

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 28, 2006

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

FORM N-PX

## ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 255 State Street  
Boston, MA 02109

NAME AND ADDRESS OF AGENT FOR SERVICE: Alan R. Dynner, Esq.  
255 State Street  
Boston, MA 02109

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2005 - 06/30/2006

Eaton Vance Enhanced Equity Income Fund II

ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 28-Apr-2006  
Ticker: ABT  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	R.S. AUSTIN	Mgmt	For
	W.M. DALEY	Mgmt	For
	W.J. FARRELL	Mgmt	For
	H.L. FULLER	Mgmt	For
	R.A. GONZALEZ	Mgmt	For
	J.M. GREENBERG	Mgmt	For
	D.A.L. OWEN	Mgmt	For
	B. POWELL JR.	Mgmt	For
	W.A. REYNOLDS	Mgmt	For

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	R.S. ROBERTS	Mgmt	For
	W.D. SMITHBURG	Mgmt	For
	J.R. WALTER	Mgmt	For
	M.D. WHITE	Mgmt	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS.	Mgmt	For
03	SHAREHOLDER PROPOSAL - PAY-FOR-SUPERIOR-PERFORMANCE	Shr	For
04	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS	Shr	Against
05	SHAREHOLDER PROPOSAL - THE ROLES OF CHAIR AND CEO .	Shr	For

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ALBERTO-CULVER COMPANY

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Agen

Security: 013068101  
Meeting Type: Annual  
Meeting Date: 26-Jan-2006  
Ticker: ACV  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	CAROL L. BERNICK	Mgmt	For
	JIM EDGAR	Mgmt	For
	LEONARD H. LAVIN	Mgmt	For
	ROBERT H. ROCK	Mgmt	For

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ALCOA INC.

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Agen

Security: 013817101  
Meeting Type: Annual  
Meeting Date: 21-Apr-2006  
Ticker: AA  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	KATHRYN S. FULLER	Mgmt	For
	JUDITH M. GUERON	Mgmt	For
	ERNESTO ZEDILLO	Mgmt	For
02	PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR	Mgmt	For

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ALTRIA GROUP, INC.

Agen

Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 27-Apr-2006  
Ticker: MO  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ELIZABETH E. BAILEY HAROLD BROWN MATHIS CABIALAVETTA LOUIS C. CAMILLERI J. DUDLEY FISHBURN ROBERT E. R. HUNTLEY THOMAS W. JONES GEORGE MUNOZ LUCIO A. NOTO JOHN S. REED STEPHEN M. WOLF	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL 1 - REQUESTING INDEPENDENT BOARD CHAIRMAN	Shr	Against
04	STOCKHOLDER PROPOSAL 2 - REQUESTING COMMITMENT TO GLOBAL HUMAN RIGHTS STANDARDS	Shr	Against
05	STOCKHOLDER PROPOSAL 3 - SEEKING TO ADDRESS HEALTH HAZARDS FOR AFRICAN AMERICANS ASSOCIATED WITH SMOKING MENTHOL CIGARETTES	Shr	Against
06	STOCKHOLDER PROPOSAL 4 - SEEKING TO EXTEND NEW YORK FIRE-SAFE PRODUCTS GLOBALLY	Shr	Against
07	STOCKHOLDER PROPOSAL 5 - REQUESTING ADOPTION OF ANIMAL WELFARE POLICY	Shr	Against
08	STOCKHOLDER PROPOSAL 6 - REQUESTING SUPPORT FOR LAWS AT ALL LEVELS COMBATING USE OF TOBACCO	Shr	Against
09	STOCKHOLDER PROPOSAL 7 - SEEKING TO FACILITATE MEDICAL EFFORTS TO DISSUADE SECONDHAND SMOKE	Shr	Against

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
Meeting Type: Annual  
Meeting Date: 24-Apr-2006  
Ticker: AXP  
ISIN:

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN P.R. DOLAN V.E. JORDAN, JR. J. LESCHLY R.A. MCGINN E.D. MILLER F.P. POPOFF R.D. WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.	Mgmt	For
03	A SHAREHOLDER PROPOSAL RELATING TO STOCK OPTIONS.	Shr	Against
04	A SHAREHOLDER PROPOSAL RELATING TO MAJORITY VOTING FOR DIRECTORS.	Shr	For
05	A SHAREHOLDER PROPOSAL RELATING TO THE COMPANY S EMPLOYMENT POLICIES.	Shr	Against
06	A SHAREHOLDER PROPOSAL RELATING TO REIMBURSEMENT OF EXPENSES FOR CERTAIN SHAREHOLDER-NOMINATED DIRECTOR CANDIDATES.	Shr	Against

AMGEN INC.

Agen

Security: 031162100  
Meeting Type: Annual  
Meeting Date: 10-May-2006  
Ticker: AMGN  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MR. FREDERICK W. GLUCK ADM. J. PAUL REASON DR. DONALD B. RICE MR. LEONARD D SCHAEFFER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

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3A	STOCKHOLDER PROPOSAL #1 (STOCK RETENTION GUIDELINES).	Shr	For
3B	STOCKHOLDER PROPOSAL #2 (EXECUTIVE COMPENSATION).	Shr	Against
3C	STOCKHOLDER PROPOSAL #3 (SHAREHOLDER RIGHTS PLANS).	Shr	For
3D	STOCKHOLDER PROPOSAL #4 (ANIMAL WELFARE POLICY).	Shr	Against
3E	STOCKHOLDER PROPOSAL #5 (MAJORITY ELECTIONS).	Shr	For
3F	STOCKHOLDER PROPOSAL #6 (CORPORATE POLITICAL CONTRIBUTIONS).	Shr	For

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ANALOG DEVICES, INC.

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Agen

Security: 032654105  
Meeting Type: Annual  
Meeting Date: 14-Mar-2006  
Ticker: ADI  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES A. CHAMPY KENTON J. SICCHITANO LESTER C. THUROW	Mgmt Mgmt Mgmt	Withheld For For
02	TO APPROVE THE COMPANY S 2006 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 28, 2006.	Mgmt	For
04	SHAREHOLDER PROPOSAL TO INITIATE THE APPROPRIATE PROCESS TO AMEND THE COMPANY S GOVERNANCE DOCUMENTS (CERTIFICATE OF INCORPORATION OR BYLAWS) TO PROVIDE THAT DIRECTOR NOMINEES SHALL BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT AN ANNUAL MEETING OF SHAREHOLDERS.	Shr	For

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BECKMAN COULTER, INC.

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Agen

Security: 075811109  
Meeting Type: Annual  
Meeting Date: 12-Apr-2006  
Ticker: BEC  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PETER B. DERVAN, PH.D. SCOTT GARRETT R.J. LAVIZZIO-MOUREY, MD GLENN S. SCHAFFER	Mgmt Mgmt Mgmt Mgmt	For For For For

BJ'S WHOLESALE CLUB, INC.

Agen

Security: 05548J106  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: BJ  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BERT N. MITCHELL HELEN FRAME PETERS MICHAEL T. WEDGE	Mgmt Mgmt Mgmt	For For For
02	SHAREHOLDER PROPOSAL REGARDING THE ELECTION OF DIRECTORS BY MAJORITY OF VOTES CAST AT AN ANNUAL MEETING.	Shr	For
03	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS, LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 3, 2007.	Mgmt	For

BORGWARNER INC.

Agen

Security: 099724106  
Meeting Type: Annual  
Meeting Date: 26-Apr-2006  
Ticker: BWA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PHYLLIS O. BONANNO ALEXIS P. MICHAS RICHARD O. SCHAUM THOMAS T. STALLKAMP	Mgmt Mgmt Mgmt Mgmt	For For For For

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02	TO VOTE UPON A PROPOSAL TO APPROVE THE AMENDMENT TO THE BORGWARNER INC. 2004 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2006.	Mgmt	For

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 CAREMARK RX, INC.

Agen

Security: 141705103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2006  
 Ticker: CMX  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. DAVID BROWN II HARRIS DIAMOND C.A. LANCE PICCOLO MICHAEL D. WARE	Mgmt Mgmt Mgmt Mgmt	For For For For
02	STOCKHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS	Shr	Against

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 CARNIVAL CORPORATION

Agen

Security: 143658300  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2006  
 Ticker: CCL  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MICKY ARISON AMB RICHARD G. CAPEN JR ROBERT H. DICKINSON ARNOLD W. DONALD PIER LUIGI FOSCHI HOWARD S. FRANK RICHARD J. GLASIER BARONESS HOGG A. KIRK LANTERMAN MODESTO A. MAIDIQUE SIR JOHN PARKER PETER G. RATCLIFFE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For

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	STUART SUBOTNICK	Mgmt	For
	UZI ZUCKER	Mgmt	For
02	TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION.	Mgmt	For
03	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE TO THE REMUNERATION OF THE INDEPENDENT AUDITORS.	Mgmt	For
04	TO RECEIVE THE ACCOUNTS AND REPORTS FOR CARNIVAL PLC FOR THE FINANCIAL YEAR ENDED NOVEMBER 30, 2005.	Mgmt	For
05	TO APPROVE THE DIRECTORS REMUNERATION REPORT OF CARNIVAL PLC.	Mgmt	For
06	TO APPROVE LIMITS ON THE AUTHORITY TO ALLOT SHARES BY CARNIVAL PLC.	Mgmt	For
07	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS FOR CARNIVAL PLC.	Mgmt	For
08	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.	Mgmt	For

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CDW CORPORATION

Agen-----

Security: 12512N105  
Meeting Type: Annual  
Meeting Date: 17-May-2006  
Ticker: CDWC  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	MICHELLE L. COLLINS	Mgmt	For
	CASEY G. COWELL	Mgmt	For
	JOHN A. EDWARDSON	Mgmt	For
	DANIEL S. GOLDIN	Mgmt	For
	THOMAS J. HANSEN	Mgmt	For
	DONALD P. JACOBS	Mgmt	For
	STEPHAN A. JAMES	Mgmt	For
	MICHAEL P. KRASNY	Mgmt	For
	TERRY L. LENGFELDER	Mgmt	For
	SUSAN D. WELLINGTON	Mgmt	For
	BRIAN E. WILLIAMS	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS CDW S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006	Mgmt	For



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03	APPROVAL OF THE CDW 2006 STOCK INCENTIVE PLAN	Mgmt	For
04	APPROVAL OF AN AMENDMENT TO THE CDW EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For

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CENTURYTEL, INC.

Agen-----

Security: 156700106  
Meeting Type: Annual  
Meeting Date: 11-May-2006  
Ticker: CTL  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRED R. NICHOLS HARVEY P. PERRY JIM D. REPPOND JOSEPH R. ZIMMEL	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITOR FOR 2006.	Mgmt	For

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CHECKFREE CORPORATION

Agen-----

Security: 162813109  
Meeting Type: Annual  
Meeting Date: 02-Nov-2005  
Ticker: CKFR  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM P. BOARDMAN JAMES D. DIXON	Mgmt Mgmt	For For

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CHESAPEAKE ENERGY CORPORATION

Agen-----

Security: 165167107  
Meeting Type: Annual  
Meeting Date: 09-Jun-2006  
Ticker: CHK  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD K. DAVIDSON BREENE M. KERR CHARLES T. MAXWELL	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO THE CHESAPEAKE ENERGY CORPORATION LONG TERM INCENTIVE PLAN.	Mgmt	For

CINTAS CORPORATION

Agen

Security: 172908105  
Meeting Type: Annual  
Meeting Date: 18-Oct-2005  
Ticker: CTAS  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RICHARD T. FARMER ROBERT J. KOHLHEPP SCOTT D. FARMER PAUL R. CARTER GERALD V. DIRVIN ROBERT J. HERBOLD JOYCE HERGENHAN ROGER L. HOWE DAVID C. PHILLIPS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	APPROVAL OF THE 2005 EQUITY COMPENSATION PLAN.	Mgmt	For
03	RATIFICATION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2006.	Mgmt	For
04	PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF CINTAS.	Shr	Against
05	PROPOSAL TO ADOPT A POLICY THAT THE DIRECTOR NOMINEES BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT THE ANNUAL MEETING OF SHAREHOLDERS.	Shr	Against

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CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
Meeting Type: Annual  
Meeting Date: 15-Nov-2005  
Ticker: CSCO  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CAROL A. BARTZ M. MICHELE BURNS LARRY R. CARTER JOHN T. CHAMBERS DR. JOHN L. HENNESSY RICHARD M. KOVACEVICH RODERICK C. MCGEARY JAMES C. MORGAN JOHN P. MORGRIDGE STEVEN M. WEST JERRY YANG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO APPROVE THE ADOPTION OF THE 2005 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 29, 2006.	Mgmt	For
04	PROPOSAL SUBMITTED BY A SHAREHOLDER URGING THE BOARD OF DIRECTORS TO ADOPT A POLICY THAT A SIGNIFICANT PORTION OF FUTURE EQUITY COMPENSATION GRANTS TO SENIOR EXECUTIVES SHALL BE SHARES OF STOCK THAT REQUIRE THE ACHIEVEMENT OF PERFORMANCE GOALS AS A PREREQUISITE TO VESTING, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against
05	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THAT THE BOARD S COMPENSATION COMMITTEE INITIATE A REVIEW OF CISCO S EXECUTIVE COMPENSATION POLICIES AND TO MAKE AVAILABLE, UPON REQUEST, A REPORT OF THAT REVIEW BY JANUARY 1, 2006, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against
06	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PREPARE A REPORT TO SHAREHOLDERS DESCRIBING THE PROGRESS TOWARD DEVELOPMENT AND IMPLEMENTATION OF A COMPANY HUMAN RIGHTS POLICY AND THE PLAN FOR IMPLEMENTATION WITH PARTNERS AND RESELLERS BY MAY 31, 2006, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Shr	Against

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CITIGROUP INC.

Agen

Security: 172967101  
Meeting Type: Annual  
Meeting Date: 18-Apr-2006  
Ticker: C  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C. MICHAEL ARMSTRONG ALAIN J.P. BELDA GEORGE DAVID KENNETH T. DERR JOHN M. DEUTCH R. HERNANDEZ RAMIREZ ANN DIBBLE JORDAN KLAUS KLEINFELD ANDREW N. LIVERIS DUDLEY C. MECUM ANNE MULCAHY RICHARD D. PARSONS CHARLES PRINCE JUDITH RODIN ROBERT E. RUBIN FRANKLIN A. THOMAS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Mgmt	For
03	PROPOSAL TO AMEND ARTICLE FOURTH OF THE RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
04	PROPOSAL TO AMEND ARTICLE EIGHTH OF THE RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
05	PROPOSAL TO AMEND ARTICLE NINTH OF THE RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
06	STOCKHOLDER PROPOSAL REQUESTING NO FUTURE NEW STOCK OPTION GRANTS AND NO RENEWAL OR REPRICING OF CURRENT STOCK OPTIONS.	Shr	Against
7	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against
8	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON CHARITABLE CONTRIBUTIONS.	Shr	Against
9	STOCKHOLDER PROPOSAL REQUESTING THE ADOPTION OF A POLICY REGARDING PERFORMANCE-BASED EQUITY COMPENSATION FOR SENIOR EXECUTIVES.	Shr	For
10	STOCKHOLDER PROPOSAL REGARDING REIMBURSEMENT OF EXPENSES INCURRED BY A STOCKHOLDER IN A CONTESTED ELECTION OF DIRECTORS.	Shr	Against

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11	STOCKHOLDER PROPOSAL REQUESTING THAT THE CHAIRMAN OF THE BOARD HAVE NO MANAGEMENT DUTIES, TITLES OR RESPONSIBILITIES.	Shr	Against
12	STOCKHOLDER PROPOSAL REQUESTING THE RECOUPMENT OF MANAGEMENT BONUSES IN THE EVENT OF A RESTATEMENT OF EARNINGS.	Shr	Against

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COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 04-May-2006  
 Ticker: CL  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	J.T. CAHILL	Mgmt	For
	J.K. CONWAY	Mgmt	For
	E.M. HANCOCK	Mgmt	For
	D.W. JOHNSON	Mgmt	For
	R.J. KOGAN	Mgmt	For
	D.E. LEWIS	Mgmt	For
	R. MARK	Mgmt	For
	J.P. REINHARD	Mgmt	For
	H.B. WENTZ, JR.	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF THE COMPANY S 2007 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS	Mgmt	For
04	STOCKHOLDER PROPOSAL ON INDEPENDENT CHAIRMAN	Shr	Against
05	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION	Shr	For

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COMMERCE BANCORP, INC.

Agen

Security: 200519106  
 Meeting Type: Annual  
 Meeting Date: 16-May-2006  
 Ticker: CBH  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
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01	DIRECTOR VERNON W. HILL, II JACK R BERSHAD JOSEPH E. BUCKELEW DONALD T. DIFRANCESCO MORTON N. KERR STEVEN M. LEWIS JOHN K. LLOYD GEORGE E. NORCROSS, III DANIEL J. RAGONE WILLIAM A. SCHWARTZ, JR JOSEPH T. TARQUINI, JR. JOSEPH S. VASSALLUZZO	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	THE RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS MORE FULLY DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Mgmt	For

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CYPRESS SEMICONDUCTOR CORPORATION

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Agen

Security: 232806109  
Meeting Type: Annual  
Meeting Date: 01-May-2006  
Ticker: CY  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR T.J. RODGERS W. STEVE ALBRECHT ERIC A. BENHAMOU LLOYD CARNEY J. DANIEL MCCRANIE JAMES R. LONG EVERT VAN DE VEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2006.	Mgmt	For
03	PROPOSAL TO APPROVE THE AMENDED EMPLOYEE QUALIFIED STOCK PURCHASE PLAN.	Mgmt	For

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DANAHER CORPORATION

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Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 02-May-2006  
Ticker: DHR  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MORTIMER M. CAPLIN DONALD J. EHRLICH LINDA P. HEFNER WALTER G. LOHR, JR.	Mgmt Mgmt Mgmt Mgmt	For For For Withheld
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

DAVITA INC.

Agen

Security: 23918K108  
Meeting Type: Annual  
Meeting Date: 15-May-2006  
Ticker: DVA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR NANCY-ANN DEPARLE RICHARD B. FONTAINE PETER T. GRAUER C. RAYMOND LARKIN, JR. JOHN M. NEHRA WILLIAM L. ROPER, M.D. KENT J. THIRY RICHARD C. VAUGHAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006.	Mgmt	For

DENTSPLY INTERNATIONAL INC.

Agen

Security: 249030107  
Meeting Type: Annual  
Meeting Date: 10-May-2006  
Ticker: XRAY  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR WENDY L. DIXON LESLIE A. JONES GERALD K. KUNKLE, JR.	Mgmt Mgmt Mgmt	For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP, INDEPENDENT ACCOUNTANTS, TO AUDIT THE BOOKS AND ACCOUNTS OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2006.		For

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DIAMOND OFFSHORE DRILLING, INC.

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Agen

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2006  
 Ticker: DO  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES S. TISCH LAWRENCE R. DICKERSON ALAN R. BATKIN CHARLES L. FABRIKANT PAUL G. GAFFNEY, II HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld For For For Withheld Withheld For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2006.	Mgmt	For

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DOLLAR GENERAL CORPORATION

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Agen

Security: 256669102  
 Meeting Type: Annual  
 Meeting Date: 31-May-2006  
 Ticker: DG  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DAVID L. BERE DENNIS C. BOTTORFF BARBARA L. BOWLES REGINALD D. DICKSON E. GORDON GEE	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For



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	BARBARA M. KNUCKLES	Mgmt	For
	DAVID A. PERDUE	Mgmt	For
	J. NEAL PURCELL	Mgmt	For
	JAMES D. ROBBINS	Mgmt	For
	DAVID M. WILDS	Mgmt	For
02	APPROVAL OF AMENDMENTS TO THE DOLLAR GENERAL CORPORATION 1998 STOCK INCENTIVE PLAN	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For

ECOLAB INC.

Agen

Security: 278865100  
Meeting Type: Annual  
Meeting Date: 12-May-2006  
Ticker: ECL  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LESLIE S. BILLER JERRY A. GRUNDHOFER KASPER RORSTED JOHN J. ZILLMER	Mgmt Mgmt Mgmt Mgmt	For For For Withheld
02	RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

EDWARDS LIFESCIENCES CORPORATION

Agen

Security: 28176E108  
Meeting Type: Annual  
Meeting Date: 11-May-2006  
Ticker: EW  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MIKE R. BOWLIN DR. BARBARA J. MCNEIL MICHAEL A. MUSSALLEM	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE LONG-TERM STOCK INCENTIVE COMPENSATION PROGRAM	Mgmt	For

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

03	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
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EMC CORPORATION

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Agen

Security: 268648102  
Meeting Type: Annual  
Meeting Date: 04-May-2006  
Ticker: EMC  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR GAIL DEEGAN OLLI-PEKKA KALLASVUO WINDLE B. PRIEM ALFRED M. ZELEN	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS EMC S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO ELECTION OF DIRECTORS BY MAJORITY VOTE, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	For
04	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO PAY-FOR-SUPERIOR- PERFORMANCE, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	For
05	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO ANNUAL ELECTIONS OF DIRECTORS, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	For
06	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO EMC S AUDIT COMMITTEE, AS DESCRIBED IN EMC S PROXY STATEMENT.	Shr	Against

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EMERSON ELECTRIC CO.

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Agen

Security: 291011104  
Meeting Type: Annual  
Meeting Date: 07-Feb-2006  
Ticker: EMR  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
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# Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR A. A. BUSCH III A. F. GOLDEN V. R. LOUCKS, JR. J. B. MENZER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPROVAL OF THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	THE STOCKHOLDER PROPOSAL ON SEVERANCE AGREEMENTS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

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ENDO PHARMACEUTICALS HOLDINGS INC.

Agen

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Security: 29264F205  
Meeting Type: Annual  
Meeting Date: 30-May-2006  
Ticker: ENDP  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CAROL A. AMMON JOHN J. DELUCCA MICHEL DE ROSEN MICHAEL HYATT ROGER H. KIMMEL PETER A. LANKAU C.A. MEANWELL, M.D. PHD J.T. O'DONNELL, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For Withheld For For For For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

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FEDEX CORPORATION

Agen

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Security: 31428X106  
Meeting Type: Annual  
Meeting Date: 26-Sep-2005  
Ticker: FDX  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR JAMES L. BARKSDALE AUGUST A. BUSCH IV JOHN A. EDWARDSON JUDITH L. ESTRIN J. KENNETH GLASS PHILIP GREER J.R. HYDE, III SHIRLEY A. JACKSON CHARLES T. MANATT FREDERICK W. SMITH JOSHUA I. SMITH PAUL S. WALSH PETER S. WILLMOTT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPROVAL OF AMENDMENT TO INCENTIVE STOCK PLAN TO INCREASE THE NUMBER OF SHARES ISSUABLE UNDER THE PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTING.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORT.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING FOR DIRECTOR ELECTIONS.	Shr	Against

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FISHER SCIENTIFIC INTERNATIONAL INC.

Agen-----

Security: 338032204  
Meeting Type: Annual  
Meeting Date: 05-May-2006  
Ticker: FSH  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PAUL M. MONTRONE SIMON B. RICH SCOTT M. SPERLING	Mgmt Mgmt Mgmt	No vote No vote No vote
02	APPROVAL AND ADOPTION OF THE FISHER SCIENTIFIC EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	No vote
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY, FOR THE CURRENT FISCAL YEAR.	Mgmt	No vote

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

GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
Meeting Type: Annual  
Meeting Date: 03-May-2006  
Ticker: GD  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR N.D. CHABRAJA J.S. CROWN W.P. FRICKS C.H. GOODMAN J.L. JOHNSON G.A. JOULWAN P.G. KAMINSKI J.M. KEANE D.J. LUCAS L.L. LYLES C.E. MUNDY, JR. R. WALMSLEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL WITH REGARD TO MAJORITY VOTE STANDARD FOR ELECTION OF DIRECTORS	Shr	For
04	SHAREHOLDER PROPOSAL WITH REGARD TO AUTOMATIC DISQUALIFICATION OF DIRECTORS WHO FAIL TO RECEIVE A MAJORITY OF AFFIRMATIVE VOTES CAST	Shr	For
05	SHAREHOLDER PROPOSAL WITH REGARD TO INDEPENDENT BOARD CHAIRMAN	Shr	Against
06	SHAREHOLDER PROPOSAL WITH REGARD TO CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against
07	SHAREHOLDER PROPOSAL WITH REGARD TO SUSTAINABILITY REPORT	Shr	Against

GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 11-May-2006  
Ticker: GOOG  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
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# Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ARTHUR D. LEVINSON ANN MATHER MICHAEL MORITZ PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF GOOGLE INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO GOOGLE S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE 2004 STOCK PLAN FROM 13,431,660 TO 17,931,660.	Mgmt	Against
04	STOCKHOLDER PROPOSAL TO REQUEST THAT THE BOARD OF DIRECTORS TAKE THE STEPS THAT MAY BE NECESSARY TO ADOPT A RECAPITALIZATION PLAN THAT WOULD PROVIDE FOR ALL OF THE COMPANY S OUTSTANDING STOCK TO HAVE ONE VOTE PER SHARE.	Shr	For

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HALLIBURTON COMPANY

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Agen

Security: 406216101  
Meeting Type: Annual  
Meeting Date: 17-May-2006  
Ticker: HAL  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR A.M. BENNETT J.R. BOYD R.L. CRANDALL K.T DERR S.M. GILLIS W.R. HOWELL R.L. HUNT D.J. LESAR J.L.MARTIN J.A. PRECOURT D.L. REED	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
03	PROPOSAL TO AMEND CERTIFICATE OF INCORPORATION.	Mgmt	For

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

04	PROPOSAL ON SEVERANCE AGREEMENTS.	Mgmt	For
05	PROPOSAL ON HUMAN RIGHTS REVIEW.	Shr	Against
06	PROPOSAL ON DIRECTOR ELECTION VOTE THRESHOLD.	Shr	For
07	PROPOSAL ON POISON PILL.	Shr	Against

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HARRAH'S ENTERTAINMENT, INC.

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Agen

Security: 413619107  
Meeting Type: Annual  
Meeting Date: 25-Apr-2006  
Ticker: HET  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHARLES L. ATWOOD R. BRAD MARTIN GARY G. MICHAEL	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF THE COMPANY S AMENDED AND RESTATED 2004 EQUITY INCENTIVE AWARD PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2006 CALENDAR YEAR.	Mgmt	For

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HARRIS CORPORATION

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Agen

Security: 413875105  
Meeting Type: Annual  
Meeting Date: 28-Oct-2005  
Ticker: HRS  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LEWIS HAY III KAREN KATEN STEPHEN P. KAUFMAN HANSEL E. TOOKES II	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPROVAL OF THE HARRIS CORPORATION 2005 EQUITY INCENTIVE PLAN	Mgmt	For

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

03	APPROVAL OF THE HARRIS CORPORATION 2005 ANNUAL INCENTIVE PLAN	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For

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INCO LIMITED

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Agem

Security: 453258402  
Meeting Type: Annual  
Meeting Date: 20-Apr-2006  
Ticker: N  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	GLEN A. BARTON	Mgmt	For
	ANGUS A. BRUNEAU	Mgmt	For
	RONALD C. CAMBRE	Mgmt	For
	SCOTT M. HAND	Mgmt	For
	JANICE K. HENRY	Mgmt	For
	CHAVIVA M. HOSEK	Mgmt	For
	PETER C. JONES	Mgmt	For
	JOHN T. MAYBERRY	Mgmt	For
	FRANCIS MER	Mgmt	For
	DAVID P. O'BRIEN	Mgmt	For
	ROGER PHILLIPS	Mgmt	For
	RICHARD E. WAUGH	Mgmt	For
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS.	Mgmt	For

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INTEL CORPORATION

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Agem

Security: 458140100  
Meeting Type: Annual  
Meeting Date: 17-May-2006  
Ticker: INTC  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRAIG R. BARRETT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1C	ELECTION OF DIRECTOR: E. JOHN P. BROWNE	Mgmt	For



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1D	ELECTION OF DIRECTOR: D. JAMES GUZY	Mgmt	For
1E	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1J	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	AMENDMENT OF THE SECOND RESTATED CERTIFICATE OF INCORPORATION ( CERTIFICATE OF INCORPORATION ) TO REPEAL ARTICLE 10 (THE FAIR PRICE PROVISION )	Mgmt	For
03	AMENDMENT OF THE CERTIFICATE OF INCORPORATION TO REPEAL ARTICLE 7 AND ARTICLE 12 (THE SUPERMAJORITY VOTE PROVISIONS )	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Mgmt	For
05	APPROVAL OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For
06	APPROVAL OF THE 2006 STOCK PURCHASE PLAN	Mgmt	For

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INTERNATIONAL RECTIFIER CORPORATION

Agen-----

Security: 460254105  
Meeting Type: Annual  
Meeting Date: 21-Nov-2005  
Ticker: IRF  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALEXANDER LIDOW ROCHUS E. VOGT	Mgmt Mgmt	For For
02	AMENDMENT OF EMPLOYEE STOCK PURCHASE PLAN. TO APPROVE THE PROPOSED AMENDMENT AND RESTATEMENT OF THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
03	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY TO SERVE FOR FISCAL YEAR 2006.	Mgmt	For

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 INTERSIL CORPORATION  
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Agen

Security: 46069S109  
 Meeting Type: Annual  
 Meeting Date: 10-May-2006  
 Ticker: ISIL  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	RICHARD M. BEYER	Mgmt	For
	DR. ROBERT W. CONN	Mgmt	For
	JAMES V. DILLER	Mgmt	For
	GARY E. GIST	Mgmt	For
	MERCEDES JOHNSON	Mgmt	For
	GREGORY LANG	Mgmt	For
	JAN PEETERS	Mgmt	For
	ROBERT N. POKELWALDT	Mgmt	For
	JAMES A. URRY	Mgmt	For
02	RATIFICATION OF INDEPENDENT, REGISTERED CERTIFIED PUBLIC ACCOUNTANTS.	Mgmt	For
03	INCREASE OF THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER OHE 1999 EQUITY COMPENSATION PLAN FROM 25,250,000 TO 36,250,000.	Mgmt	For

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 IVAX CORPORATION  
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Agen

Security: 465823102  
 Meeting Type: Annual  
 Meeting Date: 03-Aug-2005  
 Ticker: IVX  
 ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	BETTY G. AMOS	Mgmt	For
	MARK ANDREWS	Mgmt	For
	JACK FISHMAN PH.D.	Mgmt	For
	NEIL FLANZRAICH	Mgmt	For
	PHILLIP FROST M.D.	Mgmt	For
	JANE HSIAO PH.D.	Mgmt	For
	RICHARD M. KRASNO PH.D.	Mgmt	For
	DAVID A. LIEBERMAN	Mgmt	For
	RICHARD C. PFENNIGER JR	Mgmt	For
	BERTRAM PITT M.D.	Mgmt	For
	Z.P. ZACHARIAH M.D.	Mgmt	For

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

JABIL CIRCUIT, INC.

Agen

Security: 466313103  
Meeting Type: Annual  
Meeting Date: 20-Jan-2006  
Ticker: JBL  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LAURENCE S. GRAFSTEIN MEL S. LAVITT TIMOTHY L. MAIN WILLIAM D. MOREAN LAWRENCE J. MURPHY FRANK A. NEWMAN STEVEN A. RAYMUND THOMAS A. SANSONE KATHLEEN A. WALTERS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	TO APPROVE AMENDMENTS TO THE JABIL CIRCUIT, INC. 2002 STOCK INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE THE JABIL CIRCUIT, INC. ANNUAL INCENTIVE PLAN	Mgmt	For
04	TO APPROVE AMENDMENTS TO THE JABIL CIRCUIT, INC. 2002 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
05	TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR JABIL.	Mgmt	For
06	WITH DISCRETIONARY AUTHORITY ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.	Mgmt	For

JOHNSON & JOHNSON

Agen

Security: 478160104  
Meeting Type: Annual  
Meeting Date: 27-Apr-2006  
Ticker: JNJ  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARY S. COLEMAN JAMES G. CULLEN	Mgmt Mgmt	For For

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

	ROBERT J. DARRETTA	Mgmt	For
	MICHAEL M. E. JOHNS	Mgmt	For
	ANN D. JORDAN	Mgmt	For
	ARNOLD G. LANGBO	Mgmt	For
	SUSAN L. LINDQUIST	Mgmt	For
	LEO F. MULLIN	Mgmt	For
	CHRISTINE A. POON	Mgmt	For
	CHARLES PRINCE	Mgmt	For
	STEVEN S REINEMUND	Mgmt	For
	DAVID SATCHER	Mgmt	For
	WILLIAM C. WELDON	Mgmt	For
02	APPROVAL OF AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
04	PROPOSAL ON CHARITABLE CONTRIBUTIONS	Shr	Against
05	PROPOSAL ON MAJORITY VOTING REQUIREMENTS FOR DIRECTOR NOMINEES	Shr	For

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KELLOGG COMPANY

Agen

Security: 487836108  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2006  
 Ticker: K  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JOHN T. DILLON	Mgmt	For
	JAMES M. JENNESS	Mgmt	For
	L. DANIEL JORNDT	Mgmt	For
	WILLIAM D. PEREZ	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITOR FOR 2006	Mgmt	For
03	APPROVAL OF THE KELLOGG COMPANY SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN	Mgmt	For
04	PREPARE SUSTAINABILITY REPORT	Shr	Against

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L-3 COMMUNICATIONS HOLDINGS, INC.

Agen

Security: 502424104  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2006

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

Ticker: LLL

ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PETER A. COHEN ROBERT B. MILLARD ARTHUR L. SIMON	Mgmt Mgmt Mgmt	No vote No vote No vote
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	No vote
03	APPROVAL OF AN AMENDMENT TO THE L-3 COMMUNICATIONS CORPORATION EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	No vote

LAMAR ADVERTISING COMPANY

Agen

Security: 512815101  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: LAMR  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN MAXWELL HAMILTON ROBERT M. JELENIC STEPHEN P. MUMBLOW THOMAS V. REIFENHEISER ANNA REILLY KEVIN P. REILLY, JR. WENDELL REILLY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	AMENDMENT OF THE 1996 EQUITY INCENTIVE PLAN.	Mgmt	Against

LEGG MASON, INC.

Agen

Security: 524901105  
Meeting Type: Annual  
Meeting Date: 19-Jul-2005  
Ticker: LM  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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	DENNIS R. BERESFORD	Mgmt	For
	EDWARD I. O'BRIEN	Mgmt	For
	ROGER W. SCHIPKE	Mgmt	For
	NICHOLAS J. ST. GEORGE	Mgmt	For
02	RE-APPROVAL OF THE LEGG MASON, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
03	APPROVAL OF THE LEGG MASON, INC. NON-EMPLOYEE DIRECTOR EQUITY PLAN.	Mgmt	For

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### LINEAR TECHNOLOGY CORPORATION

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Agen

Security: 535678106  
 Meeting Type: Annual  
 Meeting Date: 02-Nov-2005  
 Ticker: LLTC  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT H. SWANSON, JR. DAVID S. LEE LOTHAR MAIER LEO T. MCCARTHY RICHARD M. MOLEY THOMAS S. VOLPE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	TO APPROVE THE ADOPTION OF THE 2005 EQUITY INCENTIVE PLAN AND THE RESERVATION OF SHARES FOR ISSUANCE THEREUNDER.	Mgmt	For
03	TO APPROVE THE ADOPTION OF THE 2005 EMPLOYEE STOCK PURCHASE PLAN AND THE RESERVATION OF SHARES FOR ISSUANCE THEREUNDER.	Mgmt	For
04	TO REAPPROVE THE 1996 SENIOR EXECUTIVE BONUS PLAN.	Mgmt	For
05	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 2, 2006.	Mgmt	For

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### LIZ CLAIBORNE INC

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Agen

Security: 539320101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2006  
 Ticker: LIZ  
 ISIN:

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

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BERNARD W. ARONSON DANIEL A. CARP NANCY J. KARCH PAUL E. TIERNEY, JR.	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2006.	Mgmt	For
03	THE STOCKHOLDER PROPOSAL AS DESCRIBED IN THE PROXY STATEMENT.	Shr	For

MAXIM INTEGRATED PRODUCTS, INC.

Agen

Security: 57772K101  
Meeting Type: Annual  
Meeting Date: 10-Nov-2005  
Ticker: MXIM  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES BERGMAN MICHAEL J. BYRD PETER DE ROETHH JOHN F. GIFFORD B. KIPLING HAGOPIAN A.R. FRANK WAZZAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	TO RATIFY AND APPROVE THE AMENDMENT AND RESTATEMENT OF THE 1996 STOCK INCENTIVE PLAN, AS AMENDED, INCLUDING WITHOUT LIMITATION, TO (A) INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 10,800,000 SHARES FROM 117,600,000 SHARES TO 128,400,000 SHARES, (B) PERMIT THE AWARD OF RESTRICTED STOCK UNITS AND RESTRICTED STOCK AND (C) EXTEND THE TERM THROUGH 2015.	Mgmt	For
03	TO RATIFY AND APPROVE THE AMENDMENT TO THE COMPANY S 1987 EMPLOYEE STOCK PARTICIPATION PLAN, AS AMENDED, TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 1,500,000 SHARES FROM 16,551,567 SHARES TO 18,051,567 SHARES.	Mgmt	For
04	TO RATIFY THE RETENTION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 24, 2006.	Mgmt	For

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MEDTRONIC, INC.

Agen

Security: 585055106  
Meeting Type: Annual  
Meeting Date: 25-Aug-2005  
Ticker: MDT  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SHIRLEY A. JACKSON, PHD DENISE M. O'LEARY JEAN-PIERRE ROSSO JACK W. SCHULER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO APPROVE THE MEDTRONIC, INC. 2005 EMPLOYEES STOCK PURCHASE PLAN.	Mgmt	For
04	TO APPROVE THE MEDTRONIC, INC. 1998 OUTSIDE DIRECTOR STOCK COMPENSATION PLAN (AS AMENDED AND RESTATED).	Mgmt	For

MICROCHIP TECHNOLOGY INCORPORATED

Agen

Security: 595017104  
Meeting Type: Annual  
Meeting Date: 15-Aug-2005  
Ticker: MCHP  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STEVE SANGHI ALBERT J. HUGO-MARTINEZ L.B. DAY MATTHEW W. CHAPMAN WADE F. MEYERCORD	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2006.	Mgmt	For



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MILLIPORE CORPORATION

Agen

Security: 601073109  
Meeting Type: Annual  
Meeting Date: 26-Apr-2006  
Ticker: MIL  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROLF A. CLASSON MARK HOFFMAN JOHN F. RENO KAREN E. WELKE	Mgmt Mgmt Mgmt Mgmt	For For For For
02	ADOPTION OF THE AMENDMENTS TO THE MILLIPORE CORPORATION 1999 STOCK INCENTIVE PLAN.	Mgmt	For

NCR CORPORATION

Agen

Security: 62886E108  
Meeting Type: Annual  
Meeting Date: 26-Apr-2006  
Ticker: NCR  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM R. NUTI JAMES M. RINGLER	Mgmt Mgmt	For For
02	APPROVAL OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Mgmt	For
03	APPROVAL OF THE NCR MANAGEMENT INCENTIVE PLAN.	Mgmt	For
04	APPROVAL OF THE NCR STOCK INCENTIVE PLAN.	Mgmt	For
05	APPROVAL OF THE NCR EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For

NIKE, INC.

Agen

Security: 654106103  
Meeting Type: Annual

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

Meeting Date: 20-Sep-2005  
Ticker: NKE  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JILL K. CONWAY ALAN B. GRAF, JR. JEANNE P. JACKSON	Mgmt Mgmt Mgmt	For For For
02	PROPOSAL TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES.	Mgmt	Against
03	PROPOSAL TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.	Mgmt	For
04	PROPOSAL TO AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.	Mgmt	For
05	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

NOBLE CORPORATION

Agen

Security: G65422100  
Meeting Type: Annual  
Meeting Date: 27-Apr-2006  
Ticker: NE  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES C. DAY JULIE H. EDWARDS MARC E. LELAND	Mgmt Mgmt Mgmt	For For For
02	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2006.	Mgmt	For
03	MEMBER (SHAREHOLDER) PROPOSAL TO SEPARATE THE POSITIONS OF CHAIRMAN/CHIEF EXECUTIVE OFFICER.	Shr	For

NORDSTROM, INC.

Agen

Security: 655664100  
Meeting Type: Annual  
Meeting Date: 23-May-2006

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

Ticker: JWN

ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PHYLLIS J. CAMPBELL ENRIQUE HERNANDEZ, JR. JEANNE P. JACKSON ROBERT G. MILLER BLAKE W. NORDSTROM ERIK B. NORDSTROM PETER E. NORDSTROM PHILIP G. SATRE ALISON A. WINTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	APPROVAL OF AN AMENDMENT TO THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

ORACLE CORPORATION

Agen

Security: 68389X105  
Meeting Type: Annual  
Meeting Date: 10-Oct-2005  
Ticker: ORCL  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY O. HENLEY LAWRENCE J. ELLISON DONALD L. LUCAS MICHAEL J. BOSKIN JACK F. KEMP JEFFREY S. BERG SAFRA A. CATZ HECTOR GARCIA-MOLINA JOSEPH A. GRUNDFEST H. RAYMOND BINGHAM CHARLES E. PHILLIPS, JR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2006 EXECUTIVE BONUS PLAN.	Mgmt	For
03	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2006.	Mgmt	For

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

PARKER-HANNIFIN CORPORATION

Agen

Security: 701094104  
Meeting Type: Annual  
Meeting Date: 26-Oct-2005  
Ticker: PH  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM E. KASSLING PETER W. LIKINS JOSEPH M. SCAMINACE WOLFGANG R. SCHMITT	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FY06.	Mgmt	For
03	APPROVAL OF THE PARKER-HANNIFIN CORPORATION PERFORMANCE BONUS PLAN.	Mgmt	For
04	A SHAREHOLDER PROPOSAL TO DECLASSIFY THE ELECTION OF DIRECTORS.	Shr	For

PARTNERRE LTD.

Agen

Security: G6852T105  
Meeting Type: Annual  
Meeting Date: 12-May-2006  
Ticker: PRE  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT M. BAYLIS JAN H. HOLLSBOER KEVIN M. TWOMEY	Mgmt Mgmt Mgmt	For For For
02	TO RE-APPOINT DELOITTE & TOUCHE, THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS THE COMPANY S INDEPENDENT AUDITORS FOR THE ENSUING PERIOD ENDING WITH THE 2007 ANNUAL GENERAL MEETING AND TO REFER THE DETERMINATION OF AUDITORS REMUNERATION TO THE BOARD OF DIRECTORS.	Mgmt	For
03	TO CONSIDER AND TAKE ACTION WITH RESPECT TO SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENT	Mgmt	Against

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OR ADJOURNMENTS THEREOF.

PAYCHEX, INC.

Agen

Security: 704326107  
Meeting Type: Annual  
Meeting Date: 12-Oct-2005  
Ticker: PAYX  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR B. THOMAS GOLISANO DAVID J. S. FLASCHEN PHILLIP HORSLEY GRANT M. INMAN JONATHAN J. JUDGE J. ROBERT SEBO JOSEPH M. TUCCI	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO AMEND THE 2002 STOCK INCENTIVE PLAN AND INCREASE THE SHARES AVAILABLE UNDER THE 2002 STOCK INCENTIVE PLAN.	Mgmt	For
03	STOCKHOLDER PROPOSAL TO AMEND BY-LAWS TO ADOPT MAJORITY VOTING OF DIRECTORS.	Shr	Against

PEPSICO, INC.

Agen

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 03-May-2006  
Ticker: PEP  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR J.F. AKERS R.E. ALLEN D. DUBLON V.J. DZAU R.L. HUNT A. IBARGUEN A.C. MARTINEZ I.K. NOOYI S.S. REINEMUND S.P. ROCKEFELLER J.J. SCHIRO	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For

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	F.A. THOMAS	Mgmt	For
	C.M. TRUDELL	Mgmt	For
	D. VASELLA	Mgmt	For
	M.D. WHITE	Mgmt	For
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS (PROXY STATEMENT P. 23)	Shr	Against
04	SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS (PROXY STATEMENT P. 24)	Shr	Against

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POLO RALPH LAUREN CORPORATION

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Agen

Security: 731572103  
Meeting Type: Annual  
Meeting Date: 11-Aug-2005  
Ticker: RL  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRANK A. BENNACK, JR. JOEL L. FLEISHMAN	Mgmt Mgmt	For For
02	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS TO SERVE FOR THE FISCAL YEAR ENDING APRIL 1, 2006.	Mgmt	For

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ROCKWELL COLLINS, INC.

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Agen

Security: 774341101  
Meeting Type: Annual  
Meeting Date: 07-Feb-2006  
Ticker: COL  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR A.J. CARBONE C.M. JONES C.L. SHAVERS	Mgmt Mgmt Mgmt	For For For
02	FOR THE SELECTION OF DELOITTE & TOUCHE LLP AS OUR AUDITORS FOR FISCAL YEAR 2006.	Mgmt	For
03	FOR THE APPROVAL OF THE 2006 LONG-TERM INCENTIVES	Mgmt	For

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PLAN.

04	FOR THE APPROVAL OF THE 2006 ANNUAL INCENTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVE OFFICERS.	Mgmt	For
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SAFEWAY INC.

Agen

Security: 786514208  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: SWY  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN A. BURD	Mgmt	For
1B	ELECTION OF DIRECTOR: JANET E. GROVE	Mgmt	For
1C	ELECTION OF DIRECTOR: MOHAN GYANI	Mgmt	For
1D	ELECTION OF DIRECTOR: PAUL HAZEN	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT I. MACDONNELL	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS J. MACKENZIE	Mgmt	For
1G	ELECTION OF DIRECTOR: REBECCA A. STIRN	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Mgmt	For
1I	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Mgmt	For
02	RE-APPROVAL OF 2001 AMENDED AND RESTATED OPERATING PERFORMANCE BONUS PLAN FOR EXECUTIVE OFFICERS OF SAFEWAY INC.	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006.	Mgmt	For
04	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shr	For
05	STOCKHOLDER PROPOSAL REQUESTING A SEPARATE VOTE ON GOLDEN PAY IN CONNECTION WITH A MERGER.	Shr	For
06	STOCKHOLDER PROPOSAL REQUESTING THE CREATION OF A FORMAL MECHANISM FOR DIALOGUE BETWEEN INDEPENDENT DIRECTORS AND SHAREHOLDERS.	Shr	Against
07	STOCKHOLDER PROPOSAL REQUESTING THE LABELING OF GENETICALLY ENGINEERED PRODUCTS.	Shr	Against
08	STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY ISSUE A SUSTAINABILITY REPORT.	Shr	Against

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

SCIENTIFIC-ATLANTA, INC.

Agen

Security: 808655104  
Meeting Type: Annual  
Meeting Date: 03-Nov-2005  
Ticker: SFA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DAVID W. DORMAN WILLIAM E. KASSLING MYLLE H. MANGUM	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2006.	Mgmt	For
03	RE-APPROVAL OF THE SENIOR OFFICER ANNUAL INCENTIVE PLAN, AS AMENDED.	Mgmt	For
04	APPROVAL AND ADOPTION OF THE 2005 EQUITY PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For

SCIENTIFIC-ATLANTA, INC.

Agen

Security: 808655104  
Meeting Type: Special  
Meeting Date: 02-Feb-2006  
Ticker: SFA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	THE PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 18, 2005, AMONG CISCO SYSTEMS, INC., A CALIFORNIA CORPORATION, COLUMBUS ACQUISITION CORP., A GEORGIA CORPORATION AND WHOLLY OWNED SUBSIDIARY OF CISCO, AND SCIENTIFIC-ATLANTA, INC., A GEORGIA CORPORATION.	Mgmt	For
02	THE PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE APPROVAL OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Mgmt	For



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

SEAGATE TECHNOLOGY

Agen

Security: G7945J104  
Meeting Type: Special  
Meeting Date: 17-May-2006  
Ticker: STX  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO APPROVE THE ISSUANCE OF SEAGATE COMMON SHARES PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 20, 2005 (AS AMENDED, SUPPLEMENTED OR MODIFIED FROM TIME TO TIME, THE MERGER AGREEMENT ) BY AND AMONG SEAGATE TECHNOLOGY, MD MERGER CORPORATION AND MAXTOR CORPORATION	Mgmt	For
02	PROPOSAL TO APPROVE ADJOURNMENT OF THE EXTRAORDINARY GENERAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE EXTRAORDINARY GENERAL MEETING TO APPROVE THE ISSUANCE OF SEAGATE COMMON SHARES IN THE MERGER.	Mgmt	For

SEARS HOLDINGS CORPORATION

Agen

Security: 812350106  
Meeting Type: Annual  
Meeting Date: 12-Apr-2006  
Ticker: SHLD  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DONALD J. CARTY WILLIAM C. CROWLEY ALAN J. LACY EDWARD S. LAMPERT AYLWIN B. LEWIS STEVEN T. MNUCHIN RICHARD C. PERRY ANN N. REESE THOMAS J. TISCH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	APPROVE THE SEARS HOLDINGS CORPORATION 2006 ASSOCIATE STOCK PURCHASE PLAN	Mgmt	For
03	APPROVE THE SEARS HOLDINGS CORPORATION 2006	Mgmt	For

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## STOCK PLAN

04	APPROVE THE SEARS HOLDINGS CORPORATION UMBRELLA INCENTIVE PROGRAM	Mgmt	For
05	RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2006	Mgmt	For

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SEPRACOR INC.

----- Agen

Security: 817315104  
Meeting Type: Annual  
Meeting Date: 18-May-2006  
Ticker: SEPR  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES G. ANDRESS ROBERT J. CRESCI JAMES F. MRAZEK	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE AN AMENDMENT TO OUR 2000 STOCK INCENTIVE PLAN INCREASING FROM 9,500,000 TO 11,500,000 THE NUMBER OF SHARES OF OUR COMMON STOCK RESERVED FOR ISSUANCE UNDER THE 2000 PLAN.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO OUR 1998 EMPLOYEE STOCK PURCHASE PLAN INCREASING FROM 900,000 TO 1,400,000 THE NUMBER OF SHARES OF OUR COMMON STOCK RESERVED FOR ISSUANCE UNDER THE 1998 PURCHASE PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For

-----  
SMITHFIELD FOODS, INC.

----- Agen

Security: 832248108  
Meeting Type: Annual  
Meeting Date: 26-Aug-2005  
Ticker: SFD  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		

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	ROBERT L. BURRUS, JR.	Mgmt	For
	CAROL T. CRAWFORD	Mgmt	For
	FRANK S. ROYAL, M.D.	Mgmt	For
02	PROPOSAL TO APPROVE THE ADOPTION OF THE SMITHFIELD FOODS, INC. 2005 NON-EMPLOYEE DIRECTORS STOCK INCENTIVE PLAN	Mgmt	For
03	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING APRIL 30, 2006	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT	Shr	Against

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STAPLES, INC.

Agen

Security: 855030102  
Meeting Type: Annual  
Meeting Date: 06-Jun-2006  
Ticker: SPLS  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BASIL L. ANDERSON ROBERT C. NAKASONE RONALD L. SARGENT STEPHEN F SCHUCKENBROCK	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO APPROVE AN AMENDMENT TO STAPLES BY-LAWS PROVIDING FOR THE ANNUAL ELECTION OF DIRECTORS.	Mgmt	For
03	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
04	TO ACT ON A SHAREHOLDER PROPOSAL ON DIRECTOR ELECTION MAJORITY VOTE STANDARD.	Shr	For

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STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Agen

Security: 85590A203  
Meeting Type: Annual  
Meeting Date: 02-May-2006  
Ticker: HOT  
ISIN:

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Prop.#	Proposal	Proposal	Proposal Vote
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# Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

		Type	
01	DIRECTOR HEYER BARSHEFSKY CHAPUS DUNCAN GALBREATH HIPPEAU QUAZZO RYDER YIH YOUNGBLOOD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld For Withheld Withheld Withheld Withheld Withheld
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

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SUPERVALU INC.

Agen-----

Security: 868536103  
Meeting Type: Special  
Meeting Date: 30-May-2006  
Ticker: SVU  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO ISSUE SUPERVALU COMMON STOCK IN CONNECTION WITH THE SUPERVALU MERGER	Mgmt	For
02	TO ADJOURN THE SUPERVALU SPECIAL MEETING INCLUDING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES	Mgmt	For

-----  
SUPERVALU INC.

Agen-----

Security: 868536103  
Meeting Type: Annual  
Meeting Date: 28-Jun-2006  
Ticker: SVU  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: IRWIN COHEN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD E. DALY	Mgmt	For

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1C	ELECTION OF DIRECTOR: LAWRENCE A. DEL SANTO	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1E	ELECTION OF DIRECTOR: PHILIP L. FRANCIS	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For

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SWIFT TRANSPORTATION CO., INC.

Agen

Security: 870756103  
 Meeting Type: Annual  
 Meeting Date: 23-May-2006  
 Ticker: SWFT  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	ROBERT W. CUNNINGHAM	Mgmt	For
	DAVID GOLDMAN	Mgmt	For
	SAMUEL C. COWLEY	Mgmt	For
02	RATIFICATION OF SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006	Mgmt	For

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SYMANTEC CORPORATION

Agen

Security: 871503108  
 Meeting Type: Annual  
 Meeting Date: 16-Sep-2005  
 Ticker: SYMC  
 ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	GARY L. BLOOM	Mgmt	For
	MICHAEL BROWN	Mgmt	For
	WILLIAM T. COLEMAN	Mgmt	For
	DAVID L. MAHONEY	Mgmt	For
	ROBERT S. MILLER	Mgmt	For
	GEORGE REYES	Mgmt	For
	DAVID ROUX	Mgmt	For
	DANIEL H. SCHULMAN	Mgmt	For
	JOHN W. THOMPSON	Mgmt	For
	V. PAUL UNRUH	Mgmt	For

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02	TO RATIFY THE SELECTION OF KPMG LLP AS SYMANTEC S INDEPENDENT AUDITORS FOR THE 2006 FISCAL YEAR.	Mgmt	For
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TELLABS, INC.

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Agen

Security: 879664100  
Meeting Type: Annual  
Meeting Date: 27-Apr-2006  
Ticker: TLAB  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BO HEDFORS MICHAEL E. LAVIN JAN H. SUWINSKI	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For

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TERADYNE, INC.

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Agen

Security: 880770102  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: TER  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALBERT CARNESALE GEORGE W. CHAMILLARD ROY A. VALLEE	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE TERADYNE, INC. 2006 EQUITY AND CASH COMPENSATION INCENTIVE PLAN.	Mgmt	For
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For
04	STOCKHOLDER PROPOSAL ENTITLED DIRECTOR ELECTION MAJORITY VOTE STANDARD PROPOSAL.	Shr	For

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

TEVA PHARMACEUTICAL INDUSTRIES LIMIT

Agen

Security: 881624209  
Meeting Type: Annual  
Meeting Date: 27-Jul-2005  
Ticker: TEVA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE AND DISCUSS THE COMPANY S CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED STATEMENTS OF INCOME	Mgmt	For
02	TO APPROVE THE BOARD OF DIRECTORS RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2004	Mgmt	For
03	TO APPOINT DR. LEORA (RUBIN) MERIDOR AS A STATUTORY INDEPENDENT DIRECTOR FOR AN ADDITIONAL TERM OF THREE YEARS	Mgmt	For
4A	TO ELECT ELI HURVITZ TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM	Mgmt	For
4B	TO ELECT RUTH CHESHIN TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM	Mgmt	For
4C	TO ELECT PROF. MICHAEL SELA TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM	Mgmt	For
4D	TO ELECT HAROLD SNYDER TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM	Mgmt	For
05	TO APPROVE THE PURCHASE OF DIRECTOR S AND OFFICER S LIABILITY INSURANCE FOR THE DIRECTORS AND OFFICERS OF THE COMPANY	Mgmt	For
06	TO APPROVE THE COMPANY S 2005 OMNIBUS LONG-TERM SHARE INCENTIVE PLAN	Mgmt	For
07	TO APPROVE AN AMENDMENT TO PROVISIONS OF THE COMPANY S ARTICLES RELATING TO THE INDEMNIFICATION OF DIRECTORS AND OFFICERS	Mgmt	For
08	TO APPROVE AN AMENDMENT TO THE COMPANY S ARTICLES THAT WOULD INCREASE THE REGISTERED SHARE CAPITAL OF THE COMPANY	Mgmt	For
09	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND TO DETERMINE THEIR COMPENSATION	Mgmt	For

TEVA PHARMACEUTICAL INDUSTRIES LIMIT

Agen

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

Security: 881624209  
Meeting Type: Special  
Meeting Date: 27-Oct-2005  
Ticker: TEVA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE ISSUANCE OF ORDINARY SHARES OF TEVA, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED JULY 25, 2005, BY AND AMONG IVAX CORPORATION, TEVA AND TWO WHOLLY OWNED SUBSIDIARIES OF TEVA, IVORY ACQUISITION SUB, INC. AND IVORY ACQUISITION SUB II, INC.	Mgmt	For

TEVA PHARMACEUTICAL INDUSTRIES LIMIT

Agen

Security: 881624209  
Meeting Type: Annual  
Meeting Date: 04-May-2006  
Ticker: TEVA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE AND DISCUSS THE COMPANY S CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2005 AND THE CONSOLIDATED STATEMENTS OF INCOME FOR THE YEAR THEN ENDED.	Mgmt	For
02	TO APPROVE THE BOARD OF DIRECTORS RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2005 BE DECLARED FINAL.	Mgmt	For
03	TO APPOINT PROF. GABRIELA SHALEV AS A STATUTORY INDEPENDENT DIRECTOR FOR AN ADDITIONAL TERM OF THREE YEARS.	Mgmt	For
4A	TO ELECT THE FOLLOWING DIRECTOR TO SERVE FOR A THREE-YEAR TERM: DR. PHILLIP FROST	Mgmt	For
4B	TO ELECT THE FOLLOWING DIRECTOR TO SERVE FOR A THREE-YEAR TERM: CARLO SALVI	Mgmt	For
4C	TO ELECT THE FOLLOWING DIRECTOR TO SERVE FOR A THREE-YEAR TERM: DAVID SHAMIR	Mgmt	For
05	TO APPROVE THE PURCHASE OF DIRECTOR S AND OFFICER S LIABILITY INSURANCE FOR THE DIRECTORS AND OFFICERS OF THE COMPANY.	Mgmt	Against
06	TO APPROVE AN AMENDMENT TO SECTION 60(E) OF THE COMPANY S ARTICLES OF ASSOCIATION.	Mgmt	For



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07	TO APPROVE AN INCREASE IN THE REMUNERATION PAID TO THE DIRECTORS OF THE COMPANY (OTHER THAN THE CHAIRMAN OF THE BOARD).	Mgmt	For
08	TO APPOINT KESSELMAN & KESSELMAN, AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND DETERMINE THEIR COMPENSATION.	Mgmt	For

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TEXAS INSTRUMENTS INCORPORATED

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Agen

Security: 882508104  
Meeting Type: Annual  
Meeting Date: 20-Apr-2006  
Ticker: TXN  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	J.R. ADAMS	Mgmt	For
	D.L. BOREN	Mgmt	For
	D.A. CARP	Mgmt	For
	C.S. COX	Mgmt	For
	T.J. ENGIBOUS	Mgmt	For
	G.W. FRONTERHOUSE	Mgmt	For
	D.R. GOODE	Mgmt	For
	P.H. PATSLEY	Mgmt	For
	W.R. SANDERS	Mgmt	For
	R.J. SIMMONS	Mgmt	For
	R.K. TEMPLETON	Mgmt	For
	C.T. WHITMAN	Mgmt	For
02	BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.	Mgmt	For

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THE BOEING COMPANY

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Agen

Security: 097023105  
Meeting Type: Annual  
Meeting Date: 01-May-2006  
Ticker: BA  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JOHN H. BIGGS	Mgmt	For
	JOHN E. BRYSON	Mgmt	For

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	LINDA Z. COOK	Mgmt	For
	WILLIAM M. DALEY	Mgmt	For
	KENNETH M. DUBERSTEIN	Mgmt	For
	JOHN F. MCDONNELL	Mgmt	For
	W. JAMES MCNERNEY, JR.	Mgmt	For
	RICHARD D. NANULA	Mgmt	For
	ROZANNE L. RIDGWAY	Mgmt	For
	MIKE S. ZAFIROVSKI	Mgmt	For
02	ADOPT MANAGEMENT PROPOSAL TO APPROVE THE BOEING COMPANY ELECTED OFFICER ANNUAL INCENTIVE PLAN.	Mgmt	For
03	ADOPT MANAGEMENT PROPOSAL TO APPROVE AMENDMENT OF THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN.	Mgmt	Against
04	ADOPT MANAGEMENT PROPOSAL TO ELIMINATE CERTAIN SUPERMAJORITY VOTE REQUIREMENTS.	Mgmt	For
05	ADVISE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS.	Mgmt	For
06	ADOPT HUMAN RIGHTS POLICIES.	Shr	For
07	PREPARE A REPORT ON MILITARY CONTRACTS.	Shr	Against
08	PREPARE A REPORT ON CHARITABLE CONTRIBUTIONS.	Shr	Against
09	ADOPT MAJORITY VOTING FOR DIRECTOR ELECTIONS.	Shr	For
10	REQUIRE AN INDEPENDENT BOARD CHAIRMAN.	Shr	For

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 THE GILLETTE COMPANY

Agen

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 Security: 375766102  
 Meeting Type: Special  
 Meeting Date: 12-Jul-2005  
 Ticker: G  
 ISIN:  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 27, 2005, AMONG PROCTER & GAMBLE, AQUARIUM ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF PROCTER & GAMBLE, AND GILLETTE AND APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Mgmt	For
02	A PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.	Mgmt	For

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THE SERVICEMASTER COMPANY

Agen-----

Security: 81760N109  
Meeting Type: Annual  
Meeting Date: 05-May-2006  
Ticker: SVM  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR EILEEN A. KAMERICK J. PATRICK SPAINHOUR DAVID K. WESSNER	Mgmt Mgmt Mgmt	For For For
02	APPROVE THE CORPORATE PERFORMANCE PLAN.	Mgmt	For
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING ANNUAL ELECTION OF DIRECTORS.	Shr	For
05	SHAREHOLDER PROPOSAL REGARDING REPORT ON DISCONTINUANCE OF THE USE OF LAWN CARE PESTICIDES.	Shr	Against

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THE ST. PAUL TRAVELERS COMPANIES, IN

Agen-----

Security: 792860108  
Meeting Type: Annual  
Meeting Date: 03-May-2006  
Ticker: STA  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN H. DASBURG LESLIE B. DISHARON JANET M. DOLAN KENNETH M. DUBERSTEIN JAY S. FISHMAN LAWRENCE G. GRAEV THOMAS R. HODGSON ROBERT I. LIPP BLYTHE J. MCGARVIE GLEN D. NELSON, MD LAURIE J. THOMSEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP	Mgmt	For

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AS ST. PAUL TRAVELERS INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM FOR 2006.

03	SHAREHOLDER PROPOSAL RELATING TO THE VOTE REQUIRED TO ELECT DIRECTORS.	Shr	For
04	SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.	Shr	Against

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THOMAS & BETTS CORPORATION

----- Agen

Security: 884315102  
Meeting Type: Annual  
Meeting Date: 03-May-2006  
Ticker: TNB  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	E.H. DREW	Mgmt	For
	J.K. HAUSWALD	Mgmt	For
	D. JERNIGAN	Mgmt	For
	R.B. KALICH SR.	Mgmt	For
	K.R. MASTERSON	Mgmt	For
	D.J. PILEGGI	Mgmt	For
	J.P. RICHARD	Mgmt	For
	D.D. STEVENS	Mgmt	For
	W.H. WALTRIP	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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THORATEC CORPORATION

----- Agen

Security: 885175307  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: THOR  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	GERHARD F. BURBACH	Mgmt	For
	HOWARD E. CHASE	Mgmt	For
	J. DANIEL COLE	Mgmt	For
	NEIL F. DIMICK	Mgmt	For
	D. KEITH GROSSMAN	Mgmt	For
	J. DONALD HILL	Mgmt	For
	WILLIAM M. HITCHCOCK	Mgmt	For

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	GEORGE W. HOLBROOK, JR.	Mgmt	For
	DANIEL M. MULVENA	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR ITS FISCAL YEAR ENDING DECEMBER 30, 2006.	Mgmt	For
03	APPROVAL OF THE THORATEC CORPORATION 2006 STOCK INCENTIVE PLAN.	Mgmt	For

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TIME WARNER INC.

Agen

Security: 887317105  
Meeting Type: Annual  
Meeting Date: 19-May-2006  
Ticker: TWX  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JAMES L. BARKSDALE	Mgmt	For
	STEPHEN F. BOLLENBACH	Mgmt	For
	FRANK J. CAUFIELD	Mgmt	For
	ROBERT C. CLARK	Mgmt	For
	JESSICA P. EINHORN	Mgmt	For
	REUBEN MARK	Mgmt	For
	MICHAEL A. MILES	Mgmt	For
	KENNETH J. NOVACK	Mgmt	For
	RICHARD D. PARSONS	Mgmt	For
	FRANCIS T. VINCENT, JR.	Mgmt	For
	DEBORAH C. WRIGHT	Mgmt	For
02	RATIFICATION OF AUDITORS.	Mgmt	For
03	APPROVAL OF TIME WARNER INC. 2006 STOCK INCENTIVE PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING CODE OF VENDOR CONDUCT.	Shr	Against

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UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
Meeting Type: Annual  
Meeting Date: 12-Apr-2006

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

Ticker: UTX

ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LOUIS R. CHENEVERT GEORGE DAVID JOHN V. FARACI JEAN-PIERRE GARNIER JAMIE S. GORELICK CHARLES R. LEE RICHARD D. MCCORMICK HAROLD MCGRAW III FRANK P. POPOFF H. PATRICK SWYGERT ANDRE VILLENEUVE H.A. WAGNER CHRISTINE TODD WHITMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF AMENDMENT TO UTC S RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
04	SHAREOWNER PROPOSAL: DIRECTOR TERM LIMITS	Shr	Against
05	SHAREOWNER PROPOSAL: FOREIGN MILITARY SALES	Shr	Against

VEECO INSTRUMENTS INC.

Agen

Security: 922417100  
Meeting Type: Annual  
Meeting Date: 05-May-2006  
Ticker: VECO  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR EDWARD H. BRAUN RICHARD A. D'AMORE DOUGLAS A. KINGSLEY	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.	Mgmt	For

WEIGHT WATCHERS INTERNATIONAL, INC.

Agen

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

Security: 948626106  
Meeting Type: Annual  
Meeting Date: 02-May-2006  
Ticker: WTW  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARSHA JOHNSON EVANS SACHA LAINOVIC CHRISTOPHER J. SOBECKI	Mgmt Mgmt Mgmt	No vote No vote No vote
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 30, 2006.	Mgmt	No vote

WELLPOINT, INC.

Agen

Security: 94973V107  
Meeting Type: Annual  
Meeting Date: 16-May-2006  
Ticker: WLP  
ISIN:

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LENOX D. BAKER JR., MD SUSAN B. BAYH LARRY C. GLASSCOCK JULIE A. HILL RAMIRO G. PERU	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	TO APPROVE THE PROPOSED WELLPOINT 2006 INCENTIVE COMPENSATION PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2006.	Mgmt	For

WYETH

Agen

Security: 983024100  
Meeting Type: Annual  
Meeting Date: 27-Apr-2006  
Ticker: WYE  
ISIN:

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R. ESSNER J.D. FEERICK F.D. FERGUSON V.F. GANZI R. LANGER J.P. MASCOTTE M.L. POLAN G.L. ROGERS I.G. SEIDENBERG W.V. SHIPLEY J.R. TORELL III	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADOPT NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN	Mgmt	For
04	LIMITING SUPPLY OF PRESCRIPTION DRUGS IN CANADA	Shr	For
05	DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shr	For
06	DISCLOSURE OF ANIMAL WELFARE POLICY	Shr	For
07	ELECTION OF DIRECTORS BY MAJORITY VOTE	Shr	For
08	SEPARATING ROLES OF CHAIRMAN & CEO	Shr	For
09	ADOPTION OF SIMPLE MAJORITY VOTE	Shr	For

\* Management position unknown

## SIGNATURES

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

(Registrant)	Eaton Vance Enhanced Equity Income Fund II
By (Signature)	/s/ Duncan W. Richardson
Name	Duncan W. Richardson
Title	President
Date	08/28/2006