

BOULDER GROWTH & INCOME FUND
Form N-PX
August 29, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number: 811-02328

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

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

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

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

Date of fiscal year end: November 30

Date of reporting period: July 1, 2013 – June 30, 2014

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

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

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Item 1. Proxy Voting Record

For Period July 1, 2013 to June 30, 2014

| Ticker | Shareholder | | Meeting Proposal | Matter Proposed by Issuer or Holder | Vote Cast (Yes or Abstain) | Vote (For or Against) |
|--------|-------------|-----------|------------------|-------------------------------------|----------------------------|---|
| | Meeting | Record | | | | |
| Symbol | CUSIP | Date | Date | Type | Number | Description of Matter to be Voted On |
| WPC | 92936U109 | 7/11/2013 | 4/23/2013 | Annual | 1 | Election of directors. Nominees: 1) TREVOR P. BOND 2) FRANCIS J. CAREY 3) NATHANIEL S. COOLIDGE 4) MARK J. DECESARIS 5) EBERHARD FABER, IV 6) B.H. GRISWOLD, IV 7) AXEL K.A. HANSING 8) DR. RICHARD C. MARSTON 9) R.E. MITTELSTAEDT, JR. 10) CHARLES E. PARENTE 11) NICK J.M. VAN OMMEN 12) DR. KARSTEN VON KOLLER 13) REGINALD WINSSINGER |
| | | | | | 2 | APPROVAL OF THE AMENDED AND RESTATED W. P. CAREY INC. 2009 SHARE INCENTIVE PLAN. |
| | | | | | 3 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. |
| FCX | 35671D857 | 7/16/2013 | 5/24/2013 | Annual | 1 | Election of directors. Nominees: 1) RICHARD C. ADKERSON 2) ROBERT J. ALLISON, JR. 3) ALAN R. BUCKWALTER, III 4) ROBERT A. DAY 5) JAMES C. FLORES 6) GERALD J. FORD 7) THOMAS A. FRY, III 8) H. DEVON GRAHAM, JR. 9) CHARLES C. KRULAK 10) BOBBY LEE LACKEY |

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| | | | | | | | | | |
|-----|-----------|-----------|-----------|---------|---|--|--------|-----|-------|
| | | | | | | 11) JON C. MADONNA | Issuer | Yes | For |
| | | | | | | 12) DUSTAN E. MCCOY | Issuer | Yes | For |
| | | | | | | 13) JAMES R. MOFFETT | Issuer | Yes | For |
| | | | | | | 14) B.M. RANKIN, JR. | Issuer | Yes | For |
| | | | | | | 15) STEPHEN H. SIEGELE | Issuer | Yes | For |
| | | | | | 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Issuer | Yes | For |
| | | | | | 3 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Issuer | Yes | For |
| | | | | | 4 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Holder | Yes | Again |
| | | | | | 5 | STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS. | Holder | Yes | Again |
| | | | | | 6 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY. | Holder | Yes | Again |
| | | | | | 7 | STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS. | Holder | Yes | For |
| EPD | 293792107 | 9/30/2013 | 8/19/2013 | Special | 1 | PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2008 ENTERPRISE PRODUCTS LONG-TERM INCENTIVE PLAN. | Issuer | No | NA |
| | | | | | 2 | | Issuer | No | NA |

RTNERS

PROPOSAL TO APPROVE THE
AMENDMENT AND
RESTATEMENT OF THE EPD
UNIT PURCHASE PLAN.

| | | | | | | | | | |
|------|-----------|------------|-----------|--------|---|---|--------|-----|-----|
| HRS | 413875105 | 10/25/2013 | 8/30/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | 1) WILLIAM M. BROWN | Issuer | Yes | For |
| | | | | | | 2) PETER W. CHIARELLI | Issuer | Yes | For |
| | | | | | | 3) THOMAS A. DATTILO | Issuer | Yes | For |
| | | | | | | 4) TERRY D. GROWCOCK | Issuer | Yes | For |
| | | | | | | 5) LEWIS HAY III | Issuer | Yes | For |
| | | | | | | 6) VYOMESH I. JOSHI | Issuer | Yes | For |
| | | | | | | 7) KAREN KATEN | Issuer | Yes | For |
| | | | | | | 8) STEPHEN P. KAUFMAN | Issuer | Yes | For |
| | | | | | | 9) LESLIE F. KENNE | Issuer | Yes | For |
| | | | | | | 10) DAVID B. RICKARD | Issuer | Yes | For |
| | | | | | | 11) DR. JAMES C. STOFFEL | Issuer | Yes | For |
| | | | | | | 12) GREGORY T. SWIENTON | Issuer | Yes | For |
| | | | | | | 13) HANSEL E. TOOKES II | Issuer | Yes | For |
| | | | | | 2 | ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DISCLOSED IN PROXY STATEMENT. | Issuer | Yes | For |
| | | | | | 3 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Issuer | Yes | For |
| ORCL | 68389X105 | 10/31/2013 | 9/3/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | 1) JEFFREY S. BERG | Issuer | Yes | For |
| | | | | | | 2) H. RAYMOND BINGHAM | Issuer | Yes | For |
| | | | | | | 3) MICHAEL J. BOSKIN | Issuer | Yes | For |
| | | | | | | 4) SAFRA A. CATZ | Issuer | Yes | For |
| | | | | | | 5) BRUCE R. CHIZEN | Issuer | Yes | For |
| | | | | | | 6) GEORGE H. CONRADES | Issuer | Yes | For |
| | | | | | | 7) LAWRENCE J. ELLISON | Issuer | Yes | For |
| | | | | | | 8) HECTOR GARCIA-MOLINA | Issuer | Yes | For |
| | | | | | | 9) JEFFREY O. HENLEY | Issuer | Yes | For |
| | | | | | | 10) MARK V. HURD | Issuer | Yes | For |
| | | | | | | 11) NAOMI O. SELIGMAN | Issuer | Yes | For |
| | | | | | 2 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Issuer | Yes | For |
| | | | | | 3 | APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN. | Issuer | Yes | For |
| | | | | | 4 | | Issuer | Yes | For |

| | | | | | | | | | | |
|----------|------|-----------|------------|-----------|--------|---|---|--------|-----|-------|
| | | | | | | | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | | | |
| | | | | | | 5 | STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS. | Holder | Yes | Again |
| | | | | | | 6 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN. | Holder | Yes | Again |
| | | | | | | 7 | STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION. | Holder | Yes | Again |
| | | | | | | 8 | STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS. | Holder | Yes | Again |
| | | | | | | 9 | STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS. | Holder | Yes | Again |
| MS, INC. | CSCO | 17275R102 | 11/19/2013 | 9/20/2013 | Annual | 1 | Election of directors. Nominees: | | | |
| | | | | | | | 1) CAROL A. BARTZ | Issuer | Yes | For |
| | | | | | | | 2) MARC BENIOFF | Issuer | Yes | For |
| | | | | | | | 3) GREGORY Q. BROWN | Issuer | Yes | For |
| | | | | | | | 4) M. MICHELE BURNS | Issuer | Yes | For |
| | | | | | | | 5) MICHAEL D. CAPELLAS | Issuer | Yes | For |
| | | | | | | | 6) JOHN T. CHAMBERS | Issuer | Yes | For |
| | | | | | | | 7) BRIAN L. HALLA | Issuer | Yes | For |
| | | | | | | | 8) DR. JOHN L. HENNESSY | Issuer | Yes | For |
| | | | | | | | 9) DR. KRISTINA M. JOHNSON | Issuer | Yes | For |
| | | | | | | | 10) RODERICK C. MCGEARY | Issuer | Yes | For |
| | | | | | | | 11) ARUN SARIN | Issuer | Yes | For |
| | | | | | | | 12) STEVEN M. WEST | Issuer | Yes | For |
| | | | | | | 2 | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2005 STOCK INCENTIVE PLAN. | Issuer | Yes | For |
| | | | | | | 3 | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION. | Issuer | Yes | For |
| | | | | | | 4 | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. | Issuer | Yes | For |
| | | | | | | 5 | APPROVAL TO HAVE CISCO HOLD A COMPETITION FOR GIVING PUBLIC ADVICE ON | Holder | Yes | Again |

THE VOTING ITEMS IN THE
PROXY FILING FOR CISCO'S
2014 ANNUAL SHAREOWNERS
MEETING.

| | | | | | |
|--|---|---|--------|-----|-----|
| ASURY DTRXX 261908107 12/6/2013 10/11/2013 Special | 1 | Election of directors. Nominees: | | | |
| | | 1) GORDON J. DAVIS | Issuer | Yes | For |
| | | 2) WHITNEY I. GERARD | Issuer | Yes | For |
| | | 3) ROBIN A. MELVIN | Issuer | Yes | For |
| | | 4) NATHAN LEVENTHAL | Issuer | Yes | For |
| | | 5) ROSLYN M. WATSON | Issuer | Yes | For |
| , LLC LINE 536020100 12/16/2013 11/14/2013 Annual | 1 | Election of directors. Nominees: | | | |
| | | 1) GEORGE A. ALCORN | Issuer | Yes | For |
| | | 2) DAVID D. DUNLAP | Issuer | Yes | For |
| | | 3) MARK E. ELLIS | Issuer | Yes | For |
| | | 4) MICHAEL C. LINN | Issuer | Yes | For |
| | | 5) JOSEPH P. MCCOY | Issuer | Yes | For |
| | | 6) JEFFREY C. SWOVELAND | Issuer | Yes | For |
| | 2 | RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT FOR LINN FOR 2013. | Issuer | Yes | For |
| | 3 | APPROVAL OF THE ISSUANCE OF LINN UNITS TO LINNCO, LLC ("LINNCO") IN EXCHANGE FOR THE CONTRIBUTION OF BERRY PETROLEUM COMPANY ("BERRY") TO LINN PURSUANT TO THE TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 3, 2013, AND AMENDMENT NO. 2 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 13, 2013, BY AND AMONG BERRY, BACCHUS HOLDCO, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF BERRY ("HOLDCO"), BACCHUS MERGER SUB, INC., | Issuer | Yes | For |

| | | | | | | | | | |
|-----|-----------|-----------|-----------|--------|---|--|--------|---------|-------|
| | | | | | | A DIRECT WHOLLY OWNED SUBSIDIARY OF HOLDCO, LINNCO, LINN ACQUISITION COMPANY, LLC, A DIRECT WHOLLY OWNED SUBSIDIARY OF LINNCO, AND LINN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT") AND THE CONTRIBUTION AGREEMENT DATED FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO CONTRIBUTION AGREEMENT, DATED AS OF NOVEMBER 3, 2013 BY AND BETWEEN LINNCO AND LINN. | | | |
| | | | | | 4 | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE LINN ENERGY, LLC AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN (THE "LTIP"), WHICH INCREASES THE TOTAL NUMBER OF LINN UNITS AUTHORIZED TO BE ISSUED UNDER THE LTIP FROM 12,200,000 UNITS TO 21,000,000 UNITS. | Issuer | Yes | For |
| | | | | | 5 | APPROVAL OF ANY ADJOURNMENT OF THE LINN ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ALL OF THE PROPOSALS VOTED ON BY THE LINN UNITHOLDERS AT THE LINN ANNUAL MEETING. | Issuer | Abstain | Absta |
| BEN | 354613101 | 3/12/2014 | 1/14/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | 1) SAMUEL H. ARMACOST | Issuer | Yes | For |
| | | | | | | 2) PETER K. BARKER | Issuer | Yes | For |
| | | | | | | 3) CHARLES E. JOHNSON | Issuer | Yes | For |
| | | | | | | 4) GREGORY E. JOHNSON | Issuer | Yes | For |
| | | | | | | 5) RUPERT H. JOHNSON, JR. | Issuer | Yes | For |
| | | | | | | 6) MARK C. PIGOTT | Issuer | Yes | For |
| | | | | | | 7) CHUTTA RATNATHICAM | Issuer | Yes | For |
| | | | | | | 8) LAURA STEIN | Issuer | Yes | For |
| | | | | | | 9) ANNE M. TATLOCK | Issuer | Yes | For |

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| | | | | | | | | | | |
|-------|------|-----------|-----------|-----------|--------|---|---|--------|-----|-------|
| | | | | | | 2 | 10) GEOFFREY Y. YANG TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2014. | Issuer | Yes | For |
| | | | | | | 3 | TO APPROVE THE ADOPTION OF THE FRANKLIN RESOURCES, INC. 2014 KEY EXECUTIVE INCENTIVE COMPENSATION PLAN. | Issuer | Yes | For |
| | | | | | | 4 | TO APPROVE BY ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Issuer | Yes | For |
| | | | | | | 5 | A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Holder | Yes | Again |
| TATE | RIF | 76970B101 | 4/23/2014 | 2/14/2014 | Annual | 1 | ELECTION OF CLASS I TRUSTEE: JOHN L. HARRINGTON | Issuer | Yes | For |
| | | | | | | 2 | IN THEIR DISCRETION, THE PROXY HOLDERS ARE AUTHORIZED TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR AT ANY ADJOURNMENTS, POSTPONEMENTS OR DELAYS THEREOF. | Issuer | NA | NA |
| , LLC | LINE | 536020100 | 4/22/2014 | 3/3/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) MARK E. ELLIS | Issuer | Yes | For |
| | | | | | | | 2) DAVID D. DUNLAP | Issuer | Yes | For |
| | | | | | | | 3) STEPHEN J. HADDEN | Issuer | Yes | For |
| | | | | | | | 4) MICHAEL C. LINN | Issuer | Yes | For |
| | | | | | | | 5) JOSEPH P. MCCOY | Issuer | Yes | For |
| | | | | | | | 6) JEFFREY C. SWOVELAND | Issuer | Yes | For |
| | | | | | | 2 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINN FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Issuer | Yes | For |
| | | | | | | 3 | | Issuer | Yes | For |

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TO PROVIDE A NON-BINDING
ADVISORY VOTE APPROVING
LINN'S EXECUTIVE
COMPENSATION PROGRAM.

| | | | | | | | | | | |
|-------------------|--------|-----------|-----------|---|--------|-----|----------------------------------|--------|-----|-----|
| ROBINSON | JNJ | 478160104 | 4/24/2014 | 2/25/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) MARY SUE COLEMAN | Issuer | Yes | For |
| | | | | | | | 2) JAMES G. CULLEN | Issuer | Yes | For |
| | | | | | | | 3) IAN E. L. DAVIS | Issuer | Yes | For |
| | | | | | | | 4) ALEX GORSKY | Issuer | Yes | For |
| | | | | | | | 5) SUSAN L. LINDQUIST | Issuer | Yes | For |
| | | | | | | | 6) MARK B. MCCLELLAN | Issuer | Yes | For |
| | | | | | | | 7) ANNE M. MULCAHY | Issuer | Yes | For |
| | | | | | | | 8) LEO F. MULLIN | Issuer | Yes | For |
| | | | | | | | 9) WILLIAM D. PEREZ | Issuer | Yes | For |
| | | | | | | | 10) CHARLES PRINCE | Issuer | Yes | For |
| | | | | | | | 11) A. EUGENE WASHINGTON | Issuer | Yes | For |
| | | | | | | | 12) RONALD A. WILLIAMS | Issuer | Yes | For |
| | | | 2 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Issuer | Yes | For | | | |
| | | | 3 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Issuer | Yes | For | | | |
| | | | 4 | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK | Holder | Yes | Against | | | |
| MERS STRUCTURE | UTF | 19248A109 | 4/24/2014 | 2/21/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) BONNIE COHEN | Issuer | Yes | For |
| | | | | | | | 2) MICHAEL CLARK | Issuer | Yes | For |
| | | | | | | | 3) RICHARD E. KROON | Issuer | Yes | For |
| FAL CHINES | IBM | 459200101 | 4/29/2014 | 2/28/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) A.J.P. BELDA | Issuer | Yes | For |
| | | | | | | | 2) W.R. BRODY | Issuer | Yes | For |
| | | | | | | | 3) K.I. CHENAULT | Issuer | Yes | For |
| | | | | | | | 4) M.L. ESKEW | Issuer | Yes | For |
| | | | | | | | 5) D.N. FARR | Issuer | Yes | For |
| | | | | | | | 6) S.A. JACKSON | Issuer | Yes | For |
| | | | | | | | 7) A.N. LIVERIS | Issuer | Yes | For |
| | | | | | | | 8) W.J. MCNERNEY, JR. | Issuer | Yes | For |
| | | | | | | | 9) J.W. OWENS | Issuer | Yes | For |
| | | | | | | | 10) V.M. ROMETTY | Issuer | Yes | For |
| 11) J.E. SPERO | Issuer | Yes | For | | | | | | | |

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| | | | | | | | 12) S. TAUREL | Issuer | Yes | For |
| | | | | | | | 13) L.H. ZAMBRANO | Issuer | Yes | For |
| | | | | | | 2 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71) | Issuer | Yes | For |
| | | | | | | 3 | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72) | Issuer | Yes | For |
| | | | | | | 4 | APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE (PAGE 73) | Issuer | Yes | For |
| | | | | | | 5 | ADOPTION OF THE IBM 2014 EMPLOYEES STOCK PURCHASE PLAN ((PAGE 76) | Issuer | Yes | For |
| | | | | | | 6 | STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES ((PAGE 78) | Holder | Yes | Again |
| | | | | | | 7 | STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 79) | Holder | Yes | For |
| | | | | | | 8 | STOCKHOLDER PROPOSAL TO LIMIT ACCELERATED EXECUTIVE PAY (PAGE 80) | Holder | Yes | For |
| D & | WFC | 949746101 | 4/29/2014 | 3/4/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) JOHN D. BAKER II | Issuer | Yes | For |
| | | | | | | | 2) ELAINE L. CHAO | Issuer | Yes | For |
| | | | | | | | 3) JOHN S. CHEN | Issuer | Yes | For |
| | | | | | | | 4) LLOYD H. DEAN | Issuer | Yes | For |
| | | | | | | | 5) SUSAN E. ENGEL | Issuer | Yes | For |
| | | | | | | | 6) ENRIQUE HERNANDEZ, JR. | Issuer | Yes | For |
| | | | | | | | 7) DONALD M. JAMES | Issuer | Yes | For |
| | | | | | | | 8) CYNTHIA H. MILLIGAN | Issuer | Yes | For |
| | | | | | | | 9) FEDERICO F. PENA | Issuer | Yes | For |
| | | | | | | | 10) JAMES H. QUIGLEY | Issuer | Yes | For |
| | | | | | | | 11) JUDITH M. RUNSTAD | Issuer | Yes | For |
| | | | | | | | 12) STEPHEN W. SANGER | Issuer | Yes | For |
| | | | | | | | 13) JOHN G. STUMPF | Issuer | Yes | For |
| | | | | | | | 14) SUSAN G. SWENSON | Issuer | Yes | For |
| | | | | | | 2 | VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Issuer | Yes | For |
| | | | | | | 3 | | Issuer | Yes | For |

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|-------|-----------|----------|----------|--------|----|--|--------|-----|-------|
| | | | | | 11 | AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY. | Issuer | No | NA |
| | | | | | 12 | POWERS FOR FORMALITIES. | Issuer | No | NA |
| BRK-A | 084670108 | 5/3/2014 | 3/5/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| NC. | | | | | | 1) WARREN E. BUFFETT | Issuer | Yes | For |
| | | | | | | 2) CHARLES T. MUNGER | Issuer | Yes | For |
| | | | | | | 3) HOWARD G. BUFFETT | Issuer | Yes | For |
| | | | | | | 4) STEPHEN B. BURKE | Issuer | Yes | For |
| | | | | | | 5) SUSAN L. DECKER | Issuer | Yes | For |
| | | | | | | 6) WILLIAM H. GATES III | Issuer | Yes | For |
| | | | | | | 7) DAVID S. GOTTESMAN | Issuer | Yes | For |
| | | | | | | 8) CHARLOTTE GUYMAN | Issuer | Yes | For |
| | | | | | | 9) DONALD R. KEOUGH | Issuer | Yes | For |
| | | | | | | 10) THOMAS S. MURPHY | Issuer | Yes | For |
| | | | | | | 11) RONALD L. OLSON | Issuer | Yes | For |
| | | | | | | 12) WALTER SCOTT, JR. | Issuer | Yes | For |
| | | | | | | 13) MERYL B. WITMER | Issuer | Yes | For |
| | | | | | 2 | NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2014 PROXY STATEMENT. | Issuer | Yes | For |
| | | | | | 3 | NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH SHAREHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Issuer | Yes | 1YF |
| | | | | | 4 | SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS. | Holder | Yes | Again |
| | | | | | 5 | SHAREHOLDER PROPOSAL REGARDING DIVIDENDS. | Holder | Yes | Again |
| BRK-B | 84670702 | 5/3/2014 | 3/5/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| NC. | | | | | | 1) WARREN E. BUFFETT | Issuer | Yes | For |
| | | | | | | 2) CHARLES T. MUNGER | Issuer | Yes | For |
| | | | | | | 3) HOWARD G. BUFFETT | Issuer | Yes | For |

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|---------|-----|-----------|----------|-----------|--------|---|--|--------|-----|-------|
| | | | | | | | 4) STEPHEN B. BURKE | Issuer | Yes | For |
| | | | | | | | 5) SUSAN L. DECKER | Issuer | Yes | For |
| | | | | | | | 6) WILLIAM H. GATES III | Issuer | Yes | For |
| | | | | | | | 7) DAVID S. GOTTESMAN | Issuer | Yes | For |
| | | | | | | | 8) CHARLOTTE GUYMAN | Issuer | Yes | For |
| | | | | | | | 9) DONALD R. KEOUGH | Issuer | Yes | For |
| | | | | | | | 10) THOMAS S. MURPHY | Issuer | Yes | For |
| | | | | | | | 11) RONALD L. OLSON | Issuer | Yes | For |
| | | | | | | | 12) WALTER SCOTT, JR. | Issuer | Yes | For |
| | | | | | | | 13) MERYL B. WITMER | Issuer | Yes | For |
| | | | | | 2 | | NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2014 PROXY STATEMENT. | Issuer | Yes | For |
| | | | | | 3 | | NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH SHAREHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Issuer | Yes | 1 YR |
| | | | | | 4 | | SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS. | Holder | Yes | Again |
| | | | | | 5 | | SHAREHOLDER PROPOSAL REGARDING DIVIDENDS. | Holder | Yes | Again |
| RVICES, | RSG | 760759100 | 5/8/2014 | 3/11/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) JAMES W. CROWNOVER | Issuer | Yes | For |
| | | | | | | | 2) TOMAGO COLLINS | Issuer | Yes | For |
| | | | | | | | 3) ANN E. DUNWOODY | Issuer | Yes | For |
| | | | | | | | 4) WILLIAM J. FLYNN | Issuer | Yes | For |
| | | | | | | | 5) MICHAEL LARSON | Issuer | Yes | For |
| | | | | | | | 6) W. LEE NUTTER | Issuer | Yes | For |
| | | | | | | | 7) RAMON A. RODRIGUEZ | Issuer | Yes | For |
| | | | | | | | 8) DONALD W. SLAGER | Issuer | Yes | For |
| | | | | | | | 9) ALLAN C. SORENSEN | Issuer | Yes | For |
| | | | | | | | 10) JOHN M. TRANI | Issuer | Yes | For |
| | | | | | 2 | | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Issuer | Yes | For |
| | | | | | 3 | | | Issuer | Yes | For |

| | | | | | | | | | | | | |
|---------|----|-----------|-----------|-----------|--------|---|--|--|--------|-----|--|-------|
| | | | | | | | | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | | | | |
| | | | | | | 4 | | APPROVAL OF THE AMENDED AND RESTATED EXECUTIVE INCENTIVE PLAN. | Issuer | Yes | | For |
| | | | | | | 5 | | STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE. | Holder | Yes | | Again |
| | | | | | | 6 | | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES. | Holder | Yes | | Again |
| S | PM | 718172109 | 5/7/2014 | 3/14/2014 | Annual | 1 | | Election of Directors. Nominees: | | | | |
| AL INC. | | | | | | | | 1) HAROLD BROWN | Issuer | Yes | | For |
| | | | | | | | | 2) ANDRE CALANTZOPOULOS | Issuer | Yes | | For |
| | | | | | | | | 3) LOUIS C. CAMILLERI | Issuer | Yes | | For |
| | | | | | | | | 4) JENNIFER LI | Issuer | Yes | | For |
| | | | | | | | | 5) SERGIO MARCHIONNE | Issuer | Yes | | For |
| | | | | | | | | 6) KALPANA MORPARIA | Issuer | Yes | | For |
| | | | | | | | | 7) LUCIO A. NOTO | Issuer | Yes | | For |
| | | | | | | | | 8) ROBERT B. POLET | Issuer | Yes | | For |
| | | | | | | | | 9) CARLOS SLIM HELU | Issuer | Yes | | For |
| | | | | | | | | 10) STEPHEN M. WOLF | Issuer | Yes | | For |
| | | | | | | 2 | | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS | Issuer | Yes | | For |
| | | | | | | 3 | | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION | Issuer | Yes | | For |
| | | | | | | 4 | | SHAREHOLDER PROPOSAL 1 - LOBBYING | Holder | Yes | | Again |
| | | | | | | 5 | | SHAREHOLDER PROPOSAL 2 - ANIMAL TESTING | Holder | Yes | | Again |
| TOT | | 89151E109 | 5/16/2014 | 4/8/2014 | Annual | 1 | | APPROVAL OF FINANCIAL STATEMENTS OF THE PARENT COMPANY FOR THE 2013 FISCAL YEAR. | Issuer | Yes | | For |
| | | | | | | 2 | | APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2013 FISCAL YEAR. | Issuer | Yes | | For |
| | | | | | | 3 | | ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND. | Issuer | Yes | | For |
| | | | | | | 4 | | | Issuer | Yes | | For |

| | | | | |
|----|---|--------|-----|-----|
| | AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE IN SHARES OF THE COMPANY. | | | |
| 5 | RENEWAL OF THE APPOINTMENT OF MS. PATRICIA BARBIZET AS A DIRECTOR. | Issuer | Yes | For |
| 6 | RENEWAL OF THE APPOINTMENT OF MS. MARIE-CHRISTINE COISNE-ROQUETTE AS A DIRECTOR. | Issuer | Yes | For |
| 7 | RENEWAL OF THE APPOINTMENT OF MR. PAUL DESMARAIS, JR AS A DIRECTOR. | Issuer | Yes | For |
| 8 | RENEWAL OF THE APPOINTMENT OF MS. BARBARA KUX AS A DIRECTOR. | Issuer | Yes | For |
| 9 | ADVISORY OPINION ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED FOR FISCAL YEAR ENDED DECEMBER 31, 2013 TO MR. CHRISTOPHE DE MARGERIE, CHAIRMAN AND CHIEF EXECUTIVE OFFICER. | Issuer | Yes | For |
| 10 | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES AND/OR ANY SECURITIES PROVIDING ACCESS TO THE COMPANY'S SHARE CAPITAL WHILE MAINTAINING SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS OR BY CAPITALIZING PREMIUMS, RESERVES, SURPLUSES OR OTHER LINE ITEMS. | Issuer | Yes | For |
| 11 | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL | Issuer | Yes | For |

| | | | | |
|----|---|--------|-----|-----|
| | WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS. | | | |
| 12 | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED, IN THE EVENT OF SURPLUS DEMAND IN CASE OF SHARE CAPITAL INCREASE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS. | Issuer | Yes | For |
| 13 | DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL, IN PAYMENT OF SECURITIES THAT WOULD BE CONTRIBUTED TO THE COMPANY, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED TO REMUNERATE IN-KIND CONTRIBUTIONS. | Issuer | Yes | For |
| 14 | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL UNDER THE CONDITIONS PROVIDED IN ARTICLES L. 3332-18 AND FOLLOWING OF THE FRENCH LABOUR CODE, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED DUE TO THE SUBSCRIPTION OF SHARES BY GROUP EMPLOYEES. | Issuer | Yes | For |
| 15 | DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL RESERVED FOR CATEGORIES OF BENEFICIARIES IN A TRANSACTION RESERVED FOR EMPLOYEES WITHOUT PREFERENTIAL | Issuer | Yes | For |

| | | | | SUBSCRIPTION RIGHTS. |
|----|--|--------|-----|----------------------|
| 16 | AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO EMPLOYEES OF THE GROUP AS WELL AS TO EXECUTIVE DIRECTORS OF THE COMPANY OR OTHER COMPANIES OF THE GROUP, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED IN FAVOR OF THE BENEFICIARIES OF SUCH SHARE ALLOCATIONS. | Issuer | Yes | For |
| 17 | AMENDMENT OF ARTICLE 11 OF THE COMPANY'S ARTICLES OF ASSOCIATION TO DETERMINE THE APPOINTMENT PROCEDURES OF THE DIRECTOR(S) REPRESENTING EMPLOYEES PURSUANT TO THE FRENCH LAW OF JUNE 14, 2013, ON THE PROTECTION OF EMPLOYMENT AND TO INTEGRATE TECHNICAL CHANGES CONCERNING CERTAIN PROVISIONS REGARDING THE DIRECTORS REPRESENTING EMPLOYEE SHAREHOLDERS. | Issuer | Yes | For |
| 18 | AMENDMENT OF ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO SET THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD AT 70 YEARS. | Issuer | Yes | For |
| 19 | AMENDMENT OF ARTICLE 15 OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO SET THE LIMIT ON THE AGE OF THE PRESIDENT AT 67 YEARS. | Issuer | Yes | For |
| 20 | AMENDMENT OF ARTICLE 17 OF THE COMPANY'S ARTICLES OF ASSOCIATION FOR HARMONIZATION PURPOSES WITH THE FRENCH ORDER OF DECEMBER 9, 2010, IMPLEMENTING INTO FRENCH | Issuer | Yes | For |

| | | | | | | | | | | |
|--|--|--|--|--|--|----|---|--------|-----|-------|
| | | | | | | | LEGISLATION THE EUROPEAN DIRECTIVE REGARDING THE RIGHT OF SHAREHOLDERS TO BE REPRESENTED AT SHAREHOLDERS' MEETINGS BY ANY PERSON OF THEIR CHOICE. | | | |
| | | | | | | 21 | CIRCULATION OF A QUARTERLY NEWSLETTER BY THE EMPLOYEE DIRECTORS AND THE DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS. | Holder | Yes | Again |
| | | | | | | 22 | COMPONENTS OF THE COMPENSATION OF EXECUTIVE DIRECTORS AND EMPLOYEES LINKED TO INDUSTRIAL SAFETY INDICATORS. | Holder | Yes | Again |
| | | | | | | 23 | EXPANSION OF INDIVIDUAL SHARE OWNERSHIP (LOYALTY DIVIDEND). | Holder | Yes | Again |
| | | | | | | 24 | INCLUSION OF EMPLOYEE DIRECTOR(S) IN THE BOARD OF DIRECTORS' ORGANIZATION (AMENDMENT OF PARAGRAPH 5, ARTICLE 12 OF THE ARTICLES OF ASSOCIATION TO PROVIDE FOR THE PARTICIPATION OF EMPLOYEE DIRECTORS IN ALL THE BOARD'S COMMITTEES). | Holder | Yes | Again |
| | | | | | | 25 | DISTRIBUTION OF ATTENDANCE FEES (AMENDMENT OF PARAGRAPH 7, ARTICLE 12 OF THE ARTICLES OF ASSOCIATION TO PROVIDE FOR A DISTRIBUTION OF ATTENDANCE FEES BASED ON THE ACTUAL TIME SPENT BY DIRECTORS AT BOARD MEETINGS). | Holder | Yes | Again |

| | | | | | | | | | | |
|--------|-----|-----------|-----------|-----------|--------|---|----------------------------------|--------|-----|-----|
| KPRESS | AXP | 025816109 | 5/12/2014 | 3/14/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) CHARLENE BARSHEFSKY | Issuer | Yes | For |
| | | | | | | | 2) URSULA BURNS | Issuer | Yes | For |
| | | | | | | | 3) KENNETH CHENAULT | Issuer | Yes | For |

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| | | 4) PETER CHERNIN | Issuer | Yes | For | | | | | |
| | | 5) ANNE LAUVERGEON | Issuer | Yes | For | | | | | |
| | | 6) THEODORE LEONSIS | Issuer | Yes | For | | | | | |
| | | 7) RICHARD LEVIN | Issuer | Yes | For | | | | | |
| | | 8) RICHARD MCGINN | Issuer | Yes | For | | | | | |
| | | 9) SAMUEL PALMISANO | Issuer | Yes | For | | | | | |
| | | 10) STEVEN REINEMUND | Issuer | Yes | For | | | | | |
| | | 11) DANIEL VASELLA | Issuer | Yes | For | | | | | |
| | | 12) ROBERT WALTER | Issuer | Yes | For | | | | | |
| | | 13) RONALD WILLIAMS | Issuer | Yes | For | | | | | |
| | 2 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Issuer | Yes | For | | | | | |
| | 3 | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Issuer | Yes | For | | | | | |
| | 4 | SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA. | Holder | Yes | Again | | | | | |
| | 5 | SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS. | Holder | Yes | Again | | | | | |
| | 6 | SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT. | Holder | Yes | For | | | | | |
| | 7 | SHAREHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK. | Holder | Yes | Again | | | | | |
| MMM | 88579Y101 | 5/13/2014 | 3/14/2014 | Annual | 1 | Election of Directors. Nominees: | | | | |
| | | | | | | 1) LINDA G. ALVARADO | Issuer | Yes | For | |
| | | | | | | 2) THOMAS "TONY" K BROWN | Issuer | Yes | For | |
| | | | | | | 3) VANCE D. COFFMAN | Issuer | Yes | For | |
| | | | | | | 4) MICHAEL L. ESKEW | Issuer | Yes | For | |
| | | | | | | 5) HERBERT L. HENKEL | Issuer | Yes | For | |
| | | | | | | 6) MUHTAR KENT | Issuer | Yes | For | |
| | | | | | | 7) EDWARD M. LIDDY | Issuer | Yes | For | |
| | | | | | | 8) INGE G. THULIN | Issuer | Yes | For | |
| | | | | | | 9) ROBERT J. ULRICH | Issuer | Yes | For | |
| | | | | | 2 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Issuer | Yes | For | |
| | | | | | 3 | | Issuer | Yes | For | |

| | | | | | | | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | | | | |
|---------|-----|-----------|-----------|-----------|--------|---|--|---|--------|-----|---------|
| | | | | | | | 4 | STOCKHOLDER PROPOSAL ON RIGHT TO ACT BY WRITTEN CONSENT. | Holder | Yes | For |
| P, INC. | MO | 02209S103 | 5/14/2014 | 3/24/2014 | Annual | 1 | Election of Directors. Nominees: | | | | |
| | | | | | | | | 1) GERALD L. BALILES | Issuer | Yes | For |
| | | | | | | | | 2) MARTIN J. BARRINGTON | Issuer | Yes | For |
| | | | | | | | | 3) JOHN T. CASTEEN III | Issuer | Yes | For |
| | | | | | | | | 4) DINYAR S. DEVITRE | Issuer | Yes | For |
| | | | | | | | | 5) THOMAS F. FARRELL II | Issuer | Yes | For |
| | | | | | | | | 6) THOMAS W. JONES | Issuer | Yes | For |
| | | | | | | | | 7) DEBRA J. KELLY-ENNIS | Issuer | Yes | For |
| | | | | | | | | 8) W. LEO KIELY III | Issuer | Yes | For |
| | | | | | | | | 9) KATHRYN B. MCQUADE | Issuer | Yes | For |
| | | | | | | | | 10) GEORGE MUNOZ | Issuer | Yes | For |
| | | | | | | | | 11) NABIL Y. SAKKAB | Issuer | Yes | For |
| | | | | | | | 2 | RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Issuer | Yes | For |
| | | | | | | | 3 | ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS | Issuer | Yes | For |
| | | | | | | | 4 | SHAREHOLDER PROPOSAL - PREPARATION OF HEALTH EFFECT AND CESSATION MATERIALS FOR POOR AND LESS FORMALLY EDUCATED TOBACCO CONSUMERS | Holder | Yes | Against |
| | | | | | | | 5 | SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES | Holder | Yes | Against |
| | KSS | 500255104 | 5/15/2014 | 3/12/2014 | Annual | 1 | Election of Directors. Nominees: | | | | |
| | | | | | | | | 1) PETER BONEPARTH | Issuer | Yes | For |
| | | | | | | | | 2) STEVEN A. BURD | Issuer | Yes | For |
| | | | | | | | | 3) DALE E. JONES | Issuer | Yes | For |
| | | | | | | | | 4) KEVIN MANSELL | Issuer | Yes | For |
| | | | | | | | | 5) JOHN E. SCHLIFSKE | Issuer | Yes | For |
| | | | | | | | | 6) FRANK V. SICA | Issuer | Yes | For |
| | | | | | | | | 7) PETER M. SOMMERHAUSER | Issuer | Yes | For |
| | | | | | | | | 8) STEPHANIE A. STREETER | Issuer | Yes | For |
| | | | | | | | | 9) NINA G. VACA | Issuer | Yes | For |
| | | | | | | | | 10) STEPHEN E. WATSON | Issuer | Yes | For |
| | | | | | | | 2 | RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED | Issuer | Yes | For |

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| | | | | | | | | PUBLIC ACCOUNTING FIRM. | | | | |
| | | | | | | | 3 | ADVISORY VOTE ON APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION. | Issuer | Yes | For | |
| | | | | | | | 4 | SHAREHOLDER PROPOSAL: EXECUTIVES TO RETAIN SIGNIFICANT STOCK. | Holder | Yes | Again | |
| | | | | | | | 5 | SHAREHOLDER PROPOSAL: ANNUAL REPORT ON THE COSTS, BENEFITS AND SCIENTIFIC SUPPORT FOR SUSTAINABILITY INITIATIVES. | Holder | Yes | Again | |
| CHASE & | JPM | 46625H100 | 5/20/2014 | 3/21/2014 | Annual | | 1 | Election of Directors. Nominees: | | | | |
| | | | | | | | | 1) LINDA B. BAMMANN | Issuer | Yes | For | |
| | | | | | | | | 2) JAMES A. BELL | Issuer | Yes | For | |
| | | | | | | | | 3) CRANDALL C. BOWLES | Issuer | Yes | For | |
| | | | | | | | | 4) STEPHEN B. BURKE | Issuer | Yes | For | |
| | | | | | | | | 5) JAMES S. CROWN | Issuer | Yes | For | |
| | | | | | | | | 6) JAMES DIMON | Issuer | Yes | For | |
| | | | | | | | | 7) TIMOTHY P. FLYNN | Issuer | Yes | For | |
| | | | | | | | | 8) LABAN P. JACKSON, JR. | Issuer | Yes | For | |
| | | | | | | | | 9) MICHAEL A. NEAL | Issuer | Yes | For | |
| | | | | | | | | 10) LEE R. RAYMOND | Issuer | Yes | For | |
| | | | | | | | | 11) WILLIAM C. WELDON | Issuer | Yes | For | |
| | | | | | | | 2 | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Issuer | Yes | For | |
| | | | | | | | 3 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Issuer | Yes | For | |
| | | | | | | | 4 | LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING | Holder | Yes | Again | |
| | | | | | | | 5 | SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS | Holder | Yes | For | |
| | | | | | | | 6 | CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE | Holder | Yes | For | |
| INC. | MRK | 58933Y105 | 5/27/2014 | 3/31/2014 | Annual | | 1 | Election of Directors. Nominees: | | | | |
| | | | | | | | | 1) LESLIE A. BRUN | Issuer | Yes | For | |
| | | | | | | | | 2) THOMAS R. CECH | Issuer | Yes | For | |

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| | | | | | | 3) KENNETH C. FRAZIER | Issuer | Yes | For |
| | | | | | | 4) THOMAS H. GLOCER | Issuer | Yes | For |
| | | | | | | 5) WILLIAM B. HARRISON JR. | Issuer | Yes | For |
| | | | | | | 6) C. ROBERT KIDDER | Issuer | Yes | For |
| | | | | | | 7) ROCHELLE B. LAZARUS | Issuer | Yes | For |
| | | | | | | 8) CARLOS E. REPRESAS | Issuer | Yes | For |
| | | | | | | 9) PATRICIA F. RUSSO | Issuer | Yes | For |
| | | | | | | 10) CRAIG B. THOMPSON | Issuer | Yes | For |
| | | | | | | 11) WENDELL P. WEEKS | Issuer | Yes | For |
| | | | | | | 12) PETER C. WENDELL | Issuer | Yes | For |
| | | | | | 2 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Issuer | Yes | For |
| | | | | | 3 | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Issuer | Yes | For |
| | | | | | 4 | SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT. | Holder | Yes | For |
| | | | | | 5 | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS. | Holder | Yes | Again |
| CVX | 166764100 | 5/28/2014 | 4/2/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | 1) L.F. DEILY | Issuer | Yes | For |
| | | | | | | 2) R.E. DENHAM | Issuer | Yes | For |
| | | | | | | 3) A.P. GAST | Issuer | Yes | For |
| | | | | | | 4) E. HERNANDEZ, JR. | Issuer | Yes | For |
| | | | | | | 5) J.M. HUNTSMAN, JR. | Issuer | Yes | For |
| | | | | | | 6) G.L. KIRKLAND | Issuer | Yes | For |
| | | | | | | 7) C.W. MOORMAN | Issuer | Yes | For |
| | | | | | | 8) K.W. SHARER | Issuer | Yes | For |
| | | | | | | 9) J.G. STUMPF | Issuer | Yes | For |
| | | | | | | 10) R.D. SUGAR | Issuer | Yes | For |
| | | | | | | 11) C. WARE | Issuer | Yes | For |
| | | | | | | 12) J.S. WATSON | Issuer | Yes | For |
| | | | | | 2 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Issuer | Yes | For |
| | | | | | 3 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Issuer | Yes | For |
| | | | | | 4 | CHARITABLE CONTRIBUTIONS DISCLOSURE | Holder | Yes | Again |
| | | | | | 5 | LOBBYING DISCLOSURE | Holder | Yes | Again |
| | | | | | 6 | SHALE ENERGY OPERATIONS | Holder | Yes | Again |
| | | | | | 7 | INDEPENDENT CHAIRMAN | Holder | Yes | Again |

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|--------|-----|-----------|-----------|-----------|--------|----|---|--------|-----|-------|
| | | | | | | 8 | SPECIAL MEETINGS | Holder | Yes | For |
| | | | | | | 9 | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE | Holder | Yes | Again |
| | | | | | | 10 | COUNTRY SELECTION GUIDELINES | Holder | Yes | Again |
| TORES, | WMT | 931142103 | 6/6/2014 | 4/11/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) AIDA M. ALVAREZ | Issuer | Yes | For |
| | | | | | | | 2) JAMES I. CASH, JR. | Issuer | Yes | For |
| | | | | | | | 3) ROGER C. CORBETT | Issuer | Yes | For |
| | | | | | | | 4) PAMELA J. CRAIG | Issuer | Yes | For |
| | | | | | | | 5) DOUGLAS N. DAFT | Issuer | Yes | For |
| | | | | | | | 6) MICHAEL T. DUKE | Issuer | Yes | For |
| | | | | | | | 7) TIMOTHY P. FLYNN | Issuer | Yes | For |
| | | | | | | | 8) MARISSA A. MAYER | Issuer | Yes | For |
| | | | | | | | 9) C. DOUGLAS MCMILLON | Issuer | Yes | For |
| | | | | | | | 10) GREGORY B. PENNER | Issuer | Yes | For |
| | | | | | | | 11) STEVEN S REINEMUND | Issuer | Yes | For |
| | | | | | | | 12) JIM C. WALTON | Issuer | Yes | For |
| | | | | | | | 13) S. ROBSON WALTON | Issuer | Yes | For |
| | | | | | | | 14) LINDA S. WOLF | Issuer | Yes | For |
| | | | | | | 2 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS | Issuer | Yes | For |
| | | | | | | 3 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Issuer | Yes | For |
| | | | | | | 4 | REQUEST FOR INDEPENDENT CHAIRMAN POLICY | Holder | Yes | Again |
| | | | | | | 5 | REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY | Holder | Yes | Again |
| | | | | | | 6 | REQUEST FOR ANNUAL REPORT ON LOBBYING | Holder | Yes | Again |
| R INC. | CAT | 149123101 | 6/11/2014 | 4/14/2014 | Annual | 1 | Election of Directors. Nominees: | | | |
| | | | | | | | 1) DAVID L. CALHOUN | Issuer | Yes | For |
| | | | | | | | 2) DANIEL M. DICKINSON | Issuer | Yes | For |
| | | | | | | | 3) JUAN GALLARDO | Issuer | Yes | For |
| | | | | | | | 4) JESSE J. GREENE, JR. | Issuer | Yes | For |
| | | | | | | | 5) JON M. HUNTSMAN, JR. | Issuer | Yes | For |
| | | | | | | | 6) PETER A. MAGOWAN | Issuer | Yes | For |
| | | | | | | | 7) DENNIS A. MUILENBURG | Issuer | Yes | For |
| | | | | | | | 8) DOUGLAS R. OBERHELMAN | Issuer | Yes | For |
| | | | | | | | 9) WILLIAM A. OSBORN | Issuer | Yes | For |
| | | | | | | | 10) EDWARD B. RUST, JR. | Issuer | Yes | For |
| | | | | | | | 11) SUSAN C. SCHWAB | Issuer | Yes | For |
| | | | | | | | 12) MILES D. WHITE | Issuer | Yes | For |
| | | | | | | 2 | | Issuer | Yes | For |

COPPER & GOLD INC. ANNUAL
INCENTIVE PLAN.

| | | | | |
|---|--|--------|-----|-------|
| 5 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Holder | Yes | Again |
|---|--|--------|-----|-------|

SIGNATURE

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Boulder Growth & Income Fund, Inc.

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

Date: August 29, 2014

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