Madison Strategic Sector Premium Fund Form N-PX August 16, 2013

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

#### FORM N-PX

# ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-21713

Madison Strategic Sector Premium Fund (Exact name of registrant as specified in charter)

550 Science Drive, Madison, WI 53711 (Address of principal executive offices) (Zip code)

Pamela M. Krill, General Counsel
Madison Legal & Compliance Department
550 Science Drive
Madison, WI 53711
(Name and address of agent for service)

Registrant's telephone number, including area code: 800-767-0300

Date of fiscal year end: December 31

Date of reporting period: June 30, 2013

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX

unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. s 3507.

#### Item 1. Proxy Voting Record

| Name of Issuer                                   | Ticker<br>Symbol | •         | Meeting Date | Proposal   | Type      | RegistrantVo<br>Vote Cast Pro |     |
|--|------------------|-----------|--------------|--|-----------|-------------------------------|-----|
| ADOBE<br>SYSTEMS<br>INCORPORATED                 | ADBE             |           | 11-Apr-2013  | ELECTION OF DIRECTOR: AMY L. BANSE   | Managemen |                               | For |
| ADOBE<br>SYSTEMS                                 | ADBE             | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>KELLY J. BARLOW   | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 | ADBE             | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>EDWARD W. BARNHOLT  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 | ADBE             | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>ROBERT K. BURGESS   | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 | ADBE             | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>FRANK A. CALDERONI  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>MICHAEL R. CANNON   | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>JAMES E. DALEY  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>LAURA B. DESMOND  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>CHARLES M. GESCHKE  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>SHANTANU NARAYEN  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>DANIEL L. ROSENSWEIG  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>ROBERT SEDGEWICK  | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS                 |                  | 00724F101 | 11-Apr-2013  | ELECTION OF DIRECTOR:<br>JOHN E. WARNOCK   | Managemen | t Yes                         | For |
| INCORPORATED<br>ADOBE<br>SYSTEMS<br>INCORPORATED | ADBE             | 00724F101 | 11-Apr-2013  | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE 2003 EQUITY INCENTIVE PLAN TO INCREASE THE AVAILABLE SHARE RESERVE BY 17.5 MILLION SHARES, INCREASE | Managemen | t Yes                         | For |

THE AGGREGATE STOCK AWARD AND PERFORMANCE

|                                      |             |             | SHARE LIMITS, APPROVE NEW PERFORMANCE MEASURES AND AN ADJUSTMENT, AND MAKE OTHER MODIFICATIONS AS DESCRIBED IN THE PROXY STATEMENT.  | 7          |     |         |
|--------------------------------------|-------------|-------------|--|------------|-----|---------|
| ADOBE ADE<br>SYSTEMS<br>INCORPORATED | E 00724F101 | 11-Apr-2013 | RATIFICATION OF THE<br>APPOINTMENT OF KPMG LLP<br>AS THE COMPANY'S<br>INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM<br>FOR THE FISCAL YEAR<br>ENDING ON NOVEMBER 29,<br>2013.   | Management | Yes | For     |
| ADOBE ADE<br>SYSTEMS<br>INCORPORATED | E 00724F101 | 11-Apr-2013 | APPROVE, ON AN ADVISORY<br>BASIS, THE COMPENSATION<br>OF THE NAMED EXECUTIVE<br>OFFICERS.  | Management | Yes | For     |
| BB&T BBT CORPORATION                 | 054937107   | 23-Apr-2013 | TO APPROVE AMENDMENTS TO THE RESTATED ARTICLES OF INCORPORATION, AS AMENDED, OF BB&T TO CHANGE THE PAYMENT DATES OF ITS PREFERRED STOCK DIVIDENDS TO CONFORM WITH THE PAYMENT DATE OF ITS COMMON STOCK DIVIDENDS AND CONFORM PREFERRED STOCK RECORD DATES. | Management | Yes | For     |
| BB&T BBT CORPORATION                 | 054937107   | 23-Apr-2013 | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING FOR ANY REASON.  | Management | Yes | For     |
| WELLS FARGO & WFO COMPANY            |             | •           | ELECTION OF DIRECTOR:<br>JOHN D. BAKER II  | Management | Yes | Against |
| WELLS FARGO & WFO COMPANY            | 949746101   | 23-Apr-2013 | ELECTION OF DIRECTOR:<br>ELAINE L. CHAO  | Management | Yes | For     |
| WELLS FARGO & WFO<br>COMPANY         | 949746101   | 23-Apr-2013 | ELECTION OF DIRECTOR:<br>JOHN S. CHEN  | Management | Yes | For     |
| WELLS FARGO & WFO<br>COMPANY         |             |             | ELECTION OF DIRECTOR:<br>LLOYD H. DEAN   | Management | Yes | For     |
| WELLS FARGO & WFO<br>COMPANY         |             |             | ELECTION OF DIRECTOR:<br>SUSAN E. ENGEL  | Management | Yes | For     |
| WELLS FARGO & WFO                    |             | •           | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.   | Management | Yes | For     |
| WELLS FARGO & WFO<br>COMPANY         | 949746101   | 23-Apr-2013 | ELECTION OF DIRECTOR:<br>DONALD M. JAMES   | Management | Yes | Against |

| WELLS FARGO &WFC<br>COMPANY  | 949746101 2 | •           | ELECTION OF DIRECTOR:<br>CYNTHIA H. MILLIGAN   | Management  | Yes | Against |
|------------------------------|-------------|-------------|--|-------------|-----|---------|
| WELLS FARGO &WFC COMPANY     | 949746101 2 | 23-Apr-2013 | ELECTION OF DIRECTOR:<br>FEDERICO F. PENA  | Management  | Yes | For     |
| WELLS FARGO &WFC<br>COMPANY  | 949746101 2 | 23-Apr-2013 | ELECTION OF DIRECTOR:<br>HOWARD V. RICHARDSON  | Management  | Yes | For     |
| WELLS FARGO &WFC COMPANY     | 949746101 2 | 23-Apr-2013 | ELECTION OF DIRECTOR:<br>JUDITH M. RUNSTAD   | Management  | Yes | For     |
| WELLS FARGO &WFC<br>COMPANY  |             | •           | ELECTION OF DIRECTOR:<br>STEPHEN W. SANGER   | Management  | Yes | For     |
| WELLS FARGO &WFC<br>COMPANY  |             | •           | ELECTION OF DIRECTOR:<br>JOHN G. STUMPF  | Management  | Yes | For     |
| WELLS FARGO &WFC COMPANY     |             | •           | ELECTION OF DIRECTOR:<br>SUSAN G. SWENSON  | Management  | Yes | For     |
| WELLS FARGO & WFC<br>COMPANY | 949746101 2 | •           | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Management  | Yes | For     |
| WELLS FARGO &WFC<br>COMPANY  | 949746101 2 | •           | PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATED LONG-TERM INCENTIVE COMPENSATION PLAN.  | Management  | Yes | For     |
| WELLS FARGO & WFC<br>COMPANY | 949746101 2 | •           | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.                        | Management  | Yes | For     |
| WELLS FARGO & WFC<br>COMPANY | 949746101 2 | 23-Apr-2013 | STOCKHOLDER PROPOSAL TO<br>ADOPT A POLICY REQUIRING<br>AN INDEPENDENT<br>CHAIRMAN.   | Shareholder | Yes | For     |
| WELLS FARGO & WFC<br>COMPANY | 949746101 2 | •           | STOCKHOLDER PROPOSAL TO<br>PROVIDE A REPORT ON THE<br>COMPANY'S LOBBYING<br>POLICIES AND PRACTICES.  | Shareholder | Yes | Against |
| WELLS FARGO & WFC<br>COMPANY | 949746101 2 | •           | STOCKHOLDER PROPOSAL TO<br>REVIEW AND REPORT ON<br>INTERNAL CONTROLS OVER<br>THE COMPANY'S MORTGAGE<br>SERVICING AND<br>FORECLOSURE PRACTICES. | Shareholder | Yes | Against |
| FLIR SYSTEMS, FLIR INC.      | 302445101 2 | 26-Apr-2013 | ELECTION OF DIRECTOR:<br>JOHN D. CARTER  | Management  | Yes | For     |
| FLIR SYSTEMS, FLIR INC.      | 302445101 2 | -           | ELECTION OF DIRECTOR:<br>MICHAEL T. SMITH  | Management  | Yes | For     |
| FLIR SYSTEMS, FLIR INC.      | 302445101 2 | 26-Apr-2013 | ELECTION OF DIRECTOR:<br>JOHN W. WOOD, JR.   | Management  | Yes | For     |
| FLIR SYSTEMS, FLIR INC.      | 302445101 2 | 26-Apr-2013 | TO RATIFY THE<br>APPOINTMENT OF KPMG LLP<br>AS THE INDEPENDENT   | Management  | Yes | For     |

| FLIR SYSTEMS, INC.                         | FLIR | 302445101 26-Apr-2013 | REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2013. TO APPROVE AMENDMENTS TO THE COMPANY'S SECOND RESTATED ARTICLES OF INCORPORATION TO ELIMINATE CLASSIFICATION OF THE COMPANY'S BOARD OF DIRECTORS. | Management | Yes | For |
|--|------|-----------------------|--|------------|-----|-----|
| FLIR SYSTEMS, INC.                         | FLIR | 302445101 26-Apr-2013 | TO APPROVE AMENDMENTS TO THE COMPANY'S SECOND RESTATED ARTICLES OF INCORPORATION TO ADOPT A MAJORITY VOTE STANDARD TO BE USED IN UNCONTESTED DIRECTOR ELECTIONS.   | Management | Yes | For |
| PETROLEO<br>BRASILEIRO S.A.<br>- PETROBRAS | PBR  | 71654V408 29-Apr-2013 |  | Management | Yes | For |
| PETROLEO<br>BRASILEIRO S.A.<br>- PETROBRAS | PBR  | 71654V408 29-Apr-2013 | CAPITAL BUDGET,<br>REGARDING THE YEAR OF<br>2013.  | Management | Yes | For |
| PETROLEO<br>BRASILEIRO S.A.<br>- PETROBRAS | PBR  | 71654V408 29-Apr-2013 | DESTINATION OF INCOME FOR THE YEAR OF 2012.  | Management | Yes | For |
| PETROLEO<br>BRASILEIRO S.A.<br>- PETROBRAS | PBR  | 71654V408 29-Apr-2013 | ELECTION OF THE MEMBERS<br>OF THE BOARD OF<br>DIRECTORS: APPOINTED BY<br>THE CONTROLLING<br>SHAREHOLDER.   | Management | Yes | For |
| PETROLEO<br>BRASILEIRO S.A.<br>- PETROBRAS | PBR  | 71654V408 29-Apr-2013 | ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS: APPOINTED BY THE MINORITY SHAREHOLDERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.   | Management | Yes | For |
| PETROLEO<br>BRASILEIRO S.A.<br>- PETROBRAS | PBR  | 71654V408 29-Apr-2013 | ELECTION OF THE CHAIRMAN<br>OF THE BOARD OF DIRECTORS<br>APPOINTED BY THE<br>CONTROLLING<br>SHAREHOLDER.   | •          | Yes | For |
| PETROLEO<br>BRASILEIRO S.A.<br>- PETROBRAS | PBR  | 71654V408 29-Apr-2013 |  | Management | Yes | For |
|  | PBR  | 71654V408 29-Apr-2013 |  | Management | Yes | For |

|   |     | _         |             |  |            |     |     |
|---|-----|-----------|-------------|--|------------|-----|-----|
| PETROLEO<br>BRASILEIRO S.A<br>- PETROBRAS |     |           |             | ELECTION OF THE MEMBERS<br>OF THE FISCAL BOARD AND<br>THEIR RESPECTIVE<br>SUBSTITUTES: APPOINTED BY<br>THE MINORITY    |            |     |     |
|   |     |           |             | SHAREHOLDERS, ALL AS<br>MORE FULLY DESCRIBED IN  |            |     |     |
| PETROLEO<br>BRASILEIRO S.A<br>- PETROBRAS | PBR | 71654V408 | 29-Apr-2013 | THE PROXY STATEMENT. ESTABLISHMENT OF COMPENSATION OF MANAGEMENT AND   | Management | Yes | For |
| 12110211110                               |     |           |             | EFFECTIVE MEMBERS IN THE FISCAL BOARD.   |            |     |     |
| PETROLEO<br>BRASILEIRO S.A<br>- PETROBRAS | PBR | 71654V408 | 29-Apr-2013 | INCREASE OF THE CAPITAL STOCK.   | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>HOWARD E. COX, JR.  | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>SRIKANT M. DATAR, PH.D.   | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>ROCH DOLIVEUX, DVM  | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>LOUISE L. FRANCESCONI   | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>ALLAN C. GOLSTON  | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>HOWARD L. LANCE   | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>KEVIN A. LOBO   | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>WILLIAM U. PARFET   | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | ELECTION OF DIRECTOR:<br>RONDA E. STRYKER  | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | RATIFY THE APPOINTMENT<br>OF ERNST & YOUNG LLP AS<br>OUR INDEPENDENT<br>REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2013. | Management | Yes | For |
| STRYKER<br>CORPORATION                    | SYK | 863667101 | 30-Apr-2013 | APPROVAL, IN AN ADVISORY<br>VOTE, OF THE COMPANY'S<br>NAMED EXECUTIVE OFFICER<br>COMPENSATION.                         | Management | Yes | For |
| EMC<br>CORPORATION                        | EMC | 268648102 | 01-May-2013 | BELECTION OF DIRECTOR: MICHAEL W. BROWN  | Management | Yes | For |
| EMC<br>CORPORATION                        | EMC | 268648102 | 01-May-2013 | BELECTION OF DIRECTOR: RANDOLPH L. COWEN   | Management | Yes | For |
| EMC<br>CORPORATION                        | EMC | 268648102 | 01-May-2013 | BELECTION OF DIRECTOR: GAIL DEEGAN   | Management | Yes | For |
| EMC<br>CORPORATION                        | EMC | 268648102 | 01-May-2013 | BELECTION OF DIRECTOR:<br>JAMES S. DISTASIO  | Management | Yes | For |

| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 ELECTION OF DIRECTOR:<br>JOHN R. EGAN   | Management  | Yes | For     |
|--------------------|-----|---|-------------|-----|---------|
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 ELECTION OF DIRECTOR:<br>EDMUND F. KELLY  | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013ELECTION OF DIRECTOR: JAM<br>MISCIK  | IManagement | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 ELECTION OF DIRECTOR:<br>WINDLE B. PRIEM  | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 ELECTION OF DIRECTOR:<br>PAUL SAGAN   | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 ELECTION OF DIRECTOR:<br>DAVID N. STROHM  | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 ELECTION OF DIRECTOR:<br>JOSEPH M. TUCCI  | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013, AS DESCRIBED IN EMC'S PROXY STATEMENT. | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 ADVISORY APPROVAL OF<br>OUR EXECUTIVE<br>COMPENSATION, AS<br>DESCRIBED IN EMC'S PROXY<br>STATEMENT.   | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 APPROVAL OF THE EMC<br>CORPORATION AMENDED<br>AND RESTATED 2003 STOCK<br>PLAN, AS DESCRIBED IN<br>EMC'S PROXY STATEMENT.  | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 1989 EMPLOYEE STOCK PURCHASE PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Management  | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013 APPROVAL OF AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION AND BYLAWS TO ALLOW SHAREHOLDERS TO ACT BY WRITTEN CONSENT BY LESS THAN UNANIMOUS APPROVAL, AS DESCRIBED IN EMC'S PROXY STATEMENT.           | -           | Yes | For     |
| EMC<br>CORPORATION | EMC | 268648102 01-May-2013TO ACT UPON A<br>SHAREHOLDER PROPOSAL<br>RELATING TO POLITICAL   | Shareholder | Yes | Against |

# CONTRIBUTIONS, AS DESCRIBED IN EMC'S PROXY STATEMENT

|                                       |        |           |                        | STATEMENT.                                 |              |     |      |
|---------------------------------------|--------|-----------|------------------------|--|--------------|-----|------|
| EXPEDITORS<br>INT'L OF<br>WASHINGTON, | EXPD   | 302130109 | 01-May-201             | 3 ELECTION OF DIRECTOR:<br>PETER J. ROSE   | Management   | Yes | For  |
| INC.                                  |        |           |                        |  |              |     |      |
| <b>EXPEDITORS</b>                     | EXPD   | 302130109 | 01-May-201             | 3 ELECTION OF DIRECTOR:                    | Management   | Yes | For  |
| INT'L OF                              |        |           |                        | ROBERT R. WRIGHT                           |              |     |      |
| WASHINGTON,                           |        |           |                        |  |              |     |      |
| INC.                                  | EVDD   | 202120100 | 01 May 201             | ZELECTION OF DIRECTOR.                     | Managamant   | Vac | Eon  |
| EXPEDITORS<br>INT'L OF                | EXPD   | 302130109 | 01-May-201.            | 3 ELECTION OF DIRECTOR:<br>MARK A. EMMERT  | Management   | Yes | For  |
| WASHINGTON,                           |        |           |                        | WI WILL II. EMINERI                        |              |     |      |
| INC.                                  |        |           |                        |  |              |     |      |
| EXPEDITORS                            | EXPD   | 302130109 | 01-May-201             | 3ELECTION OF DIRECTOR: R.                  | Management   | Yes | For  |
| INT'L OF                              |        |           |                        | JORDAN GATES                               |              |     |      |
| WASHINGTON,                           |        |           |                        |  |              |     |      |
| INC.<br>EXPEDITORS                    | EXPD   | 302130100 | 01_May_201             | 3 ELECTION OF DIRECTOR: DAN                | Management   | Yes | For  |
| INT'L OF                              | LAID   | 302130107 | 01-Way-201.            | P. KOURKOUMELIS                            | ivianagement | 105 | 1 01 |
| WASHINGTON,                           |        |           |                        | 111100111100111222                         |              |     |      |
| INC.                                  |        |           |                        |  |              |     |      |
| EXPEDITORS                            | EXPD   | 302130109 | 01-May-201             | 3 ELECTION OF DIRECTOR:                    | Management   | Yes | For  |
| INT'L OF                              |        |           |                        | MICHAEL J. MALONE                          |              |     |      |
| WASHINGTON, INC.                      |        |           |                        |  |              |     |      |
| EXPEDITORS                            | EXPD   | 302130109 | 01-May-201             | 3 ELECTION OF DIRECTOR:                    | Management   | Yes | For  |
| INT'L OF                              | Litt D | 302130107 | 01 Way 201.            | JOHN W. MEISENBACH                         | Wanagement   | 105 | 1 01 |
| WASHINGTON,                           |        |           |                        |  |              |     |      |
| INC.                                  |        |           |                        |  |              |     |      |
| EXPEDITORS                            | EXPD   | 302130109 | 01-May-201             | 3 ELECTION OF DIRECTOR:                    | Management   | Yes | For  |
| INT'L OF                              |        |           |                        | LIANE J. PELLETIER                         |              |     |      |
| WASHINGTON, INC.                      |        |           |                        |  |              |     |      |
| EXPEDITORS                            | EXPD   | 302130109 | 01-May-201             | 3 ELECTION OF DIRECTOR:                    | Management   | Yes | For  |
| INT'L OF                              |        |           | v,                     | JAMES L.K. WANG                            | 8            |     |      |
| WASHINGTON,                           |        |           |                        |  |              |     |      |
| INC.                                  |        |           |                        |  |              |     |      |
| EXPEDITORS                            | EXPD   | 302130109 | 01-May-201             | 3 ELECTION OF DIRECTOR: TAY                | Management   | Yes | For  |
| INT'L OF<br>WASHINGTON,               |        |           |                        | YOSHITANI                                  |              |     |      |
| INC.                                  |        |           |                        |  |              |     |      |
| EXPEDITORS                            | EXPD   | 302130109 | 01-May-201             | 3 TO APPROVE, ON A                         | Management   | Yes | For  |
| INT'L OF                              |        |           | •                      | NON-BINDING BASIS, THE                     | C            |     |      |
| WASHINGTON,                           |        |           |                        | COMPENSATION OF THE                        |              |     |      |
| INC.                                  |        |           |                        | COMPANY'S NAMED                            |              |     |      |
| EXPEDITORS                            | EVDD   | 202120100 | 01 May 201             | EXECUTIVE OFFICERS. 3TO APPROVE AND RATIFY | Managamant   | Yes | For  |
| INT'L OF                              | LATU   | 304130109 | 01-1 <b>v1</b> ay-201. | THE ADOPTION OF THE 2013                   | Management   | 108 | TOI  |
| WASHINGTON,                           |        |           |                        | STOCK OPTION PLAN.                         |              |     |      |
|                                       |        |           |                        |  |              |     |      |

| INC.  |      |           |   |             |     |         |
|---|------|-----------|---|-------------|-----|---------|
| EXPEDITORS<br>INT'L OF<br>WASHINGTON,<br>INC.         | EXPD | 302130109 | 01-May-2013 TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.         | Management  | Yes | For     |
| EXPEDITORS<br>INT'L OF<br>WASHINGTON,                 | EXPD | 302130109 | 01-May-2013 THE SHAREHOLDER<br>PROPOSAL REGARDING<br>EXECUTIVES TO RETAIN   | Shareholder | Yes | Against |
| INC. ST. JUDE   | STJ  | 790849103 | SIGNIFICANT STOCK. 02-May-2013 ELECTION OF DIRECTOR: STUART M. ESSIG  | Management  | Yes | For     |
| MEDICAL, INC.<br>ST. JUDE<br>MEDICAL, INC.            | STJ  | 790849103 | 02-May-2013 ELECTION OF DIRECTOR:<br>BARBARA B. HILL  | Management  | Yes | For     |
| ST. JUDE<br>MEDICAL, INC.                             | STJ  | 790849103 | 02-May-2013 ELECTION OF DIRECTOR:<br>MICHAEL A. ROCCA   | Management  | Yes | For     |
| ST. JUDE<br>MEDICAL, INC.                             | STJ  | 790849103 | 02-May-2013 TO APPROVE AMENDMENTS TO OUR ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY OUR BOARD OF DIRECTORS.       | Management  | Yes | For     |
| ST. JUDE<br>MEDICAL, INC.                             | STJ  | 790849103 | 02-May-2013 ADVISORY VOTE TO APPROVI<br>THE COMPENSATION OF OUR<br>NAMED EXECUTIVE<br>OFFICERS.                           | EManagement | Yes | For     |
| ST. JUDE<br>MEDICAL, INC.                             | STJ  | 790849103 | 02-May-2013 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management  | Yes | For     |
| OCCIDENTAL<br>PETROLEUM                               | OXY  | 674599105 | 03-May-2013 ELECTION OF DIRECTOR:<br>SPENCER ABRAHAM  | Management  | Yes | For     |
| CORPORATION<br>OCCIDENTAL<br>PETROLEUM<br>CORPORATION | OXY  | 674599105 | 03-May-2013 ELECTION OF DIRECTOR:<br>HOWARD I. ATKINS   | Management  | Yes | For     |
| OCCIDENTAL PETROLEUM CORPORATION                      | OXY  | 674599105 | 03-May-2013 ELECTION OF DIRECTOR:<br>STEPHEN I. CHAZEN  | Management  | Yes | For     |
| OCCIDENTAL PETROLEUM CORPORATION                      | OXY  | 674599105 | 03-May-2013 ELECTION OF DIRECTOR:<br>EDWARD P. DJEREJIAN  | Management  | Yes | For     |
| OCCIDENTAL<br>PETROLEUM                               | OXY  | 674599105 | 03-May-2013 ELECTION OF DIRECTOR:<br>JOHN E. FEICK  | Management  | Yes | For     |
| CORPORATION<br>OCCIDENTAL<br>PETROLEUM                | OXY  | 674599105 | 03-May-2013 ELECTION OF DIRECTOR:<br>MARGARET M. FORAN  | Management  | Yes | For     |
| CORPORATION<br>OCCIDENTAL<br>PETROLEUM                | OXY  | 674599105 | 03-May-2013 ELECTION OF DIRECTOR:<br>CARLOS M. GUTIERREZ  | Management  | Yes | For     |

| CORPORATION              |      |  |       |            |
|--------------------------|------|--|-------|------------|
| OCCIDENTAL               | OXY  | 674599105 03-May-2013 ELECTION OF DIRECTOR: RAY Management                     | Yes   | Against    |
| PETROLEUM                |      | R. IRANI   |       | 8          |
| CORPORATION              |      |  |       |            |
| OCCIDENTAL               | OXY  | 674599105 03-May-2013 ELECTION OF DIRECTOR: Management                         | Yes   | For        |
| PETROLEUM                |      | AVEDICK B. POLADIAN  |       |            |
| CORPORATION              |      |  |       |            |
| OCCIDENTAL               | OXY  | 674599105 03-May-2013 ELECTION OF DIRECTOR: AZIZManagement                     | Yes   | Against    |
| PETROLEUM                | 0111 | D. SYRIANI   | 100   | 1 18411131 |
| CORPORATION              |      | D. OTRINI  |       |            |
| OCCIDENTAL               | OXY  | 674599105 03-May-2013 ADVISORY VOTE APPROVING Management                       | Yes   | Against    |
| PETROLEUM                | 0711 | EXECUTIVE COMPENSATION   | 105   | 7 igamst   |
| CORPORATION              |      | EMBCOTT E COM ENGINTER   |       |            |
| OCCIDENTAL               | OXY  | 674599105 03-May-2013 RATIFICATION OF SELECTION Management                     | Yes   | For        |
| PETROLEUM                | OAT  | OF KPMG LLP AS   | 103   | 101        |
| CORPORATION              |      | INDEPENDENT AUDITORS   |       |            |
| OCCIDENTAL               | OXY  | 674599105 03-May-2013 STOCKHOLDER RIGHT TO ACT Shareholder                     | Yes   | For        |
| PETROLEUM                | OAI  | BY WRITTEN CONSENT   | 108   | 1.01       |
| CORPORATION              |      | DI WRITTEN CONSENT   |       |            |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 ELECTION OF DIRECTOR: Management                         | Yes   | For        |
| HOLDINGS, INC.           |      | CHRISTOPHER B. BEGLEY  | . 168 | 1.01       |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 ELECTION OF DIRECTOR: Management                         | Yes   | For        |
| HOLDINGS, INC.           |      | BETSY J. BERNARD   | . 108 | 1.01       |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 ELECTION OF DIRECTOR: Management                         | Yes   | For        |
| HOLDINGS, INC.           |      | GAIL K. BOUDREAUX  | . 168 | гог        |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013ELECTION OF DIRECTOR: Management                          | Yes   | For        |
| HOLDINGS, INC.           |      | DAVID C. DVORAK  | . 168 | 1.01       |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 ELECTION OF DIRECTOR: Management                         | Yes   | For        |
| HOLDINGS, INC.           |      | LARRY C. GLASSCOCK   | . 168 | 1.01       |
| ZIMMER                   | ZMH  |  | Yes   | For        |
|                          |      | 98956P102 07-May-2013 ELECTION OF DIRECTOR: Management ROBERT A. HAGEMANN      | . 168 | гог        |
| HOLDINGS, INC.<br>ZIMMER | ZMH  |  | Yes   | For        |
|                          |      | 98956P102 07-May-2013 ELECTION OF DIRECTOR: Management ARTHUR J. HIGGINS       | . ies | FOI        |
| HOLDINGS, INC.           |      |  | Vac   | East       |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013ELECTION OF DIRECTOR: Managemen                           | Yes   | For        |
| HOLDINGS, INC.<br>ZIMMER |      | JOHN L. MCGOLDRICK   | Vac   | Eon        |
| HOLDINGS, INC.           | ZMH  | 98956P102 07-May-2013 ELECTION OF DIRECTOR: Management CECIL B. PICKETT, PH.D. | Yes   | For        |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 ADVISORY VOTE TO APPROVE Management                      | Vac   | For        |
|                          |      | NAMED EXECUTIVE OFFICER  | Yes   | 1.01       |
| HOLDINGS, INC.           |      |  |       |            |
| ZIMMED                   | 7MH  | COMPENSATION 98956P102 07-May-2013RATIFICATION OF Management                   | Vac   | Eon        |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 RATIFICATION OF Management APPOINTMENT OF                | Yes   | For        |
| HOLDINGS, INC.           |      | INDEPENDENT REGISTERED   |       |            |
|                          |      | PUBLIC ACCOUNTING FIRM   |       |            |
|                          |      | FOR 2013   |       |            |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 APPROVE THE AMENDED Management                           | Yes   | For        |
| HOLDINGS, INC.           |      | •  | . 168 | 1.01       |
| HOLDINGS, INC.           |      | ZIMMER HOLDINGS, INC.<br>EXECUTIVE PERFORMANCE                                 |       |            |
|                          |      | INCENTIVE PLAN   |       |            |
| ZIMMER                   | ZMH  | 98956P102 07-May-2013 APPROVE THE AMENDED Management                           | Yes   | For        |
| HOLDINGS, INC.           |      | ZIMMER HOLDINGS, INC. 2009   | 108   | 1.01       |
| HOLDINOS, INC.           |      | ZIIVIIVIER HOLDHVOS, HVC. 2009   |       |            |

STOCK INCENTIVE PLAN

|             |             |                                  | STOCK INCENTIVE PLAN   |                |            |      |
|-------------|-------------|----------------------------------|--|----------------|------------|------|
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     |             |                                  | SHARON L. ALLEN  |                |            |      |
| CORPORATION |             |                                  |  |                |            |      |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     |             |                                  | SUSAN S. BIES  | -              |            |      |
| CORPORATION |             |                                  |  |                |            |      |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     |             | •                                | JACK O. BOVENDER, JR.  |                |            |      |
| CORPORATION |             |                                  |  |                |            |      |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     |             | ·                                | FRANK P. BRAMBLE, SR.  | C              |            |      |
| CORPORATION |             |                                  | ,  |                |            |      |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     |             |                                  | ARNOLD W. DONALD   |                |            |      |
| CORPORATION |             |                                  | 111111022 11122  |                |            |      |
| BANK OF     | BAC         | 060505104_08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     | Dire        | 0000000101 00 11147 2            | CHARLES K. GIFFORD   | Tranagement    | 105        | 101  |
| CORPORATION |             |                                  | CIT IKEES IX. OII I OKE  |                |            |      |
| BANK OF     | BAC         | 060505104_08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     | DATE        | 00030310+ 00-1 <b>v1a</b> y-2    | CHARLES O. HOLLIDAY, JR.   | Wanagement     | 103        | 1 01 |
| CORPORATION |             |                                  | CHARLES O. HOLLIDAT, JR.   |                |            |      |
| BANK OF     | BAC         | 060505104_08_May_0               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     | DAC         | 00030310 <del>4</del> 00-141ay-2 | LINDA P. HUDSON  | Management     | 103        | 101  |
| CORPORATION |             |                                  | LINDA F. HODSON  |                |            |      |
| BANK OF     | BAC         | 060505104 08 May 2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     | BAC         | 000303104 06-141ay-2             | MONICA C. LOZANO   | Management     | 1 68       | 1.01 |
| CORPORATION |             |                                  | MONICA C. LOZANO   |                |            |      |
| BANK OF     | BAC         | 060505104 00 May 7               | 2012 EL ECTION OF DIDECTOR.  | Managamant     | Vac        | Бол  |
| AMERICA     | DAC         | 000303104 08-1v1ay-2             | 2013 ELECTION OF DIRECTOR:<br>THOMAS J. MAY                            | Management     | Yes        | For  |
| CORPORATION |             |                                  | THOMAS J. MAT  |                |            |      |
|             | DAC         | 060505104 00 Mars 2              | 2012 EL ECTION DE DIDECTOR.  | Managamant     | Vac        | East |
| BANK OF     | BAC         | 000303104 08-May-2               | 2013 ELECTION OF DIRECTOR:<br>BRIAN T. MOYNIHAN                        | Management     | Yes        | For  |
| AMERICA     |             |                                  | BRIAN I. MOTNIHAN  |                |            |      |
| CORPORATION | DAG         | 060505104 00 Mars 0              | 2012 EL ECTION DE DIDECTOR.  | Managana       | <b>V</b>   | F    |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 ELECTION OF DIRECTOR:   | Management     | Yes        | For  |
| AMERICA     |             |                                  | LIONEL L. NOWELL, III  |                |            |      |
| CORPORATION | DAG         | 0.0505104.00 M                   | MATARI ROTION OF DIDECTOR D  |                | <b>3</b> 7 | Г    |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 ELECTION OF DIRECTOR: R.  | Management     | Yes        | For  |
| AMERICA     |             |                                  | DAVID YOST   |                |            |      |
| CORPORATION | D 4 G       | 0.00505104.0035                  | 2012 1 N 1 D 1 W 2 D 1 V 2 I O N D 1 D 1 D 1 D 1 D 1 D 1 D 1 D 1 D 1 D | G) 3.5         | * 7        | -    |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013AN ADVISORY (NON-BINDING   | Management) ال | Yes        | For  |
| AMERICA     |             |                                  | VOTE TO APPROVE  |                |            |      |
| CORPORATION |             |                                  | EXECUTIVE COMPENSATION   |                |            |      |
|             |             |                                  | (SAY ON PAY).  |                |            | _    |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013 RATIFICATION OF THE   | Management     | Yes        | For  |
| AMERICA     |             |                                  | APPOINTMENT OF THE   |                |            |      |
| CORPORATION |             |                                  | REGISTERED INDEPENDENT   |                |            |      |
|             |             |                                  | PUBLIC ACCOUNTING FIRM   |                |            |      |
| D           | <b>.</b> .~ | 0.00 #0.#40 : 00 7 7             | FOR 2013.  |                | ••         | _    |
| BANK OF     | BAC         | 060505104 08-May-2               | 2013STOCKHOLDER PROPOSAL -   | Shareholder    | Yes        | For  |
| AMERICA     |             |                                  | REPORT ON POLITICAL  |                |            |      |
|             |             |                                  |  |                |            |      |

| CODDODATION |       |               | CONTENTALIONS                        |             |     |         |
|-------------|-------|---------------|--------------------------------------|-------------|-----|---------|
| CORPORATION | D 4 G | 0.60505104    | CONTRIBUTIONS.                       | 01 1 11     | * 7 |         |
| BANK OF     | BAC   | 060505104     | 08-May-2013 STOCKHOLDER PROPOSAL -   | Shareholder | Yes | Against |
| AMERICA     |       |               | PROXY ACCESS.                        |             |     |         |
| CORPORATION | D . C | 0.60 #0.#40.4 | 00.14                                | a           |     |         |
| BANK OF     | BAC   | 060505104     | 08-May-2013 STOCKHOLDER PROPOSAL -   | Shareholder | Yes | Against |
| AMERICA     |       |               | MULTIPLE BOARD SERVICE.              |             |     |         |
| CORPORATION |       |               |                                      |             |     |         |
| BANK OF     | BAC   | 060505104     | 08-May-2013 STOCKHOLDER PROPOSAL -   | Shareholder | Yes | Against |
| AMERICA     |       |               | POLITICAL CONTRIBUTIONS.             |             |     |         |
| CORPORATION |       |               |                                      |             |     |         |
| BANK OF     | BAC   | 060505104     | 08-May-2013 STOCKHOLDER PROPOSAL -   | Shareholder | Yes | Against |
| AMERICA     |       |               | MORTGAGE SERVICING.                  |             |     |         |
| CORPORATION |       |               |                                      |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | ERSKINE B. BOWLES                    |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | HOWARD J. DAVIES                     |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | THOMAS H. GLOCER                     |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | JAMES P. GORMAN                      |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | ROBERT H. HERZ                       |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR: C. | Management  | Yes | For     |
| STANLEY     |       |               | ROBERT KIDDER                        |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | KLAUS KLEINFELD                      |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | DONALD T. NICOLAISEN                 |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | HUTHAM S. OLAYAN                     | -           |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | Against |
| STANLEY     |       |               | JAMES W. OWENS                       |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR: O. | Management  | Yes | For     |
| STANLEY     |       |               | GRIFFITH SEXTON                      | _           |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | RYOSUKE TAMAKOSHI                    |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | MASAAKI TANAKA                       |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013 ELECTION OF DIRECTOR:    | Management  | Yes | For     |
| STANLEY     |       |               | LAURA D. TYSON                       |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013TO RATIFY THE             | Management  | Yes | For     |
| STANLEY     |       |               | APPOINTMENT OF DELOITTE              | _           |     |         |
|             |       |               | & TOUCHE LLP AS                      |             |     |         |
|             |       |               | INDEPENDENT AUDITOR                  |             |     |         |
| MORGAN      | MS    | 617446448     | 14-May-2013TO APPROVE THE            | Management  | Yes | Against |
| STANLEY     |       |               | COMPENSATION OF                      | C           |     | C       |
|             |       |               | EXECUTIVES AS DISCLOSED              |             |     |         |
|             |       |               | IN THE PROXY STATEMENT               |             |     |         |
|             |       |               | (NON-BINDING ADVISORY                |             |     |         |
|             |       |               | RESOLUTION)                          |             |     |         |
|             |       |               | *                                    |             |     |         |

|                             | 9   | 9         | •  |            |     |     |
|-----------------------------|-----|-----------|--|------------|-----|-----|
| MORGAN<br>STANLEY           | MS  | 617446448 | 14-May-2013 TO AMEND THE 2007 EQUITY<br>INCENTIVE COMPENSATION<br>PLAN TO INCREASE SHARES<br>AVAILABLE FOR GRANT   | Management | Yes | For |
| MORGAN<br>STANLEY           | MS  | 617446448 | 14-May-2013 TO AMEND THE 2007 EQUITY INCENTIVE COMPENSATION PLAN TO PROVIDE FOR QUALIFYING PERFORMANCE-BASED LONG-TERM INCENTIVE AWARDS UNDER SECTION 162(M)   | Management | Yes | For |
| MORGAN<br>STANLEY           | MS  | 617446448 | 14-May-2013 TO AMEND THE SECTION 162(M) PERFORMANCE FORMULA GOVERNING ANNUAL INCENTIVE COMPENSATION FOR CERTAIN OFFICERS                                       | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: K. BURNES  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: P. COYM  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN   | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: A. FAWCETT   | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: L. HILL  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: J. HOOLEY  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: R. KAPLAN  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: R. SERGEL  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: R. SKATES  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: G. SUMME   | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013 ELECTION OF DIRECTOR: T. WILSON  | Management | Yes | For |
| STATE STREET CORPORATION    | STT | 857477103 | 15-May-2013TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.  | Management | Yes | For |
| STATE STREET<br>CORPORATION | STT | 857477103 | 15-May-2013TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013. | Management | Yes | For |
|                             | KSS | 500255104 | 16-May-2013  | Management | Yes | For |
|                             |     |           |  |            |     |     |

| KOHL'S                |     |           | ELECTION OF DIRECTOR:   |             |            |         |
|-----------------------|-----|-----------|---|-------------|------------|---------|
| CORPORATION           | Maa | 500255104 | PETER BONEPARTH   | Managana    | <b>3</b> 7 | F       |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>STEVEN A. BURD   | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>DALE E. JONES  | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>KEVIN MANSELL  | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>JOHN E. SCHLIFSKE  | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>FRANK V. SICA  | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>PETER M. SOMMERHAUSER  | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>STEPHANIE A. STREETER  | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>NINA G. VACA   | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ELECTION OF DIRECTOR:<br>STEPHEN E. WATSON  | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 RATIFY APPOINTMENT OF<br>ERNST & YOUNG LLP AS   | Management  | Yes        | For     |
|                       |     |           | INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  |             |            | _       |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 ADVISORY VOTE ON APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.                                    | Management  | Yes        | For     |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 SHAREHOLDER PROPOSAL: POLICY ON ANIMAL CRUELTY RELATED TO THE SALE OF PRODUCTS CONTAINING ANIMAL FUR. | Shareholder | Yes        | Against |
| KOHL'S<br>CORPORATION | KSS | 500255104 | 16-May-2013 SHAREHOLDER PROPOSAL:<br>INDEPENDENT BOARD<br>CHAIRMAN.   | Shareholder | Yes        | Against |
| APACHE<br>CORPORATION | APA | 037411105 | 16-May-2013 ELECTION OF DIRECTOR:<br>EUGENE C. FIEDOREK   | Management  | Yes        | For     |
| APACHE<br>CORPORATION | APA | 037411105 | 16-May-2013 ELECTION OF DIRECTOR:<br>CHANSOO JOUNG  | Management  | Yes        | For     |
| APACHE<br>CORPORATION | APA | 037411105 | 16-May-2013 ELECTION OF DIRECTOR:<br>WILLIAM C. MONTGOMERY  | Management  | Yes        | For     |
| APACHE<br>CORPORATION | APA | 037411105 | 16-May-2013 RATIFICATION OF ERNST & YOUNG LLP AS APACHE'S   | Management  | Yes        | For     |
| APACHE<br>CORPORATION | APA | 037411105 | INDEPENDENT AUDITORS  16-May-2013 ADVISORY VOTE TO APPROVE THE COMPENSATION OF APACHE'S NAMED EXECUTIVE           |             | Yes        | For     |
| APACHE<br>CORPORATION | APA | 037411105 | OFFICERS<br>16-May-2013 APPROVAL OF AMENDMENT<br>TO APACHE'S 2011 OMNIBUS   | Management  | Yes        | For     |

| APACHE<br>CORPORATION               | APA | EQUITY COMPENSATION PLAN TO INCREASE THE NUMBER OF SHARES ISSUABLE UNDER THE PLAN 037411105 16-May-2013 APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE APACHE'S CLASSIFIED BOARD OF DIRECTORS | Management  | Yes | For     |
|-------------------------------------|-----|---|-------------|-----|---------|
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>LLOYD C. BLANKFEIN   | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR: M. MICHELE BURNS  | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>GARY D. COHN   | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>CLAES DAHLBACK   | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>WILLIAM W. GEORGE  | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>JAMES A. JOHNSON   | Management  | Yes | Against |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>LAKSHMI N. MITTAL  | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>ADEBAYO O. OGUNLESI  | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>JAMES J. SCHIRO  | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>DEBORA L. SPAR   | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>MARK E. TUCKER   | Management  | Yes | For     |
| THE GOLDMAN<br>SACHS GROUP,<br>INC. | GS  | 38141G104 23-May-2013 ELECTION OF DIRECTOR:<br>DAVID A. VINIAR  | Management  | Yes | For     |
| THE GOLDMAN<br>SACHS GROUP,<br>INC. | GS  | 38141G104 23-May-2013 ADVISORY VOTE TO APPROVE<br>EXECUTIVE COMPENSATION<br>(SAY ON PAY)  | EManagement | Yes | Against |
| 11.0.                               | GS  | 38141G104 23-May-2013   | Management  | Yes | For     |

|                                     | 9    | 3         | 9           |  |             |     |         |
|-------------------------------------|------|-----------|-------------|--|-------------|-----|---------|
| THE GOLDMAN SACHS GROUP, INC.       |      |           |             | APPROVAL OF THE GOLDMAN<br>SACHS AMENDED AND<br>RESTATED STOCK INCENTIVE<br>PLAN (2013)                  |             |     |         |
| THE GOLDMAN<br>SACHS GROUP,<br>INC. | GS   | 38141G104 | 23-May-2013 | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Management  | Yes | For     |
| THE GOLDMAN SACHS GROUP, INC.       | GS   | 38141G104 | 23-May-2013 | SHAREHOLDER PROPOSAL<br>REGARDING HUMAN RIGHTS<br>COMMITTEE  | Shareholder | Yes | Against |
| THE GOLDMAN<br>SACHS GROUP,<br>INC. | GS   | 38141G104 | ·           | SHAREHOLDER PROPOSAL<br>REGARDING GOLDMAN<br>SACHS LOBBYING<br>DISCLOSURE                                | Shareholder | Yes | Against |
| THE GOLDMAN SACHS GROUP, INC.       | GS   | 38141G104 | 23-May-2013 | SHAREHOLDER PROPOSAL<br>REGARDING PROXY ACCESS<br>FOR SHAREHOLDERS                                       | Shareholder | Yes | Against |
| THE GOLDMAN<br>SACHS GROUP,<br>INC. | GS   | 38141G104 | 23-May-2013 | SHAREHOLDER PROPOSAL<br>REGARDING MAXIMIZATION<br>OF VALUE FOR<br>SHAREHOLDERS                           | Shareholder | Yes | Against |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR:<br>JEFFREY P. BEZOS  | Management  | Yes | For     |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR: TOM A. ALBERG  | Management  | Yes | For     |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR:<br>JOHN SEELY BROWN  | Management  | Yes | For     |
| INC.                                |      |           | •           | ELECTION OF DIRECTOR: WILLIAM B. GORDON  | Management  | Yes | For     |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR:<br>JAMIE S. GORELICK   | Management  | Yes | For     |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR:<br>ALAIN MONIE   | Management  | Yes | For     |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR:<br>JONATHAN J. RUBINSTEIN  | Management  | Yes | For     |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR:<br>THOMAS O. RYDER   | Management  | Yes | Against |
| AMAZON.COM, INC.                    | AMZN | 023135106 | •           | ELECTION OF DIRECTOR:<br>PATRICIA Q. STONESIFER  | Management  | Yes | For     |
| AMAZON.COM,<br>INC.                 | AMZN | 023135106 | ·           | RATIFICATION OF THE<br>APPOINTMENT OF ERNST &<br>YOUNG LLP AS INDEPENDENT<br>AUDITORS                    | Management  | Yes | For     |
| AMAZON.COM, INC.                    | AMZN | 023135106 | ·           | SHAREHOLDER PROPOSAL<br>REGARDING A REPORT<br>CONCERNING CORPORATE<br>POLITICAL CONTRIBUTIONS            | Shareholder | Yes | Against |
| MYLAN INC.                          | MYL  | 628530107 | •           | ELECTION OF DIRECTOR:<br>HEATHER BRESCH  | Management  | Yes | For     |

| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: WENDY CAMERON  | Management | Yes | For     |
|---------------------------------------|-------|-----------|-------------|---|------------|-----|---------|
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: ROBERT J. CINDRICH   | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: ROBERT J. COURY  | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: NEII DIMICK, C.P.A.  | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: MELINA HIGGINS   | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR:<br>DOUGLAS J. LEECH, C.P.A.  | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: RAJIV MALIK  | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: JOSEPH C. MAROON, M.D.   | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: MARK W. PARRISH  | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR:<br>RODNEY L. PIATT, C.P.A.   | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR: C.B. TODD  | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BELECTION OF DIRECTOR:<br>RANDALL L. (PETE)<br>VANDERVEEN, PH.D., R.PH.,  | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | C.P.A.  RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.     | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | BASIS, THE COMPENSATION<br>OF THE NAMED EXECUTIVE<br>OFFICERS OF THE COMPANY.   | Management | Yes | For     |
| MYLAN INC.                            | MYL   | 628530107 | 24-May-2013 | CONSIDER A SHAREHOLDER PROPOSAL REQUESTING THE ADOPTION OF A MANDATORY POLICY REQUIRING THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR. | Ε          | Yes | Against |
| UNITEDHEALTI<br>GROUP<br>INCORPORATEI |       | 91324P102 | 03-Jun-2013 | ELECTION OF DIRECTOR:<br>WILLIAM C. BALLARD, JR.  | Management | Yes | For     |
| UNITEDHEALTI<br>GROUP                 | H UNH | 91324P102 | 03-Jun-2013 | ELECTION OF DIRECTOR: EDSON BUENO, M.D.   | Management | Yes | For     |
| INCORPORATEI                          | UNH   | 91324P102 | 03-Jun-2013 |   | Management | Yes | For     |

| UNITEDHEALTH<br>GROUP |       |             |              | ELECTION OF DIRECTOR:<br>RICHARD T. BURKE |                  |      |         |
|-----------------------|-------|-------------|--------------|---|------------------|------|---------|
| INCORPORATED          |       |             |              |   |                  |      |         |
| UNITEDHEALTH          | UNH   | 91324P102   | 03-Jun-2013  | ELECTION OF DIRECTOR:                     | Management       | Yes  | For     |
| GROUP                 |       |             |              | ROBERT J. DARRETTA                        |                  |      |         |
| INCORPORATED          |       |             |              |   |                  |      |         |
| UNITEDHEALTH          |       | 01324P102   | 03_Iun_2013  | ELECTION OF DIRECTOR:                     | Management       | Yes  | For     |
| GROUP                 | 01111 | 713241 102  | 03-Jun-2013  | STEPHEN J. HEMSLEY                        | Management       | 1 03 | 1 01    |
|                       |       |             |              | STEPHEN J. HEMSLET                        |                  |      |         |
| INCORPORATED          |       | 010010100   | 00.7         |   |                  |      | _       |
| UNITEDHEALTH          | UNH   | 91324P102   | 03-Jun-2013  | ELECTION OF DIRECTOR:                     | Management       | Yes  | For     |
| GROUP                 |       |             |              | MICHELE J. HOOPER                         |                  |      |         |
| INCORPORATED          |       |             |              |   |                  |      |         |
| UNITEDHEALTH          | UNH   | 91324P102   | 03-Jun-2013  | ELECTION OF DIRECTOR:                     | Management       | Yes  | For     |
| GROUP                 |       |             |              | RODGER A. LAWSON                          |                  |      |         |
| INCORPORATED          |       |             |              |   |                  |      |         |
| UNITEDHEALTH          |       | 91324P102   | 03-Jun-2013  | ELECTION OF DIRECTOR:                     | Management       | Yes  | For     |
| GROUP                 | 01,11 | 7102.11102  | 00 0001 2010 | DOUGLAS W. LEATHERDALE                    | 1114114801110111 | 100  | 1 01    |
| INCORPORATED          |       |             |              | DOUGLAG W. LEATTHERDALL                   |                  |      |         |
| UNITEDHEALTH          |       | 01224D102   | 02 Jun 2012  | ELECTION OF DIRECTOR:                     | Managamant       | Vac  | For     |
|                       | UNH   | 91324P102   | 03-Juli-2013 |   | Management       | Yes  | FOI     |
| GROUP                 |       |             |              | GLENN M. RENWICK                          |                  |      |         |
| INCORPORATED          |       |             |              |   |                  |      | _       |
| UNITEDHEALTH          | UNH   | 91324P102   | 03-Jun-2013  | ELECTION OF DIRECTOR:                     | Management       | Yes  | For     |
| GROUP                 |       |             |              | KENNETH I. SHINE, M.D.                    |                  |      |         |
| INCORPORATED          |       |             |              |   |                  |      |         |
| UNITEDHEALTH          | UNH   | 91324P102   | 03-Jun-2013  | ELECTION OF DIRECTOR:                     | Management       | Yes  | For     |
| GROUP                 |       |             |              | GAIL R. WILENSKY, PH.D.                   |                  |      |         |
| INCORPORATED          |       |             |              |   |                  |      |         |
| UNITEDHEALTH          | UNH   | 91324P102   | 03-Jun-2013  | ADVISORY APPROVAL OF THE                  | Management       | Yes  | For     |
| GROUP                 |       |             |              | COMPANY'S EXECUTIVE                       | C                |      |         |
| INCORPORATED          |       |             |              | COMPENSATION.                             |                  |      |         |
| UNITEDHEALTH          |       | 91324P102   | 03-Jun-2013  | RATIFICATION OF THE                       | Management       | Yes  | For     |
| GROUP                 | 01111 | 7102 11 102 | 05 0411 2015 | APPOINTMENT OF DELOITTE                   | Tranagement      | 105  | 1 01    |
| INCORPORATED          |       |             |              | & TOUCHE LLP AS THE                       |                  |      |         |
| INCORI ORATED         |       |             |              |   |                  |      |         |
|                       |       |             |              | INDEPENDENT REGISTERED                    |                  |      |         |
|                       |       |             |              | PUBLIC ACCOUNTING FIRM                    |                  |      |         |
|                       |       |             |              | FOR THE COMPANY FOR THE                   |                  |      |         |
|                       |       |             |              | YEAR ENDING DECEMBER 31,                  |                  |      |         |
|                       |       |             |              | 2013.                                     |                  |      |         |
| UNITEDHEALTH          | UNH   | 91324P102   | 03-Jun-2013  | THE SHAREHOLDER                           | Shareholder      | Yes  | Against |
| GROUP                 |       |             |              | PROPOSAL SET FORTH IN THE                 |                  |      |         |
| INCORPORATED          |       |             |              | PROXY STATEMENT                           |                  |      |         |
|                       |       |             |              | REQUESTING ADDITIONAL                     |                  |      |         |
|                       |       |             |              | LOBBYING DISCLOSURE, IF                   |                  |      |         |
|                       |       |             |              | PROPERLY PRESENTED AT                     |                  |      |         |
|                       |       |             |              | THE 2013 ANNUAL MEETING                   |                  |      |         |
|                       |       |             |              | OF SHAREHOLDERS.                          |                  |      |         |
| LULULEMON             | LULU  | 550021109   | 11-Jun-2013  | ROBERT BENSOUSSAN                         | Management       | Yes  | For     |
| ATHLETICA INC.        |       | 550021109   | 11-3411-2013 | RODLICI DENGOUSSAN                        | 1vianagement     | 103  | 1 01    |
| LULULEMON             |       | 550021100   | 11 Jun 2012  | WILLIAM H. GLENN                          | Managamant       | Vac  | Eo#     |
| ATHLETICA INC.        |       | 550021109   | 11-Juii-2013 | WILLIAWI II. ULEININ                      | Management       | Yes  | For     |
| ATTILLTICATING.       | LULU  | 550021100   | 11 Jun 2012  | THOMAS G. STEMBERG                        | Managamant       | Vec  | For     |
|                       | LULU  | 550021109   | 11-Juli-2013 | THOWAS U. STEWDERU                        | Management       | Yes  | LOL     |

| LULULEMON<br>ATHLETICA INC | 1    |                       |   |            |     |         |
|----------------------------|------|-----------------------|---|------------|-----|---------|
| LULULEMON ATHLETICA INC    | LULU | 550021109 11-Jun-2013 | DENNIS J. WILSON  | Management | Yes | For     |
| LULULEMON<br>ATHLETICA INC | LULU | 550021109 11-Jun-2013 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2014.   | Management | Yes | For     |
| FACEBOOK INC.              | . FB | 30303M10211-Jun-2013  | MARC L. ANDREESSEN  | Management | Yes | For     |
| FACEBOOK INC.              | . FB | 30303M10211-Jun-2013  | ERSKINE B. BOWLES   | Management | Yes | For     |
| FACEBOOK INC.              | . FB | 30303M10211-Jun-2013  | S.D. DESMOND-HELLMANN   | Management | Yes | For     |
| FACEBOOK INC.              |      |                       | DONALD E. GRAHAM  | Management | Yes | For     |
| FACEBOOK INC.              |      | 30303M10211-Jun-2013  |   | Management | Yes | For     |
| FACEBOOK INC.              |      |                       | SHERYL K. SANDBERG  | Management | Yes | For     |
| FACEBOOK INC.              |      | 30303M10211-Jun-2013  |   | Management | Yes | For     |
| FACEBOOK INC.              |      |                       | MARK ZUCKERBERG   | Management | Yes | For     |
| FACEBOOK INC.              |      | 30303M10211-Jun-2013  |   | Management | Yes | Against |
| FACEBOOK INC.              | . FB | 30303M10211-Jun-2013  | ADVISORY BASIS, WHETHER<br>A NON-BINDING ADVISORY<br>VOTE ON THE  | Management | Yes | 1 Year  |
| FACEBOOK INC.              | . FB | 30303M10211-Jun-2013  | COMPENSATION PROGRAM FOR FACEBOOK, INC.'S NAMED EXECUTIVE OFFICERS SHOULD BE HELD EVERY ONE, TWO OR THREE YEARS. TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Management | Yes | For     |
| CELGENE<br>CORPORATION     | CELG | 151020104 12-Jun-2013 | •   | Management | Yes | For     |
| CELGENE<br>CORPORATION     | CELG | 151020104 12-Jun-2013 | R.W. BARKER, D. PHIL.   | Management | Yes | For     |
| CELGENE<br>CORPORATION     | CELG | 151020104 12-Jun-2013 | MICHAEL D. CASEY  | Management | Yes | For     |
| CELGENE<br>CORPORATION     | CELG | 151020104 12-Jun-2013 | CARRIE S. COX   | Management | Yes | For     |
|                            | CELG | 151020104 12-Jun-2013 | RODMAN L. DRAKE   | Management | Yes | For     |

| CELGENE                               |      |           |             |  |             |     |         |
|---------------------------------------|------|-----------|-------------|--|-------------|-----|---------|
| CORPORATION<br>CELGENE<br>CORPORATION | CELG | 151020104 | 12-Jun-2013 | M.A. FRIEDMAN, M.D.  | Management  | Yes | For     |
| CELGENE<br>CORPORATION                | CELG | 151020104 | 12-Jun-2013 | GILLA KAPLAN, PH.D.  | Management  | Yes | For     |
| CELGENE<br>CORPORATION                | CELG | 151020104 | 12-Jun-2013 | JAMES J. LOUGHLIN  | Management  | Yes | For     |
| CELGENE<br>CORPORATION                | CELG | 151020104 | 12-Jun-2013 | ERNEST MARIO, PH.D.  | Management  | Yes | For     |
| CELGENE<br>CORPORATION                | CELG | 151020104 | 12-Jun-2013 | RATIFICATION OF THE<br>APPOINTMENT OF KPMG LLP<br>AS THE COMPANY'S<br>INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM<br>FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2013. | Management  | Yes | For     |
| CELGENE<br>CORPORATION                | CELG | 151020104 | 12-Jun-2013 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.  | Management  | Yes | For     |
| CELGENE<br>CORPORATION                | CELG | 151020104 | 12-Jun-2013 | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Management  | Yes | For     |
| CELGENE<br>CORPORATION                | CELG | 151020104 | 12-Jun-2013 | STOCKHOLDER PROPOSAL<br>DESCRIBED IN MORE DETAIL<br>IN THE PROXY STATEMENT.  | Shareholder | Yes | Against |
| TARGET<br>CORPORATION                 | TGT  | 87612E106 | 12-Jun-2013 | ELECTION OF DIRECTOR:<br>ROXANNE S. AUSTIN   | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  |           |             | ELECTION OF DIRECTOR:<br>DOUGLAS M. BAKER, JR.   | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  |           |             | ELECTION OF DIRECTOR:<br>HENRIQUE DE CASTRO  | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  |           |             | ELECTION OF DIRECTOR:<br>CALVIN DARDEN   | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  |           |             | ELECTION OF DIRECTOR: MARY N. DILLON   | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  |           |             | JAMES A. JOHNSON   | Management  | Yes | Against |
| TARGET<br>CORPORATION                 | TGT  |           |             | ELECTION OF DIRECTOR:<br>MARY E. MINNICK   | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  |           |             | ELECTION OF DIRECTOR:<br>ANNE M. MULCAHY   | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  |           |             | ELECTION OF DIRECTOR:<br>DERICA W. RICE  | Management  | Yes | For     |
| TARGET<br>CORPORATION                 | TGT  | 87612E106 | 12-Jun-2013 | ELECTION OF DIRECTOR:<br>GREGG W. STEINHAFEL   | Management  | Yes | For     |
|                                       | TGT  | 87612E106 | 12-Jun-2013 |  | Management  | Yes | For     |

| TARGET<br>CORPORATION |     |             |            | ELECTION OF DIRECTOR:<br>JOHN G. STUMPF  |             |     |         |
|-----------------------|-----|-------------|------------|--|-------------|-----|---------|
| TARGET<br>CORPORATION | TGT | 87612E106 1 | 2-Jun-2013 | ELECTION OF DIRECTOR:<br>SOLOMON D. TRUJILLO   | Management  | Yes | For     |
| TARGET<br>CORPORATION | TGT | 87612E106 1 | 2-Jun-2013 | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                                | Management  | Yes | For     |
| TARGET<br>CORPORATION | TGT | 87612E106 1 | 2-Jun-2013 | COMPANY PROPOSAL TO<br>APPROVE, ON AN ADVISORY<br>BASIS, OUR EXECUTIVE<br>COMPENSATION<br>("SAY-ON-PAY").  | Management  | Yes | For     |
| TARGET<br>CORPORATION | TGT | 87612E106 1 | 2-Jun-2013 | SHAREHOLDER PROPOSAL TO<br>ADOPT A POLICY FOR AN<br>INDEPENDENT CHAIRMAN.  | Shareholder | Yes | Against |
| TARGET<br>CORPORATION | TGT | 87612E106 1 | 2-Jun-2013 | SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING.   | Shareholder | Yes | Against |
| BEST BUY CO., INC.    | BBY | 086516101 2 | 0-Jun-2013 | ELECTION OF CLASS II<br>DIRECTOR: BRADBURY H.<br>ANDERSON  | Management  | Yes | For     |
| BEST BUY CO., INC.    | BBY | 086516101 2 | 0-Jun-2013 | ELECTION OF CLASS II<br>DIRECTOR: SANJAY KHOSLA  | Management  | Yes | For     |
| BEST BUY CO.,<br>INC. | BBY | 086516101 2 | 0-Jun-2013 | ELECTION OF CLASS II<br>DIRECTOR: ALLEN U.<br>LENZMEIER  | Management  | Yes | For     |
| BEST BUY CO., INC.    | BBY | 086516101 2 | 0-Jun-2013 | ELECTION OF CLASS II<br>DIRECTOR: HATIM A. TYABJI  | Management  | Yes | For     |
| BEST BUY CO.,<br>INC. | BBY | 086516101 2 | 0-Jun-2013 | RATIFICATION OF CLASS I<br>DIRECTOR: RUSSELL P.<br>FRADIN  | Management  | Yes | For     |
| BEST BUY CO., INC.    | BBY | 086516101 2 | 0-Jun-2013 | RATIFICATION OF CLASS I<br>DIRECTOR: HUBERT JOLY   | Management  | Yes | For     |
| BEST BUY CO., INC.    | BBY | 086516101 2 | 0-Jun-2013 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 1, 2014. | Management  | Yes | For     |
| BEST BUY CO., INC.    | BBY | 086516101 2 | 0-Jun-2013 | TO CONDUCT AN ADVISORY<br>VOTE TO APPROVE OUR<br>NAMED EXECUTIVE OFFICER<br>COMPENSATION.  | Management  | Yes | For     |
| BEST BUY CO., INC.    | BBY | 086516101 2 | 0-Jun-2013 | TO VOTE ON MANAGEMENT'S PROPOSAL TO AMEND AND RESTATE OUR AMENDED AND RESTATED BY-LAWS IN ORDER TO IMPLEMENT   | C           | Yes | For     |

| DECLASSIFICATION OF OUR |
|-------------------------|
| BOARD OF DIRECTORS.     |

CHECK POINT CHKP M2246510425-Jun-2013 ELECTION OF DIRECTORS: GIL Management Yes For

SOFTWARE SHWED, MARIUS NACHT,
TECHNOLOGIES JERRY UNGERMAN, DAN
LTD. PROPPER, DAVID RUBNER, DR.

TAL SHAVIT

CHECK POINT CHKP M2246510425-Jun-2013 TO RATIFY THE Management Yes For

SOFTWARE APPOINTMENT AND
TECHNOLOGIES COMPENSATION OF KOST,
LTD. FORER, GABBAY & KASIERER,

A MEMBER OF ERNST &
YOUNG GLOBAL, AS CHECK

POINT'S INDEPENDENT REGISTERED PUBLIC

ACCOUNTING FIRM FOR 2013.

CHECK POINT CHKP M2246510425-Jun-2013 APPROVE CHECK POINT'S Management Yes For

SOFTWARE EXECUTIVE COMPENSATION

TECHNOLOGIES POLICY.

LTD.

CHECK POINT CHKP M2246510425-Jun-2013 APPROVE COMPENSATION TO Management Yes For

SOFTWARE CHECK POINT'S CHIEF

TECHNOLOGIES EXECUTIVE OFFICER WHO IS LTD. ALSO CHAIRMAN OF THE BOARD OF DIRECTORS.

CHECK POINT CHKP M2246510425-Jun-2013 I AM A CONTROLLING Management Yes No Action

SOFTWARE SHAREHOLDER OR HAVE A
TECHNOLOGIES PERSONAL INTEREST IN ITEM
LTD. 3. MARK "FOR" = YES OR
"AGAINST" = NO.

CHECK DODIE CHAR MORE CARREST AND A LARLE CONTROLL DA

CHECK POINT CHKP M2246510425-Jun-2013 I AM A CONTROLLING Management Yes No Action

SOFTWARE SHAREHOLDER OR HAVE A TECHNOLOGIES PERSONAL INTEREST IN ITEM LTD. 4. MARK "FOR" = YES OR "AGAINST" = NO.

#### **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.

Madison Strategic Sector Premium Fund

By (Signature)

Katherine L. Frank, Principal Executive Officer

Date August 15, 2013