

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.

Form N-PX

August 11, 2015

OMB APPROVAL

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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 811-22467

Kayne Anderson Midstream/Energy Fund, Inc.

(Exact name of registrant as specified in charter)

811 Main Street, 14th Floor

(Address of principal executive offices)

Houston, Texas 77002

(Zip code)

David J. Shladovsky, Esq.

KA Fund Advisors, LLC

1800 Avenue of the Stars, Third Floor

Los Angeles, California 90067

(Name and address of agent for service)

Registrant's telephone number, including area code: (310) 282-7905

Date of fiscal year end: November 30

Date of reporting period: July 1, 2014 - June 30, 2015

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 (ss.ss. 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

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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. ss. 3507.

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ITEM 1. PROXY VOTING RECORD.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
  - (b) The exchange ticker symbol of the portfolio security;
  - (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
  - (d) The shareholder meeting date;
  - (e) A brief identification of the matter voted on;
  - (f) Whether the matter was proposed by the issuer or by a security holder;
  - (g) Whether the registrant cast its vote on the matter;
  - (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
  - (i) Whether the registrant cast its vote for or against management.
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SIGNATURES

[See General Instruction F]

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) Kayne Anderson Midstream/Energy Fund, Inc.

By (Signature and /s/ Kevin S. McCarthy  
Title)\*

Kevin S. McCarthy,  
Chairman of the Board of Directors,

Date August 10, 2015 President and Chief Executive Officer

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

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Item 1 – Proxy Voting Record

Kayne Anderson Midstream/Energy Fund, Inc.

7/1/2014 - 6/30/2015

Issuer	Ticker Symbol	CUSIP	Meeting Date	Matter:	Proposed by (I)ssuer or (S)hareholder	Vote Cast?	How Voted
KNOT OFFSHORE PARTNERS LP	KNOP	Y48125101	8/13/2014	TO ELECT:  EDWARD A. WARYAS, JR. AS A CLASS I DIRECTOR, WHOSE TERM WILL EXPIRE AT THE 2018 ANNUAL MEETING OF LIMITED PARTNERS.	I	YES	FOR
CAPITAL PRODUCT PARTNERS L.P.	CPLP	Y11082107	8/21/2014	ELECTION:  OF ONE CLASS I DIRECTOR UNTIL THE 2017 ANNUAL MEETING: PIERRE DE DEMANDOLX-DEDONS.	I	YES	FOR
				PROPOSAL TO APPROVE: THE FOURTH AMENDMENT TO THE SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP TO REVISE THE TARGET DISTRIBUTIONS TO HOLDERS OF INCENTIVE DISTRIBUTION RIGHTS.	I	YES	FOR
				PROPOSAL TO APPROVE: AN AMENDMENT AND RESTATEMENT OF THE 2008 OMNIBUS INCENTIVE COMPENSATION PLAN AMENDED JULY 22, 2010 TO INCREASE THE MAXIMUM NUMBER OF RESTRICTED UNITS AUTHORIZED FOR ISSUANCE THEREUNDER FROM 800,000 TO 1,650,000.	I	YES	FOR
NORDIC AMERICAN OFFSHORE LTD.	NAO	Y6366T112	9/10/2014	ELECTION OF DIRECTOR:  DAVID M. WORKMAN	I	YES	FOR

				TO APPROVE: THE APPOINTMENT OF KPMG AS, SORKEDALSVEIEN 6, 0306 OSLO, NORWAY AS THE COMPANY'S INDEPENDENT AUDITORS UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS.	I	YES FOR
SEADRILL LIMITED	SDRL	G7945E105	9/19/2014	TO RE-ELECT AS A DIRECTOR OF THE COMPANY: JOHN FREDRIKSEN	I	YES FOR
				TO RE-ELECT AS A DIRECTOR OF THE COMPANY: OLAV TROIM	I	YES FOR
				TO RE-ELECT AS A DIRECTOR OF THE COMPANY: KATE BLANKENSHIP	I	YES FOR
				TO RE-ELECT AS A DIRECTOR OF THE COMPANY: KATHRINE FREDRIKSEN	I	YES FOR
				TO RE-ELECT AS A DIRECTOR OF THE COMPANY: ERIK STEEN	I	YES FOR
				TO RE-ELECT AS A DIRECTOR OF THE COMPANY: BERT BEKKER	I	YES FOR
				TO RE-ELECT AS A DIRECTOR OF THE COMPANY: PAUL LEAND, JR.	I	YES FOR
				TO RE-APPOINT: PRICEWATERHOUSECOOPERS LLP, AS AUDITOR AND TO AUTHORIZE THE DIRECTORS TO DETERMINE THEIR REMUNERATION.	I	YES FOR
				TO APPROVE: THE REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS OF A TOTAL AMOUNT OF FEES NOT TO EXCEED US \$1,500,000 FOR	I	YES FOR

THE YEAR ENDED DECEMBER  
31, 2014.

GOLAR LNG PARTNERS LP	GMLP	Y2745C102	9/19/2014	TO ELECT:  CARL E. STEEN AS A CLASS II DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2017 ANNUAL MEETING OF LIMITED PARTNERS.	I	YES FOR
TRANSOCEAN LTD.	RIG	H8817H100	9/22/2014	REDUCTION:  OF THE MAXIMUM NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS TO 11 FROM 14.  ELECTION OF ONE NEW DIRECTOR: MERRILL A. "PETE" MILLER, JR., FOR A TERM EXTENDING UNTIL THE COMPLETION OF THE 2015 ANNUAL GENERAL MEETING.	I	YES FOR
SEADRILL PARTNERS LLC	SDLP	Y7545W109	9/26/2014	TO ELECT:  HARALD THORSTEIN AS A CLASS I DIRECTOR OF THE COMPANY WHOSE TERM WILL EXPIRE AT THE 2017 ANNUAL MEETING OF MEMBERS.	I	YES FOR
HOEGH LNG PARTNERS LP	HMLP	Y3262R100	9/24/2014	TO ELECT:  ANDREW JAMIESON AS A CLASS I DIRECTOR WHOSE TERM WILL EXPIRE AT THE 2015 ANNUAL MEETING OF LIMITED PARTNERS.  TO ELECT: ROBERT SHAW AS A CLASS II DIRECTOR WHOSE TERM WILL EXPIRE AT THE 2016 ANNUAL MEETING OF LIMITED PARTNERS.	I	YES FOR

TO ELECT: I YES FOR  
 DAVID SPIVAK AS A CLASS III  
 DIRECTOR WHOSE TERM  
 WILL EXPIRE AT THE 2017  
 ANNUAL MEETING OF  
 LIMITED PARTNERS.

TO ELECT: I YES FOR  
 MORTTEN W. HOEGHAS A  
 CLASS IV DIRECTOR WHOSE  
 TERM WILL EXPIRE AT THE  
 2018 ANNUAL MEETING OF  
 LIMITED PARTNERS.

DYNAGAS LNG PARTNERS LP DLNG Y2188B108 10/23/2014 DIRECTOR: I YES FOR  
 EVANGELOS VLAHOULIS  
 ALEXIOS RODOPOULOS  
 LEVON DEDEGIAN

TO APPROVE: I YES FOR  
 THE APPOINTMENT OF ERNST  
 & YOUNG (HELLAS)  
 CERTIFIED AUDITORS  
 ACCOUNTANTS S.A. AS THE  
 PARTNERSHIP'S  
 INDEPENDENT AUDITORS FOR  
 THE FISCAL YEAR ENDING  
 DECEMBER 31, 2014.

EL PASO PIPELINE PARTNERS, L.P. EPB 283702108 11/20/2014 TO APPROVE: I YES FOR  
 THE EPB MERGER  
 AGREEMENT.

TO APPROVE: I YES FOR  
 THE EPB ADJOURNMENT  
 PROPOSAL.

KINDER MORGAN, INC. KMI 49456B101 11/20/2014 TO APPROVE: I YES FOR  
 AN AMENDMENT OF THE  
 CERTIFICATE OF  
 INCORPORATION OF KMI TO  
 INCREASE THE NUMBER OF  
 AUTHORIZED SHARES OF  
 CLASS P COMMON STOCK,  
 PAR VALUE \$0.01 PER SHARE,  
 OF KMI FROM 2,000,000,000 TO



4,000,000,000.

TO APPROVE: I YES FOR  
 THE ISSUANCE OF SHARES OF  
 KMI COMMON STOCK IN THE  
 PROPOSED KMP, KMR AND  
 EPB MERGERS.

TO APPROVE:  
 THE ADJOURNMENT OF THE  
 SPECIAL MEETING, IF  
 NECESSARY TO SOLICIT  
 ADDITIONAL PROXIES IF  
 THERE ARE NOT SUFFICIENT  
 VOTES TO ADOPT THE  
 FOREGOING PROPOSALS AT  
 THE TIME OF THE SPECIAL  
 MEETING.

KINDER MORGAN MANAGEMENT, LLC KMR 49455U100 11/20/2014 TO APPROVE: I YES FOR

THE KMR MERGER AGREEMENT.

TO APPROVE: I YES FOR  
 THE KMR ADJOURNMENT PROPOSAL.

TO APPROVE: I YES FOR  
 THE KMP MERGER AGREEMENT.

TO APPROVE: I YES FOR  
 THE KMP ADJOURNMENT PROPOSAL.

ENERGY TRANSFER PARTNERS, L.P. ETP 29273R109 11/20/2014 TO APPROVE: I YES FOR

THE SECOND AMENDED AND RESTATED ENERGY TRANSFER PARTNERS, L.P. 2008 LONG-TERM INCENTIVE PLAN (AS IT HAS BEEN AMENDED FROM TIME TO TIME, THE "LTIP"), WHICH, AMONG OTHER THINGS, PROVIDES FOR AN INCREASE IN THE MAXIMUM NUMBER

OF COMMON UNITS RESERVED AND AVAILABLE FOR DELIVERY WITH RESPECT TO AWARDS UNDER THE LTIP TO 10,000,000 COMMON UNITS (THE "LTIP PROPOSAL").

TO APPROVE: I YES FOR  
 THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE LTIP PROPOSAL.

TARGA  
 RESOURCES  
 CORP.

TRGP 87612G101 1/20/2015

TO CONSIDER AND VOTE UPON: I YES AGAIN

A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF COMMON STOCK OF TARGA RESOURCES CORP. ("TRC") IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 13, 2014, BY AND AMONG TRC, TRIDENT GP MERGER SUB LLC, ATLAS ENERGY, L.P. AND ATLAS ENERGY ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

TO APPROVE: I YES AGAIN  
 ONE OR MORE ADJOURNMENTS OF THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE TRC STOCK ISSUANCE PROPOSAL.

ATLAS PIPELINE PARTNERS, L.P.	APL	049392103	1/22/2015	TO APPROVE AND ADOPT:  THE AGREEMENT AND PLAN OF MERGER (THE "APL MERGER AGREEMENT"), DATED AS OF OCTOBER 13, 2014, BY AND AMONG TARGA RESOURCES CORP., TARGA RESOURCES PARTNERS LP, TARGA RESOURCES GP LLC, TRIDENT MLP MERGER SUB LLC, ATLAS ENERGY, L.P., ATLAS PIPELINE PARTNERS, L.P. AND ATLAS PIPELINE PARTNERS GP, LLC, AND TO APPROVE THE MERGER CONTEMPLATED BY THE APL MERGER AGREEMENT.	I	NO	DID NOT VOTE
				TO APPROVE:  ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY ATLAS PIPELINE PARTNERS, L.P. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	I	NO	DID NOT VOTE
WILLIAMS PARTNERS L.P.	WMB	969457100	1/28/2015	TO APPROVE AND ADOPT:  THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 24, 2014 (THE "MERGER AGREEMENT"), BY AND AMONG ACCESS MIDSTREAM PARTNERS, L.P., ACCESS MIDSTREAM PARTNERS GP, L.L.C., VHMS, LLC ("MERGER SUB"), WILLIAMS PARTNERS L.P., AND WILLIAMS PARTNERS GP LLC (THE "WPZ GENERAL PARTNER").	I	YES	FOR
EQT CORPORATION	EQT	26884L109	4/15/2015	DIRECTOR:  PHILIP G. BEHRMAN, PH.D.	I	YES	FOR

A. BRAY CARY, JR.  
MARGARET K. DORMAN  
DAVID L. PORGES  
JAMES E. ROHR  
DAVID S. SHAPIRA  
LEE T. TODD, JR., PH.D.

TO APPROVE: I YES FOR  
NON-BINDING RESOLUTION  
REGARDING THE  
COMPENSATION OF THE  
COMPANY'S NAMED  
EXECUTIVE OFFICERS FOR  
2014 (SAY-ON-PAY).

TO RATIFY: I YES FOR  
APPOINTMENT OF  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM.

PROPOSAL REGARDING: S YES AGAIN  
PROXY ACCESS BYLAW.

CENTERPOINT  
ENERGY, INC. CNP 15189T107 4/23/2015

DIRECTOR: I YES FOR  
MILTON CARROL

DIRECTOR: I YES FOR  
MICHAEL P. JOHNSON

DIRECTOR: I YES FOR  
JANIECE M. LONGORIA

DIRECTOR: I YES FOR  
SCOTT J. MCLEAN

DIRECTOR: I YES FOR  
THEODORE F. POUND

DIRECTOR: I YES FOR  
SCOTT M. PROCHAZKA

DIRECTOR: I YES FOR  
SUSAN O. RHENEY

DIRECTOR: I YES FOR  
PHILIP R. SMITH

DIRECTOR: I YES FOR  
PETER S. WAREING

TO RATIFY: I YES FOR  
 APPOINTMENT OF DELOITTE  
 & TOUCHE LLP AS  
 INDEPENDENT AUDITORS FOR  
 2015.

TO APPROVE: I YES FOR  
 THE ADVISORY RESOLUTION  
 ON EXECUTIVE  
 COMPENSATION.

TO REAPPROVE: I YES FOR  
 THE MATERIAL TERMS OF  
 PERFORMANCE GOALS  
 UNDER THE 2009 LONG-TERM  
 INCENTIVE PLAN.

TO REAPPROVE: I YES FOR  
 THE MATERIAL TERMS OF  
 PERFORMANCE GOALS  
 UNDER THE SHORT-TERM  
 INCENTIVE PLAN.

PROPOSAL REGARDING: S YES AGAIN  
 THE PREPARATION OF AN  
 ANNUAL REPORT ON  
 LOBBYING.

ALTAGAS LTD. ALA 021361100 4/30/2015

DIRECTOR: I YES FOR  
 CATHERINE M. BEST

DIRECTOR: I YES FOR  
 DAVID W. CORNHILL

DIRECTOR: I YES FOR  
 ALLAN L. EDGEWORTH

DIRECTOR: I YES FOR  
 JUGH A. FERGUSSON

DIRECTOR: I YES FOR  
 DARYL H. GILBERT

DIRECTOR: I YES FOR  
 ROBERT B. HODGINS

DIRECTOR: I YES FOR  
 MYRON F. KANIK

DIRECTOR: I YES FOR  
 DAVID F. MACKIE

DIRECTOR: I YES FOR  
M. NEIL MACCRANK

TO APPOINT: I YES FOR  
ERNST & YOUNG LLP AS  
AUDITORS OF THE COMPANY  
AND AUTHORIZE THE  
DIRECTORS OF THE COMPANY  
TO FIX ERNST & YOUNG LLP'S  
REMUNERATION IN THAT  
CAPACITY.

TO VOTE: I YES FOR  
RESOLUTION TO ACCEPT THE  
COMPANY'S APPROACH TO  
EXECUTIVE COMPENSATION.

KIRBY CORPORATION KEX 497266106 4/28/2015

DIRECTOR: I YES FOR  
BARRY E. DAVIS  
MONTE J. MILLER  
JOSEPH H. PYNE

REAPPROVAL: I YES FOR  
OF THE MATERIAL TERMS OF  
THE PERFORMANCE  
OBJECTIVE UNDER KIRBY'S  
2005 STOCK AND INCENTIVE  
PLAN.

RATIFICATION: I YES FOR  
OF THE SELECTION OF KPMG  
LLP AS KIRBY'S  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM  
FOR 2015.

APPROVAL: I YES FOR  
OF THE COMPENSATION OF  
KIRBY'S NAMED EXECUTIVE  
OFFICERS.

PROXIES ARE AUTHOTIZED: I YES ABSTA  
TO VOTE IN THEIR  
DISCRETION UPON SUCH  
OTHER BUSINESS AS MAY  
PROPERLY COME BEFORE THE  
MEETING.

SE 847560109 4/28/2015 DIRECTOR: I YES FOR

SPECTRA  
ENERGY CORP.

GREGORY L. EBEL  
F. ANTHONY COMPER  
AUSTIN A. ADAMS  
JOSEPH ALVARADO  
PAMELA L. CARTER  
CLARENCE P. CAZALOT JR.  
PETER B. HAMILTON  
MIRANDA C. HUBBS  
MICHAEL MCSHANE  
MICHAEL G. MORRIS  
MICHAEL E.J. PHELPS

RATIFICATION: I YES FOR  
OF THE APPOINTMENT OF  
DELOITTE & TOUCHE LLP AS  
SPECTRA ENERGY CORP'S  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM  
FOR FISCAL YEAR 2015.

ADVISORY RESOLUTION: I YES FOR  
TO APPROVE EXECUTIVE  
COMPENSATION.

PROPOSAL: S YES AGAIN  
CONCERNING DISCLOSURE OF  
POLITICAL CONTRIBUTIONS.

PROPOSAL: S YES AGAIN  
CONCERNING DISCLOSURE OF  
LOBBYING ACTIVITIES.

ARC RESOURCES ARX 00208D408 4/30/2015  
LTD.

DIRECTOR: I YES FOR  
JOHN P. DIELWART  
FRED J. DYMENT  
TIMOTHY J. HEARN  
JAMES C. HOUCK  
HAROLD N. KVISLE  
KATHLEEN M. O'NEILL  
HERBERT C. PINDER, JR.  
WILLIAM G. SEMBO  
MYRON M. STADNYK  
MAC H. VAN WIELINGEN

APPOINT: I YES FOR  
DELOITTE LLP, CHARTERED  
ACCOUNTANTS, AS AUDITORS  
TO HOLD OFFICE UNTIL THE

CLOSE OF THE NEXT ANNUAL MEETING OF THE CORPORATION, AT SUCH REMUNERATION AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

RESOLUTION: I YES FOR  
TO APPROVE THE CORPORATION'S ADVISORY VOTE ON EXECUTIVE COMPENSATION.

RESOLUTION: I YES FOR  
TO APPROVE THE ADOPTION OF A LONG-TERM RESTRICTED SHARE AWARD PLAN.

MARATHON PETROLEUM CORPORATION

MPC 56585A102 4/29/2015

DIRECTOR: I YES FOR

DAVID A. DABERKO  
DONNA A. JAMES  
JAMES E. ROHR

RATIFICATION: I YES FOR  
OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2015.

APPROVAL: I YES FOR  
OF THE COMPANY'S 2015 NAMED EXECUTIVE OFFICER COMPENSATION.

PROPOSAL: S YES AGAIN  
SEEKING THE ADOPTION OF QUANTITATIVE GREENHOUSE GAS EMISSION REDUCTION GOALS AND ASSOCIATED REPORTS.

VALERO ENERGY CORPORATION

VLO 91913Y100 4/30/2015

DIRECTOR: I YES FOR

JERRY D. CHOATE



DIRECTOR: I YES FOR  
JOSEPH W. GORDER

DIRECTOR: I YES FOR  
DEBORAH P. MAJORAS

DIRECTOR: I YES FOR  
DONALD L. NICKLES

DIRECTOR: I YES FOR  
PHILIP J. PFEIFFER

DIRECTOR: I YES FOR  
ROBERT A. PROFUSEK

DIRECTOR: I YES FOR  
SUSAN KAUFMAN PURCELL

DIRECTOR: I YES FOR  
STEPHEN M. WATERS

DIRECTOR: I YES FOR  
RANDALL J. WEISENBURGER

DIRECTOR: I YES FOR  
RAYFORD WILKINS, JR.

RATIFY: I YES FOR  
THE APPOINTMENT OF KPMG  
LLP AS VALERO ENERGY'S  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM  
FOR 2015.

APPROVE: I YES FOR  
BY NON-BINDING VOTE, THE  
2014 COMPENSATION OF OUR  
NAMED EXECUTIVE  
OFFICERS.

PROPOSAL: S YES AGAIN  
ENTITLED "GREENHOUSE GAS  
EMISSIONS".

TRANSCANADA TRP 89353D107 5/1/2015 DIRECTOR: I YES FOR  
CORPORATION  
KEVIN E. BENSON  
DEREK H. BURNEY  
PAULE GAUTHIER  
RUSSELL K. GIRLING  
S. BARRY JACKSON

PAULA ROSPUT REYNOLDS  
 JOHN RICHEL  
 MARY PAT SALOMONE  
 D. MICHAEL G. STEWART  
 SIIM A. VANASELJA  
 RICHARD E. WAUGH

RESOLUTION: I YES FOR  
 TO APPOINT KPMG LLP,  
 CHARTERED ACCOUNTANTS  
 AS AUDITORS AND  
 AUTHORIZE THE DIRECTORS  
 TO FIX THEIR  
 REMUNERATION.

RESOLUTION: I YES FOR  
 TO ACCEPT TRANSCANADA  
 CORPORATION'S APPROACH  
 TO EXECUTIVE  
 COMPENSATION, AS  
 DESCRIBED IN THE  
 ACCOMPANYING  
 MANAGEMENT INFORMATION  
 CIRCULAR.

SPECIAL RESOLUTION: I YES FOR  
 TO AMEND THE ARTICLES OF  
 TRANSCANADA  
 CORPORATION TO REDUCE  
 THE MINIMUM NUMBER OF  
 DIRECTORS TO 8 AND THE  
 MAXIMUM NUMBER OF  
 DIRECTORS TO 15, AS  
 DESCRIBED IN THE  
 ACCOMPANYING  
 MANAGEMENT INFORMATION  
 CIRCULAR.

RESOLUTION: I YES FOR  
 CONFIRMING THE  
 AMENDMENTS TO BY-LAW  
 NUMBER 1 OF TRANSCANADA  
 CORPORATION, AS  
 DESCRIBED IN THE  
 ACCOMPANYING  
 MANAGEMENT INFORMATION  
 CIRCULAR.

REGENCY  
 ENERGY  
 PARTNERS LP

RGP 75885Y107 4/28/2015

PROPOSAL: I NO DID NO VOTE

TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 25, 2015, AS AMENDED BY AMENDMENT NO. 1 THERETO, DATED AS OF FEBRUARY 18, 2015, BY AND AMONG ENERGY TRANSFER PARTNERS, L.P., ENERGY TRANSFER PARTNERS GP, L.P., THE GENERAL PARTNER OF ETP, RENDEZVOUS I LLC, .. (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL.

PROPOSAL: I NO DID NO VOTE

TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.

PROPOSAL: I NO DID NO VOTE

TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE PAYMENTS THAT WILL OR MAY BE PAID BY REGENCY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.

ENBRIDGE  
INCOME FUND ENF.CN 29251R105 5/4/2015  
HOLDINGS, INC.

APPOINTMENT: I YES FOR

OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR

REMUNERATION.

DIRECTOR: I YES FOR  
 J. RICHARD BIRD  
 M. ELIZABETH CANNON  
 CHARLES W. FISCHER  
 BRIAN E. FRANK  
 E.F.H. (HARRY) ROBERTS  
 BRUCE G. WATERMAN

RESOLUTION: I YES FOR  
 TO APPROVE AND CONFIRM  
 BY-LAW NO. 2 A BY-LAW  
 RELATING TO ADVANCE  
 NOTICE OF NOMINATIONS OF  
 DIRECTORS OF THE  
 CORPORATION.

GIBSON ENERGY INC. GEI.CN 374825206 5/6/2015

DIRECTOR: I YES FOR  
 JAMES M. ESTEY  
 JAMES J. CLEARY  
 DONALD R. INGRAM  
 MARSHALL L. MCRAE  
 MARY ELLEN PETERS  
 CLAYTON H. WOITAS  
 A. STEWART HANLON

RESOLUTION: I YES FOR  
 APPOINTING  
 PRICEWATERHOUSECOOPERS  
 LLP AS OUR AUDITORS, TO  
 SERVE AS OUR AUDITORS  
 UNTIL THE NEXT ANNUAL  
 MEETING OF SHAREHOLDERS  
 AND AUTHORIZING THE  
 DIRECTORS TO FIX THEIR  
 REMUNERATION.

NRG YIELD, INC. NYLD 62942X108 5/5/2015 1

DIRECTOR: I YES FOR  
 DAVID CRANE  
 JOHN F. CHLEBOWSKI  
 KIRKLAND B. ANDREWS  
 BRIAN R. FORD  
 MAURICIO GUTIERREZ  
 FERRELL P. MCCLEAN  
 CHRISTOPHER S. SOTOS

2A TO APPROVE: I YES FOR  
 THE ADOPTION OF  
 AMENDMENTS TO THE

COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C COMMON STOCK AND CLASS D COMMON STOCK.

- |    |   |   |         |
|----|---|---|---------|
| 2B | TO APPROVE:<br>THE ADOPTION OF AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO EFFECTUATE THE STOCK SPLIT. | I | YES FOR |
| 3  | TO APPROVE:<br>THE AMENDED AND RESTATED 2013 EQUITY INCENTIVE PLAN.   | I | YES FOR |
| 4  | TO RATIFY<br>THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2015 FISCAL YEAR.           | I | YES FOR |

CRESCENT  
POINT ENERGY  
CORP.

CPG

22576C101

5/7/2015

- |   |  |   |         |
|---|--|---|---------|
| 1 | TO FIX:<br><br>THE NUMBER OF DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AT EIGHT (8).   | I | YES FOR |
| 2 | DIRECTOR:<br>RENE AMIRAULT<br>PETER BANNISTER<br>LAURA A. CILLIS<br>D. HUGH GILLARD<br>ROBERT F. HEINEMANN<br>GERALD A. ROMANZIN<br>SCOTT SAXBERG<br>GREGORY G. TURNBULL, QC | I | YES FOR |
| 3 | THE APPOINTMENT:<br>OF<br>PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITORS   | I | YES FOR |

OF THE CORPORATION AND  
 AUTHORIZE THE BOARD OF  
 DIRECTORS OF THE  
 CORPORATION TO FIX THEIR  
 REMUNERATION AS SUCH.

- |             |  |           |          |    |  |   |         |
|-------------|--|-----------|----------|----|--|---|---------|
| 4           | TO CONSIDER:<br>AND IF THOUGHT ADVISABLE,<br>TO PASS, WITH OR WITHOUT<br>VARIATION, A RESOLUTION<br>TO APPROVE AN<br>AMENDMENT TO THE<br>CORPORATION'S RESTRICTED<br>SHARE BONUS PLAN, THE<br>FULL TEXT OF WHICH IS SET<br>FORTH IN THE INFORMATION<br>CIRCULAR. | I         | YES FOR  |    |  |   |         |
| 5           | TO CONSIDER:<br>AND IF THOUGHT ADVISABLE,<br>TO PASS, WITH OR WITHOUT<br>VARIATION, AN ADVISORY<br>RESOLUTION TO ACCEPT THE<br>CORPORATION'S APPROACH<br>TO EXECUTIVE<br>COMPENSATION, THE FULL<br>TEXT OF WHICH IS SET FORTH<br>IN THE INFORMATION<br>CIRCULAR. | I         | YES FOR  |    |  |   |         |
| PHILLIPS 66 | PSX  | 718546104 | 5/6/2015 | 1A | DIRECTOR:<br>J. BRIAN FERGUSON   | I | YES FOR |
|             |  |           |          | 1B | DIRECTOR:<br>HAROLD W. MCGRAW III  | I | YES FOR |
|             |  |           |          | 1C | DIRECTOR:<br>VICTORIA J. TSCHINKEL   | I | YES FOR |
|             |  |           |          | 2  | TO RATIFY:<br>THE APPOINTMENT OF ERNST<br>& YOUNG LLP AS THE<br>COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR<br>FISCAL YEAR 2015. | I | YES FOR |
|             |  |           |          | 3  | TO CONSIDER:<br>AND VOTE ON A PROPOSAL<br>TO APPROVE, ON AN<br>ADVISORY (NON-BINDING)  | I | YES FOR |

BASIS, THE COMPENSATION  
OF OUR NAMED EXECUTIVE  
OFFICERS.

4	TO CONSIDER: AND VOTE ON A MANAGEMENT PROPOSAL REGARDING THE ANNUAL ELECTION OF DIRECTORS.	I	YES FOR
5	TO CONSIDER: AND VOTE ON A SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS REDUCTION GOALS.	S	YES FOR
1A	DIRECTOR: WILLIAM P. BARR	I	YES FOR
1B	DIRECTOR: HELEN E. DRAGAS	I	YES FOR
1C	DIRECTOR: JAMES O. ELLIS, JR.	I	YES FOR
1D	DIRECTOR: THOMAS F. FARRELL II	I	YES FOR
1E	DIRECTOR: JOHN W. HARRIS	I	YES FOR
1F	DIRECTOR: MARK J. KINGTON	I	YES FOR
1G	DIRECTOR: PAMELA J. ROYAL, M.D.	I	YES FOR
1H	DIRECTOR: ROBERT H. SPILMAN, JR.	I	YES FOR
1I	DIRECTOR: MICHAEL E. SZYMANCZYK	I	YES FOR
1J	DIRECTOR: DAVID A. WOLLARD	I	YES FOR
2	RATIFICATION: OF APPOINTMENT OF THE INDEPENDENT AUDITORS FOR 2015.	I	YES FOR

DOMINION  
RESOURCES, INC. D

25746U109 5/6/2015

3	ADVISORY VOTE: ON APPROVAL OF EXECUTIVE COMPENSATION (SAY ON PAY).	I	YES FOR
4	APPROVAL: OF AN AMENDMENT TO OUR BYLAWS.	I	YES FOR
5	RIGHT: TO ACT BY WRITTEN CONSENT.	S	YES FOR
6	NEW: NUCLEAR CONSTRUCTION.	S	YES FOR
7	REPORT: ON METHANE EMISSIONS.	S	YES FOR
8	SUSTAINABILITY: AS A PERFORMANCE MEASURE FOR EXECUTIVE COMPENSATION.	S	YES FOR
9	REPORT: ON THE FINANCIAL RISKS TO DOMINION POSED BY CLIMATE CHANGE.	S	YES FOR
#	ADOPT: QUANTITATIVE GOALS FOR REDUCING GREENHOUSE GAS EMISSIONS.	S	YES FOR
#	REPORT: ON BIOENERGY.	S	YES FOR

PEMBINA  
PIPELINE  
CORPORATION

PBA

706327103

5/8/2015

1

DIRECTOR:

I

YES FOR

ANNE-MARIE N. AINSWORTH  
GRANT D. BILLING  
MICHAEL H. DILGER  
RANDALL J. FINDLAY  
LORNE B. GORDON  
GORDON J. KERR  
DAVID M.B. LEGRESLEY  
ROBERT B. MICHALESKI  
LESLIE A. O'DONOGHUE  
JEFFREY T. SMITH



- |   |   |   |         |
|---|---|---|---------|
| 2 | TO APPOINT:<br>KPMG LLP, CHARTERED<br>ACCOUNTANTS, AS THE<br>AUDITORS OF THE<br>CORPORATION FOR THE<br>ENSUING FINANCIAL YEAR<br>AT A REMUNERATION TO BE<br>FIXED BY MANAGEMENT.  | I | YES FOR |
| 3 | RESOLUTION:<br>APPROVING AND<br>AUTHORIZING THE<br>RESERVATION OF AN<br>ADDITIONAL 7,000,000<br>COMMON SHARES OF<br>PEMBINA FOR ISSUANCE<br>UNDER THE STOCK OPTION<br>PLAN OF PEMBINA PIPELINE<br>CORPORATION ("PEMBINA")<br>SUBSTANTIALLY AS SET OUT<br>IN THE MANAGEMENT<br>INFORMATION CIRCULAR OF<br>PEMBINA DATED MARCH 19,<br>2015 IS APPROVED,<br>INCLUDING THE AMENDMENT<br>OF SUCH PLAN AS REQUIRED<br>TO REFLECT SUCH INCREASE. | I | YES FOR |
| 4 | RESOLUTION:<br>APPROVING AND<br>AUTHORIZING THE STOCK<br>OPTION ISSUANCE RULE TO<br>BE ENACTED UNDER THE<br>STOCK OPTION PLAN (THE<br>"PLAN") OF PEMBINA<br>PIPELINE CORPORATION<br>("PEMBINA") SUBSTANTIALLY<br>AS SET OUT IN THE<br>MANAGEMENT INFORMATION<br>CIRCULAR (THE "CIRCULAR")<br>OF PEMBINA DATED MARCH<br>19, 2015 IS HEREBY<br>APPROVED.  | I | YES FOR |
| 5 | TO ACCEPT:<br>THE APPROACH TO<br>EXECUTIVE COMPENSATION<br>AS DISCLOSED IN THE<br>ACCOMPANYING<br>MANAGEMENT PROXY  | I | YES FOR |

CIRCULAR.

KINDER MORGAN, INC.	KMI	49456B101	5/7/2015	1	DIRECTOR:	I	YES FOR
					RICHARD D. KINDER STEVEN J. KEAN TED A. GARDNER ANTHONY W. HALL, JR. GARY L. HULTQUIST RONALD L. KUEHN, JR. DEBORAH A. MACDONALD MICHAEL J. MILLER MICHAEL C. MORGAN ARTHUR C. REICHSTETTER FAYEZ SAROFIM C. PARK SHAPER WILLIAM A. SMITH JOEL V. STAFF ROBERT F. VAGT PERRY M. WAUGHTAL		
				2	APPROVAL: OF THE KINDER MORGAN, INC. 2015 AMENDED AND RESTATED STOCK INCENTIVE PLAN.	I	YES FOR
				3	APPROVAL: OF THE AMENDED AND RESTATED ANNUAL INCENTIVE PLAN OF KINDER MORGAN, INC.	I	YES FOR
				4	ADVISORY VOTE TO: APPROVE EXECUTIVE COMPENSATION.	I	YES FOR
				5	RATIFICATION: OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	I	YES FOR
				6	APPROVAL: OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF KINDER MORGAN, INC.	I	YES FOR
				7	STOCKHOLDER PROPOSAL:	S	YES AGAIN

RELATING TO A REPORT ON  
OUR COMPANY'S RESPONSE  
TO CLIMATE CHANGE.

8 STOCKHOLDER PROPOSAL: S YES AGAIN  
RELATING TO A REPORT ON  
METHANE EMISSIONS.

9 STOCKHOLDER PROPOSAL: S YES AGAIN  
RELATING TO AN ANNUAL  
SUSTAINABILITY REPORT.

TESORO  
CORPORATION

TSO

881609101

5/7/2015

1A DIRECTOR:  
RODNEY F. CHASE

I

YES FOR

1B DIRECTOR:  
GREGORY J. GOFF

I

YES FOR

1C DIRECTOR:  
ROBERT W. GOLDMAN

I

YES FOR

1D DIRECTOR:  
DAVID LILLEY

I

YES FOR

1E DIRECTOR:  
MARY PAT MCCARTHY

I

YES FOR

1F DIRECTOR:  
J.W. NOKES

I

YES FOR

1G DIRECTOR:  
SUSAN TOMASKY

I

YES FOR

1H DIRECTOR:  
MICHAEL E. WILEY

I

YES FOR

1I DIRECTOR:  
PATRICK Y. YANG

I

YES FOR

2 TO CONDUCT:  
AN ADVISORY VOTE TO  
APPROVE EXECUTIVE  
COMPENSATION.

I

YES FOR

3 TO RATIFY:  
THE APPOINTMENT OF ERNST  
& YOUNG LLP AS OUR  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM

I

YES FOR

FOR FISCAL YEAR 2015.

<p>INTER PIPELINE LTD.</p>	<p>IPL.CN 45833V109 5/11/2015 1</p>	<p>TO FIX:</p> <p>THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT SEVEN MEMBERS AND TO ELECT SEVEN DIRECTORS TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF OUR SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED.</p>	<p>I</p>	<p>YES FOR</p>
		<p>2 DIRECTOR:</p> <p>RICHARD SHAW DAVID FESYK LORNE BROWN DUANE KEINICK ALISON TAYLOR LOVE WILLIAM ROBERTSON BRANT SANGSTER</p>	<p>I</p>	<p>YES FOR</p>
		<p>3 PROPOSE:</p> <p>THAT ERNST &amp; YOUNG LLP (EY) BE APPOINTED AS AUDITORS TO SERVE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS. THE AUDIT COMMITTEE WILL RECOMMEND EY'S COMPENSATION TO THE BOARD FOR ITS REVIEW AND APPROVAL.</p>	<p>I</p>	<p>YES FOR</p>
		<p>4 RESOLVED:</p> <p>ON AN ADVISORY BASIS AND NOT TO DIMINISH THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS OF INTER PIPELINE LTD. (IPL), THAT THE SHAREHOLDERS OF IPL (SHAREHOLDERS) ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN IPL'S MANAGEMENT INFORMATION CIRCULAR DELIVERED IN ADVANCE OF THE 2015 ANNUAL MEETING OF</p>	<p>I</p>	<p>YES FOR</p>

SHAREHOLDERS.

BAYTEX ENERGY CORP.	BTE	07317Q105	5/12/2015	1	FIXING:  THE NUMBER OF DIRECTORS OF BAYTEX TO BE ELECTED AT NINE (9).	I	YES FOR
				2	DIRECTOR: JAMES L. BOWZER JOHN A. BRUSSA RAYMOND T. CHAN EDWARD CHWYL NAVEEN DARGAN R.E.T. (RUSTY) GOEPEL GREGORY K. MELCHIN MARY ELLEN PETERS DALE O. SHWED	I	YES FOR
				3	APPOINTMENT: OF DELOITTE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF BAYTEX FOR THE ENSUING YEAR AND TO AUTHORIZE THE DIRECTORS OF BAYTEX TO FIX THEIR REMUNERATION.	I	YES FOR
				4	ADVISORY RESOLUTION: TO ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN THE ACCOMPANYING INFORMATION CIRCULAR - PROXY STATEMENT.	I	YES FOR
ABENGOA YIELD PLC	ABY	G00349103	5/8/2015	1	TO RECEIVE:  THE ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2014.	I	YES FOR
				2	TO APPROVE: THE DIRECTORS' REMUNERATION REPORT, OTHER THAN THE DIRECTORS' REMUNERATION POLICY, FOR THE YEAR ENDED 31 DECEMBER 2014.	I	YES FOR

3	TO APPROVE: THE DIRECTORS' REMUNERATION POLICY.	I	YES FOR
4	TO APPOINT: JAVIER GAROZ NEIRA AS A DIRECTOR.	I	YES FOR
5	TO REAPPOINT: DELOITTE LLP AND DELOITTE S.L. AS AUDITORS OF THE COMPANY.	I	YES FOR
6	TO AUTHORISE: THE AUDIT COMMITTEE TO DETERMINE THE AUDITORS' REMUNERATION.	I	YES FOR
7	TO AUTHORISE: THE DIRECTORS TO ALLOT SHARES.	I	YES FOR
8	TO DISAPPLY: STATUTORY PRE-EMPTION RIGHTS.	I	YES FOR
9	TO AUTHORISE: THE COMPANY TO PURCHASE ITS OWN SHARES.	I	YES FOR
#	TO AMEND: ARTICLE 64 OF THE COMPANY'S ARTICLES OF ASSOCIATION.	I	YES FOR
NISOURCE INC. NI 65473P105 5/12/2015	1A DIRECTOR: RICHARD A. ABDOO	I	YES FOR
	1B DIRECTOR: ARISTIDES S. CANDRIS	I	YES FOR
	1C DIRECTOR: SIGMUND L. CORNELIUS	I	YES FOR
	1D DIRECTOR: MICHAEL E. JESANIS	I	YES FOR
	1E DIRECTOR: MARTY R. KITTRELL	I	YES FOR

1F	DIRECTOR: W. LEE NUTTER	I	YES FOR
1G	DIRECTOR: DEBORAH S. PARKER	I	YES FOR
1H	DIRECTOR: ROBERT C. SKAGGS, JR.	I	YES FOR
1I	DIRECTOR: TERESA A. TAYLOR	I	YES FOR
1J	DIRECTOR: RICHARD L. THOMPSON	I	YES FOR
1K	DIRECTOR: CAROLYN Y. WOO	I	YES FOR
2	TO APPROVE: EXECUTIVE COMPENSATION ON AN ADVISORY BASIS.	I	YES FOR
3	TO RATIFY: THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	I	YES FOR
4	TO AMEND: THE COMPANY'S CERTIFICATE OF INCORPORATION TO GIVE STOCKHOLDERS THE POWER TO REQUEST SPECIAL MEETINGS.	I	YES FOR
5	TO AMEND: THE COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE THE MINIMUM NUMBER OF COMPANY DIRECTORS FROM NINE TO SEVEN.	I	YES FOR
6	TO RE-APPROVE: THE COMPANY'S 2010 OMNIBUS INCENTIVE PLAN.	I	YES FOR
7	TO APPROVE:	I	YES FOR

AN AMENDMENT TO THE  
COMPANY'S EMPLOYEE  
STOCK PURCHASE PLAN.

8 TO CONSIDER: S YES AGAIN  
A STOCKHOLDER PROPOSAL  
REGARDING REPORTS ON  
POLITICAL CONTRIBUTIONS.

GASLOG  
PARTNERS LP

GLOP Y2687W108 5/12/2015 1

TO ELECT: I YES FOR  
ROBERT B. ALLARDICE III AS  
A CLASS I DIRECTOR TO  
SERVE FOR A ONE-YEAR  
TERM UNTIL THE 2016  
ANNUAL MEETING.

2 TO ELECT: I YES FOR  
PAMELA GIBSON AS A CLASS  
II DIRECTOR TO SERVE FOR A  
TWO-YEAR TERM UNTIL THE  
2017 ANNUAL MEETING.

3 TO ELECT: I YES FOR  
DANIEL BRADSHAW AS A  
CLASS III DIRECTOR TO  
SERVE FOR A THREE-YEAR  
TERM UNTIL THE 2018  
ANNUAL MEETING.

4 TO RATIFY: I YES FOR  
THE APPOINTMENT OF  
DELOITTE LLP AS OUR  
INDEPENDENT AUDITORS FOR  
THE FISCAL YEAR ENDING  
DECEMBER 31, 2015.

HOLLYFRONTIER  
CORPORATION

HFC 436106108 5/13/2015 1A

DIRECTOR: I YES FOR  
DOUGLAS BECH

1B DIRECTOR: I YES FOR  
LELDON ECHOLS

1C DIRECTOR: I YES FOR  
KEVIN HARDAGE

1D DIRECTOR: I YES FOR  
MICHAEL JENNINGS



1E	DIRECTOR:	I	YES FOR
	ROBERT KOSTELNIK		
1F	DIRECTOR:	I	YES FOR
	JAMES LEE		
1G	DIRECTOR:	I	YES FOR
	FRANKLIN MYERS		
1H	DIRECTOR:	I	YES FOR
	MICHAEL ROSE		
1I	DIRECTOR:	I	YES FOR
	TOMMY VALENTA		
2	APPROVAL:	I	YES FOR
	ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.		
3	RATIFICATION:	I	YES FOR
	OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2015 FISCAL YEAR.		
4	APPROVAL:	I	YES FOR
	OF AMENDMENT SETTING FORTH THE MATERIAL TERMS OF THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).		
5	APPROVAL:	I	YES FOR
	OF AMENDMENT SETTING FORTH THE MATERIAL TERMS OF THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).		
6	STOCKHOLDER PROPOSAL:	S	YES AGAIN
	IF PROPERLY PRESENTED AT THE ANNUAL MEETING.		

SEMGROUP CORPORATION	SEMG	81663A105	5/14/2015	1	DIRECTOR:	I	YES FOR
					RONALD A. BALLSCHMIEDE		

SARAH M. BARPOULIS  
 JOHN F. CHLEBOWSKI  
 CARLIN G. CONNER  
 KARL F. KURZ  
 JAMES H. LYTAL  
 THOMAS R. MCDANIEL

2 TO APPROVE: I YES FOR  
 ON A NON-BINDING  
 ADVISORY BASIS, THE  
 COMPENSATION OF THE  
 COMPANY'S NAMED  
 EXECUTIVE OFFICERS.

3 RATIFICATION: I YES FOR  
 OF BDO USA, LLP AS  
 INDEPENDENT REGISTERED  
 PUBLIC ACCOUNTING FIRM  
 FOR 2015.

TARGA  
 RESOURCES  
 CORP.

TRGP 87612G101 5/18/2015 1 DIRECTOR: I YES FOR

JOE BOB PERKINS  
 ERSHEL C. REDD, JR.

RATIFICATION: I YES FOR  
 OF THE SELECTION OF  
 INDEPENDENT AUDITORS.

SHAREHOLDER PROPOSAL:  
 REGARDING PUBLICATION OF  
 A REPORT ON METHANE EMISSIONS. S YES AGAIN

ONEOK, INC. OKE 682680103 5/20/2015 1A ELECTION OF DIRECTOR: I YES FOR  
 JAMES C. DAY

1B ELECTION OF DIRECTOR: I YES FOR  
 JULIE H. EDWARDS

1C ELECTION OF DIRECTOR: I YES FOR  
 LIAM L. FORD

1D ELECTION OF DIRECTOR: I YES FOR  
 JOHN W. GIBSON

1E ELECTION OF DIRECTOR: I YES FOR  
 STEVEN J. MALCOLM

1F ELECTION OF DIRECTOR: I YES FOR

JIM W. MOGG

1G ELECTION OF DIRECTOR: PATTYE L. MOORE	I	YES FOR
1H ELECTION OF DIRECTOR: GARY D. PARKER	I	YES FOR
1I ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ	I	YES FOR
1J ELECTION OF DIRECTOR: TERRY K. SPENCER	I	YES FOR
2 RATIFICATION OF: THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC. FOR THE YEAR ENDING DECEMBER 31, 2015.	I	YES FOR
3 ADVISORY VOTE: TO APPROVE ONEOK, INC.'S EXECUTIVE COMPENSATION.	I	YES FOR

PBF ENERGY  
INC.

PBF

69318G106

5/21/2015

1 ELECTION OF DIRECTOR: THOMAS D. O'MALLEY	I	YES FOR
1 ELECTION OF DIRECTOR: SPENCER ABRAHAM	I	YES FOR
1 ELECTION OF DIRECTOR: JEFFERSON F. ALLEN	I	YES FOR
1 ELECTION OF DIRECTOR: WAYNE A. BUDD	I	YES FOR
2 ELECTION OF DIRECTOR: S. EUGENE EDWARDS	I	YES FOR
2 ELECTION OF DIRECTOR: DENNIS M. HOUSTON	I	YES FOR
2 ELECTION OF DIRECTOR: EDWARD F. KOSNIK	I	YES FOR
2 ELECTION OF DIRECTOR: EIJA MALMIVIRTA	I	YES FOR

2	ELECTION OF DIRECTOR: THOMAS J. NIMBLEY	I	YES FOR
2	RATIFICATION OF: THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING DECEMBER 31, 2015.	I	YES FOR

THE WILLIAMS  
COMPANIES, INC.

WMB

969457100

5/21/2015

1A	ELECTION OF DIRECTOR: ALAN S. ARMSTRONG	I	YES FOR
1B	ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND	I	YES FOR
1C	ELECTION OF DIRECTOR: KATHLEEN B. COOPER	I	YES FOR
1D	ELECTION OF DIRECTOR: JOHN A. HAGG	I	YES FOR
1E	ELECTION OF DIRECTOR: JUANITA H. HINSHAW	I	YES FOR
1F	ELECTION OF DIRECTOR: RALPH IZZO	I	YES FOR
1G	ELECTION OF DIRECTOR: FRANK T. MACINNIS	I	YES FOR
1H	ELECTION OF DIRECTOR: ERIC W. MANDELBLATT	I	YES FOR
1I	ELECTION OF DIRECTOR: KEITH A. MEISTER	I	YES FOR
1J	ELECTION OF DIRECTOR: STEVEN W. NANCE	I	YES FOR
1K	ELECTION OF DIRECTOR: MURRAY D. SMITH	I	YES FOR
1L	ELECTION OF DIRECTOR: JANICE D. STONEY	I	YES FOR
1M	ELECTION OF DIRECTOR: LAURA A. SUGG	I	YES FOR

				2	RATIFICATION OF: ERNST & YOUNG LLP AS AUDITORS FOR 2015.	I	YES FOR
				3	APPROVAL, BY NONBINDING ADVISORY VOTE: OF THE COMPANY'S EXECUTIVE COMPENSATION.	I	YES FOR
TERRAFORM POWER, INC.	TERP	88104R100	6/2/2015	1	DIRECTOR:  AHMAD CHATILA CARLOS DOMENECH ZORNOZA BRIAN WUEBBELS HANIF DAHYA MARK FLORIAN MARK LERDAL MARTIN TRUONG FRANCISCO PEREZ GUNDIN STEVEN TESORIERE	I	YES FOR
				2	RATIFICATION OF: THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	I	YES FOR
BUCKEYE PARTNERS, L.P.	BPL	118230101	6/2/2015	1	DIRECTOR:  PIETER BAKKER BARBARA M. BAUMANN MARK C. MCKINLEY DONALD W. NIEMIEC	I	YES FOR
				2	RATIFICATION OF: OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2015.	I	YES FOR
MARKWEST ENERGY PARTNERS, L.P.	MWE	570759100	6/3/2015	1	DIRECTOR:  FRANK M. SEMPLE DONALD D. WOLF MICHAEL L. BEATTY WILLIAM A BRUCKMANN III DONALD C. HEPPELMANN	I	YES FOR

RANDALL J. LARSON  
 ANNE E. FOX MOUNSEY  
 WILLIAM P. NICOLETTI

2 RATIFICATION OF: I YES FOR  
 DELOITTE & TOUCHE LLP AS  
 THE PARTNERSHIP'S  
 INDEPENDENT REGISTERED  
 PUBLIC ACCOUNTANTS FOR  
 THE FISCAL YEAR ENDING  
 DECEMBER 31, 2015.

TEEKAY  
 CORPORATION

TK

Y8564W103 6/10/15

1 DIRECTOR: I YES FOR  
 DR. IAN D. BLACKBURNE  
 WILLIAM B. BERRY  
 C. SEAN DAY

PENGROWTH  
 ENERGY  
 CORPORATION

PGH

70706P104 6/23/2015

1 APPOINTMENT OF: I YES FOR  
 KPMG LLP AS AUDITORS OF  
 THE CORPORATION FOR THE  
 ENSUING YEAR AND  
 AUTHORIZING THE  
 DIRECTORS TO FIX THEIR  
 REMUNERATION.

2 DIRECTOR: I YES FOR  
 DEREK W. EVANS  
 JOHN B. ZAOZIRNY  
 MARGARET L. BYL  
 WAYNE K. FOO  
 KELVIN B. JOHNSTON  
 JAMES D. MCFARLAND  
 MICHAEL S. PARRETT  
 A. TERENCE POOLE  
 JAMIE C. SOKALSKY  
 D. MICHAEL G. STEWART

3 ADVISORY VOTE: I YES FOR  
 ON A RESOLUTION TO  
 ACCEPT THE CORPORATION'S  
 APPROACH TO EXECUTIVE  
 COMPENSATION, THE FULL  
 TEXT OF WHICH RESOLUTION  
 IS SET FORTH IN THE  
 INFORMATION CIRCULAR OF  
 THE CORPORATION DATED  
 APRIL 30, 2015 (THE

"INFORMATION CIRCULAR").