

TORTOISE PIPELINE & ENERGY FUND, INC.
Form N-PX
August 27, 2018
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 811-22585

Tortoise Pipeline & Energy Fund, Inc.
(Exact Name of Registrant as specified in charter)

11550 Ash Street, Suite 300, Leawood, KS 66211
(Address of Principal Executive Offices) (Zip code)

P. Bradley Adams
11550 Ash Street, Suite 300, Leawood, KS 66211
(Name and Address of Agent For Service)

Registrant's telephone number, including area code: 913-981-1020

Date of fiscal year end: November 30

Date of reporting period: July 1, 2017 - June 30, 2018

Item 1. Proxy Voting Record

Vote

Summary

VTTI ENERGY PARTNERS LP

| | | | |
|---------------|--------------|--------------|-------------|
| Security | Y9384M101 | Meeting Type | Special |
| Ticker Symbol | VTTI | Meeting Date | 13-Sep-2017 |
| ISIN | MHY9384M1012 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1. | THE MERGER PROPOSAL - TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED MAY 8, 2017 (THE "MERGER AGREEMENT"), BY AND AMONG VTTI ENERGY PARTNERS LP ("MLP"), VTTI ENERGY PARTNERS GP LLC, THE GENERAL PARTNER OF MLP, VTTI B.V. ("PARENT"), VTTI MLP PARTNERS B.V., A DIRECT WHOLLY OWNED SUBSIDIARY OF PARENT ("MLP PARTNERS"), AND VTTI MERGER SUB LLC, A DIRECT WHOLLY OWNED SUBSIDIARY OF MLP PARTNERS ("MERGER SUB"), AS SUCH AGREEMENT MAY BE AMENDED ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Management | For | For |
| 2. | THE ADJOURNMENT PROPOSAL - TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT | Management | For | For |

ADDITIONAL PROXIES IF
THERE ARE NOT
SUFFICIENT VOTES TO ADOPT
AND APPROVE THE
MERCER AGREEMENT AND
APPROVE THE
TRANSACTIONS
CONTEMPLATED BY THE
MERCER
AGREEMENT, INCLUDING THE
MERCER, AT THE
TIME OF THE SPECIAL
MEETING.

WESTERN GAS PARTNERS, LP

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 958254104 | Meeting Type | Special |
| Ticker Symbol | WES | Meeting Date | 17-Oct-2017 |
| ISIN | US9582541044 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1. | TO APPROVE THE WESTERN GAS PARTNERS, LP 2017 LONG-TERM INCENTIVE PLAN (THE LTIP PROPOSAL) | Management | For | For |
| 2. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE LTIP PROPOSAL | Management | For | For |

EQT
CORPORATION

| | | | |
|------------------|--------------|-----------------|-------------------|
| Security | 26884L109 | Meeting Type | Contested-Special |
| Ticker Symbol | EQT | Meeting Date | 09-Nov-2017 |
| ISIN | US26884L1098 | | |

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| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1. | APPROVAL OF THE ISSUANCE OF SHARES OF EQT COMMON STOCK TO STOCKHOLDERS OF RICE ENERGY INC. IN CONNECTION WITH THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 19, 2017 | Management | For | For |
| 2. | APPROVAL OF AMENDMENT AND RESTATEMENT OF EQT'S RESTATED ARTICLES OF INCORPORATION | Management | For | For |
| 3. | APPROVAL OF THE ADJOURNMENT OF THE EQT SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES | Management | For | For |

NOBLE ENERGY, INC.

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 655044105 | Meeting Type | Annual |
| Ticker Symbol | NBL | Meeting Date | 24-Apr-2018 |
| ISIN | US6550441058 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1A. | Election of Director: Jeffrey L. Berenson | Management | For | For |
| 1B. | Election of Director: Michael A. Cawley | Management | For | For |
| 1C. | Election of Director: Edward F. Cox | Management | For | For |
| 1D. | Election of Director: James E. Craddock | Management | For | For |
| 1E. | Election of Director: Thomas J. Edelman | Management | For | For |
| 1F. | Election of Director: Holli C. Ladhani | Management | For | For |
| 1G. | Election of Director: David L. Stover | Management | For | For |

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| | | | | |
|-----|--|-------------|---------|-----|
| 1H. | Election of Director: Scott D. Urban | Management | For | For |
| 1I. | Election of Director: William T. Van Kleeff | Management | For | For |
| 2. | To ratify the appointment of the independent auditor by the Company's Audit Committee. | Management | For | For |
| 3. | To approve, in an advisory vote, executive compensation. | Management | For | For |
| 4. | To consider a shareholder proposal requesting a published assessment of various climate change scenarios on our portfolio. | Shareholder | Against | For |

EOG RESOURCES, INC.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 26875P101 | Meeting Type | Annual |
| Ticker Symbol | EOG | Meeting Date | 24-Apr-2018 |
| ISIN | US26875P1012 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1a. | Election of Director: Janet F. Clark | Management | For | For |
| 1b. | Election of Director: Charles R. Crisp | Management | For | For |
| 1c. | Election of Director: Robert P. Daniels | Management | For | For |
| 1d. | Election of Director: James C. Day | Management | For | For |
| 1e. | Election of Director: C. Christopher Gaut | Management | For | For |
| 1f. | Election of Director: Donald F. Textor | Management | For | For |
| 1g. | Election of Director: William R. Thomas | Management | For | For |
| 1h. | Election of Director: Frank G. Wisner | Management | For | For |
| 2. | To ratify the appointment of Deloitte & Touche LLP, as auditors for the year ending December 31, 2018. | Management | For | For |
| 3. | To approve an amendment and restatement of the EOG Resources, Inc. Employee Stock Purchase Plan to (i) increase the number of shares of Common Stock | Management | For | For |

available for purchase under the plan, (ii) extend the term of the plan and (iii) effect certain other changes.

4. To approve, by non-binding vote, the compensation of the Company's named executive officers. Management For For

MAGELLAN MIDSTREAM PARTNERS,L.P.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 559080106 | Meeting Type | Annual |
| Ticker Symbol | MMP | Meeting Date | 26-Apr-2018 |
| ISIN | US5590801065 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1. | DIRECTOR | Management | | |
| | 1 Robert G. Croyle | | For | For |
| | 2 Stacy P. Methvin | | For | For |
| | 3 Barry R. Pearl | | For | For |
| 2. | Advisory Resolution to Approve Executive Compensation | Management | For | For |
| 3. | Ratification of Appointment of Independent Auditor | Management | For | For |

TRANSCANADA CORPORATION

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 89353D107 | Meeting Type | Annual |
| Ticker Symbol | TRP | Meeting Date | 27-Apr-2018 |
| ISIN | CA89353D1078 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--------------------------|-------------|------|------------------------|
| 1 | DIRECTOR | Management | | |
| | 1 KEVIN E. BENSON | | For | For |
| | 2 STÉPHAN CRÉTIER | | For | For |
| | 3 RUSSELL K. GIRLING | | For | For |
| | 4 S. BARRY JACKSON | | For | For |
| | 5 JOHN E. LOWE | | For | For |
| | 6 PAULA ROSPUT REYNOLDS | | For | For |
| | 7 MARY PAT SALOMONE | | For | For |
| | 8 INDIRA V. SAMARASEKERA | | For | For |

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| | | | | |
|----|--------------------------|--|-----|-----|
| 9 | D. MICHAEL G. STEWART | | For | For |
| 10 | SIIM A. VANASELJA | | For | For |
| 11 | THIERRY VANDAL | | For | For |

| | | | | |
|---|--|------------|-----|-----|
| 2 | RESOLUTION TO APPOINT KPMG LLP, CHARTERED PROFESSIONAL ACCOUNTANTS AS AUDITORS AND AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION. | Management | For | For |
|---|--|------------|-----|-----|

| | | | | |
|---|---|------------|-----|-----|
| 3 | RESOLUTION TO ACCEPT TRANSCANADA'S APPROACH TO EXECUTIVE COMPENSATION, AS DESCRIBED IN THE MANAGEMENT INFORMATION CIRCULAR. | Management | For | For |
|---|---|------------|-----|-----|

| | | | | |
|---|--|-------------|-----|-----|
| 4 | RESOLUTION TO CONSIDER THE SHAREHOLDER PROPOSAL REGARDING CLIMATE CHANGE DISCLOSURE, AS SET FORTH IN SCHEDULE A OF THE MANAGEMENT INFORMATION CIRCULAR. | Shareholder | For | For |
|---|--|-------------|-----|-----|

CABOT OIL & GAS
CORPORATION

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 127097103 | Meeting Type | Annual |
| Ticker Symbol | COG | Meeting Date | 02-May-2018 |
| ISIN | US1270971039 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|----------------|------|---------------------------|
| 1. | DIRECTOR | Management | | |
| | 1 Dorothy M. Ables | | For | For |
| | 2 Rhys J. Best | | For | For |
| | 3 Robert S. Boswell | | For | For |
| | 4 Amanda M. Brock | | For | For |
| | 5 Dan O. Dinges | | For | For |
| | 6 Robert Kelley | | For | For |
| | 7 W. Matt Ralls | | For | For |
| | 8 Marcus A. Watts | | For | For |
| 2. | To ratify the appointment of the firm | Management | For | For |

PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for its 2018 fiscal year.

3. To approve, by non-binding advisory vote, the compensation of our named executive officers. Management For For

PEMBINA PIPELINE CORP,
CALGARY AB

| | | | |
|---------------|--------------|--------------|------------------------|
| Security | 706327103 | Meeting Type | Annual General Meeting |
| Ticker Symbol | PPL | Meeting Date | 04-May-2018 |
| ISIN | CA7063271034 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1.1 | ELECTION OF DIRECTOR: ANNE-MARIE N. AINSWORTH | Management | For | For |
| 1.2 | ELECTION OF DIRECTOR: DOUG ARNELL | Management | For | For |
| 1.3 | ELECTION OF DIRECTOR: MICHAEL H. DILGER | Management | For | For |
| 1.4 | ELECTION OF DIRECTOR: RANDALL J. FINDLAY | Management | For | For |
| 1.5 | ELECTION OF DIRECTOR: MAUREEN E. HOWE | Management | For | For |
| 1.6 | ELECTION OF DIRECTOR: GORDON J. KERR | Management | For | For |
| 1.7 | ELECTION OF DIRECTOR: DAVID M.B. LEGRESLEY | Management | For | For |
| 1.8 | ELECTION OF DIRECTOR: ROBERT B. MICHALESKI | Management | For | For |
| 1.9 | ELECTION OF DIRECTOR: LESLIE A. O'DONOGHUE | Management | For | For |
| 1.10 | ELECTION OF DIRECTOR: BRUCE D. RUBIN | Management | For | For |
| 1.11 | ELECTION OF DIRECTOR: JEFFREY T. SMITH | Management | For | For |
| 1.12 | ELECTION OF DIRECTOR: HENRY W. SYKES | Management | For | For |
| 2 | TO APPOINT KPMG LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS THE AUDITORS | Management | For | For |

OF THE CORPORATION FOR
 THE ENSUING
 FINANCIAL YEAR AT A
 REMUNERATION TO BE
 FIXED BY MANAGEMENT
 TO ACCEPT THE APPROACH
 TO EXECUTIVE
 COMPENSATION AS
 DISCLOSED IN THE
 ACCOMPANYING
 MANAGEMENT PROXY
 CIRCULAR

3 Management For For

INTER
 PIPELINE
 LTD.

| | | | |
|------------------|--------------|-----------------|---------------------------|
| Security | 45833V109 | Meeting Type | Annual General Meeting |
| Ticker Symbol | IPL | Meeting Date | 07-May-2018 |
| ISIN | CA45833V1094 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|----------------|------|---------------------------|
| 1.1 | ELECTION OF DIRECTOR: RICHARD SHAW | Management | For | For |
| 1.2 | ELECTION OF DIRECTOR: CHRISTIAN BAYLE | Management | For | For |
| 1.3 | ELECTION OF DIRECTOR: PETER CELLA | Management | For | For |
| 1.4 | ELECTION OF DIRECTOR: JULIE DILL | Management | For | For |
| 1.5 | ELECTION OF DIRECTOR: DAVID FESYK | Management | For | For |
| 1.6 | ELECTION OF DIRECTOR: DUANE KEINICK | Management | For | For |
| 1.7 | ELECTION OF DIRECTOR: ARTHUR KORPACH | Management | For | For |
| 1.8 | ELECTION OF DIRECTOR: ALISON TAYLOR LOVE | Management | For | For |
| 1.9 | ELECTION OF DIRECTOR: MARGARET MCKENZIE | Management | For | For |
| 1.10 | ELECTION OF DIRECTOR: WILLIAM ROBERTSON | Management | For | For |
| 1.11 | ELECTION OF DIRECTOR: BRANT SANGSTER | Management | For | For |
| 2 | THE AUDIT COMMITTEE AND THE BOARD PROPOSE THAT ERNST & YOUNG LLP (EY) BE APPOINTED AS | Management | For | For |

AUDITORS TO SERVE UNTIL
THE NEXT ANNUAL
MEETING OF SHAREHOLDERS.

THE AUDIT
COMMITTEE WILL
RECOMMEND EY'S
COMPENSATION TO THE
BOARD FOR ITS REVIEW
AND APPROVAL

RESOLVED, AS AN ORDINARY
RESOLUTION, THE
REPEAL OF THE CURRENT
BY-LAWS OF IPL AND
THE ADOPTION OF THE NEW
BY-LAWS AS MORE

3 PARTICULARLY DESCRIBED Management For For
IN IPL'S MANAGEMENT
INFORMATION CIRCULAR
DELIVERED IN ADVANCE
OF THE 2018 ANNUAL
MEETING OF
SHAREHOLDERS

RESOLVED, ON AN ADVISORY
BASIS AND NOT TO
DIMINISH THE ROLE AND
RESPONSIBILITIES OF
THE BOARD OF DIRECTORS OF
IPL, THAT THE
SHAREHOLDERS OF IPL

4 ACCEPT THE APPROACH Management For For
TO EXECUTIVE
COMPENSATION DISCLOSED
IN

IPL'S MANAGEMENT
INFORMATION CIRCULAR
DELIVERED IN ADVANCE OF
THE 2018 ANNUAL
MEETING OF SHAREHOLDERS

GIBSON ENERGY INC, CALGARY,
AB

| | | | |
|------------------|--------------|-----------------|---------------------------|
| Security | 374825206 | Meeting Type | Annual General Meeting |
| Ticker Symbol | GEI | Meeting Date | 09-May-2018 |
| ISIN | CA3748252069 | | |

| Item | Proposal | Proposed by Management | Vote | For/Against Management |
|------|----------|------------------------------|------|---------------------------|
| 1.1 | | Management | For | For |

| | | | |
|-----|---|----------------|-----|
| | ELECTION OF DIRECTOR: JAMES M. ESTEY | | |
| 1.2 | ELECTION OF DIRECTOR: DOUGLAS P. BLOOM | Management For | For |
| 1.3 | ELECTION OF DIRECTOR: JAMES J. CLEARY | Management For | For |
| 1.4 | ELECTION OF DIRECTOR: JOHN L. FESTIVAL | Management For | For |
| 1.5 | ELECTION OF DIRECTOR: MARSHALL L. MCRAE | Management For | For |
| 1.6 | ELECTION OF DIRECTOR: MARY ELLEN PETERS | Management For | For |
| 1.7 | ELECTION OF DIRECTOR: STEVEN R. SPAULDING | Management For | For |
| | TO PASS A RESOLUTION APPOINTING PRICEWATERHOUSECOOPERS LLP AS OUR AUDITORS, TO SERVE AS OUR AUDITORS UNTIL | Management For | For |
| 2 | THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION TO CONSIDER AND, IF THOUGHT ADVISABLE, TO PASS AN ADVISORY RESOLUTION TO ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION AS | Management For | For |
| 3 | DISCLOSED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR | | |

ENBRIDGE
INC.

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 29250N105 | Meeting Type | Annual |
| Ticker Symbol | ENB | Meeting Date | 09-May-2018 |
| ISIN | CA29250N1050 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|----------------------|----------------|------|---------------------------|
| 1 | DIRECTOR | Management | | |
| | 1 PAMELA L. CARTER | | For | For |
| | 2 C. P. CAZALOT, JR. | | For | For |

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| | | | |
|----|--------------------------|-----|-----|
| 3 | MARCEL R. COUTU | For | For |
| 4 | GREGORY L. EBEL | For | For |
| 5 | J. HERB ENGLAND | For | For |
| 6 | CHARLES W. FISCHER | For | For |
| 7 | V. M. KEMPSTON DARKES | For | For |
| 8 | MICHAEL MCSHANE | For | For |
| 9 | AL MONACO | For | For |
| 10 | MICHAEL E.J. PHELPS | For | For |
| 11 | DAN C. TUTCHER | For | For |
| 12 | CATHERINE L. WILLIAMS | For | For |

APPOINT

PRICEWATERHOUSECOOPERS

LLP AS

| | | | | |
|---|--|------------|-----|-----|
| 2 | AUDITORS AT REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS. | Management | For | For |
|---|--|------------|-----|-----|

ADVISORY VOTE TO APPROVE

| | | | | |
|---|---|------------|-----|-----|
| 3 | COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Management | For | For |
|---|---|------------|-----|-----|

ADVISORY VOTE ON THE

| | | | | |
|---|-----------------------------------|------------|--------|-----|
| 4 | FREQUENCY OF SAY ON PAY VOTES. | Management | 1 Year | For |
|---|-----------------------------------|------------|--------|-----|

CIMAREX ENERGY CO.

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 171798101 | Meeting Type | Annual |
| Ticker Symbol | XEC | Meeting Date | 10-May-2018 |
| ISIN | US1717981013 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1A | Election of Class I Director: Joseph R. Albi | Management | For | For |
| 1B | Election of Class I Director: Lisa A. Stewart | Management | For | For |
| 1C | Election of Class I Director: Michael J. Sullivan | Management | For | For |
| 2. | Advisory vote to approve executive compensation | Management | For | For |
| 3. | Ratify the appointment of KPMG LLP as our independent auditors for 2018 | Management | For | For |

THE WILLIAMS COMPANIES,
INC.

| | | | |
|----------|-----------|--|--------|
| Security | 969457100 | | Annual |
|----------|-----------|--|--------|

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|---------------|--------------|--------------|--------------|-------------|
| Ticker Symbol | WMB | Meeting Type | Meeting Date | 10-May-2018 |
| ISIN | US9694571004 | | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a. | Election of Director: Alan S. Armstrong | Management | For | For |
| 1b. | Election of Director: Stephen W. Bergstrom | Management | For | For |
| 1c. | Election of Director: Stephen I. Chazen | Management | For | For |
| 1d. | Election of Director: Charles I. Cogut | Management | For | For |
| 1e. | Election of Director: Kathleen B. Cooper | Management | For | For |
| 1f. | Election of Director: Michael A. Creel | Management | For | For |
| 1g. | Election of Director: Peter A. Ragauss | Management | For | For |
| 1h. | Election of Director: Scott D. Sheffield | Management | For | For |
| 1i. | Election of Director: Murray D. Smith | Management | For | For |
| 1j. | Election of Director: William H. Spence | Management | For | For |
| 2. | Ratification of Ernst & Young LLP as auditors for 2018. | Management | For | For |
| 3. | Approval, by nonbinding advisory vote, of the company's executive compensation. | Management | For | For |

NEWFIELD EXPLORATION COMPANY

| | | | | |
|---------------|--------------|--------------|--------------|--------|
| Security | 651290108 | Meeting Type | Meeting Date | Annual |
| Ticker Symbol | NFX | Meeting Date | 15-May-2018 | |
| ISIN | US6512901082 | | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a. | Election of Director: Lee K. Boothby | Management | For | For |
| 1b. | Election of Director: Pamela J. Gardner | Management | For | For |

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| | | | | |
|-----|---|------------|-----|-----|
| 1c. | Election of Director: Edgar R. Giesinger, Jr. | Management | For | For |
| 1d. | Election of Director: Steven W. Nance | Management | For | For |
| 1e. | Election of Director: Roger B. Plank | Management | For | For |
| 1f. | Election of Director: Thomas G. Ricks | Management | For | For |
| 1g. | Election of Director: Juanita M. Romans | Management | For | For |
| 1h. | Election of Director: John W. Schanck | Management | For | For |
| 1i. | Election of Director: J. Terry Strange | Management | For | For |
| 1j. | Election of Director: J. Kent Wells | Management | For | For |
| 2. | Non-binding advisory vote to approve named executive officer compensation. | Management | For | For |
| 3. | Ratification of appointment of PricewaterhouseCoopers LLP as independent auditor for fiscal 2018. | Management | For | For |

ANADARKO PETROLEUM CORPORATION

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 032511107 | Meeting Type | Annual |
| Ticker Symbol | APC | Meeting Date | 15-May-2018 |
| ISIN | US0325111070 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a. | Election of Director: Anthony R. Chase | Management | For | For |
| 1b. | Election of Director: David E. Constable | Management | For | For |
| 1c. | Election of Director: H. Paulett Eberhart | Management | For | For |
| 1d. | Election of Director: Claire S. Farley | Management | For | For |
| 1e. | Election of Director: Peter J. Fluor | Management | For | For |
| 1f. | Election of Director: Joseph W. Gorder | Management | For | For |
| 1g. | Election of Director: John R. Gordon | Management | For | For |
| 1h. | Election of Director: Sean Gourley | Management | For | For |

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| | | | | |
|-----|---|-------------|---------|-----|
| 1i. | Election of Director: Mark C. McKinley | Management | For | For |
| 1j. | Election of Director: Eric D. Mullins | Management | For | For |
| 1k. | Election of Director: R.A. Walker | Management | For | For |
| 2. | Ratification of Appointment of KPMG LLP as Independent Auditor. | Management | For | For |
| 3. | Advisory Vote to Approve Named Executive Officer Compensation. | Management | For | For |
| 4. | Stockholder proposal - Climate Change Risk Analysis. | Shareholder | Against | For |

PLAINS GP HOLDINGS, L.P.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 72651A207 | Meeting Type | Annual |
| Ticker Symbol | PAGP | Meeting Date | 15-May-2018 |
| ISIN | US72651A2078 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|--------|------------------------|
| 1. | DIRECTOR | Management | | |
| | 1 Bobby S. Shackouls | | For | For |
| | 2 Christopher M. Temple | | For | For |
| 2. | Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018. | Management | For | For |
| 3. | The approval, on a non-binding advisory basis, of our named executive officer compensation. | Management | For | For |
| 4. | Non-binding advisory vote on the frequency with which future advisory votes to approve our named executive officer compensation should be held. | Management | 1 Year | For |

RANGE RESOURCES CORPORATION

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 75281A109 | Meeting Type | Annual |
| Ticker Symbol | RRC | Meeting Date | 16-May-2018 |
| ISIN | US75281A1097 | | |

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| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|---------|------------------------|
| 1a. | Election of Director: Brenda A. Cline | Management | For | For |
| 1b. | Election of Director: Anthony V. Dub | Management | For | For |
| 1c. | Election of Director: Allen Finkelson | Management | For | For |
| 1d. | Election of Director: James M. Funk | Management | For | For |
| 1e. | Election of Director: Christopher A. Helms | Management | For | For |
| 1f. | Election of Director: Robert A. Innamorati | Management | For | For |
| 1g. | Election of Director: Greg G. Maxwell | Management | For | For |
| 1h. | Election of Director: Kevin S. McCarthy | Management | For | For |
| 1i. | Election of Director: Steffen E. Palko | Management | For | For |
| 1j. | Election of Director: Jeffrey L. Ventura | Management | For | For |
| 2. | A non-binding proposal to approve executive compensation philosophy ("say on pay"). | Management | For | For |
| 3. | To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm. | Management | For | For |
| 4. | Stockholder Proposal - requesting publication of a political spending report. | Shareholder | Against | For |
| 5. | Stockholder Proposal-requesting publication of a methane emissions report. | Shareholder | Against | For |

SEMGROUP CORPORATION

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 81663A105 | Meeting Type | Annual |
| Ticker Symbol | SEMG | Meeting Date | 16-May-2018 |
| ISIN | US81663A1051 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--------------------------------------|-------------|------|------------------------|
| 1. | DIRECTOR 1 Ronald A. Ballschmiede | Management | For | For |

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| | | | | |
|---|--------------------|--|-----|-----|
| 2 | Sarah M. Barpoulis | | For | For |
| 3 | Carlin G. Conner | | For | For |
| 4 | Karl F. Kurz | | For | For |
| 5 | James H. Lytal | | For | For |
| 6 | William J. McAdam | | For | For |
| 7 | Thomas R. McDaniel | | For | For |

To approve, on a non-binding advisory basis, the

2. compensation of the company's named executive officers.

Management For For

3. Ratification of Grant Thornton LLP as independent registered public accounting firm for 2018.

Management For For

4. To approve an amendment to the company's Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of Class A Common Stock.

Management For For

LAREDO PETROLEUM, INC.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 516806106 | Meeting Type | Annual |
| Ticker Symbol | LPI | Meeting Date | 17-May-2018 |
| ISIN | US5168061068 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|--------|------------------------|
| 1. | DIRECTOR | Management | | |
| | 1 James R. Levy | | For | For |
| | 2 Dr. Myles W. Scoggins | | For | For |
| | 3 Donald D. Wolf | | For | For |
| 2. | The ratification of Grant Thornton LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2018. | Management | For | For |
| 3. | Advisory vote to approve the compensation of the named executive officers. | Management | For | For |
| 4. | Advisory vote on the frequency of future advisory votes on the compensation of named executive officers. | Management | 1 Year | For |

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CONTINENTAL RESOURCES,
INC.

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 212015101 | Meeting Type | Annual |
| Ticker Symbol | CLR | Meeting Date | 17-May-2018 |
| ISIN | US2120151012 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|----------------|------|---------------------------|
| 1. | DIRECTOR | | | |
| | 1 Lon McCain | | For | For |
| | 2 Mark E. Monroe | | For | For |
| | Ratification of selection of Grant Thornton LLP as independent registered public accounting firm. | Management | For | For |
| 2. | Approve, by a non-binding vote, the compensation of the named executive officers. | Management | For | For |
| 3. | | Management | For | For |

PIONEER NATURAL RESOURCES
COMPANY

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 723787107 | Meeting Type | Annual |
| Ticker Symbol | PXD | Meeting Date | 17-May-2018 |
| ISIN | US7237871071 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1A | Election of Director: Edison C. Buchanan | Management | For | For |
| 1B | Election of Director: Andrew F. Cates | Management | For | For |
| 1C | Election of Director: Timothy L. Dove | Management | For | For |
| 1D | Election of Director: Phillip A. Gobe | Management | For | For |
| 1E | Election of Director: Larry R. Grillot | Management | For | For |
| 1F | Election of Director: Stacy P. Methvin | Management | For | For |
| 1G | Election of Director: Royce W. Mitchell | Management | For | For |
| 1H | Election of Director: Frank A. Risch | Management | For | For |
| 1I | | Management | For | For |

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| | | | | |
|----|--|------------|-----|-----|
| | Election of Director: Scott D. Sheffield | | | |
| 1J | Election of Director: Mona K. Sutphen | Management | For | For |
| 1K | Election of Director: J. Kenneth Thompson | Management | For | For |
| 1L | Election of Director: Phoebe A. Wood | Management | For | For |
| 1M | Election of Director: Michael D. Wortley | Management | For | For |
| 2 | Ratification of selection of Ernst & Young LLP as the company's independent registered public accounting firm for 2018 | Management | For | For |
| 3 | Advisory vote to approve named executive officer compensation | Management | For | For |

CONCHO RESOURCES INC

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 20605P101 | Meeting Type | Annual |
| Ticker Symbol | CXO | Meeting Date | 17-May-2018 |
| ISIN | US20605P1012 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1A | Election of Director: Steven L. Beal | Management | For | For |
| 1B | Election of Director: Tucker S. Bridwell | Management | For | For |
| 1C | Election of Director: Mark B. Puckett | Management | For | For |
| 1D | Election of Director: E. Joseph Wright | Management | For | For |
| 2. | To ratify the selection of Grant Thornton LLP as independent registered public accounting firm of the Company for the fiscal year ending December 31, 2018. | Management | For | For |
| 3. | Advisory vote to approve named executive officer compensation ("say-on-pay"). | Management | For | For |

WPX ENERGY, INC.

| | | | |
|---------------|-----------|--------------|-------------|
| Security | 98212B103 | Meeting Type | Annual |
| Ticker Symbol | WPX | Meeting Date | 17-May-2018 |

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ISIN US98212B1035

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1A. | Election of Director: John A. Carrig | Management | For | For |
| 1B. | Election of Director: Robert K. Herdman | Management | For | For |
| 1C. | Election of Director: Kelt Kindick | Management | For | For |
| 1D. | Election of Director: Karl F. Kurz | Management | For | For |
| 1E. | Election of Director: Henry E. Lentz | Management | For | For |
| 1F. | Election of Director: William G. Lowrie | Management | For | For |
| 1G. | Election of Director: Kimberly S. Lubel | Management | For | For |
| 1H. | Election of Director: Richard E. Muncrief | Management | For | For |
| 1I. | Election of Director: Valerie M. Williams | Management | For | For |
| 1J. | Election of Director: David F. Work | Management | For | For |
| 2. | Say on Pay - An advisory vote on the approval of executive compensation. | Management | For | For |
| 3. | Approval of an amendment to the WPX Energy, Inc. 2013 Incentive Plan to increase the number of authorized shares. | Management | For | For |
| 4. | Approval of an amendment to the WPX Energy, Inc. 2011 Employee Stock Purchase Plan to increase the number of shares available for purchase and eliminate the plan termination date. | Management | For | For |
| 5. | Proposal to ratify the appointment of Ernst & Young LLP as the independent public accounting firm for the Company for the year ending December 31, 2018. | Management | For | For |

CARRIZO OIL & GAS, INC.

| | | | |
|----------|-----------|--------------|-------------|
| Security | 144577103 | Meeting Type | Annual |
| | CRZO | | 22-May-2018 |

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| Ticker Symbol ISIN | US1445771033 | Meeting Date | | |
|-----------------------|---|--------------|------|------------------------|
| Item | Proposal | Proposed by | Vote | For/Against Management |
| 1.1 | Election of Director: S.P. Johnson IV | Management | For | For |
| 1.2 | Election of Director: Steven A. Webster | Management | For | For |
| 1.3 | Election of Director: F. Gardner Parker | Management | For | For |
| 1.4 | Election of Director: Frances Aldrich Sevilla-Sacasa | Management | For | For |
| 1.5 | Election of Director: Thomas L. Carter, Jr. | Management | For | For |
| 1.6 | Election of Director: Robert F. Fulton | Management | For | For |
| 1.7 | Election of Director: Roger A. Ramsey | Management | For | For |
| 1.8 | Election of Director: Frank A. Wojtek | Management | For | For |
| 2. | To approve, on an advisory basis, the compensation of the Company's named executive officers | Management | For | For |
| 3. | To approve, in accordance with NASDAQ Marketplace Rule 5635(d), the issuance of shares of the Company's common stock (i) either as dividends on, or upon redemption of, the Company's 8.875% redeemable preferred stock and (ii) upon the exercise of common stock purchase warrants issued in connection with such preferred stock | Management | For | For |
| 4. | To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 | Management | For | For |
| ONEOK, INC. | | | | |
| Security | 682680103 | Meeting Type | | Annual |

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| | | | |
|---------------|--------------|--------------|-------------|
| Ticker Symbol | OKE | Meeting Date | 23-May-2018 |
| ISIN | US6826801036 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1A. | Election of director: Brian L. Derksen | Management | For | For |
| 1B. | Election of director: Julie H. Edwards | Management | For | For |
| 1C. | Election of director: John W. Gibson | Management | For | For |
| 1D. | Election of director: Randall J. Larson | Management | For | For |
| 1E. | Election of director: Steven J. Malcolm | Management | For | For |
| 1F. | Election of director: Jim W. Mogg | Management | For | For |
| 1G. | Election of director: Pattye L. Moore | Management | For | For |
| 1H. | Election of director: Gary D. Parker | Management | For | For |
| 1I. | Election of director: Eduardo A. Rodriguez | Management | For | For |
| 1J. | Election of director: Terry K. Spencer | Management | For | For |
| 2. | Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of ONEOK, Inc. for the year ending December 31, 2018. | Management | For | For |
| 3. | Approve the ONEOK, Inc. Equity Incentive Plan. | Management | For | For |
| 4. | An advisory vote to approve ONEOK, Inc.'s executive compensation. | Management | For | For |

TARGA RESOURCES CORP.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 87612G101 | Meeting Type | Annual |
| Ticker Symbol | TRGP | Meeting Date | 24-May-2018 |
| ISIN | US87612G1013 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|----------|-------------|------|------------------------|
| 1.1 | | Management | For | For |

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| | | | | |
|-----|--|------------|-----|-----|
| | Election of Director: Robert B. Evans | | | |
| 1.2 | Election of Director: Joe Bob Perkins | Management | For | For |
| 1.3 | Election of Director: Ershel C. Redd Jr. | Management | For | For |
| 2. | Ratification of Selection of Independent Accountants | Management | For | For |
| 3. | Advisory Vote to Approve Executive Compensation | Management | For | For |

PARSLEY ENERGY, INC.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 701877102 | Meeting Type | Annual |
| Ticker Symbol | PE | Meeting Date | 25-May-2018 |
| ISIN | US7018771029 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1a. | Election of Director: Ronald Brokmeyer | Management | For | For |
| 1b. | Election of Director: Hemang Desai | Management | For | For |
| 2. | To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. | Management | For | For |
| 3. | To approve, on a non-binding advisory basis, the Company's Named Executive Officer compensation for the fiscal year ended December 31, 2017. | Management | For | For |

PDC ENERGY, INC.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 69327R101 | Meeting Type | Annual |
| Ticker Symbol | PDCE | Meeting Date | 30-May-2018 |
| ISIN | US69327R1014 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|----------|-------------|------|------------------------|
| 1. | DIRECTOR | Management | | |

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| | | | |
|---|----------------------|-----|-----|
| 1 | Anthony J. Crisafio | For | For |
| 2 | Christina M. Ibrahim | For | For |
| 3 | Randy S. Nickerson | For | For |

To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

| | | | | |
|----|--|------------|-----|-----|
| 2. | | Management | For | For |
|----|--|------------|-----|-----|

To approve, on an advisory basis, the compensation of the Company's named executive officers.

| | | | | |
|----|--|------------|-----|-----|
| 3. | | Management | For | For |
|----|--|------------|-----|-----|

To approve the Company's 2018 Equity Incentive Plan.

| | | | | |
|----|--|------------|-----|-----|
| 4. | | Management | For | For |
|----|--|------------|-----|-----|

BUCKEYE PARTNERS, L.P.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 118230101 | Meeting Type | Annual |
| Ticker Symbol | BPL | Meeting Date | 05-Jun-2018 |
| ISIN | US1182301010 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1. | DIRECTOR | Management | | |
| | 1 Pieter Bakker | | For | For |
| | 2 Barbara M. Baumann | | For | For |
| | 3 Mark C. McKinley | | For | For |
| 2. | Amendment of partnership agreement to remove provisions that prevent general partner from causing Buckeye Partners, L.P. to issue any class or series of limited partnership interests having preferences or other special or senior rights over the LP Units without the prior approval of unitholders holding an aggregate of at least two-thirds of the outstanding LP Units. | Management | For | For |
| 3. | The ratification of the selection of Deloitte & Touche LLP as Buckeye Partners, L.P.'s independent registered public accountants for 2018. | Management | For | For |
| 4. | | Management | For | For |

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The approval, in an advisory vote,
of the compensation of
Buckeye's named executive officers
as described in our
proxy statement pursuant to Item
402 of Regulation S-K.

DIAMONDBACK ENERGY, INC.

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 25278X109 | Meeting Type | Annual |
| Ticker Symbol | FANG | Meeting Date | 07-Jun-2018 |
| ISIN | US25278X1090 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1A | Election of Director: Steven E. West | Management | For | For |
| 1B | Election of Director: Travis D. Stice | Management | For | For |
| 1C | Election of Director: Michael L. Hollis | Management | For | For |
| 1D | Election of Director: Michael P. Cross | Management | For | For |
| 1E | Election of Director: David L. Houston | Management | For | For |
| 1F | Election of Director: Mark L. Plaumann | Management | For | For |
| 1G | Election of Director: Melanie M. Trent | Management | For | For |
| 2. | Proposal to approve, on an advisory basis, the compensation paid to the Company's named executive officers | Management | For | For |
| 3. | Proposal to ratify the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2018 | Management | For | For |

ANTERO RESOURCES
CORPORATION

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 03674X106 | Meeting Type | Annual |
| Ticker Symbol | AR | Meeting Date | 20-Jun-2018 |
| ISIN | US03674X1063 | | |

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| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1. | DIRECTOR | | | |
| | 1 Peter R. Kagan | | For | For |
| | 2 W. Howard Keenan, Jr. | | For | For |
| | 3 Joyce E. McConnell | | For | For |
| | To ratify the appointment of KPMG LLP as Antero Resources Corporation's independent registered public accounting firm for the year ending December 31, 2018. | Management | For | For |
| 2. | To approve, on an advisory basis, the compensation of the Company's named executive officers. | Management | For | For |

EQT CORPORATION

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 26884L109 | Meeting Type | Annual |
| Ticker Symbol | EQT | Meeting Date | 21-Jun-2018 |
| ISIN | US26884L1098 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1a. | ELECTION OF DIRECTOR: Vicky A. Bailey | Management | For | For |
| 1b. | ELECTION OF DIRECTOR: Philip G. Behrman, Ph.D. | Management | For | For |
| 1c. | ELECTION OF DIRECTOR: Kenneth M. Burke | Management | For | For |
| 1d. | ELECTION OF DIRECTOR: A. Bray Cary, Jr. | Management | For | For |
| 1e. | ELECTION OF DIRECTOR: Margaret K. Dorman | Management | For | For |
| 1f. | ELECTION OF DIRECTOR: Thomas F. Karam | Management | For | For |
| 1g. | ELECTION OF DIRECTOR: David L. Porges | Management | For | For |
| 1h. | ELECTION OF DIRECTOR: Daniel J. Rice IV | Management | For | For |
| 1i. | ELECTION OF DIRECTOR: James E. Rohr | Management | For | For |
| 1j. | ELECTION OF DIRECTOR: Norman J. Szydowski | Management | For | For |
| 1k. | ELECTION OF DIRECTOR: Stephen A. Thorington | Management | For | For |
| 1l. | | Management | For | For |

- ELECTION OF DIRECTOR: Lee
T. Todd, Jr., Ph.D.
- 1m. ELECTION OF DIRECTOR: Management For For
Christine J. Toretti
- 1n. ELECTION OF DIRECTOR: Management For For
Robert F. Vagt
2. Approval of a Non-Binding
Resolution Regarding the
Compensation of the Company's
Named Executive Management For For
3. Officers for 2017 (Say-on-Pay)
Ratification of Appointment of
Independent Registered Management For For
Public Accounting Firm

TALLGRASS ENERGY PARTNERS
LP

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 874697105 | Meeting Type | Special |
| Ticker Symbol | TEP | Meeting Date | 26-Jun-2018 |
| ISIN | US8746971055 | | |

- | Item | Proposal | Proposed
by | Vote | For/Against
Management |
|------|--|----------------|------|---------------------------|
| 1. | The approval and adoption of the Agreement and Plan of Merger dated as of March 26, 2018 by and among Tallgrass Energy GP, LP, Tallgrass Equity, LLC, Razor Merger Sub, LLC, Tallgrass Energy Partners, LP and Tallgrass MLP GP, LLC, as it may be amended from time to time, and the transactions contemplated thereby. | Management | For | For |

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.

TORTOISE POWER AND ENERGY
INFRASTRUCTURE FUND, INC.

Date: August 27, 2018

By: /s/ P. Bradley Adams
P. Bradley Adams
Chief Executive Officer,
Principal Financial Officer
and Treasurer