

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 16, 2013

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2012 - 06/30/2013

Eaton Vance Enhanced Equity Income Fund II

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ABBOTT LABORATORIES

Agen

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Security: 002824100  
Meeting Type: Annual  
Meeting Date: 26-Apr-2013  
Ticker: ABT  
ISIN: US0028241000  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	R.J. ALPERN	Mgmt	For
	R.S. AUSTIN	Mgmt	For
	S.E. BLOUNT	Mgmt	For
	W.J. FARRELL	Mgmt	For
	E.M. LIDDY	Mgmt	For
	N. MCKINSTRY	Mgmt	For
	P.N. NOVAKOVIC	Mgmt	For
	W.A. OSBORN	Mgmt	For
	S.C. SCOTT III	Mgmt	For

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	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS	Shr	Against
5.	SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE	Shr	Against
6.	SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIR	Shr	Against
7.	SHAREHOLDER PROPOSAL - EQUITY RETENTION AND HEDGING	Shr	For
8.	SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION	Shr	For
9.	SHAREHOLDER PROPOSAL - ACCELERATED VESTING OF AWARDS UPON CHANGE IN CONTROL	Shr	For

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 ACCENTURE PLC

Agen

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 Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 06-Feb-2013  
 Ticker: ACN  
 ISIN: IE00B4BNMY34  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2012 AS PRESENTED	Mgmt	For
2A.	RE-APPOINTMENT OF THE DIRECTOR: WILLIAM L. KIMSEY	Mgmt	For
2B.	RE-APPOINTMENT OF THE DIRECTOR: ROBERT I. LIPP	Mgmt	For
2C.	RE-APPOINTMENT OF THE DIRECTOR: PIERRE NANTERME	Mgmt	For
2D.	RE-APPOINTMENT OF THE DIRECTOR: GILLES C. PELISSON	Mgmt	For
2E.	RE-APPOINTMENT OF THE DIRECTOR: WULF VON SCHIMMELMANN	Mgmt	For
3.	RATIFICATION, IN A NON-BINDING VOTE, OF	Mgmt	For

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APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION

4.	APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	Mgmt	For
5.	APPROVAL OF AN AMENDMENT TO THE ACCENTURE PLC 2010 SHARE INCENTIVE PLAN	Mgmt	For
6.	AUTHORIZATION TO HOLD THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	Mgmt	For
7.	AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	Mgmt	For
8.	DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	Mgmt	For
9.	SHAREHOLDER PROPOSAL: REPORT ON LOBBYING PRACTICES	Shr	Against

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 ACTAVIS, INC.

Agen

Security: 00507K103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2013  
 Ticker: ACT  
 ISIN: US00507K1034

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JACK MICHELSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD R. TAYLOR	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANDREW L. TURNER	Mgmt	For
1D.	ELECTION OF DIRECTOR: PAUL M. BISARO	Mgmt	For
1E.	ELECTION OF DIRECTOR: CHRISTOPHER W. BODINE	Mgmt	For
1F.	ELECTION OF DIRECTOR: MICHEL J. FELDMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRED G. WEISS	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

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|----|---|------|-----|
| 3. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For |
| 4. | TO VOTE ON A PROPOSAL SUBMITTED BY A STOCKHOLDER TO REQUEST THAT THE COMPANY ADOPT A POLICY REQUIRING ITS SENIOR EXECUTIVES TO RETAIN A SIGNIFICANT PERCENTAGE OF THE COMPANY SHARES THEY ACQUIRE THROUGH THE COMPANY'S EQUITY COMPENSATION PROGRAMS UNTIL REACHING RETIREMENT AGE. | Shr  | For |

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 AIR PRODUCTS AND CHEMICALS, INC.

Agen

Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 24-Jan-2013  
 Ticker: APD  
 ISIN: US0091581068  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM L. DAVIS III	Mgmt	For
1B.	ELECTION OF DIRECTOR: W. DOUGLAS FORD	Mgmt	For
1C.	ELECTION OF DIRECTOR: EVERT HENKES	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARGARET G. MCGLYNN	Mgmt	For
2.	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. RATIFICATION OF APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2013.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	APPROVAL OF AMENDMENT TO THE LONG-TERM INCENTIVE PLAN. TO APPROVE THE LONG-TERM INCENTIVE PLAN, INCLUDING TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR USE UNDER THE PLAN. THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "AGAINST" THE FOLLOWING PROPOSAL	Mgmt	For
5.	SHAREHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD.	Shr	For

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 AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: AMZN  
 ISIN: US0231351067  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1G.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

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 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 Ticker: AXP  
 ISIN: US0258161092  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN	Mgmt Mgmt Mgmt Mgmt	For For For For

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	A. LAUVERGEON	Mgmt	For
	T.J. LEONSIS	Mgmt	For
	R.C. LEVIN	Mgmt	For
	R.A. MCGINN	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	S.S REINEMUND	Mgmt	For
	D.L. VASELLA	Mgmt	For
	R.D. WALTER	Mgmt	For
	R.A. WILLIAMS	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Shr	Against

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 AMERICAN TOWER CORPORATION

Agen

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 Security: 03027X100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: AMT  
 ISIN: US03027X1000  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD M. DYKES	Mgmt	For
1C.	ELECTION OF DIRECTOR: CAROLYN F. KATZ	Mgmt	For
1D.	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOANN A. REED	Mgmt	For
1F.	ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Mgmt	For
2.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

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| 4. | TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED BY-LAWS TO REDUCE THE OWNERSHIP THRESHOLD REQUIRED TO CALL A SPECIAL MEETING. | Mgmt | For |
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AMTRUST FINANCIAL SERVICES, INC.

Agen

Security: 032359309  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: AFSI  
 ISIN: US0323593097

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DONALD T. DECARLO SUSAN C. FISCH ABRAHAM GULKOWITZ GEORGE KARFUNKEL MICHAEL KARFUNKEL JAY J. MILLER BARRY D. ZYSKIND	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld For For
2.	RATIFICATION OF APPOINTMENT OF BDO USA, LLP AS INDEPENDENT AUDITOR FOR THE YEAR ENDED DECEMBER 31, 2013.	Mgmt	For
3.	APPROVAL OF THE AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES.	Mgmt	For

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ANALOG DEVICES, INC.

Agen

Security: 032654105  
 Meeting Type: Annual  
 Meeting Date: 13-Mar-2013  
 Ticker: ADI  
 ISIN: US0326541051

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RAY STATA	Mgmt	For
1B.	ELECTION OF DIRECTOR: JERALD G. FISHMAN	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES A. CHAMPY	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN C. HODGSON	Mgmt	For

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1E.	ELECTION OF DIRECTOR: YVES-ANDRE ISTELE	Mgmt	For
1F.	ELECTION OF DIRECTOR: NEIL NOVICH	Mgmt	For
1G.	ELECTION OF DIRECTOR: F. GRANT SAVIERS	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL J. SEVERINO	Mgmt	For
1I.	ELECTION OF DIRECTOR: KENTON J. SICCHITANO	Mgmt	For
1J.	ELECTION OF DIRECTOR: LISA T. SU	Mgmt	For
2.	TO APPROVE, BY NON-BINDING "SAY-ON-PAY" VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
3.	TO APPROVE THE ANALOG DEVICES, INC. EXECUTIVE SECTION 162(M) PLAN.	Mgmt	For
4.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING NOVEMBER 2, 2013.	Mgmt	For

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 APPLE INC.

Agen

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 Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2013  
 Ticker: AAPL  
 ISIN: US0378331005  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM CAMPBELL TIMOTHY COOK MILLARD DREXLER AL GORE ROBERT IGER ANDREA JUNG ARTHUR LEVINSON RONALD SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	AMENDMENT OF APPLE'S RESTATED ARTICLES OF INCORPORATION TO (I) ELIMINATE CERTAIN LANGUAGE RELATING TO TERM OF OFFICE OF DIRECTORS IN ORDER TO FACILITATE THE ADOPTION OF MAJORITY VOTING FOR ELECTION OF DIRECTORS, (II) ELIMINATE "BLANK CHECK" PREFERRED STOCK, (III) ESTABLISH A PAR VALUE FOR COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE AND (IV) MAKE OTHER CHANGES.	Mgmt	For



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3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
4.	A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
5.	A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK."	Shr	For
6.	A SHAREHOLDER PROPOSAL ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS."	Shr	Against

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AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: AVB  
ISIN: US0534841012  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR GLYN F. AEPPEL ALAN B. BUCKELEW BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF AMENDMENT, AS AMENDED, TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S COMMON STOCK, PAR VALUE \$.01 PER SHARE, BY 140 MILLION SHARES.	Mgmt	For

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 BEAM INC. Agen

Security: 073730103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: BEAM  
 ISIN: US0737301038  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN W. GOLSBY	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANN F. HACKETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Mgmt	For
1E.	ELECTION OF DIRECTOR: GRETCHEN W. PRICE	Mgmt	For
1F.	ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROBERT A. STEELE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PETER M. WILSON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

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 BROADCOM CORPORATION Agen

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: BRCM  
 ISIN: US1113201073  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	R.J. FINOCCHIO, JR.	Mgmt	For
	NANCY H. HANDEL	Mgmt	For
	EDDY W. HARTENSTEIN	Mgmt	For
	MARIA M. KLAWE, PH.D.	Mgmt	For
	JOHN E. MAJOR	Mgmt	For

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SCOTT A. MCGREGOR WILLIAM T. MORROW HENRY SAMUELI, PH.D. ROBERT E. SWITZ	Mgmt Mgmt Mgmt Mgmt	For For For For
2. TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

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CAMERON INTERNATIONAL CORPORATION

Agen

Security: 13342B105  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: CAM  
 ISIN: US13342B1052

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL E. PATRICK	Mgmt	For
1C	ELECTION OF DIRECTOR: JON ERIK REINHARDSEN	Mgmt	For
1D	ELECTION OF DIRECTOR: BRUCE W. WILKINSON	Mgmt	For
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Mgmt	For
3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S 2012 EXECUTIVE COMPENSATION.	Mgmt	For
4	TO APPROVE THE AMENDMENTS TO AND THE RESTATEMENT OF THE COMPANY'S EQUITY INCENTIVE PLAN.	Mgmt	For

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CATALYST HEALTH SOLUTIONS, INC.

Agen

Security: 14888B103  
 Meeting Type: Special  
 Meeting Date: 02-Jul-2012  
 Ticker: CHSI  
 ISIN: US14888B1035

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER,	Mgmt	For

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DATED AS OF APRIL 17, 2012, BY AND AMONG  
 SXC HEALTH SOLUTIONS CORP., SXC HEALTH  
 SOLUTIONS, INC., CATAMARAN I CORP.,  
 CATAMARAN II LLC AND CATALYST HEALTH  
 SOLUTIONS, INC.

- |    |   |      |     |
|----|---|------|-----|
| 2. | TO APPROVE, BY NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR CATALYST'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.                           | Mgmt | For |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING BY CATALYST'S STOCKHOLDERS IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. | Mgmt | For |

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 CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 12-Jun-2013  
 Ticker: CELG  
 ISIN: US1510201049  
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- | Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>ROBERT J. HUGIN<br>R.W. BARKER, D. PHIL.<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>M.A. FRIEDMAN, M.D.<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.   | Mgmt   | For   |
| 3.     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.  | Mgmt   | For   |
| 4.     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 5.     | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.  | Shr  | For   |

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 CIRRUS LOGIC, INC.

Agen

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 Security: 172755100  
 Meeting Type: Annual  
 Meeting Date: 26-Jul-2012  
 Ticker: CRUS  
 ISIN: US1727551004  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN C. CARTER TIMOTHY R. DEHNE JASON P. RHODE ALAN R. SCHUELE WILLIAM D. SHERMAN SUSAN WANG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 30, 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

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 COLGATE-PALMOLIVE COMPANY

Agen

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 Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2013  
 Ticker: CL  
 ISIN: US1941621039  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: NIKESH ARORA	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1C	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1E	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1F	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1H	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For

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1I	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
2.	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE THE COLGATE-PALMOLIVE COMPANY 2013 INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION REQUIREMENT.	Shr	For

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COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 15-May-2013  
 Ticker: CMCSA  
 ISIN: US20030N1019

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KENNETH J. BACON SHELDON M. BONOVIKZ JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS JOHNATHAN A. RODGERS DR. JUDITH RODIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
3.	TO PROHIBIT ACCELERATED VESTING UPON A CHANGE IN CONTROL	Shr	For
4.	TO ADOPT A RECAPITALIZATION PLAN	Shr	For

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COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 24-Jan-2013

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: COST  
ISIN: US22160K1051

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR BENJAMIN S. CARSON, SR. WILLIAM H. GATES HAMILTON E. JAMES W. CRAIG JELINEK JILL S. RUCKELSHAUS	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
4	CONSIDERATION OF SHAREHOLDER PROPOSAL TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Shr	For

COVIDIEN PLC

Agen

Security: G2554F113  
Meeting Type: Annual  
Meeting Date: 20-Mar-2013  
Ticker: COV  
ISIN: IE00B68SQD29

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Mgmt	For
1B)	ELECTION OF DIRECTOR: JOY A. AMUNDSON	Mgmt	For
1C)	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1D)	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1E)	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
1F)	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1G)	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1H)	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Mgmt	For
1I)	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1J)	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
2	APPOINT THE INDEPENDENT AUDITORS AND	Mgmt	For

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	AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.		
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4	APPROVE THE AMENDED AND RESTATED COVIDIEN STOCK AND INCENTIVE PLAN.	Mgmt	For
5	AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S6	AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.	Mgmt	For
S7	AMEND ARTICLES OF ASSOCIATION TO EXPAND THE AUTHORITY TO EXECUTE INSTRUMENTS OF TRANSFER.	Mgmt	For
8	ADVISORY VOTE ON THE CREATION OF MALLINCKRODT DISTRIBUTABLE RESERVES.	Mgmt	For

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 DANAHER CORPORATION

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 Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 07-May-2013  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1.2	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1.3	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For
1.4	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
1.5	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For
1.6	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	For
1.7	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND ALL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For



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|----|--|-----|---------|
| 5. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY PAY PROGRAMS UNTIL REACHING NORMAL RETIREMENT AGE. | Shr | For     |
| 6. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURES AND POLITICAL EXPENDITURE POLICIES, IF PROPERLY PRESENTED AT THE MEETING.  | Shr | Against |

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 DEERE & COMPANY

Agen  
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Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2013  
 Ticker: DE  
 ISIN: US2441991054

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
1J.	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1K.	ELECTION OF DIRECTOR: SHERRY M. SMITH	Mgmt	For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	RE-APPROVAL OF THE JOHN DEERE MID-TERM INCENTIVE PLAN.	Mgmt	For
4.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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DOLLAR GENERAL CORPORATION

Agen

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Security: 256677105  
Meeting Type: Annual  
Meeting Date: 29-May-2013  
Ticker: DG  
ISIN: US2566771059  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RAJ AGRAWAL WARREN F. BRYANT MICHAEL M. CALBERT SANDRA B. COCHRAN RICHARD W. DREILING P.D. FILI-KRUSHEL ADRIAN JONES WILLIAM C. RHODES, III DAVID B. RICKARD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO APPROVE AN AMENDMENT TO DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED CHARTER TO IMPLEMENT A MAJORITY VOTING STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS.	Mgmt	For
3.	TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Mgmt	For

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EATON VANCE ENHANCED EQUITY INCOME FD II

Agen

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Security: 278277108  
Meeting Type: Annual  
Meeting Date: 26-Apr-2013  
Ticker: EOS  
ISIN: US2782771081  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LYNN A. STOUT HARRIETT TEE TAGGART RALPH F. VERNI	Mgmt Mgmt Mgmt	For For For

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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

EBAY INC.

Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2013  
 Ticker: EBAY  
 ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID M. MOFFETT	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
1C.	ELECTION OF DIRECTOR: THOMAS J. TIERNEY	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3.	STOCKHOLDER PROPOSAL REGARDING CORPORATE LOBBYING DISCLOSURE.	Shr	Against
4.	STOCKHOLDER PROPOSAL REGARDING PRIVACY AND DATA SECURITY.	Shr	Against
5.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

ECOLAB INC.

Agen

Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: ECL  
 ISIN: US2788651006

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: BARBARA J. BECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: LESLIE S. BILLER	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Mgmt	For
1F.	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1G.	ELECTION OF DIRECTOR: JOEL W. JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: MICHAEL LARSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JERRY W. LEVIN	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT L. LUMPKINS	Mgmt	For
1K.	ELECTION OF DIRECTOR: VICTORIA J. REICH	Mgmt	For
1L.	ELECTION OF DIRECTOR: MARY M. VANDEWEGHE	Mgmt	For
1M.	ELECTION OF DIRECTOR: JOHN J. ZILLMER	Mgmt	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	APPROVE AMENDMENTS TO THE ECOLAB INC. 2010 STOCK INCENTIVE PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shr	For
6.	STOCKHOLDER PROPOSAL REGARDING CONGRUENCY BETWEEN CORPORATE VALUES AND POLITICAL CONTRIBUTIONS.	Shr	Against

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EMC CORPORATION

Agen

Security: 268648102  
Meeting Type: Annual  
Meeting Date: 01-May-2013  
Ticker: EMC  
ISIN: US2686481027

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MICHAEL W. BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RANDOLPH L. COWEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: GAIL DEEGAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES S. DISTASIO	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN R. EGAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: EDMUND F. KELLY	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMI MISCIK	Mgmt	For

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1H.	ELECTION OF DIRECTOR: WINDLE B. PRIEM	Mgmt	For
1I.	ELECTION OF DIRECTOR: PAUL SAGAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID N. STROHM	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOSEPH M. TUCCI	Mgmt	For
2.	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.	Mgmt	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
4.	APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 2003 STOCK PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
5.	APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 1989 EMPLOYEE STOCK PURCHASE PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
6.	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.	Mgmt	For
7.	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Shr	Against

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 EMERSON ELECTRIC CO.

Agen

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 Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 05-Feb-2013  
 Ticker: EMR  
 ISIN: US2910111044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR C.A.H. BOERSIG* J.B. BOLTEN* M.S. LEVATICH* R.L. STEPHENSON* A.A. BUSCH III#	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE	Mgmt	For

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COMPENSATION.

3.	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
5.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

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EOG RESOURCES, INC.

Agen

Security: 26875P101  
Meeting Type: Annual  
Meeting Date: 02-May-2013  
Ticker: EOG  
ISIN: US26875P1012

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLES R. CRISP	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES C. DAY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARK G. PAPA	Mgmt	For
1D.	ELECTION OF DIRECTOR: H. LEIGHTON STEWARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD F. TEXTOR	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM R. THOMAS	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRANK G. WISNER	Mgmt	For
2.	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO APPROVE THE AMENDED AND RESTATED EOG RESOURCES, INC. 2008 OMNIBUS EQUITY COMPENSATION PLAN.	Mgmt	For
4.	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For

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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

EQUINIX, INC.

Agen

Security: 29444U502  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2013  
 Ticker: EQIX  
 ISIN: US29444U5020

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR THOMAS BARTLETT GARY HROMADKO SCOTT KRIENS WILLIAM LUBY IRVING LYONS, III CHRISTOPHER PAISLEY STEPHEN SMITH PETER VAN CAMP	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO APPROVE BY A NON-BINDING ADVISORY VOTE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF RECORD OF AT LEAST TWENTY-FIVE PERCENT (25%) OF THE VOTING POWER OF OUR OUTSTANDING CAPITAL STOCK TO TAKE ACTION BY WRITTEN CONSENT.	Mgmt	For

EXPRESS SCRIPTS HOLDING COMPANY

Agen

Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: ESRX  
 ISIN: US30219G1085

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GARY G. BENANAV	Mgmt	For
1B.	ELECTION OF DIRECTOR: MAURA C. BREEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM J. DELANEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1E.	ELECTION OF DIRECTOR: THOMAS P. MAC MAHON	Mgmt	For
1F.	ELECTION OF DIRECTOR: FRANK MERGENTHALER	Mgmt	For
1G.	ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN O. PARKER, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: GEORGE PAZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH	Mgmt	For
1K.	ELECTION OF DIRECTOR: SAMUEL K. SKINNER	Mgmt	For
1L.	ELECTION OF DIRECTOR: SEYMOUR STERNBERG	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Mgmt	For

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GENERAC HOLDINGS INC.

Agen

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Security: 368736104  
Meeting Type: Annual  
Meeting Date: 12-Jun-2013  
Ticker: GNRC  
ISIN: US3687361044

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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR AARON JAGDFELD JOHN D. BOWLIN TIMOTHY WALSH	Mgmt Mgmt Mgmt	For For For
2.	PROPOSAL TO RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

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GILEAD SCIENCES, INC.

Agen

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Security: 375558103  
Meeting Type: Annual  
Meeting Date: 08-May-2013



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: GILD  
ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN F. COGAN ETIENNE F. DAVIGNON CARLA A. HILLS KEVIN E. LOFTON JOHN W. MADIGAN JOHN C. MARTIN NICHOLAS G. MOORE RICHARD J. WHITLEY GAYLE E. WILSON PER WOLD-OLSEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO APPROVE A RESTATEMENT OF GILEAD SCIENCES, INC.'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	TO APPROVE, ON THE ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.	Mgmt	For
6.	TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
7.	TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 06-Jun-2013  
Ticker: GOOG  
ISIN: US38259P5089

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	A STOCKHOLDER PROPOSAL REGARDING A REPORT ON LEAD BATTERIES IN GOOGLE'S SUPPLY CHAIN, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
4.	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
5.	A STOCKHOLDER PROPOSAL REGARDING EXECUTIVE STOCK RETENTION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
6.	A STOCKHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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Security: 459200101  
Meeting Type: Annual  
Meeting Date: 30-Apr-2013  
Ticker: IBM  
ISIN: US4592001014  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B.	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1C.	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1D.	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1E.	ELECTION OF DIRECTOR: D.N. FARR	Mgmt	For

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1F.	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: A.N. LIVERIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1J.	ELECTION OF DIRECTOR: V.M. ROMETTY	Mgmt	For
1K.	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1L.	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1M.	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
4.	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 73)	Shr	Against
5.	STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 74)	Shr	For
6.	STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR (PAGE 75)	Shr	For
7.	STOCKHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK (PAGE 76)	Shr	For

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KANSAS CITY SOUTHERN

Agen

Security: 485170302  
Meeting Type: Annual  
Meeting Date: 02-May-2013  
Ticker: KSU  
ISIN: US4851703029

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR TERRENCE P. DUNN ANTONIO O. GARZA, JR. DAVID L. STARLING	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	RE-APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE MEASURES UNDER THE KANSAS CITY SOUTHERN 2008 STOCK OPTION AND PERFORMANCE	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

AWARD PLAN FOR PURPOSES OF SECTION 162(M)  
OF THE INTERNAL REVENUE CODE.

- |    |  |      |     |
|----|--|------|-----|
| 4. | ADVISORY (NON-BINDING) VOTE APPROVING THE 2012 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | CONSIDER AND ACT ON A STOCKHOLDER PROPOSAL TO ELECT EACH DIRECTOR ANNUALLY.                  | Shr  | For |

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KRAFT FOODS GROUP, INC.

Agen

Security: 50076Q106  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: KRFT  
ISIN: US50076Q1067

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- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ABELARDO E. BRU   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JEANNE P. JACKSON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: E. FOLLIN SMITH   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF AN EXECUTIVE COMPENSATION VOTE.   | Mgmt          | 1 Year        |
| 4.     | APPROVAL OF THE MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE KRAFT FOODS GROUP, INC. 2012 PERFORMANCE INCENTIVE PLAN.        | Mgmt          | For           |
| 5.     | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 28, 2013. | Mgmt          | For           |
| 6.     | SHAREHOLDER PROPOSAL: LABEL GENETICALLY ENGINEERED PRODUCTS.  | Shr           | Against       |

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LYONDELLBASELL INDUSTRIES N.V.

Agen

Security: N53745100  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: LYB  
ISIN: NL0009434992

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JACQUES AIGRAIN SCOTT M. KLEINMAN BRUCE A. SMITH	Mgmt Mgmt Mgmt	For For For
2.	ADOPTION OF ANNUAL ACCOUNTS FOR 2012	Mgmt	For
3.	DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD	Mgmt	For
4.	DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
5.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
6.	APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS	Mgmt	For
7.	APPROVAL OF COMPENSATION OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
8.	RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2012 FISCAL YEAR	Mgmt	For
9.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
10.	APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL	Mgmt	For
11.	APPROVAL TO CANCEL UP TO 10% OF SHARE CAPITAL HELD IN TREASURY	Mgmt	For
12.	APPROVAL TO AMEND ARTICLES OF ASSOCIATION	Mgmt	For

MACY'S INC.

Agen

Security: 55616P104  
Meeting Type: Annual  
Meeting Date: 17-May-2013  
Ticker: M  
ISIN: US55616P1049

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Mgmt	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 1, 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

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MCDONALD'S CORPORATION

Agen

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Security: 580135101  
Meeting Type: Annual  
Meeting Date: 23-May-2013  
Ticker: MCD  
ISIN: US5801351017  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROGER W. STONE	Mgmt	For
1D.	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2013.	Mgmt	For
4.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN ANNUAL REPORT ON EXECUTIVE COMPENSATION, IF PRESENTED.	Shr	Against
5.	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL	Shr	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

REQUESTING AN EXECUTIVE STOCK RETENTION POLICY, IF PRESENTED.

- |    |   |     |         |
|----|---|-----|---------|
| 6. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A HUMAN RIGHTS REPORT, IF PRESENTED. | Shr | Against |
| 7. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT, IF PRESENTED.    | Shr | Against |

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 28-Nov-2012  
Ticker: MSFT  
ISIN: US5949181045  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
5.	ELECTION OF DIRECTOR: STEPHEN J. LUCZO	Mgmt	For
6.	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
7.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
8.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
9.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
10.	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Mgmt	For
11.	APPROVAL OF EMPLOYEE STOCK PURCHASE PLAN (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Mgmt	For
12.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2013 (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)	Mgmt	For
13.	SHAREHOLDER PROPOSAL - ADOPT CUMULATIVE VOTING (THE BOARD RECOMMENDS A VOTE AGAINST THIS PROPOSAL)	Shr	Against

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 MONDELEZ INTL, INC

Agen

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 Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: MDLZ  
 ISIN: US6092071058  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: LEWIS W.K. BOOTH	Mgmt	For
1C.	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARK D. KETCHUM	Mgmt	For
1E.	ELECTION OF DIRECTOR: JORGE S. MESQUITA	Mgmt	For
1F.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Mgmt	For
1G.	ELECTION OF DIRECTOR: IRENE B. ROSENFELD	Mgmt	For
1H.	ELECTION OF DIRECTOR: PATRICK T. SIEWERT	Mgmt	For
1I.	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
1J	ELECTION OF DIRECTOR: RATAN N. TATA	Mgmt	For
1K	ELECTION OF DIRECTOR: J.F. VAN BOXMEER	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR 2013	Mgmt	For
4.	SHAREHOLDER PROPOSAL: REPORT ON EXTENDED PRODUCER RESPONSIBILITY	Shr	Against
5	SHAREHOLDER PROPOSAL: SUSTAINABILITY REPORT ON GENDER EQUALITY IN THE COMPANY'S SUPPLY CHAIN	Shr	Abstain

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 MONSANTO COMPANY

Agen

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 Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 31-Jan-2013  
 Ticker: MON  
 ISIN: US61166W1018  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D.	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR H. HARPER	Mgmt	For
1C.	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
1D.	ELECTION OF DIRECTOR: JON R. MOELLER	Mgmt	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Mgmt	For
3.	ADVISORY, (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO DECLASSIFY THE BOARD.	Mgmt	For
5.	SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.	Shr	Against

NETFLIX, INC.

Agen

Security: 64110L106  
Meeting Type: Annual  
Meeting Date: 07-Jun-2013  
Ticker: NFLX  
ISIN: US64110L1061

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR TIMOTHY M. HALEY ANN MATHER LESLIE KILGORE	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
5.	CONSIDERATION OF A STOCKHOLDER PROPOSAL	Shr	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

REGARDING MAJORITY VOTING IN UNCONTESTED  
DIRECTOR ELECTIONS, IF PROPERLY PRESENTED  
AT THE MEETING.

- |    |  |     |         |
|----|--|-----|---------|
| 6. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.    | Shr | For     |
| 7. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 8. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE RIGHT, IF PROPERLY PRESENTED AT THE MEETING.    | Shr | For     |

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NIKE, INC.

Agen

Security: 654106103  
Meeting Type: Annual  
Meeting Date: 20-Sep-2012  
Ticker: NKE  
ISIN: US6541061031

- | Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                                    | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt                 | For               |
| 3.     | TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.       | Mgmt                 | For               |
| 4.     | TO RE-APPROVE AND AMEND THE NIKE, INC. LONG-TERM INCENTIVE PLAN.  | Mgmt                 | For               |
| 5.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |
| 6.     | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.                          | Shr                  | Against           |

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ORACLE CORPORATION

Agen

Security: 68389X105

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 07-Nov-2012  
 Ticker: ORCL  
 ISIN: US68389X1054

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld Withheld For For For For For For Withheld
2	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
3	APPROVAL OF INCREASE IN SHARES UNDER THE DIRECTORS' STOCK PLAN.	Mgmt	For
4	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.	Shr	For
6	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	For
7	STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.	Shr	For
8	STOCKHOLDER PROPOSAL REGARDING EQUITY ACCELERATION UPON A CHANGE IN CONTROL OF ORACLE.	Shr	For

PERRIGO COMPANY

Agen

Security: 714290103  
 Meeting Type: Annual  
 Meeting Date: 06-Nov-2012  
 Ticker: PRGO  
 ISIN: US7142901039

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1.	DIRECTOR GARY M. COHEN DAVID T. GIBBONS RAN GOTTFRIED ELLEN R. HOFFING	Mgmt Mgmt Mgmt Mgmt	For Withheld For For
2.	AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For

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 PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: PFE  
 ISIN: US7170811035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1D	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Mgmt	For
1F	ELECTION OF DIRECTOR: HELEN H. HOBBS	Mgmt	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1J	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1K	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1L	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1M	ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE	Mgmt	For
2	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

4	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE EQUITY RETENTION	Shr	For
5	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT	Shr	For

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PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: PM  
 ISIN: US7181721090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANDRE CALANTZOPOULOS	Mgmt	For
1D.	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1G.	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1H.	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
1I.	ELECTION OF DIRECTOR: KALPANA MORPARIA	Mgmt	For
1J.	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROBERT B. POLET	Mgmt	For
1L.	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1M.	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION	Mgmt	For

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PHILLIPS 66

Agen

Security: 718546104

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: PSX  
 ISIN: US7185461040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREG C. GARLAND	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN E. LOWE	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2013.	Mgmt	For
3.	PROPOSAL TO APPROVE ADOPTION OF THE 2013 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF PHILLIPS 66.	Mgmt	For
4.	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
5.	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

PPG INDUSTRIES, INC.

Agen

Security: 693506107  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2013  
 Ticker: PPG  
 ISIN: US6935061076

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JAMES G. BERGES JOHN V. FARACI VICTORIA F. HAYNES MARTIN H. RICHENHAGEN	Mgmt Mgmt Mgmt Mgmt	For For For For
2	PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	Mgmt	For
4	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

FIRM FOR 2013.

5	SHAREHOLDER PROPOSAL TO ADOPT A SIMPLE MAJORITY VOTE.	Shr	For
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 PUBLIC STORAGE

Agen

Security: 74460D109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: PSA  
 ISIN: US74460D1090

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RONALD L. HAVNER, JR. TAMARA HUGHES GUSTAVSON URI P. HARKHAM B. WAYNE HUGHES, JR. AVEDICK B. POLADIAN GARY E. PRUITT RONALD P. SPOGLI DANIEL C. STATON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld Withheld For Withheld
2.	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

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 QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 05-Mar-2013  
 Ticker: QCOM  
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BARBARA T. ALEXANDER	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK	Mgmt	For
1C	ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1E	ELECTION OF DIRECTOR: THOMAS W. HORTON	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL E. JACOBS	Mgmt	For
1G	ELECTION OF DIRECTOR: SHERRY LANSING	Mgmt	For
1H	ELECTION OF DIRECTOR: DUANE A. NELLES	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANCISCO ROS	Mgmt	For
1J	ELECTION OF DIRECTOR: BRENT SCOWCROFT	Mgmt	For
1K	ELECTION OF DIRECTOR: MARC I. STERN	Mgmt	For
02	TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 90,000,000 SHARES.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 29, 2013.	Mgmt	For
04	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

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RACKSPACE HOSTING, INC. Agen

Security: 750086100  
Meeting Type: Annual  
Meeting Date: 02-May-2013  
Ticker: RAX  
ISIN: US7500861007

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: A. LANHAM NAPIER	Mgmt	For
1B.	ELECTION OF DIRECTOR: GEORGE J. STILL, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: MICHAEL SAM GILLILAND	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

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RANGE RESOURCES CORPORATION Agen

Security: 75281A109



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: RRC  
 ISIN: US75281A1097

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANTHONY V. DUB	Mgmt	For
1B.	ELECTION OF DIRECTOR: V. RICHARD EALES	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALLEN FINKELSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES M. FUNK	Mgmt	For
1E.	ELECTION OF DIRECTOR: JONATHAN S. LINKER	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARY RALPH LOWE	Mgmt	For
1G.	ELECTION OF DIRECTOR: KEVIN S. MCCARTHY	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN H. PINKERTON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JEFFREY L. VENTURA	Mgmt	For
2.	A PROPOSAL TO APPROVE THE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	STOCKHOLDER PROPOSAL - A PROPOSAL REQUESTING A REPORT REGARDING FUGITIVE METHANE EMISSIONS.	Shr	Against

ROCHE HOLDING AG, BASEL

Agen

Security: H69293217  
 Meeting Type: AGM  
 Meeting Date: 05-Mar-2013  
 Ticker:  
 ISIN: CH0012032048

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU	Non-Voting	

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1.1	Accept Financial Statements and Statutory Reports	Non-Voting
1.2	Approve Remuneration Report	Non-Voting
2	Approve Discharge of Board and Senior Management	Non-Voting
3	Approve Allocation of Income and Dividends of CHF 7.35 per Share and Non-Voting Equity Security	Non-Voting
4.1	Re-elect Andreas Oeri as Director	Non-Voting
4.2	Re-elect Pius Baschera as Director	Non-Voting
4.3	Re-elect Paul Bulcke as Director	Non-Voting
4.4	Re-elect William Burns as Director	Non-Voting
4.5	Re-elect Christoph Franz as Director	Non-Voting
4.6	Re-elect De Anne Julius as Director	Non-Voting
4.7	Re-elect Arthur Levinson as Director	Non-Voting
4.8	Re-elect Peter Voser as Director	Non-Voting
4.9	Re-elect Beatrice Weder di Mauro as Director	Non-Voting
4.10	Elect Severin Schwan as Director	Non-Voting
5	Ratify KPMG Ltd. as Auditors	Non-Voting

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 10-Apr-2013  
Ticker: SLB  
ISIN: AN8068571086

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Mgmt	For
1B.	ELECTION OF DIRECTOR: TONY ISAAC	Mgmt	For
1C.	ELECTION OF DIRECTOR: K. VAMAN KAMATH	Mgmt	For
1D.	ELECTION OF DIRECTOR: PAAL KIBSGAARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV	Mgmt	For
1F.	ELECTION OF DIRECTOR: ADRIAN LAJOUS	Mgmt	For

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1G.	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Mgmt	For
1H.	ELECTION OF DIRECTOR: LUBNA S. OLAYAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: L. RAFAEL REIF	Mgmt	For
1J.	ELECTION OF DIRECTOR: TORE I. SANDVOLD	Mgmt	For
1K.	ELECTION OF DIRECTOR: HENRI SEYDOUX	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO APPROVE THE COMPANY'S 2012 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS.	Mgmt	For
4.	TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
5.	TO APPROVE THE ADOPTION OF THE 2013 SCHLUMBERGER OMNIBUS INCENTIVE PLAN.	Mgmt	For
6.	TO APPROVE THE ADOPTION OF AN AMENDMENT AND RESTATEMENT OF THE SCHLUMBERGER DISCOUNT STOCK PURCHASE PLAN.	Mgmt	For

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 SHIRE PLC

Agen

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 Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: SHPG  
 ISIN: US82481R1068  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE COMPANY'S ACCOUNTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR FOR THE YEAR ENDED DECEMBER 31, 2012.	Mgmt	For
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2012.	Mgmt	For
03	TO RE-ELECT WILLIAM BURNS AS A DIRECTOR OF THE COMPANY.	Mgmt	For
04	TO RE-ELECT MATTHEW EMMENS AS A DIRECTOR OF THE COMPANY.	Mgmt	For
05	TO RE-ELECT DR. DAVID GINSBURG AS A DIRECTOR OF THE COMPANY.	Mgmt	For
06	TO RE-ELECT GRAHAM HETHERINGTON AS A	Mgmt	For

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DIRECTOR OF THE COMPANY.

O7	TO RE-ELECT DAVID KAPPLER AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O8	TO RE-ELECT SUSAN KILSBY AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O9	TO RE-ELECT ANNE MINTO AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O10	TO RE-ELECT DAVID STOUT AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O11	TO ELECT DR. STEVEN GILLIS AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O12	TO ELECT DR. FLEMMING ORNSKOV AS A DIRECTOR OF THE COMPANY.	Mgmt	For
O13	TO RE-APPOINT DELOITTE LLP AS THE COMPANY'S AUDITOR UNTIL THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2014.	Mgmt	For
O14	TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITOR.	Mgmt	For
O15	TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S16	TO RESOLVE THAT, SUBJECT TO THE PASSING OF RESOLUTION 15, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE COMPANY'S ARTICLES OF ASSOCIATION, BE RENEWED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S17	TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY; AND (B) PURSUANT TO ARTICLE 58A OF THE COMPANIES (JERSEY) LAW 1991, TO HOLD AS TREASURY SHARES ANY ORDINARY SHARES PURCHASED PURSUANT TO THE AUTHORITY CONFERRED BY PARAGRAPH (A) OF THIS RESOLUTION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S18	TO RESOLVE THAT A GENERAL MEETING OF THE COMPANY, OTHER THAN AN ANNUAL GENERAL	Mgmt	For

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MEETING, MAY BE CALLED ON NOT LESS THAN 14  
CLEAR DAYS' NOTICE.

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TARGET CORPORATION

Agen

Security: 87612E106  
Meeting Type: Annual  
Meeting Date: 12-Jun-2013  
Ticker: TGT  
ISIN: US87612E1064  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ROXANNE S. AUSTIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: HENRIQUE DE CASTRO	Mgmt	For
1D.	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: MARY N. DILLON	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARY E. MINNICK	Mgmt	For
1H.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1I.	ELECTION OF DIRECTOR: DERICA W. RICE	Mgmt	For
1J.	ELECTION OF DIRECTOR: GREGG W. STEINHAFEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1L.	ELECTION OF DIRECTOR: SOLOMON D. TRUJILLO	Mgmt	For
2.	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	COMPANY PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, OUR EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Mgmt	Against
4.	SHAREHOLDER PROPOSAL TO ADOPT A POLICY FOR AN INDEPENDENT CHAIRMAN.	Shr	For
5.	SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING.	Shr	Against

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TERADATA CORPORATION

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

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 Security: 88076W103  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: TDC  
 ISIN: US88076W1036  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: EDWARD P. BOYKIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CARY T. FU	Mgmt	For
1C.	ELECTION OF DIRECTOR: VICTOR L. LUND	Mgmt	For
2.	AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
4.	APPROVAL OF A STOCKHOLDER PROPOSAL RECOMMENDING DECLASSIFICATION OF OUR BOARD	Shr	For

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 THE BOEING COMPANY

Agen

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 Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 Ticker: BA  
 ISIN: US0970231058  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2013.	Mgmt	For
4.	FUTURE EXTRAORDINARY RETIREMENT BENEFITS.	Shr	For
5.	ACTION BY WRITTEN CONSENT.	Shr	For
6.	EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shr	For
7.	INDEPENDENT BOARD CHAIRMAN.	Shr	For

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 THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: SCHW  
 ISIN: US8085131055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN A. ELLIS	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARUN SARIN	Mgmt	For
1C.	ELECTION OF DIRECTOR: CHARLES R. SCHWAB	Mgmt	For
1D.	ELECTION OF DIRECTOR: PAULA A. SNEED	Mgmt	For
2.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	APPROVAL OF 2013 STOCK INCENTIVE PLAN	Mgmt	For
5.	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against
6.	STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS	Shr	For

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 THE COCA-COLA COMPANY

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 191216100  
 Meeting Type: Special  
 Meeting Date: 10-Jul-2012  
 Ticker: KO  
 ISIN: US1912161007

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO AMEND ARTICLE FOURTH OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO INCREASE THE AUTHORIZED COMMON STOCK OF THE COMPANY FROM 5,600,000,000 SHARES, PAR VALUE \$.25 PER SHARE, TO 11,200,000,000 SHARES, PAR VALUE \$.25 PER SHARE, AND TO EFFECT A SPLIT OF THE ISSUED COMMON STOCK OF THE COMPANY BY CHANGING EACH ISSUED SHARE OF COMMON STOCK INTO TWO SHARES OF COMMON STOCK.	Mgmt	For

THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: KO  
 ISIN: US1912161007

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	Against
1C.	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD M. DALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1G.	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
1H.	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. KOTICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1L.	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1M.	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
1N.	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
1O.	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Mgmt	For
1P.	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
4.	APPROVE AN AMENDMENT TO THE COMPANY'S BY-LAWS TO PERMIT SHAREOWNERS TO CALL SPECIAL MEETINGS.	Mgmt	For
5.	SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against

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 THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: HSY  
 ISIN: US4278661081

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	P.M. ARWAY	Mgmt	For
	J.P. BILBREY	Mgmt	For
	R.F. CAVANAUGH	Mgmt	For
	C.A. DAVIS	Mgmt	For
	R.M. MALCOLM	Mgmt	For
	J.M. MEAD	Mgmt	For
	J.E. NEVELS	Mgmt	For
	A.J. PALMER	Mgmt	For
	T.J. RIDGE	Mgmt	For
	D.L. SHEDLARZ	Mgmt	For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2013.	Mgmt	For
3.	APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Mgmt	For

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 THE HOME DEPOT, INC.

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: HD  
 ISIN: US4370761029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1D.	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. FRANK BROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H.	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARK VADON	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN	Mgmt	For
5.	APPROVAL OF THE AMENDED AND RESTATED 2005 OMNIBUS STOCK INCENTIVE PLAN	Mgmt	For
6.	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
7.	SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY	Shr	Against

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: PNC  
 ISIN: US6934751057

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	Mgmt	For
1E	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1G	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1H	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1L	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1M	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1N	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1O	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1P	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4	A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK.	Shr	Against

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 THE TJX COMPANIES, INC.  
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Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2013  
 Ticker: TJX  
 ISIN: US8725401090  
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Prop.#	Proposal	Proposal	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

		Type	
1A.	ELECTION OF DIRECTOR: ZEIN ABDALLA	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOSE B. ALVAREZ	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: BERNARD CAMMARATA	Mgmt	For
1E.	ELECTION OF DIRECTOR: DAVID T. CHING	Mgmt	For
1F.	ELECTION OF DIRECTOR: MICHAEL F. HINES	Mgmt	For
1G.	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAWN G. LEPORE	Mgmt	For
1I.	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1K.	ELECTION OF DIRECTOR: WILLOW B. SHIRE	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For
3.	APPROVAL OF STOCK INCENTIVE PLAN AMENDMENTS AND MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE PLAN.	Mgmt	For
4.	SAY ON PAY: ADVISORY APPROVAL OF TJX'S EXECUTIVE COMPENSATION.	Mgmt	For

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THE WALT DISNEY COMPANY

Agen

Security: 254687106  
Meeting Type: Annual  
Meeting Date: 06-Mar-2013  
Ticker: DIS  
ISIN: US2546871060

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1F.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1G.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1I.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	For
1J.	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Mgmt	For
3.	TO APPROVE THE TERMS OF THE COMPANY'S AMENDED AND RESTATED 2002 EXECUTIVE PERFORMANCE PLAN, AS AMENDED.	Mgmt	For
4.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	Against
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.	Shr	For
6.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO FUTURE SEPARATION OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER.	Shr	For

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UNION PACIFIC CORPORATION

Agen

Security: 907818108  
Meeting Type: Annual  
Meeting Date: 16-May-2013  
Ticker: UNP  
ISIN: US9078181081

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: A.H. CARD, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: E.B. DAVIS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: T.J. DONOHUE	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.W. DUNHAM	Mgmt	For
1E.	ELECTION OF DIRECTOR: J.R. HOPE	Mgmt	For
1F.	ELECTION OF DIRECTOR: J.J. KORALESKI	Mgmt	For
1G.	ELECTION OF DIRECTOR: C.C. KRULAK	Mgmt	For
1H.	ELECTION OF DIRECTOR: M.R. MCCARTHY	Mgmt	For
1I.	ELECTION OF DIRECTOR: M.W. MCCONNELL	Mgmt	For
1J.	ELECTION OF DIRECTOR: T.F. MCLARTY III	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1K.	ELECTION OF DIRECTOR: S.R. ROGEL	Mgmt	For
1L.	ELECTION OF DIRECTOR: J.H. VILLARREAL	Mgmt	For
1M.	ELECTION OF DIRECTOR: J.R. YOUNG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").	Mgmt	For
4.	ADOPT THE UNION PACIFIC CORPORATION 2013 STOCK INCENTIVE PLAN.	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

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 UNITED PARCEL SERVICE, INC.

Agen

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 Security: 911312106  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: UPS  
 ISIN: US9113121068  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MICHAEL J. BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Mgmt	For
1D.	ELECTION OF DIRECTOR: STUART E. EIZENSTAT	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM R. JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: CANDACE KENDLE	Mgmt	For
1H.	ELECTION OF DIRECTOR: ANN M. LIVERMORE	Mgmt	For
1I.	ELECTION OF DIRECTOR: RUDY H.P. MARKHAM	Mgmt	For
1J.	ELECTION OF DIRECTOR: CLARK T. RANDT, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: CAROL B. TOME	Mgmt	For
1L.	ELECTION OF DIRECTOR: KEVIN M. WARSH	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE &	Mgmt	For

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TOUCHE LLP AS UPS'S INDEPENDENT REGISTERED  
PUBLIC ACCOUNTANTS FOR THE YEAR ENDING  
DECEMBER 31, 2013.

- |    |  |     |         |
|----|--|-----|---------|
| 3. | SHAREOWNER PROPOSAL ON LOBBYING DISCLOSURE.  | Shr | Against |
| 4. | SHAREOWNER PROPOSAL TO REDUCE THE VOTING<br>POWER OF CLASS A STOCK FROM 10 VOTES PER<br>SHARE TO ONE VOTE PER SHARE. | Shr | For     |

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UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
Meeting Type: Annual  
Meeting Date: 29-Apr-2013  
Ticker: UTX  
ISIN: US9130171096

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LOUIS R. CHENEVERT	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1F.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARSHALL O. LARSEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1J.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1K.	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1L.	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
2.	APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

URBAN OUTFITTERS, INC.

Agen

Security: 917047102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2013  
 Ticker: URBN  
 ISIN: US9170471026

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR SCOTT A. BELAIR ROBERT H. STROUSE MARGARET HAYNE	Mgmt Mgmt Mgmt	Withheld For Withheld
2.	RE-APPROVAL OF THE PERFORMANCE GOALS INCLUDED IN THE URBAN OUTFITTERS 2008 STOCK INCENTIVE PLAN.	Mgmt	Against
3.	APPROVAL OF THE AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF INCORPORATION.	Mgmt	For
4.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" PROPOSALS 5 AND 6	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIR.	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING BOARD NOMINEE REQUIREMENTS.	Shr	Against

VARIAN MEDICAL SYSTEMS, INC.

Agen

Security: 92220P105  
 Meeting Type: Annual  
 Meeting Date: 14-Feb-2013  
 Ticker: VAR  
 ISIN: US92220P1057

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR R. ANDREW ECKERT MARK R. LARET ERICH R. REINHARDT	Mgmt Mgmt Mgmt	For For For
2.	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY	Mgmt	For



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### STATEMENT

- |    |  |      |     |
|----|--|------|-----|
| 3. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 | Mgmt | For |
| 4. | TO VOTE ON, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, A STOCKHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS TAKE ACTION TO DECLASSIFY THE BOARD | Shr  | For |

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 VERISIGN, INC.

Agen

Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: VRSN  
 ISIN: US92343E1029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: D. JAMES BIDZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM L. CHENEVICH	Mgmt	For
1C.	ELECTION OF DIRECTOR: KATHLEEN A. COTE	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROGER H. MOORE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN D. ROACH	Mgmt	For
1F.	ELECTION OF DIRECTOR: LOUIS A. SIMPSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: TIMOTHY TOMLINSON	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, VERISIGN, INC.'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

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 VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: VZ  
 ISIN: US92343V1044

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1B	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1C	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1E	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1F	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1G	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1H	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1I	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: HUGH B. PRICE	Mgmt	For
1K	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Mgmt	For
1M	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
04	APPROVAL OF LONG-TERM INCENTIVE PLAN	Mgmt	For
05	NETWORK NEUTRALITY	Shr	Against
06	LOBBYING ACTIVITIES	Shr	Against
07	PROXY ACCESS BYLAWS	Shr	For
08	SEVERANCE APPROVAL POLICY	Shr	For
09	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For
10	SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT	Shr	For

VISA INC.

Agen

Security: 92826C839  
Meeting Type: Annual  
Meeting Date: 30-Jan-2013  
Ticker: V  
ISIN: US92826C8394

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GARY P. COUGHLAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1E.	ELECTION OF DIRECTOR: CATHY E. MINEHAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID J. PANG	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSEPH W. SAUNDERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOHN A. SWAINSON	Mgmt	For
2.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For
4.	STOCKHOLDER PROPOSAL ON LOBBYING PRACTICES AND EXPENDITURES, IF PROPERLY PRESENTED.	Shr	Against

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WALTER INVESTMENT MGMT. CORP

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Agen

Security: 93317W102  
Meeting Type: Annual  
Meeting Date: 03-May-2013  
Ticker: WAC  
ISIN: US93317W1027  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR STEVEN R. BERRARD ELLYN L. BROWN DENMAR J. DIXON	Mgmt Mgmt Mgmt	For For For
2	ADVISORY VOTE ON EXECUTIVE COMPENSATION FOR NAMED EXECUTIVE OFFICERS.	Mgmt	For

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3	APPROVAL OF AMENDED AND RESTATED WALTER INVESTMENT MANAGEMENT CORP. 2011 OMNIBUS INCENTIVE PLAN.	Mgmt	For
4	AMEND THE CORPORATE CHARTER'S REIT-RELATED PROVISIONS.	Mgmt	For
5	AMEND THE CORPORATE CHARTER TO PROVIDE VARIOUS MINISTERIAL REVISIONS.	Mgmt	For
6	AMEND THE CORPORATE CHARTER TO CONFORM THE CHARTER TO PREVIOUSLY ADOPTED ARTICLES SUPPLEMENTARY.	Mgmt	Against
7	AMEND THE CORPORATE CHARTER TO AMEND INDEMNIFICATION PROVISIONS.	Mgmt	For
8	AMEND THE CHARTER TO PROVIDE CHANGES TO ARTICLES SIXTH, SEVENTH, AND EIGHTH TO PROVIDE CLARIFICATIONS AND TO COMPLY WITH MARYLAND GENERAL CORPORATION LAW.	Mgmt	For
9	APPROVAL AND RATIFICATION OF REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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WELLS FARGO & COMPANY

Agen

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Security: 949746101  
Meeting Type: Annual  
Meeting Date: 23-Apr-2013  
Ticker: WFC  
ISIN: US9497461015  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Mgmt	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1F)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Mgmt	For
1J)	ELECTION OF DIRECTOR: HOWARD V. RICHARDSON	Mgmt	For

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1K)	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1L)	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1M)	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1N)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATED LONG-TERM INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
5.	STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN.	Shr	Against
6.	STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.	Shr	Against
7.	STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Shr	Against

\* Management position unknown

### SIGNATURES

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

(Registrant)	Eaton Vance Enhanced Equity Income Fund II
By (Signature)	/s/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/16/2013