

Proxy Voting Fact Sheet

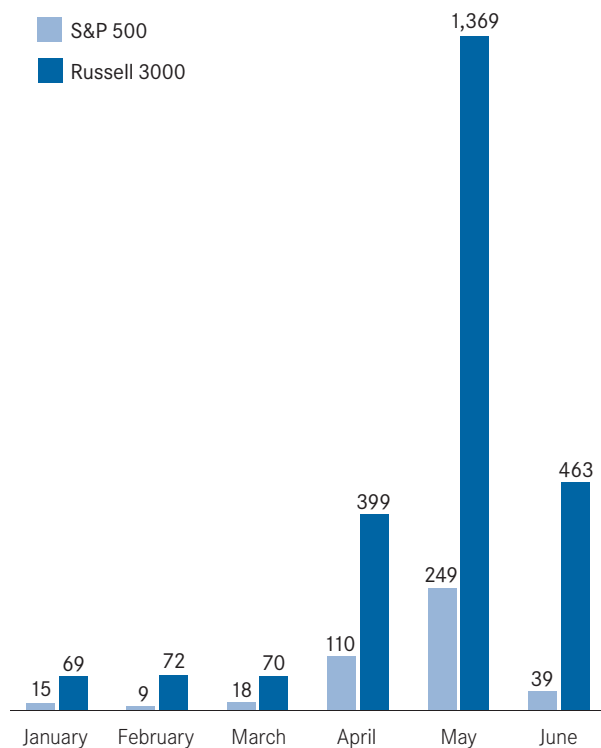
PV-V2N3 | JULY 2013

Chart 1 **Shareholder Meetings—by Index**

A total of 2,442 Russell 3000 companies held AGMs during the relevant January—June 2013 period, compared with 440 S&P 500 companies.

Shareholder Meetings, by Index

Number of meetings



Data include companies (including non-U.S.) that held AGMs between January 1 and June 30, 2013. Results exclude special meetings and written consents.

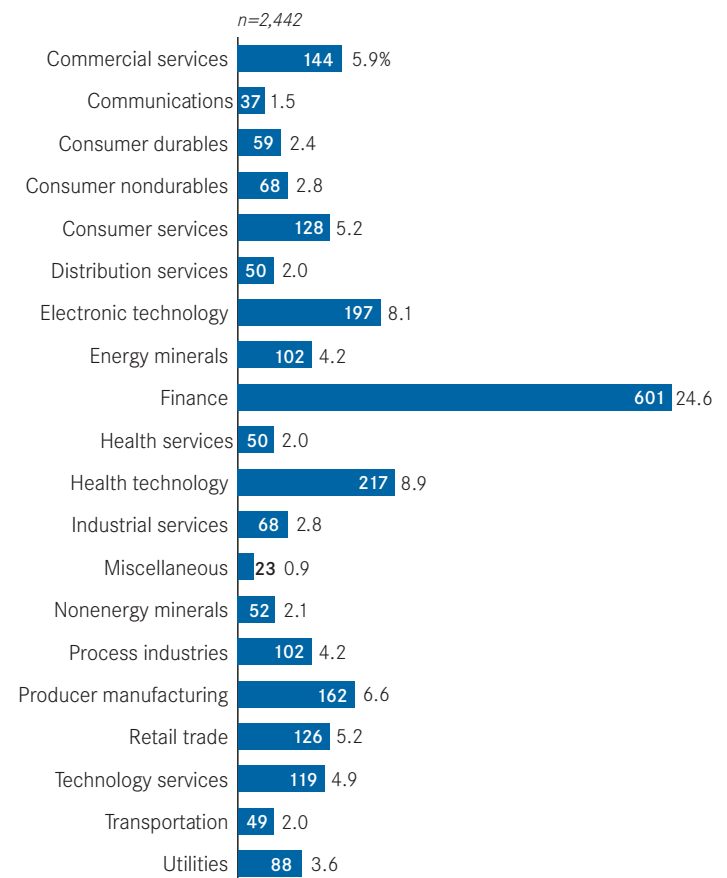
Source: The Conference Board/FactSet, 2013.

Chart 2 **Shareholder Meetings—by Industry**

Russell 3000 companies that held AGMs during the period comprised 20 industries. Finance companies had the greatest proportion of AGMs during the period (24.6 percent), followed by companies in the health technology and electronic technology industries (Chart 2). The industry category with the smallest proportion of meetings was communications.

Shareholder Meetings, by Industry

Number of meetings (percentage of total)



Source: The Conference Board/FactSet, 2013.

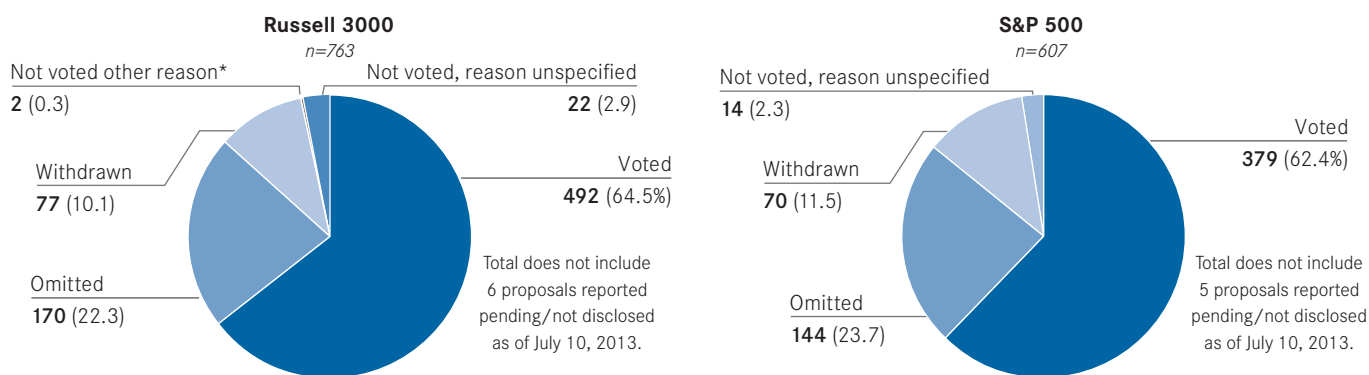
Chart 3 **Voted, Omitted, and Withdrawn Shareholder Proposals—by Index**

Both the volume of shareholder proposals submitted and the rate of withdrawals increased in 2013. Among Russell 3000 companies that held meetings during the first half of the year, shareholders submitted 769 proposals, up from 726 during the same period in 2012. Among S&P 500 companies that held meetings during the same period, the number of proposals increased from 585 to 612. For both indexes, the proportion of proposals that were withdrawn during the period also increased: to 10.1 percent in 2013, up from 5.9 percent in 2012 for the Russell 3000, and from 6.5 percent to 11.5 percent for

the S&P 500. At the same time, for companies in both indexes, the proportion of proposals that were omitted based on no-action relief granted by the Securities and Exchange Commission staff declined. The proportion of proposals omitted among the Russell 3000 companies during the period declined to 22.3 percent in 2013, from 24.5 percent in 2012. Among the S&P, 23.7 percent of the total proposals for the period were omitted, down from 27.7 in 2012. Vote results do not include proposals that were reported as pending/not disclosed as of July 10, 2013.

Voted, Omitted and Withdrawn Shareholder Proposals—by Index

Number of shareholder proposals (percentage of total)



*A proposal filed by Pension Reserves Investment Management Board to declassify the board at National Fuel Gas Company was not voted. The company filed notice with the SEC that it was excluding the proposal based on Rules 14a-8(b)(1) and 14a-8(b)(2), as the proponent failed to provide the required proof of stock ownership in response to the company's request. The company did not seek a response from the SEC. Rather, it filed suit in Federal District Court for the Southern District of Texas to exclude the proposal. The court granted the company's motion for declaratory judgment.

A proposal submitted by John Chevedden on behalf of James McRitchie to allow for/decrease the requirement to call special meetings at Waste Connections, Inc. was not voted. The company filed notice with the SEC that it was excluding this proposal based on rule 14a-8(i)(8)(ii), as the proponent failed to provide the required proof of stock ownership in response to the company's request. The company did not seek a response from the SEC and instead filed suit in Federal District Court for the Southern District of Texas to exclude the proposal. The court granted the company's motion for declaratory judgment.

Note: Totals may not add to 100 percent due to rounding.
Source: The Conference Board/FactSet, 2013.

Methodology

The *Proxy Voting Fact Sheet* examines shareholder proposals submitted to business corporations registered with the U.S. Securities and Exchange Commission (SEC) that held their annual general shareholder meetings (AGMs) between January 1, 2013, and June 30, 2013, and, at the time of their AGM, were in the Russell 3000 Index. The analysis is based on data compiled by FactSet Research Systems Inc. (FactSet) from public disclosures as of July 10, 2013.

Data reviewed in the *Proxy Voting Fact Sheet* include annual general meeting volume; shareholder proposal volume, topics, sponsorship, and voting results; and results of shareholder votes on management say-on-pay proposals.

Proponent types considered in the sponsorship analysis reflect the categorizations used by FactSet LionShares. Shareholder proposal subjects considered in the subject analysis are executive compensation, corporate governance, and social and environmental policy; a fourth, all-inclusive "other" category comprising resolutions on director nomination,

mergers and acquisitions transactions, asset divestitures, or other value maximization proposals. The discussion of voting results is integrated with information on shareholder proposals that did not receive a vote due to their withdrawal by sponsors, a decision by management to omit them from the voting ballot, or an undisclosed reason. Omission figures indicate that the company was granted no-action relief from the staff of the SEC in connection with the exclusion of a shareholder proposal from its proxy materials, in reliance on Rule 14a-8 under the Securities Exchange Act of 1934. Data on withdrawn proposals are limited to publicly available information or information provided to FactSet by the proponent or issuer.

Aggregate data on shareholder proposals are examined and segmented based on business industry and company size (as measured in terms of market capitalization). In addition, to highlight differences between small and large companies, findings in the Russell 3000 sample are compared with those regarding companies that, at the time of their AGMs, were in the Standard & Poor's (S&P) 500.

Chart 4 **Voted, Omitted, and Withdrawn Shareholder Proposals—by Sponsor**

By primary sponsor type, the largest proportion of shareholder proposals at Russell 3000 companies that held meetings during the examined period were filed by individuals (36.7 percent, or 280 proposals). Of those, slightly more than half (51.1 percent) were voted, while 40.4 percent (113) were omitted, and 6.1 percent were withdrawn. The remaining seven proposals were not voted.

Public pension funds and labor unions each submitted roughly 15 percent of proposals during the period. Of the 117 proposals submitted by pension funds, 95 (81.2 percent) were voted, while 12 (10.3 percent) were omitted. Eight (6.8 percent) were withdrawn, and the remaining two were not voted for other reasons. Slightly more than two-thirds of the proposals sponsored by labor unions (67.8 percent) were voted, while 17 were withdrawn (14.8 percent),

15 (13 percent) were omitted, and five proposals were not voted for other reasons. Investment advisers sponsored 68 proposals, 47 of which (69.1 percent) were voted.

Hedge funds filed 24 proposals during the period (all related to proxy fights). Twenty of those (83.3 percent) were voted). Religious groups were the primary sponsor for 43 proposals, less than half (46.5 percent) of which were voted. Of the remainder, 12 (27.9 percent) were omitted, and 11 were withdrawn (25.5 percent). Other stakeholders (including environmental, social and corporate governance activists groups such as the Nathan Cummings Foundation and People for the Ethical Treatment of Animals Inc.) filed 63 proposals, 43 of which were voted (68.3 percent), and 10 of which were withdrawn (15.9 percent). Another nine were omitted, while one was not voted for an unspecified reason.

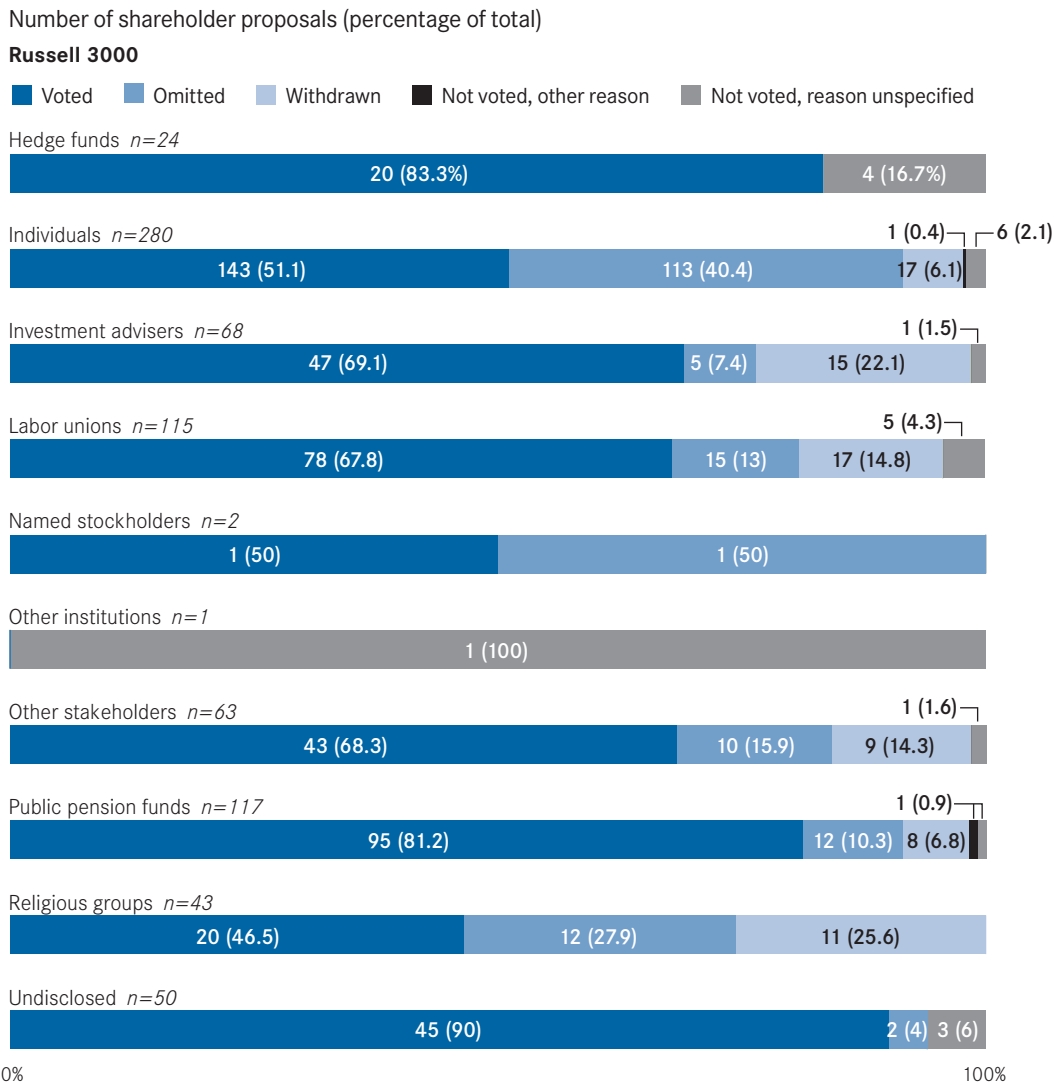


Chart 5 **Voted, Omitted, and Withdrawn Shareholder Proposals—by Subject**

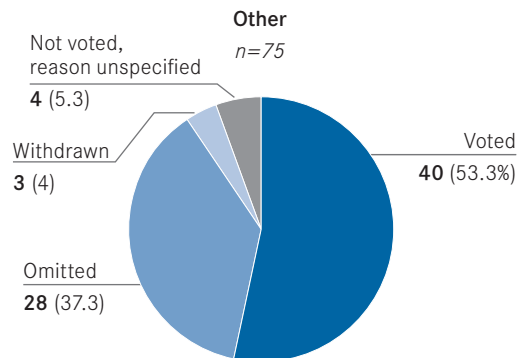
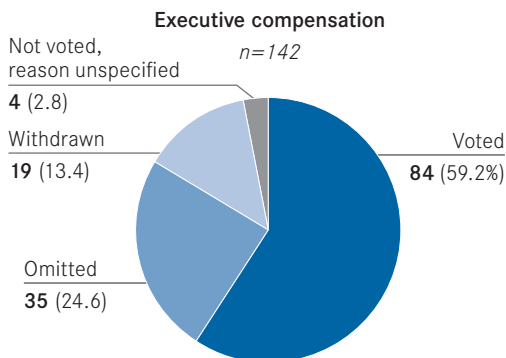
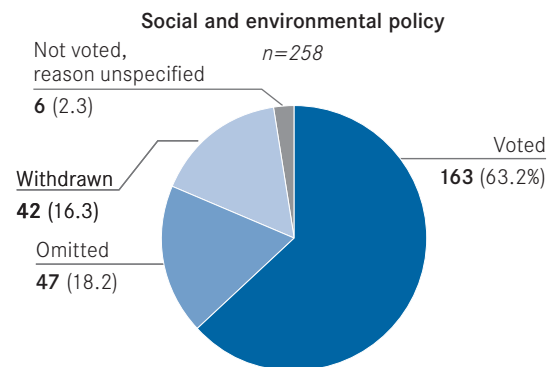
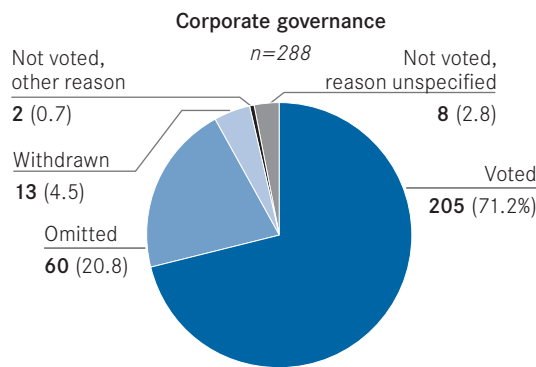
By subject, the largest proportion of proposals introduced at Russell 3000 companies in the January—June 2013 period related to corporate governance (288, or 37.7 percent). However, in keeping with the trend seen in recent proxy seasons, the number of social and environmental policy proposals filed has grown to comprise a larger proportion of shareholder-sponsored proposals. For the examined period, those proposals accounted for roughly a third of those submitted by shareholders (33.8 percent, or 258 proposals).

Of the four subjects, corporate governance also the highest proportion of proposals voted (205 out of 288, or 71.2 percent). The “other category” (which includes shareholder proposals related to the election of director nominees not supported by management, as well as

requests for the company to divest assets, hire an adviser to evaluate strategy alternatives, repeal bylaw amendments adopted during a proxy fight, and other miscellaneous proposals) had the lowest proportion of voted proposals (40 out of 75, or 53.3 percent).

“Other” proposals had the highest rate of omissions during the period (37.3 percent, or 28 proposals), while proposals related to social and environmental policy had the lowest (18.2 percent, or 47 of 258 proposals). Social and environmental proposals had the highest rate of withdrawals for the examined period (16.3 percent, followed by executive compensation proposals (13.4 percent, or 19 of the total 142 proposals for the period).

Number of shareholder proposals (percentage of total)



Note: Total may not add to 100 percent due to rounding.
Source: The Conference Board/FactSet, 2013.

Shareholder Proposals—by Topic

Tables 1–4 show the number of proposals voted for each topic within each of the subjects considered, as well as the *for* votes as a percentage of votes cast and as a percentage of shares outstanding. (For a description of the subject categories, see “Methodology” on page 2).

Among all four subject areas, on average, shareholder proposals on corporate governance had the highest percentage of *for* votes as a percentage of votes cast (44.7 percent). Within that subject, proposals to declassify the board (nearly all of which were submitted by the Harvard Law School Shareholder Rights Project) had the highest average shareholder support (78.5 percent of votes cast for the 29 proposals voted during the period) (Table 2). Such proposals received similar support last proxy season—80 percent of *for* votes for 46 voted proposals during the same period in 2012.

The highest volume of corporate governance proposals voted during the period sought to split the chairman and CEO positions (57 proposals). On average, support for those proposals was 31.2 (as a percentage of votes cast), with just four receiving majority support. That is slightly lower than the 35.3 percent average support recorded for the 48 voted proposals on that topic during the same period last year. The two shareholder proposals related to board committees had the lowest average support (3.8 percent of *for* votes cast).

Shareholder proposals related to executive compensation had the highest average opposition of the four subjects, with 72.1 of votes against (as a percentage of votes cast)

(Table 1). Within that subject, the highest volume of proposals (34) sought to require an equity retention period for executives and/or directors, followed by proposals seeking a shareholder vote on severance agreements (30). The executive compensation proposals with the highest average support sought to limit or require a shareholder vote on death benefit payments (“golden coffins”), with an average of 37.9 support (as a percentage of votes cast), though only two proposals on that topic were voted. Among compensation-related proposals voted during the period, the highest average opposition was for a single proposal to expand compensation-related disclosure (89.7 percent of votes against as a percentage of votes cast).

Overall, social and environmental policy proposals had the lowest overall average *for* votes as a percentage of votes cast (18.7 percent for the 163 voted proposals) (Table 3). Within that subject, the highest volume of proposals related to political issues (78). Overall support for such proposals, while low (20.7 percent of *for* votes as a percentage of votes cast), was slightly higher than the average 18.3 percent support recorded for voted proposals on that topic reported for the January 1—April 30 period. One received majority support (at CF Industries Holdings Inc.). Among social and environmental policy proposals, the topic with the highest average support was on board diversity (seeking to ensure that women and minority candidates are included in the pool of nominees), with an average 35.1 percent of *for* votes for two voted proposals.

Table 1 **Shareholder Proposals on Executive Compensation—Average Voting Results, by Topic**

| Topic | Voted proposals | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|-----------------|-------------------------------|-------------|------------|---------------------------------------|-------------|------------|-------------|
| | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Cap (restrict) executive compensation | 1 | 9.3 | 89.2 | 1.5 | 7.1 | 68 | 1.2 | 11.7 |
| Expand compensation-related disclosure | 1 | 6.4 | 89.7 | 3.9 | 4.3 | 60.6 | 2.6 | 15.3 |
| Limit tax “gross-ups” | 1 | 35.5 | 63.9 | 0.6 | 19.9 | 35.7 | 0.4 | 29 |
| Limit (vote on) death benefit payments (“golden coffins”) | 2 | 37.9 | 61.7 | 0.3 | 31.6 | 51.9 | 0.3 | 5.6 |
| Limit (vote on) severance agreements (“golden parachutes”) | 30 | 34.3 | 65 | 0.7 | 26.4 | 50.4 | 0.5 | 9.7 |
| Limit (vote on) supplemental executive retirement plan (“SERP”) | 3 | 30.1 | 68.8 | 1.1 | 23 | 52.7 | 0.9 | 11.2 |
| Link compensation to performance (“pay for performance”) | 5 | 25.9 | 73.5 | 0.6 | 19.6 | 55.9 | 0.4 | 12.5 |
| Recoup incentive pay (“claw-back”) | 1 | 14.7 | 85 | 0.3 | 12.6 | 72.6 | 0.2 | 6.5 |
| Require equity retention period | 34 | 23.2 | 75.5 | 1.2 | 17.1 | 56.5 | 0.9 | 11.2 |
| Other executive compensation issues | 6 | 12.4 | 85.3 | 2.3 | 8.4 | 55.3 | 1.4 | 17.1 |
| Subject average | 84 | 26.9 | 72.1 | 1.1 | 20.2 | 54.1 | 0.8 | 11.3 |

Source: The Conference Board/FactSet, 2013

Table 2 **Shareholder Proposals on Corporate Governance—Average Voting Results, by Topic**

| Topic | Voted proposals | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|-----------------|-------------------------------|------------|-------------|---------------------------------------|------------|-------------|--------------|
| | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Adopt director nominee qualifications | 3 | 9.9% | 87.7% | 2.4% | 6.8% | 59.8% | 1.8% | 17.7% |
| Adopt term limits for directors | 1 | 5.7 | 93.2 | 1.2 | 3.4 | 55.2 | 0.7 | 18.9 |
| Allow cumulative voting | 1 | 26.5 | 72.6 | 1 | 18.2 | 49.9 | 0.7 | 15.5 |
| Allow for (or ease requirement to) act by written consent | 25 | 40.2 | 58.6 | 1.2 | 30 | 43.5 | 0.8 | 10.8 |
| Allow for (or ease requirement to) call special meetings | 10 | 41.7 | 57.9 | 0.5 | 31.5 | 44.6 | 0.4 | 11.6 |
| Change from plurality to majority voting | 29 | 58.4 | 40.2 | 1.4 | 44.2 | 28.2 | 1 | 14.9 |
| Declassify board | 29 | 78.5 | 19.5 | 1.9 | 62.7 | 15.7 | 1.5 | 9.2 |
| Eliminate dual class structure (unequal voting) | 7 | 26.4 | 72.8 | 0.8 | 21 | 59.5 | 0.6 | 5.9 |
| Eliminate supermajority vote requirements | 17 | 71 | 28 | 1 | 54.4 | 21.2 | 0.7 | 10.8 |
| Include shareholder nominee in company proxy (proxy access) | 11 | 31.8 | 66.9 | 1.3 | 22.8 | 47.4 | 0.9 | 14.5 |
| Redeem (or require shareholder vote on) poison pill | 2 | 33.8 | 66.1 | 0.1 | 28.3 | 53.2 | 0.1 | 10.7 |
| Reincorporate in another state | 2 | 3.3 | 95.8 | 0.9 | 2.1 | 61.1 | 0.6 | 19.2 |
| Report on management succession plans | 2 | 7.9 | 90.9 | 1.2 | 6.2 | 71.7 | 0.9 | 11.2 |
| Restrict “over-boarding” | 3 | 4.1 | 94.8 | 1.1 | 2.5 | 59.4 | 0.7 | 17.3 |
| Separate CEO/chairman positions | 57 | 31.2 | 68.0 | 0.8 | 23.8 | 52.1 | 0.6 | 10.5 |
| Other board committee-related | 2 | 3.8 | 95.2 | 1 | 2.3 | 56.7 | 0.6 | 20.4 |
| Other corporate governance issues | 4 | 22.4 | 72 | 5.6 | 14.4 | 46.1 | 3.9 | 17.5 |
| Subject average | 205 | 44.7% | 54% | 1.3% | 34.3% | 40% | 0.9% | 11.7% |

Note: Total may not add to 100 percent due to rounding.

Source: The Conference Board/FactSet, 2013

Table 3 **Shareholder Proposals on Social and Environmental Policy—Average Voting Results, by Topic**

| Topic | Voted proposals | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|------------------------|-----------------|-------------------------------|-------------|-------------|---------------------------------------|-------------|------------|-------------|
| | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Animal rights | 5 | 2 | 79.8 | 18.1 | 1.7 | 66.6 | 15.3 | 6 |
| Board diversity | 2 | 35.1 | 55.8 | 9.1 | 27.7 | 46.5 | 6.9 | 3.8 |
| Environmental issues | 30 | 13.8 | 74.5 | 12.2 | 9.8 | 52.2 | 8.7 | 14.1 |
| Health issues | 4 | 12.8 | 77.4 | 9.7 | 8.8 | 57.3 | 7.2 | 10.7 |
| Human rights | 16 | 13.8 | 74.5 | 11.7 | 9.7 | 51.5 | 8.2 | 14 |
| Labor issues | 11 | 23.9 | 65 | 11.1 | 18.2 | 48.6 | 8.3 | 12.6 |
| Political issues | 78 | 20.7 | 67.8 | 11.6 | 15.4 | 50.7 | 8.9 | 10.6 |
| Sustainability report | 15 | 26.3 | 62.1 | 11.6 | 21.3 | 50.4 | 9.3 | 7.9 |
| Other social issues | 2 | 4.3 | 84 | 11.7 | 3.2 | 63.2 | 9 | 9.6 |
| Subject average | 163 | 18.7 | 69.6 | 11.8 | 14 | 51.6 | 8.9 | 11.2 |

Note: Total may not add to 100 percent due to rounding.

Source: The Conference Board/FactSet, 2013

Table 4 **Other Shareholder Proposals—Voting Results, by Topic**

| Topic | Voted proposals | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|-----------------|-------------------------------|--------------|-------------|---------------------------------------|--------------|-------------|-------------|
| | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Divest asset (division) | 1 | 52.9% | 46.2% | 0.8% | 46.5% | 40.6% | 0.7% | 6.5% |
| Elect dissident's director nominee* | 36 | - | - | - | 36.3 | 15.1 | n/a | 4.8 |
| Hire adviser to evaluate strategy alternatives/seek company sale or liquidation | 1 | 1.3 | 98.2 | 0.5 | 0.9 | 71.1 | 0.4 | 12.4 |
| Miscellaneous | 1 | 3.4 | 74.4 | 22.2 | 2.4 | 52.2 | 15.5 | 15.2 |
| Repeal bylaw amendments adopted during proxy fight | 1 | 82.5 | 9.4 | 8.1 | 73.4 | 8.4 | 7.2 | n/a |
| Subject average | 40 | 28.3% | 63.9% | 7.9% | 34.4% | 20.4% | 5.8% | 6.6% |

Note: Results for shareholder proposals to elect a dissident's director nominee are shown as a percentage of shares outstanding because the votes cast are divided between the dissident and management nominees. Shareholders generally only cast one vote for the nominee they support.

Source: The Conference Board/FactSet, 2013

Management Proposed Advisory Vote on Compensation (“Say on Pay”) Proposals—Voting Results

Of the 1,896 Russell 3000 companies that held meetings during the January—June period and reported results for their management say-on-pay votes as of July 10, 2013, overall support averaged 90.1 percent of *for* votes (as a percentage of votes cast). Of those, 1,850 companies reported their SOP proposals as passed, while 46 (2.4 percent) failed to win majority shareholder support (Table 5). Results do not include 54 proposals that were reported as pending/not disclosed as of July 10, 2013, and one proposal at The Andersons, Inc. that was reported as not voted. The latter proposal appeared in the company’s proxy statement and proxy card for the meeting, but it was not listed in the vote

results the company filed in an 8-K on May 13, 2013, and no further details were disclosed.

For the examined period, 1,893 companies reported detailed SOP vote results (three reported votes as passed, but detailed results were not available). Of those, 1,732 (91.5 percent) received shareholder support of 70 percent or greater, while 1,390 (73.4 percent) received support of 90 percent or greater. For the January—June period, 115 companies (6.1 percent) passed their SOP votes, but won shareholder support of less than 70 percent—the level at which they may be subject to greater scrutiny by proxy advisory firms.

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| 1st United Bancorp Inc. | 5/28/13 | Pass | 71.6% | 27.7% | 0.7% | 56% | 21.6% | 0.5% | 7.8% |
| 3M Company | 5/14/13 | Pass | 94.6 | 3.8 | 1.6 | 64.7 | 2.6 | 1.1 | 15 |
| A.M. Castle & Co. | 4/25/13 | Pass | 97.5 | 1.8 | 0.6 | 67.8 | 1.3 | 0.4 | 13 |
| A.O. Smith Corporation | 4/15/13 | Pass | 99.3 | 0.5 | 0.1 | 92.2 | 0.5 | 0.1 | 2.4 |
| Aaron's, Inc. | 5/7/13 | Pass | 79.4 | 13 | 7.6 | 74.8 | 12.2 | 7.2 | n/a |
| Abbott Laboratories | 4/26/13 | Pass | 84.5 | 14.3 | 1.2 | 60.4 | 10.2 | 0.9 | 13.1 |
| AbbVie, Inc. | 5/6/13 | Pass | 95.7 | 3.7 | 0.6 | 68.4 | 2.6 | 0.4 | 13.5 |
| Abercrombie & Fitch Co. | 6/20/13 | Fail | 19.6 | 80.2 | 0.2 | 16.7 | 68.3 | 0.2 | 4.2 |
| ABM Industries Incorporated | 3/5/13 | Pass | 90.4 | 9.1 | 0.5 | 68.9 | 6.9 | 0.4 | 12.7 |
| Abraxas Petroleum Corporation | 5/14/13 | Pass | 89.5 | 9.6 | 1 | 38.2 | 4.1 | 0.4 | 41.2 |
| Acacia Research Corporation | 5/16/13 | Pass | 97.8 | 2.1 | 0.1 | 76.9 | 1.7 | 0.1 | 11.9 |
| Acadia Healthcare Company, Inc. | 5/23/13 | Pass | 95.5 | 4.4 | 0 | 84.3 | 3.9 | 0 | 4.8 |
| Acadia Realty Trust | 5/15/13 | Pass | 99.6 | 0.4 | 0 | 93 | 0.4 | 0 | 2.1 |
| Accelrys, Inc. | 5/30/13 | Pass | 98.1 | 1.8 | 0.1 | 80.2 | 1.5 | 0.1 | 12.8 |
| Accenture plc | 2/6/13 | Pass | 96.4 | 2.8 | 0.7 | 76.7 | 2.2 | 0.6 | 6.3 |
| Access National Corporation | 5/21/13 | Pass | 86.8 | 11.9 | 1.3 | 54.6 | 7.5 | 0.8 | 29.9 |
| ACCO Brands Corporation | 5/7/13 | Pass | 94.9 | 4.3 | 0.9 | 84.5 | 3.8 | 0.8 | 5.7 |
| Accuride Corporation | 5/28/13 | Pass | 73.3 | 26.6 | 0 | 62.3 | 22.6 | 0 | 9.7 |
| ACE Limited | 5/16/13 | Pass | 96.4 | 3.3 | 0.2 | 80.6 | 2.8 | 0.2 | 3.5 |
| Achillion Pharmaceuticals, Inc. | 5/28/13 | Pass | 93.8 | 6.1 | 0.2 | 74 | 4.8 | 0.1 | 9.8 |
| ACI Worldwide, Inc. | 6/11/13 | Pass | 92.8 | 6.8 | 0.4 | 84.1 | 6.2 | 0.3 | 4.5 |
| Acorda Therapeutics, Inc. | 5/30/13 | Pass | 65.6 | 34.4 | 0 | 56.3 | 29.5 | 0 | 4.9 |
| Actavis Inc. | 5/10/13 | Pass | 95.9 | 3.5 | 0.5 | 76.8 | 2.8 | 0.4 | 7.6 |
| Activision Blizzard, Inc. | 6/6/13 | Pass | 73.9 | 25.9 | 0.2 | 66 | 23.2 | 0.2 | 3.5 |
| Actuant Corporation | 1/15/13 | Pass | 98.7 | 1.1 | 0.2 | 89.8 | 1 | 0.2 | 2.7 |
| Actuate Corporation | 5/22/13 | Pass | 98.7 | 1 | 0.4 | 71.1 | 0.7 | 0.3 | 15.4 |
| Acuity Brands, Inc. | 1/4/13 | Pass | 97.3 | 1.3 | 1.4 | 83.7 | 1.1 | 1.2 | 5.9 |
| Adams Resources & Energy, Inc. | 5/15/13 | Pass | 98.4 | 1.5 | 0.1 | 66.9 | 1 | 0.1 | n/a |
| Adobe Systems Incorporated | 4/11/13 | Pass | 80.9 | 18.7 | 0.3 | 65.9 | 15.3 | 0.3 | 8.4 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| ADTRAN, Inc. | 5/8/13 | Pass | 99.3 | 0.5 | 0.2 | 89.8 | 0.4 | 0.2 | 4.8 |
| Advance Auto Parts, Inc. | 5/22/13 | Pass | 97.9 | 1.8 | 0.3 | 78 | 1.4 | 0.2 | 11 |
| Advanced Emissions Solutions, Inc. | 6/13/13 | Pass | 91.4 | 4.2 | 4.4 | 58.4 | 2.7 | 2.8 | 24.5 |
| Advanced Energy Industries, Inc. | 5/1/13 | Pass | 99 | 1 | 0 | 81.7 | 0.8 | 0 | 4.9 |
| Advanced Micro Devices, Inc. | 5/16/13 | Pass | 85.8 | 12.8 | 1.4 | 35.6 | 5.3 | 0.6 | 27.7 |
| Advent Software, Inc. | 5/9/13 | Pass | 99 | 0.8 | 0.1 | 88 | 0.7 | 0.1 | 4.9 |
| Aecom Technology Corporation | 3/7/13 | Pass | 89.1 | 10.4 | 0.4 | 70 | 8.2 | 0.3 | n/a |
| Aegion Corporation | 5/14/13 | Pass | 98.7 | 0.6 | 0.7 | 79 | 0.5 | 0.6 | 7.4 |
| AEP Industries Inc. | 4/9/13 | Pass | 99.6 | 0.2 | 0.2 | 52.5 | 0.1 | 0.1 | 4.7 |
| Aeropostale, Inc. | 6/20/13 | Pass | 98.6 | 1.4 | 0.1 | 85 | 1.2 | 0.1 | 6.8 |
| Aetna Inc. | 5/17/13 | Pass | 87.3 | 11.5 | 1.2 | 72.1 | 9.5 | 1 | 5.7 |
| AFC Enterprises, Inc. | 5/22/13 | Pass | 95.2 | 1.7 | 3.2 | 79.3 | 1.4 | 2.6 | 9.2 |
| Affiliated Managers Group, Inc. | 6/11/13 | Pass | 60.1 | 37.7 | 2.2 | 54 | 33.9 | 2 | 2.6 |
| AffyMax, Inc. | 6/6/13 | Pass | 91.6 | 7.6 | 0.8 | 19.8 | 1.6 | 0.2 | 45.3 |
| Affymetrix, Inc. | 5/7/13 | Pass | 99.1 | 0.5 | 0.3 | 70.5 | 0.4 | 0.2 | n/a |
| AFLAC Incorporated | 5/6/13 | Pass | 97.7 | 1.8 | 0.5 | 109.2 | 2.1 | 0.6 | 8.7 |
| AG Mortgage Investment Trust, Inc. | 5/1/13 | Pass | 97.5 | 1.9 | 0.6 | 49.3 | 1 | 0.3 | 32.8 |
| AGCO Corporation | 4/25/13 | Pass | 94 | 5.6 | 0.4 | 71.8 | 4.3 | 0.3 | 8.1 |
| Agilent Technologies, Inc. | 3/20/13 | Pass | 96.8 | 2.9 | 0.2 | 72.5 | 2.2 | 0.2 | 11.2 |
| AGL Resources Inc. | 4/30/13 | Pass | 95.7 | 2.8 | 1.5 | 66.2 | 1.9 | 1 | 17.7 |
| Agree Realty Corporation | 5/6/13 | Pass | 93.8 | 4 | 2.2 | 57.8 | 2.5 | 1.3 | 29.2 |
| Air Lease Corporation | 5/8/13 | Pass | 75.7 | 24.1 | 0.2 | 54.8 | 17.5 | 0.1 | 9 |
| Air Methods Corporation | 5/30/13 | Pass | 97.3 | 2.6 | 0.1 | 76.7 | 2 | 0.1 | 14 |
| Air Products and Chemicals, Inc. | 1/24/13 | Pass | 94.7 | 4.9 | 0.4 | 75.4 | 3.9 | 0.3 | 7.3 |
| Air Transport Services Group, Inc. | 5/10/13 | Pass | 71.2 | 27.8 | 1 | 56.7 | 22.1 | 0.8 | 13.9 |
| Aircastle Limited | 5/23/13 | Pass | 97.5 | 2 | 0.5 | 76.7 | 1.6 | 0.4 | 12.9 |
| AK Steel Holding Corp. | 5/30/13 | Pass | 75.7 | 22.5 | 1.8 | 25.2 | 7.5 | 0.6 | 42.9 |
| Akamai Technologies, Inc. | 5/15/13 | Pass | 95.5 | 4.2 | 0.3 | 72.8 | 3.2 | 0.2 | 10.9 |
| Akorn, Inc. | 5/3/13 | Pass | 99.5 | 0.2 | 0.3 | 86 | 0.2 | 0.3 | 7.8 |
| Alaska Air Group, Inc. | 5/21/13 | Pass | 98.7 | 0.6 | 0.6 | 80.3 | 0.5 | 0.5 | 6.1 |
| Albany International Corp. | 5/17/13 | Pass | 80 | 19.6 | 0.4 | 76.2 | 18.7 | 0.4 | 1.2 |
| Albemarle Corporation | 5/7/13 | Pass | 96.8 | 2.4 | 0.8 | 81.5 | 2 | 0.7 | 5.9 |
| Alcoa Inc. | 5/3/13 | Pass | 90.3 | 7.8 | 1.9 | 45.5 | 3.9 | 0.9 | 23.8 |
| Alexander & Baldwin, Inc. | 4/30/13 | Pass | 97.9 | 1.8 | 0.3 | 82.9 | 1.5 | 0.3 | 6.4 |
| Alexandria Real Estate Equities, Inc. | 5/20/13 | Fail | 8.7 | 91.3 | 0 | 7.8 | 81.2 | 0 | 2 |
| Alexion Pharmaceuticals, Inc. | 5/6/13 | Pass | 88.1 | 11.8 | 0.1 | 77.3 | 10.4 | 0.1 | n/a |
| Alico, Inc. | 2/22/13 | Pass | 98.5 | 1.3 | 0.2 | 78 | 1 | 0.2 | 13.6 |
| Align Technology, Inc. | 5/16/13 | Pass | 93.7 | 6.2 | 0.2 | 79.2 | 5.2 | 0.2 | 6.5 |
| Alleghany Corporation | 4/26/13 | Pass | 98.8 | 0.8 | 0.4 | 88.1 | 0.7 | 0.3 | 3.1 |
| Allegheny Technologies Incorporated | 5/2/13 | Pass | 89.4 | 10 | 0.6 | 69.1 | 7.7 | 0.5 | 8.5 |
| Allergan, Inc. | 4/30/13 | Pass | 91.5 | 7.8 | 0.7 | 77.7 | 6.6 | 0.6 | 3.9 |
| ALLETE, Inc. | 5/14/13 | Pass | 91.7 | 4.7 | 3.6 | 68.5 | 3.5 | 2.7 | 10.5 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Alliance Data Systems Corporation | 6/6/13 | Pass | 97.7 | 1.7 | 0.6 | 81.5 | 1.4 | 0.5 | 5.1 |
| Alliant Energy Corporation | 5/9/13 | Pass | 93.4 | 4.6 | 2 | 63.7 | 3.1 | 1.4 | 14.4 |
| Allied Nevada Gold Corp. | 5/2/13 | Pass | 91.6 | 0.4 | 7.9 | 63 | 0.3 | 5.5 | 7.8 |
| Allied World Assurance Company Holdings, AG | 5/2/13 | Pass | 97.8 | 1.6 | 0.6 | 80.8 | 1.3 | 0.5 | 5.6 |
| Allison Transmission Holdings, Inc. | 5/8/13 | Pass | 96.1 | 3.8 | 0.1 | 93.5 | 3.7 | 0.1 | 0.9 |
| Allscripts Healthcare Solutions, Inc. | 5/21/13 | Pass | 86.8 | 10.7 | 2.6 | 65.9 | 8.1 | 1.9 | 12.6 |
| Almost Family, Inc. | 5/6/13 | Pass | 95.1 | 4.6 | 0.3 | 67.5 | 3.3 | 0.2 | 17.7 |
| Alnylam Pharmaceuticals, Inc. | 6/6/13 | Pass | 95 | 4.9 | 0.1 | 74.1 | 3.8 | 0.1 | 6.5 |
| Alpha Natural Resources, Inc. | 5/22/13 | Pass | 97.2 | 2.4 | 0.4 | 54.3 | 1.4 | 0.2 | 26.4 |
| Alphatec Holdings, Inc. | 6/21/13 | Pass | 88.5 | 11.3 | 0.2 | 57.8 | 7.4 | 0.1 | n/a |
| Altera Corporation | 5/6/13 | Pass | 92.8 | 5.9 | 1.3 | 79.2 | 5.1 | 1.1 | 5.8 |
| Altra Holdings, Inc. | 4/25/13 | Pass | 96.9 | 3.1 | 0 | 90.1 | 2.9 | 0 | 1.4 |
| Altria Group Inc. | 5/16/13 | Pass | 94.8 | 4.3 | 0.9 | 60.6 | 2.8 | 0.6 | 22.6 |
| AMAG Pharmaceuticals, Inc. | 5/23/13 | Pass | 98.5 | 1 | 0.5 | 81.6 | 0.8 | 0.4 | 13.4 |
| Ambient Corporation | 6/6/13 | Pass | 99.9 | 0.1 | 0 | 81.5 | 0.1 | 0 | 18.4 |
| AMCOL International Corporation | 5/16/13 | Pass | 97.3 | 2.4 | 0.3 | 71.8 | 1.7 | 0.3 | 14.9 |
| Amedisys, Inc. | 6/6/13 | Pass | 98.2 | 1.6 | 0.3 | 77.7 | 1.3 | 0.2 | 11.7 |
| Ameren Corporation | 4/23/13 | Pass | 86.8 | 11.1 | 2.1 | 57.3 | 7.3 | 1.4 | 15.9 |
| American Assets Trust, Inc. | 6/13/13 | Pass | 99.1 | 0.8 | 0 | 91.9 | 0.8 | 0 | 1.5 |
| American Axle & Manufacturing Holdings, Inc. | 5/2/13 | Pass | 57.9 | 41.8 | 0.2 | 46.2 | 33.4 | 0.2 | 13.2 |
| American Campus Communities, Inc. | 5/2/13 | Pass | 93.3 | 5.9 | 0.8 | 82.1 | 5.2 | 0.7 | 3.8 |
| American DG Energy Inc. | 5/29/13 | Pass | 98.8 | 0.6 | 0.5 | 43.2 | 0.3 | 0.2 | n/a |
| American Eagle Outfitters, Inc. | 5/30/13 | Pass | 97.3 | 2.6 | 0.1 | 77.2 | 2.1 | 0.1 | 12.4 |
| American Electric Power Company, Inc. | 4/23/13 | Pass | 94 | 4.4 | 1.6 | 60.1 | 2.8 | 1 | 18.8 |
| American Equity Investment Life Holding Company | 6/6/13 | Pass | 94.1 | 5.5 | 0.4 | 80.6 | 4.7 | 0.3 | 4 |
| American Express Company | 4/29/13 | Pass | 88.5 | 10.5 | 1 | 69.3 | 8.2 | 0.8 | 8.1 |
| American Financial Group, Inc. | 5/22/13 | Pass | 97.1 | 2.5 | 0.4 | 83.9 | 2.2 | 0.3 | 4.5 |
| American International Group, Inc. | 5/15/13 | Pass | 97.6 | 1.8 | 0.7 | 70.6 | 1.3 | 0.5 | 8.9 |
| American National Bankshares Inc. | 5/21/13 | Pass | 90.3 | 6.7 | 2.9 | 54.6 | 4.1 | 1.8 | 16.8 |
| American Public Education, Inc. | 6/14/13 | Pass | 89 | 10.7 | 0.3 | 77.6 | 9.3 | 0.3 | 5 |
| American Railcar Industries, Inc. | 6/4/13 | Pass | 99.3 | 0.3 | 0.4 | 83.5 | 0.3 | 0.3 | n/a |
| American States Water Company | 5/21/13 | Pass | 91.9 | 6.8 | 1.3 | 65.4 | 4.8 | 0.9 | 18.8 |
| American Tower Corporation | 5/21/13 | Pass | 96.4 | 3.1 | 0.5 | 79.1 | 2.6 | 0.4 | 5.4 |
| American Vanguard Corporation | 6/5/13 | Pass | 96.5 | 3.3 | 0.2 | 71.8 | 2.5 | 0.2 | 10.3 |
| American Water Works Company, Inc. | 5/13/13 | Pass | 97.7 | 1.4 | 0.8 | 72.6 | 1.1 | 0.6 | 13 |
| Ameriprise Financial, Inc. | 4/24/13 | Pass | 87.3 | 12.4 | 0.3 | 70.2 | 10 | 0.3 | 6.8 |
| Ameris Bancorp | 5/21/13 | Pass | 99.3 | 0.6 | 0.2 | 60.5 | 0.4 | 0.1 | 12.7 |
| AMERISAFE, Inc. | 6/14/13 | Pass | 99.8 | 0.1 | 0.1 | 93.2 | 0.1 | 0.1 | 1.6 |
| AmeriSourceBergen Corporation | 2/28/13 | Pass | 96.8 | 2.8 | 0.4 | 77.6 | 2.2 | 0.4 | 6.8 |
| Ameristar Casinos, Inc. | 6/5/13 | Pass | 85.7 | 12.2 | 2 | 65.8 | 9.4 | 1.5 | 9 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Ametek, Inc. | 5/8/13 | Pass | 94.2 | 2.7 | 3.1 | 81 | 2.3 | 2.7 | 6.1 |
| Amgen Inc. | 5/22/13 | Pass | 85.7 | 13.7 | 0.7 | 66.3 | 10.6 | 0.5 | 10.4 |
| Amicus Therapeutics, Inc. | 6/13/13 | Pass | 76.5 | 23.4 | 0.1 | 57.1 | 17.5 | 0 | 11.3 |
| Amkor Technology, Inc. | 5/8/13 | Pass | 98.4 | 1.5 | 0.1 | 77.4 | 1.2 | 0.1 | 9.3 |
| AMN Healthcare Services, Inc. | 4/24/13 | Pass | 97.1 | 1.7 | 1.2 | 82.3 | 1.4 | 1 | 9.4 |
| Ampco-Pittsburgh Corporation | 5/2/13 | Pass | 51.6 | 28.8 | 19.5 | 41.9 | 23.4 | 15.9 | n/a |
| Amphenol Corporation | 5/22/13 | Pass | 96.7 | 3.1 | 0.2 | 88.1 | 2.9 | 0.2 | 2 |
| AmREIT, Inc. | 4/18/13 | Pass | 90.4 | 5.1 | 4.6 | 51.7 | 2.9 | 2.6 | n/a |
| AmSurg Corp. | 5/23/13 | Pass | 96.7 | 3.3 | 0.1 | 86.1 | 2.9 | 0.1 | 3.5 |
| Anadarko Petroleum Corporation | 5/14/13 | Pass | 86.2 | 13.1 | 0.7 | 63.2 | 9.6 | 0.5 | 8.2 |
| ANADIGICS, Inc. | 5/7/13 | Pass | 90.9 | 8.9 | 0.2 | 44.2 | 4.3 | 0.1 | 38.1 |
| Analog Devices, Inc. | 3/13/13 | Pass | 89 | 10.1 | 0.9 | 74.6 | 8.5 | 0.7 | 5.5 |
| Analogic Corporation | 1/22/13 | Pass | 95.5 | 4.4 | 0.1 | 84.3 | 3.9 | 0.1 | 4.5 |
| Angie's List, Inc. | 5/7/13 | Pass | 99.8 | 0.1 | 0.1 | 90.8 | 0.1 | 0.1 | 3.9 |
| Anika Therapeutics, Inc. | 6/18/13 | Pass | 86.3 | 13.1 | 0.6 | 61.1 | 9.3 | 0.4 | 19.6 |
| Anixter International Inc. | 5/9/13 | Pass | 98.2 | 1 | 0.8 | 89.1 | 0.9 | 0.8 | 3.6 |
| Ann Inc. | 5/30/13 | Pass | 90.6 | 8.2 | 1.2 | 77.4 | 7 | 1 | 5.7 |
| Annaly Capital Management, Inc. | 5/23/13 | Fail | 27.7 | 71 | 1.3 | 11.9 | 30.5 | 0.6 | 42.7 |
| ANSYS, Inc. | 5/22/13 | Pass | 98.8 | 0.9 | 0.3 | 89.4 | 0.8 | 0.3 | n/a |
| Antares Pharma, Inc. | 5/22/13 | Pass | 95.9 | 2.3 | 1.8 | 43 | 1 | 0.8 | 40.2 |
| Anworth Mortgage Asset Corporation | 5/22/13 | Pass | 78.2 | 4.3 | 17.5 | 44 | 2.4 | 9.8 | 30.6 |
| AOL Inc. | 5/3/13 | Pass | 95.3 | 4.4 | 0.3 | 75.1 | 3.5 | 0.2 | 9.7 |
| Aon Plc | 5/17/13 | Pass | 91 | 8.3 | 0.7 | 72.7 | 6.6 | 0.5 | 5.2 |
| Apache Corporation | 5/16/13 | Fail | 49.8 | 48.7 | 1.5 | 37.3 | 36.5 | 1.1 | 9.5 |
| Apartment Investment and Management Company | 4/30/13 | Pass | 93.3 | 6.6 | 0.1 | 81.5 | 5.8 | 0.1 | 3.9 |
| Apco Oil & Gas International Inc. | 5/7/13 | Pass | 98.1 | 1.8 | 0.1 | 83.3 | 1.5 | 0.1 | 12.9 |
| API Technologies Corp. | 3/22/13 | Pass | 99.2 | 0.8 | 0 | 76 | 0.6 | 0 | 7.1 |
| Apogee Enterprises, Inc. | 6/26/13 | Pass | 95 | 3.7 | 1.4 | 83.1 | 3.2 | 1.2 | 5.6 |
| Apollo Commercial Real Estate Finance, Inc. | 5/2/13 | Pass | 96 | 3.4 | 0.7 | 46 | 1.6 | 0.3 | 38.4 |
| Apollo Residential Mortgage, Inc. | 5/7/13 | Pass | 81.6 | 5.9 | 12.5 | 32.2 | 2.3 | 4.9 | 46.9 |
| Apple Inc. | 2/27/13 | Pass | 59.7 | 38.1 | 2.2 | 34.4 | 22 | 1.3 | 23 |
| Applied Materials, Inc. | 3/5/13 | Pass | 96.2 | 2.6 | 1.2 | 70.4 | 1.9 | 0.9 | 15.9 |
| Approach Resources Inc. | 5/30/13 | Pass | 95.2 | 1.1 | 3.7 | 82.5 | 1 | 3.2 | 9.4 |
| AptarGroup, Inc. | 5/8/13 | Pass | 87.5 | 12.3 | 0.2 | 75.7 | 10.7 | 0.2 | 6.1 |
| Aqua America, Inc. | 5/8/13 | Pass | 93.5 | 4.4 | 2.2 | 55.9 | 2.6 | 1.3 | 21.3 |
| Arabian American Development Company | 6/5/13 | Pass | 97.1 | 2.7 | 0.2 | 53.6 | 1.5 | 0.1 | 12.1 |
| Arbitron Inc. | 5/21/13 | Pass | 97.1 | 0.6 | 2.3 | 74.1 | 0.5 | 1.8 | 12.2 |
| ARC Document Solutions, Inc. | 5/3/13 | Pass | 97.3 | 2.4 | 0.3 | 75.4 | 1.9 | 0.2 | 11.9 |
| Arch Capital Group Ltd. | 5/9/13 | Pass | 94.8 | 5.1 | 0 | 81.7 | 4.4 | 0 | 5.3 |
| Arch Coal, Inc. | 4/25/13 | Pass | 81.9 | 17 | 1.1 | 46.2 | 9.6 | 0.6 | 28.3 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Archer-Daniels-Midland Company | 5/2/13 | Pass | 92.7 | 5.6 | 1.7 | 68.6 | 4.2 | 1.3 | 10.1 |
| Arena Pharmaceuticals, Inc. | 6/10/13 | Pass | 92.1 | 6.7 | 1.2 | 26.8 | 2 | 0.4 | 48.9 |
| Argan, Inc. | 6/20/13 | Pass | 97.6 | 2.4 | 0.1 | 81.9 | 2 | 0 | 7.9 |
| Argo Group International Holdings, Ltd. | 5/7/13 | Pass | 97 | 2 | 1 | 84.8 | 1.8 | 0.9 | 5.2 |
| ARIAD Pharmaceuticals, Inc. | 6/20/13 | Pass | 80.9 | 16.8 | 2.3 | 60.3 | 12.6 | 1.7 | 15.7 |
| Arkansas Best Corporation | 5/21/13 | Pass | 90.8 | 8.9 | 0.3 | 71.2 | 7 | 0.2 | n/a |
| ArQule, Inc. | 5/20/13 | Pass | 97.1 | 2.7 | 0.2 | 63.1 | 1.8 | 0.1 | 17.7 |
| Arrow Electronics, Inc. | 5/23/13 | Pass | 92.8 | 6.6 | 0.6 | 81.4 | 5.8 | 0.6 | 4.2 |
| ArthroCare Corporation | 5/22/13 | Pass | 97.1 | 1 | 2 | 84.3 | 0.8 | 1.7 | 7.4 |
| Arthur J. Gallagher & Co. | 5/15/13 | Pass | 97.3 | 2.5 | 0.1 | 80 | 2.1 | 0.1 | 9.3 |
| Artio Global Investors Inc. | 5/16/13 | Pass | 88.9 | 9.9 | 1.1 | 73.1 | 8.1 | 0.9 | 5.1 |
| Asbury Automotive Group, Inc. | 4/17/13 | Pass | 99.6 | 0.3 | 0 | 91 | 0.3 | 0 | 2.9 |
| Ashford Hospitality Trust, Inc. | 5/14/13 | Pass | 86.9 | 12.9 | 0.1 | 69.8 | 10.4 | 0.1 | 11.9 |
| Ashland Inc. | 1/31/13 | Pass | 95.2 | 2.4 | 2.4 | 78.8 | 2 | 2 | 8.7 |
| Aspen Insurance Holdings Limited | 4/24/13 | Pass | 93.6 | 6.2 | 0.2 | 86.5 | 5.7 | 0.1 | n/a |
| Associated Banc-Corp | 4/23/13 | Pass | 96.7 | 2 | 1.2 | 76.2 | 1.6 | 1 | 10.8 |
| Associated Estates Realty Corporation | 5/8/13 | Pass | 96.4 | 2.9 | 0.7 | 76.7 | 2.3 | 0.6 | 10.8 |
| Assurant, Inc. | 5/9/13 | Pass | 93.8 | 5.9 | 0.3 | 77.7 | 4.9 | 0.2 | 2.2 |
| Assured Guaranty Ltd. | 5/8/13 | Pass | 68.1 | 31.9 | 0 | 60.6 | 28.4 | 0 | 7.1 |
| Astec Industries, Inc. | 4/25/13 | Pass | 93.4 | 3.9 | 2.6 | 83.3 | 3.5 | 2.4 | 6.9 |
| Astex Pharmaceuticals, Inc. | 6/13/13 | Pass | 87.1 | 12.2 | 0.7 | 41.8 | 5.9 | 0.3 | 26.8 |
| Astoria Financial Corporation | 5/15/13 | Pass | 75.6 | 21.9 | 2.5 | 60.7 | 17.6 | 2 | 10.7 |
| AT&T Inc. | 4/26/13 | Pass | 93.2 | 5.4 | 1.4 | 51.3 | 3 | 0.8 | 20.8 |
| athenahealth, Inc. | 6/6/13 | Pass | 52.4 | 47.6 | 0 | 46.6 | 42.3 | 0 | 6.7 |
| Atlantic Power Corporation | 6/21/13 | Pass | 71 | 26.5 | 2.5 | 23.2 | 8.7 | 0.8 | 26.5 |
| Atlas Air Worldwide Holdings, Inc. | 5/22/13 | Fail | 37.9 | 61.5 | 0.6 | 35.4 | 57.4 | 0.6 | 2.8 |
| Atmel Corporation | 5/9/13 | Pass | 89.7 | 10.1 | 0.2 | 70.5 | 7.9 | 0.2 | 12.6 |
| ATMI, Inc. | 5/22/13 | Pass | 98.5 | 1.4 | 0.1 | 84.5 | 1.2 | 0.1 | 4.7 |
| Atmos Energy Corporation | 2/13/13 | Pass | 96 | 3.2 | 0.8 | 69.2 | 2.3 | 0.6 | 17.4 |
| AtriCure, Inc. | 5/23/13 | Pass | 71.2 | 28.5 | 0.4 | 45.1 | 18 | 0.2 | 25.8 |
| Atrion Corporation | 5/23/13 | Pass | 94.4 | 4.9 | 0.8 | 71.6 | 3.7 | 0.6 | 17 |
| Atwood Oceanics, Inc. | 2/14/13 | Pass | 96 | 3.5 | 0.5 | 86.3 | 3.2 | 0.5 | 5.2 |
| Autodesk, Inc. | 6/13/13 | Pass | 64.7 | 34.8 | 0.5 | 52.2 | 28.1 | 0.4 | 7.3 |
| Auxilium Pharmaceuticals, Inc. | 5/1/13 | Pass | 91.5 | 7.9 | 0.6 | 71.7 | 6.2 | 0.5 | 11.4 |
| AvalonBay Communities, Inc. | 5/22/13 | Pass | 95.1 | 4.9 | 0.1 | 85.5 | 4.4 | 0.1 | 1.8 |
| AVANIR Pharmaceuticals, Inc. | 2/14/13 | Pass | 96 | 3.6 | 0.4 | 48.4 | 1.8 | 0.2 | 40.4 |
| AVEO Pharmaceuticals, Inc. | 5/29/13 | Pass | 99.1 | 0.9 | 0.1 | 69.6 | 0.6 | 0.1 | 18.1 |
| Avery Dennison Corporation | 4/25/13 | Pass | 91.2 | 8.2 | 0.6 | 77.3 | 6.9 | 0.5 | 5.2 |
| Avis Budget Group, Inc. | 5/22/13 | Pass | 99.1 | 0.7 | 0.2 | 84.2 | 0.6 | 0.2 | 7.2 |
| Avista Corporation | 5/9/13 | Pass | 93.8 | 4.4 | 1.8 | 72.6 | 3.4 | 1.4 | 12.9 |
| Avon Products, Inc. | 5/2/13 | Pass | 56.1 | 43.2 | 0.8 | 46.7 | 36 | 0.6 | 6 |
| Aware, Inc. | 5/22/13 | Pass | 96.6 | 3.1 | 0.3 | 59.6 | 1.9 | 0.2 | n/a |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Axcelis Technologies, Inc. | 5/14/13 | Pass | 91.7 | 7.3 | 1 | 51.1 | 4.1 | 0.5 | 35.3 |
| Axiall Corporation | 5/21/13 | Pass | 99 | 0.9 | 0.2 | 86 | 0.8 | 0.1 | 5.1 |
| AXIS Capital Holdings Limited | 5/3/13 | Fail | 32.1 | 67.1 | 0.8 | 26.3 | 55.1 | 0.7 | 5.2 |
| AXT, Inc. | 5/14/13 | Pass | 94.2 | 5.6 | 0.2 | 46.5 | 2.8 | 0.1 | 31 |
| B&G Foods, Inc. | 5/16/13 | Pass | 91.6 | 7.7 | 0.7 | 57.4 | 4.8 | 0.4 | 29.5 |
| Badger Meter, Inc. | 4/26/13 | Pass | 92.2 | 5 | 2.7 | 73.4 | 4 | 2.2 | 8.7 |
| Baker Hughes Incorporated | 4/25/13 | Pass | 93.2 | 6 | 0.8 | 71.2 | 4.6 | 0.6 | 8 |
| Balchem Corporation | 6/20/13 | Pass | 94 | 5.9 | 0.2 | 74.7 | 4.7 | 0.1 | 14.7 |
| Baldwin & Lyons, Inc. | 5/7/13 | Pass | 98.6 | 0.2 | 1.2 | 75.2 | 0.2 | 1 | n/a |
| Ball Corporation | 4/24/13 | Pass | 93.3 | 5.5 | 1.2 | 75.3 | 4.4 | 1 | 5.8 |
| Bank Mutual Corporation | 5/6/13 | Pass | 79.6 | 19 | 1.4 | 57.4 | 13.7 | 1 | 13.3 |
| Bank of America Corporation | 5/8/13 | Pass | 92.7 | 6.1 | 1.2 | 48.6 | 3.2 | 0.6 | 24 |
| Bank of Hawaii Corporation | 4/26/13 | Pass | 96 | 3 | 1 | 70.1 | 2.2 | 0.8 | 15.2 |
| Bank of Marin Bancorp | 5/14/13 | Pass | 91.3 | 1.6 | 7.1 | 62.3 | 1.1 | 4.8 | 22 |
| Bank of the Ozarks, Inc. | 4/15/13 | Pass | 95.9 | 3.9 | 0.2 | 83.6 | 3.4 | 0.1 | 6 |
| BankFinancial Corporation | 6/25/13 | Pass | 92.9 | 6.3 | 0.8 | 71.3 | 4.8 | 0.6 | 14.7 |
| Banner Corporation | 4/23/13 | Pass | 97 | 2.3 | 0.7 | 81.8 | 1.9 | 0.6 | 9.1 |
| Bar Harbor Bankshares | 5/21/13 | Pass | 93.3 | 2.6 | 4.1 | 54.4 | 1.5 | 2.4 | 24.4 |
| Barnes Group Inc. | 5/3/13 | Pass | 95.5 | 3.3 | 1.2 | 81.3 | 2.8 | 1 | 7.3 |
| Basic Energy Services, Inc. | 5/22/13 | Pass | 84.5 | 15.3 | 0.2 | 62.8 | 11.3 | 0.1 | 14.6 |
| Bassett Furniture Industries, Incorporated | 3/6/13 | Pass | 96.2 | 1.6 | 2.1 | 69.4 | 1.2 | 1.6 | 18.9 |
| Baxter International Inc. | 5/7/13 | Pass | 96.8 | 2.2 | 1 | 74.8 | 1.7 | 0.8 | 8.7 |
| BB&T Corporation | 4/23/13 | Pass | 90.4 | 7.8 | 1.8 | 61.6 | 5.3 | 1.2 | 14.3 |
| Beacon Roofing Supply, Inc. | 2/13/13 | Pass | 98.4 | 0.2 | 1.4 | 90.6 | 0.2 | 1.3 | 4.3 |
| Beam Inc. | 4/23/13 | Pass | 94.3 | 2.5 | 3.2 | 71.8 | 1.9 | 2.4 | 10.3 |
| Beasley Broadcast Group, Inc. | 5/23/13 | Pass | 98.6 | 0.1 | 1.3 | 98.1 | 0.1 | 1.3 | n/a |
| Beazer Homes USA, Inc. | 2/1/13 | Pass | 95.8 | 3.4 | 0.8 | 54.9 | 1.9 | 0.4 | 26 |
| Becton, Dickinson and Company | 1/29/13 | Pass | 93.5 | 5.3 | 1.2 | 67 | 3.8 | 0.8 | 10.9 |
| Bed Bath & Beyond Inc. | 6/28/13 | Pass | 77.6 | 21.7 | 0.7 | 62.9 | 17.5 | 0.6 | 6.5 |
| Bel Fuse Inc. | 5/17/13 | Pass | 97.1 | 2.7 | 0.2 | 46.3 | 1.3 | 0.1 | 6.5 |
| Belden Inc. | 5/30/13 | Pass | 97.8 | 0.6 | 1.7 | 92.5 | 0.5 | 1.6 | 1.9 |
| Bemis Company, Inc. | 5/2/13 | Pass | 96.6 | 2.7 | 0.7 | 68.6 | 1.9 | 0.5 | 13.1 |
| Benchmark Electronics, Inc. | 5/8/13 | Pass | 94.9 | 5.1 | n/a | 85.7 | 4.6 | n/a | 4.2 |
| Beneficial Mutual Bancorp, Inc. | 5/16/13 | Pass | 97.4 | 2.3 | 0.4 | 89.3 | 2.1 | 0.3 | 4.7 |
| Berkshire Bancorp Inc. | 6/10/13 | Pass | 98.7 | 1.1 | 0.2 | 84.9 | 1 | 0.1 | n/a |
| Berkshire Hills Bancorp, Inc. | 5/9/13 | Pass | 96.6 | 2.3 | 1.1 | 77.3 | 1.8 | 0.9 | 9.7 |
| Berry Plastics Group, Inc. | 3/20/13 | Pass | 99.8 | 0.1 | 0.1 | 91.7 | 0.1 | 0.1 | 2.9 |
| Best Buy Co, Inc. | 6/20/13 | Pass | 82.8 | 16.6 | 0.6 | 68 | 13.7 | 0.5 | 8.1 |
| BG Medicine, Inc. | 6/12/13 | Pass | 90.6 | 1 | 8.4 | 49.5 | 0.6 | 4.6 | 29.2 |
| Big 5 Sporting Goods Corporation | 6/6/13 | Pass | 84.7 | 10.6 | 4.8 | 65.3 | 8.1 | 3.7 | 8.8 |
| Big Lots, Inc. | 5/30/13 | Fail | 31.3 | 68.3 | 0.4 | 26.1 | 57.1 | 0.3 | 4.6 |
| Biglari Holdings Inc. | 4/4/13 | Fail | 33.3 | 45.8 | 21 | 25.6 | 35.2 | 16.1 | 16 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Bill Barrett Corporation | 5/10/13 | Pass | 92.3 | 7.6 | 0.1 | 75.8 | 6.2 | 0.1 | 5.8 |
| Biogen Idec Inc. | 6/12/13 | Pass | 98.3 | 1.5 | 0.2 | 83.4 | 1.3 | 0.2 | 6 |
| BioMarin Pharmaceutical Inc. | 5/15/13 | Pass | 85.8 | 13.9 | 0.2 | 73.3 | 11.9 | 0.2 | 4.8 |
| BioScrip, Inc. | 5/7/13 | Pass | 97.5 | 1.9 | 0.5 | 76.3 | 1.5 | 0.4 | 12.9 |
| BJ's Restaurants, Inc. | 6/4/13 | Pass | 98.8 | 0.7 | 0.5 | 86.5 | 0.7 | 0.4 | 8.4 |
| Black Hills Corporation | 4/23/13 | Pass | 87.7 | 5.5 | 6.7 | 66.2 | 4.2 | 5.1 | 16.4 |
| Blackbaud, Inc. | 6/19/13 | Pass | 96.5 | 1.9 | 1.6 | 90.1 | 1.7 | 1.5 | 2.7 |
| BlackRock, Inc. | 5/30/13 | Pass | 86 | 13.8 | 0.2 | 72 | 11.5 | 0.2 | 5.9 |
| Bloomin' Brands, Inc. | 4/24/13 | Pass | 85.1 | 14.8 | 0 | 66.5 | 11.6 | 0 | 3.1 |
| Blount International, Inc. | 5/23/13 | Pass | 98.3 | 1.3 | 0.3 | 84.2 | 1.2 | 0.3 | 2.4 |
| Blucora, Inc. | 5/22/13 | Pass | 96 | 2.4 | 1.6 | 73.9 | 1.9 | 1.2 | 12.1 |
| Blue Nile, Inc. | 5/21/13 | Pass | 98.1 | 1.9 | 0 | 87.7 | 1.7 | 0 | 4.7 |
| BlueLinx Holdings Inc. | 5/16/13 | Pass | 98.3 | 1.7 | 0 | 83.6 | 1.4 | 0 | 7.9 |
| Blyth, Inc. | 5/14/13 | Pass | 95.1 | 2.6 | 2.3 | 70.3 | 1.9 | 1.7 | 15.5 |
| Body Central Corp. | 5/15/13 | Pass | 97.7 | 1.4 | 0.9 | 71.8 | 1 | 0.6 | 14 |
| Boise Inc. | 4/24/13 | Pass | 98.7 | 0.7 | 0.6 | 80.7 | 0.6 | 0.5 | n/a |
| BOK Financial Corporation | 4/30/13 | Pass | 98.7 | 0.4 | 0.9 | 84.4 | 0.4 | 0.8 | 10.1 |
| Bonanza Creek Energy, Inc. | 6/6/13 | Pass | 98.1 | 1.1 | 0.7 | 71 | 0.8 | 0.5 | 10.6 |
| BorgWarner Inc. | 4/24/13 | Pass | 94.4 | 4 | 1.6 | 75.4 | 3.2 | 1.3 | 4.3 |
| Boston Private Financial Holdings, Inc. | 4/17/13 | Pass | 91.3 | 6.3 | 2.5 | 76.7 | 5.3 | 2.1 | n/a |
| Boston Properties, Inc. | 5/21/13 | Fail | 19.4 | 80.5 | 0.1 | 16.9 | 70.3 | 0.1 | 2.9 |
| Boston Scientific Corporation | 5/7/13 | Pass | 92.8 | 6.6 | 0.6 | 72.9 | 5.2 | 0.5 | 6.1 |
| Boulder Brands Inc. | 5/22/13 | Pass | 65.7 | 32.3 | 2 | 55 | 27 | 1.7 | 9.5 |
| Brandywine Realty Trust | 5/30/13 | Pass | 95.3 | 2.5 | 2.1 | 82.1 | 2.2 | 1.8 | 5.6 |
| BRE Properties, Inc. | 4/24/13 | Pass | 94 | 1.7 | 4.3 | 76.3 | 1.4 | 3.5 | 7.2 |
| Bridge Bancorp, Inc. | 5/3/13 | Pass | 85.9 | 12.5 | 1.6 | 53.6 | 7.8 | 1 | 24.4 |
| Bridge Capital Holdings | 5/15/13 | Pass | 99.4 | 0.4 | 0.1 | 77.4 | 0.3 | 0.1 | 8.9 |
| Bristol-Myers Squibb Company | 5/7/13 | Pass | 96.1 | 2.9 | 0.9 | 64 | 1.9 | 0.6 | 18.2 |
| BroadSoft, Inc. | 5/2/13 | Pass | 99.5 | 0.4 | 0.1 | 88.3 | 0.4 | 0.1 | 6.5 |
| Brocade Communications Systems, Inc. | 4/11/13 | Pass | 97.8 | 1.8 | 0.4 | 70.2 | 1.3 | 0.3 | 18.3 |
| Brookdale Senior Living Inc. | 6/13/13 | Pass | 94.7 | 4.9 | 0.4 | 82.5 | 4.3 | 0.4 | 4.6 |
| Brookline Bancorp, Inc. | 5/8/13 | Pass | 94.8 | 4.5 | 0.7 | 74.8 | 3.5 | 0.6 | 14.7 |
| Brooks Automation, Inc. | 1/30/13 | Pass | 98.1 | 1.6 | 0.4 | 75.7 | 1.2 | 0.3 | 9 |
| Brown & Brown, Inc. | 5/8/13 | Pass | 95.6 | 3.5 | 1 | 79.9 | 2.9 | 0.8 | 7.7 |
| Brown Shoe Company, Inc. | 5/30/13 | Pass | 96.4 | 3.3 | 0.3 | 78.3 | 2.7 | 0.3 | 6.1 |
| Brunswick Corporation | 5/1/13 | Pass | 98.3 | 1.3 | 0.3 | 85 | 1.2 | 0.3 | 4.1 |
| Bryn Mawr Bank Corporation | 4/25/13 | Pass | 96.2 | 3 | 0.9 | 76.7 | 2.4 | 0.7 | 9.8 |
| BSB Bancorp, Inc. | 5/29/13 | Pass | 90.8 | 7.4 | 1.8 | 59.9 | 4.9 | 1.2 | 24.9 |
| Buffalo Wild Wings, Inc. | 5/15/13 | Pass | 96.5 | 3.2 | 0.3 | 72.5 | 2.4 | 0.2 | 13 |
| C&F Financial Corp. | 4/16/13 | Pass | 89.7 | 6 | 4.3 | 50 | 3.3 | 2.4 | 22.4 |
| C&J Energy Services, Inc. | 5/20/13 | Pass | 98.4 | 1.4 | 0.1 | 74.8 | 1.1 | 0.1 | 11.6 |
| C.H. Robinson Worldwide, Inc. | 5/9/13 | Pass | 95.7 | 3.6 | 0.7 | 68 | 2.6 | 0.5 | 15.6 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| C.R. Bard, Inc. | 4/17/13 | Pass | 95.7 | 3.5 | 0.8 | 78.4 | 2.9 | 0.6 | 6 |
| Cabela's, Incorporated | 6/5/13 | Pass | 98.7 | 1.1 | 0.2 | 88.1 | 0.9 | 0.2 | 4.9 |
| Cabot Corporation | 3/7/13 | Pass | 95.5 | 4.2 | 0.3 | 81.1 | 3.6 | 0.2 | 7.3 |
| Cabot Microelectronics Corporation | 3/5/13 | Pass | 97.2 | 2.4 | 0.5 | 89.3 | 2.2 | 0.4 | 3.7 |
| Cabot Oil & Gas Corporation | 5/2/13 | Pass | 96.4 | 3.5 | 0.1 | 83 | 3.1 | 0.1 | 3.4 |
| Cadence Design Systems, Inc. | 5/3/13 | Pass | 98.2 | 1.6 | 0.2 | 80.8 | 1.4 | 0.1 | 9.7 |
| Caesars Entertainment Corporation | 4/24/13 | Pass | 96.2 | 3.7 | 0 | 85.1 | 3.3 | 0 | 5.9 |
| CAI International, Inc. | 6/7/13 | Pass | 97.8 | 1.7 | 0.4 | 89.7 | 1.6 | 0.4 | 5.1 |
| Cal Dive International, Inc. | 5/14/13 | Pass | 95.5 | 2.6 | 2 | 64.5 | 1.7 | 1.3 | 18.8 |
| Calamos Asset Management, Inc. | 6/5/13 | Pass | 98.8 | 1.1 | 0 | 97.9 | 1.1 | 0 | 0.5 |
| Calavo Growers, Inc. | 4/24/13 | Pass | 94 | 4 | 2 | 63.4 | 2.7 | 1.4 | 12.4 |
| Calgon Carbon Corporation | 5/1/13 | Pass | 96.8 | 3.1 | 0.1 | 77.9 | 2.5 | 0.1 | 7.1 |
| California Water Service Group | 5/21/13 | Pass | 93.3 | 5.4 | 1.3 | 57.3 | 3.3 | 0.8 | 24.4 |
| Calix, Inc. | 5/22/13 | Pass | 96.3 | 1.1 | 2.7 | 67.6 | 0.7 | 1.9 | 15.8 |
| Callaway Golf Company | 5/15/13 | Pass | 76.1 | 23.7 | 0.2 | 60.1 | 18.7 | 0.2 | 13.3 |
| Callidus Software, Inc. | 6/5/13 | Pass | 67 | 31.4 | 1.5 | 45.4 | 21.3 | 1 | 19.8 |
| Callon Petroleum Company | 5/16/13 | Pass | 94.8 | 4.1 | 1.1 | 69.4 | 3 | 0.8 | n/a |
| Calpine Corporation | 5/10/13 | Pass | 98.6 | 1.3 | 0.1 | 85.6 | 1.1 | 0.1 | 3 |
| Cambrex Corporation | 4/25/13 | Pass | 95.8 | 4.1 | 0.1 | 83.7 | 3.5 | 0.1 | 6.8 |
| Camden National Corporation | 4/30/13 | Pass | 93.1 | 5.7 | 1.3 | 58.8 | 3.6 | 0.8 | 20.1 |
| Camden Property Trust | 5/10/13 | Pass | 96.2 | 3.5 | 0.3 | 81.6 | 3 | 0.2 | 3.4 |
| Cameron International Corporation | 5/8/13 | Pass | 96.8 | 1.9 | 1.4 | 83.4 | 1.6 | 1.2 | 3.7 |
| Campus Crest Communities, Inc. | 4/22/13 | Pass | 84.5 | 14.7 | 0.8 | 67.5 | 11.7 | 0.6 | 10.4 |
| Cantel Medical Corp. | 1/11/13 | Pass | 93.7 | 2.1 | 4.2 | 78 | 1.7 | 3.5 | 8.6 |
| Cape Bancorp, Inc. | 4/22/13 | Pass | 94.4 | 5.4 | 0.2 | 73.7 | 4.2 | 0.2 | 13.3 |
| Capella Education Company | 5/7/13 | Pass | 94.1 | 5.8 | 0 | 72.6 | 4.5 | 0 | 7 |
| Capital One Financial Corporation | 5/2/13 | Pass | 78.5 | 20.6 | 0.9 | 63.2 | 16.6 | 0.7 | 5.5 |
| Capital Senior Living Corporation | 5/23/13 | Pass | 97.4 | 1.9 | 0.8 | 78.7 | 1.5 | 0.6 | 13.9 |
| CapitalSource Inc. | 4/25/13 | Pass | 78.1 | 20.6 | 1.3 | 61.7 | 16.3 | 1.1 | 13.9 |
| Capitol Federal Financial, Inc. | 1/22/13 | Pass | 95.9 | 3.5 | 0.6 | 79 | 2.9 | 0.5 | 12.2 |
| CapLease, Inc. | 6/12/13 | Pass | 94.1 | 4.9 | 1 | 72.1 | 3.7 | 0.8 | 16.1 |
| Capstead Mortgage Corporation | 4/24/13 | Pass | 63.6 | 35.7 | 0.7 | 37.8 | 21.2 | 0.4 | 29.6 |
| CARBO Ceramics Inc. | 5/21/13 | Pass | 97.8 | 2 | 0.2 | 83.4 | 1.7 | 0.1 | 7.2 |
| Carbonite, Inc. | 6/3/13 | Pass | 74.5 | 25.3 | 0.3 | 49 | 16.6 | 0.2 | 11.1 |
| Cardinal Financial Corporation | 4/19/13 | Pass | 85.5 | 10.4 | 4.1 | 67 | 8.2 | 3.2 | 12.1 |
| Cardtronics, Inc. | 5/15/13 | Pass | 88.7 | 11.2 | 0.1 | 81.2 | 10.2 | 0.1 | 3.4 |
| Career Education Corporation | 5/14/13 | Pass | 54.4 | 45.3 | 0.3 | 38.2 | 31.8 | 0.2 | 15.2 |
| CareFusion Corporation | 4/15/13 | Pass | 96.4 | 3 | 0.6 | 80.3 | 2.5 | 0.5 | 6.2 |
| Carlisle Companies Incorporated | 5/8/13 | Pass | 96.9 | 2.5 | 0.6 | 107.2 | 2.8 | 0.6 | 6.3 |
| CarMax, Inc. | 6/24/13 | Pass | 91.6 | 7.6 | 0.8 | 76.5 | 6.3 | 0.7 | 6.7 |
| Carmike Cinemas, Inc. | 5/29/13 | Pass | 96.5 | 1.9 | 1.7 | 70.9 | 1.4 | 1.2 | 8.9 |
| Carnival Corporation | 4/17/13 | Pass | 91.4 | 6.7 | 1.9 | 102.6 | 7.5 | 2.1 | 3 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Carriage Services, Inc. | 5/22/13 | Pass | 94.9 | 4.5 | 0.6 | 63 | 3 | 0.4 | 20.1 |
| Carrizo Oil & Gas, Inc. | 6/11/13 | Pass | 93.7 | 4.2 | 2.1 | 71.8 | 3.2 | 1.6 | 12.4 |
| Carter's, Inc. | 5/9/13 | Pass | 82.6 | 10.1 | 7.3 | 71.8 | 8.8 | 6.3 | 3.4 |
| Cascade Bancorp | 5/14/13 | Pass | 98.4 | 1.6 | 0.1 | 81 | 1.3 | 0 | 15.5 |
| Cash America International, Inc. | 5/23/13 | Pass | 98.8 | 0.7 | 0.5 | 86.7 | 0.6 | 0.4 | 5.2 |
| Catamaran Corporation | 5/14/13 | Pass | 93.7 | 5.8 | 0.4 | 47.9 | 3 | 0.2 | n/a |
| Caterpillar Inc. | 6/12/13 | Pass | 95.5 | 3.8 | 0.7 | 58 | 2.3 | 0.4 | 20.8 |
| Cathay General Bancorp | 5/13/13 | Pass | 96.9 | 1.7 | 1.4 | 69.6 | 1.2 | 1 | 14.7 |
| Cavium, Inc. | 5/30/13 | Pass | 95.5 | 4.3 | 0.2 | 81.1 | 3.7 | 0.1 | 6.2 |
| Cbeyond, Inc. | 6/7/13 | Pass | 98.5 | 1.5 | n/a | 73 | 1.1 | n/a | n/a |
| CBIZ, Inc. | 5/9/13 | Pass | 87.6 | 12.3 | 0.1 | 66.9 | 9.4 | 0.1 | 11.5 |
| CBL & Associates Properties, Inc. | 5/13/13 | Pass | 96.2 | 3 | 0.8 | 83.7 | 2.6 | 0.7 | 7.2 |
| CBOE Holdings, Inc. | 5/23/13 | Pass | 96.4 | 2.7 | 0.8 | 61.9 | 1.7 | 0.5 | 20.9 |
| CBRE Group, Inc. | 5/9/13 | Pass | 97 | 2.8 | 0.2 | 84.4 | 2.4 | 0.2 | 4.3 |
| CDI Corp. | 5/21/13 | Pass | 91.5 | 8.5 | 0 | 80 | 7.5 | 0 | 6.3 |
| CEC Entertainment, Inc. | 4/30/13 | Pass | 63.1 | 36.8 | 0.1 | 55.7 | 32.4 | 0.1 | 1.8 |
| CECO Environmental Corp. | 5/15/13 | Pass | 99 | 0.7 | 0.3 | 80.4 | 0.6 | 0.2 | 10.9 |
| Cedar Realty Trust, Inc. | 5/3/13 | Pass | 96.3 | 3 | 0.6 | 87.5 | 2.7 | 0.6 | 4.6 |
| Celanese Corporation | 4/25/13 | Pass | 96.1 | 3.4 | 0.4 | 88.9 | 3.2 | 0.4 | 2.4 |
| Celgene Corporation | 6/12/13 | Pass | 93.7 | 6.1 | 0.2 | 67.6 | 4.4 | 0.1 | 13.3 |
| Celldex Therapeutics, Inc. | 6/12/13 | Pass | 95.6 | 2.2 | 2.2 | 60.6 | 1.4 | 1.4 | 22.6 |
| Centene Corporation | 4/23/13 | Pass | 74.2 | 25.6 | 0.1 | 68.3 | 23.6 | 0.1 | 2.6 |
| CenterPoint Energy, Inc. | 4/25/13 | Pass | 96 | 3.1 | 0.9 | 71.2 | 2.3 | 0.6 | 12.1 |
| CenterState Banks, Inc. | 4/25/13 | Pass | 89.4 | 9.9 | 0.7 | 66.2 | 7.3 | 0.5 | 11.3 |
| Central Pacific Financial Corporation | 4/26/13 | Pass | 92.1 | 7.9 | 0.1 | 77.7 | 6.6 | 0.1 | 12.3 |
| CenturyLink, Inc. | 5/22/13 | Pass | 94.8 | 4.4 | 0.8 | 61.6 | 2.9 | 0.5 | 23 |
| Cenveo, Inc. | 5/1/13 | Pass | 74.8 | 24 | 1.2 | 55.9 | 17.9 | 0.9 | 12.8 |
| Cepheid | 4/30/13 | Pass | 97.8 | 0.9 | 1.2 | 82.3 | 0.8 | 1 | 9.9 |
| Cerner Corporation | 5/24/13 | Pass | 98.1 | 1.6 | 0.3 | 83.5 | 1.4 | 0.2 | 6.9 |
| Cerus Corporation | 6/12/13 | Pass | 97.5 | 2.2 | 0.3 | 54.3 | 1.2 | 0.2 | 32.2 |
| Ceva, Inc. | 6/11/13 | Pass | 96.8 | 2.6 | 0.6 | 63.1 | 1.7 | 0.4 | 12.3 |
| CF Industries Holdings, Inc. | 5/14/13 | Pass | 92.5 | 7 | 0.5 | 66.8 | 5 | 0.4 | 5.6 |
| Charles River Laboratories International, Inc. | 5/7/13 | Pass | 97.3 | 1.7 | 1 | n/a | n/a | n/a | n/a |
| Chart Industries, Inc. | 5/23/13 | Pass | 97 | 2.7 | 0.3 | 83.6 | 2.3 | 0.3 | 5.7 |
| Chatham Lodging Trust | 5/17/13 | Pass | 96.3 | 3.4 | 0.3 | 82 | 2.9 | 0.3 | 10.9 |
| Checkpoint Systems, Inc. | 5/30/13 | Pass | 97 | 2.8 | 0.2 | 81.3 | 2.3 | 0.1 | 8.1 |
| Chemed Corporation | 5/20/13 | Pass | 64.8 | 34.9 | 0.3 | 56.7 | 30.6 | 0.2 | 7.2 |
| Chemical Financial Corporation | 4/15/13 | Pass | 93.8 | 4.6 | 1.6 | 63.9 | 3.1 | 1.1 | 13.9 |
| Chemtura Corporation | 5/9/13 | Pass | 97.1 | 1.2 | 1.7 | 77.9 | 1 | 1.4 | 8.7 |
| Cheniere Energy, Inc. | 6/6/13 | Pass | 56.7 | 33.3 | 10 | 40.1 | 23.6 | 7.1 | 14 |
| Chesapeake Energy Corporation | 6/14/13 | Pass | 84.1 | 15.4 | 0.5 | 50.3 | 9.2 | 0.3 | 21.9 |
| Chesapeake Lodging Trust | 5/21/13 | Pass | 98.8 | 1.1 | 0 | 93.9 | 1.1 | 0 | 1.4 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Chevron Corporation | 5/29/13 | Pass | 93.6 | 5.4 | 1 | 64.4 | 3.7 | 0.7 | 15.5 |
| Chicago Bridge & Iron Co. N.V. | 5/8/13 | Pass | 96.3 | 1.2 | 2.5 | 63.4 | 0.8 | 1.7 | 16 |
| Chico's FAS, Inc. | 6/27/13 | Pass | 97.3 | 2.1 | 0.6 | 79.1 | 1.7 | 0.4 | 8.6 |
| Chipotle Mexican Grill, Inc. | 5/17/13 | Pass | 73.1 | 26.8 | 0.1 | 60.7 | 22.2 | 0.1 | 7.1 |
| Chiquita Brands International, Inc. | 5/23/13 | Pass | 86.3 | 13.5 | 0.2 | 66.4 | 10.4 | 0.1 | 11 |
| Choice Hotels International, Inc. | 4/26/13 | Pass | 92.8 | 7.1 | 0.1 | 84.8 | 6.5 | 0.1 | 4.9 |
| Church & Dwight Co., Inc. | 5/2/13 | Pass | 96.2 | 2.7 | 1.1 | 75.8 | 2.1 | 0.8 | 9.7 |
| Churchill Downs Incorporated | 4/23/13 | Pass | 87 | 4.1 | 8.9 | 66 | 3.1 | 6.7 | 12.6 |
| CIBER, Inc. | 5/8/13 | Pass | 81.9 | 14.8 | 3.3 | 68.7 | 12.4 | 2.8 | 10.1 |
| Ciena Corporation | 3/20/13 | Pass | 98.9 | 1 | 0.1 | 70.9 | 0.7 | 0.1 | 15.4 |
| CIGNA Corporation | 4/24/13 | Pass | 96.6 | 3.1 | 0.4 | 78.5 | 2.5 | 0.3 | 4.8 |
| Cimarex Energy Co. | 5/15/13 | Pass | 91 | 8.6 | 0.4 | 77 | 7.3 | 0.4 | 5 |
| Cincinnati Bell, Inc. | 5/3/13 | Pass | 84.1 | 10.3 | 5.6 | 63.6 | 7.8 | 4.2 | 12.2 |
| Cincinnati Financial Corporation | 4/27/13 | Pass | 98 | 1.2 | 0.8 | 76.7 | 1 | 0.7 | 10.7 |
| Cinemark Holdings, Inc. | 5/23/13 | Pass | 97.4 | 2.4 | 0.2 | 87.9 | 2.2 | 0.2 | 3.7 |
| CIRCOR International, Inc. | 5/1/13 | Pass | 80.6 | 1.5 | 17.8 | 73.6 | 1.4 | 16.3 | 4.3 |
| CIT Group Inc. | 5/14/13 | Pass | 97.9 | 1.7 | 0.4 | 84.4 | 1.5 | 0.3 | 4.5 |
| Citi Trends, inc. | 6/5/13 | Pass | 90.9 | 7.7 | 1.4 | 79 | 6.7 | 1.2 | 7.1 |
| Citigroup Inc. | 4/24/13 | Pass | 90.7 | 8.3 | 1 | 57.9 | 5.3 | 0.6 | 13.6 |
| Citrix Systems, Inc. | 5/23/13 | Pass | 96.4 | 2.7 | 0.9 | 76.9 | 2.1 | 0.7 | 5.3 |
| City Holding Company | 4/24/13 | Pass | 95 | 3.6 | 1.3 | 66.2 | 2.5 | 0.9 | 11.5 |
| City National Corporation | 4/17/13 | Pass | 79.5 | 20.1 | 0.4 | 70.7 | 17.9 | 0.3 | 4.9 |
| CLARCOR Inc. | 3/26/13 | Pass | 95.2 | 1.7 | 3.2 | 85.6 | 1.5 | 2.8 | 4.8 |
| Clean Energy Fuels Corp. | 5/7/13 | Pass | 94.7 | 4.2 | 1 | 41 | 1.8 | 0.4 | 36.9 |
| Clean Harbors, Inc. | 5/6/13 | Pass | 99.5 | 0.3 | 0.2 | 81.8 | 0.2 | 0.2 | 4.1 |
| Clearwater Paper Corporation | 5/6/13 | Pass | 94.1 | 4.3 | 1.6 | 84.8 | 3.9 | 1.5 | 3.6 |
| CLECO Corporation | 4/26/13 | Pass | 95.7 | 3.5 | 0.7 | 77.7 | 2.9 | 0.6 | 9.2 |
| Cliffs Natural Resources Inc. | 5/7/13 | Pass | 66.3 | 32.9 | 0.8 | 32.5 | 16.1 | 0.4 | 17.4 |
| Cloud Peak Energy, Inc. | 5/14/13 | Pass | 96 | 3.9 | 0.1 | 84.6 | 3.4 | 0.1 | 4.7 |
| CME Group Inc. | 5/22/13 | Pass | 96.8 | 2.6 | 0.5 | 71.5 | 2 | 0.4 | 9.9 |
| CMS Energy Corporation | 5/17/13 | Pass | 97.5 | 2 | 0.5 | 78.9 | 1.6 | 0.4 | 7.7 |
| CNA Financial Corporation | 4/24/13 | Pass | 99.8 | 0.2 | 0 | 97.9 | 0.2 | 0 | 0.6 |
| CNO Financial Group, Inc. | 5/8/13 | Pass | 99.3 | 0.5 | 0.3 | 88.9 | 0.4 | 0.2 | 6 |
| Cobalt International Energy, Inc. | 4/25/13 | Pass | 98.3 | 1.3 | 0.4 | 90.4 | 1.2 | 0.4 | 2 |
| CoBiz Financial Inc. | 5/16/13 | Pass | 98.7 | 1.1 | 0.2 | 81.3 | 0.9 | 0.2 | 7.8 |
| Coca-Cola Enterprises Inc. | 4/23/13 | Pass | 93 | 6.1 | 0.8 | 79.3 | 5.2 | 0.7 | 4 |
| Coeur Mining, Inc. | 5/14/13 | Pass | 96.3 | 2 | 1.7 | 61.4 | 1.3 | 1.1 | 15.2 |
| Cogent Communications Group, Inc. | 4/18/13 | Fail | 39.3 | 59.7 | 1.1 | 33.5 | 50.8 | 0.9 | 6 |
| Cognex Corporation | 4/25/13 | Pass | 99.7 | 0.1 | 0.1 | 81.7 | 0.1 | 0.1 | 5.3 |
| Cognizant Technology Solutions Corporation | 6/4/13 | Pass | 98.4 | 1.4 | 0.2 | 80.2 | 1.1 | 0.2 | 5.4 |
| Cohen & Steers, Inc. | 5/8/13 | Pass | 95.5 | 1 | 3.5 | 89.8 | 0.9 | 3.3 | 3.7 |
| Coherent, Inc. | 2/27/13 | Pass | 88.1 | 5.3 | 6.7 | 79 | 4.7 | 6 | 5.8 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Cohu, Inc. | 5/15/13 | Pass | 96.7 | 2.3 | 0.9 | 76.7 | 1.9 | 0.8 | 12.7 |
| Coleman Cable, Inc. | 4/30/13 | Pass | 98.5 | 1.2 | 0.3 | 67 | 0.8 | 0.2 | 10.2 |
| Colgate-Palmolive Company | 5/10/13 | Pass | 94.8 | 4.3 | 0.8 | 68.3 | 3.1 | 0.6 | 12.2 |
| Colonial Properties Trust | 4/24/13 | Pass | 96.8 | 2.9 | 0.3 | 82.2 | 2.5 | 0.2 | 7.2 |
| Colony Financial, Inc. | 5/6/13 | Pass | 97.6 | 1.8 | 0.6 | 72.2 | 1.4 | 0.4 | 13.8 |
| Columbia Banking System, Inc. | 4/24/13 | Pass | 98.1 | 1.7 | 0.2 | 82.9 | 1.5 | 0.2 | 8.1 |
| Columbia Sportswear Company | 6/4/13 | Pass | 99.7 | 0.2 | 0.1 | 74.9 | 0.1 | 0.1 | 4.2 |
| Comerica Incorporated | 4/23/13 | Pass | 61.3 | 38 | 0.7 | 49.7 | 30.8 | 0.6 | 7.9 |
| Comfort Systems USA, Inc. | 5/16/13 | Pass | 78.3 | 19 | 2.7 | 71 | 17.2 | 2.4 | 5.1 |
| Commerce Bancshares, Inc. | 4/17/13 | Pass | 96.2 | 3.1 | 0.7 | 65 | 2.1 | 0.4 | 16.1 |
| Commercial Metals Company | 1/25/13 | Pass | 83.9 | 7.1 | 9 | 68.4 | 5.8 | 7.3 | 9.1 |
| Commercial Vehicle Group, Inc. | 5/16/13 | Pass | 96.2 | 3.5 | 0.3 | 69.8 | 2.6 | 0.2 | 20.8 |
| CommonWealth REIT | 5/14/13 | Pass | 74 | 24.9 | 1 | 49.9 | 16.8 | 0.7 | 20.3 |
| Community Bank System, Inc. | 5/8/13 | Pass | 95.4 | 3.9 | 0.8 | 69 | 2.8 | 0.6 | 12.5 |
| Community Health Systems, Inc. | 5/21/13 | Pass | 82 | 17.9 | 0.2 | 72 | 15.7 | 0.1 | 5.5 |
| Community Trust Bancorp, Inc. | 4/23/13 | Pass | 93.9 | 4 | 2.1 | 56.2 | 2.4 | 1.3 | n/a |
| CommunityOne Bancorp | 6/20/13 | Pass | 94.1 | 5.9 | 0.1 | n/a | n/a | n/a | n/a |
| Compass Minerals International, Inc. | 5/8/13 | Pass | 71.6 | 28.3 | 0.1 | 63.6 | 25.1 | 0.1 | 6.2 |
| Computer Programs and Systems, Inc. | 5/9/13 | Pass | 98.2 | 1.5 | 0.2 | 81.8 | 1.3 | 0.2 | 11.5 |
| Computer Task Group, Incorporated | 5/8/13 | Pass | 93.1 | 5.9 | 1 | 77.6 | 5 | 0.8 | n/a |
| CompX International Inc.* | 5/29/13 | Pass | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| Comstock Resources, Inc. | 5/7/13 | Fail | 32.8 | 67.1 | 0.2 | 28.8 | 58.9 | 0.1 | n/a |
| Comtech Telecommunications Corp. | 1/9/13 | Pass | 74.9 | 23.9 | 1.2 | 63 | 20.1 | 1 | 6.7 |
| Concho Resources, Inc. | 6/6/13 | Pass | 98.7 | 1.1 | 0.2 | 86.9 | 1 | 0.2 | 4.2 |
| Concur Technologies, Inc. | 3/13/13 | Pass | 82.1 | 17.9 | 0 | 73.7 | 16 | 0 | 6.2 |
| CONMED Corporation | 5/23/13 | Pass | 97.1 | 2 | 0.9 | 89.4 | 1.9 | 0.8 | 4.7 |
| Connecticut Water Service, Inc. | 5/9/13 | Pass | 74.6 | 21.7 | 3.7 | 46 | 13.4 | 2.3 | 25.3 |
| Conn's, Inc. | 6/4/13 | Pass | 99.4 | 0.4 | 0.2 | 87.6 | 0.3 | 0.2 | n/a |
| ConocoPhillips | 5/14/13 | Pass | 82.2 | 16.9 | 0.9 | 56 | 11.5 | 0.6 | 17.8 |
| CONSOL Energy Inc. | 5/8/13 | Pass | 50.3 | 48.9 | 0.8 | 44.5 | 43.2 | 0.7 | 4.2 |
| Consolidated Edison, Inc. | 5/20/13 | Pass | 87.6 | 9.7 | 2.7 | 49.5 | 5.5 | 1.5 | 27 |
| Consolidated Water Co. Ltd. | 5/29/13 | Fail | 47.9 | 48.6 | 3.4 | 23.6 | 23.9 | 1.7 | 26.9 |
| Consolidated-Tomoka Land Co. | 4/24/13 | Pass | 97.9 | 1.7 | 0.3 | 75.2 | 1.3 | 0.3 | 15.2 |
| Constant Contact, Inc. | 5/22/13 | Pass | 98.3 | 1.4 | 0.3 | 74.7 | 1 | 0.2 | 11.1 |
| Convergys Corporation | 4/26/13 | Pass | 95.9 | 3.2 | 0.9 | 46 | 1.5 | 0.4 | 3.5 |
| Con-Way, Inc. | 5/7/13 | Pass | 92.5 | 6.1 | 1.4 | 85.1 | 5.6 | 1.3 | 2.9 |
| Cooper Tire & Rubber Company | 5/10/13 | Pass | 94.3 | 4.3 | 1.3 | 72.8 | 3.3 | 1 | 11.9 |
| Core-Mark Holding Company, Inc. | 5/24/13 | Pass | 96.9 | 2.9 | 0.2 | 85.2 | 2.6 | 0.1 | 3.9 |
| CoreSite Realty Corporation | 5/22/13 | Pass | 96.9 | 3 | 0.1 | 83.6 | 2.6 | 0.1 | 6.4 |
| Corning Incorporated | 4/25/13 | Pass | 69.6 | 28.8 | 1.6 | 48 | 19.8 | 1.1 | 15.9 |
| Coronado Biosciences, Inc. | 6/19/13 | Pass | 80.8 | 19.1 | 0 | 54.1 | 12.8 | 0 | 16.8 |
| Corporate Office Properties Trust | 5/9/13 | Pass | 98.7 | 1.2 | 0.1 | 84.4 | 1 | 0.1 | 5.1 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Corrections Corporation of America | 5/16/13 | Pass | 95.2 | 4.2 | 0.6 | 78.1 | 3.4 | 0.5 | 9.6 |
| CoStar Group, Inc. | 6/4/13 | Pass | 64.1 | 35.4 | 0.5 | 59.9 | 33 | 0.5 | 2.1 |
| Costco Wholesale Corporation | 1/24/13 | Pass | 97.1 | 2.4 | 0.5 | 70.4 | 1.7 | 0.4 | 12.8 |
| Courier Corporation | 1/22/13 | Pass | 96.1 | 3.2 | 0.6 | 72.2 | 2.4 | 0.5 | 13.3 |
| Cousins Properties Incorporated | 5/7/13 | Pass | 82 | 17.8 | 0.2 | 69.4 | 15.1 | 0.1 | 6.3 |
| Covance Inc. | 5/7/13 | Pass | 88.9 | 10 | 1.1 | 77.8 | 8.8 | 1 | 8 |
| Covidien plc | 3/20/13 | Pass | 94.3 | 5.1 | 0.6 | 76.9 | 4.1 | 0.5 | 5.9 |
| CRA International, Inc. | 5/23/13 | Pass | 93.7 | 5.6 | 0.7 | 84.1 | 5.1 | 0.6 | 3.3 |
| Craft Brew Alliance, Inc. | 5/22/13 | Pass | 95.6 | 3.9 | 0.6 | 67 | 2.7 | 0.4 | 16 |
| Crane Co. | 4/22/13 | Pass | 85.8 | 4.5 | 9.7 | 74.2 | 3.9 | 8.4 | 7.6 |
| Crawford & Company | 5/8/13 | Pass | 99.4 | 0.5 | 0 | 84.3 | 0.5 | 0 | 6.1 |
| Cray, Inc. | 6/13/13 | Pass | 98.5 | 1.2 | 0.3 | 66.5 | 0.8 | 0.2 | 19.8 |
| Credit Acceptance Corporation | 5/16/13 | Pass | 85.4 | 14.6 | 0 | 66.2 | 11.3 | 0 | 16.1 |
| Crocs, Inc. | 6/12/13 | Pass | 99.4 | 0.5 | 0.1 | 70.3 | 0.3 | 0.1 | 16.2 |
| Cross Country Healthcare, Inc. | 5/1/13 | Pass | 98.7 | 1.3 | 0 | 85 | 1.1 | 0 | 6.6 |
| Crosstex Energy Inc. | 5/9/13 | Pass | 96.7 | 3.1 | 0.2 | 64.9 | 2.1 | 0.1 | 18.3 |
| Crown Castle International Corp. | 5/23/13 | Pass | 96.5 | 3.4 | 0.1 | 83.8 | 3 | 0.1 | 2.7 |
| Crown Holdings, Inc. | 4/25/13 | Pass | 56.1 | 42.7 | 1.2 | 48.9 | 37.2 | 1.1 | 4.4 |
| CryoLife, Inc. | 5/15/13 | Pass | 96.2 | 2.4 | 1.4 | 69.6 | 1.7 | 1 | 21.5 |
| CSG Systems International, Inc. | 5/16/13 | Pass | 91.4 | 8.1 | 0.5 | 74.9 | 6.6 | 0.4 | 7.3 |
| CSX Corporation | 5/8/13 | Pass | 95.4 | 3.7 | 0.9 | 67 | 2.6 | 0.6 | 14.6 |
| CTS Corporation | 5/22/13 | Pass | 98.4 | 1.2 | 0.4 | 85.1 | 1.1 | 0.3 | 4.4 |
| CubeSmart | 5/29/13 | Pass | 97.2 | 1.6 | 1.2 | 82.3 | 1.4 | 1 | 5 |
| Cubic Corporation | 4/16/13 | Pass | 99.3 | 0.5 | 0.2 | 85.2 | 0.4 | 0.2 | 10.3 |
| Cubist Pharmaceuticals, Inc. | 6/12/13 | Pass | 94.3 | 5.6 | 0 | 83.8 | 5 | 0 | 4.5 |
| Cullen/Frost Bankers, Inc. | 4/25/13 | Pass | 96.8 | 2.5 | 0.7 | 75.5 | 1.9 | 0.6 | 9.9 |
| Cummins, Inc. | 5/14/13 | Pass | 96.3 | 2.7 | 1 | 75.1 | 2.1 | 0.8 | 8.2 |
| Cumulus Media Inc. | 5/10/13 | Pass | 79.3 | 6.1 | 14.6 | 55.3 | 4.3 | 10.2 | 11.3 |
| Curtiss-Wright Corporation | 5/10/13 | Pass | 77.8 | 21.1 | 1.1 | 65.5 | 17.8 | 0.9 | 6.4 |
| CVR Energy, Inc. | 6/13/13 | Pass | 99.5 | 0.4 | 0 | 95.3 | 0.4 | 0 | 2.1 |
| CVS Caremark Corporation | 5/9/13 | Pass | 95.2 | 4 | 0.9 | 74.8 | 3.1 | 0.7 | 6.3 |
| Cynosure, Inc. | 6/24/13 | Pass | 64.1 | 31.6 | 4.3 | 52.4 | 25.8 | 3.5 | 11.9 |
| Cypress Semiconductor Corporation | 5/10/13 | Pass | 52.6 | 47.1 | 0.3 | 34.8 | 31.2 | 0.2 | 23.1 |
| CYS Investments, Inc. | 5/10/13 | Pass | 65.4 | 30 | 4.6 | 36.5 | 16.7 | 2.6 | 30.3 |
| Cytec Industries Inc. | 4/18/13 | Pass | 96.7 | 2.9 | 0.5 | 81 | 2.4 | 0.4 | 6.8 |
| D.R. Horton, Inc. | 1/24/13 | Pass | 93.6 | 6.2 | 0.2 | 76.7 | 5.1 | 0.2 | 6.3 |
| Dana Holding Corp. | 4/23/13 | Pass | 90.7 | 1.8 | 7.5 | 65 | 1.3 | 5.3 | 2.6 |
| Danaher Corporation | 5/7/13 | Pass | 86.8 | 11.9 | 1.2 | 73.4 | 10.1 | 1.1 | 4.4 |
| Darling International Inc. | 5/7/13 | Pass | 82.2 | 16.1 | 1.7 | 70.1 | 13.7 | 1.5 | 7.1 |
| Datalink Corporation | 5/22/13 | Pass | 97.8 | 1.8 | 0.3 | 71.4 | 1.3 | 0.2 | 14.2 |
| DaVita HealthCare Partners Inc. | 6/17/13 | Pass | 59.9 | 39.9 | 0.2 | 49.4 | 32.8 | 0.2 | 6.5 |
| Dawson Geophysical Company | 1/22/13 | Pass | 86.2 | 1.6 | 12.3 | 61.9 | 1.1 | 8.8 | 18.5 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| DCT Industrial Trust, Inc. | 5/1/13 | Pass | 99.5 | 0.4 | 0.1 | 85.3 | 0.3 | 0.1 | 6.8 |
| DDR Corp. | 5/14/13 | Pass | 94 | 5.9 | 0.1 | 83.8 | 5.3 | 0.1 | 3.2 |
| Dealertrack Technologies, Inc. | 6/11/13 | Pass | 98.9 | 0.7 | 0.3 | 90.9 | 0.7 | 0.3 | 3.4 |
| Dean Foods Company | 5/15/13 | Pass | 87.5 | 11.9 | 0.7 | 70.8 | 9.6 | 0.5 | 5.6 |
| Deckers Outdoor Corporation | 5/8/13 | Pass | 95 | 4.9 | 0.1 | 67.5 | 3.5 | 0.1 | 15 |
| Deere & Company | 2/27/13 | Pass | 91.7 | 6.4 | 1.9 | 62.2 | 4.3 | 1.3 | 15.4 |
| Delphi Automotive PLC | 4/25/13 | Pass | 98.8 | 0.6 | 0.6 | 88.1 | 0.6 | 0.5 | 1.2 |
| Delta Air Lines, Inc. | 6/27/13 | Pass | 99.2 | 0.8 | 0.1 | 71.1 | 0.6 | 0.1 | 11.7 |
| Deltic Timber Corporation | 4/25/13 | Pass | 96.6 | 2.1 | 1.3 | 84.3 | 1.8 | 1.1 | 6.4 |
| Deluxe Corporation | 5/1/13 | Pass | 95.6 | 3.9 | 0.5 | 72.1 | 3 | 0.4 | 10 |
| Demandware, Inc. | 5/29/13 | Pass | 91.6 | 8.4 | 0 | 78.9 | 7.2 | 0 | 4.8 |
| Denbury Resources Inc. | 5/22/13 | Pass | 97.5 | 2.4 | 0.1 | 81.8 | 2 | 0.1 | 6.2 |
| Dendreon Corporation | 4/22/13 | Fail | 31 | 67.8 | 1.1 | 10.9 | 23.9 | 0.4 | 43.6 |
| Denny's Corporation | 5/23/13 | Pass | 85.7 | 2.1 | 12.1 | 71.7 | 1.8 | 10.1 | 5.9 |
| DENTSPLY International Inc. | 5/22/13 | Pass | 95.9 | 3.7 | 0.4 | 80.9 | 3.1 | 0.3 | 5.4 |
| DepoMed, Inc. | 5/15/13 | Pass | 94.8 | 5 | 0.2 | 53.6 | 2.8 | 0.1 | 37.9 |
| Derma Sciences, Inc. | 5/22/13 | Pass | 99.3 | 0.6 | 0.1 | 68 | 0.4 | 0.1 | 10.6 |
| Destination Maternity Corp. | 1/25/13 | Pass | 94.9 | 4.6 | 0.5 | 75.6 | 3.6 | 0.4 | 10.3 |
| Devon Energy Corporation | 6/5/13 | Pass | 62.1 | 37 | 0.9 | 48.1 | 28.7 | 0.7 | 10.4 |
| DexCom, Inc. | 5/30/13 | Pass | 97.8 | 1.9 | 0.3 | 85 | 1.7 | 0.3 | 8.9 |
| Diamond Foods, Inc. | 1/14/13 | Pass | 81.6 | 13.3 | 5.1 | 36.9 | 6 | 2.3 | 31.5 |
| Diamond Hill Investment Group, Inc. | 4/24/13 | Pass | 97.8 | 2.1 | 0.1 | 72.4 | 1.6 | 0.1 | n/a |
| Diamond Offshore Drilling, Inc. | 5/15/13 | Pass | 98.8 | 1 | 0.2 | 86.8 | 0.9 | 0.1 | 5.3 |
| DiamondRock Hospitality Company | 5/8/13 | Pass | 97.6 | 1.7 | 0.7 | 83.1 | 1.5 | 0.6 | 1.7 |
| Dice Holdings, Inc. | 5/17/13 | Pass | 90.2 | 9.7 | 0 | 77.2 | 8.3 | 0 | 2.2 |
| Diebold, Incorporated | 4/25/13 | Pass | 88.7 | 2.5 | 8.8 | 72 | 2 | 7.2 | 10.3 |
| Digi International Inc. | 1/28/13 | Pass | 88 | 11.1 | 0.9 | 72.2 | 9.1 | 0.7 | 7.6 |
| Digital Generation, Inc. | 2/21/13 | Fail | 38.7 | 59.5 | 1.8 | 22.6 | 34.7 | 1 | n/a |
| Digital Realty Trust, Inc. | 5/1/13 | Pass | 92.2 | 7.6 | 0.2 | 77.4 | 6.3 | 0.2 | 7.5 |
| Digital River, Inc. | 5/23/13 | Pass | 96.2 | 2 | 1.8 | 62.6 | 1.3 | 1.2 | 20.9 |
| DigitalGlobe, Inc. | 5/30/13 | Pass | 96.2 | 3.5 | 0.3 | 73 | 2.7 | 0.2 | 9.9 |
| Dime Community Bancshares, Inc. | 5/23/13 | Pass | 79.4 | 20.2 | 0.4 | 59.8 | 15.2 | 0.3 | 12.5 |
| DineEquity, Inc. | 5/14/13 | Pass | 91 | 9 | 0 | 75.2 | 7.4 | 0 | 4.8 |
| Diodes Incorporated | 5/29/13 | Pass | 78.8 | 16.1 | 5.1 | 70.8 | 14.4 | 4.6 | 7.1 |
| DIRECTV | 5/2/13 | Pass | 95.5 | 2.3 | 2.1 | 70.6 | 1.7 | 1.6 | 7.7 |
| Discover Financial Services | 4/17/13 | Pass | 95.3 | 4 | 0.6 | 74.9 | 3.2 | 0.5 | 7.9 |
| Discovery Laboratories, Inc. | 6/11/13 | Fail | 41.8 | 56.8 | 1.4 | 18.3 | 24.8 | 0.6 | 37.5 |
| Dolby Laboratories, Inc. | 2/5/13 | Pass | 97 | 3 | 0 | 94.9 | 2.9 | 0 | 0.9 |
| Dollar Tree, Inc. | 6/20/13 | Pass | 95.8 | 3.8 | 0.4 | 77.4 | 3.1 | 0.3 | 6.6 |
| Dominion Resources, Inc. | 5/3/13 | Pass | 94.5 | 4.3 | 1.2 | 60.7 | 2.8 | 0.8 | 15.5 |
| Domino's Pizza, Inc. | 4/23/13 | Pass | 93.7 | 6.2 | 0.1 | 76.6 | 5.1 | 0.1 | 9.3 |
| Domtar Corporation | 5/1/13 | Pass | 94.3 | 5.3 | 0.5 | 77.1 | 4.3 | 0.4 | n/a |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Doral Financial Corporation | 6/19/13 | Pass | 50.5 | 48.7 | 0.8 | 30.1 | 29 | 0.5 | 26.8 |
| Douglas Dynamics, Inc. | 5/1/13 | Pass | 98.1 | 1.6 | 0.4 | 85 | 1.3 | 0.3 | 8.5 |
| Dover Corporation | 5/2/13 | Pass | 95.7 | 4 | 0.4 | 76.1 | 3.2 | 0.3 | 6.6 |
| Dr Pepper Snapple Group, Inc. | 5/16/13 | Pass | 85.6 | 4.2 | 10.2 | 71.1 | 3.5 | 8.5 | 3.2 |
| DreamWorks Animation SKG, Inc. | 5/29/13 | Pass | 77.3 | 22.6 | 0 | 71.6 | 20.9 | 0 | 3.4 |
| Dresser-Rand Group Inc. | 5/7/13 | Pass | 98.7 | 1.3 | 0.1 | 81.3 | 1.1 | 0 | 7.2 |
| Drew Industries Incorporated | 5/23/13 | Pass | 86.1 | 13.8 | 0.1 | 80.3 | 12.9 | 0.1 | 2.4 |
| Dril-Quip, Inc. | 5/16/13 | Pass | 94.9 | 5 | 0.1 | 89.6 | 4.7 | 0.1 | 1.5 |
| DSP Group, Inc. | 6/10/13 | Pass | 70.4 | 0.3 | 29.3 | 60.2 | 0.3 | 25 | 0.9 |
| DST Systems, Inc. | 5/14/13 | Pass | 97.7 | 1.8 | 0.6 | 83 | 1.5 | 0.5 | 5.6 |
| DSW Inc. | 6/5/13 | Pass | 99.7 | 0.3 | 0 | 95.7 | 0.2 | 0 | n/a |
| DTE Energy Company | 5/2/13 | Pass | 89.5 | 9.1 | 1.4 | 58.9 | 6 | 0.9 | 14.2 |
| DTS, Inc. | 6/6/13 | Pass | 54.8 | 45.2 | 0 | 47.9 | 39.5 | 0 | 6.1 |
| Duke Energy Corporation | 5/2/13 | Pass | 78 | 20.6 | 1.4 | 46.5 | 12.3 | 0.8 | 24.6 |
| Duke Realty Corporation | 4/24/13 | Pass | 96.4 | 3.4 | 0.2 | 81.5 | 2.9 | 0.2 | 7.2 |
| Dunkin' Brands Group, Inc. | 5/14/13 | Pass | 99.3 | 0.6 | 0.1 | 84.5 | 0.5 | 0.1 | 11.1 |
| Dupont Fabros Technology, Inc. | 5/30/13 | Pass | 98.9 | 1 | 0 | 83.6 | 0.9 | 0 | 4.2 |
| DXP Enterprises, Inc. | 6/20/13 | Pass | 98.6 | 1.1 | 0.3 | 86.4 | 0.9 | 0.3 | n/a |
| Dynamic Materials Corporation | 5/23/13 | Fail | 33.3 | 60.7 | 6 | 23.4 | 42.7 | 4.2 | 20.9 |
| Dynex Capital, Inc. | 6/5/13 | Pass | 92.7 | 6.5 | 0.8 | 41.8 | 2.9 | 0.4 | 39.1 |
| E*TRADE Financial Corporation | 5/9/13 | Pass | 89.2 | 10.6 | 0.1 | 62.8 | 7.5 | 0.1 | 16.4 |
| E.I. DuPont de Nemours and Company | 4/24/13 | Pass | 93.8 | 5.3 | 0.9 | 63.4 | 3.6 | 0.6 | 15.3 |
| Eagle Bancorp, Inc. | 5/16/13 | Pass | 62.3 | 36.7 | 1.1 | 46.8 | 27.5 | 0.8 | 11.5 |
| EarthLink, Inc. | 4/23/13 | Pass | 94.2 | 3.4 | 2.5 | 77.1 | 2.8 | 2 | 11.7 |
| East West Bancorp, Inc. | 5/28/13 | Fail | 41.6 | 57.8 | 0.5 | 37.1 | 51.5 | 0.5 | 4.5 |
| Eastern Insurance Holdings Inc. | 5/9/13 | Pass | 96.2 | 3.3 | 0.6 | 62.3 | 2.1 | 0.4 | 19.2 |
| EastGroup Properties, Inc. | 5/29/13 | Pass | 98.2 | 1.6 | 0.3 | 80.4 | 1.3 | 0.2 | 9.1 |
| Eastman Chemical Company | 5/2/13 | Pass | 95.7 | 4 | 0.4 | 76.7 | 3.2 | 0.3 | 5.9 |
| Eaton Corporation plc | 4/24/13 | Pass | 84.7 | 7.4 | 8 | 67.5 | 5.9 | 6.3 | 9.3 |
| eBay Inc. | 4/18/13 | Pass | 59.7 | 39.7 | 0.5 | 47.2 | 31.4 | 0.4 | 6.8 |
| Ecolab Inc. | 5/2/13 | Pass | 97.3 | 1.9 | 0.8 | 79.8 | 1.6 | 0.6 | 7 |
| Edgen Group Inc. | 5/10/13 | Pass | 99.4 | 0.5 | 0.1 | 80.5 | 0.4 | 0 | 8.8 |
| Edison International | 4/25/13 | Pass | 93.3 | 5.4 | 1.3 | 70.7 | 4.1 | 1 | 9 |
| Education Realty Trust, Inc. | 5/8/13 | Pass | 99.8 | 0.2 | 0 | 90.9 | 0.2 | 0 | 2.5 |
| Edwards Lifesciences Corporation | 5/14/13 | Pass | 97.9 | 1.9 | 0.2 | 82.7 | 1.6 | 0.2 | 5.8 |
| eHealth, Inc. | 6/13/13 | Pass | 99.5 | 0.5 | 0 | 90.9 | 0.4 | 0 | 4.9 |
| El Paso Electric Company | 5/9/13 | Pass | 96.4 | 3.5 | 0.1 | 89.8 | 3.3 | 0.1 | 3.2 |
| Electronics For Imaging, Inc. | 6/4/13 | Pass | 96.2 | 3.6 | 0.2 | 81 | 3 | 0.2 | 6 |
| Eli Lilly and Company | 5/6/13 | Pass | 97.5 | 1.7 | 0.8 | 73.3 | 1.3 | 0.6 | 11.7 |
| Ellie Mae, Inc. | 5/29/13 | Pass | 89.7 | 8.6 | 1.7 | 59.1 | 5.7 | 1.1 | 20.1 |
| EMC Corporation | 5/1/13 | Pass | 79.2 | 19.7 | 1.1 | 55.3 | 13.8 | 0.8 | 12.4 |
| EMC Insurance Group Inc. | 5/23/13 | Pass | 97.7 | 0.9 | 1.4 | 87.2 | 0.8 | 1.2 | 5.5 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Emergent BioSolutions Inc. | 5/23/13 | Pass | 99.3 | 0.2 | 0.5 | 85.5 | 0.2 | 0.5 | 6.8 |
| Emerson Electric Co. | 2/5/13 | Pass | 94.1 | 5 | 0.9 | 68.3 | 3.6 | 0.7 | 14.3 |
| Employers Holdings, Inc. | 5/23/13 | Pass | 95.3 | 4.4 | 0.4 | 64.3 | 2.9 | 0.2 | 4.3 |
| Encore Wire Corporation | 5/7/13 | Pass | 98.3 | 1.6 | 0.1 | 85.3 | 1.4 | 0 | 9.3 |
| Endo Health Solutions Inc. | 5/22/13 | Pass | 90.9 | 8.7 | 0.5 | 78.2 | 7.5 | 0.4 | 6.4 |
| Endologix, Inc. | 5/23/13 | Pass | 99.2 | 0.7 | 0.1 | 80.6 | 0.6 | 0.1 | 8 |
| Endurance Specialty Holdings Ltd. | 5/8/13 | Pass | 98.8 | 1.1 | 0.1 | 87 | 1 | 0.1 | 4.1 |
| Energen Corporation | 4/24/13 | Pass | 94.3 | 4.1 | 1.6 | 78 | 3.4 | 1.3 | 8.9 |
| Energizer Holdings, Inc. | 1/28/13 | Pass | 90.6 | 5.7 | 3.8 | 70.4 | 4.4 | 2.9 | 9.8 |
| Energy Recovery, Inc. | 6/18/13 | Pass | 92.6 | 6.1 | 1.3 | 46.9 | 3.1 | 0.6 | 25.3 |
| Engility Holdings, Inc. | 5/23/13 | Pass | 97.5 | 2.1 | 0.5 | 70 | 1.5 | 0.3 | 10.1 |
| EnPro Industries, Inc. | 5/1/13 | Pass | 96.7 | 3.2 | 0.1 | 81.7 | 2.7 | 0.1 | 9.1 |
| Enstar Group Limited | 5/8/13 | Pass | 88.4 | 11.2 | 0.4 | 73.9 | 9.4 | 0.3 | 10 |
| Entegris, Inc. | 5/8/13 | Pass | 90.7 | 8.8 | 0.5 | 78.1 | 7.5 | 0.4 | 6.7 |
| Entergy Corporation | 5/3/13 | Pass | 94.3 | 4.9 | 0.8 | 74.7 | 3.9 | 0.6 | 8.7 |
| EnteroMedics Inc. | 5/8/13 | Pass | 84.4 | 15.3 | 0.3 | 52.2 | 9.5 | 0.2 | 23.8 |
| Enterprise Financial Services Corp | 5/8/13 | Pass | 98.7 | 1.1 | 0.2 | 63.7 | 0.7 | 0.1 | 13.2 |
| Entropic Communications, Inc. | 5/14/13 | Pass | 92 | 6.5 | 1.5 | 57.4 | 4 | 1 | 24.6 |
| EOG Resources, Inc. | 5/2/13 | Pass | 95 | 4.3 | 0.7 | 79.6 | 3.6 | 0.6 | 3.8 |
| EPIQ Systems, Inc. | 6/13/13 | Pass | 65.7 | 34.2 | 0.1 | 59.7 | 31.1 | 0.1 | 4.5 |
| EPL Oil & Gas, Inc. | 4/30/13 | Pass | 97.9 | 2.1 | 0 | 79.1 | 1.7 | 0 | n/a |
| EPR Properties | 5/15/13 | Pass | 93.3 | 6.5 | 0.2 | 77.1 | 5.3 | 0.2 | 7.9 |
| EQT Corporation | 4/17/13 | Pass | 96.6 | 3.1 | 0.4 | 74 | 2.3 | 0.3 | 11.4 |
| Equifax Inc. | 5/2/13 | Pass | 92.9 | 6.2 | 0.9 | 77.1 | 5.2 | 0.7 | 6.6 |
| Equinix, Inc. | 6/5/13 | Pass | 99.1 | 0.5 | 0.4 | 84.1 | 0.4 | 0.4 | 4.4 |
| Equity Lifestyle Properties, Inc. | 5/8/13 | Pass | 99.5 | 0.4 | 0 | 90.6 | 0.4 | 0 | 2.7 |
| Equity One, Inc. | 5/9/13 | Pass | 92.5 | 7.4 | 0.1 | 81.2 | 6.5 | 0.1 | 6.1 |
| Equity Residential | 6/13/13 | Pass | 92.1 | 7.6 | 0.2 | 81.9 | 6.8 | 0.2 | 2.7 |
| ESCO Technologies Inc. | 2/6/13 | Pass | 98.7 | 0.5 | 0.7 | 88.8 | 0.5 | 0.7 | 4.4 |
| ESSA Bancorp, Inc. | 3/8/13 | Pass | 94.8 | 4.4 | 0.7 | 71.3 | 3.3 | 0.6 | 20.1 |
| Essex Property Trust, Inc. | 5/14/13 | Pass | 97.6 | 2.2 | 0.2 | 83.5 | 1.9 | 0.2 | 6.1 |
| Esterline Technologies Corporation | 3/6/13 | Pass | 96.2 | 3.5 | 0.2 | 82.6 | 3 | 0.2 | 4.7 |
| Euronet Worldwide, Inc. | 5/30/13 | Pass | 98.1 | 1.4 | 0.5 | 89.6 | 1.3 | 0.5 | 3.8 |
| Everest Re Group, Ltd. | 5/15/13 | Fail | 28.7 | 71.1 | 0.2 | 20.1 | 49.9 | 0.1 | 20.8 |
| Exactech, Inc. | 5/2/13 | Pass | 86.5 | 4.8 | 8.7 | 72.2 | 4 | 7.3 | 11.4 |
| Excel Trust, Inc. | 5/7/13 | Pass | 99.3 | 0.6 | 0.1 | 79.7 | 0.5 | 0.1 | 4.9 |
| EXCO Resources, Inc. | 6/11/13 | Pass | 98.4 | 1.3 | 0.3 | 70.8 | 0.9 | 0.2 | 20.1 |
| Exelis Inc. | 5/8/13 | Pass | 93.1 | 4.1 | 2.7 | 76.9 | 3.4 | 2.2 | 8.7 |
| Exelisis, Inc. | 5/22/13 | Pass | 95 | 2 | 3.1 | 53.7 | 1.1 | 1.7 | 29.3 |
| Exelon Corporation | 4/23/13 | Pass | 75.2 | 23.2 | 1.7 | 48 | 14.8 | 1.1 | 17.5 |
| ExlService Holdings, Inc. | 6/14/13 | Pass | 96 | 3.2 | 0.8 | 87.1 | 2.9 | 0.7 | 2.4 |
| Expeditors International of Washington, Inc. | 5/1/13 | Pass | 85.4 | 14.1 | 0.5 | 66.9 | 11.1 | 0.4 | 7.8 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Exponent, Inc. | 5/30/13 | Pass | 98.4 | 1.5 | 0.1 | 83.8 | 1.3 | 0.1 | 11.5 |
| Express Scripts Holding Company | 5/9/13 | Pass | 96 | 3.6 | 0.4 | 73.9 | 2.8 | 0.3 | 9.4 |
| Express, Inc. | 6/6/13 | Pass | 94.4 | 5.3 | 0.3 | 81.4 | 4.6 | 0.2 | 3.5 |
| Exterran Holdings, Inc. | 4/30/13 | Pass | 99.6 | 0.4 | 0 | 72.3 | 0.3 | 0 | 11.5 |
| Extra Space Storage, Inc. | 5/21/13 | Pass | 96.1 | 3.8 | 0 | 82.8 | 3.3 | 0 | 5.4 |
| Exxon Mobil Corporation | 5/29/13 | Pass | 69.7 | 29 | 1.3 | 43.9 | 18.3 | 0.8 | 18.9 |
| F.N.B. Corporation | 5/15/13 | Pass | 95 | 4.2 | 0.8 | 66.3 | 2.9 | 0.5 | 13.8 |
| F5 Networks, Inc. | 3/13/13 | Pass | 96.9 | 3 | 0.1 | 77.9 | 2.4 | 0.1 | 7.3 |
| Facebook, Inc. | 6/11/13 | Pass | 93.3 | 6.6 | 0.1 | 67.7 | 4.8 | 0.1 | 7.7 |
| Fair Isaac Corporation | 2/12/13 | Pass | 96.7 | 3.1 | 0.2 | 80.4 | 2.5 | 0.2 | 9 |
| Fairchild Semiconductor International, Inc. | 5/8/13 | Pass | 99.2 | 0.7 | 0 | 89.6 | 0.6 | 0 | 5.5 |
| Family Dollar Stores, Inc. | 1/17/13 | Pass | 96.7 | 3 | 0.3 | 78.3 | 2.5 | 0.2 | 6.8 |
| Farmers National Banc Corp. | 4/25/13 | Pass | 85.4 | 13.1 | 1.5 | 57.1 | 8.8 | 1 | 13.1 |
| FARO Technologies, Inc. | 5/23/13 | Pass | 94 | 5.4 | 0.6 | 81.5 | 4.7 | 0.5 | 6.3 |
| Fastenal Company | 4/16/13 | Pass | 97.5 | 2.1 | 0.3 | 76 | 1.7 | 0.3 | 13.5 |
| FBL Financial Group, Inc. | 5/16/13 | Pass | 99.3 | 0.6 | 0.2 | 94.7 | 0.5 | 0.1 | 1.1 |
| FBR & Co. | 6/5/13 | Pass | 98.1 | 1.8 | 0 | 77.3 | 1.4 | 0 | 14.1 |
| Federal Agricultural Mortgage Corporation | 6/6/13 | Pass | 80.7 | 0.8 | 18.5 | 59.3 | 0.6 | 13.6 | 6.8 |
| Federal Realty Investment Trust | 5/1/13 | Pass | 61.7 | 36.8 | 1.5 | 51.9 | 31 | 1.2 | 5.3 |
| Federal Signal Corporation | 4/30/13 | Pass | 94.6 | 1.3 | 4.1 | 73.8 | 1 | 3.2 | 14.1 |
| Federal-Mogul Corporation | 5/22/13 | Pass | 93.9 | 2.1 | 4.1 | 89.3 | 2 | 3.9 | n/a |
| FEI Company | 5/9/13 | Pass | 97.2 | 2.7 | 0.2 | 88.4 | 2.4 | 0.1 | 5.1 |
| FelCor Lodging Trust Incorporated | 5/21/13 | Pass | 97 | 1.8 | 1.2 | 67.4 | 1.2 | 0.8 | 22.2 |
| Ferro Corporation | 5/22/13 | Pass | 73.5 | 6.6 | 19.9 | 56.9 | 5.1 | 15.4 | n/a |
| Fidelity National Financial, Inc. | 5/22/13 | Pass | 97.7 | 1.5 | 0.8 | 74 | 1.2 | 0.6 | 14.1 |
| Fidelity National Information Services, Inc. | 5/29/13 | Pass | 85.1 | 13.5 | 1.4 | 65.5 | 10.4 | 1.1 | 8.8 |
| Fidelity Southern Corporation | 4/25/13 | Pass | 98.2 | 0.8 | 1.1 | 72.9 | 0.6 | 0.8 | 9.1 |
| Fifth & Pacific Companies, Inc. | 5/14/13 | Pass | 92.9 | 7 | 0.1 | 85.2 | 6.4 | 0.1 | 3.9 |
| Fifth Third Bancorp | 4/16/13 | Pass | 93.9 | 5.7 | 0.4 | 73.1 | 4.4 | 0.3 | 9.1 |
| Financial Institutions, Inc. | 5/8/13 | Pass | 96.8 | 2.3 | 1 | 74.8 | 1.7 | 0.7 | 10 |
| First American Financial Corporation | 5/14/13 | Pass | 97.6 | 1.6 | 0.8 | 83.3 | 1.4 | 0.7 | 7.5 |
| First Bancorp | 5/9/13 | Pass | 95.4 | 2.7 | 2 | 59.2 | 1.7 | 1.2 | 14.6 |
| First BanCorp. | 5/23/13 | Pass | 79.2 | 20.6 | 0.3 | 64.3 | 16.7 | 0.2 | 7.7 |
| First Busey Corporation | 5/22/13 | Pass | 88.9 | 10.1 | 1 | 69.1 | 7.9 | 0.8 | n/a |
| First Cash Financial Services, Inc. | 6/12/13 | Pass | 91.7 | 8 | 0.3 | 74.9 | 6.6 | 0.2 | 11.8 |
| First Citizens Bancshares, Inc. | 4/23/13 | Pass | 99 | 0.8 | 0.2 | 75.2 | 0.6 | 0.2 | 5.7 |
| First Commonwealth Financial Corporation | 4/23/13 | Pass | 95.1 | 3.7 | 1.2 | 69.9 | 2.7 | 0.9 | 12.4 |
| First Connecticut Bancorp, Inc. | 5/15/13 | Pass | 69.3 | 29.8 | 1 | 49.7 | 21.4 | 0.7 | n/a |
| First Defiance Financial Corp. | 4/23/13 | Pass | 98.1 | 1.2 | 0.7 | 67.5 | 0.8 | 0.5 | 12.3 |
| First Federal Bancshares of Arkansas, Inc. | 5/29/13 | Pass | 99.6 | 0.3 | 0.1 | 88.4 | 0.3 | 0.1 | 9 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| First Financial Bancorp. | 5/28/13 | Pass | 95.8 | 3.3 | 0.9 | 77 | 2.7 | 0.7 | 10.3 |
| First Financial Bankshares, Inc. | 4/23/13 | Pass | 98.5 | 0.8 | 0.7 | 68.4 | 0.5 | 0.5 | 17.3 |
| First Financial Corporation | 4/17/13 | Pass | 60.7 | 35 | 4.2 | 44.3 | 25.6 | 3.1 | 11.8 |
| First Financial Northwest, Inc. | 5/15/13 | Pass | 66.8 | 7.4 | 25.7 | 46.1 | 5.1 | 17.8 | 19.5 |
| First Horizon National Corporation | 5/2/13 | Pass | 88.5 | 8.9 | 2.6 | 68.4 | 6.9 | 2 | 13.1 |
| First Industrial Realty Trust, Inc. | 5/9/13 | Pass | 97.6 | 2.2 | 0.2 | 81.4 | 1.9 | 0.2 | 8 |
| First Interstate BancSystem, Inc. | 5/22/13 | Pass | 98.7 | 0.1 | 1.2 | 68.8 | 0.1 | 0.8 | 2.2 |
| First Merchants Corporation | 5/9/13 | Pass | 98.3 | 1.2 | 0.5 | 69.2 | 0.9 | 0.4 | 11.1 |
| First Midwest Bancorp, Inc. | 5/14/13 | Pass | 98.8 | 0.8 | 0.4 | 77.3 | 0.6 | 0.3 | 6.2 |
| First Niagara Financial Group, Inc. | 4/24/13 | Pass | 88.8 | 8.6 | 2.5 | 69.2 | 6.7 | 2 | 13.6 |
| First Potomac Realty Trust | 5/22/13 | Pass | 70.3 | 29.5 | 0.2 | 61.4 | 25.8 | 0.1 | 6.7 |
| FirstEnergy Corp. | 5/21/13 | Pass | 58.8 | 39.6 | 1.6 | 44.8 | 30.2 | 1.3 | 11.7 |
| FirstMerit Corporation | 4/5/13 | Pass | 68.2 | 30.6 | 1.2 | 56.5 | 25.3 | 1 | 7.7 |
| Fiserv, Inc. | 5/22/13 | Pass | 94.1 | 4.7 | 1.2 | 75.1 | 3.8 | 0.9 | 9.1 |
| Five Star Quality Care, Inc. | 5/16/13 | Pass | 81.1 | 14.8 | 4.1 | 59.7 | 10.9 | 3 | 18.8 |
| Flotek Industries, Inc. | 5/17/13 | Pass | 94.7 | 3.1 | 2.3 | 67.2 | 2.2 | 1.6 | 20.4 |
| Flowers Foods, Inc. | 5/22/13 | Pass | 97.9 | 0.4 | 1.6 | 84.4 | 0.4 | 1.4 | 8.3 |
| Flowserve Corporation | 5/23/13 | Pass | 94.5 | 1.3 | 4.2 | 78.1 | 1.1 | 3.5 | 6.1 |
| Fluor Corporation | 5/2/13 | Pass | 84 | 15.3 | 0.7 | 65.3 | 11.9 | 0.5 | 9.1 |
| Flushing Financial Corporation | 5/21/13 | Pass | 90.9 | 5 | 4.2 | 74.1 | 4 | 3.4 | 9.5 |
| FMC Corporation | 4/23/13 | Pass | 94.8 | 4.7 | 0.5 | 81.2 | 4 | 0.4 | 4.2 |
| FMC Technologies, Inc. | 5/3/13 | Pass | 97.2 | 2.6 | 0.2 | 87.1 | 2.3 | 0.2 | 2.8 |
| Foot Locker, Inc. | 5/15/13 | Pass | 96.3 | 2.3 | 1.4 | 80 | 1.9 | 1.2 | 6.2 |
| Ford Motor Company | 5/9/13 | Pass | 92.6 | 6.8 | 0.6 | 65.4 | 4.8 | 0.4 | 18.7 |
| Forest City Enterprises, Inc. | 6/13/13 | Pass | 98.7 | 1.3 | 0 | 92.7 | 1.2 | 0 | 2.6 |
| Forest Oil Corporation | 5/7/13 | Pass | 72 | 27.7 | 0.2 | 46.1 | 17.8 | 0.1 | 21.3 |
| Forestar Group Inc. | 5/14/13 | Pass | 93.3 | 6.6 | 0.1 | 80.3 | 5.7 | 0.1 | 7 |
| FormFactor, Inc. | 5/22/13 | Pass | 86.6 | 9.5 | 3.9 | 67.6 | 7.4 | 3 | 13.8 |
| Forrester Research, Inc. | 5/14/13 | Pass | 98.5 | 1.2 | 0.3 | 91.7 | 1.1 | 0.3 | 4.3 |
| Fortinet, Inc. | 6/20/13 | Pass | 98.1 | 1.6 | 0.3 | 79 | 1.3 | 0.3 | 11.5 |
| Fortune Brands Home & Security, Inc. | 4/29/13 | Pass | 92 | 3.8 | 4.1 | 75.9 | 3.2 | 3.4 | 8 |
| Forum Energy Technologies, Inc. | 5/17/13 | Pass | 82.9 | 17.1 | 0 | n/a | n/a | n/a | n/a |
| Forward Air Corporation | 5/6/13 | Pass | 96.1 | 3.9 | 0 | 88.5 | 3.6 | 0 | 3.2 |
| Fossil Group, Inc. | 5/22/13 | Pass | 99.6 | 0.3 | 0.1 | 85.9 | 0.3 | 0.1 | 3.7 |
| Fox Chase Bancorp, Inc. | 5/23/13 | Pass | 96.3 | 1.6 | 2.1 | 82.5 | 1.3 | 1.8 | 8.1 |
| Franklin Covey Company | 1/25/13 | Pass | 97.7 | 2.2 | 0.1 | 57.1 | 1.3 | 0 | 26.5 |
| Franklin Electric Co., Inc. | 5/3/13 | Pass | 95.1 | 2.9 | 2 | 84.2 | 2.6 | 1.7 | 4.6 |
| Franklin Financial Corp. | 2/12/13 | Pass | 97.6 | 2.3 | 0.2 | 74.9 | 1.8 | 0.1 | 14.2 |
| Franklin Street Properties Corp. | 5/16/13 | Pass | 95.1 | 4.3 | 0.6 | 71.1 | 3.2 | 0.4 | 12.9 |
| Fred's, Inc. | 6/19/13 | Pass | 98.2 | 1.3 | 0.5 | 86.2 | 1.2 | 0.4 | 7.4 |
| Freescale Semiconductor, Ltd. | 4/30/13 | Pass | 95.1 | 4.9 | 0 | 93.6 | 4.8 | 0 | 0.8 |
| FreightCar America, Inc. | 5/17/13 | Pass | 98.5 | 1.3 | 0.1 | 81.3 | 1.1 | 0.1 | 10.2 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Fresh Del Monte Produce Inc. | 5/1/13 | Pass | 98.4 | 1.4 | 0.3 | 92.1 | 1.3 | 0.2 | 2.2 |
| Frontier Communications Corporation | 5/8/13 | Pass | 85.8 | 8 | 6.3 | 39.8 | 3.7 | 2.9 | 34.6 |
| FTI Consulting, Inc. | 6/5/13 | Fail | 40.9 | 58.9 | 0.2 | 33.6 | 48.3 | 0.1 | 5.2 |
| Fulton Financial Corporation | 4/29/13 | Pass | 91.2 | 6 | 2.8 | 65 | 4.2 | 2 | 13.3 |
| Furiex Pharmaceuticals, Inc. | 5/24/13 | Pass | 99 | 1 | n/a | 68.9 | 0.7 | n/a | 18.7 |
| Furmanite Corporation | 5/9/13 | Pass | 83.3 | 6.8 | 9.9 | 56 | 4.6 | 6.6 | 26.8 |
| FXCM Inc. | 6/12/13 | Pass | 91 | 0.2 | 8.8 | 74.9 | 0.2 | 7.2 | 6.9 |
| GameStop Corp. | 6/25/13 | Pass | 88.4 | 11.4 | 0.2 | 71.3 | 9.2 | 0.2 | 19.4 |
| Gannett Co., Inc. | 5/7/13 | Pass | 93 | 6.7 | 0.3 | 73.4 | 5.3 | 0.2 | 8 |
| Garmin Ltd. | 6/7/13 | Pass | 85.6 | 0.7 | 13.7 | 78.4 | 0.7 | 12.5 | n/a |
| Gartner, Inc. | 5/30/13 | Pass | 99.4 | 0.6 | 0 | 90.2 | 0.5 | 0 | 4.9 |
| GATX Corporation | 4/26/13 | Pass | 85.7 | 2.2 | 12.1 | 76.9 | 2 | 10.9 | 5.3 |
| Geeknet, Inc. | 5/7/13 | Pass | 97.6 | 2.3 | 0.1 | 49.8 | 1.2 | 0.1 | 36.5 |
| GenCorp Inc. | 3/27/13 | Pass | 80.7 | 3.1 | 16.3 | 65.9 | 2.5 | 13.3 | 8.2 |
| Generac Holdings Inc. | 6/12/13 | Pass | 99.3 | 0.4 | 0.3 | 89 | 0.4 | 0.3 | 6 |
| General Cable Corporation | 5/16/13 | Pass | 97.3 | 2.1 | 0.6 | 84 | 1.8 | 0.5 | 5 |
| General Dynamics Corporation | 5/1/13 | Pass | 57.4 | 42.3 | 0.3 | 47.7 | 35.1 | 0.2 | 7.1 |
| General Electric Company | 4/24/13 | Pass | 93.5 | 5.3 | 1.2 | 55.5 | 3.2 | 0.7 | 18.9 |
| General Growth Properties, Inc. | 5/10/13 | Pass | 92.9 | 7 | 0.1 | 81.9 | 6.2 | 0.1 | 3.3 |
| General Moly, Inc. | 6/13/13 | Pass | 95.2 | 1.7 | 3.1 | 49.3 | 0.9 | 1.6 | 27.6 |
| General Motors Company | 6/6/13 | Pass | 98.2 | 1.3 | 0.5 | 80.5 | 1.1 | 0.4 | 5.4 |
| Genesco Inc. | 6/27/13 | Pass | 96.8 | 3 | 0.2 | 86 | 2.7 | 0.2 | 5 |
| Genomic Health, Inc. | 6/6/13 | Pass | 98.5 | 0.7 | 0.9 | 80 | 0.5 | 0.7 | 12.2 |
| Gentex Corporation | 5/16/13 | Pass | 97.3 | 2 | 0.7 | 77.7 | 1.6 | 0.5 | 13.6 |
| Gentherm Incorporated | 5/16/13 | Pass | 96 | 2.4 | 1.6 | 74.5 | 1.9 | 1.2 | 6.2 |
| Gentiva Health Services, Inc. | 5/9/13 | Fail | 35.1 | 59.5 | 5.4 | 29.6 | 50.3 | 4.6 | 6.6 |
| Genuine Parts Company | 4/22/13 | Pass | 93.9 | 2.1 | 4 | 74.1 | 1.7 | 3.1 | 10.8 |
| Genworth Financial, Inc. | 5/15/13 | Pass | 97.5 | 2.2 | 0.4 | 64.3 | 1.4 | 0.3 | 19 |
| Geospace Technologies Corporation | 2/21/13 | Pass | 97.4 | 2.4 | 0.2 | 83.3 | 2.1 | 0.2 | 7.3 |
| Geron Corporation | 5/22/13 | Fail | 49.6 | 45.3 | 5.1 | 25.8 | 23.5 | 2.6 | 33 |
| Getty Realty Corp. | 5/14/13 | Pass | 95.3 | 3.9 | 0.8 | 65.9 | 2.7 | 0.6 | 20.4 |
| Gevo, Inc. | 6/6/13 | Pass | 88.3 | 11.5 | 0.2 | 48.3 | 6.3 | 0.1 | 28.7 |
| Gibraltar Industries, Inc. | 5/2/13 | Pass | 80.7 | 17.1 | 2.3 | 72.7 | 15.4 | 2 | 3.1 |
| G-III Apparel Group, Ltd. | 6/4/13 | Pass | 79.4 | 20.5 | 0.1 | 72.7 | 18.7 | 0.1 | 3.4 |
| Gilead Sciences, Inc. | 5/8/13 | Pass | 98 | 1.6 | 0.4 | 81.5 | 1.3 | 0.3 | 5 |
| Glacier Bancorp, Inc. | 4/24/13 | Pass | 96.7 | 2.9 | 0.4 | 77.2 | 2.3 | 0.3 | 11.5 |
| Glimcher Realty Trust | 5/9/13 | Pass | 98.3 | 1.6 | 0.1 | 85.7 | 1.4 | 0.1 | 6.5 |
| Global Cash Access Holdings, Inc. | 4/25/13 | Pass | 96.9 | 3.1 | 0 | 84.5 | 2.7 | 0 | 4.4 |
| Global Geophysical Services, Inc. | 5/24/13 | Pass | 92 | 6.4 | 1.6 | 57.7 | 4 | 1 | 24.5 |
| Global Power Equipment Group Inc. | 5/8/13 | Pass | 91.2 | 4.6 | 4.2 | 67.8 | 3.4 | 3.1 | 12.8 |
| Globus Medical, Inc. | 6/4/13 | Pass | 99.7 | 0 | 0.3 | 85.7 | 0 | 0.3 | 6.1 |
| GNC Holdings Inc. | 5/23/13 | Pass | 98.5 | 1 | 0.4 | 82.8 | 0.9 | 0.4 | 5 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Golden Star Resources Ltd. | 5/9/13 | Fail | 38.3 | 61.7 | n/a | 20.9 | 33.5 | n/a | 18.9 |
| Goodrich Petroleum Corporation | 5/21/13 | Pass | 62.5 | 34.2 | 3.3 | 50.6 | 27.7 | 2.7 | n/a |
| GP Strategies Corporation | 6/18/13 | Pass | 96 | 2.5 | 1.4 | 79.6 | 2.1 | 1.2 | 7.4 |
| Graco Inc. | 4/26/13 | Pass | 93.8 | 3.7 | 2.5 | 77.8 | 3.1 | 2.1 | 8.6 |
| GrafTech International Ltd. | 5/14/13 | Pass | 79.2 | 15.9 | 4.9 | 70.1 | 14.1 | 4.3 | n/a |
| Gramercy Property Trust, Inc. | 6/25/13 | Pass | 90 | 3.8 | 6.1 | 33 | 1.4 | 2.2 | 37.9 |
| Grand Canyon Education, Inc. | 5/16/13 | Pass | 94.4 | 5.5 | 0.1 | 84.3 | 4.9 | 0.1 | 2.9 |
| Granite Construction Incorporated | 6/6/13 | Pass | 95.4 | 3.6 | 0.9 | 81.4 | 3.1 | 0.8 | 8.5 |
| Great Lakes Dredge & Dock Corporation | 5/8/13 | Pass | 97.6 | 2.2 | 0.2 | 81.7 | 1.8 | 0.2 | 10.2 |
| Great Plains Energy Incorporated | 5/7/13 | Pass | 89.6 | 5.6 | 4.9 | 67.5 | 4.2 | 3.7 | 14.1 |
| Greatbatch, Inc. | 5/21/13 | Pass | 91.3 | 6.5 | 2.2 | 81.6 | 5.8 | 2 | 6.2 |
| Green Mountain Coffee Roasters, Inc. | 3/7/13 | Pass | 98.3 | 1.5 | 0.2 | 77 | 1.2 | 0.1 | 13.2 |
| Greenhill & Co., Inc. | 4/11/13 | Pass | 87.2 | 12.6 | 0.2 | 73.1 | 10.5 | 0.2 | 12.2 |
| Greenlight Capital Re, Ltd. | 4/30/13 | Pass | 99.3 | 0.4 | 0.2 | 54.3 | 0.2 | 0.1 | 0 |
| Griffin Land & Nurseries Inc. | 5/14/13 | Pass | 68.4 | 0.3 | 31.2 | 66.6 | 0.3 | 30.4 | 1.8 |
| Griffon Corporation | 1/30/13 | Pass | 76.1 | 10.7 | 13.2 | 69.1 | 9.7 | 11.9 | 3.8 |
| Group 1 Automotive, Inc. | 5/22/13 | Pass | 95.7 | 3.7 | 0.5 | 85.5 | 3.3 | 0.5 | n/a |
| Groupon, Inc. | 6/13/13 | Pass | 95 | 5 | 0 | 78.7 | 4.1 | 0 | 10.4 |
| GSE Holding, Inc. | 5/7/13 | Pass | 99.6 | 0.2 | 0.2 | 88.8 | 0.2 | 0.2 | 8.7 |
| GSI Group Inc. | 5/15/13 | Pass | 97.7 | 1.5 | 0.8 | 73.3 | 1.1 | 0.6 | 8.9 |
| GT Advanced Technologies Inc. | 6/5/13 | Pass | 94.3 | 4.3 | 1.4 | 47.7 | 2.2 | 0.7 | 22.6 |
| Guaranty Bancorp | 5/7/13 | Pass | 96.7 | 1.7 | 1.5 | 82.9 | 1.5 | 1.3 | 8.9 |
| Gulf Island Fabrication, Inc. | 4/25/13 | Pass | 98.2 | 1.2 | 0.6 | 86 | 1 | 0.6 | 5.7 |
| GulfMark Offshore, Inc. | 6/4/13 | Pass | 95.6 | 4.1 | 0.3 | 74.9 | 3.2 | 0.2 | 12.8 |
| Gulfport Energy Corporation | 6/13/13 | Pass | 63.5 | 36.4 | 0.1 | 56.6 | 32.4 | 0.1 | 5.1 |
| H&E Equipment Services, Inc. | 5/29/13 | Pass | 98.4 | 1.4 | 0.1 | 81.4 | 1.2 | 0.1 | 8.9 |
| H.B. Fuller Company | 4/11/13 | Pass | 92.3 | 5.3 | 2.4 | 81.1 | 4.7 | 2.1 | 5.9 |
| Halcon Resources Corporation | 5/23/13 | Pass | 98.8 | 1.1 | 0.2 | 68.2 | 0.7 | 0.1 | 14.1 |
| Halliburton Company | 5/15/13 | Pass | 91.5 | 7.6 | 0.9 | 63.3 | 5.2 | 0.7 | 10.4 |
| Hallmark Financial Services, Inc. | 5/30/13 | Pass | 99.6 | 0.4 | n/a | 72.8 | 0.3 | n/a | n/a |
| Halozyme Therapeutics, Inc. | 5/16/13 | Pass | 93.8 | 6.1 | 0.1 | 54.5 | 3.5 | 0 | 22.8 |
| Hancock Holding Company | 4/12/13 | Pass | 95.4 | 4.1 | 0.5 | 74.7 | 3.2 | 0.4 | 10.4 |
| Handy & Harman Ltd. | 5/21/13 | Pass | 87.4 | 0.4 | 12.1 | 75.1 | 0.4 | 10.4 | 6 |
| Hanesbrands Inc. | 4/3/13 | Pass | 98.1 | 1.4 | 0.5 | 82.2 | 1.2 | 0.4 | 7.4 |
| Hanger, Inc. | 5/9/13 | Pass | 98.7 | 1.1 | 0.2 | 88.8 | 1 | 0.1 | 4.6 |
| Hardinge Inc. | 5/7/13 | Pass | 98 | 1.2 | 0.7 | 75.5 | 0.9 | 0.6 | 13.4 |
| Harley-Davidson, Inc. | 4/27/13 | Pass | 96.3 | 3 | 0.7 | 73.8 | 2.3 | 0.5 | 10.7 |
| Harris & Harris Group, Inc. | 5/2/13 | Pass | 90.4 | 7.7 | 1.9 | 37.5 | 3.2 | 0.8 | 47 |
| Harris Teeter Supermarkets, Inc. | 2/21/13 | Pass | 93.8 | 5.7 | 0.5 | 76.7 | 4.7 | 0.4 | 5.6 |
| Harsco Corporation | 4/23/13 | Pass | 75.6 | 22.7 | 1.7 | 62.5 | 18.8 | 1.4 | 8.5 |
| Harvard Bioscience, Inc. | 5/23/13 | Pass | 73.5 | 26.2 | 0.3 | 46.4 | 16.5 | 0.2 | 19.6 |
| Harvest Natural Resources, Inc. | 6/27/13 | Pass | 95.3 | 4.4 | 0.3 | 59.7 | 2.8 | 0.2 | 26.7 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Hasbro, Inc. | 5/23/13 | Pass | 63.9 | 35.8 | 0.3 | 49.9 | 28 | 0.2 | 9.2 |
| Hatteras Financial Corp. | 5/21/13 | Pass | 96.8 | 2.7 | 0.5 | 60.7 | 1.7 | 0.3 | 28.9 |
| Hawaiian Electric Industries, Inc. | 5/8/13 | Pass | 79.4 | 15.9 | 4.6 | 55.9 | 11.2 | 3.3 | 21.6 |
| Hawaiian Holdings, Inc. | 5/22/13 | Pass | 96.5 | 2.6 | 0.9 | 68.2 | 1.9 | 0.6 | 14.8 |
| Haynes International, Inc. | 2/25/13 | Pass | 96.8 | 1.5 | 1.7 | 91.1 | 1.4 | 1.6 | 1.9 |
| HCA Holdings, Inc. | 4/24/13 | Pass | 98 | 2 | 0 | 80.4 | 1.7 | 0 | 7.9 |
| HCC Insurance Holdings, Inc. | 5/22/13 | Pass | 96.7 | 2.7 | 0.5 | 88.2 | 2.5 | 0.5 | 3.7 |
| HCI Group, Inc. | 5/22/13 | Pass | 78 | 21.1 | 1 | 37.1 | 10 | 0.5 | 30.6 |
| HCP, Inc. | 4/25/13 | Pass | 95.9 | 2.8 | 1.3 | 80.7 | 2.4 | 1.1 | 7.2 |
| Headwaters Incorporated | 2/21/13 | Pass | 92.7 | 5.9 | 1.4 | 63.5 | 4 | 0.9 | 19.8 |
| Health Care REIT, Inc. | 5/2/13 | Pass | 50 | 48.8 | 1.1 | 38.5 | 37.6 | 0.9 | 12.9 |
| Health Management Associates, Inc. | 5/21/13 | Pass | 84.3 | 14.4 | 1.3 | 74.1 | 12.7 | 1.1 | 5.2 |
| Health Net, Inc. | 5/23/13 | Pass | 97.5 | 1.1 | 1.4 | 84.6 | 0.9 | 1.2 | 5.9 |
| Healthcare Realty Trust Incorporated | 5/14/13 | Pass | 95.2 | 3.5 | 1.4 | 80.6 | 2.9 | 1.2 | 7.3 |
| Healthcare Services Group, Inc. | 5/28/13 | Pass | 97.8 | 2 | 0.2 | 83.7 | 1.7 | 0.1 | 9.6 |
| HealthSouth Corporation | 5/2/13 | Pass | 95.4 | 4.4 | 0.2 | 81.7 | 3.7 | 0.2 | 7.5 |
| HealthStream, Inc. | 5/30/13 | Pass | 98.4 | 1 | 0.6 | 73.2 | 0.7 | 0.4 | 25 |
| Healthways, Inc. | 5/30/13 | Fail | 30.1 | 66.4 | 3.6 | 25.2 | 55.7 | 3 | n/a |
| Heartland Financial USA, Inc. | 5/22/13 | Pass | 97.5 | 2.1 | 0.4 | 72.2 | 1.5 | 0.3 | 11.5 |
| Heartland Payment Systems, Inc. | 5/8/13 | Pass | 98 | 1.7 | 0.3 | 82.5 | 1.4 | 0.3 | 7.1 |
| Heartware International, Inc. | 5/21/13 | Pass | 88.5 | 11.5 | 0 | 77.2 | 10 | 0 | 3.8 |
| Hecla Mining Company | 5/15/13 | Pass | 53.7 | 42.4 | 3.8 | 25.3 | 20 | 1.8 | n/a |
| Heidrick & Struggles International, Inc. | 5/23/13 | Pass | 86 | 13.8 | 0.2 | 72.5 | 11.6 | 0.2 | 10.2 |
| Helix Energy Solutions Group, Inc. | 5/7/13 | Pass | 99 | 0.9 | 0.2 | 83.4 | 0.7 | 0.1 | 7.7 |
| Helmerich & Payne, Inc. | 3/6/13 | Pass | 97.1 | 2.5 | 0.3 | 78.3 | 2 | 0.3 | 6.4 |
| Henry Schein, Inc. | 5/14/13 | Pass | 91.9 | 7.5 | 0.7 | 79 | 6.4 | 0.6 | 4.8 |
| Herbalife Ltd. | 4/25/13 | Pass | 85.6 | 12.6 | 1.8 | 59.4 | 8.8 | 1.3 | 13.6 |
| Hercules Offshore, Inc. | 5/15/13 | Pass | 97.1 | 2.5 | 0.3 | 67.6 | 1.8 | 0.2 | 19.2 |
| Hercules Technology Growth Capital, Inc. | 5/29/13 | Fail | 47.6 | 49.9 | 2.5 | 27.1 | 28.4 | 1.4 | 28 |
| Heritage Financial Corporation | 5/1/13 | Pass | 92.6 | 6.6 | 0.9 | 78.3 | 5.5 | 0.7 | 6.6 |
| Heritage Financial Group, Inc. | 5/22/13 | Pass | 77.6 | 18.9 | 3.6 | 69.9 | 17 | 3.2 | 4.7 |
| Heritage Oaks Bancorp | 5/22/13 | Pass | 94.3 | 2.7 | 3 | 73.8 | 2.1 | 2.3 | 10.6 |
| Heritage-Crystal Clean, Inc. | 5/2/13 | Pass | 99.9 | 0 | 0 | 87.8 | 0 | 0 | 7.4 |
| Hersha Hospitality Trust | 5/23/13 | Pass | 74.2 | 25.6 | 0.2 | 65.7 | 22.6 | 0.2 | 6.3 |
| Hertz Global Holdings, Inc. | 5/15/13 | Pass | 81.4 | 18.3 | 0.3 | 72.3 | 16.3 | 0.2 | 4.3 |
| Hess Corporation | 5/16/13 | Pass | 70.2 | 28.1 | 1.7 | 57.7 | 23.2 | 1.4 | 0.1 |
| Hewlett-Packard Company | 3/20/13 | Pass | 75.8 | 23.6 | 0.6 | 53.1 | 16.5 | 0.4 | 13.2 |
| Hexcel Corporation | 5/2/13 | Pass | 91.6 | 8 | 0.3 | 76.4 | 6.7 | 0.3 | 10.1 |
| HFF, Inc. | 5/23/13 | Pass | 98.4 | 1.5 | 0.1 | 80.3 | 1.2 | 0 | 11.1 |
| Hibbett Sports, Inc. | 5/30/13 | Pass | 99.5 | 0.3 | 0.3 | 92.2 | 0.3 | 0.2 | 3.7 |
| Hickory Tech Corporation | 5/7/13 | Pass | 87.9 | 6.6 | 5.5 | 35.8 | 2.7 | 2.2 | 30.2 |
| Highwoods Properties, Inc. | 5/15/13 | Pass | 99.2 | 0.7 | 0.1 | 87.9 | 0.6 | 0.1 | 3.7 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Hillenbrand Inc. | 2/27/13 | Pass | 78.4 | 19.4 | 2.2 | 61.5 | 15.2 | 1.8 | 10 |
| Hill-Rom Holdings, Inc. | 3/8/13 | Pass | 93.3 | 6.6 | 0.1 | 77.5 | 5.5 | 0.1 | 6.3 |
| Hilltop Holdings, Inc. | 6/12/13 | Pass | 77.1 | 22.2 | 0.7 | 54.6 | 15.7 | 0.5 | 16.6 |
| HNI Corporation | 5/7/13 | Pass | 96.8 | 2.1 | 1.1 | 77.1 | 1.7 | 0.9 | 8.9 |
| HollyFrontier Corporation | 5/15/13 | Pass | 96.8 | 2.8 | 0.3 | 74.5 | 2.2 | 0.2 | 11.3 |
| Hologic, Inc. | 3/5/13 | Pass | 65 | 34.9 | 0.1 | 55.8 | 30 | 0.1 | 5.4 |
| Home Bancshares, Inc. | 4/18/13 | Pass | 97.5 | 1.5 | 0.9 | 79.9 | 1.2 | 0.8 | 11.1 |
| Home Federal Bancorp, Inc. | 5/24/13 | Pass | 95.9 | 2.6 | 1.5 | 84.9 | 2.3 | 1.3 | 7.7 |
| Home Loan Servicing Solutions, Ltd. | 5/6/13 | Pass | 99.6 | 0.3 | 0 | 74.1 | 0.2 | 0 | 13.9 |
| Home Properties, Inc. | 4/30/13 | Pass | 98.8 | 1 | 0.2 | 81.7 | 0.8 | 0.2 | 9 |
| Honeywell International Inc. | 4/22/13 | Pass | 94.2 | 4.6 | 1.3 | 74.5 | 3.6 | 1 | 9.8 |
| Hooker Furniture Corporation | 6/4/13 | Pass | 98.4 | 1.4 | 0.2 | 80 | 1.2 | 0.2 | 10 |
| Horace Mann Educators Corporation | 5/22/13 | Pass | 98.4 | 1.5 | 0.1 | 90.8 | 1.4 | 0.1 | 2.5 |
| Horizon Bancorp | 5/2/13 | Pass | 96.6 | 1.9 | 1.4 | 59.7 | 1.2 | 0.9 | 13.8 |
| Horizon Pharma, Inc. | 5/31/13 | Pass | 87.8 | 6.1 | 6.1 | 47.3 | 3.3 | 3.3 | 21.9 |
| Hormel Foods Corporation | 1/29/13 | Pass | 94.8 | 2 | 3.2 | 77.9 | 1.6 | 2.6 | 8.2 |
| Hornbeck Offshore Services, Inc. | 6/20/13 | Pass | 97 | 3 | 0 | 86.6 | 2.7 | 0 | 4.6 |
| Horsehead Holding Corp. | 5/9/13 | Pass | 98.6 | 1.2 | 0.2 | 78.2 | 1 | 0.2 | 16 |
| Hospira, Inc. | 5/8/13 | Pass | 89.6 | 8.4 | 2 | 73.7 | 6.9 | 1.6 | 7.3 |
| Hospitality Properties Trust | 5/15/13 | Pass | 94 | 5.6 | 0.4 | 67.9 | 4 | 0.3 | 17.9 |
| Host Hotels & Resorts Inc. | 5/16/13 | Pass | 93.5 | 6.5 | n/a | 80.9 | 5.7 | n/a | n/a |
| Hovnanian Enterprises, Inc. | 3/12/13 | Pass | 98 | 1.4 | 0.6 | 70.8 | 1 | 0.4 | 18.3 |
| Hub Group, Inc. | 5/9/13 | Pass | 99.1 | 0.9 | 0 | 96.3 | 0.9 | 0 | n/a |
| Hudson Global Inc. | 4/29/13 | Pass | 79.8 | 3.2 | 17 | 64 | 2.6 | 13.6 | 7.8 |
| Hudson Pacific Properties, Inc. | 5/17/13 | Pass | 89.9 | 10 | 0.1 | 81.9 | 9.2 | 0 | 1.7 |
| Hudson Valley Holding Corp. | 5/9/13 | Pass | 96.4 | 1.5 | 2.1 | 76.5 | 1.2 | 1.6 | 11 |
| Humana Inc. | 4/25/13 | Pass | 65.4 | 33.8 | 0.8 | 53.4 | 27.6 | 0.7 | 5.6 |
| Huntington Bancshares Incorporated | 4/18/13 | Pass | 94.5 | 4.8 | 0.7 | 68 | 3.5 | 0.5 | 14.3 |
| Huntington Ingalls Industries, Inc. | 5/1/13 | Pass | 98.3 | 1 | 0.6 | 82.6 | 0.9 | 0.5 | 7 |
| Huntsman Corporation | 5/2/13 | Pass | 79.2 | 15.4 | 5.5 | 64.5 | 12.5 | 4.5 | 11.7 |
| Hurco Companies, Inc. | 3/14/13 | Pass | 60.8 | 38.8 | 0.5 | 48.5 | 30.9 | 0.4 | 13.6 |
| Huron Consulting Group Inc. | 5/3/13 | Pass | 98.3 | 1.7 | 0 | 85.7 | 1.5 | 0 | 5.8 |
| Hyatt Hotels Corporation | 6/10/13 | Pass | 99.9 | 0 | 0 | 99.6 | 0 | 0 | 0.1 |
| IBERIABANK Corporation | 5/6/13 | Pass | 66.4 | 33.1 | 0.6 | 52.3 | 26 | 0.5 | 10.3 |
| ICF International, Inc. | 6/7/13 | Pass | 95.4 | 4.4 | 0.2 | 79.6 | 3.7 | 0.2 | 5.8 |
| ICG Group, Inc. | 6/21/13 | Pass | 94 | 5.9 | 0 | 73.9 | 4.7 | 0 | 12.8 |
| ICU Medical, Inc. | 5/10/13 | Pass | 94 | 5.3 | 0.7 | 84 | 4.7 | 0.6 | 7.4 |
| IDACORP, Inc. | 5/16/13 | Pass | 92.4 | 6.5 | 1.1 | 68.6 | 4.8 | 0.8 | 12.6 |
| IDEX Corporation | 4/9/13 | Pass | 94.9 | 1.7 | 3.4 | 88.8 | 1.5 | 3.2 | 1.5 |
| IDEXX Laboratories, Inc. | 5/8/13 | Pass | 98.7 | 1.1 | 0.1 | 84 | 1 | 0.1 | 9.8 |
| IHS Inc. | 4/10/13 | Pass | 97.8 | 1.6 | 0.6 | 88.6 | 1.4 | 0.6 | 2.9 |
| Illinois Tool Works Inc. | 5/3/13 | Pass | 96.9 | 2.3 | 0.8 | 76.8 | 1.8 | 0.6 | 8.8 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Illumina, Inc. | 5/29/13 | Pass | 80.3 | 16.7 | 3 | 68.1 | 14.2 | 2.5 | 6.3 |
| Imation Corp. | 5/8/13 | Pass | 92.3 | 4.8 | 2.8 | 70.8 | 3.7 | 2.2 | 10.2 |
| Impax Laboratories, Inc. | 5/14/13 | Pass | 84.5 | 15.2 | 0.3 | 63.4 | 11.4 | 0.2 | 11.7 |
| Incyte Corporation | 5/30/13 | Pass | 84.2 | 15.4 | 0.4 | 70.1 | 12.8 | 0.3 | 8.3 |
| Independent Bank Corp. | 5/16/13 | Pass | 71.6 | 27.5 | 0.8 | 49.8 | 19.1 | 0.6 | 11.7 |
| Infinera Corporation | 5/15/13 | Pass | 97.7 | 1.9 | 0.4 | 46.1 | 0.9 | 0.2 | 34.6 |
| Infinity Property and Casualty Corporation | 5/21/13 | Pass | 99.6 | 0.2 | 0.2 | 94.1 | 0.1 | 0.2 | 1.3 |
| Informatica Corporation | 5/24/13 | Pass | 95.9 | 4.1 | 0 | 80.8 | 3.4 | 0 | 4.8 |
| Ingersoll-Rand plc | 6/6/13 | Pass | 88.6 | 3.6 | 7.8 | 70.8 | 2.8 | 6.2 | 7.5 |
| Ingram Micro Inc. | 6/5/13 | Pass | 77.4 | 21.9 | 0.7 | 70.6 | 20 | 0.6 | 3.6 |
| Ingredion Incorporated | 5/15/13 | Pass | 94.4 | 4.1 | 1.5 | 76.9 | 3.3 | 1.2 | 7.2 |
| Inland Real Estate Corporation | 6/27/13 | Pass | 93.3 | 5.9 | 0.8 | 65.6 | 4.2 | 0.6 | 17.3 |
| Innodata, Inc. | 6/4/13 | Pass | 80.2 | 19.4 | 0.4 | 40 | 9.7 | 0.2 | 43 |
| Innophos Holdings, Inc. | 5/17/13 | Pass | 92.5 | 7.3 | 0.1 | 84.1 | 6.7 | 0.1 | 5 |
| Innospec Inc. | 5/8/13 | Pass | 97.4 | 2.6 | 0.1 | 86.1 | 2.3 | 0.1 | 5.8 |
| Insight Enterprises, Inc. | 5/15/13 | Pass | 99.1 | 0.8 | 0.1 | 87.8 | 0.7 | 0.1 | 4.1 |
| Insperty, Inc. | 5/14/13 | Pass | 92.6 | 7.3 | 0.1 | 83.1 | 6.6 | 0 | 5.4 |
| Insteel Industries, Inc. | 2/12/13 | Pass | 98.2 | 1.1 | 0.8 | 85.5 | 0.9 | 0.7 | 6.7 |
| Insulet Corporation | 5/15/13 | Pass | 96.3 | 3.4 | 0.4 | 88.2 | 3.1 | 0.4 | 3.3 |
| Integra LifeSciences Holdings Corporation | 5/22/13 | Pass | 88.6 | 11.3 | 0.1 | 80.7 | 10.3 | 0.1 | 4 |
| Integrated Silicon Solution, Inc. | 2/8/13 | Pass | 97.3 | 2.2 | 0.5 | 78.5 | 1.8 | 0.4 | 12.7 |
| Integrus Energy Group, Inc. | 5/16/13 | Pass | 92.3 | 4.7 | 3 | 53.5 | 2.7 | 1.7 | 20.2 |
| Intel Corporation | 5/16/13 | Pass | 68.2 | 31.1 | 0.7 | 40.9 | 18.6 | 0.4 | 20.8 |
| Inteliquent, Inc. | 6/19/13 | Pass | 95.8 | 4.1 | 0.1 | 58.2 | 2.5 | 0.1 | 24.6 |
| Interactive Brokers Group, Inc. | 4/25/13 | Pass | 99.9 | 0 | 0 | 96.5 | 0 | 0 | 1.6 |
| IntercontinentalExchange, Inc. | 5/17/13 | Pass | 98.5 | 1.3 | 0.2 | 82.3 | 1.1 | 0.2 | 4.4 |
| InterDigital, Inc. | 6/13/13 | Pass | 93.7 | 3.6 | 2.6 | 53.4 | 2.1 | 1.5 | 32.9 |
| Interface, Inc. | 5/13/13 | Pass | 96.7 | 3.1 | 0.3 | 83.4 | 2.6 | 0.2 | 6.7 |
| Intermolecular, Inc. | 5/29/13 | Pass | 97.9 | 0.2 | 1.9 | 67.2 | 0.1 | 1.3 | 3.9 |
| InterMune, Inc. | 5/30/13 | Pass | 99 | 0.9 | 0.1 | 69 | 0.6 | 0.1 | 16.2 |
| Internap Network Services Corporation | 5/16/13 | Pass | 62.3 | 4.9 | 32.8 | 48.2 | 3.8 | 25.4 | 13.9 |
| International Bancshares Corporation | 5/20/13 | Pass | 98.9 | 0.9 | 0.2 | 70.7 | 0.6 | 0.2 | 19.6 |
| International Business Machines Corporation | 4/30/13 | Pass | 94.1 | 4.6 | 1.3 | 60.9 | 3 | 0.8 | 15 |
| International Flavors & Fragrances Inc. | 4/30/13 | Pass | 92 | 4.3 | 3.7 | 72.5 | 3.4 | 2.9 | 4.1 |
| International Game Technology | 3/5/13 | Pass | 86.5 | 3.3 | 10.1 | 67.4 | 2.6 | 7.9 | 3 |
| International Paper Company | 5/13/13 | Pass | 96.6 | 2.9 | 0.5 | 78.3 | 2.4 | 0.4 | 9.1 |
| International Shipholding Corporation | 4/24/13 | Pass | 96.6 | 3 | 0.4 | 68 | 2.1 | 0.3 | 22.2 |
| Intersections Inc. | 5/15/13 | Pass | 95.2 | 4.3 | 0.5 | 73.2 | 3.3 | 0.4 | 17.6 |
| Intersil Corporation | 5/8/13 | Pass | 98.2 | 1.5 | 0.4 | 86.4 | 1.3 | 0.3 | 7.3 |
| Intrepid Potash, Inc. | 5/29/13 | Pass | 97.3 | 2.2 | 0.6 | 85 | 1.9 | 0.5 | 7.2 |
| Intuit Inc. | 1/17/13 | Pass | 91.9 | 7.9 | 0.2 | 77.9 | 6.7 | 0.2 | 6.1 |
| Intuitive Surgical, Inc. | 4/25/13 | Pass | 96.9 | 2.5 | 0.6 | 79.5 | 2.1 | 0.5 | 8.7 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Invacare Corporation | 5/16/13 | Pass | 95.9 | 2 | 2.1 | 87.6 | 1.8 | 1.9 | 3.6 |
| Inventure Foods, Inc. | 5/15/13 | Pass | 85.8 | 0.5 | 13.7 | 60.7 | 0.4 | 9.7 | 18.8 |
| Invesco Ltd. | 5/16/13 | Pass | 95.6 | 4.1 | 0.2 | 75.2 | 3.3 | 0.2 | 4.8 |
| Invesco Mortgage Capital Inc. | 5/1/13 | Pass | 97.2 | 2 | 0.9 | 50.1 | 1 | 0.5 | 37.1 |
| Investment Technology Group, Inc. | 6/11/13 | Pass | 79.2 | 20.7 | 0.1 | 64.3 | 16.8 | 0.1 | 9.5 |
| Investors Bancorp, Inc. | 5/30/13 | Pass | 98.7 | 1.2 | 0.1 | 91.3 | 1.1 | 0.1 | 4.4 |
| Investors Title Company | 5/15/13 | Pass | 96.7 | 2.8 | 0.6 | 63.1 | 1.8 | 0.4 | 15.4 |
| iPass Inc. | 6/4/13 | Pass | 94.7 | 3.7 | 1.5 | 46.8 | 1.8 | 0.8 | 35.9 |
| Iridium Communications Inc. | 5/9/13 | Pass | 90.9 | 0.9 | 8.1 | 58 | 0.6 | 5.2 | 24.2 |
| iRobot Corporation | 5/22/13 | Pass | 59.6 | 39.8 | 0.7 | 40.9 | 27.3 | 0.5 | 19.5 |
| Iron Mountain Incorporated | 6/6/13 | Pass | 98.9 | 1 | 0.1 | 86.8 | 0.9 | 0.1 | 4.5 |
| Isis Pharmaceuticals, Inc. | 6/25/13 | Pass | 97 | 2.6 | 0.4 | 61.5 | 1.6 | 0.2 | 16.8 |
| iStar Financial Inc. | 5/21/13 | Pass | 86.9 | 12.6 | 0.4 | 55.9 | 8.1 | 0.3 | 24.4 |
| ITC Holdings Corp. | 5/15/13 | Pass | 62.3 | 37.2 | 0.4 | 53.3 | 31.8 | 0.4 | 6.2 |
| Itron, Inc. | 5/3/13 | Pass | 73.7 | 25.7 | 0.6 | 55.4 | 19.3 | 0.4 | 7.1 |
| ITT Corporation | 5/7/13 | Pass | 94.2 | 3.2 | 2.6 | 78 | 2.7 | 2.2 | 7 |
| ITT Educational Services, Inc. | 5/7/13 | Pass | 54.2 | 45.6 | 0.2 | 43.8 | 36.8 | 0.2 | 9 |
| Ixia | 6/19/13 | Pass | 91.5 | 7.8 | 0.7 | 82.5 | 7.1 | 0.6 | n/a |
| J & J Snack Foods Corp. | 2/7/13 | Pass | 98.2 | 1.3 | 0.5 | 89.5 | 1.2 | 0.5 | n/a |
| J.C. Penney Company, Inc. | 5/17/13 | Pass | 90.6 | 8.4 | 1 | 61.3 | 5.7 | 0.7 | 11.6 |
| j2 Global, Inc. | 5/7/13 | Pass | 98.7 | 0.8 | 0.5 | 83.9 | 0.7 | 0.4 | 8.8 |
| Jabil Circuit, Inc. | 1/24/13 | Pass | 93.3 | 6.4 | 0.4 | 72.4 | 4.9 | 0.3 | 11.1 |
| Jack In The Box Inc. | 2/15/13 | Pass | 86.9 | 12.6 | 0.5 | 78 | 11.3 | 0.5 | 4.8 |
| Jacobs Engineering Group Inc. | 1/24/13 | Pass | 98.1 | 1.5 | 0.4 | 73.5 | 1.1 | 0.3 | 12.3 |
| Janus Capital Group Inc. | 4/25/13 | Pass | 61 | 37.4 | 1.5 | 52.4 | 32.1 | 1.3 | 7.2 |
| Jarden Corporation | 5/30/13 | Pass | 84.5 | 15.1 | 0.3 | 74.3 | 13.3 | 0.3 | 3.7 |
| JetBlue Airways Corporation | 5/9/13 | Pass | 99.2 | 0.7 | 0.2 | 82.4 | 0.5 | 0.1 | 10.8 |
| Jive Software, Inc. | 5/21/13 | Pass | 83.2 | 16.7 | 0.1 | 68 | 13.7 | 0 | 14.2 |
| JMP Group, Inc. | 6/17/13 | Pass | 97.2 | 1.1 | 1.7 | 68.9 | 0.8 | 1.2 | 21.1 |
| John Bean Technologies Corporation | 5/16/13 | Pass | 98.5 | 1.3 | 0.3 | 87.1 | 1.1 | 0.2 | 7.3 |
| Johnson & Johnson | 4/25/13 | Pass | 92.5 | 6.3 | 1.2 | 62 | 4.2 | 0.8 | 15.1 |
| Johnson Controls, Inc. | 1/23/13 | Pass | 93 | 5.6 | 1.4 | 72.7 | 4.3 | 1.1 | 10.4 |
| Johnson Outdoors Inc. | 2/28/13 | Pass | 99.4 | 0.5 | 0.1 | 94.3 | 0.4 | 0.1 | 0.8 |
| Jones Lang LaSalle Incorporated | 5/30/13 | Pass | 97.7 | 2.1 | 0.2 | 85.4 | 1.9 | 0.2 | 7.9 |
| Jos. A. Bank Clothiers, Inc. | 6/21/13 | Fail | 48.4 | 51.5 | 0.1 | 42.4 | 45.1 | 0.1 | 3.7 |
| Journal Communications, Inc. | 5/7/13 | Pass | 85.5 | 6.1 | 8.5 | 60.7 | 4.3 | 6 | 5.1 |
| Joy Global Inc. | 3/5/13 | Pass | 94.5 | 5.2 | 0.3 | 69.2 | 3.8 | 0.2 | 9.3 |
| JPMorgan Chase & Co. | 5/21/13 | Pass | 92.2 | 5.5 | 2.3 | 68.6 | 4.1 | 1.7 | 9.7 |
| Kaiser Aluminum Corp. | 6/4/13 | Pass | 96.6 | 3.3 | 0.2 | 83.1 | 2.8 | 0.2 | 6.9 |
| Kaman Corporation | 4/17/13 | Pass | 83.8 | 0.6 | 15.6 | 73.2 | 0.5 | 13.7 | 7.4 |
| Kansas City Southern | 5/2/13 | Pass | 97.7 | 1.8 | 0.5 | 83.3 | 1.6 | 0.4 | 7 |
| KapStone Paper and Packaging Corporation | 5/16/13 | Pass | 95.7 | 4.2 | 0.1 | 86.3 | 3.8 | 0.1 | 4.7 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Kaydon Corporation | 5/8/13 | Pass | 82 | 16.9 | 1.1 | 69.8 | 14.3 | 0.9 | 8 |
| KB Home | 4/4/13 | Pass | 96.2 | 2.4 | 1.4 | 64.3 | 1.6 | 0.9 | 18.8 |
| KBR, Inc. | 5/16/13 | Pass | 98.7 | 1.2 | 0.1 | 80.1 | 1 | 0.1 | 7.5 |
| KCAP Financial, Inc. | 5/6/13 | Pass | 92.2 | 6.3 | 1.5 | 40.2 | 2.7 | 0.7 | 47.4 |
| Kellogg Company | 4/26/13 | Pass | 95.6 | 3.7 | 0.7 | 75.9 | 2.9 | 0.5 | 9.9 |
| Kelly Services, Inc. | 5/8/13 | Pass | 98.4 | 1.5 | 0 | 97 | 1.5 | 0 | n/a |
| Keryx Biopharmaceuticals, Inc. | 6/18/13 | Pass | 96.2 | 3.5 | 0.3 | 42.6 | 1.5 | 0.1 | 39 |
| Key Energy Services, Inc. | 5/23/13 | Pass | 97.9 | 1.8 | 0.3 | 79.5 | 1.5 | 0.2 | 11.2 |
| KeyCorp | 5/16/13 | Pass | 95.5 | 3.8 | 0.7 | 71 | 2.8 | 0.5 | 10.3 |
| Keynote Systems, Inc. | 3/15/13 | Pass | 86.4 | 13.5 | 0.1 | 73.5 | 11.5 | 0.1 | n/a |
| Kforce Inc. | 4/5/13 | Pass | 97.1 | 2.8 | 0 | 87.3 | 2.6 | 0 | 4.8 |
| Kilroy Realty Corporation | 5/23/13 | Fail | 22.5 | 77.5 | 0 | 20.7 | 71.4 | 0 | 1.4 |
| Kimberly-Clark Corporation | 5/2/13 | Pass | 93.2 | 6 | 0.8 | 64.5 | 4.1 | 0.5 | 18 |
| Kimco Realty Corporation | 4/30/13 | Pass | 99.3 | 0.6 | 0.1 | 85 | 0.5 | 0.1 | 5.1 |
| Kindred Healthcare, Inc. | 5/21/13 | Pass | 96.1 | 3.4 | 0.5 | 84.9 | 3 | 0.4 | 5 |
| KiOR, Inc. | 5/30/13 | Pass | 96.3 | 3.6 | 0 | 84.5 | 3.2 | 0 | 0.9 |
| Kirby Corporation | 4/23/13 | Pass | 93.4 | 6 | 0.6 | 77.8 | 5 | 0.5 | 4.8 |
| Kirkland's, Inc. | 6/4/13 | Pass | 96.3 | 3.5 | 0.2 | 72.3 | 2.7 | 0.1 | 13.1 |
| Kite Realty Group Trust | 5/8/13 | Pass | 96.1 | 3.8 | 0.1 | 87.3 | 3.5 | 0.1 | 4.7 |
| Knight Transportation, Inc. | 5/16/13 | Pass | 97.9 | 1.8 | 0.3 | 86.9 | 1.6 | 0.2 | 7.5 |
| Knoll Inc. | 5/7/13 | Pass | 97.6 | 2.4 | 0 | 88.9 | 2.2 | 0 | 2.4 |
| Kodiak Oil & Gas Corp. | 6/19/13 | Pass | 97.2 | 2.3 | 0.5 | 56 | 1.3 | 0.3 | 31.6 |
| Kohl's Corporation | 5/16/13 | Pass | 95.9 | 3.8 | 0.3 | 77.7 | 3.1 | 0.2 | 6.9 |
| Kopin Corporation | 5/9/13 | Pass | 82.8 | 16.5 | 0.6 | 47.2 | 9.4 | 0.4 | 20.9 |
| Koppers Holdings Inc. | 5/2/13 | Pass | 98 | 1.9 | 0.1 | 89.4 | 1.8 | 0.1 | 4.7 |
| Kosmos Energy Ltd. | 6/5/13 | Pass | 99.9 | 0.1 | 0 | 77.4 | 0.1 | 0 | 7 |
| Kraton Performance Polymers, Inc. | 6/5/13 | Pass | 97.2 | 2.6 | 0.1 | 82.4 | 2.2 | 0.1 | 8.2 |
| Kratos Defense & Security Solutions, Inc. | 5/22/13 | Pass | 96.5 | 2.3 | 1.2 | 67 | 1.6 | 0.8 | 19.9 |
| Krispy Kreme Doughnuts, Inc. | 6/18/13 | Pass | 94 | 3.5 | 2.6 | 65.9 | 2.4 | 1.8 | 21.4 |
| KRONOS Worldwide, Inc.* | 5/8/13 | Pass | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| L Brands, Inc. | 5/23/13 | Pass | 91 | 8.7 | 0.3 | 72.9 | 7 | 0.3 | 5.9 |
| L-3 Communications Holdings, Inc. | 4/30/13 | Pass | 91 | 7.1 | 1.9 | 74.8 | 5.8 | 1.6 | 8.8 |
| Laboratory Corporation of America Holdings | 5/8/13 | Pass | 92.2 | 6.5 | 1.3 | 76.6 | 5.4 | 1.1 | 6 |
| Ladenburg Thalmann Financial Services Inc. | 5/9/13 | Pass | 92.8 | 1.4 | 5.8 | 69.1 | 1.1 | 4.3 | 16.5 |
| Lakeland Bancorp, Inc. | 5/8/13 | Pass | 94.6 | 3.6 | 1.8 | 66.4 | 2.5 | 1.2 | 12.5 |
| Lakeland Financial Corporation | 4/9/13 | Pass | 96.1 | 3 | 0.9 | 71.8 | 2.3 | 0.7 | 13.3 |
| Landauer, Inc. | 2/21/13 | Pass | 95.5 | 1.5 | 3 | 78.2 | 1.2 | 2.5 | 10.3 |
| Laredo Petroleum Holdings, Inc. | 5/16/13 | Pass | 99.9 | 0.1 | 0 | 94.6 | 0.1 | 0 | 2.3 |
| Las Vegas Sands Corp. | 6/5/13 | Pass | 84.1 | 15.6 | 0.3 | 73.7 | 13.7 | 0.3 | n/a |
| LaSalle Hotel Properties | 4/30/13 | Pass | 97.6 | 1.9 | 0.5 | 89.6 | 1.8 | 0.4 | 1.7 |
| Lattice Semiconductor Corporation | 5/1/13 | Pass | 99.4 | 0.6 | 0 | 88.3 | 0.5 | 0 | 6.6 |
| Layne Christensen Company** | 6/6/13 | Pass | 45.1 | 41.7 | 13.2 | 36.6 | 33.8 | 10.7 | 9.2 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Lazard Ltd. | 4/23/13 | Pass | 97 | 2.5 | 0.4 | 79.9 | 2.1 | 0.4 | 15.7 |
| Leap Wireless International, Inc. | 6/6/13 | Pass | 99 | 0.8 | 0.2 | 77.5 | 0.6 | 0.2 | 14.7 |
| Lear Corporation | 5/16/13 | Pass | 97.1 | 2 | 0.9 | 80.6 | 1.6 | 0.7 | 3.6 |
| Leggett & Platt, Incorporated | 5/9/13 | Pass | 95 | 4.6 | 0.4 | 66.8 | 3.2 | 0.3 | 16.1 |
| Lennar Corporation | 4/10/13 | Pass | 81.2 | 14.6 | 4.2 | 70.2 | 12.6 | 3.6 | 6.8 |
| Lennox International Inc. | 5/16/13 | Pass | 91.6 | 5 | 3.4 | 75 | 4.1 | 2.7 | 12.4 |
| Lexicon Pharmaceuticals, Inc. | 5/9/13 | Pass | 96.3 | 3.2 | 0.5 | 83.5 | 2.7 | 0.4 | 6.2 |
| Lexington Realty Trust | 5/21/13 | Pass | 97.4 | 2.3 | 0.2 | 70.6 | 1.7 | 0.2 | 15.7 |
| Lexmark International, Inc. | 4/25/13 | Pass | 97.4 | 2.3 | 0.3 | 76.4 | 1.8 | 0.2 | 6 |
| LHC Group, Inc. | 6/20/13 | Pass | 98.2 | 1.8 | 0 | 90 | 1.6 | 0 | 2.7 |
| Libbey Inc. | 5/14/13 | Pass | 96 | 3.1 | 0.9 | 72.6 | 2.3 | 0.7 | 14.6 |
| Liberty Property Trust | 5/9/13 | Pass | 97.2 | 1.3 | 1.5 | 82.6 | 1.1 | 1.3 | 4.7 |
| Life Technologies Corporation | 4/24/13 | Pass | 87.9 | 11.8 | 0.3 | 63.8 | 8.6 | 0.2 | 7.6 |
| Life Time Fitness, Inc. | 4/25/13 | Pass | 62.1 | 37.8 | 0 | 54.6 | 33.2 | 0 | 3.8 |
| LifePoint Hospitals, Inc. | 6/4/13 | Fail | 43.2 | 56.6 | 0.2 | 38.6 | 50.5 | 0.2 | 3.1 |
| Lifeway Foods, Inc. | 6/20/13 | Pass | 89.2 | 0.4 | 10.4 | 61 | 0.2 | 7.1 | 0.8 |
| Ligand Pharmaceuticals Incorporated | 6/11/13 | Pass | 97.9 | 1 | 1.1 | 73.3 | 0.8 | 0.8 | 19.2 |
| Limoneira Company | 3/26/13 | Pass | 91.2 | 7.2 | 1.6 | 50.4 | 4 | 0.9 | 15.1 |
| Lincoln Educational Services Corp. | 4/30/13 | Pass | 51.3 | 48.7 | 0 | 43.1 | 40.9 | 0 | n/a |
| Lincoln Electric Holdings, Inc. | 4/25/13 | Pass | 97.8 | 1.3 | 0.8 | 79.2 | 1.1 | 0.7 | 9.6 |
| Lincoln National Corporation | 5/23/13 | Pass | 94.4 | 4.6 | 1 | 73.1 | 3.6 | 0.7 | 10.5 |
| Lindsay Corporation | 1/28/13 | Pass | 95.1 | 2.8 | 2.1 | 73.3 | 2.1 | 1.6 | 8.3 |
| Lionbridge Technologies, Inc. | 5/3/13 | Pass | 90.8 | 3.6 | 5.6 | 70.4 | 2.8 | 4.4 | 15.8 |
| Liquidity Services, Inc. | 2/28/13 | Pass | 85.2 | 14 | 0.8 | 68.4 | 11.3 | 0.6 | 13.3 |
| Lithia Motors, Inc. | 4/26/13 | Pass | 98.8 | 0.5 | 0.7 | 42.5 | 0.2 | 0.3 | 4.7 |
| Littelfuse, Inc. | 4/26/13 | Pass | 96.1 | 3 | 0.9 | 88.4 | 2.8 | 0.8 | 2.3 |
| Live Nation Entertainment, Inc. | 6/6/13 | Pass | 52.5 | 44.8 | 2.7 | 49.2 | 41.9 | 2.5 | 2.9 |
| LivePerson, Inc. | 6/6/13 | Pass | 90.6 | 9.2 | 0.2 | 67.5 | 6.8 | 0.2 | 6.7 |
| LKQ Corporation | 5/6/13 | Pass | 96 | 2.9 | 1.1 | 84.1 | 2.5 | 0.9 | 4.8 |
| LMI Aerospace, Inc. | 6/26/13 | Pass | 97.7 | 2.1 | 0.3 | 88.5 | 1.9 | 0.2 | 4.9 |
| Lockheed Martin Corporation | 4/25/13 | Pass | 83.6 | 14.4 | 2.1 | 69.4 | 11.9 | 1.7 | 8 |
| Loews Corporation | 5/14/13 | Pass | 96.2 | 3.3 | 0.4 | 82.7 | 2.9 | 0.4 | 5.3 |
| LogMeIn, Inc. | 5/23/13 | Pass | 53.3 | 46.6 | 0.1 | 44.2 | 38.6 | 0.1 | 10.4 |
| Lorillard, Inc. | 5/14/13 | Pass | 98.1 | 1.6 | 0.3 | 81.7 | 1.4 | 0.2 | 5.5 |
| Louisiana-Pacific Corporation | 5/3/13 | Pass | 95.4 | 1 | 3.5 | 80 | 0.9 | 2.9 | n/a |
| Lowe's Companies, Inc. | 5/31/13 | Pass | 94.3 | 5.4 | 0.3 | 72.1 | 4.1 | 0.3 | 11.7 |
| LSI Corporation | 5/9/13 | Pass | 96.3 | 3.2 | 0.4 | 63.3 | 2.1 | 0.3 | 15.6 |
| Luby's, Inc. | 1/25/13 | Pass | 98.1 | 1.5 | 0.5 | 68.2 | 1 | 0.3 | 23.4 |
| Lumber Liquidators Holdings, Inc. | 5/16/13 | Pass | 99.5 | 0.3 | 0.2 | 82.8 | 0.2 | 0.2 | 13.6 |
| Luminex Corporation | 5/16/13 | Pass | 74.9 | 25 | 0.1 | 54.3 | 18.1 | 0 | 20 |
| Lumos Networks Corp. | 5/1/13 | Pass | 99 | 0.9 | 0.1 | 87.7 | 0.8 | 0.1 | 4.7 |
| Lydall, Inc. | 4/26/13 | Pass | 96.8 | 0.5 | 2.7 | 80.6 | 0.4 | 2.3 | 7.3 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| LyondellBasell Industries N.V. | 5/22/13 | Pass | 97 | 2.9 | 0.1 | 84.4 | 2.5 | 0.1 | 2.3 |
| M&T Bank Corporation | 4/16/13 | Pass | 97.5 | 1.7 | 0.8 | 79.4 | 1.3 | 0.7 | 7.9 |
| M.D.C. Holdings, Inc. | 3/18/13 | Pass | 95.9 | 2.7 | 1.4 | 83.9 | 2.4 | 1.3 | 7.1 |
| M/A-Com Technology Solutions Holdings, Inc. | 3/21/13 | Pass | 99.9 | 0.1 | 0 | 91.8 | 0.1 | 0 | 4.5 |
| M/I Homes, Inc. | 5/7/13 | Pass | 95.5 | 4.5 | 0.1 | 84.8 | 4 | 0 | 5.1 |
| Mac-Gray Corporation | 5/30/13 | Pass | 71.3 | 28.3 | 0.3 | 68.5 | 27.2 | 0.3 | n/a |
| Mack-Cali Realty Corporation | 5/15/13 | Pass | 64.6 | 35.3 | 0.1 | 54.8 | 29.9 | 0.1 | 8.2 |
| Macy's, Inc. | 5/17/13 | Pass | 97.1 | 1.9 | 1.1 | 71.9 | 1.4 | 0.8 | 6 |
| Magellan Health Services, Inc. | 5/22/13 | Pass | 58.5 | 41.1 | 0.4 | 53 | 37.2 | 0.4 | 3.2 |
| Maidenform Brands, Inc. | 5/16/13 | Pass | 98.5 | 1.5 | 0 | 92 | 1.4 | 0 | 2.6 |
| MainSource Financial Group, Inc. | 4/23/13 | Pass | 94.4 | 4.6 | 1 | 63.4 | 3.1 | 0.7 | 19.7 |
| MAKO Surgical Corp. | 6/4/13 | Pass | 68.7 | 28.4 | 3 | 27.6 | 11.4 | 1.2 | 37.2 |
| Manhattan Associates, Inc. | 5/16/13 | Pass | 99.7 | 0.2 | 0.2 | 89.6 | 0.1 | 0.2 | 3.5 |
| Manning & Napier, Inc. | 6/19/13 | Pass | 65.8 | 30.2 | 4 | 62.4 | 28.7 | 3.8 | 3.9 |
| MannKind Corporation | 5/23/13 | Pass | 95.3 | 4.4 | 0.3 | 48.9 | 2.3 | 0.1 | 35.9 |
| ManpowerGroup Inc. | 4/30/13 | Pass | 78.3 | 18.9 | 2.9 | 69.1 | 16.7 | 2.5 | 3.5 |
| Marathon Oil Corporation | 4/24/13 | Pass | 95.3 | 4.3 | 0.4 | 72.7 | 3.3 | 0.3 | 10.5 |
| Marathon Petroleum Corporation | 4/24/13 | Pass | 94.3 | 5.1 | 0.6 | 70.7 | 3.8 | 0.4 | 9.2 |
| Marine Products Corporation | 4/23/13 | Pass | 92.5 | 0.4 | 7.2 | 84.9 | 0.3 | 6.6 | 4.2 |
| MarineMax, Inc. | 2/20/13 | Pass | 97.8 | 2.1 | 0.2 | 86.2 | 1.8 | 0.1 | 7.1 |
| MarketAxess Holdings Inc. | 6/6/13 | Pass | 98.7 | 1.2 | 0 | 88.1 | 1.1 | 0 | 3.5 |
| Marriott International, Inc. | 5/10/13 | Pass | 91.4 | 7.9 | 0.7 | 67.2 | 5.8 | 0.5 | 15.6 |
| Marriott Vacations Worldwide Corporation | 6/7/13 | Pass | 99.2 | 0.7 | 0.2 | 74 | 0.5 | 0.1 | 14.6 |
| Marsh & McLennan Companies, Inc. | 5/16/13 | Pass | 95.2 | 3.7 | 1.1 | 78.6 | 3 | 0.9 | 5.2 |
| Marten Transport, Ltd. | 5/3/13 | Pass | 99 | 0.9 | 0.1 | 92.8 | 0.8 | 0.1 | 2.5 |
| Martin Marietta Materials, Inc. | 5/23/13 | Pass | 97.3 | 2.4 | 0.3 | 88.6 | 2.2 | 0.2 | 3.5 |
| Marvell Technology Group Ltd. | 6/26/13 | Pass | 58.4 | 41.5 | 0.2 | 42.9 | 30.5 | 0.1 | 14.2 |
| Masco Corporation | 5/7/13 | Pass | 90.7 | 9 | 0.3 | 73.7 | 7.3 | 0.2 | 5 |
| MasterCard Incorporated | 6/18/13 | Pass | 96.4 | 3.2 | 0.4 | 79.9 | 2.6 | 0.3 | 4 |
| Materion Corporation | 5/1/13 | Pass | 85.5 | 5.2 | 9.3 | 74.2 | 4.5 | 8.1 | 7.2 |
| Matson, Inc. | 4/25/13 | Pass | 97.9 | 1.9 | 0.2 | 78.1 | 1.5 | 0.2 | 8.5 |
| Mattel, Inc. | 5/10/13 | Pass | 95.7 | 3.6 | 0.7 | 77.6 | 2.9 | 0.5 | 5.9 |
| Matthews International Corporation | 2/21/13 | Pass | 84.9 | 11 | 4.2 | 70.2 | 9.1 | 3.4 | 7.5 |
| Mattson Technology, Inc. | 5/29/13 | Pass | 88.5 | 11.4 | 0.1 | 30.5 | 3.9 | 0 | 48.6 |
| MAXIMUS, Inc. | 3/20/13 | Pass | 92.7 | 7.3 | 0 | 86 | 6.8 | 0 | n/a |
| MaxLinear, Inc. | 5/14/13 | Pass | 97.6 | 2.3 | 0 | 71.2 | 1.7 | 0 | 17.6 |
| MB Financial, Inc. | 5/29/13 | Pass | 95.5 | 4.4 | 0.2 | 80.5 | 3.7 | 0.1 | 7.2 |
| MBIA Inc. | 5/2/13 | Pass | 90 | 9.4 | 0.6 | 65.9 | 6.9 | 0.4 | 16.1 |
| McDermott International, Inc. | 5/7/13 | Pass | 96 | 3.6 | 0.3 | 79 | 3 | 0.3 | 9.4 |
| McEwen Mining Inc. | 5/16/13 | Pass | 97.9 | 1 | 1.1 | 67.1 | 0.7 | 0.8 | 25.7 |
| MCG Capital Corporation | 5/29/13 | Pass | 91.1 | 7.4 | 1.5 | 52.2 | 4.2 | 0.9 | 30.1 |
| McGrath RentCorp | 6/12/13 | Pass | 98.7 | 0.2 | 1.1 | 91.5 | 0.2 | 1 | 5.8 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| McGraw Hill Financial, Inc. | 5/1/13 | Pass | 96.4 | 3 | 0.5 | 79.8 | 2.5 | 0.5 | 6.3 |
| MDC Partners Inc. | 6/6/13 | Pass | 50.2 | 49.8 | n/a | 40.3 | 39.9 | n/a | 9.2 |
| MDU Resources Group, Inc. | 4/23/13 | Pass | 96.1 | 2.5 | 1.3 | 65.2 | 1.7 | 0.9 | 21.2 |
| Mead Johnson Nutrition Company | 4/30/13 | Pass | 95.6 | 3.4 | 1 | 75.3 | 2.7 | 0.8 | 3.3 |
| Meadowbrook Insurance Group, Inc. | 5/17/13 | Pass | 92.2 | 7.2 | 0.6 | 75.5 | 5.9 | 0.5 | 9.4 |
| MeadWestvaco Corporation | 4/22/13 | Pass | 86 | 13.8 | 0.3 | 74.9 | 12 | 0.2 | 5.3 |
| Medallion Financial Corp. | 6/14/13 | Pass | 84.2 | 12.4 | 3.4 | 46.8 | 6.9 | 1.9 | 33.7 |
| MedAssets, Inc. | 6/13/13 | Pass | 95.6 | 4.1 | 0.3 | 80.8 | 3.5 | 0.2 | 7.3 |
| Medidata Solutions, Inc. | 4/30/13 | Pass | 97.7 | 2 | 0.3 | 80.8 | 1.6 | 0.2 | 8.2 |
| Medivation, Inc. | 6/28/13 | Pass | 78.7 | 21.1 | 0.2 | 68.1 | 18.3 | 0.2 | 3.6 |
| MEDNAX, Inc. | 5/9/13 | Pass | 64.1 | 35.9 | 0 | 56.1 | 31.4 | 0 | 2.9 |
| Mentor Graphics Corporation | 6/12/13 | Pass | 81.7 | 18 | 0.3 | 68.4 | 15.1 | 0.2 | 9.4 |
| Mercantile Bank Corporation | 4/25/13 | Pass | 97.5 | 2.3 | 0.2 | 53.7 | 1.3 | 0.1 | 23 |
| Merchants Bancshares, Inc. | 5/7/13 | Pass | 96 | 1.9 | 2.1 | 67.3 | 1.4 | 1.5 | 17.4 |
| Merck & Co., Inc. | 5/28/13 | Pass | 88.1 | 11.2 | 0.7 | 63.4 | 8 | 0.5 | 12.5 |
| Meridian Bioscience, Inc. | 1/23/13 | Pass | 81 | 17.2 | 1.8 | 67.1 | 14.2 | 1.5 | 11.9 |
| Meridian Interstate Bancorp, Inc. | 5/15/13 | Pass | 99.2 | 0.5 | 0.3 | 92.5 | 0.5 | 0.3 | 4.4 |
| Meritage Homes Corporation | 5/15/13 | Pass | 99.2 | 0.3 | 0.5 | 84.2 | 0.2 | 0.5 | 9 |
| Meritor, Inc. | 1/24/13 | Pass | 77.3 | 21.8 | 1 | 53.2 | 15 | 0.7 | 16.8 |
| Metalico, Inc. | 6/4/13 | Pass | 94.7 | 5 | 0.4 | 46.6 | 2.4 | 0.2 | 35.9 |
| MetLife, Inc. | 4/23/13 | Pass | 92.6 | 7 | 0.4 | 74.5 | 5.6 | 0.3 | 4.9 |
| Met-Pro Corporation | 6/5/13 | Pass | 90.1 | 5.5 | 4.4 | 60.8 | 3.7 | 2.9 | 23 |
| Metro Bancorp, Inc. | 5/16/13 | Pass | 84 | 13.5 | 2.5 | 69.8 | 11.2 | 2.1 | 12.5 |
| MetroCorp Bancshares, Inc. | 5/10/13 | Pass | 97.9 | 1.6 | 0.5 | 68.3 | 1.1 | 0.4 | 18.7 |
| Mettler-Toledo International Inc. | 5/2/13 | Pass | 94.2 | 5.6 | 0.2 | 84.8 | 5 | 0.2 | 3.6 |
| MFA Financial, Inc. | 5/22/13 | Pass | 81.8 | 16.7 | 1.5 | 55 | 11.2 | 1 | 22.5 |
| MGIC Investment Corporation | 4/25/13 | Pass | 94.2 | 5.5 | 0.3 | 53 | 3.1 | 0.2 | 28 |
| MGM Resorts International | 6/12/13 | Pass | 98.7 | 1 | 0.3 | 70.9 | 0.7 | 0.2 | 14.3 |
| MicroFinancial Incorporated | 5/9/13 | Pass | 70.3 | 29.4 | 0.3 | 57.7 | 24.1 | 0.3 | 13.9 |
| Micron Technology, Inc. | 1/22/13 | Pass | 93.4 | 6.5 | 0.1 | 65.6 | 4.6 | 0.1 | n/a |
| Microsemi Corporation | 2/12/13 | Pass | 86.6 | 13.4 | 0 | 80.6 | 12.5 | 0 | 2.8 |
| Mid-America Apartment Communities, Inc. | 5/21/13 | Pass | 96.3 | 3.6 | 0.1 | 81.5 | 3 | 0.1 | 8.5 |
| Middlesex Water Company | 5/21/13 | Pass | 92.7 | 3.5 | 3.8 | 50.9 | 1.9 | 2.1 | n/a |
| Midsouth Bancorp, Inc. | 5/22/13 | Pass | 97.8 | 1.3 | 0.9 | 70.8 | 0.9 | 0.7 | n/a |
| MidWestOne Financial Group, Inc. | 4/18/13 | Pass | 91.6 | 1.5 | 6.9 | 68.2 | 1.1 | 5.2 | 11.4 |
| Mine Safety Appliances Company | 5/7/13 | Pass | 98.4 | 1.2 | 0.3 | 82.2 | 1 | 0.3 | 11.2 |
| Minerals Technologies Inc. | 5/15/13 | Pass | 87 | 11.8 | 1.1 | 78.3 | 10.7 | 1 | 3.3 |
| MKS Instruments, Inc. | 5/6/13 | Pass | 98 | 1.2 | 0.8 | 88.7 | 1.1 | 0.7 | 4.1 |
| ModusLink Global Solutions, Inc. | 3/12/13 | Pass | 94.1 | 2.3 | 3.7 | 49.3 | 1.2 | 1.9 | n/a |
| Mohawk Industries, Inc. | 5/8/13 | Pass | 96.2 | 3.6 | 0.2 | 83.1 | 3.1 | 0.1 | 5.9 |
| Molson Coors Brewing Company | 5/29/13 | Pass | 100 | 0 | 0 | 93.6 | 0 | 0 | 0.3 |
| Momenta Pharmaceuticals, Inc. | 6/11/13 | Pass | 87.1 | 12.5 | 0.4 | 71.2 | 10.2 | 0.3 | 12 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Mondelez International, Inc. | 5/21/13 | Pass | 77.7 | 21.3 | 1 | 53.8 | 14.8 | 0.7 | 12.4 |
| Monolithic Power Systems, Inc. | 6/13/13 | Pass | 73.5 | 26.5 | 0.1 | 68.4 | 24.6 | 0.1 | 4.1 |
| Monotype Imaging Holdings Inc. | 5/21/13 | Pass | 98.9 | 0.2 | 1 | 88.2 | 0.1 | 0.9 | 5.5 |
| Monsanto Company | 1/31/13 | Pass | 95.1 | 4.1 | 0.8 | 76.1 | 3.3 | 0.6 | 6.7 |
| Monster Worldwide, Inc. | 6/4/13 | Pass | 93.8 | 5.9 | 0.3 | 62 | 3.9 | 0.2 | 15.7 |
| Montpelier Re Holdings Ltd. | 5/17/13 | Pass | 98.3 | 1.4 | 0.2 | 85.8 | 1.2 | 0.2 | 7.5 |
| Moody's Corporation | 4/16/13 | Pass | 95.1 | 3.9 | 1 | 82.4 | 3.4 | 0.8 | 5.1 |
| Morgan Stanley | 5/14/13 | Pass | 86.2 | 13.2 | 0.6 | 70.4 | 10.8 | 0.5 | 7.7 |
| Morgans Hotel Group Co. | 6/14/13 | Fail | 25.5 | 68.6 | 6 | 22.6 | 61 | 5.3 | n/a |
| Motorola Solutions, Inc. | 5/6/13 | Pass | 68.2 | 31.6 | 0.2 | 55.5 | 25.7 | 0.2 | 6.7 |
| Movado Group, Inc. | 6/13/13 | Pass | 98.8 | 0.4 | 0.8 | 94.5 | 0.4 | 0.8 | 2 |
| Move, Inc. | 6/12/13 | Pass | 91.7 | 1.9 | 6.4 | 72.6 | 1.5 | 5.1 | 8 |
| MRC Global Inc. | 5/8/13 | Pass | 77.6 | 22.1 | 0.3 | 73 | 20.8 | 0.3 | 1.5 |
| MSC Industrial Direct Co., Inc. | 1/17/13 | Pass | 99.5 | 0.4 | 0.1 | 97.2 | 0.4 | 0.1 | 0.7 |
| MSCI, Inc. | 5/1/13 | Pass | 85.6 | 8.1 | 6.3 | 78.1 | 7.4 | 5.8 | 1.9 |
| MTR Gaming Group, Inc. | 6/11/13 | Pass | 73.1 | 26.8 | 0.2 | 55.9 | 20.5 | 0.1 | 16.4 |
| MTS Systems Corporation | 2/5/13 | Pass | 98.3 | 1.5 | 0.1 | 80.3 | 1.2 | 0.1 | 9.1 |
| Mueller Industries, Inc. | 5/2/13 | Pass | 92.2 | 2.8 | 5 | 80.1 | 2.4 | 4.3 | 6.9 |
| Mueller Water Products, Inc. | 1/30/13 | Pass | 89 | 2.1 | 8.9 | 65.6 | 1.5 | 6.6 | 13.1 |
| Multi-Fineline Electronix, Inc. | 3/6/13 | Pass | 99.6 | 0.4 | 0 | 94.1 | 0.4 | 0 | 3.8 |
| Multimedia Games Holding Company, Inc. | 1/30/13 | Pass | 96.3 | 3.2 | 0.4 | 74 | 2.5 | 0.3 | 11.2 |
| Murphy Oil Corporation | 5/8/13 | Pass | 97.4 | 2.6 | n/a | 82.6 | 2.2 | n/a | n/a |
| MWI Veterinary Supply, Inc. | 2/5/13 | Pass | 98 | 1.2 | 0.8 | 90.4 | 1.1 | 0.7 | 4.2 |
| Myers Industries, Inc. | 4/26/13 | Pass | 75.1 | 8.4 | 16.4 | 65.6 | 7.4 | 14.3 | n/a |
| Mylan Inc. | 5/24/13 | Pass | 68.4 | 29.7 | 1.9 | 48.5 | 21 | 1.4 | 8.5 |
| MYR Group Inc. | 5/2/13 | Pass | 93.9 | 4.3 | 1.8 | 74.9 | 3.4 | 1.4 | 7.8 |
| Nabors Industries Ltd. | 6/4/13 | Fail | 36.2 | 63.3 | 0.5 | 28.8 | 50.4 | 0.4 | 7.2 |
| Nanometrics Incorporated | 5/24/13 | Pass | 97.8 | 2 | 0.2 | 75.9 | 1.6 | 0.1 | 11.6 |
| NASB Financial, Inc. | 1/28/13 | Pass | 99.7 | 0.2 | 0.1 | 71.1 | 0.1 | 0.1 | 15.4 |
| Nash-Finch Company | 4/24/13 | Pass | 62.3 | 37.4 | 0.3 | 51 | 30.6 | 0.3 | 9.2 |
| National Bankshares, Inc. | 4/9/13 | Pass | 96.3 | 2.3 | 1.5 | 77.3 | 1.8 | 1.2 | 15.9 |
| National CineMedia, Inc. | 5/1/13 | Pass | 97.1 | 2.1 | 0.8 | 88.5 | 1.9 | 0.7 | 2.8 |
| National Fuel Gas Company | 3/7/13 | Pass | 73.6 | 13.5 | 12.9 | 54 | 9.9 | 9.5 | 17.3 |
| National Health Investors, Inc. | 4/29/13 | Pass | 95.7 | 3.8 | 0.6 | 62.8 | 2.5 | 0.4 | 24.4 |
| National Interstate Corporation | 5/2/13 | Pass | 98.9 | 1 | 0.1 | 94.9 | 1 | 0.1 | 2.8 |
| National Oilwell Varco, Inc. | 5/22/13 | Pass | 95.7 | 3.6 | 0.6 | 70.1 | 2.6 | 0.5 | 8.2 |
| National Penn Bancshares, Inc. | 4/23/13 | Pass | 95.4 | 4.1 | 0.5 | 76.8 | 3.3 | 0.4 | 9.6 |
| National Research Corporation | 5/9/13 | Pass | 99.3 | 0.4 | 0.3 | 92.3 | 0.4 | 0.3 | 0.5 |
| National Retail Properties, Inc. | 5/23/13 | Pass | 94.5 | 2.9 | 2.7 | 72.9 | 2.2 | 2 | 14.7 |
| Natural Gas Services Group, Inc. | 6/12/13 | Pass | 98.5 | 1.3 | 0.2 | 79.9 | 1.1 | 0.2 | 14.6 |
| Nature's Sunshine Products, Inc. | 5/8/13 | Pass | 93.4 | 5.8 | 0.8 | 72.7 | 4.5 | 0.6 | 9.2 |
| Natus Medical Incorporated | 6/7/13 | Pass | 89.8 | 9.9 | 0.2 | 73.1 | 8.1 | 0.2 | 11.9 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Navigant Consulting, Inc. | 5/21/13 | Pass | 94.7 | 5.1 | 0.2 | 82.2 | 4.4 | 0.1 | 7.3 |
| Navistar International Corporation | 2/19/13 | Fail | 17.8 | 73.7 | 8.4 | 14.7 | 60.6 | 6.9 | 8.7 |
| NCR Corporation | 4/24/13 | Pass | 95.7 | 2.5 | 1.8 | 74.8 | 1.9 | 1.4 | 10.6 |
| Neenah Paper, Inc. | 5/30/13 | Pass | 95.7 | 3.7 | 0.5 | 76.2 | 3 | 0.4 | 13.8 |
| Nektar Therapeutics | 6/13/13 | Pass | 88.5 | 9.9 | 1.6 | 73.1 | 8.1 | 1.3 | n/a |
| Nelnet, Inc. | 5/23/13 | Pass | 99.8 | 0.1 | 0.1 | 92.8 | 0.1 | 0.1 | 1.7 |
| Neonode, Inc. | 5/6/13 | Pass | 79.7 | 19.4 | 0.9 | 35.1 | 8.5 | 0.4 | 24.3 |
| Netflix, Inc. | 6/7/13 | Pass | 96 | 3.2 | 0.9 | 68 | 2.3 | 0.6 | 15.4 |
| Neurocrine Biosciences, Inc. | 5/23/13 | Pass | 93.6 | 4.7 | 1.7 | 70.3 | 3.5 | 1.3 | 17.8 |
| NeuStar, Inc. | 6/18/13 | Pass | 98.5 | 1.5 | 0.1 | 88.8 | 1.3 | 0.1 | 4.2 |
| New Jersey Resources Corporation | 1/23/13 | Pass | 93.7 | 5.3 | 1 | 64.9 | 3.7 | 0.7 | 15.3 |
| New York Mortgage Trust, Inc. | 5/9/13 | Pass | 81.5 | 12.4 | 6.1 | 17.5 | 2.7 | 1.3 | 62.1 |
| Newell Rubbermaid Inc. | 5/7/13 | Pass | 96.4 | 3.2 | 0.4 | 77.5 | 2.6 | 0.3 | 7 |
| Newfield Exploration Company | 5/2/13 | Pass | 94 | 5.2 | 0.8 | 75.8 | 4.2 | 0.6 | 8.6 |
| NewLink Genetics Corporation | 5/9/13 | Pass | 98.1 | 1.8 | 0.1 | 60.4 | 1.1 | 0.1 | 20 |
| NewMarket Corporation | 4/25/13 | Pass | 97.5 | 1.5 | 1 | 84 | 1.3 | 0.9 | 7.6 |
| Newmont Mining Corporation | 4/24/13 | Pass | 94.9 | 3 | 2.1 | 63.6 | 2 | 1.4 | 9.6 |
| Newpark Resources, Inc. | 6/6/13 | Pass | 99.2 | 0.5 | 0.3 | 77.5 | 0.4 | 0.2 | 14.8 |
| Newport Corporation | 5/21/13 | Pass | 96.1 | 1.8 | 2.2 | 74.4 | 1.4 | 1.7 | 16.6 |
| NewStar Financial, Inc. | 5/7/13 | Pass | 99 | 0.9 | 0 | 76.8 | 0.7 | 0 | 8.6 |
| Nexstar Broadcasting Group, Inc. | 6/11/13 | Pass | 88.9 | 10.6 | 0.5 | 79.9 | 9.5 | 0.5 | n/a |
| NIC Inc. | 5/7/13 | Pass | 99.3 | 0.4 | 0.3 | 82.7 | 0.3 | 0.3 | 12 |
| Nielsen Holdings N.V. | 5/7/13 | Pass | 96.4 | 1.7 | 1.9 | 86.9 | 1.5 | 1.7 | 1.4 |
| NII Holdings, Inc. | 5/22/13 | Pass | 78.6 | 16.1 | 5.3 | 59.5 | 12.2 | 4 | 14.8 |
| NiSource Inc. | 5/14/13 | Pass | 96 | 3.2 | 0.8 | 75.3 | 2.5 | 0.7 | 7.5 |
| NL Industries, Inc.* | 5/15/13 | Pass | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| NN, Inc. | 5/16/13 | Pass | 93.6 | 5.7 | 0.6 | 66.2 | 4.1 | 0.5 | 17.5 |
| Noble Energy, Inc. | 4/23/13 | Pass | 98.4 | 1.3 | 0.2 | 86.8 | 1.2 | 0.2 | 4.1 |
| Nordson Corporation | 2/26/13 | Pass | 97.1 | 2.6 | 0.3 | 85.3 | 2.3 | 0.3 | 4.8 |
| Nordstrom, Inc. | 5/14/13 | Pass | 96.9 | 2.9 | 0.2 | 80.7 | 2.4 | 0.2 | 8.3 |
| Norfolk Southern Corporation | 5/9/13 | Pass | 95.2 | 4 | 0.8 | 62.6 | 2.6 | 0.5 | n/a |
| Northeast Utilities | 5/1/13 | Pass | 84.4 | 13.1 | 2.6 | 60.7 | 9.4 | 1.9 | 13.1 |
| Northern Oil & Gas, Inc. | 5/23/13 | Pass | 95.9 | 3.3 | 0.8 | 73.4 | 2.6 | 0.6 | 15.5 |
| Northern Trust Corporation | 4/16/13 | Pass | 86.1 | 12.5 | 1.4 | 72.5 | 10.5 | 1.2 | 4.8 |
| Northfield Bancorp, Inc. | 5/22/13 | Pass | 97.1 | 2.7 | 0.2 | 47.6 | 1.3 | 0.1 | 28.7 |
| Northrim BanCorp, Inc. | 5/16/13 | Pass | 90.8 | 8.1 | 1.1 | 68.8 | 6.1 | 0.9 | 17.7 |
| Northrop Grumman Corporation | 5/15/13 | Pass | 94 | 4.4 | 1.6 | 74.6 | 3.5 | 1.2 | 7.9 |
| NorthStar Realty Finance Corp. | 5/29/13 | Pass | 60.6 | 38.9 | 0.5 | 33.8 | 21.7 | 0.3 | 27.6 |
| Northwest Bancshares, Inc. | 4/17/13 | Pass | 93.7 | 5.2 | 1 | 70.6 | 4 | 0.8 | 10.4 |
| Northwest Natural Gas Company | 5/23/13 | Pass | 93.1 | 3.7 | 3.1 | 62.9 | 2.5 | 2.1 | 20.9 |
| Northwest Pipe Company | 5/31/13 | Pass | 98.3 | 0.9 | 0.8 | 80.3 | 0.7 | 0.6 | 9.4 |
| NorthWestern Corporation | 4/25/13 | Pass | 94.4 | 0.4 | 5.1 | 82.5 | 0.4 | 4.5 | 5.7 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| NPS Pharmaceuticals, Inc. | 5/7/13 | Pass | 99 | 0.9 | 0.1 | 66.6 | 0.6 | 0.1 | 13.4 |
| NRG Energy, Inc. | 4/25/13 | Pass | 84.3 | 12.1 | 3.6 | 72.4 | 10.4 | 3.1 | 4.5 |
| NTELOS Holdings Corp. | 5/2/13 | Pass | 95.4 | 4.4 | 0.3 | 77.6 | 3.6 | 0.2 | 12.5 |
| Nu Skin Enterprises, Inc. | 6/3/13 | Pass | 97.6 | 2 | 0.4 | 74.2 | 1.5 | 0.3 | 8.7 |
| Nuance Communications, Inc. | 1/25/13 | Fail | 41.2 | 58.4 | 0.4 | 30.6 | 43.3 | 0.3 | 11.8 |
| Nutraceutical International Corporation | 1/28/13 | Pass | 97.9 | 2 | 0.1 | 81.1 | 1.6 | 0.1 | 9 |
| NutriSystem, Inc. | 6/5/13 | Pass | 94 | 3.3 | 2.7 | 61.1 | 2.1 | 1.8 | 24.3 |
| Nuverra Environmental Solutions, Inc. | 5/16/13 | Pass | 98.4 | 1.3 | 0.3 | 60.5 | 0.8 | 0.2 | 28.1 |
| NV Energy, Inc. | 5/8/13 | Pass | 96.3 | 3.4 | 0.4 | 80.9 | 2.8 | 0.3 | 6.8 |
| NVIDIA Corporation | 5/15/13 | Pass | 96.8 | 1.4 | 1.8 | 61.9 | 0.9 | 1.2 | 16.1 |
| NVR, Inc. | 5/7/13 | Pass | 93.8 | 2.7 | 3.6 | 82.3 | 2.3 | 3.1 | 5.3 |
| NxStage Medical, Inc. | 5/23/13 | Pass | 98.6 | 1.4 | 0.1 | 77.3 | 1.1 | 0.1 | 11.3 |
| NYSE Euronext | 4/25/13 | Pass | 91.1 | 8 | 0.9 | 58.4 | 5.1 | 0.6 | 16.5 |
| Oasis Petroleum Inc. | 5/3/13 | Pass | 98.1 | 1.7 | 0.2 | 84.8 | 1.5 | 0.1 | 5.7 |
| Occidental Petroleum Corporation | 5/3/13 | Pass | 62.8 | 36.3 | 0.8 | 49.3 | 28.5 | 0.7 | 6.9 |
| Oceaneering International, Inc. | 4/26/13 | Pass | 92.1 | 6.7 | 1.2 | 81.3 | 5.9 | 1.1 | 4.7 |
| OceanFirst Financial Corp. | 5/8/13 | Pass | 95.7 | 3.1 | 1.2 | 79.7 | 2.6 | 1 | 10.5 |
| Ocwen Financial Corporation | 5/8/13 | Pass | 98.8 | 0.6 | 0.5 | 82.8 | 0.5 | 0.4 | 5.6 |
| OfficeMax Incorporated | 4/29/13 | Pass | 96.7 | 2.6 | 0.7 | 80.8 | 2.2 | 0.5 | 7.1 |
| OFG Bancorp | 4/24/13 | Pass | 98.5 | 1.3 | 0.2 | 79.8 | 1 | 0.1 | 11 |
| OGE Energy Corp. | 5/16/13 | Pass | 91.3 | 6.4 | 2.3 | 61.8 | 4.3 | 1.6 | 16.4 |
| Oil States International, Inc. | 5/15/13 | Pass | 96.8 | 2.9 | 0.3 | 88.7 | 2.7 | 0.3 | 3.1 |
| Old Dominion Freight Line, Inc. | 5/31/13 | Pass | 96.4 | 3 | 0.6 | 90.1 | 2.8 | 0.6 | n/a |
| Old National Bancorp | 5/9/13 | Pass | 93.1 | 5.2 | 1.7 | 67.4 | 3.7 | 1.2 | 14.6 |
| Old Republic International Corporation | 5/24/13 | Pass | 98.6 | 0.8 | 0.6 | 80.7 | 0.6 | 0.5 | 10.3 |
| Olin Corporation | 4/25/13 | Pass | 96.6 | 2.3 | 1.2 | 73.5 | 1.7 | 0.9 | 14.4 |
| Olympic Steel, Inc. | 5/3/13 | Pass | 98 | 1.9 | 0.2 | 79.7 | 1.5 | 0.1 | 12 |
| OM Group, Inc. | 5/7/13 | Pass | 98 | 1.4 | 0.7 | 85 | 1.2 | 0.6 | 5.5 |
| Omega Flex, Inc. | 6/4/13 | Pass | 89.1 | 10.6 | 0.3 | 71.2 | 8.5 | 0.3 | 8.4 |
| Omega Healthcare Investors, Inc. | 6/6/13 | Pass | 96.8 | 2.5 | 0.7 | 65.3 | 1.7 | 0.5 | 21.7 |
| Omega Protein Corporation | 6/20/13 | Pass | 94.1 | 5 | 0.9 | 62.1 | 3.3 | 0.6 | n/a |
| OmniAmerican Bancorp, Inc. | 5/21/13 | Pass | 97 | 2.4 | 0.6 | 77.8 | 1.9 | 0.5 | 14.6 |
| Omnicare, Inc. | 5/22/13 | Pass | 86.1 | 12.4 | 1.5 | 76.6 | 11 | 1.3 | 2.9 |
| Omnicell, Inc. | 5/21/13 | Pass | 92.9 | 6.8 | 0.2 | 80.5 | 5.9 | 0.2 | 7.6 |
| Omnicom Group Inc. | 5/21/13 | Pass | 97.6 | 1.6 | 0.8 | 80 | 1.3 | 0.7 | 5.8 |
| OMNOVA Solutions Inc. | 3/21/13 | Pass | 79.4 | 14 | 6.6 | 70.6 | 12.5 | 5.9 | 5.6 |
| On Assignment, Inc. | 6/7/13 | Pass | 97 | 2.8 | 0.1 | 86.6 | 2.5 | 0.1 | 4.1 |
| ON Semiconductor Corporation | 5/15/13 | Pass | 98 | 1.9 | 0 | 87.8 | 1.7 | 0 | 5.7 |
| ONEOK, Inc. | 5/22/13 | Pass | 95.2 | 2.8 | 2 | 73 | 2.1 | 1.5 | 11.5 |
| Onyx Pharmaceuticals, Inc. | 5/23/13 | Pass | 96.7 | 3.2 | 0.1 | 81.5 | 2.7 | 0.1 | 7.5 |
| OpenTable, Inc. | 6/5/13 | Fail | 47.3 | 51.2 | 1.5 | 40.6 | 43.9 | 1.3 | 9 |
| Optimer Pharmaceuticals, Inc. | 5/8/13 | Pass | 70.7 | 28.9 | 0.4 | 48.6 | 19.9 | 0.3 | 17.2 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Orasure Technologies, Inc. | 5/14/13 | Fail | 45.4 | 53.2 | 1.4 | 33 | 38.6 | 1 | 16.9 |
| ORBCOMM Inc. | 4/25/13 | Pass | 98.8 | 1 | 0.2 | 64.8 | 0.7 | 0.1 | 22.4 |
| Orbital Sciences Corporation | 4/25/13 | Pass | 96.1 | 3.8 | 0.2 | 76.5 | 3 | 0.1 | 8.6 |
| O'Reilly Automotive, Inc. | 5/7/13 | Pass | 93.6 | 4.1 | 2.3 | 76.3 | 3.3 | 1.9 | 7.8 |
| Orion Marine Group, Inc. | 5/23/13 | Pass | 87.6 | 12.4 | 0 | 73.9 | 10.4 | 0 | 9.3 |
| Orthofix International N.V. | 6/20/13 | Pass | 95.4 | 3 | 1.6 | 80.8 | 2.5 | 1.3 | 3.2 |
| Oshkosh Corporation | 1/29/13 | Pass | 86.7 | 1.6 | 11.7 | 72.2 | 1.4 | 9.7 | 8.1 |
| Outerwall Inc. | 6/27/13 | Pass | 95.9 | 1.7 | 2.4 | 71.7 | 1.2 | 1.8 | 12.6 |
| Owens & Minor, Inc. | 4/26/13 | Pass | 98.2 | 0.9 | 0.9 | 82.2 | 0.8 | 0.8 | 6.9 |
| Owens Corning | 4/18/13 | Pass | 97.2 | 2.5 | 0.3 | 88.2 | 2.2 | 0.3 | 3.8 |
| Owens-Illinois, Inc. | 5/17/13 | Pass | 96.1 | 3.7 | 0.3 | 78.4 | 3 | 0.2 | 4.1 |
| Oxford Industries, Inc. | 6/19/13 | Pass | 98.9 | 0.8 | 0.4 | 86.7 | 0.7 | 0.3 | 6 |
| P. H. Glatfelter Company | 5/9/13 | Pass | 94.8 | 4.7 | 0.5 | 80.3 | 4 | 0.4 | n/a |
| Pacer International, Inc. | 4/24/13 | Pass | 70.2 | 29.2 | 0.6 | 48 | 20 | 0.4 | 23.5 |
| Pacific Continental Corporation | 4/22/13 | Pass | 96.8 | 2.2 | 1 | 76.9 | 1.7 | 0.8 | 8.4 |
| Pacific Mercantile Bancorp | 5/22/13 | Pass | 88.4 | 9.7 | 1.9 | 70.7 | 7.8 | 1.5 | 16.1 |
| Pacira Pharmaceuticals, Inc. | 6/11/13 | Pass | 76.9 | 22.9 | 0.2 | 53 | 15.8 | 0.1 | 15.3 |
| Packaging Corporation of America | 5/1/13 | Pass | 83.6 | 16.3 | 0.1 | 73 | 14.2 | 0.1 | 4.7 |
| PacWest Bancorp | 5/13/13 | Pass | 97.3 | 2.3 | 0.3 | 83.8 | 2 | 0.3 | 7.1 |
| Pain Therapeutics, Inc.** | 5/16/13 | Pass | 49.1 | 47.9 | 3 | 33.1 | 32.3 | 2.1 | 21.5 |
| Panera Bread Company | 5/22/13 | Pass | 97.5 | 2.4 | 0.2 | 78.2 | 1.9 | 0.1 | 10.4 |
| Papa John's International, Inc. | 5/1/13 | Pass | 97.1 | 2.6 | 0.2 | 87.9 | 2.4 | 0.2 | 3.9 |
| Park National Corporation | 4/22/13 | Pass | 96.6 | 1.7 | 1.7 | 62.7 | 1.1 | 1.1 | 18.4 |
| Park Sterling Corporation | 5/22/13 | Pass | 91.2 | 6.6 | 2.2 | 69.3 | 5 | 1.7 | 13 |
| Parker Drilling Company | 5/8/13 | Pass | 97.5 | 2.3 | 0.2 | 66.2 | 1.6 | 0.2 | 17.9 |
| Parkway Properties, Inc. | 5/16/13 | Pass | 90.5 | 9.4 | 0.1 | 82.7 | 8.6 | 0.1 | 4 |
| PartnerRe Ltd. | 5/17/13 | Pass | 96.4 | 3.2 | 0.4 | 80.5 | 2.7 | 0.3 | 4.5 |
| Patriot Transportation Holding, Inc. | 2/6/13 | Pass | 99.5 | 0.5 | 0 | 80.8 | 0.4 | 0 | 16.4 |
| Patterson-UTI Energy, Inc. | 6/5/13 | Pass | 96.4 | 3.1 | 0.5 | 82 | 2.6 | 0.4 | 6.3 |
| PBF Energy Inc. | 5/21/13 | Pass | 93.4 | 6.5 | 0 | 89.3 | 6.3 | 0 | 1.9 |
| PC Connection, Inc. | 5/22/13 | Pass | 99 | 0.2 | 0.8 | 90.2 | 0.2 | 0.7 | 6.6 |
| PC-Tel, Inc. | 6/12/13 | Pass | 99.3 | 0.5 | 0.2 | 78.7 | 0.4 | 0.1 | 12 |
| PDC Energy, Inc. | 6/6/13 | Pass | 98.4 | 1.4 | 0.3 | 87.5 | 1.2 | 0.2 | 4.2 |
| PDF Solutions, Inc. | 5/28/13 | Pass | 96.4 | 0.6 | 3 | 68.9 | 0.4 | 2.1 | 21.2 |
| PDI, Inc. | 6/4/13 | Pass | 99.5 | 0.5 | 0 | 89.7 | 0.4 | 0 | 4.9 |
| PDL BioPharma, Inc. | 5/21/13 | Pass | 94.1 | 4.3 | 1.6 | 57.8 | 2.7 | 1 | 23.7 |
| Peabody Energy Corporation | 4/29/13 | Pass | 77.5 | 21.4 | 1.1 | 50.7 | 14 | 0.7 | 14.1 |
| Peapack-Gladstone Financial Corporation | 4/23/13 | Pass | 91.5 | 4.6 | 3.8 | 65.6 | 3.3 | 2.7 | 13.3 |
| Pebblebrook Hotel Trust | 6/17/13 | Pass | 98.9 | 1.1 | 0 | 90.5 | 1 | 0 | n/a |
| Pegasystems Inc. | 5/22/13 | Pass | 99.6 | 0.4 | 0 | 87.5 | 0.3 | 0 | 6.8 |
| Pendrell Corporation | 6/14/13 | Pass | 95.4 | 3.7 | 0.8 | 74.9 | 2.9 | 0.7 | 2.9 |
| Penn National Gaming, Inc. | 6/12/13 | Pass | 96.5 | 2.6 | 0.9 | 83.5 | 2.3 | 0.7 | 6.6 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Penn Virginia Corporation | 5/1/13 | Pass | 94.9 | 4.9 | 0.2 | 66.7 | 3.4 | 0.1 | 17 |
| Penns Woods Bancorp, Inc. | 5/23/13 | Pass | 86 | 7.2 | 6.8 | 63.3 | 5.3 | 5 | 15.3 |
| Pennsylvania Real Estate Investment Trust | 5/29/13 | Pass | 96.4 | 3.1 | 0.4 | 73 | 2.4 | 0.3 | 14.5 |
| PennyMac Mortgage Investment Trust | 5/15/13 | Pass | 95.4 | 3.5 | 1.1 | 49 | 1.8 | 0.6 | 33.2 |
| Penske Automotive Group, Inc. | 5/9/13 | Pass | 99 | 0.2 | 0.8 | 92.3 | 0.2 | 0.8 | 3.1 |
| Pentair Ltd. | 4/29/13 | Pass | 64.5 | 35 | 0.6 | 51.1 | 27.7 | 0.4 | 5.3 |
| Peoples Bancorp, Inc. | 4/25/13 | Pass | 96.3 | 2.8 | 0.9 | 64.5 | 1.9 | 0.6 | 13.2 |
| Peoples Federal Bancshares, Inc. | 2/19/13 | Pass | 89.2 | 4.7 | 6.1 | 59.7 | 3.2 | 4.1 | 20.6 |
| People's United Financial, Inc. | 4/18/13 | Pass | 95.5 | 3.5 | 0.9 | 61.9 | 2.3 | 0.6 | 19.4 |
| Pepco Holdings, Inc. | 5/17/13 | Pass | 74.2 | 23.9 | 1.9 | 44 | 14.2 | 1.1 | 20.3 |
| PepsiCo, Inc. | 5/1/13 | Pass | 90.7 | 8.4 | 0.9 | 62.1 | 5.7 | 0.6 | 15.2 |
| Perficient, Inc. | 5/29/13 | Pass | 97.8 | 2.1 | 0.1 | 69.1 | 1.5 | 0.1 | 13.3 |
| PerkinElmer, Inc. | 4/23/13 | Pass | 79.8 | 15.1 | 5.1 | 61.9 | 11.7 | 4 | 8.3 |
| Pernix Therapeutics Holdings, Inc. | 6/19/13 | Pass | 99.7 | 0.3 | 0 | 63 | 0.2 | 0 | n/a |
| Perry Ellis International | 6/14/13 | Pass | 96.7 | 2.6 | 0.7 | 76.6 | 2.1 | 0.6 | 8 |
| PetroQuest Energy, Inc. | 5/21/13 | Pass | 86.3 | 13.2 | 0.4 | 62.7 | 9.6 | 0.3 | 17.3 |
| PetSmart, Inc. | 6/14/13 | Pass | 97.6 | 2.1 | 0.3 | 78.9 | 1.7 | 0.3 | 7.5 |
| Pfizer, Inc. | 4/25/13 | Pass | 94.9 | 4.4 | 0.7 | 67.2 | 3.1 | 0.5 | 12.3 |
| PG&E Corporation | 5/6/13 | Pass | 95.3 | 3.7 | 0.9 | 68.7 | 2.7 | 0.7 | 9 |
| PGT, Inc. | 5/1/13 | Pass | 99.5 | 0.5 | 0.1 | 86.4 | 0.4 | 0.1 | 8.2 |
| Pharmacyclics, Inc. | 5/9/13 | Pass | 99.7 | 0.3 | 0.1 | 82.5 | 0.2 | 0.1 | 11.3 |
| PharMerica Corporation | 6/18/13 | Pass | 93.8 | 5.7 | 0.5 | 81 | 4.9 | 0.4 | 5.3 |
| PHH Corporation | 6/12/13 | Pass | 80.6 | 18.6 | 0.8 | 70 | 16.1 | 0.7 | 7 |
| Philip Morris International Inc. | 5/8/13 | Pass | 96.1 | 3.2 | 0.7 | 68.3 | 2.3 | 0.5 | 15.7 |
| Phillips 66 | 5/8/13 | Pass | 87.7 | 12.3 | n/a | 61.5 | 8.6 | n/a | n/a |
| Photronics, Inc. | 4/3/13 | Pass | 98.1 | 1.7 | 0.3 | 81.8 | 1.4 | 0.2 | 7.3 |
| PICO Holdings, Inc. | 5/15/13 | Pass | 71.3 | 28.4 | 0.2 | 59.9 | 23.9 | 0.2 | 7.7 |
| Piedmont Natural Gas Company, Inc. | 3/6/13 | Pass | 74.2 | 23.7 | 2.1 | 43.1 | 13.8 | 1.2 | 27.2 |
| Piedmont Office Realty Trust, Inc. | 5/22/13 | Pass | 92.4 | 6.5 | 1.2 | 55.5 | 3.9 | 0.7 | 22.3 |
| Pilgrim's Pride Corporation | 5/3/13 | Pass | 99.7 | 0.3 | 0 | 85.6 | 0.3 | 0 | 7.9 |
| Pinnacle Entertainment, Inc. | 5/21/13 | Pass | 96.3 | 0.9 | 2.8 | 75.2 | 0.7 | 2.2 | 7.6 |
| Pinnacle Financial Partners, Inc. | 4/16/13 | Pass | 89.7 | 6.2 | 4.1 | 64.2 | 4.4 | 3 | 16.4 |
| Pinnacle West Capital Corporation | 5/15/13 | Pass | 91.9 | 6.7 | 1.4 | 68.3 | 5 | 1 | 10.2 |
| Pioneer Energy Services Corp. | 5/15/13 | Pass | 97.8 | 2.1 | 0.1 | 72.3 | 1.5 | 0.1 | 15.8 |
| Pioneer Natural Resources Company | 5/23/13 | Pass | 97.7 | 1.2 | 1.1 | 81.6 | 1 | 0.9 | 6.1 |
| Piper Jaffray Companies | 5/8/13 | Pass | 98 | 1.4 | 0.6 | 71.1 | 1 | 0.4 | 12.6 |
| Pitney Bowes Inc. | 5/13/13 | Pass | 92.6 | 6.3 | 1.1 | 55.7 | 3.8 | 0.7 | 22.6 |
| Platinum Underwriter Holdings, Ltd. | 4/24/13 | Pass | 61.1 | 38.5 | 0.5 | 56 | 35.3 | 0.4 | 1.8 |
| Plexus Corp. | 2/13/13 | Pass | 95.8 | 4 | 0.2 | 84.3 | 3.5 | 0.2 | 7.7 |
| Plum Creek Timber Company, Inc. | 5/7/13 | Pass | 95.9 | 3 | 1.2 | 60.4 | 1.9 | 0.8 | 24.4 |
| PMC-Sierra, Inc. | 5/1/13 | Pass | 99.1 | 0.9 | 0 | 80.3 | 0.7 | 0 | 13.5 |
| PNM Resources, Inc. | 5/9/13 | Pass | 89.9 | 1.3 | 8.8 | 75.9 | 1.1 | 7.5 | 6.7 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Polaris Industries Inc. | 4/25/13 | Pass | 98.4 | 1.3 | 0.3 | 78.1 | 1 | 0.3 | 12.2 |
| Polycom, Inc. | 6/5/13 | Pass | 59.1 | 40.5 | 0.4 | 50 | 34.3 | 0.3 | 6.4 |
| PolyOne Corporation | 5/15/13 | Pass | 95.9 | 3.7 | 0.4 | 83.5 | 3.2 | 0.4 | 3.9 |
| Polypore International, Inc. | 5/15/13 | Pass | 98.8 | 1.2 | 0.1 | 89.9 | 1.1 | 0.1 | 4.1 |
| Pool Corporation | 5/1/13 | Pass | 96.4 | 2.9 | 0.7 | 87.3 | 2.6 | 0.6 | 6 |
| Popular, Inc. | 4/30/13 | Pass | 98 | 1.5 | 0.5 | 75.5 | 1.1 | 0.4 | 15.5 |
| Portfolio Recovery Associates, Inc. | 5/30/13 | Pass | 99 | 0.9 | 0.1 | 84 | 0.8 | 0 | 13.5 |
| Portland General Electric Company | 5/22/13 | Pass | 97.9 | 1.3 | 0.8 | 79.1 | 1 | 0.7 | 9.4 |
| Post Holdings, Inc. | 1/31/13 | Pass | 92.9 | 3.3 | 3.8 | 76.6 | 2.7 | 3.1 | 8.8 |
| Post Properties, Inc. | 5/23/13 | Pass | 97.4 | 2.2 | 0.4 | 83.5 | 1.9 | 0.4 | 5.4 |
| Potlatch Corporation | 5/6/13 | Pass | 92.2 | 7.4 | 0.4 | 76.9 | 6.2 | 0.3 | 8.4 |
| Powell Industries, Inc. | 2/20/13 | Pass | 76.6 | 22.8 | 0.6 | 68.6 | 20.4 | 0.6 | n/a |
| Power Integrations, Inc. | 6/3/13 | Pass | 94.9 | 4.5 | 0.6 | 87.8 | 4.1 | 0.6 | 4.3 |
| POZEN Inc. | 6/6/13 | Pass | 53.6 | 45.3 | 1 | 32.2 | 27.3 | 0.6 | 25.1 |
| PPG Industries, Inc. | 4/18/13 | Pass | 92.3 | 7 | 0.7 | 63.7 | 4.8 | 0.5 | 12.3 |
| PPL Corporation | 5/15/13 | Pass | 94.6 | 4.5 | 0.9 | 65 | 3.1 | 0.6 | 14.9 |
| Praxair, Inc. | 4/23/13 | Pass | 94.5 | 5.1 | 0.5 | 76.8 | 4.1 | 0.4 | 6.5 |
| Premiere Global Services, Inc. | 6/12/13 | Pass | 98.9 | 0.9 | 0.2 | 87.5 | 0.8 | 0.1 | 6.9 |
| Priceline.com Incorporated | 6/6/13 | Pass | 97.4 | 2.5 | 0.2 | 78.1 | 2 | 0.1 | 4.6 |
| Primus Telecommunications Group, Incorporated | 6/12/13 | Pass | 67.5 | 31 | 1.5 | 47.4 | 21.7 | 1 | n/a |
| Principal Financial Group, Inc. | 5/21/13 | Pass | 97.5 | 1.8 | 0.7 | 61 | 1.1 | 0.5 | 4 |
| PrivateBancorp, Inc. | 5/23/13 | Pass | 94.6 | 4.9 | 0.6 | 81.3 | 4.2 | 0.5 | 5.4 |
| ProAssurance Corporation | 5/22/13 | Pass | 96.6 | 3.3 | 0.1 | 76 | 2.6 | 0.1 | 8.9 |
| Procera Networks, Inc. | 5/30/13 | Pass | 95.6 | 4 | 0.4 | 56.1 | 2.4 | 0.2 | 25 |
| Progenics Pharmaceuticals, Inc. | 6/12/13 | Pass | 99.3 | 0.7 | 0 | 78.6 | 0.6 | 0 | 13.5 |
| Progress Software Corporation | 6/6/13 | Pass | 99.3 | 0.5 | 0.1 | 87.1 | 0.5 | 0.1 | 8.1 |
| Prologis, Inc. | 5/2/13 | Pass | 59.1 | 37.8 | 3.1 | 52.2 | 33.4 | 2.7 | 2.9 |
| Proofpoint, Inc. | 6/10/13 | Pass | 97.6 | 2 | 0.4 | 83.5 | 1.7 | 0.3 | 7.6 |
| PROS Holdings, Inc. | 6/4/13 | Pass | 99.6 | 0.4 | 0 | 90.5 | 0.4 | 0 | 4.3 |
| Prosperity Bancshares, Inc. | 4/16/13 | Pass | 93.7 | 5.7 | 0.7 | 74.3 | 4.5 | 0.5 | 8.7 |
| Protective Life Corporation | 5/13/13 | Pass | 90.6 | 8.7 | 0.7 | 74.9 | 7.2 | 0.5 | 9.2 |
| Provident Financial Services, Inc. | 4/25/13 | Pass | 95.9 | 2.9 | 1.2 | 73.5 | 2.2 | 0.9 | 11.9 |
| Prudential Financial, Inc. | 5/14/13 | Pass | 77.1 | 21.9 | 1 | 48.4 | 13.8 | 0.6 | 7 |
| PS Business Parks, Inc. | 5/6/13 | Pass | 98.9 | 1.1 | 0 | 94.6 | 1 | 0 | 1.6 |
| PTC Inc. | 3/6/13 | Pass | 99.1 | 0.8 | 0.1 | 88.8 | 0.7 | 0.1 | 4.4 |
| Public Service Enterprise Group Incorporated | 4/16/13 | Pass | 93.7 | 5.2 | 1.1 | 69.6 | 3.8 | 0.8 | 14.5 |
| Public Storage | 5/9/13 | Pass | 98.1 | 1.6 | 0.3 | 84.3 | 1.4 | 0.3 | 4.2 |
| PulteGroup, Inc. | 5/8/13 | Pass | 98.1 | 1.6 | 0.3 | 73.9 | 1.2 | 0.2 | 12.9 |
| PVH CORP. | 6/20/13 | Pass | 98.8 | 1.1 | 0.1 | 83.7 | 1 | 0.1 | 3.7 |
| QAD Inc. | 6/11/13 | Pass | 99.4 | 0.5 | 0.1 | 80.4 | 0.4 | 0.1 | n/a |
| QEP Resources, Inc. | 5/24/13 | Pass | 92.8 | 5 | 2.2 | 73.1 | 3.9 | 1.8 | 9.1 |
| Qlik Technologies Inc. | 5/15/13 | Pass | 98.3 | 1.6 | 0.1 | 85.3 | 1.4 | 0.1 | 4.3 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| QUALCOMM Incorporated | 3/5/13 | Pass | 93.5 | 5.4 | 1.1 | 67.4 | 3.9 | 0.8 | 13.4 |
| Quality Distribution, Inc. | 5/30/13 | Pass | 94.8 | 3.9 | 1.3 | 73.3 | 3 | 1 | 11.9 |
| Quanex Building Products Corporation | 2/28/13 | Pass | 98.3 | 1.5 | 0.2 | 91.7 | 1.4 | 0.1 | 2.2 |
| Quanta Services, Inc. | 5/23/13 | Pass | 98 | 1.7 | 0.3 | 81.1 | 1.4 | 0.2 | 4.1 |
| Quest Diagnostics Incorporated | 5/21/13 | Pass | 95.4 | 3.6 | 1 | 78.7 | 2.9 | 0.8 | 4.8 |
| Questar Corporation | 5/10/13 | Pass | 97 | 2.1 | 0.9 | 77.7 | 1.7 | 0.7 | 9.3 |
| Questcor Pharmaceuticals, Inc. | 5/24/13 | Pass | 92.9 | 6.5 | 0.6 | 61.8 | 4.4 | 0.4 | 22.9 |
| Quicksilver Resources Inc. | 5/15/13 | Pass | 94.4 | 5.4 | 0.2 | 68.6 | 3.9 | 0.2 | n/a |
| Quidel Corporation | 5/14/13 | Pass | 93.9 | 0.9 | 5.2 | 80 | 0.8 | 4.4 | 8.7 |
| R.R. Donnelley & Sons Company | 5/23/13 | Pass | 69.6 | 29.6 | 0.9 | 53.6 | 22.8 | 0.7 | 15.5 |
| Radian Group Inc. | 5/15/13 | Pass | 95.6 | 3.4 | 1 | 61 | 2.2 | 0.7 | 22.6 |
| RadioShack Corporation | 5/16/13 | Fail | 46.2 | 52.3 | 1.5 | 24.4 | 27.6 | 0.8 | 22.9 |
| Rambus Inc. | 4/25/13 | Pass | 91.2 | 8.1 | 0.6 | 53 | 4.7 | 0.4 | 28.9 |
| Range Resources Corporation | 5/22/13 | Pass | 86 | 13.6 | 0.4 | 74.9 | 11.9 | 0.3 | 4.5 |
| Raven Industries, Inc. | 5/23/13 | Pass | 97.9 | 1.2 | 0.8 | 80.9 | 1 | 0.7 | 12.5 |
| Raymond James Financial, Inc. | 2/21/13 | Pass | 98.4 | 1.5 | 0.1 | 78.9 | 1.2 | 0.1 | 13.3 |
| Rayonier Inc. | 5/16/13 | Pass | 96.4 | 3.1 | 0.5 | 70.3 | 2.2 | 0.4 | 17.2 |
| Raytheon Company | 5/30/13 | Pass | 96.1 | 3.1 | 0.8 | 77 | 2.5 | 0.6 | 8.5 |
| Realogy Holdings Corp. | 5/7/13 | Pass | 85.1 | 14.9 | 0 | 77.5 | 13.5 | 0 | 1.2 |
| Realty Income Corporation | 5/7/13 | Pass | 94.8 | 3.4 | 1.9 | 54.1 | 1.9 | 1.1 | 31.4 |
| Red Lion Hotels Corporation | 5/21/13 | Pass | 94.4 | 4.6 | 1 | 63.8 | 3.1 | 0.7 | 20.5 |
| Red Robin Gourmet Burgers, Inc. | 5/30/13 | Pass | 99 | 0.6 | 0.5 | 87.3 | 0.5 | 0.4 | 5.5 |
| Redwood Trust, Inc. | 5/16/13 | Pass | 96 | 3.7 | 0.2 | 77.5 | 3 | 0.2 | 12.2 |
| Regal Entertainment Group | 5/8/13 | Pass | 99.8 | 0.2 | 0 | 92.5 | 0.2 | 0 | 3.7 |
| Regal-Beloit Corporation | 4/29/13 | Pass | 97.2 | 2.7 | 0.1 | 87.5 | 2.4 | 0.1 | 3.3 |
| Regency Centers Corporation | 5/7/13 | Pass | 99.5 | 0.5 | 0.1 | 87 | 0.4 | 0.1 | 2.2 |
| Regions Financial Corporation | 5/16/13 | Pass | 95.1 | 4.4 | 0.5 | 66.7 | 3.1 | 0.4 | 14.7 |
| Reinsurance Group of America, Incorporated | 5/15/13 | Pass | 98.9 | 1 | 0.1 | 85 | 0.8 | 0.1 | 4.4 |
| Reliance Steel & Aluminum Co. | 5/15/13 | Pass | 99 | 0.8 | 0.1 | 80.9 | 0.7 | 0.1 | 10.9 |
| RenaissanceRe Holdings Ltd. | 5/15/13 | Pass | 94.2 | 5.5 | 0.3 | 78.3 | 4.6 | 0.2 | 3.9 |
| Renewable Energy Group, Inc. | 5/16/13 | Pass | 98.8 | 0.8 | 0.4 | 68.1 | 0.6 | 0.3 | 15.8 |
| Rent-A-Center, Inc | 5/9/13 | Pass | 96.2 | 3.7 | 0 | 86.3 | 3.4 | 0 | 3.6 |
| Repligen Corporation | 5/9/13 | Pass | 98.5 | 1.1 | 0.4 | 54.3 | 0.6 | 0.2 | 31 |
| Repros Therapeutics, Inc. | 6/18/13 | Pass | 86.9 | 13 | 0.1 | 59.6 | 8.9 | 0.1 | 16.2 |
| Republic Bancorp, Inc. (Kentucky) | 4/25/13 | Pass | 98.4 | 1.4 | 0.2 | 83.1 | 1.1 | 0.2 | 6.8 |
| Republic Services, Inc. | 5/9/13 | Pass | 86.9 | 11.6 | 1.5 | 74.9 | 10 | 1.3 | 4.4 |
| Resolute Energy Corporation | 5/30/13 | Pass | 80.3 | 19.3 | 0.4 | 72.1 | 17.4 | 0.3 | 3.7 |
| Resolute Forest Products Inc. | 5/16/13 | Pass | 99.3 | 0.4 | 0.3 | 63.8 | 0.3 | 0.2 | 21 |
| Responsys, Inc. | 5/29/13 | Pass | 91.2 | 8.8 | 0 | 62.8 | 6.1 | 0 | 19.8 |
| Retail Opportunity Investments Corp. | 5/1/13 | Pass | 66.9 | 31.5 | 1.5 | 50.9 | 24 | 1.2 | 15.2 |
| Revett Minerals Inc. | 6/4/13 | Pass | 98.1 | 1.9 | n/a | 50.4 | 1 | n/a | n/a |
| Rex Energy Corporation | 5/8/13 | Pass | 96.3 | 3.6 | 0.1 | 85.9 | 3.2 | 0.1 | 6.7 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-----------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Reynolds American Inc. | 5/9/13 | Pass | 94.3 | 5.1 | 0.6 | 80.5 | 4.3 | 0.5 | 8 |
| Rigel Pharmaceuticals, Inc. | 5/14/13 | Pass | 53.2 | 45.5 | 1.3 | 39.4 | 33.7 | 0.9 | 21 |
| RigNet, Inc. | 5/2/13 | Pass | 99.9 | 0.1 | 0 | 85.8 | 0.1 | 0 | 6.3 |
| Rite Aid Corporation | 6/20/13 | Pass | 96.6 | 2.7 | 0.7 | 54.1 | 1.5 | 0.4 | 29 |
| Riverbed Technology, Inc. | 5/22/13 | Pass | 91.9 | 7.6 | 0.4 | 71.7 | 5.9 | 0.3 | 15.7 |
| RLI Corp. | 5/2/13 | Pass | 95.1 | 4.4 | 0.4 | 78.5 | 3.6 | 0.4 | 9.3 |
| RLJ Lodging Trust | 5/2/13 | Pass | 98.4 | 1.2 | 0.5 | 83.8 | 1 | 0.4 | 1.4 |
| Robert Half International Inc. | 5/23/13 | Pass | 95.1 | 4.7 | 0.1 | 77.5 | 3.9 | 0.1 | 8.2 |
| Rochester Medical Corporation | 1/31/13 | Pass | 74.7 | 2.2 | 23.1 | 44.6 | 1.3 | 13.8 | 26.7 |
| Rock-Tenn Company | 1/25/13 | Pass | 86.8 | 12.6 | 0.6 | 72.5 | 10.5 | 0.5 | 5.8 |
| Rockwell Automation, Inc. | 2/5/13 | Pass | 94.2 | 4 | 1.8 | 66 | 2.8 | 1.3 | 12.5 |
| Rockwell Collins, Inc. | 2/7/13 | Pass | 93.3 | 5 | 1.7 | 70.2 | 3.8 | 1.3 | 12.1 |
| Rofin-Sinar Technologies Inc. | 3/14/13 | Pass | 96.4 | 1.9 | 1.7 | 80.6 | 1.6 | 1.4 | 6.2 |
| Rogers Corporation | 5/3/13 | Pass | 98.6 | 1 | 0.4 | 86.5 | 0.9 | 0.3 | 4.7 |
| Roper Industries, Inc. | 5/24/13 | Pass | 77.5 | 22.2 | 0.3 | 66.8 | 19.1 | 0.3 | 3.2 |
| Rosetta Resources Inc. | 5/16/13 | Pass | 98.1 | 1.7 | 0.2 | 88.5 | 1.6 | 0.1 | n/a |
| Rosetta Stone Inc. | 5/23/13 | Pass | 91.6 | 3.7 | 4.6 | 68.9 | 2.8 | 3.5 | 17.5 |
| Ross Stores, Inc. | 5/22/13 | Pass | 97.8 | 1.7 | 0.5 | 79.6 | 1.4 | 0.4 | 6.4 |
| Roundy's, Inc. | 5/17/13 | Pass | 85.3 | 14 | 0.7 | 51.5 | 8.5 | 0.4 | 31.8 |
| Rouse Properties, Inc. | 5/3/13 | Pass | 95.9 | 2.7 | 1.5 | 86.4 | 2.4 | 1.3 | 5.1 |
| Rovi Corporation | 4/30/13 | Pass | 53.2 | 46.7 | 0.1 | 44.1 | 38.7 | 0.1 | 5.6 |
| Rowan Companies plc | 4/26/13 | Pass | 95.1 | 2.3 | 2.7 | 65 | 1.5 | 1.8 | 5.4 |
| Royal Caribbean Cruises Ltd. | 5/22/13 | Pass | 92.8 | 6.8 | 0.4 | 71 | 5.2 | 0.3 | 5.3 |
| RTI Biologics, Inc. | 4/23/13 | Pass | 94 | 3.7 | 2.3 | 67.2 | 2.7 | 1.6 | n/a |
| RTI International Metals, Inc. | 4/26/13 | Pass | 96.9 | 3 | 0.1 | 88.3 | 2.7 | 0.1 | 4.4 |
| Rudolph Technologies, Inc. | 5/22/13 | Pass | 99.1 | 0.7 | 0.2 | 79.5 | 0.6 | 0.1 | 11 |
| rue21, inc. | 6/7/13 | Pass | 95.4 | 4.4 | 0.3 | 89.4 | 4.1 | 0.2 | 2.6 |
| Ryder System, Inc. | 5/3/13 | Pass | 95.9 | 3 | 1.1 | 77.5 | 2.5 | 0.9 | 6.7 |
| Ryman Hospitality Properties Inc. | 5/9/13 | Pass | 90.3 | 1.6 | 8.2 | 79.2 | 1.4 | 7.2 | 4.6 |
| S&T Bancorp, Inc. | 5/20/13 | Pass | 93.8 | 5.3 | 1 | 61.3 | 3.4 | 0.6 | 15.5 |
| S.Y. Bancorp, Inc. | 4/24/13 | Pass | 64.3 | 30.4 | 5.3 | 44.7 | 21.1 | 3.7 | 18.3 |
| Sabra Health Care REIT, Inc. | 6/19/13 | Pass | 98.1 | 1.7 | 0.2 | 78.1 | 1.4 | 0.1 | 10.9 |
| Safeguard Scientifics, Inc. | 5/23/13 | Pass | 77.5 | 21.7 | 0.8 | 53.1 | 14.9 | 0.5 | 18.2 |
| Safety Insurance Group, Inc. | 5/24/13 | Pass | 99 | 0.8 | 0.2 | 73.2 | 0.6 | 0.1 | 16.8 |
| Safeway Inc. | 5/14/13 | Pass | 69.2 | 30 | 0.8 | 51.3 | 22.2 | 0.6 | 8.5 |
| Sagent Pharmaceuticals, Inc. | 6/13/13 | Pass | 90.3 | 9.6 | 0.1 | 81 | 8.6 | 0.1 | 2.3 |
| Saia, Inc. | 4/25/13 | Pass | 98.3 | 1.5 | 0.1 | 88 | 1.4 | 0.1 | 5 |
| SAIC, Inc. | 6/7/13 | Pass | 81.7 | 12 | 6.3 | 57.7 | 8.4 | 4.4 | 8.1 |
| Salem Communications Corporation | 5/22/13 | Pass | 87.3 | 3.2 | 9.5 | 24.9 | 0.9 | 2.7 | n/a |
| salesforce.com, inc. | 6/6/13 | Pass | 82.5 | 17.2 | 0.3 | 70.5 | 14.7 | 0.3 | 4.9 |
| Salix Pharmaceuticals, Ltd. | 6/13/13 | Pass | 92.8 | 7.2 | n/a | 76.8 | 5.9 | n/a | 11.3 |
| SanDisk Corporation | 6/12/13 | Pass | 95.2 | 4.4 | 0.4 | 73.2 | 3.4 | 0.3 | 8.8 |

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Table 5 Say-on-Pay Management Proposals—Voting Results

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Sandy Spring Bancorp, Inc. | 5/1/13 | Pass | 90.8 | 8.1 | 1.1 | 65.7 | 5.9 | 0.8 | 12.6 |
| Sanmina Corporation | 3/11/13 | Pass | 99.2 | 0.5 | 0.2 | 80.4 | 0.4 | 0.2 | 10.7 |
| Sapient Corporation | 6/6/13 | Pass | 77.1 | 19.9 | 3 | 70.9 | 18.3 | 2.8 | 4.9 |
| Saratoga Resources, Inc. | 6/10/13 | Pass | 97.8 | 2.2 | n/a | 55.2 | 1.2 | n/a | n/a |
| SBA Communications Corporation | 5/9/13 | Pass | 98.4 | 1.4 | 0.2 | 85 | 1.2 | 0.2 | 3.9 |
| Schlumberger Ltd. | 4/10/13 | Pass | 95.2 | 3.9 | 0.9 | 68.6 | 2.8 | 0.6 | 8.6 |
| Schnitzer Steel Industries, Inc. | 1/30/13 | Pass | 83.6 | 16.4 | 0.1 | 67.8 | 13.3 | 0 | n/a |
| SciClone Pharmaceuticals, Inc. | 6/27/13 | Pass | 86.9 | 6.1 | 7 | 44 | 3.1 | 3.6 | 22 |
| SciQuest, Inc. | 4/24/13 | Pass | 99.1 | 0.9 | 0.1 | 89.8 | 0.8 | 0 | 5.3 |
| Seacoast Banking Corporation of Florida | 5/23/13 | Pass | 94.2 | 3.5 | 2.3 | 69.9 | 2.6 | 1.7 | 18.8 |
| SEACOR Holdings Inc. | 6/26/13 | Pass | 90.8 | 7.1 | 2 | 82 | 6.4 | 1.8 | 4.2 |
| Sealed Air Corporation | 5/16/13 | Pass | 91.3 | 8.2 | 0.5 | 74 | 6.6 | 0.4 | n/a |
| Sears Holdings Corporation | 5/1/13 | Pass | 98.9 | 0.9 | 0.1 | 85.5 | 0.8 | 0.1 | 6.1 |
| Sears Hometown and Outlet Stores, Inc. | 5/14/13 | Pass | 100 | 0 | 0 | 85.9 | 0 | 0 | 6.5 |
| Seattle Genetics, Inc. | 5/17/13 | Pass | 94.3 | 5.5 | 0.2 | 80.7 | 4.7 | 0.2 | 7.4 |
| SEI Investments Company | 5/22/13 | Pass | 98.3 | 1.5 | 0.1 | 84.9 | 1.3 | 0.1 | 7.1 |
| Select Comfort Corporation | 5/14/13 | Pass | 97.8 | 2 | 0.2 | 81.4 | 1.6 | 0.2 | 9 |
| Select Medical Holdings Corporation | 4/30/13 | Pass | 98.3 | 1.7 | 0.1 | 87.9 | 1.5 | 0.1 | 4.4 |
| Selective Insurance Group, Inc. | 4/24/13 | Pass | 94.2 | 5.6 | 0.3 | 78.2 | 4.6 | 0.2 | 6.3 |
| Semgroup Corporation | 5/22/13 | Pass | 93.1 | 0.2 | 6.7 | 81.4 | 0.1 | 5.9 | 2.7 |
| Sempra Energy | 5/9/13 | Pass | 86.1 | 12.8 | 1.2 | 63.6 | 9.4 | 0.9 | 11 |
| Semtech Corporation | 6/20/13 | Pass | 94.3 | 5.7 | 0.1 | 87.1 | 5.2 | 0.1 | 3.7 |
| Senior Housing Properties Trust | 5/9/13 | Pass | 93 | 6.6 | 0.4 | 68 | 4.8 | 0.3 | 17.9 |
| Sensient Technologies Corporation | 4/25/13 | Pass | 54 | 45.5 | 0.5 | 48.8 | 41.1 | 0.4 | 3.5 |
| Sequenom, Inc. | 6/11/13 | Pass | 76.4 | 19.9 | 3.7 | 27.7 | 7.2 | 1.3 | 47.7 |
| Service Corporation International | 5/8/13 | Pass | 80.3 | 17.1 | 2.6 | 66.5 | 14.1 | 2.2 | 9.7 |
| ServiceSource International Inc. | 5/30/13 | Pass | 57.1 | 42.3 | 0.6 | 47.9 | 35.5 | 0.5 | 11.9 |
| Shenandoah Telecommunications Company | 4/16/13 | Pass | 90.7 | 3.6 | 5.8 | 60.4 | 2.4 | 3.9 | 10.1 |
| SHFL entertainment, Inc. | 3/14/13 | Pass | 93.6 | 6.3 | 0.1 | 73.4 | 4.9 | 0.1 | 10.6 |
| Shiloh Industries, Inc. | 3/13/13 | Pass | 99.3 | 0.5 | 0.2 | 93.5 | 0.5 | 0.2 | n/a |
| Shoe Carnival, Inc. | 6/13/13 | Pass | 97.8 | 1.4 | 0.8 | 88.6 | 1.3 | 0.7 | 6.7 |
| Shutterfly, Inc. | 5/21/13 | Pass | 54.4 | 45.2 | 0.3 | 48.8 | 40.5 | 0.3 | 5 |
| Sierra Bancorp | 5/22/13 | Pass | 86.3 | 12.8 | 0.9 | 63.1 | 9.4 | 0.6 | 13.4 |
| Sigma-Aldrich Corporation | 5/7/13 | Pass | 98.1 | 1.5 | 0.4 | 76.9 | 1.2 | 0.3 | 7.4 |
| Signet Jewelers Limited | 6/14/13 | Pass | 98.1 | 1.8 | 0.1 | 75.5 | 1.4 | 0.1 | 3.3 |
| Silgan Holdings Inc. | 6/3/13 | Pass | 99.1 | 0.7 | 0.2 | 93.1 | 0.7 | 0.2 | 3.1 |
| Silicon Laboratories Inc. | 4/16/13 | Pass | 98.2 | 1.8 | 0 | 88 | 1.6 | 0 | 5.4 |
| Simmons First National Corporation | 4/16/13 | Pass | 96.2 | 2.7 | 1.1 | 68.6 | 1.9 | 0.8 | 11.6 |
| Simon Property Group, Inc. | 5/14/13 | Pass | 55.1 | 42.3 | 2.6 | 47.6 | 36.6 | 2.3 | 3 |
| Simpson Manufacturing Co., Inc. | 4/23/13 | Pass | 94.4 | 5.1 | 0.4 | 81.8 | 4.5 | 0.4 | 5.5 |
| Sirona Dental Systems, Inc. | 2/20/13 | Pass | 99.1 | 0.9 | 0 | 88.2 | 0.8 | 0 | 4.7 |
| Skilled Healthcare Group, Inc. | 5/7/13 | Pass | 99.9 | 0 | 0 | 89.8 | 0 | 0 | 3.9 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Skullcandy, Inc. | 6/13/13 | Pass | 73.1 | 20.9 | 5.9 | 38.5 | 11 | 3.1 | 27.6 |
| SkyWest, Inc. | 5/7/13 | Pass | 95.7 | 3.9 | 0.4 | 79.2 | 3.2 | 0.3 | 9.5 |
| Skyworks Solutions, Inc. | 5/7/13 | Pass | 93.2 | 6.2 | 0.6 | 67.6 | 4.5 | 0.5 | 13.5 |
| SL Green Realty Corp. | 6/13/13 | Pass | 50.2 | 49.7 | 0.1 | 45.7 | 45.2 | 0.1 | 2 |
| SLM Corporation | 5/30/13 | Pass | 98.8 | 0.6 | 0.6 | 85.2 | 0.5 | 0.5 | 3.5 |
| SM Energy Company | 5/22/13 | Pass | 98.1 | 0.6 | 1.3 | 83 | 0.5 | 1.1 | 6.3 |
| Snap-On Incorporated | 4/25/13 | Pass | 97.1 | 1.6 | 1.2 | 80.9 | 1.4 | 1 | 7.2 |
| Snyder's-Lance, Inc. | 5/3/13 | Pass | 91.6 | 2.2 | 6.1 | 66.9 | 1.6 | 4.5 | 21.6 |
| SolarWinds, Inc. | 5/9/13 | Pass | 97.4 | 2.6 | 0 | 83.4 | 2.2 | 0 | 3.4 |
| Solta Medical, Inc. | 6/5/13 | Pass | 58.6 | 28.7 | 12.8 | 44.7 | 21.9 | 9.7 | 12.8 |
| Sonic Automotive, Inc. | 4/17/13 | Pass | 93.4 | 6.2 | 0.4 | 90.2 | 6 | 0.4 | 1.6 |
| Sonic Corp. | 1/17/13 | Pass | 98.9 | 1 | 0.2 | 78.5 | 0.8 | 0.1 | 11 |
| Sonoco Products Company | 4/17/13 | Pass | 96.6 | 2.4 | 1 | 72.5 | 1.8 | 0.7 | 12.1 |
| Sonus Networks Inc | 6/12/13 | Fail | 49 | 49.7 | 1.3 | 24.5 | 24.8 | 0.6 | 20.8 |
| Sotheby's | 5/8/13 | Pass | 54.7 | 44.2 | 1.1 | 41.5 | 33.5 | 0.8 | n/a |
| Sourcefire, Inc. | 6/6/13 | Pass | 99.4 | 0.5 | 0.1 | 83 | 0.4 | 0.1 | 6.7 |
| South Jersey Industries, Inc. | 4/19/13 | Pass | 93.7 | 4.8 | 1.4 | 71 | 3.6 | 1.1 | 15.3 |
| Southern Copper Corporation | 4/25/13 | Pass | 99.4 | 0.5 | 0.1 | 88.8 | 0.5 | 0.1 | 6.3 |
| Southwest Airlines Co. | 5/15/13 | Pass | 95.4 | 4.1 | 0.5 | 75.5 | 3.2 | 0.4 | 12.1 |
| Southwest Bancorp, Inc. | 4/24/13 | Pass | 96.6 | 1.4 | 2 | 79.7 | 1.2 | 1.6 | 10.3 |
| Southwest Gas Corporation | 5/9/13 | Pass | 88.2 | 2.2 | 9.6 | 68.9 | 1.7 | 7.5 | 8 |
| Southwestern Energy Company | 5/21/13 | Pass | 98.3 | 1.5 | 0.2 | 83.9 | 1.3 | 0.2 | 5.7 |
| Sovran Self Storage, Inc. | 5/22/13 | Pass | 97.5 | 2.1 | 0.3 | 83.1 | 1.8 | 0.3 | 7.7 |
| Spancion Inc. | 6/6/13 | Fail | 49 | 49.5 | 1.5 | 44.7 | 45.2 | 1.4 | 2.1 |
| Spark Networks, Inc. | 5/24/13 | Pass | 97.8 | 2.2 | 0 | 76.1 | 1.7 | 0 | 13.1 |
| Spartan Motors, Inc. | 5/22/13 | Pass | 95.1 | 2.6 | 2.3 | 68.5 | 1.9 | 1.7 | 17 |
| Spectra Energy Corp | 4/30/13 | Pass | 93.8 | 4.3 | 1.9 | 62.8 | 2.9 | 1.3 | 16.8 |
| Spectrum Pharmaceuticals Inc. | 6/28/13 | Fail | 31.4 | 67.6 | 1 | 15.9 | 34.1 | 0.5 | 28.5 |
| Spirit Airlines, Inc. | 6/12/13 | Pass | 94.9 | 4.9 | 0.2 | 83.7 | 4.3 | 0.2 | 7.8 |
| Splunk, Inc. | 6/13/13 | Pass | 98.4 | 1.4 | 0.2 | 72.6 | 1 | 0.1 | 16.5 |
| SPS Commerce, Inc. | 5/15/13 | Pass | 90.7 | 9.2 | 0.1 | 79 | 8.1 | 0.1 | 5.6 |
| SPX Corporation | 5/2/13 | Pass | 66.6 | 32.5 | 0.9 | 54.7 | 26.7 | 0.8 | 6.1 |
| St. Jude Medical, Inc. | 5/2/13 | Pass | 96.5 | 3.1 | 0.4 | 77.1 | 2.5 | 0.3 | 8.9 |
| STAAR Surgical Company | 5/13/13 | Pass | 96 | 3.9 | 0.1 | 63 | 2.6 | 0.1 | 26.4 |
| STAG Industrial, Inc. | 5/6/13 | Pass | 96.2 | 3 | 0.8 | 74.2 | 2.4 | 0.6 | 11.7 |
| Stage Stores, Inc. | 6/13/13 | Pass | 98.6 | 1.3 | 0.1 | 91.8 | 1.2 | 0.1 | 1.7 |
| STAMPS.COM Inc. | 6/12/13 | Pass | 95 | 1.5 | 3.5 | 72.8 | 1.2 | 2.7 | 9.3 |
| StanCorp Financial Group, Inc. | 5/13/13 | Pass | 97.5 | 2.1 | 0.4 | 72.4 | 1.6 | 0.3 | 4.5 |
| Standard Motor Products, Inc. | 5/16/13 | Pass | 92.3 | 0.9 | 6.7 | 77.1 | 0.8 | 5.6 | 10.9 |
| Standard Parking Corporation | 4/24/13 | Pass | 99.3 | 0.6 | 0.1 | 91.6 | 0.6 | 0.1 | 3.5 |
| Stanley Black & Decker, Inc. | 4/16/13 | Pass | 92.9 | 5.9 | 1.2 | 74 | 4.7 | 0.9 | 6.6 |
| Staples, Inc. | 6/3/13 | Pass | 97.6 | 1.9 | 0.5 | 74.3 | 1.4 | 0.4 | 9.7 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Starbucks Corporation | 3/20/13 | Pass | 72.4 | 27.3 | 0.3 | 51.4 | 19.4 | 0.2 | 15.5 |
| Starwood Hotels & Resorts Worldwide, Inc. | 5/30/13 | Pass | 97.5 | 2.1 | 0.4 | 78.5 | 1.7 | 0.3 | 4.6 |
| Starwood Property Trust, Inc. | 5/2/13 | Pass | 99.2 | 0.5 | 0.3 | 73.8 | 0.4 | 0.2 | 15.6 |
| State Auto Financial Corporation | 5/3/13 | Pass | 98.8 | 1 | 0.1 | 89.9 | 1 | 0.1 | 5.9 |
| State Bank Financial Corporation | 5/22/13 | Pass | 98.4 | 1.5 | 0.1 | 81.6 | 1.3 | 0.1 | 8.1 |
| State Street Corporation | 5/15/13 | Pass | 91.7 | 7.4 | 0.9 | 75.2 | 6.1 | 0.7 | 6 |
| Steel Dynamics, Inc. | 5/16/13 | Pass | 88 | 11.7 | 0.4 | 72.2 | 9.6 | 0.3 | 7.9 |
| Stein Mart, Inc. | 6/18/13 | Pass | 99.7 | 0.3 | 0 | 86.1 | 0.2 | 0 | n/a |
| Steiner Leisure Limited | 6/12/13 | Pass | 99.3 | 0.6 | 0 | 88.3 | 0.6 | 0 | 3 |
| Steinway Musical Instruments, Inc. | 1/30/13 | Pass | 77.3 | 21.4 | 1.4 | 66.9 | 18.5 | 1.2 | 6.9 |
| StellarOne Corporation | 5/15/13 | Pass | 91.7 | 7.1 | 1.2 | 61.5 | 4.7 | 0.8 | n/a |
| Stepan Company | 4/30/13 | Pass | 96.8 | 2.2 | 1 | 73.4 | 1.7 | 0.7 | 6.8 |
| Stericycle, Inc. | 5/21/13 | Pass | 97 | 2.8 | 0.2 | 77.6 | 2.2 | 0.2 | 7.4 |
| Sterling Bancorp | 2/21/13 | Pass | 95.7 | 3.9 | 0.4 | 68.8 | 2.8 | 0.3 | 16.2 |
| Sterling Construction Company, Inc. | 5/9/13 | Pass | 70.2 | 28.9 | 0.9 | 53.4 | 22 | 0.7 | 15.5 |
| Sterling Financial Corporation (WA) | 4/29/13 | Pass | 97.9 | 1.9 | 0.2 | 84.8 | 1.7 | 0.1 | 2.2 |
| Steven Madden, Ltd. | 5/24/13 | Pass | 95.9 | 3.9 | 0.2 | 86.2 | 3.5 | 0.2 | 5.9 |
| Stewart Enterprises, Inc. | 4/18/13 | Pass | 98.2 | 1 | 0.8 | 83 | 0.8 | 0.7 | 9.3 |
| Stewart Information Services Corporation | 5/3/13 | Pass | 97.5 | 2 | 0.5 | 75.5 | 1.5 | 0.4 | 10.8 |
| Stifel Financial Corp. | 6/12/13 | Pass | 52.3 | 47.2 | 0.4 | 45.9 | 41.5 | 0.4 | 8.3 |
| Stillwater Mining Company | 5/2/13 | Fail | 32.1 | 65.8 | 2.1 | 25.7 | 52.7 | 1.7 | 5.8 |
| Stone Energy Corporation | 5/23/13 | Pass | 67.4 | 32.4 | 0.2 | 54.8 | 26.3 | 0.2 | 10.5 |
| Stoneridge, Inc. | 5/6/13 | Pass | 82 | 14.4 | 3.6 | 68.2 | 12 | 3 | 9.1 |
| Strategic Hotels & Resorts, Inc. | 5/23/13 | Fail | 49.6 | 50.4 | 0 | 41.9 | 42.6 | 0 | 5.3 |
| Stratus Properties Inc. | 5/23/13 | Pass | 68.2 | 30.7 | 1 | 39.5 | 17.8 | 0.6 | 35.5 |
| Strayer Education, Inc. | 5/2/13 | Pass | 90 | 9.8 | 0.1 | 76.3 | 8.3 | 0.1 | 5.6 |
| Stryker Corporation | 4/30/13 | Pass | 95.1 | 4.2 | 0.7 | 75.3 | 3.3 | 0.6 | 10.1 |
| Sturm, Ruger & Company, Inc. | 4/30/13 | Pass | 85.5 | 13.9 | 0.6 | 53.3 | 8.7 | 0.4 | 27.2 |
| Sucampo Pharmaceuticals, Inc. | 5/22/13 | Pass | 99.8 | 0.1 | 0 | 82.5 | 0.1 | 0 | 5.8 |
| Suffolk Bancorp | 5/21/13 | Pass | 89.3 | 6.4 | 4.3 | 62.2 | 4.5 | 3 | 17.6 |
| Summit Hotel Properties, Inc. | 6/12/13 | Pass | 98.5 | 1.1 | 0.5 | 75.6 | 0.8 | 0.4 | 9.8 |
| Sun Hydraulics Corporation | 5/28/13 | Pass | 98.1 | 1.6 | 0.3 | 83.1 | 1.3 | 0.3 | 9 |
| SunCoke Energy, Inc. | 5/9/13 | Pass | 96.9 | 2.9 | 0.2 | 74.9 | 2.3 | 0.2 | 8.7 |
| SunEdison, Inc. | 5/30/13 | Pass | 97.5 | 2.2 | 0.4 | 66.2 | 1.5 | 0.3 | 20.7 |
| Sunesis Pharmaceuticals, Inc. | 6/6/13 | Pass | 99.6 | 0.3 | 0.1 | 75.7 | 0.2 | 0.1 | n/a |
| Sunstone Hotel Investors, Inc. | 5/1/13 | Pass | 96.4 | 3.6 | 0 | 83.6 | 3.1 | 0 | 1.2 |
| SunTrust Banks, Inc. | 4/23/13 | Pass | 96.3 | 3.2 | 0.5 | 74.5 | 2.5 | 0.4 | 7.9 |
| Superior Energy Services, Inc. | 6/6/13 | Pass | 67 | 32.8 | 0.2 | 55.5 | 27.2 | 0.2 | 6.2 |
| Superior Industries International, Inc. | 5/17/13 | Pass | 77.3 | 16.4 | 6.3 | 64.3 | 13.6 | 5.3 | n/a |
| support.com, Inc. | 5/23/13 | Pass | 99.1 | 0.7 | 0.2 | 67.5 | 0.5 | 0.2 | 21.1 |
| SurModics, Inc. | 2/11/13 | Pass | 97.5 | 2.4 | 0.1 | 76.5 | 1.9 | 0.1 | 11.2 |
| Susquehanna Bancshares, Inc. | 5/3/13 | Pass | 95 | 4.5 | 0.5 | 75.1 | 3.5 | 0.4 | 9.1 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Susser Holdings Corporation | 5/21/13 | Pass | 93.7 | 5.8 | 0.5 | 74.7 | 4.6 | 0.4 | 6 |
| SVB Financial Group | 4/25/13 | Pass | 94.1 | 5.8 | 0.1 | 84.2 | 5.2 | 0.1 | 4.7 |
| Swift Energy Company | 5/21/13 | Pass | 93.2 | 6.6 | 0.2 | 76.1 | 5.4 | 0.1 | 12.5 |
| Swift Transportation Company | 5/8/13 | Pass | 99.8 | 0.2 | 0 | 90.9 | 0.2 | 0 | 3.8 |
| Sykes Enterprises, Incorporated | 5/21/13 | Pass | 81.3 | 17.2 | 1.5 | 72.6 | 15.4 | 1.3 | 4.6 |
| Symetra Financial Corporation | 5/2/13 | Pass | 98.5 | 1.5 | 0 | 87.4 | 1.3 | 0 | 4.6 |
| Symmetry Medical, Inc. | 4/26/13 | Pass | 96.3 | 2.1 | 1.6 | 87.5 | 1.9 | 1.4 | 4.1 |
| Synageva BioPharma Corp. | 6/6/13 | Pass | 93.8 | 6.2 | 0 | 90.6 | 6 | 0 | 1.2 |
| Synchronoss Technologies, Inc. | 5/13/13 | Pass | 77.4 | 22.2 | 0.4 | 69.3 | 19.9 | 0.3 | 5.1 |
| Synergy Pharmaceuticals, Inc. | 1/3/13 | Pass | 86.9 | 13 | 0.2 | 62.9 | 9.4 | 0.1 | 12.5 |
| SYNNEX Corporation | 3/19/13 | Pass | 99.6 | 0.3 | 0.1 | 92.5 | 0.3 | 0.1 | 3.3 |
| Synopsys, Inc. | 4/3/13 | Pass | 98.5 | 1.4 | 0.1 | 85.1 | 1.2 | 0.1 | 6.4 |
| Synovus Financial Corp. | 4/25/13 | Pass | 99 | 0.7 | 0.3 | n/a | n/a | n/a | n/a |
| Synta Pharmaceuticals Corp. | 6/13/13 | Pass | 99.5 | 0.4 | 0.1 | 66.4 | 0.3 | 0.1 | 22.5 |
| Sypris Solutions, Inc. | 5/7/13 | Pass | 97.3 | 2.6 | 0.1 | 82.2 | 2.2 | 0.1 | n/a |
| T. Rowe Price Group, Inc. | 4/23/13 | Pass | 98.3 | 1.1 | 0.5 | 77.3 | 0.9 | 0.4 | 11.4 |
| Tanger Factory Outlet Centers, Inc. | 5/17/13 | Pass | 88.2 | 11.7 | 0.1 | 72.8 | 9.7 | 0.1 | 8.7 |
| Tangoe, Inc. | 6/5/13 | Pass | 63.3 | 36.1 | 0.5 | 54.4 | 31.1 | 0.4 | 10.6 |
| Targacept, Inc. | 5/31/13 | Pass | 97.9 | 1.3 | 0.8 | 76.4 | 1 | 0.6 | 14.6 |
| Target Corporation | 6/12/13 | Pass | 51.7 | 47.6 | 0.7 | 39.8 | 36.7 | 0.5 | 9.2 |
| TASER International, Inc. | 5/23/13 | Pass | 94.7 | 5 | 0.3 | 53.3 | 2.8 | 0.2 | 32.4 |
| Taubman Centers, Inc. | 5/29/13 | Pass | 96.9 | 2.9 | 0.3 | 86.1 | 2.5 | 0.3 | 4.5 |
| Taylor Capital Group, Inc. | 5/30/13 | Pass | 95.4 | 4.4 | 0.2 | 79.5 | 3.7 | 0.1 | 8.6 |
| TCF Financial Corporation | 4/24/13 | Pass | 61.4 | 38.4 | 0.2 | 50.4 | 31.6 | 0.2 | 7.4 |
| TD Ameritrade Holding Corporation | 2/13/13 | Pass | 98.4 | 1.5 | 0.1 | 87.1 | 1.4 | 0.1 | 6.4 |
| TECO Energy, Inc. | 5/1/13 | Pass | 92.1 | 5.6 | 2.4 | 58.4 | 3.5 | 1.5 | 26.5 |
| Teledyne Technologies Incorporated | 4/24/13 | Pass | 95.8 | 3.7 | 0.5 | 82.3 | 3.2 | 0.4 | 6.3 |
| Teleflex Incorporated | 5/3/13 | Pass | 96.5 | 2.9 | 0.6 | 81.5 | 2.5 | 0.5 | 6.8 |
| Telephone and Data Systems, Inc. | 5/24/13 | Pass | 87 | 12.8 | 0.2 | 59.3 | 8.7 | 0.1 | 0.8 |
| TeleTech Holdings, Inc. | 5/23/13 | Pass | 99.7 | 0.1 | 0.2 | 93.7 | 0.1 | 0.2 | 3.9 |
| Tellabs, Inc. | 5/1/13 | Pass | 94.6 | 4.1 | 1.3 | 72.2 | 3.1 | 1 | 16.3 |
| Telular Corporation | 2/5/13 | Pass | 94 | 2 | 4 | 52.3 | 1.1 | 2.2 | 33.1 |
| Tempur Sealy International, Inc. | 5/22/13 | Pass | 99 | 0.8 | 0.3 | 86.2 | 0.7 | 0.2 | 6.3 |
| Tenet Healthcare Corporation | 5/3/13 | Pass | 96.8 | 1.3 | 1.9 | 83.1 | 1.1 | 1.6 | 7.4 |
| Tennant Company | 4/24/13 | Pass | 93 | 1.6 | 5.4 | 81 | 1.4 | 4.7 | 6.3 |
| Tenneco Inc. | 5/15/13 | Pass | 91.1 | 5.3 | 3.6 | 80 | 4.6 | 3.2 | 5.4 |
| Teradata Corporation | 4/30/13 | Pass | 96.6 | 3.1 | 0.3 | 75.8 | 2.4 | 0.2 | 7.7 |
| Teradyne, Inc. | 5/21/13 | Pass | 99 | 1 | 0.1 | 84.3 | 0.8 | 0.1 | 8.1 |
| Terex Corporation | 5/9/13 | Pass | 97.5 | 2.1 | 0.5 | 73.9 | 1.6 | 0.4 | 12.3 |
| Terreno Realty Corporation | 5/7/13 | Pass | 99.8 | 0.1 | 0 | 94.2 | 0.1 | 0 | 2.2 |
| Tesco Corporation | 5/9/13 | Pass | 90.2 | 9.4 | 0.4 | 68.5 | 7.1 | 0.3 | 12.6 |
| Tesoro Corporation | 5/1/13 | Pass | 97.7 | 1.7 | 0.6 | 66.3 | 1.2 | 0.4 | 9.3 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Tessera Technologies, Inc. | 5/23/13 | Pass | 71 | 28.9 | 0.1 | 59.5 | 24.3 | 0.1 | n/a |
| Tetra Tech, Inc. | 2/26/13 | Pass | 97.2 | 2.6 | 0.1 | 79.5 | 2.2 | 0.1 | n/a |
| TETRA Technologies, Inc. | 5/3/13 | Pass | 95.5 | 4.4 | 0.1 | 78.1 | 3.6 | 0.1 | 8.7 |
| Texas Capital Bancshares, Inc. | 5/14/13 | Pass | 96.9 | 3 | 0.1 | 81.2 | 2.5 | 0.1 | n/a |
| Texas Instruments Incorporated | 4/18/13 | Pass | 94.7 | 4.5 | 0.9 | 76.2 | 3.6 | 0.7 | 8.6 |
| Texas Roadhouse, Inc. | 5/16/13 | Pass | 90.6 | 9.4 | 0 | 81.7 | 8.5 | 0 | 5 |
| Textron Inc. | 4/24/13 | Pass | 90.8 | 7 | 2.2 | 75.9 | 5.9 | 1.9 | 7.3 |
| TGC Industries, Inc. | 6/4/13 | Pass | 67.6 | 32.1 | 0.3 | 46 | 21.8 | 0.2 | 18.3 |
| The ADT Corporation | 3/14/13 | Pass | 94 | 3.9 | 2.1 | 72.3 | 3 | 1.6 | 5.9 |
| The AES Corporation | 4/18/13 | Pass | 94 | 4.5 | 1.5 | 78.1 | 3.7 | 1.3 | 5.5 |
| The Allstate Corporation | 5/21/13 | Pass | 95.7 | 3.6 | 0.7 | 73.9 | 2.8 | 0.6 | 8.7 |
| The Babcock & Wilcox Company | 5/3/13 | Pass | 97.8 | 2 | 0.3 | 87.5 | 1.7 | 0.3 | 6.1 |
| The Bancorp, Inc. | 5/6/13 | Pass | 87.2 | 11.5 | 1.3 | 72.5 | 9.6 | 1.1 | 9.8 |
| The Bank of Kentucky Financial Corporation | 4/19/13 | Pass | 95.8 | 3.3 | 0.9 | 62.1 | 2.1 | 0.6 | 17 |
| The Bank of New York Mellon Corporation | 4/9/13 | Pass | 94.8 | 3 | 2.2 | 76.4 | 2.4 | 1.8 | 6.9 |
| The Boeing Company | 4/29/13 | Pass | 91 | 7.7 | 1.2 | 66.7 | 5.7 | 0.9 | 13.5 |
| The Bon-Ton Stores, Inc. | 6/18/13 | Pass | 97.4 | 0.2 | 2.4 | 84.1 | 0.1 | 2.1 | 5.7 |
| The Boston Beer Company, Inc. | 5/29/13 | Pass | 96.4 | 0.6 | 3 | 49.6 | 0.3 | 1.6 | n/a |
| The Brink's Company | 5/3/13 | Pass | 90.5 | 2.1 | 7.4 | 80.7 | 1.9 | 6.6 | 4.7 |
| The Charles Schwab Corporation | 5/16/13 | Pass | 91.5 | 7.8 | 0.6 | 78.3 | 6.7 | 0.5 | 7.9 |
| The Cheesecake Factory Incorporated | 5/30/13 | Pass | 94.8 | 2.1 | 3.1 | 80.8 | 1.8 | 2.6 | 9.5 |
| The Chefs' Warehouse, Inc. | 5/17/13 | Pass | 99.9 | 0.1 | 0 | 84.4 | 0.1 | 0 | 4.9 |
| The Children's Place Retail Stores, Inc. | 5/30/13 | Fail | 17.3 | 82.6 | 0 | 14.6 | 69.8 | 0 | 5.8 |
| The Chubb Corporation | 4/30/13 | Pass | 96.5 | 3.2 | 0.3 | 76.7 | 2.6 | 0.2 | 8.5 |
| The Coca-Cola Company | 4/24/13 | Pass | 76.6 | 22.7 | 0.7 | 53.8 | 15.9 | 0.5 | 14.1 |
| The Cooper Companies, Inc. | 3/21/13 | Pass | 97.8 | 1.8 | 0.3 | 87.1 | 1.6 | 0.3 | 4.2 |
| The Corporate Executive Board Company | 6/13/13 | Pass | 99.3 | 0.4 | 0.3 | 91.5 | 0.4 | 0.2 | 3 |
| The Dolan Company | 5/14/13 | Pass | 92.7 | 7.3 | 0 | 67.8 | 5.3 | 0 | 14.3 |
| The Dow Chemical Company | 5/9/13 | Pass | 74 | 24.7 | 1.2 | 55.9 | 18.7 | 0.9 | 11.1 |
| The Dun & Bradstreet Corporation | 5/8/13 | Pass | 96.9 | 2.4 | 0.7 | 78.6 | 2 | 0.5 | 6.2 |
| The E.W. Scripps Company | 5/1/13 | Pass | 100 | n/a | n/a | 20.9 | n/a | n/a | n/a |
| The Empire District Electric Company | 4/25/13 | Pass | 89.1 | 7.3 | 3.6 | 50 | 4.1 | 2 | 30.2 |
| The First Bancorp, Inc. | 4/24/13 | Pass | 92.8 | 4.4 | 2.7 | 62.9 | 3 | 1.9 | 25.7 |
| The First of Long Island Corporation | 4/16/13 | Pass | 91.1 | 8.6 | 0.3 | 66.8 | 6.3 | 0.2 | 13.6 |
| The Fresh Market, Inc. | 6/4/13 | Pass | 99.5 | 0.3 | 0.2 | 89.2 | 0.3 | 0.2 | 4.3 |
| The Gap, Inc. | 5/21/13 | Pass | 99.1 | 0.9 | 0.1 | 87.4 | 0.8 | 0.1 | 4 |
| The GEO Group, Inc. | 5/7/13 | Pass | 79.6 | 19.7 | 0.8 | 70.2 | 17.3 | 0.7 | 6.4 |
| The Goldman Sachs Group, Inc. | 5/23/13 | Pass | 86.8 | 12.3 | 0.8 | 62.9 | 8.9 | 0.6 | 12.4 |
| The Goodyear Tire & Rubber Company | 4/15/13 | Pass | 55.1 | 44 | 0.9 | 39.4 | 31.5 | 0.7 | 14.8 |
| The Gorman-Rupp Company | 4/25/13 | Pass | 88.6 | 3.2 | 8.2 | 71.3 | 2.5 | 6.6 | 11.8 |
| The Greenbrier Companies, Inc. | 1/9/13 | Pass | 78.1 | 8.2 | 13.7 | 59.9 | 6.3 | 10.5 | 15.5 |
| The Hackett Group, Inc. | 5/3/13 | Pass | 77.3 | 19.4 | 3.3 | 57.7 | 14.5 | 2.4 | 15.5 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| The Hanover Insurance Group, Inc. | 5/14/13 | Pass | 95.3 | 4.4 | 0.3 | 75.4 | 3.5 | 0.2 | 5.2 |
| The Hartford Financial Services Group, Inc. | 5/15/13 | Pass | 84.4 | 14 | 1.6 | 63.7 | 10.5 | 1.2 | 10.8 |
| The Hershey Company | 4/30/13 | Pass | 99.3 | 0.6 | 0.1 | 93.3 | 0.6 | 0.1 | 3 |
| The Home Depot, Inc. | 5/23/13 | Pass | 92.8 | 6.6 | 0.6 | 66.1 | 4.7 | 0.4 | 14.3 |
| The Howard Hughes Corporation | 5/14/13 | Pass | 97.8 | 1.9 | 0.2 | 62.5 | 1.2 | 0.1 | 21.3 |
| The Interpublic Group of Companies, Inc. | 5/23/13 | Pass | 97.6 | 2.1 | 0.4 | 79.9 | 1.7 | 0.3 | 4.8 |
| The Jones Group Inc. | 6/14/13 | Pass | 71.6 | 25.1 | 3.4 | 63.6 | 22.3 | 3 | 5.1 |
| The Kroger Co. | 6/27/13 | Pass | 96.6 | 2.8 | 0.6 | 76.6 | 2.2 | 0.5 | 6.7 |
| The Macerich Company | 5/30/13 | Pass | 98.4 | 1.3 | 0.2 | 87.2 | 1.2 | 0.2 | 3.4 |
| The Manitowoc Company, Inc. | 5/7/13 | Pass | 97.1 | 2 | 0.8 | 63.8 | 1.3 | 0.6 | 22.8 |
| The Medicines Company | 5/30/13 | Pass | 98 | 2 | 0 | 84.5 | 1.7 | 0 | 4.7 |
| The Middleby Corporation | 5/14/13 | Fail | 48.5 | 51 | 0.5 | 42.4 | 44.6 | 0.4 | 7.2 |
| The NASDAQ OMX Group, Inc. | 5/22/13 | Pass | 95.9 | 3 | 1 | 59.6 | 1.9 | 0.6 | 4.6 |
| The Navigators Group, Inc. | 5/23/13 | Pass | 98 | 2 | 0 | 90.3 | 1.8 | 0 | 2.3 |
| The New York Times Company | 5/1/13 | Pass | 98 | 1.7 | 0.3 | 0.5 | 0 | 0 | 0 |
| The Pantry, Inc. | 3/14/13 | Pass | 99 | 0.8 | 0.2 | 86.3 | 0.7 | 0.2 | 6.7 |
| The Pep Boys - Manny, Moe & Jack | 6/12/13 | Pass | 87.1 | 0.7 | 12.2 | 75.6 | 0.6 | 10.6 | 7.7 |
| The PNC Financial Services Group, Inc. | 4/23/13 | Pass | 83.2 | 15.8 | 1 | 64.8 | 12.3 | 0.8 | 8.1 |
| The Progressive Corporation | 5/16/13 | Pass | 98.5 | 1.1 | 0.4 | 83.5 | 0.9 | 0.3 | 3.8 |
| The Providence Service Corporation | 6/6/13 | Pass | 99.9 | 0 | 0.1 | 87.1 | 0 | 0 | 6.2 |
| The Ryland Group, Inc. | 4/24/13 | Pass | 98.5 | 0.7 | 0.8 | 86.5 | 0.6 | 0.7 | 5.2 |
| The Scotts Miracle-Gro Company | 1/17/13 | Pass | 87.6 | 11.9 | 0.5 | 78.3 | 10.7 | 0.4 | 5 |
| The Sherwin-Williams Company | 4/17/13 | Pass | 93.7 | 5.5 | 0.8 | 77 | 4.5 | 0.7 | 6.8 |
| The Southern Company | 5/22/13 | Pass | 84.4 | 5.1 | 10.5 | 49.9 | 3 | 6.2 | 17.8 |
| The Spectranetics Corporation | 5/29/13 | Pass | 99.4 | 0.6 | 0.1 | 72.8 | 0.4 | 0.1 | 17.4 |
| The St. Joe Company | 5/16/13 | Pass | 92.7 | 2.5 | 4.8 | 78.2 | 2.1 | 4 | 9.9 |
| The Timken Company | 5/7/13 | Pass | 87.3 | 11.7 | 1 | 76.7 | 10.3 | 0.9 | 6.5 |
| The TJX Companies, Inc. | 6/11/13 | Pass | 97.9 | 1.8 | 0.3 | 81.6 | 1.5 | 0.2 | 5.6 |
| The Toro Company | 3/12/13 | Pass | 94 | 4.9 | 1.1 | 79.2 | 4.1 | 1 | 8.5 |
| The Travelers Companies, Inc. | 5/22/13 | Pass | 82.8 | 16.2 | 1 | 64.3 | 12.6 | 0.8 | 9 |
| The Ultimate Software Group, Inc. | 5/20/13 | Fail | 49.5 | 50.4 | 0.1 | 43.8 | 44.5 | 0.1 | 7.7 |
| The Valspar Corporation | 2/21/13 | Pass | 84.8 | 14.6 | 0.5 | 71.2 | 12.3 | 0.4 | 8.8 |
| The Walt Disney Company | 3/6/13 | Pass | 57.6 | 41.8 | 0.6 | 43.2 | 31.4 | 0.4 | 10.5 |
| The Washington Post Company | 5/9/13 | Pass | 100 | n/a | n/a | 16.4 | n/a | n/a | n/a |
| The Wendy's Company | 5/23/13 | Pass | 88.8 | 10.8 | 0.4 | 68.6 | 8.4 | 0.3 | 15.4 |
| The Western Union Company | 5/30/13 | Pass | 97.5 | 2.1 | 0.4 | 76.6 | 1.7 | 0.3 | 8.4 |
| The Wet Seal, Inc. | 5/23/13 | Pass | 75.9 | 12.9 | 11.2 | 55.1 | 9.3 | 8.2 | 9.7 |
| The Whitewave Foods Company | 4/17/13 | Pass | 99.9 | 0.1 | 0 | 99.6 | 0.1 | 0 | 0.1 |
| The Williams Companies, Inc. | 5/16/13 | Pass | 95.2 | 2.1 | 2.7 | 70.1 | 1.5 | 2 | 11.5 |
| Theravance, Inc. | 4/24/13 | Pass | 99.6 | 0.3 | 0.1 | 89.4 | 0.3 | 0.1 | n/a |
| Thermo Fisher Scientific, Inc. | 5/22/13 | Pass | 96.6 | 3.2 | 0.2 | 79.9 | 2.6 | 0.2 | 6.4 |
| Thomas Properties Group, Inc. | 5/31/13 | Pass | 93.7 | 5.5 | 0.7 | 60.8 | 3.6 | 0.5 | 5.2 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Thoratec Corporation | 5/22/13 | Pass | 92.9 | 7 | 0.1 | 79.2 | 6 | 0.1 | 6.4 |
| Threshold Pharmaceuticals, Inc. | 5/17/13 | Pass | 94.4 | 1.2 | 4.3 | 64 | 0.8 | 2.9 | 18.3 |
| TIBCO Software Inc. | 4/25/13 | Pass | 95.8 | 0.9 | 3.3 | 76.5 | 0.7 | 2.6 | 8.2 |
| Tiffany & Co. | 5/16/13 | Pass | 97.8 | 1 | 1.2 | 79.5 | 0.8 | 1 | 6.8 |
| Time Warner Cable Inc. | 5/16/13 | Pass | 87.2 | 12.3 | 0.5 | 72 | 10.2 | 0.4 | 5.3 |
| Time Warner Inc. | 5/23/13 | Pass | 92.2 | 7 | 0.8 | 74.2 | 5.6 | 0.7 | 6.7 |
| Titan International, Inc. | 5/16/13 | Pass | 53 | 46.7 | 0.3 | 38 | 33.5 | 0.2 | 13.5 |
| Titan Machinery Inc. | 5/30/13 | Pass | 98.3 | 0.8 | 0.9 | 78.7 | 0.6 | 0.7 | n/a |
| TMS International Corp. | 6/5/13 | Pass | 99.7 | 0.3 | 0 | 97.5 | 0.3 | 0 | 0.5 |
| Toll Brothers, Inc. | 3/13/13 | Pass | 98.7 | 0.9 | 0.4 | 79.6 | 0.7 | 0.3 | 9.5 |
| Torchmark Corporation | 4/25/13 | Pass | 96.9 | 2.5 | 0.6 | 71.7 | 1.8 | 0.4 | 8.7 |
| Total System Services, Inc. | 4/30/13 | Pass | 96.3 | 3 | 0.7 | 65.2 | 2 | 0.5 | 13.4 |
| Tower Group International, Ltd. | 5/7/13 | Pass | 95.3 | 4.6 | 0 | 68.7 | 3.3 | 0 | 6.9 |
| Tower International, Inc. | 4/19/13 | Pass | 81.8 | 18 | 0.1 | 70.2 | 15.5 | 0.1 | 2.9 |
| Town Sports International Holdings, Inc. | 5/9/13 | Pass | 96.5 | 2.8 | 0.7 | 79.6 | 2.3 | 0.6 | 10 |
| Tractor Supply Company | 5/2/13 | Pass | 98.1 | 0.9 | 1 | 80.7 | 0.8 | 0.8 | 8.7 |
| TransDigm Group Incorporated | 3/6/13 | Pass | 96.7 | 2.9 | 0.4 | 86.1 | 2.6 | 0.3 | n/a |
| TreeHouse Foods, Inc. | 4/25/13 | Pass | 88.3 | 11.2 | 0.5 | 78.8 | 10 | 0.4 | 4.4 |
| Trex Company, Inc. | 5/1/13 | Pass | 95.1 | 3.7 | 1.3 | 79.7 | 3.1 | 1.1 | 7.9 |
| TriCo Bancshares | 5/9/13 | Pass | 93.4 | 4.2 | 2.5 | 64.6 | 2.9 | 1.7 | 30.8 |
| Trimble Navigation Limited | 5/7/13 | Pass | 92.1 | 7.8 | 0.1 | 76.8 | 6.5 | 0.1 | 7.6 |
| Trinity Industries, Inc. | 5/6/13 | Pass | 87.5 | 11.6 | 0.9 | 68 | 9 | 0.7 | 12 |
| Triple-S Management Corporation | 4/26/13 | Pass | 94.5 | 4.8 | 0.7 | 48 | 2.4 | 0.4 | 9.6 |
| TriQuint Semiconductor, Inc. | 5/14/13 | Pass | 92.1 | 7 | 0.8 | 61.8 | 4.7 | 0.6 | 23.7 |
| Trius Therapeutics, Inc. | 5/21/13 | Pass | 93.1 | 6.1 | 0.8 | 57.2 | 3.7 | 0.5 | 24.7 |
| TrueBlue, Inc. | 5/15/13 | Pass | 96.6 | 3.4 | 0 | 86.7 | 3 | 0 | 4.3 |
| Trulia, Inc. | 6/5/13 | Pass | 99.7 | 0.3 | 0.1 | 68.4 | 0.2 | 0 | 7 |
| TrustCo Bank Corp NY | 5/23/13 | Pass | 91.2 | 7 | 1.8 | 68.9 | 5.3 | 1.3 | 13.5 |
| Trustmark Corporation | 5/7/13 | Pass | 98.5 | 1.1 | 0.4 | 68 | 0.7 | 0.3 | 15.5 |
| TRW Automotive Holdings Corp. | 5/14/13 | Pass | 93.3 | 6.6 | 0.1 | 79.1 | 5.6 | 0.1 | 5.1 |
| Tupperware Brands Corporation | 5/24/13 | Pass | 66.1 | 31.7 | 2.2 | 52.5 | 25.1 | 1.8 | 10.2 |
| Tutor Perini Corporation | 5/29/13 | Fail | 38.2 | 61.7 | 0.1 | 34.1 | 55.2 | 0.1 | 6.1 |
| tw telecom inc. | 6/7/13 | Pass | 82.8 | 15.9 | 1.3 | 75.1 | 14.5 | 1.2 | 2.2 |
| Two Harbors Investment Corp. | 5/21/13 | Pass | 96.8 | 2.3 | 0.9 | 55.1 | 1.3 | 0.5 | 32.2 |
| Tyco International Ltd. | 3/6/13 | Pass | 67.6 | 31.1 | 1.4 | 51.2 | 23.6 | 1 | 5.8 |
| U.S. Bancorp | 4/16/13 | Pass | 94.3 | 4.5 | 1.2 | 69.4 | 3.3 | 0.9 | 11.7 |
| U.S. Physical Therapy, Inc. | 5/14/13 | Pass | 99 | 0.9 | 0 | 85.6 | 0.8 | 0 | 8.1 |
| UDR, Inc. | 5/23/13 | Pass | 95.9 | 3.8 | 0.4 | 80.5 | 3.2 | 0.3 | 5.7 |
| UFP Technologies, Inc. | 6/12/13 | Pass | 97.1 | 2.7 | 0.2 | 72.5 | 2 | 0.1 | 13 |
| UGI Corporation | 1/24/13 | Pass | 93.2 | 4.9 | 1.9 | 71.2 | 3.8 | 1.5 | 12.2 |
| UIL Holdings Corporation | 5/14/13 | Pass | 95.7 | 2.6 | 1.7 | 68.5 | 1.8 | 1.2 | 17.2 |
| Ulta Salon, Cosmetics & Fragrance, Inc. | 6/6/13 | Pass | 99 | 0.9 | 0 | 87.2 | 0.8 | 0 | 3.2 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|--|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Ultra Clean Holdings, Inc. | 5/22/13 | Pass | 94.7 | 1.7 | 3.6 | 47.2 | 0.9 | 1.8 | 21.4 |
| Ultra Petroleum Corp. | 5/21/13 | Pass | 87.7 | 10.6 | 1.7 | 55.8 | 6.8 | 1.1 | 8.9 |
| Umpqua Holdings Corporation | 4/16/13 | Pass | 97.5 | 1.8 | 0.7 | 78.3 | 1.4 | 0.6 | 12 |
| Under Armour, Inc. | 4/30/13 | Pass | 99.9 | 0.1 | 0 | 92.7 | 0.1 | 0 | 5.1 |
| Union First Market Bankshares Corporation | 4/23/13 | Pass | 96.4 | 2.9 | 0.7 | 65.1 | 2 | 0.5 | 11.6 |
| Union Pacific Corporation | 5/16/13 | Pass | 96.3 | 3 | 0.7 | 74.6 | 2.3 | 0.5 | 8.4 |
| Unisys Corporation | 5/2/13 | Pass | 96.6 | 2.8 | 0.6 | 74.9 | 2.1 | 0.5 | 12.2 |
| Unit Corporation | 5/1/13 | Pass | 96.3 | 3.5 | 0.2 | 85.5 | 3.2 | 0.2 | 3.7 |
| United Bankshares, Inc. | 5/20/13 | Pass | 94.5 | 3.9 | 1.6 | 60.7 | 2.5 | 1 | 18.2 |
| United Community Banks, Inc. | 5/22/13 | Pass | 76.4 | 23 | 0.6 | 59.8 | 18 | 0.5 | 8.8 |
| United Continental Holdings, Inc. | 6/12/13 | Pass | 97.9 | 1.7 | 0.4 | 84.5 | 1.5 | 0.3 | 4.2 |
| United Financial Bancorp, Inc. | 4/18/13 | Pass | 94.6 | 4.8 | 0.6 | 68.8 | 3.5 | 0.4 | 14.3 |
| United Fire Group, Inc. | 5/15/13 | Pass | 97.8 | 0.6 | 1.6 | 82 | 0.5 | 1.3 | 7.7 |
| United Online, Inc. | 6/13/13 | Pass | 79.4 | 19.1 | 1.5 | 57.2 | 13.8 | 1.1 | 16.9 |
| United Rentals, Inc. | 5/8/13 | Pass | 98.7 | 0.8 | 0.5 | 80.1 | 0.7 | 0.4 | 5.9 |
| United States Cellular Corporation | 5/14/13 | Pass | 98.8 | 0.1 | 1.1 | 98.2 | 0.1 | 1.1 | 0.3 |
| United States Lime & Minerals, Inc. | 4/26/13 | Pass | 90 | 9.8 | 0.1 | 80.2 | 8.7 | 0.1 | 11 |
| United States Steel Corporation | 4/30/13 | Pass | 63.6 | 34.7 | 1.6 | 30.6 | 16.7 | 0.8 | 24.2 |
| United Stationers Inc. | 5/15/13 | Pass | 98.4 | 1.5 | 0.1 | 91.4 | 1.4 | 0.1 | 2.5 |
| United Technologies Corporation | 4/29/13 | Pass | 89.2 | 9.7 | 1.1 | 70.2 | 7.6 | 0.8 | 8.7 |
| United Therapeutics Corporation | 6/26/13 | Pass | 95.4 | 4 | 0.6 | 77.7 | 3.3 | 0.5 | 5.6 |
| UnitedHealth Group Incorporated | 6/3/13 | Pass | 97.5 | 2.1 | 0.4 | 77.9 | 1.7 | 0.3 | 6.5 |
| Universal American Corp. | 5/29/13 | Pass | 99.3 | 0.6 | 0.1 | 85.8 | 0.5 | 0 | 5.4 |
| Universal Display Corporation | 6/20/13 | Pass | 64.6 | 31.4 | 4 | 35.1 | 17 | 2.2 | 28.1 |
| Universal Electronics Inc. | 6/13/13 | Pass | 88.6 | 11.1 | 0.3 | 75.1 | 9.4 | 0.2 | 11.4 |
| Universal Forest Products, Inc. | 4/17/13 | Pass | 98.4 | 1.5 | 0.1 | 89.1 | 1.4 | 0.1 | 5.4 |
| Universal Health Realty Income Trust | 6/5/13 | Pass | 94.4 | 4.8 | 0.8 | 57.4 | 2.9 | 0.5 | n/a |
| Universal Stainless & Alloy Products, Inc. | 5/14/13 | Pass | 97.6 | 2.1 | 0.4 | 86.3 | 1.8 | 0.3 | 5.6 |
| Univest Corporation of Pennsylvania | 4/16/13 | Pass | 89 | 9.2 | 1.8 | 53.7 | 5.6 | 1.1 | 11.3 |
| UNS Energy Corporation | 5/3/13 | Pass | 96.3 | 1.4 | 2.2 | 81.2 | 1.2 | 1.9 | 8.1 |
| Unum Group | 5/23/13 | Pass | 75.8 | 24 | 0.2 | 65.4 | 20.7 | 0.2 | 3.3 |
| URS Corporation | 5/23/13 | Pass | 67.8 | 32 | 0.2 | 58.5 | 27.6 | 0.1 | 5.1 |
| US Ecology, Inc. | 5/30/13 | Pass | 97.7 | 1.9 | 0.4 | 76.4 | 1.5 | 0.3 | 13.7 |
| Utah Medical Products, Inc. | 5/3/13 | Pass | 95.2 | 2.8 | 2 | 76.7 | 2.2 | 1.6 | n/a |
| Uti Worldwide Inc. | 6/10/13 | Pass | 98 | 1.5 | 0.5 | 86.7 | 1.3 | 0.4 | 2.5 |
| V. F. Corporation | 4/23/13 | Pass | 96.8 | 2.5 | 0.7 | 80.4 | 2.1 | 0.6 | 7.3 |
| VAALCO Energy, Inc. | 6/5/13 | Pass | 90.8 | 9.2 | 0.1 | 68.7 | 6.9 | 0.1 | 13.4 |
| Valassis Communications, Inc. | 5/3/13 | Pass | 93.4 | 1.9 | 4.7 | 73.9 | 1.5 | 3.7 | 11.5 |
| Valero Energy Corporation | 5/2/13 | Pass | 94.6 | 4.5 | 1 | 69.6 | 3.3 | 0.7 | 10.9 |
| Validus Holdings, Ltd. | 5/1/13 | Pass | 97.7 | 1.9 | 0.4 | 83.6 | 1.6 | 0.3 | 4.3 |
| Valley National Bancorp | 4/17/13 | Pass | 79 | 18.1 | 2.9 | 45.9 | 10.5 | 1.7 | 28.6 |
| Valmont Industries, Inc. | 4/30/13 | Pass | 98.7 | 0.8 | 0.5 | 83.2 | 0.7 | 0.4 | 7.1 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| ValueClick, Inc. | 5/7/13 | Pass | 72.9 | 25.7 | 1.4 | 58.4 | 20.6 | 1.1 | n/a |
| Vanda Pharmaceuticals Inc. | 6/20/13 | Pass | 81.8 | 2.9 | 15.3 | 41 | 1.5 | 7.6 | 34.1 |
| Vantage Drilling Company | 3/18/13 | Pass | 59.4 | 40.1 | 0.5 | 48.8 | 32.9 | 0.4 | 8.1 |
| VantageSouth Bancshares, Inc. | 5/28/13 | Pass | 95.9 | 3.7 | 0.3 | 82.6 | 3.2 | 0.3 | 6.2 |
| Vantiv, Inc. | 4/30/13 | Pass | 98.8 | 1.2 | 0 | 94.1 | 1.1 | 0 | 0.9 |
| Varian Medical Systems, Inc. | 2/14/13 | Pass | 93.4 | 3.3 | 3.3 | 70 | 2.5 | 2.5 | 8.9 |
| VCA Antech, Inc. | 5/20/13 | Pass | 64.4 | 35.5 | 0.1 | 57.5 | 31.8 | 0.1 | 2.8 |
| Vector Group Ltd. | 5/28/13 | Pass | 62.6 | 36.9 | 0.5 | 39.1 | 23.1 | 0.3 | 25.5 |
| Vectren Corporation | 5/23/13 | Pass | 94.6 | 3.8 | 1.6 | 64.1 | 2.6 | 1.1 | 22.1 |
| Ventas, Inc. | 5/16/13 | Pass | 92.1 | 7.7 | 0.2 | 79.1 | 6.6 | 0.2 | 4.7 |
| VeriFone Systems, Inc. | 6/20/13 | Fail | 20.7 | 79.1 | 0.2 | 16 | 61.1 | 0.1 | 10.6 |
| VeriSign, Inc. | 5/23/13 | Pass | 99.2 | 0.4 | 0.4 | 86 | 0.3 | 0.3 | 6.2 |
| Verisk Analytics, Inc. | 5/15/13 | Pass | 96.5 | 3.3 | 0.2 | 85.6 | 3 | 0.2 | 2.8 |
| Verizon Communications Inc. | 5/2/13 | Pass | 87.4 | 11 | 1.7 | 54.9 | 6.9 | 1 | 19.4 |
| Vertex Pharmaceuticals Incorporated | 5/8/13 | Pass | 77.2 | 21.8 | 1 | 66.2 | 18.7 | 0.9 | 4.5 |
| Viad Corp | 5/21/13 | Pass | 96.1 | 3.7 | 0.2 | 80.6 | 3.1 | 0.1 | 6 |
| Vical Incorporated | 5/23/13 | Pass | 88.8 | 10.3 | 0.9 | 51.2 | 6 | 0.5 | 31.6 |
| ViewPoint Financial Group, Inc. | 5/16/13 | Pass | 98.1 | 1.2 | 0.7 | 87.2 | 1.1 | 0.7 | 5.6 |
| Virginia Commerce Bancorp, Inc. | 4/24/13 | Pass | 84 | 15.3 | 0.7 | 54.2 | 9.9 | 0.5 | 21.3 |
| ViroPharma Incorporated | 5/23/13 | Pass | 98.2 | 1.7 | 0.1 | 78.9 | 1.4 | 0.1 | 12.6 |
| Visa Inc. | 1/30/13 | Pass | 97.4 | 2.3 | 0.3 | 71 | 1.7 | 0.3 | 7.6 |
| Visteon Corporation | 6/13/13 | Pass | 72.4 | 27.6 | 0 | 59.4 | 22.6 | 0 | 5.5 |
| Vitacost.com, Inc. | 5/9/13 | Pass | 99.1 | 0.8 | 0.1 | 68.8 | 0.6 | 0.1 | 26 |
| Vitamin Shoppe, Inc. | 6/5/13 | Pass | 99.5 | 0.4 | 0.1 | 93.3 | 0.4 | 0.1 | 1.6 |
| VMware, Inc. | 5/29/13 | Pass | 100 | 0 | 0 | 99.1 | 0 | 0 | 0.8 |
| Vocus, Inc. | 6/7/13 | Fail | 44.9 | 55 | 0.1 | 35.9 | 43.9 | 0.1 | 10.5 |
| Volcano Corporation | 5/15/13 | Fail | 38.3 | 61.2 | 0.5 | 34.3 | 54.9 | 0.5 | 5.1 |
| Volterra Semiconductor Corporation | 4/15/13 | Pass | 98 | 2 | 0 | 78.8 | 1.6 | 0 | 9.2 |
| Vornado Realty Trust | 5/23/13 | Pass | 97.1 | 1.9 | 1 | 84.1 | 1.7 | 0.8 | 4.7 |
| Vulcan Materials Company | 5/10/13 | Pass | 80.9 | 18.3 | 0.8 | 68.9 | 15.5 | 0.7 | n/a |
| W.R. Berkley Corporation | 5/21/13 | Pass | 52.8 | 46.9 | 0.3 | 46.2 | 41 | 0.3 | 5.6 |
| W.W. Grainger, Inc. | 4/24/13 | Pass | 97.9 | 1.6 | 0.6 | 85.3 | 1.4 | 0.5 | 5.3 |
| Wabash National Corporation | 5/16/13 | Pass | 95 | 4.6 | 0.4 | 73.6 | 3.6 | 0.3 | 10.1 |
| WABCO Holdings Inc. | 5/30/13 | Pass | 99.2 | 0.8 | 0 | 87.5 | 6.9 | 0.4 | 52.2 |
| Waddell & Reed Financial, Inc. | 4/17/13 | Pass | 93 | 4.3 | 2.7 | 83.2 | 3.8 | 2.4 | 4.9 |
| Walgreen Co. | 1/9/13 | Pass | 94.2 | 5 | 0.8 | 65.2 | 3.4 | 0.6 | 15.7 |
| Wal-Mart Stores, Inc. | 6/7/13 | Pass | 98.4 | 1.4 | 0.2 | 84 | 1.2 | 0.2 | 6.5 |
| Walter Energy, Inc. | 4/25/13 | Pass | 88.4 | 9 | 2.6 | 68.5 | 7 | 2 | n/a |
| Walter Investment Management Corp. | 5/3/13 | Pass | 94.7 | 1.5 | 3.8 | 75.9 | 1.2 | 3 | 10.1 |
| Warner Chilcott Plc | 5/7/13 | Pass | 89.3 | 5.1 | 5.5 | 71.7 | 4.1 | 4.4 | 10.6 |
| Warren Resources, Inc. | 5/15/13 | Pass | 97.5 | 1.8 | 0.7 | 61.3 | 1.1 | 0.5 | n/a |
| Washington Banking Company | 5/2/13 | Pass | 96.5 | 2.2 | 1.3 | 74.5 | 1.7 | 1 | 12.8 |

continued on the next page

Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Washington Federal, Inc. | 1/16/13 | Pass | 98.8 | 0.9 | 0.2 | 80.9 | 0.8 | 0.2 | n/a |
| Washington Real Estate Investment Trust | 5/16/13 | Pass | 96.4 | 2.7 | 0.9 | 63.6 | 1.8 | 0.6 | 24.1 |
| Washington Trust Bancorp, Inc. | 4/23/13 | Pass | 95 | 4.2 | 0.8 | 69.4 | 3.1 | 0.6 | 15.5 |
| Waste Connections, Inc. | 6/14/13 | Pass | 98.2 | 1.7 | 0.1 | 92.7 | 1.6 | 0.1 | 2 |
| Waste Management, Inc. | 5/10/13 | Pass | 97 | 2 | 1 | 72 | 1.5 | 0.7 | 15.3 |
| Waters Corporation | 5/9/13 | Pass | 90.9 | 6.7 | 2.4 | 76.7 | 5.7 | 2 | 4.3 |
| Waterstone Financial Inc. | 5/21/13 | Pass | 98.2 | 1.7 | 0 | 85.6 | 1.5 | 0 | 7.8 |
| Wausau Paper Corp. | 4/18/13 | Pass | 94.9 | 2.5 | 2.6 | 78.8 | 2.1 | 2.1 | 8 |
| Web.com, Inc. | 5/8/13 | Pass | 89.8 | 10.1 | 0.1 | 78.2 | 8.8 | 0.1 | 5.6 |
| Websense, Inc. | 6/12/13 | Pass | 96.2 | 3.7 | 0 | 81.1 | 3.2 | 0 | 7 |
| Webster Financial Corporation | 4/25/13 | Pass | 97.6 | 1.9 | 0.5 | 82.1 | 1.6 | 0.4 | 7.5 |
| Weingarten Realty Investors | 4/30/13 | Pass | 97.2 | 1.3 | 1.6 | 72.7 | 0.9 | 1.2 | 15.7 |
| WellCare Health Plans, Inc. | 5/22/13 | Pass | 98.7 | 1.2 | 0.1 | 86.4 | 1.1 | 0.1 | 4.5 |
| WellPoint, Inc. | 5/15/13 | Pass | 95.5 | 4.1 | 0.3 | 75.7 | 3.3 | 0.3 | 5.3 |
| Wells Fargo & Company | 4/23/13 | Pass | 96.8 | 2.2 | 1 | 74.1 | 1.7 | 0.8 | 9.2 |
| WesBanco, Inc. | 4/17/13 | Pass | 93.3 | 4.9 | 1.8 | 67.6 | 3.5 | 1.3 | n/a |
| Wesco Aircraft Holdings, Inc. | 1/23/13 | Pass | 100 | 0 | n/a | 94.5 | 0 | n/a | 4.1 |
| WESCO International, Inc. | 5/30/13 | Pass | 98.4 | 0.5 | 1.1 | 89.4 | 0.5 | 1 | 2.7 |
| West Bancorporation, Inc. | 4/25/13 | Pass | 95.3 | 2.8 | 2 | 63 | 1.8 | 1.3 | 0 |
| West Marine, Inc. | 5/16/13 | Pass | 89.9 | 9.6 | 0.4 | 80.2 | 8.6 | 0.4 | 7.3 |
| West Pharmaceutical Services, Inc. | 5/7/13 | Pass | 94.5 | 5.4 | 0 | 81.6 | 4.7 | 0 | 5.6 |
| Westamerica Bancorporation | 4/25/13 | Pass | 97.8 | 0.8 | 1.4 | 70.9 | 0.6 | 1 | 13.8 |
| Westar Energy, Inc. | 5/16/13 | Pass | 92.3 | 2.7 | 5 | 58.9 | 1.7 | 3.2 | 23.2 |
| Western Alliance Bancorporation | 5/21/13 | Pass | 97.8 | 2 | 0.2 | 73.9 | 1.5 | 0.1 | 11.7 |
| Westfield Financial, Inc. | 5/16/13 | Pass | 94 | 2.8 | 3.2 | 71.2 | 2.1 | 2.5 | 13.8 |
| Westinghouse Air Brake Technologies Corporation | 5/14/13 | Pass | 97.6 | 2.3 | 0.2 | 84.9 | 2 | 0.1 | 6.2 |
| Westmoreland Coal Company | 5/21/13 | Pass | 98.5 | 1.4 | 0.1 | 61.7 | 0.9 | 0.1 | 29.3 |
| WEX Inc. | 5/17/13 | Pass | 97.9 | 2 | 0.1 | 87.7 | 1.8 | 0.1 | 2.7 |
| Weyerhaeuser Company | 4/11/13 | Pass | 96.2 | 2.8 | 1 | 75.2 | 2.1 | 0.8 | 9 |
| WGL Holdings, Inc. | 3/7/13 | Pass | 94.6 | 3.6 | 1.8 | 60.2 | 2.3 | 1.2 | 20.5 |
| Whirlpool Corporation | 4/16/13 | Pass | 81.8 | 17.8 | 0.4 | 66.4 | 14.5 | 0.3 | 6.8 |
| White Mountains Insurance Group, Ltd. | 5/23/13 | Pass | 99.3 | 0.6 | 0.1 | 72.1 | 0.5 | 0.1 | 7.2 |
| Whiting Petroleum Corporation | 5/7/13 | Pass | 92 | 5.8 | 2.2 | 71.1 | 4.5 | 1.7 | 10.8 |
| Whole Foods Market, Inc. | 3/15/13 | Pass | 95 | 3.9 | 1.1 | 69.8 | 2.9 | 0.8 | 12.6 |
| Willbros Group, Inc. | 5/21/13 | Pass | 81.4 | 11.2 | 7.4 | 67.2 | 9.3 | 6.1 | 9.4 |
| Williams-Sonoma, Inc. | 5/30/13 | Pass | 92.8 | 7 | 0.2 | 80.7 | 6 | 0.2 | 6.6 |
| Wilshire Bancorp, Inc. | 5/29/13 | Pass | 86.2 | 13.5 | 0.3 | 64.5 | 10.1 | 0.2 | 13.4 |
| Windstream Corporation | 5/8/13 | Pass | 93.7 | 5 | 1.3 | 44.9 | 2.4 | 0.6 | 39 |
| Winmark Corporation | 4/24/13 | Pass | 82.7 | 17.3 | 0 | 67.6 | 14.1 | 0 | 8.2 |
| Wintrust Financial Corporation | 5/23/13 | Pass | 99 | 0.8 | 0.3 | 84.3 | 0.7 | 0.2 | 5.7 |
| Wisconsin Energy Corporation | 5/2/13 | Pass | 89 | 8.8 | 2.2 | 65.4 | 6.5 | 1.6 | 12.1 |
| Wolverine World Wide, Inc. | 4/18/13 | Pass | 97.4 | 1.6 | 1 | 83.9 | 1.4 | 0.9 | 6.7 |

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Table 5 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting Date | Proposal Result | As a Percentage of Votes Cast | | | As a Percentage of Shares Outstanding | | | |
|-------------------------------------|--------------|-----------------|-------------------------------|-------------|-------------|---------------------------------------|-------------|-------------|--------------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Woodward, Inc. | 1/23/13 | Pass | 93.4 | 4.9 | 1.7 | 77.9 | 4.1 | 1.4 | 10.1 |
| World Fuel Services Corporation | 5/31/13 | Pass | 97.4 | 2.3 | 0.2 | 82.5 | 2 | 0.2 | 9.9 |
| World Wrestling Entertainment, Inc. | 4/26/13 | Pass | 98.3 | 1.6 | 0.2 | 95.9 | 1.6 | 0.2 | 1.6 |
| WPX Energy, Inc. | 5/22/13 | Pass | 90 | 8.2 | 1.8 | 70.2 | 6.4 | 1.4 | 11.9 |
| Wright Medical Group, Inc. | 5/14/13 | Pass | 88.2 | 9.8 | 2 | 75.3 | 8.4 | 1.7 | 6 |
| Wyndham Worldwide Corporation | 5/14/13 | Pass | 87.1 | 12.1 | 0.9 | 73.4 | 10.2 | 0.7 | 5.3 |
| Xcel Energy Inc. | 5/22/13 | Pass | 93.7 | 4.9 | 1.4 | 64.9 | 3.4 | 0.9 | 14.4 |
| XenoPort, Inc. | 5/14/13 | Pass | 98.1 | 1.7 | 0.2 | 81.3 | 1.4 | 0.2 | 10.5 |
| Xerox Corporation | 5/21/13 | Pass | 96.4 | 3.2 | 0.4 | 72.9 | 2.4 | 0.3 | 11.9 |
| XL Group plc | 4/26/13 | Pass | 90 | 2.3 | 7.7 | 78.3 | 2 | 6.7 | 2.8 |
| XO Group Inc. | 5/29/13 | Pass | 98 | 1.6 | 0.4 | 68.8 | 1.1 | 0.3 | 16.1 |
| XPO Logistics, Inc. | 5/29/13 | Pass | 90.4 | 9.5 | 0.1 | 61.2 | 6.4 | 0.1 | 16.7 |
| Xylem Inc. | 5/7/13 | Pass | 88.7 | 7.4 | 4 | 67.3 | 5.6 | 3 | 7.9 |
| Yahoo! Inc. | 6/25/13 | Pass | 92.7 | 6.3 | 1 | 65.4 | 4.4 | 0.7 | 11.7 |
| Yelp Inc. | 6/5/13 | Pass | 100 | 0 | 0 | 64.1 | 0 | 0 | 2 |
| YUM! Brands, Inc. | 5/15/13 | Pass | 96.3 | 2.8 | 0.9 | 67.3 | 2 | 0.6 | 12.8 |
| ZAGG, Inc. | 6/13/13 | Pass | 91.1 | 6.3 | 2.6 | 33.5 | 2.3 | 0.9 | n/a |
| Zebra Technologies Corporation | 5/16/13 | Pass | 93.5 | 5.3 | 1.2 | 79.9 | 4.6 | 1 | 9.4 |
| Zep Inc. | 1/8/13 | Pass | 77 | 4.3 | 18.7 | 64.6 | 3.6 | 15.7 | 7.8 |
| Zimmer Holdings, Inc. | 5/7/13 | Pass | 95.4 | 2.9 | 1.6 | 71.5 | 2.2 | 1.2 | 9 |
| Zions Bancorporation | 5/24/13 | Pass | 97.1 | 2.4 | 0.5 | 71.8 | 1.8 | 0.3 | n/a |
| ZIOPHARM Oncology, Inc. | 6/19/13 | Pass | 92.8 | 6.5 | 0.7 | 31.3 | 2.2 | 0.2 | 40.7 |
| Zix Corporation | 6/12/13 | Pass | 69.5 | 30.2 | 0.3 | 35.9 | 15.6 | 0.1 | 30.6 |
| Zoltek Companies, Inc. | 2/1/13 | Pass | 96.3 | 3.2 | 0.5 | 62.2 | 2.1 | 0.3 | 35.4 |
| Zynga Inc. | 6/4/13 | Pass | 95.2 | 4.8 | 0 | 80.2 | 4.1 | 0 | 7.2 |
| | | | 90.1% | 8.6% | 1.3% | 71.3% | 6.6% | 1.0% | 10.7% |

Results do not include 54 proposals that were reported as pending/not disclosed as of July 10, 2013, and one proposal at The Andersons, Inc. that was reported as not voted. The latter proposal appeared in the company's proxy statement and proxy card for the meeting, but it was not listed in the vote results the company filed in an 8-K on May 13, 2013, and no further details were disclosed.

*Company reported pass/fail information but detailed vote information was not reported as of July 10, 2013.

** Proposal reported by company as passed. For as a percentage of yes/no votes were greater than 50 percent.



Proxy Voting Fact Sheet

The *Proxy Voting Fact Sheet* is the result of a collaboration between The Conference Board and FactSet. The *Fact Sheet* is updated on a bimonthly basis in March, May, and July of each year, and complements *Proxy Voting Analytics*, a comprehensive annual benchmarking report on the proxy voting season released in the fall.

Unless specifically noted, the *Fact Sheet* data are compiled by FactSet and drawn from public disclosure. To access the underlying database, which is updated daily, and retrieve management and shareholder proposals, no-action letter requests, and voting results regarding individual companies, please visit www.conference-board.org/proxyvoting.

About the Author

Melissa Aguilar is a researcher in the corporate leadership department at The Conference Board in New York. Her research focuses on corporate governance and risk issues, including succession planning, enterprise risk management, and shareholder activism. Aguilar serves as executive editor of *Director Notes*, a bimonthly online publication published by The Conference Board for corporate board members and business executives that covers issues such as governance, risk, and sustainability. She is also co-author of *CEO Succession Practices* and *Proxy Voting Analytics*. Prior to joining The Conference Board, she reported on compliance and corporate governance issues as a contributor to *Compliance Week* and *Bloomberg Brief Financial Regulation*. Aguilar previously held a number of editorial positions at SourceMedia Inc.

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