

ELLSWORTH GROWTH & INCOME FUND LTD  
Form N-PX  
August 23, 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 811-04656

Ellsworth Growth and Income Fund Ltd.

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

James A. Dinsmore

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

Registrant's telephone number, including area code: I-800-422-3554

Date of fiscal year end: September 30

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

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

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

**PROXY VOTING RECORD**

**FOR PERIOD JULY 1, 2017 TO JUNE 30, 2018**

ProxyEdge

Report Date: 07/01/2018

Meeting Date Range: 07/01/2017 - 06/30/2018

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Ellsworth Growth and Income Fund Ltd.

Investment Company Report  
CONAGRA BRANDS, INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 205887102    | Meeting Type | Annual                 |
| Ticker   | CAG          | Meeting Date | 22-Sep-2017            |
| Symbol   |              | Agenda       | 934666186 - Management |
| ISIN     | US2058871029 |              |                        |

| Item | Proposal  | Proposed by | Vote   | For/Against Management |
|------|---|-------------|--------|------------------------|
| 1.   | DIRECTOR  | Management  |        |                        |
|      | 1 BRADLEY A. ALFORD   |             | For    | For                    |
|      | 2 THOMAS K. BROWN   |             | For    | For                    |
|      | 3 STEPHEN G. BUTLER   |             | For    | For                    |
|      | 4 SEAN M. CONNOLLY  |             | For    | For                    |
|      | 5 THOMAS W. DICKSON   |             | For    | For                    |
|      | 6 STEVEN F. GOLDSTONE   |             | For    | For                    |
|      | 7 JOIE A. GREGOR  |             | For    | For                    |
|      | 8 RAJIVE JOHRI  |             | For    | For                    |
|      | 9 RICHARD H. LENNY  |             | For    | For                    |
|      | 10 RUTH ANN MARSHALL  |             | For    | For                    |
|      | 11 CRAIG P. OMTVEDT   |             | For    | For                    |
| 2.   | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR FOR FISCAL 2018                          | Management  | For    | For                    |
| 3.   | ADVISORY APPROVAL OF THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION                         | Management  | For    | For                    |
| 4.   | RECOMMENDATION, ON AN ADVISORY BASIS, REGARDING THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED | Management  | 1 Year | For                    |

EXECUTIVE OFFICER  
COMPENSATION

## MICROSOFT CORPORATION

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 594918104    | Meeting Type | Annual                 |
| Ticker   | MSFT         | Meeting Date | 29-Nov-2017            |
| Symbol   |              | Agenda       | 934689514 - Management |
| ISIN     | US5949181045 |              |                        |

| Item | Proposal  | Proposed<br>by | Vote   | For/Against<br>Management |
|------|---|----------------|--------|---------------------------|
| 1A.  | ELECTION OF DIRECTOR:<br>WILLIAM H. GATES III   | Management     | For    | For                       |
| 1B.  | ELECTION OF DIRECTOR: REID<br>G. HOFFMAN  | Management     | For    | For                       |
| 1C.  | ELECTION OF DIRECTOR:<br>HUGH F. JOHNSTON   | Management     | For    | For                       |
| 1D.  | ELECTION OF DIRECTOR: TERI<br>L. LIST-STOLL   | Management     | For    | For                       |
| 1E.  | ELECTION OF DIRECTOR:<br>SATYA NADELLA  | Management     | For    | For                       |
| 1F.  | ELECTION OF DIRECTOR:<br>CHARLES H. NOSKI   | Management     | For    | For                       |
| 1G.  | ELECTION OF DIRECTOR:<br>HELMUT PANKE   | Management     | For    | For                       |
| 1H.  | ELECTION OF DIRECTOR:<br>SANDRA E. PETERSON   | Management     | For    | For                       |
| 1I.  | ELECTION OF DIRECTOR:<br>PENNY S. PRITZKER  | Management     | For    | For                       |
| 1J.  | ELECTION OF DIRECTOR:<br>CHARLES W. SCHARF  | Management     | For    | For                       |
| 1K.  | ELECTION OF DIRECTOR:<br>ARNE M. SORENSON   | Management     | For    | For                       |
| 1L.  | ELECTION OF DIRECTOR:<br>JOHN W. STANTON  | Management     | For    | For                       |
| 1M.  | ELECTION OF DIRECTOR:<br>JOHN W. THOMPSON   | Management     | For    | For                       |
| 1N.  | ELECTION OF DIRECTOR:<br>PADMASREE WARRIOR  | Management     | For    | For                       |
| 2.   | ADVISORY VOTE TO APPROVE<br>NAMED EXECUTIVE<br>OFFICER COMPENSATION                                   | Management     | For    | For                       |
| 3.   | ADVISORY VOTE ON THE<br>FREQUENCY OF FUTURE<br>ADVISORY VOTES TO<br>APPROVE EXECUTIVE<br>COMPENSATION | Management     | 1 Year | For                       |
| 4.   | RATIFICATION OF DELOITTE<br>& TOUCHE LLP AS OUR<br>INDEPENDENT AUDITOR FOR<br>FISCAL YEAR 2018        | Management     | For    | For                       |
| 5.   |   | Management     | For    | For                       |

APPROVAL OF MATERIAL  
TERMS OF THE  
PERFORMANCE GOALS  
UNDER THE EXECUTIVE  
INCENTIVE PLAN

6. MICROSOFT CORPORATION Management For For  
2017 STOCK PLAN

THE WALT DISNEY COMPANY

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 254687106    | Meeting Type | Annual                 |
| Ticker   |              | Meeting Date | 08-Mar-2018            |
| Symbol   | DIS          | Agenda       | 934720598 - Management |
| ISIN     | US2546871060 |              |                        |

| Item | Proposal   | Proposed<br>by | Vote    | For/Against<br>Management |
|------|--|----------------|---------|---------------------------|
| 1A.  | Election of director: Susan E. Arnold  | Management     | For     | For                       |
| 1B.  | Election of director: Mary T. Barra  | Management     | For     | For                       |
| 1C.  | Election of director: Safra A. Catz  | Management     | For     | For                       |
| 1D.  | Election of director: John S. Chen   | Management     | For     | For                       |
| 1E.  | Election of director: Francis A. deSouza   | Management     | For     | For                       |
| 1F.  | Election of director: Robert A. Iger   | Management     | For     | For                       |
| 1G.  | Election of director: Maria Elena Lagomasino   | Management     | For     | For                       |
| 1H.  | Election of director: Fred H. Langhammer   | Management     | For     | For                       |
| 1I.  | Election of director: Aylwin B. Lewis  | Management     | For     | For                       |
| 1J.  | Election of director: Mark G. Parker   | Management     | For     | For                       |
|      | To ratify the appointment of PricewaterhouseCoopers  |                |         |                           |
| 2.   | LLP as the Company's registered public accountants for 2018.                                   | Management     | For     | For                       |
|      | To approve material terms of performance goals under   |                |         |                           |
| 3.   | the Amended and Restated 2002 Executive Performance Plan.                                      | Management     | For     | For                       |
|      | To approve the advisory resolution   |                |         |                           |
| 4.   | on executive compensation.   | Management     | For     | For                       |
|      | To approve the shareholder proposal requesting an  |                |         |                           |
| 5.   | annual report disclosing information regarding the Company's lobbying policies and activities. | Shareholder    | Against | For                       |
| 6.   |  | Shareholder    | Abstain | Against                   |

To approve the shareholder proposal requesting the Board to amend the Company's bylaws relating to proxy access to increase the number of permitted nominees, remove the limit on aggregating shares to meet the shareholding requirement, and remove the limitation on renomination of persons based on votes in a prior election.

## CITIGROUP INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 172967424    | Meeting Type | Annual                 |
| Ticker   | C            | Meeting Date | 24-Apr-2018            |
| Symbol   |              | Agenda       | 934740401 - Management |
| ISIN     | US1729674242 |              |                        |

| Item | Proposal  | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a.  | Election of Director: Michael L. Corbat             | Management  | For  | For                    |
| 1b.  | Election of Director: Ellen M. Costello             | Management  | For  | For                    |
| 1c.  | Election of Director: John C. Dugan                 | Management  | For  | For                    |
| 1d.  | Election of Director: Duncan P. Hennes              | Management  | For  | For                    |
| 1e.  | Election of Director: Peter B. Henry                | Management  | For  | For                    |
| 1f.  | Election of Director: Franz B. Humer                | Management  | For  | For                    |
| 1g.  | Election of Director: S. Leslie Ireland             | Management  | For  | For                    |
| 1h.  | Election of Director: Renee J. James                | Management  | For  | For                    |
| 1i.  | Election of Director: Eugene M. McQuade             | Management  | For  | For                    |
| 1j.  | Election of Director: Michael E. O'Neill            | Management  | For  | For                    |
| 1k.  | Election of Director: Gary M. Reiner                | Management  | For  | For                    |
| 1l.  | Election of Director: Anthony M. Santomero          | Management  | For  | For                    |
| 1m.  | Election of Director: Diana L. Taylor               | Management  | For  | For                    |
| 1n.  | Election of Director: James S. Turley               | Management  | For  | For                    |
| 1o.  | Election of Director: Deborah C. Wright             | Management  | For  | For                    |
| 1p.  | Election of Director: Ernesto Zedillo Ponce de Leon | Management  | For  | For                    |

|     |  |             |         |         |
|-----|--|-------------|---------|---------|
| 2.  | Proposal to ratify the selection of KPMG LLP as Citi's independent registered public accounting firm for 2018.   | Management  | For     | For     |
| 3.  | Advisory vote to approve Citi's 2017 executive compensation.   | Management  | For     | For     |
| 4.  | Approval of an amendment to the Citigroup 2014 Stock Incentive Plan authorizing additional shares.   | Management  | For     | For     |
| 5.  | Stockholder proposal requesting a Human and Indigenous Peoples' Rights Policy.   | Shareholder | Abstain | Against |
| 6.  | Stockholder proposal requesting that our Board take the steps necessary to adopt cumulative voting.  | Shareholder | Against | For     |
| 7.  | Stockholder proposal requesting a report on lobbying and grassroots lobbying contributions.  | Shareholder | Against | For     |
| 8.  | Stockholder proposal requesting an amendment to Citi's proxy access bylaw provisions pertaining to the aggregation limit and the number of candidates.   | Shareholder | Abstain | Against |
| 9.  | Stockholder proposal requesting that the Board adopt a policy prohibiting the vesting of equity-based awards for senior executives due to a voluntary resignation to enter government service. | Shareholder | Against | For     |
| 10. | Stockholder proposal requesting that the Board amend Citi's bylaws to give holders in the aggregate of 15% of Citi's outstanding common stock the power to call a special meeting.             | Shareholder | Against | For     |

PFIZER INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 717081103    | Meeting Type | Annual                 |
| Ticker   | PFE          | Meeting Date | 26-Apr-2018            |
| Symbol   |              | Agenda       | 934739256 - Management |
| ISIN     | US7170811035 |              |                        |

| Item | Proposal                                 | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1a.  | Election of Director: Dennis A. Ausiello | Management  | For  | For                    |

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|     |  |             |         |     |
|-----|--|-------------|---------|-----|
| 1b. | Election of Director: Ronald E. Blaylock   | Management  | For     | For |
| 1c. | Election of Director: Albert Bourla  | Management  | For     | For |
| 1d. | Election of Director: W. Don Cornwell  | Management  | For     | For |
| 1e. | Election of Director: Joseph J. Echevarria   | Management  | For     | For |
| 1f. | Election of Director: Helen H. Hobbs   | Management  | For     | For |
| 1g. | Election of Director: James M. Kilts   | Management  | For     | For |
| 1h. | Election of Director: Dan R. Littman   | Management  | For     | For |
| 1i. | Election of Director: Shantanu Narayen   | Management  | For     | For |
| 1j. | Election of Director: Suzanne Nora Johnson   | Management  | For     | For |
| 1k. | Election of Director: Ian C. Read  | Management  | For     | For |
| 1l. | Election of Director: James C. Smith   | Management  | For     | For |
| 2.  | Ratify the selection of KPMG LLP as independent registered public accounting firm for 2018 | Management  | For     | For |
| 3.  | 2018 Advisory approval of executive compensation   | Management  | For     | For |
| 4.  | Approval of the Pfizer Inc. French Sub-Plan under the 2014 Stock Plan                      | Management  | For     | For |
| 5.  | Shareholder proposal regarding right to act by written consent                             | Shareholder | Against | For |
| 6.  | Shareholder proposal regarding independent chair policy                                    | Shareholder | Against | For |
| 7.  | Shareholder proposal regarding report on lobbying activities                               | Shareholder | Against | For |

AT&T INC.

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 00206R102    | Meeting Type | Annual                 |
| Ticker Symbol | T            | Meeting Date | 27-Apr-2018            |
| ISIN          | US00206R1023 | Agenda       | 934736236 - Management |

| Item | Proposal                                       | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1A.  | Election of Director: Randall L. Stephenson    | Management  | For  | For                    |
| 1B.  | Election of Director: Samuel A. Di Piazza, Jr. | Management  | For  | For                    |
| 1C.  | Election of Director: Richard W. Fisher        | Management  | For  | For                    |
| 1D.  | Election of Director: Scott T. Ford            | Management  | For  | For                    |



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|     |  |             |         |         |
|-----|--|-------------|---------|---------|
| 1E. | Election of Director: Glenn H. Hutchins              | Management  | For     | For     |
| 1F. | Election of Director: William E. Kennard             | Management  | For     | For     |
| 1G. | Election of Director: Michael B. McCallister         | Management  | For     | For     |
| 1H. | Election of Director: Beth E. Mooney                 | Management  | For     | For     |
| 1I. | Election of Director: Joyce M. Roche                 | Management  | For     | For     |
| 1J. | Election of Director: Matthew K. Rose                | Management  | For     | For     |
| 1K. | Election of Director: Cynthia B. Taylor              | Management  | For     | For     |
| 1L. | Election of Director: Laura D'Andrea Tyson           | Management  | For     | For     |
| 1M. | Election of Director: Geoffrey Y. Yang               | Management  | For     | For     |
| 2.  | Ratification of appointment of independent auditors. | Management  | For     | For     |
| 3.  | Advisory approval of executive compensation.         | Management  | For     | For     |
| 4.  | Approve Stock Purchase and Deferral Plan.            | Management  | For     | For     |
| 5.  | Approve 2018 Incentive Plan.                         | Management  | For     | For     |
| 6.  | Prepare lobbying report.                             | Shareholder | Against | For     |
| 7.  | Modify proxy access requirements.                    | Shareholder | Abstain | Against |
| 8.  | Independent Chair.                                   | Shareholder | Against | For     |
| 9.  | Reduce vote required for written consent.            | Shareholder | Against | For     |

INVESCO MORTGAGE CAPITAL INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 46131B100    | Meeting Type | Annual                 |
| Ticker   | IVR          | Meeting Date | 02-May-2018            |
| Symbol   | IVR          | Agenda       | 934740677 - Management |
| ISIN     | US46131B1008 |              |                        |

| Item | Proposal                                   | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1.1  | Election of Director: John S. Day          | Management  | For  | For                    |
| 1.2  | Election of Director: Carolyn B. Handlon   | Management  | For  | For                    |
| 1.3  | Election of Director: Edward J. Hardin     | Management  | For  | For                    |
| 1.4  | Election of Director: James R. Lientz, Jr. | Management  | For  | For                    |
| 1.5  | Election of Director: Dennis P. Lockhart   | Management  | For  | For                    |
| 1.6  | Election of Director: Gregory G. McGreevey | Management  | For  | For                    |
| 1.7  | Election of Director: Colin D. Meadows     | Management  | For  | For                    |

- ADVISORY VOTE TO APPROVE
2. THE COMPANY'S Management For For  
EXECUTIVE COMPENSATION
3. APPOINTMENT OF Management For For  
PRICEWATERHOUSECOOPERS  
LLP AS THE COMPANY'S  
INDEPENDENT  
REGISTERED PUBLIC  
ACCOUNTING FIRM

ALLERGAN PLC

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | G0177J108    | Meeting Type | Annual                 |
| Ticker   | AGN          | Meeting Date | 02-May-2018            |
| Symbol   |              | Agenda       | 934748407 - Management |
| ISIN     | IE00BY9D5467 |              |                        |

| Item | Proposal  | Proposed<br>by | Vote | For/Against<br>Management |
|------|---|----------------|------|---------------------------|
| 1a.  | Election of Director: Nesli Basgoz,<br>M.D.   | Management     | For  | For                       |
| 1b.  | Election of Director: Paul M. Bisaro  | Management     | For  | For                       |
| 1c.  | Election of Director: Joseph H.<br>Boccuzzi   | Management     | For  | For                       |
| 1d.  | Election of Director: Christopher<br>W. Bodine  | Management     | For  | For                       |
| 1e.  | Election of Director: Adriane M.<br>Brown   | Management     | For  | For                       |
| 1f.  | Election of Director: Christopher J.<br>Coughlin  | Management     | For  | For                       |
| 1g.  | Election of Director: Carol Anthony<br>(John) Davidson  | Management     | For  | For                       |
| 1h.  | Election of Director: Catherine M.<br>Klema   | Management     | For  | For                       |
| 1i.  | Election of Director: Peter J.<br>McDonnell, M.D.   | Management     | For  | For                       |
| 1j.  | Election of Director: Patrick J.<br>O'Sullivan  | Management     | For  | For                       |
| 1k.  | Election of Director: Brenton L.<br>Saunders  | Management     | For  | For                       |
| 1l.  | Election of Director: Fred G. Weiss   | Management     | For  | For                       |
| 2.   | To approve, in a non-binding vote,<br>Named Executive<br>Officer compensation.  | Management     | For  | For                       |
| 3.   | To ratify, in a non-binding vote, the<br>appointment of<br>PricewaterhouseCoopers LLP as the<br>Company's<br>independent auditor for the fiscal<br>year ending December<br>31, 2018 and to authorize, in a<br>binding vote, the Board of<br>Directors, acting through its Audit | Management     | For  | For                       |

and Compliance Committee, to determine PricewaterhouseCoopers LLP's remuneration.

- |     |   |                    |             |
|-----|---|--------------------|-------------|
| 4.  | To renew the authority of the directors of the Company (the "Directors") to issue shares.   | Management For     | For         |
| 5A. | To renew the authority of the Directors to issue shares for cash without first offering shares to existing shareholders.                      | Management Against | Against     |
| 5B. | To authorize the Directors to allot new shares up to an additional 5% for cash in connection with an acquisition or other capital investment. | Management For     | For         |
| 6.  | To consider a shareholder proposal requiring an independent Board Chairman, if properly presented at the meeting.                             | Shareholder        | Against For |

VERIZON COMMUNICATIONS INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 92343V104    | Meeting Type | Annual                 |
| Ticker   | VZ           | Meeting Date | 03-May-2018            |
| Symbol   |              | Agenda       | 934744031 - Management |
| ISIN     | US92343V1044 |              |                        |

| Item | Proposal                                    | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a.  | Election of Director: Shellye L. Archambeau | Management  | For  | For                    |
| 1b.  | Election of Director: Mark T. Bertolini     | Management  | For  | For                    |
| 1c.  | Election of Director: Richard L. Carrion    | Management  | For  | For                    |
| 1d.  | Election of Director: Melanie L. Healey     | Management  | For  | For                    |
| 1e.  | Election of Director: M. Frances Keeth      | Management  | For  | For                    |
| 1f.  | Election of Director: Lowell C. McAdam      | Management  | For  | For                    |
| 1g.  | Election of Director: Clarence Otis, Jr.    | Management  | For  | For                    |
| 1h.  | Election of Director: Rodney E. Slater      | Management  | For  | For                    |
| 1i.  | Election of Director: Kathryn A. Tesija     | Management  | For  | For                    |
| 1j.  | Election of Director: Gregory D. Wasson     | Management  | For  | For                    |
| 1k.  | Election of Director: Gregory G. Weaver     | Management  | For  | For                    |

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|    |  |             |         |     |
|----|--|-------------|---------|-----|
| 2. | Ratification of Appointment of Independent Registered Public Accounting Firm | Management  | For     | For |
| 3. | Advisory Vote to Approve Executive Compensation                              | Shareholder | For     | For |
| 4. | Special Shareowner Meetings  | Shareholder | Against | For |
| 5. | Lobbying Activities Report   | Shareholder | Against | For |
| 6. | Independent Chair  | Shareholder | Against | For |
| 7. | Report on Cyber Security and Data Privacy                                    | Shareholder | Against | For |
| 8. | Executive Compensation Clawback Policy                                       | Shareholder | Against | For |
| 9. | Nonqualified Savings Plan Earnings   | Shareholder | Against | For |

WELLTOWER INC.

|                        |                                   |              |                        |
|------------------------|-----------------------------------|--------------|------------------------|
| Security Ticker Symbol | 95040Q104<br>WELL<br>US95040Q1040 | Meeting Type | Annual                 |
| ISIN                   | US95040Q1040                      | Meeting Date | 03-May-2018            |
|                        |                                   | Agenda       | 934746984 - Management |

| Item | Proposal  | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a.  | Election of Director: Kenneth J. Bacon  | Management  | For  | For                    |
| 1b.  | Election of Director: Thomas J. DeRosa  | Management  | For  | For                    |
| 1c.  | Election of Director: Jeffrey H. Donahue  | Management  | For  | For                    |
| 1d.  | Election of Director: Geoffrey G. Meyers  | Management  | For  | For                    |
| 1e.  | Election of Director: Timothy J. Naughton   | Management  | For  | For                    |
| 1f.  | Election of Director: Sharon M. Oster   | Management  | For  | For                    |
| 1g.  | Election of Director: Judith C. Pelham  | Management  | For  | For                    |
| 1h.  | Election of Director: Sergio D. Rivera  | Management  | For  | For                    |
| 1i.  | Election of Director: R. Scott Trumbull   | Management  | For  | For                    |
| 1j.  | Election of Director: Gary Whitelaw   | Management  | For  | For                    |
| 2.   | The ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year 2018. | Management  | For  | For                    |
| 3.   | The approval, on an advisory basis, of the compensation of our named executive officers as disclosed in the 2018 Proxy Statement.   | Management  | For  | For                    |

The approval of the Welltower Inc.

4. Employee Stock Management For For  
Purchase Plan.

UNILEVER N.V.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 904784709    | Meeting Type | Annual                 |
| Ticker   | UN           | Meeting Date | 03-May-2018            |
| Symbol   |              | Agenda       | 934759400 - Management |
| ISIN     | US9047847093 |              |                        |

| Item | Proposal   | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 2.   | To adopt the Annual Accounts and appropriation of the profit for the 2017 financial year                       | Management  | For  | For                    |
| 3.   | To discharge the Executive Directors in office in the 2017 financial year for the fulfilment of their task     | Management  | For  | For                    |
| 4.   | To discharge the Non-Executive Directors in office in the 2017 financial year for the fulfilment of their task | Management  | For  | For                    |
| 5.   | To approve the Directors' Remuneration Policy  | Management  | For  | For                    |
| 6.   | To reappoint Mr N S Andersen as a Non-Executive Director   | Management  | For  | For                    |
| 7.   | To reappoint Mrs L M Cha as a Non-Executive Director   | Management  | For  | For                    |
| 8.   | To reappoint Mr V Colao as a Non-Executive Director  | Management  | For  | For                    |
| 9.   | To reappoint Dr M Dekkers as a Non-Executive Director  | Management  | For  | For                    |
| 10.  | To reappoint Dr J Hartmann as a Non-Executive Director   | Management  | For  | For                    |
| 11.  | To reappoint Ms M Ma as a Non-Executive Director   | Management  | For  | For                    |
| 12.  | To reappoint Mr S Masiyiwa as a Non-Executive Director   | Management  | For  | For                    |
| 13.  | To reappoint Professor Y Moon as a Non-Executive Director  | Management  | For  | For                    |
| 14.  | To reappoint Mr G Pitkethly as an Executive Director   | Management  | For  | For                    |
| 15.  | To reappoint Mr P G J M Polman as an Executive Director  | Management  | For  | For                    |
| 16.  | To reappoint Mr J Rishton as a Non-Executive Director  | Management  | For  | For                    |
| 17.  | To reappoint Mr F Sijbesma as a Non-Executive Director   | Management  | For  | For                    |

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- |     |  |            |     |     |
|-----|--|------------|-----|-----|
| 18. | To appoint Ms A Jung as a Non-Executive Director   | Management | For | For |
| 19. | To appoint KPMG as the Auditor charged with the auditing of the Annual Accounts for the 2018 financial year  | Management | For | For |
| 20. | To authorise the Board of Directors to purchase 6% and 7% cumulative preference shares and depository receipts thereof in the share capital of the Company   | Management | For | For |
| 21. | To authorise the Board of Directors to purchase ordinary shares and depository receipts thereof in the share capital of the Company  | Management | For | For |
| 22. | To reduce the capital with respect to the 6% and 7% cumulative preference shares and depository receipts thereof held by the Company in its own share capital  | Management | For | For |
| 23. | To reduce the capital with respect to ordinary shares and depository receipts thereof held by the Company in its own share capital   | Management | For | For |
| 24. | To designate the Board of Directors as the company body authorised to issue shares in the share capital of the Company   | Management | For | For |
| 25. | To designate the Board of Directors as the company body authorised to restrict or exclude the statutory pre-emption rights that accrue to shareholders upon issue of shares for general corporate purposes | Management | For | For |
| 26. | To designate the Board of Directors as the company body authorised to restrict or exclude the statutory pre-emption rights that accrue to shareholders upon issue of shares for acquisition purposes       | Management | For | For |

UNILEVER N.V.

Security 904784709

Meeting Type

Annual

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|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Ticker Symbol | UN           | Meeting Date | 03-May-2018            |
| ISIN          | US9047847093 | Agenda       | 934783855 - Management |

| Item | Proposal   | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 2.   | To adopt the Annual Accounts and appropriation of the profit for the 2017 financial year                       | Management  | For  | For                    |
| 3.   | To discharge the Executive Directors in office in the 2017 financial year for the fulfilment of their task     | Management  | For  | For                    |
| 4.   | To discharge the Non-Executive Directors in office in the 2017 financial year for the fulfilment of their task | Management  | For  | For                    |
| 5.   | To approve the Directors' Remuneration Policy  | Management  | For  | For                    |
| 6.   | To reappoint Mr N S Andersen as a Non-Executive Director   | Management  | For  | For                    |
| 7.   | To reappoint Mrs L M Cha as a Non-Executive Director   | Management  | For  | For                    |
| 8.   | To reappoint Mr V Colao as a Non-Executive Director  | Management  | For  | For                    |
| 9.   | To reappoint Dr M Dekkers as a Non-Executive Director  | Management  | For  | For                    |
| 10.  | To reappoint Dr J Hartmann as a Non-Executive Director   | Management  | For  | For                    |
| 11.  | To reappoint Ms M Ma as a Non-Executive Director   | Management  | For  | For                    |
| 12.  | To reappoint Mr S Masiyiwa as a Non-Executive Director   | Management  | For  | For                    |
| 13.  | To reappoint Professor Y Moon as a Non-Executive Director  | Management  | For  | For                    |
| 14.  | To reappoint Mr G Pitkethly as an Executive Director   | Management  | For  | For                    |
| 15.  | To reappoint Mr P G J M Polman as an Executive Director  | Management  | For  | For                    |
| 16.  | To reappoint Mr J Rishton as a Non-Executive Director  | Management  | For  | For                    |
| 17.  | To reappoint Mr F Sijbesma as a Non-Executive Director   | Management  | For  | For                    |
| 18.  | To appoint Ms A Jung as a Non-Executive Director   | Management  | For  | For                    |
| 19.  | To appoint KPMG as the Auditor charged with the auditing of the Annual Accounts for                            | Management  | For  | For                    |

- the 2018 financial  
year
- To authorise the Board of Directors  
to purchase 6% and  
7% cumulative preference shares  
and depository receipts  
thereof in the share capital of the  
Company
20. Management For For
- To authorise the Board of Directors  
to purchase ordinary  
shares and depository receipts  
thereof in the share  
capital of the Company
21. Management For For
- To reduce the capital with respect to  
the 6% and 7%  
cumulative preference shares and  
depository receipts  
thereof held by the Company in its  
own share capital
22. Management For For
- To reduce the capital with respect to  
ordinary shares and  
depository receipts thereof held by  
the Company in its  
own share capital
23. Management For For
- To designate the Board of Directors  
as the company  
body authorised to issue shares in  
the share capital of  
the Company
24. Management For For
- To designate the Board of Directors  
as the company  
body authorised to restrict or  
exclude the statutory pre-  
emption rights that accrue to  
shareholders upon issue of  
shares for general corporate  
purposes
25. Management For For
- To designate the Board of Directors  
as the company  
body authorised to restrict or  
exclude the statutory pre-  
emption rights that accrue to  
shareholders upon issue of  
shares for acquisition purposes
26. Management For For

## ABBVIE INC.

|                  |              |              |                        |
|------------------|--------------|--------------|------------------------|
| Security         | 00287Y109    | Meeting Type | Annual                 |
| Ticker<br>Symbol | ABBV         | Meeting Date | 04-May-2018            |
| ISIN             | US00287Y1091 | Agenda       | 934746768 - Management |

|               |      |
|---------------|------|
| Item Proposal | Vote |
|---------------|------|



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|   | Proposed<br>by<br>Management |         | For/Against<br>Management |
|---|------------------------------|---------|---------------------------|
| 1. DIRECTOR   |                              |         |                           |
| 1 Roxanne S. Austin   |                              | For     | For                       |
| 2 Richard A. Gonzalez   |                              | For     | For                       |
| 3 Rebecca B. Roberts  |                              | For     | For                       |
| 4 Glenn F. Tilton   |                              | For     | For                       |
| Ratification of Ernst & Young LLP<br>as AbbVie's<br>independent registered public<br>accounting firm for 2018                                 | Management                   | For     | For                       |
| 3. Say on Pay - An advisory vote on<br>the approval of  | Management                   | For     | For                       |
| executive compensation  |                              |         |                           |
| 4. Say When on Pay - An advisory<br>vote on the frequency of<br>the advisory vote to approve<br>executive compensation                        | Management                   | 1 Year  | For                       |
| 5. Approval of a management<br>proposal regarding<br>amendment of the certificate of<br>incorporation for the<br>annual election of directors | Management                   | For     | For                       |
| 6. Approval of a management<br>proposal regarding<br>amendment of the certificate of<br>incorporation to eliminate<br>supermajority voting    | Management                   | For     | For                       |
| 7. Stockholder Proposal - to Issue an<br>Annual Report on<br>Lobbying   | Shareholder                  | Against | For                       |
| 8. Stockholder Proposal - to Separate<br>Chair and CEO  | Shareholder                  | Against | For                       |
| 9. Stockholder Proposal - to Issue an<br>Annual Compensation<br>Committee Report on Drug Pricing  | Shareholder                  | Against | For                       |

BLACKROCK CAPITAL INVESTMENT CORPORATION

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 092533108    | Meeting Type | Special                |
| Ticker   | BKCC         | Meeting Date | 04-May-2018            |
| Symbol   |              |              |                        |
| ISIN     | US0925331086 | Agenda       | 934759347 - Management |

| Item | Proposal  | Proposed<br>by | Vote | For/Against<br>Management |
|------|---|----------------|------|---------------------------|
| 1.   | To Approve a proposal to authorize flexibility for the Company, with approval of its Board of Directors, to sell or otherwise issue shares of its common stock (during the next 12 months) at a price below | Management     | For  | For                       |

the Company's then  
current net asset value per share in  
one or more  
offerings, subject to certain  
limitations set forth in the  
proxy statement for the Special  
Meeting

ELI LILLY AND COMPANY

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 532457108    | Meeting Type | Annual                 |
| Ticker   | LLY          | Meeting Date | 07-May-2018            |
| Symbol   |              | Agenda       | 934749853 - Management |
| ISIN     | US5324571083 |              |                        |

| Item | Proposal   | Proposed<br>by | Vote    | For/Against<br>Management |
|------|--|----------------|---------|---------------------------|
| 1a.  | Election of Director: K. Baicker   | Management     | For     | For                       |
| 1b.  | Election of Director: J. E. Fyrwald  | Management     | For     | For                       |
| 1c.  | Election of Director: J. Jackson   | Management     | For     | For                       |
| 1d.  | Election of Director: E. R. Marram   | Management     | For     | For                       |
| 1e.  | Election of Director: J. P. Tai  | Management     | For     | For                       |
| 2.   | Approval, by non-binding vote, of the compensation paid to the company's named executive officers.       | Management     | For     | For                       |
| 3.   | Ratification of Ernst & Young LLP as the principal independent auditor for 2018.                         | Management     | For     | For                       |
| 4.   | Approve amendments to the Articles of Incorporation to eliminate the classified board structure.         | Management     | For     | For                       |
| 5.   | Approve amendments to the Articles of Incorporation to eliminate supermajority voting provisions.        | Management     | For     | For                       |
| 6.   | Approve the Amended and Restated 2002 Lilly Stock Plan.  | Management     | For     | For                       |
| 7.   | Shareholder proposal seeking support for the descheduling of cannabis.                                   | Shareholder    | Against | For                       |
| 8.   | Shareholder proposal requesting report regarding direct and indirect political contributions.            | Shareholder    | Against | For                       |
| 9.   | Shareholder proposal requesting report on policies and practices regarding contract animal laboratories. | Shareholder    | Abstain | Against                   |
| 10.  | Shareholder proposal requesting report on extent to which risks related to public                        | Shareholder    | Against | For                       |

concern over drug pricing strategies are integrated into incentive compensation arrangements.

BLACKROCK CAPITAL INVESTMENT CORPORATION

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 092533108    | Meeting Type | Annual                 |
| Ticker Symbol | BKCC         | Meeting Date | 11-May-2018            |
| ISIN          | US0925331086 | Agenda       | 934755731 - Management |

| Item | Proposal  | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1.   | DIRECTOR  | Management  |      |                        |
|      | 1 Michael J. Zugay  |             | For  | For                    |
|      | 2 Meridee A. Moore  |             | For  | For                    |
|      | 3 William E. Mayer  |             | For  | For                    |
|      | To ratify the selection of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2018. | Management  | For  | For                    |

NEWELL BRANDS INC.

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 651229106    | Meeting Type | Contested-Annual       |
| Ticker Symbol | NWL          | Meeting Date | 15-May-2018            |
| ISIN          | US6512291062 | Agenda       | 934805839 - Management |

| Item | Proposal   | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1    | DIRECTOR   | Management  |      |                        |
|      | 1 Bridget Ryan Berman  |             | For  | For                    |
|      | 2 Patrick D. Campbell  |             | For  | For                    |
|      | 3 James R. Craigie   |             | For  | For                    |
|      | 4 Debra A. Crew  |             | For  | For                    |
|      | 5 Brett M. Icahn   |             | For  | For                    |
|      | 6 Gerardo I. Lopez   |             | For  | For                    |
|      | 7 Courtney R. Mather   |             | For  | For                    |
|      | 8 Michael B. Polk  |             | For  | For                    |
|      | 9 Judith A. Sprieser   |             | For  | For                    |
|      | 10 Robert A. Steele  |             | For  | For                    |
|      | 11 Steven J. Strobel   |             | For  | For                    |
|      | 12 Michael A. Todman   |             | For  | For                    |
| 2    | Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year 2018. | Management  | For  | For                    |
| 3    | Advisory resolution to approve executive compensation.   | Management  | For  | For                    |
| 4    |  | Shareholder | For  |                        |

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Shareholder proposal - Shareholder  
Right to Act by  
Written Consent.

INTEL CORPORATION

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 458140100    | Meeting Type | Annual                 |
| Ticker Symbol | INTC         | Meeting Date | 17-May-2018            |
| ISIN          | US4581401001 | Agenda       | 934763613 - Management |

| Item | Proposal   | Proposed by | Vote    | For/Against Management |
|------|--|-------------|---------|------------------------|
| 1a.  | Election of Director: Aneel Bhusri   | Management  | For     | For                    |
| 1b.  | Election of Director: Andy D. Bryant   | Management  | For     | For                    |
| 1c.  | Election of Director: Reed E. Hundt  | Management  | For     | For                    |
| 1d.  | Election of Director: Omar Ishrak  | Management  | For     | For                    |
| 1e.  | Election of Director: Brian M. Krzanich  | Management  | For     | For                    |
| 1f.  | Election of Director: Risa Lavizzo-Mourey  | Management  | For     | For                    |
| 1g.  | Election of Director: Tsu-Jae King Liu   | Management  | For     | For                    |
| 1h.  | Election of Director: Gregory D. Smith   | Management  | For     | For                    |
| 1i.  | Election of Director: Andrew M. Wilson   | Management  | For     | For                    |
| 1j.  | Election of Director: Frank D. Yeary   | Management  | For     | For                    |
| 2.   | Ratification of selection of Ernst & Young LLP as our independent registered public accounting firm for 2018       | Management  | For     | For                    |
| 3.   | Advisory vote to approve executive compensation  | Management  | For     | For                    |
| 4.   | Stockholder proposal on whether to allow stockholders to act by written consent, if properly presented             | Shareholder | Against | For                    |
| 5.   | Stockholder proposal on whether the chairman of the board should be an independent director, if properly presented | Shareholder | Against | For                    |
| 6.   | Stockholder proposal requesting a political contributions cost-benefit analysis report, if properly presented      | Shareholder | Against | For                    |

SBA COMMUNICATIONS CORPORATION

|               |           |              |             |
|---------------|-----------|--------------|-------------|
| Security      | 78410G104 | Meeting Type | Annual      |
| Ticker Symbol | SBAC      | Meeting Date | 17-May-2018 |

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| ISIN                | US78410G1040  | Agenda       | 934765011 - Management |                        |
|---------------------|---|--------------|------------------------|------------------------|
| Item                | Proposal  | Proposed by  | Vote                   | For/Against Management |
| 1A                  | Election of Director for a three-year term: Brian C. Carr   | Management   | For                    | For                    |
| 1B                  | Election of Director for a three-year term: Mary S. Chan  | Management   | For                    | For                    |
| 1C                  | Election of Director for a three-year term: George R. Krouse, Jr.   | Management   | For                    | For                    |
| 2.                  | Ratification of the appointment of Ernst & Young LLP as SBA's independent registered public accounting firm for the 2018 fiscal year. | Management   | For                    | For                    |
| 3.                  | Approval, on an advisory basis, of the compensation of SBA's named executive officers.  | Management   | For                    | For                    |
| 4.                  | Approval of the 2018 Employee Stock Purchase Plan.  | Management   | For                    | For                    |
| SYNCHRONY FINANCIAL |   |              |                        |                        |
| Security            | 87165B103   | Meeting Type | Annual                 |                        |
| Ticker Symbol       | SYF   | Meeting Date | 17-May-2018            |                        |
| ISIN                | US87165B1035  | Agenda       | 934765201 - Management |                        |
| Item                | Proposal  | Proposed by  | Vote                   | For/Against Management |
| 1a.                 | Election of Director: Margaret M. Keane   | Management   | For                    | For                    |
| 1b.                 | Election of Director: Paget L. Alves  | Management   | For                    | For                    |
| 1c.                 | Election of Director: Arthur W. Coviello, Jr.   | Management   | For                    | For                    |
| 1d.                 | Election of Director: William W. Graylin  | Management   | For                    | For                    |
| 1e.                 | Election of Director: Roy A. Guthrie  | Management   | For                    | For                    |
| 1f.                 | Election of Director: Richard C. Hartnack   | Management   | For                    | For                    |
| 1g.                 | Election of Director: Jeffrey G. Naylor   | Management   | For                    | For                    |
| 1h.                 | Election of Director: Laurel J. Richie  | Management   | For                    | For                    |
| 1i.                 | Election of Director: Olympia J. Snowe  | Management   | For                    | For                    |
| 2.                  | Advisory Vote to Approve Named Executive Officer Compensation   | Management   | For                    | For                    |
| 3.                  | Ratification of Selection of KPMG LLP as Independent  | Management   | For                    | For                    |

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Registered Public Accounting Firm  
of the Company for  
2018

CROWN CASTLE INTERNATIONAL CORP

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 22822V101    | Meeting Type | Annual                 |
| Ticker   | CCI          | Meeting Date | 17-May-2018            |
| Symbol   |              | Agenda       | 934770810 - Management |
| ISIN     | US22822V1017 |              |                        |

| Item | Proposal   | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1a.  | Election of Director: P. Robert Bartolo  | Management  | For  | For                    |
| 1b.  | Election of Director: Jay A. Brown   | Management  | For  | For                    |
| 1c.  | Election of Director: Cindy Christy  | Management  | For  | For                    |
| 1d.  | Election of Director: Ari Q. Fitzgerald  | Management  | For  | For                    |
| 1e.  | Election of Director: Robert E. Garrison II  | Management  | For  | For                    |
| 1f.  | Election of Director: Andrea J. Goldsmith  | Management  | For  | For                    |
| 1g.  | Election of Director: Lee W. Hogan   | Management  | For  | For                    |
| 1h.  | Election of Director: Edward C. Hutcheson, Jr.   | Management  | For  | For                    |
| 1i.  | Election of Director: J. Landis Martin   | Management  | For  | For                    |
| 1j.  | Election of Director: Robert F. McKenzie   | Management  | For  | For                    |
| 1k.  | Election of Director: Anthony J. Melone  | Management  | For  | For                    |
| 1l.  | Election of Director: W. Benjamin Moreland   | Management  | For  | For                    |
| 2.   | The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for fiscal year 2018. | Management  | For  | For                    |
| 3.   | The non-binding, advisory vote to approve the compensation of the Company's named executive officers.  | Management  | For  | For                    |

MERCK & CO., INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 58933Y105    | Meeting Type | Annual                 |
| Ticker   | MRK          | Meeting Date | 22-May-2018            |
| Symbol   |              | Agenda       | 934774262 - Management |
| ISIN     | US58933Y1055 |              |                        |

|      |          |      |
|------|----------|------|
| Item | Proposal | Vote |
|------|----------|------|

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|     | Proposed<br>by   | For/Against<br>Management |
|-----|--|---------------------------|
| 1a. | Election of Director: Leslie A. Brun   | Management For            |
| 1b. | Election of Director: Thomas R. Cech   | Management For            |
| 1c. | Election of Director: Pamela J. Craig  | Management For            |
| 1d. | Election of Director: Kenneth C. Frazier   | Management For            |
| 1e. | Election of Director: Thomas H. Glocer   | Management For            |
| 1f. | Election of Director: Rochelle B. Lazarus  | Management For            |
| 1g. | Election of Director: John H. Noseworthy   | Management For            |
| 1h. | Election of Director: Paul B. Rothman  | Management For            |
| 1i. | Election of Director: Patricia F. Russo  | Management For            |
| 1j. | Election of Director: Craig B. Thompson  | Management For            |
| 1k. | Election of Director: Inge G. Thulin   | Management For            |
| 1l. | Election of Director: Wendell P. Weeks   | Management For            |
| 1m. | Election of Director: Peter C. Wendell   | Management For            |
| 2.  | Non-binding advisory vote to approve the compensation of our named executive officers.                   | Management For            |
| 3.  | Ratification of the appointment of the Company's independent registered public accounting firm for 2018. | Management For            |
| 4.  | Shareholder proposal concerning shareholders' right to act by written consent.                           | Shareholder Against For   |

B&G FOODS, INC.

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 05508R106    | Meeting Type | Annual                 |
| Ticker Symbol | BGS          | Meeting Date | 22-May-2018            |
| ISIN          | US05508R1068 | Agenda       | 934779894 - Management |

| Item | Proposal                                 | Proposed<br>by | Vote | For/Against<br>Management |
|------|--|----------------|------|---------------------------|
| 1.1  | Election of Director: DeAnn L. Brunts    | Management     | For  | For                       |
| 1.2  | Election of Director: Robert C. Cantwell | Management     | For  | For                       |
| 1.3  | Election of Director: Charles F. Marcy   | Management     | For  | For                       |
| 1.4  |  | Management     | For  | For                       |

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|     |  |                |     |
|-----|--|----------------|-----|
|     | Election of Director: Robert D. Mills  |                |     |
| 1.5 | Election of Director: Dennis M. Mullen   | Management For | For |
| 1.6 | Election of Director: Cheryl M. Palmer   | Management For | For |
| 1.7 | Election of Director: Alfred Poe   | Management For | For |
| 1.8 | Election of Director: Stephen C. Sherrill  | Management For | For |
| 1.9 | Election of Director: David L. Wenner  | Management For | For |
| 2.  | Approval, by non-binding advisory vote, of executive compensation                        | Management For | For |
| 3.  | Ratification of appointment of KPMG LLP as independent registered public accounting firm | Management For | For |

AMERICAN TOWER CORPORATION

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 03027X100    | Meeting Type | Annual                 |
| Ticker Symbol | AMT          | Meeting Date | 23-May-2018            |
| ISIN          | US03027X1000 | Agenda       | 934771800 - Management |

| Item | Proposal  | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a.  | Election of Director: Gustavo Lara Cantu  | Management  | For  | For                    |
| 1b.  | Election of Director: Raymond P. Dolan  | Management  | For  | For                    |
| 1c.  | Election of Director: Robert D. Hormats   | Management  | For  | For                    |
| 1d.  | Election of Director: Grace D. Lieblein   | Management  | For  | For                    |
| 1e.  | Election of Director: Craig Macnab  | Management  | For  | For                    |
| 1f.  | Election of Director: JoAnn A. Reed   | Management  | For  | For                    |
| 1g.  | Election of Director: Pamela D.A. Reeve   | Management  | For  | For                    |
| 1h.  | Election of Director: David E. Sharbutt   | Management  | For  | For                    |
| 1i.  | Election of Director: James D. Taiclet, Jr.   | Management  | For  | For                    |
| 1j.  | Election of Director: Samme L. Thompson   | Management  | For  | For                    |
| 2.   | To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018. | Management  | For  | For                    |
| 3.   | To approve, on an advisory basis, the Company's   | Management  | For  | For                    |



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executive compensation.

PAYPAL HOLDINGS, INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 70450Y103    | Meeting Type | Annual                 |
| Ticker   | PYPL         | Meeting Date | 23-May-2018            |
| ISIN     | US70450Y1038 | Agenda       | 934777787 - Management |

| Item | Proposal   | Proposed by | Vote    | For/Against Management |
|------|--|-------------|---------|------------------------|
| 1a.  | Election of Director: Rodney C. Adkins   | Management  | For     | For                    |
| 1b.  | Election of Director: Wences Casares   | Management  | For     | For                    |
| 1c.  | Election of Director: Jonathan Christodoro   | Management  | For     | For                    |
| 1d.  | Election of Director: John J. Donahoe  | Management  | For     | For                    |
| 1e.  | Election of Director: David W. Dorman  | Management  | For     | For                    |
| 1f.  | Election of Director: Belinda J. Johnson   | Management  | For     | For                    |
| 1g.  | Election of Director: Gail J. McGovern   | Management  | For     | For                    |
| 1h.  | Election of Director: David M. Moffett   | Management  | For     | For                    |
| 1i.  | Election of Director: Ann M. Sarnoff   | Management  | For     | For                    |
| 1j.  | Election of Director: Daniel H. Schulman   | Management  | For     | For                    |
| 1k.  | Election of Director: Frank D. Yeary   | Management  | For     | For                    |
| 2.   | Advisory vote to approve the compensation of our named executive officers.                         | Management  | For     | For                    |
| 3.   | Approval of the PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan.       | Management  | Against | Against                |
| 4.   | Approval of the PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan.           | Management  | For     | For                    |
| 5.   | Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2018. | Management  | For     | For                    |
| 6.   | Stockholder proposal regarding stockholder proxy access enhancement.                               | Shareholder | Abstain | Against                |
| 7.   | Stockholder proposal regarding political transparency.   | Shareholder | Against | For                    |

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8. Stockholder proposal regarding human and indigenous peoples' rights. Shareholder Against For

GOODRICH PETROLEUM CORPORATION

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 382410843    | Meeting Type | Annual                 |
| Ticker Symbol | GDP          | Meeting Date | 23-May-2018            |
| ISIN          | US3824108431 | Agenda       | 934794961 - Management |

| Item | Proposal   | Proposed by | Vote    | For/Against Management |
|------|--|-------------|---------|------------------------|
| 1.   | DIRECTOR   | Management  |         |                        |
|      | 1 Ronald F. Coleman  |             | For     | For                    |
|      | 2 K. Adam Leight   |             | For     | For                    |
|      | 3 Thomas M. Souers   |             | For     | For                    |
| 2.   | Ratify the selection of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2018. | Management  | For     | For                    |
| 3.   | Approve, on an advisory basis, the compensation of our Named Executive Officers.   | Management  | For     | For                    |
| 4.   | This proposal has been removed from the agenda.  | Management  | Against |                        |

CHEVRON CORPORATION

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 166764100    | Meeting Type | Annual                 |
| Ticker Symbol | CVX          | Meeting Date | 30-May-2018            |
| ISIN          | US1667641005 | Agenda       | 934787308 - Management |

| Item | Proposal  | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a.  | Election of Director: W.M. Austin   | Management  | For  | For                    |
| 1b.  | Election of Director: J.B. Frank  | Management  | For  | For                    |
| 1c.  | Election of Director: A.P. Gast   | Management  | For  | For                    |
| 1d.  | Election of Director: E. Hernandez, Jr.   | Management  | For  | For                    |
| 1e.  | Election of Director: C.W. Moorman IV   | Management  | For  | For                    |
| 1f.  | Election of Director: D.F. Moyo   | Management  | For  | For                    |
| 1g.  | Election of Director: R.D. Sugar  | Management  | For  | For                    |
| 1h.  | Election of Director: I.G. Thulin   | Management  | For  | For                    |
| 1i.  | Election of Director: D.J. Umpleby III  | Management  | For  | For                    |
| 1j.  | Election of Director: M.K. Wirth  | Management  | For  | For                    |
| 2.   | Ratification of Appointment of PWC as Independent Registered Public Accounting Firm | Management  | For  | For                    |
| 3.   |   | Management  | For  | For                    |

|     |   |             |         |         |
|-----|---|-------------|---------|---------|
|     | Advisory Vote to Approve Named Executive Officer Compensation                             |             |         |         |
| 4.  | Report on Lobbying  | Shareholder | Against | For     |
| 5.  | Report on Feasibility of Policy on Not Doing Business With Conflict Complicit Governments | Shareholder | Abstain | Against |
| 6.  | Report on Transition to a Low Carbon Business Model                                       | Shareholder | Abstain | Against |
| 7.  | Report on Methane Emissions   | Shareholder | Abstain | Against |
| 8.  | Adopt Policy on Independent Chairman  | Shareholder | Against | For     |
| 9.  | Recommend Independent Director with Environmental Expertise                               | Shareholder | Against | For     |
| 10. | Set Special Meetings Threshold at 10%   | Shareholder | Against | For     |

ALLIANCE DATA SYSTEMS CORPORATION

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 018581108    | Meeting Type | Annual                 |
| Ticker Symbol | ADS          | Meeting Date | 06-Jun-2018            |
| ISIN          | US0185811082 | Agenda       | 934797424 - Management |

| Item | Proposal   | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1.1  | Election of Director: Bruce K. Anderson  | Management  | For  | For                    |
| 1.2  | Election of Director: Roger H. Ballou  | Management  | For  | For                    |
| 1.3  | Election of Director: Kelly J. Barlow  | Management  | For  | For                    |
| 1.4  | Election of Director: E. Linn Draper, Jr.  | Management  | For  | For                    |
| 1.5  | Election of Director: Edward J. Heffernan  | Management  | For  | For                    |
| 1.6  | Election of Director: Kenneth R. Jensen  | Management  | For  | For                    |
| 1.7  | Election of Director: Robert A. Minicucci  | Management  | For  | For                    |
| 1.8  | Election of Director: Timothy J. Theriault   | Management  | For  | For                    |
| 1.9  | Election of Director: Laurie A. Tucker   | Management  | For  | For                    |
| 2.   | Advisory vote to approve executive compensation.   | Management  | For  | For                    |
| 3.   | Ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm of Alliance Data Systems Corporation | Management  | For  | For                    |

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for 2018.

EQUINIX, INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 29444U700    | Meeting Type | Annual                 |
| Ticker   | EQIX         | Meeting Date | 07-Jun-2018            |
| Symbol   | EQIX         | Agenda       | 934802516 - Management |
| ISIN     | US29444U7000 |              |                        |

| Item | Proposal              | Proposed by | Vote | For/Against Management |
|------|-----------------------|-------------|------|------------------------|
| 1.   | DIRECTOR              | Management  |      |                        |
|      | 1 Thomas Bartlett     |             | For  | For                    |
|      | 2 Nanci Caldwell      |             | For  | For                    |
|      | 3 Gary Hromadko       |             | For  | For                    |
|      | 4 Scott Kriens        |             | For  | For                    |
|      | 5 William Luby        |             | For  | For                    |
|      | 6 Irving Lyons, III   |             | For  | For                    |
|      | 7 Christopher Paisley |             | For  | For                    |
|      | 8 Peter Van Camp      |             | For  | For                    |

To approve by a non-binding advisory vote the

|    |   |            |     |     |
|----|---|------------|-----|-----|
| 2. | compensation of the Company's named executive officers. | Management | 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.

|    |   |             |         |         |
|----|---|-------------|---------|---------|
| 3. | registered public accounting firm for the fiscal year ending December 31, 2018. | Management  | For     | For     |
| 4. | Stockholder proposal related proxy access reform.                               | Shareholder | Abstain | Against |

T-MOBILE US, INC.

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | 872590104    | Meeting Type | Annual                 |
| Ticker   | TMUS         | Meeting Date | 13-Jun-2018            |
| Symbol   | TMUS         | Agenda       | 934806398 - Management |
| ISIN     | US8725901040 |              |                        |

| Item | Proposal               | Proposed by | Vote | For/Against Management |
|------|------------------------|-------------|------|------------------------|
| 1.   | DIRECTOR               | Management  |      |                        |
|      | 1 Thomas Dannenfeldt   |             | For  | For                    |
|      | 2 Srikant M. Datar     |             | For  | For                    |
|      | 3 Lawrence H. Guffey   |             | For  | For                    |
|      | 4 Timotheus Hottges    |             | For  | For                    |
|      | 5 Bruno Jacobfeuerborn |             | For  | For                    |
|      | 6 Raphael Kubler       |             | For  | For                    |
|      | 7 Thorsten Langheim    |             | For  | For                    |
|      | 8 John J. Legere       |             | For  | For                    |
|      | 9 G. Michael Sievert   |             | For  | For                    |
|      | 10 Olaf Swantee        |             | For  | For                    |

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|    |    |  |             |         |         |
|----|----|--|-------------|---------|---------|
|    | 11 | Teresa A. Taylor   |             | For     | For     |
|    | 12 | Kelvin R. Westbrook  |             | For     | For     |
|    |    | Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2018. |             |         |         |
| 2. |    |  | Management  | For     | For     |
|    |    | Approval of an Amendment to the Company's 2013 Omnibus Incentive Plan.   |             |         |         |
| 3. |    |  | Management  | For     | For     |
|    |    | Stockholder Proposal for Implementation of Proxy Access.   |             |         |         |
| 4. |    |  | Shareholder | Abstain | Against |
|    |    | Stockholder Proposal for Limitations on Accelerated Vesting of Equity Awards in the Event of a Change of Control.                                  |             |         |         |
| 5. |    |  | Shareholder | Against | 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.

Registrant Ellsworth Growth and Income Fund Ltd.

By (Signature and Title)\* /s/ James A. Dinsmore

James A. Dinsmore, Principal Executive Officer

Date 8/13/18

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