

EAGLE CAPITAL GROWTH FUND, INC.

Form N-PX

July 30, 2014

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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: 811-05807

Eagle Capital Growth Fund, Inc.  
(Exact name of registrant as specified in charter)

225 East Mason Street  
Suite 802  
Milwaukee, WI 53202-3657  
(Address of principal executive offices) (zip code)

Luke E. Sims, President  
Eagle Capital Growth Fund, Inc.  
225 East Mason Street  
Suite 802  
Milwaukee, WI 53202-3657  
(Name and address of agent for service)

Registrant's telephone number, including area code: (414) 765-1107

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2013 thru 06/30/2014

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Abbott Laboratories Inc.

Ticker: ABT

Security ID: 002824100

Meeting Date: 04/25/2014 Meeting Type: Annual

Record Date: 02/27/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director R.J. Alpern	FOR	FOR	MANAGEMENT
1-02	Elect Director R.S. Austin	FOR	FOR	MANAGEMENT
1-03	Elect Director S.E. Blount	FOR	FOR	MANAGEMENT
1-04	Elect Director W.J. Farrell	FOR	FOR	MANAGEMENT
1-05	Elect Director E.M. Liddy	FOR	FOR	MANAGEMENT
1-06	Elect Director N. McKinstry	FOR	FOR	MANAGEMENT
1-07	Elect Director P.N. Novakovic	FOR	FOR	MANAGEMENT
1-08	Elect Director W.A. Osborn	FOR	FOR	MANAGEMENT
1-09	Elect Director S.C. Scott III	FOR	FOR	MANAGEMENT
1-10	Elect Director G.F. Tilton	FOR	FOR	MANAGEMENT
1-11	Elect Director M.D. White	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT
3	Say on pay	FOR	FOR	MANAGEMENT
4	Genetically modified ingredients	AGAINST	AGAINST	SHAREHOLDER
5	Lobbying disclosure	AGAINST	AGAINST	SHAREHOLDER
6	Incentive compensation	AGAINST	AGAINST	SHAREHOLDER

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AFLAC Inc.

Ticker: AFL

Security ID: 001055102

Meeting Date: 05/05/2014 Meeting Type: Annual

Record Date: 02/26/2014

#	Proposal	Mgt Rec	Sponsor	Vote Cast
1-a	Elect Director Daniel P. Amos	FOR	FOR	MANAGEMENT
1-b	Elect Director John Shelby Amos	FOR	FOR	MANAGEMENT
1-c	Elect Director Paul S. Amos	FOR	FOR	MANAGEMENT
1-d	Elect Director W. Paul Bowers	FOR	FOR	MANAGEMENT
1-e	Elect Director Kriss Cloninger III	FOR	FOR	MANAGEMENT
1-f	Elect Director Elizabeth J. Hudson	FOR	FOR	MANAGEMENT
1-g	Elect Director Douglas W. Johnson	FOR	FOR	MANAGEMENT
1-h	Elect Director Robert B. Johnson	FOR	FOR	MANAGEMENT
1-i	Elect Director Charles B. Knapp	FOR	FOR	MANAGEMENT
1-j	Elect Director Barbara K. Rimer, DrPH	FOR	FOR	MANAGEMENT
1-k	Elect Director Melvin T. Smith	FOR	FOR	MANAGEMENT
1-l	Elect Director David Gary Thompson	FOR	FOR	MANAGEMENT
1-m	Elect Director Takuro Yoshida	FOR	FOR	MANAGEMENT
2	Advisory vote on compensation	FOR	AGAINST	MANAGEMENT
3	Appointment of auditor	FOR	FOR	MANAGEMENT

Automatic Data Processing Inc.

Ticker: ADP

Security ID: 53015103

Meeting Date: 11/13/2012 Meeting Type: Annual

Record Date: 09/14/2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director Ellen R. Alemanny	FOR	FOR	MANAGEMENT
1-02	Elect Director Gregory D. Brenneman	FOR	FOR	MANAGEMENT
1-03	Elect Director Leslie A. Brun	FOR	FOR	MANAGEMENT
1-04	Elect Director Richard T. Clark	FOR	FOR	MANAGEMENT
1-05	Elect Director Eric C. Fast	FOR	FOR	MANAGEMENT
1-06	Elect Director Linda R. Gooden	FOR	FOR	MANAGEMENT
1-07	Elect Director R. Glenn Hubbard	FOR	FOR	MANAGEMENT
1-08	Elect Director John P. Jones	FOR	FOR	MANAGEMENT
1-09	Elect Director Carlos A. Rodriguez	FOR	FOR	MANAGEMENT
1-10	Elect Director Gregory L. Summe	FOR	FOR	MANAGEMENT
2	Advisory vote on compensation	FOR	FOR	MANAGEMENT
3	Appointment of auditor	FOR	FOR	MANAGEMENT
4	Re-approval of performance for 2008 award plan	FOR	FOR	MANAGEMENT

Berkshire Hathaway, Inc.

Ticker: BRK-b

Security ID: 084670702

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Meeting Date: 05/04/2013 Meeting Type: Annual

Record Date: 03/06/2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director Warren E. Buffett	FOR	FOR	MANAGEMENT
1-02	Elect Director Charles T. Munger	FOR	FOR	MANAGEMENT
1-03	Elect Director Howard G. Buffett	FOR	FOR	MANAGEMENT
1-04	Elect Director Stephen B. Burke	FOR	FOR	MANAGEMENT
1-05	Elect Director Susan L. Decker	FOR	FOR	MANAGEMENT
1-06	Elect Director William H. Gates III	FOR	FOR	MANAGEMENT
1-07	Elect Director David S. Gottesman	FOR	FOR	MANAGEMENT
1-08	Elect Director Charlotte Guyman	FOR	FOR	MANAGEMENT
1-09	Elect Director Donald R. Keough	FOR	FOR	MANAGEMENT
1-10	Elect Director Thomas S. Murphy	FOR	FOR	MANAGEMENT
1-11	Elect Director Ronald L. Olson	FOR	FOR	MANAGEMENT
1-12	Elect Director Walter Scott, Jr.	FOR	FOR	MANAGEMENT
1-13	Elect Director Meryl B. Witmer	FOR	FOR	MANAGEMENT
2	Advisory vote on compensation	FOR	FOR	MANAGEMENT
3	Executive advisory vote frequency	3-year	3-year	MANAGEMENT
4	Greenhouse gas emissions	AGAINST	AGAINST	SHAREHOLDER
5	Dividend policy	AGAINST	AGAINST	SHAREHOLDER

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The Chubb Corporation

Ticker: CB Security ID: 171232101

Meeting Date: 04/29/2014 Meeting Type: Annual

Record Date: 03/03/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Zoe Baird Budinger	FOR	FOR	MANAGEMENT
1b	Elect Director Sheila P. Burke	FOR	FOR	MANAGEMENT
1c	Elect Director James I. Cash, Jr.	FOR	FOR	MANAGEMENT
1d	Elect Director John D. Finnegan	FOR	FOR	MANAGEMENT
1e	Elect Director Timothy P. Flynn	FOR	FOR	MANAGEMENT
1f	Elect Director Karen M. Hoguet	FOR	FOR	MANAGEMENT
1g	Elect Director Lawrence W. Kellner	FOR	FOR	MANAGEMENT
1h	Elect Director Martin G. McGuinn	FOR	FOR	MANAGEMENT
1i	Elect Director Lawrence M. Small	FOR	FOR	MANAGEMENT
1j	Elect Director Jess Soderberg	FOR	FOR	MANAGEMENT
1k	Elect Director Daniel E. Somers	FOR	FOR	MANAGEMENT
1l	Elect Director William C. Weldon	FOR	FOR	MANAGEMENT
1m	Elect Director James M. Zimmerman	FOR	FOR	MANAGEMENT
1n	Elect Director Alfred W. Zollar	FOR	FOR	MANAGEMENT
2	To approve long-term incentive plan	FOR	AGAINST	MANAGEMENT
3	To ratify independent auditor	FOR	FOR	MANAGEMENT
4	To adopt executive compensation plan	FOR	AGAINST	MANAGEMENT
5	Annual sustainability report	AGAINST	AGAINST	SHAREHOLDER

The Coca-Cola Company

Ticker: KO Security ID: 191216100

Meeting Date: 04/23/2014 Meeting Type: Annual

Record Date: 02/24/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-a	Elect Director Herbert A. Allen	FOR	FOR	MANAGEMENT
1-b	Elect Director Ronald W. Allen	FOR	FOR	MANAGEMENT
1-c	Elect Director Howard G. Buffett	FOR	FOR	MANAGEMENT
1-d	Elect Director Ana Botin	FOR	FOR	MANAGEMENT
1-e	Elect Director Richard M. Daley	FOR	FOR	MANAGEMENT
1-f	Elect Director Barry Diller	FOR	FOR	MANAGEMENT
1-g	Elect Director Helene D. Gayle	FOR	FOR	MANAGEMENT
1-h	Elect Director Evan G. Greenberg	FOR	FOR	MANAGEMENT
1-i	Elect Director Alexis M. Herman	FOR	FOR	MANAGEMENT
1-j	Elect Director Muhtar Kent	FOR	FOR	MANAGEMENT
1-k	Elect Director Robert A. Kotick	FOR	FOR	MANAGEMENT
1-l	Elect Director Maria Elena Lagomasino	FOR	FOR	MANAGEMENT
1-m	Elect Director Sam Nunn	FOR	FOR	MANAGEMENT
1-n	Elect Director James D. Robinson III	FOR	FOR	MANAGEMENT
1-o	Elect Director Peter V. Ueberroth	FOR	FOR	MANAGEMENT
2	Say on pay	FOR	AGAINST	MANAGEMENT

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3	Approval of Equity Plan	FOR	AGAINST	MANAGEMENT
4	Ratification of accounting firm	FOR	FOR	MANAGEMENT
5	Independent board chairman	AGAINST	FOR	SHAREHOLDER

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Colgate-Palmolive Company

Ticker: CL Security ID: 194162103

Meeting Date: 05/09/2014 Meeting Type: Annual

Record Date: 03/10/2014

# Proposal	Mgt Rec	Vote Cast	Sponsor
1A Elect Director Nikesh Arora	FOR	FOR	MANAGEMENT
1B Elect Director John Cahill	FOR	FOR	MANAGEMENT
1C Elect Director Ian Cook	FOR	FOR	MANAGEMENT
1D Elect Director Helene Gayle	FOR	FOR	MANAGEMENT
1E Elect Director Ellen Hancock	FOR	FOR	MANAGEMENT
1F Elect Director Joseph Jimenez	FOR	FOR	MANAGEMENT
1G Elect Director Richard Kogan	FOR	FOR	MANAGEMENT
1H Elect Director Delano Lewis	FOR	FOR	MANAGEMENT
1I Elect Director J. Pedro Reinhard	FOR	FOR	MANAGEMENT
1J Elect Director Steven Sadove	FOR	FOR	MANAGEMENT
2 Ratification of accounting firm	FOR	FOR	MANAGEMENT
3 Advisory vote on executive compensation	FOR	AGAINST	MANAGEMENT
4 Executive stock retention requirement	AGAINST	AGAINST	SHAREHOLDER

Deere & Company

Ticker: DE Security ID: 244199105

Meeting Date: 02/26/2014 Meeting Type: Annual

Record Date: 12/31/2013

# Proposal	Mgt Rec	Vote Cast	Sponsor
1a Elect Director Samuel R. Allen	FOR	FOR	MANAGEMENT
1b Elect Director Crandall C. Bowles	FOR	FOR	MANAGEMENT
1c Elect Director Vance D. Coffman	FOR	FOR	MANAGEMENT
1d Elect Director Charles O. Holiday, Jr.	FOR	FOR	MANAGEMENT
1e Elect Director Dipak C. Jain	FOR	FOR	MANAGEMENT
1f Elect Director Clayton M. Jones	FOR	FOR	MANAGEMENT
1g Elect Director Joachim Milberg	FOR	FOR	MANAGEMENT
1h Elect Director Richard B. Myers	FOR	FOR	MANAGEMENT
1i Elect Director Gregory R. Page	FOR	FOR	MANAGEMENT
1j Elect Director Thomas H. Patrick	FOR	FOR	MANAGEMENT
1k Elect Director Sherry M Smith	FOR	FOR	MANAGEMENT
2 Advisory vote on executive compensation	FOR	FOR	MANAGEMENT
3 Ratification of accounting firm	FOR	FOR	MANAGEMENT

Emerson Electric Co.

Ticker: EMR Security ID: 291011104

Meeting Date: 02/04/2014 Meeting Type: Annual

Record Date: 11/26/2014

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director D.N. Farr	FOR	FOR	MANAGEMENT
1-02	Elect Director H. Green	FOR	FOR	MANAGEMENT
1-03	Elect Director C.A. Peters	FOR	FOR	MANAGEMENT
1-04	Elect Director J.W. Prueher	FOR	FOR	MANAGEMENT
1-05	Elect Director A.A. Busch III	FOR	FOR	MANAGEMENT
1-06	Elect Director J.S. Turley	FOR	FOR	MANAGEMENT
2	Executive compensation	FOR	FOR	MANAGEMENT
3	Ratification of accounting firm	FOR	FOR	MANAGEMENT
4	Sustainability report	AGAINST	AGAINST	SHAREHOLDER
5	Issuance of political contributions report	AGAINST	AGAINST	SHAREHOLDER
6	Issuance of lobbying report	AGAINST	AGAINST	SHAREHOLDER

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First Trust Dividend and Income Fund.

Ticker: FAV

Security ID: 33731L100

Meeting Date: 04/23/2014

Meeting Type: Annual

Record Date: 01/31/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Trustee Robert F. Keith	FOR	FOR	MANAGEMENT

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First Trust Dividend and Income Fund.

Ticker: FAV

Security ID: 33731L100

Meeting Date: 06/09/2014

Meeting Type: Special

Record Date: 03/17/2014

#Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve investment sub-advisory agreement	FOR	DID NOT ATTEND MANAGEMENT

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Franklin Resources, Inc.

Ticker: BEN

Security ID: 354613101

Meeting Date: 03/12/2014 Meeting Type: Annual

Record Date: 01/14/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-A	Elect Director Samuel H. Armacost	FOR	FOR	MANAGEMENT
1-B	Elect Director Peter K. Barker	FOR	FOR	MANAGEMENT
1-C	Elect Director Charles B. Johnson	FOR	FOR	MANAGEMENT
1-D	Elect Director Gregory E. Johnson	FOR	FOR	MANAGEMENT
1-E	Elect Director Rupert H. Johnson, Jr.	FOR	FOR	MANAGEMENT
1-F	Elect Director Mark C. Pigott	FOR	FOR	MANAGEMENT
1-G	Elect Director Chutta Ratnathicam	FOR	FOR	MANAGEMENT
1-H	Elect Director Laura Stein	FOR	FOR	MANAGEMENT
1-I	Elect Director Anne M. Tatlock	FOR	FOR	MANAGEMENT
1-J	Elect Geoffrey Y. Yang	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT
3	Approval of Incentive Compensation	FOR	FOR	MANAGEMENT
4	Approval of executive compensation	FOR	FOR	MANAGEMENT
5	Vote on genocide-free investing	AGAINST	AGAINST	SHAREHOLDER

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Illinois Tool Works Inc.

Ticker: ITW

Security ID: 452308109

Meeting Date: 05/02/2014 Meeting Type: Annual

Record Date: 03/04/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Election of Director Daniel H. Brutto	FOR	FOR	MANAGEMENT
1B	Election of Director Susan Crown	FOR	FOR	MANAGEMENT
1C	Election of Director Don H. Davis, Jr.	FOR	FOR	MANAGEMENT
1D	Election of Director James W. Griffith	FOR	FOR	MANAGEMENT
1E	Election of Director Robert C. McCormack	FOR	FOR	MANAGEMENT
1F	Election of Director Robert S. Morrison	FOR	FOR	MANAGEMENT
1G	Election of Director E. Scott Santi	FOR	FOR	MANAGEMENT
1H	Election of Director James A. Skinner	FOR	FOR	MANAGEMENT

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1I Election of Director David B. Smith, Jr.	FOR	FOR	MANAGEMENT
1J Election of Director Pamela B. Strobel	FOR	FOR	MANAGEMENT
1K Election of Director Kevin M. Warren	FOR	FOR	MANAGEMENT
1L Election of Director Anre D. Williams	FOR	FOR	MANAGEMENT
2 Ratification of accounting firm	FOR	FOR	MANAGEMENT
3 Executive compensation approval	FOR	AGAINST	MANAGEMENT
4 Elimination of supermajority voting	FOR	FOR	MANAGEMENT
5 Elimination of provisions re: Board size	FOR	FOR	MANAGEMENT

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Johnson & Johnson

Ticker: JNJ Security ID: 369604103

Meeting Date: 04/24/2014 Meeting Type: Annual

Record Date: 02/25/2014

# Proposal	Mgt Rec	Vote Cast	Sponsor
1a Election of Director Mary Sue Coleman	FOR	FOR	MANAGEMENT
1b Election of Director James G. Cullen	FOR	FOR	MANAGEMENT
1c Election of Director Ian E.L. Davis	FOR	FOR	MANAGEMENT
1d Election of Director Alex Gorsky	FOR	FOR	MANAGEMENT
1e Election of Director Susan L. Lindquist	FOR	FOR	MANAGEMENT
1f Election of Director Mark B. McClellan	FOR	FOR	MANAGEMENT
1g Election of Director Anne M. Mulcahy	FOR	FOR	MANAGEMENT
1h Election of Director Leo F. Mullin	FOR	FOR	MANAGEMENT
1i Election of Director William D. Perez	FOR	FOR	MANAGEMENT
1j Election of Director Charles Prince	FOR	AGAINST	MANAGEMENT
1k Election of Director A. Eugene Washington	FOR	FOR	MANAGEMENT
1l Election of Director Ronald A. Williams	FOR	FOR	MANAGEMENT
2 Executive officer compensation	FOR	AGAINST	MANAGEMENT
3 Ratification of accounting firm	FOR	FOR	MANAGEMENT
4 Executive share ownership	AGAINST	FOR	SHAREHOLDER

Paychex, Inc.

Ticker: PAYX Security ID: 704326107

Meeting Date: 10/16/2013 Meeting Type: Annual

Record Date: 08/19/2013

# Proposal	Mgt Rec	Vote Cast	Sponsor
1A Election of Director B. Thomas Golisano	FOR	FOR	MANAGEMENT
1B Election of Director Joseph G. Doody	FOR	FOR	MANAGEMENT
1C Election of Director David J.S. Flaschen	FOR	FOR	MANAGEMENT
1D Election of Director Phillip Horsley	FOR	FOR	MANAGEMENT
1E Election of Director Grant M. Inman	FOR	FOR	MANAGEMENT
1F Election of Director Pamela A. Joseph	FOR	FOR	MANAGEMENT
1G Election of Director Martin Mucci	FOR	FOR	MANAGEMENT
1H Election of Director Joseph M. Tucci	FOR	FOR	MANAGEMENT
1I Election of Director Joseph M. Velli	FOR	FOR	MANAGEMENT
2 Advisory vote on compensation	FOR	FOR	MANAGEMENT
3 Ratification of accounting firm	FOR	FOR	MANAGEMENT

PepsiCo, Inc.

Ticker: PEP Security ID: 713448108

Meeting Date: 05/07/2014 Meeting Type: Annual

Record Date: 02/28/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of Director S.L. Brown	FOR	FOR	MANAGEMENT
1b	Election of Director G.W. Buckley	FOR	FOR	MANAGEMENT
1c	Election of Director I.M. Cook	FOR	FOR	MANAGEMENT
1d	Election of Director D. Dublon	FOR	FOR	MANAGEMENT
1e	Election of Director R.F. Fairhead	FOR	FOR	MANAGEMENT
1f	Election of Director R.L. Hunt	FOR	FOR	MANAGEMENT
1g	Election of Director A. Ibarguen	FOR	FOR	MANAGEMENT
1h	Election of Director I.K. Nooyi	FOR	AGAINST	MANAGEMENT
1i	Election of Director S.P. Rockefeller	FOR	FOR	MANAGEMENT
1j	Election of Director J.J. Schiro	FOR	FOR	MANAGEMENT
1k	Election of Director L.G. Trotter	FOR	FOR	MANAGEMENT
1l	Election of Director D. Vasella	FOR	FOR	MANAGEMENT
1m	Election of Director A. Weissner	FOR	FOR	MANAGEMENT
2	Approval of public accountants	FOR	FOR	MANAGEMENT
3	Approval of executive compensation	FOR	AGAINST	MANAGEMENT
4	Approval of performance goals for incentive plan	FOR	AGAINST	MANAGEMENT
5	Policy re: approval of political contributions	AGAINST	AGAINST	MANAGEMENT
6	Policy re: executive retention of stock	AGAINST	AGAINST	MANAGEMENT

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Sigma-Aldrich Corporation

Ticker: SIAL Security ID: 826552101

Meeting Date: 05/06/2014 Meeting Type: Annual

Record Date: 03/07/2014

# Proposal	Mgt Rec	Vote Cast	Sponsor
1a Election of Director Rebecca M. Bergman	FOR	FOR	MANAGEMENT
1b Election of Director George M. Church	FOR	FOR	MANAGEMENT
1c Election of Director Michael L. Marberry	FOR	FOR	MANAGEMENT
1d Election of Director W. Lee McCollum	FOR	FOR	MANAGEMENT
1e Election of Director Avi M. Nash	FOR	FOR	MANAGEMENT
1f Election of Director Steven M. Paul	FOR	FOR	MANAGEMENT
1g Election of Director J. Pedro Reinhard	FOR	FOR	MANAGEMENT
1h Election of Director Rakesh Sachdev	FOR	FOR	MANAGEMENT
1i Election of Director D. Dean Spatz	FOR	FOR	MANAGEMENT
1j Election of Director Barrett A. Toan	FOR	FOR	MANAGEMENT
2 Ratification of public accounting firm	FOR	FOR	MANAGEMENT
3 Approval to increase the number of shares of stock	FOR	AGAINST	MANAGEMENT
4 Approval of ability to issue preferred stock	FOR	AGAINST	MANAGEMENT
5 Approval of long-term incentive plan	FOR	AGAINST	MANAGEMENT
6 Advisory vote on executive compensation	FOR	AGAINST	MANAGEMENT

Stryker Corporation

Ticker: SYK Security ID: 863667101

Meeting Date: 04/22/2014 Meeting Type: Annual

Record Date: 02/24/2014

# Proposal	Mgt Rec	Vote Cast	Sponsor
1-a Election of Director Howard E. Cox, Jr.	FOR	FOR	MANAGEMENT
1-b Election of Director Srikant M. Datar, PhD	FOR	FOR	MANAGEMENT
1-c Election of Director Roch Doliveux	FOR	FOR	MANAGEMENT
1-d Election of Director Louise L. Francesconi	FOR	FOR	MANAGEMENT
1-e Election of Director Allan C. Golston	FOR	FOR	MANAGEMENT
1-f Election of Director Kevin A. Lobo	FOR	FOR	MANAGEMENT
1-g Election of Director William U. Parfet	FOR	FOR	MANAGEMENT
1-h Election of Director Andrew K. Silvernail	FOR	FOR	MANAGEMENT
1-i Election of Director Ronda E. Stryker	FOR	FOR	MANAGEMENT
2 Ratification of public accounting firm	FOR	FOR	MANAGEMENT
3 Advisory vote on executive compensation	FOR	FOR	MANAGEMENT

T. Rowe Price Group, Inc.

Ticker: TROW Security ID: 74144T108

Meeting Date: 04/24/2014 Meeting Type: Annual

Record Date: 02/21/2014

#	Proposal	Mgt	Rec	Vote	Cast	Sponsor
1A	Election of Director Mark S. Bartlett	FOR		FOR		MANAGEMENT
1B	Election of Director Edward C. Bernard	FOR		FOR		MANAGEMENT
1C	Election of Director Mary K. Bush	FOR		FOR		MANAGEMENT
1D	Election of Director Donald B. Hebb, Jr.	FOR		FOR		MANAGEMENT
1E	Election of Director Dr. Freeman A. Hrabowski, III	FOR		FOR		MANAGEMENT
1F	Election of Director James A.C. Kennedy	FOR		FOR		MANAGEMENT
1G	Election of Director Robert F. Maclellan	FOR		FOR		MANAGEMENT
1H	Election of Director Brian C. Rogers	FOR		FOR		MANAGEMENT
1I	Election of Director Olympia J. Snowe	FOR		FOR		MANAGEMENT
1J	Election of Director Dr. Alfred Sommer.	FOR		FOR		MANAGEMENT
1K	Election of Director Dwight S. Taylor	FOR		FOR		MANAGEMENT
1L	Election of Director Anne Marie Whitmore	FOR		FOR		MANAGEMENT
2	Approval of executive compensation	FOR		AGAINST		MANAGEMENT
3	Ratification of accounting firm	FOR		FOR		MANAGEMENT

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Waters Corporation

Ticker: WAT Security ID: 941848103

Meeting Date: 05/15/2013 Meeting Type: Annual

Record Date: 03/21/2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Election of Director Joshua Bekenstein	FOR	FOR	MANAGEMENT
1-02	Election of Director Michael J. Berendt	FOR	FOR	MANAGEMENT
1-03	Election of Director Douglas A. Berthiaume	FOR	FOR	MANAGEMENT
1-04	Election of Director Edward Conard	FOR	FOR	MANAGEMENT
1-05	Election of Director Laurie H. Glimcher	FOR	FOR	MANAGEMENT
1-06	Election of Director Christopher A. Kuebler	FOR	FOR	MANAGEMENT
1-07	Election of Director William J. Miller	FOR	FOR	MANAGEMENT
1-08	Election of Director Joann A. Reed	FOR	FOR	MANAGEMENT
1-09	Election of Director Thomas P. Salice	FOR	FOR	MANAGEMENT
2	Ratification of public accounting firm	FOR	FOR	MANAGEMENT
3	Advisory vote on executive compensation	FOR	AGAINST	MANAGEMENT
4	Approval of management incentive plan	FOR	AGAINST	MANAGEMENT

Wells Fargo & Company

Ticker: WFC Security ID: 949746101

Meeting Date: 04/29/2014 Meeting Type: Annual

Record Date: 03/04/2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of Director John D. Baker II	FOR	FOR	MANAGEMENT
1b	Election of Director Elaine L. Chao	FOR	FOR	MANAGEMENT
1c	Election of Director John S. Chen	FOR	FOR	MANAGEMENT
1d	Election of Director Lloyd H. Dean	FOR	FOR	MANAGEMENT
1e	Election of Director Susan E. Engel	FOR	FOR	MANAGEMENT
1f	Election of Director Enrique Hernandez, Jr.	FOR	FOR	MANAGEMENT
1g	Election of Director Donald M. James	FOR	FOR	MANAGEMENT
1h	Election of Director Cynthia H. Milligan	FOR	FOR	MANAGEMENT
1i	Election of Director Federico F. Pena	FOR	FOR	MANAGEMENT
1j	Election of Director James H. Quigley	FOR	FOR	MANAGEMENT
1k	Election of Director Judith M. Runstad	FOR	FOR	MANAGEMENT
1l	Election of Director Stephen W. Sanger	FOR	FOR	MANAGEMENT
1m	Election of Director John G. Stumpf	FOR	FOR	MANAGEMENT
1n	Election of Director Susan G. Swenson	FOR	FOR	MANAGEMENT
2	Advisory vote on executive compensation	FOR	AGAINST	MANAGEMENT
3	Ratification of public accounting firm	FOR	FOR	MANAGEMENT
4	Policy to require an Independent Chairman	AGAINST	FOR	SHAREHOLDE R
5	Report on mortgage practices	AGAINST	AGAINST	SHAREHOLDER

SIGNATURES

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

EAGLE CAPITAL GROWTH FUND, INC.

By: /s/ Luke E. Sims  
Luke E. Sims, President

Date: July 28, 2014

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