

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 24, 2009

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: 07/01/2008 - 06/30/2009

Eaton Vance Enhanced Equity Income Fund II

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3M COMPANY

Agen

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Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 12-May-2009  
Ticker: MMM  
ISIN: US88579Y1010  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LINDA G. ALVARADO | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GEORGE W. BUCKLEY | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: VANCE D. COFFMAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL L. ESKEW  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. JAMES FARRELL  | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1F | ELECTION OF DIRECTOR: HERBERT L. HENKEL  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: EDWARD M. LIDDY  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: AULANA L. PETERS   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: ROBERT J. ULRICH   | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt | For |
| 03 | STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.  | Shr  | For |
| 04 | STOCKHOLDER PROPOSAL ON THE VESTING OF STOCK<br>OPTIONS AND AWARDS.  | Shr  | For |

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ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 24-Apr-2009  
Ticker: ABT  
ISIN: US0028241000

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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>R.J. ALPERN<br>R.S. AUSTIN<br>W.M. DALEY<br>W.J. FARRELL<br>H.L. FULLER<br>W.A. OSBORN<br>D.A.L. OWEN<br>W.A. REYNOLDS<br>R.S. ROBERTS<br>S.C. SCOTT III<br>W.D. SMITHBURG<br>G.F. TILTON<br>M.D. WHITE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL OF THE ABBOTT LABORATORIES 2009 INCENTIVE<br>STOCK PROGRAM   | Mgmt   | For  |
| 03     | APPROVAL OF THE ABBOTT LABORATORIES 2009 EMPLOYEE<br>STOCK PURCHASE PLAN FOR NON-U.S. EMPLOYEES   | Mgmt   | For  |
| 04     | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS   | Mgmt   | For  |
| 05     | SHAREHOLDER PROPOSAL - ANIMAL TESTING   | Shr  | Against  |
| 06     | SHAREHOLDER PROPOSAL - HEALTH CARE PRINCIPLES   | Shr  | Against  |

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07      SHAREHOLDER PROPOSAL - ADVISORY VOTE      Shr      For

ACCENTURE LTD

Agen

Security: G1150G111  
 Meeting Type: Annual  
 Meeting Date: 12-Feb-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: CHARLES H. GIANCARLO   | Mgmt          | For           |
| 1B     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: DINA DUBLON  | Mgmt          | For           |
| 1C     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN   | Mgmt          | For           |
| 1D     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: NOBUYUKI IDEI  | Mgmt          | For           |
| 1E     | RE-APPOINTMENT TO THE BOARD OF DIRECTORS: MARJORIE MAGNER  | Mgmt          | For           |
| 2      | RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION. | Mgmt          | For           |

ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: ACE  
 ISIN: CH0044328745

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL G. ATIEH  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARY A. CIRILLO   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BRUCE L. CROCKETT | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: THOMAS J. NEFF    | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 2A | APPROVAL OF THE ANNUAL REPORT  | Mgmt | For |
| 2B | APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED  | Mgmt | For |
| 2C | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS  | Mgmt | For |
| 03 | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt | For |
| 04 | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt | For |
| 05 | AMENDMENT OF ARTICLES OF ASSOCIATION RELATING TO SPECIAL AUDITOR   | Mgmt | For |
| 6A | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING | Mgmt | For |
| 6B | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP                | Mgmt | For |
| 6C | ELECTION OF BDO VISURA (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING                | Mgmt | For |
| 07 | APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES | Mgmt | For |

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AETNA INC.

Agen

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Security: 00817Y108  
Meeting Type: Annual  
Meeting Date: 29-May-2009  
Ticker: AET  
ISIN: US00817Y1082  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: FRANK M. CLARK           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: BETSY Z. COHEN           | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MOLLY J. COYE, M.D.      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROGER N. FARAH           | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: BARBARA HACKMAN FRANKLIN | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JEFFREY E. GARTEN        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: EARL G. GRAVES           | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GERALD GREENWALD         | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 1I | ELECTION OF DIRECTOR: ELLEN M. HANCOCK                                     | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: RICHARD J. HARRINGTON                                | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: EDWARD J. LUDWIG                                     | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JOSEPH P. NEWHOUSE                                   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: RONALD A. WILLIAMS                                   | Mgmt | For     |
| 02 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                 | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING.                                 | Shr  | Against |
| 04 | SHAREHOLDER PROPOSAL ON NOMINATING A RETIRED AETNA EXECUTIVE TO THE BOARD. | Shr  | Against |

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AGILENT TECHNOLOGIES, INC.

Agen

Security: 00846U101  
Meeting Type: Annual  
Meeting Date: 11-Mar-2009  
Ticker: A  
ISIN: US00846U1016

| Prop.# | Proposal  | Proposal Type        | Proposal Vote          |
|--------|---|----------------------|------------------------|
| 01     | DIRECTOR<br>WILLIAM P. SULLIVAN<br>ROBERT J. HERBOLD<br>KOH BOON HWEE   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld |
| 02     | THE RATIFICATION OF THE AUDIT AND FINANCE COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AGILENT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For                    |
| 03     | THE APPROVAL OF THE AGILENT TECHNOLOGIES, INC. 2009 STOCK PLAN.   | Mgmt                 | For                    |

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AIRGAS, INC.

Agen

Security: 009363102  
Meeting Type: Annual  
Meeting Date: 05-Aug-2008  
Ticker: ARG  
ISIN: US0093631028

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

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

|    |   |                      |                   |
|----|---|----------------------|-------------------|
| 01 | DIRECTOR<br>WILLIAM O. ALBERTINI<br>LEE M. THOMAS<br>JOHN C. VAN RODEN, JR.                         | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02 | RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |
| 03 | APPROVE THE AIRGAS EXECUTIVE BONUS PLAN.  | Mgmt                 | For               |

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AKAMAI TECHNOLOGIES, INC. Agen

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Security: 00971T101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: AKAM  
 ISIN: US00971T1016

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: GEORGE H. CONRADES  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARTIN M. COYNE II  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JILL A. GREENTHAL   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GEOFFREY A. MOORE   | Mgmt          | For           |
| 02     | TO APPROVE ADOPTION OF THE AKAMAI TECHNOLOGIES,<br>INC. 2009 STOCK INCENTIVE PLAN.  | Mgmt          | For           |
| 03     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS THE INDEPENDENT AUDITORS OF AKAMAI TECHNOLOGIES,<br>INC. FOR THE FISCAL YEAR ENDING DECEMBER 31,<br>2009. | Mgmt          | For           |

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ALLIANT TECHSYSTEMS INC. Agen

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Security: 018804104  
 Meeting Type: Annual  
 Meeting Date: 05-Aug-2008  
 Ticker: ATK  
 ISIN: US0188041042

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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>FRANCES D. COOK<br>MARTIN C. FAGA | Mgmt<br>Mgmt  | For<br>For    |

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|    |   |      |         |
|----|---|------|---------|
|    | RONALD R. FOGLEMAN  | Mgmt | For     |
|    | CYNTHIA L. LESHER   | Mgmt | For     |
|    | DOUGLAS L. MAINE  | Mgmt | For     |
|    | ROMAN MARTINEZ IV   | Mgmt | For     |
|    | DANIEL J. MURPHY  | Mgmt | For     |
|    | MARK H. RONALD  | Mgmt | For     |
|    | MICHAEL T. SMITH  | Mgmt | For     |
|    | WILLIAM G. VAN DYKE   | Mgmt | For     |
| 02 | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt | For     |
| 03 | APPROVAL OF AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK FROM 90,000,000 TO 180,000,000 | Mgmt | For     |
| 04 | STOCKHOLDER PROPOSAL - HEALTH CARE REFORM PRINCIPLES  | Shr  | Against |

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 AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: AMGN  
 ISIN: US0311621009

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DR. DAVID BALTIMORE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MR. JERRY D. CHOATE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DR. GILBERT S. OMENN  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)                                      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: MR. KEVIN W. SHARER   | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS | Mgmt          | For           |

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

FOR THE YEAR ENDING DECEMBER 31, 2009.

|    |  |      |         |
|----|--|------|---------|
| 03 | TO APPROVE THE PROPOSED 2009 EQUITY INCENTIVE PLAN, WHICH AUTHORIZES THE ISSUANCE OF 100,000,000 SHARES.   | Mgmt | For     |
| 04 | TO APPROVE THE PROPOSED AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, WHICH REDUCES THE SIXTY-SIX AND TWO-THIRDS PERCENT (66-2/3%) VOTING REQUIREMENT TO A SIMPLE MAJORITY VOTING REQUIREMENT FOR APPROVAL OF CERTAIN BUSINESS COMBINATIONS. | Mgmt | For     |
| 5A | STOCKHOLDER PROPOSAL #1 (AMEND OUR BYLAWS TO PERMIT 10 PERCENT OF OUR OUTSTANDING COMMON STOCK THE ABILITY TO CALL SPECIAL MEETINGS.)  | Shr  | For     |
| 5B | STOCKHOLDER PROPOSAL #2 (CHANGE OUR JURISDICTION OF INCORPORATION FROM DELAWARE TO NORTH DAKOTA.)  | Shr  | Against |

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ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: APC  
 ISIN: US0325111070

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT J. ALLISON, JR.                                | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PETER J. FLUOR  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN W. PODUSKA, SR.                                  | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS                                 | Mgmt          | Against       |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.            | Mgmt          | For           |
| 03     | APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED. | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.              | Shr           | Against       |

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APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2009



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

Ticker: AAPL  
ISIN: US0378331005

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>WILLIAM V. CAMPBELL<br>MILLARD S. DREXLER<br>ALBERT A. GORE, JR.<br>STEVEN P. JOBS<br>ANDREA JUNG<br>A.D. LEVINSON, PH.D.<br>ERIC E. SCHMIDT, PH.D.<br>JEROME B. YORK | 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 |
| 02     | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |
| 03     | SHAREHOLDER PROPOSAL REGARDING ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |
| 04     | SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |
| 05     | SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | For  |

ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 03     | DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW. | Mgmt          | No vote       |
| 04     | DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.                                       | Mgmt          | No vote       |
| 05     | DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.  | Mgmt          | No vote       |
| 07     | PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER  | Mgmt          | No vote       |

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ORDINARY SHARE OF EUR 0.09.

|     |  |      |         |
|-----|--|------|---------|
| 8A  | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.   | Mgmt | No vote |
| 8B  | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.  | Mgmt | No vote |
| 9A  | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.   | Mgmt | No vote |
| 9B  | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.  | Mgmt | No vote |
| 9C  | APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.   | Mgmt | No vote |
| 11A | NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | No vote |
| 11B | NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | No vote |
| 11C | NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | No vote |
| 11D | NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | No vote |
| 11E | NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | No vote |
| 12A | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.  | Mgmt | No vote |
| 12B | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.  | Mgmt | No vote |
| 12C | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS. | Mgmt | No vote |
| 12D | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.   | Mgmt | No vote |

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|    |  |      |         |
|----|--|------|---------|
| 13 | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL. | Mgmt | No vote |
| 14 | CANCELLATION OF ORDINARY SHARES.   | Mgmt | No vote |
| 15 | CANCELLATION OF ADDITIONAL ORDINARY SHARES.  | Mgmt | No vote |

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ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 03     | DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.  | Mgmt          | For           |
| 04     | DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.  | Mgmt          | For           |
| 05     | DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.   | Mgmt          | For           |
| 07     | PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.   | Mgmt          | For           |
| 8A     | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.   | Mgmt          | For           |
| 8B     | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.                                  | Mgmt          | Against       |
| 9A     | APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.                         | Mgmt          | For           |
| 9B     | APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.                  | Mgmt          | For           |
| 9C     | APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK. | Mgmt          | For           |
| 11A    | NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN   | Mgmt          | For           |

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

DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.

|     |  |      |     |
|-----|--|------|-----|
| 11B | NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | For |
| 11C | NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.  | Mgmt | For |
| 11D | NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | For |
| 11E | NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.   | Mgmt | For |
| 12A | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.  | Mgmt | For |
| 12B | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.  | Mgmt | For |
| 12C | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS. | Mgmt | For |
| 12D | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.   | Mgmt | For |
| 13  | PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.   | Mgmt | For |
| 14  | CANCELLATION OF ORDINARY SHARES.   | Mgmt | For |
| 15  | CANCELLATION OF ADDITIONAL ORDINARY SHARES.  | Mgmt | For |

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 AT&T INC.

Agen-----

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: T  
 ISIN: US00206R1023

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

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

|    |  | Type |         |
|----|--|------|---------|
| 1A | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON          | Mgmt | For     |
| 1B | ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III        | Mgmt | Against |
| 1C | ELECTION OF DIRECTOR: GILBERT F. AMELIO              | Mgmt | Against |
| 1D | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: JAMES H. BLANCHARD             | Mgmt | Against |
| 1F | ELECTION OF DIRECTOR: AUGUST A. BUSCH III            | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: LYNN M. MARTIN                 | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: MARY S. METZ                   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: PATRICIA P. UPTON              | Mgmt | Against |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For     |
| 03 | AMENDMENT TO INCREASE AUTHORIZED SHARES.             | Mgmt | For     |
| 04 | REPORT ON POLITICAL CONTRIBUTIONS.                   | Shr  | Against |
| 05 | SPECIAL STOCKHOLDER MEETINGS.                        | Shr  | For     |
| 06 | CUMULATIVE VOTING.                                   | Shr  | Against |
| 07 | BYLAW REQUIRING INDEPENDENT CHAIRMAN.                | Shr  | For     |
| 08 | ADVISORY VOTE ON COMPENSATION.                       | Shr  | For     |
| 09 | PENSION CREDIT POLICY.                               | Shr  | For     |

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 ATHEROS COMMUNICATIONS, INC.

Agen

-----  
 Security: 04743P108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: ATHR  
 ISIN: US04743P1084  
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|  | Prop. # Proposal | Proposal | Proposal Vote |
|--|------------------|----------|---------------|
|--|------------------|----------|---------------|

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

|   |                  | Type |     |
|---|------------------|------|-----|
| 1 | DIRECTOR         |      |     |
|   | JOHN L. HENNESSY | Mgmt | For |
|   | CRAIG H. BARRATT | Mgmt | For |
|   | CHRISTINE KING   | Mgmt | For |

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 BAXTER INTERNATIONAL INC.

Agen

-----  
 Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BAX  
 ISIN: US0718131099  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WALTER E. BOOMER                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES R. GAVIN III, M.D., PH.D.         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PETER S. HELLMAN                        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: K.J. STORM                              | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL RELATING TO ANIMAL TESTING               | Shr           | Against       |

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 BECTON, DICKINSON AND COMPANY

Agen

-----  
 Security: 075887109  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: BDX  
 ISIN: US0758871091  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR  |               |               |
|        | C.M. FRASER-LIGGETT   | Mgmt          | For           |
|        | E.J. LUDWIG   | Mgmt          | For           |
|        | W.J. OVERLOCK, JR.  | Mgmt          | For           |
|        | B.L. SCOTT  | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 03 | AMENDMENT TO BD'S RESTATED CERTIFICATE OF INCORPORATION.                    | Mgmt | For     |
| 04 | AMENDMENT TO THE 2004 EMPLOYEE AND DIRECTOR EQUITY-BASED COMPENSATION PLAN. | Mgmt | For     |
| 05 | APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS.                            | Mgmt | For     |
| 06 | SPECIAL SHAREHOLDER MEETINGS.   | Shr  | For     |
| 07 | CUMULATIVE VOTING.  | Shr  | Against |

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 BEST BUY CO., INC.

Agen

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 Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2009  
 Ticker: BBY  
 ISIN: US0865161014  
 -----

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>RONALD JAMES*<br>ELLIOT S. KAPLAN*<br>SANJAY KHOSLA*<br>GEORGE L. MIKAN III*<br>MATTHEW H. PAULL*<br>RICHARD M. SCHULZE*<br>HATIM A. TYABJI*<br>GERARD R. VITTECOQ** | 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 |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR THAT BEGAN ON MARCH 1, 2009.                   | Mgmt   | For  |
| 03     | APPROVAL OF AMENDMENTS TO OUR 2004 OMNIBUS STOCK AND INCENTIVE PLAN, AS AMENDED.   | Mgmt   | For  |
| 04     | APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO CHANGE APPROVAL REQUIRED.   | Mgmt   | For  |
| 05     | APPROVAL OF AN AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE IX.  | Mgmt   | For  |
| 06     | APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO REMOVE DIRECTORS WITHOUT CAUSE.   | Mgmt   | For  |
| 07     | APPROVAL OF AMENDMENT TO ARTICLE IX TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO AMEND CLASSIFIED BOARD PROVISIONS.  | Mgmt   | For  |
| 08     | APPROVAL OF AN AMENDMENT TO ARTICLE X TO DECREASE  | Mgmt   | For  |

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

SHAREHOLDER APPROVAL REQUIRED FOR CERTAIN REPURCHASES  
OF STOCK.

|    |   |      |     |
|----|---|------|-----|
| 09 | APPROVAL OF AN AMENDMENT TO ARTICLE X OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE X. | Mgmt | For |
|----|---|------|-----|

-----  
BHP BILLITON LIMITED

Agen

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 Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 27-Nov-2008  
 Ticker: BHP  
 ISIN: US0886061086  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO RECEIVE THE 2008 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON PLC. | Mgmt          | For           |
| 02     | TO RECEIVE THE 2008 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LTD. | Mgmt          | For           |
| 03     | TO RE-ELECT MR P M ANDERSON AS A DIRECTOR OF BHP BILLITON PLC.             | Mgmt          | For           |
| 04     | TO RE-ELECT MR P M ANDERSON AS A DIRECTOR OF BHP BILLITON LTD.             | Mgmt          | For           |
| 05     | TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON PLC.                | Mgmt          | For           |
| 06     | TO RE-ELECT MR D R ARGUS AS A DIRECTOR OF BHP BILLITON LTD.                | Mgmt          | For           |
| 07     | TO RE-ELECT DR J G S BUCHANAN AS A DIRECTOR OF BHP BILLITON PLC.           | Mgmt          | For           |
| 08     | TO RE-ELECT DR J G S BUCHANAN AS A DIRECTOR OF BHP BILLITON LTD.           | Mgmt          | For           |
| 09     | TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON PLC.             | Mgmt          | For           |
| 10     | TO RE-ELECT MR D A CRAWFORD AS A DIRECTOR OF BHP BILLITON LTD.             | Mgmt          | For           |
| 11     | TO RE-ELECT MR J NASSER AS A DIRECTOR OF BHP BILLITON PLC.                 | Mgmt          | For           |
| 12     | TO RE-ELECT MR J NASSER AS A DIRECTOR OF BHP BILLITON LTD.                 | Mgmt          | For           |
| 13     | TO RE-ELECT DR J M SCHUBERT AS A DIRECTOR OF BHP BILLITON PLC.             | Mgmt          | For           |



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

|     |  |      |         |
|-----|--|------|---------|
| 14  | TO RE-ELECT DR J M SCHUBERT AS A DIRECTOR OF BHP BILLITON LTD.   | Mgmt | For     |
| 15  | TO ELECT MR A L BOECKMANN AS A DIRECTOR OF BHP BILLITON PLC.   | Mgmt | For     |
| 16  | TO ELECT MR A L BOECKMANN AS A DIRECTOR OF BHP BILLITON LTD.   | Mgmt | For     |
| 17  | TO ELECT MR S MAYNE AS A DIRECTOR OF BHP BILLITON PLC.   | Shr  | Against |
| 18  | TO ELECT MR S MAYNE AS A DIRECTOR OF BHP BILLITON LTD.   | Shr  | Against |
| 19  | TO ELECT DR D R MORGAN AS A DIRECTOR OF BHP BILLITON PLC.  | Mgmt | For     |
| 20  | TO ELECT DR D R MORGAN AS A DIRECTOR OF BHP BILLITON LTD.  | Mgmt | For     |
| 21  | TO ELECT MR K C RUMBLE AS A DIRECTOR OF BHP BILLITON PLC.  | Mgmt | For     |
| 22  | TO ELECT MR K C RUMBLE AS A DIRECTOR OF BHP BILLITON LTD.  | Mgmt | For     |
| 23  | TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC.  | Mgmt | For     |
| 24  | TO RENEW THE GENERAL AUTHORITY TO ALLOT SHARES IN BHP BILLITON PLC.                                      | Mgmt | For     |
| 25  | TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC.                                   | Mgmt | For     |
| 26  | TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC.   | Mgmt | For     |
| 27A | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 APRIL 2009.     | Mgmt | For     |
| 27B | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 29 MAY 2009.       | Mgmt | For     |
| 27C | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 JUNE 2009.      | Mgmt | For     |
| 27D | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 31 JULY 2009.      | Mgmt | For     |
| 27E | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 15 SEPTEMBER 2009. | Mgmt | For     |
| 27F | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LTD ON 30 NOVEMBER 2009.  | Mgmt | For     |

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

|    |  |      |     |
|----|--|------|-----|
| 28 | TO APPROVE THE 2008 REMUNERATION REPORT.   | Mgmt | For |
| 29 | TO APPROVE THE AMENDMENTS TO RULES OF THE GROUP INCENTIVE SCHEME.  | Mgmt | For |
| 30 | TO APPROVE THE GRANT OF AWARDS TO MR M J KLOPPERS UNDER THE GIS AND THE LTIP.  | Mgmt | For |
| 31 | TO APPROVE A CHANGE TO THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON PLC TO NON-EXECUTIVE DIRECTORS IN ANY YEAR. | Mgmt | For |
| 32 | TO APPROVE A CHANGE TO THE MAXIMUM AGGREGATE REMUNERATION PAID BY BHP BILLITON LTD TO NON-EXECUTIVE DIRECTORS IN ANY YEAR. | Mgmt | For |
| 33 | TO APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC.  | Mgmt | For |
| 34 | TO APPROVE THE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LTD.   | Mgmt | For |

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 BIOGEN IDEC INC.

Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: BIIB  
 ISIN: US09062X1037

| Prop.# | Proposal   | Proposal Type                | Proposal Vote                      |
|--------|--|------------------------------|------------------------------------|
| 01     | DIRECTOR<br>DR. ALEXANDER J. DENNER<br>DR. RICHARD C. MULLIGAN<br>DR. THOMAS F. DEUEL<br>DR. DAVID SIDRANSKY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld<br>Withheld |
| 02     | APPROVAL OF THE ICAHN BYLAWS AMENDMENTS.   | Mgmt                         | For                                |
| 03     | APPROVAL OF THE NORTH DAKOTA REINCORPORATION RESOLUTION.   | Mgmt                         | Against                            |
| 04     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt                         | For                                |
| 05     | APPROVAL OF THE BIOGEN BYLAW AMENDMENT.  | Mgmt                         | For                                |

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 BOSTON SCIENTIFIC CORPORATION

Agen

Security: 101137107

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

Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BSX  
 ISIN: US1011371077

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN E. ABELE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: URSULA M. BURNS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARYE ANNE FOX  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RAY J. GROVES   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KRISTINA M. JOHNSON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ERNEST MARIO  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: PETE M. NICHOLAS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN E. PEPPER  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: UWE E. REINHARDT  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: WARREN B. RUDMAN  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN E. SUNUNU  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES R. TOBIN  | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR. | Mgmt          | For           |
| 03     | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.       | Mgmt          | Against       |

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BMY  
 ISIN: US1101221083

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

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

|    |  |      |         |
|----|--|------|---------|
| 1C | ELECTION OF DIRECTOR: J.M. CORNELIUS                           | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: L.J. FREEH                               | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.                      | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: M. GROBSTEIN                             | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: L. JOHANSSON                             | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: A.J. LACY                                | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: V.L. SATO, PH.D.                         | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: T.D. WEST, JR.                           | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.                      | Mgmt | For     |
| 02 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For     |
| 03 | EXECUTIVE COMPENSATION DISCLOSURE.                             | Shr  | Against |
| 04 | SIMPLE MAJORITY VOTE.  | Shr  | For     |
| 05 | SPECIAL SHAREOWNER MEETINGS.                                   | Shr  | For     |
| 06 | EXECUTIVE COMPENSATION ADVISORY VOTE.                          | Shr  | For     |

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 BROADCOM CORPORATION

Agen

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 Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: BRCM  
 ISIN: US1113201073  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>GEORGE L. FARINSKY<br>NANCY H. HANDEL<br>EDDY W. HARTENSTEIN<br>JOHN E. MAJOR<br>SCOTT A. MCGREGOR<br>WILLIAM T. MORROW<br>ROBERT E. SWITZ | 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 |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.            | Mgmt   | For   |

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

CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2009  
 Ticker: CELG  
 ISIN: US1510201049

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>SOL J. BARER, PH.D.<br>ROBERT J. HUGIN<br>MICHAEL D. CASEY<br>RODMAN L. DRAKE<br>A.H. HAYES, JR., M.D.<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D.<br>WALTER L. ROBB, 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 |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.   | Mgmt   | For   |
| 03     | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 04     | STOCKHOLDER PROPOSAL REGARDING THE VOTING STANDARD FOR DIRECTOR ELECTIONS.   | Shr  | Against   |

CHATTEM, INC.

Agen

Security: 162456107  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2009  
 Ticker: CHTT  
 ISIN: US1624561072

| Prop.# | Proposal  | Proposal Type        | Proposal Vote          |
|--------|---|----------------------|------------------------|
| 01     | DIRECTOR<br>ROBERT E. BOSWORTH<br>GARY D. CHAZEN<br>JOEY B. HOGAN   | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For |
| 02     | APPROVAL OF THE CHATTEM, INC. 2009 EQUITY INCENTIVE PLAN AND THE PERFORMANCE GOALS SET FORTH IN THE PLAN. | Mgmt                 | For                    |
| 03     | RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT REGISTERED             | Mgmt                 | For                    |

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

PUBLIC ACCOUNTING FIRM FOR FISCAL 2009.

-----  
 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: CVX  
 ISIN: US1667641005

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.H. ARMACOST  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: L.F. DEILY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R.E. DENHAM  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: R.J. EATON   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: E. HERNANDEZ   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: F.G. JENIFER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: S. NUNN  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: D.J. O'REILLY  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: D.B. RICE  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: C.R. SHOEMATE  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: C. WARE  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: J.S. WATSON  | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt          | For           |
| 03     | APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN                          | Mgmt          | For           |
| 04     | APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM INCENTIVE PLAN OF CHEVRON CORPORATION | Mgmt          | For           |
| 05     | SPECIAL STOCKHOLDER MEETINGS   | Shr           | For           |
| 06     | ADVISORY VOTE ON SUMMARY COMPENSATION TABLE  | Shr           | For           |
| 07     | GREENHOUSE GAS EMISSIONS   | Shr           | Against       |

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

|    |                              |     |         |
|----|------------------------------|-----|---------|
| 08 | COUNTRY SELECTION GUIDELINES | Shr | Against |
| 09 | HUMAN RIGHTS POLICY          | Shr | Against |
| 10 | HOST COUNTRY LAWS            | Shr | Against |

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 CISCO SYSTEMS, INC.

Agen

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 Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2008  
 Ticker: CSC0  
 ISIN: US17275R1023  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CAROL A. BARTZ   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. MICHELE BURNS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LARRY R. CARTER  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. CHAMBERS   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: BRIAN L. HALLA   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RODERICK C. MCGEARY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: MICHAEL K. POWELL  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: STEVEN M. WEST   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JERRY YANG   | Mgmt          | Against       |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 25, 2009.   | Mgmt          | For           |
| 03     | PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND THE COMPANY'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.  | Shr           | Against       |
| 04     | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS WITHIN SIX MONTHS PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE | Shr           | Against       |

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

THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH  
IN THE PROXY STATEMENT.

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CLEAR CHANNEL COMMUNICATIONS, INC.

Agen

Security: 184502102  
Meeting Type: Special  
Meeting Date: 24-Jul-2008  
Ticker: CCU  
ISIN: US1845021021  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVE THE ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED NOVEMBER 16, 2006, BY AND AMONG CLEAR CHANNEL COMMUNICATIONS, INC., BT TRIPLE CROWN MERGER CO., INC., B TRIPLE CROWN FINCO, LLC, AND T TRIPLE CROWN FINCO, LLC, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt          | For           |
| 02     | APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THEIR ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE AMENDED AGREEMENT AND PLAN OF MERGER.                    | Mgmt          | For           |
| 03     | IN THE DISCRETION OF THE PROXY HOLDERS, ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE SPECIAL MEETING.  | Mgmt          | Against       |

-----  
CLEVELAND-CLIFFS INC

Agen

Security: 185896107  
Meeting Type: Consent  
Meeting Date: 03-Oct-2008  
Ticker: CLF  
ISIN: US1858961071  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | "BY VOTING THIS AGENDA YOU ARE HEREBY CERTIFYING THAT YOUR SHARES ARE "NOT INTERESTED SHARES," AS DEFINED IN THE PROXY STATEMENT. IF YOU HOLD "INTERESTED SHARES," YOU MUST CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IN ORDER TO VOTE YOUR SHARES PROPERLY. PLEASE REFER TO THE PROXY MATERIAL TO DETERMINE IF YOU HOLD "INTERESTED SHARES" VERSUS "NOT INTERESTED SHARES." CONTROL SHARE ACQUISITION PROPOSAL: A RESOLUTION OF | Mgmt          | Against       |



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

CLEVELAND- CLIFFS' SHAREHOLDERS AUTHORIZING  
 THE CONTROL SHARE ACQUISITION OF CLEVELAND-CLIFFS  
 COMMON SHARES PURSUANT TO THE ACQUIRING PERSON  
 STATEMENT OF HARBINGER CAPITAL PARTNERS MASTER  
 FUND I, LTD. AND HARBINGER CAPITAL PARTNERS  
 SPECIAL SITUATIONS FUND, L.P. DATED AUGUST  
 14, 2008.

-----  
 COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: CL  
 ISIN: US1941621039  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. CAHILL   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JILL K. CONWAY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: IAN COOK   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ELLEN M. HANCOCK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DAVID W. JOHNSON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RICHARD J. KOGAN   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DELANO E. LEWIS  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: J. PEDRO REINHARD  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: STEPHEN I. SADOVE  | Mgmt          | For           |
| 02     | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | APPROVAL OF THE COLGATE-PALMOLIVE COMPANY 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.                      | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ADVISORY VOTE.  | Shr           | For           |

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 COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: CMCSA  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN: US20030N1019

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>S. DECKER ANSTROM<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JULIAN A. BRODSKY<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>DR. JUDITH RODIN<br>MICHAEL I. SOVERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS   | Mgmt   | For  |
| 03     | APPROVAL OF OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED   | Mgmt   | For  |
| 04     | APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED  | Mgmt   | For  |
| 05     | APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED  | Mgmt   | For  |
| 06     | IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000  | Shr  | Against  |
| 07     | OBTAIN SHAREHOLDER APPROVAL OF CERTAIN FUTURE DEATH BENEFIT ARRANGEMENTS   | Shr  | For  |
| 08     | ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION   | Shr  | For  |
| 09     | ADOPT A RECAPITALIZATION PLAN  | Shr  | For  |

CONCUR TECHNOLOGIES, INC.

Agen

Security: 206708109  
Meeting Type: Annual  
Meeting Date: 11-Mar-2009  
Ticker: CNQR  
ISIN: US2067081099

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>S. STEVEN SINGH<br>JEFFREY T. SEELY<br>RANDALL H. TALBOT | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

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

|    |  |      |     |
|----|--|------|-----|
| 02 | AMENDMENT OF CERTIFICATE OF INCORPORATION          | Mgmt | For |
| 03 | ADOPTION OF 2008 EMPLOYEE STOCK PURCHASE PLAN      | Mgmt | For |
| 04 | RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTING FIRM | Mgmt | For |

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 CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: COP  
 ISIN: US20825C1045

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RUTH R. HARKIN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: HAROLD W. MCGRAW III   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES J. MULVA   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: HARALD J. NORVIK   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: WILLIAM K. REILLY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: KATHRYN C. TURNER  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009. | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.   | Mgmt          | For           |
| 04     | UNIVERSAL HEALTH CARE PRINCIPLES.  | Shr           | Against       |
| 05     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Shr           | For           |
| 06     | POLITICAL CONTRIBUTIONS.   | Shr           | Against       |

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

|    |                           |     |         |
|----|---------------------------|-----|---------|
| 07 | GREENHOUSE GAS REDUCTION. | Shr | Against |
| 08 | OIL SANDS DRILLING.       | Shr | Against |
| 09 | DIRECTOR QUALIFICATIONS.  | Shr | Against |

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COOPER INDUSTRIES, LTD. Agen

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Security: G24182100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2009  
 Ticker: CBE  
 ISIN: BMG241821005

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>IVOR J. EVANS<br>KIRK S. HACHIGIAN<br>LAWRENCE D. KINGSLEY<br>JAMES R. WILSON   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINT ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2009.   | Mgmt                         | For                      |
| 03     | SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT A CODE OF CONDUCT BASED ON INTERNATIONAL LABOR ORGANIZATION HUMAN RIGHTS STANDARDS. | Shr                          | Against                  |

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COVIDIEN LTD. Agen

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Security: G2552X108  
 Meeting Type: Special  
 Meeting Date: 28-May-2009  
 Ticker: COV  
 ISIN: BMG2552X1083

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.   | Mgmt          | For           |
| 02     | IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH SCHEME OF ARRANGEMENT AND REORGANIZATION, APPROVAL OF CREATION OF DISTRIBUTABLE RESERVES OF COVIDIEN PLC (THROUGH REDUCTION OF SHARE PREMIUM ACCOUNT OF COVIDIEN PLC) THAT WAS PREVIOUSLY APPROVED BY COVIDIEN LTD. AND | Mgmt          | For           |

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

OTHER CURRENT SHAREHOLDERS OF COVIDIEN PLC  
(AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT) .

|    |  |      |     |
|----|--|------|-----|
| 03 | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE MEETING. | Mgmt | For |
|----|--|------|-----|

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CVS CAREMARK CORPORATION

Agen

Security: 126650100  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: CVS  
ISIN: US1266501006

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: EDWIN M. BANKS   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: C. DAVID BROWN II  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID W. DORMAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KRISTEN G. WILLIAMS  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MARIAN L. HEARD  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM H. JOYCE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JEAN-PIERRE MILLON   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: TERRENCE MURRAY  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: C.A. LANCE PICCOLO   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: SHELI Z. ROSENBERG   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: THOMAS M. RYAN   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: RICHARD J. SWIFT   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR. | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.   | Shr           | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD.  | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.   | Shr           | Against       |

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

06 STOCKHOLDER PROPOSAL REGARDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION. Shr For

CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 22-May-2009  
 Ticker: CY  
 ISIN: US2328061096

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>T.J. RODGERS<br>W. STEVE ALBRECHT<br>ERIC A. BENHAMOU<br>LLOYD CARNEY<br>JAMES R. LONG<br>J. DANIEL MCCRANIE<br>EVERT VAN DE VEN          | 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 |
| 02     | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR FISCAL YEAR 2009 |  | For   |
| 03     | THE APPROVAL OF A 1994 STOCK PLAN AMENDMENT<br>TO PROVIDE STOCK OPTION EXCHANGE FLEXIBILITY   | Mgmt   | Against                                       |

D.R. HORTON, INC.

Agen

Security: 23331A109  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2009  
 Ticker: DHI  
 ISIN: US23331A1097

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>DONALD R. HORTON<br>BRADLEY S. ANDERSON<br>MICHAEL R. BUCHANAN<br>MICHAEL W. HEWATT<br>BOB G. SCOTT<br>DONALD J. TOMNITZ<br>BILL W. WHEAT | 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 |
| 02     | TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING  | Shr  | Against                                       |

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

AMENDING OUR EQUAL EMPLOYMENT OPPORTUNITY POLICY.

|    |  |      |         |
|----|--|------|---------|
| 03 | TO VOTE ON A STOCKHOLDER PROPOSAL CONCERNING A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS. | Shr  | Against |
| 04 | TO CONDUCT OTHER BUSINESS PROPERLY BROUGHT BEFORE THE MEETING.                                       | Mgmt | Against |

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 DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: DHR  
 ISIN: US2358511028

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MORTIMER M. CAPLIN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DONALD J. EHRLICH  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WALTER G. LOHR, JR.  | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: LINDA P. HEFNER  | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.   | Mgmt          | For           |
| 03     | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN.  | Mgmt          | For           |
| 04     | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER.  | Shr           | For           |
| 05     | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT. | Shr           | For           |
| 06     | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS ISSUE A REPORT IDENTIFYING POLICY OPTIONS FOR ELIMINATING EXPOSURE OF THE ENVIRONMENT AND DENTAL CONSUMERS TO MERCURY FROM DENTAL AMALGAMS SOLD BY DANAHER.  | Shr           | Against       |

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

DAVITA INC.

Agen

Security: 23918K108  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2009  
 Ticker: DVA  
 ISIN: US23918K1088

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLES G. BERG  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PAUL J. DIAZ   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PETER T. GRAUER  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN M. NEHRA  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM L. ROPER, M.D.   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: KENT J. THIRY  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROGER J. VALINE  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD C. VAUGHAN   | Mgmt          | For           |
| 02     | AMENDMENT AND RESTATEMENT OF THE DAVITA INC. EXECUTIVE INCENTIVE PLAN.   | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009. | Mgmt          | For           |

DIAMOND OFFSHORE DRILLING, INC.

Agen

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: DO  
 ISIN: US25271C1027

| Prop.# | Proposal              | Proposal Type | Proposal Vote |
|--------|-----------------------|---------------|---------------|
| 01     | DIRECTOR              |               |               |
|        | JAMES S. TISCH        | Mgmt          | Withheld      |
|        | LAWRENCE R. DICKERSON | Mgmt          | Withheld      |
|        | JOHN R. BOLTON        | Mgmt          | For           |
|        | CHARLES L. FABRIKANT  | Mgmt          | For           |
|        | PAUL G. GAFFNEY II    | Mgmt          | For           |
|        | EDWARD GREBOW         | Mgmt          | For           |
|        | HERBERT C. HOFMANN    | Mgmt          | Withheld      |



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

|    |   |      |          |
|----|---|------|----------|
|    | ARTHUR L. REBELL  | Mgmt | Withheld |
|    | RAYMOND S. TROUBH   | Mgmt | For      |
| 02 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY<br>FOR FISCAL YEAR 2009. | Mgmt | For      |

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DISCOVER FINANCIAL SERVICES Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: DFS  
 ISIN: US2547091080

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JEFFREY S. ARONIN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARY K. BUSH  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GREGORY C. CASE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT M. DEVLIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RICHARD H. LENNY  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS G. MAHERAS   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MICHAEL M. MOSKOW   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID W. NELMS  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: E. FOLLIN SMITH   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH  | Mgmt          | For           |
| 02     | APPROVE THE DISCOVER FINANCIAL SERVICES AMENDED<br>AND RESTATED 2007 OMNIBUS INCENTIVE PLAN.            | Mgmt          | For           |
| 03     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt          | For           |

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EBAY INC. Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: EBAY

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

ISIN: US2786421030

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARC L. ANDREESSEN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM C. FORD, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAWN G. LEPORE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PIERRE M. OMIKYAR   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III  | Mgmt          | For           |
| 02     | TO APPROVE AMENDMENTS TO CERTAIN OF OUR EXISTING EQUITY INCENTIVE PLANS TO ALLOW FOR A ONE-TIME STOCK OPTION EXCHANGE PROGRAM FOR EMPLOYEES OTHER THAN OUR NAMED EXECUTIVE OFFICERS AND DIRECTORS.  | Mgmt          | For           |
| 03     | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 50 MILLION SHARES AND TO ADD MARKET SHARES AND VOLUME METRICS AS PERFORMANCE CRITERIA UNDER THE PLAN. | Mgmt          | For           |
| 04     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2009.   | Mgmt          | For           |

ECOLAB INC.

Agen

Security: 278865100  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: ECL  
ISIN: US2788651006

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LESLIE S. BILLER   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN J. ZILLMER  | Mgmt          | For           |
| 2      | RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3      | RE-APPROVE THE ECOLAB INC. MANAGEMENT PERFORMANCE INCENTIVE PLAN.                                  | Mgmt          | For           |

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

4 STOCKHOLDER PROPOSAL TO ELIMINATE CLASSIFICATION OF TERMS OF THE BOARD OF DIRECTORS. Shr For

EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: EIX  
 ISIN: US2810201077

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>VANESSA C.L. CHANG<br>FRANCE A. CORDOVA<br>THEODORE F. CRAVER, JR.<br>CHARLES B. CURTIS<br>BRADFORD M. FREEMAN<br>LUIS G. NOGALES<br>RONALD L. OLSON<br>JAMES M. ROSSER<br>R.T. SCHLOSBERG III<br>THOMAS C. SUTTON<br>BRETT WHITE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.  | Mgmt   | For  |
| 03     | MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN.  | Mgmt   | For  |
| 04     | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER SAY ON EXECUTIVE PAY.  | Shr  | For  |

ELECTRONIC ARTS INC.

Agen

Security: 285512109  
 Meeting Type: Annual  
 Meeting Date: 31-Jul-2008  
 Ticker: ERTS  
 ISIN: US2855121099

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LEONARD S. COLEMAN | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GARY M. KUSIN      | Mgmt          | For           |

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

|    |   |      |     |
|----|---|------|-----|
| 1C | ELECTION OF DIRECTOR: GREGORY B. MAFFEI                         | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: VIVEK PAUL                                | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: LAWRENCE F. PROBST III                    | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: JOHN S. RICCITIELLO                       | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: RICHARD A. SIMONSON                       | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: LINDA J. SRERE                            | Mgmt | For |
| 2  | AMENDMENTS TO THE 2000 EQUITY INCENTIVE PLAN                    | Mgmt | For |
| 3  | AMENDMENTS TO THE 2000 EMPLOYEE STOCK PURCHASE PLAN             | Mgmt | For |
| 4  | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS | Mgmt | For |

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EMERSON ELECTRIC CO. Agen

Security: 291011104  
Meeting Type: Annual  
Meeting Date: 03-Feb-2009  
Ticker: EMR  
ISIN: US2910111044

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                                    |
|--------|---|--|--|
| 01     | DIRECTOR<br>A.A. BUSCH III*<br>A.F. GOLDEN*<br>H. GREEN*<br>W.R. JOHNSON*<br>J.B. MENZER*<br>V.R. LOUCKS, JR.** | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For<br>For<br>Withheld |
| 02     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                                      | Mgmt   | For  |

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EXXON MOBIL CORPORATION Agen

Security: 30231G102  
Meeting Type: Annual  
Meeting Date: 27-May-2009  
Ticker: XOM  
ISIN: US30231G1022

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

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

|    |  | Type   |  |
|----|--|--|--|
| 01 | DIRECTOR<br>M.J. BOSKIN<br>L.R. FAULKNER<br>K.C. FRAZIER<br>W.W. GEORGE<br>R.C. KING<br>M.C. NELSON<br>S.J. PALMISANO<br>S.S REINEMUND<br>R.W. TILLERSON<br>E.E. WHITACRE, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 50)   | Mgmt   | For  |
| 03 | CUMULATIVE VOTING (PAGE 51)  | Shr  | Against  |
| 04 | SPECIAL SHAREHOLDER MEETINGS (PAGE 53)   | Shr  | For  |
| 05 | INCORPORATE IN NORTH DAKOTA (PAGE 54)  | Shr  | Against  |
| 06 | BOARD CHAIRMAN AND CEO (PAGE 55)   | Shr  | For  |
| 07 | SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)  | Shr  | For  |
| 08 | EXECUTIVE COMPENSATION REPORT (PAGE 59)  | Shr  | Against  |
| 09 | CORPORATE SPONSORSHIPS REPORT (PAGE 60)  | Shr  | Against  |
| 10 | AMENDMENT OF EEO POLICY (PAGE 62)  | Shr  | Against  |
| 11 | GREENHOUSE GAS EMISSIONS GOALS (PAGE 63)   | Shr  | Against  |
| 12 | CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 65)   | Shr  | Against  |
| 13 | RENEWABLE ENERGY POLICY (PAGE 66)  | Shr  | Against  |

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 FLUOR CORPORATION

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 Agen

Security: 343412102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: FLR  
 ISIN: US3434121022  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PETER K. BARKER   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ALAN L. BOECKMANN | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: VILMA S. MARTINEZ | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DEAN R. O'HARE    | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 02 | THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. | Mgmt | For |
|----|--|------|-----|

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 FOREST LABORATORIES, INC. Agen

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 Security: 345838106  
 Meeting Type: Annual  
 Meeting Date: 11-Aug-2008  
 Ticker: FRX  
 ISIN: US3458381064  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>HOWARD SOLOMON<br>L.S. OLANOFF, MD, PHD.<br>NESLI BASGOZ, M.D.<br>WILLIAM J. CANDEE, III<br>GEORGE S. COHAN<br>DAN L. GOLDWASSER<br>KENNETH E. GOODMAN<br>LESTER B. SALANS, M.D. | 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 |
| 02     | ADOPTION OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.   | Mgmt   | For  |
| 03     | RATIFICATION OF BDO SEIDMAN, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For  |

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 FRESENIUS MEDICAL CARE AG & CO. KGAA Agen

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 Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: FMS  
 ISIN: US3580291066  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2008 | Mgmt          | For           |
| 02     | RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT  | Mgmt          | For           |
| 03     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF  | Mgmt          | For           |

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

THE GENERAL PARTNER

|    |  |      |     |
|----|--|------|-----|
| 04 | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD    | Mgmt | For |
| 05 | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FINANCIAL YEAR 2009 | Mgmt | For |

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 GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GD  
 ISIN: US3695501086

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: N.D. CHABRAJA                                  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.S. CROWN                                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W.P. FRICKS                                    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J.L. JOHNSON                                   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: G.A. JOULWAN                                   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: P.G. KAMINSKI                                  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: J.M. KEANE                                     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: D.J. LUCAS                                     | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: L.L. LYLES                                     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.C. REYES                                     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: R. WALMSLEY                                    | Mgmt          | For           |
| 02     | APPROVAL OF GENERAL DYNAMICS 2009 EQUITY COMPENSATION PLAN           | Mgmt          | For           |
| 03     | APPROVAL OF 2009 GENERAL DYNAMICS UNITED KINGDOM SHARE SAVE PLAN     | Mgmt          | For           |
| 04     | SELECTION OF INDEPENDENT AUDITORS                                    | Mgmt          | For           |
| 05     | SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE                 | Shr           | Against       |
| 06     | SHAREHOLDER PROPOSAL WITH REGARD TO EXECUTIVE DEATH BENEFIT PAYMENTS | Shr           | For           |

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

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 GENERAL ELECTRIC COMPANY

Agen-----

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: GE  
 ISIN: US3696041033  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.    | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: WILLIAM M. CASTELL    | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: ANN M. FUDGE          | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD       | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT     | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: ANDREA JUNG           | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY | Mgmt          | Against       |
| A8     | ELECTION OF DIRECTOR: ROBERT W. LANE        | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: RALPH S. LARSEN       | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS   | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: JAMES J. MULVA        | Mgmt          | For           |
| A12    | ELECTION OF DIRECTOR: SAM NUNN              | Mgmt          | For           |
| A13    | ELECTION OF DIRECTOR: ROGER S. PENSKE       | Mgmt          | Against       |
| A14    | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA   | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III | Mgmt          | For           |
| B      | RATIFICATION OF KPMG                        | Mgmt          | For           |
| C1     | CUMULATIVE VOTING                           | Shr           | Against       |
| C2     | EXECUTIVE COMPENSATION ADVISORY VOTE        | Shr           | For           |
| C3     | INDEPENDENT STUDY REGARDING BREAKING UP GE  | Shr           | Against       |
| C4     | DIVIDEND POLICY                             | Shr           | For           |
| C5     | SHAREHOLDER VOTE ON GOLDEN PARACHUTES       | Shr           | For           |

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 GENZYME CORPORATION

Agen-----



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

Security: 372917104  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: GENZ  
 ISIN: US3729171047

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME   | Mgmt          | For           |
| 1B     | RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX   | Mgmt          | For           |
| 1C     | RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER   | Mgmt          | For           |
| 1D     | RE-ELECTION OF DIRECTOR: CHARLES L. COONEY   | Mgmt          | For           |
| 1E     | RE-ELECTION OF DIRECTOR: VICTOR J. DZAU  | Mgmt          | For           |
| 1F     | RE-ELECTION OF DIRECTOR: SENATOR CONNIE MACK III   | Mgmt          | For           |
| 1G     | RE-ELECTION OF DIRECTOR: RICHARD F. SYRON  | Mgmt          | For           |
| 1H     | RE-ELECTION OF DIRECTOR: HENRI A. TERMEER  | Mgmt          | For           |
| 02     | A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN BY 2,500,000 SHARES. | Mgmt          | For           |
| 03     | A PROPOSAL TO APPROVE THE 2009 EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt          | For           |
| 04     | A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2009.   | Mgmt          | For           |

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GILD  
 ISIN: US3755581036

| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 01     | DIRECTOR            |               |               |
|        | PAUL BERG           | Mgmt          | For           |
|        | JOHN F. COGAN       | Mgmt          | For           |
|        | ETIENNE F. DAVIGNON | Mgmt          | For           |
|        | JAMES M. DENNY      | Mgmt          | For           |
|        | CARLA A. HILLS      | Mgmt          | For           |
|        | JOHN W. MADIGAN     | Mgmt          | For           |
|        | JOHN C. MARTIN      | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
|    | GORDON E. MOORE  | Mgmt | For |
|    | NICHOLAS G. MOORE  | Mgmt | For |
|    | RICHARD J. WHITLEY   | Mgmt | For |
|    | GAYLE E. WILSON  | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS<br>AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER<br>31, 2009. | Mgmt | For |
| 03 | TO APPROVE AN AMENDMENT TO GILEAD'S 2004 EQUITY<br>INCENTIVE PLAN.   | Mgmt | For |

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GOLDCORP INC.

Agen

Security: 380956409  
 Meeting Type: Annual  
 Meeting Date: 22-May-2009  
 Ticker: GG  
 ISIN: CA3809564097

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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| A      | DIRECTOR<br>IAN W. TELFER<br>DOUGLAS M. HOLTBY<br>CHARLES A. JEANNES<br>JOHN P. BELL<br>LAWRENCE I. BELL<br>BEVERLEY A. BRISCOE<br>PETER J. DEY<br>P. RANDY REIFEL<br>A. DAN ROVIG<br>KENNETH F. WILLIAMSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| B      | IN RESPECT OF THE APPOINTMENT OF DELOITTE &<br>TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS<br>AND AUTHORIZING THE DIRECTORS TO FIX THEIR<br>REMUNERATION.  | Mgmt   | For  |

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GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: GOOG  
 ISIN: US38259P5089

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| Prop.# | Proposal | Proposal<br>Type | Proposal Vote |
|--------|----------|------------------|---------------|
|--------|----------|------------------|---------------|

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

|    |   |  |  |
|----|---|--|--|
| 01 | DIRECTOR<br>ERIC SCHMIDT<br>SERGEY BRIN<br>LARRY PAGE<br>L. JOHN DOERR<br>JOHN L. HENNESSY<br>ARTHUR D. LEVINSON<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2009.                       | Mgmt   | For  |
| 03 | APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK<br>PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES<br>OF CLASS A COMMON STOCK ISSUABLE UNDER THE<br>PLAN BY 8,500,000.                     | Mgmt   | Against  |
| 04 | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION<br>DISCLOSURE.  | Shr  | For  |
| 05 | STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.   | Shr  | Against  |
| 06 | STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM.  | Shr  | Against  |

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 GRANITE CONSTRUCTION INCORPORATED  
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Agen

Security: 387328107  
 Meeting Type: Annual  
 Meeting Date: 15-May-2009  
 Ticker: GVA  
 ISIN: US3873281071  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>DAVID H. KELSEY<br>JAMES W. BRADFORD, JR.   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO ACT UPON A PROPOSAL TO AMEND THE GRANITE<br>CONSTRUCTION INCORPORATED AMENDED AND RESTATED<br>1999 EQUITY INCENTIVE PLAN.  | Mgmt          | For           |
| 03     | TO RATIFY THE APPOINTMENT BY GRANITES AUDIT/COMPLIANCE<br>COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS<br>GRANITE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31,<br>2009. | Mgmt          | For           |

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

H.J. HEINZ COMPANY

Agen

Security: 423074103  
 Meeting Type: Annual  
 Meeting Date: 13-Aug-2008  
 Ticker: HNZ  
 ISIN: US4230741039

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: W.R. JOHNSON  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: C.E. BUNCH  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: L.S. COLEMAN, JR.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J.G. DROSDICK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: E.E. HOLIDAY  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: C. KENDLE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: D.R. O'HARE   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: N. PELTZ  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: D.H. REILLEY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: L.C. SWANN  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: T.J. USHER  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: M.F. WEINSTEIN  | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt          | For           |
| 03     | AMEND THE COMPANY BY-LAWS AND ARTICLES OF INCORPORATION TO REDUCE SHAREHOLDER VOTE REQUIRED TO AMEND D&O INDEMNITY    | Mgmt          | For           |
| 04     | AMEND COMPANY ARTICLES OF INCORPORATION TO REDUCE SHAREHOLDER VOTE REQUIRED TO APPROVE CERTAIN BUSINESS COMBINATIONS. | Mgmt          | For           |

HARRIS CORPORATION

Agen

Security: 413875105  
 Meeting Type: Annual  
 Meeting Date: 24-Oct-2008  
 Ticker: HRS  
 ISIN: US4138751056

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: LEWIS HAY III   | Mgmt          | For           |
| 1B     | ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: KAREN KATEN   | Mgmt          | For           |
| 1C     | ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: STEPHEN P. KAUFMAN  | Mgmt          | For           |
| 1D     | ELECTION OF A DIRECTOR FOR A THREE-YEAR TERM EXPIRING IN 2011: HANSEL E. TOOKES II   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.                           | Mgmt          | For           |
| 03     | APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF HARRIS COMMON STOCK FROM 250,000,000 TO 500,000,000 SHARES. | Mgmt          | For           |
| 04     | APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.  | Mgmt          | For           |

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 HESS CORPORATION

Agen

Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: HES  
 ISIN: US42809H1077

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1      | DIRECTOR<br>J.B. HESS<br>S.W. BODMAN<br>R. LAVIZZO-MOUREY<br>C.G. MATTHEWS<br>E.H. VON METZSCH                       | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2009. | Mgmt                                 | For                             |

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 HEWLETT-PACKARD COMPANY

Agen

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

Security: 428236103  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2009  
 Ticker: HPQ  
 ISIN: US4282361033

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L. T. BABBIO, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: S. M. BALDAUF  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R. L. GUPTA  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J. H. HAMMERGREN   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M. V. HURD   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J. Z. HYATT  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: J. R. JOYCE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: R. L. RYAN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: L. S. SALHANY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: G. K. THOMPSON   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2009. | Mgmt          | For           |

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: ITW  
 ISIN: US4523081093

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM F. ALDINGER  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SUSAN CROWN          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DON H. DAVIS, JR.    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 1G | ELECTION OF DIRECTOR: JAMES A. SKINNER   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: HAROLD B. SMITH  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DAVID B. SPEER   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: PAMELA B. STROBEL  | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.  | Mgmt | For |
| 03 | STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, URGING THE BOARD OF DIRECTORS TO SEEK STOCKHOLDER APPROVAL OF ANY FUTURE EXTRAORDINARY RETIREMENT BENEFITS FOR SENIOR EXECUTIVES. | Shr  | For |

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INTEL CORPORATION

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Agen

Security: 458140100  
Meeting Type: Annual  
Meeting Date: 20-May-2009  
Ticker: INTC  
ISIN: US4581401001

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN L. DECKER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN J. DONAHOE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: REED E. HUNDT  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PAUL S. OTELLINI   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES D. PLUMMER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JANE E. SHAW   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN L. THORNTON   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR | Mgmt          | For           |
| 03     | AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN  | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 04 | APPROVAL OF AN EMPLOYEE STOCK OPTION EXCHANGE PROGRAM | Mgmt | For     |
| 05 | ADVISORY VOTE ON EXECUTIVE COMPENSATION               | Mgmt | For     |
| 06 | STOCKHOLDER PROPOSAL: CUMULATIVE VOTING               | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL: HUMAN RIGHT TO WATER            | Shr  | Against |

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INTERNATIONAL BUSINESS MACHINES CORP.  
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Agen

Security: 459200101  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: IBM  
ISIN: US4592001014

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.J.P. BELDA  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: C. BLACK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W.R. BRODY  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: K.I. CHENAULT   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M.L. ESKEW  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: S.A. JACKSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: T. NISHIMURO  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: J.W. OWENS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S.J. PALMISANO  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.E. SPERO  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: S. TAUREL   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: L.H. ZAMBRANO   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt          | For           |
| 03     | APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162 (M) OF THE INTERNAL REVENUE CODE | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING   | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION AND PENSION INCOME   | Shr           | For           |
| 06     | STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE  | Shr           | For           |



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

## COMPENSATION

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 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: JNJ  
 ISIN: US4781601046  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARY SUE COLEMAN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES G. CULLEN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ARNOLD G. LANGBO   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LEO F. MULLIN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM D. PEREZ   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CHARLES PRINCE   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID SATCHER  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM C. WELDON  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND DISCLOSURE  | Shr           | For           |

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 JOHNSON CONTROLS, INC.

Agen

Security: 478366107  
 Meeting Type: Annual  
 Meeting Date: 21-Jan-2009  
 Ticker: JCI  
 ISIN: US4783661071  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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

|    |  |      |          |
|----|--|------|----------|
|    | DENNIS W. ARCHER   | Mgmt | Withheld |
|    | RICHARD GOODMAN  | Mgmt | For      |
|    | SOUTHWOOD J. MORCOTT   | Mgmt | For      |
| 02 | RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2009. | Mgmt | For      |
| 03 | PROPOSAL REGARDING SURVIVOR BENEFITS.                                    | Shr  | For      |

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JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: JPM  
 ISIN: US46625H1005

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRANDALL C. BOWLES                     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: STEPHEN B. BURKE                       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID M. COTE                          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES S. CROWN                         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES DIMON                            | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ELLEN V. FUTTER                        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III                   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.                  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID C. NOVAK                         | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LEE R. RAYMOND                         | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: WILLIAM C. WELDON                      | Mgmt          | For           |
| 02     | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION                      | Mgmt          | For           |
| 04     | GOVERNMENTAL SERVICE REPORT                                  | Shr           | Against       |
| 05     | CUMULATIVE VOTING  | Shr           | Against       |
| 06     | SPECIAL SHAREOWNER MEETINGS                                  | Shr           | For           |
| 07     | CREDIT CARD LENDING PRACTICES                                | Shr           | Against       |
| 08     | CHANGES TO KEPP  | Shr           | For           |

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

|    |                          |     |         |
|----|--------------------------|-----|---------|
| 09 | SHARE RETENTION          | Shr | For     |
| 10 | CARBON PRINCIPLES REPORT | Shr | Against |

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KB HOME

Agen

Security: 48666K109  
 Meeting Type: Annual  
 Meeting Date: 02-Apr-2009  
 Ticker: KBH  
 ISIN: US48666K1097

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TIMOTHY W. FINCHEM   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: KENNETH M. JASTROW, II   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT L. JOHNSON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MELISSA LORA   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MICHAEL G. MCCAFFERY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JEFFREY T. MEZGER  | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS KB HOME'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | PROPOSAL TO ADOPT THE PROTECTIVE AMENDMENT TO KB HOME'S RESTATED CERTIFICATE OF INCORPORATION                      | Mgmt          | For           |
| 04     | PROPOSAL TO APPROVE THE SUCCESSOR RIGHTS PLAN  | Mgmt          | For           |
| 05     | TO APPROVE THE ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS  | Mgmt          | For           |
| 06     | STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION  | Shr           | For           |
| 07     | STOCKHOLDER PROPOSAL RELATING TO AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION                          | Shr           | For           |
| 08     | STOCKHOLDER PROPOSAL RELATING TO HEALTH CARE REFORM PRINCIPLES   | Shr           | Against       |

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KLA-TENCOR CORPORATION

Agen

Security: 482480100  
 Meeting Type: Annual

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

Meeting Date: 13-Nov-2008  
 Ticker: KLAC  
 ISIN: US4824801009

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>ROBERT M. CALDERONI<br>JOHN T. DICKSON<br>KEVIN J. KENNEDY  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING JUNE 30, 2009. | Mgmt                 | For               |

LENNAR CORPORATION

Agen

Security: 526057104  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2009  
 Ticker: LEN  
 ISIN: US5260571048

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>IRVING BOLOTIN<br>STEVEN L. GERARD<br>SHERRILL W. HUDSON<br>R. KIRK LANDON<br>SIDNEY LAPIDUS<br>STUART A. MILLER<br>DONNA E. SHALALA<br>JEFFREY SONNENFELD | 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 |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF DELOITTE<br>& TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM.  | Mgmt   | For  |
| 03     | PROPOSAL TO APPROVE AMENDMENTS TO THE COMPANY'S<br>2007 EQUITY INCENTIVE PLAN.   | Mgmt   | Against  |
| 04     | STOCKHOLDER PROPOSAL REGARDING THE COMPANY'S<br>BUILDING PRACTICES.  | Shr  | Against  |

LOCKHEED MARTIN CORPORATION

Agen

Security: 539830109  
 Meeting Type: Annual

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

Meeting Date: 23-Apr-2009  
 Ticker: LMT  
 ISIN: US5398301094

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID B. BURRITT   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES O. ELLIS JR.   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GWENDOLYN S. KING  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES M. LOY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JOSEPH W. RALSTON  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FRANK SAVAGE   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JAMES M. SCHNEIDER   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ANNE STEVENS   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: ROBERT J. STEVENS  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES R. UKROPINA  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS  | Mgmt          | For           |
| 03     | MANAGEMENT PROPOSAL - TO AMEND THE CHARTER TO<br>DELETE THE 80% SUPERMAJORITY VOTE REQUIRED<br>TO AMEND ARTICLE XIII | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL - REPORT ON SPACE-BASED<br>WEAPONS PROGRAM  | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL - POLICY ON PAYMENTS TO<br>EXECUTIVES AFTER DEATH   | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION  | Shr           | For           |

MARTEK BIOSCIENCES CORPORATION

Agen

Security: 572901106  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2009  
 Ticker: MATK  
 ISIN: US5729011065

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HARRY J. D'ANDREA  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES R. BEERY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL G. DEVINE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEVE DUBIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT J. FLANAGAN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: POLLY B. KAWALEK   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JEROME C. KELLER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DOUGLAS J. MACMASTER, JR.  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ROBERT H. MAYER  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: EUGENE H. ROTBERG  | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2009 | Mgmt          | For           |

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MASTERCARD INCORPORATED

Agen

Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2009  
 Ticker: MA  
 ISIN: US57636Q1040

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>RICHARD HAYTHORNTHWAITE<br>DAVID R. CARLUCCI<br>ROBERT W. SELANDER  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVAL OF AMENDMENT OF SECTIONS 6.1(A) AND 6.4(B) OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION                      | Mgmt                 | For               |
| 03     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2009 | Mgmt                 | For               |

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

MCAFEE, INC.

Agen

Security: 579064106  
 Meeting Type: Annual  
 Meeting Date: 28-Jul-2008  
 Ticker: MFE  
 ISIN: US5790641063

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                               |
|--------|---|--|---|
| 01     | DIRECTOR<br>MR. THOMAS E. DARCY*<br>MR. DENIS J. O'LEARY*<br>MR. ROBERT W. PANGIA*<br>MR. CARL BASS**<br>MR. JEFFREY A. MILLER**<br>MR. ANTHONY ZINGALE** | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld<br>For<br>For<br>For |
| 02     | APPROVAL OF THE EXECUTIVE BONUS PLAN.   | Mgmt   | For   |
| 03     | APPROVAL OF THE AMENDMENTS TO THE 1997 STOCK INCENTIVE PLAN, AS AMENDED.  | Mgmt   | For   |
| 04     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2008.                           | Mgmt   | For   |

MCAFEE, INC.

Agen

Security: 579064106  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2009  
 Ticker: MFE  
 ISIN: US5790641063

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MR. LESLIE G. DENEND  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MR. DAVID G. DEWALT   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MR. CHARLES J. ROBEL  | Mgmt          | For           |
| 02     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR CERTIFICATE OF INCORPORATION TO EFFECT THE GRADUAL DECLASSIFICATION OF OUR BOARD OF DIRECTORS. | Mgmt          | For           |
| 03     | APPROVAL OF THE AMENDMENTS TO OUR 1997 STOCK INCENTIVE PLAN, AS AMENDED.  | Mgmt          | For           |
| 04     | APPROVAL OF THE AMENDMENT TO OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED.   | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 05 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR 1993 STOCK OPTION PLAN FOR OUTSIDE DIRECTORS.                           | Mgmt | For |
| 06 | RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2009. | Mgmt | For |

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MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: MCD  
 ISIN: US5801351017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT A. ECKERT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JEANNE P. JACKSON   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ANDREW J. MCKENNA   | Mgmt          | For           |
| 02     | APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2009.  | Mgmt          | For           |
| 03     | APPROVAL OF PERFORMANCE GOALS FOR CERTAIN QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE MCDONALD'S CORPORATION AMENDED AND RESTATED 2001 OMNIBUS STOCK OWNERSHIP PLAN. | Mgmt          | For           |
| 04     | APPROVAL OF MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN.  | Mgmt          | For           |
| 05     | SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.  | Shr           | For           |
| 06     | SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.   | Shr           | Against       |

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MEDTRONIC, INC.

Agen

Security: 585055106  
 Meeting Type: Annual  
 Meeting Date: 21-Aug-2008  
 Ticker: MDT  
 ISIN: US5850551061



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

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 01     | DIRECTOR<br>VICTOR J. DZAU, M.D.<br>WILLIAM A. HAWKINS<br>SHIRLEY A. JACKSON, PHD<br>DENISE M. O'LEARY<br>JEAN-PIERRE ROSSO<br>JACK W. SCHULER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS MEDTRONIC'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM.                    | Mgmt   | For                                    |
| 03     | TO APPROVE THE MEDTRONIC, INC. 2008 STOCK AWARD<br>AND INCENTIVE PLAN.   | Mgmt   | For                                    |

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MEMC ELECTRONIC MATERIALS, INC.

Agen

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Security: 552715104  
Meeting Type: Annual  
Meeting Date: 21-Apr-2009  
Ticker: WFR  
ISIN: US5527151048  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>ROBERT J. BOEHLKE<br>C. DOUGLAS MARSH<br>MICHAEL MCNAMARA   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF THE SELECTION OF KPMG LLP AS<br>OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE YEAR ENDING DECEMBER 31, 2009. | Mgmt                 | For               |

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MERCK & CO., INC.

Agen

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Security: 589331107  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: MRK  
ISIN: US5893311077  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LESLIE A. BRUN        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: THOMAS R. CECH, PH.D. | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1C | ELECTION OF DIRECTOR: RICHARD T. CLARK  | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: THOMAS H. GLOCER  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: HARRY R. JACOBSON, M.D.   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: WILLIAM N. KELLEY, M.D.   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: CARLOS E. REPRESAS  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: THOMAS E. SHENK, PH.D.  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: ANNE M. TATLOCK   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: SAMUEL O. THIER, M.D.   | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: WENDELL P. WEEKS  | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: PETER C. WENDELL  | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>FOR 2009                 | Mgmt | For     |
| 03 | PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF<br>INCORPORATION TO LIMIT THE SIZE OF THE BOARD<br>TO NO MORE THAN 18 DIRECTORS | Mgmt | For     |
| 04 | STOCKHOLDER PROPOSAL CONCERNING SPECIAL SHAREHOLDER<br>MEETINGS   | Shr  | For     |
| 05 | STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT<br>LEAD DIRECTOR   | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL CONCERNING AN ADVISORY<br>VOTE ON EXECUTIVE COMPENSATION   | Shr  | For     |

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2008  
Ticker: MSFT  
ISIN: US5949181045

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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: STEVEN A. BALLMER | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 02 | ELECTION OF DIRECTOR: JAMES I. CASH JR.  | Mgmt | For     |
| 03 | ELECTION OF DIRECTOR: DINA DUBLON  | Mgmt | For     |
| 04 | ELECTION OF DIRECTOR: WILLIAM H. GATES III   | Mgmt | For     |
| 05 | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN   | Mgmt | For     |
| 06 | ELECTION OF DIRECTOR: REED HASTINGS  | Mgmt | For     |
| 07 | ELECTION OF DIRECTOR: DAVID F. MARQUARDT   | Mgmt | For     |
| 08 | ELECTION OF DIRECTOR: CHARLES H. NOSKI   | Mgmt | For     |
| 09 | ELECTION OF DIRECTOR: HELMUT PANKE   | Mgmt | For     |
| 10 | APPROVAL OF MATERIAL TERMS OF PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN. | Mgmt | For     |
| 11 | APPROVAL OF AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS.               | Mgmt | For     |
| 12 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR.   | Mgmt | For     |
| 13 | SHAREHOLDER PROPOSAL - ADOPTION OF POLICIES ON INTERNET CENSORSHIP.                            | Shr  | Against |
| 14 | SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON HUMAN RIGHTS.                       | Shr  | Against |
| 15 | SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS.                                 | Shr  | Against |

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MONSANTO COMPANY

Agen

Security: 61166W101  
Meeting Type: Annual  
Meeting Date: 14-Jan-2009  
Ticker: MON  
ISIN: US61166W1018

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JANICE L. FIELDS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: HUGH GRANT  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: C. STEVEN MCMILLAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT J. STEVENS   | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR. | Mgmt          | For           |

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 NESTLE S.A. Agen  
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Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: NSRGY  
 ISIN: US6410694060  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | APPROVAL OF THE 2008 ANNUAL REPORT, FINANCIAL STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FINANCIAL STATEMENTS OF THE NESTLE GROUP.* | Mgmt          | For           |
| 1B     | ACCEPTANCE OF THE 2008 COMPENSATION REPORT (NON-BINDING ADVISORY VOTE).   | Mgmt          | For           |
| 02     | RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.   | Mgmt          | For           |
| 03     | APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2008.           | Mgmt          | For           |
| 4A1    | RE-ELECTION TO THE BOARD OF DIRECTORS: MR. DANIEL BOREL   | Mgmt          | For           |
| 4A2    | RE-ELECTION TO THE BOARD OF DIRECTORS: MS. CAROLINA MULLER-MOHL   | Mgmt          | For           |
| 4B     | ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).   | Mgmt          | For           |
| 05     | CAPITAL REDUCTION (BY CANCELLATION OF SHARES).  | Mgmt          | For           |
| 06     | MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN                 | Mgmt          | Against       |

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 NETAPP, INC Agen  
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Security: 64110D104  
 Meeting Type: Annual  
 Meeting Date: 02-Sep-2008  
 Ticker: NTAP  
 ISIN: US64110D1046  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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

|    |  |  |   |
|----|--|--|---|
| 01 | DIRECTOR<br>DANIEL J. WARMENHOVEN<br>DONALD T. VALENTINE<br>JEFFRY R. ALLEN<br>CAROL A. BARTZ<br>ALAN L. EARHART<br>THOMAS GEORGENS<br>EDWARD KOZEL<br>MARK LESLIE<br>NICHOLAS G. MOORE<br>GEORGE T. SHAHEEN<br>ROBERT T. WALL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | TO APPROVE AN AMENDMENT TO THE 1999 STOCK OPTION PLAN TO ALLOW THE COMPANY TO GRANT EQUITY AWARDS TO THE COMPANY'S NON-EMPLOYEE DIRECTORS UNDER ALL EQUITY PROGRAMS UNDER THE 1999 PLAN.                                       | Mgmt   | For   |
| 03 | TO APPROVE AN AMENDMENT TO THE 1999 PLAN TO INCREASE THE SHARE RESERVE BY AN ADDITIONAL 6,600,000 SHARES OF COMMON STOCK.  | Mgmt   | Against   |
| 04 | TO APPROVE AN AMENDMENT TO THE EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE UNDER THE PURCHASE PLAN BY AN ADDITIONAL 2,900,000 SHARES OF COMMON STOCK.   | Mgmt   | For   |
| 05 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 24, 2009.   | Mgmt   | For   |

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NOVARTIS AG

Agen

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Security: 66987V109  
Meeting Type: Annual  
Meeting Date: 24-Feb-2009  
Ticker: NVS  
ISIN: US66987V1098  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | APPROVAL OF THE ANNUAL REPORT, FINANCIAL STATEMENTS AND GROUP CONSOLIDATED FINANCIAL STATEMENTS FOR THE BUSINESS YEAR 2008 | Mgmt          | For           |
| 02     | DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE                              | Mgmt          | For           |
| 03     | APPROPRIATION OF AVAILABLE EARNINGS OF NOVARTIS AG AS PER BALANCE SHEET AND DECLARATION OF DIVIDEND                        | Mgmt          | For           |
| 04     | REDUCTION OF SHARE CAPITAL   | Mgmt          | For           |
| 5A     | AMENDMENTS TO THE ARTICLES OF INCORPORATION - INTRODUCTION OF A CONSULTATIVE VOTE ON THE                                   | Shr           | For           |

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

### REMUNERATION REPORT

|     |  |      |         |
|-----|--|------|---------|
| 5B  | AMENDMENTS TO THE ARTICLES OF INCORPORATION<br>- PURPOSE               | Mgmt | For     |
| 5C  | AMENDMENTS TO THE ARTICLES OF INCORPORATION<br>- AUDITORS              | Mgmt | For     |
| 6BA | RE-ELECTION OF PROF. SRIKANT M. DATAR PH.D.<br>FOR A THREE-YEAR TERM   | Mgmt | For     |
| 6BB | RE-ELECTION OF ANDREAS VON PLANTA PH.D. FOR<br>A THREE-YEAR TERM       | Mgmt | For     |
| 6BC | RE-ELECTION OF DR.-ING. WENDELIN WIEDEKING FOR<br>A THREE-YEAR TERM    | Mgmt | For     |
| 6BD | RE-ELECTION OF PROF. ROLF M. ZINKERNAGEL M.D.<br>FOR A THREE-YEAR TERM | Mgmt | For     |
| 6C  | ELECTION OF PROF. WILLIAM BRODY, M.D., PH.D.<br>FOR A THREE-YEAR TERM  | Mgmt | For     |
| 07  | APPOINTMENT OF THE AUDITOR   | Mgmt | For     |
| 08  | ADDITIONAL AND/OR COUNTER-PROPOSALS PRESENTED<br>AT THE MEETING        | Mgmt | Abstain |

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### NUCOR CORPORATION

Agen

Security: 670346105  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: NUE  
 ISIN: US6703461052

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>CLAYTON C. DALEY, JR.<br>HARVEY B. GANTT<br>BERNARD L. KASRIEL<br>CHRISTOPHER J. KEARNEY  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS NUCOR'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER<br>31, 2009 | Mgmt                         | For                      |
| 03     | STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE  | Shr                          | Against                  |
| 04     | STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION<br>OF BOARD OF DIRECTORS  | Shr                          | For                      |
| 05     | STOCKHOLDER PROPOSAL REGARDING HUMAN RIGHTS   | Shr                          | Against                  |

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

|    |  |     |         |
|----|--|-----|---------|
| 06 | STOCKHOLDER PROPOSAL REGARDING PRINCIPLES FOR HEALTH CARE REFORM | Shr | Against |
|----|--|-----|---------|

NVIDIA CORPORATION Agen

Security: 67066G104  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: NVDA  
 ISIN: US67066G1040

| Prop.# | Proposal   | Proposal Type        | Proposal Vote                    |
|--------|--|----------------------|----------------------------------|
| 01     | DIRECTOR<br>TENCH COXE<br>MARK L. PERRY<br>MARK A. STEVENS   | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld |
| 02     | THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERSMgmt<br>LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF NVIDIA CORPORATION FOR THE FISCAL YEAR<br>ENDING JANUARY 31, 2010. |                      | For                              |

NVR, INC. Agen

Security: 62944T105  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: NVR  
 ISIN: US62944T1051

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM A. MORAN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ALFRED E. FESTA  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: W. GRADY ROSIER  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2009.  | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL TO IMPOSE A REQUIREMENT<br>THAT OUR NAMED EXECUTIVE OFFICERS HOLD CERTAIN<br>SHARES ACQUIRED BY THEM UNDER OUR COMPENSATION<br>PLANS UNTIL TWO YEARS AFTER TERMINATION. | Shr           | For           |

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OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 01-May-2009  
 Ticker: OXY  
 ISIN: US6745991058

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SPENCER ABRAHAM   | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: RONALD W. BURKLE  | Mgmt          | Against       |
| 1C     | ELECTION OF DIRECTOR: JOHN S. CHALSTY   | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN   | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: JOHN E. FEICK   | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: RAY R. IRANI  | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: IRVIN W. MALONEY  | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN   | Mgmt          | Against       |
| 1I     | ELECTION OF DIRECTOR: RODOLFO SEGOVIA   | Mgmt          | Against       |
| 1J     | ELECTION OF DIRECTOR: AZIZ D. SYRIANI   | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: ROSEMARY TOMICH   | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: WALTER L. WEISMAN   | Mgmt          | Against       |
| 02     | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.  | Mgmt          | For           |
| 03     | AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION TO PERMIT STOCKHOLDERS TO CALL SPECIAL MEETINGS. | Mgmt          | For           |
| 04     | REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.  | Shr           | Against       |

ON SEMICONDUCTOR CORPORATION

Agen

Security: 682189105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: ONNN  
 ISIN: US6821891057

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



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

|    |  |                      |                   |
|----|--|----------------------|-------------------|
| 01 | DIRECTOR<br>CURTIS J. CRAWFORD<br>DARYL OSTRANDER<br>ROBERT H. SMITH   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02 | TO APPROVE AN AMENDMENT TO THE 2000 EMPLOYEE<br>STOCK PURCHASE PLAN (AS DESCRIBED IN AND ATTACHED<br>TO THE PROXY STATEMENT) | Mgmt                 | For               |
| 03 | TO RATIFY PRICEWATERHOUSECOOPERS LLP AS THE<br>COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM                    | Mgmt                 | For               |

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ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 10-Oct-2008  
 Ticker: ORCL  
 ISIN: US68389X1054

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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JEFFREY O. HENLEY<br>LAWRENCE J. ELLISON<br>DONALD L. LUCAS<br>MICHAEL J. BOSKIN<br>JACK F. KEMP<br>JEFFREY S. BERG<br>SAFRA A. CATZ<br>HECTOR GARCIA-MOLINA<br>H. RAYMOND BINGHAM<br>CHARLES E. PHILLIPS, JR<br>NAOMI O. SELIGMAN<br>GEORGE H. CONRADES<br>BRUCE R. CHIZEN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>Withheld<br>For<br>Withheld<br>For<br>For<br>Withheld<br>For<br>For<br>For |
| 02     | PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF<br>THE FISCAL YEAR 2009 EXECUTIVE BONUS PLAN.  | Mgmt   | For   |
| 03     | PROPOSAL TO RATIFY THE SELECTION OF ERNST &<br>YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL<br>YEAR ENDING MAY 31, 2009.   | Mgmt   | For   |
| 04     | STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION.   | Shr  | For   |

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PEPSICO, INC.

Agen

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

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: PEP  
 ISIN: US7134481081

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.L. BROWN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: I.M. COOK   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: D. DUBLON   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: V.J. DZAU   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: R.L. HUNT   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: A. IBARGUEN   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: A.C. MARTINEZ   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: I.K. NOOYI  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S.P. ROCKEFELLER  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.J. SCHIRO   | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: L.G. TROTTER  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: D. VASELLA  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: M.D. WHITE  | Mgmt          | For           |
| 02     | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS                                 | Mgmt          | For           |
| 03     | APPROVAL OF PEPSICO, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN                       | Mgmt          | For           |
| 04     | SHAREHOLDER PROPOSAL - BEVERAGE CONTAINER RECYCLING (PROXY STATEMENT P. 59)           | Shr           | Against       |
| 05     | SHAREHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS REPORT (PROXY STATEMENT P. 61) | Shr           | Against       |
| 06     | SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS REPORT (PROXY STATEMENT P. 63)        | Shr           | Against       |
| 07     | SHAREHOLDER PROPOSAL - ADVISORY VOTE ON COMPENSATION (PROXY STATEMENT P. 64)          | Shr           | For           |

PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009

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

Ticker: PFE  
ISIN: US7170811035

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL S. BROWN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. ANTHONY BURNS  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT N. BURT  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. DON CORNWELL   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES M. KILTS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JEFFREY B. KINDLER  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: GEORGE A. LORCH   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DANA G. MEAD  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.  | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009. | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE THE PFIZER INC. 2004 STOCK PLAN, AS AMENDED AND RESTATED.                           | Mgmt          | For           |
| 04     | SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.   | Shr           | Against       |
| 05     | SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.                                 | Shr           | For           |
| 06     | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.   | Shr           | Against       |
| 07     | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.  | Shr           | For           |

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: PM

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

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: LOUIS C. CAMILLERI  | Mgmt          | For           |
| 1D      | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN  | Mgmt          | For           |
| 1E      | ELECTION OF DIRECTOR: GRAHAM MACKAY   | Mgmt          | For           |
| 1F      | ELECTION OF DIRECTOR: SERGIO MARCHIONNE   | Mgmt          | Against       |
| 1G      | ELECTION OF DIRECTOR: LUCIO A. NOTO   | Mgmt          | For           |
| 1H      | ELECTION OF DIRECTOR: CARLOS SLIM HELU  | Mgmt          | For           |
| 1I      | ELECTION OF DIRECTOR: STEPHEN M. WOLF   | Mgmt          | For           |
| 2       | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.  | Mgmt          | For           |
| 3       | APPROVAL OF ELIGIBILITY, BUSINESS CRITERIA FOR AWARDS AND AWARD LIMITS UNDER THE PMI 2008 PERFORMANCE INCENTIVE PLAN. | Mgmt          | For           |

PRECISION CASTPARTS CORP.

Agen

Security: 740189105  
 Meeting Type: Annual  
 Meeting Date: 12-Aug-2008  
 Ticker: PCP  
 ISIN: US7401891053

| Prop. # | Proposal   | Proposal Type | Proposal Vote |
|---------|--|---------------|---------------|
| 01      | DIRECTOR<br>DON R. GRABER<br>LESTER L. LYLES                                 | Mgmt<br>Mgmt  | For<br>For    |
| 02      | APPROVAL OF THE 2008 EMPLOYEE STOCK PURCHASE PLAN                            | Mgmt          | For           |
| 03      | APPROVAL OF AMENDMENTS TO THE 2001 STOCK INCENTIVE PLAN                      | Mgmt          | For           |
| 04      | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

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

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: PEG  
 ISIN: US7445731067

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 01     | DIRECTOR<br>ALBERT R. GAMPER, JR.<br>CONRAD K. HARPER<br>SHIRLEY ANN JACKSON<br>DAVID LILLEY<br>THOMAS A. RENYI<br>HAK CHEOL SHIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2009.                                | Mgmt   | For                                    |

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 03-Mar-2009  
 Ticker: QCOM  
 ISIN: US7475251036

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>STEPHEN M. BENNETT<br>DONALD G. CRUICKSHANK<br>RAYMOND V. DITTAMORE<br>THOMAS W. HORTON<br>IRWIN MARK JACOBS<br>PAUL E. JACOBS<br>ROBERT E. KAHN<br>SHERRY LANSING<br>DUANE A. NELLES<br>MARC I. STERN<br>BRENT SCOWCROFT | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 27, 2009.  | Mgmt   | For   |

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

RAYTHEON COMPANY

Agen

Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: RTN  
 ISIN: US7551115071

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: VERNON E. CLARK                                    | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: JOHN M. DEUTCH                                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FREDERIC M. POSES                                  | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: MICHAEL C. RUETTIGERS                              | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RONALD L. SKATES                                   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM R. SPIVEY                                  | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: LINDA G. STUNTZ                                    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM H. SWANSON                                 | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS                                     | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS               | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING                         | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL REGARDING ADOPTION OF HEALTH CARE REFORM PRINCIPLES | Shr           | Against       |
| 07     | STOCKHOLDER PROPOSAL REGARDING SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS   | Shr           | For           |

RESEARCH IN MOTION LIMITED

Agen

Security: 760975102  
 Meeting Type: Annual  
 Meeting Date: 15-Jul-2008  
 Ticker: RIMM  
 ISIN: CA7609751028

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

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

|    |   |      |     |
|----|---|------|-----|
| 01 | THE ELECTION OF DIRECTORS REFERRED TO IN THE MANAGEMENT INFORMATION CIRCULAR OF THE COMPANY DATED MAY 28, 2008, NAMELY JAMES BALSILLIE, MIKE LAZARIDIS, JAMES ESTILL, DAVID KERR, ROGER MARTIN, JOHN RICHARDSON, BARBARA STYMIEST AND JOHN WETMORE. | Mgmt | For |
| 02 | THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.   | Mgmt | For |

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RIVERBED TECHNOLOGY, INC. Agen

Security: 768573107  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: RVBD  
 ISIN: US7685731074

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>JERRY M. KENNELLY<br>STANLEY J. MERESMAN   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF RIVERBED TECHNOLOGY, INC. FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2009. | Mgmt          | For           |

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SAFEWAY INC. Agen

Security: 786514208  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: SWY  
 ISIN: US7865142084

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEVEN A. BURD     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JANET E. GROVE     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MOHAN GYANI        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PAUL HAZEN         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: FRANK C. HERRINGER | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1F | ELECTION OF DIRECTOR: ROBERT I. MACDONNELL  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: KENNETH W. ODER   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: REBECCA A. STIRN  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: RAYMOND G. VIAULT   | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM.                        | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.  | Shr  | Against |
| 04 | STOCKHOLDER PROPOSAL REQUESTING THAT HOLDERS<br>OF 10% OF THE OUTSTANDING COMMON STOCK BE GIVEN<br>THE POWER TO CALL SPECIAL STOCKHOLDER MEETINGS | Shr  | For     |
| 05 | STOCKHOLDER PROPOSAL REQUESTING LIMITATION ON<br>FUTURE DEATH BENEFITS.   | Shr  | For     |

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SEAGATE TECHNOLOGY

Agen

Security: G7945J104  
Meeting Type: Annual  
Meeting Date: 30-Oct-2008  
Ticker: STX  
ISIN: KYG7945J1040

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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECT WILLIAM D. WATKINS AS A DIRECTOR  | Mgmt             | For           |
| 1B     | ELECT STEPHEN J. LUCZO AS A DIRECTOR  | Mgmt             | For           |
| 1C     | ELECT FRANK J. BIONDI AS A DIRECTOR   | Mgmt             | For           |
| 1D     | ELECT WILLIAM W. BRADLEY AS A DIRECTOR  | Mgmt             | For           |
| 1E     | ELECT DONALD E. KIERNAN AS A DIRECTOR   | Mgmt             | For           |
| 1F     | ELECT DAVID F. MARQUARDT AS A DIRECTOR  | Mgmt             | For           |
| 1G     | ELECT LYDIA M. MARSHALL AS A DIRECTOR   | Mgmt             | For           |
| 1H     | ELECT C.S. PARK AS A DIRECTOR   | Mgmt             | For           |
| 1I     | ELECT GREGORIO REYES AS A DIRECTOR  | Mgmt             | For           |
| 1J     | ELECT JOHN W. THOMPSON AS A DIRECTOR  | Mgmt             | For           |
| 02     | PROPOSAL TO APPROVE THE SEAGATE TECHNOLOGY EXECUTIVE<br>OFFICER PERFORMANCE BONUS PLAN. | Mgmt             | For           |



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

|    |   |      |     |
|----|---|------|-----|
| 03 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SEAGATE TECHNOLOGY FOR THE FISCAL YEAR ENDING JULY 3, 2009. | Mgmt | For |
|----|---|------|-----|

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SHIRE BIOPHARMACEUTICALS HOLDINGS LTD

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Agen

Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 24-Sep-2008  
 Ticker: SHPGY  
 ISIN: US82481R1068

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO ELECT MR MATTHEW EMMENS AS A DIRECTOR OF THE COMPANY  | Mgmt          | For           |
| 02     | TO ELECT MR ANGUS RUSSELL AS A DIRECTOR OF THE COMPANY   | Mgmt          | For           |
| 03     | TO ELECT MR GRAHAM HETHERINGTON AS A DIRECTOR OF THE COMPANY   | Mgmt          | For           |
| 04     | TO ELECT DR BARRY PRICE AS A DIRECTOR OF THE COMPANY   | Mgmt          | For           |
| 05     | TO ELECT MR DAVID KAPPLER AS A DIRECTOR OF THE COMPANY   | Mgmt          | For           |
| 06     | TO ELECT DR JEFFREY LEIDEN AS A DIRECTOR OF THE COMPANY  | Mgmt          | For           |
| 07     | TO ELECT MR PATRICK LANGOIS AS A DIRECTOR OF THE COMPANY   | Mgmt          | For           |
| 08     | TO ELECT MS KATE NEALON AS A DIRECTOR OF THE COMPANY   | Mgmt          | For           |
| 09     | TO ELECT MR DAVID MOTT AS A DIRECTOR OF THE COMPANY  | Mgmt          | For           |
| 010    | TO ELECT DR MICHAEL ROSENBLATT AS A DIRECTOR OF THE COMPANY  | Mgmt          | For           |
| 011    | TO APPOINT DELOITTE & TOUCHE LLP AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THE MEETING TO THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2009. | Mgmt          | For           |
| 012    | TO AUTHORISE THE AUDIT, COMPLIANCE AND RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.  | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| O13 | TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES.   | Mgmt | For |
| S14 | TO RESOLVE THAT, SUBJECT TO THE PASSING OF THE PREVIOUS RESOLUTION, THE AUTHORITY TO ALLOT EQUITY SECURITIES.   | Mgmt | For |
| S15 | TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORISED.  | Mgmt | For |
| S16 | TO RESOLVE THAT THE NAME OF THE COMPANY BE CHANGED TO SHIRE PLC AND THAT THE REQUISITE CHANGES BE MADE TO THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION. | Mgmt | For |

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 SHIRE PLC

Agen

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 Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: SHPGY  
 ISIN: US82481R1068  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| O1     | TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2008.  | Mgmt          | For           |
| O2     | TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2008.  | Mgmt          | For           |
| O3     | TO RE-ELECT DR BARRY PRICE AS A DIRECTOR OF THE COMPANY.   | Mgmt          | For           |
| O4     | TO RE-APPOINT DELOITTE LLP AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THE MEETING TO THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2010.   | Mgmt          | For           |
| O5     | TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.  | Mgmt          | For           |
| O6     | 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 AND FOR THIS PURPOSE THE AUTHORIZED ALLOTMENT AMOUNT SHALL BE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt          | For           |
| S7     | TO RESOLVE THAT, SUBJECT TO THE PASSING OF THE PREVIOUS RESOLUTION, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S  | Mgmt          | For           |

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

ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, ALL  
AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

|    |  |      |     |
|----|--|------|-----|
| S8 | TO RESOLVE THAT THE COMPANY BE AND IS HEREBY<br>GENERALLY AND UNCONDITIONALLY AUTHORIZED, ALL<br>AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
|----|--|------|-----|

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SOUTHWESTERN ENERGY COMPANY

Agen

Security: 845467109  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: SWN  
ISIN: US8454671095

| Prop.# | Proposal  | Proposal<br>Type                             | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>LEWIS E. EPLEY, JR.<br>ROBERT L. HOWARD<br>HAROLD M. KORELL<br>VELLO A. KUUSKRAA<br>KENNETH R. MOURTON<br>CHARLES E. SCHARLAU   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>Withheld<br>Withheld<br>For |
| 2      | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP ("PWC") TO SERVE AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL<br>YEAR ENDED DECEMBER 31, 2009. | Mgmt   | For   |

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STAPLES, INC.

Agen

Security: 855030102  
Meeting Type: Annual  
Meeting Date: 09-Jun-2009  
Ticker: SPLS  
ISIN: US8550301027

| Prop.# | Proposal                                    | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BASIL L. ANDERSON     | Mgmt             | Against       |
| 1B     | ELECTION OF DIRECTOR: ARTHUR M. BLANK       | Mgmt             | Against       |
| 1C     | ELECTION OF DIRECTOR: MARY ELIZABETH BURTON | Mgmt             | Against       |
| 1D     | ELECTION OF DIRECTOR: JUSTIN KING           | Mgmt             | Against       |
| 1E     | ELECTION OF DIRECTOR: CAROL MEYROWITZ       | Mgmt             | Against       |

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

|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: ROWLAND T. MORIARTY  | Mgmt | Against |
| 1G | ELECTION OF DIRECTOR: ROBERT C. NAKASONE   | Mgmt | Against |
| 1H | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt | Against |
| 1I | ELECTION OF DIRECTOR: ELIZABETH A. SMITH   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: ROBERT E. SULENTIC   | Mgmt | Against |
| 1K | ELECTION OF DIRECTOR: VIJAY VISHWANATH   | Mgmt | Against |
| 1L | ELECTION OF DIRECTOR: PAUL F. WALSH  | Mgmt | Against |
| 02 | TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 1998 EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 15,750,000 TO 22,750,000.        | Mgmt | For     |
| 03 | TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 1,275,000 TO 2,775,000. | Mgmt | For     |
| 04 | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.   | Mgmt | For     |
| 05 | TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE REINCORPORATION OF STAPLES, INC. IN NORTH DAKOTA.   | Shr  | For     |

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TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209  
 Meeting Type: Special  
 Meeting Date: 25-Sep-2008  
 Ticker: TEVA  
 ISIN: US8816242098

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPOINT MR. JOSEPH (YOSI) NITZANI AS A STATUTORY INDEPENDENT DIRECTOR FOR A TERM OF THREE YEARS. | Mgmt          | For           |

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TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 22-Jun-2009

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

Ticker: TEVA  
ISIN: US8816242098

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2008, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 1.95 (APPROXIMATELY US\$0.525, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.  | Mgmt          | For           |
| 2A     | ELECTION OF DIRECTOR: DR. PHILLIP FROST   | Mgmt          | For           |
| 2B     | ELECTION OF DIRECTOR: ROGER ABRAVANEL   | Mgmt          | For           |
| 2C     | ELECTION OF DIRECTOR: PROF. ELON KOHLBERG   | Mgmt          | For           |
| 2D     | ELECTION OF DIRECTOR: PROF. YITZHAK PETERBURG   | Mgmt          | For           |
| 2E     | ELECTION OF DIRECTOR: EREZ VIGODMAN   | Mgmt          | For           |
| 03     | TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2010 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE. | Mgmt          | For           |

THE CHUBB CORPORATION

Agen

Security: 171232101  
Meeting Type: Annual  
Meeting Date: 28-Apr-2009  
Ticker: CB  
ISIN: US1712321017

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ZOE BAIRD          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SHEILA P. BURKE    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES I. CASH, JR. | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOEL J. COHEN      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN D. FINNEGAN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KLAUS J. MANGOLD   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MARTIN G. MCGUINN  | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 1H | ELECTION OF DIRECTOR: LAWRENCE M. SMALL  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JESS SODERBERG   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: DANIEL E. SOMERS   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: KAREN HASTIE WILLIAMS  | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN   | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: ALFRED W. ZOLLAR   | Mgmt | For |
| 02 | TO APPROVE THE ADOPTION OF THE CHUBB CORPORATION<br>LONG-TERM INCENTIVE PLAN (2009). | Mgmt | For |
| 03 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS INDEPENDENT AUDITOR.            | Mgmt | For |

-----  
 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: KO  
 ISIN: US1912161007

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: HERBERT A. ALLEN       | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: RONALD W. ALLEN        | Mgmt          | Against       |
| 03     | ELECTION OF DIRECTOR: CATHLEEN P. BLACK      | Mgmt          | Against       |
| 04     | ELECTION OF DIRECTOR: BARRY DILLER           | Mgmt          | Against       |
| 05     | ELECTION OF DIRECTOR: ALEXIS M. HERMAN       | Mgmt          | Against       |
| 06     | ELECTION OF DIRECTOR: MUHTAR KENT            | Mgmt          | For           |
| 07     | ELECTION OF DIRECTOR: DONALD R. KEOUGH       | Mgmt          | For           |
| 08     | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO | Mgmt          | Against       |
| 09     | ELECTION OF DIRECTOR: DONALD F. MCHENRY      | Mgmt          | For           |
| 10     | ELECTION OF DIRECTOR: SAM NUNN               | Mgmt          | For           |
| 11     | ELECTION OF DIRECTOR: JAMES D. ROBINSON III  | Mgmt          | Against       |
| 12     | ELECTION OF DIRECTOR: PETER V. UEERROTH      | Mgmt          | Against       |
| 13     | ELECTION OF DIRECTOR: JACOB WALLENBERG       | Mgmt          | For           |
| 14     | ELECTION OF DIRECTOR: JAMES B. WILLIAMS      | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 15 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS | Mgmt | For     |
| 16 | SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE<br>ON EXECUTIVE COMPENSATION     | Shr  | For     |
| 17 | SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT<br>BOARD CHAIR                     | Shr  | For     |
| 18 | SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE<br>ON HUMAN RIGHTS              | Shr  | Against |
| 19 | SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK                                  | Shr  | Against |

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THE ESTEE LAUDER COMPANIES INC.

Agen

Security: 518439104  
Meeting Type: Annual  
Meeting Date: 07-Nov-2008  
Ticker: EL  
ISIN: US5184391044

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| Prop.# | Proposal   | Proposal Type        | Proposal Vote          |
|--------|--|----------------------|------------------------|
| 01     | DIRECTOR<br>CHARLENE BARSHEFSKY<br>LEONARD A. LAUDER<br>RONALD S. LAUDER                     | Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For |
| 02     | APPROVAL OF THE ESTEE LAUDER COMPANIES INC.<br>EXECUTIVE ANNUAL INCENTIVE PLAN.              | Mgmt                 | For                    |
| 03     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITORS FOR THE 2009 FISCAL YEAR. | Mgmt                 | For                    |

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THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: GS  
ISIN: US38141G1040

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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN H. BRYAN      | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1C | ELECTION OF DIRECTOR: GARY D. COHN  | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: CLAES DAHLBACK  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: STEPHEN FRIEDMAN  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: WILLIAM W. GEORGE   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: RAJAT K. GUPTA  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: LOIS D. JULIBER   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL   | Mgmt | Against |
| 1K | ELECTION OF DIRECTOR: JAMES J. SCHIRO   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: RUTH J. SIMMONS   | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2009 FISCAL YEAR | Mgmt | For     |
| 03 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING  | Shr  | Against |
| 05 | SHAREHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE   | Shr  | For     |
| 06 | SHAREHOLDER PROPOSAL TO AMEND BY-LAWS TO PROVIDE FOR A BOARD COMMITTEE ON U.S. ECONOMIC SECURITY  | Shr  | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS  | Shr  | Against |

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 THE HOME DEPOT, INC.

Agen

-----  
 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: HD  
 ISIN: US4370761029  
 -----

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: F. DUANE ACKERMAN    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DAVID H. BATCHELDER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANCIS S. BLAKE     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ARI BOUSBIB          | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt          | For           |



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

|    |  |      |         |
|----|--|------|---------|
| 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     |
| 02 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING JANUARY 31, 2010.   | Mgmt | For     |
| 03 | TO AMEND THE SIXTH ARTICLE OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF AT LEAST 25% OF SHARES OF THE COMPANY'S OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF SHAREHOLDERS. | Mgmt | Against |
| 04 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.  | Shr  | Against |
| 05 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.   | Shr  | For     |
| 06 | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT.  | Shr  | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION.   | Shr  | For     |
| 08 | SHAREHOLDER PROPOSAL REGARDING ENERGY USAGE.   | Shr  | Against |

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 THE KROGER CO.

Agen

Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2009  
 Ticker: KR  
 ISIN: US5010441013

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: REUBEN V. ANDERSON | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT D. BEYER    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID B. DILLON    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN J. KROPF     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. LAMACCHIA  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DAVID B. LEWIS     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DON W. MCGEORGE    | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1H | ELECTION OF DIRECTOR: W. RODNEY MCMULLEN  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: JORGE P. MONTOYA  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: CLYDE R. MOORE  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: SUSAN M. PHILLIPS   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: STEVEN R. ROGEL   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: JAMES A. RUNDE  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: RONALD L. SARGENT   | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS  | Mgmt | For     |
| 2  | APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.  | Mgmt | For     |
| 3  | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED,<br>TO RECOMMEND AN INCREASE OF THE PERCENTAGE<br>OF EGGS STOCKED FROM HENS NOT CONFINED IN BATTERY<br>CAGES. | Shr  | Against |
| 4  | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED,<br>TO RECOMMEND AMENDMENT OF KROGER'S ARTICLES<br>TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY<br>VOTE.  | Shr  | Against |

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 THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 14-Oct-2008  
 Ticker: PG  
 ISIN: US7427181091

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>KENNETH I. CHENAULT<br>SCOTT D. COOK<br>RAJAT K. GUPTA<br>A.G. LAFLEY<br>CHARLES R. LEE<br>LYNN M. MARTIN<br>W. JAMES MCNERNEY, JR.<br>JOHNATHAN A. RODGERS<br>RALPH SNYDERMAN, M.D.<br>MARGARET C. WHITMAN<br>PATRICIA A. WOERTZ<br>ERNESTO ZEDILLO | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM   | Mgmt   | For  |
| 03     | AMEND COMPANY'S AMENDED ARTICLES OF INCORPORATION  | Mgmt   | Against  |

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

TO ADOPT MAJORITY VOTING

|    |   |     |         |
|----|---|-----|---------|
| 04 | SHAREHOLDER PROPOSAL #1 - ROTATE SITE OF ANNUAL MEETING           | Shr | Against |
| 05 | SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION | Shr | For     |

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 THE RYLAND GROUP, INC.

Agen

Security: 783764103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: RYL  
 ISIN: US7837641031  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>R. CHAD DREIER<br>LESLIE M. FRECON<br>ROLAND A. HERNANDEZ<br>WILLIAM L. JEWS<br>NED MANSOUR<br>ROBERT E. MELLOR<br>NORMAN J. METCALFE<br>CHARLOTTE ST. MARTIN | 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 |
| 02     | APPROVAL OF AN AMENDMENT TO THE RYLAND GROUP, INC. ARTICLES OF INCORPORATION.   | Mgmt   | For  |
| 03     | APPROVAL OF THE RYLAND GROUP, INC. SHAREHOLDER RIGHTS PLAN.   | Mgmt   | For  |
| 04     | CONSIDERATION OF A PROPOSAL FROM THE NATHAN CUMMINGS FOUNDATION (A STOCKHOLDER).  | Shr  | Against  |
| 05     | CONSIDERATION OF A PROPOSAL FROM CERTAIN RETIREMENT SYSTEMS AND PENSION FUNDS OF THE EMPLOYEES OF THE CITY OF NEW YORK (STOCKHOLDERS).                                    | Shr  | For  |
| 06     | CONSIDERATION OF A PROPOSAL FROM AMALGAMATED BANK LONGVIEW MIDCAP 400 INDEX FUND (A STOCKHOLDER).   | Shr  | For  |
| 07     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS RYLAND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.              | Mgmt   | For  |

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 THE TJX COMPANIES, INC.

Agen

Security: 872540109  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 Ticker: TJX  
 ISIN: US8725401090

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>JOSE B. ALVAREZ<br>ALAN M. BENNETT<br>DAVID A. BRANDON<br>BERNARD CAMMARATA<br>DAVID T. CHING<br>MICHAEL F. HINES<br>AMY B. LANE<br>CAROL MEYROWITZ<br>JOHN F. O'BRIEN<br>ROBERT F. SHAPIRO<br>WILLOW B. SHIRE<br>FLETCHER H. WILEY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL OF AMENDMENTS TO AND PERFORMANCE TERMS OF THE STOCK INCENTIVE PLAN.  | Mgmt   | For  |
| 03     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.  | Mgmt   | For  |

THE TRAVELERS COMPANIES, INC.

Agen

Security: 89417E109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: TRV  
 ISIN: US89417E1091

| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALAN L. BELLER          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN H. DASBURG         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JANET M. DOLAN          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAY S. FISHMAN          | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LAWRENCE G. GRAEV       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: PATRICIA L. HIGGINS     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: THOMAS R. HODGSON       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, | Mgmt          | For           |

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

JR.

|    |  |      |         |
|----|--|------|---------|
| 1J | ELECTION OF DIRECTOR: ROBERT I. LIPP   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: LAURIE J. THOMSEN  | Mgmt | For     |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.       | Mgmt | For     |
| 03 | TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER TRAVELERS' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN. | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.  | Shr  | Against |

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 THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: TMO  
 ISIN: US8835561023

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JUDY C. LEWENT<br>PETER J. MANNING<br>JIM P. MANZI<br>ELAINE S. ULLIAN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009. | Mgmt                         | For                      |

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 THORATEC CORPORATION

Agen

Security: 885175307  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: THOR  
 ISIN: US8851753074

| Prop.# | Proposal                   | Proposal Type | Proposal Vote |
|--------|----------------------------|---------------|---------------|
| 01     | DIRECTOR<br>NEIL F. DIMICK | Mgmt          | For           |

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

|   |  |  |
|---|--|--|
| GERHARD F. BURBACH<br>J. DANIEL COLE<br>STEVEN H. COLLIS<br>ELISHA W. FINNEY<br>D. KEITH GROSSMAN<br>PAUL A. LAVIOLETTE<br>DANIEL M. MULVENA            | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>For<br>For |
| 02     RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS<br>FOR ITS FISCAL YEAR ENDING JANUARY 2, 2010. | Mgmt   | For  |

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TIME WARNER CABLE INC

Agen

Security: 88732J207  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2009  
 Ticker: TWC  
 ISIN: US88732J2078

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CAROLE BLACK           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GLENN A. BRITT         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: THOMAS H. CASTRO       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DAVID C. CHANG         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR. | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PETER R. HAJE          | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DONNA A. JAMES         | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DON LOGAN              | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WAYNE H. PACE          | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: EDWARD D. SHIRLEY      | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN E. SUNUNU         | Mgmt          | For           |
| 2      | RATIFICATION OF AUDITORS                     | Mgmt          | For           |

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TIME WARNER INC.

Agen

Security: 887317105  
 Meeting Type: Special

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

Meeting Date: 16-Jan-2009  
 Ticker: TWX  
 ISIN: US8873171057

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | COMPANY PROPOSAL TO (A) AUTHORIZE THE BOARD TO EFFECT PRIOR TO 12/31/09, A REVERSE STOCK SPLIT OF THE OUTSTANDING AND TREASURY COMMON STOCK OF TIME WARNER, AT A REVERSE STOCK SPLIT RATIO OF EITHER 1-FOR-2 OR 1-FOR-3, AND (B) APPROVE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION IN THE RELEVANT FORM ATTACHED TO THE PROXY STATEMENT TO EFFECT THE REVERSE STOCK SPLIT AND TO REDUCE PROPORTIONATELY THE TOTAL NUMBER OF SHARES THAT TIME WARNER IS AUTHORIZED TO ISSUE, SUBJECT TO THE BOARD'S AUTHORITY TO ABANDON SUCH AMENDMENT. | Mgmt          | For           |

TIME WARNER INC.

Agen

Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: TWX  
 ISIN: US8873173038

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HERBERT M. ALLISON, JR.        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE             | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JEFFREY L. BEWKES              | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH          | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: FRANK J. CAUFIELD              | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: ROBERT C. CLARK                | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MATHIAS DOPFNER                | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: JESSICA P. EINHORN             | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MICHAEL A. MILES               | Mgmt          | Against       |
| 1J     | ELECTION OF DIRECTOR: KENNETH J. NOVACK              | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DEBORAH C. WRIGHT              | Mgmt          | Against       |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |
| 03     | COMPANY PROPOSAL TO APPROVE THE TIME WARNER          | Mgmt          | For           |

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

INC. ANNUAL INCENTIVE PLAN FOR EXECUTIVE OFFICERS.

|    |  |     |         |
|----|--|-----|---------|
| 04 | STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING.  | Shr | Against |
| 05 | STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.   | Shr | For     |
| 06 | STOCKHOLDER PROPOSAL REGARDING ADVISORY RESOLUTION TO RATIFY COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Shr | For     |

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TOLL BROTHERS, INC.

Agen

Security: 889478103  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2009  
 Ticker: TOL  
 ISIN: US8894781033

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>ROBERT S. BLANK<br>ROGER S. HILLAS<br>STEPHEN A. NOVICK<br>PAUL E. SHAPIRO   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | THE RATIFICATION OF THE RE-APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR. | Mgmt                         | For                      |
| 03     | A STOCKHOLDER PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.   | Shr                          | For                      |
| 04     | A STOCKHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLES OF CEO AND CHAIRMAN OF THE BOARD.   | Shr                          | For                      |

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TOTAL S.A.

Agen

Security: 89151E109  
 Meeting Type: Annual  
 Meeting Date: 15-May-2009  
 Ticker: TOT  
 ISIN: US89151E1091

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS | Mgmt          | For           |
| 02     | APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS   | Mgmt          | For           |



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

|     |   |      |         |
|-----|---|------|---------|
| O3  | ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND   | Mgmt | For     |
| O4  | AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE   | Mgmt | For     |
| O5  | COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. THIERRY DESMAREST  | Mgmt | For     |
| O6  | COMMITMENTS UNDER ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING MR. CHRISTOPHE DE MARGERIE   | Mgmt | Against |
| O7  | AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE SHARES OF THE COMPANY   | Mgmt | For     |
| O8  | RENEWAL OF THE APPOINTMENT OF MRS. ANNE LAUVERGEON AS A DIRECTOR  | Mgmt | Against |
| O9  | RENEWAL OF THE APPOINTMENT OF MR. DANIEL BOUTON AS A DIRECTOR   | Mgmt | Against |
| O10 | RENEWAL OF THE APPOINTMENT OF MR. BERTRAND COLLOMB AS A DIRECTOR  | Mgmt | For     |
| O11 | RENEWAL OF THE APPOINTMENT OF MR. CHRISTOPHE DE MARGERIE AS A DIRECTOR  | Mgmt | For     |
| O12 | RENEWAL OF THE APPOINTMENT OF MR. MICHEL PEBEREAU AS A DIRECTOR   | Mgmt | Against |
| O13 | APPOINTMENT OF MR. PATRICK ARTUS AS A DIRECTOR  | Mgmt | For     |
| E14 | AMENDMENT TO ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION REGARDING THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD  | Mgmt | For     |
| A   | AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION WITH THE INTENT OF DISCLOSING INDIVIDUAL ALLOCATIONS OF STOCK OPTIONS AND RESTRICTED SHARES AS PROVIDED BY LAW   | Shr  | Against |
| B   | FOR THE PURPOSE OF AMENDING TO THE ARTICLES OF ASSOCIATION REGARDING A NEW PROCEDURE FOR SELECTING A SHAREHOLDER-EMPLOYEE AS BOARD MEMBER WITH A VIEW TO IMPROVING HIS OR HER REPRESENTATION AND INDEPENDENCE | Shr  | Against |
| C   | AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO ALL EMPLOYEES OF THE GROUP   | Shr  | Against |

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TRANSOCEAN INC

Agen

Security: G90073100  
 Meeting Type: Special  
 Meeting Date: 08-Dec-2008  
 Ticker: RIG

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

ISIN: KYG900731004

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE MERGER TRANSACTION TO BE EFFECTED BY THE SCHEMES OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.   | Mgmt          | For           |
| 02     | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER TRANSACTION. | Mgmt          | For           |

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2009  
 Ticker: UTX  
 ISIN: US9130171096

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>LOUIS R. CHENEVERT<br>GEORGE DAVID<br>JOHN V. FARACI<br>JEAN-PIERRE GARNIER<br>JAMIE S. GORELICK<br>CARLOS M. GUTIERREZ<br>EDWARD A. KANGAS<br>CHARLES R. LEE<br>RICHARD D. MCCORMICK<br>HAROLD MCGRAW III<br>RICHARD B. MYERS<br>H. PATRICK SWYGERT<br>ANDRE VILLENEUVE<br>CHRISTINE TODD WHITMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF INDEPENDENT AUDITORS  | Mgmt   | For   |
| 03     | SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES  | Shr  | Against   |

UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2009  
 Ticker: UNH

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

ISIN: US91324P1021

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD T. BURKE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT J. DARRETTA  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MICHELE J. HOOPER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: GLENN M. RENWICK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009. | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Shr           | For           |

VCA ANTECH, INC. Agen

Security: 918194101  
Meeting Type: Annual  
Meeting Date: 01-Jun-2009  
Ticker: WOOF  
ISIN: US9181941017

| Prop.# | Proposal  | Proposal Type | Proposal Vote        |
|--------|---|---------------|----------------------|
| 01     | DIRECTOR<br>JOHN M. BAUMER<br>FRANK REDDICK   | Mgmt<br>Mgmt  | Withheld<br>Withheld |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009. | Mgmt          | For                  |

VERISIGN, INC. Agen

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

Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: VRSN  
 ISIN: US92343E1029

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 1      | DIRECTOR<br>D. JAMES BIDZOS<br>WILLIAM L. CHENEVICH<br>KATHLEEN A. COTE<br>ROGER H. MOORE<br>JOHN D. ROACH<br>LOUIS A. SIMPSON<br>TIMOTHY TOMLINSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>FOR THE YEAR ENDING DECEMBER 31, 2009.        | Mgmt   | For   |

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 14-Oct-2008  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE<br>OF INCORPORATION TO ELIMINATE UNNECESSARY PROVISIONS<br>AND SYNCHRONIZE THE DIRECTORS' TERMS WITH OUR<br>ANNUAL MEETING SCHEDULE. | Mgmt          | For           |

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Special  
 Meeting Date: 16-Dec-2008  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO APPROVE AMENDMENTS TO OUR CURRENT CERTIFICATE<br>OF INCORPORATION TO PERMIT THE COMPANY GREATER | Mgmt          | For           |

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

FLEXIBILITY IN FUNDING OUR RETROSPECTIVE RESPONSIBILITY PLAN, TO REMOVE OBSOLETE PROVISIONS, TO MODIFY THE STANDARDS OF INDEPENDENCE APPLICABLE TO OUR DIRECTORS AND TO MAKE OTHER CLARIFYING MODIFICATIONS TO OUR CURRENT CERTIFICATE OF INCORPORATION.

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 VISA INC.

Agen

-----  
 Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: V  
 ISIN: US92826C8394  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | TO ELECT HANI AL-QADI AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.                         | Mgmt          | Against       |
| 1B     | TO ELECT CHARLES T. DOYLE AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.                     | Mgmt          | For           |
| 1C     | TO ELECT PETER HAWKINS AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.                        | Mgmt          | For           |
| 1D     | TO ELECT DAVID I. MCKAY AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.                       | Mgmt          | For           |
| 1E     | TO ELECT CHARLES W. SCHARF AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.                    | Mgmt          | For           |
| 1F     | TO ELECT SEGISMUNDO SCHULIN-ZEUTHEN AS CLASS I DIRECTOR TO SERVE UNTIL THE COMPANY'S 2011 ANNUAL MEETING.           | Mgmt          | For           |
| 2A     | TO ELECT THOMAS J. CAMPBELL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                  | Mgmt          | For           |
| 2B     | TO ELECT GARY P. COUGHLAN AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                    | Mgmt          | For           |
| 2C     | TO ELECT MARY B. CRANSTON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                    | Mgmt          | For           |
| 2D     | TO ELECT FRANCISCO JAVIER FERNANDEZ-CARBAJAL AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING. | Mgmt          | For           |
| 2E     | TO ELECT SUZANNE NORA JOHNSON AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                | Mgmt          | For           |
| 2F     | TO ELECT JOSEPH W. SAUNDERS AS CLASS II DIRECTOR TO SERVE UNTIL THE COMPANY'S 2012 ANNUAL MEETING.                  | Mgmt          | For           |
| 03     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE  | Mgmt          | For           |

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

COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM FOR FISCAL YEAR 2009.

-----  
WAL-MART STORES, INC.

Agen

Security: 931142103  
Meeting Type: Annual  
Meeting Date: 05-Jun-2009  
Ticker: WMT  
ISIN: US9311421039  
-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: AIDA M. ALVAREZ                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES W. BREYER                        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. MICHELE BURNS                       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.                     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROGER C. CORBETT                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS N. DAFT                        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL T. DUKE                        | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GREGORY B. PENNER                      | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ALLEN I. QUESTROM                      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: H. LEE SCOTT, JR.                      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ARNE M. SORENSON                       | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JIM C. WALTON                          | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: S. ROBSON WALTON                       | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS                | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: LINDA S. WOLF                          | Mgmt          | For           |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS | Mgmt          | For           |
| 03     | GENDER IDENTITY NON-DISCRIMINATION POLICY                    | Shr           | Against       |
| 04     | PAY FOR SUPERIOR PERFORMANCE                                 | Shr           | Against       |
| 05     | ADVISORY VOTE ON EXECUTIVE COMPENSATION                      | Shr           | For           |
| 06     | POLITICAL CONTRIBUTIONS                                      | Shr           | Against       |
| 07     | SPECIAL SHAREOWNER MEETINGS                                  | Shr           | For           |

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

08 INCENTIVE COMPENSATION TO BE STOCK OPTIONS Shr Against

WASTE MANAGEMENT, INC.

Agen

Security: 94106L109  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: WMI  
 ISIN: US94106L1098

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANK M. CLARK, JR.   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PATRICK W. GROSS  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN C. POPE  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. ROBERT REUM  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID P. STEINER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER  | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.                | Mgmt          | For           |
| 03     | PROPOSAL TO AMEND THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN. | Mgmt          | For           |
| 04     | PROPOSAL TO APPROVE THE COMPANY'S 2009 STOCK INCENTIVE PLAN.  | Mgmt          | For           |
| 05     | PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.                                     | Shr           | Against       |
| 06     | PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT MEETING.   | Shr           | For           |

WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: WFC

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

ISIN: US9497461015

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN D. BAKER II  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | Against       |
| 1C     | ELECTION OF DIRECTOR: LLOYD H. DEAN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN E. ENGEL  | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD M. JAMES   | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: ROBERT L. JOSS  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK  | Mgmt          | Against       |
| 1J     | ELECTION OF DIRECTOR: MACKEY J. MCDONALD  | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN   | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: NICHOLAS G. MOORE   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY   | Mgmt          | Against       |
| 1N     | ELECTION OF DIRECTOR: DONALD B. RICE  | Mgmt          | Against       |
| 1O     | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD   | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | Against       |
| 1Q     | ELECTION OF DIRECTOR: ROBERT K. STEEL   | Mgmt          | For           |
| 1R     | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1S     | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES. | Mgmt          | For           |
| 03     | PROPOSAL TO RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2009.  | Mgmt          | For           |
| 04     | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S LONG-TERM INCENTIVE COMPENSATION PLAN.                            | Mgmt          | Against       |
| 05     | STOCKHOLDER PROPOSAL REGARDING A BY-LAWS AMENDMENT TO REQUIRE AN INDEPENDENT CHAIRMAN.                              | Shr           | For           |
| 06     | STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.   | Shr           | Against       |



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

WESTERN DIGITAL CORPORATION

Agen

Security: 958102105  
 Meeting Type: Annual  
 Meeting Date: 06-Nov-2008  
 Ticker: WDC  
 ISIN: US9581021055

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PETER D. BEHRENDT   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KATHLEEN A. COTE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN F. COYNE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: HENRY T. DENERO   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM L. KIMSEY   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MICHAEL D. LAMBERT  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MATTHEW E. MASSENGILL   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROGER H. MOORE  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: THOMAS E. PARDUN  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ARIF SHAKEEL  | Mgmt          | For           |
| 02     | TO APPROVE AN AMENDMENT TO THE COMPANY'S 2005 EMPLOYEE STOCK PURCHASE PLAN THAT WOULD INCREASE BY 8,000,000 THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN. | Mgmt          | For           |
| 03     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR WESTERN DIGITAL CORPORATION FOR THE FISCAL YEAR ENDING JULY 3, 2009.                     | Mgmt          | For           |

XTO ENERGY INC.

Agen

Security: 98385X106  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: XTO  
 ISIN: US98385X1063

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | APPROVAL OF AMENDMENT TO BYLAWS TO PROVIDE FOR THE ANNUAL ELECTION OF ALL DIRECTORS. | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 2A | ELECTION OF PHILLIP R. KEVIL CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).        | Mgmt | For     |
| 2B | ELECTION OF HERBERT D. SIMONS CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM).       | Mgmt | Against |
| 2C | ELECTION OF VAUGHN O. VENNERBERG II CLASS B DIRECTOR (2-YEAR TERM) OR, IF ITEM 1 IS NOT APPROVED, CLASS I DIRECTOR (3-YEAR TERM). | Mgmt | For     |
| 03 | APPROVAL OF THE 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.   | Mgmt | For     |
| 04 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2009.  | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL CONCERNING A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION IF PROPERLY PRESENTED.                      | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL CONCERNING STOCKHOLDER APPROVAL OF EXECUTIVE BENEFITS PAYABLE UPON DEATH IF PROPERLY PRESENTED.              | Shr  | For     |

\* 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/ Duncan W Richardson                    |
| Name           | Duncan W Richardson                        |
| Title          | President                                  |
| Date           | 08/24/2009                                 |