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STERLING CAPITAL CORP

Form N-PX

August 25, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-1537  
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Sterling Capital Corporation  
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(Exact name of registrant as specified in charter)

100 Wall Street, 11th Floor, New York, New York 10005  
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(Address of principal executive offices)

Michael Carey, Treasurer  
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(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 980-3360  
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Date of fiscal year end: December 31  
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Date of reporting period: July 1, 2004 - June 30, 2005  
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Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (s.s. 239.24 and s.s. 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

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

STERLING CAPITAL CORPORATION  
PROXY VOTING RECORD

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SECURITY -----	SYM ---	CUSIP -----	MEETING DATE -----	MATTER VOTED ON -----	PROPOSED BY -----
Advanced Micro Devices	AMD	007903107	4/28/2005	Nominees for directors	Directo
Advanced Micro Devices	AMD	007903107	4/28/2005	Accountants	Directo
Advanced Micro Devices	AMD	007903107	4/28/2005	Amend corporate documents	Shareho
Advanced Micro Devices	AMD	007903107	4/28/2005	Stock option expensing	Shareho
The Allstate Corporation	ALL	020002101	5/17/2005	Nominees for directors	Directo
The Allstate Corporation	ALL	020002101	5/17/2005	Auditors	Directo
The Allstate Corporation	ALL	020002101	5/17/2005	Cumulative voting Board of Dirs.	Shareho
Amlı Residential Prop Tr	AML	001735109	4/25/2005	Nominees for directors	Directo
Amlı Residential Prop Tr	AML	001735109	4/25/2005	Eliminate the classification of the Board of Trustees	Directo
Amlı Residential	AML	001735109	4/25/2005	Accountants	Directo
Camden Property Trust	CPT	133131102	2/28/2005	Issuance of Shares/Plan of Merger	Directo
Camden Property Trust	CPT	133131102	5/06/2005	Nominees for directors	Directo
Cisco Systems, Inc.	CSCO	17275R102	11/18/2004	Nominees for directors	Directo
Cisco Systems, Inc.	CSCO	17275R102	11/18/2004	Accountants	Directo
Cisco Systems, Inc.	CSCO	17275R102	11/18/2004	Review executive compensation Policies	Shareho
Citigroup, Inc.	C	172967101	4/19/2005	Nominees for directors	Directo
Citigroup, Inc.	C	172967101	4/19/2005	Accountants	Directo
Citigroup, Inc.	C	172967101	4/19/2005	Stock incentive plan	Directo
Citigroup, Inc.	C	172967101	4/19/2005	Curb executive compensation	Shareho
Citigroup, Inc.	C	172967101	4/19/2005	Political contributions	Shareho
Citigroup, Inc.	C	172967101	4/19/2005	Chairman of the Board should not have management duties/titles	Shareho
Citigroup, Inc.	C	172967101	4/19/2005	Limit on CEO compensation	Shareho
Citigroup, Inc.	C	172967101	4/19/2005	Election of director nominees by majority votes cast	Shareho
Citigroup, Inc.	C	172967101	4/19/2005	Prohibit payment of non-deductible officer compensation unless prior stockholder approval is granted	Shareho
Citigroup, Inc.	C	172967101	4/19/2005	Majority vote on each issue that can be subject to shareholder vote	Shareho
SECURITY -----	SYM ---	CUSIP -----	MEETING DATE -----	MATTER VOTED ON -----	PROPOSED BY -----
Conagra Foods, Inc.	CAG	205887102	9/23/2004	Nominees for directors	Directo
Conagra Foods, Inc.	CAG	205887102	9/23/2004	Auditors	Directo
Conagra Foods, Inc.	CAG	205887102	9/23/2004	Executive incentive plan	Directo
Conagra Foods, Inc.	CAG	205887102	9/23/2004	Suspension of stock grants for	Shareho

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directors and senior executives

ConocoPhillips	COP	20825C104	5/05/2005	Nominees for directors	Directo
ConocoPhillips	COP	20825C104	5/05/2005	Accountants	Directo
ConocoPhillips	COP	20825C104	5/05/2005	Compensation limitations	Shareho
ConocoPhillips	COP	20825C104	5/05/2005	Director election vote standard	Shareho
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Nominees for directors	Directo
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Accountants	Directo
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Government service	Shareho
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Int'l workplace standards	Shareho
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Executive compensation	Shareho
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Animal testing	Shareho
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Genetically modified food	Shareho
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Performance based options	Shareho
E.I. DuPont De Nemours	DD	263534109	4/27/2005	Disclosure of PFOA costs	Shareho
Equity Office Properties	EOP	294741103	5/24/2005	Nominees for directors	Directo
Equity Office Properties	EOP	294741103	5/24/2005	Auditors	Directo
Equity Residential	EQR	29476L107	5/26/2005	Nominees for directors	Directo
Equity Residential	EQR	29476L107	5/26/2005	Auditors	Directo
FalconStor Software	FALC	306137100	5/10/2005	Nominees for directors	Directo
FalconStor Software	FALC	306137100	5/10/2005	Accountants	Directo
Honeywell International	HON	438516106	4/25/2005	Nominees for directors	Directo
Honeywell International	HON	438516106	4/25/2005	Accountants	Directo
Honeywell International	HON	438516106	4/25/2005	Eliminate classified structure of Board of Directors	Directo
Honeywell International	HON	438516106	4/25/2005	Eliminate supermajority voting provisions	Directo
Honeywell International	HON	438516106	4/25/2005	Majority vote shareholder Committee	Shareho
Honeywell International	HON	438516106	4/25/2005	Separation Chairman/CEO	Shareho
Honeywell International	HON	438516106	4/25/2005	Executive pay disparity report	Shareho
Honeywell International	HON	438516106	4/25/2005	Executive compensation limit	Shareho
Honeywell International	HON	438516106	4/25/2005	Executive compensation framework proposal	Shareho

SECURITY	SYM	CUSIP	MEETING DATE	MATTER VOTED ON	PROPOSED BY
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Intel Corporation	INTC	458140100	5/18/2005	Nominees for directors	Directors
Intel Corporation	INTC	458140100	5/18/2005	Accountants	Directors
Intel Corporation	INTC	458140100	5/18/2005	2004 Equity Incentive Plan	Directors
Intel Corporation	INTC	458140100	5/18/2005	Executive Officer Incentive Plan	Directors
JP Morgan Chase	JPM	46625H100	5/17/2005	Nominees for directors	Directors
JP Morgan Chase	JPM	46625H100	5/17/2005	Accountants	Directors
JP Morgan Chase	JPM	46625H100	5/17/2005	2005 L.T. Incentive Plan	Directors
JP Morgan Chase	JPM	46625H100	5/17/2005	Director Term Limits	Shareholder
JP Morgan Chase	JPM	46625H100	5/17/2005	Separation of Chairman & CEO	Shareholder

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JP Morgan Chase	JPM	46625H100	5/17/2005	Competitive Pay	Shareholder
JP Morgan Chase	JPM	46625H100	5/17/2005	Management Bonuses (recoup unearned)	Shareholder
KeyCorp	KEY	493267108	5/05/2005	Nominees for directors	Directors
KeyCorp	KEY	493267108	5/05/2005	Auditors	Directors
Marathon Oil Corp.	MRO	565849106	4/27/2005	Nominees for directors	Directors
Marathon Oil Corp.	MRO	565849106	4/27/2005	Auditors	Directors
Marathon Oil Corp.	MRO	565849106	4/27/2005	Declassify Board of Directors	Shareholder
Marathon Oil Corp.	MRO	565849106	4/27/2005	Elect directors by majority vote	Shareholder
Mellon Financial Corp.	MEL	58551A108	4/19/2005	Nominees for directors	Directors
Mellon Financial Corp.	MEL	58551A108	4/19/2005	Accountants	Directors
MetLife, Inc.	MET	59156R108	4/26/2005	Nominees for directors	Directors
MetLife, Inc.	MET	59156R108	4/26/2005	Auditors	Directors
MetLife, Inc.	MET	59156R108	4/26/2005	Establish Board Committee to review sales practices	Shareholder
Newell Rubbermaid	NWL	651229106	5/11/2005	Nominees for directors	Directors
Newell Rubbermaid	NWL	651229106	5/11/2005	Accountants	Directors
Newell Rubbermaid	NWL	651229106	5/11/2005	Classified Board of Directors	Shareholder
SECURITY	SYM	CUSIP	MEETING DATE	MATTER VOTED ON	PROPOSED BY
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Nokia Corporation	NOK	654902204	4/07/2005	Nominees for directors	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Approval of income statements and balance sheet	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Approval of dividend EUR 0.33	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Discharge of liability	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Composition of the Board	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Remuneration to be paid/Auditor	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Auditors	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Granting stock options	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Reduce share capital/cancel shares	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Increase share capital of company	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Board to repurchase Nokia shares	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Dispose Nokia shares held by co.	Directors
Nokia Corporation	NOK	654902204	4/07/2005	Instructs legal counsel to vote their discretion on #15	Directors
Pfizer, Inc.	PFE	717081103	4/28/2005	Nominees for directors	Directors
Pfizer, Inc.	PFE	717081103	4/28/2005	Accountants	Directors
Pfizer, Inc.	PFE	717081103	4/28/2005	Term limits for directors	Shareholder
Pfizer, Inc.	PFE	717081103	4/28/2005	Report on increasing access to Pfizer products	Shareholder
Pfizer, Inc.	PFE	717081103	4/28/2005	Importation of prescription drugs	Shareholder
Pfizer, Inc.	PFE	717081103	4/28/2005	Political contributions	Shareholder
Pfizer, Inc.	PFE	717081103	4/28/2005	Product availability in Canada	Shareholder
Pfizer, Inc.	PFE	717081103	4/28/2005	Separate Chairman & CEO and access to pharmaceutical	Shareholder

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SECURITY	SYM	CUSIP	MEETING DATE	MATTER VOTED ON	PROPOSED BY
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				products	
Ryder System Inc.	R	783549108	5/06/2005	Nominees for directors	Directors
Ryder System Inc.	R	783549108	5/06/2005	Auditors	Directors
Ryder System Inc.	R	783549108	5/06/2005	2005 Equity Compensation Plan	Directors
Ryder System Inc.	R	783549108	5/06/2005	Amendment to stock purchase plan for employees to increase the number of shares issuable under the plan by 1,000,000	Directors
Sara Lee Corporation	SLE	803111103	10/28/2004	Nominees for directors	Directors
Sara Lee Corporation	SLE	803111103	10/28/2004	Auditors	Directors
Sara Lee Corporation	SLE	803111103	10/28/2004	Charitable contributions	Shareholders
St. Paul's Travelers	STA	792860108	5/03/2005	Nominees for directors	Directors
St. Paul's Travelers	STA	792860108	5/03/2005	Accountants	Directors
Time Warner Inc.	TWX	887317105	5/20/2005	Nominees for directors	Directors
Time Warner Inc.	TWX	887317105	5/20/2005	Auditors	Directors
Time Warner Inc.	TWX	887317105	5/20/2005	Pay Comparison	Stockholders
Tribune Company	TRB	896047107	5/18/2005	Nominees for directors	Directors
Tribune Company	TRB	896047107	5/18/2005	Accountants	Directors
Verizon Communications	VZ	92343V104	5/05/2005	Nominees for directors	Directors
Verizon Communications	VZ	92343V104	5/05/2005	Accountants	Directors
Verizon Communications	VZ	92343V104	5/05/2005	Cumulative Voting	Shareholders
Verizon Communications	VZ	92343V104	5/05/2005	Majority Vote Election/Directors	Shareholders
Verizon Communications	VZ	92343V104	5/05/2005	Board Composition	Shareholders
Verizon Communications	VZ	92343V104	5/05/2005	Separate Chairman & CEO	Shareholders
Verizon Communications	VZ	92343V104	5/05/2005	Directors Liability	Shareholders
Verizon Communications	VZ	92343V104	5/05/2005	Political contributions	Shareholders
Viacom, Inc.	VIA	925524100	5/26/2005	Nominees for directors	Directors
Viacom, Inc.	VIA	925524100	5/26/2005	Auditors	Directors
Viacom, Inc.	VIA	925524100	5/26/2005	Sr Exec. short-term Incentive Plan	Directors
Viacom, Inc.	VIA	925524100	5/26/2005	RSU Plan/Outside Directors	Directors
Wilmington Trust	WL	971807102	4/21/2005	Nominees for directors	Directors
Wilmington Trust	WL	971807102	4/21/2005	2005 long-term incentive plan	Directors

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## SIGNATURES

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

Registrant STERLING CAPITAL CORPORATION

BY (SIGNATURE AND TITLE)\* /s/ Wayne S. Reisner

Wayne S. Reisner, Principal Executive Officer  
(Principal Executive Officer)

Date: August 23, 2005

\* Print the name and title of each signing officer under his or her signature.