

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 30, 2010

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2009 - 06/30/2010

Eaton Vance Enhanced Equity Income Fund II

-----  
3M COMPANY

Agen

-----  
Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 11-May-2010  
Ticker: MMM  
ISIN: US88579Y1010  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For
1C	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: W. JAMES FARRELL	Mgmt	For

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

1F	ELECTION OF DIRECTOR: HERBERT L. HENKEL	Mgmt	For
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1I	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT J. ULRICH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO APPROVE THE AMENDED 2008 LONG-TERM INCENTIVE PLAN AND TO APPROVE THE EXPANDED PERFORMANCE CRITERIA AVAILABLE UNDER THE 2008 LONG-TERM INCENTIVE PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.	Shr	For

-----  
 ABBOTT LABORATORIES

Agen

Security: 002824100  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2010  
 Ticker: ABT  
 ISIN: US0028241000

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	R.J. ALPERN	Mgmt	For
	R.S. AUSTIN	Mgmt	For
	W.M. DALEY	Mgmt	Withheld
	W.J. FARRELL	Mgmt	Withheld
	H.L. FULLER	Mgmt	Withheld
	W.A. OSBORN	Mgmt	Withheld
	D.A.L. OWEN	Mgmt	For
	R.S. ROBERTS	Mgmt	For
	S.C. SCOTT III	Mgmt	For
	W.D. SMITHBURG	Mgmt	Withheld
	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL-ADVISORY VOTE	Shr	For
04	SHAREHOLDER PROPOSAL-SPECIAL SHAREHOLDER MEETINGS	Shr	For

-----  
 ACCENTURE LTD

Agen

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

Security: G1150G111  
 Meeting Type: Special  
 Meeting Date: 05-Aug-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A AS IT APPLIES TO THE CLASS A COMMON SHAREHOLDERS.	Mgmt	For
02	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE ACCENTURE LTD CLASS A COMMON SHAREHOLDER CLASS MEETING.	Mgmt	For
03	IF THE SCHEME OF ARRANGEMENT IS APPROVED, APPROVAL OF THE ESTABLISHMENT OF DISTRIBUTABLE RESERVES OF ACCENTURE PLC (THROUGH THE REDUCTION OF ITS SHARE PREMIUM ACCOUNT) THAT WAS PREVIOUSLY APPROVED BY ACCENTURE LTD AND THE OTHER CURRENT SHAREHOLDERS OF ACCENTURE PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT).	Mgmt	For
04	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE PROPOSAL AT THE TIME OF THE SPECIAL GENERAL MEETING.	Mgmt	For

ADVANCE AUTO PARTS, INC. Agen

Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: AAP  
 ISIN: US00751Y1064

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JOHN F. BERGSTROM	Mgmt	For
	JOHN C. BROUILLARD	Mgmt	For
	FIONA P. DIAS	Mgmt	For
	FRANCES X. FREI	Mgmt	For
	DARREN R. JACKSON	Mgmt	For
	WILLIAM S. OGLESBY	Mgmt	For
	J. PAUL RAINES	Mgmt	For
	GILBERT T. RAY	Mgmt	For
	CARLOS A. SALADRIGAS	Mgmt	For

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

	FRANCESCA M. SPINELLI	Mgmt	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For

---

AIR PRODUCTS AND CHEMICALS, INC. Agen

---

Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 28-Jan-2010  
 Ticker: APD  
 ISIN: US0091581068

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM L. DAVIS III W. DOUGLAS FORD EVERT HENKES MARGARET G. MCGLYNN	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. RATIFICATION OF APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2010.	Mgmt	For
03	APPROVAL OF THE LONG-TERM INCENTIVE PLAN. APPROVE AMENDMENTS TO THE LONG-TERM INCENTIVE PLAN.	Mgmt	For

---

AKAMAI TECHNOLOGIES, INC. Agen

---

Security: 00971T101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: AKAM  
 ISIN: US00971T1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. THOMSON LEIGHTON	Mgmt	For
1B	ELECTION OF DIRECTOR: PAUL SAGAN	Mgmt	For
1C	ELECTION OF DIRECTOR: NAOMI O. SELIGMAN	Mgmt	For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF AKAMAI TECHNOLOGIES, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

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

-----  
 ALLIANT TECHSYSTEMS INC. Agen  
 -----

Security: 018804104  
 Meeting Type: Annual  
 Meeting Date: 04-Aug-2009  
 Ticker: ATK  
 ISIN: US0188041042  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRANCES D. COOK MARTIN C. FAGA RONALD R. FOGLEMAN DOUGLAS L. MAINE ROMAN MARTINEZ IV DANIEL J. MURPHY MARK H. RONALD WILLIAM G. VAN DYKE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVAL OF AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN	Mgmt	For

-----  
 AMAZON.COM, INC. Agen  
 -----

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 25-May-2010  
 Ticker: AMZN  
 ISIN: US0231351067  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	Against
1E	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1G	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	Against

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

02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	SHAREHOLDER PROPOSAL CALLING FOR THE COMPANY TO MAKE CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

-----  
 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: AEP  
 ISIN: US0255371017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.R. BROOKS	Mgmt	For
1B	ELECTION OF DIRECTOR: DONALD M. CARLTON	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES F. CORDES	Mgmt	For
1D	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: LESTER A. HUDSON, JR	Mgmt	For
1H	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Mgmt	For
1I	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Mgmt	For
1J	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Mgmt	For
1K	ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN	Mgmt	For
1L	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Mgmt	For
1M	ELECTION OF DIRECTOR: JOHN F. TURNER	Mgmt	For
02	APPROVE AMENDMENTS TO THE AMERICAN ELECTRIC POWER SYSTEM LONG-TERM INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
 AMERICAN EXPRESS COMPANY

Agen

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

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2010  
 Ticker: AXP  
 ISIN: US0258161092

Prop. #	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN J. LESCHLY R.C. LEVIN R.A. MCGINN E.D. MILLER S.S REINEMUND R.D. WALTER R.A. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
04	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shr	Against
05	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shr	For
06	SHAREHOLDER PROPOSAL RELATING TO SHARE RETENTION REQUIREMENTS FOR EXECUTIVES.	Shr	For

### AMERICAN TOWER CORPORATION

Agen

Security: 029912201  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: AMT  
 ISIN: US0299122012

Prop. #	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Mgmt	For
1B	ELECTION OF DIRECTOR: RONALD M. DYKES	Mgmt	For
1C	ELECTION OF DIRECTOR: CAROLYN F. KATZ	Mgmt	For

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

1D	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Mgmt	For
1E	ELECTION OF DIRECTOR: JOANN A. REED	Mgmt	For
1F	ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Mgmt	For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For

-----

AMGEN INC.

Agen

Security: 031162100  
Meeting Type: Annual  
Meeting Date: 12-May-2010  
Ticker: AMGN  
ISIN: US0311621009

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DR. DAVID BALTIMORE	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL	Mgmt	For
1D	ELECTION OF DIRECTOR: MR. JERRY D. CHOATE	Mgmt	For
1E	ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON	Mgmt	For
1H	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Mgmt	For
1I	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Mgmt	For
1J	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Mgmt	For
1K	ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)	Mgmt	For
1L	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Mgmt	For
1M	ELECTION OF DIRECTOR: MR. KEVIN W. SHARER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For



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

FOR THE YEAR ENDING DECEMBER 31, 2010

3A	STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #1 (SHAREHOLDER ACTION BY WRITTEN CONSENT)	Shr	For
3B	STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #2 (EQUITY RETENTION POLICY)	Shr	For

-----  
 ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 18-May-2010  
 Ticker: APC  
 ISIN: US0325111070

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1B	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.	Mgmt	For
03	STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.	Shr	Against
04	STOCKHOLDER PROPOSAL - AMENDMENT TO BY-LAWS: REIMBURSEMENT OF PROXY EXPENSES.	Shr	For

-----  
 APACHE CORPORATION

Agen

Security: 037411105  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: APA  
 ISIN: US0374111054

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: EUGENE C. FIEDOREK	Mgmt	For
02	ELECTION OF DIRECTOR: PATRICIA ALBJERG GRAHAM	Mgmt	For
03	ELECTION OF DIRECTOR: F.H. MERELLI	Mgmt	For
04	RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT	Mgmt	For

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

AUDITORS.

-----  
 APPLE INC. Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2010  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG A.D. LEVINSON, PH.D. JEROME B. YORK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO APPROVE AMENDMENTS TO THE APPLE INC. 2003 EMPLOYEE STOCK PLAN.	Mgmt	For
03	TO APPROVE AMENDMENTS TO THE APPLE INC. 1997 DIRECTOR STOCK OPTION PLAN.	Mgmt	For
04	TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010.	Mgmt	For
06	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "SUSTAINABILITY REPORT," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
07	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "AMEND CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON SUSTAINABILITY," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

-----  
 AT&T INC. Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2010  
 Ticker: T  
 ISIN: US00206R1023  
 -----

Prop.#	Proposal	Proposal	Proposal Vote
--------	----------	----------	---------------

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

		Type	
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1C	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1E	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1G	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1H	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1J	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1K	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	CUMULATIVE VOTING.	Shr	Against
04	PENSION CREDIT POLICY.	Shr	For
05	ADVISORY VOTE ON COMPENSATION.	Shr	For
06	SPECIAL STOCKHOLDER MEETINGS.	Shr	For

-----  
 ATHEROS COMMUNICATIONS, INC.

Agen

-----  
 Security: 04743P108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2010  
 Ticker: ATHR  
 ISIN: US04743P1084  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHARLES E. HARRIS MARSHALL L. MOHR ANDREW S. RAPPAPORT	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2010.	Mgmt	For

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

-----  
 AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: AVB  
 ISIN: US0534841012  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BRYCE BLAIR BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

-----  
 AVON PRODUCTS, INC.

Agen

Security: 054303102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2010  
 Ticker: AVP  
 ISIN: US0543031027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR W. DON CORNWELL V. ANN HAILEY FRED HASSAN ANDREA JUNG MARIA ELENA LAGOMASINO ANN S. MOORE PAUL S. PRESSLER GARY M. RODKIN PAULA STERN LAWRENCE A. WEINBACH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3	APPROVAL OF 2010 STOCK INCENTIVE PLAN.	Mgmt	For

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

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 23-Feb-2010  
 Ticker: BAC  
 ISIN: US0605051046

Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA CORPORATION AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 10 BILLION TO 11.3 BILLION.	Mgmt	For
02	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL SET FORTH IN ITEM 1.	Mgmt	For

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: BAC  
 ISIN: US0605051046

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN S. BIES	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM P. BOARDMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For
1D	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Mgmt	For
1E	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1F	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: D. PAUL JONES, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1I	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For

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

1J	ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD E. POWELL	Mgmt	For
1L	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Mgmt	For
1M	ELECTION OF DIRECTOR: ROBERT W. SCULLY	Mgmt	For
02	A PROPOSAL TO RATIFY THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010	Mgmt	For
03	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 11.3 BILLION TO 12.8 BILLION	Mgmt	For
04	AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
05	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN	Mgmt	For
06	STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT	Shr	Against
07	STOCKHOLDER PROPOSAL - NON-DEDUCTIBLE PAY	Shr	For
08	STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS	Shr	For
09	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
10	STOCKHOLDER PROPOSAL - SUCCESSION PLANNING	Shr	For
11	STOCKHOLDER PROPOSAL - DERIVATIVES TRADING	Shr	For
12	STOCKHOLDER PROPOSAL - RECOUP INCENTIVE COMPENSATION	Shr	For

---

BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: BAX  
ISIN: US0718131099

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BLAKE E. DEVITT	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN D. FORSYTH	Mgmt	For
1C	ELECTION OF DIRECTOR: GAIL D. FOSLER	Mgmt	For

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

1D	ELECTION OF DIRECTOR: CAROLE J. SHAPAZIAN	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTING.	Shr	For

-----  
 BEST BUY CO., INC.

Agen

-----  
 Security: 086516101  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2010  
 Ticker: BBY  
 ISIN: US0865161014  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LISA M. CAPUTO BRIAN J. DUNN KATHY J. HIGGINS VICTOR ROGELIO M. REBOLLEDO GERARD R. VITTECOQ	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 26, 2011.	Mgmt	For

-----  
 BHP BILLITON LIMITED

Agen

-----  
 Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 26-Nov-2009  
 Ticker: BHP  
 ISIN: US0886061086  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE 2009 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
02	TO RE-ELECT MR CARLOS CORDEIRO AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
03	TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For

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

04	TO RE-ELECT THE HON E GAIL DE PLANQUE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
05	TO RE-ELECT MR MARIUS KLOPPERS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
06	TO RE-ELECT MR DON ARGUS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
07	TO ELECT MR WAYNE MURDY AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
08	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Mgmt	For
09	TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC	Mgmt	For
10	TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC	Mgmt	For
11	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Mgmt	For
12A	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 30 APRIL 2010	Mgmt	For
12B	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 17 JUNE 2010	Mgmt	For
12C	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 15 SEPTEMBER 2010	Mgmt	For
12D	TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 11 NOVEMBER 2010	Mgmt	For
13	TO APPROVE THE 2009 REMUNERATION REPORT	Mgmt	For
14	TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Mgmt	For

---

BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
Meeting Type: Annual  
Meeting Date: 18-May-2010  
Ticker: BXP  
ISIN: US1011211018

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		



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

	MORTIMER B. ZUCKERMAN	Mgmt	For
	CAROL B. EINIGER	Mgmt	For
	DR. JACOB A. FRENKEL	Mgmt	For
2	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION RELATING TO THE ELECTION OF DIRECTORS.	Mgmt	For
3	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
4	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
5	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

-----  
 BOSTON SCIENTIFIC CORPORATION

Agen

-----  
 Security: 101137107  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: BSX  
 ISIN: US1011371077  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Mgmt	For
1B	ELECTION OF DIRECTOR: KATHARINE T. BARTLETT	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. BYRNES	Mgmt	For
1D	ELECTION OF DIRECTOR: NELDA J. CONNORS	Mgmt	For
1E	ELECTION OF DIRECTOR: J. RAYMOND ELLIOTT	Mgmt	For
1F	ELECTION OF DIRECTOR: MARYE ANNE FOX	Mgmt	For
1G	ELECTION OF DIRECTOR: RAY J. GROVES	Mgmt	Abstain
1H	ELECTION OF DIRECTOR: ERNEST MARIO	Mgmt	Abstain
1I	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1J	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Mgmt	For
1K	ELECTION OF DIRECTOR: UWE E. REINHARDT	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
02	TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS	Mgmt	For

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

BOSTON SCIENTIFIC CORPORATION'S INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM.

03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Mgmt	Against
----	---	------	---------

---

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: BMY  
ISIN: US1101221083

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For
1D	ELECTION OF DIRECTOR: L.J. FREEH	Mgmt	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Mgmt	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SPECIAL STOCKHOLDER MEETINGS.	Mgmt	For
04	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISION - COMMON STOCK.	Mgmt	For
05	APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISIONS - PREFERRED STOCK.	Mgmt	For
06	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	Against
07	SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shr	For

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

08      REPORT ON ANIMAL USE.      Shr      Against

BROADCOM CORPORATION Agen

Security: 111320107  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: BRCM  
 ISIN: US1113201073

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOAN L. AMBLE NANCY H. HANDEL EDDY W. HARTENSTEIN JOHN E. MAJOR SCOTT A. MCGREGOR WILLIAM T. MORROW ROBERT E. SWITZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

CARNIVAL CORPORATION Agen

Security: 143658300  
 Meeting Type: Annual  
 Meeting Date: 13-Apr-2010  
 Ticker: CCL  
 ISIN: PA1436583006

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
02	TO ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
03	TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
04	TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For

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

05	TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
06	TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
07	TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
08	TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
09	TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
10	TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
11	TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
12	TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
13	TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
14	TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.	Mgmt	For
15	TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION.	Mgmt	For
16	TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.	Mgmt	For
17	TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).	Mgmt	For
18	TO APPROVE THE DIRECTORS' REMUNERATION REPORT OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).	Mgmt	For
19	TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).	Mgmt	For

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

20	TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).	Mgmt	For
21	TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES DESIRING TO IMPLEMENT SHARE BUY BACK PROGRAMS).	Mgmt	For
22	TO CONSIDER A SHAREHOLDER PROPOSAL.	Shr	Against

---

CELGENE CORPORATION Agen

Security: 151020104  
Meeting Type: Annual  
Meeting Date: 16-Jun-2010  
Ticker: CELG  
ISIN: US1510201049

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SOL J. BARER, PH.D. ROBERT J. HUGIN MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. WALTER L. ROBB, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

---

CHEVRON CORPORATION Agen

Security: 166764100  
Meeting Type: Annual  
Meeting Date: 26-May-2010  
Ticker: CVX  
ISIN: US1667641005

---

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

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

1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Mgmt	For
1B	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1D	ELECTION OF DIRECTOR: R.J. EATON	Mgmt	For
1E	ELECTION OF DIRECTOR: C. HAGEL	Mgmt	For
1F	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1G	ELECTION OF DIRECTOR: F.G. JENIFER	Mgmt	For
1H	ELECTION OF DIRECTOR: G.L. KIRKLAND	Mgmt	For
1I	ELECTION OF DIRECTOR: S. NUNN	Mgmt	For
1J	ELECTION OF DIRECTOR: D.B. RICE	Mgmt	For
1K	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1L	ELECTION OF DIRECTOR: C.R. SHOEMATE	Mgmt	For
1M	ELECTION OF DIRECTOR: J.G. STUMPF	Mgmt	For
1N	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1O	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1P	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMENDMENT TO CHEVRON'S BY-LAWS TO REDUCE THE PERCENTAGE OF STOCKHOLDINGS REQUIRED FOR STOCKHOLDERS TO CALL FOR SPECIAL MEETINGS	Mgmt	For
04	APPOINTMENT OF AN INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	For
05	HOLDING EQUITY-BASED COMPENSATION THROUGH RETIREMENT	Shr	For
06	DISCLOSURE OF PAYMENTS TO HOST GOVERNMENTS	Shr	Against
07	GUIDELINES FOR COUNTRY SELECTION	Shr	Against
08	FINANCIAL RISKS FROM CLIMATE CHANGE	Shr	Against
09	HUMAN RIGHTS COMMITTEE	Shr	Against

---

CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 12-Nov-2009  
 Ticker: CSCO

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

ISIN: US17275R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1B	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY R. CARTER	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN L. HALLA	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: MICHAEL K. POWELL	Mgmt	For
1K	ELECTION OF DIRECTOR: ARUN SARIN	Mgmt	For
1L	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1M	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	For
02	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2005 STOCK INCENTIVE PLAN, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Mgmt	For
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE EMPLOYEE STOCK PURCHASE PLAN, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2010.	Mgmt	For
05	PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
06	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ADOPT A POLICY THAT SHAREHOLDERS BE PROVIDED THE OPPORTUNITY, AT EACH ANNUAL MEETING OF SHAREHOLDERS, TO VOTE ON AN ADVISORY RESOLUTION TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS DESCRIBED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING.	Shr	For
07	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS, WITHIN SIX MONTHS, PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT	Shr	Against

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

ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE  
THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH  
IN THE ACCOMPANYING PROXY STATEMENT.

---

COLGATE-PALMOLIVE COMPANY Agen

---

Security: 194162103  
Meeting Type: Annual  
Meeting Date: 07-May-2010  
Ticker: CL  
ISIN: US1941621039

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1B	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1D	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: JOSEPH JIMENEZ	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID W. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1H	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON CHARITABLE CONTRIBUTIONS.	Shr	Against
05	STOCKHOLDER PROPOSAL ON SPECIAL STOCKHOLDER MEETINGS.	Shr	For

---

CORNING INCORPORATED Agen

---

Security: 219350105  
Meeting Type: Annual  
Meeting Date: 29-Apr-2010  
Ticker: GLW  
ISIN: US2193501051



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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM D. SMITHBURG	Mgmt	For
1D	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
1E	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
02	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	APPROVAL OF THE 2010 VARIABLE COMPENSATION PLAN.	Mgmt	For
04	APPROVAL OF THE 2010 EQUITY PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
05	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
06	SHAREHOLDER PROPOSAL CONCERNING VOTING.	Shr	For

COVIDIEN PLC

Agen

Security: G2554F105  
Meeting Type: Annual  
Meeting Date: 16-Mar-2010  
Ticker: COV  
ISIN: IE00B3QN1M21

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE AND CONSIDER THE COMPANY'S IRISH STATUTORY ACCOUNTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.	Mgmt	For
2A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
2B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
2C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
2D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
2E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
2F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Mgmt	For

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

2G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
2H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Mgmt	Abstain
2I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
2J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Mgmt	For
2K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
03	TO APPOINT INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
04	TO AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5	TO AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY SHARES. (SPECIAL RESOLUTION)	Mgmt	For

-----  
 CSX CORPORATION

Agen

Security: 126408103  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: CSX  
 ISIN: US1264081035

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: D.M. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: A. BEHRING	Mgmt	For
1C	ELECTION OF DIRECTOR: SEN. J.B. BREAUX	Mgmt	For
1D	ELECTION OF DIRECTOR: S.T. HALVERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: E.J. KELLY, III	Mgmt	For
1F	ELECTION OF DIRECTOR: G.H. LAMPHERE	Mgmt	For
1G	ELECTION OF DIRECTOR: J.D. MCPHERSON	Mgmt	For
1H	ELECTION OF DIRECTOR: T.T. O'TOOLE	Mgmt	For
1I	ELECTION OF DIRECTOR: D.M. RATCLIFFE	Mgmt	For
1J	ELECTION OF DIRECTOR: D.J. SHEPARD	Mgmt	For
1K	ELECTION OF DIRECTOR: M.J. WARD	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010	Mgmt	For

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

03 THE APPROVAL OF THE 2010 CSX STOCK AND INCENTIVE AWARD PLAN Mgmt For

-----  
 CVS CAREMARK CORPORATION

Agen

-----  
 Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: CVS  
 ISIN: US1266501006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS	Mgmt	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For
1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
2	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR.	Mgmt	For
03	PROPOSAL TO ADOPT THE COMPANY'S 2010 INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	PROPOSAL TO ADOPT AN AMENDMENT TO THE COMPANY'S CHARTER TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING PRINCIPLES TO STOP GLOBAL WARMING.	Shr	Against

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

-----  
DANAHER CORPORATION

Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 11-May-2010  
Ticker: DHR  
ISIN: US2358511028  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	For
1C	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
03	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS TAKE THE STEPS NECESSARY TO DECLASSIFY THE BOARD OF DIRECTORS WITHIN ONE YEAR, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

-----  
DEERE & COMPANY

Agen

Security: 244199105  
Meeting Type: Annual  
Meeting Date: 24-Feb-2010  
Ticker: DE  
ISIN: US2441991054  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
02	COMPANY PROPOSAL #1 - AMEND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS	Mgmt	For
03	COMPANY PROPOSAL #2 - AMEND THE JOHN DEERE OMNIBUS EQUITY AND INCENTIVE PLAN	Mgmt	For
04	COMPANY PROPOSAL #3 - RE-APPROVE THE JOHN DEERE	Mgmt	For

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

### SHORT-TERM INCENTIVE BONUS PLAN

05	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2010	Mgmt	For
06	STOCKHOLDER PROPOSAL #1 - CEO PAY DISPARITY	Shr	Against
07	STOCKHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
08	STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND CHAIRMAN RESPONSIBILITIES	Shr	For

---

### EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 02-Feb-2010  
 Ticker: EMR  
 ISIN: US2910111044

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR C.A.H. BOERSIG* C. FERNANDEZ G.* W.J. GALVIN* R.L. STEPHENSON* V.R. LOUCKS, JR.** R.L. RIDGWAY**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. ANNUAL INCENTIVE PLAN.	Mgmt	For
03	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

---

### EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 26-May-2010  
 Ticker: XOM  
 ISIN: US30231G1022

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN	Mgmt	For

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

	P. BRABECK-LETMATHE	Mgmt	For
	L.R. FAULKNER	Mgmt	For
	J.S. FISHMAN	Mgmt	For
	K.C. FRAZIER	Mgmt	For
	W.W. GEORGE	Mgmt	For
	M.C. NELSON	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	S.S REINEMUND	Mgmt	For
	R.W. TILLERSON	Mgmt	For
	E.E. WHITACRE, JR.	Mgmt	For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 52)	Mgmt	For
03	SPECIAL SHAREHOLDER MEETINGS (PAGE 54)	Shr	For
04	INCORPORATE IN NORTH DAKOTA (PAGE 55)	Shr	Against
05	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)	Shr	For
06	AMENDMENT OF EEO POLICY (PAGE 57)	Shr	Against
07	POLICY ON WATER (PAGE 59)	Shr	Against
08	WETLANDS RESTORATION POLICY (PAGE 60)	Shr	Against
09	REPORT ON CANADIAN OIL SANDS (PAGE 62)	Shr	Against
10	REPORT ON NATURAL GAS PRODUCTION (PAGE 64)	Shr	Against
11	REPORT ON ENERGY TECHNOLOGY (PAGE 65)	Shr	Against
12	GREENHOUSE GAS EMISSIONS GOALS (PAGE 67)	Shr	Against
13	PLANNING ASSUMPTIONS (PAGE 69)	Shr	Against

-----  
 FEDEX CORPORATION

Agen

-----  
 Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 28-Sep-2009  
 Ticker: FDX  
 ISIN: US31428X1063  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1C	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1D	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1E	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For

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

1F	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1G	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For
1H	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1I	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For
1K	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON EXECUTIVE PAY.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM PRINCIPLES.	Shr	Against

---

FREEMPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2010  
 Ticker: FCX  
 ISIN: US35671D8570

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		
	RICHARD C. ADKERSON	Mgmt	For
	ROBERT J. ALLISON, JR.	Mgmt	For
	ROBERT A. DAY	Mgmt	For
	GERALD J. FORD	Mgmt	For
	H. DEVON GRAHAM, JR.	Mgmt	For
	CHARLES C. KRULAK	Mgmt	For
	BOBBY LEE LACKEY	Mgmt	For
	JON C. MADONNA	Mgmt	For
	DUSTAN E. MCCOY	Mgmt	For
	JAMES R. MOFFETT	Mgmt	For
	B. M. RANKIN, JR.	Mgmt	For
	STEPHEN H. SIEGELE	Mgmt	For
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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

3	ADOPTION OF THE AMENDED AND RESTATED 2006 STOCK INCENTIVE PLAN.	Mgmt	For
4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shr	Against
5	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY REQUIRING SENIOR EXECUTIVES TO RETAIN SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT.	Shr	For

---

FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
Meeting Type: Annual  
Meeting Date: 11-May-2010  
Ticker: FMS  
ISIN: US3580291066

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2009	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	RESOLUTION ON THE APPROVAL OF THE SYSTEM OF REMUNERATION OF THE MANAGEMENT BOARD MEMBERS OF THE GENERAL PARTNER	Mgmt	For
06	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FISCAL YEAR 2010	Mgmt	For
07	RESOLUTION ON THE CANCELLATION OF THE EXISTING AND THE CREATION OF NEW AUTHORISED CAPITALS, ON THE EXCLUSION OF PRE-EMPTION RIGHTS AND THE AMENDMENT OF ARTICLE 4 (3) AND OF ARTICLE 4 (4) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY	Mgmt	For
08	RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR THE ADAPTATION OF AMENDMENTS TO THE GERMAN STOCK CORPORATION ACT	Mgmt	For



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

09	RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 II GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY	Mgmt	For
----	---	------	-----

-----  
GAP INC.

Agen

Security: 364760108  
Meeting Type: Annual  
Meeting Date: 18-May-2010  
Ticker: GPS  
ISIN: US3647601083

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ADRIAN D.P. BELLAMY DOMENICO DE SOLE ROBERT J. FISHER WILLIAM S. FISHER BOB L. MARTIN JORGE P. MONTOYA GLENN K. MURPHY JAMES M. SCHNEIDER MAYO A. SHATTUCK III KNEELAND C. YOUNGBLOOD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 29, 2011.	Mgmt	For
03	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE GAP, INC. EXECUTIVE MANAGEMENT INCENTIVE COMPENSATION AWARD PLAN.	Mgmt	For

-----  
GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
Meeting Type: Annual  
Meeting Date: 05-May-2010  
Ticker: GD  
ISIN: US3695501086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: NICHOLAS D. CHABRAJA	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM P. FRICKS	Mgmt	For

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

1D	ELECTION OF DIRECTOR: JAY L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: GEORGE A. JOULWAN	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL G. KAMINSKI	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN M. KEANE	Mgmt	For
1H	ELECTION OF DIRECTOR: LESTER L. LYLES	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM A. OSBORN	Mgmt	For
1K	ELECTION OF DIRECTOR: ROBERT WALMSLEY	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE.	Shr	Against

-----  
 GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2010  
 Ticker: GE  
 ISIN: US3696041033

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A2	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A3	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Mgmt	For
A4	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A5	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A6	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A7	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A8	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A10	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A12	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A13	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For

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

A14	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	RATIFICATION OF KPMG	Mgmt	For
C1	SHAREOWNER PROPOSAL: CUMULATIVE VOTING	Shr	Against
C2	SHAREOWNER PROPOSAL: SPECIAL SHAREOWNER MEETINGS	Shr	For
C3	SHAREOWNER PROPOSAL: INDEPENDENT BOARD CHAIRMAN	Shr	For
C4	SHAREOWNER PROPOSAL: PAY DISPARITY	Shr	Against
C5	SHAREOWNER PROPOSAL: KEY BOARD COMMITTEES	Shr	Against
C6	SHAREOWNER PROPOSAL: ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 GOLDCORP INC.

Agen

Security: 380956409  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: GG  
 ISIN: CA3809564097

Prop.#	Proposal	Proposal Type	Proposal Vote
A	DIRECTOR IAN W. TELFER DOUGLAS M. HOLTBY CHARLES A. JEANNES JOHN P. BELL LAWRENCE I. BELL BEVERLEY A. BRISCOE PETER J. DEY P. RANDY REIFEL A. DAN ROVIG KENNETH F. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
B	IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Mgmt	For
C	THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Shr	Against

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

GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 13-May-2010  
 Ticker: GOOG  
 ISIN: US38259P5089

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
03	THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 6,500,000.	Mgmt	Against
04	A STOCKHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	A STOCKHOLDER PROPOSAL REGARDING ONLINE ADVERTISING, PRIVACY, AND SENSITIVE INFORMATION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
06	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF HUMAN RIGHTS PRINCIPLES WITH RESPECT TO BUSINESS IN CHINA, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

HANESBRANDS INC.

Agen

Security: 410345102  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: HBI  
 ISIN: US4103451021

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LEE A. CHADEN	Mgmt	For

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

BOBBY J. GRIFFIN	Mgmt	For
JAMES C. JOHNSON	Mgmt	For
JESSICA T. MATHEWS	Mgmt	For
J. PATRICK MULCAHY	Mgmt	For
RONALD L. NELSON	Mgmt	For
RICHARD A. NOLL	Mgmt	For
ANDREW J. SCHINDLER	Mgmt	For
ANN E. ZIEGLER	Mgmt	Withheld
02 TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR HANESBRANDS' 2010 FISCAL YEAR	Mgmt	For

---

HEARTWARE INTERNATIONAL, INC.

Agen

Security: 422368100  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: HTWR  
ISIN: US4223681002

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DOUGLAS GODSHALL SETH HARRISON ROBERT STOCKMAN	Mgmt Mgmt Mgmt	For For For
02	TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
03	TO APPROVE THE GRANT OF 120,000 RESTRICTED STOCK UNITS TO DOUGLAS GODSHALL ON THE TERMS SET OUT IN THE ACCOMPANYING PROXY STATEMENT.	Mgmt	For
04	TO APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO ROBERT THOMAS.	Mgmt	For
05	TO APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO SETH HARRISON.	Mgmt	For
06	TO APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO TIMOTHY BARBERICH.	Mgmt	For
07	TO APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO CHRISTINE BENNETT.	Mgmt	For
08	TO APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO CHARLES RAYMOND LARKIN, JR.	Mgmt	For
09	TO APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO ROBERT STOCKMAN.	Mgmt	For

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

10	TO APPROVE THE GRANT OF 1,000 RESTRICTED STOCK UNITS AND 1,000 STOCK OPTIONS TO DENIS WADE.	Mgmt	For
11	TO APPROVE THE INCREASE IN MAXIMUM ANNUAL AGGREGATE DIRECTORS' FEES PAYABLE TO NON-EXECUTIVE DIRECTORS TO \$750,000 TO BE ALLOCATED BETWEEN DIRECTORS AS ARE DETERMINED BY THE COMPANY.	Mgmt	For
12	IF DOUGLAS GODSHALL IS APPOINTED AS YOUR PROXY, OR MAY BE APPOINTED BY DEFAULT AND YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE AS YOUR PROXY IN RESPECT OF PROPOSALS 3-11, PLEASE PLACE A MARK IN THE BOX. BY MARKING THE "FOR" BOX YOU ACKNOWLEDGE THAT MR. GODSHALL MAY EXERCISE YOUR PROXY EVEN IF HE HAS AN INTEREST IN THE OUTCOME OF THE PROPOSALS, BY MARKING "AGAINST" AND YOU HAVE NOT DIRECTED YOUR PROXY HOW TO VOTE, MR. GODSHALL WILL NOT VOTE YOUR SHARES AND YOUR VOTES WILL NOT BE COUNTED.	Mgmt	Against

-----  
HEARTWARE INTL INC

Agen

Security: U4229L107  
Meeting Type: AGM  
Meeting Date: 30-Jul-2009  
Ticker:  
ISIN: AU000000HIN4  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE "IN FAVOR" OR 'ABSTAIN' ONLY FOR RESOLUTION NUMBERS 1.1 AND 1.2. THANK YOU.	Non-Voting	No vote
1.1	Elect Dr. Christine Bennett as Director, identified in the accompanying proxy statement, to hold office until Heartware International Inc., annual meeting of stockholders to be held in 2012 and until his or her successor is duly elected and qualified	Mgmt	For
1.2	Elect Dr. Denis Wade as Director, identified in the accompanying proxy statement, to hold office until Heartware International Inc., annual meeting of stockholders to be held in 2012 and until his or her successor is duly elected and qualified	Mgmt	For
2.	Appoint Grant Thornton LLP as Heartware International Inc., Independent Auditors for the FY ending 31 DEC 2009	Mgmt	For
3.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 34,285 restricted stock units to Mr. Douglas	Mgmt	For

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

Godshall on the terms as specified

- |    |  |            |         |
|----|--|------------|---------|
| 4. | Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 2,250 restricted stock units to Mr. C. Raymond Larkin, Jr., on the terms as specified | Mgmt       | For     |
|    | Transact any other business  | Non-Voting | No vote |

-----  
HEARTWARE INTL INC

Agen

Security: U4229L107  
Meeting Type: SGM  
Meeting Date: 27-Oct-2009  
Ticker:  
ISIN: AU000000HIN4  
-----

- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 1 AND 2 VOTES CAST BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE PROPOSAL/S WILL BE DISREGARDED. HENCE, IF YOU HAVE OBTAINED BENEFIT OR DO EXPECT TO OBTAIN FUTURE BENEFIT YOU SHOULD NOT VOTE (OR VOTE "ABSTAIN") FOR THE RELEVANT PROPOSAL ITEMS.  | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT THIS IS A REVISION DUE TO DELETION OF A COMMENT. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.  | Non-Voting    | No vote       |
| 1.     | Ratify, for the purposes of the Australian Securities Exchange Listing Rule 7.4, the issuance and sale by the Company of 1,340,798 shares of its common stock, par value AUD 0.001 per share [or 46,927,930 CDIs], pursuant to certain Securities Purchase Agreements, entered into by and among the Company and certain U.S. investors on or about 10 AUG 2009 in connection with a private placement transaction and pursuant to subscription application from certain Australian Investors received on or about 13 AUG 2009 in connection with a private placement transaction | Mgmt          | For           |
| 2.     | Approve, for the purposes of the Australian Securities Exchange Listing Rule 7.1, NASDAQ Stock Market Rule 5635(b) and NASDAQ Stock Market Rule 5635(d) and for all other purposes, the issuance and sale by the Company of 1,396,475 shares of its common stock, par value AUD 0.001 per share [or 48,876,625 CDIs], pursuant to certain Securities Purchase Agreement, entered into by and among the Company and certain U.S. investors on or about 10 AUG 2009 in connection   | Mgmt          | For           |

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

with a private placement transaction, subscription applications from certain Australian investors received on or about 13 AUG 2009 in connection with a private placement transaction and a securities purchase agreement that the Company expects to enter into in SEP 2009 with an accredited investor in the United States in connection with a private placement of 10,000 shares

- |    |  |      |     |
|----|--|------|-----|
| 3. | Approve to grant the Board of Directors of the Company discretionary authority to adjourn the special meeting, if necessary, and to solicit additional proxies if there are not sufficient votes in favor of proposal number 1, as specified | Mgmt | For |
|----|--|------|-----|

-----  
HEARTWARE INTL INC

Agen

Security: U4229L107  
Meeting Type: AGM  
Meeting Date: 04-May-2010  
Ticker:  
ISIN: AU000000HIN4  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
	VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 3, 4, 5, 6, 7, 8, 9, 10,11 AND VOTES CAST BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE PROPOSAL/S WILL BE DISREGARDED. HENCE, IF YOU HAVE OBTAINED BENEFIT OR DO EXPECT TO OBTAIN FUTURE BENEFIT YOU SHOULD NOT VOTE (OR VOTE "ABSTAIN") FOR THE RELEVANT PROPOSAL ITEMS.	Non-Voting	No vote
	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST' ONLY FOR RESOLUTIONS "2 to 11" AND 'IN FAVOR' OR 'ABSTAIN' ONLY FOR RESOLUTION NUMBERS "1.1, 1.2 AND 1.3". THANK YOU.	Non-Voting	No vote
1.1	Election of Douglas Godshall as a Director, to hold office until our annual meeting of stockholders to be held in 2013 and until his or her successor is duly elected and qualified	Mgmt	For
1.2	Election of Seth Harrison as a Director, to hold office until our annual meeting of stockholders to be held in 2013 and until his or her successor is duly elected and qualified	Mgmt	For
1.3	Election of Robert Stockman as a Director, to hold office until our annual meeting of stockholders to be held in 2013 and until his or her successor is duly elected and qualified	Mgmt	For
2.	Ratify the appointment of Grant Thornton LLP	Mgmt	For



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

as our Independent Registered Public Accounting Firm for the FYE 31 DEC 2010

3.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 120,000 restricted stock units to Douglas Godshall on the terms set out in the accompanying proxy statement	Mgmt	For
4.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 1,000 restricted stock units and 1,000 stock options to Robert Thomas on the terms set out in the accompanying proxy statement	Mgmt	For
5.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 1,000 restricted stock units and 1,000 stock options to Seth Harrison on the terms set out in the accompanying proxy statement	Mgmt	For
6.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 1,000 restricted stock units and 1,000 stock options to Timothy Barberich on the terms set out in the accompanying proxy statement	Mgmt	For
7.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 1,000 restricted stock units and 1,000 stock options to Christine Bennett on the terms set out in the accompanying proxy statement	Mgmt	For
8.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 1,000 restricted stock units and 1,000 stock options to Charles Raymond Larkin, Jr. on the terms set out in the accompanying proxy statement	Mgmt	For
9.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 1,000 restricted stock units and 1,000 stock options to Robert Stockman on the terms set out in the accompanying proxy statement	Mgmt	For
10.	Approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 1,000 restricted stock units and 1,000 stock options to Denis Wade on the terms set out in the accompanying proxy statement	Mgmt	For
11.	Approve, for the purposes of ASX Listing Rule 10.17 and for all other purposes, the increase in the maximum annual aggregate Directors' fees payable to the non-executive Directors of the Company to AUD 750,000 per annum to be allocated between the Directors in such proportions as are determined by the Company	Mgmt	For
	Transact such other business	Non-Voting	No vote

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

-----  
 HESS CORPORATION

Agen

Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2010  
 Ticker: HES  
 ISIN: US42809H1077  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR N.F. BRADY G.P. HILL T.H. KEAN F.A. OLSON	Mgmt Mgmt Mgmt Mgmt	Withheld For Withheld Withheld
2	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For
3	APPROVAL OF AMENDMENT TO 2008 LONG-TERM INCENTIVE PLAN TO INCREASE SHARES AVAILABLE FOR AWARD BY 8 MILLION SHARES.	Mgmt	For
4	STOCKHOLDER PROPOSAL REQUESTING THE COMPANY TO PROVIDE A REPORT ON POLITICAL SPENDING AND POLICIES.	Shr	Against

-----  
 HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
 Meeting Type: Annual  
 Meeting Date: 17-Mar-2010  
 Ticker: HPQ  
 ISIN: US4282361033  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR : M.L. ANDREESSEN	Mgmt	For
1B	ELECTION OF DIRECTOR : L.T. BABBIO, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR : S.M. BALDAUF	Mgmt	For
1D	ELECTION OF DIRECTOR : R.L. GUPTA	Mgmt	For
1E	ELECTION OF DIRECTOR : J.H. HAMMERGREN	Mgmt	For
1F	ELECTION OF DIRECTOR : M.V. HURD	Mgmt	For
1G	ELECTION OF DIRECTOR : J.Z. HYATT	Mgmt	For

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

1H	ELECTION OF DIRECTOR : J.R. JOYCE	Mgmt	For
1I	ELECTION OF DIRECTOR : R.L. RYAN	Mgmt	For
1J	ELECTION OF DIRECTOR : L.S. SALHANY	Mgmt	For
1K	ELECTION OF DIRECTOR : G.K. THOMPSON	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING OCTOBER 31, 2010.	Mgmt	For
03	PROPOSAL TO APPROVE THE AMENDED AND RESTATED HEWLETT-PACKARD COMPANY 2004 STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO CONDUCT AN ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 ILLINOIS TOOL WORKS INC.

Agen

-----  
 Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: ITW  
 ISIN: US4523081093  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: DON H. DAVIS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT C. MCCORMACK	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES A. SKINNER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID B. SMITH, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: DAVID B. SPEER	Mgmt	For
1I	ELECTION OF DIRECTOR: PAMELA B. STROBEL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, REQUESTING REPORTS ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against

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

-----  
 INTEL CORPORATION

Agen

Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: INTC  
 ISIN: US4581401001  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Mgmt	For
1I	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For

-----  
 INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: IBM  
 ISIN: US4592001014  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.J.P. BELDA	Mgmt	For
1B	ELECTION OF DIRECTOR: C. BLACK	Mgmt	For

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

1C	ELECTION OF DIRECTOR: W.R. BRODY	Mgmt	For
1D	ELECTION OF DIRECTOR: K.I. CHENAULT	Mgmt	For
1E	ELECTION OF DIRECTOR: M.L. ESKEW	Mgmt	For
1F	ELECTION OF DIRECTOR: S.A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: A.N. LIVERIS	Mgmt	For
1H	ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: T. NISHIMURO	Mgmt	For
1J	ELECTION OF DIRECTOR: J.W. OWENS	Mgmt	For
1K	ELECTION OF DIRECTOR: S.J. PALMISANO	Mgmt	For
1L	ELECTION OF DIRECTOR: J.E. SPERO	Mgmt	For
1M	ELECTION OF DIRECTOR: S. TAUREL	Mgmt	For
1N	ELECTION OF DIRECTOR: L.H. ZAMBRANO	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ANNUAL INCENTIVE PAYOUT	Shr	For
04	STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING	Shr	Against
05	STOCKHOLDER PROPOSAL ON NEW THRESHOLD FOR CALLING SPECIAL MEETINGS	Shr	For
06	STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	Against

-----  
 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: JNJ  
 ISIN: US4781601046

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Mgmt	For

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

1E	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1F	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID SATCHER	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
04	SPECIAL SHAREOWNER MEETINGS	Shr	For

---

LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109  
 Meeting Type: Annual  
 Meeting Date: 27-May-2010  
 Ticker: LNC  
 ISIN: US5341871094

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR WILLIAM J. AVERY WILLIAM H. CUNNINGHAM WILLIAM PORTER PAYNE PATRICK S. PITTARD	Mgmt Mgmt Mgmt Mgmt	For For For For
2	TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
3	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE.	Mgmt	For
4	VOTE TO APPROVE AN ADVISORY PROPOSAL ON THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For

---

LOCKHEED MARTIN CORPORATION

Agen

Security: 539830109  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010

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

Ticker: LMT  
ISIN: US5398301094

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID B. BURRITT	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES O. ELLIS JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
1F	ELECTION OF DIRECTOR: JAMES M. LOY	Mgmt	For
1G	ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE	Mgmt	For
1H	ELECTION OF DIRECTOR: JOSEPH W. RALSTON	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES M. SCHNEIDER	Mgmt	For
1J	ELECTION OF DIRECTOR: ANNE STEVENS	Mgmt	For
1K	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL: REPORT ON SPACE-BASED WEAPONS PROGRAM	Shr	Against

MCAFEE, INC.

Agen

Security: 579064106  
Meeting Type: Annual  
Meeting Date: 17-Jun-2010  
Ticker: MFE  
ISIN: US5790641063

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MR. THOMAS E. DARCY	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. DENIS J. O'LEARY	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. ROBERT W. PANGIA	Mgmt	For
02	APPROVAL OF OUR 2010 EQUITY INCENTIVE PLAN	Mgmt	For
03	APPROVAL OF OUR 2010 DIRECTOR EQUITY PLAN	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE	Mgmt	For

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

LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR  
THE YEAR ENDING DECEMBER 31, 2010

-----  
MCDONALD'S CORPORATION

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 20-May-2010  
Ticker: MCD  
ISIN: US5801351017

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: ROGER W. STONE	Mgmt	For
1D	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
02	APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2010.	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For
04	SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTE.	Shr	For
05	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.	Shr	Against
06	SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.	Shr	Against

-----  
MERCK & CO., INC.

Agen

Security: 589331107  
Meeting Type: Special  
Meeting Date: 07-Aug-2009  
Ticker: MRK  
ISIN: US5893311077

Prop.#	Proposal	Proposal Type	Proposal Vote
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG MERCK & CO., INC., SCHERING-PLOUGH CORPORATION,	Mgmt	For



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

SP MERGER SUBSIDIARY ONE, INC. (FORMERLY BLUE,  
INC.) AND SP MERGER SUBSIDIARY TWO, INC. (FORMERLY  
PURPLE, INC.), AS IT MAY BE AMENDED.

-----  
MERCK & CO., INC.

Agen

Security: 58933Y105  
Meeting Type: Annual  
Meeting Date: 25-May-2010  
Ticker: MRK  
ISIN: US58933Y1055  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B	ELECTION OF DIRECTOR: THOMAS R. CECH	Mgmt	For
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: HARRY R. JACOBSON	Mgmt	For
1H	ELECTION OF DIRECTOR: WILLIAM N. KELLEY	Mgmt	For
1I	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For
1J	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1K	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Mgmt	For
1M	ELECTION OF DIRECTOR: THOMAS E. SHENK	Mgmt	For
1N	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
1O	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Mgmt	For
1P	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1Q	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	PROPOSAL TO ADOPT THE 2010 INCENTIVE STOCK PLAN.	Mgmt	For
04	PROPOSAL TO ADOPT THE 2010 NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN.	Mgmt	For

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

-----  
 MICROSOFT CORPORATION

Agen

-----  
 Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2009  
 Ticker: MSFT  
 ISIN: US5949181045  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
02	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
03	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Mgmt	For
05	ELECTION OF DIRECTOR: REED HASTINGS	Mgmt	For
06	ELECTION OF DIRECTOR: MARIA KLAWE	Mgmt	For
07	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
08	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
09	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
10	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR	Mgmt	For
11	TO APPROVE AMENDMENTS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION	Mgmt	For
12	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
13	SHAREHOLDER PROPOSAL - ADOPTION OF HEALTHCARE REFORM PRINCIPLES	Shr	Against
14	SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS	Shr	Against

-----  
 MONSANTO COMPANY

Agen

-----  
 Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 26-Jan-2010  
 Ticker: MON  
 ISIN: US61166W1018  
 -----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRANK V. ATLEE III	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D	Mgmt	For
1C	ELECTION OF DIRECTOR: ARTHUR H. HARPER	Mgmt	For
1D	ELECTION OF DIRECTOR: GWENDOLYN S. KING	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF PERFORMANCE GOALS UNDER THE MONSANTO COMPANY 2005 LONG-TERM INCENTIVE PLAN.	Mgmt	For

-----  
 NESTLE S A

Agen

-----  
 Security: H57312649  
 Meeting Type: AGM  
 Meeting Date: 15-Apr-2010  
 Ticker:  
 ISIN: CH0038863350  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting	No vote
	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 603908 INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	No vote
1.1	Approve the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2009	Mgmt	No vote
1.2	Approve the acceptance of the compensation report 2009	Mgmt	No vote
2.	Approve to release the Members of the Board of Directors and of the Management	Mgmt	No vote

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

3.	Approve the appropriation of profits resulting from the balance sheet of Nestle S.A Retained earnings as specified provided that the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 1.60 per share, representing a net amount of CHF 1.04 per share after payment of the Swiss withholding tax of 35% the last trading day with entitlement to receive the dividend is 16 APR 2010, the shares will be traded ex dividend as of 19 APR 2010, the net dividend will be payable as from 22 APR 2010	Mgmt	No vote
4.1.1	Re-elections of Mr. Peter Brabeck-Letmathe to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.2	Re-elections of Mr. Steven G. Hoch, to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.3	Re-elections of Mr.Andre Kudelski to the Board of Directors for a term of 3 years	Mgmt	No vote
4.1.4	Re-elections of Mr.Jean-Rene Fourtou to the Board of Directors for a term of 2 years	Mgmt	No vote
4.2.1	Elections of Mrs. Titia de Lange to the Board of Directors for a term of 3 years	Mgmt	No vote
4.2.2	Elections of Mr. Jean-Pierre Roth to the Board of Directors for a term of 3 years	Mgmt	No vote
4.3	Re-election of KPMG S.A., Geneva branch for a term of 1year	Mgmt	No vote
5.	Approve the cancellation of 185,000.000 shares repurchased under the share buy-back programme, and reduction of share capital by CHF 18,500.000, and amend the Article 3 of the Articles of Association as specified	Mgmt	No vote
6.	Amend the New Article 4 of the Articles of Association as specified	Mgmt	No vote

---

NESTLE S.A.

Agen

Security: 641069406  
Meeting Type: Annual  
Meeting Date: 15-Apr-2010  
Ticker: NSRGY  
ISIN: US6410694060

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	APPROVAL OF ANNUAL REPORT, FIN. STATEMENTS OF NESTLE S.A. AND CONSOLIDATED FIN. STATEMENTS	Mgmt	For

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

OF THE NESTLE GROUP FOR 2009.

1B	ACCEPTANCE OF THE COMPENSATION REPORT 2009 (NON-BINDING ADVISORY VOTE).	Mgmt	For
02	RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT.	Mgmt	For
03	APPROPRIATION OF PROFITS RESULTING FROM THE BALANCE SHEET OF NESTLE S.A. (PROPOSED DIVIDEND) FOR THE FINANCIAL YEAR 2009.	Mgmt	For
4A1	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. ANDRE KUDELSKI (FOR A TERM OF THREE YEARS).	Mgmt	For
4A2	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. JEAN-RENE FOURTOU (FOR A TERM OF TWO YEARS).	Mgmt	For
4A3	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. STEVEN G. HOCH (FOR A TERM OF THREE YEARS).	Mgmt	For
4A4	RE-ELECTION TO THE BOARD OF DIRECTORS: MR. PETER BRABECK-LETMATHE (FOR A TERM OF THREE YEARS).	Mgmt	For
4B1	ELECTION TO THE BOARD OF DIRECTOR: MRS. TITIA DE LANGE (FOR A TERM OF THREE YEARS).	Mgmt	For
4B2	ELECTION TO THE BOARD OF DIRECTOR: MR. JEAN-PIERRE ROTH (FOR A TERM OF THREE YEARS).	Mgmt	For
4C	RE-ELECTION OF THE STATUTORY AUDITORS KPMG S.A., GENEVA BRANCH (FOR A TERM OF ONE YEAR).	Mgmt	For
05	CAPITAL REDUCTION (BY CANCELLATION OF SHARES).	Mgmt	For
06	OTHER AMENDMENTS IN THE ARTICLES OF ASSOCIATION.	Mgmt	For
07	MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN	Mgmt	Against

-----  
 NIKE, INC.

Agen

-----  
 Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2009  
 Ticker: NKE  
 ISIN: US6541061031  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JILL K. CONWAY ALAN B. GRAF, JR. JOHN C. LECHLEITER	Mgmt Mgmt Mgmt	For For For

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

02	TO APPROVE AN AMENDMENT TO THE NIKE, INC. EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

---

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 07-May-2010  
Ticker: OXY  
ISIN: US6745991058

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM	Mgmt	Against
1B	ELECTION OF DIRECTOR: JOHN S. CHALSTY	Mgmt	Against
1C	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	Against
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN	Mgmt	Against
1E	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	Against
1F	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	Against
1G	ELECTION OF DIRECTOR: RAY R. IRANI	Mgmt	Against
1H	ELECTION OF DIRECTOR: IRVIN W. MALONEY	Mgmt	Against
1I	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	Against
1J	ELECTION OF DIRECTOR: RODOLFO SEGOVIA	Mgmt	Against
1K	ELECTION OF DIRECTOR: AZIZ D. SYRIANI	Mgmt	Against
1L	ELECTION OF DIRECTOR: ROSEMARY TOMICH	Mgmt	Against
1M	ELECTION OF DIRECTOR: WALTER L. WEISMAN	Mgmt	Against
02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Mgmt	For
03	RE-APPROVAL OF PERFORMANCE GOALS UNDER INCENTIVE PLAN PURSUANT TO TAX DEDUCTION RULES.	Mgmt	For
04	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION PHILOSOPHY AND PRACTICE.	Mgmt	Against
05	ELIMINATION OF COMPENSATION OVER \$500,000 PER YEAR.	Shr	Against
06	POLICY TO SEPARATE CHAIRMAN AND CHIEF EXECUTIVE	Shr	For

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

### OFFICER ROLES.

07	PERCENTAGE OF STOCKHOLDER OWNERSHIP REQUIRED TO CALL SPECIAL MEETING OF STOCKHOLDERS.	Shr	For
08	REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.	Shr	Against
09	DIRECTOR ELECTION BY MAJORITY STOCKHOLDER VOTE.	Shr	Against
10	REPORT ON INCREASING INHERENT SECURITY OF CHEMICAL FACILITIES.	Shr	Against
11	POLICY ON ACCELERATED VESTING IN EVENT OF CHANGE IN CONTROL.	Shr	For

-----  
 ORACLE CORPORATION

Agen

-----  
 Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 07-Oct-2009  
 Ticker: ORCL  
 ISIN: US68389X1054  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY DONALD L. LUCAS CHARLES E. PHILLIPS, JR NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld For For For For For For Withheld For For For For Withheld
02	PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2010 EXECUTIVE BONUS PLAN.	Mgmt	For
03	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2010.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.	Shr	For

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

PACCAR INC

Agen

Security: 693718108  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: PCAR  
 ISIN: US6937181088

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALISON J. CARNWATH ROBERT T. PARRY JOHN M. PIGOTT GREGORY M.E. SPIERKEL	Mgmt Mgmt Mgmt Mgmt	For For For For
02	STOCKHOLDER PROPOSAL REGARDING THE SUPERMAJORITY VOTE PROVISIONS	Shr	For
03	STOCKHOLDER PROPOSAL REGARDING A DIRECTOR VOTE THRESHOLD	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING COMPOSITION OF THE COMPENSATION COMMITTEE	Shr	Against

PAYCHEX, INC.

Agen

Security: 704326107  
 Meeting Type: Annual  
 Meeting Date: 13-Oct-2009  
 Ticker: PAYX  
 ISIN: US7043261079

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: B. THOMAS GOLISANO	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID J.S. FLASCHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: GRANT M. INMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: PAMELA A. JOSEPH	Mgmt	For
1E	ELECTION OF DIRECTOR: JONATHAN J. JUDGE	Mgmt	For
1F	ELECTION OF DIRECTOR: JOSEPH M. TUCCI	Mgmt	For
1G	ELECTION OF DIRECTOR: JOSEPH M. VELLI	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION	Mgmt	For



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

OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM.

---

PEABODY ENERGY CORPORATION

Agen

Security: 704549104  
Meeting Type: Annual  
Meeting Date: 04-May-2010  
Ticker: BTU  
ISIN: US7045491047

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		
	GREGORY H. BOYCE	Mgmt	For
	WILLIAM A. COLEY	Mgmt	For
	WILLIAM E. JAMES	Mgmt	For
	ROBERT B. KARN III	Mgmt	For
	M. FRANCES KEETH	Mgmt	For
	HENRY E. LENTZ	Mgmt	For
	ROBERT A. MALONE	Mgmt	For
	WILLIAM C. RUSNACK	Mgmt	For
	JOHN F. TURNER	Mgmt	For
	ALAN H. WASHKOWITZ	Mgmt	For
2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

---

PEPSICO, INC.

Agen

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 05-May-2010  
Ticker: PEP  
ISIN: US7134481081

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.L. BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Mgmt	For
1D	ELECTION OF DIRECTOR: V.J. DZAU	Mgmt	For
1E	ELECTION OF DIRECTOR: R.L. HUNT	Mgmt	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Mgmt	For

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

1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Mgmt	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Mgmt	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Mgmt	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Mgmt	For
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Mgmt	Against
02	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Mgmt	For
03	APPROVAL OF AMENDMENT TO PEPSICO, INC. 2007 LONG-TERM INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS REPORT (PROXY STATEMENT P. 67)	Shr	Against
05	SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDERS MEETING (PROXY STATEMENT P. 68)	Shr	For
06	SHAREHOLDER PROPOSAL - PUBLIC POLICY REPORT (PROXY STATEMENT P. 70)	Shr	Against

-----  
 PFIZER INC.

Agen

-----  
 Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2010  
 Ticker: PFE  
 ISIN: US7170811035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT N. BURT	Mgmt	For
1E	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1F	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1H	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1I	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1J	ELECTION OF DIRECTOR: JEFFREY B. KINDLER	Mgmt	For

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

1K	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	For
1M	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1N	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1O	ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
04	APPROVAL OF BY-LAW AMENDMENT TO REDUCE THE PERCENTAGE OF SHARES REQUIRED FOR SHAREHOLDERS TO CALL SPECIAL MEETINGS.	Mgmt	For
05	SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.	Shr	Against

---

PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
Meeting Type: Annual  
Meeting Date: 12-May-2010  
Ticker: PM  
ISIN: US7181721090

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Mgmt	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA	Mgmt	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Mgmt	For
1D	ELECTION OF DIRECTOR: J.DUDLEY FISHBURN	Mgmt	For
1E	ELECTION OF DIRECTOR: JENNIFER LI	Mgmt	For
1F	ELECTION OF DIRECTOR: GRAHAM MACKAY	Mgmt	For
1G	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Mgmt	For
1H	ELECTION OF DIRECTOR: LUCIO A. NOTO	Mgmt	For
1I	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Mgmt	For
1J	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND	Shr	Against

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

TOBACCO USE

04	STOCKHOLDER PROPOSAL 2 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS	Shr	Against
----	---	-----	---------

---

PRUDENTIAL FINANCIAL, INC.

Agen

Security: 744320102  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: PRU  
 ISIN: US7443201022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Mgmt	For
1C	ELECTION OF DIRECTOR: GASTON CAPERTON	Mgmt	For
1D	ELECTION OF DIRECTOR: GILBERT F. CASELLAS	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES G. CULLEN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Mgmt	For
1G	ELECTION OF DIRECTOR: MARK B. GRIER	Mgmt	For
1H	ELECTION OF DIRECTOR: JON F. HANSON	Mgmt	For
1I	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1J	ELECTION OF DIRECTOR: KARL J. KRAPEK	Mgmt	For
1K	ELECTION OF DIRECTOR: CHRISTINE A. POON	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN R. STRANGFELD	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES A. UNRUH	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	ADVISORY VOTE ON COMPENSATION POLICIES.	Mgmt	For

---

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010

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

Ticker: PEG  
ISIN: US7445731067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: CONRAD K.HARPER	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM V. HICKEY	Mgmt	For
1D	ELECTION OF DIRECTOR: RALPH IZZO	Mgmt	For
1E	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Mgmt	For
1F	ELECTION OF DIRECTOR: DAVID LILLEY	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS A. RENYI	Mgmt	For
1H	ELECTION OF DIRECTOR: HAK CHEOL SHIN	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2010.	Mgmt	For

QUALCOMM, INCORPORATED

Agen

Security: 747525103  
Meeting Type: Annual  
Meeting Date: 02-Mar-2010  
Ticker: QCOM  
ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BARBARA T. ALEXANDER STEPHEN M. BENNETT DONALD G. CRUICKSHANK RAYMOND V. DITTAMORE THOMAS W. HORTON IRWIN MARK JACOBS PAUL E. JACOBS ROBERT E. KAHN SHERRY LANSING DUANE A. NELLES BRENT SCOWCROFT MARC I. STERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	TO APPROVE AN AMENDMENT TO THE 2006 LONG-TERM INCENTIVE PLAN TO INCREASE THE SHARE RESERVE BY 13,000,000 SHARES.	Mgmt	For

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

03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 26, 2010.	Mgmt	For
----	--	------	-----

-----  
SALESFORCE.COM, INC.

Agen

Security: 79466L302  
Meeting Type: Annual  
Meeting Date: 10-Jun-2010  
Ticker: CRM  
ISIN: US79466L3024

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STRATTON SCLAVOS LAWRENCE TOMLINSON SHIRLEY YOUNG	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2011.	Mgmt	For

-----  
SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 07-Apr-2010  
Ticker: SLB  
ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR P. CAMUS J.S. GORELICK A. GOULD T. ISAAC N. KUDRYAVTSEV A. LAJOUS M.E. MARKS L.R. REIF T.I. SANDVOLD H. SEYDOUX P. CURRIE K.V. KAMATH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	PROPOSAL TO ADOPT AND APPROVE FINANCIALS AND	Mgmt	For

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

### DIVIDENDS.

03	PROPOSAL TO APPROVE THE ADOPTION OF THE SCHLUMBERGER 2010 STOCK INCENTIVE PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE THE ADOPTION OF AN AMENDMENT TO THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE PLAN.	Mgmt	For
05	PROPOSAL TO APPROVE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

---

### SHIRE PLC

Agen

Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: SHPGY  
 ISIN: US82481R1068

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE THE COMPANY'S ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2009.	Mgmt	For
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED DECEMBER 31, 2009.	Mgmt	For
03	TO ELECT MR. DAVID STOUT AS A DIRECTOR OF THE COMPANY.	Mgmt	For
04	TO ELECT MR. WILLIAM BURNS AS A DIRECTOR OF THE COMPANY.	Mgmt	For
05	TO RE-APPOINT DELOITTE LLP AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THE MEETING TO THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2011.	Mgmt	For
06	TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE AUDITORS.	Mgmt	For
07	TO RESOLVE THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED AND FOR THIS PURPOSE THE AUTHORIZED ALLOTMENT AMOUNT.	Mgmt	For
08	TO APPROVE THE PROPOSED AMENDMENTS (SUMMARIZED IN THE EXPLANATORY NOTES TO THIS NOTICE) TO THE SHIRE PORTFOLIO SHARE PLAN AND TO AUTHORIZE THE DIRECTORS TO DO ALL SUCH THINGS AS MAY BE NECESSARY TO CARRY THE SAME INTO EFFECT.	Mgmt	For

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

S9	TO RESOLVE THAT, SUBJECT TO THE PASSING OF THE PREVIOUS RESOLUTION, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE COMPANY'S ARTICLES OF ASSOCIATION BE RENEWED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
S10	TO RESOLVE THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASE OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (B) PURSUANT TO ARTICLE 58A OF THE COMPANIES (JERSEY) LAW 1991, TO HOLD AS TREASURY SHARES ANY ORDINARY SHARES PURCHASED PURSUANT TO THE AUTHORITY CONFERRED BY PARAGRAPH (A) OF THIS RESOLUTION.	Mgmt	For

-----  
 STAPLES, INC.

Agen

-----  
 Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2010  
 Ticker: SPLS  
 ISIN: US8550301027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BASIL L. ANDERSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ARTHUR M. BLANK	Mgmt	For
1C	ELECTION OF DIRECTOR: MARY ELIZABETH BURTON	Mgmt	For
1D	ELECTION OF DIRECTOR: JUSTIN KING	Mgmt	For
1E	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1F	ELECTION OF DIRECTOR: ROWLAND T. MORIARTY	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT C. NAKASONE	Mgmt	For
1H	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1I	ELECTION OF DIRECTOR: ELIZABETH A. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT E. SULENTIC	Mgmt	For
1K	ELECTION OF DIRECTOR: VIJAY VISHWANATH	Mgmt	For
1L	ELECTION OF DIRECTOR: PAUL F. WALSH	Mgmt	For
02	TO APPROVE THE LONG TERM CASH INCENTIVE PLAN.	Mgmt	For



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

03	TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 77,430,000 TO 97,430,000 AND AMENDING THE MATERIAL TERMS OF THE PERFORMANCE GOALS OF THE PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
05	TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE ABILITY OF SHAREHOLDERS TO ACT BY MAJORITY WRITTEN CONSENT.	Shr	For
06	TO ACT ON A SHAREHOLDER PROPOSAL PROVIDING SHAREHOLDERS OWNING 10% OF OUTSTANDING SHARES WITH THE ABILITY TO CALL SPECIAL MEETINGS.	Shr	For

---

TARGET CORPORATION

Agen

Security: 87612E106  
Meeting Type: Annual  
Meeting Date: 09-Jun-2010  
Ticker: TGT  
ISIN: US87612E1064

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1B	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1C	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1D	ELECTION OF DIRECTOR: GREGG W. STEINHAFEL	Mgmt	For
02	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Mgmt	For
03	COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION RELATING TO BOARD, SEE PROXY STATEMENT FOR FURTHER DETAILS.	Mgmt	For
04	COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTE REQUIREMENT FOR CERTAIN BUSINESS COMBINATIONS	Mgmt	For
05	COMPANY PROPOSAL TO AMEND AND RESTATE THE RESTATED ARTICLES TO REFLECT THE CHANGES PROPOSED AS ITEMS 3 AND 4, IF APPROVED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Mgmt	For
06	SHAREHOLDER PROPOSAL REGARDING ANNUAL ADVISORY	Shr	For

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

### VOTE ON EXECUTIVE COMPENSATION

-----  
 TESSEERA TECHNOLOGIES, INC. Agen

Security: 88164L100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2010  
 Ticker: TSRA  
 ISIN: US88164L1008  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ROBERT J BOEHLKE NICHOLAS E BRATHWAITE JOHN B GOODRICH BRUCE M MCWILLIAMS PH.D DAVID C NAGEL, PH.D HENRY R NOTHHAFT ROBERT A YOUNG, PH.D	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2	TO APPROVE THE COMPANY'S FIFTH AMENDED AND RESTATED 2003 EQUITY INCENTIVE PLAN.	Mgmt	For
3	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

-----  
 TEVA PHARMACEUTICAL INDUSTRIES LIMITED Agen

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 29-Jun-2010  
 Ticker: TEVA  
 ISIN: US8816242098  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2009, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 2.50 (APPROXIMATELY US\$0.642, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.	Mgmt	For
2A	ELECTION OF DIRECTOR: MR. ABRAHAM E. COHEN	Mgmt	For
2B	ELECTION OF DIRECTOR: MR. AMIR ELSTEIN	Mgmt	For

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

2C	ELECTION OF DIRECTOR: PROF. ROGER KORNBERG	Mgmt	For
2D	ELECTION OF DIRECTOR: PROF. MOSHE MANY	Mgmt	For
2E	ELECTION OF DIRECTOR: MR. DAN PROPPER	Mgmt	For
03	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2011 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE.	Mgmt	For
04	TO APPROVE THE COMPANY'S 2010 LONG-TERM EQUITY-BASED INCENTIVE PLAN.	Mgmt	Against
5A	APPROVE REMUNERATION OF DR. PHILLIP FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF NIS EQUIVALENT OF USD 385,702 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS), PROVISION TO DR. FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, OF AN OFFICE AND SECRETARIAL SERVICES, AND, EFFECTIVE AS OF FEBRUARY 15, 2010, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
5B	TO APPROVE THE REMUNERATION OF PROF. MOSHE MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD OF TEVA, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS). AND THE PROVISION TO PROF. MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD, OF SECRETARIAL SERVICES.	Mgmt	For
5C	TO APPROVE THE REMUNERATION OF PROF. ROGER KORNBERG, IN HIS CAPACITY AS A DIRECTOR OF TEVA, EFFECTIVE AS OF MAY 10, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MAY 10, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS).	Mgmt	For
06	TO APPROVE AN INCREASE IN THE REGISTERED SHARE CAPITAL OF THE COMPANY BY NIS 100,000,000 TO A TOTAL OF NIS 250,000,000 BY THE CREATION OF 1,000,000,000 ADDITIONAL ORDINARY SHARES OF PAR VALUE NIS 0.1 EACH, AND THE AMENDMENT OF THE COMPANY'S INCORPORATION DOCUMENTS ACCORDINGLY.	Mgmt	For

-----  
 THE COCA-COLA COMPANY  
 -----

-----  
 Agen  
 -----

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

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2010  
 Ticker: KO  
 ISIN: US1912161007

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Mgmt	For
02	ELECTION OF DIRECTOR: RONALD W. ALLEN	Mgmt	For
03	ELECTION OF DIRECTOR: CATHLEEN P. BLACK	Mgmt	For
04	ELECTION OF DIRECTOR: BARRY DILLER	Mgmt	Against
05	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Mgmt	For
06	ELECTION OF DIRECTOR: MUHTAR KENT	Mgmt	For
07	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Mgmt	For
08	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
09	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Mgmt	For
10	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
11	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Mgmt	For
12	ELECTION OF DIRECTOR: PETER V. UEERROTH	Mgmt	For
13	ELECTION OF DIRECTOR: JACOB WALLENBERG	Mgmt	For
14	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Mgmt	For
15	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
16	SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
17	SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR	Shr	For
18	SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK	Shr	Against
19	SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A	Shr	Against

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2010  
 Ticker: GS  
 ISIN: US38141G1040

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

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN H. BRYAN	Mgmt	For
1C	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D	ELECTION OF DIRECTOR: CLAES DAHLBACK	Mgmt	For
1E	ELECTION OF DIRECTOR: STEPHEN FRIEDMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1H	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1I	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES J. SCHIRO	Mgmt	For
1K	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2010 FISCAL YEAR	Mgmt	For
03	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION MATTERS	Mgmt	For
04	APPROVAL OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING	Mgmt	For
05	APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS	Mgmt	For
06	SHAREHOLDER PROPOSAL A REPORT ON CUMULATIVE VOTING	Shr	Against
07	SHAREHOLDER PROPOSAL REGARDING COLLATERAL IN OVER-THE-COUNTER DERIVATIVES TRADING	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING SEPARATE CHAIR & CEO	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING A REPORT ON GLOBAL WARMING SCIENCE	Shr	Against
11	SHAREHOLDER PROPOSAL REGARDING A REPORT ON PAY DISPARITY	Shr	Against
12	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE	Shr	For

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

-----  
 THE HOME DEPOT, INC.  
 -----

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2010  
 Ticker: HD  
 ISIN: US4370761029  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID H. BATCHELDER	Mgmt	For
1C	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1D	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1E	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Mgmt	For
03	PROPOSAL TO APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE HOME DEPOT, INC. 2005 OMNIBUS STOCK INCENTIVE PLAN	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION	Shr	For
06	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
07	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD	Shr	Against
09	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against
10	SHAREHOLDER PROPOSAL REGARDING REINCORPORATION IN NORTH DAKOTA	Shr	Against

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

-----  
 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

-----  
 Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: PNC  
 ISIN: US6934751057  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT N. CLAY	Mgmt	For
1E	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1G	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Mgmt	For
1H	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1I	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
1K	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1L	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1M	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1N	ELECTION OF DIRECTOR: STEPHEN G. THIEKE	Mgmt	For
1O	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1P	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1Q	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
3	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4	A SHAREHOLDER PROPOSAL REGARDING APPROVAL OF SEVERANCE AGREEMENTS, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shr	For
5	A SHAREHOLDER PROPOSAL REGARDING A REPORT OF EXECUTIVE COMPENSATION THAT IS NOT TAX DEDUCTIBLE,	Shr	For

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

IF PROPERLY PRESENTED BEFORE THE MEETING.

-----  
 THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 13-Oct-2009  
 Ticker: PG  
 ISIN: US7427181091

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Mgmt	For
1B	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1C	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Mgmt	For
1D	ELECTION OF DIRECTOR: A.G. LAFLEY	Mgmt	For
1E	ELECTION OF DIRECTOR: CHARLES R. LEE	Mgmt	For
1F	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1G	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1H	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1J	ELECTION OF DIRECTOR: RALPH SNYDERMAN, M.D.	Mgmt	For
1K	ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Mgmt	For
1M	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Mgmt	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	AMEND THE COMPANY'S CODE OF REGULATIONS	Mgmt	For
04	APPROVE THE PROCTER & GAMBLE 2009 STOCK AND INCENTIVE COMPENSATION PLAN	Mgmt	For
05	SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING	Shr	Against
06	SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For

-----  
 THE TJX COMPANIES, INC.

Agen



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

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2010  
 Ticker: TJX  
 ISIN: US8725401090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOSE B. ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID A. BRANDON	Mgmt	For
1D	ELECTION OF DIRECTOR: BERNARD CAMMARATA	Mgmt	For
1E	ELECTION OF DIRECTOR: DAVID T. CHING	Mgmt	For
1F	ELECTION OF DIRECTOR: MICHAEL F. HINES	Mgmt	For
1G	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1H	ELECTION OF DIRECTOR: CAROL MEYROWITZ	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1J	ELECTION OF DIRECTOR: WILLOW B. SHIRE	Mgmt	For
1K	ELECTION OF DIRECTOR: FLETCHER H. WILEY	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.	Mgmt	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For

THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2010  
 Ticker: DIS  
 ISIN: US2546871060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN E. BRYSON	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For

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

1E	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN P. JOBS	Mgmt	For
1G	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1H	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.	Mgmt	For
1L	ELECTION OF DIRECTOR: SHERYL SANDBERG	Mgmt	For
1M	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2010.	Mgmt	For
03	TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.	Mgmt	Against
04	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO INTERESTED PERSON TRANSACTIONS.	Mgmt	For
05	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO BYLAW AMENDMENTS.	Mgmt	For
06	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO TRACKING STOCK PROVISIONS.	Mgmt	For
07	TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO CLASSIFIED BOARD TRANSITION PROVISIONS.	Mgmt	For
08	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
09	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO EX-GAY NON DISCRIMINATION POLICY.	Shr	Against

---

THERMO FISHER SCIENTIFIC INC.

Agen

---

Security: 883556102  
Meeting Type: Annual  
Meeting Date: 26-May-2010  
Ticker: TMO  
ISIN: US8835561023

---

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

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

1A	ELECTION OF DIRECTOR: MARC N. CASPER	Mgmt	For
1B	ELECTION OF DIRECTOR: TYLER JACKS	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2010.	Mgmt	For

---

THORATEC CORPORATION

Agen

Security: 885175307  
 Meeting Type: Annual  
 Meeting Date: 19-May-2010  
 Ticker: THOR  
 ISIN: US8851753074

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR NEIL F. DIMICK GERHARD F. BURBACH J. DANIEL COLE STEVEN H. COLLIS ELISHA W. FINNEY D. KEITH GROSSMAN PAUL A. LAVIOLETTE DANIEL M. MULVENA	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For Withheld For For
02	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE THORATEC CORPORATION 2006 INCENTIVE STOCK PLAN.	Mgmt	For
03	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR ITS FISCAL YEAR ENDING JANUARY 1, 2011.	Mgmt	For

---

U.S. BANCORP

Agen

Security: 902973304  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: USB  
 ISIN: US9029733048

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1B	ELECTION OF DIRECTOR: Y. MARC BELTON	Mgmt	For

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

1C	ELECTION OF DIRECTOR: VICTORIA BUYNISKI GLUCKMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD K. DAVIS	Mgmt	For
1F	ELECTION OF DIRECTOR: JOEL W. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: OLIVIA F. KIRTLEY	Mgmt	For
1H	ELECTION OF DIRECTOR: JERRY W. LEVIN	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID B. O'MALEY	Mgmt	For
1J	ELECTION OF DIRECTOR: O'DELL M. OWENS, M.D., M.P.H.	Mgmt	For
1K	ELECTION OF DIRECTOR: RICHARD G. REITEN	Mgmt	For
1L	ELECTION OF DIRECTOR: CRAIG D. SCHNUCK	Mgmt	For
1M	ELECTION OF DIRECTOR: PATRICK T. STOKES	Mgmt	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE 2010 FISCAL YEAR.	Mgmt	For
03	APPROVAL OF THE U.S. BANCORP AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.	Mgmt	For
04	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION PROGRAM.	Mgmt	For

-----  
 UNITED STATES STEEL CORPORATION  
 -----

Agen

Security: 912909108  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: X  
 ISIN: US9129091081  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN G. DROSDICK CHARLES R. LEE JEFFREY M. LIPTON DAN O. DINGES	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF AMENDMENT AND RESTATEMENT OF 2005 STOCK INCENTIVE PLAN.	Mgmt	For
04	APPROVAL OF 2010 ANNUAL INCENTIVE COMPENSATION	Mgmt	For

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

PLAN.

-----  
VCA ANTECH, INC.

Agen

-----  
Security: 918194101  
Meeting Type: Annual  
Meeting Date: 14-Jun-2010  
Ticker: WOOF  
ISIN: US9181941017  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT L. ANTIN	Mgmt	Withheld
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

-----  
VERISIGN, INC.

Agen

-----  
Security: 92343E102  
Meeting Type: Annual  
Meeting Date: 27-May-2010  
Ticker: VRSN  
ISIN: US92343E1029  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D. JAMES BIDZOS WILLIAM L. CHENEVICH KATHLEEN A. COTE MARK D. MCLAUGHLIN ROGER H. MOORE JOHN D. ROACH LOUIS A. SIMPSON TIMOTHY TOMLINSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	VOTE TO APPROVE VERISIGN, INC.'S ANNUAL INCENTIVE COMPENSATION PLAN.	Mgmt	For
03	VOTE TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.	Mgmt	For

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

-----  
WAL-MART STORES, INC.

Agen

-----  
Security: 931142103  
Meeting Type: Annual  
Meeting Date: 04-Jun-2010  
Ticker: WMT  
ISIN: US9311421039  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Mgmt	For
1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Mgmt	For
1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Mgmt	Against
1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Mgmt	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Mgmt	For
1I	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Mgmt	For
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Mgmt	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Mgmt	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Mgmt	Against
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Mgmt	For
03	APPROVAL OF THE WAL-MART STORES, INC. STOCK INCENTIVE PLAN OF 2010	Mgmt	Against
04	APPROVAL OF THE ASDA LIMITED SHARES/SAVE PLAN 2000, AS AMENDED	Mgmt	For
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shr	Against
06	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
07	POLITICAL CONTRIBUTIONS REPORT	Shr	Against
08	SPECIAL SHAREOWNER MEETINGS	Shr	For
09	POULTRY SLAUGHTER	Shr	Against

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

10      LOBBYING PRIORITIES REPORT      Shr      Against

WASTE MANAGEMENT, INC. Agen

Security: 94106L109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2010  
 Ticker: WM  
 ISIN: US94106L1098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Mgmt	For
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Mgmt	For
1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Mgmt	For
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	PROPOSAL TO AMEND THE COMPANY'S SECOND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS.	Mgmt	For
04	PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	PROPOSAL RELATING TO THE RIGHT OF STOCKHOLDERS TO CALL SPECIAL STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

WELLS FARGO & COMPANY Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2010  
 Ticker: WFC  
 ISIN: US9497461015

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD D. MCCORMICK	Mgmt	For
1H	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Mgmt	For
1I	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1J	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1K	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Mgmt	Against
1L	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1N	ELECTION OF DIRECTOR: ROBERT K. STEEL	Mgmt	For
1O	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1P	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
02	PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES.	Mgmt	Against
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK FROM 6 BILLION TO 9 BILLION.	Mgmt	For
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2010.	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE AND DIRECTOR COMPENSATION.	Shr	For
06	STOCKHOLDER PROPOSAL REGARDING A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	For
07	STOCKHOLDER PROPOSAL REGARDING A REPORT ON CHARITABLE CONTRIBUTIONS.	Shr	Against
08	STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.	Shr	Against



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

-----  
 WHIRLPOOL CORPORATION

Agen

-----  
 Security: 963320106  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2010  
 Ticker: WHR  
 ISIN: US9633201069  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL F. JOHNSTON	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM T. KERR	Mgmt	For
1C	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1D	ELECTION OF DIRECTOR: JANICE D. STONEY	Mgmt	For
1E	ELECTION OF DIRECTOR: MICHAEL D. WHITE	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS WHIRLPOOL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.	Mgmt	For
03	APPROVAL OF THE WHIRLPOOL CORPORATION 2010 OMNIBUS STOCK AND INCENTIVE PLAN.	Mgmt	For

-----  
 WYETH

Agen

-----  
 Security: 983024100  
 Meeting Type: Annual  
 Meeting Date: 20-Jul-2009  
 Ticker: WYE  
 ISIN: US9830241009  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	VOTE TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 25, 2009, AMONG PFIZER INC., WAGNER ACQUISITION CORP. AND WYETH, AS IT MAY BE AMENDED FROM TIME TO TIME	Mgmt	For
02	VOTE TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT	Mgmt	For
3A	ELECTION OF DIRECTOR: ROBERT M. AMEN	Mgmt	Against
3B	ELECTION OF DIRECTOR: MICHAEL J. CRITELLI	Mgmt	Against
3C	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Mgmt	For

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

3D	ELECTION OF DIRECTOR: VICTOR F. GANZI	Mgmt	Against
3E	ELECTION OF DIRECTOR: ROBERT LANGER	Mgmt	For
3F	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Mgmt	Against
3G	ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE	Mgmt	Against
3H	ELECTION OF DIRECTOR: MARY LAKE POLAN	Mgmt	For
3I	ELECTION OF DIRECTOR: BERNARD POUSSOT	Mgmt	For
3J	ELECTION OF DIRECTOR: GARY L. ROGERS	Mgmt	Against
3K	ELECTION OF DIRECTOR: JOHN R. TORELL III	Mgmt	For
04	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS WYETH'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For
05	STOCKHOLDER PROPOSAL REGARDING REPORTING ON WYETH'S POLITICAL CONTRIBUTIONS AND TRADE ASSOCIATION PAYMENTS	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS	Shr	For

-----  
 ZIMMER HOLDINGS, INC.

Agen

Security: 98956P102  
 Meeting Type: Annual  
 Meeting Date: 03-May-2010  
 Ticker: ZMH  
 ISIN: US98956P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: BETSY J. BERNARD	Mgmt	For
1B	ELECTION OF DIRECTOR: MARC N. CASPER	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID C. DVORAK	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Mgmt	For
1F	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK	Mgmt	For
1H	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

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

\* Management position unknown

SIGNATURES

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

(Registrant)	Eaton Vance Enhanced Equity Income Fund II
By (Signature)	/s/ Duncan W. Richardson
Name	Duncan W. Richardson
Title	President
Date	08/30/2010