

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

Eaton Vance Tax-Managed Diversified Equity Income Fund
Form N-PX/A
September 02, 2010

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

FORM N-PX/A

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21832
NAME OF REGISTRANT: Eaton Vance Tax-Managed Diversified
Equity Income Fund
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place
Boston, MA 02110
NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.
Two International Place
Boston, MA 02110
REGISTRANT'S TELEPHONE NUMBER: 617-482-8260
DATE OF FISCAL YEAR END: 10/31
DATE OF REPORTING PERIOD: 07/01/2009 - 06/30/2010

Eaton Vance Tax-Managed Diversified Equity Income Fund

ABB LTD

Agen

Security: H0010V101
Ticker:
ISIN: CH0012221716

Meeting Type
Meeting Date

Prop.# Proposal

Proposal
Type

Proposal Vote

BLOCKING OF REGISTERED SHARES IS NOT A LEGAL
REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES
AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY.
UPON RECEIPT OF THE VOTING INSTRUCTION, IT
IS POSSIBLE THAT A MARKER MAY BE PLACED ON
YOUR SHARES TO ALLOW FOR RECONCILIATION AND
RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE
CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT
YOUR CLIENT SERVICE REPRESENTATIVE.

Non-Voting

PLEASE NOTE THAT THIS IS THE PART II OF THE
MEETING NOTICE SENT UNDER MEETING 689093, INCLUDING

Non-Voting

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

THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.

	PLEASE NOTE THAT SEB WILL NOT ARRANGE WITH A REPRESENTATIVE. THANK YOU	Non-Voting	
1.	Receive the annual report and consolidated financial statements, annual financial statements and the Auditors' reports	Mgmt	No vote
2.1	Approve the annual report, the consolidated financial statements, and the annual financial statements for 2009	Mgmt	No vote
2.2	Approve to accept the remuneration report as per the specified pages of the annual report	Mgmt	No vote
3.	Grant discharge to the Members of the Board of Directors and the persons entrusted with Management for fiscal 2009	Mgmt	No vote
4.	Approve to release CHF 340,000,000 of the legal reserves and allocate those released reserves to other reserves and to carry forward the available earnings in the amount of CHF 3,893,861,784	Mgmt	No vote
5.	Approve to reduce the share capital of CHF 3,587,160,187.38 by CHF 34,919,500.00 to CHF 3,552,240,687.38 by way of cancellation of the 22,675,000 shares with a nominal value of CHF 1.54 each which were bought back by the Company under the share buyback program announced in February 2008; to confirm as a result of the report of the Auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction; amend Article 4 Para.1 of the Articles of Incorporation according to the specified wording as per the date of the entry of the capital reduction in the commercial register	Mgmt	No vote
6.	Approve to reduce the share capital of CHF 3,552,240,687.38 by CHF 1,176,391,396.47 to CHF 2,375,849,290.91 by way of reducing the nominal value of the registered shares from CHF 1.54 by CHF 0.51 to CHF 1.03 and to use the nominal value reduction amount for repayment to the shareholders; to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction; and amend Article 4 Para.1 of the Articles of Incorporation according to the specified wording as per the date of the entry of the capital reduction in the commercial register and amend Article 4bis Paras. 1 and 4, and Article 4ter Para. 1 of the Articles of Incorporation, correspondingly reflecting the reduced nominal value of the registered shares from CHF 1.54	Mgmt	No vote

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

	by CHF 0.51 to CHF 1.03, as per the date of the entry of the capital reduction in the commercial register		
7.	Approve, to the extent that the general meeting approves the Board of Directors' proposal set forth in Item 6, to amend Article 13 para.1 of the Articles of Incorporation as specified	Mgmt	No vote
8.1	Approve, to replace the current Article 6 of the Articles of Incorporation concerning the form of the shares with the specified new Article 6	Mgmt	No vote
8.2	Approve, to delete Section 6 of the Articles of Incorporation consisting of Article 32 "In-Kind Contributions" and Article 33 "Acquisitions of Property"	Mgmt	No vote
9.1	Re-elect Roger Agnelli, Brazilian to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
9.2	Re-elect Louis R. Hughes, American to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
9.3	Re-elect Hans Ulrich Marki, Swiss to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
9.4	Re-elect Michel de Rosen, French to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
9.5	Re-elect Michael Treschow, Swedish to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
9.6	Re-elect Bernd W. Voss, German to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
9.7	Re-elect Jacob Wallenberg, Swedish to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
9.8	Re-elect Hubertus von Grunberg, German to the Board of Directors for a further period of one year, until the AGM 2011	Mgmt	No vote
10.	Election of Ernst & Young AG as the Auditors for fiscal 2010	Mgmt	No vote

ABBOTT LABORATORIES

Agen

Security: 002824100
 Ticker: ABT

Meeting Type
 Meeting Date

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

ISIN: US0028241000

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R.J. ALPERN R.S. AUSTIN W.M. DALEY W.J. FARRELL H.L. FULLER W.A. OSBORN D.A.L. OWEN R.S. ROBERTS S.C. SCOTT III W.D. SMITHBURG G.F. TILTON M.D. WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld Withheld Withheld Withheld For For For Withheld For For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL-ADVISORY VOTE	Shr	For
04	SHAREHOLDER PROPOSAL-SPECIAL SHAREHOLDER MEETINGS	Shr	For

ACCENTURE LTD

Agen

Security: G1150G111
Ticker: ACN
ISIN: BMG1150G1116

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A AS IT APPLIES TO THE CLASS A COMMON SHAREHOLDERS.	Mgmt	For
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE ACCENTURE LTD CLASS A COMMON SHAREHOLDER CLASS MEETING.	Mgmt	For
03	IF THE SCHEME OF ARRANGEMENT IS APPROVED, APPROVAL OF THE ESTABLISHMENT OF DISTRIBUTABLE RESERVES OF ACCENTURE PLC (THROUGH THE REDUCTION OF ITS SHARE PREMIUM ACCOUNT) THAT WAS PREVIOUSLY APPROVED BY ACCENTURE LTD AND THE OTHER CURRENT SHAREHOLDERS OF ACCENTURE PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT).	Mgmt	For
04	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE	Mgmt	For

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

THE PROPOSAL AT THE TIME OF THE SPECIAL GENERAL MEETING.

 ALLIANZ SE, MUENCHEN

Agen

Security: D03080112
 Ticker:
 ISIN: DE0008404005

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS USUAL THANK YOU	Non-Voting	
	The registration for the General Meeting of Shareholders does not result in the shares being blocked. Please contact the relationship manager of your depositary bank to clarify variant procedures in the German market.	Non-Voting	
1.	Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as at December 31, 2009, and of the Management Reports for Allianz SE and for the Group, the Explanatory Reports on the information pursuant to Paragraph 289 (4), Paragraph 315 (4) and Paragraph 289 (5) of the German Commercial Code (Handelsgesetzbuch) as well as the Report of the Supervisory Board for the fiscal year 2009	Non-Voting	
2.	Appropriation of net earnings	Mgmt	For
3.	Approval of the actions of the members of the Management Board	Mgmt	For
4.	Approval of the actions of the members of the Supervisory Board	Mgmt	For
5.	By-election to the Supervisory Board	Mgmt	For
6.	Approval of the remuneration system for the Management Board members of Allianz SE	Mgmt	For
7.	Creation of an Authorized Capital 2010/I, cancellation of the Authorized Capital 2006/I and corresponding amendment to the Statutes	Mgmt	For
8.	Creation of an Authorized Capital 2010/II for the issuance of shares to employees, cancellation	Mgmt	For

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

of the Authorized Capital 2006/II and corresponding amendment to the Statutes

9.	Approval of a new authorization to issue bonds carrying conversion and/or option rights as well as convertible participation rights, creation of a Conditional Capital 2010, cancellation of the current authorization to issue bonds carrying conversion and/or option rights, cancellation of the Conditional Capital 2006 and corresponding amendment to the Statutes	Mgmt	For
10.	Authorization to acquire treasury shares for trading purposes	Mgmt	For
11.	Authorization to acquire and utilize treasury shares for other purposes	Mgmt	For
12.	Authorization to use derivatives in connection with the acquisition of treasury shares pursuant to Paragraph 71 (1) no. 8 of the German Stock Corporation Act (Aktiengesetz)	Mgmt	For
13.	Approval of control and profit transfer agreement between Allianz SE and Allianz Common Applications and Services GmbH	Mgmt	For
14.	Approval of control and profit transfer agreement between Allianz SE and AZ-Argos 45 Vermoegensverwaltungsgesellschaft mbH	Mgmt	For

 AMAZON.COM, INC.

Agen

Security: 023135106
 Ticker: AMZN
 ISIN: US0231351067

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	Against
1E	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1G	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	Against
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For

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

03	SHAREHOLDER PROPOSAL CALLING FOR THE COMPANY TO MAKE CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against
----	--	-----	---------

AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101
 Ticker: AEP
 ISIN: US0255371017

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.R. BROOKS	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD M. CARLTON	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES F. CORDES	Mgmt	For
1D	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: LESTER A. HUDSON, JR	Mgmt	For
1H	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1I	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For
1K	ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN	Mgmt	For
1L	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN F. TURNER	Mgmt	For
02	APPROVE AMENDMENTS TO THE AMERICAN ELECTRIC POWER SYSTEM LONG-TERM INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109
 Ticker: AXP
 ISIN: US0258161092

Meeting Type
 Meeting Date

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN J. LESCHLY R.C. LEVIN R.A. MCGINN E.D. MILLER S.S. REINEMUND R.D. WALTER R.A. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
04	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
05	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shr	For
06	SHAREHOLDER PROPOSAL RELATING TO SHARE RETENTION REQUIREMENTS FOR EXECUTIVES.	Shr	For

AMERICAN TOWER CORPORATION

Agen

Security: 029912201
Ticker: AMT
ISIN: US0299122012

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD M. DYKES	Mgmt	For
1C	ELECTION OF DIRECTOR: CAROLYN F. KATZ	Mgmt	For
1D	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Mgmt	For
1E	ELECTION OF DIRECTOR: JOANN A. REED	Mgmt	For
1F	ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For

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

1I	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Mgmt	For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For

AMGEN INC.

Agen

Security: 031162100
 Ticker: AMGN
 ISIN: US0311621009

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DR. DAVID BALTIMORE	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL	Mgmt	For
1D	ELECTION OF DIRECTOR: MR. JERRY D. CHOATE	Mgmt	For
1E	ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON	Mgmt	For
1H	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Mgmt	For
1I	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Mgmt	For
1J	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Mgmt	For
1K	ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)	Mgmt	For
1L	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Mgmt	For
1M	ELECTION OF DIRECTOR: MR. KEVIN W. SHARER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2010	Mgmt	For
3A	STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #1 (SHAREHOLDER ACTION BY WRITTEN CONSENT)	Shr	For
3B	STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #2 (EQUITY RETENTION POLICY)	Shr	For

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

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107
 Ticker: APC
 ISIN: US0325111070

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1B	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.	Shr	Against
04	STOCKHOLDER PROPOSAL - AMENDMENT TO BY-LAWS: REIMBURSEMENT OF PROXY EXPENSES.	Shr	For

APACHE CORPORATION

Agen

Security: 037411105
 Ticker: APA
 ISIN: US0374111054

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: EUGENE C. FIEDOREK	Mgmt	For
02	ELECTION OF DIRECTOR: PATRICIA ALBJERG GRAHAM	Mgmt	For
03	ELECTION OF DIRECTOR: F.H. MERELLI	Mgmt	For
04	RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS.	Mgmt	For

APPLE INC.

Agen

Security: 037833100
 Ticker: AAPL
 ISIN: US0378331005

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

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

01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG A.D. LEVINSON, PH.D. JEROME B. YORK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO APPROVE AMENDMENTS TO THE APPLE INC. 2003 EMPLOYEE STOCK PLAN.	Mgmt	For
03	TO APPROVE AMENDMENTS TO THE APPLE INC. 1997 DIRECTOR STOCK OPTION PLAN.	Mgmt	For
04	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010.	Mgmt	For
06	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "SUSTAINABILITY REPORT," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
07	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "AMEND CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON SUSTAINABILITY," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

ARCELORMITTAL SA, LUXEMBOURG

Agen

Security: L0302D129
Ticker:
ISIN: LU0323134006

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 680767 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
	Presentation of the Management report of the Board of Directors and the reports of the Independent Company Auditor on the annual accounts of the parent Company prepared in accordance with the laws and regulations of the Grand-Duchy of Luxembourg (the Parent Company Annual Accounts) and the consolidated financial statements of the ArcelorMittal group prepared in accordance with the International Financial Reporting Standards as adopted in the European Union (the Consolidated Financial Statements) for the FY 2009	Non-Voting	

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

- | | | | |
|----|--|------|---------|
| 1. | Approve the consolidated financial statements for the FY 2009 in their entirety, with a resulting consolidated net income of USD 75 million | Mgmt | No vote |
| 2. | Approve the Parent Company Annual Accounts for the FY 2009 in their entirety, with a resulting loss for ArcelorMittal as Parent Company of the ArcelorMittal group of USD 507,141,204 [established in accordance with the laws and regulations of the Grand-Duchy of Luxembourg, as compared to the consolidated net income of USD 75 million established in accordance with International Financial Reporting Standards as adopted in the European Union, the subject of the first Resolution] | Mgmt | No vote |
| 3. | Acknowledge that: (i) the loss for the year amounts to USD 507,141,204, (ii) the amount of the loss is set off against the Profit brought forward (Report a nouveau) of USD 26,525,260,379, and (iii) no allocation to the legal reserve or to the reserve for shares held in treasury is required; on this basis, the General Meeting, upon the proposal of the Board of Directors, decides to allocate the results of the Company based on the Parent Company annual accounts for the FY 2009 as specified; that dividends are paid in four equal quarterly installments of USD 0.1875 (gross) per share and that the first installment of dividend of USD 0.1875 (gross) per share has been paid on 15 MAR 2010 | Mgmt | No vote |
| 4. | Approve to set the amount of annual Directors' compensation to be allocated to the members of the Board of Directors in relation to the FY 2009 at USD 2,564,923 | Mgmt | No vote |
| 5. | Grant discharge to the members of the Board of Directors in relation to the FY 2009 | Mgmt | No vote |
| 6. | Acknowledge the mandate of the Mr. John O. Castegnaro, Mrs. Vanisha Mittal Bhatia and Mr. Jose Ramon Alvarez Rendueles Medina as the Directors has come to an end effective on the date of this General Meeting and that Mr. Jeannot Krecke has been co-opted as a member of the Board of Directors of the Company in replacement of Mr. Georges Schmit effective 01 JAN 2010 | Mgmt | No vote |
| 7. | Re-elect Mrs. Vanisha Mittal Bhatia for a 3-year mandate that will automatically expire on the date of the general meeting of shareholders to be held in 2013 | Mgmt | No vote |
| 8. | Elect Mr. Jeannot Krecke for a 3-year mandate that will automatically expire on the date of the general meeting of shareholders to be held in 2013 | Mgmt | No vote |
| 9. | Approve: (a) to cancel with effect as of the date of this General Meeting the authorization | Mgmt | No vote |

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

- granted to the Board of Directors by the general meeting of shareholders held on 12 MAY 2009 with respect to the share buy-back programme, and (b) to authorize, effective immediately after this General Meeting, the Board of Directors of the Company, with option to delegate, and the corporate bodies of the other companies in the ArcelorMittal group in accordance with the Luxembourg law of 10 AUG 1915 on commercial companies, as amended (the Law), to acquire and sell shares in the Company in accordance with the Law and any other applicable laws and regulations, including but not limited to entering into off-market and over-the-counter transactions and to acquire shares in the Company through derivative financial instruments
10. Appoint Deloitte S.A., with registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand-Duchy of Luxembourg, as independent company auditor (Reviseur d Entreprises) for the purposes of an Independent Audit of the Parent Company annual accounts and the consolidated financial statements for the FY 2010 Mgmt No vote
11. Authorize the Board of Directors the power to issue share options or other equity-based awards and incentives to all eligible employees under the LTIP for a number of Company s shares not exceeding 8,500,000 options on fully paid-up shares, which may either be newly issued shares or shares held in treasury, during the period from this General Meeting until the general meeting of shareholders to be held in 2011 (the Maximum Number), provided, that the share options will be issued at an exercise price that is not less than the average of the highest and the lowest trading price on the New York Stock Exchange on the day immediately prior to the grant date, which date will be decided by the Board of Directors and will be within the respective periods specified in the LTIP; (b) to decide and implement any increase in the Maximum Number by the additional number that may be necessary to preserve the rights of the option holders in the event of the occurrence a transaction impacting the Company s share capital; and (c) do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or advisable in order to implement the content and purpose of this resolution; acknowledge that the Maximum Number represents about 0.54% of the Company's current issued share capital on a fully diluted basis Mgmt No vote
12. Authorize the Board of Directors to: (a) implement the Employee Share Purchase Plan 2010 (ESPP 2010) reserved for all or part of the employees of all or part of the companies comprised within the scope of consolidation of the consolidated financial statements for a maximum number of Mgmt No vote

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

2,500,000 ArcelorMittal shares; and (b) for the purposes of the implementation of the ESPP 2010, issue new shares within the limits of the Company's authorized share capital and/or deliver treasury shares up to a maximum of 2,500,000 fully paid-up ArcelorMittal shares during the period from this General Meeting to the general meeting of shareholders to be held in 2011; and (c) do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or advisable in order to implement the content and purpose of this resolution; acknowledge that the maximum total number of 2,500,000 shares of the Company represents about 0.16 % of the Company's current issued share capital on a fully diluted basis

E.13	Approve, in accordance with Article 7.3, Paragraph 3, of the Articles of Association of the Company, the General Meeting decides to assent to direct or indirect transfers of shares of the Company among persons included in the definition of Mittal Shareholder (as defined in Article 8.4 of the Articles of Association), including without limitation by means of transfers to trustees of trusts of which Mr. and/or Mrs. Lakshmi N. Mittal and/or their heirs and successors are beneficiaries	Mgmt	No vote
------	--	------	---------

ASML HOLDINGS N.V.

Agen

Security: N07059186
Ticker: ASML
ISIN: USN070591862

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2009, INCLUDING ASML'S CORPORATE GOVERNANCE CHAPTER, AND PROPOSAL TO ADOPT THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2009, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	For
04	PROPOSAL TO DISCHARGE THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2009.	Mgmt	For
05	PROPOSAL TO DISCHARGE THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2009.	Mgmt	For
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	For
8B	PROPOSAL TO ADOPT THE UPDATED REMUNERATION POLICY	Mgmt	For

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

(VERSION 2010) FOR THE BOM.

9A	APPROVAL OF THE PERFORMANCE STOCK ARRANGEMENT, INCLUDING THE NUMBER OF PERFORMANCE STOCK, FOR THE BOM IN ACCORDANCE WITH THE REMUNERATION POLICY (VERSION 2010) FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	Against
9B	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM IN ACCORDANCE WITH THE REMUNERATION POLICY (VERSION 2008) FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK. (CANCELLED IN CASE ITEMS 8 AND 9A ARE APPROVED)	Mgmt	Against
9C	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM IN ACCORDANCE WITH THE REMUNERATION POLICY (VERSION 2008) FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS. (CANCELLED IN CASE ITEMS 8 AND 9A ARE APPROVED)	Mgmt	For
10	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	For
14A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	For
14B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 14A.	Mgmt	For
14C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	For
14D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 14C.	Mgmt	For
15	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	For
16	PROPOSAL TO CANCEL ORDINARY SHARES.	Mgmt	For
17	PROPOSAL TO CANCEL ADDITIONAL ORDINARY SHARES.	Mgmt	For

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

Security: G0593M107
 Ticker:
 ISIN: GB0009895292

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the Company's accounts and the reports of the Directors and the Auditor for the YE 31 DEC 2009	Mgmt	For
2.	Approve to confirm the first interim dividend of USD 0.59 [36 pence, SEK 4.41] per ordinary share and to confirm as the final dividend for 2009 the second interim dividend of USD 1.71 [105.4 pence, SEK 12.43] per ordinary share	Mgmt	For
3.	Re-appoint KPMG Audit Plc, London as the Auditor of the Company	Mgmt	For
4.	Authorize the Directors to agree the remuneration of the Auditor	Mgmt	For
5.A	Re-elect Louis Schweitzer as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
5.B	Re-elect David Brennan as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
5.C	Re-elect Simon Lowth as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
5.D	Re-elect Jean Philippe Courtois as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
5.E	Re-elect Jane Henney as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
5.F	Re-elect Michele Hooper as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
5.G	Re-elect Rudy Markham as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
5.H	Re-elect Dame Nancy Rothwell as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2010	Mgmt	For
5.I	Re-elect John Varley as a Director in accordance with Article 65 of the Company's Articles of	Mgmt	For

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

- Association, who retires at the AGM in 2011
- 5.J Re-elect Marcus Wallenberg as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011 Mgmt For
6. Approve the Directors' remuneration report for the YE 31 DEC 2009 Mgmt For
7. Authorize the Company and to make donations to Political Parties and to political organizations other than political parties; and incur political expenditure, during the period commencing on the date of this resolution and ending on the date of the Company's next AGM, provided that in each case any such donation and expenditure made by the Company or by any such subsidiary shall not exceed USD 250,000 per Company and together with those made by any subsidiary and the Company shall not exceed in aggregate USD 250,000, as specified Mgmt For
8. Authorize the Directors, pursuant to Section 551 of the Companies Act 2006 to: (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company: up to an aggregate nominal amount of USD 121,034,506; and comprising equity securities [as specified in the Companies Act 2006] up to an aggregate nominal amount of USD 242,069,013 [including within such limit any shares issued or rights granted in this resolution] in connection with an offer by way of a rights issue: (i) to holders of ordinary shares in proportion [as nearly 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 the Directors consider 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 they consider 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 AGM of the Company in 29 JUN 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; subject to this resolution, all existing authorities given to the Directors pursuant to Section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006 by way of the ordinary resolution of the Company passed on 30 APR 2009 be revoked by this resolution; and this resolution shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or

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

convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made

- | | | | |
|------|--|------|-----|
| S.9 | <p>Approve, subject to the passing of Resolution 8 as specified in the Notice of AGM of the Company convened for 29 APR 2010 and in place of the power given to them pursuant to the special resolution of the Company passed on 30 APR 2009 and authorize the Directors, pursuant to Section 570 and section 573 of the Companies Act 2006 to allot equity securities [as specified in the Companies Act 2006] for cash, pursuant to the authority conferred by Resolution 8 in the Notice of AGM as if Section 561(1) of the Act did not apply to the allotment this power: expires [unless previously renewed, varied or revoked by the Company in general meeting] at the end of the next AGM of the Company after the date on which this resolution is passed [or, if earlier, at the close of business on 29 JUN 2011], but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and shall be limited to the allotment of equity securities in connection with an offer of equity securities [Authority expires the earlier of the conclusion of the AGM of the Company in 29 JUN 2010]: (i) to the ordinary shareholders in proportion [as nearly as may be practicable] to their existing holdings; and (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider 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 they consider 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; and (c) in the case of the authority granted under Resolution 8 shall be limited to the allotment of equity securities for cash otherwise than pursuant to this resolution up to an aggregate nominal amount of USD 18,155,176; this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 8 in the Notice of AGM" were omitted</p> | Mgmt | For |
| S.10 | <p>Authorize the Company, to make market purchases [within the meaning of section 693(4) of the Companies Act 2006] of its ordinary shares of USD 0.25 each in the capital of the Company</p> | Mgmt | For |

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

provided that the maximum number of ordinary shares which may be purchased is 145,241,408; the minimum price [exclusive of expenses] which may be paid for each ordinary share is USD 0.25; and the maximum price [exclusive of expenses] which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; [authority shall expire at the conclusion of the AGM of the Company held in 2011 or, if earlier, at the close of business on 29 JUN 2011] [except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry]

- | | | | |
|------|--|------|-----|
| S.11 | Approve the general meeting other than an AGM may be called on not less than 14 clear days' notice | Mgmt | For |
| S.12 | Amend the Articles of Association of the Company by deleting all the provisions of the Company Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association | Mgmt | For |
| 13. | Approve the Directors rules of the AstraZeneca Investment Plan [Plan], the main features of which are as specified, and, authorize the Directors, to do all such acts and things as they may consider necessary or expedient to carry the Plan into effect and to establish one or more schedules to the Plan as they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any ordinary shares of the Company made available under any schedule are treated as counting against the relevant limits on individual and overall participation under the Plan | Mgmt | For |

PLEASE NOTE THAT THIS IS A REVISION DUE TO INSERTION OF VOTING OPTIONS COMMENT. IF YOU HAVE ALREADY

Non-Voting

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

SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST' FOR ALL RESOLUTIONS. THANK YOU.

Non-Voting

 AT&T INC.

Agen

Security: 00206R102
 Ticker: T
 ISIN: US00206R1023

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1C	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1E	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1G	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1H	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1J	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1K	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	CUMULATIVE VOTING.	Shr	Against
04	PENSION CREDIT POLICY.	Shr	For
05	ADVISORY VOTE ON COMPENSATION.	Shr	For
06	SPECIAL STOCKHOLDER MEETINGS.	Shr	For

 AVALONBAY COMMUNITIES, INC.

Agen

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

Security: 053484101
 Ticker: AVB
 ISIN: US0534841012

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BRYCE BLAIR BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

AVON PRODUCTS, INC.

Agen

Security: 054303102
 Ticker: AVP
 ISIN: US0543031027

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR W. DON CORNWELL V. ANN HAILEY FRED HASSAN ANDREA JUNG MARIA ELENA LAGOMASINO ANN S. MOORE PAUL S. PRESSLER GARY M. RODKIN PAULA STERN LAWRENCE A. WEINBACH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3	APPROVAL OF 2010 STOCK INCENTIVE PLAN.	Mgmt	For

BANCO BILBAO VIZCAYA ARGENTARIA SA, BILBAO

Agen

Security: E11805103
 Ticker:
 ISIN: ES0113211835

Meeting Type
 Meeting Date

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

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 12 MAR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
1.	Approve the annual accounts and the Management Report	Mgmt	For
2.1	Ratify and re-elect Mr. Francisco Gonzalez Rodriguez as a Board Member	Mgmt	For
2.2	Ratify and re-elect Mr. Angel Cano Fernandez as a Board Member	Mgmt	For
2.3	Re-elect Mr. Ramon Bustamante Y De La Mora as a Board Member	Mgmt	For
2.4	Re-elect Mr. Ignacio Ferrero Jordi as a Board Member	Mgmt	For
3.	Grant authority to purchase own shares	Mgmt	For
4.	Approve of the retribution program in shares in 2010 and 2011 for the Managers	Mgmt	For
5.	Re-elect the Auditors	Mgmt	For
6.	Approve the delegation of powers	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF RECORD DATE. 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.	Non-Voting	

BANCO SANTANDER SA, SANTANDER

Agen

Security: E19790109

Ticker:

ISIN: ES0113900J37

Meeting Type

Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE FROM 10 JUN 2010 TO 11 JUN 2010. 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.	Non-Voting	

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

1	Approve the annual accounts balance sheet, profit and loss account, state of recognized income and expense, total state of changes in equity, cash flow statement and annual report and the management of Banco Santander, SA and its consolidated group, all with respect to the YE 31 DEC 2009	Mgmt	For
2	Approve the application for tax year 2009	Mgmt	For
3.a	Appointment of D. Becerro de Bengoa Jado Angel as a Director	Mgmt	For
3.b	Re-election of D. Francisco Javier Botin-Sanz De Sautuola and O Shea Tercero as the Directors	Mgmt	For
3.c	Re-election of Ms Isabel Tocino Biscarolasaga as a Director	Mgmt	For
3.d	Re-election of D. Fernando de Asua Alvarez as a Director	Mgmt	For
3.e	Re-election of D. Alfredo Saenz Abad as a Director	Mgmt	For
4	Re-appointment of Auditor for the year 2010	Mgmt	For
5	Authorize the bank and its subsidiaries to acquire own shares pursuant to the provisions of Article 75 of the Companies Act, thereby canceling the unused portion of the authorization granted by the AGM of shareholders on 19 JUN 2009	Mgmt	For
6	Approve the delegation to the Board of Directors of the power to execute the agreement adopted by the Board to increase the share capital in accordance with the provisions of Article 153.1) of the Companies Act, nullifying the authority granted by the said general meeting of 19 JUN 2009	Mgmt	For
7.a	Approve the increased capital by the amount determined under the terms of the deal by issuing new ordinary shares of medium 0.5 par value each, without premium, in the same class and series as those currently in circulation, from voluntary reserves from retained earnings, forecast allowance can express incomplete, with authority to delegate his time in the executive committee, to set the conditions the increase in all matters not covered by the general meeting, make losactos necessary for their execution, adapt the wording of paragraphs 1 and 2 of section 5 of the Bylaws to the new amount of share capital and provide public and private documents as are necessary for the execution of the increase, application to the competent bodies, national and foreign, COTND..	Mgmt	For
CONTD	..CONTD for admission to trading of the new shares on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia, through the automated	Non-Voting	

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

- quotation system continuous market
and the Stock foreign securities traded in
the shares of Banco Santander Lisbon,
London, Milan, Buenos Aires, Mexico and,
through ADSs, in the New York Stock Exchange
, as required at each one of them
- 7.b Approve to increased capital by the amount determined Mgmt For
under the terms of the deal by issuing new
ordinary shares of medium 0.5 par value each,
without premium, in the same class and series
as those currently in circulation , from
voluntary reserves from retained earnings,
forecast allowance can express incomplete,
delegation of powers to the Board of Directors,
with authority to delegate his time in
the Executive Committee, to set the
conditions the increase in all matters not
covered by the General Board, perform
the acts required for their execution, adapt
the wording of paragraphs 1 and 2
of Article 5 of the Bylaws to the new amount
of share capital and provide public and
private documents as are necessary for the
execution of the increase, application
to the competent bodies, national and foreign,
CONTD..
- CONTD ..CONT for admission to trading of the new shares Non-Voting
on the Stock Exchanges of Madrid, Barcelona,
Bilbao and Valencia, through the Automated
Quotation System Continuous Market
and the Stock foreign securities traded in
the shares of Banco Santander Lisbon,
London, Milan, Buenos Aires, Mexico and,
through ADSs, in the New York Stock Exchange
, as required At each one of them
- 8 Approve the delegation to the Board of Directors Mgmt For
of the power to issue simple fixed income securities
or debt instruments of similar nature including
cedulas, promissory notes or warrants
, as well as debt securities convertible
or exchangeable into shares of society, in
relation to fixed income securities convertible
or exchangeable into shares of the Company,
setting criteria for the determination
of the bases and conditions for the conversion
and / or exchange and attribution to the Board
of Directors of the powers of increase in el
capital the amount necessary, so as to exclude
the preferential subscription right of shareholders,
to rescind the unused portion of the
delegation conferred by the agreement Ninth
II of the ordinary general meeting
of shareholders of 19 JUN 2009
- 9.a Approve the policy of long-term incentives granted Mgmt For
by the Board of Directors, new courses relating
to specific actions plans for delivery of Santander
for execution by the Bank and Santander Group
companies and linked to the evolution

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

of total return to shareholders or certain requirements for permanence and evolution of the Group

9.b	Approve the incentive scheme for employees of UK Plc Santander, and other Group companies in the UK by the Bank's stock options and linked to the contribution of monetary amounts and certain newspapers stay requirements	Mgmt	For
10	Authorize the Board of Directors to interpret, correct, add, implementation and development of agreements adopted by the Board, so as to substitute the powers received from the Board and granting of powers to the elevation to instrument public of such agreements	Mgmt	For
11	Receive the report on the remuneration policy for Directors	Mgmt	For

BANK OF AMERICA CORPORATION

Agen

Security: 060505104
Ticker: BAC
ISIN: US0605051046

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA CORPORATION AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 10 BILLION TO 11.3 BILLION.	Mgmt	For
02	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 PROPOSAL SET FORTH IN ITEM 1.	Mgmt	For

BANK OF AMERICA CORPORATION

Agen

Security: 060505104
Ticker: BAC
ISIN: US0605051046

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN S. BIES	Mgmt	For

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

1B	ELECTION OF DIRECTOR: WILLIAM P. BOARDMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1D	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Mgmt	For
1E	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1F	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: D. PAUL JONES, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1I	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1J	ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD E. POWELL	Mgmt	For
1L	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Mgmt	For
1M	ELECTION OF DIRECTOR: ROBERT W. SCULLY	Mgmt	For
02	A PROPOSAL TO RATIFY THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010	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 COMMON STOCK FROM 11.3 BILLION TO 12.8 BILLION	Mgmt	For
04	AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
05	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN	Mgmt	For
06	STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT	Shr	Against
07	STOCKHOLDER PROPOSAL - NON-DEDUCTIBLE PAY	Shr	For
08	STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS	Shr	For
09	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
10	STOCKHOLDER PROPOSAL - SUCCESSION PLANNING	Shr	For
11	STOCKHOLDER PROPOSAL - DERIVATIVES TRADING	Shr	For
12	STOCKHOLDER PROPOSAL - RECOUP INCENTIVE COMPENSATION	Shr	For

 BARCLAYS PLC, LONDON

Agen

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

Security: G08036124
 Ticker:
 ISIN: GB0031348658

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Authorize the Directors the proposed disposal by Barclays Plc of the Barclays Global Investors business and ancillary arrangements, pursuant to the BGI Disposal Agreement [as specified in the circular to shareholders dated 09 JUL 2009] in the manner and on the terms and conditions of the BGI Disposal Agreement and which, as described in the circular, comprises a Class 1 transaction under the Listing Rules, to take all such steps as may be necessary or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions or amendment [providing such modifications, variation or amendments are not of a material nature] as they shall deem necessary or desirable	Mgmt	For

BARCLAYS PLC, LONDON

Agen

Security: G08036124
 Ticker:
 ISIN: GB0031348658

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receive the reports of the Directors and Auditors and the audited accounts of the Company for the YE 31 DEC 2009	Mgmt	For
2	Approve the remuneration report for the YE 31 DEC 2009	Mgmt	For
3	Re-elect Reuben Jeffery III as Director of the Company	Mgmt	For
4	Re-elect Marcus Aglus as a Director of the Company	Mgmt	For
5	Re-elect David Booth as a Director of the Company	Mgmt	For
6	Re-elect Sir Richard Broadbent as a Director of the Company	Mgmt	For
7	Re-elect Sir Michael Rake as a Director of the Company	Mgmt	For
8	Re-elect Sir Andrew Likierman as a Director of the Company	Mgmt	For
9	Re-elect Chris Lucas as a Director of the Company	Mgmt	For

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

- | | | | |
|----|--|------|-----|
| 10 | <p>Re-appoint PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors, as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM at which accounts are laid before the Company</p> | Mgmt | For |
| 11 | <p>Authorize the Directors to set the remuneration of the Auditors</p> | Mgmt | For |
| 12 | <p>Authorize the Company, in accordance with Section 366 of the Companies Act 2006 [the 2006 Act] the Company and any Company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company to a) make political donations to political organizations not exceeding GBP 25,000 in total and b) incur political expenditure not exceeding GBP 100,000 in total, in each case during the period commencing on the date of this resolution and ending on the date of the AGM of the Company to be held in 2011 or on 30 JUN 2011, provided that the maximum amounts as specified may consist of sums in any currency converted into sterling at such rate as the Board may in its absolute discretion determine for the purposes of this resolution, the terms political donations political organizations and political expenditure shall have the meanings given to them in Sections 363 to 365 of the 2006 Act</p> | Mgmt | For |
| 13 | <p>Authorize the Directors, in substitution for all existing authorities, pursuant to Section 551 of the 2006 Act to exercise all the powers of the Company to; a) allot shares [as defined in Section 540 of the 2006 Act] in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of GBP 1,043,323,357, GBP 77,500,000, EUR 40,000,000 and 1F4,000,000,000; b) allot equity securities [as specified in Section 560 of the 2006 Act] up to an aggregate nominal amount of GBP 2,006,646,714 [such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for or to convert any securities into ordinary shares in the Company granted under this Resolution 13] in connection with an offer by way of a rights issue: i) to ordinary shareholders in proportion [as nearly as maybe practicable] to their existing holdings; and ii) to holders of other equity securities [as defined in Section 560 of the 2006 Act] as required by the rights of those securities, or subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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</p> | Mgmt | For |

or any other matter, [Authority expires the earlier of the end of the AGM of the Company to be held in 2011 or the close of business on 30 JUN 2011]; the Company may make offers and enter into agreements before the authority expires which would, or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired

S.14	Authorize the Directors, in substitution for all existing powers, and subject to the passing of Resolution 13, pursuant to Section 570 of the 2006 Act to allot equity securities [as defined in Section 560 of the 2006 Act] for cash, pursuant to the authority granted Resolution 13 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, in each case free of the restriction in Section 561 of the 2006 Act, such power to be limited: [a] to the allotment of equity securities in connection with an offer of equity securities [but in case of an allotment pursuant to the authority granted by Paragraph [b] of Resolution 13, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only]: [i] to ordinary shareholders in proportion [as nearly as may be practicable to their existing holdings;] [ii] to holders of other equity securities [as defined in Section 560 of the 2006 Act], as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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; and [b] to the allotment of equity securities, pursuant to the authority granted by paragraph [a] of resolution 13 and/or an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, [in each case otherwise than in the circumstances as specified in this resolution] up to a nominal amount of GBP 150,498,503 representing no more than 5% of the issued ordinary share capital as at 05 MAR 2010; compliance with that limit shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into , ordinary shares [as defined in Section 560 of the 2006 Act] by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights, [Authority expires the earlier of the end of the AGM of the Company to be	Mgmt	For
------	---	------	-----

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

held in 2011 or the close of business on 30 JUN 2011] the Company may make offers and enter into agreements before the power expires which would or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired

- | | | | |
|------|---|------|-----|
| S.15 | <p>Authorize the Company for the purposes of Section 701 of the 2006 Act to make market purchases [within the meaning of Section 701 of the 2006 Act] on the London Stock Exchange of up to an aggregate of 1,203,988,028 ordinary shares of 25 p each in its capital, and may hold such shares as treasury shares, provided that: a) the minimum price [exclusive of expenses] which may be paid for each ordinary share is not less than 25p; b) the maximum price [exclusive of expenses] which may be paid for each ordinary share shall not be more than the higher of [1] 105% of the average of the market values of the ordinary shares [as derived from the Daily official list of the London Stock Exchange] for the 5 business days immediately preceding the date on which the purchase is made and ii) that stipulated by Article 5(1) of the Buy-back and Stabilization Regulation [EC 2273/2003]; and c) [Authority expires the earlier of the end of the AGM of the Company to be held in 2011 or the close of business on 30 JUN 2011]; [except in relation to any purchase of shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date]</p> | Mgmt | For |
| S.16 | <p>Authorize the Directors to call general meetings [other than an AGM] on not less than 14 clear days notice, such authority to expire at the end of the AGM of the Company to be held in 2011 or the close of the business on 30 JUN 2011, whichever is the earlier</p> | Mgmt | For |
| S.17 | <p>Amend the Articles of Association of the Company 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 provisions of the Company's Articles of Association; and adopt the Articles of Association, as specified as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association</p> | Mgmt | For |
| 18 | <p>Approve and adopt the rules of the Barclays Group SAYE Share Option Scheme, as specified, and authorize the Directors to: a) to do such acts and things necessary or expenditure for the purposes of implementing and giving effect to the Sharesave Plan, including making any changes to the draft rules of the Sharesave Plan in order to obtain HM Revenue & Customs approval; and b) establish such appendices</p> | Mgmt | For |

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

schedules, supplements or further schemes based on Sharesave Plan but modified to take advantage of or to comply with, local tax, exchange control or securities laws in jurisdictions outside in UK, provided that any ordinary shares made available under any such appendices, schedules, supplements or further schemes are treated as counting against the limits and overall participation in the Sharesave Plan

 BAXTER INTERNATIONAL INC.

Agen

Security: 071813109
 Ticker: BAX
 ISIN: US0718131099

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BLAKE E. DEVITT	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN D. FORSYTH	Mgmt	For
1C	ELECTION OF DIRECTOR: GAIL D. FOSLER	Mgmt	For
1D	ELECTION OF DIRECTOR: CAROLE J. SHAPAZIAN	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTING.	Shr	For

 BAYERISCHE MOTORENWERKE AG BMW, MUENCHEN

Agen

Security: D12096109
 Ticker:
 ISIN: DE0005190003

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS USUAL THANK YOU	Non-Voting	
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS	Non-Voting	

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

MEETING IS 27 APR 2010, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU

- | | | | |
|----|--|------------|---------|
| 1. | Presentation of the financial statements and annual report for the 2009 FY with the report of the Supervisory Board, the group financial statements and annual report, and the report pursuant to Sections 289[4] and 315[4] of the German Commercial Code | Non-Voting | |
| 2. | Resolution on the appropriation of the distributable profit of EUR 197,185,418.64 as follows: payment of a dividend of EUR 0.30 per ordinary share
Payment of a dividend of EUR 0.32 per preference share Ex-dividend and payable date: 19 MAY 2010 | Mgmt | For |
| 3. | Ratification of the acts of the Board of Managing Directors | Mgmt | For |
| 4. | Ratification of the acts of the Supervisory Board | Mgmt | For |
| 5. | Appointment of Auditors for the 2010 FY: KPMG AG, Berlin | Mgmt | Against |
| 6. | Election of Henning Kagermann to the Supervisory Board | Mgmt | Against |
| 7. | Amendments to the Articles of Association in connection with the Shareholder Rights Directive Implementation Law [ARUG] Section 17 shall be amended to reflect the permissibility of absentee voting and the facilitation of proxy voting | Mgmt | For |
| 8. | Approval of the compensation system for the Board of Managing Directors, to be explained in detail at the shareholders meeting | Mgmt | For |
| 9. | Resolution on the update of the profit transfer agreements with the Companys subsidiaries Bavaria Wirtschaftsagentur GmbH, BMW Anlagen Verwaltungs GmbH, BMW Bank GmbH, BMW Fahrzeugtechnik GmbH, BMW Forschung und Technik GmbH, BMW INTEC Beteiligung GmbH, BMW Leasing GmbH, BMW M GmbH Gesellschaft fuer individuelle Automobile, and BMW Verwaltungs GmbH | Mgmt | For |

BEST BUY CO., INC.

Agen

Security: 086516101
Ticker: BBY
ISIN: US0865161014

Meeting Type
Meeting Date

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LISA M. CAPUTO BRIAN J. DUNN KATHY J. HIGGINS VICTOR ROGELIO M. REBOLLEDO GERARD R. VITTECOQ	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 26, 2011.	Mgmt	For

BHP BILLITON LIMITED

Agen

Security: 088606108
Ticker: BHP
ISIN: US0886061086

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE 2009 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
02	TO RE-ELECT MR CARLOS CORDEIRO AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
03	TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
04	TO RE-ELECT THE HON E GAIL DE PLANQUE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
05	TO RE-ELECT MR MARIUS KLOPPERS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
06	TO RE-ELECT MR DON ARGUS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
07	TO ELECT MR WAYNE MURDY AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
08	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Mgmt	For
09	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Mgmt	For
10	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC	Mgmt	For
11	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON	Mgmt	For

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

	PLC		
12A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 30 APRIL 2010	Mgmt	For
12B	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 17 JUNE 2010	Mgmt	For
12C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 15 SEPTEMBER 2010	Mgmt	For
12D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 11 NOVEMBER 2010	Mgmt	For
13	TO APPROVE THE 2009 REMUNERATION REPORT	Mgmt	For
14	TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Mgmt	For

 BNP PARIBAS

Security: F1058Q238
 Ticker:
 ISIN: FR0000131104

 Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	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	
-	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 THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2010/0310/201003101000643.pdf :	Non-Voting	

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

<https://balo.journal-officiel.gouv.fr/pdf/2010/0407/201004071001050.pdf>:

0.1	Approve the balance sheet and the consolidated financial statements for the FYE on 31 DEC 2009	Mgmt	For
0.2	Approve the balance sheet and the financial statements for the FYE on 31 DEC 2009	Mgmt	For
0.3	Approve the allocation of income for the FYE on 31 DEC 2009 and distribution of the dividend	Mgmt	For
0.4	Approve the Statutory Auditors' special report on the Agreements and Undertakings pursuant to Articles L.225-38 et seq. of the Commercial Code, including those concluded between a Company and its corporate officers, but also between companies of a group and mutual leaders of the Company	Mgmt	For
0.5	Authorize the BNP Paribas to repurchase its own shares	Mgmt	For
0.6	Approve the renewal of Mr. Louis Schweitzer's term as Board member	Mgmt	Against
0.7	Appointment of Mr. Michel Tilmant as Board member	Mgmt	For
0.8	Appointment of Mr. Emiel Van Broekhoven as Board member	Mgmt	For
0.9	Appointment of Mrs. Meglena Kuneva as Board member	Mgmt	For
0.10	Appointment of Mr. Jean-Laurent Bonnafe as Board Member	Mgmt	For
0.11	Approve the setting the amount of attendances allowances	Mgmt	For
E.12	Approve the issuance, with preferential subscription rights, of common shares and securities giving access to the capital or entitling to allocation of debt securities	Mgmt	For
E.13	Approve the issuance, with cancellation of preferential subscription rights, of common shares and securities giving access to the capital or entitling to allocation of debt securities	Mgmt	For
E.14	Approve the issuance, with cancellation of preferential subscription rights, of common shares and securities giving access to the capital in order to remunerate for securities provided under public exchange offers	Mgmt	For
E.15	Approve the issuance, with cancellation of preferential subscription rights, of common shares in order to remunerate for contributions of unlisted securities within the limit of 10% of the capital	Mgmt	For

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

E.16	Authorize the overall limitation for issuance with cancellation of subscription rights	Mgmt	For
E.17	Grant authority for the capital increase by incorporation of reserves or profits, issuance premiums or contribution	Mgmt	For
E.18	Approve the overall limitation for issuance with or without preferential subscription rights	Mgmt	For
E.19	Authorize the Board of Directors to carry out transactions reserved for Members of the Company Saving Plan of BNP Paribas Group, which may take the form of capital increases and/or sales or transfers of reserved securities	Mgmt	For
E.20	Authorize the Board of Directors to reduce the capital by cancellation of shares	Mgmt	For
E.21	Approve the merger absorption of Fortis Banque France by BNP Paribas; consequential increase of the share capital	Mgmt	For
E.22	Amend the Statutes consequential to the repurchase of preferred shares	Mgmt	For
E.23	Authorize the powers for the formalities	Mgmt	For

 BOSTON PROPERTIES, INC.

Agent

Security: 101121101
 Ticker: BXP
 ISIN: US1011211018

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR MORTIMER B. ZUCKERMAN CAROL B. EINIGER DR. JACOB A. FRENKEL	Mgmt Mgmt Mgmt	For For For
2	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION RELATING TO THE ELECTION OF DIRECTORS.	Mgmt	For
3	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
4	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

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

5 TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. Shr Against

BOSTON SCIENTIFIC CORPORATION

Agen

Security: 101137107
 Ticker: BSX
 ISIN: US1011371077

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Mgmt	For
1B	ELECTION OF DIRECTOR: KATHARINE T. BARTLETT	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. BYRNES	Mgmt	For
1D	ELECTION OF DIRECTOR: NELDA J. CONNORS	Mgmt	For
1E	ELECTION OF DIRECTOR: J. RAYMOND ELLIOTT	Mgmt	For
1F	ELECTION OF DIRECTOR: MARYE ANNE FOX	Mgmt	For
1G	ELECTION OF DIRECTOR: RAY J. GROVES	Mgmt	Abstain
1H	ELECTION OF DIRECTOR: ERNEST MARIO	Mgmt	Abstain
1I	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Mgmt	For
1K	ELECTION OF DIRECTOR: UWE E. REINHARDT	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
02	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS BOSTON SCIENTIFIC CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Mgmt	Against

BP PLC

Agen

Security: G12793108
 Ticker:
 ISIN: GB0007980591

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal	Proposal Vote
--------	----------	----------	---------------

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

		Type	
1.	To receive the report of the Directors and the accounts for the year ended 31 December 2009	Mgmt	For
2.	To approve the Directors remuneration report for the year ended 31 December 2009	Mgmt	For
3.	To elect Mr. P Anderson as a Director	Mgmt	For
4.	To elect Mr. A Burgmans as a Director	Mgmt	For
5.	To re-elect Mrs C B Carroll as a Director	Mgmt	For
6.	To re-elect Sir William Castell as a Director	Mgmt	For
7.	To re-elect Mr I C Conn as a Director	Mgmt	For
8.	To re-elect Mr G David as a Director	Mgmt	For
9.	To re-elect Mr I E L Davis as a Director	Mgmt	For
10.	To re-elect Mr R Dudely as a Director	Mgmt	For
11.	To re-elect Mr D J Flint as a Director	Mgmt	For
12.	To re-elect Dr B E Grote as a Director	Mgmt	For
13.	To re-elect Dr A B Hayward as a Director	Mgmt	For
14.	To re-elect Mr A G Inglis as a Director	Mgmt	For
15.	To re-elect Dr D S Julius as a Director	Mgmt	For
16.	To re-elect C-H Svanberg as a Director	Mgmt	For
17.	To reappoint Ernst & young LLP as Auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorize the Directors to fix the Auditors remuneration	Mgmt	For
s.18	To adopt as the new Articles of Association of the Company the draft Articles of Association set out in the document produced to the Meeting and, for the purposes of identification, signed by the chairman, so the new Articles of Association apply in substitution for and to the exclusion of the Company's existing Articles of Association	Mgmt	For
s.19	To authorize the Company generally and unconditionally to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares with nominal value of GBP 0.25 each in the Company, provided that: a) the Company does not purchase under this authority more than 1.9 billion ordinary shares; b) the Company does not pay less than GBP 0.25 for each share; and c) the Company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the	Mgmt	For

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

	<p>date on which the Company agrees to buy the shares concerned , based on share prices and currency exchange rates published in the daily Official List of the London Stock Exchange; this authority shall continue for the period ending on the date of the Annual General Meeting in 2011 or 15 July 2011, whichever is the earlier, provided that, if the Company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases</p>		
20	<p>To renew, for the period ending on the date on the Annual General Meeting in 2011 or 15 July, whichever is the earlier, the authority and power conferred on the Directors by the Company's Articles of Association to allow relevant securities up to an aggregate nominal amount equal to the Section 551 amount (or, is resolution 18 is not passed, equal to the Section 80 amount) of GBP 3,143 million</p>	Mgmt	For
s.21	<p>To renew, for the period ending on the date on the Annual General Meeting in 2011 or 15 July, whichever is the earlier, the authority and power conferred on the Directors by the company's Articles of Association to allow equity securities wholly for cash: a) in connection with a right issue; b) otherwise than in connection with rights issue up to an aggregate nominal amount equal to the Section 561 amount (or, is resolution 18 is not passed, equal to the Section 80 amount) of USD 236 million</p>	Mgmt	For
s.22	<p>To authorize the calling of General Meetings of the Company (not being an Annual General Meeting) by notice of at least 14 clear days</p>	Mgmt	For
23.	<p>To approve the renewal of the BP Executive Directors Incentive Plan (the plan), a copy of which is produced to the Meeting initiated by the chairman for the purpose of identification, for a further five years, and to authorize the Directors to do all acts and things that they may consider necessary or expedient to carry the Plan into effect</p>	Mgmt	For
24.	<p>Subject to the passing of Resolution 18, to authorize the Directors in accordance with Article 142 of the new Articles of Association to offer the holders of ordinary shares of the Company, to the extent and in the manner determined by the Directors, the right to elect (in whole part), to receive new ordinary shares (credited as fully paid) instead of cash, in respect of any dividend as may be declared by the Directors from time to time provided that the authority conferred by this Resolution shall expire prior to the conclusion of the Annual General Meeting to be held in 2015</p>	Mgmt	For

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

s.25	<p>PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Group members requisitioned the circulation of the specified special resolution under the provision of Section 338 of the Companies Act 2006. the supporting statement, supplied by the requisitions together with the board response, is set out in Appendix 4 ;that in order to address our concerns for the long term success of the Company arising from the risks associated with the Sunrise SAGD Project, we as Shareholders of the Company direct that the Audit Committee or a risk Committee of the Board commissions and reviews a report setting out the assumptions made by the Company in deciding to proceed with the Sunrise Project regarding future carbon prices, oil price volatility, demand for oil, anticipated regulation of greenhouse gas emissions and legal and reputational risks arising from local environmental damage and impairment of traditional livelihoods. The findings of the report and review should be reported to investors in the Business Review section of the Company s Annual Report presented to the Annual General Meeting in 2011</p>	Shr	Against
------	--	-----	---------

PLEASE BE ADVISED THAT PROPOSAL #S.25 IS A SHAREHOLDER PROPOSAL. THE MANAGEMENT RECOMMENDATION FOR THIS RESOLUTION IS AGAINST.	Non-Voting
--	------------

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE COPY AND PASTE THE LINK INTO YOUR INTERNET BROWSER: Resolution 1: Annual Report and Accounts http://www.bp.com/extendedsectiongenericarticle.do?categoryId=9021605&contentId=7040949	Non-Voting
---	------------

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE COPY AND PASTE THE LINK INTO YOUR INTERNET BROWSER: Resolution 2: Directors remuneration report and Resolution 23: Approval of the Executive Directors Incentive Plan http://www.bp.com/subsection.do?categoryId=9027659&contentId=705	Non-Voting
--	------------

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE COPY AND PASTE THE LINK INTO YOUR INTERNET BROWSER: Resolution 18: New Articles of Association http://www.bp.com/liveassets/bp_internet/globalbp/globalbp_uk_english/set_branch/set_investor_downloads/pdf/IC_AGM_articles_of_association_track_changes.pdf	Non-Voting
---	------------

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE COPY AND PASTE THE LINK INTO YOUR INTERNET BROWSER: Resolution 24: Scrip dividend http://www.bp.com/sectiongenericarticle.do?categoryId=9021605&contentId=7040949	Non-Voting
--	------------

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE COPY AND PASTE THE LINK INTO YOUR INTERNET BROWSER: Resolution 25: Shareholder Resolution on oil sands http://www.bp.com/oilsands	Non-Voting
---	------------

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE COPY AND PASTE THE LINK INTO YOUR INTERNET BROWSER: BP AGM downloads http://www.bp.com/sectiongenericarticle.do?categoryId=9032417	Non-Voting
---	------------

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

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108
 Ticker: BMY
 ISIN: US1101221083

Meeting Type
 Meeting Date

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 THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SPECIAL STOCKHOLDER MEETINGS.	Mgmt	For
04	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISION - COMMON STOCK.	Mgmt	For
05	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISIONS - PREFERRED STOCK.	Mgmt	For
06	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	Against
07	SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shr	For
08	REPORT ON ANIMAL USE.	Shr	Against

BRITISH AMERN TOB PLC

Agen

Security: G1510J102
 Ticker:
 ISIN: GB0002875804

Meeting Type
 Meeting Date

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

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 647102 DUE TO CHANGE IN VOTING STATUS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
1.	Receive the accounts and the reports of the Directors and Auditors for the YE 31 DEC 2009	Mgmt	For
2.	Approve the remuneration report of the Directors for the YE 31 DEC 2009	Mgmt	For
3.	Declare a final dividend of 71.6p per ordinary share in respect of the YE 31 DEC 2009, payable on 06 MAY 2010 to shareholders on the register at the close of business on 12 MAR 2010	Mgmt	For
4.	Re-appoint PricewaterhouseCoopers LLP as the Company's Auditors	Mgmt	For
5.	Authorize the Directors to agree on the Auditors' remuneration	Mgmt	For
6.a	Re-appoint Dr. Ana Maria Llopis as a Director who retires by rotation	Mgmt	For
6.b	Re-appoint Christine Morin-Postel as a Director who retires by rotation	Mgmt	For
6.c	Re-appoint Anthony Ruys as a Director who retires by rotation	Mgmt	For
7.	Re-appoint Richard Burrows as a Director	Mgmt	For
8.	Authorize the Directors, in accordance with Section 551 of the Companies Act 2006, to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"): (a) up to an aggregate nominal amount of GBP 166,391,574; and (b) up to a further aggregate nominal amount of GBP 166,391,574 provided that: (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders ("shareholders") of ordinary shares of 25p each in the capital of the Company ("ordinary shares") on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders	Mgmt	For
-	CONTD are proportionate to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements	Non-Voting	

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

or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this; Authority shall expire on the date of the next AGM of the Company after the passing of this Resolution or, if earlier, on 28 JUL 2011 ; save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted

- | | | | |
|------|--|------------|-----|
| S.9 | Authorize the Directors, pursuant to Sections 570 and 573 of the Companies Act 2006, to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares as if Section 561(1) of that 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 an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 8 by way of rights issue only) in favor of the holders ("shareholders") of ordinary shares of 25p each in the capital of the Company ("ordinary shares") on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests CONTD | Mgmt | For |
| - | CONTD of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and (b) the allotment (otherwise than pursuant to paragraph (a) of this Resolution 9) to any person or persons of equity securities up to an aggregate nominal amount of GBP 24,958,736 and shall expire upon the expiry of the general authority conferred by CONTD | Non-Voting | |
| - | CONTD Resolution 8 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired | Non-Voting | |
| S.10 | Authorize the Company, for the purposes of Section 701 of the Companies Act 2006, to make market | Mgmt | For |

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

purchases (within the meaning of Section 693 (4) of that Act) of ordinary shares of 25p each in the capital of the Company ("ordinary shares") provided that: (a) the maximum number of ordinary shares that may be purchased is 199.6 million representing approximately 10% of the issued ordinary share capital of the Company as at 19 March 2010; (b) the minimum price that may be paid for an ordinary share is 25p; (c) the maximum price that may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary

- | | | | |
|------|--|------------|-----|
| - | <p>CONTD share is contracted to be purchased; Authority shall expire on the date of the next AGM of the Company after the passing of this Resolution or, if earlier, on 28 JUL 2011 ; and the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted (e) the Company may enter into a contract to purchase its ordinary shares under this authority prior to its expiry, which contract will or may be executed wholly or partly after such expiry, and may purchase its ordinary shares in pursuance of any such contract</p> | Non-Voting | |
| S.11 | <p>Approve that a general meeting, other than an AGM, may be called on not less than 14 clear days' notice</p> | Mgmt | For |
| S.12 | <p>Adopt, with effect from the end of the meeting, pursuant to Resolution 13 being passed, the form of the Articles of Association produced to the meeting (the "New Articles") as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company; and, if Resolution 13 has not been passed, adopt the New Articles as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company save that Article 113 of the existing Articles of Association shall be retained as Article 113 in the new Articles of Association</p> | Mgmt | For |
| S.13 | <p>Approve, that with effect from the end of the meeting: if Resolution 12 has been passed, the new Articles of Association of the Company, adopted with effect from the end of the meeting, shall include the changes to Article 113 as set out in the New Articles; and, if Resolution 12 has not been passed, amend the existing Articles of Association of the Company by substituting Article 113 as set out in the New Articles for, and to the exclusion of, Article 113 of</p> | Mgmt | For |

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

the existing Articles of Association of the
Company

CARNIVAL CORPORATION

Agen

Security: 143658300
Ticker: CCL
ISIN: PA1436583006

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
02	TO ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
03	TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
04	TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
05	TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
06	TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
07	TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
08	TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
09	TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
10	TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
11	TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
12	TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For

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

13	TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
14	TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
15	TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION.	Mgmt	For
16	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.	Mgmt	For
17	TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).	Mgmt	For
18	TO APPROVE THE DIRECTORS' REMUNERATION REPORT OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).	Mgmt	For
19	TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).	Mgmt	For
20	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).	Mgmt	For
21	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES DESIRING TO IMPLEMENT SHARE BUY BACK PROGRAMS).	Mgmt	For
22	TO CONSIDER A SHAREHOLDER PROPOSAL.	Shr	Against

 CARREFOUR SA, PARIS

 Agen

Security: F13923119
 Ticker:
 ISIN: FR0000120172

 Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST"	Non-Voting	

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

A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.

-	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 THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2010/0329/201003291000913.pdf	Non-Voting	
0.1	Approve the financial statements	Mgmt	For
0.2	Approve the consolidated financial statements	Mgmt	For
0.3	Approve pursuant to Article L.225-42-1 of the Commercial Code	Mgmt	Against
0.4	Approve pursuant to Article L.225-42-1 of the Commercial Code	Mgmt	For
0.5	Approve the allocation of income and setting of the dividend	Mgmt	For
0.6	Approve to renew Mrs. Anne-Claire Taittinger's term as a Board Member	Mgmt	For
0.7	Approve to renew Mr. Sebastien Bazin's term as a Board Member	Mgmt	For
0.8	Approve to renew Mr. Thierry Breton's term as a Board Member	Mgmt	For
0.9	Approve to renew Mr. Charles Edelstenne's term as a Board Member	Mgmt	For
0.10	Authorize the Board of Directors to operate on the Company's shares	Mgmt	For
E.11	Authorize the Board of Directors to reduce the share capital	Mgmt	For
E.12	Authorize the Board of Directors to grant options to purchase shares of the Company in favor of the Employees or Officers of the Company or its Subsidiaries	Mgmt	Against
E.13	Authorize the Board of Directors to carry out free allocations of shares with or without	Mgmt	Against

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

performance conditions, in favor of the Employees
or Corporate Officers of the Company or
its Subsidiaries

CELGENE CORPORATION

Agen

Security: 151020104
Ticker: CELG
ISIN: US1510201049

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SOL J. BARER, PH.D. ROBERT J. HUGIN MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. WALTER L. ROBB, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

CHEVRON CORPORATION

Agen

Security: 166764100
Ticker: CVX
ISIN: US1667641005

Meeting Type
Meeting Date

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: C. HAGEL	Mgmt	For
1F	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1G	ELECTION OF DIRECTOR: F.G. JENIFER	Mgmt	For

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

1H	ELECTION OF DIRECTOR: G.L. KIRKLAND	Mgmt	For
1I	ELECTION OF DIRECTOR: S. NUNN	Mgmt	For
1J	ELECTION OF DIRECTOR: D.B. RICE	Mgmt	For
1K	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1L	ELECTION OF DIRECTOR: C.R. SHOEMATE	Mgmt	For
1M	ELECTION OF DIRECTOR: J.G. STUMPF	Mgmt	For
1N	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1O	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1P	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMENDMENT TO CHEVRON'S BY-LAWS TO REDUCE THE PERCENTAGE OF STOCKHOLDINGS REQUIRED FOR STOCKHOLDERS TO CALL FOR SPECIAL MEETINGS	Mgmt	For
04	APPOINTMENT OF AN INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	For
05	HOLDING EQUITY-BASED COMPENSATION THROUGH RETIREMENT	Shr	For
06	DISCLOSURE OF PAYMENTS TO HOST GOVERNMENTS	Shr	Against
07	GUIDELINES FOR COUNTRY SELECTION	Shr	Against
08	FINANCIAL RISKS FROM CLIMATE CHANGE	Shr	Against
09	HUMAN RIGHTS COMMITTEE	Shr	Against

 COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103
 Ticker: CL
 ISIN: US1941621039

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1B	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1D	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	Mgmt	For

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

1F	ELECTION OF DIRECTOR: DAVID W. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1H	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CHARITABLE CONTRIBUTIONS.	Shr	Against
05	STOCKHOLDER PROPOSAL ON SPECIAL STOCKHOLDER MEETINGS.	Shr	For

CORNING INCORPORATED

Agen

Security: 219350105
Ticker: GLW
ISIN: US2193501051

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM D. SMITHBURG	Mgmt	For
1D	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
1E	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
02	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	APPROVAL OF THE 2010 VARIABLE COMPENSATION PLAN.	Mgmt	For
04	APPROVAL OF THE 2010 EQUITY PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
05	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
06	SHAREHOLDER PROPOSAL CONCERNING VOTING.	Shr	For

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

 COVIDIEN PLC

Agen

Security: G2554F105
 Ticker: COV
 ISIN: IE00B3QN1M21

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE AND CONSIDER THE COMPANY'S IRISH STATUTORY ACCOUNTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.	Mgmt	For
2A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
2B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
2C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
2D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
2E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
2F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Mgmt	For
2G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
2H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Mgmt	Abstain
2I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
2J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Mgmt	For
2K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
03	TO APPOINT INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
04	TO AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5	TO AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY SHARES. (SPECIAL RESOLUTION)	Mgmt	For

 CREDIT SUISSE GROUP AG, ZUERICH

Agen

Security: H3698D419
 Ticker:
 ISIN: CH0012138530

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

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

<p>BLOCKING OF REGISTERED SHARES IS NOT REQUIRED IN THE SWISS MARKET; SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE</p>	<p>Non-Voting</p>		
<p>PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 635644, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.</p>	<p>Non-Voting</p>		
<p>1.1 Presentation of the annual report, parent Company's 2009 financial statements, Group's 2009 consolidated financial statements and the 2009 remuneration report</p>	<p>Non-Voting</p>		
<p>1.2 Consultative vote on the 2009 remuneration report</p>	<p>Mgmt</p>	<p>Against</p>	
<p>1.3 Approval of the annual report, parent Company's 2009 financial statements and the Group's 2009 consolidated financial statements</p>	<p>Mgmt</p>	<p>For</p>	
<p>2. Discharge of the acts of the Members of the Board of Directors and the Executive Board</p>	<p>Mgmt</p>	<p>For</p>	
<p>3. Appropriation of retained earnings</p>	<p>Mgmt</p>	<p>For</p>	
<p>4. Amendment of the Articles of Association in line with the new Swiss Federal Intermediated Securities Act</p>	<p>Mgmt</p>	<p>For</p>	
<p>5.1.A Re-election Noreen Doyle to the Board of Directors</p>	<p>Mgmt</p>	<p>For</p>	
<p>5.1.B Re-election Aziz R.D. Syriani to the Board of Directors</p>	<p>Mgmt</p>	<p>Against</p>	
<p>5.1.C Re-election David W. Syz to the Board of Directors</p>	<p>Mgmt</p>	<p>For</p>	
<p>5.1.D Re-election Peter F. Weibel to the Board of Directors</p>	<p>Mgmt</p>	<p>For</p>	
<p>5.1.E Election Jassim Bin Hamad J.J. Al Thani to the Board of Directors</p>	<p>Mgmt</p>	<p>For</p>	
<p>5.1.F Election Robert H. Benmosche to the Board of Directors</p>	<p>Mgmt</p>	<p>For</p>	
<p>5.2 Election of the Independent Auditors</p>	<p>Mgmt</p>	<p>For</p>	
<p>5.3 Election of Special Auditors</p>	<p>Mgmt</p>	<p>For</p>	
<p>6. PLEASE NOTE THAT THE MANAGEMENT RECOMMENDATION IS DISPLAYING INCORRECTLY FOR THIS RESOLUTION</p>	<p>Mgmt</p>	<p>Abstain</p>	

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

AND MANAGEMENT RECOMMENDS TO VOTE "FOR" THIS AGENDA ITEM NOT "ABSTAIN" If voting or elections takes place on proposals that have not been submitted until the Annual General Meeting itself as defined in Article 700 paragraphs 3 and 4 of the Swiss Code of Obligations, I hereby authorize the independent proxy to vote in favor of the proposal of the Board of Directors.

CSX CORPORATION

Agen

Security: 126408103
 Ticker: CSX
 ISIN: US1264081035

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: D.M. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: A. BEHRING	Mgmt	For
1C	ELECTION OF DIRECTOR: SEN. J.B. BREAU	Mgmt	For
1D	ELECTION OF DIRECTOR: S.T. HALVERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: E.J. KELLY, III	Mgmt	For
1F	ELECTION OF DIRECTOR: G.H. LAMPHERE	Mgmt	For
1G	ELECTION OF DIRECTOR: J.D. MCPHERSON	Mgmt	For
1H	ELECTION OF DIRECTOR: T.T. O'TOOLE	Mgmt	For
1I	ELECTION OF DIRECTOR: D.M. RATCLIFFE	Mgmt	For
1J	ELECTION OF DIRECTOR: D.J. SHEPARD	Mgmt	For
1K	ELECTION OF DIRECTOR: M.J. WARD	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010	Mgmt	For
03	THE APPROVAL OF THE 2010 CSX STOCK AND INCENTIVE AWARD PLAN	Mgmt	For

CVS CAREMARK CORPORATION

Agen

Security: 126650100
 Ticker: CVS
 ISIN: US1266501006

Meeting Type
 Meeting Date

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS	Mgmt	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
2	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR.	Mgmt	For
03	PROPOSAL TO ADOPT THE COMPANY'S 2010 INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	PROPOSAL TO ADOPT AN AMENDMENT TO THE COMPANY'S CHARTER TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING PRINCIPLES TO STOP GLOBAL WARMING.	Shr	Against

DANAHER CORPORATION

Agen

Security: 235851102
Ticker: DHR
ISIN: US2358511028

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For

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

1B	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS TAKE THE STEPS NECESSARY TO DECLASSIFY THE BOARD OF DIRECTORS WITHIN ONE YEAR, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

DANONE, PARIS

Agen

Security: F12033134
Ticker:
ISIN: FR0000120644

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	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	
-	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK=https://balo.journal-officiel.gouv.fr/pdf/2010/0301/201003011000503.pdf	Non-Voting	
0.1	Approve the Company's financial statements for the FYE on 31 DEC 2009	Mgmt	For
0.2	Approve the consolidated financial statements for the FYE on 31 DEC 2009	Mgmt	For
0.3	Approve the allocation of income for the FYE	Mgmt	For

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

	on 31 DEC 2009 and setting of the dividend at EUR 1.20 per share		
O.4	Approve the renewal of Mr. Franck RIBOUD's term as a Board member	Mgmt	Against
O.5	Approve the renewal of Mr. Emmanuel FABER's term as a Board member	Mgmt	For
O.6	Approve the renewal of the Company PricewaterhouseCoopers Audit as a permanent Statutory Auditor	Mgmt	For
O.7	Appointment of the Cabinet Ernst & Young et Autres as a permanent Statutory	Mgmt	For
O.8	Appointment of Mr. Yves NICOLAS as a substitute Statutory Auditor	Mgmt	For
O.9	Appointment of the Company Auditex as a substitute Statutory Auditor	Mgmt	For
O.10	Approve the agreements under the Statutory Auditors' special report	Mgmt	For
O.11	Approve the agreements and Undertakings pursuant to Articles L. 225-38 and L. 225-42-1 of the Commercial Code relating to Mr. Franck RIBOUD	Mgmt	For
O.12	Approve the agreements and Undertakings pursuant to Articles L. 225-38 and L. 225-42-1 of the Commercial Code relating to Mr. Emmanuel FABER	Mgmt	For
O.13	Approve the agreements and Undertakings pursuant to Articles L. 225-38 and L. 225-42-1 of the Commercial Code relating to Mr. Bernard HOURS	Mgmt	For
O.14	Authorize the Board of Directors to purchase, hold or transfer Company's shares	Mgmt	For
E.15	Authorize the Board of Directors to carry out allocations of Company's existing shares or to be issued	Mgmt	For
E.16	Amend Article 26 II of the Statutes relating to the limitation of the voting rights	Mgmt	For
E.17	Grant powers for the formalities	Mgmt	For

DEERE & COMPANY

Agen

Security: 244199105
Ticker: DE
ISIN: US2441991054

Meeting Type
Meeting Date

Prop.# Proposal Proposal Type Proposal Vote

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

1A	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
02	COMPANY PROPOSAL #1 - AMEND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS	Mgmt	For
03	COMPANY PROPOSAL #2 - AMEND THE JOHN DEERE OMNIBUS EQUITY AND INCENTIVE PLAN	Mgmt	For
04	COMPANY PROPOSAL #3 - RE-APPROVE THE JOHN DEERE SHORT-TERM INCENTIVE BONUS PLAN	Mgmt	For
05	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2010	Mgmt	For
06	STOCKHOLDER PROPOSAL #1 - CEO PAY DISPARITY	Shr	Against
07	STOCKHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
08	STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND CHAIRMAN RESPONSIBILITIES	Shr	For

 DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agen

Security: D18190898
 Ticker:
 ISIN: DE0005140008

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU	Non-Voting	
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	
1.	Presentation of the financial statements and annual report for the 2009 financial year with the report of the Supervisory Board, the group financial statements and annual report, and	Non-Voting	

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

	the report pursuant to Sections 289(4) and 315(4) of the German Commercial Code		
2.	Resolution on the appropriation of the distributable profit of EUR 793,413,523.95 as follows: Payment of a dividend of EUR 0.75 per share EUR 327,769,262.70 shall be carried forward Ex-dividend and payable date: 28 MAY 2010	Mgmt	For
3.	Ratification of the acts of the Board of Managing Directors	Mgmt	For
4.	Ratification of the acts of the Supervisory Board	Mgmt	For
5.	Appointment of Auditors for the 2010 FY KPMG AG, Frankfurt	Mgmt	For
6.	Renewal of the authorization to acquire own shares for trading purposes the Company shall be authorized to acquire and sell own shares, at prices not deviating more than 10% from the market price of the shares, on or before 30 NOV 2014; the trading portfolio shall not exceed 5% of the Company's share capital at the end of any given day	Mgmt	For
7.	Authorization to acquire own shares for purposes other than trading The Company shall be authorized to acquire own shares of up to 10% of its share capital, at prices not deviating more than 10% from the market price of the shares, on or before 30 NOV 2014 the Board of Managing Directors shall be authorized to sell the shares on the stock exchange or to offer them to all shareholders, to use the shares for acquisition purposes, to use the shares as employee shares, to offer the shares to third parties at a price not materially below their market price, and to retire the shares	Mgmt	For
8.	Authorization to use derivatives within the scope of the acquisition of own shares the Company shall be authorized to use put or call options and forward contracts for the purpose of acquiring own shares as per item 7	Mgmt	For
9.	Approval of the compensation system for the Board of Managing Directors as described in the compensation report to be presented under item 1	Mgmt	Against
10.	Amendments to the articles of association in connection with the Shareholder Right Directive Implementation Law [ARUG] a) Section 17(4) shall be appended in respect of the Board of Managing Directors being authorized to allow shareholders to participate in the shareholders' meeting by electronic means [online] b) Section 17(5) shall be appended in respect of the Board of Managing Directors being authorized to allow shareholders to exercise their voting rights	Mgmt	For

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

in writing or electronically [absentee voting]
 c) Section 18(3) shall be amended in respect
 of the Company being able to facilitate proxy
 voting at shareholders' meetings

- | | | | |
|-----|--|------|-----|
| 11. | Authorization to issue warrant or convertible bonds or profit-sharing certificates, the creation of contingent capital, and the corresponding amendments to the Articles of Association the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to issue bearer or registered bonds or profit-sharing certificates of up to EUR 9 billion, conferring a conversion or option right for new shares of the Company, on or before 30 APR 2015; shareholders shall be granted subscription rights, except for the issue of bonds or profit-sharing certificates at a price not materially below their theoretical market value, for residual amounts, and for the granting of such rights to holders of conversion or option rights; the share capital shall be increased accordingly by up to EUR 230,400,000 through the issue of up to 90,000,000 new registered shares, insofar as conversion and/or option rights are exercised | Mgmt | For |
| 12. | Approval of amendments to the control and profit transfer agreements, or simple profit transfer agreements, with the following of the Company's wholly owned subsidiaries, in accordance with the accounting law modernisation act: a) Deutsche Bank Private- Und Geschaeftskunden Ag; b) Schiffsbetriebsgesellschaft Brunswik Mbh; c) Deutsche Immobilien Leasing Gmbh; d) Deutsche Stiftungstrust Gmbh; e) Db Export-Leasing Gmbh; f) Db Capital Markets [Deutschland) Gmbh; g) Rreef Management Gmbh; h) Nordwestdeutscher Wohnungsbautraeger Gmbh | Mgmt | For |
| 13. | Approval of the newly concluded control and profit transfer agreements with the following of the Company's wholly owned subsidiaries: a) Db Beteiligungs-Holding Gmbh; b) Db Finanz-Holding Gmbh | Mgmt | For |

 DIAGEO PLC, LONDON

Agent

Security: G42089113
 Ticker:
 ISIN: GB0002374006

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the report and accounts 2009	Mgmt	For
2.	Approve the Directors' remuneration report 2009	Mgmt	For

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

3.	Declare a final dividend	Mgmt	For
4.	Re-elect L.M. Danon [Audit, Nomination, Remuneration] as a Director	Mgmt	For
5.	Re-elect Lord Hollick [Audit, Nomination, Remuneration, Chairman of Committee] as a Director	Mgmt	For
6.	Re-elect P.S. Walsh [Executive, Chairman of Committee] as a Director	Mgmt	For
7.	Elect P.B. Bruzelius [Audit, Nomination, Remuneration] as a Director	Mgmt	For
8.	Elect B.D. Holden [Audit, Nomination, Remuneration] as a Director	Mgmt	For
9.	Re-appoint the Auditor	Mgmt	For
10.	Approve the remuneration of the Auditor	Mgmt	For
11.	Grant authority to allot shares	Mgmt	For
12.	Approve the disapplication of pre-emption rights	Mgmt	For
13.	Grant authority to purchase own ordinary shares	Mgmt	For
14.	Grant authority to make political donations and/or to incur political expenditure in the EU	Mgmt	For
15.	Adopt the Diageo Plc 2009 Discretionary Incentive Plan	Mgmt	For
16.	Adopt the Diageo Plc 2009 Executive Long Term Incentive Plan	Mgmt	For
17.	Adopt Diageo Plc International Sharematch Plan 2009	Mgmt	For
18.	Grant authority to establish International Share Plans	Mgmt	For
19.	Adopt Diageo Plc 2009 Irish Sharesave Scheme	Mgmt	For
20.	Amend the Rules of Diageo Plc Executive Share Option Plan	Mgmt	For
21.	Amend the Rules of Diageo Plc 2008 Senior Executive Share Option Plan	Mgmt	For
22.	Amend the Rules of Diageo Plc Senior Executive Share Option Plan	Mgmt	For
23.	Approve the reduced notice of a general meeting other than an AGM	Mgmt	For
24.	Adopt the Articles of Association	Mgmt	For

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

DNB NOR ASA, OSLO

Agen

Security: R1812S105
 Ticker:
 ISIN: NO0010031479

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
-	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
1	Opening of the general meeting by the Chairman of the supervisory Board	Mgmt	Abstain
2	Approve the notice of the general meeting and the agenda	Mgmt	For
3	Election of the person to sign the minutes of the general meeting along with	Mgmt	For
4	Approve the remuneration rates for members of the supervisory Board, control committee and election committee	Mgmt	For
5	Approve the Auditor's remuneration	Mgmt	For
6	Approve the 2009 annual report and accounts, including the distribution of dividends and group contributions	Mgmt	For
7	Election of Members to the Supervisory Board with a term of Office until the AGM in 2012: Nils Halvard Bastiansen, Baerum [re-election], Toril Eidesvik, Bergen [re-election], Carnilla Marianne Grieg, Bergen [New Member], Eldbjorg Lower, Kongsberg [Re-election], Per Otterdahl Miller, Skien [New Member], Dag J. Opedal, Oslo [Re-election], Ole Robert Reitan, Nesoya [New Member], Gudrun B. Rollefsen, Hammerfest [Re-election], Arthur Sletteberg, Stabekk [Re-election], Hanne Rigmor Egenaess Wiig, Halden [Re-election]; re-election of Herbjorn Hansson, Sandefjord as a Member to the Supervisory Board, with a term of office until the AGM in 2011; election of Elsbeth Sande Tronstad, Oslo as a new deputy	Mgmt	For

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

with a term of office of one year

8	Re-election of Eldbjorg Lower, Kongsberg, Per Otterdahl Moller, Skien, Arthur Sletteberg, Stabekk, Rejer Ola Soberg as Members of the Election Committee with a term of office until the AGM in 2012	Mgmt	For
9	Authorize the Board of Directors for the repurchase of shares	Mgmt	For
10	Approve the statement from the Board of Directors in connection with remuneration to senior executives	Mgmt	For
11.a	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the special remuneration or Broad shared financial responsibility and common interests	Shr	Against
11.b	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the reforms to ensure sound Corporate Governance by changing- strengthening the competence and independence of Governing Bodies	Shr	Against
11.c	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the reversal of authority to the general meeting	Shr	Against
11.d	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the cultivation of individual roles in the group to strengthen risk Management and capital	Shr	Against
	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF NAMES. 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.	Non-Voting	

 E.ON AG

Agent

Security: D24914133
 Ticker:
 ISIN: DE000ENAG999

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL	Non-Voting	

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

INTEREST, SUBMIT YOUR VOTE AS USUAL THANK YOU

	The registration for the General Meeting of Shareholders does not result in the shares being blocked. Please contact the relationship manager of your depositary bank to clarify variant procedures in the German market.	Non-Voting	
1.	Presentation of the adopted Annual Financial Statements and the Consolidated Financial Statements for the 2009 financial year, along with the Management Report Summary for E.ON AG and the E.ON Group and the Report of the Supervisory Board as well as the Explanatory Report of the Board of Management regarding the statements pursuant to Sections 289 para. 4, 315 para. 4 and Section 289 para.5 German Commercial Code (Handelsgesetzbuch-HGB).	Non-Voting	
2.	Appropriation of balance sheet profits from the 2009 financial year	Mgmt	For
3.	Discharge of the Board of Management for the 2009 financial year	Mgmt	For
4.	Discharge of the Supervisory Board for the 2009 financial year	Mgmt	For
5.	Approval of the compensation system applying to the Members of the Board of Management	Mgmt	For
6.a	Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the annual as well as the consolidated financial statements for the 2010 financial year	Mgmt	For
6.b	Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the inspection of the abbreviated financial statements and the interim management report for the first half of the 2010 financial year	Mgmt	For
7.	Authorization for the acquisition and use of treasury shares	Mgmt	For
8.	Authorization for the issue of option or convertible bonds, profit participation rights or participating bonds and for the exclusion of subscription rights as well as the creation of a Conditional Capital	Mgmt	For
9	Amendment to Section 20 of the Articles of Association in view of the Act for the Implementation of the Shareholder Rights Directive	Mgmt	For

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

Security: 291011104
 Ticker: EMR
 ISIN: US2910111044

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C.A.H. BOERSIG* C. FERNANDEZ G.* W.J. GALVIN* R.L. STEPHENSON* V.R. LOUCKS, JR.** R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. ANNUAL INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

ENI SPA, ROMA

Agen

Security: T3643A145
 Ticker:
 ISIN: IT0003132476

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE. 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.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID'S 686251 AND 684082 DUE TO 2 MEETINGS BEING MERGED INTO 1 MIX MEETING. ALL VOTES RECEIVED ON THE PREVIOUS MEETINGS WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
O.1	Approve the balance sheet as of 31 DEC 2009 of Eni Spa, consolidated balance sheet as of 31 DEC 2009; Directors, Board of Auditors and External Auditing Company's reporting	Mgmt	No vote
O.2	Approve the profits allocation	Mgmt	No vote
O.3	Appoint the Independent Auditors for the period 2010-2018	Mgmt	No vote
E.1	Amend the Articles 1, 4, 12, 15 and 16 of the Corporate Bylaws; related resolutions	Mgmt	No vote

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

CMMT PLEASE NOTE THAT IN COMPLIANCE WITH ARTICLE 13, PARAGRAPH 1, OF THE CORPORATE BYLAWS SHAREHOLDERS WHO ALONE OR TOGETHER WITH OTHER SHAREHOLDERS, HOLD AT LEAST ONE FORTIETH OF CORPORATE CAPITAL CAN REQUEST, WITHIN 5 DAYS FROM THE ISSUERS NOTIFICATION OF THIS MEETING, AN INTEGRATION TO THE ITEMS OF THIS AGENDA, QUOTING IN THEIR REQUEST THE ADDITIONAL SUBJECTS PROPOSED; THE INTEGRATION IS NOT ALLOWED FOR SUBJECTS ON WHICH THE MEETING DELIBERATES, ACCORDING TO THE LAW, ON PROPOSAL OF DIRECTORS OR ON THE BASIS OF A PROJECT OR A REPORT DRAWN UP BY THE DIRECTORS. THANK YOU.

Non-Voting

 EXXON MOBIL CORPORATION

 Agen

Security: 30231G102
 Ticker: XOM
 ISIN: US30231G1022

 Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE L.R. FAULKNER J.S. FISHMAN K.C. FRAZIER W.W. GEORGE M.C. NELSON S.J. PALMISANO S.S REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 52)	Mgmt	For
03	SPECIAL SHAREHOLDER MEETINGS (PAGE 54)	Shr	For
04	INCORPORATE IN NORTH DAKOTA (PAGE 55)	Shr	Against
05	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)	Shr	For
06	AMENDMENT OF EEO POLICY (PAGE 57)	Shr	Against
07	POLICY ON WATER (PAGE 59)	Shr	Against
08	WETLANDS RESTORATION POLICY (PAGE 60)	Shr	Against
09	REPORT ON CANADIAN OIL SANDS (PAGE 62)	Shr	Against
10	REPORT ON NATURAL GAS PRODUCTION (PAGE 64)	Shr	Against
11	REPORT ON ENERGY TECHNOLOGY (PAGE 65)	Shr	Against

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

12	GREENHOUSE GAS EMISSIONS GOALS (PAGE 67)	Shr	Against
13	PLANNING ASSUMPTIONS (PAGE 69)	Shr	Against

FEDEX CORPORATION

Agen

Security: 31428X106
 Ticker: FDX
 ISIN: US31428X1063

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1C	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1D	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1E	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1G	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For
1H	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1I	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON EXECUTIVE PAY.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM PRINCIPLES.	Shr	Against

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

FREEPOR-T-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857
 Ticker: FCX
 ISIN: US35671D8570

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ROBERT A. DAY GERALD J. FORD H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B. M. RANKIN, JR. STEPHEN H. SIEGELE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3	ADOPTION OF THE AMENDED AND RESTATED 2006 STOCK INCENTIVE PLAN.	Mgmt	For
4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shr	Against
5	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY REQUIRING SENIOR EXECUTIVES TO RETAIN SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT.	Shr	For

FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106
 Ticker: FMS
 ISIN: US3580291066

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2009	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For

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

03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	RESOLUTION ON THE APPROVAL OF THE SYSTEM OF REMUNERATION OF THE MANAGEMENT BOARD MEMBERS OF THE GENERAL PARTNER	Mgmt	For
06	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FISCAL YEAR 2010	Mgmt	For
07	RESOLUTION ON THE CANCELLATION OF THE EXISTING AND THE CREATION OF NEW AUTHORISED CAPITALS, ON THE EXCLUSION OF PRE-EMPTION RIGHTS AND THE AMENDMENT OF ARTICLE 4 (3) AND OF ARTICLE 4 (4) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY	Mgmt	For
08	RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR THE ADAPTATION OF AMENDMENTS TO THE GERMAN STOCK CORPORATION ACT	Mgmt	For
09	RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 II GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY	Mgmt	For

GAP INC.

Agent

Security: 364760108
Ticker: GPS
ISIN: US3647601083

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ADRIAN D.P. BELLAMY DOMENICO DE SOLE ROBERT J. FISHER WILLIAM S. FISHER BOB L. MARTIN JORGE P. MONTOYA GLENN K. MURPHY JAMES M. SCHNEIDER MAYO A. SHATTUCK III KNEELAND C. YOUNGBLOOD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 29, 2011.	Mgmt	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE GAP, INC. EXECUTIVE MANAGEMENT INCENTIVE	Mgmt	For

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

COMPENSATION AWARD PLAN.

 GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108
 Ticker: GD
 ISIN: US3695501086

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: NICHOLAS D. CHABRAJA	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM P. FRICKS	Mgmt	For
1D	ELECTION OF DIRECTOR: JAY L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: GEORGE A. JOULWAN	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL G. KAMINSKI	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN M. KEANE	Mgmt	For
1H	ELECTION OF DIRECTOR: LESTER L. LYLES	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM A. OSBORN	Mgmt	For
1K	ELECTION OF DIRECTOR: ROBERT WALMSLEY	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE.	Shr	Against

 GENERAL ELECTRIC COMPANY

Agen

Security: 369604103
 Ticker: GE
 ISIN: US3696041033

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A2	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A3	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Mgmt	For
A4	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For

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

A5	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A6	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A7	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A8	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A10	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A12	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A13	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A14	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	RATIFICATION OF KPMG	Mgmt	For
C1	SHAREOWNER PROPOSAL: CUMULATIVE VOTING	Shr	Against
C2	SHAREOWNER PROPOSAL: SPECIAL SHAREOWNER MEETINGS	Shr	For
C3	SHAREOWNER PROPOSAL: INDEPENDENT BOARD CHAIRMAN	Shr	For
C4	SHAREOWNER PROPOSAL: PAY DISPARITY	Shr	Against
C5	SHAREOWNER PROPOSAL: KEY BOARD COMMITTEES	Shr	Against
C6	SHAREOWNER PROPOSAL: ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

 GLAXOSMITHKLINE PLC

Agen

Security: G3910J112
 Ticker:
 ISIN: GB0009252882

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receive and adopt the Directors' report and the financial statements for the YE 31 DEC 2009	Mgmt	For
2	Approve the remuneration report for the YE 31 DEC 2009	Mgmt	For
3	Re-elect Dr. Stephanie Burns as a Director	Mgmt	For

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

4	Re-elect Mr. Julian Heslop as a Director	Mgmt	For
5	Re-elect Sir Deryck Maughan as a Director	Mgmt	For
6	Re-elect Dr. Daniel Podolsky as a Director	Mgmt	For
7	Re-elect Sir Robert Wilson as a Director	Mgmt	For
8	Authorize the Audit & Risk Committee to re-appoint PricewaterhouseCoopers LLP as the Auditors to the Company to hold office from the end of the meeting to the end of the next Meeting at which accounts are laid before the Company	Mgmt	For
9	Authorize the Audit & Risk Committee to determine the remuneration of the Auditors	Mgmt	For
10	Authorize the Director of the Company, in accordance with Section 366 of the Companies Act 2006 (the 'Act') the Company is, and all Companies that are at any time during the period for which this resolution has effect subsidiaries of the company are, authorized: a) to make political donations to political organizations other than political parties, as defined in Section 363 of the Act, not exceeding GBP 50,000 in total; and b) to incur political expenditure, as defined in Section 365 of the Act, not exceeding GBP 50,000 in total, during the period beginning with the date of passing this resolution and ending at the end of the next AGM of the company to be held in 2011 or, if earlier, on 30 JUN 2011	Mgmt	For
11	Authorize the Directors, in substitution for all subsisting authorities, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company: a) up to an aggregate nominal amount of GBP 432,578,962; [such amount to be reduced by the nominal amount allotted or granted under paragraph (b) in excess of such sum]; and b) comprising equity securities [as specified in Section 560(1) of the Act] up to a nominal amount of GBP 865,157,925 [such amount to be reduced by any allotments or grants made under paragraph (a) above] 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 holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary, and so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory,	Mgmt	For

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

or any matter whatsoever, which authorities shall expire at the end of the next AGM of the company to be held in 2011 or, if earlier, on 30 JUN 2011, and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired

- | | | | |
|----|--|------|-----|
| 12 | <p>Authorize the Directors of the Company, subject to Resolution 11 being passed, the Directors be and are hereby empowered to allot equity securities for cash pursuant to the authority conferred on the Directors by Resolution 11 and/or where such allotment constitutes an allotment of equity securities under section 560(3) of the Act, free of the restrictions in Section 561(1) of the Act, provided that this power shall be limited: (a) to the allotment of equity securities in connection with an offer or issue of equity securities [but in the case of the authority granted under paragraph (b) of Resolution 11, by way of a rights issue only]: (i) to ordinary shareholders in proportion [as nearly as may be practicable] to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of those securities or as the Board otherwise considers necessary, but so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory, or any matter whatsoever; and (b) in the case of the authority granted under paragraph (a) of Resolution 11 and/ or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under Section 560(3) of the Act, to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of GBP 64,893,333, and shall expire at the end of the next AGM of the company to be held in 2011 [or, if earlier, at the close of business on 30 JUN 2011] and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired</p> | Mgmt | For |
| 13 | <p>Authorize the Directors of the Company, for the purposes of section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its own Ordinary shares of 25p each provided that: (a) the maximum number of Ordinary shares hereby authorized to be purchased is 519,146, 669; (b) the minimum price which may be paid for each Ordinary share is 25p; (c) the maximum price which may be paid for each Ordinary share shall be the higher</p> | Mgmt | For |

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

of (i) an amount equal to 5% above the average market value of the Company's ordinary shares for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out; and (d) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next AGM of the Company to be held in 2011 or, if earlier, on 30 JUN 2011 [provided that the company may enter into a contract for the purchase of Ordinary shares before the expiry of this authority which would or might be completed wholly or partly after such expiry and the company may purchase Ordinary shares pursuant to any such contract under this authority]

- | | | | |
|----|--|------|-----|
| 14 | Authorize the Directors, (a) in accordance with Section 506 of the Act, the name of the person who signs the Auditors' reports to the Company's members on the annual accounts and auditable reports of the Company for the year ending 31 DEC 2010 as senior Statutory Auditor [as defined in Section 504 of the Act] for and on behalf of the Company's Auditors, should not be stated in published copies of the reports [such publication being as defined in Section 505 of the Act] and the copy of the reports to be delivered to the registrar of Companies under Chapter 10 of Part 15 of the Act; and (b) the Company considers on reasonable grounds that statement of the name of the senior statutory auditor would create or be likely to create a serious risk that the senior Statutory Auditor, or any other person, would be subject to violence or intimidation | Mgmt | For |
| 15 | Approve the general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice | Mgmt | For |
| 16 | Amend: (a) the Articles of Association of the company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Act, are to be treated as provisions of the Company's Articles of Association; and (b) the Articles of Association produced to the meeting, and initialled by the Chairman for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company | Mgmt | For |

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

GOLDCORP INC.

Agen

Security: 380956409
 Ticker: GG
 ISIN: CA3809564097

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

GOOGLE INC.

Agen

Security: 38259P508
 Ticker: GOOG
 ISIN: US38259P5089

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
03	THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED	Mgmt	Against

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

SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER
THE PLAN BY 6,500,000.

04	A STOCKHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	A STOCKHOLDER PROPOSAL REGARDING ONLINE ADVERTISING, PRIVACY, AND SENSITIVE INFORMATION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
06	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF HUMAN RIGHTS PRINCIPLES WITH RESPECT TO BUSINESS IN CHINA, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

HALLIBURTON COMPANY

Agen

Security: 406216101
 Ticker: HAL
 ISIN: US4062161017

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Mgmt	For
1B	ELECTION OF DIRECTOR: J.R. BOYD	Mgmt	For
1C	ELECTION OF DIRECTOR: M. CARROLL	Mgmt	For
1D	ELECTION OF DIRECTOR: N.K. DICCIANI	Mgmt	For
1E	ELECTION OF DIRECTOR: S.M. GILLIS	Mgmt	For
1F	ELECTION OF DIRECTOR: J.T. HACKETT	Mgmt	For
1G	ELECTION OF DIRECTOR: D.J. LESAR	Mgmt	For
1H	ELECTION OF DIRECTOR: R.A. MALONE	Mgmt	For
1I	ELECTION OF DIRECTOR: J.L. MARTIN	Mgmt	For
1J	ELECTION OF DIRECTOR: D.L. REED	Mgmt	For
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
03	PROPOSAL ON HUMAN RIGHTS POLICY.	Shr	Against
04	PROPOSAL ON POLITICAL CONTRIBUTIONS.	Shr	Against
05	PROPOSAL ON EXECUTIVE COMPENSATION POLICIES.	Shr	For
06	PROPOSAL ON SPECIAL SHAREOWNER MEETINGS.	Shr	For

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

HENNES & MAURITZ AB

Agen

Security: W41422101
 Ticker:
 ISIN: SE0000106270

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU	Non-Voting	
1	Opening of the AGM	Non-Voting	
2	The election of Lawyer Sven Unger as a Chairman for the AGM as proposed by the Election Committee	Non-Voting	
3	Address by Managing Director Karl-Johan Persson followed by an opportunity to ask questions about the Company	Non-Voting	
4	Establishment and the voting list	Non-Voting	
5	Approval of the agenda	Non-Voting	
6	The election of people to check the minutes	Non-Voting	
7	Examination of whether the meeting was duly convened	Non-Voting	
8.a	Presentation of the annual accounts and the Auditors' report as well as the consolidated accounts and the consolidated Auditors' report, and the Auditors' statement on whether the guidelines for remuneration to Senior Executives applicable since the last AGM have been specified	Non-Voting	
8.b	Statement by the Company's Auditor and the Chairman of the Auditing Committee	Non-Voting	
8.c	Statement by the Chairman of the Board on the	Non-Voting	

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

	work of the Board		
8.d	Statement by the Chairman of the Election Committee on the work of the Election Committee	Non-Voting	
9.a	Adopt the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet	Mgmt	For
9.b	Approve a dividend to the Shareholders of SEK 16.00 per share; the Board of Directors has proposed Tuesday 04 MAY 2010 as the record date; if the resolution is passed, dividends are expected to be paid out by Euroclear Sweden AB on Friday 07 MAY 2010	Mgmt	For
9.c	Grant discharge to the Members of the Board and the Managing Director from liability to the Company	Mgmt	For
10	Approve the establishment of the number of Board Members at 8 and with no Deputy Board Members	Mgmt	For
11	Approve the establishment of fees to the Board and the Auditors as specified	Mgmt	For
12	Election of Anders Dahlvig and Christian Sievert as the New Members and re-elect Mia Brunell Livfors, Lottie Knutson, Sussi Kwart, Bo Lundquist, Stefan Persson and Melker Schorling; Chairman of the Board: re-election of Stefan Persson; Stig Nordfelt has declined re-election	Mgmt	For
13	Approve the establishment of principles for the Election Committee and election of Members of the Election Committee as specified	Mgmt	Against
14	Approve the resolution on share split and amend Section 4 of the Articles of Association	Mgmt	For
15	Approve the guidelines for remuneration to Senior Executives as specified	Mgmt	For
16	Closing of the AGM	Non-Voting	

 HESS CORPORATION

 Agen

Security: 42809H107
 Ticker: HES
 ISIN: US42809H1077

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR N.F. BRADY G.P. HILL	Mgmt Mgmt	Withheld For

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

	T.H. KEAN	Mgmt	Withheld
	F.A. OLSON	Mgmt	Withheld
2	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
3	APPROVAL OF AMENDMENT TO 2008 LONG-TERM INCENTIVE PLAN TO INCREASE SHARES AVAILABLE FOR AWARD BY 8 MILLION SHARES.	Mgmt	For
4	STOCKHOLDER PROPOSAL REQUESTING THE COMPANY TO PROVIDE A REPORT ON POLITICAL SPENDING AND POLICIES.	Shr	Against

HEWLETT-PACKARD COMPANY

Agen

Security: 428236103
Ticker: HPQ
ISIN: US4282361033

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR : M.L. ANDREESSEN	Mgmt	For
1B	ELECTION OF DIRECTOR : L.T. BABBIO, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR : S.M. BALDAUF	Mgmt	For
1D	ELECTION OF DIRECTOR : R.L. GUPTA	Mgmt	For
1E	ELECTION OF DIRECTOR : J.H. HAMMERGREN	Mgmt	For
1F	ELECTION OF DIRECTOR : M.V. HURD	Mgmt	For
1G	ELECTION OF DIRECTOR : J.Z. HYATT	Mgmt	For
1H	ELECTION OF DIRECTOR : J.R. JOYCE	Mgmt	For
1I	ELECTION OF DIRECTOR : R.L. RYAN	Mgmt	For
1J	ELECTION OF DIRECTOR : L.S. SALHANY	Mgmt	For
1K	ELECTION OF DIRECTOR : G.K. THOMPSON	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING OCTOBER 31, 2010.	Mgmt	For
03	PROPOSAL TO APPROVE THE AMENDED AND RESTATED HEWLETT-PACKARD COMPANY 2004 STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO CONDUCT AN ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

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

 HSBC HOLDINGS PLC, LONDON

Agen

Security: G4634U169
 Ticker:
 ISIN: GB0005405286

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Receive the annual accounts and reports of the Director's and of the Auditor for the YE 31 DEC 2009	Mgmt	For
2.	Approve the Director's remuneration report for the YE 31 DEC 2009	Mgmt	For
3.a	Re-elect R. A. Fairhead as a Director	Mgmt	For
3.b	Re-elect M. F. Geoghegan as a Director	Mgmt	For
3.c	Re-elect S. K. Green as a Director	Mgmt	For
3.d	Re-elect G. Morgan as a Director	Mgmt	For
3.e	Re-elect N. R. N. Murthy as a Director	Mgmt	For
3.f	Re-elect S. M. Robertson as a Director	Mgmt	For
3.g	Re-elect J. L. Thornton as a Director	Mgmt	For
3.h	Re-elect Sir Brian Williamson as a Director	Mgmt	For
4.	Re-appoint KPMG Audit PLC as the Auditor at remuneration to be determined by the Group Audit Committee	Mgmt	For
5.	Authorize the Directors, pursuant to and for the purposes of Section 551 of the Companies Act 2006 [the Act] Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of GBP 100,000 [in the form of 10,000,000 Non-cumulative Preference Shares of GBP 0.01 each], EUR 100,000 [in the form of 10,000,000 non-cumulative preference shares of EUR 0.01 each], USD 85,500 [in the form of 8,550,000 Non-Cumulative Preference Shares of USD 0.01 each] and USD 1,742,319,000 [in the form of 3,484,638,000 ordinary shares of USD 0.50 each in the capital of the Company [Ordinary Shares] [the latter being equal to approximately 20 per cent of the nominal amount of Ordinary Shares of the Company in issue at the latest practicable date prior to the printing of the Notice of this Meeting]; provided that this authority shall be limited so that, otherwise than pursuant to: (a) a right issue	Mgmt	For

or other issue the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to: i) holders of Ordinary Shares where the shares respectively attributable to the interests of all holders of Ordinary Shares are proportionate [or as nearly as may be] to the respective number of Ordinary Shares held by them; and ii) holders of Securities, Bonds, Debentures or Warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue or other issue or as the Directors consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or Stock Exchange in any territory or otherwise howsoever, or (b) the terms of any Share Plan for employees of the Company or any of its subsidiary undertakings; or (c) any scrip dividend scheme or similar arrangements implemented in accordance with the Articles of Association of the Company; or (d) the allotment of up to 10,000,000 Non-cumulative Preference Shares of GBP 0.01 each, 10,000,000 Non-cumulative Preference Shares of EUR 0.01 each and 8,550,000 Non-cumulative Preference Shares of USD 0.01 each in the capital of the Company, the nominal amount of shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted by the Directors pursuant to this authority wholly for cash shall not in aggregate exceed USD 435,579,750 [being equal to approximately 5% of the Ordinary Shares of the Company in issue at the latest practical date prior to the printing of the Notice of this Meeting] [Authority expires at the conclusion of the AGM of the Company to be held in 2011] and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares [as the case may be] in pursuance of such offers or agreements as if the authority conferred be had not expired

S.6 Authorize the Directors, subject to the passing of Resolution 5 as specified, pursuant to Section 570 of the Companies Act 2006 [the Act] to allot equity securities [within the meaning of Section 560 of the Act] [disapplying the statutory pre-exemption rights 561(1) of the Act]; [Authority expires at the conclusion of the AGM of the Company to be held in 2011] save that this authority shall allow the Company before the expiry of this power to make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired

Mgmt

For

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

- S.7 Amend the Articles of Association of the Company Mgmt For
as specified: (a) by deleting Article 55.2
in its entirety and renumbering the remainder
of Article 55 accordingly; (b) by inserting
into Article 55.2 [as renumbered pursuant to
this Resolution] the words include such statements
as are required by the Act and shall in any
event so that Article 55.2 shall begin as specified
(c) by deleting from Article 60.1 the words
the same day in the next week at the same time
and place, or to such other day and substituting
therefore the words such day [being not less
than ten clear days after the original meeting]
so that Article 60.1 reads as specified; (d)
by inserting into Article 73.3 the words, subject
to the Act, and deleting the words , on a poll,
so that Article 73.3 as specified; (e) by deleting
Article 74 in its entirety and renumbering
Articles 75, 76 and 77 accordingly; (f) by
inserting into Article 76 [as renumbered pursuant
to paragraph (e) of this Resolution] the following
new Article 76.2 to 76.4; and (g) by inserting
a new Article 77 as specified
- 8 Approve the amendment to the trust deed and Mgmt For
rules of the HSBC Holding UK Share Incentive
Plan [UK SIP] [as specified] to extend the
termination date of the UK SIP from 29 MAY
2010 to 28 MAY 2020 and authorize the Directors
to do whatever may be necessary or expedient
to carry the amended UK SIP into effect including
making such changes as may be necessary or
expedient to secure the approval of HM Revenue
& Customs under Schedule 2 to the Income Tax
[Earning and pension] Act 2003; and to establish
for the benefit of non-United Kingdom resident
employees of the Company or of any of its direct
or indirect subsidiaries such further all-employee
share incentive plans as the Directors shall
from time to time consider appropriate, provided
that; i) any such further plans are based on
or similar to the UK SIP or any part or parts
thereof but with such variations as the Directors
may consider necessary or desirable, taking
into account local tax, exchange control and
securities laws in relevant overseas countries
or territories; and ii) where Ordinary Shares
of USD 0.50 each in the capital of the Company
[Ordinary Shares] made available under such
further plans are newly issued such Ordinary
Shares shall be counted against to overall
limit applicable to the Company's Employee
Share Plans, and so that for this purpose establishing
a plan also includes participating in any plan
established or operated by any direct or indirect
subsidiary or establishing or participating
in a sub-plan or adopting such other method
or approach as the Directors consider appropriate
to achieve the relevant objectives
- S.9 Approve, that the Company General Meetings [other Mgmt For

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

than AGMs] being called on a minimum of 14
clear days' notice

IBERDROLA SA, BILBAO

Agen

Security: E6165F166

Meeting Type

Ticker:

Meeting Date

ISIN: ES0144580Y14

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 662153 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.	Non-Voting	
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 27 MAR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
	PLEASE NOTE THAT AN INCENTIVE FEE OF EUR 0.005 PER SHARE. THANK YOU	Non-Voting	
1.	Approval of the individual annual financial statements of IBERDROLA, S.A. (balance sheet, profit and loss statement, statement of changes in shareholders' equity, statement of cash flows, and notes) and of the consolidated financial statements of IBERDROLA, S.A. and its subsidiaries (balance sheet, profit and loss statement, statement of changes in shareholders' equity, statement of cash flows, and notes) for the FY ended on 31 DEC 2009.	Mgmt	For
2.	Approval of the individual management report of IBERDROLA, S.A. and of the consolidated management report of IBERDROLA, S.A. and its subsidiaries for the FYE on 31 DEC 2009.	Mgmt	For
3.	Approval of the management and actions of the Board of Directors during the FYE 31 DEC 2009.	Mgmt	For
4.	Re-election of the Auditor of the Company and of its Consolidated Group for FY 2010.	Mgmt	For
5.	Approval of the proposal for the allocation of profits/losses and the distribution of dividends for the FYE on 31 DEC 2009.	Mgmt	For
6.	Approval, for the free-of-charge allocation of the ordinary shares issued to the shareholders of the Company, of an increase in share capital by means of a scrip issue at a maximum reference	Mgmt	For

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

market value of 1,866 million euros. The shareholders will be offered the acquisition of their free-of-charge allocation rights at a guaranteed price. Express provision for the possibility of an incomplete allocation. Application for admission of the resulting shares to listing on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Automated Quotation System (Sistema de Interconexion Bursatil). Delegation of powers to the Board of Directors, with the express power of substitution, including the power to implement the capital increase by means of a scrip issue on 1 or, at most, 2 occasions (provided always that the reference market value shall not exceed 1,048 million euros in the first installment of the implementation or 818 million euros in the second installment, if any) and the power to amend Article 5 of the By-Laws in each of the installments.

7.1.A	Appointment of Ms. Maria Helena Antolin Raybaud as Director, with the status of External Independent Director.	Mgmt	For
7.1.B	Appointment of Mr. Santiago Martinez Lage as Director, with the status of External Independent Director.	Mgmt	For
7.2.A	Re-election of Mr. Victor de Urrutia Vallejo as Director, with the status of External Independent Director.	Mgmt	For
7.2.B	Re-election of Mr. Ricardo Alvarez Isasi as Director, with the status of External Independent Director.	Mgmt	For
7.2.C	Re-election of Mr. Jose Ignacio Berroeta Echevarria as Director, with the status of External Independent Director.	Shr	For
7.2.D	Re-election of Mr. Juan Luis Arregui Ciarsolo as Director, with the status of External Independent Director.	Shr	For
7.2.E	Re-election of Mr. Jose Ignacio Sanchez Galan as Director, with the status of Executive Director.	Mgmt	For
7.2.F	Re-election of Mr. Julio de Miguel Aynat as Director, with the status of External Independent Director.	Mgmt	For
7.2.G	Re-election of Mr. Sebastian Battaner Arias as Director, with the status of External Independent Director.	Mgmt	For
7.3	Establishment of the number of Directors.	Mgmt	For
8.	Authorization to the Board of Directors, with the express power of delegation, for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, upon the terms provided by applicable law,	Mgmt	For

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

for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount.

- | | | | |
|-----|---|------|-----|
| 9. | Delegation to the Board of Directors, with the express power of substitution, for a term of 5 years, of the power to issue: a) bonds or simple debentures and other fixed-income securities of a like nature (other than notes), as well as preferred stock, up to a maximum amount of 20 billion euros, and b) notes up to a maximum amount at any given time, independently of the foregoing, of 6 billion euros; and authorization for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries, for which purpose the delegation approved by the shareholders at the General Shareholders' Meeting held on 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount. | Mgmt | For |
| 10. | Authorization to the Board of Directors, with the express power of delegation, to apply for the listing on and delisting from Spanish or foreign, official or unofficial, organized or other secondary markets of the shares, debentures, bonds, notes, preferred stock or any other securities issued or to be issued, and to adopt such resolutions as may be necessary to ensure the continued listing of the shares, debentures or other securities of the Company that may then be outstanding, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect. | Mgmt | For |
| 11. | Authorization to the Board of Directors, with the express power of delegation, to create and fund associations and foundations, pursuant to applicable legal provisions, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount. | Mgmt | For |
| 12. | Amendment of Articles 11 and 62 of the By-Laws. | Mgmt | For |
| 13. | Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made. | Mgmt | For |

PLEASE BE ADVISED THAT THE RECOMMENDATIONS FOR RESOLUTIONS 7.2.C AND 7.2.D ARE INCORRECTLY DISPLAYED. THESE ITEMS ARE MANAGEMENT PROPOSALS AND RECOMMENDATIONS ARE TO VOTE FOR THESE ITEMS.

Non-Voting

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

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109
 Ticker: ITW
 ISIN: US4523081093

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: DON H. DAVIS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID B. SMITH, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
1I	ELECTION OF DIRECTOR: PAMELA B. STROBEL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, REQUESTING REPORTS ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against

IMPERIAL TOB GROUP PLC

Agen

Security: G4721W102
 Ticker:
 ISIN: GB0004544929

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Approve the report and accounts	Mgmt	For
2.	Approve the Directors' remuneration report	Mgmt	For
3.	Declare a final dividend	Mgmt	For
4.	Re-elect Dr. K M Burnett	Mgmt	For
5.	Re-elect Mr. J D Comolli	Mgmt	For

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

6.	Re-elect Mr. R Dyrbus	Mgmt	For
7.	Re-elect Mr. C F Knott	Mgmt	For
8.	Re-elect Mr. I J G Napier	Mgmt	For
9.	Re-appoint PricewaterhouseCoopers LLP as the Auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company	Mgmt	For
10.	Approve the remuneration of the Auditors	Mgmt	For
11.	Approve the donations to political organizations	Mgmt	For
12.	Grant authority to allot securities	Mgmt	For
S.13	Approve to disapply preemption rights	Mgmt	For
S.14	Approve the purchase of own shares	Mgmt	For
S.15	Approve the notice period for general meetings	Mgmt	For
S.16	Approve the Memorandum and Articles of Association	Mgmt	For

INTEL CORPORATION

Agen

Security: 458140100
Ticker: INTC
ISIN: US4581401001

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Mgmt	For

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

FIRM FOR THE CURRENT YEAR

03 ADVISORY VOTE ON EXECUTIVE COMPENSATION Mgmt For

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101
 Ticker: IBM
 ISIN: US4592001014

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: C. BLACK	Mgmt	For
1C	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1D	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1E	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1F	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: A.N. LIVERIS	Mgmt	For
1H	ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: T. NISHIMURO	Mgmt	For
1J	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1K	ELECTION OF DIRECTOR: S.J. PALMISANO	Mgmt	For
1L	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1M	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1N	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ANNUAL INCENTIVE PAYOUT	Shr	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL ON NEW THRESHOLD FOR CALLING SPECIAL MEETINGS	Shr	For
06	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	Against

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

 INTESA SANPAOLO SPA, TORINO

Agen

Security: T55067101
 Ticker:
 ISIN: IT0000072618

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 30APR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
1.	Proposal for allocation of net income for FYE 31 DEC 2009 and for dividend distribution.	Mgmt	For
2.	Determination of the number of Supervisory Board Members for financial years 2010/2011/2012.	Mgmt	For
	PLEASE NOTE THAT ALTHOUGH THERE ARE FIVE CANDIDATE SLEDS TO BE ELECTED AS SUPERVISORS, THERE IS ONLY ONE VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO VOTE FOR ONLY ONE OF THE FIVE SUPORVISOR SLEDS. THANK YOU.	Non-Voting	
3.1	List presented by Compagnia Sanpaolo and Fondazione Cariplo 16 candidates current Chairman, 7 current members and 8 new candidates. To view the complete list of candidates please copy and paste the below link into you internet browser: https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58351.PDF	Mgmt	No vote
3.2	List presented by Fondazione Cassa di Risparmio Padova e Rovigo, Ente Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna 9 candidates 3 current members and 6 new candidates. To view the complete list of candidates please copy and paste the below link into you internet browser: https://materials.proxyvote.com/Approved/99999Z/19840101/	Shr	No vote
3.3	List presented by Assicurazioni Generali S.p.A. 2 candidates 1 current member and 1 new candidate. To view the complete list of candidates please copy and paste the below link into you internet browser: https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58353.PDF	Shr	No vote
3.4	List Presented by Aletti Gestielle S.G.R. S.p.A., Allianz Global Investors Italia SgrpA, Arca S.G.R. S.p.A., BNP Asset Management SGR S.p.A., Kairos Partners SGR S.p.A., Kairos International Sicav, Mediolanum Gestione Fondi SGRpA, Challenge Funds, Pioneer Investment Management SGRpA, Pioneer Asset Management SA, Prima SGR S.p.A., Stichting Depositary APG Developed Markets Equity Pool and UBIPramerica Sgr S.p.A. 2	Shr	For

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

candidates 1 current member and 1 new candidate.
 To view the complete list of candidates please
 copy and paste the below link into you internet
 browser: https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58354.PDF

3.5	List presented by Credit Agricole S.A.- 2 candidates - 2 new candidates. To view the complete list of candidates please copy and paste the below link into your internet browser: https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58355.PDF	Shr	No vote
4.	Election of the Chairmen and Deputy Chairman of the Supervisory Board for financial years 2010/2011/2012 [pursuant to Article 23.8 of the Articles of Association].	Mgmt	Against
5.	Determination of remuneration due to Supervisory Board Members [pursuant to Article 23.13 of the Articles of Association].	Mgmt	Against
6.	Policies on remuneration due to Management Board Members.	Mgmt	Against
7.	Share-based long term incentive plans.	Mgmt	Against

 JOHNSON & JOHNSON

Agent

Security: 478160104
 Ticker: JNJ
 ISIN: US4781601046

Meeting Type
 Meeting Date

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: SUSAN L. LINDQUIST	Mgmt	For
1E	ELECTION OF DIRECTOR: ANNE M. MULCAHY	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 FOR 2010	Mgmt	For

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

03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
04	SPECIAL SHAREOWNER MEETINGS	Shr	For

 JPMORGAN CHASE & CO.

Agen

Security: 46625H100
 Ticker: JPM
 ISIN: US46625H1005

Meeting Type
 Meeting Date

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	POLITICAL NON-PARTISANSHIP	Shr	Against
05	SPECIAL SHAREOWNER MEETINGS	Shr	For
06	COLLATERAL IN OVER THE COUNTER DERIVATIVES TRADING	Shr	For
07	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	INDEPENDENT CHAIRMAN	Shr	For
09	PAY DISPARITY	Shr	Against
10	SHARE RETENTION	Shr	For

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

KELLOGG COMPANY

Agen

Security: 487836108
 Ticker: K
 ISIN: US4878361082

Meeting Type
 Meeting Date

Prop. #	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BENJAMIN CARSON GORDON GUND DOROTHY JOHNSON A. MCLAUGHLIN KOROLOGOS	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010.	Mgmt	For
03	SHAREOWNER PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE.	Shr	For

LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109
 Ticker: LNC
 ISIN: US5341871094

Meeting Type
 Meeting Date

Prop. #	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR WILLIAM J. AVERY WILLIAM H. CUNNINGHAM WILLIAM PORTER PAYNE PATRICK S. PITTARD	Mgmt Mgmt Mgmt Mgmt	For For For For
2	TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
3	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE.	Mgmt	For
4	VOTE TO APPROVE AN ADVISORY PROPOSAL ON THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For

LOCKHEED MARTIN CORPORATION

Agen

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

Security: 539830109
 Ticker: LMT
 ISIN: US5398301094

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. BURRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES O. ELLIS JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES M. LOY	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: JOSEPH W. RALSTON	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES M. SCHNEIDER	Mgmt	For
1J	ELECTION OF DIRECTOR: ANNE STEVENS	Mgmt	For
1K	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL: REPORT ON SPACE-BASED WEAPONS PROGRAM	Shr	Against

LVMH MOET HENNESSY LOUIS VUITTON, PARIS

Agen

Security: F58485115
 Ticker:
 ISIN: FR0000121014

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	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	Non-Voting	

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

	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 ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
-	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2010/0310/201003101000501.pdf	Non-Voting	
0.1	Approve the Company accounts	Mgmt	For
0.2	Approve the consolidated accounts	Mgmt	For
0.3	Approve the regulated agreements specified in Article L. 225-38 of the Code du Commerce Commercial Code	Mgmt	Against
0.4	Approve the allocation of the result - setting of the dividend	Mgmt	For
0.5	Approve the renewal of the Director's mandate held by M. Bernard Arnault	Mgmt	Against
0.6	Approve the renewal of the Director's mandate held by Mme. Delphine Arnault	Mgmt	Against
0.7	Approve the renewal of the Director's mandate held by M. Nicholas Clive Worms	Mgmt	Against
0.8	Approve the renewal of the Director's mandate held by M. Patrick Houel	Mgmt	Against
0.9	Approve the renewal of the Director's mandate held by M. Felix G Rahatyn	Mgmt	Against
0.10	Approve the renewal of the Director's mandate held by M. Hubert Vedrine	Mgmt	For
0.11	Appointment of Mme. Helene Carrere d'Encausse as a Director	Mgmt	For
0.12	Approve the renewal of the Censor's mandate held by M. Kilian Hennessy	Mgmt	Against
0.13	Approve the renewal of the Auditor's mandate held by Deloitte & Associates	Mgmt	For
0.14	Appointment of Ernst & Young and Others as the Auditors	Mgmt	For
0.15	Approve the renewal of the Auditor's mandate held by M. Denis Grison	Mgmt	For
0.16	Appointment of Auditex as an Assistant Auditors	Mgmt	For
0.17	Grant authority to manipulate Company shares	Mgmt	For

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

E.18 Grant authority to reduce capital stock by canceling self-held shares Mgmt For

MCDONALD'S CORPORATION

Agen

Security: 580135101
Ticker: MCD
ISIN: US5801351017

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: ROGER W. STONE	Mgmt	For
1D	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2010.	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For
04	SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTE.	Shr	For
05	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.	Shr	Against
06	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.	Shr	Against

MERCK & CO., INC.

Agen

Security: 589331107
Ticker: MRK
ISIN: US5893311077

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG MERCK & CO., INC., SCHERING-PLOUGH CORPORATION, SP MERGER SUBSIDIARY ONE, INC. (FORMERLY BLUE, INC.) AND SP MERGER SUBSIDIARY TWO, INC. (FORMERLY PURPLE, INC.), AS IT MAY BE AMENDED.	Mgmt	For

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

MERCK & CO., INC.

Agen

Security: 58933Y105
 Ticker: MRK
 ISIN: US58933Y1055

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS R. CECH	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY	Mgmt	For
1I	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For
1J	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1K	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Mgmt	For
1M	ELECTION OF DIRECTOR: THOMAS E. SHENK	Mgmt	For
1N	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1O	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Mgmt	For
1P	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1Q	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	PROPOSAL TO ADOPT THE 2010 INCENTIVE STOCK PLAN.	Mgmt	For
04	PROPOSAL TO ADOPT THE 2010 NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN.	Mgmt	For

METLIFE, INC.

Agen

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

Security: 59156R108
 Ticker: MET
 ISIN: US59156R1086

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R. GLENN HUBBARD ALFRED F. KELLY, JR. JAMES M. KILTS DAVID SATCHER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2010	Mgmt	For
03	SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against

MICROSOFT CORPORATION

Agen

Security: 594918104
 Ticker: MSFT
 ISIN: US5949181045

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
02	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
03	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
05	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
06	ELECTION OF DIRECTOR: MARIA KLAWE	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR	Mgmt	For
11	TO APPROVE AMENDMENTS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION	Mgmt	For
12	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
13	SHAREHOLDER PROPOSAL - ADOPTION OF HEALTHCARE REFORM PRINCIPLES	Shr	Against

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

14 SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE Shr Against
 CONTRIBUTIONS

 MONSANTO COMPANY

Agen

Security: 61166W101
 Ticker: MON
 ISIN: US61166W1018

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRANK V. ATLEE III	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR H. HARPER	Mgmt	For
1D	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF PERFORMANCE GOALS UNDER THE MONSANTO COMPANY 2005 LONG-TERM INCENTIVE PLAN.	Mgmt	For

 NESTLE S A

Agen

Security: H57312649
 Ticker:
 ISIN: CH0038863350

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 603908 INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS	Non-Voting	

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

THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.

1.1	Approve the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2009	Mgmt	No vote
1.2	Approve the acceptance of the compensation report 2009	Mgmt	No vote
2.	Approve to release the Members of the Board of Directors and of the Management	Mgmt	No vote
3.	Approve the appropriation of profits resulting from the balance sheet of Nestle S.A Retained earnings as specified provided that the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 1.60 per share, representing a net amount of CHF 1.04 per share after payment of the Swiss withholding tax of 35% the last trading day with entitlement to receive the dividend is 16 APR 2010, the shares will be traded ex dividend as of 19 APR 2010, the net dividend will be payable as from 22 APR 2010	Mgmt	No vote
4.1.1	Re-elections of Mr. Peter Brabeck-Letmathe to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.2	Re-elections of Mr. Steven G. Hoch, to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.3	Re-elections of Mr. Andre Kudelski to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.4	Re-elections of Mr. Jean-Rene Fourtou to the Board of Directors for a term of 2 years	Mgmt	No vote
4.2.1	Elections of Mrs. Titia de Lange to the Board of Directors for a term of 3 years	Mgmt	No vote
4.2.2	Elections of Mr. Jean-Pierre Roth to the Board of Directors for a term of 3 years	Mgmt	No vote
4.3	Re-election of KPMG S.A., Geneva branch for a term of 1 year	Mgmt	No vote
5.	Approve the cancellation of 185,000.000 shares repurchased under the share buy-back programme, and reduction of share capital by CHF 18,500.000, and amend the Article 3 of the Articles of Association as specified	Mgmt	No vote
6.	Amend the New Article 4 of the Articles of Association as specified	Mgmt	No vote

NIKE, INC.

Agent

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

Security: 654106103
 Ticker: NKE
 ISIN: US6541061031

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JILL K. CONWAY ALAN B. GRAF, JR. JOHN C. LECHLEITER	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE AN AMENDMENT TO THE NIKE, INC. EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

NOKIA CORPORATION

Agen

Security: 654902204
 Ticker: NOK
 ISIN: US6549022043

Meeting Type
 Meeting Date

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 LALITA D. GUPTA DR. BENGT HOLMSTROM PROF. DR. H. KAGERMANN OLLI-PEKKA KALLASVUO PER KARLSSON ISABEL MAREY-SEMPER JORMA OLLILA DAME MARJORIE SCARDINO RISTO SIILASMAA KEIJO SUILA	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For

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

13	RESOLUTION ON THE REMUNERATION OF THE AUDITOR.	Mgmt	For
14	ELECTION OF AUDITOR.	Mgmt	For
15	RESOLUTION ON THE AMENDMENT OF THE ARTICLES OF ASSOCIATION.	Mgmt	For
16	RESOLUTION ON THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE THE COMPANY'S OWN SHARES.	Mgmt	For
17	RESOLUTION ON THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE ON THE ISSUANCE OF SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES.	Mgmt	For

NORTHERN TRUST CORPORATION

Agen

Security: 665859104
 Ticker: NTRS
 ISIN: US6658591044

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LINDA WALKER BYNOE NICHOLAS D. CHABRAJA SUSAN CROWN DIPAK C. JAIN ROBERT W. LANE ROBERT C. MCCORMACK EDWARD J. MOONEY JOHN W. ROWE DAVID H.B. SMITH, JR. WILLIAM D. SMITHBURG ENRIQUE J. SOSA CHARLES A. TRIBBETT III FREDERICK H. WADDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

NOVARTIS AG, BASEL

Agen

Security: H5820Q150
 Ticker:
 ISIN: CH0012005267

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

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

	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 610175, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	
	Blocking of registered shares is not a legal requirement in the Swiss market, specific policies at the individual sub-custodians may vary. Upon receipt of the voting instruction, it is possible that a marker may be placed on your shares to allow for reconciliation and re-registration following a trade. If you have concerns regarding your accounts, please contact your client service representative.	Non-Voting	
A.1	Approval of the annual report, the financial statements of Novartis AG and the group consolidated financial statements for the business year 2009	Mgmt	No vote
A.2	Discharge from liability of the Members of the Board of Directors and the Executive Committee	Mgmt	No vote
A.3	Appropriation of available earnings of Novartis AG as per balance sheet and declaration of dividend	Mgmt	No vote
A.4.1	Amendments to the Articles of Incorporation - Implementation of the Book Entry Securities Act	Mgmt	No vote
A.4.2	Amendments to the Articles of Incorporation - Introduction of a Consultative Vote on the Compensation System	Mgmt	No vote
A.5.A	Re-election of Marjorie M.T. Yang, for a 3 year term	Mgmt	No vote
A.5.B	Re-election of Daniel Vasella, M.D., for a 3 year term	Mgmt	No vote
A.5.C	Re-election of Hans-Joerg Rudloff, for a 1 year term	Mgmt	No vote
A.6	Election of PricewaterhouseCoopers as Auditor of Novartis AG for 1 year	Mgmt	No vote
B.	If shareholders at the Annual General Meeting propose additional and/or counterproposals, I/we instruct the Independent Proxy to vote according to the proposal of the Board of Directors	Mgmt	No vote

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

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105
 Ticker: OXY
 ISIN: US6745991058

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1C	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	Against
1F	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	Against
1G	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against
1H	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1I	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	Against
1J	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1K	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
1L	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1M	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	RE-APPROVAL OF PERFORMANCE GOALS UNDER INCENTIVE PLAN PURSUANT TO TAX DEDUCTION RULES.	Mgmt	For
04	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION PHILOSOPHY AND PRACTICE.	Mgmt	Against
05	ELIMINATION OF COMPENSATION OVER \$500,000 PER YEAR.	Shr	Against
06	POLICY TO SEPARATE CHAIRMAN AND CHIEF EXECUTIVE OFFICER ROLES.	Shr	For
07	PERCENTAGE OF STOCKHOLDER OWNERSHIP REQUIRED TO CALL SPECIAL MEETING OF STOCKHOLDERS.	Shr	For
08	REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.	Shr	Against
09	DIRECTOR ELECTION BY MAJORITY STOCKHOLDER VOTE.	Shr	Against
10	REPORT ON INCREASING INHERENT SECURITY OF CHEMICAL FACILITIES.	Shr	Against
11	POLICY ON ACCELERATED VESTING IN EVENT OF CHANGE	Shr	For

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

IN CONTROL.

ORACLE CORPORATION

Agen

Security: 68389X105
Ticker: ORCL
ISIN: US68389X1054

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY DONALD L. LUCAS CHARLES E. PHILLIPS, JR NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld For For For For For For Withheld For For For Withheld
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2010 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, 2010.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.	Shr	For

PACCAR INC

Agen

Security: 693718108
Ticker: PCAR
ISIN: US6937181088

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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

	ALISON J. CARNWATH	Mgmt	For
	ROBERT T. PARRY	Mgmt	For
	JOHN M. PIGOTT	Mgmt	For
	GREGORY M.E. SPIERKEL	Mgmt	For
02	STOCKHOLDER PROPOSAL REGARDING THE SUPERMAJORITY VOTE PROVISIONS	Shr	For
03	STOCKHOLDER PROPOSAL REGARDING A DIRECTOR VOTE THRESHOLD	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING COMPOSITION OF THE COMPENSATION COMMITTEE	Shr	Against

 PEABODY ENERGY CORPORATION

Agen

Security: 704549104
 Ticker: BTU
 ISIN: US7045491047

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR GREGORY H. BOYCE WILLIAM A. COLEY WILLIAM E. JAMES ROBERT B. KARN III M. FRANCES KEETH HENRY E. LENTZ ROBERT A. MALONE WILLIAM C. RUSNACK JOHN F. TURNER ALAN H. WASHKOWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 PEPSICO, INC.

Agen

Security: 713448108
 Ticker: PEP
 ISIN: US7134481081

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.L. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For

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

1D	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1E	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For
1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	For
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	Against
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	APPROVAL OF AMENDMENT TO PEPSICO, INC. 2007 LONG-TERM INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS REPORT (PROXY STATEMENT P. 67)	Shr	Against
05	SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDERS MEETING (PROXY STATEMENT P. 68)	Shr	For
06	SHAREHOLDER PROPOSAL - PUBLIC POLICY REPORT (PROXY STATEMENT P. 70)	Shr	Against

 PFIZER INC.

Agen

Security: 717081103
 Ticker: PFE
 ISIN: US7170811035

Meeting Type
 Meeting Date

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: FRANCES D. FERGUSON	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1H	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For

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

1I	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1J	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Mgmt	For
1K	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1M	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1N	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1O	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 2010.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	APPROVAL OF BY-LAW AMENDMENT TO REDUCE THE PERCENTAGE OF SHARES REQUIRED FOR SHAREHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
05	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shr	Against

 PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109
 Ticker: PM
 ISIN: US7181721090

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
1H	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1I	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT	Mgmt	For

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

AUDITORS

03	STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE	Shr	Against
04	STOCKHOLDER PROPOSAL 2 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS	Shr	Against

 PRUDENTIAL FINANCIAL, INC.

Agen

Security: 744320102
 Ticker: PRU
 ISIN: US7443201022

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Mgmt	For
1C	ELECTION OF DIRECTOR: GASTON CAPERTON	Mgmt	For
1D	ELECTION OF DIRECTOR: GILBERT F. CASELLAS	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1G	ELECTION OF DIRECTOR: MARK B. GRIER	Mgmt	For
1H	ELECTION OF DIRECTOR: JON F. HANSON	Mgmt	For
1I	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1J	ELECTION OF DIRECTOR: KARL J. KRAPEK	Mgmt	For
1K	ELECTION OF DIRECTOR: CHRISTINE A. POON	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STRANGFELD	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. UNRUH	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	ADVISORY VOTE ON COMPENSATION POLICIES.	Mgmt	For

 PRUDENTIAL PLC, LONDON

Agen

Security: G72899100
 Ticker:

Meeting Type
 Meeting Date

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

ISIN: GB0007099541

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the Directors report and the financial statements for the YE 31 DEC 2009 with the related Auditor's report	Mgmt	For
2.	Approve the Directors remuneration report for the YE 31 DEC 2009	Mgmt	For
3.	Re-elect Mr. M W O Garrett as a Director	Mgmt	For
4.	Re-elect Mrs. B A Macaskill as a Director	Mgmt	For
5.	Re-elect Mr. C P Manning as a Director	Mgmt	For
6.	Re-elect Mr. B L Stowe as a Director	Mgmt	For
7.	Election of Mr. N A Nicandrou as a Director	Mgmt	For
8.	Election of Mr. R A Devey as a Director	Mgmt	For
9.	Re-appoint KPMG Audit Plc as the Company's Auditor until the conclusion of the next general meeting at which the Company's accounts are laid	Mgmt	For
10.	Authorize the Directors to determine the amount of the Auditor's remuneration	Mgmt	For
11.	Approve to declare a final dividend of 13.56 pence per ordinary share of the Company for the YE 31 DEC 2009, which shall be payable on 27 MAY 2010 to shareholders who are on the register of members at the close of business on 09 APR 2010	Mgmt	For
12.	Authorize the Company and all Companies that are its subsidiaries at any time during the period for which the resolution is effective for the purposes of Section 366 and 367 of the Companies Act 2006 [2006 Act] to make donations to political organizations other than political parties and to incur political expenditure [as such terms are defined in Section 363 to 365 of the 2006 Act] up to a maximum aggregate sum of GBP 50,000 as follows: [Authority expires at the earlier of 30 JUN 2011 or the conclusion of the AGM to be held in 2011]; and the Company may enter into a contract or undertaking under this authority prior to its expiry, which contract or undertaking may be performed wholly or partly after such expiry, and may make donations to political organizations and incur political expenditure in pursuance of such contracts or undertakings as if the said authority had not expired	Mgmt	For
13.	Authorize the Directors, without prejudice to any other authority conferred on the Directors	Mgmt	For

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

by or pursuant to Article 14 of the Company's Articles of Association, by Article 14 of the Company's Articles of Association to allot generally and unconditionally relevant securities be renewed in respect of equity securities [as defined in Section 560[1] of the 2006 Act] for a period expiring; [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011]; and for that period and purpose the Section 551 amount in respect of the Company's equity securities shall be GBP 42,236,000; and renewal of authority to allot ordinary shares for rights issues

- | | | | |
|------|--|------|-----|
| 14. | Authorize the Directors, without prejudice to any other authority conferred on the Directors by or pursuant to Article 14 of the Company's Articles of Association, by Article 14 of the Company's Articles of Association to allot generally and unconditionally relevant securities be renewed in respect of equity securities [as defined in Section 560[1] of the 2006 Act] allotted 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 holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary for a period expiring; [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011]; and purpose the Section 551 amount shall be GBP 84,473,000 [after deducing from such limit any relevant securities allotted under resolution 13 above] and so that the Board may impose any limits or restrictions and may 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 | Mgmt | For |
| S.15 | Authorize the Directors, for disapplication of pre-emption rights, equity securities [as defined in Section 560[1] of the 2006 Act] for cash pursuant to the power conferred on the Directors by Article 15 of the Company's Articles of Association and/or to sell any ordinary shares held by the Company as treasury shares for cash as if Section 561 of that Act did not apply to such allotment provided that: the maximum aggregate nominal amount of equity securities that may be allotted or sold pursuant to the authority under Article 15[b] is GBP 6,336,000 and [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011] | Mgmt | For |
| S.16 | Authorize the Company, in accordance with Section 701 of the 2006 Act, to make one or more market purchases [within the meaning of Section 693[4] | Mgmt | For |

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

of the 2006 Act] of its ordinary shares of 5 pence each in the capital of the Company; such authority to be limited: to a maximum aggregate number of 253,440,000 ordinary shares; by the condition that the minimum price which may be paid for each ordinary shares is 5 pence and the maximum price which may be paid for an ordinary shares is the highest of: an amount equal to 105% of the average of the middle market quotations for an ordinary shares as derived from the daily official list of the London Stock Exchange for the 5 business days immediately preceding the day on which the share is contracted to be purchases; and the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out; in each case exclusive of expenses; [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011]; the Company may before such expiry make a contract or contracts to purchase ordinary shares under the authority hereby conferred which would or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the power conferred hereby had not expired; and all ordinary shares purchased pursuant to said authority shall be either; cancelled immediately upon completion of the purchase; or be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the 2006 Act

S.17	Approve that a general meeting other than an AGM may be called on not less than 14 clear days' notice	Mgmt	For
	Transact other such business	Non-Voting	
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE. 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.	Non-Voting	

 PRUDENTIAL PLC, LONDON

Agen

 Security: G72899100
 Ticker:
 ISIN: GB0007099541

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
S.1	Approve, subject to the scheme of arrangement	Mgmt	Against

dated 17 MAY 2010 proposed to be made between the Company and the scheme shareholders [as specified in the scheme], for the purpose of giving effect to the scheme in its original form or with or subject to any modification, addition or condition approved or imposed by the court; (i) the share capital of the Company be reduced by canceling all the scheme shares [as specified in the scheme] (ii) forthwith and contingently on such reduction of capital taking effect the reserve arising in the books of account of the Company as a result of the cancellation of the scheme shares be applied in paying up in full at par such number of new ordinary shares of 5 pence each as shall be equal to the number of scheme shares cancelled at Sub-paragraph (i) above, such new ordinary shares to be allotted and issued credited as fully paid to prudential group plc [New Prudential] and/or its nominees (iii) without prejudice and in addition to any other authority conferred on the Directors under Section 551 of the Companies Act 2006, including at the AGM of the Company and under Resolution 2; authorize the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 to give effect to this resolution and accordingly to effect the allotment of the new ordinary shares referred to in sub-paragraph (ii) above, provided that (a) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be the aggregate nominal amount of the new ordinary shares created pursuant to sub-paragraph (ii) above; [Authority expires on 07 JUN 2011] (iv) prior to the reduction of the capital referred to in sub-Paragraph (i) above taking effect authorize the Company to issue and allot two redeemable deferred shares to New Prudential and/or its nominees; amend the Articles of Association of the Company by the adoption and inclusion of the following new Article 198 as specified; approve the proposed reduction of capital of New Prudential at the General Meeting of New Prudential [as specified]

- | | | | |
|----|---|------|---------|
| 2. | <p>Authorize the Directors, subject to Resolution 1 being passed, without prejudice and in addition to any other authority conferred on the Directors under Section 551 of the Companies Act 2006, including at the AGM of the Company and under Resolution 1(A)(iii), pursuant to and in accordance with Section 551 of the Companies Act 2006 to allot ordinary shares of 5 pence each in the Company up to a nominal amount of GBP 14,523,140,060 in connection with the issue of ordinary shares of 5 pence each in the Company for the purposes of the rights issue [as specified in circular]; [Authority expires on 07 JUN 2011], the Company may make offers and enter into agreements during the relevant period which would or might require shares to be allotted after the authority ends and the Directors may allot shares under such</p> | Mgmt | Against |
|----|---|------|---------|

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

- offers or agreements as if the authority had not ended
- | | | | |
|----|---|------|---------|
| 3. | Approve, subject to the scheme referred to in Resolution 1 becoming effective, the New Prudential group performance shares plan, the New Prudential business unit performance plans and the M&G executive Long Term Incentive Plan 2010 adopted by New Prudential, the term of which are summarized in Paragraph 4 of Part IV of the circular as specified | Mgmt | Against |
| 4. | Approve, subject to the scheme referred to in Resolution 1 becoming effective, the New Prudential UK savings-related Shares Option Scheme, the New Prudential Irish SAYE scheme, the New Prudential International Employees SAYE scheme, the New Prudential International [Non-Employees] SAYE scheme, the New Prudential Shares Incentive Plan, the Prudential Europe Share Participation Plan, the New Prudential Share Option Plan and the Momentum Retention plan adopted by New Prudential, the terms of which are summarized in Paragraph 4 of Part IV of the circular as specified | Mgmt | Against |
| 5. | Authorize the Directors of New Prudential, subject to the scheme referred to in Resolution 1 becoming effective of to establish employee share schemes in addition to those mentioned in Resolutions 3 and 4 in this notice for the benefit of overseas employees of New Prudential and its subsidiaries provided that such additional schemes operate within the equity dilution limits applicable to the new share plans and [save to the extent necessary or desirable to take account of overseas tax, securities and exchange control laws] such additional schemes do not confer upon participants benefits which are greater than those which could be obtained from the new shares plans and that, once such additional schemes have been established, they may not be amended without the approval of the shareholders of New Prudential if such approval would be required to amend the corresponding provisions of the new share plans | Mgmt | Against |

 PRUDENTIAL PLC, LONDON

Agent

Security: G72899100

Meeting Type

Ticker:

Meeting Date

ISIN: GB0007099541

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE	Non-Voting	

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

OPTION FOR THIS MEETING TYPE. PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR ISSUERS AGENT.

- | | | | |
|----|--|------|---------|
| 1. | Approve the Scheme of Arrangement proposed to be made between the Company and the holders of Scheme shares | Mgmt | Against |
|----|--|------|---------|

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106
 Ticker: PEG
 ISIN: US7445731067

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: CONRAD K.HARPER	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM V. HICKEY	Mgmt	For
1D	ELECTION OF DIRECTOR: RALPH IZZO	Mgmt	For
1E	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID LILLEY	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS A. RENYI	Mgmt	For
1H	ELECTION OF DIRECTOR: HAK CHEOL SHIN	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2010.	Mgmt	For

QUALCOMM, INCORPORATED

Agen

Security: 747525103
 Ticker: QCOM
 ISIN: US7475251036

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER	Mgmt	For

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

	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
	BRENT SCOWCROFT	Mgmt	For
	MARC I. STERN	Mgmt	For
02	TO APPROVE AN AMENDMENT TO THE 2006 LONG-TERM INCENTIVE PLAN TO INCREASE THE SHARE RESERVE BY 13,000,000 SHARES.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 26, 2010.	Mgmt	For

RECKITT BENCKISER GROUP PLC, SLOUGH

Agen

Security: G74079107
 Ticker:
 ISIN: GB00B24CGK77

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Adopt the 2009 report and financial statements	Mgmt	For
2	Approve the Director's remuneration report	Mgmt	For
3	Declare the final dividend	Mgmt	For
4	Re-elect Adrian Bellamy as a Member of the Remuneration Committee	Mgmt	Abstain
5	Re-elect Peter Harf	Mgmt	Abstain
6	Re-elect Colin Day	Mgmt	For
7	Re-elect Kenneth Hydon as a Member of the Audit Committee	Mgmt	For
8	Re-elect Judith Sprieser as a Member of the Remuneration Committee	Mgmt	For
9	Re-elect Richard Cousins as a Member of the Remuneration Committee	Mgmt	For
10	Elect Warren Tucker as a Member of the Audit Committee	Mgmt	For
11	Re-appoint PricewaterhouseCoopers LLP as the Auditors	Mgmt	For

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

12	Authorize the Directors to determine the Auditor's remuneration	Mgmt	For
13	Approve to renew authority to allot shares	Mgmt	For
S.14	Approve to renew power to disapply pre-emption rights	Mgmt	For
S.15	Approve to renew authority to purchase own shares	Mgmt	For
S.16	Approve the calling of general meetings on 14 day's clear notice	Mgmt	For
S.17	Amend the Company's Articles of Association	Mgmt	For

 ROYAL DUTCH SHELL PLC

Agen

Security: G7690A118
 Ticker:
 ISIN: GB00B03MM408

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the Company's annual accounts for the FYE 31 DEC 2009, together with the Directors' report and the Auditors' report on those accounts	Mgmt	For
2.	Approve the remuneration report for the YE 31 DEC 2009, set out in the annual report and accounts 2009 and summarized in the annual review and Summary financial Statements 2009	Mgmt	For
3.	Appointment of Charles O. Holliday as a Director of the Company with effect from 01 SEP 2010	Mgmt	For
4.	Re-appointment of Josef Ackermann as a Director of the Company	Mgmt	For
5.	Re-appointment of Malcolm Brinded as a Director of the Company	Mgmt	For
6.	Re-appointment Simon Henry as a Director of the Company	Mgmt	For
7.	Re-appointment Lord Kerr of Kinlochard as a Director of the Company	Mgmt	For
8.	Re-appointment Wim Kok as a Director of the Company	Mgmt	For
9.	Re-appointment of Nick Land as a Director of the Company	Mgmt	For
10.	Re-appointment of Christine Morin-Postel as a Director of the Company	Mgmt	For

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

11.	Re-appointment of Jorma Ollila as a Director of the Company	Mgmt	For
12.	Re-appointment of Jeroen van der Veer as a Director of the Company	Mgmt	For
13.	Re-appointment of Peter Voser as a Director of the Company	Mgmt	For
14.	Re-appointment of Hans Wijers as a Director of the Company	Mgmt	For
15.	Re-appointment of PricewaterhouseCoopers LLP as the Auditors of the Company	Mgmt	For
16.	Authorize the Board to settle the remuneration of the Auditors for 2010	Mgmt	For
17.	Authorize the Board, in substitution for all subsisting authorities, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of EUR 145 million; [Authority expires at the earlier of the end of next year's AGM or the close of business on 18 AUG 2011]; but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended	Mgmt	For
S.18	Authorize the Board, that if Resolution 17 is passed, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited: (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the Board 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, 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) in the case of the authority granted under Resolution 17 and/or	Mgmt	For

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

in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of EUR 21 million; [Authority expires at the earlier of the end of next year's AGM or the close of business on 18 AUG 2011]; but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends, and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended

- | | | | |
|------|--|------|-----|
| S.19 | Authorize the Company, for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares of EUR 0.07 each ("Ordinary Shares"), such power to be limited: (A) to a maximum number of 624 million Ordinary Shares; (B) by the condition that the minimum price which may be paid for an Ordinary Share is EUR 0.07 and the maximum price which may be paid for an Ordinary Share is the higher of: (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses; [Authority expires at the earlier of the end of next year's AGM or the close of business on 18 AUG 2011]; but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended | Mgmt | For |
| 20. | Authorize the Directors, pursuant Article 129 of the Company's Articles of Association, to offer ordinary shareholders (excluding any shareholder holding shares as treasury shares) the right to choose to receive extra ordinary shares, credited as fully paid up, instead of some or all of any cash dividend or dividends which may be declared or paid at any time after the date of the passing of this resolution and prior to or on 18 MAY 2015 | Mgmt | For |
| 21. | Authorize 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), (and all companies that are subsidiaries of the Company at any time during the period for which this resolution | Mgmt | For |

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

has effect) to: (A) make political donations to political organisations 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 at the earlier of beginning with the date of the passing of this resolution and ending on 30 JUN 2011 or at the conclusion of the next AGM of the Company]; in this resolution, the terms "political donation", "political parties", "political organisation" and "political expenditure" have the meanings given to them by Sections 363 to 365 of the Companies Act 2006

- | | | | |
|------|--|------|---------|
| S.22 | Amend the Articles of Association of the Company by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and adopt the Articles of Association of the Company produced to the meeting and as specified, in substitution for, and to the exclusion of, the existing Articles of Association | Mgmt | For |
| S.23 | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve in order to address our concerns for the long term success of the Company arising from the risks associated with oil sands, we as shareholders of the Company direct that the Audit Committee or a Risk Committee of the Board commissions and reviews a report setting out the assumptions made by the Company in deciding to proceed with oil sands projects regarding future carbon prices, oil price volatility, demand for oil, anticipated regulation of greenhouse gas emissions and legal and reputational risks arising from local environmental damage and impairment of traditional livelihoods. The findings of the report and review should be reported to investors in the Business Review section of the Company's Annual Report presented to the AGM in 2011 | Shr | Against |

 ROYAL PHILIPS ELECTRONICS NV, EINDHOVEN

Agent

Security: N6817P109
 Ticker:
 ISIN: NL0000009538

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 654145 DUE TO RECEIPT OF ADDITIONAL RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING	Non-Voting	

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

WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.

PLEASE NOTE THAT BLOCKING CONDITIONS FOR VOTING AT THIS GENERAL MEETING ARE RELAXED AS THERE IS A REGISTRATION DEADLINE / RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU.

		Non-Voting	
1.	Speech President	Non-Voting	
2.A	Adopt the 2009 financial statements	Mgmt	For
2.B	Explanation of corporate governance structure	Non-Voting	
2.C	Explanation of policy on additions to reserves and dividends	Non-Voting	
2.D	Adopt a dividend of EUR 0.70 per common share in cash or shares, at the option of the shareholder, against the net income for 2009 and the retained earnings of the Company	Mgmt	For
2.E	Grant discharge to the Members of the Board of Management for their responsibilities	Mgmt	For
2.F	Grant discharge to the Members of the Supervisory Board for their responsibilities	Mgmt	For
3.A	Re-appointment of MR. G.H.A. Dutine as the Member of the Board of Management of the Company with effect from 01 APR 2010	Mgmt	For
3.B	Re-appointment of Mr. R.S. Provoost as the Member of the Board of Management of the Company with effect from 01 APR 2010	Mgmt	For
3.C	Re-appointment of Mr. A. Ragnetti as the Member of the Board of Management of the Company with effect from 01 APR 2010	Mgmt	For
3.D	Re-appointment of Mr. S.H. Rusckowski as the Member of the Board of Management of the Company with effect from 01 APR 2010	Mgmt	For
4.A	Authorize the Board of Management for a period of 18 months, per 25 MAR 2010, as the body which is authorized, with the approval of the Supervisory Board, to issue shares or grant rights to acquire shares within the limits laid down in the Articles of Association of the Company	Mgmt	For
4.B	Authorize the Board of Management for a period of 18 months, per 25 MAR 2010, as the body which is authorized, with the approval of the Supervisory Board, to restrict or exclude the pre-emption rights accruing to Shareholders	Mgmt	For
5.	Authorize the Board of Management for a period of 18 months, per 25 MAR 2010, within the limits of the law and the Articles of Association, to acquire, with the approval of the Supervisory	Mgmt	For

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

Board, for valuable consideration, on the stock exchange or otherwise, shares in the Company at a price between, on the one hand, an amount equal to the par value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on the Official Segment of Euronext Amsterdam; the market price being the average of the highest price on each of the 5 days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam

6. Any other business Non-Voting

RWE AG, ESSEN

Agen

Security: D6629K109
 Ticker:
 ISIN: DE0007037129

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD. THANK YOU.	Non-Voting	
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 01 APR 2010, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU	Non-Voting	
1.	Presentation of the financial statements and annual report for the 2009 financial year with the report of the Supervisory Board, the group financial statements and group annual report as well as the report by the Board of Managing Directors and the proposal for the appropriation of the distributable profit	Non-Voting	
2.	Resolution on the appropriation of the distributable profit of EUR 1,867,507,627.13 as follows: Payment of a dividend of EUR 3.50 per no-par share EUR 52,782.62 shall be carried forward Ex-dividend and payable date: 23 APR 2010	Mgmt	For
3.	Ratification of the acts of the Board of Managing Directors	Mgmt	For
4.	Ratification of the acts of the Supervisory Board	Mgmt	For
5.	Approval of the remuneration system for the Board of Managing Directors	Mgmt	For

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

- | | | | |
|-----|--|------|-----|
| 6. | Appointment of the Auditors for the 2010 FY:
PricewaterhouseCoopers AG, Essen | Mgmt | For |
| 7. | Appointment of the Auditors for the review of
the financial report for the first half of
the 2010 FY: PricewaterhouseCoopers AG, Essen | Mgmt | For |
| 8. | Elections to the Supervisory Board: Dr. Dieter
Zetsche, Frithjof Kuehn, Dr. Wolfgang Schuessel | Mgmt | For |
| 9. | Authorization to acquire own shares to acquire
own shares of up to 10 % of its share capital,
at a price not deviating more than 10 % from
the market price of the shares, on or before
21 OCT 2011 b) the Board of Managing Directors
shall be authorized to re-tire the shares,
to use the shares for mergers and acquisitions,
to dispose of the shares in a manner other
than through the stock exchange or by way of
a public offer to all shareholders at a price
not materially below the market price of the
shares, to use the shares for satisfying option
and/or conversion rights, and to offer the
shares to holders of conversion and/or option
rights within the scope of a public offer to
all shareholders | Mgmt | For |
| 10. | Amendments to the Articles of Association a)
Section 2 (1), in respect of the object of
the Company being adjusted to reflect the Company's
focus on its core business b) Section 10(8)2
deletion CAA] Section 18, in respect of the
shareholders meeting being convened at least
36 days prior to the meeting CBB] Section 15(3),
in respect of the Board of Managing Directors
being authorized to permit shareholders to
participate in a shareholders meeting by the
use of electronic means of communication Section
16(3), in respect of the Board of Managing
Directors being authorized to permit shareholders
to absentee vote at a shareholders meeting
Section 17(2)2, in respect of the shareholders
meeting being transmitted electronically CCC]
Section 16(3), in respect of proxy-voting instructions
being issued in written form unless stipulated
otherwise in the notice of shareholders meeting | Mgmt | For |
| 11. | Approval of the amendments to the existing control
and profit transfer agreement with the Company's
subsidiary RWE Supply + Trading GmbH | Mgmt | For |

COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN THE MATERIAL URL SECTION OF THE APPLICATION. IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES AT THE COMPANY'S MEETING.

Non-Voting

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

SANOFI-AVENTIS, PARIS

Agen

Security: F5548N101
 Ticker:
 ISIN: FR0000120578

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	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	
1	Approve the company's accounts for FY 2009	Mgmt	For
2	Approve the consolidated accounts for FY 2009	Mgmt	For
3	Approve the allocation of the result, setting of the dividend	Mgmt	For
4	Approve the special report by the Statutory Auditors on accounts prepared in accordance with Article L.225-40 of the Code de Commerce	Mgmt	Against
5	Ratify the co-opting Mr. Serge Weinberg as a Director	Mgmt	For
6	Approve the non-renewal of a Director's appointment/Nomination Mr. Jean-Marc Bruel/ Mrs. Catherine Brechignac as a Director	Mgmt	For
7	Approve the renewal of Director's appointment Mr. Robert Castaigne	Mgmt	For
8	Approve the renewal of a Director's appointment of Lord Douro	Mgmt	For
9	Approve the renewal of a Director's appointment of Mr. Christian Mulliez	Mgmt	For
10	Approve the renewal of a Director's appointment of Mr. Christopher Viehbacher	Mgmt	For

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

11	Authorize the Board of Directors to trade in the Company's shares	Mgmt	For
E.12	Amend the Article 11 of the Articles of Association	Mgmt	For
E.13	Grant powers to accomplish the necessary formalities	Mgmt	For

 SAP AG, WALLDORF/BADEN

Agen

Security: D66992104
 Ticker:
 ISIN: DE0007164600

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 700811 DUE TO RESOLUTIONS 8 AND 9 NOW BEING SPLIT RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
	ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.	Non-Voting	
	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 18 MAY 2010, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.	Non-Voting	
1.	Presentation of the financial statements and annual report for the 2009 FY with the report of the Supervisory Board, the Group financial statements, the Group annual report, and the reports pursuant to Sections 289(4), 289(5) and 315(4) of the German Commercial Code	Non-Voting	
2.	Resolution on the appropriation of the distributable profit of EUR 4,304,693,525.47 as follows: Payment of a dividend of EUR 0.50 per no-par	Mgmt	For

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

share EUR 3,709,817,665.47 shall be carried forward Ex-dividend and payable date: 09 JUN 2010

3.	Ratification of the acts of the Board of Managing Directors	Mgmt	For
4.	Ratification of the acts of the Supervisory Board	Mgmt	For
5.	Approval of the new compensation system for the Board of Managing Directors, to be found on the Company's web site	Mgmt	For
6.	Appointment of the Auditors for the 2010 FY: KPMG AG, Berlin	Mgmt	For
7.	Amendments to the Articles of Association: a) Section 4(1), in respect of the Company's share capital being EUR 1,226,039,608 and divided into 1,226,039,608 no-par shares, b) Section 4(6)1, in respect of the share capital being increased by up to EUR 35,456,908 through the issue of up to 35,456,908 bearer no-par shares (contingent capital IIIa), c) Section 4(10)1, in respect of the share capital being increased by up to EUR 72,119,440 through the issue of up to 72,119,440 bearer no-par shares (contingent capital VI)	Mgmt	For
8.A	Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 17 (3) of the Articles of Incorporation	Mgmt	For
8.B	Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 18 (2) of the Articles of Incorporation	Mgmt	For
8.C	Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Supplement to Section 18 of the Articles of Incorporation to allow online participation	Mgmt	For
8.D	Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Supplement to Section 18 of the Articles of Incorporation to allow postal voting	Mgmt	For
8.E	Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 19 (2) of the Articles of Incorporation	Mgmt	For

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

8.F	Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 20 (4) of the Articles of Incorporation	Mgmt	For
9.A	Renewal of authorized capital facilities: Deletion of paragraphs (5) and (7) of Section 4 of the current version of the Articles of Incorporation (Authorized Capital I and II)	Mgmt	For
9.B	Renewal of authorized capital facilities: Cancellation of the existing Authorized Capital Ia and the creation of new Authorized Capital I and on the corresponding amendment to Section 4 of the Articles of Incorporation	Mgmt	For
9.C	Renewal of authorized capital facilities: Cancellation of the existing Authorized Capital IIa and on the creation of new Authorized Capital II and on the corresponding amendment to Section 4 of the Articles of Incorporation	Mgmt	For
10.	Resolution on the creation of an authorized capital III and the corresponding amendment to the Articles of Association, the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to increase the share capital by up to EUR 30,000,000 through the issue of new bearer no-par shares to employees of the Company and its affiliates against contributions in cash and/or kind, on or before 07 JUN 2015, shareholders subscription rights shall be excluded	Mgmt	For
11.	Authorization to acquire own shares, the Company shall be authorized to acquire own shares of up to EUR 120,000,000, at a price neither more than 10% above, nor more than 20% below, the market price of the shares, on or before 30 JUN 2013, the Board of Managing Directors shall be authorized to sell the shares on the stock exchange and to offer them to the shareholders for subscription, to dispose of the shares in another manner if they are sold at a price not materially below their market price, to offer the shares to third parties for acquisition purposes, to retire the shares, to use the shares within the scope of the Company's stock option and incentive plans, or for satisfying conversion and option rights, and to offer the shares to employees of the Company and its affiliates	Mgmt	For
12.	Resolution on the remuneration for the Supervisory and the corresponding amendment to the Articles of Association as of the 2010 FY, the chairman of the Supervisory Board shall receive a fixed annual remuneration of EUR 100,000, the deputy chairman EUR 70,000, and every other Board member EUR 50,000, members of the Audit Committee shall receive, in addition, a fixed annual remuneration of EUR 15,000 (the chairman EUR	Mgmt	For

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

25,000) and members of another committee EUR 10,000 (the committee chairmen EUR 20,000), furthermore, the chairman of the Supervisory Board shall receive a variable remuneration of EUR 10,000, the deputy chairman EUR 8,000 and the every other Board member EUR 6,000 for every EUR 0.01 of the dividend per share in excess of EUR 0.40, however, the total annual remuneration may not exceed EUR 250,000 for the chairman of the Supervisory Board, EUR 200,000 for the deputy chairman, and EUR 150,000 for every other Supervisory Board member

 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108
 Ticker: SLB
 ISIN: AN8068571086

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR P. CAMUS J.S. GORELICK A. GOULD T. ISAAC N. KUDRYAVTSEV A. LAJOUS M.E. MARKS L.R. REIF T.I. SANDVOLD H. SEYDOUX P. CURRIE K.V. KAMATH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	PROPOSAL TO ADOPT AND APPROVE FINANCIALS AND DIVIDENDS.	Mgmt	For
03	PROPOSAL TO APPROVE THE ADOPTION OF THE SCHLUMBERGER 2010 STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE ADOPTION OF AN AMENDMENT TO THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE PLAN.	Mgmt	For
05	PROPOSAL TO APPROVE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

 SIEMENS A G

Agen

Security: D69671218
 Ticker:

Meeting Type
 Meeting Date

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

ISIN: DE0007236101

Prop.#	Proposal	Proposal Type	Proposal Vote
	AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU	Non-Voting	
	PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	
1.	Presentation of the report of the Supervisory Board, the Corporate Governance report, the compensation report as well as the compliance report for the 2008/2009 FY	Non-Voting	
2.	Presentation of the financial statements and annual report for the 2008/2009 FY with the Group financial statements, the Group annual report, and the reports pursuant to Sections 289[4] and 315[4] of the German Commercial Code	Non-Voting	
3.	Resolution on the appropriation of the distribution profit of EUR 1,462,725,473.60 as follows: payment of a dividend of EUR 1.60 per no-par share; EUR 75,124,747.20 shall be carried forward; ex-dividend and payable date: 27 JAN 2010	Mgmt	For
4.A	Ratification of the acts of the Board of Managing Directors: Peter Loescher	Mgmt	For
4.B	Ratification of the acts of the Board of Managing Directors: Wolfgang Dehen	Mgmt	For
4.C	Ratification of the acts of the Board of Managing Directors: Heinrich Hiesinger	Mgmt	For
4.D	Ratification of the acts of the Board of Managing Directors: Joe Kaeser	Mgmt	For
4.E	Ratification of the acts of the Board of Managing Directors: Barbara Kux [seit 17.11.2008]	Mgmt	For
4.F	Ratification of the acts of the Board of Managing Directors: Jim Reid-Anderson [bis 30.11.2008]	Mgmt	For
4.G	Ratification of the acts of the Board of Managing Directors: Hermann Requardt	Mgmt	For
4.H	Ratification of the acts of the Board of Managing	Mgmt	For

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

Directors: Siegfried Russwurm

4.I	Ratification of the acts of the Board of Managing Directors: Peter Y. Solmssen	Mgmt	For
5.A	Ratification of the acts of the Supervisory Board: Gerhard Cromme	Mgmt	For
5.B	Ratification of the acts of the Supervisory Board: Berthold Huber	Mgmt	For
5.C	Ratification of the acts of the Supervisory Board: Ralf Heckmann [bis 27.1.2009]	Mgmt	For
5.D	Ratification of the acts of the Supervisory Board: Josef Ackermann	Mgmt	For
5.E	Ratification of the acts of the Supervisory Board: Lothar Adler	Mgmt	For
5.F	Ratification of the acts of the Supervisory Board: Jean-Louis Beffa	Mgmt	For
5.G	Ratification of the acts of the Supervisory Board: Gerd von Brandenstein	Mgmt	For
5.H	Ratification of the acts of the Supervisory Board: Michael Diekmann	Mgmt	For
5.I	Ratification of the acts of the Supervisory Board: Hans Michael Gaul	Mgmt	For
5.J	Ratification of the acts of the Supervisory Board: Peter Gruss	Mgmt	For
5.K	Ratification of the acts of the Supervisory Board: Bettina Haller	Mgmt	For
5.L	Ratification of the acts of the Supervisory Board: Hans-Juergen Hartung [seit 27.1.2009]	Mgmt	For
5.M	Ratification of the acts of the Supervisory Board: Heinz Hawreliuk [bis 31.3.2009]	Mgmt	For
5.N	Ratification of the acts of the Supervisory Board: Harald Kern	Mgmt	For
5.O	Ratification of the acts of the Supervisory Board: Nicola Leibinger-Kammuelner	Mgmt	For
5.P	Ratification of the acts of the Supervisory Board: Werner Moenius	Mgmt	For
5.R	Ratification of the acts of the Supervisory Board: Hakan Samuelsson	Mgmt	For
5.S	Ratification of the acts of the Supervisory Board: Dieter Scheitor	Mgmt	For
5.T	Ratification of the acts of the Supervisory Board: Rainer Sieg	Mgmt	For

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

5.U	Ratification of the acts of the Supervisory Board: Birgit Steinborn	Mgmt	For
5.V	Ratification of the acts of the Supervisory Board: Lord Iain Vallance of Tummel	Mgmt	For
5.W	Ratification of the acts of the Supervisory Board: Sibylle Wankel [seit 1. 4. 2009]	Mgmt	For
6.	Approval of the remuneration system for the Members of the Board of Managing Directors	Mgmt	For
7.	Appointment of Auditors for the 2009/2010 FY: Ernst & Young A G, Stuttgart	Mgmt	For
8.	Authorization to acquire own shares: the Company shall be authorized to acquire own shares of up to 10% of its share capital, at prices neither more than 10% above, nor more than 20% below, the market price of the shares, from 01 MAR 2010 to 25 JUL 2011, the Board of Managing Directors shall be authorized to retire the shares, to use the shares within the scope of the Company's Stock Option Plans, to issue the shares to Employees and Executives of the Company and its affiliates, to use the shares for mergers and acquisitions, to sell the shares at a price not materially below their market price, and to use the shares for satisfying conversion or option rights	Mgmt	For
9.	Authorization to use derivatives for the acquisition of own shares supplementary to item 8, the Company shall be authorized to use call and put options for the purpose of acquiring own shares	Mgmt	For
10.	Resolution on the authorization to issue convertible or warrant bonds, the creation of new contingent capital, and the corresponding amendments to the Articles of Association: the Board of Managing Directors shall be authorized to issue bonds of up to EUR 15,000,000,000, conferring convertible or option rights for shares of the Company, on or before 25 JAN 2015, shareholders shall be granted subscription rights, except for the issue of bonds conferring convertible and/or option rights for shares of the Company of up to 10% of the share capital at a price not materially below their theoretical market value, for residual amounts, for the granting of subscription rights to holders of previously issued convertible or option rights, and for the issue of bonds against payment in kind, especially in connection with mergers and acquisitions, the Company's share capital shall be increased accordingly by up to EUR 600,000,000 through the issue of up to 200,000,000 new registered no-par shares, insofar as convertible or option rights are exercised, the authorization given by the shareholders' meeting of 27 JAN 2009, to issue convertible or warrant bonds and the corresponding	Mgmt	For

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

authorization to create a contingent capital
2009 shall be revoked

- | | | | |
|------|--|------|-----|
| 11. | Amendments to the Articles of Association: a) Section 18[3], in respect of shareholders whose combined shares amount to at least one twentieth of the share capital being entitled to request in writing the convening of a shareholders' meeting stating the purpose and the reasons for the meeting; b) Section 19[5], in respect of the Board of Managing Directors being authorized to allow shareholders to participate in a shareholders' meeting by way of electronic means of communication; c) Section 19[6], in respect of the Board of Managing Directors being authorized to provide for the shareholders to exercise their right to vote, without participating at the meeting, in writing or by way of electronic means of communication; d) Section 21[6] - deletion Section 19[7], in respect of the chairman of the shareholders' meeting being authorized to permit the audiovisual transmission of the shareholders' meeting; e) Section 19[3]3, in respect of the Company also being authorized to announce shorter periods measured in days in the notice of shareholders' meeting; f) Section 20, in respect of proxy-voting instructions being issued/withdrawn in writing; g) Section 21, in respect of the chairman of the shareholders' meeting determining the order of agenda items and the sequence of voting; h) Section 24[3], in respect of the documents being made available electronically on the Company's website instead of physically | Mgmt | For |
| 12.A | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Karl-Hermann Baumann in which the latter agrees to pay a compensation of EUR 1,000,000 to the Company shall be approved | Mgmt | For |
| 12.B | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Johannes Feldmayer in which the latter agrees to pay a compensation of approximately EUR 3,000,000 to the Company shall be approved | Mgmt | For |
| 12.C | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Klaus Kleinfeld in which the latter agrees to pay a compensation of EUR 2,000,000 to the Company shall be approved | Mgmt | For |
| 12.D | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Dr. Edward G. Krubasik in which the latter agrees to pay a compensation of EUR 500,000 to the Company shall be approved | Mgmt | For |
| 12.E | Approval of the settlement agreements with former Board members: the settlement agreement between | Mgmt | For |

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

- the Company and Rudi Lamprecht in which the latter agrees to pay a compensation of EUR 500,000 to the Company shall be approved
- | | | | |
|------|--|------|---------|
| 12.F | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Dr. Heinrich V. Pierer in which the latter agrees to pay a compensation of EUR 5,000,000 to the Company shall be approved | Mgmt | For |
| 12.G | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Juergen Radomski in which the latter agrees to pay a compensation of EUR 3,000,0 00 to the Company shall be approved | Mgmt | For |
| 12.H | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Uriel Sharef in which the latter agrees to pay a compensation of EUR 4,000,000 to the Company shall be approved | Mgmt | For |
| 12.I | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Dr. Klaus Wucherer in which the latter agrees to pay a compensation of EUR 500, 000 to the Company shall be approved | Mgmt | For |
| 13. | Approval of the settlement agreement with D&O insurance carriers the settlement agreement between the Company and the D&O insurance carriers Allianz global Corporate & Speciality AG, Zurich Versicherung AG [Deutschland], Ace European Group Limited, Liberty Mutual Insurance Europe Limited, and Swiss Re International Se, in which the insurance carriers agree to pay up to EUR 100,000,000 to the Company for the settlement of claims of the Company in connection with the acts of corruption shall be approved | Mgmt | For |
| 14. | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Adjustment of the remuneration for the Supervisory Board and the corresponding amendment to the Articles of Association; each member of the Supervisory Board shall receive a fixed annual remuneration of EUR 50,000, the chairman of the Supervisory Board shall receive 4 times, and every deputy chairman, twice this amount, in addition, every member of the audit committee and the chairman committee shall receive one-half of the abovementioned amount [the committee chairmen shall receive the full amount], furthermore, each member of the compliance committee and the finance and investment committee shall receive an additional remuneration of one-fourth of the abovementioned amount [the committee chairmen shall receive one-half of the amount], the members of the Supervisory Board shall also receive an attendance fee of EUR 1,000 per Supervisory Board meeting or committee meeting, the fixed annual remuneration shall be adjusted annually on the basis of | Shr | Against |

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

the average development of wages and salaries within the Company, furthermore, the Company shall take out D&O insurance policies for the members of the Supervisory Board, the premium for this insurance policy shall be paid by the Company, the policy shall provide for a deductible of 10% of damages up to a maximum of one-and-a-half times the fixed annual remuneration for the Supervisory Board, the Board of Managing Directors and the Supervisory Board recommend to reject this motion

- | | | | |
|-----|--|-----|---------|
| 15. | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Amendment to Section 2 of the Articles of Association, as follows: when making decisions, the Company shall take the interests of all stakeholders into consideration: Shareholders, Employees, Customers, and Suppliers, the Company shall be fully aware of its social responsibility and commit itself to a sustainable corporate policy, the interests of shareholders and employees shall be treated equally, the Board of Managing Directors and the Supervisory Board recommend to reject this motion | Shr | Against |
|-----|--|-----|---------|

 STAPLES, INC.

Agent

Security: 855030102
 Ticker: SPLS
 ISIN: US8550301027

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	For
1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	For
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	For
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1I	ELECTION OF DIRECTOR: ELIZABETH A. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	For
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	For

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

02	TO APPROVE THE LONG TERM CASH INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 77,430,000 TO 97,430,000 AND AMENDING THE MATERIAL TERMS OF THE PERFORMANCE GOALS OF THE PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
05	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE ABILITY OF SHAREHOLDERS TO ACT BY MAJORITY WRITTEN CONSENT.	Shr	For
06	TO ACT ON A SHAREHOLDER PROPOSAL PROVIDING SHAREHOLDERS OWNING 10% OF OUTSTANDING SHARES WITH THE ABILITY TO CALL SPECIAL MEETINGS.	Shr	For

STATE STREET CORPORATION

Agent

Security: 857477103
Ticker: STT
ISIN: US8574771031

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: K. BURNES	Mgmt	For
1B	ELECTION OF DIRECTOR: P. COYM	Mgmt	For
1C	ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN	Mgmt	For
1D	ELECTION OF DIRECTOR: A. FAWCETT	Mgmt	For
1E	ELECTION OF DIRECTOR: D. GRUBER	Mgmt	For
1F	ELECTION OF DIRECTOR: L. HILL	Mgmt	For
1G	ELECTION OF DIRECTOR: J. HOOLEY	Mgmt	For
1H	ELECTION OF DIRECTOR: R. KAPLAN	Mgmt	For
1I	ELECTION OF DIRECTOR: C. LAMANTIA	Mgmt	For
1J	ELECTION OF DIRECTOR: R. LOGUE	Mgmt	For
1K	ELECTION OF DIRECTOR: R. SERGEL	Mgmt	For
1L	ELECTION OF DIRECTOR: R. SKATES	Mgmt	For
1M	ELECTION OF DIRECTOR: G. SUMME	Mgmt	For

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

1N	ELECTION OF DIRECTOR: R. WEISSMAN	Mgmt	For
02	TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.	Mgmt	For
03	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
04	TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLES OF CHAIRMAN AND CEO.	Shr	Against
05	TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO A REVIEW OF PAY DISPARITY.	Shr	Against

 STATOIL ASA

Agent

Security: R4446E112
 Ticker:
 ISIN: NO0010096985

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
1	Opening of the AGM by the Chair of the corporate assembly	Non-Voting	
2	Election of a Chair of the meeting	Mgmt	For
3	Approve the notice and the agenda	Mgmt	For
4	Approve the registration of attending shareholders and the proxies	Mgmt	Abstain
5	Election of two persons to co-sign the minutes together with the chair of the meeting	Mgmt	For

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

6	Approve the annual report and the accounts for Statoil Asa and the Statoil Group for 2009 including the Board of Directors proposal for distribution of dividend	Mgmt	For
7	Approve the declaration on stipulation of salary and other remuneration for Executive Management	Mgmt	Against
8	Approve the determination of remuneration for the Company's Auditor	Mgmt	For
9.1	Election of Olaug Svarva as a Member of the Corporate Assembly	Mgmt	For
9.2	Election of Idar Kreutzer as a Member of the Corporate Assembly	Mgmt	For
9.3	Election of Karin Aslaksen as a Member of the Corporate Assembly	Mgmt	For
9.4	Election of Greger Mannsverk as a Member of the Corporate Assembly	Mgmt	For
9.5	Election of Steinar Olsen as a Member of the Corporate Assembly	Mgmt	For
9.6	Election of Ingvald Stroemmen as a Member of the Corporate Assembly	Mgmt	For
9.7	Election of Rune Bjerke as a Member of the Corporate Assembly	Mgmt	For
9.8	Election of Tore Ulstein as a Member of the Corporate Assembly	Mgmt	For
9.9	Election of Live Haukvik Aker as a Member of the Corporate Assembly	Mgmt	For
9.10	Election of Siri Kalvig as a Member of the Corporate Assembly	Mgmt	For
9.11	Election of Thor Oscar Bolstad as a Member of the Corporate Assembly	Mgmt	For
9.12	Election of Barbro Haetta-Jacobsen as a Member of the Corporate Assembly	Mgmt	For
10	Approve the determination of remuneration for the Corporate Assembly	Mgmt	For
11.1	Election of Olaug Svarva as a Member of the Nomination Committee until the AGM in 2012	Mgmt	For
11.2	Election of Bjoern Staale Haavik as a Member of the Nomination Committee until the AGM in 2012	Mgmt	For
11.3	Election of Tom Rathke as a Member of the Nomination Committee until the AGM in 2012	Mgmt	For
11.4	Election of Live Haukvik Aker as a Member of the Nomination Committee until the AGM in	Mgmt	For

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

2012

12	Approve the determination of remuneration for the Nomination Committee	Mgmt	For
13	Grant authority to acquire Statoil shares in the market in order to continue implementation of the Share Saving Plan for employees	Mgmt	Against
14	Grant authority to acquire Statoil shares in the market for annulment	Mgmt	For
15	Approve the changes to Articles of Association: 1) Articles of Association Section 4; 2) Articles of Association Section 5; 3) Articles of Association Section 7; 4) Articles of Association Section 9; 5) Articles of Association Section 11	Mgmt	For
16	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: approve the proposal from a Shareholder	Shr	Against

TARGET CORPORATION

Security: 87612E106
 Ticker: TGT
 ISIN: US87612E1064

Agent
 Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1B	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1C	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1D	ELECTION OF DIRECTOR: GREGG W. STEINHAFEL	Mgmt	For
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION RELATING TO BOARD, SEE PROXY STATEMENT FOR FURTHER DETAILS.	Mgmt	For
04	COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTE REQUIREMENT FOR CERTAIN BUSINESS COMBINATIONS	Mgmt	For
05	COMPANY PROPOSAL TO AMEND AND RESTATE THE RESTATED ARTICLES TO REFLECT THE CHANGES PROPOSED AS ITEMS 3 AND 4, IF APPROVED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Mgmt	For
06	SHAREHOLDER PROPOSAL REGARDING ANNUAL ADVISORY	Shr	For

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

VOTE ON EXECUTIVE COMPENSATION

 TELEFON AB L.M.ERICSSON

Agen

Security: W26049119
 Ticker:
 ISIN: SE0000108656

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
-	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
-	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU	Non-Voting	
1	Election of Michael Treschow as a Chairman of the meeting	Mgmt	For
2	Preparation and approval of the voting list	Non-Voting	
3	Approval of the agenda of the Meeting	Non-Voting	
4	Determination whether the Meeting has been properly convened	Non-Voting	
5	Election of 2 persons approving the minutes	Non-Voting	
6	Presentation of the annual report, the Auditors' report, the consolidated accounts, the Auditors' report on the consolidated accounts and the Auditors' presentation of the audit work during 2009	Non-Voting	
7	The President's speech and questions by the shareholders to the Board of Directors and the management	Non-Voting	
8.1	Adopt the profit and loss statement and the balance sheet, the consolidated profit and loss statement and the consolidated balance	Mgmt	For

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

	sheet		
8.2	Grant discharge of liability for the Members of the Board of Directors and the President	Mgmt	For
8.3	Approve a dividend of SEK 2.00 per share and Friday, 16 APR 2010, as record date for dividend, assuming this date will be the record day, Euroclear Sweden AB (formerly VPC AB) is expected to disburse dividends on Wednesday, 21 APR 2010	Mgmt	For
9.1	Approve the number of Board Members to be elected by the Meeting be 12 and no Deputy Directors be elected	Mgmt	For
9.2	Approve the fees to the non-employed Board Members and to the non-employed Members of the Committees to the Board of Directors elected by the Meeting remain unchanged and be paid as: SEK 3,750,000 to the Chairman of the Board of Directors; SEK 750,000 each to the other Board Members; SEK 350,000 to the Chairman of the Audit Committee; SEK 250,000 each to other Members of the Audit Committee; and SEK 125,000 each to the Chairmen and other Members of the Finance and Remuneration Committee, as specified	Mgmt	For
9.3	Re-elect Michael Treschow as the Chairman of the Board of Directors; and re-election of Messrs. Roxanne S. Austin, Sir Peter L. Bonfield, Borje Ekholm, Ulf J. Johansson, Sverker Martin-Lof, Nancy McKinstry, Anders Nyren, Carl-Henric Svanberg and Marcus Wallenberg and election of Hans Vestberg and Michelangelo Volpi as the new Members of the Board of Directors	Mgmt	For
9.4	Approve the procedure on appointment of the Nomination Committee, in substance as: the Company shall have a Nomination Committee of no less than 5 Members, 1 Member shall be the Chairman of the Board of Directors as specified	Mgmt	For
9.5	Approve that no remuneration be paid to the Nomination Committee Members, however, the Company shall bear the expenses related to the work of the Nomination Committee	Mgmt	For
9.6	Approve to pay, like previous years, the Auditor fees against approved account	Mgmt	For
10	Approve the guidelines for remuneration and other employment terms for the senior management for the period up to the 2011 AGM, compared to the guidelines resolved by the 2009 AGM, these guidelines have been restructured and rephrased to better demonstrate the basic principles for remuneration within the Ericsson Group as specified	Mgmt	For
11.1	Approve the implementation of the Stock Purchase	Mgmt	For

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

	Plan as specified		
11.2	Approve the transfer of Treasury Stock as specified	Mgmt	For
11.3	Approve, in the event that the required majority is not reached under resolution 11.2, the financial exposure of the Stock Purchase Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Stock Purchase Plan	Mgmt	Against
11.4	Approve the implementation of the Key Contributor Retention Plan as specified	Mgmt	For
11.5	Approve the: a transfer of treasury stock to employees transfer of no more than 6,500,000 shares of series B in the Company to employees on the same terms and conditions as in resolution 11.2 and in accordance with resolution 11.4; b transfer of treasury stock on an exchange Transfer of no more than 1,300,000 shares of series B in the Company on an exchange on the same terms and conditions as in resolution 11.2	Mgmt	For
11.6	Approve, in the event that the required majority is not reached under resolution 11.5, the financial exposure of the Key Contributor Retention Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Key Contributor Retention Plan	Mgmt	Against
11.7	Approve the implementation of the Executive Performance Stock Plan as specified	Mgmt	For
11.8	Approve the of no more than 3,500,000 shares of series B in the Company to employees on the same terms and conditions as those in resolution 11.2 and in accordance with resolution 11.7; and transfer of no more than 900,000 shares of series B in the Company on an exchange on the same terms and conditions as those in resolution 11.2	Mgmt	For
11.9	Approve, in the event that the required majority is not reached under item 11.8 above, the financial exposure of the Executive Performance Stock Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Executive Performance Stock Plan	Mgmt	Against
12	Approve to transfer of treasury stock in relation	Mgmt	For

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

to the resolutions on the Long Term Incentive Plan 2006 and the Long Term Variable Compensation Programs 2007, 2008 and 2009 as specified

13	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: authorize the Board of Directors to review how shares are to be given equal voting rights and to present a proposal to that effect at the next AGM of Shareholders	Shr	For
14	Close of the Meeting	Non-Voting	

 TESCO PLC, CHESHUNT

Agem

Security: G87621101
 Ticker:
 ISIN: GB0008847096

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 581205 DUE TO CHANGE IN VOTING STATUS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
1.	Receive the Directors report and the accounts for the period ended 28 FEB 2009	Mgmt	For
2.	Approve the remuneration report	Mgmt	For
3.	Declare a final dividend	Mgmt	For
4.	Re-elect Mr. R. Brasher as a Director	Mgmt	For
5.	Re-elect Mr. P. Clarke as a Director	Mgmt	For
6.	Re-elect Mr. A. Higginson as a Director	Mgmt	For
7.	Re-elect Mr. C. Allen as a Director	Mgmt	For
8.	Re-elect Dr. H. Einsmann as a Director	Mgmt	For
9.	Elect Ms. J. Tammenoms Bakker as a Director	Mgmt	For
10.	Elect Mr. P. Cescau as a Director	Mgmt	For
11.	Elect Mr. K. Hanna as a Director	Mgmt	For
12.	Elect Mr. L. McIlwee as a Director	Mgmt	For
13.	Re-appoint the Auditors	Mgmt	For
14.	Authorize the Directors to set the Auditors remuneration	Mgmt	For

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

15.	Approve to increase the authorized share capital of the Company	Mgmt	For
16.	Authorize the Directors to allot relevant securities	Mgmt	For
S.17	Approve to disapply pre-emption rights	Mgmt	For
S.18	Authorize the Company to purchase its own shares	Mgmt	For
19.	Grant authority the political donations by the Company and its subsidiaries	Mgmt	For
20.	Adopt the Tesco PLC Group Bonus Plan 2009	Mgmt	For
21.	Amend the Tesco PLC 2004 Discretionary Share Option Plan	Mgmt	Against
S.22	Grant authority the short notice general meetings	Mgmt	For
S.23	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the requisitionists resolution	Shr	Against

 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209
 Ticker: TEVA
 ISIN: US8816242098

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2009, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 2.50 (APPROXIMATELY US\$0.642, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.	Mgmt	For
2A	ELECTION OF DIRECTOR: MR. ABRAHAM E. COHEN	Mgmt	For
2B	ELECTION OF DIRECTOR: MR. AMIR ELSTEIN	Mgmt	For
2C	ELECTION OF DIRECTOR: PROF. ROGER KORNBERG	Mgmt	For
2D	ELECTION OF DIRECTOR: PROF. MOSHE MANY	Mgmt	For
2E	ELECTION OF DIRECTOR: MR. DAN PROPPER	Mgmt	For
03	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2011 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE.	Mgmt	For

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

04	TO APPROVE THE COMPANY'S 2010 LONG-TERM EQUITY-BASED INCENTIVE PLAN.	Mgmt	Against
5A	APPROVE REMUNERATION OF DR. PHILLIP FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF NIS EQUIVALENT OF USD 385,702 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS), PROVISION TO DR. FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, OF AN OFFICE AND SECRETARIAL SERVICES, AND, EFFECTIVE AS OF FEBRUARY 15, 2010, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
5B	TO APPROVE THE REMUNERATION OF PROF. MOSHE MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD OF TEVA, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS). AND THE PROVISION TO PROF. MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD, OF SECRETARIAL SERVICES.	Mgmt	For
5C	TO APPROVE THE REMUNERATION OF PROF. ROGER KORNBERG, IN HIS CAPACITY AS A DIRECTOR OF TEVA, EFFECTIVE AS OF MAY 10, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MAY 10, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS).	Mgmt	For
06	TO APPROVE AN INCREASE IN THE REGISTERED SHARE CAPITAL OF THE COMPANY BY NIS 100,000,000 TO A TOTAL OF NIS 250,000,000 BY THE CREATION OF 1,000,000,000 ADDITIONAL ORDINARY SHARES OF PAR VALUE NIS 0.1 EACH, AND THE AMENDMENT OF THE COMPANY'S INCORPORATION DOCUMENTS ACCORDINGLY.	Mgmt	For

 THE COCA-COLA COMPANY

Agent

Security: 191216100
 Ticker: KO
 ISIN: US1912161007

Meeting Type
 Meeting Date

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

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

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	For
17	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shr	For
18	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shr	Against
19	SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A	Shr	Against

 THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104
 Ticker: GS
 ISIN: US38141G1040

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. BRYAN	Mgmt	For
1C	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E	ELECTION OF DIRECTOR: STEPHEN FRIEDMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For

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

1H	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1I	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1K	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2010 FISCAL YEAR	Mgmt	For
03	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION MATTERS	Mgmt	For
04	APPROVAL OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS	Mgmt	For
06	SHAREHOLDER PROPOSAL A REPORT ON CUMULATIVE VOTING	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING COLLATERAL IN OVER-THE-COUNTER DERIVATIVES TRADING	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING SEPARATE CHAIR & CEO	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING A REPORT ON GLOBAL WARMING SCIENCE	Shr	Against
11	SHAREHOLDER PROPOSAL REGARDING A REPORT ON PAY DISPARITY	Shr	Against
12	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE	Shr	For

 THE HOME DEPOT, INC.

Agent

Security: 437076102
 Ticker: HD
 ISIN: US4370761029

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID H. BATCHELDER	Mgmt	For

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

1C	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1D	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1E	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
03	PROPOSAL TO APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE HOME DEPOT, INC. 2005 OMNIBUS STOCK INCENTIVE PLAN	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
07	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING REINCORPORATION IN NORTH DAKOTA	Shr	Against

 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105
 Ticker: PNC
 ISIN: US6934751057

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT N. CLAY	Mgmt	For

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

1E	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1G	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1H	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1L	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1M	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1N	ELECTION OF DIRECTOR: STEPHEN G. THIEKE	Mgmt	For
1O	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1P	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1Q	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
3	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4	A SHAREHOLDER PROPOSAL REGARDING APPROVAL OF SEVERANCE AGREEMENTS, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shr	For
5	A SHAREHOLDER PROPOSAL REGARDING A REPORT OF EXECUTIVE COMPENSATION THAT IS NOT TAX DEDUCTIBLE, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shr	For

 THE PROCTER & GAMBLE COMPANY

Agent

Security: 742718109
 Ticker: PG
 ISIN: US7427181091

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1B	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1D	ELECTION OF DIRECTOR: A.G. LAFLEY	Mgmt	For

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

1E	ELECTION OF DIRECTOR: CHARLES R. LEE	Mgmt	For
1F	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1H	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1J	ELECTION OF DIRECTOR: RALPH SNYDERMAN, M.D.	Mgmt	For
1K	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1M	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMEND THE COMPANY'S CODE OF REGULATIONS	Mgmt	For
04	APPROVE THE PROCTER & GAMBLE 2009 STOCK AND INCENTIVE COMPENSATION PLAN	Mgmt	For
05	SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING	Shr	Against
06	SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

THE TJX COMPANIES, INC.

Agent

Security: 872540109
Ticker: TJX
ISIN: US8725401090

Meeting Type
Meeting Date

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

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

1I	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLOW B. SHIRE	Mgmt	For
1K	ELECTION OF DIRECTOR: FLETCHER H. WILEY	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

 THE WALT DISNEY COMPANY

Agen

Security: 254687106
 Ticker: DIS
 ISIN: US2546871060

Meeting Type
 Meeting Date

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
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: SHERYL SANDBERG	Mgmt	For
1M	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2010.	Mgmt	For
03	TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.	Mgmt	Against
04	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO INTERESTED PERSON TRANSACTIONS.	Mgmt	For

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

05	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO BYLAW AMENDMENTS.	Mgmt	For
06	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO TRACKING STOCK PROVISIONS.	Mgmt	For
07	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO CLASSIFIED BOARD TRANSITION PROVISIONS.	Mgmt	For
08	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
09	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO EX-GAY NON DISCRIMINATION POLICY.	Shr	Against

TOTAL S A

Agen

Security: F92124100
Ticker:
ISIN: FR0000120271

Meeting Type
Meeting Date

Prop.# Proposal Proposal Type Proposal Vote

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

"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 THAT THIS IS AN AMENDMENT TO MEETING ID 694699 DUE TO CHANGE IN VOTING STATUS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.

Non-Voting

PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK-<https://balo.journal-officiel.gouv.fr/pdf/2010/0226/201002261000408.pdf>

Non-Voting

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

0.1	Approve the Company's financial statements	Mgmt	For
0.2	Approve the consolidated financial statements	Mgmt	For
0.3	Approve the allocation of the profit, setting of the dividend	Mgmt	For
0.4	Approve the Agreements pursuant to Article L. 225-38 of the Commercial Code	Mgmt	For
0.5	Approve the commitments pursuant to Article L. 225-42 of the Commercial Code	Mgmt	Against
0.6	Authorize the Board of Directors to proceed with the Company's shares	Mgmt	For
0.7	Approve the renewal of Mr. Thierry Desmarest's term as Board Member	Mgmt	For
0.8	Approve the renewal of Mr. Thierry de Rudder's term as Board Member	Mgmt	Against
0.9	Appointment of Mr. Gunnar Brock as a Board Member	Mgmt	For
0.10	Appointment of Mr. Claude Clement as a Board Member to represent the Employees Shareholders pursuant to Article 11 of the Statutes	Mgmt	For
0.11	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Appointment as Director, Mr. Philippe Marchandise representing the Employees who are shareholders of the Company for a 3-year period [In accordance with Article 11 of the bylaws, only one of the recommended Directors in resolutions 10, 11 and 12 will be elected]	Shr	Against
0.12	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Appointment as Director, Mr. Mohammed Zaki representing the Employees who are shareholders of the Company for a 3-year period [In accordance with Article 11 of the bylaws, only one of the recommended Directors in resolutions 10, 11 and 12 will be elected]	Shr	Against
0.13	Approve the renewal of the Cabinet Ernst and Young Audit as permanent statutory Auditor	Mgmt	For
0.14	Approve the Cabinet KPMG Audit as permanent statutory Auditor	Mgmt	For
0.15	Appointment of Cabinet Auditex as the substitute statutory Auditor	Mgmt	For
0.16	Appointment of Cabinet KPMG Audit I.S. as the substitute statutory Auditor	Mgmt	For
E.17	Authorize the Board of Directors to increase the capital with preferential subscription rights of the Shareholders, by issuing common shares or any securities giving access to the capital by incorporation of premiums, reserves,	Mgmt	For

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

	profits or others		
E.18	Authorize the Board of Directors to increase the capital by issuing common shares or any securities giving access to the capital, with cancellation of preferential subscription rights	Mgmt	For
E.19	Authorize the Board of Directors to increase the capital by issuing common shares or any securities giving access to the capital as remuneration for the contributions in kind granted to the Company	Mgmt	For
E.20	Authorize the Board of Directors to increase the capital in accordance to Article L. 3332-18 et seq. of the Code of Labor	Mgmt	For
E.21	Approve the authorization to grant options to subscribe or purchase Company's shares to some Collaborators of the group as well as to Officers of the Company or Companies of the group	Mgmt	For
E.A	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve to add a new paragraph to the end of Article 9 of the Articles of Association as specified	Shr	Against

 U.S. BANCORP

Agen

Security: 902973304
 Ticker: USB
 ISIN: US9029733048

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: Y. MARC BELTON	Mgmt	For
1C	ELECTION OF DIRECTOR: VICTORIA BUYNISKI GLUCKMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD K. DAVIS	Mgmt	For
1F	ELECTION OF DIRECTOR: JOEL W. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: OLIVIA F. KIRTLEY	Mgmt	For
1H	ELECTION OF DIRECTOR: JERRY W. LEVIN	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID B. O'MALEY	Mgmt	For
1J	ELECTION OF DIRECTOR: O'DELL M. OWENS, M.D., M.P.H.	Mgmt	For

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

1K	ELECTION OF DIRECTOR: RICHARD G. REITEN	Mgmt	For
1L	ELECTION OF DIRECTOR: CRAIG D. SCHNUCK	Mgmt	For
1M	ELECTION OF DIRECTOR: PATRICK T. STOKES	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE 2010 FISCAL YEAR.	Mgmt	For
03	APPROVAL OF THE U.S. BANCORP AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.	Mgmt	For
04	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION PROGRAM.	Mgmt	For

 UBS AG

Agen

Security: H89231338
 Ticker:
 ISIN: CH0024899483

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 671889, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	
	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 671283 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
1.1	Approve the annual report and Group and Parent bank accounts	Mgmt	No vote
1.2	Approve the compensation report for 2009	Mgmt	No vote
2.	Approve the appropriation of results	Mgmt	No vote

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

3.1	Grant discharge to the Members of the Board of Directors and the Group Executive Board for the FY 2009	Mgmt	No vote
3.2	Grant discharge to the Members of the Board of Directors and the Group Executive Board for the FY 2008	Mgmt	No vote
3.3	Grant discharge to the Members of the Board of Directors and the Group Executive Board for the FY 2007	Mgmt	No vote
4.	Approve the adaptation of the Articles of Association to new Swiss Intermediary-Held Securities Act and amend Article 4 Paragraph 2 and Article 6 of the Articles of Association	Mgmt	No vote
5.1.1	Re-elect Kaspar Villiger as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.2	Re-elect Sally Bott as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.3	Re-elect Michel Demare as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.4	Re-elect Rainer-Marc Frey as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.5	Re-elect Bruno Gehrig as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.6	Re-elect Ann F. Godbehere as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.7	Re-elect Axel P. Lehmann as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.8	Re-elect Helmut Panke as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.1.9	Re-elect William G. Parrett as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.110	Re-elect David Sidwell as a Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.2	Election of Wolfgang Mayrhuber as an Independent Member of the Board of Directors for a 1 year term of office	Mgmt	No vote
5.3	Re-elect Ernst & Young Ltd., Basel, for 1 year term of office as the Auditors for the financial statements of UBS AG and the consolidated financial statements of the UBS Group	Mgmt	No vote
6.	Approve the creation of conditional capital in a maximum amount of CHF 38,000,000 by means of adding Article 4a Paragraph 4 to the Articles of Association, as specified	Mgmt	No vote

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

UNILEVER N V

Agen

Security: N8981F271
 Ticker:
 ISIN: NL0000009355

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	Consideration of the annual report for the 2009 financial year submitted by the Board of Directors, including the Dutch Corporate Governance Code and the Directors' remuneration report of the Remuneration Committee; consideration of the way in which Unilever applies the Dutch Corporate Governance Code	Non-Voting	
2	Adoption of the Annual Accounts and appropriation of the profit for the 2009 financial year: it is proposed that: (i) the annual accounts for the 2009 financial year drawn up by the Board of Directors be adopted; and (ii) the profit for the 2009 financial year be appropriated for addition to the balance sheet item "Profit retained" EUR 1,287,000,000	Mgmt	For
3	Discharge of Executive Directors: it is proposed that the Executive Directors in office in the 2009 financial year be discharged for the fulfillment of their task in the 2009 financial year	Mgmt	For
4	Discharge of Non-Executive Directors: it is proposed that the Non-Executive Directors in office in the 2009 financial year be discharged for the fulfillment of their task in the 2009 financial year	Mgmt	For
5	To re-appoint Mr. P G J M Polman as an Executive Director	Mgmt	For
6	To appoint Mr. R J-M S Huet as an Executive Director	Mgmt	For
7	To re-appoint Professor L O Fresco as a Non-Executive Director	Mgmt	For
8	To re-appoint Ms. A M Fudge as a Non-Executive Director	Mgmt	For
9	To re-appoint Mr. C E Golden as a Non-Executive Director	Mgmt	For
10	To re-appoint Dr. B E Grote as a Non-Executive Director	Mgmt	For
11	To re-appoint Ms. H Nyasulu as a Non-Executive Director	Mgmt	For

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

12	To re-appoint Mr. K J Storm as a Non-Executive Director	Mgmt	For
13	To re-appoint Mr. M Treschow as a Non-Executive Director	Mgmt	For
14	To re-appoint Mr. J van der Veer as a Non-Executive Director	Mgmt	For
15	To re-appoint Mr. P Walsh as a Non-Executive Director	Mgmt	For
16	To appoint The Rt Hon Sir Malcolm Rifkind MP as a Non-Executive Director	Mgmt	For
17	To approve the Management Co-Investment Plan	Mgmt	For
18	To approve the amendment to the performance conditions of the annual bonus for Executive Directors	Mgmt	For
19	To approve the amendments to the performance conditions of the long-term incentive arrangements	Mgmt	For
20	It is proposed by the Board of Directors that: (i) the Articles of Association of the Company be amended and the Company's capital be reduced in conformity with the draft prepared by De Brauw Blackstone Westbroek N.V., dated 31 March 2010; and (ii) in connection with this amendment of the Articles of Association, any and all Directors of the Company, any and all Company Secretaries and Deputy Secretaries and any and all lawyers practicing with De Brauw Blackstone Westbroek N.V. be authorized to apply for the required ministerial declaration of no-objection and to execute the notarial deed of amendment to the Articles of Association	Mgmt	For
21	The Board of Directors be authorized, in accordance with Article 98 of Book 2 of the Netherlands Civil Code, for the period running from 11 May 2010 until 11 November 2011 to cause the Company to purchase, either through purchase on a stock exchange or otherwise, any and all of its own 6% cumulative preference shares and 7% cumulative preference shares (and depositary receipt thereof) on the following terms: (i) the purchase price, excluding expenses and interest, for each 6% cumulative preference share (each in the form of one share or ten sub-shares) is not lower than EUR 0.01 (one eurocent) and not higher than EUR 575.50 plus a compensation for accrued dividend (in relation to the relevant financial year) until the date of repurchase; and (ii) the purchase price, excluding expenses and interest, for each 7% cumulative preference share (each in the form of one share or ten sub-shares or depositary receipts thereof) is not lower than EUR 0.01 (one eurocent) and not higher than EUR 671.40 plus a compensation for accrued dividend (in	Mgmt	For

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

- relation to the relevant financial year) until the date of repurchase
- 22 To authorize the Board of Directors, in accordance with Article 98 of Book 2 of the Netherlands Civil Code, for the period running from 11 May 2010 until 11 November 2011 to cause the Company to purchase, either through purchase on a stock exchange or otherwise, its own ordinary shares or depositary receipts thereof with a maximum of 10% of the issued share capital as shown in the annual accounts for the financial year 2009 at a purchase price per share or depositary receipt thereof, excluding expenses, not lower than EUR 0.01 (one eurocent) and not higher than 10% above the average of the closing price of the shares on the NYSE Euronext stock exchange in Amsterdam for the five business days before the day on which the purchase is made Mgmt For
- 23 To reduce the issued share capital through cancellation of ordinary shares and depositary receipts thereof; the purpose of the reduction is to create flexibility with respect to the Company's capital structure; it is restricted to a maximum of 10% of the issued share capital as shown in the annual accounts for the financial year 2009; only ordinary shares held by the Company or for which the Company holds depositary receipts may be cancelled; shares that the Company holds in treasury for hedging share (option) plans will not be cancelled; the number of shares that will be cancelled following this resolution will be determined by the Board of Directors; each time the amount of the capital reduction will be stated in the resolution of the Board of Directors that shall be filed at the Chamber of Commerce in Rotterdam Mgmt For
- 24 Renewal of this authority is sought at the AGM each year; it is proposed to designate the Board of Directors as the Company Body, in accordance with Articles 96 and 96a of Book 2 of the Netherlands Civil Code to resolve to issue, or to grant rights to subscribe for, shares not yet issued and to restrict or exclude the statutory pre-emption rights that accrue to shareholders upon issue of shares, on the understanding that this authority is limited to 10% of the issued share capital of the Company, plus an additional 10% of the issued share capital of the Company in connection with or on the occasion of mergers and acquisitions; there is no current intention to use this authority; the authority sought from the AGM is for the period running from 11 May 2010 until 11 November 2011 Mgmt For
- 25 Pursuant to Article 34, paragraph 3, of the Articles of Association, Auditors charged with the auditing of the annual accounts for the Mgmt For

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

current financial year are to be appointed each year; it is proposed that, in accordance with Article 393 of Book 2 of the Netherlands Civil Code, PricewaterhouseCoopers Accountants N.V. be appointed to audit the annual accounts for the 2010 financial year

26 Questions and close of Meeting Non-Voting

PLEASE NOTE THAT BLOCKING CONDITIONS FOR VOTING AT THIS GENERAL MEETING ARE RELAXED AS THERE IS A REGISTRATION DEADLINE / RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU.

Non-Voting

UNILEVER NV

Agen

Security: N8981F271
Ticker:
ISIN: NL0000009355

Meeting Type
Meeting Date

Prop.# Proposal Proposal Type Proposal Vote

PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU

Non-Voting

1. Opening and announcements Non-Voting

2. Discussion the report and the financial statements for the period 01 JUL 2008 to 30 JUN 2009 Non-Voting

3. As a consequence of the periodic rotation of Office Mr. J.H. Schraven will step down as per the date of the 1st meeting of the Board of the Administration Office to be held in 2010, consequently a vacancy will arise in the Board, the Board intends to fill this vacancy by re-appointing Mr. Schraven, in accordance with Article 5.4 of its Articles of Association, the Board wishes to inform the holders of depositary receipts issued by the Administration Office of this vacancy Non-Voting

4. Any other business Non-Voting

5. Closing Non-Voting

PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 3. THANK YOU.

Non-Voting

UNITED STATES STEEL CORPORATION

Agen

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

Security: 912909108
 Ticker: X
 ISIN: US9129091081

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN G. DROSDICK CHARLES R. LEE JEFFREY M. LIPTON DAN O. DINGES	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF AMENDMENT AND RESTATEMENT OF 2005 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL OF 2010 ANNUAL INCENTIVE COMPENSATION PLAN.	Mgmt	For

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
 Ticker: VZ
 ISIN: US92343V1044

Meeting Type
 Meeting Date

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: RODNEY E. SLATER	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For

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

1M	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	PROHIBIT GRANTING STOCK OPTIONS	Shr	Against
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS	Shr	For
07	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For
08	ADOPT AND DISCLOSE SUCCESSION PLANNING POLICY	Shr	For
09	SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH	Shr	For
10	EXECUTIVE STOCK RETENTION REQUIREMENTS	Shr	For

 VESTAS WIND SYS A/S UTD KINGDOM

Agen

Security: K9773J128
 Ticker:
 ISIN: DK0010268606

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
1	Amend Article 4.6 of the Articles of Associations for the proposed changed to the specified wordings	Mgmt	For
2	Authorize the Chairman of the general meeting to notify the notifiable decisions made by the general meeting to the Danish Commerce and Companies Agency and make the corrections in the documents which have been prepared in connection with these decisions to the extent that the Danish Commerce and Companies Agency requires so in order to register the decisions	Mgmt	For

 VESTAS WIND SYS A/S UTD KINGDOM

Agen

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

Security: K9773J128
 Ticker:
 ISIN: DK0010268606

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
-	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
-	PLEASE NOTE THAT IF THE CHAIRMAN OF THE BOARD OR A BOARD MEMBER IS APPOINTED AS PROXY, WHICH IS OFTEN THE CASE, CLIENTS CAN ONLY EXPECT THEM TO ACCEPT PRO-MANAGEMENT VOTES. THE ONLY WAY TO GUARANTEE THAT ABSTAIN AND/OR AGAINST VOTES ARE REPRESENTED AT THE MEETING IS TO SEND YOUR OWN REPRESENTATIVE. THE SUB CUSTODIAN BANKS OFFER REPRESENTATION SERVICES FOR AN ADDED FEE IF REQUESTED. THANK YOU	Non-Voting	
1	Receive the report from the Board of Directors on the Company's activities during the past year	Mgmt	Abstain
2	Adopt the annual report	Mgmt	For
3	Approve to apply the profit for the year of EUR 564m as follows: transfer to reserve for net revaluation according to the equity method: EUR 66m; dividend: EUR 0m and retained earnings: EUR 498m	Mgmt	For
4	Re-elect Bent Erik Carlsen, Torsten Erik Rasmussen, Freddy Frandsen, Hakan Eriksson, Jorgen Huno Rasmussen, Jorn Anaer Thomsen, Kurt Anker Nielsen and Ola Rollen as Board Members	Mgmt	For
5	Appointment of PricewaterhouseCoopers, Statsautoriseret	Mgmt	For
6.1	Amend Articles 2(4), 2(8) and 3(4) which is numbered Article 3(5) in the new draft Articles Articles 3(1) - 3(4), Article 7(2), 8(1) and 13(1), Article 4(3), 4(4), 5(1), 6(2), 6(3) of the Articles of Association	Mgmt	For
6.2	Amend Articles 2, 3, 4, 5, 4(5), 6(5), 6(4), 7(2) and 7(3) of the Articles of Association	Mgmt	For
6.3	Amend Article 1(1) to effect that the secondary name Cotas Computer Technology A/s is deleted	Mgmt	For
6.4	Amend Article 1(2) of the Articles of Association in accordance with Section 28 of the Danish Companies Act, and as a consequence, Article	Mgmt	For

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

	1(3) shall be re-numbered as Article 1 (2)		
6.5	Approve to rephrase Article 2(3) to the effect that it specifies that the Company's shares are registered with a central securities depository and that any dividends will be disbursed through such central securities depository	Mgmt	For
6.6	Approve that Article 2(9) concerning cancellation is deleted, as the provisions are no longer relevant to the Company	Mgmt	For
6.7	Approve that previous authorization to the Board of Directors in Article 3(1) to increase the Company's share capital is renewed to apply until 01 MAY 2011, allowing an increase of the share capital by a total nominal amount of DKK 20,370,410 20,370,410 shares	Mgmt	For
6.8	Approve that the previous authorization to the Board of Directors in Article 3(2) to increase the Company's share capital in connection with the issuance of employee shares is extended to expire on 01 MAY 2011	Mgmt	Against
6.9	Approve that the previous authorization to the Board of Directors in Article 3(3) to issue warrants and to carry out the relevant increase of the Company's share capital is extended to expire on 01 MAY 2011	Mgmt	Against
6.10	Approve to insert an authorization to the Board of Directors, in the Company's Articles of Association, for the Board of Directors to raise loans against the issuance of convertible debt instruments, the new provision will be inserted as Article 3(4) and the existing Article 3(4) will be renumbered to Article 3(5) and amended so that a conversion combined with an issuance of shares, pursuant to the authorization in Article 3(1), may only result in a capital increase of 10%	Mgmt	For
6.11	Amend Article 4(2) to the effect that the Company's general meetings are held in Central Denmark Region or in the Capital Region of Denmark, as directed by the Board of Directors	Mgmt	For
6.12	Amend Article 5(2) to the effect that it clearly states that the general meeting can decide whether the Company shall have one or two Auditors	Mgmt	For
6.13	Approve to insert a new provision, stipulating that the Company's general meetings may be held in English, provided that a simultaneous interpretation service into Danish is given, and that all documents pertaining to general meetings are available both in Danish and in English	Mgmt	For
6.14	Approve to insert a new provision Article 8(8) to the effect that the corporate language	Mgmt	For

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

is English

6.15	Authorize the Company to purchase treasury shares, in the period until the next AGM, within a total nominal value of 10% of the Company's share capital from time to time, in accordance with the relevant statutory provisions, the consideration for such shares may not deviate by more than 10% from the closing price quoted by NASDAQ OMX Copenhagen at the time of purchase	Mgmt	For
6.16	Approve a rider to the overall guidelines for incentive pay which were adopted at the AGM in 2009 to the effect that warrants, and not only options, can be issued under the existing authorization	Mgmt	For
6.17	Authorize the Chairman of the meeting to file the registrable resolutions adopted by the general meeting with the Danish Commerce and Companies Agency and to make such amendments to the documents prepared in connection with these resolutions as may be required by the Danish Commerce and Companies Agency in connection with registration of the adopted resolutions	Mgmt	For
7	Any other business	Non-Voting	

VODAFONE GROUP PLC NEW

Agen

Security: G93882135
 Ticker:
 ISIN: GB00B16GWD56

Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Receive the Company's accounts and the reports of the Directors and the Auditors for the YE 31 MAR 2009	Mgmt	For
2.	Re-elect Sir John Bond as a Director	Mgmt	For
3.	Re-elect Mr. John Buchanan as a Director	Mgmt	For
4.	Re-elect Mr. Vittorio Colao as a Director	Mgmt	For
5.	Elect Mr. Michel Combes as a Director	Mgmt	For
6.	Re-elect Mr. Andy Halford as a Director	Mgmt	For
7.	Re-elect Mr. Alan Jebson as a Director	Mgmt	For
8.	Elect Mr. Samuel Jonah as a Director	Mgmt	For

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

9.	Re-elect Mr. Nick Land as a Director	Mgmt	For
10.	Re-elect Ms. Anne Lauvergeon as a Director	Mgmt	For
11.	Re-elect Mr. Simon Murray as a Director	Mgmt	For
12.	Elect Mr. Stephen Pusey as a Director	Mgmt	For
13.	Re-elect Mr. Luc Vandevelde as a Director	Mgmt	For
14.	Re-elect Mr. Anthony Watson as a Director	Mgmt	For
15.	Re-elect Mr. Phillip Yea as a Director	Mgmt	For
16.	Approve a final dividend of 5.20 per ordinary share	Mgmt	For
17.	Approve the remuneration report	Mgmt	For
18.	Re-appoint Deloitte LLP as the Auditors	Mgmt	For
19.	Authorize the Audit Committee to determine the remuneration of the Auditors	Mgmt	For
20.	Authorize the Directors to allot shares under Article 16.2 of the Company's Article of Association	Mgmt	For
S.21	Authorize the Directors to dis-apply pre-emption rights under Article 16.3 of the Company's Article of Association	Mgmt	For
S.22	Authorize the Company's purchase of its own shares [Section 166, Companies Act 1985]	Mgmt	For
S.23	Approve new Articles of Association	Mgmt	For
S.24	Grant authority to call the general meeting other than an AGM on not less than 14 clear days' notice	Mgmt	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TYPE OF RESOLUTION. 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.	Non-Voting	

WAL-MART STORES, INC.

Agen

Security: 931142103
Ticker: WMT
ISIN: US9311421039

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Mgmt	For

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

1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Mgmt	For
1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Mgmt	Against
1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Mgmt	For
1I	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Mgmt	For
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Mgmt	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	Against
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	APPROVAL OF THE WAL-MART STORES, INC. STOCK INCENTIVE PLAN OF 2010	Mgmt	Against
04	APPROVAL OF THE ASDA LIMITED SHARES/SAVE PLAN 2000, AS AMENDED	Mgmt	For
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
07	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
08	SPECIAL SHAREOWNER MEETINGS	Shr	For
09	POULTRY SLAUGHTER	Shr	Against
10	LOBBYING PRIORITIES REPORT	Shr	Against

WASTE MANAGEMENT, INC.

Agen

Security: 94106L109
Ticker: WM
ISIN: US94106L1098

Meeting Type
Meeting Date

Prop.# Proposal Proposal Type Proposal Vote

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

1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Mgmt	For
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	PROPOSAL TO AMEND THE COMPANY'S SECOND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS.	Mgmt	For
04	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	PROPOSAL RELATING TO THE RIGHT OF STOCKHOLDERS TO CALL SPECIAL STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

WELLS FARGO & COMPANY

Agen

Security: 949746101
Ticker: WFC
ISIN: US9497461015

Meeting Type
Meeting Date

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

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

1I	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1J	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1K	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1L	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N	ELECTION OF DIRECTOR: ROBERT K. STEEL	Mgmt	For
1O	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1P	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	Against
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK FROM 6 BILLION TO 9 BILLION.	Mgmt	For
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2010.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE AND DIRECTOR COMPENSATION.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
07	STOCKHOLDER PROPOSAL REGARDING A REPORT ON CHARITABLE CONTRIBUTIONS.	Shr	Against
08	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against

ZIMMER HOLDINGS, INC.

Agen

Security: 98956P102
Ticker: ZMH
ISIN: US98956P1021

Meeting Type
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BETSY J. BERNARD	Mgmt	For
1B	ELECTION OF DIRECTOR: MARC N. CASPER	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID C. DVORAK	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Mgmt	For

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

1E	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Mgmt	For
1F	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK	Mgmt	For
1H	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

ZURICH FINANCIAL SERVICES AG, ZUERICH

Security: H9870Y105
 Ticker:
 ISIN: CH0011075394

Agen
 Meeting Type
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 610200, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	
1.A	Approve the annual report, the annual financial statements and the consolidated financial statements for 2009	Mgmt	No vote
1.B	Approve the remuneration system according to the remuneration report	Mgmt	No vote
2.	Approve the appropriation of available earnings of Zurich Financial Services Ltd for 2009	Mgmt	No vote
3.	Grant discharge to the Members of the Board of Directors and the Group Executive Committee	Mgmt	No vote
4.	Approve the share capital reduction and amend the Articles of Incorporation [Article 5]	Mgmt	No vote
5.	Approve to increase the authorized share capital and amend the Articles of Incorporation [Article 5bis Paragraph 1]	Mgmt	No vote
6.	Approve to increase the contingent share capital	Mgmt	No vote

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

and amend the Articles of Incorporation [Article
5ter Paragraph 2a]

7.	Approve further change to the Articles of Incorporation [Article 6]	Mgmt	No vote
8.1.1	Election of Mr. Josef Ackermann	Mgmt	No vote
8.1.2	Re-election of Ms. Susan Bies	Mgmt	No vote
8.1.3	Re-election of Mr. Victor Chu	Mgmt	No vote
8.1.4	Re-election of Mr. Armin Meyer	Mgmt	No vote
8.1.5	Re-election of Mr. Rolf Watter	Mgmt	No vote
8.2	Re-election of PricewaterhouseCoopers AG as the Auditors	Mgmt	No vote
9.	Ad-hoc	Mgmt	No vote

PLEASE NOTE THAT THIS IS A REVISION DUE TO 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.

Non-Voting

* Management position unknown

SIGNATURES

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

(Registrant)	Eaton Vance Tax-Managed Diversified Equity Income Fund
By (Signature)	/s/ Duncan W. Richardson
Name	Duncan W. Richardson
Title	President
Date	09/02/2010