

SALOMON BROTHERS CAPITAL & INCOME FUND INC  
Form N-PX  
August 26, 2004

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**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: 811-21467

**Salomon Brothers Capital and Income Fund Inc.**

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(Exact name of registrant as specified in charter)

**125 BROAD STREET, NEW YORK, NEW YORK 10004**

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(Address of principal executive offices) (Zip code)

**Robert I. Frenkel, Esq.**

**300 First Stamford Place, 4<sup>th</sup> Floor**

**Stamford, Connecticut 06902**

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(Name and address of agent for service)

Registrant's telephone number, including area code: 203-890-7046

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Date of fiscal year end: October 31

Date of reporting period: July 1, 2003 June 30, 2004

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**Item 1. Proxy Voting Record**

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<PRE>

\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-21467  
 Reporting Period: 07/01/2003 - 06/30/2004  
 Salomon Brothers Capital and Income Fund Inc

===== SALOMON BROTHERS CAPITAL AND INCOME FUND INC =====

ALEXANDRIA REAL ESTATE EQUITIES, INC.

Ticker: ARE Security ID: 015271109  
 Meeting Date: MAY 12, 2004 Meeting Type: Annual  
 Record Date: MAR 29, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jerry M. Sudarsky   | For     | For       | Management |
| 1.2 | Elect Director Joel S. Marcus      | For     | For       | Management |
| 1.3 | Elect Director James H. Richardson | For     | For       | Management |
| 1.4 | Elect Director Richard B. Jennings | For     | For       | Management |
| 1.5 | Elect Director Richard H. Klein    | For     | For       | Management |
| 1.6 | Elect Director Anthony M. Solomon  | For     | For       | Management |
| 1.7 | Elect Director Alan G. Walton      | For     | For       | Management |
| 1.8 | Elect Director Richmond A. Wolf    | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

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 AMB PROPERTY CORP.

Ticker: AMB Security ID: 00163T109  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Hamid R. Moghadam  | For     | For       | Management |
| 1.2 | Elect Director W. Blake Baird     | For     | For       | Management |
| 1.3 | Elect Director T. Robert Burke    | For     | For       | Management |
| 1.4 | Elect Director David A. Cole      | For     | For       | Management |
| 1.5 | Elect Director J. Michael Losh    | For     | For       | Management |
| 1.6 | Elect Director Frederick W. Reid  | For     | For       | Management |
| 1.7 | Elect Director Jeffrey L. Skelton | For     | For       | Management |
| 1.8 | Elect Director Thomas W. Tusher   | For     | For       | Management |
| 1.9 | Elect Director Caryl B. Welborn   | For     | For       | Management |
| 2   | Ratify Auditors                   | For     | For       | Management |

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 AMERICAN FINANCIAL REALTY TRUST

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Ticker: AFR Security ID: 02607P305  
 Meeting Date: JUN 9, 2004 Meeting Type: Annual  
 Record Date: APR 9, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Glenn Blumenthal      | For     | For       | Management |
| 1.2 | Elect Trustee John M. Eggemeyer III | For     | For       | Management |
| 1.3 | Elect Trustee Raymond Garea         | For     | For       | Management |
| 1.4 | Elect Trustee Michael J. Hagan      | For     | For       | Management |
| 1.5 | Elect Trustee John P. Hollihan III  | For     | For       | Management |
| 1.6 | Elect Trustee William M. Kahane     | For     | For       | Management |
| 1.7 | Elect Trustee Richard A. Kraemer    | For     | For       | Management |
| 1.8 | Elect Trustee Lewis S. Ranieri      | For     | For       | Management |
| 1.9 | Elect Trustee Nicholas S. Schorsch  | For     | For       | Management |

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### AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG Security ID: 026874107  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 26, 2004

| #    | Proposal   | Mgt Rec | Vote Cast       | Sponsor     |
|------|--|---------|-----------------|-------------|
| 1.1  | Elect Director M. Bernard Aidinoff                 | For     | Did Not<br>Vote | Management  |
| 1.2  | Elect Director Pei-Yuan Chia                       | For     | Did Not<br>Vote | Management  |
| 1.3  | Elect Director Marshall A. Cohen                   | For     | Did Not<br>Vote | Management  |
| 1.4  | Elect Director Willaim S. Cohen                    | For     | Did Not<br>Vote | Management  |
| 1.5  | Elect Director Martin S. Feldstein                 | For     | Did Not<br>Vote | Management  |
| 1.6  | Elect Director Ellen V. Futter                     | For     | Did Not<br>Vote | Management  |
| 1.7  | Elect Director Maurice R. Greenberg                | For     | Did Not<br>Vote | Management  |
| 1.8  | Elect Director Carla A. Hills                      | For     | Did Not<br>Vote | Management  |
| 1.9  | Elect Director Frank J. Hoenemeyer                 | For     | Did Not<br>Vote | Management  |
| 1.10 | Elect Director Richard C. Holbrooke                | For     | Did Not<br>Vote | Management  |
| 1.11 | Elect Director Donald P. Kanak                     | For     | Did Not<br>Vote | Management  |
| 1.12 | Elect Director Howard I. Smith                     | For     | Did Not<br>Vote | Management  |
| 1.13 | Elect Director Martin J. Sullivan                  | For     | Did Not<br>Vote | Management  |
| 1.14 | Elect Director Edmund S.W. Tse                     | For     | Did Not<br>Vote | Management  |
| 1.15 | Elect Director Frank G. Zarb                       | For     | Did Not<br>Vote | Management  |
| 2    | Approve Executive Incentive Bonus Plan             | For     | Did Not<br>Vote | Management  |
| 3    | Approve Non-Employee Director Stock<br>Option Plan | For     | Did Not<br>Vote | Management  |
| 4    | Ratify Auditors                                    | For     | Did Not<br>Vote | Management  |
| 5    | Report on Political                                | Against | Did Not         | Shareholder |

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|   | Contributions/Activities                         |         | Vote         |             |
|---|--|---------|--------------|-------------|
| 6 | Divest from Tobacco Equities                     | Against | Did Not Vote | Shareholder |
| 7 | Link Executive Compensation to Predatory Lending | Against | Did Not Vote | Shareholder |

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AMGEN, INC.

Ticker: AMGN Security ID: 031162100  
Meeting Date: MAY 13, 2004 Meeting Type: Annual  
Record Date: MAR 19, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast    | Sponsor     |
|-----|-------------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Frank J. Biondi, Jr. | For     | Did Not Vote | Management  |
| 1.2 | Elect Director Jerry D. Choate      | For     | Did Not Vote | Management  |
| 1.3 | Elect Director Frank C. Herringer   | For     | Did Not Vote | Management  |
| 1.4 | Elect Director Gilbert S. Omenn     | For     | Did Not Vote | Management  |
| 2   | Ratify Auditors                     | For     | Did Not Vote | Management  |
| 3   | Prepare Glass Ceiling Report        | Against | Did Not Vote | Shareholder |
| 4   | Expense Stock Options               | Against | Did Not Vote | Shareholder |

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ANTHEM INC.

Ticker: ATH Security ID: 03674B104  
Meeting Date: JUN 28, 2004 Meeting Type: Special  
Record Date: MAY 10, 2004

| # | Proposal                                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with an Acquisition | For     | For       | Management |
| 2 | Change Company Name                            | For     | For       | Management |

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ANTHEM INC.

Ticker: ATH Security ID: 03674B104  
Meeting Date: MAY 17, 2004 Meeting Type: Annual  
Record Date: MAR 19, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Victor S. Liss          | For     | For       | Management |
| 1.2 | Elect Director James W. McDowell, Jr.  | For     | For       | Management |
| 1.3 | Elect Director George A. Schaefer, Jr. | For     | For       | Management |
| 1.4 | Elect Director Jackie M. Ward          | For     | For       | Management |

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APARTMENT INVESTMENT & MANAGEMENT CO.

Ticker: AIV Security ID: 03748R101  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast    | Sponsor     |
|-----|-----------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Terry Considine    | For     | Did Not Vote | Management  |
| 1.2 | Elect Director Peter K. Kompaniez | For     | Did Not Vote | Management  |
| 1.3 | Elect Director James N. Bailey    | For     | Did Not Vote | Management  |
| 1.4 | Elect Director Richard S. Ellwood | For     | Did Not Vote | Management  |
| 1.5 | Elect Director J. Landis Martin   | For     | Did Not Vote | Management  |
| 1.6 | Elect Director Thomas L. Rhodes   | For     | Did Not Vote | Management  |
| 2   | Ratify Auditors                   | For     | Did Not Vote | Management  |
| 3   | Approve Sale of Company Assets    | For     | Did Not Vote | Management  |
| 4   | Limit Executive Compensation      | Against | Did Not Vote | Shareholder |

ARCHSTONE SMITH TRUST

Ticker: ASN Security ID: 039583109  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 26, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor     |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Ernest A. Gerardi, Jr. | For     | For       | Management  |
| 1.2 | Elect Director Ruth Ann M. Gillis     | For     | For       | Management  |
| 1.3 | Elect Director Ned S. Holmes          | For     | For       | Management  |
| 1.4 | Elect Director R. Scot Sellers        | For     | For       | Management  |
| 2   | Ratify Auditors                       | For     | For       | Management  |
| 3   | Restrict Severance Agreements         | Against | For       | Shareholder |

ASHFORD HOSPITALITY TRUST INC.

Ticker: AHT Security ID: 044103109  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Archie Bennett, Jr.   | For     | For       | Management |
| 1.2 | Elect Director Montgomery J. Bennett | For     | For       | Management |
| 1.3 | Elect Director Martin L. Edelman     | For     | For       | Management |
| 1.4 | Elect Director W.D. Minami           | For     | For       | Management |
| 1.5 | Elect Director W. Michael Murphy     | For     | For       | Management |
| 1.6 | Elect Director Phillip S. Payne      | For     | For       | Management |
| 1.7 | Elect Director Charles P. Toppino    | For     | For       | Management |
| 2   | Ratify Auditors                      | For     | For       | Management |

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 AVALONBAY COMMUNITIES, INC.

Ticker: AVB Security ID: 053484101  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 9, 2004

| #   | Proposal   | Mgt Rec | Vote Cast    | Sponsor     |
|-----|--|---------|--------------|-------------|
| 1.1 | Elect Director Bryce Blair                                       | For     | Did Not Vote | Management  |
| 1.2 | Elect Director Bruce A. Choate                                   | For     | Did Not Vote | Management  |
| 1.3 | Elect Director John J. Healy, Jr.                                | For     | Did Not Vote | Management  |
| 1.4 | Elect Director Gilbert M. Meyer                                  | For     | Did Not Vote | Management  |
| 1.5 | Elect Director Charles D. Peebler, Jr.                           | For     | Did Not Vote | Management  |
| 1.6 | Elect Director Lance R. Primis                                   | For     | Did Not Vote | Management  |
| 1.7 | Elect Director Allan D. Schuster                                 | For     | Did Not Vote | Management  |
| 1.8 | Elect Director Amy P. Williams                                   | For     | Did Not Vote | Management  |
| 2   | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | Did Not Vote | Shareholder |

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 BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: APR 7, 2004

| #    | Proposal                           | Mgt Rec | Vote Cast    | Sponsor    |
|------|------------------------------------|---------|--------------|------------|
| 1.1  | Elect Director William Barnet, III | For     | Did Not Vote | Management |
| 1.2  | Elect Director Charles W. Coker    | For     | Did Not Vote | Management |
| 1.3  | Elect Director John T. Collins     | For     | Did Not Vote | Management |
| 1.4  | Elect Director Gary L. Countryman  | For     | Did Not Vote | Management |
| 1.5  | Elect Director Paul Fulton         | For     | Did Not Vote | Management |
| 1.6  | Elect Director Charles K. Gifford  | For     | Did Not Vote | Management |
| 1.7  | Elect Director Donald E. Guinn     | For     | Did Not Vote | Management |
| 1.8  | Elect Director James H. Hance, Jr. | For     | Did Not Vote | Management |
| 1.9  | Elect Director Kenneth D. Lewis    | For     | Did Not Vote | Management |
| 1.10 | Elect Director Walter E. Massey    | For     | Did Not Vote | Management |
| 1.11 | Elect Director Thomas J. May       | For     | Did Not Vote | Management |



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|      |            |   |         |                 |             |
|------|------------|---|---------|-----------------|-------------|
| 1.12 | Elect      | Director C. Steven McMillan                             | For     | Did Not<br>Vote | Management  |
| 1.13 | Elect      | Director Eugene M. McQuade                              | For     | Did Not<br>Vote | Management  |
| 1.14 | Elect      | Director Patricia E. Mitchell                           | For     | Did Not<br>Vote | Management  |
| 1.15 | Elect      | Director Edward L. Romero                               | For     | Did Not<br>Vote | Management  |
| 1.16 | Elect      | Director Thomas M. Ryan                                 | For     | Did Not<br>Vote | Management  |
| 1.17 | Elect      | Director O. Temple Sloan, Jr.                           | For     | Did Not<br>Vote | Management  |
| 1.18 | Elect      | Director Meredith R. Spangler                           | For     | Did Not<br>Vote | Management  |
| 1.19 | Elect      | Director Jackie M. Ward                                 | For     | Did Not<br>Vote | Management  |
| 2    | Ratify     | Auditors  | For     | Did Not<br>Vote | Management  |
| 3    | Change     | Date of Annual Meeting                                  | Against | Did Not<br>Vote | Shareholder |
| 4    | Adopt      | Nomination Procedures for the Board                     | Against | Did Not<br>Vote | Shareholder |
| 5    | Charitable | Contributions   | Against | Did Not<br>Vote | Shareholder |
| 6    | Establish  | Independent Committee to Review<br>Mutual Fund Policy   | Against | Did Not<br>Vote | Shareholder |
| 7    | Adopt      | Standards Regarding Privacy and<br>Information Security | Against | Did Not<br>Vote | Shareholder |

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BANK ONE CORP.

Ticker: ONE Security ID: 06423A103  
Meeting Date: MAY 25, 2004 Meeting Type: Annual  
Record Date: APR 2, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast       | Sponsor    |
|------|--------------------------------------|---------|-----------------|------------|
| 1    | Approve Merger Agreement             | For     | Did Not<br>Vote | Management |
| 2.1  | Elect Director John H. Bryan         | For     | Did Not<br>Vote | Management |
| 2.2  | Elect Director Stephen B. Burke      | For     | Did Not<br>Vote | Management |
| 2.3  | Elect Director James S. Crown        | For     | Did Not<br>Vote | Management |
| 2.4  | Elect Director James Dimon           | For     | Did Not<br>Vote | Management |
| 2.5  | Elect Director Maureen A. Fay        | For     | Did Not<br>Vote | Management |
| 2.6  | Elect Director Laban P. Jackson, Jr. | For     | Did Not<br>Vote | Management |
| 2.7  | Elect Director John W. Kessler       | For     | Did Not<br>Vote | Management |
| 2.8  | Elect Director Robert I. Lipp        | For     | Did Not<br>Vote | Management |
| 2.9  | Elect Director Richard A. Manoogian  | For     | Did Not<br>Vote | Management |
| 2.10 | Elect Director David C. Novak        | For     | Did Not<br>Vote | Management |
| 2.11 | Elect Director John W. Rogers, Jr.   | For     | Did Not<br>Vote | Management |

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|      |   |     |                   |            |
|------|---|-----|-------------------|------------|
| 2.12 | Elect Director Frederick P. Stratton, Jr. | For | Vote Did Not Vote | Management |
| 3    | Ratify Auditors                           | For | Vote Did Not Vote | Management |

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BERKSHIRE HATHAWAY INC.

Ticker: BRK.A Security ID: 084670108  
 Meeting Date: MAY 1, 2004 Meeting Type: Annual  
 Record Date: MAR 3, 2004

| #    | Proposal                                     | Mgt Rec | Vote Cast         | Sponsor     |
|------|--|---------|-------------------|-------------|
| 1.1  | Elect Director Warren E. Buffett             | For     | Vote Did Not Vote | Management  |
| 1.2  | Elect Director Charles T. Munger             | For     | Vote Did Not Vote | Management  |
| 1.3  | Elect Director Susan T. Buffett              | For     | Vote Did Not Vote | Management  |
| 1.4  | Elect Director Howard G. Buffett             | For     | Vote Did Not Vote | Management  |
| 1.5  | Elect Director Malcolm G. Chace              | For     | Vote Did Not Vote | Management  |
| 1.6  | Elect Director David S. Gottesman            | For     | Vote Did Not Vote | Management  |
| 1.7  | Elect Director Charlotte Guyman              | For     | Vote Did Not Vote | Management  |
| 1.8  | Elect Director Donald R. Keough              | For     | Vote Did Not Vote | Management  |
| 1.9  | Elect Director Thomas S. Murphy              | For     | Vote Did Not Vote | Management  |
| 1.10 | Elect Director Ronald L. Olson               | For     | Vote Did Not Vote | Management  |
| 1.11 | Elect Director Walter Scott, Jr.             | For     | Vote Did Not Vote | Management  |
| 2    | Report on Political Contributions/Activities | Against | Vote Did Not Vote | Shareholder |

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BOSTON PROPERTIES INC.

Ticker: BXP Security ID: 101121101  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor     |
|-----|--------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Mortimer B. Zuckerman | For     | For       | Management  |
| 1.2 | Elect Director Carol B. Einiger      | For     | For       | Management  |
| 1.3 | Elect Director Alan B. Landis        | For     | For       | Management  |
| 1.4 | Elect Director Richard E. Salomon    | For     | For       | Management  |
| 2   | Declassify the Board of Directors    | Against | For       | Shareholder |

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BRE PROPERTIES, INC.

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Ticker: BRE Security ID: 05564E106  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1   | Declassify the Board of Directors | For     | For       | Management |
| 2.1 | Elect Director Robert A. Fiddaman | For     | For       | Management |
| 2.2 | Elect Director Roger P. Kuppinger | For     | For       | Management |
| 2.3 | Elect Director Jeanne R. Myerson  | For     | For       | Management |
| 3   | Ratify Auditors                   | For     | For       | Management |

### CAREMARK RX, INC.

Ticker: CMX Security ID: 141705103  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast       | Sponsor    |
|-----|--|---------|-----------------|------------|
| 1.1 | Elect Director Edwin M. Banks          | For     | Did Not<br>Vote | Management |
| 1.2 | Elect Director Colleen C. Welch, Ph.D. | For     | Did Not<br>Vote | Management |
| 1.3 | Elect Director Roger L. Headrick       | For     | Did Not<br>Vote | Management |
| 1.4 | Elect Director Jean-Pierre Millon      | For     | Did Not<br>Vote | Management |

### CELESTICA INC.

Ticker: CLS. Security ID: 15101Q108  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Elect Robert Crandall, William Etherington, Richard Love, Anthony Melman, Gerald Schwartz, Charles Szuluk, Don Tapscott as Directors | For     | For       | Management |
| 2 | Approve Auditors and Authorize Board to Fix Remuneration of Auditors   | For     | For       | Management |

### CHICAGO BRIDGE & IRON CO.

Ticker: CBI Security ID: 167250109  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| # | Proposal                  | Mgt Rec | Vote Cast       | Sponsor    |
|---|---------------------------|---------|-----------------|------------|
| 1 | FIRST POSITION: BALLENGEE | For     | Did Not<br>Vote | Management |
| 2 | FIRST POSITION: BORDAGES  | Against | Did Not<br>Vote | Management |
| 3 | SECOND POSITION: SIMPSON  | For     | Did Not         | Management |

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|    |   |         | Vote            |            |
|----|---|---------|-----------------|------------|
| 4  | SECOND POSITION: LEVENTRY   | Against | Did Not<br>Vote | Management |
| 5  | TO AUTHORIZE THE PREPARATION OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT IN THE ENGLISH LANGUAGE AND ADOPT DUTCH STATUTORY ANNUAL ACCOUNTS | For     | Did Not<br>Vote | Management |
| 6  | TO DISCHARGE MANAGEMENT BOARD AND SUPERVISORY BOARD FROM LIABILITY IN EXERCISE OF THEIR DUTIES  | For     | Did Not<br>Vote | Management |
| 7  | TO RESOLVE THE FINAL DIVIDEND   | For     | Did Not<br>Vote | Management |
| 8  | TO REPURCHASE UP TO 30% OF THE ISSUED SHARE CAPITAL   | For     | Did Not<br>Vote | Management |
| 9  | TO CANCEL SHARES TO BE ACQUIRED BY THE COMPANY IN ITS OWN SHARE CAPITAL   | For     | Did Not<br>Vote | Management |
| 10 | TO APPROVE THE EXTENSION OF THE AUTHORITY TO ISSUE AND/OR GRANT RIGHTS ON SHARES AND TO LIMIT OR EXCLUDE PREEMPTIVE RIGHTS              | For     | Did Not<br>Vote | Management |
| 11 | TO INCREASE THE AMOUNT OF THE AUTHORIZED SHARE CAPITAL  | For     | Did Not<br>Vote | Management |
| 12 | TO APPOINT DELOITTE & TOUCHE AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS  | For     | Did Not<br>Vote | Management |

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COMCAST CORP.

Ticker: CMCSA Security ID: 20030N101  
Meeting Date: MAY 26, 2004 Meeting Type: Annual  
Record Date: MAR 15, 2004

| #    | Proposal                                  | Mgt Rec | Vote Cast       | Sponsor    |
|------|---|---------|-----------------|------------|
| 1.1  | Elect Director S. Decker Anstrom          | For     | Did Not<br>Vote | Management |
| 1.2  | Elect Director C. Michael Armstrong       | For     | Did Not<br>Vote | Management |
| 1.3  | Elect Director Kenneth J. Bacon           | For     | Did Not<br>Vote | Management |
| 1.4  | Elect Director Sheldon M. Bonovitz        | For     | Did Not<br>Vote | Management |
| 1.5  | Elect Director Julian A. Brodsky          | For     | Did Not<br>Vote | Management |
| 1.6  | Elect Director Joseph L. Castle, II       | For     | Did Not<br>Vote | Management |
| 1.7  | Elect Director J. Michael Cook            | For     | Did Not<br>Vote | Management |
| 1.8  | Elect Director Brian L. Roberts           | For     | Did Not<br>Vote | Management |
| 1.9  | Elect Director Ralph J. Roberts           | For     | Did Not<br>Vote | Management |
| 1.10 | Elect Director Dr. Judith Rodin           | For     | Did Not<br>Vote | Management |
| 1.11 | Elect Director Michael I. Sovern          | For     | Did Not<br>Vote | Management |
| 2    | Ratify Auditors                           | For     | Did Not<br>Vote | Management |
| 3    | Amend Restricted Stock Plan               | For     | Did Not<br>Vote | Management |
| 4    | Amend Articles/Bylaws/Charter-Non-Routine | For     | Did Not<br>Vote | Management |

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|   |   |         |              |             |
|---|---|---------|--------------|-------------|
| 5 | Require Two-Thirds Majority of Independent Directors on Board | Against | Did Not Vote | Shareholder |
| 6 | Political Contributions/Activities                            | Against | Did Not Vote | Shareholder |
| 7 | Nominate Two Directors for every open Directorships           | Against | Did Not Vote | Shareholder |
| 8 | Limit Executive Compensation                                  | Against | Did Not Vote | Shareholder |
| 9 | Adopt a Recapitalization Plan                                 | Against | Did Not Vote | Shareholder |

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COMERICA INC.

Ticker: CMA Security ID: 200340107  
Meeting Date: MAY 18, 2004 Meeting Type: Annual  
Record Date: MAR 22, 2004

| #   | Proposal   | Mgt Rec | Vote Cast    | Sponsor    |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director Ralph W. Babb, Jr.                | For     | Did Not Vote | Management |
| 1.2 | Elect Director James F. Cordes                   | For     | Did Not Vote | Management |
| 1.3 | Elect Director Peter D. Cummings                 | For     | Did Not Vote | Management |
| 1.4 | Elect Director Todd W. Herrick                   | For     | Did Not Vote | Management |
| 1.5 | Elect Director William P. Vititoe                | For     | Did Not Vote | Management |
| 1.6 | Elect Director Kenneth L. Way                    | For     | Did Not Vote | Management |
| 2   | Approve Employee Stock Purchase Plan             | For     | Did Not Vote | Management |
| 3   | Approve Non-Employee Director Omnibus Stock Plan | For     | Did Not Vote | Management |
| 4   | Ratify Auditors                                  | For     | Did Not Vote | Management |

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COMVERSE TECHNOLOGY, INC.

Ticker: CMVT Security ID: 205862402  
Meeting Date: JUN 15, 2004 Meeting Type: Annual  
Record Date: APR 27, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kobi Alexander   | For     | For       | Management |
| 1.2 | Elect Director Raz Alon         | For     | For       | Management |
| 1.3 | Elect Director Itsik Danziger   | For     | For       | Management |
| 1.4 | Elect Director John H. Friedman | For     | For       | Management |
| 1.5 | Elect Director Ron Hiram        | For     | For       | Management |
| 1.6 | Elect Director Sam Oolie        | For     | For       | Management |
| 1.7 | Elect Director William F. Sorin | For     | For       | Management |
| 2   | Approve Omnibus Stock Plan      | For     | For       | Management |
| 3   | Ratify Auditors                 | For     | For       | Management |

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COUNTRYWIDE FINANCIAL CORP.

Ticker: CFC Security ID: 222372104  
 Meeting Date: JUN 16, 2004 Meeting Type: Annual  
 Record Date: APR 19, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Henry G. Cisneros    | For     | For       | Management |
| 1.2 | Elect Director Robert J. Donato     | For     | For       | Management |
| 1.3 | Elect Director Michael E. Dougherty | For     | For       | Management |
| 1.4 | Elect Director Martin R. Melone     | For     | For       | Management |
| 1.5 | Elect Director Harley W. Snyder     | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan            | For     | For       | Management |

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COUSINS PROPERTIES INC.

Ticker: CUZ Security ID: 222795106  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast       | Sponsor    |
|------|--------------------------------------|---------|-----------------|------------|
| 1.1  | Elect Director Thomas D. Bell, Jr.   | For     | Did Not<br>Vote | Management |
| 1.2  | Elect Director Erskine B. Bowles     | For     | Did Not<br>Vote | Management |
| 1.3  | Elect Director Richard W. Courts, Ii | For     | Did Not<br>Vote | Management |
| 1.4  | Elect Director Thomas G. Cousins     | For     | Did Not<br>Vote | Management |
| 1.5  | Elect Director Lillian C. Giornelli  | For     | Did Not<br>Vote | Management |
| 1.6  | Elect Director Terence C. Golden     | For     | Did Not<br>Vote | Management |
| 1.7  | Elect Director Boone A. Knox         | For     | Did Not<br>Vote | Management |
| 1.8  | Elect Director John J. Mack          | For     | Did Not<br>Vote | Management |
| 1.9  | Elect Director Hugh L. Mccoll, Jr.   | For     | Did Not<br>Vote | Management |
| 1.10 | Elect Director William Porter Payne  | For     | Did Not<br>Vote | Management |
| 2    | Amend Omnibus Stock Plan             | For     | Did Not<br>Vote | Management |

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CSG SYSTEMS INTERNATIONAL, INC.

Ticker: CSGS Security ID: 126349109  
 Meeting Date: MAY 28, 2004 Meeting Type: Annual  
 Record Date: MAR 30, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Janice I. Obuchowski | For     | For       | Management |
| 2   | Amend Employee Stock Purchase Plan  | For     | For       | Management |

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DEVELOPERS DIVERSIFIED REALTY CORP.

Ticker: DDR Security ID: 251591103  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #    | Proposal                                    | Mgt Rec | Vote Cast       | Sponsor    |
|------|---|---------|-----------------|------------|
| 1.1  | Elect Director Dean S. Adler                | For     | Did Not<br>Vote | Management |
| 1.2  | Elect Director Terrance R. Ahern            | For     | Did Not<br>Vote | Management |
| 1.3  | Elect Director Mohsen Anvari                | For     | Did Not<br>Vote | Management |
| 1.4  | Elect Director Robert H. Gidel              | For     | Did Not<br>Vote | Management |
| 1.5  | Elect Director Victor B. MacFarlane         | For     | Did Not<br>Vote | Management |
| 1.6  | Elect Director Craig Macnab                 | For     | Did Not<br>Vote | Management |
| 1.7  | Elect Director Scott D. Roulston            | For     | Did Not<br>Vote | Management |
| 1.8  | Elect Director Barry A. Sholem              | For     | Did Not<br>Vote | Management |
| 1.9  | Elect Director William B. Summers, Jr.      | For     | Did Not<br>Vote | Management |
| 1.10 | Elect Director Bert L. Wolstein             | For     | Did Not<br>Vote | Management |
| 1.11 | Elect Director Scott A. Wolstein            | For     | Did Not<br>Vote | Management |
| 2    | Amend Shareholder Rights Plan (Poison Pill) | For     | Did Not<br>Vote | Management |
| 3    | Approve Omnibus Stock Plan                  | For     | Did Not<br>Vote | Management |
| 4    | Ratify Auditors                             | For     | Did Not<br>Vote | Management |

DJ ORTHOPEDICS, INC.

Ticker: DJO Security ID: 23325G104  
 Meeting Date: JUN 3, 2004 Meeting Type: Annual  
 Record Date: APR 23, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Jack R. Blair           | For     | For       | Management |
| 1.2 | Elect Director Mitchell J. Blutt, M.D. | For     | For       | Management |
| 2   | Ratify Auditors                        | For     | For       | Management |

EQUITY OFFICE PROPERTIES TRUST

Ticker: EOP Security ID: 294741103  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|     |        |          |                         |     |     |            |
|-----|--------|----------|-------------------------|-----|-----|------------|
| 1.1 | Elect  | Director | Thomas E. Dobrowski     | For | For | Management |
| 1.2 | Elect  | Director | William M. Goodyear     | For | For | Management |
| 1.3 | Elect  | Director | James D. Harper, Jr.    | For | For | Management |
| 1.4 | Elect  | Director | Richard D. Kincaid      | For | For | Management |
| 1.5 | Elect  | Director | David K. Mckown         | For | For | Management |
| 1.6 | Elect  | Director | Sheli Z. Rosenberg      | For | For | Management |
| 1.7 | Elect  | Director | Edwin N. Sidman         | For | For | Management |
| 1.8 | Elect  | Director | J. H.W.R. Van Der Vlist | For | For | Management |
| 1.9 | Elect  | Director | Samuel Zell             | For | For | Management |
| 2   | Ratify | Auditors |                         | For | For | Management |

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### EQUITY RESIDENTIAL

Ticker:           EQR                           Security ID: 29476L107  
Meeting Date: MAY 28, 2004   Meeting Type: Annual  
Record Date:   MAR 29, 2004

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director John W. Alexander                                  | For     | For       | Management |
| 1.2  | Elect Director Charles L. Atwood                                  | For     | For       | Management |
| 1.3  | Elect Director Bruce W. Duncan                                    | For     | For       | Management |
| 1.4  | Elect Director Stephen O. Evans                                   | For     | For       | Management |
| 1.5  | Elect Director James D. Harper, Jr.                               | For     | For       | Management |
| 1.6  | Elect Director Boone A. Knox                                      | For     | For       | Management |
| 1.7  | Elect Director Desiree G. Rogers                                  | For     | For       | Management |
| 1.8  | Elect Director Sheli Z. Rosenberg                                 | For     | For       | Management |
| 1.9  | Elect Director Gerald A. Spector                                  | For     | For       | Management |
| 1.10 | Elect Director B. Joseph White                                    | For     | For       | Management |
| 1.11 | Elect Director Samuel Zell  | For     | For       | Management |
| 2    | Amend Articles/Bylaws/Charter to Remove Antitakeover Provision(s) | For     | For       | Management |
| 3    | Ratify Auditors   | For     | For       | Management |

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### FANNIE MAE

Ticker:           FNM                           Security ID: 313586109  
Meeting Date: MAY 25, 2004   Meeting Type: Annual  
Record Date:   APR 6, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast    | Sponsor    |
|-----|--------------------------------------|---------|--------------|------------|
| 1.1 | Elect Director Stephen B. Ashley     | For     | Did Not Vote | Management |
| 1.2 | Elect Director Kenneth M. Duberstein | For     | Did Not Vote | Management |
| 1.3 | Elect Director Thomas P. Gerrity     | For     | Did Not Vote | Management |
| 1.4 | Elect Director Timothy Howard        | For     | Did Not Vote | Management |
| 1.5 | Elect Director Ann Korologos         | For     | Did Not Vote | Management |
| 1.6 | Elect Director Frederic V. Malek     | For     | Did Not Vote | Management |
| 1.7 | Elect Director Donald B. Marron      | For     | Did Not Vote | Management |
| 1.8 | Elect Director Daniel H. Mudd        | For     | Did Not Vote | Management |



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|      |             |                              |         |                 |             |
|------|-------------|------------------------------|---------|-----------------|-------------|
| 1.9  | Elect       | Director Anne M. Mulcahy     | For     | Did Not<br>Vote | Management  |
| 1.10 | Elect       | Director Joe K. Pickett      | For     | Did Not<br>Vote | Management  |
| 1.11 | Elect       | Director Leslie Rahl         | For     | Did Not<br>Vote | Management  |
| 1.12 | Elect       | Director Franklin D. Raines  | For     | Did Not<br>Vote | Management  |
| 1.13 | Elect       | Director H. Patrick Swygert  | For     | Did Not<br>Vote | Management  |
| 2    | Ratify      | Auditors                     | For     | Did Not<br>Vote | Management  |
| 3    | Amend       | Employee Stock Purchase Plan | For     | Did Not<br>Vote | Management  |
| 4    | Provide for | Cumulative Voting            | Against | Did Not<br>Vote | Shareholder |

### FEDERATED DEPARTMENT STORES, INC.

Ticker: FD Security ID: 31410H101  
 Meeting Date: MAY 21, 2004 Meeting Type: Annual  
 Record Date: APR 2, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor     |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Sara Levinson          | For     | For       | Management  |
| 1.2 | Elect Director Joseph Neubauer        | For     | For       | Management  |
| 1.3 | Elect Director Joseph A. Pichler      | For     | For       | Management  |
| 1.4 | Elect Director Karl M. von der Heyden | For     | For       | Management  |
| 2   | Ratify Auditors                       | For     | For       | Management  |
| 3   | Amend Omnibus Stock Plan              | For     | For       | Management  |
| 4   | Declassify the Board of Directors     | Against | For       | Shareholder |

### FOREST OIL CORP.

Ticker: FST Security ID: 346091705  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast       | Sponsor    |
|-----|-------------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Cortlandt S. Dietler | For     | Did Not<br>Vote | Management |
| 1.2 | Elect Director Dod A. Fraser        | For     | Did Not<br>Vote | Management |
| 1.3 | Elect Director Patrick R. McDonald  | For     | Did Not<br>Vote | Management |
| 2   | Ratify Auditors                     | For     | Did Not<br>Vote | Management |

### GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370021107  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

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| #   | Proposal                      | Mgt Rec | Vote Cast    | Sponsor    |
|-----|-------------------------------|---------|--------------|------------|
| 1.1 | Elect Director John Bucksbaum | For     | Did Not Vote | Management |
| 1.2 | Elect Director Alan Cohen     | For     | Did Not Vote | Management |
| 1.3 | Elect Director Anthony Downs  | For     | Did Not Vote | Management |
| 2   | Ratify Auditors               | For     | Did Not Vote | Management |

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GLAXOSMITHKLINE PLC (FORMERLY GLAXO WELLCOME PLC )

Ticker: SBH Security ID: G3910J112  
 Meeting Date: MAY 17, 2004 Meeting Type: Annual  
 Record Date:

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports  | For     | For       | Management |
| 2  | Approve Remuneration Report  | For     | For       | Management |
| 3  | Elect Lawrence Culp as Director  | For     | For       | Management |
| 4  | Elect Crispin Davis as Director  | For     | For       | Management |
| 5  | Elect Sir Robert Wilson as Director  | For     | For       | Management |
| 6  | Elect Tachi Yamada as Director   | For     | For       | Management |
| 7  | Re-elect Sir Christopher Hogg as Director  | For     | For       | Management |
| 8  | Re-appoint PricewaterhouseCoopers LLP as Auditors of the Company   | For     | For       | Management |
| 9  | Authorise Board to Fix Remuneration of the Auditors  | For     | For       | Management |
| 10 | Authorise EU Political Donations up to Aggregate Nominal Amount of GBP 100,000   | For     | For       | Management |
| 11 | Authorise Issuance of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 74,330,954 | For     | For       | Management |
| 12 | Authorise 594,647,632 Ordinary Shares for Market Purchase  | For     | For       | Management |

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GUIDANT CORP.

Ticker: GDT Security ID: 401698105  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 11, 2004

| #   | Proposal                                  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Maurice A. Cox, Jr.        | For     | For       | Management  |
| 1.2 | Elect Director Nancy-Ann Min DeParle      | For     | For       | Management  |
| 1.3 | Elect Director Ronald W. Dollens          | For     | For       | Management  |
| 1.4 | Elect Director Enrique C. Falla           | For     | For       | Management  |
| 1.5 | Elect Director Kristina M. Johnson, Ph.D. | For     | For       | Management  |
| 2   | Ratify Auditors                           | For     | For       | Management  |
| 3   | Expense Stock Options                     | Against | For       | Shareholder |

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### HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker:           HIG                           Security ID: 416515104  
 Meeting Date: MAY 20, 2004   Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #    | Proposal                            | Mgt Rec | Vote Cast    | Sponsor     |
|------|-------------------------------------|---------|--------------|-------------|
| 1.1  | Elect Director Ramani Ayer          | For     | Did Not Vote | Management  |
| 1.2  | Elect Director Ronald E. Ferguson   | For     | Did Not Vote | Management  |
| 1.3  | Elect Director Edward J. Kelly, III | For     | Did Not Vote | Management  |
| 1.4  | Elect Director Paul G. Kirk, Jr.    | For     | Did Not Vote | Management  |
| 1.5  | Elect Director Thomas M. Marra      | For     | Did Not Vote | Management  |
| 1.6  | Elect Director Gail J. McGovern     | For     | Did Not Vote | Management  |
| 1.7  | Elect Director Robert W. Selander   | For     | Did Not Vote | Management  |
| 1.8  | Elect Director Charles B. Strauss   | For     | Did Not Vote | Management  |
| 1.9  | Elect Director H. Patrick Swygert   | For     | Did Not Vote | Management  |
| 1.10 | Elect Director Gordon I. Ulmer      | For     | Did Not Vote | Management  |
| 1.11 | Elect Director David K. Zwiener     | For     | Did Not Vote | Management  |
| 2    | Ratify Auditors                     | For     | Did Not Vote | Management  |
| 3    | Limit Executive Compensation        | Against | Did Not Vote | Shareholder |

### HIGHWOODS PROPERTIES, INC.

Ticker:           HIW                           Security ID: 431284108  
 Meeting Date: MAY 18, 2004   Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Edward J. Fritsch      | For     | For       | Management |
| 1.2 | Elect Director Lawrence S. Kaplan     | For     | For       | Management |
| 1.3 | Elect Director L. Glenn Orr, Jr.      | For     | For       | Management |
| 1.4 | Elect Director William E. Graham, Jr. | For     | For       | Management |
| 2   | Ratify Auditors                       | For     | For       | Management |
| 3   | Other Business                        | For     | For       | Management |

### HOME DEPOT, INC. (THE)

Ticker:           HD                                   Security ID: 437076102  
 Meeting Date: MAY 27, 2004   Meeting Type: Annual  
 Record Date: MAR 29, 2004

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| #    | Proposal  | Mgt Rec | Vote Cast    | Sponsor     |
|------|---|---------|--------------|-------------|
| 1.1  | Elect Director Gregory D. Brenneman                                       | For     | Did Not Vote | Management  |
| 1.2  | Elect Director Richard H. Brown   | For     | Did Not Vote | Management  |
| 1.3  | Elect Director John L. Clendenin  | For     | Did Not Vote | Management  |
| 1.4  | Elect Director Berry R. Cox   | For     | Did Not Vote | Management  |
| 1.5  | Elect Director Claudio X. Gonzalez  | For     | Did Not Vote | Management  |
| 1.6  | Elect Director Milledge A. Hart, III                                      | For     | Did Not Vote | Management  |
| 1.7  | Elect Director Bonnie G. Hill   | For     | Did Not Vote | Management  |
| 1.8  | Elect Director Kenneth G. Langone   | For     | Did Not Vote | Management  |
| 1.9  | Elect Director Robert L. Nardelli   | For     | Did Not Vote | Management  |
| 1.10 | Elect Director Roger S. Penske  | For     | Did Not Vote | Management  |
| 2    | Ratify Auditors   | For     | Did Not Vote | Management  |
| 3    | Establish Term Limits for Directors                                       | Against | Did Not Vote | Shareholder |
| 4    | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote          | Against | Did Not Vote | Shareholder |
| 5    | Performance- Based/Indexing Options                                       | Against | Did Not Vote | Shareholder |
| 6    | Adopt ILO Based Code of Conduct   | Against | Did Not Vote | Shareholder |
| 7    | Submit Severance Agreement (Change-in-Control) to Shareholder Vote        | Against | Did Not Vote | Shareholder |
| 8    | Require Affirmative Vote of the Majority of the Shares to Elect Directors | Against | Did Not Vote | Shareholder |

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IAC / INTERACTIVECORP

Ticker: IACI Security ID: 45840Q101  
 Meeting Date: JUN 23, 2004 Meeting Type: Annual  
 Record Date: APR 29, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Richard N. Barton     | For     | For       | Management |
| 1.2  | Elect Director Robert R. Bennett     | For     | For       | Management |
| 1.3  | Elect Director Edgar Bronfman, Jr.   | For     | For       | Management |
| 1.4  | Elect Director Barry Diller          | For     | For       | Management |
| 1.5  | Elect Director Victor A. Kaufman     | For     | For       | Management |
| 1.6  | Elect Director Donald R. Keough      | For     | For       | Management |
| 1.7  | Elect Director Marie-Josée Kravis    | For     | For       | Management |
| 1.8  | Elect Director John C. Malone        | For     | For       | Management |
| 1.9  | Elect Director Steven Rattner        | For     | For       | Management |
| 1.10 | Elect Director Gen. H.N. Schwarzkopf | For     | For       | Management |
| 1.11 | Elect Director Alan G. Spoon         | For     | For       | Management |
| 1.12 | Elect Director Diane Von Furstenberg | For     | For       | Management |
| 2    | Ratify Auditors                      | For     | For       | Management |

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INTEL CORP.

Ticker: INTC Security ID: 458140100  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #    | Proposal                            | Mgt Rec | Vote Cast    | Sponsor     |
|------|-------------------------------------|---------|--------------|-------------|
| 1.1  | Elect Director Craig R. Barrett     | For     | Did Not Vote | Management  |
| 1.2  | Elect Director Charlene Barshefsky  | For     | Did Not Vote | Management  |
| 1.3  | Elect Director E. John P. Browne    | For     | Did Not Vote | Management  |
| 1.4  | Elect Director Andrew S. Grove      | For     | Did Not Vote | Management  |
| 1.5  | Elect Director D. James Guzy        | For     | Did Not Vote | Management  |
| 1.6  | Elect Director Reed E. Hundt        | For     | Did Not Vote | Management  |
| 1.7  | Elect Director Paul S. Otellini     | For     | Did Not Vote | Management  |
| 1.8  | Elect Director David S. Pottruck    | For     | Did Not Vote | Management  |
| 1.9  | Elect Director Jane E. Shaw         | For     | Did Not Vote | Management  |
| 1.10 | Elect Director John L. Thornton     | For     | Did Not Vote | Management  |
| 1.11 | Elect Director David B. Yoffie      | For     | Did Not Vote | Management  |
| 2    | Ratify Auditors                     | For     | Did Not Vote | Management  |
| 3    | Approve Omnibus Stock Plan          | For     | Did Not Vote | Management  |
| 4    | Expense Stock Options               | Against | Did Not Vote | Shareholder |
| 5    | Limit/Prohibit Awards to Executives | Against | Did Not Vote | Shareholder |
| 6    | Performance- Based/Indexing Options | Against | Did Not Vote | Shareholder |

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 INTERPUBLIC GROUP OF COMPANIES, INC., THE

Ticker: IPG Security ID: 460690100  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 26, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast    | Sponsor    |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director David A. Bell           | For     | Did Not Vote | Management |
| 1.2 | Elect Director Frank J. Borell         | For     | Did Not Vote | Management |
| 1.3 | Elect Director Reginald K. Brack       | For     | Did Not Vote | Management |
| 1.4 | Elect Director Jill M. Considine       | For     | Did Not Vote | Management |
| 1.5 | Elect Director Christopher J. Coughlin | For     | Did Not Vote | Management |
| 1.6 | Elect Director John J. Donner, Jr.     | For     | Did Not Vote | Management |

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|      |   |         | Vote            |             |
|------|---|---------|-----------------|-------------|
| 1.7  | Elect Director Richard A. Goldstein                 | For     | Did Not<br>Vote | Management  |
| 1.8  | Elect Director H. John Greenlaus                    | For     | Did Not<br>Vote | Management  |
| 1.9  | Elect Director Michael I. Roth                      | For     | Did Not<br>Vote | Management  |
| 1.10 | Elect Director J. Phillip Samper                    | For     | Did Not<br>Vote | Management  |
| 2    | Approve Omnibus Stock Plan                          | For     | Did Not<br>Vote | Management  |
| 3    | Approve Non-Employee Director Omnibus<br>Stock Plan | For     | Did Not<br>Vote | Management  |
| 4    | Ratify Auditors                                     | For     | Did Not<br>Vote | Management  |
| 5    | MacBride Principles                                 | Against | Did Not<br>Vote | Shareholder |

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IPC HOLDINGS LTD

Ticker: IPCR Security ID: G4933P101  
 Meeting Date: JUN 11, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Joseph C.H. Johnson | For     | For       | Management |
| 1.2 | Elect Director James P. Bryce      | For     | For       | Management |
| 1.3 | Elect Director Kenneth L. Hammond  | For     | For       | Management |
| 1.4 | Elect Director Dr. Hon. C.E. James | For     | For       | Management |
| 1.5 | Elect Director Frank Mutch         | For     | For       | Management |
| 1.6 | Elect Director Anthony M. Pilling  | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

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ISTAR FINANCIAL INC.

Ticker: SFI Security ID: 45031U101  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast       | Sponsor    |
|-----|--------------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Jay Sugarman          | For     | Did Not<br>Vote | Management |
| 1.2 | Elect Director Willis Andersen, Jr.  | For     | Did Not<br>Vote | Management |
| 1.3 | Elect Director Robert W. Holman, Jr. | For     | Did Not<br>Vote | Management |
| 1.4 | Elect Director Robin Josephs         | For     | Did Not<br>Vote | Management |
| 1.5 | Elect Director John G. McDonald      | For     | Did Not<br>Vote | Management |
| 1.6 | Elect Director George R. Puskar      | For     | Did Not<br>Vote | Management |
| 1.7 | Elect Director Jeffrey A. Weber      | For     | Did Not<br>Vote | Management |
| 2   | Amend Deferred Compensation Plan     | For     | Did Not<br>Vote | Management |

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|   |                          |     |                 |            |
|---|--------------------------|-----|-----------------|------------|
| 3 | Amend Omnibus Stock Plan | For | Did Not<br>Vote | Management |
| 4 | Ratify Auditors          | For | Did Not<br>Vote | Management |

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JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: APR 2, 2004

| #    | Proposal   | Mgt Rec | Vote Cast       | Sponsor     |
|------|--|---------|-----------------|-------------|
| 1    | Approve Merger Agreement                                     | For     | Did Not<br>Vote | Management  |
| 2.1  | Elect Director Hans W. Becherer                              | For     | Did Not<br>Vote | Management  |
| 2.2  | Elect Director Frank A. Bennack, Jr.                         | For     | Did Not<br>Vote | Management  |
| 2.3  | Elect Director John H. Biggs                                 | For     | Did Not<br>Vote | Management  |
| 2.4  | Elect Director Lawrence A. Bossidy                           | For     | Did Not<br>Vote | Management  |
| 2.5  | Elect Director Ellen V. Futter                               | For     | Did Not<br>Vote | Management  |
| 2.6  | Elect Director William H. Gray, III                          | For     | Did Not<br>Vote | Management  |
| 2.7  | Elect Director William B. Harrison, Jr                       | For     | Did Not<br>Vote | Management  |
| 2.8  | Elect Director Helene L. Kaplan                              | For     | Did Not<br>Vote | Management  |
| 2.9  | Elect Director Lee R. Raymond                                | For     | Did Not<br>Vote | Management  |
| 2.10 | Elect Director John R. Stafford                              | For     | Did Not<br>Vote | Management  |
| 3    | Ratify Auditors  | For     | Did Not<br>Vote | Management  |
| 4    | Amend Executive Incentive Bonus Plan                         | For     | Did Not<br>Vote | Management  |
| 5    | Adjourn Meeting  | For     | Did Not<br>Vote | Management  |
| 6    | Establish Term Limits for Directors                          | Against | Did Not<br>Vote | Shareholder |
| 7    | Charitable Contributions                                     | Against | Did Not<br>Vote | Shareholder |
| 8    | Political Contributions                                      | Against | Did Not<br>Vote | Shareholder |
| 9    | Separate Chairman and CEO Positions                          | Against | Did Not<br>Vote | Shareholder |
| 10   | Provide Adequate Disclosure for over the counter Derivatives | Against | Did Not<br>Vote | Shareholder |
| 11   | Auditor Independence   | Against | Did Not<br>Vote | Shareholder |
| 12   | Submit Non-Employee Director Compensation to Vote            | Against | Did Not<br>Vote | Shareholder |
| 13   | Report on Pay Disparity                                      | Against | Did Not<br>Vote | Shareholder |

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KIMCO REALTY CORP.

Ticker: KIM Security ID: 49446R109  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor     |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Martin Kimmel        | For     | For       | Management  |
| 1.2 | Elect Director Milton Cooper        | For     | For       | Management  |
| 1.3 | Elect Director Richard G. Dooley    | For     | For       | Management  |
| 1.4 | Elect Director Michael Flynn        | For     | For       | Management  |
| 1.5 | Elect Director Joe Grills           | For     | For       | Management  |
| 1.6 | Elect Director David Henry          | For     | For       | Management  |
| 1.7 | Elect Director F. Patrick Hughes    | For     | For       | Management  |
| 1.8 | Elect Director Frank Lourenso       | For     | For       | Management  |
| 1.9 | Elect Director Richard Saltzman     | For     | For       | Management  |
| 2   | Amend Stock Option Plan             | For     | For       | Management  |
| 3   | Separate Chairman and CEO Positions | Against | For       | Shareholder |

KROGER CO., THE

Ticker: KR Security ID: 501044101  
 Meeting Date: JUN 24, 2004 Meeting Type: Annual  
 Record Date: APR 26, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director John L. Clendenin                                      | For     | For       | Management  |
| 1.2 | Elect Director David B. Dillon  | For     | For       | Management  |
| 1.3 | Elect Director David B. Lewis   | For     | For       | Management  |
| 1.4 | Elect Director Don W. McGeorge  | For     | For       | Management  |
| 1.5 | Elect Director W. Rodney McMullen                                     | For     | For       | Management  |
| 1.6 | Elect Director Susan M. Phillips                                      | For     | For       | Management  |
| 2   | Ratify Auditors   | For     | For       | Management  |
| 3   | Declassify the Board of Directors                                     | Against | For       | Shareholder |
| 4   | Separate Chairman and CEO Positions                                   | Against | Against   | Shareholder |
| 5   | Submit Severance Agreement<br>(Change-in-Control) to Shareholder Vote | Against | Against   | Shareholder |

MACERICH CO., THE

Ticker: MAC Security ID: 554382101  
 Meeting Date: MAY 28, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Edward C. Coppola     | For     | For       | Management |
| 1.2 | Elect Director Fred S. Hubbell       | For     | For       | Management |
| 1.3 | Elect Director Diana M. Laing        | For     | For       | Management |
| 1.4 | Elect Director Dr. William P. Sexton | For     | For       | Management |
| 2   | Ratify Auditors                      | For     | For       | Management |

MARSH & MCLENNAN COMPANIES, INC.



## Edgar Filing: SALOMON BROTHERS CAPITAL & INCOME FUND INC - Form N-PX

Ticker: MMC Security ID: 571748102  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Lewis W. Bernard     | For     | For       | Management |
| 1.2 | Elect Director Mathis Cabiallavetta | For     | For       | Management |
| 1.3 | Elect Director Zachary W. Carter    | For     | For       | Management |
| 1.4 | Elect Director Robert F. Erburu     | For     | For       | Management |
| 1.5 | Elect Director Oscar Fanjul         | For     | For       | Management |
| 1.6 | Elect Director Ray J. Groves        | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |

### MATTEL, INC.

Ticker: MAT Security ID: 577081102  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

| #    | Proposal   | Mgt Rec | Vote Cast       | Sponsor     |
|------|--|---------|-----------------|-------------|
| 1.1  | Elect Director Eugene P. Beard                     | For     | Did Not<br>Vote | Management  |
| 1.2  | Elect Director Michael J. Dolan                    | For     | Did Not<br>Vote | Management  |
| 1.3  | Elect Director Robert A. Eckert                    | For     | Did Not<br>Vote | Management  |
| 1.4  | Elect Director Tully M. Friedman                   | For     | Did Not<br>Vote | Management  |
| 1.5  | Elect Director Ronald M. Loeb                      | For     | Did Not<br>Vote | Management  |
| 1.6  | Elect Director Andrea L. Rich                      | For     | Did Not<br>Vote | Management  |
| 1.7  | Elect Director Ronald L. Sargent                   | For     | Did Not<br>Vote | Management  |
| 1.8  | Elect Director Christopher A. Sinclair             | For     | Did Not<br>Vote | Management  |
| 1.9  | Elect Director G. Craig Sullivan                   | For     | Did Not<br>Vote | Management  |
| 1.10 | Elect Director John L. Vogelstein                  | For     | Did Not<br>Vote | Management  |
| 1.11 | Elect Director Kathy Brittain White                | For     | Did Not<br>Vote | Management  |
| 2    | Ratify Auditors                                    | For     | Did Not<br>Vote | Management  |
| 3    | Limit Awards to Executives                         | Against | Did Not<br>Vote | Shareholder |
| 4    | Prohibit Auditor from Providing Non-Audit Services | Against | Did Not<br>Vote | Shareholder |

### MCAFEE INC.

Ticker: MFE Security ID: 640938106  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

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| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert Dutkowsky | For     | For       | Management |
| 1.2 | Elect Director Denis O'Leary    | For     | For       | Management |
| 1.3 | Elect Director Robert Pangia    | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan        | For     | For       | Management |
| 3   | Ratify Auditors                 | For     | For       | Management |

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### MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal  | Mgt Rec | Vote Cast       | Sponsor    |
|-----|---|---------|-----------------|------------|
| 1.1 | Elect Director Edward A. Brennan                | For     | Did Not<br>Vote | Management |
| 1.2 | Elect Director Walter E. Massey                 | For     | Did Not<br>Vote | Management |
| 1.3 | Elect Director John W. Rogers, Jr.              | For     | Did Not<br>Vote | Management |
| 1.4 | Elect Director Anne-Marie Slaughter             | For     | Did Not<br>Vote | Management |
| 1.5 | Elect Director Roger W. Stone                   | For     | Did Not<br>Vote | Management |
| 2   | Ratify Auditors                                 | For     | Did Not<br>Vote | Management |
| 3   | Amend Omnibus Stock Plan                        | For     | Did Not<br>Vote | Management |
| 4   | Approve/Amend Executive Incentive Bonus<br>Plan | For     | Did Not<br>Vote | Management |

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### NABORS INDUSTRIES, LTD.

Ticker: NBR Security ID: G6359F103  
 Meeting Date: JUN 1, 2004 Meeting Type: Annual  
 Record Date: APR 8, 2004

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect James L. Payne as Director   | For     | For       | Management |
| 1.2 | Elect Hans W. Schmidt as Director  | For     | For       | Management |
| 2   | Approve PricewaterhouseCoopers LLP as<br>Auditors and Authorize Board to Fix Their<br>Remuneration | For     | For       | Management |
| 3   | Reincorporate From Bermuda to Delaware   | Against | Against   | Management |
| 4   | Transact Other Business (Non-Voting)   | None    | None      | Management |

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### NATIONWIDE FINANCIAL SERVICES, INC.

Ticker: NFS Security ID: 638612101  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|     |         |  |     |                 |            |
|-----|---------|--|-----|-----------------|------------|
| 1.1 | Elect   | Director James G. Brocksmith, Jr.                        | For | Did Not<br>Vote | Management |
| 1.2 | Elect   | Director Keith W. Eckel                                  | For | Did Not<br>Vote | Management |
| 1.3 | Elect   | Director James F. Patterson                              | For | Did Not<br>Vote | Management |
| 1.4 | Elect   | Director Gerald D. Prothro                               | For | Did Not<br>Vote | Management |
| 2   | Ratify  | Auditors   | For | Did Not<br>Vote | Management |
| 3   | Amend   | Omnibus Stock Plan                                       | For | Did Not<br>Vote | Management |
| 4   | Approve | Outside Director Stock<br>Awards/Options in Lieu of Cash | For | Did Not<br>Vote | Management |

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NISOURCE INC.

Ticker: NI Security ID: 65473P105  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 16, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Steven C. Beering   | For     | For       | Management |
| 1.2 | Elect Director Dennis E. Foster    | For     | For       | Management |
| 1.3 | Elect Director Richard L. Thompson | For     | For       | Management |
| 1.4 | Elect Director Carolyn Y. Woo      | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

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NTL INCORPORATED

Ticker: NTLI Security ID: 62940M104  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast       | Sponsor    |
|-----|--|---------|-----------------|------------|
| 1.1 | Elect Director Jeffrey D. Benjamin     | For     | Did Not<br>Vote | Management |
| 1.2 | Elect Director David Elstein           | For     | Did Not<br>Vote | Management |
| 2   | Ratify Auditors                        | For     | Did Not<br>Vote | Management |
| 3   | Amend Omnibus Stock Plan               | For     | Did Not<br>Vote | Management |
| 4   | Approve Executive Incentive Bonus Plan | For     | Did Not<br>Vote | Management |
| 5   | Approve Share Plan Grant               | For     | Did Not<br>Vote | Management |

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PACIFICARE HEALTH SYSTEMS, INC.

Ticker: PHS Security ID: 695112102  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

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| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Aida Alvarez          | For     | For       | Management |
| 1.2  | Elect Director Bradley C. Call       | For     | For       | Management |
| 1.3  | Elect Director Terry O. Hartshorn    | For     | For       | Management |
| 1.4  | Elect Director Dominic Ng            | For     | For       | Management |
| 1.5  | Elect Director Howard G. Phanstiel   | For     | For       | Management |
| 1.6  | Elect Director Warren E. Pinckert II | For     | For       | Management |
| 1.7  | Elect Director David A. Reed         | For     | For       | Management |
| 1.8  | Elect Director Charles R. Rinehart   | For     | For       | Management |
| 1.9  | Elect Director Linda Rosenstock      | For     | For       | Management |
| 1.10 | Elect Director Lloyd E. Ross         | For     | For       | Management |
| 2    | Amend Employee Stock Purchase Plan   | For     | For       | Management |
| 3    | Ratify Auditors                      | For     | For       | Management |

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PAN PACIFIC RETAIL PROPERTIES, INC.

Ticker: PNP Security ID: 69806L104  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

| #   | Proposal   | Mgt Rec | Vote Cast       | Sponsor    |
|-----|--|---------|-----------------|------------|
| 1.1 | Elect Director David P. Zimel                                  | For     | Did Not<br>Vote | Management |
| 2   | Declassify the Board of Directors                              | For     | Did Not<br>Vote | Management |
| 3   | Amend Articles to Increase Ownership<br>Limits of Common Stock | For     | Did Not<br>Vote | Management |

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PATTERSON-UTI ENERGY INC.

Ticker: PTEN Security ID: 703481101  
 Meeting Date: JUN 29, 2004 Meeting Type: Annual  
 Record Date: MAY 28, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mark S. Siegel     | For     | For       | Management |
| 1.2 | Elect Director Cloyce A. Talbott  | For     | For       | Management |
| 1.3 | Elect Director A. Glenn Patterson | For     | For       | Management |
| 1.4 | Elect Director Kenneth N. Berns   | For     | For       | Management |
| 1.5 | Elect Director Robert C. Gist     | For     | For       | Management |
| 1.6 | Elect Director Curtis W. Huff     | For     | For       | Management |
| 1.7 | Elect Director Terry H. Hunt      | For     | For       | Management |
| 1.8 | Elect Director Kenneth R. Peak    | For     | For       | Management |
| 1.9 | Elect Director Nadine C. Smith    | For     | For       | Management |
| 2   | Increase Authorized Common Stock  | For     | Against   | Management |
| 3   | Amend Omnibus Stock Plan          | For     | For       | Management |
| 4   | Amend Omnibus Stock Plan          | For     | For       | Management |
| 5   | Ratify Auditors                   | For     | For       | Management |

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PROQUEST COMPANY

Ticker: PQE Security ID: 74346P102

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Meeting Date: MAY 26, 2004 Meeting Type: Annual

Record Date: MAR 31, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David Bonderman      | For     | For       | Management |
| 1.2 | Elect Director David G. Brown       | For     | For       | Management |
| 1.3 | Elect Director Alan W. Aldworth     | For     | For       | Management |
| 1.4 | Elect Director William E. Oberndorf | For     | For       | Management |
| 1.5 | Elect Director James P. Roemer      | For     | For       | Management |
| 1.6 | Elect Director Gary L. Roubos       | For     | For       | Management |
| 1.7 | Elect Director Todd S. Nelson       | For     | For       | Management |
| 1.8 | Elect Director Linda G. Roberts     | For     | For       | Management |
| 1.9 | Elect Director William J. White     | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan            | For     | For       | Management |

### PS BUSINESS PARKS, INC.

Ticker: PSB Security ID: 69360J107

Meeting Date: MAY 4, 2004 Meeting Type: Annual

Record Date: MAR 26, 2004

| #   | Proposal  | Mgt Rec | Vote Cast       | Sponsor    |
|-----|---|---------|-----------------|------------|
| 1.1 | Elect Director Ronald L. Havner, Jr.                          | For     | Did Not<br>Vote | Management |
| 1.2 | Elect Director Joseph D. Russell, Jr.                         | For     | Did Not<br>Vote | Management |
| 1.3 | Elect Director Harvey Lenkin                                  | For     | Did Not<br>Vote | Management |
| 1.4 | Elect Director Vern O. Curtis                                 | For     | Did Not<br>Vote | Management |
| 1.5 | Elect Director Arthur M. Friedman                             | For     | Did Not<br>Vote | Management |
| 1.6 | Elect Director James H. Kropp                                 | For     | Did Not<br>Vote | Management |
| 1.7 | Elect Director Alan K. Pribble                                | For     | Did Not<br>Vote | Management |
| 1.8 | Elect Director Jack D. Steele                                 | For     | Did Not<br>Vote | Management |
| 2   | Approval of the Retirement Plan for<br>Non-Employee Directors | For     | Did Not<br>Vote | Management |
| 3   | Ratify Auditors   | For     | Did Not<br>Vote | Management |

### PUBLIC STORAGE, INC.

Ticker: PSA Security ID: 74460D109

Meeting Date: MAY 6, 2004 Meeting Type: Annual

Record Date: MAR 26, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director B. Wayne Hughes       | For     | For       | Management |
| 1.2 | Elect Director Ronald L. Havner, Jr. | For     | For       | Management |
| 1.3 | Elect Director Harvey Lenkin         | For     | For       | Management |
| 1.4 | Elect Director Robert J. Abernethy   | For     | For       | Management |
| 1.5 | Elect Director Dann V. Angeloff      | For     | For       | Management |
| 1.6 | Elect Director William C. Baker      | For     | For       | Management |

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|      |        |                               |     |     |            |
|------|--------|-------------------------------|-----|-----|------------|
| 1.7  | Elect  | Director John T. Evans        | For | For | Management |
| 1.8  | Elect  | Director Uri P. Harkham       | For | For | Management |
| 1.9  | Elect  | Director B. Wayne Hughes, Jr. | For | For | Management |
| 1.10 | Elect  | Director Daniel C. Staton     | For | For | Management |
| 2    | Ratify | Auditors                      | For | For | Management |

ROUSE CO., THE

Ticker: RSE Security ID: 779273101  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 10, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast    | Sponsor    |
|-----|----------------------------------|---------|--------------|------------|
| 1.1 | Elect Director Jeremiah E. Casey | For     | Did Not Vote | Management |
| 1.2 | Elect Director Roger W. Schipke  | For     | Did Not Vote | Management |
| 2   | Increase Authorized Common Stock | For     | Did Not Vote | Management |

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast    | Sponsor     |
|-----|---------------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director Birch Bayh             | For     | Did Not Vote | Management  |
| 1.2 | Elect Director Melvyn E. Bergstein    | For     | Did Not Vote | Management  |
| 1.3 | Elect Director Linda Walker Bynoe     | For     | Did Not Vote | Management  |
| 1.4 | Elect Director Karen N. Horn          | For     | Did Not Vote | Management  |
| 1.5 | Elect Director G. William Miller      | For     | Did Not Vote | Management  |
| 1.6 | Elect Director J. Albert Smith, Jr.   | For     | Did Not Vote | Management  |
| 1.7 | Elect Director Pieter S. van den Berg | For     | Did Not Vote | Management  |
| 2   | Ratify Auditors                       | For     | Did Not Vote | Management  |
| 3   | Separate Chairman and CEO Positions   | Against | Did Not Vote | Shareholder |

SL GREEN REALTY CORP.

Ticker: SLG Security ID: 78440X101  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|     |        |                                   |     |     |            |
|-----|--------|-----------------------------------|-----|-----|------------|
| 1.1 | Elect  | Director Edwin Thomas Burton, III | For | For | Management |
| 2   | Ratify | Auditors                          | For | For | Management |

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### SPECTRASITE, INC.

Ticker: SSI                      Security ID: 84761M104  
 Meeting Date: MAY 25, 2004   Meeting Type: Annual  
 Record Date: APR 16, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen H. Clark    | For     | For       | Management |
| 1.2 | Elect Director Paul M. Albert, Jr. | For     | For       | Management |
| 1.3 | Elect Director Robert Katz         | For     | For       | Management |
| 1.4 | Elect Director Richard Masson      | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

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### TARGET CORPORATION

Ticker: TGT                      Security ID: 87612E106  
 Meeting Date: MAY 19, 2004   Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast       | Sponsor    |
|-----|----------------------------------|---------|-----------------|------------|
| 1.1 | Elect Director Calvin Darden     | For     | Did Not<br>Vote | Management |
| 1.2 | Elect Director Michele J. Hooper | For     | Did Not<br>Vote | Management |
| 1.3 | Elect Director Anne M. Mulcahy   | For     | Did Not<br>Vote | Management |
| 1.4 | Elect Director Stephen W. Sanger | For     | Did Not<br>Vote | Management |
| 1.5 | Elect Director Warren R. Staley  | For     | Did Not<br>Vote | Management |
| 2   | Ratify Auditors                  | For     | Did Not<br>Vote | Management |
| 3   | Amend Omnibus Stock Plan         | For     | Did Not<br>Vote | Management |

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### TERADYNE, INC.

Ticker: TER                      Security ID: 880770102  
 Meeting Date: MAY 27, 2004   Meeting Type: Annual  
 Record Date: APR 5, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John P. Mulrone     | For     | For       | Management |
| 1.2 | Elect Director Patricia S. Wolpert | For     | For       | Management |
| 2   | Amend Employee Stock Purchase Plan | For     | For       | Management |
| 3   | Ratify Auditors                    | For     | For       | Management |

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TRANSKARYOTIC THERAPIES, INC.

Ticker: TKTX Security ID: 893735100  
 Meeting Date: JUN 22, 2004 Meeting Type: Annual  
 Record Date: APR 26, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Michael J. Astrue       | For     | For       | Management |
| 1.2 | Elect Director Walter Gilbert          | For     | For       | Management |
| 1.3 | Elect Director Dennis H. Langer        | For     | For       | Management |
| 1.4 | Elect Director Jonathan S. Leff        | For     | For       | Management |
| 1.5 | Elect Director Rodman W. Moorhead, III | For     | For       | Management |
| 1.6 | Elect Director Lydia Villa-Komaroff    | For     | For       | Management |
| 1.7 | Elect Director Wayne P. Yetter         | For     | For       | Management |
| 2   | Ratify Auditors                        | For     | For       | Management |

VORNADO REALTY TRUST

Ticker: VNO Security ID: 929042109  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 16, 2004

| #   | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Robert P. Kogod  | For     | For       | Management |
| 1.2 | Elect Trustee David Mandelbaum | For     | For       | Management |
| 1.3 | Elect Trustee Richard R. West  | For     | For       | Management |
| 2   | Ratify Auditors                | For     | For       | Management |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 9, 2004

| #    | Proposal                              | Mgt Rec | Vote Cast       | Sponsor    |
|------|---------------------------------------|---------|-----------------|------------|
| 1.1  | Elect Director J.A. Blanchard III     | For     | Did Not<br>Vote | Management |
| 1.2  | Elect Director Susan E. Engel         | For     | Did Not<br>Vote | Management |
| 1.3  | Elect Director Enrique Hernandez, Jr. | For     | Did Not<br>Vote | Management |
| 1.4  | Elect Director Robert L. Joss         | For     | Did Not<br>Vote | Management |
| 1.5  | Elect Director Reatha Clark King      | For     | Did Not<br>Vote | Management |
| 1.6  | Elect Director Richard M. Kovacevich  | For     | Did Not<br>Vote | Management |
| 1.7  | Elect Director Richard D. McCormick   | For     | Did Not<br>Vote | Management |
| 1.8  | Elect Director Cynthia H. Milligan    | For     | Did Not<br>Vote | Management |
| 1.9  | Elect Director Philip J. Quigley      | For     | Did Not<br>Vote | Management |
| 1.10 | Elect Director Donald B. Rice         | For     | Did Not<br>Vote | Management |
| 1.11 | Elect Director Judith M. Runstad      | For     | Did Not         | Management |



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|      |         |  |         |                 |             |
|------|---------|--|---------|-----------------|-------------|
| 1.12 | Elect   | Director Stephen W. Sanger                 | For     | Vote<br>Did Not | Management  |
| 1.13 | Elect   | Director Susan G. Swenson                  | For     | Vote<br>Did Not | Management  |
| 1.14 | Elect   | Director Michael W. Wright                 | For     | Vote<br>Did Not | Management  |
| 2    | Approve | Retirement Plan                            | For     | Vote<br>Did Not | Management  |
| 3    | Ratify  | Auditors                                   | For     | Vote<br>Did Not | Management  |
| 4    | Expense | Stock Options                              | Against | Vote<br>Did Not | Shareholder |
| 5    | Limit   | Executive Compensation                     | Against | Vote<br>Did Not | Shareholder |
| 6    | Link    | Executive Compensation to Social<br>Issues | Against | Vote<br>Did Not | Shareholder |
| 7    | Report  | on Political<br>Contributions/Activities   | Against | Vote<br>Did Not | Shareholder |

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END NPX REPORT  
</PRE>

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.

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Salomon Brothers Capital and Income Fund Inc.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chief Executive Officer and President of Salomon Brothers Capital and Income Fund Inc.

Date: August 26, 2004