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CALAMOS STRATEGIC TOTAL RETURN FUND

Form N-PX

August 27, 2009

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21484

NAME OF REGISTRANT: CALAMOS STRATEGIC TOTAL RETURN
FUND

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 2020 Calamos Court
Naperville , IL 60563-2787

NAME AND ADDRESS OF AGENT FOR SERVICE: John P. Calamos, Sr., President
Calamos Advisors LLC
2020 Calamos Court
Naperville , IL 60563-2787

REGISTRANT'S TELEPHONE NUMBER: (630) 245-7200

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2008 - 06/30/2009

Calamos Strategic Total Return Fund

AMAZON.COM, INC.

Agen

Security: 023135106
Meeting Type: Annual
Meeting Date: 28-May-2009
Ticker: AMZN
ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: L. JOHN DOERR	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For

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1F	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1H	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

 AT&T INC.

Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 24-Apr-2009
 Ticker: T
 ISIN: US00206R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Mgmt	For
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1I	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1J	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1L	ELECTION OF DIRECTOR: MARY S. METZ	Mgmt	For
1M	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1N	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1O	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT TO INCREASE AUTHORIZED SHARES.	Mgmt	For
04	REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

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05	SPECIAL STOCKHOLDER MEETINGS.	Shr	Against
06	CUMULATIVE VOTING.	Shr	Against
07	BYLAW REQUIRING INDEPENDENT CHAIRMAN.	Shr	Against
08	ADVISORY VOTE ON COMPENSATION.	Shr	Against
09	PENSION CREDIT POLICY.	Shr	Against

 BANK OF AMERICA CORPORATION

Agen

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF BANK OF AMERICA COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2008, BY AND BETWEEN MERRILL LYNCH & CO., INC. AND BANK OF AMERICA CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Mgmt	For
02	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	For
03	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF BANK OF AMERICA COMMON STOCK FROM 7.5 BILLION TO 10 BILLION.	Mgmt	For
04	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE FOREGOING PROPOSALS.	Mgmt	For

 BANK OF AMERICA CORPORATION

Agen

 Security: 060505104
 Meeting Type: Annual
 Meeting Date: 29-Apr-2009
 Ticker: BAC
 ISIN: US0605051046

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM BARNET, III	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1C	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN T. COLLINS	Mgmt	For
1E	ELECTION OF DIRECTOR: GARY L. COUNTRYMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: TOMMY R. FRANKS	Mgmt	For
1G	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1H	ELECTION OF DIRECTOR: KENNETH D. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Mgmt	For
1M	ELECTION OF DIRECTOR: JOSEPH W. PRUEHER	Mgmt	For
1N	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Mgmt	For
1O	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1P	ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.	Mgmt	For
1Q	ELECTION OF DIRECTOR: ROBERT L. TILLMAN	Mgmt	For
1R	ELECTION OF DIRECTOR: JACKIE M. WARD	Mgmt	For
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For
03	AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
04	STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT	Shr	Against
05	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXEC COMP	Shr	Against
06	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING	Shr	Against
07	STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS	Shr	Against
08	STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	Against
09	STOCKHOLDER PROPOSAL - PREDATORY CREDIT CARD LENDING PRACTICES	Shr	Against

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 BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108
 Meeting Type: Annual
 Meeting Date: 05-May-2009
 Ticker: BMY
 ISIN: US1101221083

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For
1D	ELECTION OF DIRECTOR: L.J. FREEH	Mgmt	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Mgmt	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	Against
04	SIMPLE MAJORITY VOTE.	Shr	Against
05	SPECIAL SHAREOWNER MEETINGS.	Shr	Against
06	EXECUTIVE COMPENSATION ADVISORY VOTE.	Shr	Against

 CARNIVAL CORPORATION

Agen

Security: 143658300
 Meeting Type: Annual
 Meeting Date: 15-Apr-2009
 Ticker: CCL
 ISIN: PA1436583006

Prop.#	Proposal	Proposal Type	Proposal Vote
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01	DIRECTOR MICKY ARISON A. RICHARD G. CAPEN, JR ROBERT H. DICKINSON ARNOLD W. DONALD PIER LUIGI FOSCHI HOWARD S. FRANK RICHARD J. GLASIER MODESTO A. MAIDIQUE SIR JOHN PARKER PETER G. RATCLIFFE STUART SUBOTNICK LAURA WEIL RANDALL J. WEISENBURGER UZI ZUCKER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For
02	TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC.	Mgmt	For
03	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE TO THE REMUNERATION OF THE INDEPENDENT AUDITORS.	Mgmt	For
04	TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE FINANCIAL YEAR ENDED NOVEMBER 30, 2008.	Mgmt	For
05	TO APPROVE THE DIRECTORS' REMUNERATION REPORT OF CARNIVAL PLC FOR THE FINANCIAL YEAR ENDED NOVEMBER 30, 2008.	Mgmt	For
06	TO INCREASE THE AMOUNT OF THE AUTHORIZED BUT UNISSUED SHARE CAPITAL OF CARNIVAL PLC.	Mgmt	For
07	TO ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF CARNIVAL PLC.	Mgmt	For
08	TO APPROVE CERTAIN AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CARNIVAL PLC, TO TAKE EFFECT FROM OCTOBER 1, 2009.	Mgmt	For
09	TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For
10	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.	Mgmt	For
11	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.	Mgmt	For

CHEVRON CORPORATION

Agen

Security: 166764100
Meeting Type: Annual
Meeting Date: 27-May-2009

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Ticker: CVX
ISIN: US1667641005

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

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CITIGROUP INC.

Agen

Security: 172967101
 Meeting Type: Annual
 Meeting Date: 21-Apr-2009
 Ticker: C
 ISIN: US1729671016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: C. MICHAEL ARMSTRONG	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN M. DEUTCH	Mgmt	For
1D	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Mgmt	For
1E	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Mgmt	For
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1G	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Mgmt	For
1H	ELECTION OF DIRECTOR: VIKRAM S. PANDIT	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	For
1J	ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI	Mgmt	For
1K	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1L	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1M	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Mgmt	For
1N	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO APPROVE THE CITIGROUP 2009 STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE CITI'S 2008 EXECUTIVE COMPENSATION	Mgmt	For
05	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PRIOR GOVERNMENTAL SERVICE OF CERTAIN INDIVIDUALS.	Shr	Against
06	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
07	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON PREDATORY CREDIT CARD PRACTICES.	Shr	Against
08	STOCKHOLDER PROPOSAL REQUESTING THAT TWO CANDIDATES BE NOMINATED FOR EACH BOARD POSITION.	Shr	Against
09	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON	Shr	Against

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THE CARBON PRINCIPLES.

10	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVE OFFICERS RETAIN 75% OF THE SHARES ACQUIRED THROUGH COMPENSATION PLANS FOR TWO YEARS FOLLOWING TERMINATION OF EMPLOYMENT.	Shr	Against
11	STOCKHOLDER PROPOSAL REQUESTING ADDITIONAL DISCLOSURE REGARDING CITI'S COMPENSATION CONSULTANTS.	Shr	Against
12	STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 10% OR ABOVE HAVE THE RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS.	Shr	Against
13	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shr	Against

 CONOCOPHILLIPS

Agen

 Security: 20825C104
 Meeting Type: Annual
 Meeting Date: 13-May-2009
 Ticker: COP
 ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1J	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For

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03	PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	UNIVERSAL HEALTH CARE PRINCIPLES.	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	Against
06	POLITICAL CONTRIBUTIONS.	Shr	Against
07	GREENHOUSE GAS REDUCTION.	Shr	Against
08	OIL SANDS DRILLING.	Shr	Against
09	DIRECTOR QUALIFICATIONS.	Shr	Against

 EBAY INC.

Agen

Security: 278642103
 Meeting Type: Annual
 Meeting Date: 29-Apr-2009
 Ticker: EBAY
 ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARC L. ANDREESSEN	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM C. FORD, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: DAWN G. LEPORE	Mgmt	For
1D	ELECTION OF DIRECTOR: PIERRE M. OMIYAR	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
02	TO APPROVE AMENDMENTS TO CERTAIN OF OUR EXISTING EQUITY INCENTIVE PLANS TO ALLOW FOR A ONE-TIME STOCK OPTION EXCHANGE PROGRAM FOR EMPLOYEES OTHER THAN OUR NAMED EXECUTIVE OFFICERS AND DIRECTORS.	Mgmt	For
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 50 MILLION SHARES AND TO ADD MARKET SHARES AND VOLUME METRICS AS PERFORMANCE CRITERIA UNDER THE PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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 ELI LILLY AND COMPANY

Agen

 Security: 532457108
 Meeting Type: Annual
 Meeting Date: 20-Apr-2009
 Ticker: LLY
 ISIN: US5324571083

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.S. FELDSTEIN J.E. FYRWALD E.R. MARRAM D.R. OBERHELMAN	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF THE DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2009	Mgmt	For
03	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS	Mgmt	For
04	REAPPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR THE ELI LILLY AND COMPANY BONUS PLAN	Mgmt	For
05	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE BOARD ELIMINATE ALL SUPERMAJORITY VOTING PROVISIONS FROM THE COMPANY'S ARTICLES OF INCORPORATION AND BYLAWS	Shr	Against
06	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE COMPANY AMEND ITS ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE COMPANY'S BYLAWS BY MAJORITY VOTE	Shr	Against
07	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE BOARD OF DIRECTORS ADOPT A POLICY OF ASKING SHAREHOLDERS TO RATIFY THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AT THE ANNUAL MEETING OF SHAREHOLDERS	Shr	Against

 FRANCE TELECOM SA

Agen

 Security: F4113C103
 Meeting Type: MIX
 Meeting Date: 26-May-2009
 Ticker:
 ISIN: FR0000133308

Prop.#	Proposal	Proposal Type	Proposal Vote
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	"French Resident Shareowners must complete, 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."	Non-Voting	
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
0.1	Receive the reports of the Board of Directors and the Auditor's, approve the Company's financial statements for the YE 31 DEC 2008, as presented and showing the earnings for the FY of EUR 3,234,431,372.50; grant permanent discharge to the Members of the Board of Directors for the performance of their duties during the said FY	Mgmt	For
0.2	Receive the reports of the Board of Directors and the Auditor's, approve the consolidated financial statements for the said FY, in the form presented to the meeting	Mgmt	For
0.3	Approve to acknowledge the earnings amount to EUR 3,234,431,372.50 and decide to allocate to the Legal Reserve EUR 256,930.00 which shows a new amount of EUR 1,045,996,494.40 notes that the distributable income after allocating to the Legal Reserve EUR 256,930.00 and taking into account the retained earnings amounting to EUR 12,454,519,240.25, amounts to EUR 15,688,693,682.75, resolve to pay a dividend of EUR 1.40 per share which will entitle to the 40% deduction provided by the French General Tax Code and to appropriate the balance of the distributable income to the 'Retained Earnings' account, and the interim dividend of EUR 0.60 was already paid on 11 SEP 2008; receive a remaining dividend of EUR 0.80 on E-half of the dividend balance, I.E, EUR 0.40, will be paid in shares as per the following conditions: the shareholders may opt for the dividend payment in shares from 02 JUN 2009 to 23 JUN 2009, the balance of the dividend will be paid on 30 JUN 2009, regardless the means of payment; the shares will be created with dividend rights as of 01 JAN 2009, in the event that the Company holds some of its own shares shall be allocated to the retained earnings account as required By Law	Mgmt	For

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0.4	Receive the special report of the Auditors on agreements governed by Articles L.225-38 of the French Commercial Code; approve the said report and the agreements referred to therein	Mgmt	For
0.5	Approve to renew the appointment of Ernst and Young audit as the Statutory Auditor for a 6-year period	Mgmt	For
0.6	Approve to renew the appointment of Auditex as the Deputy Auditor for a 6-year period	Mgmt	For
0.7	Approve to renew the appointment of Deloitte ET Association as the Statutory Auditor for a 6-year period	Mgmt	For
0.8	Approve to renew the appointment of Beas as the Deputy Auditor for a 6-year period	Mgmt	For
0.9	Authorize the Board of Directors to buyback the Company's shares in the open market, subject to the conditions described below: maximum purchase price: EUR 40.00, maximum number of shares to be acquired: 10% of the share capital, maximum funds invested in the shares buybacks: EUR 10,459,964,944.00, and to take all necessary measures and accomplish all necessary formalities; [Authority expires at the end of 18-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 27 MAY 2008 in Resolution 6	Mgmt	For
E.10	Amend the Article NR 13 of the Bye-Laws Board of Directors, in order to fix the minimal number of shares in the Company, of which the Directors elected by the General Meeting must be holders	Mgmt	For
E.11	Authorize the Board of Directors to issue, with the shareholders preferential subscription right maintained, shares in the Company and the securities giving access to shares of the Company or one of its subsidiaries; [Authority expires at the end of 26-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting 21 MAY 2007 in resolution 8, the maximum nominal amount of capital increase to be carried out under this delegation authority shall not exceed EUR 2,000,000,000.00, the overall nominal amount of debt securities to be issued shall not exceed EUR 10,000,000,000.00 and to take all necessary measures and accomplish all necessary formalities	Mgmt	For
E.12	Authorize the Board of Directors to issue by way of a public offering and or by way of an offer reserved for qualified investors in accordance with the Financial and Monetary code, with cancellation of the shareholders preferential subscription rights, shares in the Company or one of its subsidiaries; [Authority expires at the end of 26-month period]; it supersedes the fraction unused of the authorization granted	Mgmt	For

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by the shareholders meeting 21 MAY 2007 in resolution 9, the maximum nominal amount of capital increase to be carried out under this delegation authority shall not exceed the overall value governed by the current legal and regulatory requirements, the overall amount of debt securities to be issued shall not exceed and shall count against, the overall value related to debt securities set forth in the previous resolution and to take all necessary measures and accomplish all necessary formalities

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|------|--|------|-----|
| E.13 | Authorize the Board of Directors to increase the number of securities to be issued, at the same price as the initial issue, within 30 days of the closing of the subscription period and up to a maximum of 15% of the initial issue, for each of the issues decided in accordance with resolutions 11 and 12, subject to the compliance with the overall value set forth in the resolution where the issue is decided; [Authority expires at the end of 26-month period] | Mgmt | For |
| E.14 | Authorize the Board of Directors to issue Company's shares or securities giving access to the Company's existing or future shares, in consideration for securities tendered in a public exchange offer initiated in France or abroad by the Company concerning the shares of another listed Company; [Authority expires at the end of 26-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting 21 MAY 2007 in resolution 12 the maximum nominal amount of capital increase to be carried out under this delegation authority is set at EUR 1,500,000,000.00, the total nominal amount of capital increase to be carried out under this delegation of authority shall count against the overall value of capital increase set by resolution 12, the overall amount of debt securities to be issued shall not exceed and shall count against, the overall value related to debt securities set forth in the previous resolution 11 and to take all necessary measures and accomplish all necessary formalities | Mgmt | For |
| E.15 | Authorize the Board of Directors to increase the share capital up to a nominal overall amount representing 10% of the share capital by way of issuing Company's shares or securities giving access to the existing or future shares, in consideration for the contributions in kind granted to the Company and comprised of capital securities or securities giving access to the share capital, the nominal overall value of capital increase resulting from the issues decided by virtue of the present resolution 12, the overall amount of debt securities to be issued shall not exceed and shall count against, the overall value related to debt securities set forth in the previous resolution 11; [Authority expires at the end of 26-month | Mgmt | For |

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- period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 21 MAY 2007 in resolution 13, and to take all necessary measures and accomplish all necessary formalities
- E.16 Authorize the Board of Directors to increase on one or more occasions, the share capital issuance of the Company's shares to be subscribed either in cash or by offsetting of the debts, the maximum nominal amount increase to be carried out under this delegation of authority is set at EUR 70,000,000.00, this amount shall count against the ceiling set forth in Resolution 18, and to cancel the shareholders preferential subscription rights in favour of the holders of options giving the right to subscribe shares or shares of the Company Orange S.A., who signed a liquidity contract with the Company , and to take all necessary measures and accomplish all necessary formalities; [Authority expires at the end of 18-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 27 MAY 2008 in resolution 13
- Mgmt For
- E.17 Authorize the Board of Directors to proceed on 1 or more occasions with the issue and the allocation free of charge of liquidity instruments on options ("ILO"), in favour of the holders of options giving the right to subscribe shares of the Company Orange S.A., having signed a liquidity contract with the Company, the maximum nominal amount increase to be carried out under this delegation of authority is set at EUR 1,000,000.00 this amount shall count against the ceiling set forth in Resolution 18 and to take all necessary measures and accomplish all necessary formalities; [Authority expires at the end of 18-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 27 MAY 2008 in Resolution 14
- Mgmt For
- E.18 Adopt the 7 previous resolutions and approve to decides that the maximum nominal amount pertaining to the capital increases to be carried out with the use of the delegations given by these 7 resolutions set at EUR 3,500,000,000.00
- Mgmt For
- E.19 Authorize the Board of Directors, to issue on 1 or more occasions, in France or abroad, and, or on the international market, any securities (Other than shares) giving right to the allocation of debt securities, the nominal amount of debt securities to be issued shall not exceed EUR 7,000,000,000.00 and to take all necessary measures and accomplish all necessary formalities; [Authority expires at the end of 26-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 21 MAY 2007 in Resolution 18
- Mgmt For

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- | | | | |
|------|--|------|-----|
| E.20 | <p>Approve to delegate to the securities all powers to increase the share capital in 1 or more occasions, by way of capitalizing reserves, profits or premiums, provided that such capitalization is allowed by Law and under the Bye-Laws, by issuing bonus shares or raising the par value of existing shares, or by a combination of these methods, the ceiling of the nominal amount of capital increase resulting from the issues carried by virtue of the present delegation is set at EUR 2,000,000,000.00; [Authority expires at the end of 26-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 21 MAY 2007 in Resolution 19</p> | Mgmt | For |
| E.21 | <p>Authorize the Board of Directors to grant for free on 1 or more occasions, existing shares in favour of the employees or the corporate officers of the Company and related groups or Companies, they may not represent more than 1% of the share capital and it has been decided to cancel the shareholder's preferential subscription rights in favour of the beneficiaries mentioned above, and to take all necessary measures and accomplish all necessary formalities; [Authority expires at the end of 38-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 21 MAY 2007 in Resolution 12</p> | Mgmt | For |
| E.22 | <p>Authorize the Board of Directors to increase the share capital on 1 or more occasions by issuing shares or securities giving access to existing or future shares in the Company in favour of employees and former employees who are members of a Company Savings Plan of the France Telecom Group or by way of allocating free of charge shares or securities giving access to the Company's existing or future shares, i.e., by way of capitalizing the reserves, profits or premiums, provided that such capitalization is allowed by Law under the Bye-Laws, the overall nominal value of capital increase resulting from the issues carried out by virtue of the present resolution is set at EUR 500,000,000.00, the ceiling of the nominal amount of France Telecom's capital increase resulting from the issues carried out by capitalizing reserves, profits or premiums is also set at EUR 500,000,000.00 and it has been decided to cancel the shareholders preferential subscription rights in favour of the beneficiaries mentioned above and to take all necessary measures and accomplish all necessary formalities; [Authority expires at the end of 6-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 27 MAY 2008 in Resolution 15</p> | Mgmt | For |
| E.23 | <p>Authorize the Board of Directors to reduce the</p> | Mgmt | For |

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share capital on 1 or more occasions and at its sole discretion, by canceling all or part of the shares held by the Company in connection with repurchase plans authorized prior and posterior to the date of the present shareholders meeting and to take all necessary measures and accomplish all necessary formalities; [Authority expires at the end of 18-month period]; it supersedes the fraction unused of the authorization granted by the shareholders meeting of 27 MAY 2008 in Resolution 16

E.24	Grant full powers to the bearer of an original, a copy or extract of the minutes of this meeting to carry out all filings, publications and other formalities prescribed By Law	Mgmt	For
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GENERAL ELECTRIC COMPANY

Agen

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

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A2	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	Abstain
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A12	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For

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B	RATIFICATION OF KPMG	Mgmt	For
C1	CUMULATIVE VOTING	Shr	Against
C2	EXECUTIVE COMPENSATION ADVISORY VOTE	Shr	Against
C3	INDEPENDENT STUDY REGARDING BREAKING UP GE	Shr	Against
C4	DIVIDEND POLICY	Shr	Against
C5	SHAREHOLDER VOTE ON GOLDEN PARACHUTES	Shr	For

HARLEY-DAVIDSON, INC.

Agen

Security: 412822108
Meeting Type: Annual
Meeting Date: 27-Apr-2009
Ticker: HOG
ISIN: US4128221086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARTHA F. BROOKS DONALD A. JAMES JAMES A. NORLING JAMES L. ZIEMER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPROVAL OF THE HARLEY-DAVIDSON, INC. 2009 INCENTIVE STOCK PLAN.	Mgmt	For
03	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, TO BE THE AUDITORS.	Mgmt	For
04	SHAREHOLDER PROPOSAL TO REORGANIZE THE BOARD OF DIRECTORS INTO ONE CLASS.	Shr	Against

HONEYWELL INTERNATIONAL INC.

Agen

Security: 438516106
Meeting Type: Annual
Meeting Date: 27-Apr-2009
Ticker: HON
ISIN: US4385161066

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Mgmt	For

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1B	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	Against
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Mgmt	For
1E	ELECTION OF DIRECTOR: LINNET F. DEILY	Mgmt	For
1F	ELECTION OF DIRECTOR: CLIVE R. HOLLICK	Mgmt	For
1G	ELECTION OF DIRECTOR: GEORGE PAZ	Mgmt	For
1H	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Mgmt	For
1J	ELECTION OF DIRECTOR: MICHAEL W. WRIGHT	Mgmt	For
02	APPROVAL OF INDEPENDENT ACCOUNTANTS	Mgmt	For
03	CUMULATIVE VOTING	Shr	Against
04	PRINCIPLES FOR HEALTH CARE REFORM	Shr	Against
05	EXECUTIVE COMPENSATION ADVISORY VOTE	Shr	Against
06	TAX GROSS-UP PAYMENTS	Shr	Against
07	SPECIAL SHAREOWNER MEETINGS	Shr	Against

 INTEL CORPORATION

Agen

Security: 458140100
 Meeting Type: Annual
 Meeting Date: 20-May-2009
 Ticker: INTC
 ISIN: US4581401001

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For

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1I	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
1J	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Mgmt	For
03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For
04	APPROVAL OF AN EMPLOYEE STOCK OPTION EXCHANGE PROGRAM	Mgmt	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
06	STOCKHOLDER PROPOSAL: CUMULATIVE VOTING	Shr	Against
07	STOCKHOLDER PROPOSAL: HUMAN RIGHT TO WATER	Shr	Against

 JOHNSON & JOHNSON

Agen

Security: 478160104
 Meeting Type: Annual
 Meeting Date: 23-Apr-2009
 Ticker: JNJ
 ISIN: US4781601046

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ARNOLD G. LANGBO	Mgmt	For
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For
1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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03	ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE	Shr	Against
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JPMORGAN CHASE & CO.

Agen

Security: 46625H100
 Meeting Type: Annual
 Meeting Date: 19-May-2009
 Ticker: JPM
 ISIN: US46625H1005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
04	GOVERNMENTAL SERVICE REPORT	Shr	Against
05	CUMULATIVE VOTING	Shr	Against
06	SPECIAL SHAREOWNER MEETINGS	Shr	Against
07	CREDIT CARD LENDING PRACTICES	Shr	Against
08	CHANGES TO KEPP	Shr	Against
09	SHARE RETENTION	Shr	Against
10	CARBON PRINCIPLES REPORT	Shr	Against

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KIMBERLY-CLARK CORPORATION

Agen

Security: 494368103
 Meeting Type: Annual
 Meeting Date: 30-Apr-2009
 Ticker: KMB
 ISIN: US4943681035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN R. ALM	Mgmt	For
1B	ELECTION OF DIRECTOR: DENNIS R. BERESFORD	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Mgmt	For
1D	ELECTION OF DIRECTOR: ABELARDO E. BRU	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT W. DECHERD	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS J. FALK	Mgmt	For
1G	ELECTION OF DIRECTOR: MAE C. JEMISON, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1I	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Mgmt	For
02	RATIFICATION OF AUDITORS	Mgmt	For
03	APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION REGARDING RIGHT OF HOLDERS OF AT LEAST TWENTY-FIVE PERCENT OF SHARES TO CALL A SPECIAL MEETING OF STOCKHOLDERS	Mgmt	For
04	REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2001 EQUITY PARTICIPATION PLAN	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against

LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109
 Meeting Type: Annual
 Meeting Date: 14-May-2009
 Ticker: LNC
 ISIN: US5341871094

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		

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	GEORGE W. HENDERSON III	Mgmt	For
	ERIC G. JOHNSON	Mgmt	For
	M. LEANNE LACHMAN	Mgmt	For
	ISAIAH TIDWELL	Mgmt	For
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
3	TO APPROVE THE 2009 LINCOLN NATIONAL CORPORATION AMENDED AND RESTATED INCENTIVE COMPENSATION PLAN.	Mgmt	For
4	PROPOSAL BY SHAREHOLDER REQUESTING THE BOARD OF DIRECTORS TO INITIATE THE PROCESS TO AMEND THE CORPORATION'S RESTATED ARTICLES OF INCORPORATION TO PROVIDE FOR MAJORITY VOTE OF DIRECTORS.	Shr	Against

 MARATHON OIL CORPORATION

Agen

 Security: 565849106
 Meeting Type: Annual
 Meeting Date: 29-Apr-2009
 Ticker: MRO
 ISIN: US5658491064

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLES F. BOLDEN, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Mgmt	For
1C	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: DAVID A. DABERKO	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM L. DAVIS	Mgmt	For
1F	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: PHILIP LADER	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES R. LEE	Mgmt	For
1I	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	Mgmt	For
1J	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1K	ELECTION OF DIRECTOR: SETH E. SCHOFIELD	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
1M	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2009	Mgmt	For

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03	STOCKHOLDER PROPOSAL TO AMEND OUR BY-LAWS TO LOWER THE THRESHOLD FOR STOCKHOLDERS TO CALL SPECIAL MEETINGS	Shr	Against
04	STOCKHOLDER PROPOSAL TO ADOPT A POLICY FOR RATIFICATION OF EXECUTIVE COMPENSATION	Shr	Against

MASCO CORPORATION

Agen

Security: 574599106
Meeting Type: Annual
Meeting Date: 12-May-2009
Ticker: MAS
ISIN: US5745991068

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: THOMAS G. DENOMME	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY ANN VAN LOKEREN	Mgmt	For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR MASCO FOR 2009.	Mgmt	For
03	PROPOSAL TO AMEND THE 2005 LONG TERM STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE 2005 LONG TERM STOCK INCENTIVE PLAN.	Mgmt	For

MERCK & CO., INC.

Agen

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS R. CECH, PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For

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1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.	Mgmt	For
1I	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1J	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.	Mgmt	For
1L	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1M	ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.	Mgmt	For
1N	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1O	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For
03	PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO LIMIT THE SIZE OF THE BOARD TO NO MORE THAN 18 DIRECTORS	Mgmt	For
04	STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER MEETINGS	Shr	Against
05	STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT LEAD DIRECTOR	Shr	Against
06	STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	Against

 METLIFE, INC.

Agen

 Security: 59156R108
 Meeting Type: Annual
 Meeting Date: 28-Apr-2009
 Ticker: MET
 ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. ROBERT HENRIKSON JOHN M. KEANE CATHERINE R. KINNEY HUGH B. PRICE	Mgmt Mgmt Mgmt Mgmt	For For For For

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	KENTON J. SICCHITANO	Mgmt	For
02	REAPPROVAL OF THE METLIFE, INC. 2005 STOCK AND INCENTIVE COMPENSATION PLAN	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2009	Mgmt	For

MICROSOFT CORPORATION

Agen

Security: 594918104
Meeting Type: Annual
Meeting Date: 19-Nov-2008
Ticker: MSFT
ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
02	ELECTION OF DIRECTOR: JAMES I. CASH JR.	Mgmt	For
03	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
04	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
05	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
06	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	APPROVAL OF MATERIAL TERMS OF PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN.	Mgmt	For
11	APPROVAL OF AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
12	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Mgmt	For
13	SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.	Shr	Against
14	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
15	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS.	Shr	Against

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NOKIA CORPORATION

Agen

Security: 654902204
 Meeting Type: Annual
 Meeting Date: 23-Apr-2009
 Ticker: NOK
 ISIN: US6549022043

Prop.#	Proposal	Proposal Type	Proposal Vote
07	ADOPTION OF THE ANNUAL ACCOUNTS.	Mgmt	For
08	RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND.	Mgmt	For
09	RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT FROM LIABILITY.	Mgmt	For
10	RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS.	Mgmt	For
11	RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS.	Mgmt	For
12	DIRECTOR GEORG EHRNROOTH LALITA D. GUPTA BENGT HOLMSTROM HENNING KAGERMANN OLLI-PEKKA KALLASVUO PER KARLSSON JORMA OLLILA MARJORIE SCARDINO RISTO SIILASMAA KEIJO SUILA ISABEL MAREY-SEMPER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
13	RESOLUTION ON THE REMUNERATION OF THE AUDITOR.	Mgmt	For
14	ELECTION OF AUDITOR.	Mgmt	For
15	AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE THE COMPANY'S OWN SHARES.	Mgmt	For
17	MARK THE "FOR" BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO LEENA SIIRALA OR ESA NIINIMAKI, BOTH LEGAL COUNSELS OF NOKIA CORPORATION, TO VOTE, IN THEIR DISCRETION, ON YOUR BEHALF ONLY UPON ITEM 17.	Mgmt	Abstain

ORACLE CORPORATION

Agen

Security: 68389X105

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Meeting Type: Annual
 Meeting Date: 10-Oct-2008
 Ticker: ORCL
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY O. HENLEY LAWRENCE J. ELLISON DONALD L. LUCAS MICHAEL J. BOSKIN JACK F. KEMP JEFFREY S. BERG SAFRA A. CATZ HECTOR GARCIA-MOLINA H. RAYMOND BINGHAM CHARLES E. PHILLIPS, JR NAOMI O. SELIGMAN GEORGE H. CONRADES BRUCE R. CHIZEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2009 EXECUTIVE BONUS PLAN.	Mgmt	For
03	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2009.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	Against

PFIZER INC.

Agen

Security: 717081103
 Meeting Type: Annual
 Meeting Date: 23-Apr-2009
 Ticker: PFE
 ISIN: US7170811035

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

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1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Mgmt	For
1J	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1K	ELECTION OF DIRECTOR: DANA G. MEAD	Mgmt	For
1L	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	PROPOSAL TO APPROVE THE PFIZER INC. 2004 STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	Against
06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shr	Against

QUALCOMM, INCORPORATED

Agen

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	BARBARA T. ALEXANDER	Mgmt	For
	STEPHEN M. BENNETT	Mgmt	For
	DONALD G. CRUICKSHANK	Mgmt	For
	RAYMOND V. DITTAMORE	Mgmt	For
	THOMAS W. HORTON	Mgmt	For
	IRWIN MARK JACOBS	Mgmt	For
	PAUL E. JACOBS	Mgmt	For
	ROBERT E. KAHN	Mgmt	For
	SHERRY LANSING	Mgmt	For
	DUANE A. NELLES	Mgmt	For
	MARC I. STERN	Mgmt	For

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	BRENT SCOWCROFT	Mgmt	For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 27, 2009.	Mgmt	For

SYSCO CORPORATION

Agen

Security: 871829107
Meeting Type: Annual
Meeting Date: 19-Nov-2008
Ticker: SY
ISIN: US8718291078

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	TO ELECT JUDITH B. CRAVEN AS DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING OF STOCKHOLDERS IN 2011.	Mgmt	For
1B	TO ELECT PHYLLIS S. SEWELL AS DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING OF STOCKHOLDERS IN 2011.	Mgmt	For
1C	TO ELECT RICHARD G. TILGHMAN AS DIRECTOR TO SERVE UNTIL THE ANNUAL MEETING OF STOCKHOLDERS IN 2011.	Mgmt	For
02	TO APPROVE THE MATERIAL TERMS OF, AND THE PAYMENT OF COMPENSATION TO CERTAIN EXECUTIVE OFFICERS PURSUANT TO, THE 2008 CASH PERFORMANCE UNIT PLAN SO THAT THE DEDUCTIBILITY OF SUCH COMPENSATION WILL NOT BE LIMITED BY SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS SYSCO'S INDEPENDENT ACCOUNTANTS FOR FISCAL 2009.	Mgmt	For
04	TO CONSIDER A STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD OF DIRECTORS TAKE THE NECESSARY STEPS TO REQUIRE THAT ALL DIRECTORS STAND FOR ELECTION ANNUALLY.	Shr	Against

THE BOEING COMPANY

Agen

Security: 097023105
Meeting Type: Annual
Meeting Date: 27-Apr-2009
Ticker: BA
ISIN: US0970231058

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN H. BIGGS	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM M. DALEY	Mgmt	For
1F	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Mgmt	For
1H	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
02	AMENDMENT TO THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN.	Mgmt	For
03	ADVISORY VOTE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR.	Mgmt	For
04	ADOPT CUMULATIVE VOTING.	Shr	Against
05	REQUIRE ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Shr	Against
06	ADOPT HEALTH CARE PRINCIPLES.	Shr	Against
07	PREPARE A REPORT ON FOREIGN MILITARY SALES.	Shr	Against
08	REQUIRE AN INDEPENDENT LEAD DIRECTOR.	Shr	Against
09	REQUIRE SHAREHOLDER APPROVAL OF FUTURE SEVERANCE ARRANGEMENTS.	Shr	For
10	REQUIRE DISCLOSURE OF POLITICAL CONTRIBUTIONS.	Shr	Against

THE COCA-COLA COMPANY

Agen

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For

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02	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	For
03	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Mgmt	For
04	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
05	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
06	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
07	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
08	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
09	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
10	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
11	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
12	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Mgmt	For
13	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
14	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
15	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
16	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	Against
17	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shr	Against
18	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS	Shr	Against
19	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shr	Against

 THE DOW CHEMICAL COMPANY

Agen

 Security: 260543103
 Meeting Type: Annual
 Meeting Date: 14-May-2009
 Ticker: DOW
 ISIN: US2605431038

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ARNOLD A. ALLEMANG	Mgmt	For
1B	ELECTION OF DIRECTOR: JACQUELINE K. BARTON	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For

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1D	ELECTION OF DIRECTOR: JEFF M. FETTIG	Mgmt	For
1E	ELECTION OF DIRECTOR: BARBARA H. FRANKLIN	Mgmt	For
1F	ELECTION OF DIRECTOR: JOHN B. HESS	Mgmt	For
1G	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Mgmt	For
1H	ELECTION OF DIRECTOR: GEOFFERY E. MERSZEI	Mgmt	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES M. RINGLER	Mgmt	For
1K	ELECTION OF DIRECTOR: RUTH G. SHAW	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL G. STERN	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
04	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS	Shr	Against
05	STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION	Shr	Against
06	STOCKHOLDER PROPOSAL ON SAY ON EXECUTIVE PAY	Shr	Against
07	STOCKHOLDER PROPOSAL ON ENVIRONMENTAL REMEDIATION IN THE MIDLAND AREA	Shr	Against

 THE WALT DISNEY COMPANY

Agen

Security: 254687106
 Meeting Type: Annual
 Meeting Date: 10-Mar-2009
 Ticker: DIS
 ISIN: US2546871060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN P. JOBS	Mgmt	For
1G	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For

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1H	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSE-COOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2009.	Mgmt	For
03	TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.	Mgmt	For
04	TO APPROVE THE TERMS OF THE AMENDED AND RESTATED 2002 EXECUTIVE PERFORMANCE PLAN.	Mgmt	For
05	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS REPORTING.	Shr	Abstain
06	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO DEATH BENEFIT PAYMENTS.	Shr	Abstain
07	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	Abstain

 UNITED TECHNOLOGIES CORPORATION

Agen

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	LOUIS R. CHENEVERT	Mgmt	For
	GEORGE DAVID	Mgmt	For
	JOHN V. FARACI	Mgmt	For
	JEAN-PIERRE GARNIER	Mgmt	For
	JAMIE S. GORELICK	Mgmt	For
	CARLOS M. GUTIERREZ	Mgmt	For
	EDWARD A. KANGAS	Mgmt	For
	CHARLES R. LEE	Mgmt	For
	RICHARD D. MCCORMICK	Mgmt	For
	HAROLD MCGRAW III	Mgmt	For
	RICHARD B. MYERS	Mgmt	For
	H. PATRICK SWYGERT	Mgmt	For
	ANDRE VILLENEUVE	Mgmt	For
	CHRISTINE TODD WHITMAN	Mgmt	For

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02	APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES	Shr	Against

 VERIZON COMMUNICATIONS INC.

Agen

 Security: 92343V104
 Meeting Type: Annual
 Meeting Date: 07-May-2009
 Ticker: VZ
 ISIN: US92343V1044

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1B	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1D	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1E	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS H. O'BRIEN	Mgmt	For
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Mgmt	For
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STAFFORD	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Mgmt	For
04	APPROVAL OF LONG-TERM INCENTIVE PLAN	Mgmt	For
05	APPROVAL OF SHORT-TERM INCENTIVE PLAN	Mgmt	For
06	PROHIBIT GRANTING STOCK OPTIONS	Shr	Against
07	SHAREHOLDER ABILITY TO CALL SPECIAL MEETING	Shr	Against
08	SEPARATE OFFICES OF CHAIRMAN AND CEO	Shr	Against
09	CUMULATIVE VOTING	Shr	Against

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10 SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH Shr Against

WACHOVIA CORPORATION

Agen

Security: 929903102
Meeting Type: Special
Meeting Date: 23-Dec-2008
Ticker: WB
ISIN: US9299031024

Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO APPROVE THE PLAN OF MERGER CONTAINED IN THE AGREEMENT AND PLAN OF MERGER, BY AND BETWEEN WACHOVIA CORPORATION AND WELLS FARGO & COMPANY, DATED AS OF OCTOBER 3, 2008, AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH WACHOVIA WILL MERGE WITH AND INTO WELLS FARGO, WITH WELLS FARGO SURVIVING THE MERGER.	Mgmt	For
02	A PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE THE PLAN OF MERGER CONTAINED IN THE MERGER AGREEMENT.	Mgmt	For

WELLS FARGO & COMPANY

Agen

Security: 949746101
Meeting Type: Annual
Meeting Date: 28-Apr-2009
Ticker: WFC
ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For

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1G	ELECTION OF DIRECTOR: ROBERT L. JOSS	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	For
1J	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	For
1K	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1L	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1M	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	For
1N	ELECTION OF DIRECTOR: DONALD B. RICE	Mgmt	For
1O	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1P	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1Q	ELECTION OF DIRECTOR: ROBERT K. STEEL	Mgmt	For
1R	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1S	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES.	Mgmt	For
03	PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.	Mgmt	For
04	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S LONG-TERM INCENTIVE COMPENSATION PLAN.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING A BY-LAWS AMENDMENT TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

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)	CALAMOS STRATEGIC TOTAL RETURN FUND
By (Signature)	/s/ John P. Calamos, Sr.
Name	John P. Calamos, Sr.
Title	President
Date	08/27/2009