

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Eaton Vance Tax-Managed Buy-Write Opportunities Fund  
Form N-PX  
August 18, 2014

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: 811-21735  
NAME OF REGISTRANT: Eaton Vance Tax-Managed Buy-Write  
Opportunities 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: 07/01/2013 - 06/30/2014

Eaton Vance Tax-Managed Buy-Write Opportunities Fund

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3M COMPANY

Agen

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Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 13-May-2014  
Ticker: MMM  
ISIN: US88579Y1010  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LINDA G. ALVARADO      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: THOMAS "TONY" K. BROWN | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VANCE D. COFFMAN       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MICHAEL L. ESKEW       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: HERBERT L. HENKEL      | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: MUHTAR KENT   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: EDWARD M. LIDDY   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: INGE G. THULIN  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: ROBERT J. ULRICH  | Mgmt | For     |
| 2.  | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS 3M'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE<br>COMPENSATION.   | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL ON RIGHT TO ACT BY<br>WRITTEN CONSENT.   | Shr  | Against |

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 ABBOTT LABORATORIES

Agen

Security: 002824100  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2014  
 Ticker: ABT  
 ISIN: US0028241000

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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>R.J. ALPERN<br>R.S. AUSTIN<br>S.E. BLOUNT<br>W.J. FARRELL<br>E.M. LIDDY<br>N. MCKINSTRY<br>P.N. NOVAKOVIC<br>W.A. OSBORN<br>S.C. SCOTT III<br>G.F. TILTON<br>M.D. WHITE | 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 ERNST & YOUNG LLP AS<br>AUDITORS  | Mgmt   | For   |
| 3.     | SAY ON PAY - AN ADVISORY VOTE TO APPROVE<br>EXECUTIVE COMPENSATION  | Mgmt   | For   |
| 4.     | SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED<br>INGREDIENTS  | Shr  | Against   |
| 5.     | SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE  | Shr  | Against   |
| 6.     | SHAREHOLDER PROPOSAL - INCENTIVE<br>COMPENSATION  | Shr  | Against   |

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 ABBVIE INC. Agen  
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Security: 00287Y109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2014  
 Ticker: ABBV  
 ISIN: US00287Y1091  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>ROBERT J. ALPERN<br>EDWARD M. LIDDY<br>FREDERICK H. WADDELL                                     | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF ERNST & YOUNG LLP AS<br>ABBVIE'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2014. | Mgmt                 | For               |
| 3.     | SAY ON PAY - AN ADVISORY VOTE ON THE<br>APPROVAL OF EXECUTIVE COMPENSATION.                                 | Mgmt                 | For               |

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 ACE LIMITED Agen  
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Security: H0023R105  
 Meeting Type: Special  
 Meeting Date: 10-Jan-2014  
 Ticker: ACE  
 ISIN: CH0044328745  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | APPROVAL OF THE PAYMENT OF DIVIDENDS FROM<br>LEGAL RESERVES  | Mgmt          | For           |
| 2.     | ELECTION OF HOMBURGER AG AS OUR INDEPENDENT<br>PROXY UNTIL THE CONCLUSION OF OUR 2014<br>ORDINARY GENERAL MEETING  | Mgmt          | For           |
| 3.     | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR<br>AN EXISTING AGENDA ITEM IS PUT BEFORE THE<br>MEETING I/WE HEREWITH AUTHORIZE AND<br>INSTRUCT THE INDEPENDENT PROXY TO VOTE AS<br>FOLLOWS IN RESPECT OF THE POSITION OF THE<br>BOARD OF DIRECTORS | Mgmt          | For           |

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ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: ACE  
 ISIN: CH0044328745

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | APPROVAL OF THE ANNUAL REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF ACE LIMITED FOR THE YEAR ENDED DECEMBER 31, 2013 | Mgmt          | For           |
| 2.     | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt          | For           |
| 3.     | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 4A.    | ELECTION OF DIRECTOR: JOHN EDWARDSON   | Mgmt          | For           |
| 4B.    | ELECTION OF DIRECTOR: KIMBERLY ROSS  | Mgmt          | For           |
| 4C.    | ELECTION OF DIRECTOR: ROBERT SCULLY  | Mgmt          | For           |
| 4D.    | ELECTION OF DIRECTOR: DAVID SIDWELL  | Mgmt          | For           |
| 4E.    | ELECTION OF DIRECTOR: EVAN G. GREENBERG  | Mgmt          | For           |
| 4F.    | ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ  | Mgmt          | For           |
| 4G.    | ELECTION OF DIRECTOR: MICHAEL G. ATIEH   | Mgmt          | For           |
| 4H.    | ELECTION OF DIRECTOR: MARY A. CIRILLO  | Mgmt          | For           |
| 4I.    | ELECTION OF DIRECTOR: MICHAEL P. CONNORS   | Mgmt          | For           |
| 4J.    | ELECTION OF DIRECTOR: PETER MENIKOFF   | Mgmt          | For           |
| 4K.    | ELECTION OF DIRECTOR: LEO F. MULLIN  | Mgmt          | For           |
| 4L.    | ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR.  | Mgmt          | For           |
| 4M.    | ELECTION OF DIRECTOR: THEODORE E. SHASTA   | Mgmt          | For           |
| 4N.    | ELECTION OF DIRECTOR: OLIVIER STEIMER  | Mgmt          | For           |
| 5.     | ELECTION OF EVAN G. GREENBERG AS THE CHAIRMAN OF THE BOARD OF DIRECTORS UNTIL OUR NEXT ANNUAL GENERAL MEETING  | Mgmt          | For           |
| 6A.    | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MICHAEL P. CONNORS  | Mgmt          | For           |
| 6B.    | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MARY A. CIRILLO   | Mgmt          | For           |
| 6C.    | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: JOHN EDWARDSON  | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 6D. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: ROBERT M. HERNANDEZ   | Mgmt | For     |
| 7.  | ELECTION OF HAMBURGER AG AS INDEPENDENT PROXY UNTIL THE CONCLUSION OF OUR NEXT ANNUAL GENERAL MEETING  | Mgmt | For     |
| 8A. | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL GENERAL MEETING  | Mgmt | For     |
| 8B. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2014   | Mgmt | For     |
| 8C. | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL GENERAL MEETING   | Mgmt | For     |
| 9.  | AMENDMENT OF THE ARTICLES OF ASSOCIATION RELATING TO AUTHORIZED SHARE CAPITAL FOR GENERAL PURPOSES   | Mgmt | For     |
| 10. | APPROVAL OF THE PAYMENT OF A DISTRIBUTION TO SHAREHOLDERS THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN FOUR QUARTERLY INSTALLMENTS AT SUCH TIMES DURING THE PERIOD THROUGH OUR NEXT ANNUAL GENERAL MEETING AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS  | Mgmt | For     |
| 11. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 12. | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS: MARK "FOR" TO VOTE IN ACCORDANCE WITH THE POSITION OF THE BOARD OF DIRECTORS; MARK "AGAINST" TO VOTE AGAINST NEW ITEMS AND PROPOSALS; MARK "ABSTAIN" TO ABSTAIN | Mgmt | Against |

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 ADVANCE AUTO PARTS, INC.

Agen

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 Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 14-May-2014  
 Ticker: AAP  
 ISIN: US00751Y1064  
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|--------|----------|---------------|---------------|
| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |  |  |
|----|---|--|--|
| 1. | DIRECTOR<br>JOHN F. BERGSTROM<br>JOHN C. BROUILLARD<br>FIONA P. DIAS<br>DARREN R. JACKSON<br>WILLIAM S. OGLESBY<br>J. PAUL RAINES<br>GILBERT T. RAY<br>CARLOS A. SALADRIGAS<br>O. TEMPLE SLOAN, III<br>JIMMIE L. WADE | 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. | APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt   | For  |
| 3. | APPROVE THE COMPANY'S 2014 LONG-TERM INCENTIVE PLAN.  | Mgmt   | For  |
| 4. | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.   | Mgmt   | For  |
| 5. | ADVISORY VOTE ON STOCKHOLDER PROPOSAL ON THE ABILITY OF STOCKHOLDERS TO ACT BY WRITTEN CONSENT IF PRESENTED AT THE ANNUAL MEETING.  | Shr  | Against  |

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AFLAC INCORPORATED

Agen-----

Security: 001055102  
Meeting Type: Annual  
Meeting Date: 05-May-2014  
Ticker: AFL  
ISIN: US0010551028  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DANIEL P. AMOS      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN SHELBY AMOS II | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PAUL S. AMOS II     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: W. PAUL BOWERS      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KRISS CLONINGER III | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ELIZABETH J. HUDSON | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT B. JOHNSON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CHARLES B. KNAPP    | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
| 1J. | ELECTION OF DIRECTOR: BARBARA K. RIMER,<br>DRPH  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MELVIN T. STITH  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DAVID GARY THOMPSON  | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: TAKURO YOSHIDA   | Mgmt | For |
| 2.  | TO CONSIDER THE FOLLOWING NON-BINDING<br>ADVISORY PROPOSAL: "RESOLVED, THAT THE<br>SHAREHOLDERS APPROVE THE COMPENSATION OF<br>THE COMPANY'S NAMED EXECUTIVE OFFICERS,<br>PURSUANT TO THE COMPENSATION DISCLOSURE<br>RULES OF THE SECURITIES AND EXCHANGE<br>COMMISSION, INCLUDING AS DISCLOSED IN THE<br>COMPENSATION DISCUSSION AND ANALYSIS,<br>EXECUTIVE COMPENSATION TABLES AND<br>ACCOMPANYING NARRATIVE DISCUSSION IN THE<br>PROXY STATEMENT" | Mgmt | For |
| 3.  | TO CONSIDER AND ACT UPON THE RATIFICATION<br>OF THE APPOINTMENT OF KPMG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF THE COMPANY FOR THE YEAR ENDING<br>DECEMBER 31, 2014   | Mgmt | For |

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 AIR PRODUCTS AND CHEMICALS, INC.

Agen

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 Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 23-Jan-2014  
 Ticker: APD  
 ISIN: US0091581068  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHADWICK C. DEATON  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: EDWARD L. MONSER  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: MATTHEW H. PAULL  | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: LAWRENCE S. SMITH   | Mgmt             | For           |
| 2.     | APPOINTMENT OF INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTANTS. RATIFICATION OF<br>APPOINTMENT OF KPMG LLP, AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL<br>YEAR 2014. | Mgmt             | For           |
| 3.     | ADVISORY VOTE ON EXECUTIVE OFFICER<br>COMPENSATION. TO APPROVE THE COMPENSATION<br>OF NAMED EXECUTIVE OFFICERS.   | Mgmt             | For           |
| 4.     | APPROVAL OF AMENDMENT OF THE COMPANY'S  | Mgmt             | For           |

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CERTIFICATE OF INCORPORATION. TO AMEND THE  
 CERTIFICATE OF INCORPORATION TO PHASE OUT  
 AND ELIMINATE THE CLASSIFIED BOARD.

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 ALLEGION PLC

Agen

Security: G0176J109  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2014  
 Ticker: ALLE  
 ISIN: IE00BFRT3W74  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL J. CHESSER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CARLA CICO  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KIRK S. HACHIGIAN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID D. PETRATIS   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DEAN I. SCHAFFER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARTIN E. WELCH III   | Mgmt          | For           |
| 2.     | ADVISORY APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON WHETHER AN ADVISORY SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS.                                 | Mgmt          | 1 Year        |
| 4.     | APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS OF THE COMPANY AND AUTHORIZE THE AUDIT AND FINANCE COMMITTEE OF THE BOARD OF DIRECTORS TO SET THE AUDITORS' REMUNERATION. | Mgmt          | For           |

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 ALLIANCE DATA SYSTEMS CORPORATION

Agen

Security: 018581108  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2014  
 Ticker: ADS  
 ISIN: US0185811082  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  | Type |     |
|-----|--|------|-----|
| 1.1 | ELECTION OF DIRECTOR: BRUCE K. ANDERSON  | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: ROGER H. BALLOU  | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: LAWRENCE M. BENVENISTE   | Mgmt | For |
| 1.4 | ELECTION OF DIRECTOR: D. KEITH COBB  | Mgmt | For |
| 1.5 | ELECTION OF DIRECTOR: E. LINN DRAPER, JR.  | Mgmt | For |
| 1.6 | ELECTION OF DIRECTOR: KENNETH R. JENSEN  | Mgmt | For |
| 2.  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3.  | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ALLIANCE DATA SYSTEMS CORPORATION FOR 2014. | Mgmt | For |

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ALTRIA GROUP, INC.

Agen

Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 14-May-2014  
Ticker: MO  
ISIN: US02209S1033

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GERALD L. BALILES    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARTIN J. BARRINGTON | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN T. CASTEEN III  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DINYAR S. DEVITRE    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS F. FARRELL II | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: THOMAS W. JONES      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: W. LEO KIELY III     | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KATHRYN B. MCQUADE   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: GEORGE MUNOZ         | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: NABIL Y. SAKKAB      | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF           | Mgmt          | For           |

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM

|    |   |      |         |
|----|---|------|---------|
| 3. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS   | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL - PREPARATION OF HEALTH EFFECT AND CESSATION MATERIALS FOR POOR AND LESS FORMALLY EDUCATED TOBACCO CONSUMERS | Shr  | Against |
| 5. | SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES  | Shr  | Against |

AMAZON.COM, INC.

Agen

Security: 023135106  
Meeting Type: Annual  
Meeting Date: 21-May-2014  
Ticker: AMZN  
ISIN: US0231351067

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY P. BEZOS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TOM A. ALBERG  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN SEELY BROWN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM B. GORDON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALAIN MONIE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS O. RYDER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS         | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                      | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS | Shr           | Against       |

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 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: AEP  
 ISIN: US0255371017  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: NICHOLAS K. AKINS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID J. ANDERSON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: J. BARNIE BEASLEY, JR.  | 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: SANDRA BEACH LIN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LIONEL L. NOWELL III  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: STEPHEN S. RASMUSSEN  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: OLIVER G. RICHARD III   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |

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 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2014  
 Ticker: AXP  
 ISIN: US0258161092  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1A. | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY   | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: URSULA BURNS  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: KENNETH CHENAULT  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: PETER CHERNIN   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: ANNE LAUVERGEON   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: THEODORE LEONSIS  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: RICHARD LEVIN   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: RICHARD MCGINN  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: SAMUEL PALMISANO  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: STEVEN REINEMUND  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: DANIEL VASELLA  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: ROBERT WALTER   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: RONALD WILLIAMS   | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS OUR<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2014. | Mgmt | For     |
| 3.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL RELATING TO ANNUAL<br>DISCLOSURE OF EEO-1 DATA.  | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL RELATING TO REPORT ON<br>PRIVACY, DATA SECURITY AND GOVERNMENT<br>REQUESTS.                                  | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL RELATING TO ACTION BY<br>WRITTEN CONSENT.  | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL FOR EXECUTIVES TO<br>RETAIN SIGNIFICANT STOCK.   | Shr  | Against |

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 AMERICAN TOWER CORPORATION

Agen

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 Security: 03027X100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: AMT  
 ISIN: US03027X1000  
 -----

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

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   | Type |     |
|-----|---|------|-----|
| 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 |
| 2.  | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3.  | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt | For |

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 AMGEN INC.

Agen

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 Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 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. ROBERT A. BRADWAY     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MR. ROBERT A. ECKERT      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MR. GREG C. GARLAND       | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1I | ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: DR. TYLER JACKS   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM  | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: DR. RONALD D. SUGAR   | Mgmt | For |
| 2  | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3  | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.  | Mgmt | For |
| 4  | STOCKHOLDER PROPOSAL #1 (VOTE TABULATION)   | Shr  | For |

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 ANALOG DEVICES, INC.

Agen

Security: 032654105  
 Meeting Type: Annual  
 Meeting Date: 12-Mar-2014  
 Ticker: ADI  
 ISIN: US0326541051

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: RAY STATA   | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: VINCENT T. ROCHE  | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: RICHARD M. BEYER  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: JAMES A. CHAMPY   | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: JOHN C. HODGSON   | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: YVES-ANDRE ISTELE   | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: NEIL NOVICH   | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: F. GRANT SAVIERS  | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: KENTON J. SICCHITANO  | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: LISA T. SU  | Mgmt          | For           |
| 2)     | TO APPROVE, BY NON-BINDING "SAY-ON-PAY" VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt          | For           |

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- |    |   |      |     |
|----|---|------|-----|
| 3) | TO APPROVE THE AMENDED AND RESTATED ANALOG DEVICES, INC. 2006 STOCK INCENTIVE PLAN.   | Mgmt | For |
| 4) | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR. | Mgmt | For |

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AON PLC

Agen

Security: G0408V102  
Meeting Type: Annual  
Meeting Date: 24-Jun-2014  
Ticker: AON  
ISIN: GB00B5BT0K07

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LESTER B. KNIGHT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GREGORY C. CASE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FULVIO CONTI   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHERYL A. FRANCIS  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDGAR D. JANNOTTA  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES W. LENG  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: J. MICHAEL LOSH  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RICHARD B. MYERS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: GLORIA SANTONA   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CAROLYN Y. WOO   | Mgmt          | For           |
| 2.     | RECEIPT OF AON'S ANNUAL REPORT AND ACCOUNTS, TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED DECEMBER 31, 2013. | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS AON'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                               | Mgmt          | For           |
| 4.     | RE-APPOINTMENT OF ERNST & YOUNG LLP AS AON'S U.K. STATUTORY AUDITOR UNDER THE COMPANIES ACT 2006.  | Mgmt          | For           |
| 5.     | AUTHORIZATION OF THE BOARD OF DIRECTORS TO   | Mgmt          | For           |

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DETERMINE THE REMUNERATION OF ERNST & YOUNG  
LLP.

|    |  |      |     |
|----|--|------|-----|
| 6. | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.  | Mgmt | For |
| 7. | APPROVAL OF DIRECTORS' REMUNERATION POLICY.  | Mgmt | For |
| 8. | ADVISORY VOTE TO APPROVE THE DIRECTORS'<br>REMUNERATION REPORT (OTHER THAN THE<br>DIRECTORS' REMUNERATION POLICY). | Mgmt | For |
| 9. | APPROVAL OF THE AON PLC 2011 INCENTIVE<br>COMPENSATION PLAN.   | Mgmt | For |
| 10 | APPROVAL OF FORMS OF SHARE REPURCHASE<br>CONTRACT AND REPURCHASE COUNTERPARTIES.                                   | Mgmt | For |

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APARTMENT INVESTMENT AND MANAGEMENT CO.

Agen

Security: 03748R101  
Meeting Type: Annual  
Meeting Date: 29-Apr-2014  
Ticker: AIV  
ISIN: US03748R1014

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES N. BAILEY  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: TERRY CONSIDINE  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: THOMAS L. KELTNER  | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: J. LANDIS MARTIN   | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. MILLER   | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: KATHLEEN M. NELSON   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL A. STEIN   | Mgmt             | For           |
| 2      | TO RATIFY THE SELECTION OF ERNST & YOUNG<br>LLP TO SERVE AS THE INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR AIMCO FOR THE<br>YEAR ENDING DECEMBER 31, 2014. | Mgmt             | For           |
| 3      | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt             | For           |

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APPLE INC.

Agen

Security: 037833100



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 28-Feb-2014  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop. # | Proposal   | Proposal Type  | Proposal Vote  |
|---------|--|--|--|
| 1.      | DIRECTOR<br>WILLIAM CAMPBELL<br>TIMOTHY COOK<br>MILLARD DREXLER<br>AL GORE<br>ROBERT IGER<br>ANDREA JUNG<br>ARTHUR LEVINSON<br>RONALD SUGAR  | 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 |
| 2.      | THE AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION (THE "ARTICLES") TO FACILITATE THE IMPLEMENTATION OF MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN AN UNCONTESTED ELECTION BY ELIMINATING ARTICLE VII, WHICH RELATES TO THE TERM OF DIRECTORS AND THE TRANSITION FROM A CLASSIFIED BOARD OF DIRECTORS TO A DECLASSIFIED STRUCTURE | Mgmt   | For  |
| 3.      | THE AMENDMENT OF THE ARTICLES TO ELIMINATE THE "BLANK CHECK" AUTHORITY OF THE BOARD TO ISSUE PREFERRED STOCK   | Mgmt   | For  |
| 4.      | THE AMENDMENT OF THE ARTICLES TO ESTABLISH A PAR VALUE FOR THE COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE   | Mgmt   | For  |
| 5.      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014   | Mgmt   | For  |
| 6.      | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt   | For  |
| 7.      | THE APPROVAL OF THE APPLE INC. 2014 EMPLOYEE STOCK PLAN  | Mgmt   | For  |
| 8.      | A SHAREHOLDER PROPOSAL BY JOHN HARRINGTON AND NORTHSTAR ASSET MANAGEMENT INC. ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS" TO AMEND THE COMPANY'S BYLAWS   | Shr  | Against  |
| 9.      | A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "REPORT ON COMPANY MEMBERSHIP AND INVOLVEMENT WITH CERTAIN TRADE ASSOCIATIONS AND BUSINESS ORGANIZATIONS"   | Shr  | Against  |
| 10.     | A SHAREHOLDER PROPOSAL BY CARL ICAHN OF A NON-BINDING ADVISORY RESOLUTION THAT THE COMPANY COMMIT TO COMPLETING NOT LESS THAN  | Shr  | Against  |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

\$50 BILLION OF SHARE REPURCHASES DURING ITS  
2014 FISCAL YEAR (AND INCREASE THE  
AUTHORIZATION UNDER ITS CAPITAL RETURN  
PROGRAM ACCORDINGLY)

|     |   |     |         |
|-----|---|-----|---------|
| 11. | A SHAREHOLDER PROPOSAL BY JAMES MCRITCHIE<br>OF A NON-BINDING ADVISORY RESOLUTION<br>ENTITLED "PROXY ACCESS FOR SHAREHOLDERS" | Shr | Against |
|-----|---|-----|---------|

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ASML HOLDINGS N.V.

Agen

Security: N07059210  
Meeting Type: Annual  
Meeting Date: 23-Apr-2014  
Ticker: ASML  
ISIN: USN070592100

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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 4      | DISCUSSION OF THE 2013 ANNUAL REPORT, INCL.<br>ASML'S CORPORATE GOVERNANCE CHAPTER, AND<br>PROPOSAL TO ADOPT THE FINANCIAL STATEMENTS<br>FOR THE FY 2013, AS PREPARED IN ACCORDANCE<br>WITH DUTCH LAW.   | Mgmt             | For           |
| 5      | PROPOSAL TO DISCHARGE THE MEMBERS OF THE<br>BOARD OF MANAGEMENT FROM LIABILITY FOR<br>THEIR RESPONSIBILITIES IN THE FY 2013.   | Mgmt             | For           |
| 6      | PROPOSAL TO DISCHARGE THE MEMBERS OF THE<br>SUPERVISORY BOARD FROM LIABILITY FOR THEIR<br>RESPONSIBILITIES IN THE FY 2013.   | Mgmt             | For           |
| 8      | PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.61<br>PER ORDINARY SHARE OF EUR 0.09.  | Mgmt             | For           |
| 9      | PROPOSAL TO ADOPT SOME ADJUSTMENTS TO THE<br>REMUNERATION POLICY (VERSION 2014) FOR THE<br>BOARD OF MANAGEMENT (THE "REMUNERATION<br>POLICY").   | Mgmt             | For           |
| 10     | PROPOSAL TO APPROVE THE NUMBER OF<br>PERFORMANCE SHARES FOR THE BOARD OF<br>MANAGEMENT, TO BE DETERMINED BY THE<br>CALCULATION METHOD AS DESCRIBED IN THE<br>REMUNERATION POLICY, AND AUTHORIZATION OF<br>THE BOARD OF MANAGEMENT TO ISSUE THE<br>PERFORMANCE SHARES FOR THE FY 2015, SUBJECT<br>TO APPROVAL OF THE SUPERVISORY BOARD. | Mgmt             | For           |
| 11     | PROPOSAL TO APPROVE THE NUMBER OF STOCK<br>OPTIONS, RESPECTIVELY SHARES, FOR EMPLOYEES<br>AND AUTHORIZATION OF THE BOARD OF<br>MANAGEMENT TO ISSUE THE STOCK OPTIONS,<br>RESPECTIVELY SHARES.  | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 13A | PROPOSAL TO REAPPOINT MR. F.W. FROHLICH AS MEMBER OF THE SUPERVISORY BOARD, EFFECTIVE APRIL 23, 2014.  | Mgmt | For |
| 13B | PROPOSAL TO APPOINT MR. J.M.C. STORK AS MEMBER OF THE SUPERVISORY BOARD, EFFECTIVE APRIL 23, 2014.   | Mgmt | For |
| 15  | PROPOSAL TO ADJUST THE REMUNERATION OF THE SUPERVISORY BOARD.  | Mgmt | For |
| 16  | PROPOSAL TO REAPPOINT THE EXTERNAL AUDITOR FOR THE REPORTING YEAR 2015.  | Mgmt | For |
| 17A | PROPOSAL TO AUTHORIZE THE BOARD OF MANAGEMENT TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES, WHICH AUTHORIZATION IS LIMITED TO 5% OF THE ISSUED CAPITAL.   | Mgmt | For |
| 17B | PROPOSAL TO AUTHORIZE THE BOARD OF MANAGEMENT TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH AGENDA ITEM 17A.   | Mgmt | For |
| 17C | PROPOSAL TO AUTHORIZE THE BOARD OF MANAGEMENT TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES, FOR AN ADDITIONAL 5% OF THE ISSUED CAPITAL, ONLY TO BE USED IN CONNECTION WITH MERGERS, ACQUISITIONS AND/OR (STRATEGIC) ALLIANCES.  | Mgmt | For |
| 17D | PROPOSAL TO AUTHORIZE THE BOARD OF MANAGEMENT TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH AGENDA ITEM 17C.   | Mgmt | For |
| 18A | PROPOSAL TO AUTHORIZE THE BOARD OF MANAGEMENT TO ACQUIRE SHARES IN THE COMPANY'S SHARE CAPITAL UP TO 10% OF THE ISSUED SHARE CAPITAL.  | Mgmt | For |
| 18B | PROPOSAL TO AUTHORIZE THE BOARD OF MANAGEMENT TO ACQUIRE ADDITIONAL SHARES IN THE COMPANY'S SHARE CAPITAL UP TO 10% OF THE ISSUED SHARE CAPITAL, UNDER THE CONDITION THAT THE SHARES ACQUIRED UNDER ITEM 18A. HAVE BEEN CANCELLED AND THE NUMBER OF SHARES HELD BY THE COMPANY SHALL NOT EXCEED 10% OF THE ISSUED SHARE CAPITAL. | Mgmt | For |
| 19  | PROPOSAL TO CANCEL ORDINARY SHARES.  | Mgmt | For |

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AT&T INC.

Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2014  
 Ticker: T

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US00206R1023

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SCOTT T. FORD                  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: BETH E. MOONEY                 | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MATTHEW K. ROSE                | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR              | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.         | Mgmt          | For           |
| 4.     | APPROVE SEVERANCE POLICY.                            | Mgmt          | For           |
| 5.     | POLITICAL REPORT.                                    | Shr           | Against       |
| 6.     | LOBBYING REPORT.                                     | Shr           | Against       |
| 7.     | WRITTEN CONSENT.                                     | Shr           | Against       |

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 AVERY DENNISON CORPORATION

Agen

Security: 053611109  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: AVY  
 ISIN: US0536111091

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

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1A. | ELECTION OF DIRECTOR: BRADLEY ALFORD   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ANTHONY ANDERSON   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: PETER BARKER   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROLF BORJESSON   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: KEN HICKS  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CHARLES NOSKI  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DAVID PYOTT  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DEAN SCARBOROUGH   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: PATRICK SIEWERT  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JULIA STEWART  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MARTHA SULLIVAN  | Mgmt | For |
| 2.  | APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3.  | APPROVAL OF OUR AMENDED AND RESTATED SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN.   | Mgmt | For |
| 4.  | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR. | Mgmt | For |

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BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
Meeting Type: Annual  
Meeting Date: 07-May-2014  
Ticker: BAC  
ISIN: US0605051046

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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHARON L. ALLEN       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SUSAN S. BIES         | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACK O. BOVENDER, JR. | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR. | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PIERRE J.P. DE WECK   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ARNOLD W. DONALD      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1G. | ELECTION OF DIRECTOR: CHARLES K. GIFFORD   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: LINDA P. HUDSON  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: THOMAS J. MAY  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: LIONEL L. NOWELL, III  | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: CLAYTON S. ROSE  | Mgmt | For     |
| 1O. | ELECTION OF DIRECTOR: R. DAVID YOST  | Mgmt | For     |
| 2.  | AN ADVISORY (NON-BINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY).           | Mgmt | For     |
| 3.  | RATIFICATION OF THE APPOINTMENT OF OUR REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For     |
| 4.  | APPROVAL OF AMENDMENT TO THE SERIES T PREFERRED STOCK.   | Mgmt | For     |
| 5.  | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING IN DIRECTOR ELECTIONS.                                | Shr  | Against |
| 6.  | STOCKHOLDER PROPOSAL - PROXY ACCESS.   | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL - CLIMATE CHANGE REPORT.  | Shr  | For     |
| 8.  | STOCKHOLDER PROPOSAL - LOBBYING REPORT.  | Shr  | For     |

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 BANKUNITED, INC.

Agen

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 Security: 06652K103  
 Meeting Type: Annual  
 Meeting Date: 14-May-2014  
 Ticker: BKU  
 ISIN: US06652K1034  
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| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 1.     | DIRECTOR               |               |               |
|        | TERE BLANCA            | Mgmt          | For           |
|        | AMBASSADOR SUE M. COBB | Mgmt          | For           |
|        | EUGENE F. DEMARK       | Mgmt          | For           |
|        | MICHAEL J. DOWLING     | Mgmt          | For           |
|        | JOHN A. KANAS          | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   |  |      |     |
|---|--|------|-----|
|   | DOUGLAS J. PAULS   | Mgmt | For |
|   | RAJINDER P. SINGH  | Mgmt | For |
|   | SANJIV SOBTI, PH.D.  | Mgmt | For |
|   | A. ROBERT TOWBIN   | Mgmt | For |
| 2 | TO RATIFY THE AUDIT AND RISK COMMITTEE'S APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3 | TO APPROVE THE BANKUNITED, INC. 2014 OMNIBUS EQUITY INCENTIVE PLAN.  | Mgmt | For |

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 BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: BAX  
 ISIN: US0718131099

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WAYNE T. HOCKMEYER                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT L. PARKINSON, JR.                 | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: THOMAS T. STALLKAMP                      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALBERT P.L. STROUCKEN                    | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.              | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL - RIGHT TO ACT BY WRITTEN CONSENT.        | Shr           | Against       |
| 5.     | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK. | Shr           | Against       |

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 BERKSHIRE HATHAWAY INC.

Agen

Security: 084670702  
 Meeting Type: Annual  
 Meeting Date: 03-May-2014  
 Ticker: BRKB  
 ISIN: US0846707026

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>WARREN E. BUFFETT<br>CHARLES T. MUNGER<br>HOWARD G. BUFFETT<br>STEPHEN B. BURKE<br>SUSAN L. DECKER<br>WILLIAM H. GATES III<br>DAVID S. GOTTESMAN<br>CHARLOTTE GUYMAN<br>DONALD R. KEOUGH<br>THOMAS S. MURPHY<br>RONALD L. OLSON<br>WALTER SCOTT, JR.<br>MERYL B. WITMER | 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 |
| 2      | NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2014 PROXY STATEMENT.   | Mgmt   | For  |
| 3      | NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH SHAREHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year   |
| 4      | SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.  | Shr  | Against  |
| 5      | SHAREHOLDER PROPOSAL REGARDING DIVIDENDS.   | Shr  | Against  |

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BEST BUY CO., INC.

Agen

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Security: 086516101  
Meeting Type: Annual  
Meeting Date: 10-Jun-2014  
Ticker: BBY  
ISIN: US0865161014  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LISA M. CAPUTO             | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RUSSELL P. FRADIN          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KATHY J. HIGGINS<br>VICTOR | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: HUBERT JOLY                | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DAVID W. KENNY             | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1F. | ELECTION OF DIRECTOR: THOMAS L. MILLNER  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: GERARD R. VITTECOQ   | Mgmt | For |
| 2.  | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015. | Mgmt | For |
| 3.  | TO APPROVE IN A NON-BINDING ADVISORY VOTE OUR NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt | For |
| 4.  | TO APPROVE THE 2014 OMNIBUS INCENTIVE PLAN.  | Mgmt | For |

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BIOGEN IDEC INC.

Agen

Security: 09062X103  
Meeting Type: Annual  
Meeting Date: 12-Jun-2014  
Ticker: BIIB  
ISIN: US09062X1037

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CAROLINE D. DORSA   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GEORGE A. SCANGOS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LYNN SCHENK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ALEXANDER J. DENNER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NANCY L. LEAMING  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RICHARD C. MULLIGAN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT W. PANGIA  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: BRIAN S. POSNER   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ERIC K. ROWINSKY  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEPHEN A. SHERWIN  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |

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BIOMARIN PHARMACEUTICAL INC.

Agen

Security: 09061G101  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2014  
 Ticker: BMRN  
 ISIN: US09061G1013

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>JEAN-JACQUES BIENAIME<br>MICHAEL GREY<br>ELAINE J. HERON<br>PIERRE LAPALME<br>V. BRYAN LAWLIS<br>RICHARD A. MEIER<br>ALAN J. LEWIS<br>WILLIAM D. YOUNG<br>KENNETH M. BATE<br>DENNIS J. SLAMON   | 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      | TO APPROVE AMENDMENTS TO BIOMARIN'S AMENDED AND RESTATED 2006 EMPLOYEE STOCK PURCHASE PLAN (THE 2006 ESPP) TO INCREASE THE AGGREGATE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE 2006 ESPP FROM 2,500,000 TO 3,500,000 AND TO EXTEND THE TERM OF THE 2006 ESPP TO MAY 2, 2018. | Mgmt   | For   |
| 3      | TO VOTE ON AN ADVISORY BASIS TO APPROVE THE COMPENSATION OF BIOMARIN'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN ITS PROXY STATEMENT.   | Mgmt   | For   |
| 4      | TO RATIFY THE SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR BIOMARIN FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.   | Mgmt   | For   |

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: BMY  
 ISIN: US1101221083

| Prop.# | Proposal                           | Proposal Type | Proposal Vote |
|--------|------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L. ANDREOTTI | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1B. | ELECTION OF DIRECTOR: L.B. CAMPBELL   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: J.M. CORNELIUS  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: M. GROBSTEIN  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: A.J. LACY   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: T.J. LYNCH, JR., M.D.   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: D.C. PALIWAL  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: V.L. SATO, PH.D.  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: G.L. STORCH   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: T.D. WEST, JR.  | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT OF<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE THE COMPENSATION<br>OF OUR NAMED EXECUTIVE OFFICERS.           | Mgmt | For |
| 4.  | SIMPLE MAJORITY VOTE.   | Shr  | For |

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BROCADE COMMUNICATIONS SYSTEMS, INC.

Agen

Security: 111621306  
Meeting Type: Annual  
Meeting Date: 08-Apr-2014  
Ticker: BRCD  
ISIN: US1116213067

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| Prop.# | Proposal                                  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: JUDY BRUNER         | Mgmt             | For           |
| 1.2    | ELECTION OF DIRECTOR: LLOYD A. CARNEY     | Mgmt             | For           |
| 1.3    | ELECTION OF DIRECTOR: RENATO A. DIPENTIMA | Mgmt             | For           |
| 1.4    | ELECTION OF DIRECTOR: ALAN L. EARHART     | Mgmt             | For           |
| 1.5    | ELECTION OF DIRECTOR: JOHN W. GERDELMAN   | Mgmt             | For           |
| 1.6    | ELECTION OF DIRECTOR: DAVE HOUSE          | Mgmt             | For           |
| 1.7    | ELECTION OF DIRECTOR: L. WILLIAM KRAUSE   | Mgmt             | For           |
| 1.8    | ELECTION OF DIRECTOR: DAVID E. ROBERSON   | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1.9 | ELECTION OF DIRECTOR: SANJAY VASWANI  | Mgmt | For     |
| 2.  | NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION   | Mgmt | For     |
| 3.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF BROCADE COMMUNICATIONS SYSTEMS, INC. FOR THE FISCAL YEAR ENDING NOVEMBER 1, 2014                              | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL TO AMEND BROCADE'S BYLAWS TO GIVE STOCKHOLDERS WHO HOLD 10% OF OUTSTANDING BROCADE STOCK THE POWER TO CALL A SPECIAL MEETING OF STOCKHOLDERS IF PROPERLY PRESENTED AT THE ANNUAL MEETING | Shr  | Against |

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BRUKER CORPORATION

Agen

Security: 116794108  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: BRKR  
 ISIN: US1167941087

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: STEPHEN W. FESIK  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |

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CAPITAL ONE FINANCIAL CORPORATION

Agen

Security: 14040H105  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: COF  
 ISIN: US14040H1059

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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD D. FAIRBANK | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PATRICK W. GROSS    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: ANN FRITZ HACKETT  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: LEWIS HAY, III   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: BENJAMIN P. JENKINS,<br>III  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: PIERRE E. LEROY  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: PETER E. RASKIND   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: MAYO A. SHATTUCK III   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: BRADFORD H. WARNER   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: CATHERINE G. WEST  | Mgmt | For     |
| 2.  | RATIFICATION OF SELECTION OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS OF CAPITAL ONE<br>FOR 2014.  | Mgmt | For     |
| 3.  | APPROVAL OF CAPITAL ONE'S THIRD AMENDED AND<br>RESTATED 2004 STOCK INCENTIVE PLAN.   | Mgmt | For     |
| 4.  | ADVISORY APPROVAL OF CAPITAL ONE'S 2013<br>NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 5A. | APPROVAL OF AMENDMENTS TO CAPITAL ONE'S<br>RESTATED CERTIFICATE OF INCORPORATION TO<br>REMOVE SUPERMAJORITY VOTING STANDARDS<br>APPLICABLE TO THE FOLLOWING ACTION: FUTURE<br>AMENDMENTS TO THE AMENDED AND RESTATED<br>BYLAWS AND THE RESTATED CERTIFICATE OF<br>INCORPORATION. | Mgmt | For     |
| 5B. | APPROVAL OF AMENDMENTS TO CAPITAL ONE'S<br>RESTATED CERTIFICATE OF INCORPORATION TO<br>REMOVE SUPERMAJORITY VOTING STANDARDS<br>APPLICABLE TO THE FOLLOWING ACTION:<br>REMOVING ANY DIRECTOR FROM OFFICE.  | Mgmt | For     |
| 5C. | APPROVAL OF AMENDMENTS TO CAPITAL ONE'S<br>RESTATED CERTIFICATE OF INCORPORATION TO<br>REMOVE SUPERMAJORITY VOTING STANDARDS<br>APPLICABLE TO THE FOLLOWING ACTION: CERTAIN<br>BUSINESS COMBINATIONS.  | Mgmt | For     |
| 6.  | STOCKHOLDER PROPOSAL REGARDING AN<br>INDEPENDENT BOARD CHAIRMAN, IF PRESENTED AT<br>THE MEETING.   | Shr  | Against |

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 CATERPILLAR INC.

Agen

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 Security: 149123101  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2014  
 Ticker: CAT  
 ISIN: US1491231015

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DANIEL M. DICKINSON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JUAN GALLARDO   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JESSE J. GREENE, JR.  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PETER A. MAGOWAN  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DENNIS A. MUILENBURG  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DOUGLAS R. OBERHELMAN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM A. OSBORN   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: EDWARD B. RUST, JR.   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SUSAN C. SCHWAB   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MILES D. WHITE  | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVE THE CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN.                           | Mgmt          | For           |
| 5.     | APPROVE THE CATERPILLAR INC. EXECUTIVE SHORT-TERM INCENTIVE PLAN.                     | Mgmt          | For           |
| 6.     | STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS.                          | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL - SALES TO SUDAN.  | Shr           | Against       |
| 8.     | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.   | Shr           | Against       |

CBRE GROUP, INC.

Agen

Security: 12504L109  
 Meeting Type: Annual  
 Meeting Date: 16-May-2014  
 Ticker: CBG  
 ISIN: US12504L1098

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

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |  |  |
|----|--|--|--|
| 1. | DIRECTOR<br>RICHARD C. BLUM<br>BRANDON B. BOZE<br>CURTIS F. FEENY<br>BRADFORD M. FREEMAN<br>MICHAEL KANTOR<br>FREDERIC V. MALEK<br>ROBERT E. SULENTIC<br>LAURA D. TYSON<br>GARY L. WILSON<br>RAY WIRTA | 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 KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.  | Mgmt   | For  |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION FOR 2013.  | Mgmt   | For  |

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 CELANESE CORPORATION

Agen

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 Security: 150870103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: CE  
 ISIN: US1508701034  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEAN S. BLACKWELL  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARTIN G. MCGUINN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DANIEL S. SANDERS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOHN K. WULFF  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |

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 CELGENE CORPORATION

Agen

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 Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 18-Jun-2014  
 Ticker: CELG  
 ISIN: US1510201049  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>ROBERT J. HUGIN<br>R.W. BARKER, D. PHIL.<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>M.A. FRIEDMAN, M.D.<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, 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 |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.   | Mgmt   | For   |
| 3.     | AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK AND TO EFFECT A STOCK SPLIT.   | Mgmt   | For   |
| 4.     | APPROVAL OF AN AMENDMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 5.     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 6.     | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.  | Shr  | Against   |

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 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: CVX  
 ISIN: US1667641005  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L.F. DEILY         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: R.E. DENHAM        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: A.P. GAST          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: E. HERNANDEZ, JR.  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J.M. HUNTSMAN, JR. | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: G.L. KIRKLAND      | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1G. | ELECTION OF DIRECTOR: C.W. MOORMAN   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: J.G. STUMPF  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: C. WARE  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: J.S. WATSON  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                | Mgmt | For     |
| 4.  | CHARITABLE CONTRIBUTIONS DISCLOSURE  | Shr  | Against |
| 5.  | LOBBYING DISCLOSURE  | Shr  | Against |
| 6.  | SHALE ENERGY OPERATIONS  | Shr  | Against |
| 7.  | INDEPENDENT CHAIRMAN   | Shr  | Against |
| 8.  | SPECIAL MEETINGS   | Shr  | Against |
| 9.  | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE                            | Shr  | Against |
| 10. | COUNTRY SELECTION GUIDELINES   | Shr  | Against |

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CIGNA CORPORATION

Agen

Security: 125509109  
Meeting Type: Annual  
Meeting Date: 23-Apr-2014  
Ticker: CI  
ISIN: US1255091092

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: ERIC J. FOSS   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: ROMAN MARTINEZ IV  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: WILLIAM D. ZOLLARS   | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CIGNA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF CIGNA'S EXECUTIVE   | Mgmt          | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

COMPENSATION.

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 CISCO SYSTEMS, INC.

Agen

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 Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2013  
 Ticker: CSCO  
 ISIN: US17275R1023  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CAROL A. BARTZ  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARC BENIOFF  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GREGORY Q. BROWN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: M. MICHELE BURNS  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN T. CHAMBERS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: BRIAN L. HALLA  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RODERICK C. MCGEARY   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ARUN SARIN  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: STEVEN M. WEST  | Mgmt          | For           |
| 2.     | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2005 STOCK INCENTIVE PLAN.   | Mgmt          | For           |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.                                    | Mgmt          | For           |
| 5.     | APPROVAL TO HAVE CISCO HOLD A COMPETITION FOR GIVING PUBLIC ADVICE ON THE VOTING ITEMS IN THE PROXY FILING FOR CISCO'S 2014 ANNUAL SHAREOWNERS MEETING. | Shr           | Against       |

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# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

CITIGROUP INC.

Agen

Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: C  
 ISIN: US1729674242

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL L. CORBAT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DUNCAN P. HENNES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANZ B. HUMER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EUGENE M. MCQUADE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GARY M. REINER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JUDITH RODIN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT L. RYAN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOAN E. SPERO   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DIANA L. TAYLOR   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JAMES S. TURLEY   | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON   | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.                    | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF CITI'S 2013 EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVAL OF THE CITIGROUP 2014 STOCK INCENTIVE PLAN.  | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE. | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.                                       | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL REQUESTING THAT THE  | Shr           | Against       |

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BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR DIRECTORS.

|    |  |     |         |
|----|--|-----|---------|
| 8. | STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS. | Shr | Against |
|----|--|-----|---------|

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 CME GROUP INC.

Agen

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 Security: 12572Q105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: CME  
 ISIN: US12572Q1058  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: TERRENCE A. DUFFY   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PHUPINDER S. GILL   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: TIMOTHY S. BITSBERGER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHARLES P. CAREY  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DENNIS H. CHOOKASZIAN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARTIN J. GEPSMAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LARRY G. GERDES   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DANIEL R. GLICKMAN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: J. DENNIS HASTERT   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LEO MELAMED   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM P. MILLER II  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JAMES E. OLIFF  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: EDEMIR PINTO  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: ALEX J. POLLOCK   | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: JOHN F. SANDNER   | Mgmt          | For           |
| 1P.    | ELECTION OF DIRECTOR: TERRY L. SAVAGE   | Mgmt          | For           |
| 1Q.    | ELECTION OF DIRECTOR: WILLIAM R. SHEPARD  | Mgmt          | For           |
| 1R.    | ELECTION OF DIRECTOR: DENNIS A. SUSKIND   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 3. | ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt | For |
| 4. | APPROVAL OF AN AMENDMENT TO THE CME GROUP INC. DIRECTOR STOCK PLAN.   | Mgmt | For |
| 5. | APPROVAL OF AN AMENDMENT TO THE CME GROUP INC. INCENTIVE PLAN FOR OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | For |
| 6. | APPROVAL OF AN AMENDMENT TO THE CME GROUP INC. CERTIFICATE OF INCORPORATION TO MODIFY THE DIRECTOR ELECTION RIGHTS OF CERTAIN CLASS B SHAREHOLDERS RESULTING IN A REDUCTION IN THE NUMBER OF "CLASS B DIRECTORS" FROM SIX TO THREE. | Mgmt | For |

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 CMS ENERGY CORPORATION

Agen

Security: 125896100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2014  
 Ticker: CMS  
 ISIN: US1258961002  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JON E. BARFIELD                              | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KURT L. DARROW                               | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: STEPHEN E. EWING                             | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD M. GABRYS                            | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM D. HARVEY                            | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DAVID W. JOOS                                | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PHILIP R. LOCHNER, JR.                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN G. RUSSELL                              | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KENNETH L. WAY                               | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LAURA H. WRIGHT                              | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOHN B. YASINSKY                             | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE THE CORPORATION'S EXECUTIVE COMPENSATION. | Mgmt          | For           |
| 3.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM      | Mgmt          | For           |

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(PRICEWATERHOUSECOOPERS LLP).

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|----|--|------|-----|
| 4. | PROPOSAL TO APPROVE PERFORMANCE INCENTIVE STOCK PLAN.                    | Mgmt | For |
| 5. | PROPOSAL TO APPROVE PERFORMANCE MEASURES IN INCENTIVE COMPENSATION PLAN. | Mgmt | For |

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 COCA-COLA ENTERPRISES INC.

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 Agen

Security: 19122T109  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: CCE  
 ISIN: US19122T1097  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAN BENNINK   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN F. BROCK   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CALVIN DARDEN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: L. PHILLIP HUMANN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ORRIN H. INGRAM II  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: THOMAS H. JOHNSON   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SUZANNE B. LABARGE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: VERONIQUE MORALI  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ANDREA L. SAIA  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: GARRY WATTS   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: CURTIS R. WELLING   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: PHOEBE A. WOOD  | Mgmt          | For           |
| 2.     | TO APPROVE, BY NON-BINDING VOTE, OUR EXECUTIVE OFFICERS' COMPENSATION.  | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2014. | Mgmt          | For           |

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 COGNIZANT TECHNOLOGY SOLUTIONS CORP.

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 Agen

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Security: 192446102  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2014  
 Ticker: CTSH  
 ISIN: US1924461023

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL PATSALOS-FOX  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT E. WEISSMAN  | Mgmt          | For           |
| 2.     | APPROVAL OF THE FIRST AMENDMENT TO THE COMPANY'S 2009 INCENTIVE COMPENSATION PLAN.  | Mgmt          | For           |
| 3.     | APPROVAL, ON AN ADVISORY (NON-BINDING) BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 4.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 09-May-2014  
 Ticker: CL  
 ISIN: US1941621039

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

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|    |  |      |         |
|----|--|------|---------|
| 2. | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS COLGATE'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM. | Mgmt | For     |
| 3. | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK<br>RETENTION REQUIREMENT.  | Shr  | Against |

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COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: CMCSA  
 ISIN: US20030N1019

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| Prop.# | Proposal   | Proposal<br>Type   | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>EDUARDO G. MESTRE<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>JOHNATHAN A. RODGERS<br>DR. JUDITH RODIN | 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 OUR<br>INDEPENDENT AUDITORS   | Mgmt   | For   |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF OUR<br>EXECUTIVE COMPENSATION   | Mgmt   | For   |
| 4.     | TO PREPARE AN ANNUAL REPORT ON LOBBYING<br>ACTIVITIES  | Shr  | Against   |
| 5.     | TO PROHIBIT ACCELERATED VESTING UPON A<br>CHANGE IN CONTROL  | Shr  | Against   |

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COMPUWARE CORPORATION

Agen

Security: 205638109  
 Meeting Type: Annual  
 Meeting Date: 28-Mar-2014  
 Ticker: CPWR  
 ISIN: US2056381096



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GURMINDER S. BEDI  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JEFFREY J. CLARKE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN G. FREELAND   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID G. FUBINI  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM O. GRABE   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: FREDERICK A. HENDERSON   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FAYE ALEXANDER NELSON  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT C. PAUL   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JENNIFER J. RAAB   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LEE D. ROBERTS   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEPHEN F. SCHUCKENBROCK   | Mgmt          | For           |
| 2.     | A NON-BINDING PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, TO AUDIT OUR CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING MARCH 31, 2014 | Mgmt          | For           |
| 3.     | A NON-BINDING PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS   | Mgmt          | For           |

CONAGRA FOODS, INC.

Agen

Security: 205887102  
 Meeting Type: Annual  
 Meeting Date: 27-Sep-2013  
 Ticker: CAG  
 ISIN: US2058871029

| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 1.     | DIRECTOR            |               |               |
|        | MOGENS C. BAY       | Mgmt          | For           |
|        | STEPHEN G. BUTLER   | Mgmt          | For           |
|        | STEVEN F. GOLDSTONE | Mgmt          | For           |
|        | JOIE A. GREGOR      | Mgmt          | For           |
|        | RAJIVE JOHRI        | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
|    | W.G. JURGENSEN   | Mgmt | For |
|    | RICHARD H. LENNY   | Mgmt | For |
|    | RUTH ANN MARSHALL  | Mgmt | For |
|    | GARY M. RODKIN   | Mgmt | For |
|    | ANDREW J. SCHINDLER  | Mgmt | For |
|    | KENNETH E. STINSON   | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR                 | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION          | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL REGARDING BYLAW CHANGE IN REGARD TO VOTE-COUNTING | Shr  | For |

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 CONOCOPHILLIPS

Agen

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 Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: COP  
 ISIN: US20825C1045  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES E. BUNCH   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JODY L. FREEMAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GAY HUEY EVANS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RYAN M. LANCE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: HARALD J. NORVIK   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.   | Mgmt          | For           |
| 2.     | RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | APPROVAL OF 2014 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF   | Mgmt          | For           |

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|    |                                   |     |         |
|----|-----------------------------------|-----|---------|
|    | CONOCOPHILLIPS.                   |     |         |
| 5. | REPORT ON LOBBYING EXPENDITURES.  | Shr | Against |
| 6. | GREENHOUSE GAS REDUCTION TARGETS. | Shr | Against |

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 COVIDIEN PLC

Agen

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 Security: G2554F113  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2014  
 Ticker: COV  
 ISIN: IE00B68SQD29  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOSE E. ALMEIDA   | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: JOY A. AMUNDSON   | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: CRAIG ARNOLD  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: ROBERT H. BRUST   | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN   | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III   | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: MARTIN D. MADAUS  | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: STEPHEN H. RUSCKOWSKI   | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO  | Mgmt          | For           |
| 2)     | APPROVE, IN A NON-BINDING ADVISORY VOTE, THE APPOINTMENT OF THE INDEPENDENT AUDITORS AND AUTHORIZE, IN A BINDING VOTE, THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION. | Mgmt          | For           |
| 3)     | APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 4)     | AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.   | Mgmt          | For           |
| S5)    | DETERMINE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.  | Mgmt          | For           |
| 6)     | RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES.   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| S7) | RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES FOR CASH WITHOUT FIRST OFFERING THEM TO EXISTING SHAREHOLDERS. | Mgmt | For |
|-----|---|------|-----|

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CSX CORPORATION

Agen

Security: 126408103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: CSX  
 ISIN: US1264081035

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: D.M. ALVARADO   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: J.B. BREAUX   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: P.L. CARTER   | 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           |
| 1L.    | ELECTION OF DIRECTOR: J.C. WATTS, JR.   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: J.S. WHISLER  | Mgmt          | For           |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE COMPENSATION FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS.                                 | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REQUESTING ACTION BY THE BOARD OF DIRECTORS TO ALLOW SHAREHOLDERS TO ACT BY WRITTEN CONSENT.       | Shr           | Against       |

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# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

CVS CAREMARK CORPORATION

Agen

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: CVS  
 ISIN: US1266501006

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: C. DAVID BROWN II                                  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: NANCY-ANN M. DEPARLE                               | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: DAVID W. DORMAN                                    | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: ANNE M. FINUCANE                                   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: LARRY J. MERLO                                     | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: JEAN-PIERRE MILLON                                 | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: RICHARD J. SWIFT                                   | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: WILLIAM C. WELDON                                  | Mgmt          | For           |
| 1.9    | ELECTION OF DIRECTOR: TONY L. WHITE                                      | Mgmt          | For           |
| 2      | PROPOSAL TO RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2014.          | Mgmt          | For           |
| 3      | SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt          | For           |

CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2014  
 Ticker: CY  
 ISIN: US2328061096

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 1.     | DIRECTOR<br>T.J. RODGERS<br>W. STEVE ALBRECHT<br>ERIC A. BENHAMOU<br>JAMES R. LONG<br>ROBERT Y.L. MAO<br>J.D. SHERMAN<br>WILBERT VAN DEN HOEK | 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 |
| 2      | THE RATIFICATION OF THE APPOINTMENT OF  | Mgmt   | For   |

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PRICEWATERHOUSECOOPERS LLP AS OUR  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM FOR FISCAL YEAR 2014.

|   |   |      |     |
|---|---|------|-----|
| 3 | ANNUAL ADVISORY VOTE TO APPROVE THE<br>COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS. | Mgmt | For |
|---|---|------|-----|

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DANA HOLDING CORP

Agen

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Security: 235825205  
Meeting Type: Annual  
Meeting Date: 02-May-2014  
Ticker: DAN  
ISIN: US2358252052  
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| Prop.# | Proposal   | Proposal<br>Type                                     | Proposal Vote                                 |
|--------|--|--|---|
| 1.     | DIRECTOR<br>VIRGINIA A. KAMSKY<br>TERRENCE J. KEATING<br>R. BRUCE MCDONALD<br>JOSEPH C. MUSCARI<br>MARK A. SCHULZ<br>KEITH E. WANDELL<br>ROGER J. WOOD | 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 |
| 2.     | APPROVAL OF A NON-BINDING, ADVISORY<br>PROPOSAL APPROVING EXECUTIVE COMPENSATION.  | Mgmt   | For   |
| 3.     | RATIFICATION OF THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM.                           | Mgmt   | For   |

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DAVITA HEALTHCARE PARTNERS, INC.

Agen

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Security: 23918K108  
Meeting Type: Annual  
Meeting Date: 17-Jun-2014  
Ticker: DVA  
ISIN: US23918K1088  
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| Prop.# | Proposal                              | Proposal<br>Type | Proposal Vote |
|--------|---------------------------------------|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PAMELA M. ARWAY | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES G. BERG | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: CAROL ANTHONY   | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

DAVIDSON

|     |   |      |         |
|-----|---|------|---------|
| 1D. | ELECTION OF DIRECTOR: PAUL J. DIAZ  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: PETER T. GRAUER   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: ROBERT J. MARGOLIS  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: JOHN M. NEHRA   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: WILLIAM L. ROPER  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: KENT J. THIRY   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: ROGER J. VALINE   | Mgmt | For     |
| 2.  | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.                | Mgmt | For     |
| 3.  | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4.  | TO ADOPT AND APPROVE AN AMENDMENT AND RESTATEMENT OF OUR 2011 INCENTIVE AWARD PLAN.   | Mgmt | For     |
| 5.  | TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING REGARDING THE BOARD CHAIRMANSHIP. | Shr  | Against |

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DELL INC.

Agen

Security: 24702R101  
Meeting Type: Special  
Meeting Date: 12-Sep-2013  
Ticker: DELL  
ISIN: US24702R1014

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 5, 2013, AS AMENDED ON AUGUST 2, 2013, BY AND AMONG DENALI HOLDING INC., DENALI INTERMEDIATE INC., DENALI ACQUIROR INC. AND DELL INC., AS IT MAY BE FURTHER AMENDED FROM TIME TO TIME. | Mgmt          | For           |
| 2.     | PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BECOME PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF DELL INC. IN CONNECTION WITH THE MERGER, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.                               | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

- |    |  |      |     |
|----|--|------|-----|
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. | Mgmt | For |
|----|--|------|-----|

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 DELL INC.

Agen

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 Security: 24702R101  
 Meeting Type: Annual  
 Meeting Date: 17-Oct-2013  
 Ticker: DELL  
 ISIN: US24702R1014  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DONALD J. CARTY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JANET F. CLARK   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LAURA CONIGLIARO   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL S. DELL  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GERARD J. KLEISTERLEE  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: KLAUS S. LUFT  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ALEX J. MANDL  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: SHANTANU NARAYEN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: H. ROSS PEROT, JR.   | Mgmt          | For           |
| 2      | RATIFICATION OF SELECTION OF PRICEWATERHOUSECOOPERS LLP AS DELL INC.'S INDEPENDENT AUDITOR FOR FISCAL 2014   | Mgmt          | For           |
| 3      | APPROVAL, ON AN ADVISORY BASIS, OF DELL INC.'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT  | Mgmt          | For           |
| 4      | REQUESTING THAT THE BOARD OF DIRECTORS UNDERTAKE SUCH STEPS AS MAY BE NECESSARY TO PERMIT DELL INC.'S STOCKHOLDERS TO ACT BY WRITTEN CONSENT INSTEAD OF AT A MEETING OF STOCKHOLDERS | Shr           | Against       |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: DFS  
 ISIN: US2547091080

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY S. ARONIN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY K. BUSH   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GREGORY C. CASE  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CANDACE H. DUNCAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RICHARD H. LENNY   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS G. MAHERAS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL H. MOSKOW  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DAVID W. NELMS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARK A. THIERER  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | For           |
| 3.     | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR OMNIBUS INCENTIVE PLAN.  | Mgmt          | For           |
| 4.     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

DOVER CORPORATION

Agen

Security: 260003108  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: DOV  
 ISIN: US2600031080

| Prop.# | Proposal                          | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: R.W. CREMIN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1B. | ELECTION OF DIRECTOR: J-P.M. ERGAS  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: P.T. FRANCIS  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: K.C. GRAHAM   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: M.F. JOHNSTON   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: R.A. LIVINGSTON   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: R.K. LOCHRIDGE  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: B.G. RETHORE  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: M.B. STUBBS   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: S.M. TODD   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: S.K. WAGNER   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: M.A. WINSTON  | Mgmt | For |
| 2.  | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS OUR<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2014. | Mgmt | For |
| 3.  | TO REAPPROVE THE PERFORMANCE CRITERIA UNDER<br>OUR EXECUTIVE OFFICER ANNUAL INCENTIVE<br>PLAN.                                  | Mgmt | For |
| 4.  | TO APPROVE, ON AN ADVISORY BASIS, NAMED<br>EXECUTIVE OFFICER COMPENSATION.  | Mgmt | For |
| 5.  | TO APPROVE AMENDMENTS TO ARTICLE 14 OF OUR<br>RESTATED CERTIFICATE OF INCORPORATION.  | Mgmt | For |
| 6.  | TO APPROVE AMENDMENTS TO ARTICLE 15 OF OUR<br>RESTATED CERTIFICATE OF INCORPORATION.  | Mgmt | For |
| 7.  | TO APPROVE AMENDMENTS TO ARTICLE 16 OF OUR<br>RESTATED CERTIFICATE OF INCORPORATION.  | Mgmt | For |
| 8.  | TO APPROVE AN AMENDMENT TO OUR BY-LAWS TO<br>PERMIT SHAREHOLDERS TO CALL A SPECIAL<br>MEETING.                                  | Mgmt | For |

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E. I. DU PONT DE NEMOURS AND COMPANY

Agen

Security: 263534109  
Meeting Type: Annual  
Meeting Date: 23-Apr-2014  
Ticker: DD  
ISIN: US2635341090

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

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  | Type |         |
|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: LAMBERTO ANDREOTTI                         | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: RICHARD H. BROWN                           | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: ROBERT A. BROWN                            | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: BERTRAND P. COLLOMB                        | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: CURTIS J. CRAWFORD                         | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: ALEXANDER M. CUTLER                        | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: ELEUTHERE I. DU PONT                       | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: MARILLYN A. HEWSON                         | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: LOIS D. JULIBER                            | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN                           | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: LEE M. THOMAS                              | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: PATRICK J. WARD                            | Mgmt | For     |
| 2.  | ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3.  | TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION             | Mgmt | For     |
| 4.  | ON POLITICAL SPENDING  | Shr  | Against |
| 5.  | ON HERBICIDE USE   | Shr  | Against |
| 6.  | ON PLANT CLOSURE   | Shr  | Against |
| 7.  | ON ACCELERATION OF EQUITY AWARDS                                 | Shr  | Against |

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 EBAY INC.

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 Agen

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 Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: EBAY  
 ISIN: US2786421030  
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| Prop.# | Proposal           | Proposal Type | Proposal Vote |
|--------|--------------------|---------------|---------------|
| 1      | DIRECTOR           |               |               |
|        | FRED D. ANDERSON   | Mgmt          | For           |
|        | EDWARD W. BARNHOLT | Mgmt          | For           |
|        | SCOTT D. COOK      | Mgmt          | For           |
|        | JOHN J. DONAHOE    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   |   |      |         |
|---|---|------|---------|
| 2 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 3 | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN.   | Mgmt | For     |
| 4 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014.   | Mgmt | For     |
| 5 | TO CONSIDER A STOCKHOLDER PROPOSAL SUBMITTED BY JOHN CHEVEDDEN REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING, IF PROPERLY PRESENTED BEFORE THE MEETING. | Shr  | Against |
| 6 | PROPOSAL WITHDRAWN  | Shr  | Against |

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EDISON INTERNATIONAL

Agen

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Security: 281020107  
Meeting Type: Annual  
Meeting Date: 24-Apr-2014  
Ticker: EIX  
ISIN: US2810201077  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAGJEET S. BINDRA          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: VANESSA C.L. CHANG         | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCE A. CORDOVA          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BRADFORD M. FREEMAN        | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LUIS G. NOGALES            | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LINDA G. STUNTZ            | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS C. SUTTON           | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ELLEN O. TAUSCHER          | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: PETER J. TAYLOR            | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: BRETT WHITE                | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 2. | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3. | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION                        | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN                         | Shr  | Against |

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EDWARDS LIFESCIENCES CORPORATION

Agen

Security: 28176E108  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: EW  
 ISIN: US28176E1082

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN T. CARDIS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID E.I. PYOTT   | Mgmt          | For           |
| 2.     | AMENDMENT AND RESTATEMENT OF THE LONG-TERM STOCK INCENTIVE COMPENSATION PROGRAM                | Mgmt          | For           |
| 3.     | AMENDMENT AND RESTATEMENT OF THE 2001 EMPLOYEE STOCK PURCHASE PLAN FOR INTERNATIONAL EMPLOYEES | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 5.     | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM               | Mgmt          | For           |
| 6.     | STOCKHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT                                       | Shr           | Against       |

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ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2014  
 Ticker: LLY  
 ISIN: US5324571083

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

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: M. L. ESKEW   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: K. N. HORN  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: W. G. KAE LIN   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: J. C. LECHLEITER  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: M. S. RUNGE   | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT BY THE<br>AUDIT COMMITTEE OF THE BOARD OF DIRECTORS<br>OF ERNST & YOUNG LLP AS PRINCIPAL<br>INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |
| 3.  | APPROVE, BY NON-BINDING VOTE, COMPENSATION<br>PAID TO THE COMPANY'S NAMED EXECUTIVE<br>OFFICERS.  | Mgmt | For |

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 EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 04-Feb-2014  
 Ticker: EMR  
 ISIN: US2910111044

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| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 1.     | DIRECTOR<br>D.N. FARR*<br>H. GREEN*<br>C.A. PETERS*<br>J.W. PRUEHER*<br>A.A. BUSCH III#<br>J.S. TURLEY#                                    | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF<br>EMERSON ELECTRIC CO. EXECUTIVE<br>COMPENSATION.  | Mgmt   | For                                    |
| 3.     | RATIFICATION OF KPMG LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For                                    |
| 4.     | APPROVAL OF THE STOCKHOLDER PROPOSAL<br>REQUESTING ISSUANCE OF A SUSTAINABILITY<br>REPORT AS DESCRIBED IN THE PROXY STATEMENT.             | Shr  | Against                                |
| 5.     | APPROVAL OF THE STOCKHOLDER PROPOSAL<br>REQUESTING ISSUANCE OF A POLITICAL<br>CONTRIBUTIONS REPORT AS DESCRIBED IN THE<br>PROXY STATEMENT. | Shr  | Against                                |
| 6.     | APPROVAL OF THE STOCKHOLDER PROPOSAL<br>REQUESTING ISSUANCE OF A LOBBYING REPORT AS<br>DESCRIBED IN THE PROXY STATEMENT.                   | Shr  | Against                                |

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EOG RESOURCES, INC.

Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: EOG  
 ISIN: US26875P1012

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JANET F. CLARK   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES R. CRISP   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES C. DAY   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK G. PAPA   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM R. THOMAS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: FRANK G. WISNER  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL CONCERNING QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS, IF PROPERLY PRESENTED.   | Shr           | Against       |
| 5.     | STOCKHOLDER PROPOSAL CONCERNING A METHANE EMISSIONS REPORT, IF PROPERLY PRESENTED.   | Shr           | Against       |

EQUIFAX INC.

Agen

Security: 294429105  
 Meeting Type: Annual  
 Meeting Date: 02-May-2014  
 Ticker: EFX

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US2944291051

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT D. DALEO   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WALTER W. DRIVER, JR.   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK L. FEIDLER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: L. PHILLIP HUMANN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT D. MARCUS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SIRI S. MARSHALL  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN A. MCKINLEY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RICHARD F. SMITH  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARK B. TEMPLETON   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS EQUIFAX'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |

EXPRESS SCRIPTS HOLDING COMPANY

Agen

Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: ESRX  
 ISIN: US30219G1085

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GARY G. BENANAV       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MAURA C. BREEN        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM J. DELANEY    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS P. MAC MAHON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: FRANK MERGENTHALER    | Mgmt          | For           |



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|     |   |      |     |
|-----|---|------|-----|
| 1G. | ELECTION OF DIRECTOR: WOODROW A. MYERS,<br>JR., MD  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN O. PARKER, JR.   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GEORGE PAZ  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD,<br>MPH  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SEYMOUR STERNBERG   | Mgmt | For |
| 2.  | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS<br>FOR 2014. | Mgmt | For |
| 3.  | TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE<br>COMPENSATION.   | Mgmt | For |

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 EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: XOM  
 ISIN: US30231G1022

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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>M.J. BOSKIN<br>P. BRABECK-LETMATHE<br>U.M. BURNS<br>L.R. FAULKNER<br>J.S. FISHMAN<br>H.H. FORE<br>K.C. FRAZIER<br>W.W. GEORGE<br>S.J. PALMISANO<br>S.S REINEMUND<br>R.W. TILLERSON<br>W.C. WELDON | 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 |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS  | Mgmt   | For  |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION  | Mgmt   | For  |
| 4.     | MAJORITY VOTE FOR DIRECTORS   | Shr  | For  |
| 5.     | LIMIT DIRECTORSHIPS   | Shr  | Against  |
| 6.     | AMENDMENT OF EEO POLICY   | Shr  | Against  |
| 7.     | REPORT ON LOBBYING  | Shr  | Against  |

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8. GREENHOUSE GAS EMISSIONS GOALS Shr Against

FACEBOOK INC. Agen

Security: 30303M102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: FB  
 ISIN: US30303M1027

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>MARC L. ANDREESSEN<br>ERSKINE B. BOWLES<br>S.D. DESMOND-HELLMANN<br>DONALD E. GRAHAM<br>REED HASTINGS<br>SHERYL K. SANDBERG<br>PETER A. THIEL<br>MARK ZUCKERBERG | 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 |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.               | Mgmt   | For  |
| 3.     | A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.   | Shr  | For  |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING LOBBYING EXPENDITURES.  | Shr  | Against  |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.  | Shr  | Against  |
| 6.     | A STOCKHOLDER PROPOSAL REGARDING CHILDHOOD OBESITY AND FOOD MARKETING TO YOUTH.  | Shr  | Against  |
| 7.     | A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT.  | Shr  | Against  |

FASTENAL COMPANY Agen

Security: 311900104  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: FAST  
 ISIN: US3119001044

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLARD D. OBERTON   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHAEL M. GOSTOMSKI   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MICHAEL J. DOLAN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: REYNE K. WISECUP   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: HUGH L. MILLER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL J. ANCIUS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SCOTT A. SATTERLEE   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RITA J. HEISE  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DARREN R. JACKSON  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR. | Mgmt          | For           |
| 3.     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.  | Mgmt          | For           |

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 FIDELITY NAT'L INFORMATION SERVICES, INC.  
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Agen

Security: 31620M106  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: FIS  
 ISIN: US31620M1062  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID K. HUNT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD N. MASSEY  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LESLIE M. MUMA   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES B. STALLINGS, JR.  | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON FIDELITY NATIONAL INFORMATION SERVICES, INC. EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | TO APPROVE THE ELIMINATION OF THE SUPERMAJORITY VOTING REQUIREMENT IN ARTICLE IV OF THE CORPORATION'S ARTICLES OF INCORPORATION. | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 4. | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR. | Mgmt | For |
|----|--|------|-----|

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FIFTH THIRD BANCORP

Agen

Security: 316773100  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2014  
 Ticker: FITB  
 ISIN: US3167731005

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: NICHOLAS K. AKINS  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: B. EVAN BAYH III   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ULYSSES L. BRIDGEMAN, JR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EMERSON L. BRUMBACK  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES P. HACKETT   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GARY R. HEMINGER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JEWELL D. HOOVER   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: KEVIN T. KABAT   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MITCHEL D. LIVINGSTON, PH.D.   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: HENDRIK G. MEIJER  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MARSHA C. WILLIAMS   | Mgmt          | For           |
| 2.     | APPROVAL OF THE APPOINTMENT OF THE FIRM OF DELOITTE & TOUCHE LLP TO SERVE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR 2014.  | Mgmt          | For           |
| 3.     | PROPOSAL DESCRIBED IN THE PROXY STATEMENT TO APPROVE THE FIFTH THIRD BANCORP 2014 INCENTIVE COMPENSATION PLAN, INCLUDING THE ISSUANCE OF UP TO AN ADDITIONAL 36,000,000 SHARES OF COMMON STOCK THEREUNDER. | Mgmt          | For           |
| 4.     | AN ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 5.     | TO RECOMMEND, BY NON-BINDING VOTE, THE   | Mgmt          | 1 Year        |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

## FREQUENCY OF EXECUTIVE COMPENSATION VOTES.

FIRST REPUBLIC BANK

Agen

Security: 33616C100  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: FRC  
 ISIN: US33616C1009

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>JAMES H. HERBERT, II<br>K. AUGUST-DEWILDE<br>THOMAS J. BARRACK, JR.<br>FRANK J. FAHRENKOPF, JR<br>WILLIAM E. FORD<br>L. MARTIN GIBBS<br>SANDRA R. HERNANDEZ<br>PAMELA J. JOYNER<br>REYNOLD LEVY<br>JODY S. LINDELL<br>GEORGE G.C. PARKER | 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.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.  | Mgmt   | For   |
| 3.     | TO APPROVE, BY ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF OUR EXECUTIVE OFFICERS (A "SAY ON PAY" VOTE).  | Mgmt   | For   |

FORD MOTOR COMPANY

Agen

Security: 345370860  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: F  
 ISIN: US3453708600

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN G. BUTLER      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KIMBERLY A. CASIANO    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR. | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: EDSEL B. FORD II   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: RICHARD A. GEPHARDT  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: JAMES P. HACKETT   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: JAMES H. HANCE, JR.  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: WILLIAM W. HELMAN IV   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: JOHN C. LECHLEITER   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: ELLEN R. MARRAM  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: ALAN MULALLY   | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: HOMER A. NEAL  | Mgmt | For     |
| 1O. | ELECTION OF DIRECTOR: GERALD L. SHAHEEN  | Mgmt | For     |
| 1P. | ELECTION OF DIRECTOR: JOHN L. THORNTON   | Mgmt | For     |
| 2.  | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt | For     |
| 3.  | SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.   | Mgmt | For     |
| 4.  | APPROVAL OF THE 2014 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS.  | Mgmt | For     |
| 5.  | RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE. | Shr  | Against |
| 6.  | RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.                            | Shr  | Against |

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FRANKLIN RESOURCES, INC.

Agen

Security: 354613101  
 Meeting Type: Annual  
 Meeting Date: 12-Mar-2014  
 Ticker: BEN  
 ISIN: US3546131018

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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SAMUEL H. ARMACOST | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1B. | ELECTION OF DIRECTOR: PETER K. BARKER   | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: CHARLES E. JOHNSON  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: GREGORY E. JOHNSON  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: RUPERT H. JOHNSON,<br>JR.   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: MARK C. PIGOTT  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: CHUTTA RATNATHICAM  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: LAURA STEIN   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: ANNE M. TATLOCK   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: GEOFFREY Y. YANG  | Mgmt | For     |
| 2.  | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER<br>30, 2014. | Mgmt | For     |
| 3.  | TO APPROVE THE ADOPTION OF THE FRANKLIN<br>RESOURCES, INC. 2014 KEY EXECUTIVE<br>INCENTIVE COMPENSATION PLAN.   | Mgmt | For     |
| 4.  | TO APPROVE BY ADVISORY VOTE, THE<br>COMPENSATION OF THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS.  | Mgmt | For     |
| 5.  | A STOCKHOLDER PROPOSAL, IF PROPERLY<br>PRESENTED AT THE ANNUAL MEETING.   | Shr  | Against |

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

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 Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2014  
 Ticker: FCX  
 ISIN: US35671D8570  
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| Prop.# | Proposal                | Proposal<br>Type | Proposal Vote |
|--------|-------------------------|------------------|---------------|
| 1      | DIRECTOR                |                  |               |
|        | RICHARD C. ADKERSON     | Mgmt             | For           |
|        | ROBERT J. ALLISON, JR.  | Mgmt             | For           |
|        | ALAN R. BUCKWALTER, III | Mgmt             | For           |
|        | ROBERT A. DAY           | Mgmt             | For           |
|        | JAMES C. FLORES         | Mgmt             | For           |
|        | GERALD J. FORD          | Mgmt             | For           |
|        | THOMAS A. FRY, III      | Mgmt             | For           |
|        | H. DEVON GRAHAM, JR.    | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   |  |      |         |
|---|--|------|---------|
|   | LYDIA H. KENNARD   | Mgmt | For     |
|   | CHARLES C. KRULAK  | Mgmt | For     |
|   | BOBBY LEE LACKEY   | Mgmt | For     |
|   | JON C. MADONNA   | Mgmt | For     |
|   | DUSTAN E. MCCOY  | Mgmt | For     |
|   | JAMES R. MOFFETT   | Mgmt | For     |
|   | STEPHEN H. SIEGELE   | Mgmt | For     |
|   | FRANCES FRAGOS TOWNSEND  | Mgmt | For     |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 3 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For     |
| 4 | APPROVAL OF THE FREEPORT-MCMORAN COPPER & GOLD INC. ANNUAL INCENTIVE PLAN.   | Mgmt | For     |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Shr  | Against |

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 FRONTIER COMMUNICATIONS CORP

Agen

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 Security: 35906A108  
 Meeting Type: Annual  
 Meeting Date: 14-May-2014  
 Ticker: FTR  
 ISIN: US35906A1088  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>LEROY T. BARNES, JR.<br>PETER C.B. BYNOE<br>EDWARD FRAIOLI<br>DANIEL J. MCCARTHY<br>PAMELA D.A. REEVE<br>VIRGINIA P. RUESTERHOLZ<br>HOWARD L. SCHROTT<br>LARRAINE D. SEGIL<br>MARK SHAPIRO<br>MYRON A. WICK, III<br>MARY AGNES WILDEROTTER | 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.     | TO CONSIDER AND VOTE UPON AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 3.     | TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.   | Mgmt   | For  |



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 GAP INC.

Agen

Security: 364760108  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: GPS  
 ISIN: US3647601083  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DOMENICO DE SOLE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT J. FISHER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM S. FISHER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ISABELLA D. GOREN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BOB L. MARTIN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JORGE P. MONTOYA   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: GLENN K. MURPHY  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MAYO A. SHATTUCK III   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KATHERINE TSANG  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PADMASREE WARRIOR  | Mgmt          | For           |
| 2.     | RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2015. | Mgmt          | For           |
| 3.     | HOLD AN ADVISORY VOTE TO APPROVE THE OVERALL COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |

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 GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2014  
 Ticker: GE  
 ISIN: US3696041033  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| A2  | ELECTION OF DIRECTOR: JOHN J. BRENNAN                     | Mgmt | For     |
| A3  | ELECTION OF DIRECTOR: JAMES I. CASH, JR.                  | Mgmt | For     |
| A4  | ELECTION OF DIRECTOR: FRANCISCO D'SOUZA                   | Mgmt | For     |
| A5  | ELECTION OF DIRECTOR: MARIJN E. DEKKERS                   | Mgmt | For     |
| A6  | ELECTION OF DIRECTOR: ANN M. FUDGE                        | Mgmt | For     |
| A7  | ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD                  | Mgmt | For     |
| A8  | ELECTION OF DIRECTOR: JEFFREY R. IMMELT                   | Mgmt | For     |
| A9  | ELECTION OF DIRECTOR: ANDREA JUNG                         | Mgmt | For     |
| A10 | ELECTION OF DIRECTOR: ROBERT W. LANE                      | Mgmt | For     |
| A11 | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS                 | Mgmt | For     |
| A12 | ELECTION OF DIRECTOR: JAMES J. MULVA                      | Mgmt | For     |
| A13 | ELECTION OF DIRECTOR: JAMES E. ROHR                       | Mgmt | For     |
| A14 | ELECTION OF DIRECTOR: MARY L. SCHAPIRO                    | Mgmt | For     |
| A15 | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA                 | Mgmt | For     |
| A16 | ELECTION OF DIRECTOR: JAMES S. TISCH                      | Mgmt | For     |
| A17 | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III               | Mgmt | For     |
| B1  | ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION   | Mgmt | For     |
| B2  | RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR FOR 2014 | Mgmt | For     |
| C1  | CUMULATIVE VOTING   | Shr  | Against |
| C2  | SENIOR EXECUTIVES HOLD OPTION SHARES FOR LIFE             | Shr  | Against |
| C3  | MULTIPLE CANDIDATE ELECTIONS                              | Shr  | Against |
| C4  | RIGHT TO ACT BY WRITTEN CONSENT                           | Shr  | Against |
| C5  | CESSATION OF ALL STOCK OPTIONS AND BONUSES                | Shr  | Against |
| C6  | SELL THE COMPANY  | Shr  | Against |

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 GENERAL MOTORS COMPANY

Agen

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 Security: 37045V100  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2014  
 Ticker: GM  
 ISIN: US37045V1008

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOSEPH J. ASHTON  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY T. BARRA   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ERROLL B. DAVIS, JR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN J. GIRSKY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: E. NEVILLE ISDELL   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KATHRYN V. MARINELLO  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL G. MULLEN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES J. MULVA  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICIA F. RUSSO   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: THOMAS M. SCHOEWE   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: THEODORE M. SOLSO   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CAROL M. STEPHENSON   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS GM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 4.     | ADVISORY VOTE TO APPROVE THE FREQUENCY OF A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION                       | Mgmt          | 1 Year        |
| 5.     | APPROVAL OF THE GENERAL MOTORS COMPANY 2014 SHORT-TERM INCENTIVE PLAN   | Mgmt          | For           |
| 6.     | APPROVAL OF THE GENERAL MOTORS COMPANY 2014 LONG-TERM INCENTIVE PLAN  | Mgmt          | For           |
| 7.     | CUMULATIVE VOTING   | Shr           | Against       |
| 8.     | INDEPENDENT BOARD CHAIRMAN  | Shr           | Against       |

GENUINE PARTS COMPANY

Agen

Security: 372460105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2014  
 Ticker: GPC  
 ISIN: US3724601055

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>DR. MARY B. BULLOCK<br>PAUL D. DONAHUE<br>JEAN DOUVILLE<br>GARY P. FAYARD<br>THOMAS C. GALLAGHER<br>GEORGE C. "JACK" GUYNN<br>JOHN R. HOLDER<br>JOHN D. JOHNS<br>MICHAEL M.E. JOHNS, M.D<br>R.C. LOUDERMILK, JR.<br>WENDY B. NEEDHAM<br>JERRY W. NIX<br>GARY W. ROLLINS | 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 |
| 2.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 3.     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.  | Mgmt   | For  |

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 GENWORTH FINANCIAL, INC.

Agem

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 Security: 37247D106  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: GNW  
 ISIN: US37247D1063  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM H. BOLINDER | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: G. KENT CONRAD      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MELINA E. HIGGINS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: NANCY J. KARCH      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS J. MCINERNEY | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CHRISTINE B. MEAD   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID M. MOFFETT    | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS E. MOLONEY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JAMES A. PARKE      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JAMES S. RIEPE      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 3. | RATIFICATION OF THE SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.  | Shr  | Against |

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GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: GILD  
 ISIN: US3755581036

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN F. COGAN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ETIENNE F. DAVIGNON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CARLA A. HILLS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KEVIN E. LOFTON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN W. MADIGAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN C. MARTIN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: NICHOLAS G. MOORE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD J. WHITLEY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GAYLE E. WILSON  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PER WOLD-OLSEN   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | TO VOTE ON A PROPOSED AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO DESIGNATE DELAWARE CHANCERY COURT AS THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS.                                   | Mgmt          | For           |
| 4.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

- |    |   |     |         |
|----|---|-----|---------|
| 5. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.   | Shr | Against |
| 6. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.  | Shr | Against |
| 7. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT INCENTIVE COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER INCLUDE NON-FINANCIAL MEASURES BASED ON PATIENT ACCESS TO GILEAD'S MEDICINES. | Shr | Against |

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 GOOGLE INC.

Agen  
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Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 14-May-2014  
 Ticker: GOOG  
 ISIN: US38259P5089

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>LARRY PAGE<br>SERGEY BRIN<br>ERIC E. SCHMIDT<br>L. JOHN DOERR<br>DIANE B. GREENE<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<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.                            | Mgmt   | For  |
| 3.     | THE APPROVAL OF 2013 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.  | Mgmt   | For  |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against  |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT, IF PROPERLY PRESENTED AT THE  | Shr  | Against  |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

MEETING.

|    |  |     |         |
|----|--|-----|---------|
| 6. | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For     |
| 7. | A STOCKHOLDER PROPOSAL REGARDING TAX POLICY PRINCIPLES, IF PROPERLY PRESENTED AT THE MEETING.  | Shr | Against |
| 8. | A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING.                            | Shr | Against |

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HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: HAL  
 ISIN: US4062161017

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| 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: M.S. GERBER                          | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J.C. GRUBISICH                       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: A.S. JUM'AH                          | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: D.J. LESAR                           | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: R.A. MALONE                          | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.L. MARTIN                          | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: D.L. REED                            | Mgmt          | For           |
| 2      | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.    | Mgmt          | For           |
| 3      | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt          | For           |
| 4      | PROPOSAL ON HUMAN RIGHTS POLICY.                           | Shr           | Against       |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

HARRIS CORPORATION

Agen

Security: 413875105  
 Meeting Type: Annual  
 Meeting Date: 25-Oct-2013  
 Ticker: HRS  
 ISIN: US4138751056

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM M. BROWN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PETER W. CHIARELLI   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: THOMAS A. DATTILO  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: TERRY D. GROWCOCK  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: LEWIS HAY III  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: VYOMESH I. JOSHI   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KAREN KATEN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LESLIE F. KENNE  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID B. RICKARD   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DR. JAMES C. STOFFEL   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: GREGORY T. SWIENTON  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: HANSEL E. TOOKES II  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DISCLOSED IN PROXY STATEMENT                  | Mgmt          | For           |
| 3.     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014 | Mgmt          | For           |

HESS CORPORATION

Agen

Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: HES  
 ISIN: US42809H1077



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: T.J. CHECKI  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: E.E. HOLIDAY   | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: J.H. MULLIN  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: J.H. QUIGLEY   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: R.N. WILSON  | Mgmt          | For           |
| 2.     | ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2014.                       | Mgmt          | For           |
| 4A.    | ELIMINATION OF 80% SUPERMAJORITY VOTING REQUIREMENT IN THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION AND BY-LAWS.                    | Mgmt          | For           |
| 4B.    | ELIMINATION OF TWO-THIRDS SUPERMAJORITY VOTING REQUIREMENT IN THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION.                         | Mgmt          | For           |
| 5.     | ELIMINATION OF PROVISIONS IN THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION CONCERNING \$3.50 CUMULATIVE CONVERTIBLE PREFERRED STOCK. | Mgmt          | For           |
| 6.     | STOCKHOLDER PROPOSAL RECOMMENDING A REPORT REGARDING CARBON ASSET RISK.  | Shr           | Against       |

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 HEWLETT-PACKARD COMPANY

Agen

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 Security: 428236103  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2014  
 Ticker: HPQ  
 ISIN: US4282361033  
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| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: M.L. ANDREESSEN | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: S. BANERJI      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: R.R. BENNETT    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: R.L. GUPTA      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: R.J. LANE       | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: A.M. LIVERMORE  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: R.E. OZZIE  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: G.M. REINER   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: P.F. RUSSO  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: J.A. SKINNER  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: M.C. WHITMAN  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: R.V. WHITWORTH  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2014. | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL RELATED TO THE FORMATION OF A HUMAN RIGHTS COMMITTEE.  | Shr  | Against |

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HONEYWELL INTERNATIONAL INC.

Agen

Security: 438516106  
Meeting Type: Annual  
Meeting Date: 28-Apr-2014  
Ticker: HON  
ISIN: US4385161066  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GORDON M. BETHUNE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KEVIN BURKE        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAIME CHICO PARDO  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID M. COTE      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: D. SCOTT DAVIS     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LINNET F. DEILY    | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JUDD GREGG         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CLIVE HOLLICK      | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GRACE D. LIEBLEIN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: GEORGE PAZ         | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: BRADLEY T. SHEARES | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1L. | ELECTION OF DIRECTOR: ROBIN L. WASHINGTON             | Mgmt | For     |
| 2.  | APPROVAL OF INDEPENDENT ACCOUNTANTS.                  | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.      | Mgmt | For     |
| 4.  | INDEPENDENT BOARD CHAIRMAN.                           | Shr  | Against |
| 5.  | RIGHT TO ACT BY WRITTEN CONSENT.                      | Shr  | Against |
| 6.  | ELIMINATE ACCELERATED VESTING IN A CHANGE IN CONTROL. | Shr  | For     |
| 7.  | POLITICAL LOBBYING AND CONTRIBUTIONS.                 | Shr  | Against |

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HORMEL FOODS CORPORATION

Agen

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Security: 440452100  
Meeting Type: Annual  
Meeting Date: 28-Jan-2014  
Ticker: HRL  
ISIN: US4404521001  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>TERRELL K. CREWS<br>JEFFREY M. ETTINGER<br>JODY H. FERAGEN<br>GLENN S. FORBES, M.D.<br>STEPHEN M. LACY<br>JOHN L. MORRISON<br>ELSA A. MURANO, PH.D.<br>ROBERT C. NAKASONE<br>SUSAN K. NESTEGARD<br>DAKOTA A. PIPPINS<br>C.J. POLICINSKI  | 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.     | RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 26, 2014.   | Mgmt   | For  |
| 3.     | REAPPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE HORMEL FOODS CORPORATION 2009 LONG-TERM INCENTIVE PLAN TO ENABLE CERTAIN COMPENSATION PAID UNDER THE PLAN TO CONTINUE TO QUALIFY AS DEDUCTIBLE PERFORMANCE-BASED COMPENSATION UNDER SECTION 162(M) OF THE INTERNAL REVENUE CODE. | Mgmt   | For  |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

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 HOST HOTELS & RESORTS, INC.

Agen

Security: 44107P104  
 Meeting Type: Annual  
 Meeting Date: 14-May-2014  
 Ticker: HST  
 ISIN: US44107P1049  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MARY L. BAGLIVO   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: SHEILA C. BAIR  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: TERENCE C. GOLDEN   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: ANN M. KOROLOGOS  | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: RICHARD E. MARRIOTT   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: JOHN B. MORSE, JR.  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: WALTER C. RAKOWICH  | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: GORDON H. SMITH   | Mgmt          | For           |
| 1.9    | ELECTION OF DIRECTOR: W. EDWARD WALTER  | Mgmt          | For           |
| 2.     | RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.                                | Mgmt          | For           |

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 HUDSON CITY BANCORP, INC.

Agen

Security: 443683107  
 Meeting Type: Annual  
 Meeting Date: 18-Dec-2013  
 Ticker: HCBK  
 ISIN: US4436831071  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CORNELIUS E. GOLDING  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DONALD O. QUEST, M.D. | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOSEPH G. SPONHOLZ    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

- |    |  |      |     |
|----|--|------|-----|
| 2. | THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS HUDSON CITY BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Mgmt | For |
| 3. | THE APPROVAL OF A NON-BINDING ADVISORY PROPOSAL ON NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |

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HUNTINGTON BANCSHARES INCORPORATED

Agen

Security: 446150104  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2014  
 Ticker: HBAN  
 ISIN: US4461501045

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>DON M. CASTO III<br>ANN B. CRANE<br>STEVEN G. ELLIOTT<br>MICHAEL J. ENDRES<br>JOHN B. GERLACH, JR.<br>PETER J. KIGHT<br>JONATHAN A. LEVY<br>RICHARD W. NEU<br>DAVID L. PORTEOUS<br>KATHLEEN H. RANSIER<br>STEPHEN D. STEINOUR | 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 DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.   | Mgmt   | For   |
| 3.     | AN ADVISORY RESOLUTION TO APPROVE, ON A NON-BINDING BASIS, THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.   | Mgmt   | For   |

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INGERSOLL-RAND PLC

Agen

Security: G47791101  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2014  
 Ticker: IR  
 ISIN: IE00B6330302

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

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1A. | ELECTION OF DIRECTOR: ANN C. BERZIN  | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN BRUTON  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JARED L. COHON   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: GARY D. FORSEE   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDWARD E. HAGENLOCKER  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL W. LAMACH  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: THEODORE E. MARTIN   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN P. SURMA  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RICHARD J. SWIFT   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: TONY L. WHITE  | Mgmt | For |
| 2.  | ADVISORY APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For |
| 3.  | APPROVAL OF THE APPOINTMENT OF INDEPENDENT AUDITORS OF THE COMPANY AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET THE AUDITORS' REMUNERATION. | Mgmt | For |
| 4.  | APPROVAL OF THE RENEWAL OF THE DIRECTORS' EXISTING AUTHORITY TO ISSUE SHARES.  | Mgmt | For |
| 5.  | APPROVAL OF THE RENEWAL OF THE DIRECTORS' EXISTING AUTHORITY TO ISSUE SHARES FOR THE CASH WITHOUT FIRST OFFERING SHARES TO EXISTING SHAREHOLDERS. (SPECIAL RESOLUTION)   | Mgmt | For |
| 6.  | DETERMINATION OF THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES THAT IT HOLDS AS TREASURY SHARES. (SPECIAL RESOLUTION)  | Mgmt | For |

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INTEL CORPORATION

Agen

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Security: 458140100  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: INTC  
ISIN: US4581401001

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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1B. | ELECTION OF DIRECTOR: ANDY D. BRYANT   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: SUSAN L. DECKER  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JOHN J. DONAHOE  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: REED E. HUNDT  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: BRIAN M. KRZANICH  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES D. PLUMMER   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt | For |
| 2.  | RATIFICATION OF SELECTION OF ERNST & YOUNG<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE CURRENT YEAR | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION   | Mgmt | For |

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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Security: 459200101  
Meeting Type: Annual  
Meeting Date: 29-Apr-2014  
Ticker: IBM  
ISIN: US4592001014  
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| Prop.# | Proposal                                 | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.J.P. BELDA       | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: W.R. BRODY         | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: K.I. CHENAULT      | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: M.L. ESKEW         | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: D.N. FARR          | 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: J.W. OWENS         | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: V.M. ROMETTY       | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1K. | ELECTION OF DIRECTOR: J.E. SPERO   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: S. TAUREL  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: L.H. ZAMBRANO  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)   | Mgmt | For     |
| 3.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)  | Mgmt | For     |
| 4.  | APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE (PAGE 73) | Mgmt | For     |
| 5.  | ADOPTION OF THE IBM 2014 EMPLOYEES STOCK PURCHASE PLAN (PAGE 76)   | Mgmt | For     |
| 6.  | STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 78)   | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 79)  | Shr  | Against |
| 8.  | STOCKHOLDER PROPOSAL TO LIMIT ACCELERATED EXECUTIVE PAY (PAGE 80)  | Shr  | Against |

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INTERNATIONAL GAME TECHNOLOGY

Agen

Security: 459902102  
Meeting Type: Annual  
Meeting Date: 10-Mar-2014  
Ticker: IGT  
ISIN: US4599021023

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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PAGET L. ALVES     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ERIC F. BROWN      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JANICE D. CHAFFIN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GREG CREED         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PATTI S. HART      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT J. MILLER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: VINCENT L. SADUSKY | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PHILIP G. SATRE    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: TRACEY D. WEBER    | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 2. | AN ADVISORY VOTE TO APPROVE INTERNATIONAL GAME TECHNOLOGY'S EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 3. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INTERNATIONAL GAME TECHNOLOGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2014. | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS.  | Shr  | Against |

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 INTUITIVE SURGICAL, INC.

Agen

Security: 46120E602  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: ISRG  
 ISIN: US46120E6023

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 1.     | DIRECTOR<br>AMAL M. JOHNSON<br>ERIC H. HALVORSON<br>ALAN J. LEVY, PH.D.<br>CRAIG H. BARRATT, PH.D.<br>FLOYD D. LOOP, M.D.<br>GEORGE STALK JR.                                      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt   | For                                    |
| 3.     | THE RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP ("PWC") AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt   | For                                    |

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 INVESCO LTD

Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: IVZ  
 ISIN: BMG491BT1088

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

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1.  | AMENDMENT OF AMENDED AND RESTATED BYE-LAWS TO DECLASSIFY OUR BOARD OF DIRECTORS                          | Mgmt | For |
| 2.1 | ELECTION OF DIRECTOR: DENNIS KESSLER   | Mgmt | For |
| 2.2 | ELECTION OF DIRECTOR: G. RICHARD WAGONER, JR.  | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE 2013 EXECUTIVE COMPENSATION   | Mgmt | For |
| 4.  | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |

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 JOHNSON & JOHNSON

Agen

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 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: JNJ  
 ISIN: US4781601046  
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| 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: IAN E.L. DAVIS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALEX GORSKY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARK B. MCCLELLAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: A. EUGENE WASHINGTON  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                         | Mgmt          | For           |
| 3.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

4. SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN Shr Against  
SIGNIFICANT STOCK

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JOHNSON CONTROLS, INC. Agen

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Security: 478366107  
Meeting Type: Annual  
Meeting Date: 29-Jan-2014  
Ticker: JCI  
ISIN: US4783661071  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>NATALIE A. BLACK<br>RAYMOND L. CONNER<br>WILLIAM H. LACY<br>ALEX A. MOLINAROLI   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>AUDITORS FOR 2014. | Mgmt                         | For                      |
| 3.     | APPROVE ON AN ADVISORY BASIS NAMED<br>EXECUTIVE OFFICER COMPENSATION.                        | Mgmt                         | For                      |

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JPMORGAN CHASE & CO. Agen

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Security: 46625H100  
Meeting Type: Annual  
Meeting Date: 20-May-2014  
Ticker: JPM  
ISIN: US46625H1005  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LINDA B. BAMMANN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES A. BELL      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN B. BURKE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES S. CROWN     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES DIMON        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1H. | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: MICHAEL A. NEAL  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: LEE R. RAYMOND   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: WILLIAM C. WELDON  | Mgmt | For     |
| 2.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 3.  | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt | For     |
| 4.  | LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING  | Shr  | Against |
| 5.  | SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS | Shr  | Against |
| 6.  | CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE             | Shr  | Against |

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 KANSAS CITY SOUTHERN

Agen

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 Security: 485170302  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: KSU  
 ISIN: US4851703029  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>HENRY R. DAVIS<br>ROBERT J. DRUTEN<br>RODNEY E. SLATER   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.                   | Mgmt                 | For               |
| 3.     | ADVISORY (NON-BINDING) VOTE APPROVING THE 2013 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt                 | For               |
| 4.     | APPROVAL OF AN AMENDMENT TO THE KANSAS CITY SOUTHERN AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS. | Mgmt                 | For               |
| 5.     | APPROVAL OF AN AMENDMENT TO THE KANSAS CITY SOUTHERN AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GIVE STOCKHOLDERS THE              | Mgmt                 | For               |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

RIGHT TO CALL A SPECIAL MEETING.

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KEYCORP

Agen

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Security: 493267108  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: KEY  
ISIN: US4932671088  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>JOSEPH A. CARRABBA<br>CHARLES P. COOLEY<br>ALEXANDER M. CUTLER<br>H. JAMES DALLAS<br>ELIZABETH R. GILE<br>RUTH ANN M. GILLIS<br>WILLIAM G. GISEL, JR.<br>RICHARD J. HIPPLE<br>KRISTEN L. MANOS<br>BETH E. MOONEY<br>DEMOS PARNEROS<br>BARBARA R. SNYDER | 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 |
| 2.     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR.   | Mgmt   | For  |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 4.     | SHAREHOLDER PROPOSAL SEEKING TO SEPARATE THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER ROLES.  | Shr  | Against  |

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KIRBY CORPORATION

Agen

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Security: 497266106  
Meeting Type: Annual  
Meeting Date: 29-Apr-2014  
Ticker: KEX  
ISIN: US4972661064  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: RICHARD J. ALARIO   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: DAVID W. GRZEBINSKI | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1.3 | ELECTION OF DIRECTOR: RICHARD R. STEWART   | Mgmt | For |
| 2.  | RATIFICATION OF THE SELECTION OF KPMG LLP AS KIRBY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3.  | ADVISORY VOTE ON THE APPROVAL OF THE COMPENSATION OF KIRBY'S NAMED EXECUTIVE OFFICERS.                       | Mgmt | For |

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KNOWLES CORPORATION

Agen

Security: 49926D109  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: KN  
 ISIN: US49926D1090

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>JEFFREY S. NIEW<br>KEITH L. BARNES<br>RICHARD K. LOCHRIDGE   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt                 | For               |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt                 | For               |
| 4.     | ADVISORY VOTE TO APPROVE THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.                  | Mgmt                 | 1 Year            |

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KRAFT FOODS GROUP, INC.

Agen

Security: 50076Q106  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: KRFT  
 ISIN: US50076Q1067

| Prop.# | Proposal                           | Proposal Type | Proposal Vote |
|--------|------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L. KEVIN COX | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MYRA M. HART | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: PETER B. HENRY  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: TERRY J. LUNDGREN   | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 3.  | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR 2014. | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL: CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES.                 | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL: APPLICATION OF CORPORATE VALUES IN POLITICAL CONTRIBUTIONS.                 | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL: NON-RECYCLABLE BRAND PACKAGING REPORT.                                      | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL: SUSTAINABLE FORESTRY REPORT.  | Shr  | Against |
| 8.  | SHAREHOLDER PROPOSAL: PROPOSAL REGARDING CATTLE DEHORNING.  | Shr  | Against |
| 9.  | SHAREHOLDER PROPOSAL: LAUDATORY RESOLUTION SUPPORTING KRAFT'S ANIMAL WELFARE ACTIONS.             | Mgmt | For     |

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LIFEPOINT HOSPITALS, INC.

Agen

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Security: 53219L109  
Meeting Type: Annual  
Meeting Date: 03-Jun-2014  
Ticker: LPNT  
ISIN: US53219L1098  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>WILLIAM F CARPENTER III<br>RICHARD H. EVANS<br>MICHAEL P. HALEY   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt                 | For               |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.    | Mgmt                 | For               |
| 4.     | APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE COMPANY'S   | Mgmt                 | For               |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

## EXECUTIVE PERFORMANCE INCENTIVE PLAN.

LINKEDIN CORPORATION

Agen

Security: 53578A108  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2014  
 Ticker: LNKD  
 ISIN: US53578A1088

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>REID HOFFMAN<br>STANLEY J. MERESMAN<br>DAVID SZE  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2      | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF LINKEDIN CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt                 | For               |
| 3      | APPROVAL OF THE ADOPTION OF THE LINKEDIN CORPORATION EXECUTIVE BONUS COMPENSATION PLAN FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.                             | Mgmt                 | For               |

LORILLARD, INC.

Agen

Security: 544147101  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: LO  
 ISIN: US5441471019

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: DIANNE NEAL BLIXT   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: ANDREW H. CARD, JR. | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: VIRGIS W. COLBERT   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: DAVID E.R. DANGOOR  | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: MURRAY S. KESSLER   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: JERRY W. LEVIN      | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1.7 | ELECTION OF DIRECTOR: RICHARD W. ROEDEL   | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 3.  | APPROVAL OF THE 2008 INCENTIVE COMPENSATION PLAN AS AMENDED AND RESTATED.   | Mgmt | For     |
| 4.  | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL ON DISCLOSURE OF LOBBYING POLICIES AND PRACTICES.  | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL ON ADDITIONAL DISCLOSURE OF THE HEALTH RISKS OF SMOKING.   | Shr  | Against |

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MACY'S INC.

Agen

Security: 55616P104  
Meeting Type: Annual  
Meeting Date: 16-May-2014  
Ticker: M  
ISIN: US55616P1049

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MEYER FELDBERG  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SARA LEVINSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TERRY J. LUNDGREN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOSEPH NEUBAUER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOYCE M. ROCHE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PAUL C. VARGA   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON  | Mgmt          | For           |
| 2.     | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

### OFFICER COMPENSATION.

- |    |  |      |     |
|----|--|------|-----|
| 4. | APPROVAL OF MACY'S AMENDED AND RESTATED<br>2009 OMNIBUS INCENTIVE COMPENSATION PLAN. | Mgmt | For |
|----|--|------|-----|

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MALLINCKRODT PLC

Agen

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 Security: G5785G107  
 Meeting Type: Annual  
 Meeting Date: 20-Mar-2014  
 Ticker: MNK  
 ISIN: IE00BBGT3753  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MELVIN D. BOOTH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID R. CARLUCCI   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: J. MARTIN CARROLL   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DIANE H. GULYAS   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: NANCY S. LURKER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOANN A. REED   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARK C. TRUDEAU   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: KNEELAND C.<br>YOUNGBLOOD, M.D.   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO  | Mgmt          | For           |
| 2.     | ADVISORY NON-BINDING VOTE TO APPROVE THE<br>APPOINTMENT OF THE INDEPENDENT AUDITORS AND<br>A BINDING VOTE TO AUTHORIZE THE AUDIT<br>COMMITTEE TO SET THE AUDITORS'<br>REMUNERATION. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt          | For           |
| 5.     | AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY<br>TO MAKE MARKET PURCHASES OF COMPANY SHARES.  | Mgmt          | For           |
| S6.    | AUTHORIZE THE PRICE RANGE AT WHICH THE<br>COMPANY CAN REISSUE SHARES IT HOLDS AS<br>TREASURY SHARES. (SPECIAL RESOLUTION)   | Mgmt          | For           |
| 4.     | AN ADVISORY VOTE ON THE FREQUENCY OF<br>EXECUTIVE COMPENSATION VOTES.   | Mgmt          | 1 Year        |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

MARRIOTT INTERNATIONAL, INC.

Agen

Security: 571903202  
 Meeting Type: Annual  
 Meeting Date: 09-May-2014  
 Ticker: MAR  
 ISIN: US5719032022

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN W. MARRIOTT III   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARY K. BUSH   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FREDERICK A. HENDERSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DEBRA L. LEE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: GEORGE MUNOZ   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: HARRY J. PEARCE  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: STEVEN S REINEMUND   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: W. MITT ROMNEY   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ARNE M. SORENSON   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | APPROVAL OF AS AMENDED TO THE COMPANY'S STOCK AND CASH INCENTIVE PLAN, AS AMENDED.                               | Mgmt          | For           |
| 5.     | SHAREHOLDER RESOLUTION RECOMMENDING SIMPLE MAJORITY VOTING STANDARD.   | Shr           | For           |

MARRIOTT VACATIONS WORLDWIDE CORPORATION

Agen

Security: 57164Y107  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2014  
 Ticker: VAC  
 ISIN: US57164Y1073

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>C.E. ANDREWS<br>WILLIAM W. MCCARTEN<br>WILLIAM J. SHAW   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS 2014 FISCAL YEAR | Mgmt                 | For               |
| 3.     | AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING                          | Mgmt                 | For               |

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MARSH & MCLENNAN COMPANIES, INC.

Agen

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Security: 571748102  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: MMC  
ISIN: US5717481023

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: OSCAR FANJUL   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DANIEL S. GLASER                                     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: H. EDWARD HANWAY                                     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LORD LANG OF MONKTON                                 | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ELAINE LA ROCHE                                      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: STEVEN A. MILLS                                      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: BRUCE P. NOLOP                                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MARC D. OKEN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MORTON O. SCHAPIRO                                   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ADELE SIMMONS  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LLOYD M. YATES                                       | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: R. DAVID YOST  | Mgmt          | For           |
| 2.     | ADVISORY (NONBINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt          | For           |
| 3.     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

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 MASTERCARD INCORPORATED

Agen

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 Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2014  
 Ticker: MA  
 ISIN: US57636Q1040  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD HAYTHORNTHWAITE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: AJAY BANGA   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SILVIO BARZI   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID R. CARLUCCI  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: STEVEN J. FREIBERG   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JULIUS GENACHOWSKI   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MERIT E. JANOW   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: NANCY J. KARCH   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MARC OLIVIE  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RIMA QURESHI   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOSE OCTAVIO REYES LAGUNES   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JACKSON P. TAI   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: EDWARD SUNING TIAN   | Mgmt          | For           |
| 2.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |

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 MCDONALD'S CORPORATION

Agen

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 Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Ticker: MCD  
ISIN: US5801351017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SUSAN E. ARNOLD   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. LENNY  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WALTER E. MASSEY  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CARY D. MCMILLAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SHEILA A. PENROSE   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROGER W. STONE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MILES D. WHITE  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | APPROVAL OF PERFORMANCE GOALS FOR AWARDS UNDER THE MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN. | Mgmt          | For           |
| 4.     | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2014.      | Mgmt          | For           |
| 5.     | ADVISORY VOTE REQUESTING THE ABILITY FOR SHAREHOLDERS TO ACT BY WRITTEN CONSENT, IF PRESENTED.      | Shr           | Against       |

MCGRAW HILL FINANCIAL, INC.

Agen

Security: 580645109  
Meeting Type: Annual  
Meeting Date: 30-Apr-2014  
Ticker: MHFI  
ISIN: US5806451093

| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SIR WINFRIED BISCHOFF    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM D. GREEN         | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES E. HALDEMAN, JR. | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: HAROLD MCGRAW III        | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1E. | ELECTION OF DIRECTOR: ROBERT P. MCGRAW   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: HILDA<br>OCHOA-BRILLEMBOURG  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: DOUGLAS L. PETERSON  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: SIR MICHAEL RAKE   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: EDWARD B. RUST, JR.  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: KURT L. SCHMOKE  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: SIDNEY TAUREL  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: RICHARD E. THORNBURGH  | Mgmt | For     |
| 2.  | VOTE TO APPROVE, ON AN ADVISORY BASIS, THE<br>EXECUTIVE COMPENSATION PROGRAM FOR THE<br>COMPANY'S NAMED EXECUTIVE OFFICERS | Mgmt | For     |
| 3.  | VOTE TO RATIFY THE APPOINTMENT OF ERNST &<br>YOUNG LLP AS OUR INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2014    | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REQUESTING SHAREHOLDER<br>ACTION BY WRITTEN CONSENT   | Shr  | Against |

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MCKESSON CORPORATION

Agen

Security: 58155Q103  
Meeting Type: Annual  
Meeting Date: 31-Jul-2013  
Ticker: MCK  
ISIN: US58155Q1031

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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ANDY D. BRYANT             | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: WAYNE A. BUDD              | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN H. HAMMERGREN         | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: ALTON F. IRBY III          | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: M. CHRISTINE JACOBS        | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: MARIE L. KNOWLES           | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID M. LAWRENCE,<br>M.D. | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: EDWARD A. MUELLER          | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 11. | ELECTION OF DIRECTOR: JANE E. SHAW, PH.D.  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2014. | Mgmt | For     |
| 3.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4.  | APPROVAL OF 2013 STOCK PLAN.   | Mgmt | For     |
| 5.  | APPROVAL OF AMENDMENT TO 2000 EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt | For     |
| 6.  | APPROVAL OF AMENDMENTS TO BY-LAWS TO PROVIDE FOR A STOCKHOLDER RIGHT TO CALL SPECIAL MEETINGS.   | Mgmt | For     |
| 7.  | STOCKHOLDER PROPOSAL ON ACTION BY WRITTEN CONSENT OF STOCKHOLDERS.   | Shr  | For     |
| 8.  | STOCKHOLDER PROPOSAL ON DISCLOSURE OF POLITICAL CONTRIBUTIONS AND EXPENDITURES.  | Shr  | Against |
| 9.  | STOCKHOLDER PROPOSAL ON SIGNIFICANT EXECUTIVE STOCK RETENTION UNTIL REACHING NORMAL RETIREMENT AGE OR TERMINATING EMPLOYMENT.                                      | Shr  | Against |
| 10. | STOCKHOLDER PROPOSAL ON COMPENSATION CLAWBACK POLICY.  | Shr  | Against |

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MEADWESTVACO CORPORATION

Agen

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Security: 583334107  
Meeting Type: Annual  
Meeting Date: 28-Apr-2014  
Ticker: MWV  
ISIN: US5833341077  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MICHAEL E. CAMPBELL | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: JAMES G. KAISER     | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: RICHARD B. KELSON   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: SUSAN J. KROPF      | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: JOHN A. LUKE, JR.   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: GRACIA C. MARTORE   | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: TIMOTHY H. POWERS   | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1.8 | ELECTION OF DIRECTOR: JANE L. WARNER  | Mgmt | For |
| 1.9 | ELECTION OF DIRECTOR: ALAN D. WILSON  | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2014. | Mgmt | For |
| 3.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt | For |

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MERCK & CO., INC.

Agen

Security: 58933Y105  
Meeting Type: Annual  
Meeting Date: 27-May-2014  
Ticker: MRK  
ISIN: US58933Y1055

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| 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: KENNETH C. FRAZIER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS H. GLOCER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM B. HARRISON<br>JR.   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: C. ROBERT KIDDER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CARLOS E. REPRESAS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICIA F. RUSSO  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CRAIG B. THOMPSON  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: PETER C. WENDELL   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.  | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF THE<br>COMPANY'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL CONCERNING<br>SHAREHOLDERS' RIGHT TO ACT BY WRITTEN                                       | Shr           | Against       |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

CONSENT.

|    |  |     |         |
|----|--|-----|---------|
| 5. | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS. | Shr | Against |
|----|--|-----|---------|

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MICROCHIP TECHNOLOGY INCORPORATED

Agen

Security: 595017104  
 Meeting Type: Annual  
 Meeting Date: 16-Aug-2013  
 Ticker: MCHP  
 ISIN: US5950171042

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                                       |
|--------|--|--------------------------------------|---|
| 1.     | DIRECTOR<br>STEVE SANGHI<br>MATTHEW W. CHAPMAN<br>L.B. DAY<br>ALBERT J. HUGO-MARTINEZ<br>WADE F. MEYERCORD   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote<br>No vote<br>No vote |
| 2.     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2014. | Mgmt                                 | No vote   |
| 3.     | PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVES.   | Mgmt                                 | No vote   |

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MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2013  
 Ticker: MSFT  
 ISIN: US5949181045

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | ELECTION OF DIRECTOR: STEVEN A. BALLMER    | Mgmt          | For           |
| 2.     | ELECTION OF DIRECTOR: DINA DUBLON          | Mgmt          | For           |
| 3.     | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt          | For           |
| 4.     | ELECTION OF DIRECTOR: MARIA M. KLAWE       | Mgmt          | For           |
| 5.     | ELECTION OF DIRECTOR: STEPHEN J. LUCZO     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 6.  | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt | For |
| 7.  | ELECTION OF DIRECTOR: CHARLES H. NOSKI  | Mgmt | For |
| 8.  | ELECTION OF DIRECTOR: HELMUT PANKE  | Mgmt | For |
| 9.  | ELECTION OF DIRECTOR: JOHN W. THOMPSON  | Mgmt | For |
| 10. | APPROVE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN | Mgmt | For |
| 11. | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt | For |
| 12. | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2014         | Mgmt | For |

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 MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: MDLZ  
 ISIN: US6092071058

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LEWIS W.K. BOOTH               | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LOIS D. JULIBER                | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK D. KETCHUM                | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JORGE S. MESQUITA              | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NELSON PELTZ                   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS            | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: IRENE B. ROSENFELD             | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICK T. SIEWERT             | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RUTH J. SIMMONS                | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RATAN N. TATA                  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 3. | APPROVE MONDELEZ INTERNATIONAL, INC.<br>AMENDED AND RESTATED 2005 PERFORMANCE<br>INCENTIVE PLAN   | Mgmt | For     |
| 4. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP<br>AS INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER<br>31, 2014 | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL: REPORT ON PACKAGING   | Shr  | Against |

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MOODY'S CORPORATION Agen

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Security: 615369105  
Meeting Type: Annual  
Meeting Date: 15-Apr-2014  
Ticker: MCO  
ISIN: US6153691059

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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JORGE A. BERMUDEZ   | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: KATHRYN M. HILL   | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: LESLIE F. SEIDMAN   | Mgmt             | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF THE COMPANY FOR 2014. | Mgmt             | For           |
| 3.     | ADVISORY RESOLUTION APPROVING EXECUTIVE<br>COMPENSATION.  | Mgmt             | For           |

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MORGAN STANLEY Agen

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Security: 617446448  
Meeting Type: Annual  
Meeting Date: 13-May-2014  
Ticker: MS  
ISIN: US6174464486

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| Prop.# | Proposal                                | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ERSKINE B. BOWLES | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: HOWARD J. DAVIES  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: THOMAS H. GLOCER  | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1D. | ELECTION OF DIRECTOR: JAMES P. GORMAN   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: ROBERT H. HERZ  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: C. ROBERT KIDDER  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: KLAUS KLEINFELD   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: HUTHAM S. OLAYAN  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JAMES W. OWENS  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: O. GRIFFITH SEXTON  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: RYOSUKE TAMAKOSHI   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: MASAAKI TANAKA  | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: LAURA D. TYSON  | Mgmt | For     |
| 1O. | ELECTION OF DIRECTOR: RAYFORD WILKINS, JR.  | Mgmt | For     |
| 2.  | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR                                       | Mgmt | For     |
| 3.  | TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION) | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING A REPORT ON LOBBYING   | Shr  | Against |

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NETAPP, INC

Agen

Security: 64110D104  
 Meeting Type: Annual  
 Meeting Date: 13-Sep-2013  
 Ticker: NTAP  
 ISIN: US64110D1046

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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DANIEL J. WARMENHOVEN | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: NICHOLAS G. MOORE     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: THOMAS GEORGENS       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JEFFRY R. ALLEN       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ALAN L. EARHART       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GERALD HELD           | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1G. | ELECTION OF DIRECTOR: T. MICHAEL NEVENS  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: GEORGE T. SHAHEEN  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: ROBERT T. WALL   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: RICHARD P. WALLACE   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: TOR R. BRAHAM  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: KATHRYN M. HILL  | Mgmt | For     |
| 2.  | AMENDMENT & RESTATEMENT OF 1999 STOCK OPTION PLAN TO (I) INCREASE SHARE RESERVE BY AN ADDITIONAL 10,000,000 SHARES OF COMMON STOCK; (II) REMOVE CERTAIN LIMITATIONS REGARDING NUMBER OF SHARES THAT MAY BE GRANTED IN RESPECT OF CERTAIN EQUITY AWARDS & INSTEAD IMPLEMENT A FUNGIBLE SHARE PROVISION; (III) INCREASE NUMBER OF SHARES & PERFORMANCE UNITS THAT MAY BE GRANTED PURSUANT TO AWARDS UNDER CERTAIN EQUITY COMPENSATION PROGRAMS; (IV) AMEND PERFORMANCE CRITERIA THAT MAY BE USED AS A BASIS FOR ESTABLISHING PERFORMANCE-BASED COMPENSATION. | Mgmt | For     |
| 3.  | TO APPROVE AN AMENDMENT TO THE EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE BY AN ADDITIONAL 5,000,000 SHARES OF COMMON STOCK.   | Mgmt | For     |
| 4.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 5A. | TO APPROVE AMENDMENTS TO ARTICLE VI OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO REMOVE SUPERMAJORITY VOTING STANDARDS.  | Mgmt | For     |
| 5B. | TO APPROVE AMENDMENTS TO ARTICLE X OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO REMOVE SUPERMAJORITY VOTING STANDARDS.   | Mgmt | For     |
| 6.  | TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING CERTAIN LIMITS ON ACCELERATION OF EXECUTIVE PAY, IF PROPERLY PRESENTED AT THE STOCKHOLDER MEETING.  | Shr  | Against |
| 7.  | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 25, 2014.   | Mgmt | For     |

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NETFLIX, INC.

Agen

Security: 64110L106  
Meeting Type: Annual

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Date: 09-Jun-2014  
 Ticker: NFLX  
 ISIN: US64110L1061

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>REED HASTINGS<br>JAY C. HOAG<br>A. GEORGE (SKIP) BATTLE   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING<br>DECEMBER 31, 2014. | Mgmt                 | For               |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S<br>EXECUTIVE OFFICER COMPENSATION.   | Mgmt                 | For               |
| 4.     | TO APPROVE THE COMPANY'S PERFORMANCE BONUS<br>PLAN.   | Mgmt                 | For               |
| 5.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL TO<br>REPEAL THE COMPANY'S CLASSIFIED BOARD, IF<br>PROPERLY PRESENTED AT THE MEETING.                                 | Shr                  | For               |
| 6.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL<br>REGARDING MAJORITY VOTE STANDARD IN<br>DIRECTOR ELECTIONS, IF PROPERLY PRESENTED<br>AT THE MEETING.                | Shr                  | For               |
| 7.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL<br>REGARDING RIGHT TO VOTE REGARDING POISON<br>PILLS, IF PROPERLY PRESENTED AT THE<br>MEETING.                        | Shr                  | For               |
| 8.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL<br>REGARDING CONFIDENTIAL VOTING, IF PROPERLY<br>PRESENTED AT THE MEETING.  | Shr                  | Against           |
| 9.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL<br>REGARDING AN INDEPENDENT BOARD CHAIR, IF<br>PROPERLY PRESENTED AT THE MEETING.                                     | Shr                  | Against           |

NEWMONT MINING CORPORATION

Agen

Security: 651639106  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2014  
 Ticker: NEM  
 ISIN: US6516391066

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

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: B.R. BROOK                                     | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: J.K. BUCKNOR                                   | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: V.A. CALARCO                                   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: J.A. CARRABBA                                  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: N. DOYLE                                       | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: G.J. GOLDBERG                                  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: V.M. HAGEN                                     | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: J. NELSON                                      | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: D.C. ROTH                                      | Mgmt | For     |
| 2.  | RATIFY APPOINTMENT OF INDEPENDENT AUDITORS FOR 2014.                 | Mgmt | For     |
| 3.  | APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL REGARDING POLITICAL SPENDING DISCLOSURE.        | Shr  | Against |

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 NIELSEN HOLDINGS N.V.

Agen

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 Security: N63218106  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: NLSN  
 ISIN: NL0009538479  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO (A) ADOPT OUR DUTCH STATUTORY ANNUAL ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2013 AND (B) AUTHORIZE THE PREPARATION OF OUR DUTCH STATUTORY ANNUAL ACCOUNTS AND THE ANNUAL REPORT OF THE BOARD OF DIRECTORS REQUIRED BY DUTCH LAW, BOTH FOR THE YEAR ENDING DECEMBER 31, 2014, IN THE ENGLISH LANGUAGE. | Mgmt          | For           |
| 2.     | TO DISCHARGE THE MEMBERS OF THE BOARD OF DIRECTORS FROM LIABILITY PURSUANT TO DUTCH LAW IN RESPECT OF THE EXERCISE OF THEIR DUTIES DURING THE YEAR ENDED DECEMBER 31, 2013.  | Mgmt          | For           |
| 3A.    | ELECTION OF DIRECTOR: JAMES A. ATTWOOD, JR.  | Mgmt          | For           |
| 3B.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN   | Mgmt          | For           |



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|     |  |      |     |
|-----|--|------|-----|
| 3C. | ELECTION OF DIRECTOR: KAREN M. HOGUET  | Mgmt | For |
| 3D. | ELECTION OF DIRECTOR: JAMES M. KILTS   | Mgmt | For |
| 3E. | ELECTION OF DIRECTOR: ALEXANDER NAVAB  | Mgmt | For |
| 3F. | ELECTION OF DIRECTOR: ROBERT POZEN   | Mgmt | For |
| 3G. | ELECTION OF DIRECTOR: VIVEK RANADIVE   | Mgmt | For |
| 3H. | ELECTION OF DIRECTOR: GANESH RAO   | Mgmt | For |
| 3I. | ELECTION OF DIRECTOR: JAVIER G. TERUEL   | Mgmt | For |
| 4.  | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE YEAR ENDING<br>DECEMBER 31, 2014.  | Mgmt | For |
| 5.  | TO APPOINT ERNST & YOUNG ACCOUNTANTS LLP AS<br>OUR AUDITOR WHO WILL AUDIT OUR DUTCH<br>STATUTORY ANNUAL ACCOUNTS FOR THE YEAR<br>ENDING DECEMBER 31, 2014.   | Mgmt | For |
| 6.  | TO APPROVE THE NIELSEN HOLDINGS EXECUTIVE<br>ANNUAL INCENTIVE PLAN.  | Mgmt | For |
| 7.  | TO APPROVE THE EXTENSION OF THE AUTHORITY<br>OF THE BOARD OF DIRECTORS TO REPURCHASE UP<br>TO 10% OF OUR ISSUED SHARE CAPITAL<br>(INCLUDING DEPOSITARY RECEIPTS ISSUED FOR<br>OUR SHARES) UNTIL NOVEMBER 6, 2015 ON THE<br>OPEN MARKET, THROUGH PRIVATELY NEGOTIATED<br>TRANSACTIONS OR IN ONE OR MORE SELF TENDER<br>OFFERS FOR A PRICE PER SHARE (OR DEPOSITARY<br>RECEIPT) NOT LESS THAN THE NOMINAL VALUE OF<br>A SHARE AND NOT HIGHER THAN 110% OF THE<br>MOST RECENTLY AVAILABLE (AS OF THE TIME OF<br>REPURCHASE) PRICE OF A ... (DUE TO SPACE<br>LIMITS, SEE PROXY STATEMENT FOR FULL<br>PROPOSAL) | Mgmt | For |
| 8.  | TO AMEND OUR ARTICLES OF ASSOCIATION TO<br>CHANGE THE COMPANY NAME TO NIELSEN N.V.   | Mgmt | For |
| 9.  | TO APPROVE, IN A NON-BINDING, ADVISORY<br>VOTE, THE COMPENSATION OF OUR NAMED<br>EXECUTIVE OFFICERS AS DISCLOSED IN THE<br>PROXY STATEMENT PURSUANT TO THE RULES OF<br>THE SECURITIES AND EXCHANGE COMMISSION.   | Mgmt | For |

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 NIKE, INC.

Agen

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 Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2013  
 Ticker: NKE  
 ISIN: US6541061031

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                                    | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt                 | For               |
| 3.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |
| 4.     | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.                          | Shr                  | Against           |

NORDSTROM, INC.

Agen

Security: 655664100  
Meeting Type: Annual  
Meeting Date: 07-May-2014  
Ticker: JWN  
ISIN: US6556641008

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PHYLLIS J. CAMPBELL    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHELLE M. EBANKS     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT G. MILLER       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BLAKE W. NORDSTROM     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ERIK B. NORDSTROM      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PETER E. NORDSTROM     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PHILIP G. SATRE        | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: BRAD D. SMITH          | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: B. KEVIN TURNER        | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ROBERT D. WALTER       | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: ALISON A. WINTER       | Mgmt          | For           |

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|   |   |      |     |
|---|---|------|-----|
| 2 | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3 | ADVISORY VOTE REGARDING EXECUTIVE COMPENSATION.                                   | Mgmt | For |

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NORFOLK SOUTHERN CORPORATION

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Agen

Security: 655844108  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: NSC  
 ISIN: US6558441084

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: THOMAS D. BELL, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ERSKINE B. BOWLES   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT A. BRADWAY   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WESLEY G. BUSH  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DANIEL A. CARP  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KAREN N. HORN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: STEVEN F. LEER  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL D. LOCKHART   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: AMY E. MILES  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CHARLES W. MOORMAN  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MARTIN H. NESBITT   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JAMES A. SQUIRES  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JOHN R. THOMPSON  | Mgmt          | For           |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS NORFOLK SOUTHERN'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | APPROVAL OF EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS.   | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT CHAIRMAN OF THE BOARD OF DIRECTORS.  | Shr           | Against       |

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NORTHERN TRUST CORPORATION

Agen

Security: 665859104  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2014  
 Ticker: NTRS  
 ISIN: US6658591044

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>LINDA WALKER BYNOE<br>NICHOLAS D. CHABRAJA<br>SUSAN CROWN<br>DIPAK C. JAIN<br>ROBERT W. LANE<br>JOSE LUIS PRADO<br>JOHN W. ROWE<br>MARTIN P. SLARK<br>DAVID H. B. SMITH, JR.<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 | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL, BY AN ADVISORY VOTE, OF THE 2013 COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 3.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.  | Mgmt   | For   |
| 4.     | STOCKHOLDER PROPOSAL REGARDING ADDITIONAL DISCLOSURE OF POLITICAL AND LOBBYING CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.  | Shr  | Against   |

NORTHROP GRUMMAN CORPORATION

Agen

Security: 666807102  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: NOC  
 ISIN: US6668071029

| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WESLEY G. BUSH | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1B. | ELECTION OF DIRECTOR: VICTOR H. FAZIO  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: DONALD E. FELSINGER  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: BRUCE S. GORDON  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: WILLIAM H. HERNANDEZ   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: MADELEINE A. KLEINER   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: KARL J. KRAPEK   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: RICHARD B. MYERS   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: GARY ROUGHEAD  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: THOMAS M. SCHOEWE  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: KEVIN W. SHARER  | Mgmt | For     |
| 2.  | PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 3.  | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.   | Shr  | Against |

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 NUCOR CORPORATION

Agen

Security: 670346105  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: NUE  
 ISIN: US6703461052

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | DIRECTOR  |               |               |
|        | PETER C. BROWNING   | Mgmt          | For           |
|        | JOHN J. FERRIOLA  | Mgmt          | For           |
|        | HARVEY B. GANTT   | Mgmt          | For           |
|        | GREGORY J. HAYES  | Mgmt          | For           |
|        | VICTORIA F. HAYNES, PHD   | Mgmt          | For           |
|        | BERNARD L. KASRIEL  | Mgmt          | For           |
|        | CHRISTOPHER J. KEARNEY  | Mgmt          | For           |
|        | RAYMOND J. MILCHOVICH   | Mgmt          | For           |
|        | JOHN H. WALKER  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS NUCOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

FIRM FOR THE YEAR ENDING DECEMBER 31, 2014

- |    |  |      |     |
|----|--|------|-----|
| 3. | APPROVAL, ON AN ADVISORY BASIS, OF NUCOR'S EXECUTIVE COMPENSATION          | Mgmt | For |
| 4. | APPROVAL OF THE NUCOR CORPORATION 2014 OMNIBUS INCENTIVE COMPENSATION PLAN | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE                               | Shr  | For |

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NXP SEMICONDUCTOR NV

Agen

Security: N6596X109  
 Meeting Type: Special  
 Meeting Date: 10-Oct-2013  
 Ticker: NXPI  
 ISIN: NL0009538784

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | PROPOSAL TO APPOINT MRS. DR. M. HELMES AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 10 OCTOBER, 2013. | Mgmt          | For           |
| 1B.    | PROPOSAL TO APPOINT MRS. J. SOUTHERN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 10 OCTOBER, 2013.   | Mgmt          | For           |

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NXP SEMICONDUCTOR NV

Agen

Security: N6596X109  
 Meeting Type: Special  
 Meeting Date: 28-Mar-2014  
 Ticker: NXPI  
 ISIN: NL0009538784

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | PROPOSAL TO APPOINT MR. E. MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM APRIL 1, 2014 | Mgmt          | For           |

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NXP SEMICONDUCTOR NV

Agen

Security: N6596X109

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: NXPI  
 ISIN: NL0009538784

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 2C.    | ADOPTION OF THE 2013 FINANCIAL STATEMENTS  | Mgmt          | For           |
| 2D.    | GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR MANAGEMENT DURING THE PAST FINANCIAL YEAR                              | Mgmt          | For           |
| 3A.    | PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014     | Mgmt          | For           |
| 3B.    | PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014     | Mgmt          | For           |
| 3C.    | PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014   | Mgmt          | For           |
| 3D.    | PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt          | For           |
| 3E.    | PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014      | Mgmt          | For           |
| 3F.    | PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014      | Mgmt          | For           |
| 3G.    | PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014         | Mgmt          | For           |
| 3H.    | PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014       | Mgmt          | For           |
| 3I.    | PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014     | Mgmt          | For           |
| 3J.    | PROPOSAL TO APPOINT DR. RICK TSAI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM JULY 1, 2014             | Mgmt          | For           |
| 4.     | AUTHORISATION TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL  | Mgmt          | For           |
| 5.     | AUTHORISATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL  | Mgmt          | For           |

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OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 02-May-2014  
 Ticker: OXY  
 ISIN: US6745991058

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SPENCER ABRAHAM  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: HOWARD I. ATKINS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: EUGENE L. BATCHELDER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN E. FEICK  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARGARET M. FORAN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM R. KLESSE  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ELISSE B. WALTER   | Mgmt          | For           |
| 2.     | ONE-YEAR WAIVER OF DIRECTOR AGE RESTRICTION FOR EDWARD P.DJEREJIAN, AN INDEPENDENT DIRECTOR. | Mgmt          | For           |
| 3.     | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | ABILITY OF STOCKHOLDERS TO ACT BY WRITTEN CONSENT.   | Mgmt          | For           |
| 5.     | SEPARATION OF THE ROLES OF THE CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER.        | Mgmt          | Against       |
| 6.     | RATIFICATION OF INDEPENDENT AUDITORS.  | Mgmt          | For           |
| 7.     | EXECUTIVES TO RETAIN SIGNIFICANT STOCK.  | Shr           | Against       |
| 8.     | REVIEW LOBBYING AT FEDERAL, STATE, LOCAL LEVELS.   | Shr           | Against       |
| 9.     | QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS.                  | Shr           | Against       |
| 10.    | FUGITIVE METHANE EMISSIONS AND FLARING REPORT.   | Shr           | Against       |



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 OMNICOM GROUP INC. Agen  
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Security: 681919106  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: OMC  
 ISIN: US6819191064  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN D. WREN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BRUCE CRAWFORD  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALAN R. BATKIN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARY C. CHOKSI  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT CHARLES CLARK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LEONARD S. COLEMAN, JR.   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ERROL M. COOK   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SUSAN S. DENISON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL A. HENNING  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN R. MURPHY  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOHN R. PURCELL   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LINDA JOHNSON RICE  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: GARY L. ROUBOS  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE 2014 FISCAL YEAR. | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |

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 ON SEMICONDUCTOR CORPORATION Agen  
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Security: 682189105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: ONNN  
 ISIN: US6821891057

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: KEITH D. JACKSON  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: BERNARD L. HAN  | Mgmt          | For           |
| 2.     | TO VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR.                      | Mgmt          | For           |
| 4.     | TO APPROVE AN AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.  | Mgmt          | For           |
| 5.     | TO APPROVE AN AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO REMOVE THE PROHIBITION AGAINST ACTION BY WRITTEN CONSENT OF THE STOCKHOLDERS. | Mgmt          | For           |

ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 31-Oct-2013  
 Ticker: ORCL  
 ISIN: US68389X1054

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | 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>MARK V. HURD<br>NAOMI O. SELIGMAN | 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      | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 3      | APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN.   | Mgmt   | For  |
| 4      | RATIFICATION OF THE SELECTION OF ERNST &  | Mgmt   | For  |

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YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR FISCAL YEAR 2014.

|   |   |     |         |
|---|---|-----|---------|
| 5 | STOCKHOLDER PROPOSAL REGARDING ESTABLISHING<br>A BOARD COMMITTEE ON HUMAN RIGHTS. | Shr | Against |
| 6 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT<br>BOARD CHAIRMAN.                     | Shr | Against |
| 7 | STOCKHOLDER PROPOSAL REGARDING VOTE<br>TABULATION.                                | Shr | Against |
| 8 | STOCKHOLDER PROPOSAL REGARDING MULTIPLE<br>PERFORMANCE METRICS.                   | Shr | Against |
| 9 | STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE<br>PERFORMANCE METRICS.               | Shr | Against |

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PARKER-HANNIFIN CORPORATION

Agen

Security: 701094104  
Meeting Type: Annual  
Meeting Date: 23-Oct-2013  
Ticker: PH  
ISIN: US7010941042

| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>ROBERT G. BOHN<br>LINDA S. HARTY<br>WILLIAM E. KASSLING<br>ROBERT J. KOHLHEPP<br>KEVIN A. LOBO<br>KLAUS-PETER MULLER<br>CANDY M. OBOURN<br>JOSEPH M. SCAMINACE<br>WOLFGANG R. SCHMITT<br>AKE SVENSSON<br>JAMES L. WAINSCOTT<br>DONALD E. WASHKEWICZ | 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 |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING JUNE 30, 2014.  | Mgmt   | For  |
| 3.     | APPROVAL OF, ON A NON-BINDING, ADVISORY<br>BASIS, THE COMPENSATION OF OUR NAMED<br>EXECUTIVE OFFICERS.  | Mgmt   | For  |

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PEPSICO, INC.

Agen

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 Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PEP  
 ISIN: US7134481081  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHONA L. BROWN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GEORGE W. BUCKLEY  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: IAN M. COOK  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DINA DUBLON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RONA A. FAIRHEAD   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RAY L. HUNT  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALBERTO IBARGUEN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: INDRA K. NOOYI   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SHARON PERCY<br>ROCKEFELLER  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JAMES J. SCHIRO  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LLOYD G. TROTTER   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: DANIEL VASELLA   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: ALBERTO WEISSER  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2014. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S<br>EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVAL OF THE MATERIAL TERMS OF THE<br>PERFORMANCE GOALS OF THE PEPSICO, INC.<br>EXECUTIVE INCENTIVE COMPENSATION PLAN.          | Mgmt          | For           |
| 5.     | POLICY REGARDING APPROVAL OF POLITICAL<br>CONTRIBUTIONS.   | Shr           | Against       |
| 6.     | POLICY REGARDING EXECUTIVE RETENTION OF<br>STOCK.  | Shr           | Against       |

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 PERKINELMER, INC.

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 Agen

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 Security: 714046109

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: PKI  
 ISIN: US7140461093

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PETER BARRETT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT F. FRIEL   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: NICHOLAS A. LOPARDO   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALEXIS P. MICHAS  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES C. MULLEN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: VICKI L. SATO, PH.D.  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KENTON J. SICCHITANO  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PATRICK J. SULLIVAN   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS PERKINELMER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR | Mgmt          | For           |
| 3.     | TO APPROVE, BY NON-BINDING ADVISORY VOTE, OUR EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 4.     | TO RE-APPROVE THE PERKINELMER, INC. 2009 INCENTIVE PLAN   | Mgmt          | For           |

PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: PFE  
 ISIN: US7170811035

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: W. DON CORNWELL     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCES D. FERGUSON | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: HELEN H. HOBBS      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CONSTANCE J. HORNER | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1F. | ELECTION OF DIRECTOR: JAMES M. KILTS   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: GEORGE A. LORCH  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: SHANTANU NARAYEN   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: IAN C. READ  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: STEPHEN W. SANGER  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE   | Mgmt | For     |
| 2.  | RATIFY THE SELECTION OF KPMG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2014 | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION  | Mgmt | For     |
| 4.  | APPROVAL OF PFIZER INC. 2014 STOCK PLAN  | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL REGARDING APPROVAL OF<br>POLITICAL CONTRIBUTIONS POLICY                     | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL REGARDING LOBBYING<br>ACTIVITIES  | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL REGARDING ACTION BY<br>WRITTEN CONSENT                                      | Shr  | Against |

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 PHILIP MORRIS INTERNATIONAL INC.

Agen

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 Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PM  
 ISIN: US7181721090  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HAROLD BROWN         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ANDRE CALANTZOPOULOS | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JENNIFER LI          | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SERGIO MARCHIONNE    | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KALPANA MORPARIA     | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LUCIO A. NOTO        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT B. POLET      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1I. | ELECTION OF DIRECTOR: CARLOS SLIM HELU                | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: STEPHEN M. WOLF                 | Mgmt | For     |
| 2.  | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS | Mgmt | For     |
| 3.  | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION        | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL 1 - LOBBYING                     | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL 2 - ANIMAL TESTING               | Shr  | Against |

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 PHILLIPS 66

Agen

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 Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PSX  
 ISIN: US7185461040  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM R. LOOMIS, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GLENN F. TILTON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON   | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2014. | Mgmt          | For           |
| 3.     | SAY ON PAY - AN ADVISORY (NON-BINDING) VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | GREENHOUSE GAS REDUCTION GOALS.  | Shr           | Against       |

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 PPG INDUSTRIES, INC.

Agen

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 Security: 693506107  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2014  
 Ticker: PPG  
 ISIN: US6935061076  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|   | Type                 |                   |
|---|----------------------|-------------------|
| 1. DIRECTOR<br>STEPHEN F. ANGEL<br>HUGH GRANT<br>MICHELE J. HOOPER  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2. PROPOSAL TO APPROVE THE COMPENSATION OF THE<br>COMPANY'S NAMED EXECUTIVE OFFICERS ON AN<br>ADVISORY BASIS.   | Mgmt                 | For               |
| 3. PROPOSAL TO APPROVE AN AMENDMENT TO THE<br>COMPANY'S ARTICLES OF INCORPORATION TO<br>REPLACE THE SUPERMAJORITY VOTING<br>REQUIREMENTS.             | Mgmt                 | For               |
| 4. PROPOSAL TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2014. | Mgmt                 | For               |
| 5. SHAREHOLDER PROPOSAL FOR AN INDEPENDENT<br>BOARD CHAIRMAN.   | Shr                  | For               |

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PUBLIC SERVICE ENTERPRISE GROUP INC.

Agem

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Security: 744573106  
Meeting Type: Annual  
Meeting Date: 15-Apr-2014  
Ticker: PEG  
ISIN: US7445731067  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.<br>NOMINEE FOR TERM EXPIRING IN 2015 | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM V. HICKEY<br>NOMINEE FOR TERM EXPIRING IN 2015     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RALPH IZZO NOMINEE<br>FOR TERM EXPIRING IN 2015            | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON<br>NOMINEE FOR TERM EXPIRING IN 2015   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DAVID LILLEY NOMINEE<br>FOR TERM EXPIRING IN 2015          | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: THOMAS A. RENYI<br>NOMINEE FOR TERM EXPIRING IN 2015       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: HAK CHEOL SHIN<br>NOMINEE FOR TERM EXPIRING IN 2015        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD J. SWIFT   | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

NOMINEE FOR TERM EXPIRING IN 2015

|     |  |      |     |
|-----|--|------|-----|
| 1I. | ELECTION OF DIRECTOR: SUSAN TOMASKY NOMINEE FOR TERM EXPIRING IN 2015  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ALFRED W. ZOLLAR NOMINEE FOR TERM EXPIRING IN 2015   | Mgmt | For |
| 2.  | ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION  | Mgmt | For |
| 3A. | APPROVAL OF AMENDMENTS TO CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS FOR CERTAIN BUSINESS COMBINATIONS            | Mgmt | For |
| 3B. | APPROVAL OF AMENDMENTS TO CERTIFICATE OF INCORPORATION & BY-LAWS TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENTS TO REMOVE A DIRECTOR WITHOUT CAUSE | Mgmt | For |
| 3C. | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING REQUIREMENT TO MAKE CERTAIN AMENDMENTS TO BY-LAWS          | Mgmt | For |
| 4.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2014  | Mgmt | For |

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 QUALCOMM INCORPORATED

Agen

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 Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 04-Mar-2014  
 Ticker: QCOM  
 ISIN: US7475251036  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: BARBARA T. ALEXANDER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SUSAN HOCKFIELD       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS W. HORTON      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL E. JACOBS        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SHERRY LANSING        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |        |
|-----|--|------|--------|
| 1I. | ELECTION OF DIRECTOR: DUANE A. NELLES  | Mgmt | For    |
| 1J. | ELECTION OF DIRECTOR: CLARK T. RANDT, JR.  | Mgmt | For    |
| 1K. | ELECTION OF DIRECTOR: FRANCISCO ROS  | Mgmt | For    |
| 1L. | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt | For    |
| 1M. | ELECTION OF DIRECTOR: BRENT SCOWCROFT  | Mgmt | For    |
| 1N. | ELECTION OF DIRECTOR: MARC I. STERN  | Mgmt | For    |
| 2.  | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 28, 2014. | Mgmt | For    |
| 3.  | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.   | Mgmt | For    |
| 4.  | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year |

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 RED HAT, INC.

Agen

Security: 756577102  
 Meeting Type: Annual  
 Meeting Date: 08-Aug-2013  
 Ticker: RHT  
 ISIN: US7565771026

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: W. STEVE ALBRECHT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JEFFREY J. CLARKE   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: H. HUGH SHELTON   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS RED HAT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2014 | Mgmt          | For           |
| 3.     | TO APPROVE, ON AN ADVISORY BASIS, A RESOLUTION RELATING TO RED HAT'S EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 4.     | TO APPROVE AN AMENDMENT TO RED HAT'S CERTIFICATE OF INCORPORATION TO PHASE OUT RED HAT'S CLASSIFIED BOARD OF DIRECTORS  | Mgmt          | For           |
| 5.     | TO APPROVE AN AMENDMENT AND RESTATEMENT OF RED HAT'S BY-LAWS TO PHASE OUT RED HAT'S   | Mgmt          | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

CLASSIFIED BOARD OF DIRECTORS

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 REGIONS FINANCIAL CORPORATION

Agen

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 Security: 7591EP100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: RF  
 ISIN: US7591EP1005  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GEORGE W. BRYAN                                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CAROLYN H. BYRD                                       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DAVID J. COOPER, SR.                                  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DON DEFOSSET  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ERIC C. FAST  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: O.B. GRAYSON HALL, JR.                                | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHN D. JOHNS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES D. MCCRARY                                    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JAMES R. MALONE                                       | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RUTH ANN MARSHALL                                     | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SUSAN W. MATLOCK                                      | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JOHN E. MAUPIN, JR.                                   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: LEE J. STYSLINGER III                                 | Mgmt          | For           |
| 2.     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | NONBINDING STOCKHOLDER APPROVAL OF EXECUTIVE COMPENSATION.                  | Mgmt          | For           |

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 RIVERBED TECHNOLOGY, INC.

Agen

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 Security: 768573107  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: RVBD  
 ISIN: US7685731074  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MARK S. LEWIS   | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.                | Mgmt          | For           |
| 4.     | TO APPROVE OUR 2014 EQUITY INCENTIVE PLAN.  | Mgmt          | For           |

ROBERT HALF INTERNATIONAL INC.

Agen

Security: 770323103  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: RHI  
 ISIN: US7703231032

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 1.     | DIRECTOR<br>ANDREW S. BERWICK, JR.<br>HAROLD M. MESSMER, JR.<br>BARBARA J. NOVOGRADAC<br>ROBERT J. PACE<br>FREDERICK A. RICHMAN<br>M. KEITH WADDELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF APPOINTMENT OF AUDITOR.   | Mgmt   | For                                    |
| 3.     | PROPOSAL REGARDING STOCK INCENTIVE PLAN.  | Mgmt   | For                                    |
| 4.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | For                                    |

ROCKWELL COLLINS, INC.

Agen

Security: 774341101  
 Meeting Type: Annual  
 Meeting Date: 06-Feb-2014  
 Ticker: COL  
 ISIN: US7743411016

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type        | Proposal Vote                 |
|--------|--|----------------------|-------------------------------|
| 1.     | DIRECTOR<br>C.A. DAVIS<br>R.E. EBERHART<br>D. LILLEY   | Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote |
| 2.     | TO CONSIDER AND VOTE ON A NON-BINDING<br>RESOLUTION TO APPROVE THE COMPENSATION OF<br>EXECUTIVE OFFICERS AND RELATED DISCLOSURES.      | Mgmt                 | No vote                       |
| 3.     | FOR THE SELECTION OF DELOITTE & TOUCHE LLP<br>AS OUR AUDITORS FOR FISCAL YEAR 2014.  | Mgmt                 | No vote                       |
| 4.     | TO CONSIDER AND VOTE TO APPROVE AMENDMENTS<br>TO OUR RESTATED CERTIFICATE OF<br>INCORPORATION TO DECLASSIFY THE BOARD OF<br>DIRECTORS. | Mgmt                 | No vote                       |

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 RYDER SYSTEM, INC.

Agem

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 Security: 783549108  
 Meeting Type: Annual  
 Meeting Date: 02-May-2014  
 Ticker: R  
 ISIN: US7835491082  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L. PATRICK HASSEY   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHAEL F. HILTON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: HANSEL E. TOOKES, II  | Mgmt          | For           |
| 2.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP<br>AS INDEPENDENT REGISTERED CERTIFIED PUBLIC<br>ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR.                       | Mgmt          | For           |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF THE<br>COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS.  | Mgmt          | For           |
| 4.     | APPROVAL OF AMENDMENTS TO THE ARTICLES OF<br>INCORPORATION AND BY-LAWS TO ELIMINATE<br>SUPERMAJORITY VOTE PROVISIONS REGARDING<br>REMOVAL OF DIRECTORS.     | Mgmt          | For           |
| 5.     | APPROVAL OF AMENDMENTS TO OUR ARTICLES OF<br>INCORPORATION AND BY-LAWS TO ELIMINATE<br>SUPERMAJORITY VOTE PROVISIONS REGARDING<br>AMENDMENT OF THE BY-LAWS. | Mgmt          | For           |
| 6.     | APPROVAL OF AMENDMENT TO ARTICLES TO  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ELIMINATE SUPERMAJORITY APPROVAL FOR  
CERTAIN PROVISIONS OF ARTICLES.

|    |   |      |     |
|----|---|------|-----|
| 7. | APPROVAL OF AMENDMENTS TO OUR ARTICLES OF INCORPORATION TO ELIMINATE THE PROVISIONS REGARDING BUSINESS COMBINATIONS WITH INTERESTED SHAREHOLDERS. | Mgmt | For |
|----|---|------|-----|

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 09-Apr-2014  
Ticker: SLB  
ISIN: AN8068571086

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PETER L.S. CURRIE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TONY ISAAC  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: K. VAMAN KAMATH   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MAUREEN KEMPSTON DARKES                                     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PAAL KIBSGAARD  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL E. MARKS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LUBNA S. OLAYAN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LEO RAFAEL REIF   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: TORE I. SANDVOLD  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: HENRI SEYDOUX   | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.           | Mgmt          | For           |
| 3.     | TO APPROVE THE COMPANY'S 2013 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS. | Mgmt          | For           |
| 4.     | TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt          | For           |

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SHUTTERFLY, INC.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 82568P304  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: SFLY  
 ISIN: US82568P3047

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PHILIP A. MARINEAU  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BRIAN T. SWETTE   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANN MATHER  | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF SHUTTERFLY'S NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 3.     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS SHUTTERFLY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |

SIMON PROPERTY GROUP, INC.

Agen

Security: 828806109  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: SPG  
 ISIN: US8288061091

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MELVYN E. BERGSTEIN                | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK                 | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: KAREN N. HORN, PH.D.               | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: ALLAN HUBBARD                      | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: REUBEN S. LEIBOWITZ                | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: DANIEL C. SMITH, PH.D.             | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: J. ALBERT SMITH, JR.               | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt          | For           |
| 3.     | RATIFICATION AND APPROVAL OF THE AMENDED                 | Mgmt          | For           |

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

AND RESTATED 1998 STOCK INCENTIVE PLAN.

|    |   |      |     |
|----|---|------|-----|
| 4. | RATIFICATION OF ERNST & YOUNG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt | For |
|----|---|------|-----|

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SIRIUS XM HOLDINGS INC.

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Agen

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Security: 82968B103  
Meeting Type: Annual  
Meeting Date: 19-May-2014  
Ticker: SIRI  
ISIN: US82968B1035  
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| Prop.# | Proposal   | Proposal<br>Type   | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>JOAN L. AMBLE<br>ANTHONY J. BATES<br>GEORGE W. BODENHEIMER<br>DAVID J.A. FLOWERS<br>EDDY W. HARTENSTEIN<br>JAMES P. HOLDEN<br>GREGORY B. MAFFEI<br>EVAN D. MALONE<br>JAMES E. MEYER<br>JAMES F. MOONEY<br>CARL E. VOGEL<br>VANESSA A. WITTMAN<br>DAVID M. ZASLAV | 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 |
| 2.     | ADVISORY VOTE TO APPROVE THE NAMED<br>EXECUTIVE OFFICERS' COMPENSATION.  | Mgmt   | For   |
| 3.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTANTS FOR 2014.   | Mgmt   | For   |

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SOUTHWEST AIRLINES CO.

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Agen

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Security: 844741108  
Meeting Type: Annual  
Meeting Date: 14-May-2014  
Ticker: LUV  
ISIN: US8447411088  
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| Prop.# | Proposal                               | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID W. BIEGLER | Mgmt             | For           |



## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1B. | ELECTION OF DIRECTOR: J. VERONICA BIGGINS  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DOUGLAS H. BROOKS  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: WILLIAM H. CUNNINGHAM  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JOHN G. DENISON  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: GARY C. KELLY  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: NANCY B. LOEFFLER  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN T. MONTFORD   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: THOMAS M. NEALON   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DANIEL D. VILLANUEVA   | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |
| 3.  | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |

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SPECTRA ENERGY CORP

Agen

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Security: 847560109  
Meeting Type: Annual  
Meeting Date: 15-Apr-2014  
Ticker: SE  
ISIN: US8475601097  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREGORY L. EBEL          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: AUSTIN A. ADAMS          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOSEPH ALVARADO          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PAMELA L. CARTER         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR. | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: F. ANTHONY COMPER        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PETER B. HAMILTON        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL MCSHANE          | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL G. MORRIS        | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY CORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Mgmt | For     |
| 3. | AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL CONCERNING DISCLOSURE OF POLITICAL CONTRIBUTIONS.  | Shr  | Against |
| 5. | SHAREHOLDER PROPOSAL CONCERNING METHANE EMISSIONS TARGET.   | Shr  | Against |

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STANLEY BLACK & DECKER, INC

Agen

Security: 854502101  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2014  
 Ticker: SWK  
 ISIN: US8545021011

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>GEORGE W. BUCKLEY<br>PATRICK D. CAMPBELL<br>CARLOS M. CARDOSO<br>ROBERT B. COUTTS<br>DEBRA A. CREW<br>B.H. GRISWOLD, IV<br>JOHN F. LUNDGREN<br>ANTHONY LUISO<br>MARIANNE M. PARRS<br>ROBERT L. RYAN | 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.     | APPROVE THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE COMPANY'S 2014 FISCAL YEAR.  | Mgmt   | For  |
| 3.     | APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt   | For  |

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STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Agen

Security: 85590A401  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: HOT  
 ISIN: US85590A4013

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: FRITS VAN PAASSCHEN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BRUCE W. DUNCAN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ADAM M. ARON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS E. CLARKE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CLAYTON C. DALEY, JR.   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LIZANNE GALBREATH   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ERIC HIPPEAU  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: AYLWIN B. LEWIS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: STEPHEN R. QUAZZO   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: THOMAS O. RYDER   | Mgmt          | For           |
| 2.     | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                            | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Mgmt          | For           |

STATE STREET CORPORATION

Agen

Security: 857477103  
 Meeting Type: Annual  
 Meeting Date: 14-May-2014  
 Ticker: STT  
 ISIN: US8574771031

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: J. ALMEIDA         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: K. BURNES          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: P. COYM            | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: A. FAWCETT         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: L. HILL            | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1G. | ELECTION OF DIRECTOR: J. HOOLEY  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: R. KAPLAN  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: R. SERGEL  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: R. SKATES  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: G. SUMME   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: T. WILSON  | Mgmt | For |
| 2.  | TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION  | Mgmt | For |
| 3.  | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014 | Mgmt | For |

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STRYKER CORPORATION

Agen

Security: 863667101  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: SYK  
 ISIN: US8636671013

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HOWARD E. COX, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SRIKANT M. DATAR, PH.D.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROCH DOLIVEUX, DVM   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LOUISE L. FRANCESCONI  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ALLAN C. GOLSTON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KEVIN A. LOBO  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM U. PARFET  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ANDREW K. SILVERNAIL   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RONDA E. STRYKER   | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | APPROVAL, IN AN ADVISORY VOTE, OF THE COMPANY'S NAMED EXECUTIVE OFFICER                                    | Mgmt          | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

COMPENSATION.

SUNCOR ENERGY INC.

Agen

Security: 867224107  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: SU  
 ISIN: CA8672241079

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>MEL E. BENSON<br>DOMINIC D'ALESSANDRO<br>W. DOUGLAS FORD<br>JOHN D. GASS<br>PAUL HASELDONCKX<br>JOHN R. HUFF<br>JACQUES LAMARRE<br>MAUREEN MCCAWE<br>MICHAEL W. O'BRIEN<br>JAMES W. SIMPSON<br>EIRA M. THOMAS<br>STEVEN W. WILLIAMS<br>MICHAEL M. WILSON | 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     | RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS AUDITOR OF SUNCOR ENERGY INC. FOR<br>THE ENSUING YEAR AND AUTHORIZE THE<br>DIRECTORS TO FIX THEIR REMUNERATION AS<br>SUCH.  | Mgmt   | For   |
| 03     | TO ACCEPT THE APPROACH TO EXECUTIVE<br>COMPENSATION DISCLOSED IN THE ACCOMPANYING<br>MANAGEMENT PROXY CIRCULAR.  | Mgmt   | For   |

SUNTRUST BANKS, INC.

Agen

Security: 867914103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: STI  
 ISIN: US8679141031

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROBERT M. BEALL, II | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID H. HUGHES     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1C. | ELECTION OF DIRECTOR: M. DOUGLAS IVESTER  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KYLE PRECHTL LEGG   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WILLIAM A. LINNENBRINGER                                      | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DONNA S. MOREA  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DAVID M. RATCLIFFE  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: WILLIAM H. ROGERS, JR.  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: FRANK P. SCRUGGS, JR.   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: THOMAS R. WATJEN  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DR. PHAIL WYNN, JR.   | Mgmt | For |
| 2.  | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.             | Mgmt | For |
| 3.  | TO APPROVE AN AMENDMENT TO THE SUNTRUST BANKS, INC. 2009 STOCK PLAN.                | Mgmt | For |
| 4.  | TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. 2009 STOCK PLAN.          | Mgmt | For |
| 5.  | TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. ANNUAL INCENTIVE PLAN.    | Mgmt | For |
| 6.  | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |

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T. ROWE PRICE GROUP, INC.

Agen

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Security: 74144T108  
Meeting Type: Annual  
Meeting Date: 24-Apr-2014  
Ticker: TROW  
ISIN: US74144T1088  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: MARK S. BARTLETT              | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: EDWARD C. BERNARD             | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: MARY K. BUSH                  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: DONALD B. HEBB, JR.           | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: DR. FREEMAN A. HRABOWSKI, III | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1F) | ELECTION OF DIRECTOR: JAMES A.C. KENNEDY  | Mgmt | For |
| 1G) | ELECTION OF DIRECTOR: ROBERT F. MACLELLAN   | Mgmt | For |
| 1H) | ELECTION OF DIRECTOR: BRIAN C. ROGERS   | Mgmt | For |
| 1I) | ELECTION OF DIRECTOR: OLYMPIA J. SNOWE  | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: DR. ALFRED SOMMER   | Mgmt | For |
| 1K) | ELECTION OF DIRECTOR: DWIGHT S. TAYLOR  | Mgmt | For |
| 1L) | ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE   | Mgmt | For |
| 2)  | TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3)  | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.              | Mgmt | For |

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TARGET CORPORATION

Agen

Security: 87612E106  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2014  
 Ticker: TGT  
 ISIN: US87612E1064

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROXANNE S. AUSTIN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CALVIN DARDEN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: HENRIQUE DE CASTRO  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARY E. MINNICK   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DERICA W. RICE  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KENNETH L. SALAZAR  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 2.     | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 3. | COMPANY PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, OUR EXECUTIVE COMPENSATION ("SAY-ON-PAY"). | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL TO ELIMINATE PERQUISITES.  | Shr  | Against |
| 5. | SHAREHOLDER PROPOSAL TO ADOPT A POLICY FOR AN INDEPENDENT CHAIRMAN.                           | Shr  | Against |
| 6. | SHAREHOLDER PROPOSAL TO ADOPT A POLICY PROHIBITING DISCRIMINATION "AGAINST" OR "FOR" PERSONS. | Shr  | For     |

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TESLA MOTORS, INC. Agen

Security: 88160R101  
Meeting Type: Annual  
Meeting Date: 03-Jun-2014  
Ticker: TSLA  
ISIN: US88160R1014

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR<br>ELON MUSK<br>STEPHEN T. JURVETSON  | Mgmt<br>Mgmt  | For<br>For    |
| 2.     | A NON-BINDING ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE TESLA MOTORS, INC. 2010 EQUITY INCENTIVE PLAN.  | Mgmt          | For           |
| 4.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS TESLA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS.  | Shr           | For           |

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TESSERA TECHNOLOGIES, INC. Agen

Security: 88164L100  
Meeting Type: Annual  
Meeting Date: 07-May-2014  
Ticker: TSRA



# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US88164L1008

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD S. HILL   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CHRISTOPHER A. SEAMS  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DONALD E. STOUT   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GEORGE CWYNAR   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: GEORGE A. RIEDEL  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN CHENAULT   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PETER A. FELD   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: TIMOTHY J. STULTZ   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS LACEY  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: TUDOR BROWN   | Mgmt          | For           |
| 2.     | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 4.     | TO APPROVE THE AMENDMENT OF OUR EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt          | For           |

TEXAS INSTRUMENTS INCORPORATED

Agen

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2014  
 Ticker: TXN  
 ISIN: US8825081040

| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: R.W. BABB, JR. | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: M.A. BLINN     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: D.A. CARP      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: C.S. COX       | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1E. | ELECTION OF DIRECTOR: R. KIRK  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: P.H. PATSLEY   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: R.E. SANCHEZ   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: W.R. SANDERS   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: R.J. SIMMONS   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: R.K. TEMPLETON   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: C.T. WHITMAN   | Mgmt | For |
| 2.  | BOARD PROPOSAL REGARDING ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt | For |
| 3.  | BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 4.  | BOARD PROPOSAL TO APPROVE THE TI EMPLOYEES 2014 STOCK PURCHASE PLAN.   | Mgmt | For |
| 5.  | BOARD PROPOSAL TO REAPPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE TEXAS INSTRUMENTS 2009 LONG-TERM INCENTIVE PLAN.     | Mgmt | For |

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 TEXTRON INC.

Agen

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 Security: 883203101  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2014  
 Ticker: TXT  
 ISIN: US8832031012  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SCOTT C. DONNELLY | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KATHLEEN M. BADER | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: R. KERRY CLARK    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES T. CONWAY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: IVOR J. EVANS     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LAWRENCE K. FISH  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PAUL E. GAGNE     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DAIN M. HANCOCK   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1I. | ELECTION OF DIRECTOR: LORD POWELL OF BAYSWATER KCMG                                  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: LLOYD G. TROTTER   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: JAMES L. ZIEMER  | Mgmt | For     |
| 2.  | APPROVAL OF THE ADVISORY (NON-BINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For     |
| 3.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.        | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT.                | Shr  | Against |

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THE AES CORPORATION

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Agen

Security: 00130H105  
Meeting Type: Annual  
Meeting Date: 17-Apr-2014  
Ticker: AES  
ISIN: US00130H1059

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ANDRES GLUSKI   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ZHANG GUO BAO   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES L. HARRINGTON   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KRISTINA M. JOHNSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TARUN KHANNA  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PHILIP LADER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES H. MILLER   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SANDRA O. MOOSE   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN B. MORSE, JR.  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MOISES NAIM   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: SVEN SANDSTROM  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR YEAR 2014. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

3. TO APPROVE, ON AN ADVISORY BASIS, THE Mgmt For  
COMPANY'S EXECUTIVE COMPENSATION.

-----  
THE BOEING COMPANY

Agem

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Security: 097023105  
Meeting Type: Annual  
Meeting Date: 28-Apr-2014  
Ticker: BA  
ISIN: US0970231058  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LINDA Z. COOK  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.                                      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: EDWARD M. LIDDY  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SUSAN C. SCHWAB  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RONALD A. WILLIAMS   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI   | Mgmt          | For           |
| 2.     | APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.                   | Mgmt          | For           |
| 3.     | APPROVE THE AMENDMENT AND RESTATEMENT OF THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN. | Mgmt          | For           |
| 4.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014.       | Mgmt          | For           |
| 5.     | REPORT TO DISCLOSE LOBBYING.   | Shr           | Against       |
| 6.     | RIGHT TO ACT BY WRITTEN CONSENT.   | Shr           | Against       |
| 7.     | INDEPENDENT BOARD CHAIRMAN.  | Shr           | Against       |

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 THE CLOROX COMPANY

Agen

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 Security: 189054109  
 Meeting Type: Annual  
 Meeting Date: 20-Nov-2013  
 Ticker: CLX  
 ISIN: US1890541097  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DANIEL BOGGAN, JR.                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. CARMONA                       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: TULLY M. FRIEDMAN                        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GEORGE J. HARAD                          | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DONALD R. KNAUSS                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ESTHER LEE                               | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT                    | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JEFFREY NODDLE                           | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ROGELIO REBOLLEDO                        | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PAMELA THOMAS-GRAHAM                     | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: CAROLYN M. TICKNOR                       | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.                       | Mgmt          | For           |
| 3.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

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 THE COCA-COLA COMPANY

Agen

-----  
 Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2014  
 Ticker: KO  
 ISIN: US1912161007  
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| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HERBERT A. ALLEN | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RONALD W. ALLEN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANA BOTIN        | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: HOWARD G. BUFFETT                                      | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: RICHARD M. DALEY                                       | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: BARRY DILLER   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: HELENE D. GAYLE  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: EVAN G. GREENBERG                                      | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: ALEXIS M. HERMAN                                       | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: MUHTAR KENT  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: ROBERT A. KOTICK                                       | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO                                 | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: SAM NUNN   | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: JAMES D. ROBINSON III                                  | Mgmt | For     |
| 1O. | ELECTION OF DIRECTOR: PETER V. UEERROTH                                      | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt | For     |
| 3.  | APPROVAL OF THE COCA-COLA COMPANY 2014 EQUITY PLAN                           | Mgmt | For     |
| 4.  | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt | For     |
| 5.  | SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN                  | Shr  | Against |

-----  
 THE ESTEE LAUDER COMPANIES INC.

Agen

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 Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 12-Nov-2013  
 Ticker: EL  
 ISIN: US5184391044  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: AERIN LAUDER                | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM P. LAUDER           | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RICHARD D. PARSONS          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LYNN FORESTER DE ROTHSCHILD | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1E. | ELECTION OF DIRECTOR: RICHARD F. ZANNINO  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2014 FISCAL YEAR.   | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4.  | APPROVE THE ESTEE LAUDER COMPANIES INC. EXECUTIVE ANNUAL INCENTIVE PLAN PURSUANT TO SECTION 162 (M) OF THE INTERNAL REVENUE CODE. | Mgmt | For     |
| 5.  | VOTE ON STOCKHOLDER PROPOSAL CONCERNING SUSTAINABLE PALM OIL.   | Shr  | Against |

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 THE GOLDMAN SACHS GROUP, INC.

Agen

-----  
 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 16-May-2014  
 Ticker: GS  
 ISIN: US38141G1040  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN                     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: M. MICHELE BURNS                       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GARY D. COHN                           | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CLAES DAHLBACK                         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM W. GEORGE                      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES A. JOHNSON                       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL                      | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI                    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PETER OPPENHEIMER                      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JAMES J. SCHIRO                        | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DEBORA L. SPAR                         | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MARK E. TUCKER                         | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: DAVID A. VINIAR                        | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY) | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 3. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2014 | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS<br>FOR SHAREHOLDERS  | Shr  | Against |

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 THE GOODYEAR TIRE & RUBBER COMPANY

Agen

-----  
 Security: 382550101  
 Meeting Type: Annual  
 Meeting Date: 14-Apr-2014  
 Ticker: GT  
 ISIN: US3825501014  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM J. CONATY   | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES A. FIRESTONE  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: WERNER GEISSLER   | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: PETER S. HELLMAN  | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: RICHARD J. KRAMER   | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: W. ALAN MCCOLLOUGH  | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHN E. MCGLADE   | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL J. MORELL   | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: RODERICK A. PALMORE   | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: STEPHANIE A. STREETER   | Mgmt             | For           |
| 1K.    | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER  | Mgmt             | For           |
| 1L.    | ELECTION OF DIRECTOR: MICHAEL R. WESSEL   | Mgmt             | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt             | For           |
| 3.     | RATIFICATION OF APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt             | For           |
| 4.     | SHAREHOLDER PROPOSAL RE: INDEPENDENT BOARD<br>CHAIRMAN.   | Shr              | Against       |

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THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: HSY  
 ISIN: US4278661081

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>P.M. ARWAY<br>J.P. BILBREY<br>R.F. CAVANAUGH<br>C.A. DAVIS<br>M.K. HABEN<br>R.M. MALCOLM<br>J.M. MEAD<br>J.E. NEVELS<br>A.J. PALMER<br>T.J. RIDGE<br>D.L. SHEDLARZ | 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.     | RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2014.   | Mgmt   | For  |
| 3.     | APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.   | Mgmt   | For  |

THE HOME DEPOT, INC.

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: HD  
 ISIN: US4370761029

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCIS S. BLAKE     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ARI BOUSBIB          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J. FRANK BROWN       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALBERT P. CAREY      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ARMANDO CODINA       | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1H. | ELECTION OF DIRECTOR: HELENA B. FOULKES                     | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: WAYNE M. HEWETT                       | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: KAREN L. KATEN                        | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: MARK VADON                            | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP                 | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION             | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT  | Shr  | Against |

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 THE KROGER CO.

Agen

Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 26-Jun-2014  
 Ticker: KR  
 ISIN: US5010441013

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: REUBEN V. ANDERSON | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT D. BEYER    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DAVID B. DILLON    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SUSAN J. KROPF     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DAVID B. LEWIS     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: W. RODNEY MCMULLEN | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JORGE P. MONTOYA   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CLYDE R. MOORE     | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SUSAN M. PHILLIPS  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: STEVEN R. ROGEL    | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JAMES A. RUNDE     | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS | Mgmt          | For           |
| 2.     | APPROVAL OF 2014 LONG-TERM INCENTIVE AND | Mgmt          | For           |

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CASH BONUS PLAN.

|    |  |      |         |
|----|--|------|---------|
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4. | APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.   | Mgmt | For     |
| 5. | A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO PUBLISH A REPORT ON HUMAN RIGHTS RISKS OF OPERATIONS AND SUPPLY CHAIN.                               | Shr  | Against |
| 6. | A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO ISSUE A REPORT REGARDING RESPONSIBILITY FOR POST-CONSUMER PACKAGE RECYCLING OF PRIVATE LABEL BRANDS. | Shr  | Against |

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 THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 08-Oct-2013  
 Ticker: PG  
 ISIN: US7427181091  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ANGELA F. BRALY                                   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KENNETH I. CHENAULT                               | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SCOTT D. COOK                                     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN                            | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: A.G. LAFLEY                                       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: TERRY J. LUNDGREN                                 | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.                            | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MARGARET C. WHITMAN                               | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER                            | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ                                | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ERNESTO ZEDILLO                                   | Mgmt          | For           |
| 2.     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 3. | AMEND THE COMPANY'S CODE OF REGULATIONS TO REDUCE CERTAIN SUPERMAJORITY VOTING REQUIREMENTS | Mgmt | For |
| 4. | APPROVE THE 2013 NON-EMPLOYEE DIRECTORS' STOCK PLAN   | Mgmt | For |
| 5. | ADVISORY VOTE ON EXECUTIVE COMPENSATION (THE SAY ON PAY VOTE)                               | Mgmt | For |

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 THE TRAVELERS COMPANIES, INC.

Agen

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 Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 27-May-2014  
 Ticker: TRV  
 ISIN: US89417E1091  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALAN L. BELLER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN H. DASBURG   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JANET M. DOLAN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAY S. FISHMAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PATRICIA L. HIGGINS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS R. HODGSON   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WILLIAM J. KANE   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH JR.  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PHILIP T. RUEGGER III   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DONALD J. SHEPARD   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LAURIE J. THOMSEN   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | NON-BINDING VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | APPROVE THE TRAVELERS COMPANIES, INC. 2014 STOCK INCENTIVE PLAN.  | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL RELATING TO POLITICAL  | Shr           | Against       |

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CONTRIBUTIONS AND EXPENDITURES, IF  
PRESENTED AT THE ANNUAL MEETING OF  
SHAREHOLDERS

-----  
THE WALT DISNEY COMPANY

Agen

Security: 254687106  
Meeting Type: Annual  
Meeting Date: 18-Mar-2014  
Ticker: DIS  
ISIN: US2546871060  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SUSAN E. ARNOLD  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN S. CHEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACK DORSEY  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT A. IGER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: FRED H. LANGHAMMER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: AYLWIN B. LEWIS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SHERYL K. SANDBERG   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ORIN C. SMITH  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2014. | Mgmt          | For           |
| 3.     | TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION.                                  | Mgmt          | For           |
| 5.     | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.  | Shr           | Against       |
| 6.     | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EQUITY AWARDS.                                   | Shr           | Against       |

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THE WILLIAMS COMPANIES, INC.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: 969457100  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: WMB  
 ISIN: US9694571004

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALAN S. ARMSTRONG  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KATHLEEN B. COOPER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOHN A. HAGG   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JUANITA H. HINSHAW   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RALPH IZZO   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FRANK T. MACINNIS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ERIC W. MANDELBLATT  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: STEVEN W. NANCE  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MURRAY D. SMITH  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JANICE D. STONEY   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LAURA A. SUGG  | Mgmt          | For           |
| 2.     | APPROVAL OF THE AMENDMENT TO THE WILLIAMS COMPANIES, INC. 2007 INCENTIVE PLAN.               | Mgmt          | For           |
| 3.     | APPROVAL OF THE AMENDMENT TO THE WILLIAMS COMPANIES, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN. | Mgmt          | For           |
| 4.     | RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2014.                                      | Mgmt          | For           |
| 5.     | APPROVAL, BY NONBINDING ADVISORY VOTE, OF THE COMPANY'S EXECUTIVE COMPENSATION.              | Mgmt          | For           |

TIFFANY & CO.

Agen

Security: 886547108  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: TIF  
 ISIN: US8865471085

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

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: MICHAEL J. KOWALSKI   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ROSE MARIE BRAVO  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: GARY E. COSTLEY   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: FREDERIC P. CUMENAL   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: LAWRENCE K. FISH  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ABBY F. KOHNSTAMM   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: CHARLES K. MARQUIS  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: PETER W. MAY  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WILLIAM A. SHUTZER  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT S. SINGER  | Mgmt | For |
| 2.  | APPROVAL OF THE APPOINTMENT BY THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015. | Mgmt | For |
| 3.  | APPROVAL OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN FISCAL 2013.   | Mgmt | For |
| 4.  | APPROVAL OF THE 2014 TIFFANY & CO. EMPLOYEE INCENTIVE PLAN.   | Mgmt | For |

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TIME WARNER INC.

Agen

Security: 887317303  
Meeting Type: Annual  
Meeting Date: 13-Jun-2014  
Ticker: TWX  
ISIN: US8873173038

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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES L. BARKSDALE    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM P. BARR       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JEFFREY L. BEWKES     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT C. CLARK       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MATHIAS DOPFNER       | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1G. | ELECTION OF DIRECTOR: JESSICA P. EINHORN                       | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ                      | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: FRED HASSAN                              | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: KENNETH J. NOVACK                        | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: PAUL D. WACHTER                          | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: DEBORAH C. WRIGHT                        | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR.            | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL ON INDEPENDENT CHAIRMAN OF THE BOARD.     | Shr  | Against |

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TIVO INC.

Agen

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Security: 888706108  
Meeting Type: Annual  
Meeting Date: 31-Jul-2013  
Ticker: TIVO  
ISIN: US8887061088  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM CELLA   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JEFFREY HINSON  | Mgmt          | For           |
| 2      | TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2014.   | Mgmt          | For           |
| 3      | TO APPROVE ON A NON-BINDING, ADVISORY BASIS THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION ("SAY-ON-PAY"). | Mgmt          | For           |

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U.S. BANCORP

Agen

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Security: 902973304  
Meeting Type: Annual  
Meeting Date: 15-Apr-2014  
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Ticker: USB  
ISIN: US9029733048

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: Y. MARC BELTON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VICTORIA BUYNISKI<br>GLUCKMAN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ARTHUR D. COLLINS,<br>JR.   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RICHARD K. DAVIS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROLAND A. HERNANDEZ   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DOREEN WOO HO   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOEL W. JOHNSON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: OLIVIA F. KIRTLEY   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JERRY W. LEVIN  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DAVID B. O'MALEY  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: O'DELL M. OWENS,<br>M.D., M.P.H.  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: CRAIG D. SCHNUCK  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: PATRICK T. STOKES   | Mgmt          | For           |
| 2.     | RATIFICATION OF SELECTION OF ERNST & YOUNG<br>LLP AS OUR INDEPENDENT AUDITOR FOR THE 2014<br>FISCAL YEAR.             | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION<br>OF OUR EXECUTIVES DISCLOSED IN THE PROXY<br>STATEMENT.                   | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL: ADOPTION OF A POLICY<br>REQUIRING THAT THE CHAIRMAN OF THE BOARD BE<br>AN INDEPENDENT DIRECTOR. | Shr           | Against       |

UNION PACIFIC CORPORATION

Agen

Security: 907818108  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: UNP  
ISIN: US9078181081

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.H. CARD, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: E.B. DAVIS, JR.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: D.B. DILLON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: J.R. HOPE  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J.J. KORALESKI   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: C.C. KRULAK  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: M.R. MCCARTHY  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: M.W. MCCONNELL   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: T.F. MCLARTY III   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: S.R. ROGEL   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: J.H. VILLARREAL  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.         | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").   | Mgmt          | For           |
| 4.     | AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK.   | Mgmt          | Against       |
| 5.     | SHAREHOLDER PROPOSAL REGARDING EXECUTIVES TO RETAIN SIGNIFICANT STOCK IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr           | Against       |

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 UNITEDHEALTH GROUP INCORPORATED

Agen

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 Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2014  
 Ticker: UNH  
 ISIN: US91324P1021  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR. | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: EDSON BUENO, M.D.       | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: RICHARD T. BURKE  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: ROBERT J. DARRETTA  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: MICHELE J. HOOPER   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: RODGER A. LAWSON  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: DOUGLAS W.<br>LEATHERDALE   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: GLENN M. RENWICK  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: KENNETH I. SHINE,<br>M.D.   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: GAIL R. WILENSKY,<br>PH.D.  | Mgmt | For     |
| 2.  | ADVISORY APPROVAL OF THE COMPANY'S<br>EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 3.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS THE INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR<br>THE YEAR ENDING DECEMBER 31, 2014.   | Mgmt | For     |
| 4.  | THE SHAREHOLDER PROPOSAL SET FORTH IN THE<br>PROXY STATEMENT REQUESTING CUMULATIVE<br>VOTING, IF PROPERLY PRESENTED AT THE 2014<br>ANNUAL MEETING OF SHAREHOLDERS.              | Shr  | Against |
| 5.  | THE SHAREHOLDER PROPOSAL SET FORTH IN THE<br>PROXY STATEMENT REQUESTING ADDITIONAL<br>LOBBYING DISCLOSURE, IF PROPERLY PRESENTED<br>AT THE 2014 ANNUAL MEETING OF SHAREHOLDERS. | Shr  | Against |

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 UNUM GROUP

Agen

Security: 91529Y106  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: UNM  
 ISIN: US91529Y1064

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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: TIMOTHY F. KEANEY | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: GLORIA C. LARSON  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: WILLIAM J. RYAN   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: THOMAS R. WATJEN  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

- |    |   |      |     |
|----|---|------|-----|
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.                           | Mgmt | For |
| 3. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |

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VERISIGN, INC. Agen

Security: 92343E102  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: VRSN  
ISIN: US92343E1029

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: D. JAMES BIDZOS   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: WILLIAM L. CHENEVICH  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: KATHLEEN A. COTE  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: ROGER H. MOORE  | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: JOHN D. ROACH   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: LOUIS A. SIMPSON  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: TIMOTHY TOMLINSON   | Mgmt          | For           |
| 2.     | TO APPROVE AN AMENDMENT TO VERISIGN, INC.'S FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND SIXTH AMENDED AND RESTATED BYLAWS TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS. | Mgmt          | For           |
| 3.     | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, VERISIGN, INC.'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.  | Mgmt          | For           |

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VERIZON COMMUNICATIONS INC. Agen

Security: 92343V104  
Meeting Type: Special

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Date: 28-Jan-2014  
 Ticker: VZ  
 ISIN: US92343V1044

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | APPROVE THE ISSUANCE OF UP TO APPROXIMATELY 1.28 BILLION SHARES OF VERIZON COMMON STOCK TO VODAFONE ORDINARY SHAREHOLDERS IN CONNECTION WITH VERIZON'S ACQUISITION OF VODAFONE'S INDIRECT 45% INTEREST IN VERIZON WIRELESS            | Mgmt          | For           |
| 2.     | APPROVE AN AMENDMENT TO ARTICLE 4(A) OF VERIZON'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE VERIZON'S AUTHORIZED SHARES OF COMMON STOCK BY 2 BILLION SHARES TO AN AGGREGATE OF 6.25 BILLION AUTHORIZED SHARES OF COMMON STOCK | Mgmt          | For           |
| 3.     | APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL VOTES AND PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSALS  | Mgmt          | For           |

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: VZ  
 ISIN: US92343V1044

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD L. CARRION    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MELANIE L. HEALEY     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: M. FRANCES KEETH      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT W. LANE        | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LOWELL C. MCADAM      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RODNEY E. SLATER      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1J. | ELECTION OF DIRECTOR: KATHRYN A. TESIJA                                      | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: GREGORY D. WASSON                                      | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt | For     |
| 4.  | PROPOSAL TO IMPLEMENT PROXY ACCESS   | Mgmt | For     |
| 5.  | NETWORK NEUTRALITY   | Shr  | Against |
| 6.  | LOBBYING ACTIVITIES  | Shr  | Against |
| 7.  | SEVERANCE APPROVAL POLICY  | Shr  | Against |
| 8.  | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING                                  | Shr  | Against |
| 9.  | SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT                                  | Shr  | Against |
| 10. | PROXY VOTING AUTHORITY   | Shr  | Against |

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VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2014  
 Ticker: V  
 ISIN: US92826C8394

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARY B. CRANSTON                    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.                | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT               | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CATHY E. MINEHAN                    | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON                | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID J. PANG                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES W. SCHARF                   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN                 | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN A.C. SWAINSON                  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.                | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

- |    |  |      |     |
|----|--|------|-----|
| 2. | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.                                   | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Mgmt | For |

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WAL-MART STORES, INC.

Agen

Security: 931142103  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2014  
 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 I. CASH, JR.                      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROGER C. CORBETT                        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PAMELA J. CRAIG                         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DOUGLAS N. DAFT                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL T. DUKE                         | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN                        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MARISSA A. MAYER                        | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: C. DOUGLAS MCMILLON                     | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: GREGORY B. PENNER                       | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEVEN S REINEMUND                      | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JIM C. WALTON                           | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: S. ROBSON WALTON                        | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: LINDA S. WOLF                           | Mgmt          | For           |
| 2.     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS  | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt          | For           |
| 4.     | REQUEST FOR INDEPENDENT CHAIRMAN POLICY                       | Shr           | Against       |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |     |         |
|----|--|-----|---------|
| 5. | REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY | Shr | Against |
| 6. | REQUEST FOR ANNUAL REPORT ON LOBBYING                    | Shr | Against |

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WASTE MANAGEMENT, INC.

Agen

Security: 94106L109  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: WM  
 ISIN: US94106L1098

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: BRADBURY H. ANDERSON   | 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: VICTORIA M. HOLT   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN C. POPE   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: W. ROBERT REUM   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID P. STEINER   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | APPROVAL OF OUR EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVAL OF OUR 2014 STOCK INCENTIVE PLAN.   | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL REGARDING DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.          | Shr           | Against       |

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: WFC  
 ISIN: US9497461015

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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOHN D. BAKER II  | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: ELAINE L. CHAO  | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: LLOYD H. DEAN   | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: SUSAN E. ENGEL  | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: DONALD M. JAMES   | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN   | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: FEDERICO F. PENA  | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: JAMES H. QUIGLEY  | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD   | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1M)    | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1N)    | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt          | For           |
| 2.     | VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 4.     | ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.  | Shr           | Against       |
| 5.     | REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.     | Shr           | Against       |

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 WHIRLPOOL CORPORATION

Agen

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 Security: 963320106  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2014  
 Ticker: WHR  
 ISIN: US9633201069  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1A. | ELECTION OF DIRECTOR: SAMUEL R. ALLEN  | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: GARY T. DICAMILLO  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DIANE M. DIETZ   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: GERALDINE T. ELLIOTT   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JEFF M. FETTIG   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MICHAEL F. JOHNSTON  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM T. KERR  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN D. LIU  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: HARISH MANWANI   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM D. PEREZ   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MICHAEL A. TODMAN  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: MICHAEL D. WHITE   | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE WHIRLPOOL'S EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3.  | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS WHIRLPOOL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 4.  | APPROVAL OF THE WHIRLPOOL CORPORATION 2014 EXECUTIVE PERFORMANCE EXCELLENCE PLAN.                                  | Mgmt | For |

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WINDSTREAM HOLDINGS INC.

Agen

Security: 97382A101  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: WIN  
 ISIN: US97382A1016

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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CAROL B. ARMITAGE    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SAMUEL E. BEALL, III | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DENNIS E. FOSTER     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FRANCIS X. FRANTZ    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JEFFERY R. GARDNER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JEFFREY T. HINSON    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1G. | ELECTION OF DIRECTOR: JUDY K. JONES   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: WILLIAM A. MONTGOMERY   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: ALAN L. WELLS   | Mgmt | For     |
| 2.  | TO VOTE ON AN ADVISORY (NON-BINDING) RESOLUTION ON EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 3.  | TO APPROVE AN AMENDMENT TO THE WINDSTREAM EQUITY INCENTIVE PLAN TO INCREASE THE AUTHORIZED SHARES BY 15,000,000 AND TO RE-APPROVE THE PLAN'S PERFORMANCE GOALS.                 | Mgmt | For     |
| 4.  | TO APPROVE AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF WINDSTREAM CORPORATION TO ELIMINATE CERTAIN VOTING PROVISIONS.   | Mgmt | For     |
| 5.  | TO APPROVE AMENDMENTS TO THE CERTIFICATE OF INCORPORATION AND BYLAWS OF WINDSTREAM HOLDINGS, INC., TO ENABLE STOCKHOLDERS TO CALL SPECIAL MEETINGS UNDER CERTAIN CIRCUMSTANCES. | Mgmt | For     |
| 6.  | TO APPROVE AMENDMENTS TO THE CERTIFICATE OF INCORPORATION AND BYLAWS OF WINDSTREAM HOLDINGS, INC., TO ELIMINATE SUPER-MAJORITY PROVISIONS.                                      | Mgmt | For     |
| 7.  | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS WINDSTREAM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2014.  | Mgmt | For     |
| 8.  | STOCKHOLDER PROPOSAL - PROHIBITION ON ACCELERATED VESTING OF EQUITY AWARDS.   | Shr  | Against |
| 9.  | STOCKHOLDER PROPOSAL - RIGHT TO ACT BY WRITTEN CONSENT.   | Shr  | Against |

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WPX ENERGY, INC.

Agen

Security: 98212B103  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: WPX  
 ISIN: US98212B1035

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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: JAMES J. BENDER   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: ROBERT K. HERDMAN | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: GEORGE A. LORCH   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 2. | SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 3. | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING QUANTITATIVE GREENHOUSE GAS EMISSIONS GOALS.  | Shr  | Against |
| 5. | STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS.   | Shr  | For     |

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 YUM! BRANDS, INC.

Agen

Security: 988498101  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: YUM  
 ISIN: US9884981013

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL J. CAVANAGH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID W. DORMAN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MASSIMO FERRAGAMO   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MIRIAN M. GRADDICK-WEIR   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BONNIE G. HILL  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JONATHAN S. LINEN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS C. NELSON  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DAVID C. NOVAK  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS M. RYAN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JING-SHYH S. SU   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ROBERT D. WALTER  | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS.   | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | RE-APPROVAL OF PERFORMANCE MEASURES OF YUM! BRANDS, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN. | Mgmt          | For           |

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

\* Management position unknown

SIGNATURES

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

|                |  |
|----------------|--|
| (Registrant)   | Eaton Vance Tax-Managed Buy-Write Opportunities Fund |
| By (Signature) | /s/ Walter A. Row, III                               |
| Name           | Walter A. Row, III                                   |
| Title          | President  |
| Date           | 08/18/2014   |