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STERLING CAPITAL CORP  
Form N-PX  
August 31, 2004

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-1537

Sterling Capital Corporation

-----  
(Exact name of registrant as specified in charter)

635 Madison Avenue, New York, New York 10022

-----  
(Address of principal executive offices)

-----  
(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 980-3360  
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Date of fiscal year end: December 31  
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Date of reporting period: July 1, 2003 - June 30, 2004  
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Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (s.s. 239.24 and s.s. 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

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

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STERLING CAPITAL CORPORATION  
PROXY VOTES

SECURITY -----	SYM ---	CUSIP -----	MEETING DATE ----	MATTER VOTED ON -----	PROPOSED BY --
Apli Residential	AML	001735109	4/26/2004	Nominees for directors	Directors
Apli Residential	AML	001735109	4/26/2004	Auditors	Directors
Advanced Micro Devices	AMD	007903107	4/29/2004	Nominees for directors	Directors
Advanced Micro Devices	AMD	007903107	4/29/2004	Auditors	Directors
Advanced Micro Devices	AMD	007903107	4/29/2004	2004 Equity Incentive Plan	Directors
Allstate Corp.	ALL	020002101	5/18/2004	Nominees for directors	Directors
Allstate Corp.	ALL	020002101	5/18/2004	Auditors	Directors
Allstate Corp.	ALL	020002101	5/18/2004	Employee Incentive Comp. Plan	Directors
Allstate Corp.	ALL	020002101	5/18/2004	Executive Incentive Comp. Plan	Directors
Allstate Corp.	ALL	020002101	5/18/2004	Cum. voting for Bd of Directors	Stockholders
Black and Decker	BDK	091797100	4/27/2004	Nominees for directors	Directors
Black and Decker	BDK	091797100	4/27/2004	Auditors	Directors
Black and Decker	BDK	091797100	4/27/2004	2004 Restricted Stock Plan	Directors
Black and Decker	BDK	091797100	4/27/2004	Replacement of current system for Executive Compensation	Stockholders
Boots and Coots Intl	WEL	099469504	5/19/2004	Nominees for directors	Directors
Boots and Coots Intl	WEL	099469504	5/19/2004	2004 long-term Incentive Plan	Directors
Boots and Coots Intl	WEL	099469504	5/19/2004	Non-employee director Stock Option Plan	Directors
Camden Property Trust	CPT	133131102	5/5/2004	Nominees for directors	Directors
Check Point Software	CHKP	M22465104	6/30/2004	Election of directors	Directors
Check Point Software	CHKP	M22465104	6/30/2004	Ratify financial statements	Directors
Check Point Software	CHKP	M22465104	6/30/2004	Public Accountants	Directors
Check Point Software	CHKP	M22465104	6/30/2004	Directors compensation	Directors
Check Point Software	CHKP	M22465104	6/30/2004	Executive Officers compensation	Directors
Cisco Systems Inc.	CSCO	17275R102	11/11/2003	Nominees for directors	Directors
Cisco Systems Inc.	CSCO	17275R102	11/11/2003	Employee/stock purchase plan	Directors
Cisco Systems Inc.	CSCO	17275R102	11/11/2003	Auditors	Directors
Cisco Systems Inc.	CSCO	17275R102	11/11/2003	Hardware/Software report/yearly	Shareholders
Cisco Systems Inc.	CSCO	17275R102	11/11/2003	Executive compensation report	Shareholders

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SECURITY -----	SYM ---	CUSIP -----	MEETING DATE ----	MATTER VOTED ON -----	PROPOSED BY --
Conagra Inc.	CAG	205887102	9/25/2003	Nominees for directors	Directors
Conagra Inc.	CAG	205887102	9/25/2003	Auditors	Directors
Conagra Inc.	CAG	205887102	9/25/2003	Genetically Engineered Food	Stockholde
Conagra Inc.	CAG	205887102	9/25/2003	Stk Option Plan changes	Stockholde
Conagra Inc.	CAG	205887102	9/25/2003	Stockholder Rights Plan	Stockholde
ConocoPhillips	COP	20825C104	5/5/2004	Nominees for directors	Directors
ConocoPhillips	COP	20825C104	5/5/2004	Auditors	Directors
ConocoPhillips	COP	20825C104	5/5/2004	2004 Stock/Perf. Incentive Plan	Directors
ConocoPhillips	COP	20825C104	5/5/2004	Officers/Directors Compensation	Stockholde
ConocoPhillips	COP	20825C104	5/5/2004	Executive Compensation	Stockholde
ConocoPhillips	COP	20825C104	5/5/2004	ANWR Drilling	Stockholde
E.I. Du Pont De Nemours	DD	263534109	4/28/2004	Nominees for directors	Directors
E.I. Du Pont De Nemours	DD	263534109	4/28/2004	Accountants	Directors
E.I. Du Pont De Nemours	DD	263534109	4/28/2004	Government service	Stockholde
E.I. Du Pont De Nemours	DD	263534109	4/28/2004	Intl workplace standards	Stockholde
E.I. Du Pont De Nemours	DD	263534109	4/28/2004	Executive compensation	Stockholde
Equity Office Properties	EOP	294741103	5/19/2004	Nominees for directors	Directors
Equity Office Properties	EOP	294741103	5/19/2004	Auditors	Directors
Equity Residential	EQR	29476L107	5/28/2004	Nominees for directors	Directors
Equity Residential	EQR	29476L107	5/28/2004	Remove Anti-Takeover Defense	Directors
Equity Residential	EQR	29476L107	5/28/2004	Auditors	Directors
FalconStor Software	FALC	306137100	5/14/2004	Nominees for directors	Directors
FalconStor Software	FALC	306137100	5/14/2004	2004 outside directors Stock Option Plan	Directors
FalconStor Software	FALC	306137100	5/14/2004	Amend 2000 Stock Option Plan	Directors
FalconStor Software	FALC	306137100	5/14/2004	Accountants	Directors
Honeywell International	HON	438516106	4/26/2004	Nominees for directors	Directors
Honeywell International	HON	438516106	4/26/2004	Accountants	Directors
Honeywell International	HON	438516106	4/26/2004	Election of Directors	Shareholde
Honeywell International	HON	438516106	4/26/2004	Shareholder voting provision	Shareholde
Honeywell International	HON	438516106	4/26/2004	Shareowner Input -Golden Parachutes	Shareholde
Honeywell International	HON	438516106	4/26/2004	Pay disparity resolution	Shareholde
Honeywell International	HON	438516106	4/26/2004	Cumulative Voting	Shareholde

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SECURITY	SYM	CUSIP	MEETING DATE	MATTER VOTED ON	PROPOSED BY
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JP Morgan Chase	JPM	46625H100	5/25/2004	Nominees for directors	Directors
JP Morgan Chase	JPM	46625H100	5/25/2004	Merger Proposal with Bank One	Directors
JP Morgan Chase	JPM	46625H100	5/25/2004	External Auditors	Directors
JP Morgan Chase	JPM	46625H100	5/25/2004	Key executive performance plan	Directors
JP Morgan Chase	JPM	46625H100	5/25/2004	Adjournment of meeting	Directors
JP Morgan Chase	JPM	46625H100	5/25/2004	Director Term Limit	Shareholde
JP Morgan Chase	JPM	46625H100	5/25/2004	Charitable contributions	Shareholde
JP Morgan Chase	JPM	46625H100	5/25/2004	Political contributions	Shareholde
JP Morgan Chase	JPM	46625H100	5/25/2004	Separate Chairman/CEO	Shareholde
JP Morgan Chase	JPM	46625H100	5/25/2004	Derivative disclosure	Shareholde
JP Morgan Chase	JPM	46625H100	5/25/2004	Auditor Independence	Shareholde
JP Morgan Chase	JPM	46625H100	5/25/2004	Director of Compensation	Shareholde
JP Morgan Chase	JPM	46625H100	5/25/2004	Pay disparity	Shareholde
Keycorp	KEY	493267108	5/13/2004	Nominees for directors	Directors
Keycorp	KEY	493267108	5/13/2004	2004 equity compensation plan	Directors
Keycorp	KEY	493267108	5/13/2004	Annual performance plan	Directors
Keycorp	KEY	493267108	5/13/2004	Auditors	Directors
Marathon Oil Corp.	MRO	565849106	4/28/2004	Nominees for directors	Directors
Marathon Oil Corp.	MRO	565849106	4/28/2004	Auditors	Directors
Marathon Oil Corp.	MRO	565849106	4/28/2004	Adopt climate change resolution	Shareholde
Marathon Oil Corp.	MRO	565849106	4/28/2004	Limit severance/senior executives	Shareholde
May Department Stores	MAY	577778103	5/21/2004	Nominees For directors	Directors
May Department Stores	MAY	577778103	5/21/2004	Accountants	Directors
May Department Stores	MAY	577778103	5/21/2004	Amend exec incentive comp plan	Directors
May Department Stores	MAY	577778103	5/21/2004	Amend 1994 stock incentive plan	Directors
May Department Stores	MAY	577778103	5/21/2004	Classified Board	Shareholde
Mellon Financial Corp.	MEL	58551A108	4/20/2004	Nominees for directors	Directors
Mellon Financial Corp.	MEL	58551A108	4/20/2004	Long-term profit incentive plan	Directors
Mellon Financial Corp.	MEL	58551A108	4/20/2004	Accountants	Directors
Merck & Co.	MRK	589331107	4/27/2004	Nominees for directors	Directors
Merck & Co.	MRK	589331107	4/27/2004	Auditors	Directors
Merck & Co.	MRK	589331107	4/27/2004	Declassify Board of Directors	Directors
Merck & Co.	MRK	589331107	4/27/2004	Management compensation	Shareholde
Merck & Co.	MRK	589331107	4/27/2004	Extend prescription drug patents	Shareholde
Merck & Co.	MRK	589331107	4/27/2004	Ethics/Social performance	Shareholde
Merck & Co.	MRK	589331107	4/27/2004	Resources for political purposes	Shareholde
Merck & Co.	MRK	589331107	4/27/2004	HIV/AIDS pandemic	Shareholde

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MetLife Inc.	MET	59156R108	4/27/2004	Nominees for directors	Directors
MetLife Inc.	MET	59156R108	4/27/2004	2005 Stock/Incentive Comp Plan	Directors
MetLife Inc.	MET	59156R108	4/27/2004	Variable incentive plan	Directors
MetLife Inc.	MET	59156R108	4/27/2004	Non-management stock comp plan	Directors
MetLife Inc.	MET	59156R108	4/27/2004	Auditors	Directors
MetLife Inc.	MET	59156R108	4/27/2004	CEO compensation	Sharehold
Newell Rubbermaid	NWL	651229106	5/12/2004	Nominees for directors	Directors
Newell Rubbermaid	NWL	651229106	5/12/2004	Accountants	Directors
Nokia Corporation	NOK	654902204	3/25/04	Nominees for directors	Directors
Nokia Corporation	NOK	654902204	3/25/04	Income statements/Balance Sheets	Directors
Nokia Corporation	NOK	654902204	3/25/04	Approval dividend of EUR 0.30	Directors
Nokia Corporation	NOK	654902204	3/25/04	Discharge of liability	Directors
Nokia Corporation	NOK	654902204	3/25/04	Auditors	Directors
Nokia Corporation	NOK	654902204	3/25/04	Reduce share capital/cancel shares	Directors
Nokia Corporation	NOK	654902204	3/25/04	Approval/increase share capital	Directors
Nokia Corporation	NOK	654902204	3/25/04	Approval/repurchase Nokia shares	Directors
Nokia Corporation	NOK	654902204	3/25/04	Approval/dispose of Nokia shares	Directors
Nokia Corporation	NOK	654902204	3/25/04	Increase capital of the foundation	Directors
Philips Electronics, N.V. PHG		500472105	03/25/04	2003 financial statements	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Dividend of EUR 0.36 per share	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Discharge of responsibilities of Board of Management	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Discharge of responsibilities of Supervisory Board	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Re-appointment of Mr. Van Miert	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Appointment of Mr. Kist	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Remuneration Policy	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Stock Options/Restricted shares	Directors
Philips Electronics, N.V PHG		500472105	03/25/04	Issue shares/Pre-emptive rights	Directors
Philips Electronics, N.V. PHG		500472105	03/25/04	Auth Mgmt to acquire shares in Co	Directors
Philips Electronics, NV. PHG		500472105	03/25/04	Auth Mgmt to determine record date	Directors

SECURITY -----	SYM ---	CUSIP -----	MEETING DATE ----	MATTER VOTED ON -----	PROPOSED BY --
Pfizer Inc.	PFE	717081103	4/22/04	Nominees for directors	Directors
Pfizer Inc.	PFE	717081103	4/22/04	Auditors	Directors

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Pfizer Inc.	PFE	717081103	4/22/04	2004 stock plan	Directors
Pfizer Inc.	PFE	717081103	4/22/04	Pandemics/business strategy	Shareholde
Pfizer Inc.	PFE	717081103	4/22/04	Political contributions	Shareholde
Pfizer Inc.	PFE	717081103	4/22/04	Resources for Political entities	Shareholde
Pfizer Inc.	PFE	717081103	4/22/04	Term limits on Directors	Shareholde
Pfizer Inc.	PFE	717081103	4/22/04	Access to Pfizer products	Shareholde
Pfizer Inc.	PFE	717081103	4/22/04	Stock options	Shareholde
Pfizer Inc.	PFE	717081103	4/22/04	Invitro testing	Shareholde
Ryder System Inc.	R	783549108	5/7/2004	Nominees for directors	Directors
Ryder System Inc.	R	783549108	5/7/2004	Auditors	Directors
St. Joe Company	JOE	790161103	5/18/2004	Nominees for directors	Directors
St. Joe Company	JOE	790161103	5/18/2004	Eliminate pre-emptive rights	Directors
St. Joe Company	JOE	790161103	5/18/2004	Auditors	Directors
Sara Lee Corp.	SLE	803111103	10/30/2003	Nominees for directors	Directors
Sara Lee Corp.	SLE	803111103	10/30/2003	Accountants	Directors
Sara Lee Corp.	SLE	803111103	10/30/2003	Charitable contributions	Shareholde
Sara Lee Corp.	SLE	803111103	10/30/2003	Code of conduct	Shareholde
Travelers Property Casualty	TAPA	89420G109	3/19/2004	Merger with St. Paul Companies	Directors
Verizon Communications	VZ	92343V104	4/28/2004	Nominees for directors	Directors
Verizon Communications	VZ	92343V104	4/28/2004	Auditor	Directors
Verizon Communications	VZ	92343V104	4/28/2004	Cumulative Voting	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Board composition	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Separate Chairman/CEO	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Future poison pill	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Executive retirement plans	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Stock grants/tracking stock	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Option grants report/employees	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Political contributions report	Shareholde
Verizon Communications	VZ	92343V104	4/28/2004	Universal service/number portability fees	Shareholde

SECURITY	SYM	CUSIP	MEETING DATE	MATTER VOTED ON	PROPOSED BY
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Viacom Inc. Class A	VIA	925524100	5/19/2004	Nominees for directors	Directors
Viacom Inc. Class A	VIA	925524100	5/19/2004	Auditor	Directors
Viacom Inc. Class A	VIA	925524100	5/19/2004	2004 Management Incentive Plan	Directors
Viacom Inc. Class A	VIA	925524100	5/19/2004	Amended & Restated Stock option Plan/outside directors	Directors
Wilmington Trust	WL	971807102	4/15/2004	Nominees for directors	Directors
Wilmington Trust	WL	971807102	4/15/2004	Employee Stk Purchase Plan 2004	Directors
Wilmington Trust	WL	971807102	4/15/2004	Executive Incentive Plan 2004	Directors

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 STERLING CAPITAL CORPORATION  
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BY (SIGNATURE AND TITLE)\* /s/ Wayne S. Reisner  
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Wayne S. Reisner, Principal Executive Officer  
(Principal Executive Officer)

Date: August 27, 2004  
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\* Print the name and title of each signing officer under his or her signature.