

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

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX  
August 30, 2010

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

NAME OF REGISTRANT: Eaton Vance Risk-Managed  
Diversified Equity Income  
Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2009 - 06/30/2010

Eaton Vance Risk-Managed Diversified Equity Income Fund

ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 23-Apr-2010  
Ticker: ABT  
ISIN: US0028241000

| Prop.# | Proposal     | Proposal Type | Proposal Vote |
|--------|--------------|---------------|---------------|
| 01     | DIRECTOR     |               |               |
|        | R.J. ALPERN  | Mgmt          | For           |
|        | R.S. AUSTIN  | Mgmt          | For           |
|        | W.M. DALEY   | Mgmt          | Withheld      |
|        | W.J. FARRELL | Mgmt          | Withheld      |
|        | H.L. FULLER  | Mgmt          | Withheld      |
|        | W.A. OSBORN  | Mgmt          | Withheld      |
|        | D.A.L. OWEN  | Mgmt          | For           |
|        | R.S. ROBERTS | Mgmt          | For           |

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|    |   |      |          |
|----|---|------|----------|
|    | S.C. SCOTT III                                    | Mgmt | For      |
|    | W.D. SMITHBURG                                    | Mgmt | Withheld |
|    | G.F. TILTON                                       | Mgmt | For      |
|    | M.D. WHITE  | Mgmt | 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      |

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ACCENTURE LTD

Agen

Security: G1150G111  
 Meeting Type: Special  
 Meeting Date: 05-Aug-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116

| 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 THE PROPOSAL AT THE TIME OF THE SPECIAL GENERAL MEETING.   | Mgmt          | For           |

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AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: AMZN

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ISIN: US0231351067

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JEFFREY P. BEZOS   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TOM A. ALBERG  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN SEELY BROWN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: 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           |
| 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  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: AEP  
 ISIN: US0255371017

| 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           |

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|    |  |      |     |
|----|--|------|-----|
| 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 |

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AMERICAN EXPRESS COMPANY

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Agen

Security: 025816109  
Meeting Type: Annual  
Meeting Date: 26-Apr-2010  
Ticker: AXP  
ISIN: US0258161092

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>D.F. AKERSON<br>C. BARSHEFSKY<br>U.M. BURNS<br>K.I. CHENAULT<br>P. CHERNIN<br>J. LESCHLY<br>R.C. LEVIN<br>R.A. MCGINN<br>E.D. MILLER<br>S.S REINEMUND<br>R.D. WALTER<br>R.A. WILLIAMS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF 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  |

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 AMERICAN TOWER CORPORATION

Agen

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 Security: 029912201  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: AMT  
 ISIN: US0299122012  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RAYMOND P. DOLAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD M. DYKES   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CAROLYN F. KATZ   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GUSTAVO LARA CANTU  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOANN A. REED   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAMELA D.A. REEVE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID E. SHARBUTT   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: SAMME L. THOMPSON   | Mgmt          | For           |
| 02     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |

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 AMGEN INC.

Agen

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 Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: AMGN  
 ISIN: US0311621009  
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| 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           |

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|    |   |      |     |
|----|---|------|-----|
| 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<br>(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<br>AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS<br>FOR THE YEAR ENDING DECEMBER 31, 2010 | Mgmt | For |
| 3A | STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #1<br>(SHAREHOLDER ACTION BY WRITTEN CONSENT)  | Shr  | For |
| 3B | STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #2<br>(EQUITY RETENTION POLICY)  | Shr  | For |

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ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
Meeting Type: Annual  
Meeting Date: 18-May-2010  
Ticker: APC  
ISIN: US0325111070

| 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<br>AUDITORS.              | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION<br>POLICY.                | Shr           | Against       |
| 04     | STOCKHOLDER PROPOSAL - AMENDMENT TO BY-LAWS:<br>REIMBURSEMENT OF PROXY EXPENSES. | Shr           | For           |

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APACHE CORPORATION

Agen

Security: 037411105  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: APA  
 ISIN: US0374111054

| 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  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2010  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>WILLIAM V. CAMPBELL<br>MILLARD S. DREXLER<br>ALBERT A. GORE, JR.<br>STEVEN P. JOBS<br>ANDREA JUNG<br>A.D. LEVINSON, PH.D.<br>JEROME B. YORK | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO 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                                       |

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|    |   |     |         |
|----|---|-----|---------|
| 07 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED<br>"AMEND CORPORATE BYLAWS ESTABLISHING A BOARD<br>COMMITTEE ON SUSTAINABILITY," IF PROPERLY PRESENTED<br>AT THE MEETING. | Shr | Against |
|----|---|-----|---------|

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ASML HOLDING NV

Agen

Security: N07059178  
Meeting Type: AGM  
Meeting Date: 24-Mar-2010  
Ticker:  
ISIN: NL0006034001  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| -      | 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    | No vote       |
| 1      | Opening   | Non-Voting    | No vote       |
| 2      | Overview the Company's business and financial situation   | Non-Voting    | No vote       |
| 3      | Approve to discuss the annual report 2009, including ASML'S corporate governance chapter and adoption of the financial statements for the FY 2009, as prepared in accordance with Dutch law       | Mgmt          | For           |
| 4      | Grant discharge to the Members of the Board of Management from liability for their responsibilities in the FY 2009  | Mgmt          | For           |
| 5      | Grant discharge to the Members of the Supervisory Board from liability for their responsibilities in the FY 2009  | Mgmt          | For           |
| 6      | Clarification of the reserves and dividend policy   | Non-Voting    | No vote       |
| 7      | Adopt an dividend, of EUR 0.20 per ordinary share of EUR 0.09   | Mgmt          | For           |
| 8.A    | Remuneration report 2009  | Non-Voting    | No vote       |
| 8.B    | Adopt the update remuneration policy (version 2010) for the Board of Management   | Mgmt          | For           |
| 9.A    | Approve the performance share arrangement, including the number of performance shares, for the Board of Management in accordance with the updated remuneration policy for the Board of Management | Mgmt          | For           |
| 9.B    | Approve the number of performance shares for  | Mgmt          | Against       |



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|      |  |            |         |
|------|--|------------|---------|
|      | the Board of Management in accordance with the remuneration policy for the Board Management; (cancelled in case Resolutions 8.b and 9.a are approved)  |            |         |
| 9.C  | Approve the number of performance stock options for the Board of Management in accordance with remuneration policy for the Board of Management; (cancelled in case Resolutions 8.b and 9.a are approved)   | Mgmt       | Against |
| 10   | Approve the number of stock options, respectively shares, for employees  | Mgmt       | For     |
| 11   | Composition of the Board Management; Notification of the intended appointment of Mr. F. Schneider-Maunoury as the Member of the Board of Management  | Non-Voting | No vote |
| 12   | Update profile of the Supervisory Board  | Non-Voting | No vote |
| 13   | Composition of the supervisory Board in 2011; Notification that Mr. W.T. Siegle will retire by rotation in 2011; notification that Mr. J.W.B. Westerburgen will retire by rotation in 2011   | Non-Voting | No vote |
| 14.A | Authorize the Board of Management for a period of 18 months from 24 MAR 2010, to issue shares or rights to subscribe for shares in the capital of the Company, subject to the approval of the Supervisory Board, limited to 5% of the issued share capital at the time of the authorization  | Mgmt       | For     |
| 14.B | Authorize the Board of Management for a period of 18 months from 24 MAR 2010 to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under 14a., subject to approval of the Supervisory Board   | Mgmt       | For     |
| 14.C | Authorize the Board of Management for a period of 18 months from 24 MAR 2010, to issue shares or rights to subscribe for shares in the capital of the Company, subject to the approval of the Supervisory Board, 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     |
| 14.D | Authorize the Board of Management for a period of 18 months from 24 MAR 2010, to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under 14c., subject to approval of the Supervisory Board  | Mgmt       | For     |
| 15   | Authorize the Board of Management for a period of 18 months from 24 MAR 2010 to acquire,   | Mgmt       | For     |

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subject to the approval of the Supervisory Board, such a number of ordinary shares in the Company's share capital as permitted within the limits of the law and the Articles of Association of the Company, taking into account the possibility to cancel the re-purchased shares, for valuable consideration, on Euronext Amsterdam by NYSE Euronext ("Euronext Amsterdam") or the Nasdaq Stock Market LLC ("Nasdaq"), or otherwise, at a price between, on the one hand, an amount equal to the nominal value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on Euronext Amsterdam or Nasdaq; the market price being the average of the highest price on each of the five days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam or as reported on Nasdaq

|    |  |            |         |
|----|--|------------|---------|
| 16 | Approve to cancel ordinary shares in the share capital of the Company repurchased by the Company, the number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of 24 MAR 2010   | Mgmt       | For     |
| 17 | Approve to cancel additional ordinary shares in the share capital of the Company to be proposal to be repurchased by the Company following the cancellation of the ordinary shares under item 16, the number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of 24 MAR 2010, reduced with the number of ordinary shares cancelled pursuant to item 16 | Mgmt       | For     |
| 18 | Transact other business  | Non-Voting | No vote |
| 19 | Closing  | Non-Voting | No vote |

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 AT&T INC.

Agent

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 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2010  
 Ticker: T  
 ISIN: US00206R1023  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 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     |

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AVALONBAY COMMUNITIES, INC.

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Agen

Security: 053484101  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: AVB  
ISIN: US0534841012  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>BRYCE BLAIR<br>BRUCE A. CHOATE<br>JOHN J. HEALY, JR.<br>TIMOTHY J. NAUGHTON<br>LANCE R. PRIMIS<br>PETER S. RUMMELL<br>H. JAY SARLES<br>W. EDWARD WALTER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE<br>YEAR ENDING DECEMBER 31, 2010.                                     | Mgmt   | For  |

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 AVON PRODUCTS, INC. Agen  
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Security: 054303102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: AVP  
 ISIN: US0543031027  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>W. DON CORNWELL<br>V. ANN HAILEY<br>FRED HASSAN<br>ANDREA JUNG<br>MARIA ELENA LAGOMASINO<br>ANN S. MOORE<br>PAUL S. PRESSLER<br>GARY M. RODKIN<br>PAULA STERN<br>LAWRENCE A. WEINBACH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For  |
| 3      | APPROVAL OF 2010 STOCK INCENTIVE PLAN.  | Mgmt   | For  |

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 BANK OF AMERICA CORPORATION Agen  
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Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 23-Feb-2010  
 Ticker: BAC  
 ISIN: US0605051046  
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| 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           |

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 BANK OF AMERICA CORPORATION  
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Agen

Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: BAC  
 ISIN: US0605051046  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN S. BIES   | Mgmt          | For           |
| 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           |

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|    |  |     |     |
|----|--|-----|-----|
| 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 |

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 BAXTER INTERNATIONAL INC.

Agen

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 Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: BAX  
 ISIN: US0718131099  
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| 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           |

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 BEST BUY CO., INC.

Agen

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 Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2010  
 Ticker: BBY  
 ISIN: US0865161014  
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| Prop.# | Proposal                   | Proposal Type | Proposal Vote |
|--------|----------------------------|---------------|---------------|
| 01     | DIRECTOR<br>LISA M. CAPUTO | Mgmt          | For           |
|        | BRIAN J. DUNN              | Mgmt          | For           |
|        | KATHY J. HIGGINS VICTOR    | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
|    | ROGELIO M. REBOLLEDO  | Mgmt | For |
|    | GERARD R. VITTECOQ  | Mgmt | 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 |

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 BHP BILLITON LIMITED

Agen

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 Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 26-Nov-2009  
 Ticker: BHP  
 ISIN: US0886061086  
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| 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 PLC   | Mgmt          | For           |
| 12A    | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 30 APRIL 2010 | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 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 |

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BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
Meeting Type: Annual  
Meeting Date: 18-May-2010  
Ticker: BXP  
ISIN: US1011211018

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1      | DIRECTOR<br>MORTIMER B. ZUCKERMAN<br>CAROL B. EINIGER<br>DR. JACOB A. FRENKEL  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>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           |
| 5      | TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.                                       | Shr                  | Against           |

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BOSTON SCIENTIFIC CORPORATION

Agen

Security: 101137107



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Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: BSX  
 ISIN: US1011371077

| 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       |

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 04-May-2010  
 Ticker: BMY  
 ISIN: US1101221083

| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L. ANDREOTTI   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: L.B. CAMPBELL  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J.M. CORNELIUS | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 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 |

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CARNIVAL CORPORATION

Agen

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Security: 143658300  
Meeting Type: Annual  
Meeting Date: 13-Apr-2010  
Ticker: CCL  
ISIN: PA1436583006  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND 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           |

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|    |  |      |     |
|----|--|------|-----|
| 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 |
| 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  | Mgmt | For |

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APPLICABLE TO UK COMPANIES).

|    |   |      |         |
|----|---|------|---------|
| 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 |

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 CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 16-Jun-2010  
 Ticker: CELG  
 ISIN: US1510201049

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

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 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 Ticker: CVX  
 ISIN: US1667641005

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| 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           |
| 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       |

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 Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: CL  
 ISIN: US1941621039  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. CAHILL   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: 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           |
| 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           |

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 CORNING INCORPORATED

Agen

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 Security: 219350105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2010  
 Ticker: GLW  
 ISIN: US2193501051  
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| 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           |

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|    |  |      |     |
|----|--|------|-----|
| 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<br>LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTANTS.                 | Mgmt | For |
| 03 | APPROVAL OF THE 2010 VARIABLE COMPENSATION PLAN.   | Mgmt | For |
| 04 | APPROVAL OF THE 2010 EQUITY PLAN FOR NON-EMPLOYEE<br>DIRECTORS.  | Mgmt | For |
| 05 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF<br>THE RESTATED CERTIFICATE OF INCORPORATION TO<br>DECLASSIFY THE BOARD OF DIRECTORS. | Mgmt | For |
| 06 | SHAREHOLDER PROPOSAL CONCERNING VOTING.  | Shr  | For |

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COVIDIEN PLC

Agen

Security: G2554F105  
Meeting Type: Annual  
Meeting Date: 16-Mar-2010  
Ticker: COV  
ISIN: IE00B3QN1M21

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 01     | TO RECEIVE AND CONSIDER THE COMPANY'S IRISH<br>STATUTORY ACCOUNTS AND THE REPORTS OF THE DIRECTORS<br>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           |

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|    |   |      |     |
|----|---|------|-----|
| 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 |

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 CSX CORPORATION

Agen

Security: 126408103  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: CSX  
 ISIN: US1264081035

| 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. BREAUX   | 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           |

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 CVS CAREMARK CORPORATION

Agen



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

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: CVS  
 ISIN: US1266501006

| 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  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: DHR

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

ISIN: US2358511028

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

## DEERE & COMPANY

Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 24-Feb-2010  
 Ticker: DE  
 ISIN: US2441991054

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 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  | Shr           | For           |

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COMPENSATION

08 STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND CHAIRMAN RESPONSIBILITIES Shr For

EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 02-Feb-2010  
 Ticker: EMR  
 ISIN: US2910111044

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 01     | DIRECTOR<br>C.A.H. BOERSIG*<br>C. FERNANDEZ G.*<br>W.J. GALVIN*<br>R.L. STEPHENSON*<br>V.R. LOUCKS, JR.**<br>R.L. RIDGWAY** | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>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                                    |

EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 Ticker: XOM  
 ISIN: US30231G1022

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>M.J. BOSKIN<br>P. BRABECK-LETMATHE<br>L.R. FAULKNER<br>J.S. FISHMAN<br>K.C. FRAZIER<br>W.W. GEORGE<br>M.C. NELSON<br>S.J. PALMISANO<br>S.S REINEMUND<br>R.W. TILLERSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |

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|    |   |      |         |
|----|---|------|---------|
|    | E.E. WHITACRE, JR.  | Mgmt | 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 |
| 12 | GREENHOUSE GAS EMISSIONS GOALS (PAGE 67)                      | Shr  | Against |
| 13 | PLANNING ASSUMPTIONS (PAGE 69)                                | Shr  | Against |

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 FEDEX CORPORATION

Agen

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 Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 28-Sep-2009  
 Ticker: FDX  
 ISIN: US31428X1063  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN A. EDWARDSON  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: 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           |

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|    |   |      |         |
|----|---|------|---------|
| 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 |

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: FCX  
 ISIN: US35671D8570  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>RICHARD C. ADKERSON<br>ROBERT J. ALLISON, JR.<br>ROBERT A. DAY<br>GERALD J. FORD<br>H. DEVON GRAHAM, JR.<br>CHARLES C. KRULAK<br>BOBBY LEE LACKEY<br>JON C. MADONNA<br>DUSTAN E. MCCOY<br>JAMES R. MOFFETT<br>B. M. RANKIN, JR.<br>STEPHEN H. SIEGELE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 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   |

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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

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 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

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 Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: FMS  
 ISIN: US3580291066  
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| 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           |
| 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           |

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 GAP INC.

Agen

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Security: 364760108  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: GPS  
 ISIN: US3647601083

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>ADRIAN D.P. BELLAMY<br>DOMENICO DE SOLE<br>ROBERT J. FISHER<br>WILLIAM S. FISHER<br>BOB L. MARTIN<br>JORGE P. MONTOYA<br>GLENN K. MURPHY<br>JAMES M. SCHNEIDER<br>MAYO A. SHATTUCK III<br>KNEELAND C. YOUNGBLOOD | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE 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 COMPENSATION AWARD PLAN.   | Mgmt   | For  |

GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: GD  
 ISIN: US3695501086

| 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           |

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|    |  |      |         |
|----|--|------|---------|
| 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<br>IN SPACE. | Shr  | Against |

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: GE  
 ISIN: US3696041033

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| Prop.# | Proposal                                    | Proposal<br>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           |
| 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       |



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

|    |  |     |         |
|----|--|-----|---------|
| 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     |

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GOLDCORP INC.

Agen

Security: 380956409  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: GG  
 ISIN: CA3809564097

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| A      | DIRECTOR<br>IAN W. TELFER<br>DOUGLAS M. HOLTBY<br>CHARLES A. JEANNES<br>JOHN P. BELL<br>LAWRENCE I. BELL<br>BEVERLEY A. BRISCOE<br>PETER J. DEY<br>P. RANDY REIFEL<br>A. DAN ROVIG<br>KENNETH F. WILLIAMSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| B      | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS 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  |

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GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: GOOG  
 ISIN: US38259P5089

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>ERIC SCHMIDT<br>SERGEY BRIN<br>LARRY PAGE<br>L. JOHN DOERR<br>JOHN L. HENNESSY<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | 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 SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 6,500,000.    | Mgmt   | Against   |
| 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  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: HAL  
ISIN: US4062161017

| 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           |

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|    |   |      |         |
|----|---|------|---------|
| 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     |

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 HESS CORPORATION

Agen

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 Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: HES  
 ISIN: US42809H1077  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote                           |
|--------|--|------------------------------|---|
| 1      | DIRECTOR<br>N.F. BRADY<br>G.P. HILL<br>T.H. KEAN<br>F.A. OLSON   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>Withheld<br>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                                 |

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 HEWLETT-PACKARD COMPANY

Agen

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 Security: 428236103  
 Meeting Type: Annual  
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Meeting Date: 17-Mar-2010  
 Ticker: HPQ  
 ISIN: US4282361033

| 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           |

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: ITW  
 ISIN: US4523081093

| 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           |

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|    |   |      |         |
|----|---|------|---------|
| 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 |

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INTEL CORPORATION

Agem  
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Security: 458140100  
Meeting Type: Annual  
Meeting Date: 19-May-2010  
Ticker: INTC  
ISIN: US4581401001  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN L. DECKER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN J. DONAHOE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: REED E. HUNDT  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PAUL S. OTELLINI   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES D. PLUMMER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JANE E. SHAW   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt          | For           |

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: IBM  
 ISIN: US4592001014

| 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       |

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JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: JNJ  
 ISIN: US4781601046

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARY SUE COLEMAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES G. CULLEN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: 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           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |
| 04     | SPECIAL SHAREOWNER MEETINGS   | Shr           | For           |

JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: JPM  
 ISIN: US46625H1005

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: STEPHEN B. BURKE   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID M. COTE      | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 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     |

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 KELLOGG COMPANY

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 Agen

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 Security: 487836108  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2010  
 Ticker: K  
 ISIN: US4878361082  
 -----

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>BENJAMIN CARSON<br>GORDON GUND<br>DOROTHY JOHNSON<br>A. MCLAUGHLIN KOROLOGOS   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010. | Mgmt                         | For                      |



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03 SHAREOWNER PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE. Shr For

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 LINCOLN NATIONAL CORPORATION

Agen

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 Security: 534187109  
 Meeting Type: Annual  
 Meeting Date: 27-May-2010  
 Ticker: LNC  
 ISIN: US5341871094  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1      | DIRECTOR<br>WILLIAM J. AVERY<br>WILLIAM H. CUNNINGHAM<br>WILLIAM PORTER PAYNE<br>PATRICK S. PITTARD                                  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>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                      |

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 LOCKHEED MARTIN CORPORATION

Agen

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 Security: 539830109  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: LMT  
 ISIN: US5398301094  
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| 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           |

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|    |   |      |         |
|----|---|------|---------|
| 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<br>LLP AS INDEPENDENT AUDITORS | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL: REPORT ON SPACE-BASED<br>WEAPONS PROGRAM              | Shr  | Against |

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MCDONALD'S CORPORATION

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 20-May-2010  
Ticker: MCD  
ISIN: US5801351017

| Prop.# | Proposal   | Proposal<br>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<br>REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE<br>AS INDEPENDENT AUDITORS FOR 2010. | Mgmt             | For           |
| 03     | SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER<br>VOTE ON EXECUTIVE COMPENSATION.  | Shr              | For           |
| 04     | SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY<br>VOTE.  | Shr              | For           |
| 05     | SHAREHOLDER PROPOSAL RELATING TO THE USE OF<br>CONTROLLED ATMOSPHERE STUNNING.   | Shr              | Against       |
| 06     | SHAREHOLDER PROPOSAL RELATING TO THE USE OF<br>CAGE-FREE EGGS.   | Shr              | Against       |

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MERCK & CO., INC.

Agen

Security: 589331107  
 Meeting Type: Special  
 Meeting Date: 07-Aug-2009  
 Ticker: MRK  
 ISIN: US5893311077

| 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           |

MERCK & CO., INC.

Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: MRK  
 ISIN: US58933Y1055

| 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           |

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|    |  |      |     |
|----|--|------|-----|
| 10 | 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<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>FOR 2010. | Mgmt | For |
| 03 | PROPOSAL TO ADOPT THE 2010 INCENTIVE STOCK PLAN.   | Mgmt | For |
| 04 | PROPOSAL TO ADOPT THE 2010 NON-EMPLOYEE DIRECTORS<br>STOCK OPTION PLAN.  | Mgmt | For |

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 METLIFE, INC.

Agen

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 Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: MET  
 ISIN: US59156R1086  
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| Prop.# | Proposal  | Proposal<br>Type             | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>R. GLENN HUBBARD<br>ALFRED F. KELLY, JR.<br>JAMES M. KILTS<br>DAVID SATCHER     | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2010 | Mgmt                         | For                      |
| 03     | SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING   | Shr                          | Against                  |

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 MICROSOFT CORPORATION

Agen

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 Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2009  
 Ticker: MSFT  
 ISIN: US5949181045  
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| Prop.# | Proposal                                   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 01     | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt             | For           |
| 02     | ELECTION OF DIRECTOR: STEVEN A. BALLMER    | Mgmt             | For           |

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|    |   |      |         |
|----|---|------|---------|
| 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 |
| 14 | SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS                               | Shr  | Against |

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MONSANTO COMPANY

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Agen

Security: 61166W101  
Meeting Type: Annual  
Meeting Date: 26-Jan-2010  
Ticker: MON  
ISIN: US61166W1018  
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| 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           |

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

NESTLE S A

Agen

Security: H57312649  
 Meeting Type: AGM  
 Meeting Date: 15-Apr-2010  
 Ticker:  
 ISIN: CH0038863350

| 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    | No vote       |
|        | 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 THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.   | Non-Voting    | No vote       |
| 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       |

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|       |  |      |         |
|-------|--|------|---------|
| 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 1year  | 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 |

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 NESTLE S.A.

Agen

Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2010  
 Ticker: NSRGY  
 ISIN: US6410694060  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | APPROVAL OF ANNUAL REPORT, FIN. STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FIN. STATEMENTS OF THE NESTLE GROUP FOR 2009.  | Mgmt          | For           |
| 1B     | ACCEPTANCE OF THE COMPENSATION REPORT 2009 (NON-BINDING ADVISORY VOTE).   | Mgmt          | For           |
| 02     | RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.   | Mgmt          | For           |
| 03     | APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2009. | Mgmt          | For           |
| 4A1    | RE-ELECTION TO THE BOARD OF DIRECTORS: MR. ANDRE KUDELSKI (FOR A TERM OF THREE YEARS).                                    | Mgmt          | For           |
| 4A2    | RE-ELECTION TO THE BOARD OF DIRECTORS: MR. JEAN-RENE FOURTOU (FOR A TERM OF TWO YEARS).                                   | Mgmt          | For           |
| 4A3    | RE-ELECTION TO THE BOARD OF DIRECTORS: MR. STEVEN G. HOCH (FOR A TERM OF THREE YEARS).                                    | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 4A4 | RE-ELECTION TO THE BOARD OF DIRECTORS: MR. PETER BRABECK-LETMATHE (FOR A TERM OF THREE YEARS).                      | Mgmt | For     |
| 4B1 | ELECTION TO THE BOARD OF DIRECTOR: MRS. TITIA DE LANGE (FOR A TERM OF THREE YEARS).                                 | Mgmt | For     |
| 4B2 | ELECTION TO THE BOARD OF DIRECTOR: MR. JEAN-PIERRE ROTH (FOR A TERM OF THREE YEARS).                                | Mgmt | For     |
| 4C  | RE-ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).                            | Mgmt | For     |
| 05  | CAPITAL REDUCTION (BY CANCELLATION OF SHARES).  | Mgmt | For     |
| 06  | OTHER AMENDMENTS IN THE ARTICLES OF ASSOCIATION.  | Mgmt | For     |
| 07  | MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN | Mgmt | Against |

-----  
 NIKE, INC.

Agen

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 Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2009  
 Ticker: NKE  
 ISIN: US6541061031  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>JILL K. CONWAY<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER                                     | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>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               |

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 NORTHERN TRUST CORPORATION

Agen

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 Security: 665859104  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: NTRS  
 ISIN: US6658591044  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>LINDA WALKER BYNOE<br>NICHOLAS D. CHABRAJA<br>SUSAN CROWN<br>DIPAK C. JAIN<br>ROBERT W. LANE<br>ROBERT C. MCCORMACK<br>EDWARD J. MOONEY<br>JOHN W. ROWE<br>DAVID H.B. SMITH, JR.<br>WILLIAM D. SMITHBURG<br>ENRIQUE J. SOSA<br>CHARLES A. TRIBBETT III<br>FREDERICK H. WADDELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.   | Mgmt   | For   |

-----  
OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 07-May-2010  
Ticker: OXY  
ISIN: US6745991058  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SPENCER ABRAHAM     | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: 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       |

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|    |  |      |         |
|----|--|------|---------|
| 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 IN CONTROL.                           | Shr  | For     |

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 ORACLE CORPORATION

Agen

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 Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 07-Oct-2009  
 Ticker: ORCL  
 ISIN: US68389X1054  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ<br>BRUCE R. CHIZEN<br>GEORGE H. CONRADES<br>LAWRENCE J. ELLISON<br>HECTOR GARCIA-MOLINA<br>JEFFREY O. HENLEY<br>DONALD L. LUCAS<br>CHARLES E. PHILLIPS, JR<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>Withheld |
| 02     | PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF  | Mgmt   | For   |

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THE FISCAL YEAR 2010 EXECUTIVE BONUS PLAN.

|    |  |      |     |
|----|--|------|-----|
| 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 |

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PACCAR INC

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Agen

Security: 693718108  
Meeting Type: Annual  
Meeting Date: 20-Apr-2010  
Ticker: PCAR  
ISIN: US6937181088  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>ALISON J. CARNWATH<br>ROBERT T. PARRY<br>JOHN M. PIGOTT<br>GREGORY M.E. SPIERKEL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>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                  |

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PEABODY ENERGY CORPORATION

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Agen

Security: 704549104  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: BTU  
ISIN: US7045491047  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|   |  |  |  |
|---|--|--|--|
| 1 | DIRECTOR<br>GREGORY H. BOYCE<br>WILLIAM A. COLEY<br>WILLIAM E. JAMES<br>ROBERT B. KARN III<br>M. FRANCES KEETH<br>HENRY E. LENTZ<br>ROBERT A. MALONE<br>WILLIAM C. RUSNACK<br>JOHN F. TURNER<br>ALAN H. WASHKOWITZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For  |

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PEPSICO, INC.

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Agen

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 05-May-2010  
Ticker: PEP  
ISIN: US7134481081  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.L. BROWN                                      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: I.M. COOK                                       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: D. DUBLON                                       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: V.J. DZAU                                       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: R.L. HUNT                                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: A. IBARGUEN                                     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: A.C. MARTINEZ                                   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: I.K. NOOYI                                      | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S.P. ROCKEFELLER                                | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.J. SCHIRO                                     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: L.G. TROTTER                                    | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: D. VASELLA                                      | Mgmt          | 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                       | Shr           | Against       |

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REPORT (PROXY STATEMENT P. 67)

|    |   |     |         |
|----|---|-----|---------|
| 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 |

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 PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: PFE  
 ISIN: US7170811035

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

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

## SPECIAL MEETINGS.

05 SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS. Shr Against

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### PG&E CORPORATION

Agen

Security: 69331C108  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: PCG  
 ISIN: US69331C1080

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID R. ANDREWS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: LEWIS CHEW  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: C. LEE COX  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PETER A. DARBEE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MARYELLEN C. HERRINGER                                      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROGER H. KIMMEL   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RICHARD A. MESERVE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: FORREST E. MILLER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ROSENDO G. PARRA  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BARBARA L. RAMBO  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: BARRY LAWSON WILLIAMS                                       | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 04     | AMENDMENTS TO 2006 LONG-TERM INCENTIVE PLAN                                       | Mgmt          | For           |
| 05     | INDEPENDENT BOARD CHAIRMAN  | Shr           | Against       |
| 06     | LIMITS FOR DIRECTORS INVOLVED WITH BANKRUPTCY                                     | Shr           | Against       |
| 07     | POLITICAL CONTRIBUTIONS   | Shr           | Against       |

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### PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109

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

Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: PM  
 ISIN: US7181721090

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HAROLD BROWN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MATHIS CABIALAVETTA  | 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 AUDITORS                                    | Mgmt          | For           |
| 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  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: PRU  
 ISIN: US7443201022

| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR. | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GORDON M. BETHUNE        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GASTON CAPERTON          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GILBERT F. CASELLAS      | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 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<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2010. | Mgmt | For |
| 03 | ADVISORY VOTE ON COMPENSATION POLICIES.  | Mgmt | For |

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PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

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Security: 744573106  
Meeting Type: Annual  
Meeting Date: 20-Apr-2010  
Ticker: PEG  
ISIN: US7445731067  
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| 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<br>& TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE<br>YEAR 2010. | Mgmt          | For           |



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 QUALCOMM, INCORPORATED  
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Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 02-Mar-2010  
 Ticker: QCOM  
 ISIN: US7475251036  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>STEPHEN M. BENNETT<br>DONALD G. CRUICKSHANK<br>RAYMOND V. DITTAMORE<br>THOMAS W. HORTON<br>IRWIN MARK JACOBS<br>PAUL E. JACOBS<br>ROBERT E. KAHN<br>SHERRY LANSING<br>DUANE A. NELLES<br>BRENT SCOWCROFT<br>MARC I. STERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 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   |

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 SCHERING-PLOUGH CORPORATION  
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Agen

Security: 806605101  
 Meeting Type: Special  
 Meeting Date: 07-Aug-2009  
 Ticker: SGP  
 ISIN: US8066051017  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | 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., AND SP MERGER SUBSIDIARY TWO, INC., AS IT MAY BE AMENDED (THE "MERGER AGREEMENT") AND THE ISSUANCE OF SHARES OF COMMON STOCK IN THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT. | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 02 | APPROVE ANY ADJOURNMENT OF THE SCHERING-PLOUGH SPECIAL MEETING (INCLUDING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT AND THE ISSUANCE OF SHARES OF COMMON STOCK IN THE MERGER). | Mgmt | For |
|----|---|------|-----|

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

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Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 07-Apr-2010  
 Ticker: SLB  
 ISIN: AN8068571086

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>P. CAMUS<br>J.S. GORELICK<br>A. GOULD<br>T. ISAAC<br>N. KUDRYAVTSEV<br>A. LAJOUS<br>M.E. MARKS<br>L.R. REIF<br>T.I. SANDVOLD<br>H. SEYDOUX<br>P. CURRIE<br>K.V. KAMATH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | 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  |

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STAPLES, INC.

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Agen

Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2010  
 Ticker: SPLS  
 ISIN: US8550301027

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| 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           |
| 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

Agen

Security: 857477103  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: STT  
 ISIN: US8574771031

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

| 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           |
| 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       |

TARGET CORPORATION

Agen

Security: 87612E106  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: TGT  
 ISIN: US87612E1064

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

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|    |   | Type |     |
|----|---|------|-----|
| 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 VOTE ON EXECUTIVE COMPENSATION   | Shr  | For |

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 TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

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 Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 29-Jun-2010  
 Ticker: TEVA  
 ISIN: US8816242098  
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| 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           |

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- |    |   |      |         |
|----|---|------|---------|
| 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     |
| 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     |

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 THE COCA-COLA COMPANY  
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Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2010  
 Ticker: KO  
 ISIN: US1912161007

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: HERBERT A. ALLEN                                       | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: RONALD W. ALLEN  | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: CATHLEEN P. BLACK                                      | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: BARRY DILLER   | Mgmt          | Against       |
| 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  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: GS  
 ISIN: US38141G1040

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

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

|    |   |      |         |
|----|---|------|---------|
| 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     |
| 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     |



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

THE HOME DEPOT, INC.

Agen

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 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: HD  
 ISIN: US4370761029  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: F. DUANE ACKERMAN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DAVID H. BATCHELDER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANCIS S. BLAKE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ARI BOUSBIB   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ALBERT P. CAREY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ARMANDO CODINA  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: BONNIE G. HILL  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: KAREN L. KATEN  | Mgmt          | For           |
| 02     | 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       |

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 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

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

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 Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: PNC  
 ISIN: US6934751057  
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| 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           |
| 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           |

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-----  
 THE PROCTER & GAMBLE COMPANY

Agen

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 Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 13-Oct-2009  
 Ticker: PG  
 ISIN: US7427181091  
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| 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           |
| 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           |

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 THE TJX COMPANIES, INC.

Agen

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 Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2010  
 Ticker: TJX  
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ISIN: US8725401090

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOSE B. ALVAREZ                      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ALAN M. BENNETT                      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: 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           |
| 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  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2010  
 Ticker: DIS  
 ISIN: US2546871060

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

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|    |   |      |         |
|----|---|------|---------|
| 1H | ELECTION OF DIRECTOR: AYLWIN B. LEWIS   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: MONICA C. LOZANO  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: 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     |
| 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 |

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U.S. BANCORP

Agen

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Security: 902973304  
Meeting Type: Annual  
Meeting Date: 20-Apr-2010  
Ticker: USB  
ISIN: US9029733048  
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| 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           |

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|    |   |      |     |
|----|---|------|-----|
| 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.,<br>M.P.H.                                | Mgmt | For |
| 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<br>AUDITOR FOR THE 2010 FISCAL YEAR. | Mgmt | For |
| 03 | APPROVAL OF THE U.S. BANCORP AMENDED AND RESTATED<br>2007 STOCK INCENTIVE PLAN.       | Mgmt | For |
| 04 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION<br>PROGRAM.                           | Mgmt | For |

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 UNITED STATES STEEL CORPORATION

Agem

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 Security: 912909108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: X  
 ISIN: US9129091081  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JOHN G. DROSDICK<br>CHARLES R. LEE<br>JEFFREY M. LIPTON<br>DAN O. DINGES           | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                      |
| 03     | APPROVAL OF AMENDMENT AND RESTATEMENT OF 2005<br>STOCK INCENTIVE PLAN.                         | Mgmt                         | For                      |
| 04     | APPROVAL OF 2010 ANNUAL INCENTIVE COMPENSATION<br>PLAN.  | Mgmt                         | For                      |

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 VERIZON COMMUNICATIONS INC.  
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Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: VZ  
 ISIN: US92343V1044  
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| 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           |
| 1M     | ELECTION OF DIRECTOR: JOHN R. STAFFORD  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 04     | 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<br>DEATH  | Shr           | For           |

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10 EXECUTIVE STOCK RETENTION REQUIREMENTS Shr For

-----  
WAL-MART STORES, INC.

Agen

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Security: 931142103  
Meeting Type: Annual  
Meeting Date: 04-Jun-2010  
Ticker: WMT  
ISIN: US9311421039  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: AIDA M. ALVAREZ                              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES W. BREYER                              | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. MICHELE BURNS                             | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.                           | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROGER C. CORBETT                             | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS N. DAFT                              | Mgmt          | 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       |



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|    |                             |     |         |
|----|-----------------------------|-----|---------|
| 08 | SPECIAL SHAREOWNER MEETINGS | Shr | For     |
| 09 | POULTRY SLAUGHTER           | Shr | Against |
| 10 | LOBBYING PRIORITIES REPORT  | Shr | Against |

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WASTE MANAGEMENT, INC.

Agen

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Security: 94106L109  
Meeting Type: Annual  
Meeting Date: 11-May-2010  
Ticker: WM  
ISIN: US94106L1098  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANK M. CLARK, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PATRICK W. GROSS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN C. POPE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. ROBERT REUM   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID P. STEINER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 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           |

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WELLS FARGO & COMPANY

Agen

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Security: 949746101  
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Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: WFC  
 ISIN: US9497461015

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

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08 STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL Shr Against  
CONTRIBUTIONS.

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ZIMMER HOLDINGS, INC. Agen

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Security: 98956P102  
Meeting Type: Annual  
Meeting Date: 03-May-2010  
Ticker: ZMH  
ISIN: US98956P1021  
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| 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           |
| 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           |

\* Management position unknown

SIGNATURES

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

(Registrant) Eaton Vance Risk-Managed Diversified Equity Income Fund  
By (Signature) /s/ Duncan W. Richardson  
Name Duncan W. Richardson  
Title President  
Date 08/30/2010