

BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 23, 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: 811-02328

BOULDER GROWTH & INCOME FUND, INC.  
(Exact name of registrant as specified in charter)

Fund Administrative Services, LLC  
2344 Spruce Street, Suite A, Boulder, CO 80302  
(Address of principal executive offices) (Zip code)

Fund Administrative Services, LLC  
2344 Spruce Street, Suite A, Boulder, CO 80302  
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: November 30

Date of reporting period: July 1, 2012 – June 30, 2013

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

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

Item 1. Proxy Voting Record

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For Period July 1, 2012 to June 30, 2013

Ticker	Shareholder	Meeting	Record	Meeting	Proposal	Matter	Proposed		
							by Issuer	Vote	Vo
Symbol	CUSIP	Date	Date	Type	Number	Description of Matter to be Voted On	or	Cast	(For
							Holder	(Yes or Abstain)	Again
DEO	25243Q205	10/17/2012	9/4/2012	Annual	1	REPORT AND ACCOUNTS 2012.	Issuer	Yes	Fo
					2	DIRECTORS' REMUNERATION REPORT 2012.	Issuer	Yes	Fo
					3	DECLARATION OF FINAL DIVIDEND.	Issuer	Yes	Fo
					4	RE-ELECTION OF PB BRUZELIUS AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	Fo
					5	RE-ELECTION OF LM DANON AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	Fo
					6	RE-ELECTION OF LORD DAVIES AS A DIRECTOR. (AUDIT, NOMINATION, REMUNERATION(CHAIRMAN OF THE COMMITTEE))	Issuer	Yes	Fo
					7	RE-ELECTION OF BD HOLDEN AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	Fo
					8	RE-ELECTION OF DR FB HUMER AS A DIRECTOR. (NOMINATION COMMITTEE (CHAIRMAN OF THE COMMITTEE))	Issuer	Yes	Fo
					9	RE-ELECTION OF D MAHLAN AS A DIRECTOR. (EXECUTIVE COMMITTEE)	Issuer	Yes	Fo
					10	RE-ELECTION OF PG SCOTT AS A DIRECTOR. (AUDIT(CHAIRMAN OF THE COMMITTEE), NOMINATION, REMUNERATION COMMITTEE)	Issuer	Yes	Fo
					11	RE-ELECTION OF HT STITZER AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	Fo
					12	RE-ELECTION OF PS WALSH AS A DIRECTOR. (EXECUTIVE COMMITTEE(CHAIRMAN OF	Issuer	Yes	Fo

							THE COMMITTEE))			
						13	ELECTION OF HO KWONPING AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	Fo
						14	ELECTION OF IM MENEZES AS A DIRECTOR. (EXECUTIVE COMMITTEE)	Issuer	Yes	Fo
						15	RE-APPOINTMENT OF AUDITOR.	Issuer	Yes	Fo
						16	REMUNERATION OF AUDITOR.	Issuer	Yes	Fo
						17	AUTHORITY TO ALLOT SHARES.	Issuer	Yes	Fo
						18	DISAPPLICATION OF PRE-EMPTION RIGHTS.	Issuer	Yes	Fo
						19	AUTHORITY TO PURCHASE OWN ORDINARY SHARES.	Issuer	Yes	Fo
						20	AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE IN THE EU.	Issuer	Abstain	Abs
						21	REDUCED NOTICE OF A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING.	Issuer	Yes	Ag

& PANY	PG	742718109	10/9/2012	8/10/2012	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: ANGELA F. BRALY	Issuer	Yes	Fo
							2) ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Issuer	Yes	Fo
							3) ELECTION OF DIRECTOR: SCOTT D. COOK	Issuer	Yes	Fo
							4) ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN	Issuer	Yes	Fo
							5) ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Issuer	Yes	Fo
							6) ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Issuer	Yes	Fo
							7) ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Issuer	Yes	Fo
							8) ELECTION OF DIRECTOR: MARGARET C. WHITMAN	Issuer	Yes	Fo
							9) ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Issuer	Yes	Fo
							10) ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Issuer	Yes	Fo
							11) ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Issuer	Yes	Fo
						2		Issuer	Yes	Fo



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					9) ELECTION OF DIRECTOR: DAVID B. RICKARD	Issuer	Yes	Fo
					10) ELECTION OF DIRECTOR: JAMES C. STOFFEL	Issuer	Yes	Fo
					11) ELECTION OF DIRECTOR: GREGORY T. SWIENTON	Issuer	Yes	Fo
					12) ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Issuer	Yes	Fo
				2	APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	Fo
				3	APPROVAL OF AN AMENDMENT TO OUR RESTATEMENT OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Issuer	Yes	Fo
				4	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Issuer	Yes	Fo
S, INC.	CSCO	17275R102	11/15/2012	9/17/2012	Annual	1	Election of directors. Nominees:	
							1) CAROL A. BARTZ	Issuer
							2) MARC BENIOFF	Issuer
							3) M. MICHELE BURNS	Issuer
							4) MICHAEL D. CAPELLAS	Issuer
							5) LARRY R. CARTER	Issuer
							6) JOHN T. CHAMBERS	Issuer
							7) BRIAN L. HALLA	Issuer
							8) DR. JOHN L. HENNESSY	Issuer
							9) DR. KRISTINA M. JOHNSON	Issuer
							10) RICHARD M. KOVACEVICH	Issuer
							11) RODERICK C. MCGEARY	Issuer
							12) ARUN SARIN	Issuer
							13) STEVEN M. WEST	Issuer
				2	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE EXECUTIVE INCENTIVE PLAN.	Issuer	Yes	Fo
				3	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Issuer	Yes	Fo
				4	RATIFICATION OF PRICEWATERHOUSECOOPERS	Issuer	Yes	Fo

							LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.			
						5	APPROVAL TO HAVE CISCO'S BOARD ADOPT A POLICY TO HAVE AN INDEPENDENT BOARD CHAIRMAN WHENEVER POSSIBLE.	Holder	Yes	Ag
						6	APPROVAL TO REQUEST CISCO MANAGEMENT TO PREPARE A REPORT ON "CONFLICT MINERALS" IN CISCO'S SUPPLY CHAIN.	Holder	Yes	Ag
ATE	RIF	76970B101	4/11/2013	2/19/2013	Annual	2A.	ELECTION OF CLASS III TRUSTEE: ARTHUR G. KOUMANTZELIS	Issuer	Yes	Fo
	BEN	354613101	3/13/2013	1/16/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: SAMUEL H. ARMACOST	Issuer	Yes	Fo
							2) ELECTION OF DIRECTOR: PETER K. BARKER	Issuer	Yes	Fo
							3) ELECTION OF DIRECTOR: CHARLES CROCKER	Issuer	Yes	Fo
							4) ELECTION OF DIRECTOR: CHARLES B. JOHNSON	Issuer	Yes	Fo
							5) ELECTION OF DIRECTOR: GREGORY E. JOHNSON	Issuer	Yes	Fo
							6) ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR.	Issuer	Yes	Fo
							7) ELECTION OF DIRECTOR: MARK C. PIGOTT	Issuer	Yes	Fo
							8) ELECTION OF DIRECTOR: CHUTTA RATNATHICAM	Issuer	Yes	Fo
							9) ELECTION OF DIRECTOR: LAURA STEIN	Issuer	Yes	Fo
							10) ELECTION OF DIRECTOR: ANNE M. TATLOCK	Issuer	Yes	Fo
							11) ELECTION OF DIRECTOR: GEOFFREY Y. YANG	Issuer	Yes	Fo
						2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2013.	Issuer	Yes	Fo

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						3	STOCKHOLDER PROPOSAL ON GENOCIDE-FREE INVESTING.	Against	Yes	Ag
RS URE	CNS	19248A109	4/25/2013	2/20/2013	Annual	1	Election of directors. Nominees:			
							1) MARTIN COHEN	Issuer	Yes	Fo
							2) RICHARD J. NORMAN	Issuer	Yes	Fo
							3) FRANK K. ROSS	Issuer	Yes	Fo
HNSON	JNJ	478160104	4/25/2013	2/26/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: MARY SUE COLEMAN	Issuer	Yes	Fo
							2) ELECTION OF DIRECTOR: JAMES G. CULLEN	Issuer	Yes	Fo
							3) ELECTION OF DIRECTOR: IAN E.L. DAVIS	Issuer	Yes	Fo
							4) ELECTION OF DIRECTOR: ALEX GORSKY	Issuer	Yes	Fo
							5) ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Issuer	Yes	Fo
							6) ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Issuer	Yes	Fo
							7) ELECTION OF DIRECTOR: ANNE M. MULCAHY	Issuer	Yes	Fo
							8) ELECTION OF DIRECTOR: LEO F. MULLIN	Issuer	Yes	Fo
							9) ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Issuer	Yes	Fo
							10) ELECTION OF DIRECTOR: CHARLES PRINCE	Issuer	Yes	Fo
							11) ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Issuer	Yes	Fo
							12) ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Issuer	Yes	Fo
						2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	Fo
						3	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Issuer	Yes	Fo
						4	SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Holder	Yes	Ag
						5	SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES	Holder	Yes	Ag
						6		Holder	Yes	Ag

SHAREHOLDER PROPOSAL ON  
INDEPENDENT BOARD  
CHAIRMAN

SNY	80105N105	5/3/2013	3/25/2013	Annual						
					1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes	Fo	
					2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes	Fo	
					3	APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Issuer	Yes	Fo	
					4	APPOINTMENT OF A DIRECTOR (FABIENNE LECORVAISIER)	Issuer	Yes	Fo	
					5	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Issuer	Yes	Fo	
					6	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHTS MAINTAINED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS	Issuer	Yes	Fo	
					7	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHT BEING CANCELLED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS BY PUBLIC OFFERING	Issuer	Yes	Fo	
					8	POSSIBILITY OF ISSUING, WITHOUT PREEMPTIVE RIGHT, SHARES OR	Issuer	Yes	Fo	



SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AS CONSIDERATION FOR ASSETS TRANSFERRED TO THE COMPANY AS A CAPITAL CONTRIBUTION IN KIND IN THE FORM OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF ANOTHER COMPANY

9	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREEMPTIVE RIGHTS	Issuer	Yes	For
10	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY INCORPORATION OF SHARE PREMIUM, RESERVES, PROFITS OR OTHER ITEMS	Issuer	Yes	For
11	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE OF SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL RESERVED FOR MEMBERS OF SAVINGS PLANS, WITH WAIVER OF PREEMPTIVE RIGHT IN THEIR FAVOR	Issuer	Yes	For
12	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT, WITHOUT PREEMPTIVE RIGHT, EXISTING OR NEW RESTRICTED SHARES IN FULL OR PARTIAL SUBSTITUTION FOR THE DISCOUNT TO A CAPITAL INCREASE RESERVED FOR SALARIED EMPLOYEES	Issuer	Yes	For
13	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO GRANT, WITHOUT PREEMPTIVE	Issuer	Yes	For

							RIGHT, OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES				
							14	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES	Issuer	Yes	Fo
							15	POWERS FOR FORMALITIES	Issuer	Yes	Fo
&	WFC	949746101	4/23/2013	2/26/2013	Annual	1	Election of directors. Nominees:				
								1) ELECTION OF DIRECTOR: JOHN D. BAKER II	Issuer	Yes	Fo
								2) ELECTION OF DIRECTOR: ELAINE L. CHAO	Issuer	Yes	Fo
								3) ELECTION OF DIRECTOR: JOHN S. CHEN	Issuer	Yes	Fo
								4) ELECTION OF DIRECTOR: LLOYD H. DEAN	Issuer	Yes	Fo
								5) ELECTION OF DIRECTOR: SUSAN E. ENGEL	Issuer	Yes	Fo
								6) ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Issuer	Yes	Fo
								7) ELECTION OF DIRECTOR: DONALD M. JAMES	Issuer	Yes	Fo
								8) ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Issuer	Yes	Fo
								9) ELECTION OF DIRECTOR: FEDERICO F. PENA	Issuer	Yes	Fo
								10) ELECTION OF DIRECTOR: HOWARD V. RICHARDSON	Issuer	Yes	Fo
								11) ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Issuer	Yes	Fo
								12) ELECTION OF DIRECTOR: STEPHEN W. SANGER	Issuer	Yes	Fo
								13) ELECTION OF DIRECTOR: JOHN G. STUMPF	Issuer	Yes	Fo
								14) ELECTION OF DIRECTOR: SUSAN G. SWENSON	Issuer	Yes	Fo
							2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	Fo
							3	PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATED LONG-TERM INCENTIVE COMPENSATION PLAN.	Issuer	Yes	Fo
							4	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S	Issuer	Yes	Fo

							INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.			
						5	STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN.	Holder	Yes	Ag
						6	STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.	Holder	Yes	Ag
						7	STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Holder	Yes	Ag
AL	IBM	459200101	4/30/2013	3/1/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: A.J.P. BELDA	Issuer	Yes	Fo
							2) ELECTION OF DIRECTOR: W.R. BRODY	Issuer	Yes	Fo
							3) ELECTION OF DIRECTOR: K.I. CHENAULT	Issuer	Yes	Fo
							4) ELECTION OF DIRECTOR: M.L. ESKEW	Issuer	Yes	Fo
							5) ELECTION OF DIRECTOR: D.N. FARR	Issuer	Yes	Fo
							6) ELECTION OF DIRECTOR: S.A. JACKSON	Issuer	Yes	Fo
							7) ELECTION OF DIRECTOR: A.N. LIVERIS	Issuer	Yes	Fo
							8) ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	Issuer	Yes	Fo
							9) ELECTION OF DIRECTOR: J.W. OWENS	Issuer	Yes	Fo
							10) ELECTION OF DIRECTOR: V.M. ROMETTY	Issuer	Yes	Fo
							11) ELECTION OF DIRECTOR: J.E. SPERO	Issuer	Yes	Fo
							12) ELECTION OF DIRECTOR: S. TAUREL	Issuer	Yes	Fo
							13) ELECTION OF DIRECTOR: L.H. ZAMBRANO	Issuer	Yes	Fo
						2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	Fo

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							(PAGE 71)			
						3	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Issuer	Yes	Fo
						4	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 73)	Holder	Yes	Ag
						5	STOCKHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK (PAGE 76)	Holder	Yes	Fo
						6	STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIR (PAGE 75)	Holder	Yes	Ag
						7	STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 74)	Holder	Yes	Ag
PRESS	AXP	025816109	4/29/2013	3/1/2013	Annual	1	Election of directors. Nominees:			
							1) C. BARSHEFSKY	Issuer	Yes	Fo
							2) U.M. BURNS	Issuer	Yes	Fo
							3) K.I. CHENAULT	Issuer	Yes	Fo
							4) P. CHERNIN	Issuer	Yes	Fo
							5) A. LAUVERGEON	Issuer	Yes	Fo
							6) T.J. LEONSIS	Issuer	Yes	Fo
							7) R.C. LEVIN	Issuer	Yes	Fo
							8) R.A. MCGINN	Issuer	Yes	Fo
							9) S.J. PALMISANO	Issuer	Yes	Fo
							10) S.S REINEMUND	Issuer	Yes	Fo
							11) D.L. VASELLA	Issuer	Yes	Fo
							12) R.D. WALTER	Issuer	Yes	Fo
							13) R.A. WILLIAMS	Issuer	Yes	Fo
						2	SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.	Issuer	Yes	Fo
						3	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	Fo
						4	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Holder	Yes	Ag
	BRK-A	084670108	5/4/2013	3/6/2013	Annual	1	Election of directors. Nominees:			
							1) WARREN E. BUFFETT	Issuer	Yes	Fo

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						2) CHARLES T. MUNGER	Issuer	Yes	Fo
						3) HOWARD G. BUFFETT	Issuer	Yes	Fo
						4) STEPHEN B. BURKE	Issuer	Yes	Fo
						5) SUSAN L. DECKER	Issuer	Yes	Fo
						6) WILLIAM H. GATES III	Issuer	Yes	Fo
						7) DAVID S. GOTTESMAN	Issuer	Yes	Fo
						8) CHARLOTTE GUYMAN	Issuer	Yes	Fo
						9) DONALD R. KEOUGH	Issuer	Yes	Fo
						10) THOMAS S. MURPHY	Issuer	Yes	Fo
						11) RONALD L. OLSON	Issuer	Yes	Fo
						12) WALTER SCOTT, JR.	Issuer	Yes	Fo
						13) MERYL B. WITMER	Issuer	Yes	Fo
					2	SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.	Holder	Yes	Ag

BRK-B	84670702	5/4/2013	3/6/2013	Annual	1	Election of directors. Nominees:			
						1) WARREN E. BUFFETT	Issuer	Yes	Fo
						2) CHARLES T. MUNGER	Issuer	Yes	Fo
						3) HOWARD G. BUFFETT	Issuer	Yes	Fo
						4) STEPHEN B. BURKE	Issuer	Yes	Fo
						5) SUSAN L. DECKER	Issuer	Yes	Fo
						6) WILLIAM H. GATES III	Issuer	Yes	Fo
						7) DAVID S. GOTTESMAN	Issuer	Yes	Fo
						8) CHARLOTTE GUYMAN	Issuer	Yes	Fo
						9) DONALD R. KEOUGH	Issuer	Yes	Fo
						10) THOMAS S. MURPHY	Issuer	Yes	Fo
						11) RONALD L. OLSON	Issuer	Yes	Fo
						12) WALTER SCOTT, JR.	Issuer	Yes	Fo
						13) MERYL B. WITMER	Issuer	Yes	Fo
					2	SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.	Holder	Yes	Ag

PM	718172109	5/8/2013	3/15/2013	Annual	1	Election of directors. Nominees:			
						1) ELECTION OF DIRECTOR: HAROLD BROWN	Issuer	Yes	Fo
						2) ELECTION OF DIRECTOR: MATHIS CABIALAVETTA	Issuer	Yes	Fo
						3) ELECTION OF DIRECTOR: ANDRE CALANTZOPOULOS	Issuer	Yes	Fo
						4) ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Issuer	Yes	Fo
						5) ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Issuer	Yes	Fo
						6) ELECTION OF DIRECTOR: JENNIFER LI	Issuer	Yes	Fo

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							7) ELECTION OF DIRECTOR: GRAHAM MACKAY	Issuer	Yes	Fo
							8) ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Issuer	Yes	Fo
							9) ELECTION OF DIRECTOR: KALPANA MORPARIA	Issuer	Yes	Fo
							10) ELECTION OF DIRECTOR: LUCIO A. NOTO	Issuer	Yes	Fo
							11) ELECTION OF DIRECTOR: ROBERT B. POLET	Issuer	Yes	Fo
							12) ELECTION OF DIRECTOR: CARLOS SLIM HELU	Issuer	Yes	Fo
							13) ELECTION OF DIRECTOR: STEPHEN M. WOLF	Issuer	Yes	Fo
						2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Holder	Yes	Fo
						3	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION	Holder	Yes	Fo
VICES,	RSG	760759100	5/9/2013	3/12/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: JAMES W. CROWNOVER	Issuer	Yes	Fo
							2) ELECTION OF DIRECTOR: WILLIAM J. FLYNN	Issuer	Yes	Fo
							3) ELECTION OF DIRECTOR: MICHAEL LARSON	Issuer	Yes	Fo
							4) ELECTION OF DIRECTOR: NOLAN LEHMANN	Issuer	Yes	Fo
							5) ELECTION OF DIRECTOR: W. LEE NUTTER	Issuer	Yes	Fo
							6) ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ	Issuer	Yes	Fo
							7) ELECTION OF DIRECTOR: DONALD W. SLAGER	Issuer	Yes	Fo
							8) ELECTION OF DIRECTOR: ALLAN C. SORENSEN	Issuer	Yes	Fo
							9) ELECTION OF DIRECTOR: JOHN M. TRANI	Issuer	Yes	Fo
							10) ELECTION OF DIRECTOR: MICHAEL W. WICKHAM	Issuer	Yes	Fo
						2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	Fo
						3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT	Issuer	Yes	Fo

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							REGISTERED PUBLIC ACCOUNTANTS FOR 2013.			
					4		APPROVAL OF THE AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.	Issuer	Yes	Fo
					5		STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Issuer	Yes	Fo
					6		STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Holder	Yes	Ag
PSX	718546104	5/8/2013	3/15/2013	Annual	1		Election of directors. Nominees: 1) ELECTION OF DIRECTOR: GREG C. GARLAND 2) ELECTION OF DIRECTOR: JOHN E. LOWE	Issuer	Yes	Fo
					2		PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2013.	Issuer	Yes	Fo
					3		PROPOSAL TO APPROVE ADOPTION OF THE 2013 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF PHILLIPS 66.	Issuer	Yes	Ag
					4		SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	Fo
					5		SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION.	Issuer	Yes	1 Y
TOT	89151E109	5/17/2013	4/9/2013	Annual	1		APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS DATED DECEMBER 31, 2012.	Issuer	Yes	Fo
					2		APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS DATED DECEMBER 31, 2012.	Issuer	Yes	Fo
					3		ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND.	Issuer	Yes	Fo
					4		AUTHORIZATION FOR THE BOARD OF DIRECTORS TO	Issuer	Yes	Fo

		TRADE IN SHARES OF THE COMPANY.		
5		RENEWAL OF THE APPOINTMENT OF MR. THIERRY DESMAREST AS A DIRECTOR.	Issuer	Yes
6		RENEWAL OF THE APPOINTMENT OF MR. GUNNAR BROCK AS A DIRECTOR.	Issuer	Yes
7		RENEWAL OF THE APPOINTMENT OF MR. GERARD LAMARCHE AS A DIRECTOR.	Issuer	Yes
8-9		APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS: TO VOTE FOR CANDIDATE: MR. CHARLES KELLER*-ELECT FOR TO VOTE FOR CANDIDATE: MR. PHILIPPE MARCHANDISE*-ELECT AGAINST	Issuer	Yes
10		DETERMINATION OF THE TOTAL AMOUNT OF DIRECTORS COMPENSATION.	Issuer	Yes
11		AUTHORIZATION TO THE BOARD OF DIRECTORS TO GRANT SUBSCRIPTION OR PURCHASE OPTIONS FOR THE COMPANY'S SHARES TO CERTAIN EMPLOYEES OF THE GROUP AS WELL AS TO THE MANAGEMENT OF THE COMPANY OR OF OTHER GROUP COMPANIES, ENTAILING SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED AS A RESULT OF THE EXERCISE OF SUBSCRIPTION OPTIONS.	Issuer	Yes
12		DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL UNDER THE CONDITIONS PROVIDED IN ARTICLES L. 3332-18 AND FOLLOWING THE FRENCH	Issuer	Yes



							LABOUR CODE, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED DUE TO THE SUBSCRIPTION OF SHARES BY GROUP EMPLOYEES.				
						13	ESTABLISHMENT OF AN INDEPENDENT ETHICS COMMITTEE.	Holder	Yes	Ag	
						14	COMPONENTS OF THE COMPENSATION OF CORPORATE OFFICERS AND EMPLOYEES THAT ARE LINKED TO INDUSTRIAL SAFETY INDICATORS.	Holder	Yes	Ag	
						15	TOTAL'S COMMITMENT TO THE DIVERSITY LABEL.	Holder	Yes	Ag	
						16	EMPLOYEE REPRESENTATIVE ON THE COMPENSATION COMMITTEE.	Holder	Yes	Ag	
						17	EXPANSION OF INDIVIDUAL SHARE OWNERSHIP (LOYALTY DIVIDEND).	Holder	Yes	Ag	
& INC ON PFD	GDV-T 36242H401	5/13/2013	3/18/2013	Annual		1	Election of directors. Nominees:				
							1) MARIO J. GABELLI, CFA	Issuer	Yes	Fo	
							2) MARIO D'URSO	Issuer	Yes	Fo	
							3) MICHAEL J. MELARKEY	Issuer	Yes	Fo	
	MMM 88579Y101	5/14/2013	3/15/2013	Annual		1	Election of directors. Nominees:				
							1) ELECTION OF DIRECTOR: LINDA G. ALVARADO	Issuer	Yes	Fo	
							2) ELECTION OF DIRECTOR: VANCE D. COFFMAN	Issuer	Yes	Fo	
							3) ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Issuer	Yes	Fo	
							4) ELECTION OF DIRECTOR: W. JAMES FARRELL	Issuer	Yes	Fo	
							5) ELECTION OF DIRECTOR: HERBERT L. HENKEL	Issuer	Yes	Fo	
							6) ELECTION OF DIRECTOR: MUHTAR KENT	Issuer	Yes	Fo	
							7) ELECTION OF DIRECTOR: EDWARD M. LIDDY	Issuer	Yes	Fo	
							8) ELECTION OF DIRECTOR: ROBERT S. MORRISON	Issuer	Yes	Fo	

							9) ELECTION OF DIRECTOR: AULANA L. PETERS			
							10) ELECTION OF DIRECTOR: INGE G. THULIN	Issuer	Yes	Fo
							11) ELECTION OF DIRECTOR: ROBERT J. ULRICH	Issuer	Yes	Fo
					2		TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	Fo
					3		ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	Fo
					4		STOCKHOLDER PROPOSAL ON ACTION BY WRITTEN CONSENT.	Holder	Yes	Fo
					5		STOCKHOLDER PROPOSAL ON PROHIBITING POLITICAL SPENDING FROM CORPORATE TREASURY FUNDS.	Holder	Yes	Ag
P, INC.	MO	02209S103	5/16/2013	3/25/2013	Annual	1	Election of directors. Nominees: 1) ELECTION OF DIRECTOR: GERALD L. BALILES	Issuer	Yes	Fo
							2) ELECTION OF DIRECTOR: MARTIN J. BARRINGTON	Issuer	Yes	Fo
							3) ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Issuer	Yes	Fo
							4) ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Issuer	Yes	Fo
							5) ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Issuer	Yes	Fo
							6) ELECTION OF DIRECTOR: THOMAS W. JONES	Issuer	Yes	Fo
							7) ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS	Issuer	Yes	Fo
							8) ELECTION OF DIRECTOR: W. LEO KIELY III	Issuer	Yes	Fo
							9) ELECTION OF DIRECTOR: KATHRYN B. McQUADE	Issuer	Yes	Fo
							10) ELECTION OF DIRECTOR: GEORGE MUÑOZ	Issuer	Yes	Fo
							ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Issuer	Yes	Fo
					2		RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	Fo
					3		ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE	Issuer	Yes	Fo

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						COMPANY'S NAMED EXECUTIVE OFFICERS				
					4	SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES	Holder	Yes	Ag	
KSS	500255104	5/16/2013	3/13/2013	Annual	1	Election of directors. Nominees:				
						1) ELECTION OF DIRECTOR: PETER BONEPARTH	Issuer	Yes	Fo	
						2) ELECTION OF DIRECTOR: STEVEN A. BURD	Issuer	Yes	Fo	
						3) ELECTION OF DIRECTOR: DALE E. JONES	Issuer	Yes	Fo	
						4) ELECTION OF DIRECTOR: KEVIN MANSELL	Issuer	Yes	Fo	
						5) ELECTION OF DIRECTOR: JOHN E. SCHLIFSKE	Issuer	Yes	Fo	
						6) ELECTION OF DIRECTOR: FRANK V. SICA	Issuer	Yes	Fo	
						7) ELECTION OF DIRECTOR: PETER M. SOMMERHAUSER	Issuer	Yes	Fo	
						8) ELECTION OF DIRECTOR: STEPHANIE A. STREETER	Issuer	Yes	Fo	
						9) ELECTION OF DIRECTOR: NINA G. VACA	Issuer	Yes	Fo	
						10) ELECTION OF DIRECTOR: STEPHEN E. WATSON	Issuer	Yes	Fo	
					2	RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	Fo	
					3	ADVISORY VOTE ON APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	Fo	
					4	SHAREHOLDER PROPOSAL: POLICY ON ANIMAL CRUELTY RELATED TO THE SALE OF PRODUCTS CONTAINING ANIMAL FUR.	Holder	Yes	Ag	
					5	SHAREHOLDER PROPOSAL: INDEPENDENT BOARD CHAIRMAN.	Holder	Yes	Ag	
ASE &	JPM	46625H100	5/21/2013	3/22/2013	Annual	Election of directors. Nominees:				
						1) ELECTION OF DIRECTOR: JAMES A. BELL	Issuer	Yes	Fo	
						2) ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Issuer	Yes	Fo	

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	3) ELECTION OF DIRECTOR: STEPHEN B. BURKE	Issuer	Yes	Fo
	4) ELECTION OF DIRECTOR: DAVID M. COTE	Issuer	Yes	Fo
	5) ELECTION OF DIRECTOR: JAMES S. CROWN	Issuer	Yes	Fo
	6) ELECTION OF DIRECTOR: JAMES DIMON	Issuer	Yes	Fo
	7) ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Issuer	Yes	Fo
	8) ELECTION OF DIRECTOR: ELLEN V. FUTTER	Issuer	Yes	Fo
	9) ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Issuer	Yes	Fo
	10) ELECTION OF DIRECTOR: LEE R. RAYMOND	Issuer	Yes	Fo
	11) ELECTION OF DIRECTOR: WILLIAM C. WELDON	Issuer	Yes	Fo
2	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	Fo
3	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	Fo
4	AMENDMENT TO THE FIRM'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY WRITTEN CONSENT	Issuer	Yes	Fo
5	REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN	Issuer	Yes	Fo
6	REQUIRE SEPARATION OF CHAIRMAN AND CEO	Holder	Yes	Ag
7	ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS	Holder	Yes	Ag
8	ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS	Holder	Yes	Ag
9	DISCLOSE FIRM PAYMENTS USED DIRECTLY OR INDIRECTLY FOR LOBBYING, INCLUDING SPECIFIC	Holder	Yes	Ag

AMOUNTS AND RECIPIENTS'  
NAMES

CVX	166764100	5/29/2013	4/3/2013	Annual	1	Election of directors. Nominees:			
						1) ELECTION OF DIRECTOR: L.F. DEILY	Issuer	Yes	Fo
						2) ELECTION OF DIRECTOR: R.E. DENHAM	Issuer	Yes	Fo
						3) ELECTION OF DIRECTOR: A.P. GAST	Issuer	Yes	Fo
						4) ELECTION OF DIRECTOR: E. HERNANDEZ	Issuer	Yes	Fo
						5) ELECTION OF DIRECTOR: G.L. KIRKLAND	Issuer	Yes	Fo
						6) ELECTION OF DIRECTOR: C.W. MOORMAN	Issuer	Yes	Fo
						7) ELECTION OF DIRECTOR: K.W. SHARER	Issuer	Yes	Fo
						8) ELECTION OF DIRECTOR: J.G. STUMPF	Issuer	Yes	Fo
						9) ELECTION OF DIRECTOR: R.D. SUGAR	Issuer	Yes	Fo
						10) ELECTION OF DIRECTOR: C. WARE	Issuer	Yes	Fo
						11) ELECTION OF DIRECTOR: J.S. WATSON	Issuer	Yes	Fo
					2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	Fo
					3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	Fo
					4	APPROVAL OF AMENDMENTS TO LONG-TERM INCENTIVE PLAN	Issuer	Yes	Fo
					5	SHALE ENERGY OPERATIONS	Holder	Yes	Ag
					6	OFFSHORE OIL WELLS	Holder	Yes	Ag
					7	CLIMATE RISK	Holder	Yes	Ag
					8	LOBBYING DISCLOSURE	Holder	Yes	Ag
					9	CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES	Holder	Yes	Ag
					10	CUMULATIVE VOTING	Holder	Yes	Fo
					11	SPECIAL MEETINGS	Holder	Yes	Fo
					12	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Holder	Yes	Ag
					13	COUNTRY SELECTION GUIDELINES	Holder	Yes	Ag

LTD.	RIG	H8817H100	5/17/2013	3/20/2013	Annual	1	APPROVAL OF THE 202 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENT OF TRANSOCEAN LTD.. FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2012	Issuer	NA	NA
						2	APPROPRIATION OF THE AVAILABLE EARNINGS FOR FISCAL YEAR 2012	Issuer	NA	NA
						3a.	APPROVAL OF THE COMPANY'S PAYMENT OF A DIVIDEND IN PRINCIPLE.	Issuer	NA	NA
						3b.	DISTRIBUTION AMOUNT, WHICH IS CONDITIONED ON THE APPROVAL OF PROPOSAL 3A. MARK EITHER 3B1 OR 3B2 BUT NOT BOTH.	Issuer	NA	NA
						3b.1	COMPANY DISTRIBUTION PROPOSAL, IN AN AMOUNT OF USD 2.24 PER SHARE.	Issuer	NA	NA
						3b.2	ICHAN GROUP DISTRIBUTION PROPOSAL, IN AN AMOUNT OF USD 4.00 PER SHARE	Issuer	NA	NA
						4	READoption OF AUTHORIZED SHARE CAPITAL, ALLOWING THE BOARD OF DIRECTORS TO ISSUE UP TO A MAXIMUM OF 74,728,750 SHARES OF THE COMPANY	Issuer	NA	NA
						5	REPEAL OF STAGGERED BOARD	Issuer	NA	NA
						6	ELECTION TO THE BOARD OF DIRECTORS:	Issuer	NA	NA
							1) FREDRICO F. CURADO	Issuer	NA	NA
							2) STEVEN L. NEWMAN	Issuer	NA	NA
							3) THOMAS W. CASON	Issuer	NA	NA
							4) ROBERT M. SPRAGUE	Issuer	NA	NA
							5) J. MACHAEL TALBERT	Issuer	NA	NA
							6) JOHN J. LIPINSKI	Holder	NA	NA
							7) JOSE MARIA ALAPONT	Holder	NA	NA
							8) SAMUEL MERKSAMER	Holder	NA	NA
						7	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC	Issuer	NA	NA

						ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND REELECTION OF ERNST & YOUNG LTD. ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM			
					8	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	NA	NA
MORAN FCX 35671D857 7/16/2013 5/24/2013 Annual D INC.					1	Election of directors. Nominees:			
						1) RICHARD C. ADKERSON	Issuer	Yes	Fc
						2) ROBERT J. ALLISON, JR.	Issuer	Yes	Fc
						3) ALAN R. BUCKWALTER, III	Issuer	Yes	Fc
						4) ROBERT A. DAY	Issuer	Yes	Fc
						5) JAMES C. FLORES	Issuer	Yes	Fc
						6) GERALD J. FORD	Issuer	Yes	Fc
						7) THOMAS A. FRY, III	Issuer	Yes	Fc
						8) H. DEVON GRAHAM, JR.	Issuer	Yes	Fc
						9) CHARLES C. KRULAK	Issuer	Yes	Fc
						10) BOBBY LEE LACKEY	Issuer	Yes	Fc
						11) JON C. MADONNA	Issuer	Yes	Fc
						12) DUSTAN E. MCCOY	Issuer	Yes	Fc
						13) JAMES R. MOFFETT	Issuer	Yes	Fc
						14) B.M. RANKIN, JR.	Issuer	Yes	Fc
						15) STEPHEN H. SIEGELE	Issuer	Yes	Fc
					2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	Fc
					3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	Fc
					4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Holder	Yes	Aga
					5	STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS.	Holder	Yes	Aga

						6	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY.	Holder	Yes	Ag
						7	STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS.	Holder	Yes	Fo
STORES,	WMT	931142103	6/7/2013	4/11/2013	Annual	1	Election of directors. Nominees:			
							1) AIDA M. ALVAREZ	Issuer	Yes	Fo
							2) JAMES I. CASH, JR.	Issuer	Yes	Fo
							3) ROGER C. CORBETT	Issuer	Yes	Fo
							4) DOUGLAS N. DAFT	Issuer	Yes	Fo
							5) MICHAEL T. DUKE	Issuer	Yes	Fo
							6) TIMOTHY P. FLYNN	Issuer	Yes	Fo
							7) MARISSA A. MAYER	Issuer	Yes	Fo
							8) GREGORY B. PENNER	Issuer	Yes	Fo
							9) STEVEN S. REINEMUND	Issuer	Yes	Fo
							10) H. LEE SCOTT, JR.	Issuer	Yes	Fo
							11) JIM C. WALTON	Issuer	Yes	Fo
							12) S. ROBSON WALTON	Issuer	Yes	Fo
							13) CHRISTOPHER J. WILLIAMS	Issuer	Yes	Fo
							14) LINDA S. WOLF	Issuer	Yes	Fo
						2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Issuer	Yes	Fo
						3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	Fo
						4	APPROVAL OF THE WAL-MART STORES, INC. MANAGEMENT INCENTIVE PLAN, AS AMENDED	Issuer	Yes	Fo
						5	SPECIAL SHAREOWNER MEETING RIGHT	Holder	Yes	Fo
						6	EQUITY RETENTION REQUIREMENT	Holder	Yes	Ag
						7	INDEPENDENT CHAIRMAN	Holder	Yes	Ag
						8	REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY	Holder	Yes	Ag



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NC.	MRK	58933Y105	5/28/2013	4/1/2013	Annual	1	Election of directors. Nominees:			
							1) LESLIE A. BRUN	Issuer	Yes	Fc
							2) THOMAS R. CHECH	Issuer	Yes	Fc
							3) KENNETH C. FRAZIER	Issuer	Yes	Fc
							4) THOMAS H. GLOCER	Issuer	Yes	Fc
							5) WILLIAM B. HARRISON, JR.	Issuer	Yes	Fc
							6) C. ROBERT KIDDER	Issuer	Yes	Fc
							7) ROCHELLE B. LAZARUS	Issuer	Yes	Fc
							8) CARLOS E. REPRESAS	Issuer	Yes	Fc
							9) PATRICIA F. RUSSO	Issuer	Yes	Fc
							10) CRAIG B. THOMPSON	Issuer	Yes	Fc
							11) WENDELL P. WEEKS	Issuer	Yes	Fc
							12) PETER C. WENDELL	Issuer	Yes	Fc
						2	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Issuer	Yes	Fc
						3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	Fc
						4	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT	Holder	Yes	Fc
						5	SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS	Holder	Yes	Fc
						6	SHAREHOLDER PROPOSAL CONCERNING A REPORT ON CHARITABLE AND POLITICAL CONTRIBUTIONS	Holder	Yes	Ag
						7	SHAREHOLDER PROPOSAL CONCERNING A REPORT ON LOBBYING ACTIVITIES	Holder	Yes	Ag
	PKX	693483109	3/22/2013	12/28/2012	Annual	1	APPROVAL OF THE 45TH FY FINANCIAL STATEMENTS	Issuer	Yes	Fc
						2a	Election of Outside Directors. Nominees:			
							1) CHAE-CHOL SHIN	Issuer	Yes	Fc
							2) MYOUNG-WOO LEE	Issuer	Yes	Fc
							3) JI-HYUNG KIM	Issuer	Yes	Fc
						2b	Election of Audit Committee Member. Nominee:			
							1) JI-HUNG KIM	Issuer	Yes	Fc
						2c	Election of Inside Directors. Nominees:			
							1) IN-HWAN CHANG	Issuer	Yes	Fc
							2) Kim YEUNG-GYU KIM	Issuer	Yes	Fc
						3	APPROVAL OF LIMITS OF TOTAL REMUNERATION FOR	Issuer	Yes	Fc

## DIRECTORS

CO.	WPC	92930Y107	9/13/2012	7/16/2012	Special							
						1	A PROPOSAL TO ADOPT AND APPROVE THE TRANSACTIONS DESCRIBED IN THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 17, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG CORPORATE PROPERTY ASSOCIATES 15 INCORPORATED, W.P. CAREY & CO. LLC, W.P. CAREY REIT, INC. (NOW NAMED W.P. CAREY INC.), AND THE OTHER PARTIES THERETO, AS MORE THOROUGHLY DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS.	Issuer	Yes	Fo		
						2	A PROPOSAL TO ADOPT AND APPROVE THE TRANSACTIONS DESCRIBED IN THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 17, 2012 (THE "REIT CONVERSION AGREEMENT") BETWEEN W.P. CAREY & CO. LLC AND W.P. CAREY REIT, INC. (NOW NAMED W.P. CAREY INC.), AS MORE THOROUGHLY DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS.	Issuer	Yes	Fo		
						3	A PROPOSAL TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING, INCLUDING, WITHOUT LIMITATION, A MOTION TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO APPROVE THE	Issuer	Abstain	Abs		

## PROPOSALS ABOVE.

INC.	CAT	149123101	6/12/2013	4/15/2013	Annual					
						1	Election of directors. Nominees:			
							1) DAVID L. CALHOUN	Issuer	Yes	Fc
							2) DANIEL M. DICKINSON	Issuer	Yes	Fc
							3) JUAN GALLARDO	Issuer	Yes	Fc
							4) DAVID R. GOODE	Issuer	Yes	Fc
							5) JESSE J. GREENE, JR.	Issuer	Yes	Fc
							6) JON M. HUNTSMAN, JR.	Issuer	Yes	Fc
							7) PETER A. MAGOWAN	Issuer	Yes	Fc
							8) DENNIS A. MUILENBURG	Issuer	Yes	Fc
							9) DOUGLAS R. OBERHELMAN	Issuer	Yes	Fc
							10) WILLIAM A. OSBORN	Issuer	Yes	Fc
							11) CHARLES D. POWELL	Issuer	Yes	Fc
							12) EDWARD B. RUST, JR.	Issuer	Yes	Fc
							13) SUSAN C. SCHWAB	Issuer	Yes	Fc
							14) JOSHUA I. SMITH	Issuer	Yes	Fc
							15) MILES D. WHITE	Issuer	Yes	Fc
						2	RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Issuer	Yes	Fc
						3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	Fc
						4	STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD	Holder	Yes	Fc
						5	STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION BY WRITTEN CONSENT	Holder	Yes	Fc
						6	STOCKHOLDER PROPOSAL - EXECUTIVE STOCK RETENTION	Holder	Yes	Ag
						7	STOCKHOLDER PROPOSAL - SUSTAINABILITY MEASURE IN EXECUTIVE COMPENSATION	Holder	Yes	Ag
						8	REVIEW OF GLOBAL CORPORATE STANDARDS	Holder	Yes	Ag
						9	STOCKHOLDER PROPOSAL - SALES TO SUDAN	Holder	Yes	Ag

SIGNATURE

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) Boulder Growth & Income Fund, Inc.

By: /s/ Stephen C. Miller  
Stephen C. Miller  
President (Principal Executive Officer)

Date: August 23, 2013