE Management For For CONSOLIDATED
FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2008 AND THE STATUTORY
FINANCIAL STATEMENTS OF TRANSOCEAN LTD. 02 DISCHARGE OF THE MEMBERS OF THE BOARD
OF Management For For DIRECTORS AND THE EXECUTIVE OFFICERS FOR FISCAL YEAR 2008 03
APPROPRIATION OF THE AVAILABLE RETAINED Management For For EARNINGS WITHOUT PAYMENT
OF A DIVIDEND TO SHAREHOLDERS FOR FISCAL YEAR 2008 AND RELEASE OF CHF 3.5 BILLION OF
LEGAL RESERVES TO OTHER RESERVES. 04 AUTHORIZATION OF A SHARE REPURCHASE PROGRAM
Management For For 05 APPROVAL OF THE LONG-TERM INCENTIVE PLAN OF Management For For
TRANSOCEAN LTD. IN THE FORM AS AMENDED AND RESTATED EFFECTIVE AS OF 2/12/09 6A
REELECTION OF CLASS I DIRECTOR FOR A THREE Management For For YEAR TERM: W. RICHARD
ANDERSON 6B REELECTION OF CLASS I DIRECTOR FOR A THREE Management For For YEAR TERM:
RICHARD L. GEORGE 6C REELECTION OF CLASS I DIRECTOR FOR A THREE Management For For YEAR
TERM: ROBERT L. LONG 6D REELECTION OF CLASS I DIRECTOR FOR A THREE Management For For
YEAR TERM: EDWARD R. MULLER 6E REELECTION OF CLASS III DIRECTOR FOR A Management For For
TWO-YEAR TERM: VICTOR E. GRIJALVA 07 APPOINTMENT OF ERNST & YOUNG LLP AS Management
For For TRANSOCEAN LTD.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL
YEAR 2009 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS TRANSOCEAN LTD.'S AUDITOR
PURSUANT TO THE SWISS CODE OF OBLIGATIONS FOR A FURTHER ONE-YEAR TERM ProxyEdge
Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 28 The Gabelli Global Gold, Natural
Resources & Income Trust ROYAL DUTCH SHELL PLC SECURITY G7690A100 MEETING TYPE Annual
General Meeting TICKER SYMBOL RDSA.L MEETING DATE 19-May-2009 ISIN GB00B03MLX29 AGENDA
701911732 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1. Receive the Company's annual accounts for
Management For For the FYE 31 DEC 2008, together with the Directors' report and the Auditors' report on those
accounts 2. Approve the remuneration report for the YE Management For For 31 DEC 2008, as specified 3. Appoint
Mr. Simon Henry as a Director of Management For For the Company, with effect from 20 MAY 2009 4. Re-appoint
Lord Kerr of Kinlochard as a Management For For Director of the Company 5. Re-appoint Mr. Wim Kok as a
Director of the Management For For Company 6. Re-appoint Mr. Nick Land as a Director of Management For For the
Company 7. Re-appoint Mr. Jorma Ollila as a Director Management For For of the Company 8. Re-appoint Mr.
Jeroen van der Veer as a Management For For Director of the Company 9. Re-appoint Mr. Hans Wijers as a Director
of Management For For the Company 10. Re-appoint PricewaterhouseCoopers LLP as Management For For the
Auditors of the Company 11. Authorize the Board to settle the Management For For remuneration of the Auditors for
2009 12. Authorize the Board, in substitution for Management For For all existing authority to extent unused, to allot
relevant securities [Section 80 of the Companies Act 1985], up to an aggregate nominal amount of EUR 147 million;
[Authority expires the earlier of the conclusion of the next AGM of the Company or 30 JUN 2010]; and the Board
may allot relevant securities after the expiry of this authority in pursuance of such an offer or agreement made prior to
such expiry S.13 Authorize the Board, pursuant to Section 95 Management For For of the Companies Act 1985, to
allot equity securities [within the meaning of Section 94 of the said Act] for cash pursuant to the authority conferred
by the previous resolution and/or where such allotment constitutes an allotment of equity securities by virtue of
section 94(3A) of the said Act as if sub-section (1) of Section 89 of the said act did not apply to any such allotment,
provided that this power shall be limited to: a) the allotment of equity securities in connection with a rights issue, open
offer or any other per-emptive offer in favor of holders of ordinary shares [excluding treasury shares] where their
equity securities respectively attributable to the interests of such ordinary shareholders on a fixed record date are
proportionate [as nearly as may be] to the respective numbers of ordinary shares held by them [as the case may be]
[subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with
fractional entitlements or legal or practical problems arising in any overseas territory, the requirements of any
regulatory body or stock exchange or any other matter whatsoever]: and b) the allotment of equity securities up to an
aggregate nominal value of EUR 21 million; [Authority expires the earlier of the conclusion of the next AGM of the
Company or 30 JUN 2010]; and the Board may allot equity securities in pursuance of such an offer or agreement as if

the power conferred hereby had not expired S.14 Authorize the Company, to make market Management For For purchases [Section 163 of the Companies Act 1985] of up to 624 million ordinary shares of EUR 0.07 each in the capital of the Company, at a minimum price of EUR 0.07 per share and not more than 5% above the average market value of those shares, over the previous 5 business days before the purchase is made and the stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003; [Authority expires the earlier of the conclusion of the next AGM of the Company or 30 JUN 2010]; and the Company may before such expiry, pursuant to the authority granted by this resolution, enter into a contract to purchase such shares which would or might be executed wholly or partly after such expiry; in executing this authority, the Company may purchase shares using any Currency, including Pounds sterling, US Dollars and Euros 15. Authorize the Company [and all companies Management For For that are subsidiaries of the Company, in accordance with Section 366 of the Companies Act 2006 and in substitution for any previous authorities given to the Company [and its subsidiaries], at any time during the period for which this resolution has effect], to; A) make political donations to political organizations other than political parties not exceeding GBP 200,000 in total per annum: and B) incur political expenditure not exceeding GBP 200,000 in total per annum; [Authority expires the earlier of the conclusion of the next AGM of the Company or 30 JUN 2010] DIAMOND OFFSHORE DRILLING, INC. SECURITY 25271C102 MEETING TYPE Annual TICKER SYMBOL DO MEETING DATE 19-May-2009 ISIN US25271C1027 AGENDA 933051120 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 DIRECTOR Management For For 1 JAMES S. TISCH For For 2 LAWRENCE R. DICKERSON For For 3 JOHN R. BOLTON For For 4 CHARLES L. FABRIKANT For For 5 PAUL G. GAFFNEY II For For 6 EDWARD GREBOW For For 7 HERBERT C. HOFMANN For For 8 ARTHUR L. REBELL For For 9 RAYMOND S. TROUBH For For 02 TO RATIFY THE APPOINTMENT OF DELOITTE & Management For For TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2009. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 29 The Gabelli Global Gold, Natural Resources & Income Trust XTO ENERGY INC. SECURITY 98385X106 MEETING TYPE Annual TICKER SYMBOL XTO MEETING DATE 19-May-2009 ISIN US98385X1063 AGENDA 933061979 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 01 APPROVAL OF AMENDMENT TO BYLAWS TO PROVIDE Management For For FOR THE ANNUAL ELECTION OF ALL DIRECTORS. 2A ELECTION OF PHILLIP R. KEVIL CLASS B Management For For DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM). 2B ELECTION OF HERBERT D. SIMONS CLASS B Management For For DIRECTOR (2- YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM). 2C ELECTION OF VAUGHN O. VANNERBERG II CLASS B Management For For DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM). 03 APPROVAL OF THE 2009 EXECUTIVE INCENTIVE Management For For COMPENSATION PLAN. 04 RATIFICATION OF THE APPOINTMENT OF KPMG LLP Management For For AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009. 05 STOCKHOLDER Shareholder Against For PROPOSAL CONCERNING A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION IF PROPERLY PRESENTED. 06 STOCKHOLDER Shareholder Against For PROPOSAL CONCERNING STOCKHOLDER APPROVAL OF EXECUTIVE BENEFITS PAYABLE UPON DEATH IF PROPERLY PRESENTED. STATOIL ASA SECURITY 85771P102 MEETING TYPE Annual TICKER SYMBOL STO MEETING DATE 19-May-2009 ISIN US85771P1021 AGENDA 933075891 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- 02 ELECTION OF A CHAIR OF THE MEETING Management For For 03 APPROVAL OF THE NOTICE AND THE AGENDA Management For For 04 REGISTRATION OF ATTENDING SHAREHOLDERS AND Management For For PROXIES 05 ELECTION OF TWO PERSONS TO CO-SIGN MINUTES Management For For WITH CHAIR OF MEETING 06 APPROVAL OF THE ANNUAL REPORT AND ACCOUNTS Management For For FOR STATOILHYDRO ASA AND THE STATOILHYDRO GROUP FOR 2008, INCLUDING THE BOARD OF DIRECTORS' PROPOSAL FOR THE DISTRIBUTION OF THE DIVIDEND 07 APPROVAL OF REMUNERATION FOR THE COMPANY'S Management For For AUDITOR 08 ELECTION OF ONE DEPUTY MEMBER TO THE Management For For CORPORATE ASSEMBLY 09 STATEMENT ON STIPULATION OF SALARY AND Management For For OTHER REMUNERATION FOR EXECUTIVE MANAGEMENT 10 AUTHORISATION TO ACQUIRE STATOILHYDRO Management For For SHARES IN MARKET IN ORDER

TO CONTINUE IMPLEMENTATION OF SHARE SAVING PLAN FOR EMPLOYEES 11 AMENDMENT OF THE ARTICLES OF ASSOCIATION Management For For 12 SHAREHOLDER PROPOSED THAT RESOLUTION BE Shareholder Against For ADOPTED: "STATOILHYDRO SHALL WITHDRAW FROM TAR SANDS ACTIVITIES IN CANADA" HALLIBURTON COMPANY SECURITY 406216101 MEETING TYPE Annual TICKER SYMBOL HAL MEETING DATE 20-May-2009 ISIN US4062161017 AGENDA 933038487 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1A ELECTION OF DIRECTOR: A.M. BENNETT Management For For 1B ELECTION OF DIRECTOR: J.R. BOYD Management For For 1C ELECTION OF DIRECTOR: M. CARROLL Management For For 1D ELECTION OF DIRECTOR: S.M. GILLIS Management For For 1E ELECTION OF DIRECTOR: J.T. HACKETT Management For For 1F ELECTION OF DIRECTOR: D.J. LESAR Management For For 1G ELECTION OF DIRECTOR: R.A. MALONE Management For For 1H ELECTION OF DIRECTOR: J.L. MARTIN Management For For 1I ELECTION OF DIRECTOR: J.A. PRECOURT Management For For 1J ELECTION OF DIRECTOR: D.L. REED Management For For 02 PROPOSAL FOR RATIFICATION OF THE SELECTION Management For For OF AUDITORS. 03 PROPOSAL TO AMEND AND RESTATE THE 1993 Management For For STOCK AND INCENTIVE PLAN. 04 PROPOSAL TO AMEND AND RESTATE THE 2002 Management For For EMPLOYEE STOCK PURCHASE PLAN. 05 PROPOSAL ON HUMAN RIGHTS POLICY. Shareholder Against For 06 PROPOSAL ON POLITICAL CONTRIBUTIONS. Shareholder Against For 07 PROPOSAL ON LOW CARBON ENERGY REPORT. Shareholder Against For 08 PROPOSAL ON ADDITIONAL COMPENSATION Shareholder Against For DISCUSSION AND ANALYSIS DISCLOSURE. 09 PROPOSAL ON SPECIAL SHAREOWNER MEETINGS. Shareholder Against For 10 PROPOSAL ON IRAQ OPERATIONS. Shareholder Against For ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 30 The Gabelli Global Gold, Natural Resources & Income Trust FRANCO-NEVADA CORPORATION SECURITY 351858105 MEETING TYPE Annual and Special Meeting TICKER SYMBOL FNNVF MEETING DATE 20-May-2009 ISIN CA3518581051 AGENDA 933063149 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 DIRECTOR Management 1 PIERRE LASSONDE For For 2 DAVID HARQUAIL For For 3 DAVID R. PETERSON For For 4 LOUIS GIGNAC For For 5 GRAHAM FARQUHARSON For For 6 RANDALL OLIPHANT For For 7 DEREK W. EVANS For For 02 TO APPOINT PRICEWATERHOUSECOOPERS LLP, Management For For CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND TO AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION TO BE PAID TO THE AUDITORS. 03 TO CONSIDER AND, IF THOUGHT APPROPRIATE, Management For For PASS, WITH OR WITHOUT VARIATION, RESOLUTIONS APPROVING THE CORPORATION'S RESTRICTED SHARE UNIT PLAN. THE WILLIAMS COMPANIES, INC. SECURITY 969457100 MEETING TYPE Annual TICKER SYMBOL WMB MEETING DATE 21-May-2009 ISIN US9694571004 AGENDA 933072148 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1A ELECTION OF DIRECTOR: IRL F. ENGELHARDT Management For For 1B ELECTION OF DIRECTOR: WILLIAM E. GREEN Management For For 1C ELECTION OF DIRECTOR: W.R. HOWELL Management For For 1D ELECTION OF DIRECTOR: GEORGE A. LORCH Management For For 02 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG Management For For LLP AS OUR INDEPENDENT AUDITORS FOR 2009. 03 STOCKHOLDER Shareholder Against For PROPOSAL RELATING TO THE ELECTION OF DIRECTORS ANNUALLY. RED BACK MINING INC. SECURITY 756297107 MEETING TYPE Annual TICKER SYMBOL RBIFF MEETING DATE 21-May-2009 ISIN CA7562971076 AGENDA 933073859 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT ----- ----- 01 DIRECTOR Management 1 RICHARD P. CLARK For For 2 LUKAS H. LUNDIN For For 3 ROBERT F. CHASE For For 4 BRIAN D. EDGAR For For 5 MICHAEL W. HUNT For For 6 HARRY N. MICHAEL For For 7 GEORGE L. BRACK For For 02 APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, Management For For CHARTERED ACCOUNTANTS AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. 03 TO APPROVE THE AMENDMENT TO THE Management For For CORPORATION'S STOCK OPTION PLAN AS DESCRIBED IN THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR DATED APRIL 15, 2009. 04 TO APPROVE

CERTAIN STOCK OPTION GRANTS TO Management For For INSIDERS OF THE CORPORATION AS DESCRIBED IN THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR DATED APRIL 15, 2009. ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 31 The Gabelli Global Gold, Natural Resources & Income Trust PANAUST LTD SECURITY Q7283A110 MEETING TYPE Annual General Meeting TICKER SYMBOL PNA.AX MEETING DATE 22-May-2009 ISIN AU000000PNA4 AGENDA 701918596 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- To receive and consider the Directors' Non-Voting report and the financial report of the-Company for the FYE 31 DEC 2008 and the Auditor's report on the financial report 1. Adopt the remuneration report contained in Management For For the Directors' report of the Company for the FYE 31 DEC 2008 2. Elect Mr. Garry Hounsell as a Director of Management For For the Company's 3. Elect Mr. Geoffrey Billard, as a Director Management For For of the Company, in accordance with the Company's constitution 4. Re-elect Mr. Andrew Daley as a Director of Management For For the Company, who retires by rotation in accordance with the Company's constitution 5. Approve that, in accordance with rule 10.14 Management For For of the ASX Listing Rules of the Australian Securities Exchange Limited, the issue of: a) 17.2 million options under the Executives' Option Plan; or b) 8 million share rights under the Share Rights Plan, to Mr. Gary Stafford, the Managing Director of the Company, in accordance with the terms as specified PLEASE NOTE THAT IN ACCORDANCE WITH LISTING Non-Voting RULE 14.11, GOLDMAN SACHS JBWERE CAPITAL MARKETS LIMITED AND ANY OF ITS ASSOCIATES ARE EXCLUDED FROM VOTING ON T-HIS RESOLUTION. THANK YOU. 6. Approve that, in accordance with rule 7.1 Management For For of the ASX Listing Rules of the Australian Securities Exchange Limited, the issue of 75 million options to Goldman Sachs JBWere Capital Markets Limited on the terms and conditions as specified Transact any other business Non-Voting GOLDCORP INC. SECURITY 380956409 MEETING TYPE Annual TICKER SYMBOL GG MEETING DATE 22-May-2009 ISIN CA3809564097 AGENDA 933043604 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- A DIRECTOR Management 1 IAN W. TELFER For For 2 DOUGLAS M. HOLTBY For For 3 CHARLES A. JEANNES For For 4 JOHN P. BELL For For 5 LAWRENCE I. BELL For For 6 BEVERLEY A. BRISCOE For For 7 PETER J. DEY For For 8 P. RANDY REIFEL For For 9 A. DAN ROVIG For For 10 KENNETH F. WILLIAMSON For For B IN RESPECT OF THE APPOINTMENT OF DELOITTE & Management For For TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. HOCHSCHILD MNG PLC SECURITY G4611M107 MEETING TYPE Annual General Meeting TICKER SYMBOL HOC.L MEETING DATE 26-May-2009 ISIN GB00B1FW5029 AGENDA 701917506 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1. Receive the audited accounts of the Company Management For For for the YE 31 DEC 2008 2. Approve the 2008 Directors' remuneration Management For For report 3. Approve the final dividend Management For For 4. Elect Mr. Miguel Aramburu as a Director of Management For For for the Company 5. Elect Mr. Ignacio Rosado as a Director of Management For For the Company 6. Re-elect Mr. Jorge Born Jr. as a Director Management For For of the Company 7. Re-elect Mr. Nigel Moore as a Director of Management For For the Company 8. Re-appoint Ernst & Young LLP as the Auditors Management For For 9. Authorize the Audit Committee to set the Management For For Auditors' remuneration 10. Authorize the Directors to allot shares Management For For S.11 Approve to disapply statutory pre-emption Management For For rights S.12 Authorize the Company to make market Management For For purchases of its own shares S.13 Grant authority for the general meetings Management For For other than AGMs to be called on not less than 14 clear days' notice S.14 Amend the Articles of Association to take Management For For effect on 01 OCT 2009 15. Approve to revoke any deemed limit in the Management For For Articles of Association on the number of shares the Company can allot FRESNILLO PLC, LONDON SECURITY G371E2108 MEETING TYPE Annual General Meeting TICKER SYMBOL FNLPF.PK MEETING DATE 27-May-2009 ISIN GB00B2QPKJ12 AGENDA 701917467 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1. Receive the audited accounts for the Management For For Company for the FYE 31 DEC 2008, together with the Directors' report and Auditors' reports thereon 2. Declare a final dividend of 7.7 US cents Management For For per ordinary share, for the YE 31 DEC 2008 3. Approve the Directors' Remuneration Report Management For For for the FYE 31 DEC 2008 4. Elect Mr. Alberto Bailleres as a Director Management For For [Non-executive] of the Company 5. Elect Mr. Lord Cairns as a Director

Management For For [Non-executive] of the Company 6. Elect Mr. Javier Fernandez as a Director Management For For [Non-executive] of the Company 7. Elect Mr. Fernandez Ruiz as a Director Management For For [Non-executive] of the Company ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 32 The Gabelli Global Gold, Natural Resources & Income Trust 8. Elect Mr. Guy Wilson as a Director Management For For [Non-executive] of the Company 9. Elect Mr. Juan Bordes as a Director Management For For [Non-executive] of the Company 10. Elect Mr. Arturo Fernandez as a Director Management For For [Non-executive] of the Company 11. Elect Mr. Rafael MacGregor as a Director Management For For [Non-executive] of the Company 12. Elect Mr. Fernando Solana as a Director Management For For [Non-executive] of the Company 13. Elect Mr. Jaime Lomelin as a Director Management For For [Executive] of the Company 14. Re-appoint Ernst & Young LLP as the Management For For Auditors of the Company [the 'Auditors'] to hold office until the conclusion of the next AGM of the Company at which the accounts are laid before the Company 15. Authorize the Audit Committee of the Management For For Company to agree the remuneration of the Auditors 16. Authorize the Directors of the Company, in Management For For substitution for any existing authority and for the purpose of Section 80 of the Companies Act 1985, to allot relevant securities [as specified in Section 80[2] of the Act] up to an aggregate nominal amount of USD 119,526,693; [Authority expires at the conclusion of the next AGM of the Company or 26 AUG 2010]; and the Directors may allot relevant securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry S.17 Authorize the Directors of the Company, Management For For subject to the passing of Resolution 16 and pursuant to Section 95 of the Companies Act, to allot equity securities [as specified in Section 94[2] of the Act] for cash pursuant to the authority conferred by Resolution 16, disapplying the statutory pre-emption rights [Section 89[1]], provided that this power is limited to the allotment of equity securities: a) in connection with an offer of such securities by way of rights issue, open offer or other pro rata offering open for acceptance for a period fixed by the Directors to (a) holders on the register on a record date fixed by the Directors of ordinary shares; b) up to an aggregate nominal amount of USD 17,926,003.50; [Authority expires the earlier of the conclusion of the next AGM of the Company or 26 AUG 2010]; and the Directors may allot equity securities after the expiry of this authority in pursuance of such an offer or agreement made prior to such expiry S.18 Authorize the Company, pursuant to Article Management For For 7 of the Company's Articles of Association, for the purpose of Section 166, to make market purchases [as specified Section 163[3] of the Companies Act] of up to 71,716,015 ordinary shares each in the capital of the Company, at a minimum price that may be paid for an ordinary share shall be not less than the nominal value of such share and not more than 5% above the average market value for such shares derived from the London Stock Exchange Daily Official List, over the previous 5 business days; [Authority expires the earlier of the conclusion of the next AGM of the Company or 26 AUG 2010]; the Company, before the expiry, may make a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry S.19 Approve the General Meeting other than an Management For For AGM may be called on not less than 14 clear days' notice S.20 Amend the Articles of Association, with Management For For effect from 00.01 A.M. [UK time] on 01 OCT 2009: i) by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the 2006 Act, are to be treated as provision of the Company's Articles of Association; and ii) for the purposes of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association EXXON MOBIL CORPORATION SECURITY 30231G102 MEETING TYPE Annual TICKER SYMBOL XOM MEETING DATE 27-May-2009 ISIN US30231G1022 AGENDA 933046965 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----
----- 01 DIRECTOR Management 1 M.J. BOSKIN For For 2 L.R. FAULKNER For For 3 K.C. FRAZIER For For 4 W.W. GEORGE For For 5 R.C. KING For For 6 M.C. NELSON For For 7 S.J. PALMISANO For For 8 S.S REINEMUND For For 9 R.W. TILLERSON For For 10 E.E. WHITACRE, JR. For For 02 RATIFICATION OF INDEPENDENT AUDITORS (PAGE Management For For 50) 03 CUMULATIVE VOTING (PAGE 51) Shareholder Against For 04 SPECIAL SHAREHOLDER MEETINGS (PAGE 53) Shareholder Against For 05 INCORPORATE IN NORTH DAKOTA (PAGE 54) Shareholder Against For 06 BOARD CHAIRMAN AND CEO (PAGE 55) Shareholder Against For 07 SHAREHOLDER ADVISORY Shareholder Against For VOTE ON EXECUTIVE COMPENSATION (PAGE 57) 08 EXECUTIVE COMPENSATION REPORT (PAGE 59) Shareholder Against For 09 CORPORATE SPONSORSHIPS REPORT (PAGE 60) Shareholder Against For 10 AMENDMENT OF EEO POLICY (PAGE 62) Shareholder Against For 11 GREENHOUSE GAS EMISSIONS GOALS (PAGE 63) Shareholder Against For 12 CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE

Shareholder Against For 65) 13 RENEWABLE ENERGY POLICY (PAGE 66) Shareholder Against For ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 33 The Gabelli Global Gold, Natural Resources & Income Trust CHEVRON CORPORATION SECURITY 166764100 MEETING TYPE Annual TICKER SYMBOL CVX MEETING DATE 27-May-2009 ISIN US1667641005 AGENDA 933051067 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1A ELECTION OF DIRECTOR: S.H. ARMACOST Management For For 1B ELECTION OF DIRECTOR: L.F. DEILY Management For For 1C ELECTION OF DIRECTOR: R.E. DENHAM Management For For 1D ELECTION OF DIRECTOR: R.J. EATON Management For For 1E ELECTION OF DIRECTOR: E. HERNANDEZ Management For For 1F ELECTION OF DIRECTOR: F.G. JENIFER Management For For 1G ELECTION OF DIRECTOR: S. NUNN Management For For 1H ELECTION OF DIRECTOR: D.J. O'REILLY Management For For 1I ELECTION OF DIRECTOR: D.B. RICE Management For For 1J ELECTION OF DIRECTOR: K.W. SHARER Management For For 1K ELECTION OF DIRECTOR: C.R. SHOEMATE Management For For 1L ELECTION OF DIRECTOR: R.D. SUGAR Management For For 1M ELECTION OF DIRECTOR: C. WARE Management For For 1N ELECTION OF DIRECTOR: J.S. WATSON Management For For 02 RATIFICATION OF INDEPENDENT REGISTERED Management For For PUBLIC ACCOUNTING FIRM 03 APPROVE THE MATERIAL TERMS OF PERFORMANCE Management For For GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN 04 APPROVE THE MATERIAL TERMS OF PERFORMANCE Management For For GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION 05 SPECIAL STOCKHOLDER MEETINGS Shareholder Against For 06 ADVISORY Shareholder Against For VOTE ON SUMMARY COMPENSATION TABLE 07 GREENHOUSE GAS EMISSIONS Shareholder Against For 08 COUNTRY SELECTION GUIDELINES Shareholder Against For 09 HUMAN RIGHTS POLICY Shareholder Against For 10 HOST COUNTRY LAWS Shareholder Against For NOBLE CORPORATION SECURITY H5833N103 MEETING TYPE Annual TICKER SYMBOL NE MEETING DATE 28-May-2009 ISIN CH0033347318 AGENDA 933081666 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 APPROVAL OF THE PAYMENT OF A DIVIDEND Management For For THROUGH A REDUCTION OF THE PAR VALUE OF THE SHARES IN AN AMOUNT EQUAL TO SWISS FRANCS 0.25 02 DIRECTOR Management 1 JULIE H. EDWARDS For For 2 MARC E. LELAND For For 3 DAVID W. WILLIAMS For For 03 APPROVAL OF THE APPOINTMENT OF Management For For PRICEWATERHOUSECOOPERS LLP AS NOBLE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009 04 APPROVAL OF AN AMENDMENT OF ARTICLE 21 Management For For PARAGRAPH 1(D) OF THE ARTICLES OF ASSOCIATION IN ORDER TO LIMIT THE CHANGES TO AUTHORIZED AND CONDITIONAL CAPITAL THAT REQUIRE APPROVAL OF AT LEAST TWO-THIRDS OF THE SHARES REPRESENTED AT A GENERAL MEETING TO AN INCREASE IN THE AMOUNT OF THE AUTHORIZED OR CONDITIONAL SHARE CAPITAL NOBLE CORPORATION SECURITY H5833N103 MEETING TYPE Annual TICKER SYMBOL NE MEETING DATE 28-May-2009 ISIN CH0033347318 AGENDA 933090691 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 APPROVAL OF THE PAYMENT OF A DIVIDEND Management For For THROUGH A REDUCTION OF THE PAR VALUE OF THE SHARES IN AN AMOUNT EQUAL TO SWISS FRANCS 0.25 02 DIRECTOR Management 1 JULIE H. EDWARDS For For 2 MARC E. LELAND For For 3 DAVID W. WILLIAMS For For 03 APPROVAL OF THE APPOINTMENT OF Management For For PRICEWATERHOUSECOOPERS LLP AS NOBLE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009 04 APPROVAL OF AN AMENDMENT OF ARTICLE 21 Management For For PARAGRAPH 1(D) OF THE ARTICLES OF ASSOCIATION IN ORDER TO LIMIT THE CHANGES TO AUTHORIZED AND CONDITIONAL CAPITAL THAT REQUIRE APPROVAL OF AT LEAST TWO-THIRDS OF THE SHARES REPRESENTED AT A GENERAL MEETING TO AN INCREASE IN THE AMOUNT OF THE AUTHORIZED OR CONDITIONAL SHARE CAPITAL ProxyEdge Report Date: 07/01/2009 Meeting Date Range: 07/01/2008 to 06/30/2009 34 The Gabelli Global Gold, Natural Resources & Income Trust NABORS INDUSTRIES LTD. SECURITY G6359F103 MEETING TYPE Annual TICKER SYMBOL NBR MEETING DATE 02-Jun-2009 ISIN BMG6359F1032 AGENDA 933082062 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE

MANAGEMENT ----- 01 DIRECTOR Management
 1 EUGENE M. ISENBERG For For 2 WILLIAM T. COMFORT For For 02 APPOINTMENT OF
 PRICEWATERHOUSECOOPERS LLP Management For For AS INDEPENDENT AUDITORS AND TO
 AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET AUDITORS'
 REMUNERATION. 03 SHAREHOLDER Shareholder Against For PROPOSAL TO ADOPT A PAY FOR
 SUPERIOR PERFORMANCE STANDARD IN THE COMPANY'S EXECUTIVE COMPENSATION PLAN FOR
 SENIOR EXECUTIVES. 04 SHAREHOLDER Shareholder Against For PROPOSAL REGARDING PAYMENTS
 FOLLOWING THE DEATH OF SENIOR EXECUTIVES. DEVON ENERGY CORPORATION SECURITY
 25179M103 MEETING TYPE Annual TICKER SYMBOL DVN MEETING DATE 03-Jun-2009 ISIN
 US25179M1036 AGENDA 933059417 - Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE
 MANAGEMENT ----- 01 DIRECTOR Management

1 ROBERT L. HOWARD For For 2 MICHAEL M. KANOVSKY For For 3 J. TODD MITCHELL For For 4 J.
 LARRY NICHOLS For For 02 RATIFY THE APPOINTMENT OF ROBERT A. Management For For
 MOSBACHER, JR. AS A DIRECTOR. 03 RATIFY THE APPOINTMENT OF THE COMPANY'S Management For For
 INDEPENDENT AUDITORS FOR 2009. 04 ADOPTION OF THE DEVON ENERGY CORPORATION
 Management For For 2009 LONG-TERM INCENTIVE PLAN. 05 ADOPT DIRECTOR ELECTION MAJORITY
 Shareholder Against For VOTE STANDARD. SUNCOR ENERGY INC. SECURITY 867229106 MEETING TYPE
 Special TICKER SYMBOL SU MEETING DATE 04-Jun-2009 ISIN CA8672291066 AGENDA 933081604 -
 Management FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 01 THE PLAN OF ARRANGEMENT (THE
 "ARRANGEMENT") Management For For UNDER SECTION 192 OF THE CANADA BUSINESS
 CORPORATIONS ACT PROVIDING FOR THE AMALGAMATION OF SUNCOR ENERGY INC. AND
 PETRO-CANADA, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING JOINT
 INFORMATION CIRCULAR AND PROXY STATEMENT OF SUNCOR ENERGY INC. AND PETRO-
 CANADA. 02 THE ADOPTION OF A STOCK OPTION PLAN BY THE Management For For CORPORATION
 FORMED BY THE AMALGAMATION OF SUNCOR ENERGY INC. AND PETRO-CANADA, CONDITIONAL
 UPON THE ARRANGEMENT BECOMING EFFECTIVE. 03 DIRECTOR Management 1 MEL E. BENSON For
 For 2 BRIAN A. CANFIELD For For 3 BRYAN P. DAVIES For For 4 BRIAN A. FELESKY For For 5 JOHN T.
 FERGUSON For For 6 W. DOUGLAS FORD For For 7 RICHARD L. GEORGE For For 8 JOHN R. HUFF For For
 9 M. ANN MCCAIG For For 10 MICHAEL W. O'BRIEN For For 11 EIRA M. THOMAS For For 04
 RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS Management For For LLP AS AUDITOR OF
 SUNCOR ENERGY INC. UNTIL THE EARLIER OF THE COMPLETION OF THE ARRANGEMENT AND THE
 CLOSE OF THE NEXT ANNUAL GENERAL MEETING. ProxyEdge Report Date: 07/01/2009 Meeting Date
 Range: 07/01/2008 to 06/30/2009 35 The Gabelli Global Gold, Natural Resources & Income Trust
 FREEPORT-MCMORAN COPPER & GOLD INC. SECURITY 35671D857 MEETING TYPE Annual TICKER
 SYMBOL FCX MEETING DATE 11-Jun-2009 ISIN US35671D8570 AGENDA 933071754 - Management
 FOR/AGAINST ITEM PROPOSAL TYPE VOTE MANAGEMENT -----

----- 1 DIRECTOR Management 1 RICHARD C. ADKERSON For For 2 ROBERT J.
 ALLISON, JR. For For 3 ROBERT A. DAY For For 4 GERALD J. FORD For For 5 H. DEVON GRAHAM, JR. For
 For 6 J. BENNETT JOHNSTON For For 7 CHARLES C. KRULAK For For 8 BOBBY LEE LACKEY For For 9
 JON C. MADONNA For For 10 DUSTAN E. MCCOY For For 11 GABRIELLE K. MCDONALD For For 12
 JAMES R. MOFFETT For For 13 B. M. RANKIN, JR. For For 14 J. STAPLETON ROY For For 15 STEPHEN H.
 SIEGELE For For 16 J. TAYLOR WHARTON For For 2 RATIFICATION OF APPOINTMENT OF ERNST &
 Management For For YOUNG LLP AS INDEPENDENT AUDITOR. 3 APPROVAL OF THE PROPOSED 2009
 ANNUAL Management For For INCENTIVE PLAN. 4 STOCKHOLDER Shareholder Against For PROPOSAL
 REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE
 RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS. CHESAPEAKE ENERGY
 CORPORATION SECURITY 165167107 MEETING TYPE Annual TICKER SYMBOL CHK MEETING DATE
 12-Jun-2009 ISIN US1651671075 AGENDA 933087062 - Management FOR/AGAINST ITEM PROPOSAL TYPE
 VOTE MANAGEMENT ----- 01 DIRECTOR

Management 1 RICHARD K. DAVIDSON For For 2 V. BURNS HARGIS For For 3 CHARLES T. MAXWELL For

For 02 TO APPROVE AN AMENDMENT TO OUR CERTIFICATE Management For For OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK. 03 TO APPROVE AN AMENDMENT TO OUR LONG TERM Management For For INCENTIVE PLAN. 04 TO RATIFY THE APPOINTMENT OF Management For For PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. 05 SHAREHOLDER Shareholder Against For PROPOSAL REGARDING ANNUAL ELECTIONS OF DIRECTORS. 06 SHAREHOLDER Shareholder Against For PROPOSAL REGARDING MAJORITY VOTING STANDARD FOR DIRECTOR ELECTIONS. 07 SHAREHOLDER Shareholder Against For PROPOSAL REGARDING THE COMPANY'S NON-DISCRIMINATION POLICY. 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 The Gabelli Global Gold, Natural Resources & Income Trust By (Signature and Title)* /s/ Bruce N. Alpert ----- Bruce N. Alpert, Principal Executive Officer Date August, 21, 2009 * Print the name and title of each signing officer under his or her signature.