

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 16, 2011

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: 07/01/2010 - 06/30/2011

Eaton Vance Enhanced Equity Income Fund II

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ACCENTURE PLC

Agen

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Security: G1151C101  
Meeting Type: Annual  
Meeting Date: 03-Feb-2011  
Ticker: ACN  
ISIN: IE00B4BNMY34  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED AUGUST 31, 2010 AS PRESENTED | Mgmt          | For           |
| 2A     | RE-APPOINTMENT OF DIRECTOR: CHARLES H. GIANCARLO   | Mgmt          | For           |
| 2B     | RE-APPOINTMENT OF DIRECTOR: DENNIS F. HIGHTOWER  | Mgmt          | For           |
| 2C     | RE-APPOINTMENT OF DIRECTOR: BLYTHE J. MCGARVIE   | Mgmt          | For           |

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|    |   |      |        |
|----|---|------|--------|
| 2D | RE-APPOINTMENT OF DIRECTOR: MARK MOODY-STUART   | Mgmt | For    |
| 2E | RE-APPOINTMENT OF DIRECTOR: PIERRE NANTERME   | Mgmt | For    |
| 03 | RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2011 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION | Mgmt | For    |
| 04 | APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS  | Mgmt | For    |
| 05 | RECOMMENDATION, IN A NON-BINDING VOTE, OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION  | Mgmt | 1 Year |
| 06 | AUTHORIZATION TO HOLD THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND   | Mgmt | For    |
| 07 | AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES   | Mgmt | For    |
| 08 | DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK  | Mgmt | For    |

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 ADVANCE AUTO PARTS, INC.

Agen

Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 17-May-2011  
 Ticker: AAP  
 ISIN: US00751Y1064

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>JOHN F. BERGSTROM<br>JOHN C. BROUILLARD<br>FIONA P. DIAS<br>FRANCES X. FREI<br>DARREN R. JACKSON<br>WILLIAM S. OGLESBY<br>J. PAUL RAINES<br>GILBERT T. RAY<br>CARLOS A. SALADRIGAS | 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     | APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt   | For   |
| 03     | RECOMMEND, BY ADVISORY VOTE, HOW OFTEN STOCKHOLDERS SHOULD VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt   | 1 Year  |

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|    |   |      |     |
|----|---|------|-----|
| 04 | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For |
|----|---|------|-----|

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AIR PRODUCTS AND CHEMICALS, INC.

Agen

Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 27-Jan-2011  
 Ticker: APD  
 ISIN: US0091581068

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>CHADWICK C. DEATON<br>MICHAEL J. DONAHUE<br>URSULA O. FAIRBAIRN<br>LAWRENCE S. SMITH  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. RATIFICATION OF APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011. | Mgmt                         | For                      |
| 03     | ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF EXECUTIVE OFFICERS.   | Mgmt                         | For                      |
| 04     | FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION. TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION.            | Mgmt                         | 1 Year                   |
| 05     | APPROVAL OF ANNUAL INCENTIVE PLAN TERMS. TO APPROVE THE ANNUAL INCENTIVE PLAN TERMS TO PERMIT EXCLUSION FROM TAX DEDUCTION LIMITS.                                    | Mgmt                         | For                      |

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ALPHA NATURAL RESOURCES, INC.

Agen

Security: 02076X102  
 Meeting Type: Special  
 Meeting Date: 01-Jun-2011  
 Ticker: ANR  
 ISIN: US02076X1028

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO APPROVE THE AMENDMENT TO ALPHA'S CERTIFICATE OF INCORPORATION, AS DESCRIBED IN AND ATTACHED AS ANNEX B TO THE JOINT PROXY STATEMENT/PROSPECTUS, | Mgmt          | For           |

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PURSUANT TO WHICH ALPHA WILL BE AUTHORIZED TO ISSUE UP TO 400,000,000 SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE.

|    |   |      |     |
|----|---|------|-----|
| 02 | TO APPROVE THE ISSUANCE OF SHARES OF ALPHA COMMON STOCK, PAR VALUE \$0.01 PER SHARE, TO STOCKHOLDERS OF MASSEY ENERGY COMPANY PURSUANT TO THE MERGER AGREEMENT, DATED JANUARY 28, 2011, AMONG ALPHA, MOUNTAIN MERGER SUB, INC., AND MASSEY.                               | Mgmt | For |
| 03 | TO APPROVE ADJOURNMENTS OF THE ALPHA SPECIAL MEETING IF NECESSARY OR APPROPRIATE, INCLUDING TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ALPHA SPECIAL MEETING TO APPROVE ONE OR BOTH OF THE PROPOSALS DESCRIBED ABOVE. | Mgmt | For |

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 AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2011  
 Ticker: AMZN  
 ISIN: US0231351067

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JEFFREY P. BEZOS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TOM A. ALBERG   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN SEELY BROWN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: WILLIAM B. GORDON   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ALAIN MONIE   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS O. RYDER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER  | Mgmt          | For           |
| 02     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.                                    | Mgmt          | 1 Year        |
| 05     | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER OWNERSHIP THRESHOLD FOR CALLING A SPECIAL MEETING OF SHAREHOLDERS.         | Shr           | For           |

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06      SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT      Shr      Against  
 AND REPORT CONCERNING CLIMATE CHANGE.

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 02-May-2011  
 Ticker: AXP  
 ISIN: US0258161092

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>D.F. AKERSON<br>C. BARSHEFSKY<br>U.M. BURNS<br>K.I. CHENAULT<br>P. CHERNIN<br>T.J. LEONSIS<br>J. LESCHLY<br>R.C. LEVIN<br>R.A. MCGINN<br>E.D. MILLER<br>S.S REINEMUND<br>R.D. WALTER<br>R.A. WILLIAMS | 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     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2011.  | Mgmt   | For   |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | For   |
| 04     | ADVISORY VOTE ON FREQUENCY OF ADVISORY EXECUTIVE<br>COMPENSATION VOTE.  | Mgmt   | 1 Year  |
| 05     | SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE<br>VOTING FOR DIRECTORS.  | Shr  | Against   |
| 06     | SHAREHOLDER PROPOSAL RELATING TO THE CALLING<br>OF SPECIAL SHAREHOLDER MEETINGS.  | Shr  | For   |

AMERICAN TOWER CORPORATION

Agen

Security: 029912201  
 Meeting Type: Annual  
 Meeting Date: 18-May-2011  
 Ticker: AMT  
 ISIN: US0299122012

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RAYMOND P. DOLAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD M. DYKES   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CAROLYN F. KATZ   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GUSTAVO LARA CANTU  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOANN A. REED   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAMELA D.A. REEVE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID E. SHARBUTT   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: SAMME L. THOMPSON   | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.                           | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO AMERICAN TOWER CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.                            | Mgmt          | For           |
| 04     | TO CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 05     | TO CONDUCT AN ADVISORY VOTE ON WHETHER TO HOLD THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS. | Mgmt          | 1 Year        |

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AMERISOURCEBERGEN CORPORATION

Agen

Security: 03073E105  
 Meeting Type: Annual  
 Meeting Date: 17-Feb-2011  
 Ticker: ABC  
 ISIN: US03073E1055

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF CLASS I DIRECTOR: CHARLES H. COTROS                               | Mgmt          | For           |
| 1B     | ELECTION OF CLASS I DIRECTOR: JANE E. HENNEY, M.D.                            | Mgmt          | For           |
| 1C     | ELECTION OF CLASS I DIRECTOR: R. DAVID YOST                                   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.            | Mgmt          | For           |

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|    |   |      |        |
|----|---|------|--------|
| 04 | ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |
| 05 | APPROVAL OF THE AMENDMENT OF AMERISOURCEBERGEN'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.       | Mgmt | For    |
| 06 | APPROVAL OF THE AMERISOURCEBERGEN CORPORATION 2011 EMPLOYEE STOCK PURCHASE PLAN.                          | Mgmt | For    |

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APACHE CORPORATION

Agen

Security: 037411105  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: APA  
 ISIN: US0374111054

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: G. STEVEN FARRIS  | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: RANDOLPH M. FERLIC  | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: A.D. FRAZIER, JR.   | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: JOHN A. KOCUR   | Mgmt          | For           |
| 05     | RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS  | Mgmt          | For           |
| 06     | ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS  | Mgmt          | For           |
| 07     | TO RECOMMEND THE FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS                | Mgmt          | 1 Year        |
| 08     | APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL COMMON STOCK    | Mgmt          | For           |
| 09     | APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL PREFERRED STOCK | Mgmt          | For           |
| 10     | APPROVAL OF APACHE'S 2011 OMNIBUS EQUITY COMPENSATION PLAN  | Mgmt          | For           |

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APPLE INC.

Agen

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Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2011  
 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>ARTHUR D. LEVINSON<br>RONALD D. SUGAR | 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     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.        | Mgmt   | For   |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY<br>VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year  |
| 05     | SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING,<br>IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | For   |
| 06     | SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING,<br>IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against                                       |

ATHEROS COMMUNICATIONS, INC.

Agen

Security: 04743P108  
 Meeting Type: Special  
 Meeting Date: 18-Mar-2011  
 Ticker: ATHR  
 ISIN: US04743P1084

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED<br>AS OF JANUARY 5, 2011 (THE "MERGER AGREEMENT"),<br>BY AND AMONG ATHEROS COMMUNICATIONS, INC.,<br>(THE "COMPANY"), QUALCOMM INCORPORATED, ("PARENT"),<br>AND T MERGER SUB, INC., ("MERGER SUB"), ALL<br>AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt          | For           |
| 02     | TO APPROVE THE POSTPONEMENT OR ADJOURNMENT OF<br>THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT<br>ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT<br>VOTES AT THE TIME OF THE SPECIAL MEETING TO<br>ADOPT THE MERGER AGREEMENT.   | Mgmt          | For           |

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BHP BILLITON LIMITED

Agen

Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 16-Nov-2010  
 Ticker: BHP  
 ISIN: US0886061086

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO RECEIVE THE 2010 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC | Mgmt          | For           |
| 02     | TO RE-ELECT DR JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC            | Mgmt          | For           |
| 03     | TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC           | Mgmt          | For           |
| 04     | TO RE-ELECT MR KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC             | Mgmt          | For           |
| 05     | TO RE-ELECT DR JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC            | Mgmt          | For           |
| 06     | TO RE-ELECT MR JACQUES NASSER AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC           | Mgmt          | For           |
| 07     | TO ELECT MR MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC           | Mgmt          | For           |
| 08     | TO ELECT MS CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC              | Mgmt          | For           |
| 09     | TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC                                     | Mgmt          | For           |
| 10     | TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC                                 | Mgmt          | For           |
| 11     | TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH                              | Mgmt          | For           |
| 12     | TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC  | Mgmt          | For           |
| 13     | TO APPROVE THE 2010 REMUNERATION REPORT  | Mgmt          | For           |
| 14     | TO APPROVE AMENDMENTS TO THE LONG TERM INCENTIVE PLAN  | Mgmt          | For           |
| 15     | TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP                    | Mgmt          | For           |

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|    |   |      |     |
|----|---|------|-----|
| 16 | TO APPROVE AMENDMENTS TO THE CONSTITUTION OF<br>BHP BILLITON LIMITED        | Mgmt | For |
| 17 | TO APPROVE AMENDMENTS TO THE ARTICLES OF ASSOCIATION<br>OF BHP BILLITON PLC | Mgmt | For |

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 BROADCOM CORPORATION

Agen

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 Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: BRCM  
 ISIN: US1113201073  
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| Prop.# | Proposal   | Proposal<br>Type   | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>NANCY H. HANDEL<br>EDDY W. HARTENSTEIN<br>MARIA KLAWE, PH.D.<br>JOHN E. MAJOR<br>SCOTT A. MCGREGOR<br>WILLIAM T. MORROW<br>HENRY SAMUELI, PH.D.<br>JOHN A.C. SWAINSON<br>ROBERT E. SWITZ | 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     | TO APPROVE THE COMPENSATION OF THE COMPANY'S<br>NAMED EXECUTIVE OFFICERS IN THE PROXY STATEMENT.   | Mgmt   | For  |
| 03     | TO RECOMMEND CONDUCTING AN ADVISORY VOTE ON<br>EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE<br>YEARS.  | Mgmt   | 1 Year   |
| 04     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE<br>COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.  | Mgmt   | For  |

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 CARDINAL HEALTH, INC.

Agen

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 Security: 14149Y108  
 Meeting Type: Annual  
 Meeting Date: 03-Nov-2010  
 Ticker: CAH  
 ISIN: US14149Y1082  
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| Prop.# | Proposal                                | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: COLLEEN F. ARNOLD | Mgmt             | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1B | ELECTION OF DIRECTOR: GEORGE S. BARRETT  | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: GLENN A. BRITT   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: CARRIE S. COX  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: CALVIN DARDEN  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: BRUCE L. DOWNEY  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JOHN F. FINN   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: GREGORY B. KENNY   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: JAMES J. MONGAN, M.D.  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: DAVID W. RAISBECK  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JEAN G. SPAULDING, M.D.  | Mgmt | For     |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2011. | Mgmt | For     |
| 03 | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CODE OF REGULATIONS ALLOWING THE BOARD OF DIRECTORS TO AMEND THE RESTATED CODE OF REGULATIONS.      | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED STOCK OPTIONS.  | Shr  | For     |
| 05 | SHAREHOLDER PROPOSAL TO AMEND THE RESTATED CODE OF REGULATIONS TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR.                           | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.  | Shr  | For     |

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CARNIVAL CORPORATION

Agen

Security: 143658300  
Meeting Type: Annual  
Meeting Date: 13-Apr-2011  
Ticker: CCL  
ISIN: PA1436583006

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt          | For           |
| 02     | TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR                                      | Mgmt          | For           |

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|    |  |      |        |
|----|--|------|--------|
|    | OF CARNIVAL CORPORATION AND CARNIVAL PLC.  |      |        |
| 03 | TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 04 | TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 05 | TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 06 | TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 07 | TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 08 | TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 09 | TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 10 | TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 11 | TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 12 | TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 13 | TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 14 | TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 15 | TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION. | Mgmt | For    |
| 16 | TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.  | Mgmt | For    |
| 17 | TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2010.   | Mgmt | For    |
| 18 | TO APPROVE THE FISCAL 2010 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.   | Mgmt | For    |
| 19 | TO DETERMINE HOW FREQUENTLY THE SHAREHOLDERS OF CARNIVAL CORPORATION & PLC SHOULD BE PROVIDED WITH A NON-BINDING ADVISORY VOTE REGARDING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.   | Mgmt | 1 Year |

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

|    |   |      |     |
|----|---|------|-----|
| 20 | TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2010.                | Mgmt | For |
| 21 | TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.                             | Mgmt | For |
| 22 | TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC. | Mgmt | For |
| 23 | TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.    | Mgmt | For |
| 24 | TO APPROVE THE CARNIVAL CORPORATION 2011 STOCK PLAN.  | Mgmt | For |

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 CELGENE CORPORATION

Agen

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 Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2011  
 Ticker: CELG  
 ISIN: US1510201049  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ROBERT J. HUGIN<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>MICHAEL A. FRIEDMAN, MD<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | 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, 2011.                          | Mgmt   | For  |
| 03     | APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.  | Mgmt   | For  |
| 04     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt   | For  |
| 05     | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.   | Mgmt   | 1 Year   |

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

CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 18-Nov-2010  
 Ticker: CSCO  
 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: ARUN SARIN  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: STEVEN M. WEST  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JERRY YANG  | Mgmt          | For           |
| 02     | TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 03     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 30, 2011.  | Mgmt          | For           |
| 04     | PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.   | Shr           | Against       |
| 05     | 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 THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr           | Against       |
| 06     | PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT CISCO ADOPT AND IMPLEMENT A POLICY RESTRICTING  | Shr           | Against       |

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

CERTAIN SALES IN CHINA, ADOPT A RELATED OVERSIGHT AND COMPLIANCE SYSTEM WITH RESPECT TO HUMAN RIGHTS IMPACTS AND PROVIDE PUBLIC DISCLOSURE OF CISCO'S SALES TO CHINA AND CERTAIN OTHER GOVERNMENTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.

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 CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 11-May-2011  
 Ticker: COP  
 ISIN: US20825C1045  
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| 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: ROBERT A. NIBLOCK  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HARALD J. NORVIK   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM K. REILLY  | 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 2011. | Mgmt          | For           |
| 03     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | Against       |
| 04     | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |
| 05     | APPROVAL OF 2011 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.   | Mgmt          | For           |
| 06     | GENDER EXPRESSION NON-DISCRIMINATION.  | Shr           | Against       |

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

|    |  |     |         |
|----|--|-----|---------|
| 07 | POLITICAL CONTRIBUTIONS.                           | Shr | Against |
| 08 | REPORT ON GRASSROOTS LOBBYING EXPENDITURES.        | Shr | Against |
| 09 | ACCIDENT RISK MITIGATION.                          | Shr | Against |
| 10 | COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS). | Shr | Against |
| 11 | GREENHOUSE GAS REDUCTION TARGETS.                  | Shr | Against |
| 12 | REPORT ON FINANCIAL RISKS FROM CLIMATE CHANGE.     | Shr | Against |
| 13 | CANADIAN OIL SANDS.                                | Shr | Against |

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CORNING INCORPORATED

Agen

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Security: 219350105  
Meeting Type: Annual  
Meeting Date: 28-Apr-2011  
Ticker: GLW  
ISIN: US2193501051  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN SEELY BROWN  | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: JOHN A. CANNING, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GORDON GUND   | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: KURT M. LANDGRAF  | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: H. ONNO RUDING  | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: GLENN F. TILTON   | Mgmt          | For           |
| 02     | APPROVAL, BY NON-BINDING VOTE, ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | APPROVAL, BY NON-BINDING, ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.  | Mgmt          | 1 Year        |
| 04     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 05     | SHAREHOLDER PROPOSAL CONCERNING SPECIAL MEETINGS.   | Shr           | For           |

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COVIDIEN PLC

Agen

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

Security: G2554F105  
 Meeting Type: Annual  
 Meeting Date: 15-Mar-2011  
 Ticker: COV  
 ISIN: IE00B3QN1M21

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRAIG ARNOLD   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT H. BRUST  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KATHY J. HERBERT   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD J. MEELIA  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DENNIS H. REILLEY  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: TADATAKA YAMADA  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO   | Mgmt          | For           |
| 02     | APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.                        | Mgmt          | For           |
| 03     | EFFECT A ONE-FOR-ONE HUNDRED REVERSE SPLIT FOLLOWED BY A ONE HUNDRED-FOR-ONE FORWARD SPLIT OF THE COMPANY'S ORDINARY SHARES. | Mgmt          | For           |
| 04     | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 05     | AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.   | Mgmt          | 1 Year        |

CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 13-May-2011  
 Ticker: CY  
 ISIN: US2328061096

| Prop.# | Proposal                 | Proposal Type | Proposal Vote |
|--------|--------------------------|---------------|---------------|
| 01     | DIRECTOR<br>T.J. RODGERS | Mgmt          | For           |

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

|    |  |      |        |
|----|--|------|--------|
|    | W. STEVE ALBRECHT  | Mgmt | For    |
|    | ERIC A. BENHAMOU   | Mgmt | For    |
|    | LLOYD CARNEY   | Mgmt | For    |
|    | JAMES R. LONG  | Mgmt | For    |
|    | J. DANIEL MCCRANIE   | Mgmt | For    |
|    | J. DONALD SHERMAN  | Mgmt | For    |
|    | WILBERT VAN DEN HOEK   | Mgmt | For    |
|    |  |      |        |
| 02 | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR 2011. |      | For    |
| 03 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF<br>THE 1994 STOCK PLAN TO APPROVE ADDITIONAL SHARES.  | Mgmt | For    |
| 04 | ADVISORY VOTE ON EXECUTIVE COMPENSATION OF OUR<br>NAMED EXECUTIVE OFFICERS.  | Mgmt | For    |
| 05 | ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY<br>VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS.  | Mgmt | 1 Year |

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 DANAHER CORPORATION

Agen

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 Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 10-May-2011  
 Ticker: DHR  
 ISIN: US2358511028  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MITCHELL P. RALES  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.  | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>AS DANAHER'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER<br>31, 2011.  | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED<br>CERTIFICATE OF INCORPORATION TO DECLASSIFY<br>THE BOARD OF DIRECTORS.   | Mgmt          | For           |
| 04     | TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED<br>CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS<br>OF TWENTY-FIVE PERCENT (25%) OR MORE OF DANAHER'S<br>SHARES TO CALL A SPECIAL MEETING OF SHAREHOLDERS. | Mgmt          | For           |
| 05     | TO APPROVE AMENDMENTS TO DANAHER'S 2007 STOCK<br>INCENTIVE PLAN AND MATERIAL TERMS OF PLAN PERFORMANCE<br>GOALS.   | Mgmt          | For           |

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

|    |  |      |        |
|----|--|------|--------|
| 06 | TO APPROVE AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For    |
| 07 | TO APPROVE AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year |

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DEERE & COMPANY

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Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2011  
 Ticker: DE  
 ISIN: US2441991054

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DIPAK C. JAIN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOACHIM MILBERG   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RICHARD B. MYERS  | Mgmt          | For           |
| 02     | NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY")  | Mgmt          | For           |
| 03     | NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES  | Mgmt          | 1 Year        |
| 04     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011 | Mgmt          | For           |

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EMERSON ELECTRIC CO.

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Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 01-Feb-2011  
 Ticker: EMR  
 ISIN: US2910111044

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>D.N. FARR*<br>H. GREEN*<br>C.A. PETERS*<br>J.W. PRUEHER* | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |

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

|    |  |      |         |
|----|--|------|---------|
|    | R.L. RIDGWAY**   | Mgmt | For     |
| 02 | RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN.                           | Mgmt | For     |
| 03 | APPROVAL OF THE EMERSON ELECTRIC CO. 2011 STOCK OPTION PLAN.   | Mgmt | For     |
| 04 | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For     |
| 05 | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.                                      | Mgmt | For     |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES.   | Mgmt | 1 Year  |
| 07 | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr  | Against |

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 EXXON MOBIL CORPORATION

Agen

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 Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 25-May-2011  
 Ticker: XOM  
 ISIN: US30231G1022  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>M.J. BOSKIN<br>P. BRABECK-LETMATHE<br>L.R. FAULKNER<br>J.S. FISHMAN<br>K.C. FRAZIER<br>W.W. GEORGE<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<br>Mgmt | 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 (PAGE 55)  | Mgmt   | For   |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)   | Mgmt   | Against   |
| 04     | FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)  | Mgmt   | 1 Year  |
| 05     | INDEPENDENT CHAIRMAN (PAGE 58)  | Shr  | For   |
| 06     | REPORT ON POLITICAL CONTRIBUTIONS (PAGE 59)   | Shr  | Against   |

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

|    |  |     |         |
|----|--|-----|---------|
| 07 | AMENDMENT OF EEO POLICY (PAGE 61)          | Shr | Against |
| 08 | POLICY ON WATER (PAGE 62)                  | Shr | Against |
| 09 | REPORT ON CANADIAN OIL SANDS (PAGE 64)     | Shr | Against |
| 10 | REPORT ON NATURAL GAS PRODUCTION (PAGE 65) | Shr | Against |
| 11 | REPORT ON ENERGY TECHNOLOGY (PAGE 67)      | Shr | Against |
| 12 | GREENHOUSE GAS EMISSIONS GOALS (PAGE 68)   | Shr | Against |

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 FEDEX CORPORATION

Agen

Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 27-Sep-2010  
 Ticker: FDX  
 ISIN: US31428X1063

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE                              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN A. EDWARDSON                               | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J.R. HYDE, III                                  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SHIRLEY A. JACKSON                              | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: STEVEN R. LORANGER                              | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GARY W. LOVEMAN                                 | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: SUSAN C. SCHWAB                                 | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: FREDERICK W. SMITH                              | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOSHUA I. SMITH                                 | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID P. STEINER                                | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: PAUL S. WALSH                                   | Mgmt          | For           |
| 02     | ADOPTION OF 2010 OMNIBUS STOCK INCENTIVE PLAN.                        | Mgmt          | For           |
| 03     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.        | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.            | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT. | Shr           | For           |

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

|    |   |     |         |
|----|---|-----|---------|
| 06 | STOCKHOLDER PROPOSAL REGARDING CEO SUCCESSION PLANNING. | Shr | Against |
|----|---|-----|---------|

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 FLOWERS FOODS, INC.

Agen

Security: 343498101  
 Meeting Type: Annual  
 Meeting Date: 25-May-2011  
 Ticker: FLO  
 ISIN: US3434981011

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>BENJAMIN H. GRISWOLD IV<br>JACKIE M. WARD<br>C. MARTIN WOOD III  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES, AS DISCLOSED IN THIS PROXY STATEMENT.  | Mgmt                 | For               |
| 03     | TO VOTE FOR THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt                 | 1 Year            |
| 04     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FLOWERS FOODS, INC. FOR THE 2011 FISCAL YEAR. | Mgmt                 | For               |

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 FORD MOTOR COMPANY

Agen

Security: 345370860  
 Meeting Type: Annual  
 Meeting Date: 12-May-2011  
 Ticker: F  
 ISIN: US3453708600

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEPHEN G. BUTLER      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KIMBERLY A. CASIANO    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR. | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: EDSEL B. FORD II       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR. | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: RICHARD A. GEPHARDT  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JAMES H. HANCE, JR.  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: ELLEN R. MARRAM  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: ALAN MULALLY   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: HOMER A. NEAL  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: GERALD L. SHAHEEN  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: JOHN L. THORNTON   | Mgmt | For     |
| 02 | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt | For     |
| 03 | SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.   | Mgmt | For     |
| 04 | SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.       | Mgmt | 1 Year  |
| 05 | RELATING TO DISCLOSURE OF THE COMPANY'S POLITICAL CONTRIBUTIONS.   | Shr  | Against |
| 06 | RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE. | Shr  | For     |
| 07 | RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.                            | Shr  | For     |

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2011  
 Ticker: FCX  
 ISIN: US35671D8570

| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 1      | DIRECTOR               |               |               |
|        | RICHARD C. ADKERSON    | Mgmt          | For           |
|        | ROBERT J. ALLISON, JR. | Mgmt          | For           |
|        | ROBERT A. DAY          | Mgmt          | For           |
|        | GERALD J. FORD         | Mgmt          | For           |
|        | H. DEVON GRAHAM, JR.   | Mgmt          | For           |
|        | CHARLES C. KRULAK      | Mgmt          | For           |
|        | BOBBY LEE LACKEY       | Mgmt          | For           |

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

|   |  |      |         |
|---|--|------|---------|
|   | JON C. MADONNA   | Mgmt | For     |
|   | DUSTAN E. MCCOY  | Mgmt | For     |
|   | JAMES R. MOFFETT   | Mgmt | For     |
|   | B.M. RANKIN, JR.   | Mgmt | For     |
|   | STEPHEN H. SIEGELE   | Mgmt | For     |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | Against |
| 3 | APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                               | Mgmt | 1 Year  |
| 4 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For     |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS. | Shr  | Against |

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FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 12-May-2011  
 Ticker: FMS  
 ISIN: US3580291066

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED GROUP FINANCIAL STATEMENTS EACH APPROVED BY THE SUPERVISORY BOARD, THE MANAGEMENT REPORTS FOR THE CONSOLIDATED GROUP, THE REPORT BY THE GENERAL PARTNER WITH REGARD TO THE INFORMATION PURSUANT TO SECTIONS 289 (4), 315 (4) OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH - HGB) AND THE REPORT OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2010; RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2010 | Mgmt          | For           |
| 02     | RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT   | Mgmt          | For           |
| 03     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER   | Mgmt          | For           |
| 04     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD  | Mgmt          | For           |
| 05     | RESOLUTION ON THE APPROVAL OF THE REVISED SYSTEM OF COMPENSATION OF THE MANAGEMENT BOARD MEMBERS   | Mgmt          | For           |

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

| OF THE GENERAL PARTNER |   |      |         |
|------------------------|---|------|---------|
| 06                     | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2011   | Mgmt | For     |
| 7A                     | ELECTION OF DR GERD KRICK TO THE SUPERVISORY BOARD  | Mgmt | Against |
| 7B                     | ELECTION OF DR DIETER SCHENK TO THE SUPERVISORY BOARD   | Mgmt | Against |
| 7C                     | ELECTION OF PROF DR BERND FAHRHOLZ TO THE SUPERVISORY BOARD   | Mgmt | Against |
| 7D                     | ELECTION OF DR WALTER L. WEISMAN TO THE SUPERVISORY BOARD AND JOINT COMMITTEE   | Mgmt | Against |
| 7E                     | ELECTION OF WILLIAM P. JOHNSTON TO THE SUPERVISORY BOARD AND JOINT COMMITTEE  | Mgmt | For     |
| 7F                     | ELECTION OF ROLF A. CLASSON TO THE SUPERVISORY BOARD  | Mgmt | For     |
| 08                     | RESOLUTION ON MODIFICATIONS OF THE REMUNERATION OF THE SUPERVISORY BOARD AND ITS COMMITTEES AND ON THE CORRESPONDING AMENDMENTS TO ARTICLES 13 AND 13E OF THE ARTICLES OF ASSOCIATION   | Mgmt | For     |
| 09                     | RESOLUTIONS ON THE CANCELLATION OF CONDITIONAL CAPITALS AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION AS WELL AS ON AUTHORIZING THE GRANTING OF OPTIONS TO MANAGERIAL STAFF MEMBERS (FUHRUNGSKRAFTE) AND MEMBERS OF THE MANAGEMENT OF FRESENIUS MEDICAL CARE AG & CO. KGAA OR AN AFFILIATE (STOCK OPTION PROGRAM 2011) AND THE CREATION OF CONDITIONAL CAPITAL TO PROVIDE FOR THE STOCK OPTION PROGRAM 2011 AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION | Mgmt | For     |
| 10                     | RESOLUTION ON THE AUTHORIZATION TO PURCHASE AND USE TREASURY SHARES PURSUANT TO SECTION 71 (1) NO. 8 AKTG AND ON THE EXCLUSION OF SUBSCRIPTION RIGHTS   | Mgmt | For     |
| 11                     | RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 (2) GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY  | Mgmt | Against |

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2011  
 Ticker: GE  
 ISIN: US3696041033

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

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE   | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.  | 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          | For           |
| 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          | For           |
| A14    | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA   | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: JAMES S. TISCH  | Mgmt          | For           |
| A16    | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III                                       | Mgmt          | For           |
| B1     | RATIFICATION OF KPMG  | Mgmt          | For           |
| B2     | ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION                                     | Mgmt          | For           |
| B3     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt          | 1 Year        |
| C1     | SHAREOWNER PROPOSAL: CUMULATIVE VOTING  | Shr           | Against       |
| C2     | SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS   | Shr           | For           |
| C3     | SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS GRANTED TO EXECUTIVES                 | Shr           | Against       |
| C4     | SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE                               | Shr           | Against       |
| C5     | SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL RESEARCH                              | Shr           | Against       |

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GOLDCORP INC.

Agen

Security: 380956409  
Meeting Type: Annual and Special

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

Meeting Date: 18-May-2011  
 Ticker: GG  
 ISIN: CA3809564097

| Prop.# | Proposal  | Proposal 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 & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;  | Mgmt   | For  |
| C      | A RESOLUTION APPROVING AN AMENDED AND RESTATED STOCK OPTION PLAN FOR THE COMPANY;   | Mgmt   | For  |
| D      | A RESOLUTION AMENDING ARTICLES OF THE COMPANY TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS FROM 10 TO 12;  | Mgmt   | For  |
| E      | THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "C" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.   | Shr  | Against  |

GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2011  
 Ticker: GOOG  
 ISIN: US38259P5089

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>LARRY PAGE<br>SERGEY BRIN<br>ERIC E. SCHMIDT<br>L. JOHN DOERR<br>JOHN L. HENNESSY<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 | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |

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

|    |  |      |         |
|----|--|------|---------|
| 02 | THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.                      | Mgmt | For     |
| 03 | THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 1,500,000. | Mgmt | Against |
| 04 | THE APPROVAL OF 2010 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 05 | THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.   | Mgmt | 1 Year  |
| 06 | A STOCKHOLDER PROPOSAL REGARDING THE FORMATION OF A BOARD COMMITTEE ON SUSTAINABILITY, IF PROPERLY PRESENTED AT THE MEETING.                                       | Shr  | Against |
| 07 | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A SIMPLE MAJORITY VOTING STANDARD FOR STOCKHOLDER MATTERS, IF PROPERLY PRESENTED AT THE MEETING.                  | Shr  | For     |
| 08 | A STOCKHOLDER PROPOSAL REGARDING A CONFLICT OF INTEREST AND CODE OF CONDUCT COMPLIANCE REPORT, IF PROPERLY PRESENTED AT THE MEETING.                               | Shr  | Against |

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GREEN MOUNTAIN COFFEE ROASTERS, INC.

Agen

Security: 393122106  
Meeting Type: Annual  
Meeting Date: 10-Mar-2011  
Ticker: GMCR  
ISIN: US3931221069

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>LAWRENCE J. BLANFORD<br>MICHAEL J. MARDY<br>DAVID E. MORAN  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2      | TO CONSIDER AN ADVISORY VOTE ON EXECUTIVE COMPENSATION AS DISCLOSED IN THESE MATERIALS.   | Mgmt                 | For               |
| 3      | TO CONSIDER AN ADVISORY VOTE ON WHETHER AN ADVISORY VOTE ON EXECUTIVE COMPENSATION SHOULD BE HELD EVERY ONE, TWO OR THREE YEARS | Mgmt                 | 1 Year            |
| 4      | TO RATIFY THE THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED ACCOUNTANTS FOR OUR 2011 FISCAL YEAR    | Mgmt                 | For               |

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

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 HESS CORPORATION

Agen

Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 04-May-2011  
 Ticker: HES  
 ISIN: US42809H1077  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: E.E. HOLIDAY   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.H. MULLIN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: F.B. WALKER  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: R.N. WILSON  | Mgmt          | For           |
| 02     | APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | APPROVAL OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.          | Mgmt          | 1 Year        |
| 04     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 05     | APPROVAL OF THE PERFORMANCE INCENTIVE PLAN FOR SENIOR OFFICERS, AS AMENDED.  | Mgmt          | For           |

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 IMAX CORPORATION

Agen

Security: 45245E109  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2011  
 Ticker: IMAX  
 ISIN: CA45245E1097  
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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>ERIC A. DEMIRIAN<br>DAVID W. LEEBRON<br>MARTIN POMPADUR<br>MARC A. UTAY   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | IN RESPECT OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. NOTE: | Mgmt                         | For                      |

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

VOTING WITHHOLD IS THE EQUIVALENT TO VOTING  
ABSTAIN.

|    |  |      |        |
|----|--|------|--------|
| 03 | ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY CIRCULAR AND PROXY STATEMENT. | Mgmt | For    |
| 04 | ADVISORY RESOLUTION ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE OFFICER COMPENSATION.   | Mgmt | 1 Year |

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INTEL CORPORATION

Agen

Security: 458140100  
Meeting Type: Annual  
Meeting Date: 19-May-2011  
Ticker: INTC  
ISIN: US4581401001

| 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: FRANK D. YEARY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CURRENT YEAR | Mgmt          | For           |
| 03     | AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN  | Mgmt          | For           |
| 04     | AMENDMENT AND EXTENSION OF THE 2006 STOCK PURCHASE PLAN  | Mgmt          | For           |
| 05     | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 06     | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION                            | Mgmt          | 1 Year        |

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

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: IBM  
 ISIN: US4592001014

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.J.P. BELDA   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: W.R. BRODY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: K.I. CHENAULT  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: M.L. ESKEW   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: S.A. JACKSON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: A.N. LIVERIS   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.   | 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 (PAGE 71) | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)                                      | Mgmt          | For           |
| 04     | ADVISORY VOTE REGARDING FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 73) | Mgmt          | 1 Year        |
| 05     | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 74)                                    | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS POLICY (PAGES 74-75)            | Shr           | Against       |
| 07     | STOCKHOLDER PROPOSAL ON LOBBYING (PAGES 75-76)   | Shr           | Against       |

JOHNSON CONTROLS, INC.

Agen

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

Security: 478366107  
 Meeting Type: Annual  
 Meeting Date: 26-Jan-2011  
 Ticker: JCI  
 ISIN: US4783661071

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>NATALIE A. BLACK<br>ROBERT A. CORNOG<br>WILLIAM H. LACY<br>STEPHEN A. ROELL  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS FOR 2011  | Mgmt                         | For                      |
| 03     | APPROVAL OF A PROPOSED AMENDMENT TO THE JOHNSON CONTROLS, INC. RESTATED ARTICLES OF INCORPORATION TO ALLOW FOR A MAJORITY VOTING STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS | Mgmt                         | For                      |
| 04     | APPROVAL OF THE JOHNSON CONTROLS, INC. ANNUAL INCENTIVE PERFORMANCE PLAN.  | Mgmt                         | Against                  |
| 05     | APPROVAL OF THE JOHNSON CONTROLS, INC. LONG-TERM INCENTIVE PERFORMANCE PLAN  | Mgmt                         | Against                  |
| 06     | ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS  | Mgmt                         | For                      |
| 07     | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS  | Mgmt                         | 1 Year                   |

JUNIPER NETWORKS, INC.

Agen

Security: 48203R104  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: JNPR  
 ISIN: US48203R1041

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>MARY B. CRANSTON<br>KEVIN R. JOHNSON<br>J. MICHAEL LAWRIE<br>DAVID SCHLOTTERBECK      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF ERNST & YOUNG LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS. | Mgmt                         | For                      |

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

|    |  |      |         |
|----|--|------|---------|
| 03 | APPROVAL OF THE PERFORMANCE BONUS PLAN FOR PURPOSES OF COMPLYING WITH INTERNAL REVENUE CODE SECTION 162 (M) .  | Mgmt | For     |
| 04 | APPROVAL OF THE PROPOSED AMENDMENT TO THE JUNIPER NETWORKS, INC. 2006 EQUITY INCENTIVE PLAN THAT INCREASES THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER.   | Mgmt | Against |
| 05 | TO APPROVE A NON-BINDING ADVISORY RESOLUTION ON JUNIPER NETWORKS, INC.'S EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 06 | TO APPROVE A NON-BINDING ADVISORY RESOLUTION ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES IN THE FUTURE.  | Mgmt | 1 Year  |
| 07 | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, REQUESTING THE BOARD OF DIRECTOR TO TAKE THE NECESSARY STEPS TO DECLASSIFY THE BOARD OF DIRECTORS AND ESTABLISH ANNUAL ELECTIONS OF DIRECTORS, WHEREBY DIRECTORS WOULD BE ELECTED ANNUALLY AND NOT BY CLASSES. | Shr  | For     |

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 KANSAS CITY SOUTHERN

Agen

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 Security: 485170302  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: KSU  
 ISIN: US4851703029  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>HENRY R. DAVIS<br>ROBERT J. DRUTEN<br>RODNEY E. SLATER   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.     | Mgmt                 | For               |
| 03     | APPROVAL OF THE KANSAS CITY SOUTHERN ANNUAL INCENTIVE PLAN FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 162 (M) .             | Mgmt                 | For               |
| 04     | ADVISORY (NON-BINDING) VOTE APPROVING THE 2010 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                   | Mgmt                 | For               |
| 05     | ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF THE NON-BINDING ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt                 | 1 Year            |

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

KEYCORP

Agen

Security: 493267108  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: KEY  
 ISIN: US4932671088

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>EDWARD P. CAMPBELL<br>JOSEPH A. CARRABBA<br>CAROL A. CARTWRIGHT<br>ALEXANDER M. CUTLER<br>H. JAMES DALLAS<br>ELIZABETH R. GILE<br>RUTH ANN M. GILLIS<br>KRISTEN L. MANOS<br>BETH E. MOONEY<br>BILL R. SANFORD<br>BARBARA R. SNYDER<br>EDWARD W. STACK<br>THOMAS C. STEVENS | 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<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<br>For |
| 02     | APPROVAL OF 2011 ANNUAL PERFORMANCE PLAN.  | Mgmt   | For  |
| 03     | AMENDMENT TO REGULATIONS TO REDUCE SHAREHOLDER VOTING PERCENTAGES TO STATUTORY NORMS.  | Mgmt   | For  |
| 04     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.   | Mgmt   | For  |
| 05     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION PROGRAM.   | Mgmt   | For  |
| 06     | ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION PROGRAM.  | Mgmt   | 1 Year   |

LAZARD LTD

Agen

Security: G54050102  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: LAZ  
 ISIN: BMG540501027

| Prop.# | Proposal                      | Proposal Type | Proposal Vote |
|--------|-------------------------------|---------------|---------------|
| 01     | DIRECTOR<br>KENNETH M. JACOBS | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
|    | PHILIP A. LASKAWY   | Mgmt | For     |
|    | MICHAEL J. TURNER   | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS LAZARD LTD'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2011 AND AUTHORIZATION<br>OF LAZARD LTD'S BOARD OF DIRECTORS, ACTING<br>BY THE AUDIT COMMITTEE, TO SET THEIR REMUNERATION. | Mgmt | For     |
| 03 | NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION<br>OF LAZARD LTD.   | Mgmt | Against |
| 04 | NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF<br>SHAREHOLDER VOTING ON EXECUTIVE COMPENSATION   | Mgmt | 1 Year  |

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LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109  
Meeting Type: Annual  
Meeting Date: 26-May-2011  
Ticker: LNC  
ISIN: US5341871094

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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS R. GLASS  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: GARY C. KELLY  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL F. MEE   | Mgmt             | For           |
| 2      | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING<br>FIRM FOR 2011.   | Mgmt             | For           |
| 3      | TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED<br>ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS<br>TO AMEND THE BYLAWS.                                       | Mgmt             | For           |
| 4      | TO APPROVE AN ADVISORY PROPOSAL ON THE COMPANY'S<br>2010 EXECUTIVE COMPENSATION AS DISCLOSED IN<br>THE PROXY STATEMENT   | Mgmt             | For           |
| 5      | TO RESPOND TO AN ADVISORY PROPOSAL REGARDING<br>THE FREQUENCY (EVERY 1, 2, OR 3 YEARS) OF FUTURE<br>ADVISORY PROPOSALS ON THE COMPANY'S EXECUTIVE<br>COMPENSATION. | Mgmt             | 1 Year        |

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MACY'S INC.

Agen

Security: 55616P104  
Meeting Type: Annual

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

Meeting Date: 20-May-2011  
 Ticker: M  
 ISIN: US55616P1049

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>STEPHEN F. BOLLENBACH<br>DEIRDRE P. CONNELLY<br>MEYER FELDBERG<br>SARA LEVINSON<br>TERRY J. LUNDGREN<br>JOSEPH NEUBAUER<br>JOSEPH A. PICHLER<br>JOYCE M. ROCHE<br>CRAIG E. WEATHERUP<br>MARNA C. WHITTINGTON | 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     | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 28, 2012.  | Mgmt   | For  |
| 03     | THE PROPOSED APPROVAL OF AN AMENDMENT OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.  | Mgmt   | For  |
| 04     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For  |
| 05     | ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year   |

MARRIOTT INTERNATIONAL, INC.

Agen

Security: 571903202  
 Meeting Type: Annual  
 Meeting Date: 06-May-2011  
 Ticker: MAR  
 ISIN: US5719032022

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN W. MARRIOTT III | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY K. BUSH         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DEBRA L. LEE         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GEORGE MUNOZ         | Mgmt          | For           |

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

|    |   |      |        |
|----|---|------|--------|
| 1G | ELECTION OF DIRECTOR: HARRY J. PEARCE   | Mgmt | For    |
| 1H | ELECTION OF DIRECTOR: STEVEN S REINEMUND  | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: LAWRENCE M. SMALL   | Mgmt | For    |
| 1J | ELECTION OF DIRECTOR: ARNE M. SORENSON  | Mgmt | For    |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For    |
| 03 | ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION  | Mgmt | For    |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION                               | Mgmt | 1 Year |

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 MASTERCARD INCORPORATED

Agen

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 Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2010  
 Ticker: MA  
 ISIN: US57636Q1040  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1A     | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS IN PHASES AND EFFECT RELATED CHANGES IN DIRECTOR VACANCY AND REMOVAL PROCEDURES.  | Mgmt                 | For               |
| 1B     | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTING REQUIREMENT FOR AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION.   | Mgmt                 | For               |
| 1C     | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE COMPOSITION OF THE BOARD OF DIRECTORS.  | Mgmt                 | For               |
| 1D     | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE OWNERSHIP OF THE COMPANY'S STOCK AND DELETE RELATED OBSOLETE PROVISIONS.  | Mgmt                 | For               |
| 02     | APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE EACH OF THE PROPOSALS COMPRISING PROPOSAL 1 AT THE TIME OF THE ANNUAL MEETING. | Mgmt                 | For               |
| 03     | DIRECTOR<br>NANCY J. KARCH<br>J.O. REYES LAGUNES<br>EDWARD SUNING TIAN  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

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

|    |  |      |     |
|----|--|------|-----|
|    | SILVIO BARZI   | Mgmt | For |
| 04 | RE-APPROVAL OF THE COMPANY'S SENIOR EXECUTIVE ANNUAL INCENTIVE COMPENSATION PLAN.  | Mgmt | For |
| 05 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2010. | Mgmt | For |

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MCAFEE, INC.

Agen

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Security: 579064106  
Meeting Type: Special  
Meeting Date: 02-Nov-2010  
Ticker: MFE  
ISIN: US5790641063  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 18, 2010, AMONG INTEL CORPORATION, A DELAWARE CORPORATION, OR INTEL, JEFFERSON ACQUISITION CORPORATION, A DELAWARE CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF INTEL, AND MCAFEE, INC., A DELAWARE CORPORATION, OR MCAFEE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt          | For           |
| 02     | A PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT OR PURSUANT TO TO THE TERMS OF THE MERGER AGREEMENT.  | Mgmt          | For           |

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MCDONALD'S CORPORATION

Agen

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Security: 580135101  
Meeting Type: Annual  
Meeting Date: 19-May-2011  
Ticker: MCD  
ISIN: US5801351017  
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| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN E. ARNOLD  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. LENNY | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1C | ELECTION OF DIRECTOR: CARY D. MCMILLAN  | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: SHEILA A. PENROSE   | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: JAMES A. SKINNER  | Mgmt | For     |
| 02 | ADVISORY VOTE ON THE APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2011.                                     | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt | 1 Year  |
| 05 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE TWELFTH OF OUR RESTATED CERTIFICATE OF INCORPORATION BY REPEALING SUCH ARTICLE (TRANSACTIONS WITH INTERESTED SHAREHOLDERS). | Mgmt | For     |
| 06 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE THIRTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (BOARD OF DIRECTORS).   | Mgmt | For     |
| 07 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN ARTICLE FOURTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (SHAREHOLDER ACTION).  | Mgmt | For     |
| 08 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO CLASSIFIED BOARD.   | Shr  | For     |
| 09 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.  | Shr  | Against |
| 10 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO A REPORT ON CHILDREN'S NUTRITION.   | Shr  | Against |
| 11 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO BEVERAGE CONTAINERS.  | Shr  | Against |

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 16-Nov-2010  
Ticker: MSFT  
ISIN: US5949181045

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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: STEVEN A. BALLMER    | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: DINA DUBLON          | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 04 | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN  | Mgmt | For     |
| 05 | ELECTION OF DIRECTOR: REED HASTINGS   | Mgmt | For     |
| 06 | ELECTION OF DIRECTOR: MARIA M. KLAWE  | 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 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR | Mgmt | For     |
| 11 | SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY     | Shr  | Against |

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 NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2010  
 Ticker: NKE  
 ISIN: US6541061031

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JILL K. CONWAY<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.                                | Mgmt                         | For                      |
| 03     | TO RE-APPROVE AND AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.   | Mgmt                         | For                      |
| 04     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                      |

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 ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 06-Oct-2010  
 Ticker: ORCL  
 ISIN: US68389X1054

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

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ<br>BRUCE R. CHIZEN<br>GEORGE H. CONRADES<br>LAWRENCE J. ELLISON<br>HECTOR GARCIA-MOLINA<br>JEFFREY O. HENLEY<br>MARK V. HURD<br>DONALD L. LUCAS<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>Withheld |
| 02     | APPROVE THE ORACLE CORPORATION EXECUTIVE BONUS PLAN.   | Mgmt   | For   |
| 03     | APPROVE THE ORACLE CORPORATION AMENDED AND RESTATED 2000 LONG-TERM EQUITY INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 419,020,418 SHARES.                                    | Mgmt   | For   |
| 04     | RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MAY 31, 2011.  | Mgmt   | For   |
| 05     | ACT ON A STOCKHOLDER PROPOSAL TO AMEND THE CORPORATE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.  | Shr  | Against   |
| 06     | ACT ON A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.   | Shr  | Against   |
| 07     | ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.  | Shr  | For   |

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 PEABODY ENERGY CORPORATION

Agen

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 Security: 704549104  
 Meeting Type: Annual  
 Meeting Date: 03-May-2011  
 Ticker: BTU  
 ISIN: US7045491047  
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| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>GREGORY H. BOYCE<br>WILLIAM A. COLEY<br>WILLIAM E. JAMES<br>ROBERT B. KARN III<br>M. FRANCES KEETH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |

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

|    |  |      |        |
|----|--|------|--------|
|    | HENRY E. LENTZ   | Mgmt | For    |
|    | ROBERT A. MALONE   | Mgmt | For    |
|    | WILLIAM C. RUSNACK   | Mgmt | For    |
|    | JOHN F. TURNER   | Mgmt | For    |
|    | SANDRA A. VAN TREASE   | Mgmt | For    |
|    | ALAN H. WASHKOWITZ   | Mgmt | For    |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.      | Mgmt | For    |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For    |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 05 | APPROVAL OF PEABODY'S 2011 LONG-TERM EQUITY INCENTIVE PLAN.                        | Mgmt | For    |

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 PEPSICO, INC.

Agen-----

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 04-May-2011  
 Ticker: PEP  
 ISIN: US7134481081  
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| 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          | For           |
| 1K     | ELECTION OF DIRECTOR: L.G. TROTTER                        | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: D. VASELLA                          | Mgmt          | For           |
| 02     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION. | Mgmt          | For           |
| 03     | RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY             | Mgmt          | 1 Year        |

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

OF EXECUTIVE COMPENSATION VOTES.

|    |   |      |         |
|----|---|------|---------|
| 04 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.   | Mgmt | For     |
| 05 | APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS. | Mgmt | For     |
| 06 | SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS. (PROXY STATEMENT P.63)                               | Shr  | For     |
| 07 | SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS REPORT (PROXY STATEMENT P.65)  | Shr  | Against |

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PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2011  
 Ticker: PM  
 ISIN: US7181721090

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| 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: JENNIFER LI   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GRAHAM MACKAY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: SERGIO MARCHIONNE   | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: LUCIO A. NOTO   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CARLOS SLIM HELU  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEPHEN M. WOLF   | Mgmt          | For           |
| 02     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS                             | Mgmt          | For           |
| 03     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                   | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt          | 1 Year        |
| 05     | STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE                          | Shr           | Against       |

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

06 STOCKHOLDER PROPOSAL 2 - INDEPENDENT BOARD CHAIR Shr Against

PRUDENTIAL FINANCIAL, INC.

Agen

Security: 744320102  
 Meeting Type: Annual  
 Meeting Date: 10-May-2011  
 Ticker: PRU  
 ISIN: US7443201022

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GORDON M. BETHUNE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GASTON CAPERTON  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GILBERT F. CASELLAS  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES G. CULLEN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM H. GRAY III  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MARK B. GRIER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MARTINA HUND-MEJEAN  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: KARL J. KRAPEK   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: CHRISTINE A. POON  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN R. STRANGFELD   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES A. UNRUH   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 04     | ADVISORY VOTE ON FREQUENCY.  | Mgmt          | 1 Year        |
| 05     | SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING.   | Shr           | For           |
| 06     | SHAREHOLDER PROPOSAL REGARDING LOBBYING CONTRIBUTIONS & EXPENDITURES.  | Shr           | Against       |

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

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 08-Mar-2011  
 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>FRANCISCO ROS<br>BRENT SCOWCROFT<br>MARC I. STERN | 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     | TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 65,000,000 SHARES.  | Mgmt   | For  |
| 03     | TO APPROVE AN AMENDMENT TO THE 2001 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE BY 22,000,000 SHARES.   | Mgmt   | For  |
| 04     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 25, 2011.   | Mgmt   | For  |
| 05     | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 06     | TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year   |
| 07     | TO ACT ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.   | Shr  | Against  |

ROSETTA RESOURCES, INC.

Agen

Security: 777779307  
 Meeting Type: Annual  
 Meeting Date: 06-May-2011  
 Ticker: ROSE  
 ISIN: US7777793073

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

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

|    |  |  |   |
|----|--|--|---|
| 01 | DIRECTOR<br>RICHARD W. BECKLER<br>MATTHEW D. FITZGERALD<br>PHILIP L. FREDERICKSON<br>D. HENRY HOUSTON<br>RANDY L. LIMBACHER<br>JOSIAH O. LOW III<br>DONALD D. PATTESON, JR.  | 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 | RESOLVED, THAT THE STOCKHOLDERS OF THE COMPANY APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE SUMMARY COMPENSATION TABLE AND THE OTHER RELATED COMPENSATION TABLES, NOTES AND NARATIVE IN THE PROXY STATEMENT FOR THE COMPANY'S 2011 ANNUAL MEETING OF STOCKHOLDERS. | Mgmt   | For   |
| 03 | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.  | Mgmt   | 1 Year  |
| 04 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.   | Mgmt   | For   |

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 ROWAN COMPANIES, INC.

Agen

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 Security: 779382100  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2011  
 Ticker: RDC  
 ISIN: US7793821007  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: R.G. CROYLE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: LORD MOYNIHAN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W. MATT RALLS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN J. QUICKE  | Mgmt          | For           |
| 02     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS.          | Mgmt          | For           |
| 03     | TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.                          | Mgmt          | For           |
| 04     | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES. | Mgmt          | 1 Year        |

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

SALESFORCE.COM, INC.

Agen

Security: 79466L302  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2011  
 Ticker: CRM  
 ISIN: US79466L3024

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARC BENIOFF  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CRAIG CONWAY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ALAN HASSENFELD   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2012. | Mgmt          | For           |
| 03     | ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE A RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.                                | Mgmt          | 1 Year        |
| 05     | STOCKHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD.  | Shr           | For           |

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 06-Apr-2011  
 Ticker: SLB  
 ISIN: AN8068571086

| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: P. CAMUS       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: P. CURRIE      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: A. GOULD       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: T. ISAAC       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: K.V. KAMATH    | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: N. KUDRYAVTSEV | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: A. LAJOUS      | Mgmt          | For           |

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

|    |  |      |        |
|----|--|------|--------|
| 1H | ELECTION OF DIRECTOR: M.E. MARKS   | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: E. MOLER   | Mgmt | For    |
| 1J | ELECTION OF DIRECTOR: L.R. REIF  | Mgmt | For    |
| 1K | ELECTION OF DIRECTOR: T.I. SANDVOLD  | Mgmt | For    |
| 1L | ELECTION OF DIRECTOR: H. SEYDOUX   | Mgmt | For    |
| 1M | ELECTION OF DIRECTOR: P. KIBSGAARD   | Mgmt | For    |
| 1N | ELECTION OF DIRECTOR: L.S. OLAYAN  | Mgmt | For    |
| 02 | TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.  | Mgmt | For    |
| 03 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year |
| 04 | TO APPROVE THE AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON SHARE CAPITAL.   | Mgmt | For    |
| 05 | TO APPROVE THE AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION TO CLARIFY THE VOTING STANDARD IN CONTESTED DIRECTOR ELECTIONS AND TO MAKE CERTAIN OTHER CHANGES. | Mgmt | For    |
| 06 | TO APPROVE THE COMPANY'S FINANCIAL STATEMENTS AND DECLARATION OF DIVIDENDS.  | Mgmt | For    |
| 07 | TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For    |

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SHIRE PLC

Agen

Security: 82481R106  
Meeting Type: Annual  
Meeting Date: 26-Apr-2011  
Ticker: SHPGY  
ISIN: US82481R1068

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2010 TOGETHER WITH THE DIRECTORS REPORT AND THE AUDITORS' REPORT ON THOSE ACCOUNTS. | Mgmt          | For           |
| 02     | TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2010.   | Mgmt          | For           |
| 03     | TO RE-ELECT MATTHEW EMMENS AS A DIRECTOR OF THE COMPANY.  | Mgmt          | For           |
| 04     | TO RE-ELECT ANGUS RUSSELL AS A DIRECTOR OF THE  | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
|     | COMPANY.  |      |     |
| O5  | TO RE-ELECT GRAHAM HETHERINGTON AS A DIRECTOR OF THE COMPANY.   | Mgmt | For |
| O6  | TO RE-ELECT DAVID KAPPLER AS A DIRECTOR OF THE COMPANY.   | Mgmt | For |
| O7  | TO RE-ELECT PATRICK LANGLOIS AS A DIRECTOR OF THE COMPANY.  | Mgmt | For |
| O8  | TO RE-ELECT DR JEFFREY LEIDEN AS A DIRECTOR OF THE COMPANY.   | Mgmt | For |
| O9  | TO ELECT DR DAVID GINSBURG AS A DIRECTOR OF THE COMPANY.  | Mgmt | For |
| O10 | TO ELECT ANNE MINTO AS A DIRECTOR OF THE COMPANY.   | Mgmt | For |
| O11 | 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 2012.  | Mgmt | For |
| O12 | TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.   | Mgmt | For |
| O13 | 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: (A) POUND 9,370,661 OF RELEVANT SECURITIES; AND (B) SOLELY IN CONNECTION WITH AN ALLOTMENT PURSUANT TO AN OFFER BY WAY OF A RIGHTS ISSUE POUND 18,741,322 OF RELEVANT SECURITIES COMPRISING EQUITY SECURITIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| S14 | AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS: TO RESOLVE THAT, SUBJECT TO THE PASSING OF RESOLUTION 13, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED AND FOR THIS PURPOSE THE NON PRE-EMPTIVE AMOUNT SHALL BE POUND 1,405,599 OF EQUITY SECURITIES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.   | Mgmt | For |
| S15 | AUTHORITY TO MAKE MARKET PURCHASES: TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY; (B) PURSUANT TO ARTICLE LAW 1991, TO HOLD AS TREASURY SHARES ANY ORDINARY SHARES PURCHASED PURSUANT TO THE AUTHORITY CONFERRED BY PARAGRAPH (A) OF THIS   | Mgmt | For |

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

RESOLUTION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

|     |  |      |     |
|-----|--|------|-----|
| S16 | TO RESOLVE THAT, WITH EFFECT FROM THE CONCLUSION OF THE ANNUAL GENERAL MEETING, THE COMPANY'S ARTICLES OF ASSOCIATION BE AMENDED AND THOSE PRODUCED TO THE MEETING AND INITIALLED BY THE CHAIRMAN (THE "NEW ARTICLES") BE ADOPTED AS THE COMPANY'S ARTICLES OF ASSOCIATION, IN SUBSTITUTION FOR, AND TO THE EXCLUSION OF, THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY. | Mgmt | For |
| S17 | TO RESOLVE THAT, SUBJECT TO THE PASSING OF RESOLUTION 16, A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING OF THE COMPANY MAY BE CALLED ON NOT LESS THAN 14 CLEAR DAYS' NOTICE.  | Mgmt | For |

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SILVER WHEATON CORP.

Agen

Security: 828336107  
 Meeting Type: Annual  
 Meeting Date: 20-May-2011  
 Ticker: SLW  
 ISIN: CA8283361076

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| A      | DIRECTOR<br>PETER D. BARNES<br>LAWRENCE I. BELL<br>GEORGE L. BRACK<br>JOHN A. BROUGH<br>R. PETER GILLIN<br>DOUGLAS M. HOLTBY<br>EDUARDO LUNA<br>WADE D. NESMITH    | 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 |
| B      | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. | Mgmt   | For  |

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SOUTHWESTERN ENERGY COMPANY

Agen

Security: 845467109  
 Meeting Type: Annual  
 Meeting Date: 17-May-2011  
 Ticker: SWN  
 ISIN: US8454671095

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

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

|    |  | Type |         |
|----|--|------|---------|
| 1A | ELECTION OF DIRECTOR: LEWIS E. EPLEY, JR.  | Mgmt | For     |
| 1B | ELECTION OF DIRECTOR: ROBERT L. HOWARD   | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: GREG D. KERLEY   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: HAROLD M. KORELL   | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: VELLO A. KUUSKRAA  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: KENNETH R. MOURTON   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: STEVEN L. MUELLER  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: CHARLES E. SCHARLAU  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: ALAN H. STEVENS  | Mgmt | For     |
| 02 | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP TO SERVE AS THE COMPANYS INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDED DECEMBER 31, 2011. |      | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 04 | ADVISORY VOTE ON FREQUENCY OF SAY-ON-PAY VOTES.  | Mgmt | 1 Year  |
| 05 | AMENDMENT OF THE COMPANY'S BY-LAWS TO REDUCE<br>THE OWNERSHIP THRE- SHOLD FOR STOCKHOLDERS<br>TO CALL SPECIAL MEETING OF STOCKHOLDERS.   | Mgmt | Against |
| 06 | STOCKHOLDER PROPOSAL FOR A POLITICAL CONTRIBUTIONS<br>AND EXPENDITURES REPORT.   | Shr  | Against |

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ST. JUDE MEDICAL, INC.

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Agen

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Security: 790849103  
Meeting Type: Annual  
Meeting Date: 12-May-2011  
Ticker: STJ  
ISIN: US7908491035  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD R. DEVENUTI                         | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: THOMAS H. GARRETT III                       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WENDY L. YARNO                              | Mgmt          | For           |
| 02     | ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY                    | Mgmt          | 1 Year        |

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

VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

|    |   |      |     |
|----|---|------|-----|
| 04 | TO APPROVE AMENDMENTS TO THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.                                | Mgmt | For |
| 05 | TO CONSIDER AND ACT UPON A SHAREHOLDER PROPOSAL REGARDING THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.     | Shr  | For |
| 06 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For |

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STIFEL FINANCIAL CORP. Agen

Security: 860630102  
Meeting Type: Annual  
Meeting Date: 27-Jun-2011  
Ticker: SF  
ISIN: US8606301021

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>BRUCE A. BEDA*<br>FREDERICK O. HANSER*<br>RONALD J. KRUSZEWSKI*<br>THOMAS P. MULROY*<br>THOMAS W. WEISEL*<br>KELVIN R. WESTBROOK*<br>ALTON F. IRBY III**<br>MICHAEL W. BROWN ***<br>ROBERT E. GRADY*** | 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     | PROPOSAL TO APPROVE AN AMENDMENT AND RESTATEMENT TO THE STIFEL FINANCIAL CORP. 2001 INCENTIVE STOCK PLAN.  | Mgmt   | Against   |
| 03     | PROPOSAL FOR AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 04     | RECOMMEND, BY ADVISORY VOTE, THE FREQUENCY OF VOTING ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year  |
| 05     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2011.  | Mgmt   | For   |

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TARGET CORPORATION Agen

Security: 87612E106  
Meeting Type: Annual

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

Meeting Date: 08-Jun-2011  
 Ticker: TGT  
 ISIN: US87612E1064

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROXANNE S. AUSTIN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CALVIN DARDEN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY N. DILLON  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MARY E. MINNICK   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DERICA W. RICE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GREGG W. STEINHAFEL   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: SOLOMON D. TRUJILLO   | Mgmt          | For           |
| 02     | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. | Mgmt          | For           |
| 03     | COMPANY PROPOSAL TO APPROVE THE TARGET CORPORATION 2011 LONG-TERM INCENTIVE PLAN.                                 | Mgmt          | For           |
| 04     | COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY").                    | Mgmt          | For           |
| 05     | COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES.                        | Mgmt          | 1 Year        |
| 06     | SHAREHOLDER PROPOSAL ON COMPENSATION BENCHMARKING.  | Shr           | For           |
| 07     | SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING.  | Shr           | Against       |

TEMPUR-PEDIC INTERNATIONAL, INC.

Agen

Security: 88023U101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: TPX  
 ISIN: US88023U1016

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

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

|    |  |      |        |
|----|--|------|--------|
| 1A | ELECTION OF DIRECTOR: EVELYN S. DILSAVER                                 | Mgmt | For    |
| 1B | ELECTION OF DIRECTOR: FRANK DOYLE  | Mgmt | For    |
| 1C | ELECTION OF DIRECTOR: JOHN A. HEIL                                       | Mgmt | For    |
| 1D | ELECTION OF DIRECTOR: PETER K. HOFFMAN                                   | Mgmt | For    |
| 1E | ELECTION OF DIRECTOR: SIR PAUL JUDGE                                     | Mgmt | For    |
| 1F | ELECTION OF DIRECTOR: NANCY F. KOEHN                                     | Mgmt | For    |
| 1G | ELECTION OF DIRECTOR: CHRISTOPHER A. MASTO                               | Mgmt | For    |
| 1H | ELECTION OF DIRECTOR: P. ANDREWS MCLANE                                  | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: MARK SARVARY                                       | Mgmt | For    |
| 1J | ELECTION OF DIRECTOR: ROBERT B. TRUSSELL, JR.                            | Mgmt | For    |
| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS                | Mgmt | For    |
| 03 | AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS | Mgmt | For    |
| 04 | AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES | Mgmt | 1 Year |

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 THE BOEING COMPANY

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 02-May-2011  
 Ticker: BA  
 ISIN: US0970231058

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN E. BRYSON              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DAVID L. CALHOUN            | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LINDA Z. COOK               | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR. | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: EDWARD M. LIDDY             | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JOHN F. MCDONNELL           | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1I | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: SUSAN C. SCHWAB   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI  | Mgmt | For     |
| 02 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 03 | RECOMMEND THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.                      | Mgmt | 1 Year  |
| 04 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2011. | Mgmt | For     |
| 05 | INDEPENDENT MONITORING OF THE HUMAN RIGHTS CODE.  | Shr  | Against |
| 06 | REPORT ON POLITICAL ACTIVITY.   | Shr  | Against |
| 07 | ACTION BY WRITTEN CONSENT.  | Shr  | For     |
| 08 | CHANGE OWNERSHIP THRESHOLD TO CALL SPECIAL MEETINGS.                                      | Shr  | For     |
| 09 | INDEPENDENT CHAIRMAN.   | Shr  | For     |

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THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2011  
 Ticker: KO  
 ISIN: US1912161007

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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HERBERT A. ALLEN       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD W. ALLEN        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: HOWARD G. BUFFETT      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BARRY DILLER           | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: EVAN G. GREENBERG      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ALEXIS M. HERMAN       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MUHTAR KENT            | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DONALD R. KEOUGH       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DONALD F. MCHENRY      | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1K | ELECTION OF DIRECTOR: SAM NUNN  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JAMES D. ROBINSON III   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: PETER V. UEBERROTH  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: JACOB WALLENBERG  | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: JAMES B. WILLIAMS   | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS   | Mgmt | For     |
| 03 | APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE<br>UNDER THE PERFORMANCE INCENTIVE PLAN OF THE<br>COCA-COLA COMPANY TO PRESERVE THE TAX DEDUCTIBILITY<br>OF THE AWARDS | Mgmt | For     |
| 04 | APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE<br>UNDER THE COCA-COLA COMPANY 1989 RESTRICTED<br>STOCK AWARD PLAN TO PRESERVE THE TAX DEDUCTIBILITY<br>OF THE AWARDS  | Mgmt | For     |
| 05 | ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY<br>ON PAY VOTE)  | Mgmt | For     |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE<br>SAY ON PAY VOTE  | Mgmt | 1 Year  |
| 07 | SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A   | Shr  | Against |

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THE MCGRAW-HILL COMPANIES, INC.

Agen

Security: 580645109  
Meeting Type: Annual  
Meeting Date: 27-Apr-2011  
Ticker: MHP  
ISIN: US5806451093

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| Prop.# | Proposal                                    | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PEDRO ASPE            | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: SIR WINFRIED BISCHOFF | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: DOUGLAS N. DAFT       | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: WILLIAM D. GREEN      | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: LINDA KOCH LORIMER    | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: HAROLD MCGRAW III     | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT P. MCGRAW      | Mgmt             | For           |

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

|    |  |      |        |
|----|--|------|--------|
| 1H | ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG   | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: SIR MICHAEL RAKE   | Mgmt | For    |
| 1J | ELECTION OF DIRECTOR: EDWARD B. RUST, JR.  | Mgmt | For    |
| 1K | ELECTION OF DIRECTOR: KURT L. SCHMOKE  | Mgmt | For    |
| 1L | ELECTION OF DIRECTOR: SIDNEY TAUREL  | Mgmt | For    |
| 02 | VOTE TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO PERMIT SHAREHOLDERS TO CALL SPECIAL MEETINGS              | Mgmt | For    |
| 03 | VOTE TO APPROVE, ON AN ADVISORY BASIS, THE EXECUTIVE COMPENSATION PROGRAM FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS | Mgmt | For    |
| 04 | VOTE, ON AN ADVISORY BASIS, ON HOW OFTEN THE COMPANY WILL CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION         | Mgmt | 1 Year |
| 05 | VOTE TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011    | Mgmt | For    |
| 06 | SHAREHOLDER PROPOSAL REQUESTING SHAREHOLDER ACTION BY WRITTEN CONSENT  | Shr  | For    |

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 THE PNC FINANCIAL SERVICES GROUP, INC.  
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Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: PNC  
 ISIN: US6934751057

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD O. BERNDT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHARLES E. BUNCH   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PAUL W. CHELLGREN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KAY COLES JAMES    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: BRUCE C. LINDSAY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ANTHONY A. MASSARO | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JANE G. PEPPER     | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES E. ROHR      | Mgmt          | For           |

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

|    |  |      |        |
|----|--|------|--------|
| 1J | ELECTION OF DIRECTOR: DONALD J. SHEPARD  | Mgmt | For    |
| 1K | ELECTION OF DIRECTOR: LORENE K. STEFFES  | Mgmt | For    |
| 1L | ELECTION OF DIRECTOR: DENNIS F. STRIGL   | Mgmt | For    |
| 1M | ELECTION OF DIRECTOR: THOMAS J. USHER  | Mgmt | For    |
| 1N | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.   | Mgmt | For    |
| 1O | ELECTION OF DIRECTOR: HELGE H. WEHMEIER  | Mgmt | For    |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For    |
| 03 | APPROVAL OF 2006 INCENTIVE AWARD PLAN TERMS.   | Mgmt | For    |
| 04 | APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For    |
| 05 | RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year |

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THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
Meeting Type: Annual  
Meeting Date: 12-Oct-2010  
Ticker: PG  
ISIN: US7427181091

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ANGELA F. BRALY                                   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KENNETH I. CHENAULT                               | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SCOTT D. COOK                                     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RAJAT K. GUPTA                                    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. MCDONALD                                | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.                            | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS                              | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MARY A. WILDEROTTER                               | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ                                | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ERNESTO ZEDILLO                                   | Mgmt          | For           |
| 02     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

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

03      SHAREHOLDER PROPOSAL - CUMULATIVE VOTING      Shr      Against

THE SHAW GROUP INC.

Agen

Security: 820280105  
 Meeting Type: Annual  
 Meeting Date: 18-Jan-2011  
 Ticker: SHAW  
 ISIN: US8202801051

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>J.M. BERNHARD, JR.<br>JAMES F. BARKER<br>THOS. E. CAPPS<br>DANIEL A. HOFFLER<br>DAVID W. HOYLE<br>MICHAEL J. MANCUSO<br>ALBERT D. MCALISTER<br>STEPHEN R. TRITCH | 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 AUDIT COMMITTEE'S APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.                                  | Mgmt   | For  |
| 03     | PROPOSAL TO AUTHORIZE ADDITIONAL SHARES FOR DISTRIBUTION UNDER THE SHAW GROUP INC. 2008 OMNIBUS INCENTIVE PLAN.  | Mgmt   | For  |

THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2011  
 Ticker: TJX  
 ISIN: US8725401090

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOSE B. ALVAREZ   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ALAN M. BENNETT   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BERNARD CAMMARATA | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DAVID T. CHING    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MICHAEL F. HINES  | Mgmt          | For           |

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

|    |  |      |        |
|----|--|------|--------|
| 1F | ELECTION OF DIRECTOR: AMY B. LANE  | Mgmt | For    |
| 1G | ELECTION OF DIRECTOR: CAROL MEYROWITZ  | Mgmt | For    |
| 1H | ELECTION OF DIRECTOR: JOHN F. O'BRIEN  | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: WILLOW B. SHIRE  | Mgmt | For    |
| 02 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.                                     | Mgmt | For    |
| 03 | TO APPROVE, ON AN ADVISORY BASIS, THE OVERALL COMPENSATION OF TJX'S NAMED EXECUTIVE OFFICERS.  | Mgmt | For    |
| 04 | TO RECOMMEND, ON AN ADVISORY BASIS, THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

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THE WARNACO GROUP, INC.

Agen

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Security: 934390402  
Meeting Type: Annual  
Meeting Date: 11-May-2011  
Ticker: WRC  
ISIN: US9343904028

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID A. BELL   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT A. BOWMAN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RICHARD KARL GOELTZ   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOSEPH R. GROMEK  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SHEILA A. HOPKINS   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: CHARLES R. PERRIN   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: NANCY A. REARDON  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DONALD L. SEELEY  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CHERYL NIDO TURPIN  | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS WARNACO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 03     | TO CAST AN ADVISORY VOTE ON THE COMPENSATION OF WARNACO'S NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |
| 04     | TO CAST AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING THE COMPENSATION OF WARNACO'S NAMED EXECUTIVE                      | Mgmt          | 1 Year        |

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

### OFFICERS.

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 THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 25-May-2011  
 Ticker: TMO  
 ISIN: US8835561023

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: THOMAS J. LYNCH   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM G. PARRETT  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL E. PORTER   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SCOTT M. SPERLING   | Mgmt          | For           |
| 02     | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION ADVISORY VOTES.  | Mgmt          | 1 Year        |
| 04     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2011. | Mgmt          | For           |
| 05     | SHAREHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS.  | Shr           | For           |

-----  
 UNITED PARCEL SERVICE, INC.

Agen

Security: 911312106  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: UPS  
 ISIN: US9113121068

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: F. DUANE ACKERMAN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL J. BURNS    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: D. SCOTT DAVIS      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STUART E. EIZENSTAT | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1E | ELECTION OF DIRECTOR: MICHAEL L. ESKEW  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: WILLIAM R. JOHNSON  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: ANN M. LIVERMORE  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: RUDY H.P. MARKHAM   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: CLARK T. RANDT, JR.   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: JOHN W. THOMPSON  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: CAROL B. TOME   | Mgmt | For     |
| 02 | TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 03 | TO RECOMMEND, BY ADVISORY VOTE, THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.   | Mgmt | 1 Year  |
| 04 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS UPS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR YEAR ENDING 2011.       | Mgmt | For     |
| 05 | IN THEIR DISCRETION UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. | Mgmt | Against |

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 UNITED TECHNOLOGIES CORPORATION

Agen

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 Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 13-Apr-2011  
 Ticker: UTX  
 ISIN: US9130171096  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN V. FARACI       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMIE S. GORELICK    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: EDWARD A. KANGAS     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ELLEN J. KULLMAN     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CHARLES R. LEE       | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HAROLD MCGRAW III    | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RICHARD B. MYERS     | Mgmt          | For           |

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

|    |  |      |        |
|----|--|------|--------|
| 1K | ELECTION OF DIRECTOR: H. PATRICK SWYGERT   | Mgmt | For    |
| 1L | ELECTION OF DIRECTOR: ANDRE VILLENEUVE   | Mgmt | For    |
| 1M | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN   | Mgmt | For    |
| 02 | APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT AUDITOR                | Mgmt | For    |
| 03 | APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE<br>PLAN                                      | Mgmt | For    |
| 04 | ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE<br>OFFICERS                                   | Mgmt | For    |
| 05 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE<br>ON COMPENSATION OF NAMED EXECUTIVE OFFICERS     | Mgmt | 1 Year |
| 06 | SHAREOWNER PROPOSAL CONCERNING ADDITIONAL SHARE<br>RETENTION REQUIREMENT FOR SENIOR EXECUTIVES | Shr  | For    |

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 UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2011  
 Ticker: UNH  
 ISIN: US91324P1021

| Prop.# | Proposal  | Proposal<br>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: RODGER A. LAWSON                                  | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE                            | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: GLENN M. RENWICK                                  | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.                            | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.                           | Mgmt             | For           |
| 02     | APPROVAL, BY A NON-BINDING ADVISORY VOTE, OF<br>EXECUTIVE COMPENSATION. | Mgmt             | For           |
| 03     | RECOMMENDATION, BY A NON-BINDING ADVISORY VOTE,                         | Mgmt             | 1 Year        |

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

OF THE FREQUENCY OF HOLDING A SAY-ON-PAY VOTE.

|    |  |      |     |
|----|--|------|-----|
| 04 | APPROVAL OF THE UNITEDHEALTH GROUP 2011 INCENTIVE STOCK PLAN.  | Mgmt | For |
| 05 | APPROVAL OF AN AMENDMENT TO THE UNITEDHEALTH GROUP 1993 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE THEREUNDER.           | Mgmt | For |
| 06 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011. | Mgmt | For |

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 VARIAN MEDICAL SYSTEMS, INC.

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 Agen

Security: 92220P105  
 Meeting Type: Annual  
 Meeting Date: 10-Feb-2011  
 Ticker: VAR  
 ISIN: US92220P1057  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>SUSAN L. BOSTROM<br>RICHARD M. LEVY<br>VENKATRAMAN THYAGARAJAN  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.                                 | Mgmt                 | For               |
| 03     | TO HOLD AN ADVISORY VOTE OF STOCKHOLDERS ON THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AT A FREQUENCY OF.                  | Mgmt                 | 1 Year            |
| 04     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011. | Mgmt                 | For               |

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 VERISIGN, INC.

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 Agen

Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 26-May-2011  
 Ticker: VRSN  
 ISIN: US92343E1029  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: D. JAMES BIDZOS   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM L. CHENEVICH  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: KATHLEEN A. COTE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MARK D. MCLAUGHLIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROGER H. MOORE  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOHN D. ROACH   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: LOUIS A. SIMPSON  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: TIMOTHY TOMLINSON   | Mgmt          | For           |
| 02     | TO CONDUCT A NON-BINDING, ADVISORY VOTE TO APPROVE VERISIGN, INC.'S EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | TO CONDUCT A NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF NON-BINDING, STOCKHOLDER ADVISORY VOTES ON VERISIGN, INC.'S EXECUTIVE COMPENSATION. | Mgmt          | 1 Year        |
| 04     | TO APPROVE THE AMENDED AND RESTATED VERISIGN, INC. 2006 EQUITY INCENTIVE PLAN.  | Mgmt          | For           |
| 05     | TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.    | Mgmt          | For           |

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WAL-MART STORES, INC.

Agen

Security: 931142103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2011  
 Ticker: WMT  
 ISIN: US9311421039

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| 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           |

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

|    |   |      |         |
|----|---|------|---------|
| 1G | ELECTION OF DIRECTOR: MICHAEL T. DUKE   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: GREGORY B. PENNER   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: STEVEN S REINEMUND  | 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 | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt | For     |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year  |
| 05 | GENDER IDENTITY NON-DISCRIMINATION POLICY   | Shr  | Against |
| 06 | POLITICAL CONTRIBUTIONS REPORT  | Shr  | Against |
| 07 | SPECIAL SHAREOWNER MEETINGS   | Shr  | For     |
| 08 | REQUIRE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT                    | Shr  | Against |
| 09 | CLIMATE CHANGE RISK DISCLOSURE  | Shr  | Against |

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WATSON PHARMACEUTICALS, INC.

Agen

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Security: 942683103  
 Meeting Type: Annual  
 Meeting Date: 13-May-2011  
 Ticker: WPI  
 ISIN: US9426831031

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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL J. FEDIDA        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ALBERT F. HUMMEL         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CATHERINE M. KLEMA       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ANTHONY SELWYN TABATZNIK | Mgmt          | For           |
| 02     | TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE | Mgmt          | For           |

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

COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF THE BOARD OF DIRECTORS AND TO DELETE CERTAIN PROVISIONS FROM THE ARTICLES OF INCORPORATION.

|    |  |      |        |
|----|--|------|--------|
| 03 | TO APPROVE THE FOURTH AMENDMENT AND RESTATEMENT OF THE 2001 INCENTIVE AWARD PLAN OF WATSON PHARMACEUTICALS, INC.   | Mgmt | For    |
| 04 | TO TAKE AN ADVISORY (NON-BINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt | For    |
| 05 | TO TAKE AN ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.                                    | Mgmt | 1 Year |
| 06 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt | For    |

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
Meeting Type: Annual  
Meeting Date: 03-May-2011  
Ticker: WFC  
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          | For           |
| 1C     | ELECTION OF DIRECTOR: LLOYD H. DEAN          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN E. ENGEL         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD M. JAMES        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MACKEY J. MCDONALD     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN    | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: NICHOLAS G. MOORE      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY      | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD      | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: STEPHEN W. SANGER      | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOHN G. STUMPF         | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 1N | ELECTION OF DIRECTOR: SUSAN G. SWENSON   | Mgmt | For     |
| 02 | PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.  | Mgmt | For     |
| 03 | ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING NAMED EXECUTIVES' COMPENSATION.  | Mgmt | 1 Year  |
| 04 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011.   | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL REGARDING AN AMENDMENT TO THE COMPANY'S BY-LAWS TO ALLOW HOLDERS OF 10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL MEETINGS OF STOCKHOLDERS. | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.   | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.  | Shr  | For     |
| 08 | STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON DIRECTOR COMPENSATION.  | Shr  | Against |
| 09 | STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE SERVICING OPERATIONS.   | 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/ Walter A. Row, III                     |
| Name           | Walter A. Row, III                         |
| Title          | President                                  |
| Date           | 08/16/2011                                 |