

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.

Form N-PX

August 19, 2014

OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act file number 811-22467

Kayne Anderson Midstream/Energy Fund, Inc.

(Exact name of registrant as specified in charter)

811 Main Street, 14th Floor  
(Address of principal executive offices)

Houston, Texas 77002  
(Zip code)

David J. Shladovsky, Esq.

KA Fund Advisors, LLC

811 Main Street, 14th Floor

Houston, Texas 77002

(Name and address of agent for service)

Registrant's telephone number, including area code: (310) 284-6438

Date of fiscal year end: November 30

Date of reporting period: July 1, 2013 - June 30, 2014

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

review, inspection, and policymaking roles.

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

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ITEM 1. PROXY VOTING RECORD.

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

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

[See General Instruction F]

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

(Registrant) Kayne Anderson Midstream/Energy Fund, Inc.

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

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

Date August 15, 2014 President and Chief Executive Officer

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

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## Item 1 – Proxy Voting Record

Kayne Anderson Midstream/Energy Fund,  
Inc.

7/1/2013 -  
6/30/2014

| Issuer   | Symbol | CUSIP     | Meeting Date | Matter:   | Proposed by (I)ssuer or(S)hrhldr | Vote Cast? | How Voted | For/Against Mgmt |
|--|--------|-----------|--------------|---|----------------------------------|------------|-----------|------------------|
| CAPITAL PRODUCT PARTNERS L.P.  | CPLP   | Y11082107 | 7/22/2013    | ELECT:  |                                  |            |           |                  |
|  |        |           |              | Keith Forman  | I                                | YES        | FOR       | FOR              |
|  |        |           |              | E.G. Bairactaris  | I                                | YES        | FOR       | FOR              |
| SEADRILL LIMITED   | SDRL   | G7945E105 | 9/20/2013    | TO RE-ELECT AS A DIRECTOR OF THE COMPANY:   |                                  |            |           |                  |
|  |        |           |              | John Fredriksen   | I                                | YES        | FOR       | FOR              |
|  |        |           |              | Tor Olav Troim  | I                                | YES        | FOR       | FOR              |
|  |        |           |              | Kate Blankenship  | I                                | YES        | FOR       | FOR              |
|  |        |           |              | Kathrine Fredriksen   | I                                | YES        | FOR       | FOR              |
|  |        |           |              | Carl Erik Steen   | I                                | YES        | FOR       | FOR              |
|  |        |           |              | Bert Bekker   | I                                | YES        | FOR       | FOR              |
|  |        |           |              | Paul Leand, Jr.   | I                                | YES        | FOR       | FOR              |
|  |        |           |              | TO AMEND:   | I                                | YES        | FOR       | FOR              |
|  |        |           |              | The Company's By-Laws Nos. 57 (A), 89, 93 (B), 103, 104, 105, 106 (A), 110, and 111 |                                  |            |           |                  |
| TO APPOINT:  | I      | YES       | FOR          | FOR   |                                  |            |           |                  |
| PricewaterhouseCoopers LLP, as auditor and to authorize the directors to determine their remuneration.   |        |           |              |   |                                  |            |           |                  |
| TO APPROVE:  | I      | YES       | FOR          | FOR   |                                  |            |           |                  |
| The remuneration of the Company's Board of Directors of a total amount of fees not to exceed US\$1,500,000 for the year ended December 31, 2013. |        |           |              |   |                                  |            |           |                  |
| CRESTWOOD MIDSTREAM PARTNERS L.P.  | CMLP   | 226372100 | 10/4/2013    | APPROVE:  | I                                | YES        | FOR       | FOR              |

Agreement & plan of merger, by & among Crestwood Midstream Partners LP ("Crestwood"), Crestwood Gas Services GP LLC, the General Partner of Crestwood, Crestwood Holdings LLC, the parent company of CMLP GP, Inergy Midstream, L.P., NRGM GP, LLC, The General Partner of Inergy Midstream, Inergy L.P., the indirect parent company of NRGM GP, LLC, & Intrepid Merger Sub, LLC.

|  |   |     |     |     |
|--|---|-----|-----|-----|
| APPROVE:   | I | YES | FOR | FOR |
| The adjournment of the special meeting, if necessary or appropriate to solicit additional proxies, if there are not sufficient votes to approve the merger agreement at the time of the special meeting. |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| APPROVE:   | I | YES | FOR | FOR |
| On an advisory (non-binding basis), the compensation payments that will or may be paid by Crestwood to its named executive officers in connection with the merger. |   |     |     |     |

ENTERPRISE  
PRODUCTS  
PARTNERS L.P.

EPD 293792107 9/30/2013

|   |   |     |     |     |
|---|---|-----|-----|-----|
| APPROVE:  | I | YES | FOR | FOR |
| The amendment and restatement of the 2008 Enterprise Products long-term incentive plan. |   |     |     |     |

|          |   |     |     |     |
|----------|---|-----|-----|-----|
| APPROVE: | I | YES | FOR | FOR |
|----------|---|-----|-----|-----|

|                                    |     |           |            |  |   |     |     |     |
|------------------------------------|-----|-----------|------------|--|---|-----|-----|-----|
|                                    |     |           |            | The amendment and restatement of the EPD unit purchase plan.   |   |     |     |     |
| PLAINS ALL AMERICAN PIPELINE, L.P. | PAA | 726503105 | 11/19/2013 | APPROVE:   | I | YES | FOR | FOR |
|                                    |     |           |            | The Plains All American 2013 Long-term incentive plan.   |   |     |     |     |
|                                    |     |           |            | APPROVE:   | I | YES | FOR | FOR |
|                                    |     |           |            | The adjournment of the special meeting to a later date or dates, if deemed necessary or appropriate by the general partner, to solicit additional proxies.   |   |     |     |     |
| NAVIOS MARITIME PARTNERS L.P.      | NMM | Y62267102 | 12/4/2013  | TO ELECT:  | I | YES | FOR | FOR |
|                                    |     |           |            | Dimitris P. Gkouras as Director  |   |     |     |     |
|                                    |     |           |            | RATIFY:  | I | YES | FOR | FOR |
|                                    |     |           |            | The appointment of PricewaterhouseCoopers as the company's independent public accountants for the fiscal year ending December 31, 2013.  |   |     |     |     |
| SEASPAN CORPORATION                | SSW | Y75638208 | 1/28/2014  | APPROVE:   | I | YES | FOR | FOR |
|                                    |     |           |            | Adoption of an amendment to Seaspans Corporation's amended and restated articles of incorporation to increase the number of authorized preferred shares from 65,000,000 to 150,000,000, with a corresponding increase in the number of authorized shares of capital stock from 290,000,100 to 375,000,100. |   |     |     |     |

|                    |     |           |           |  |   |         |     |
|--------------------|-----|-----------|-----------|--|---|---------|-----|
|                    |     |           |           | APPROVE:<br>Adoption of an amendment to Seaspan Corporation's amended and restated articles of incorporation to declassify the Board of Directors of Seaspan corporation and provide for the annual election of the members of the Board of Directors.   | I | YES FOR | FOR |
| PVR PARTNERS, L.P. | PVR | 693665101 | 3/20/2014 | TO CONSIDER AND VOTE:<br>On a proposal to adopt the agreement and plan of merger, dated as of October 9, 2013 (as it may be amended from time to time), which is referred to as the merger agreement, by and among PVR, PVR GP, LLC, the General partner of PVR, Regency Energy partners LP, and Regency GP LP, the General Partner of Regency, and the transactions contemplated thereby, | I | YES FOR | FOR |
|                    |     |           |           | TO CONSIDER AND VOTE:<br>On a proposal to approve the adjournment of the PVR special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting.  | I | YES FOR | FOR |
|                    |     |           |           | TO CONSIDER AND VOTE:<br>On a proposal to approve, on an advisory (non-binding) basis, the related compensation payments that will or may  | I | YES FOR | FOR |



be paid by PVR to its named executive officers in connection with the merger.

|                          |     |           |           |  |   |             |     |
|--------------------------|-----|-----------|-----------|--|---|-------------|-----|
| SPECTRA ENERGY CORP.     | SE  | 847560109 | 4/15/2014 | TO ELECT AS DIRECTOR:<br>Gregory L. Ebel<br>Austin. A. Adams<br>Joseph Alvarado<br>Pamela L. Carter<br>Clarence P. Cazelot, Jr.<br>F. Anthony Comper<br>Peter B. Hamilton<br>Michael McShane<br>Michael G. Morris<br>Michael EJ Phelps | I | YES FOR     | FOR |
|                          |     |           |           | RATIFICATION:<br>Of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for fiscal year 2014.  | I | YES FOR     | FOR |
|                          |     |           |           | ADVISORY RESOLUTION:<br>To approve executive compensation.   | I | YES FOR     | FOR |
|                          |     |           |           | SHAREHOLDER PROPOSAL:<br>Concerning disclosure of political contributions.   | S | YES AGAINST | FOR |
|                          |     |           |           | SHAREHOLDER PROPOSAL:<br>Concerning methane emissions target.  | S | YES AGAINST | FOR |
| CENTERPOINT ENERGY, INC. | CNP | 15189T107 | 4/24/2014 | TO ELECT AS DIRECTOR:<br>Milton Carroll<br>Michael P. Johnson<br>Janiece M. Longoria<br>Scott J. McLean<br>Scott M. Prochazka<br>Susan O. Rheney<br>Philip R. Smith<br>R.A. Walker   | I | YES FOR     | FOR |

Peter S. Wareing

RATIFICATION: I YES FOR FOR  
 Of the appointment of  
 Deloitte & Touche LLP  
 as Independent auditors  
 for 2014.

APPROVE: I YES FOR FOR  
 Advisory resolution on  
 executive compensation.

MARATHON  
 PETROLEUM  
 CORPORATION

MPC 56585A102 4/30/2014

TO ELECT AS DIRECTOR: I YES FOR FOR

Steven A. Davis  
 Gary R. Heminger  
 John W. Snow  
 John P. Surma

RATIFICATION: I YES FOR FOR  
 Of the selection of  
 PricewaterhouseCoopers  
 LLP as the company's  
 independent auditor for  
 2014.

ADVISORY APPROVAL: I YES FOR FOR  
 Of the company's 2014  
 named executive officer  
 compensation.

SHAREHOLDER PROPOSAL: S YES AGAINSTFOR  
 Seeking the adoption of  
 quantitative greenhouse  
 gas emission reduction  
 goals and associated  
 reports.

SHAREHOLDER PROPOSAL: S YES AGAINSTFOR  
 Seeking a report on  
 corporate lobbying  
 expenditures, policies and  
 procedures.

TRANSCANADA  
 CORPORATION

TRP 89353D107 5/2/2014

TO ELECT AS DIRECTOR: I YES FOR FOR  
 Kevin E. Benson

Derek H. Burney  
 Paule Gauthier  
 Russell K. Girling  
 S. Barry Jackson  
 Paula Rosput Reynolds  
 John Richels  
 Mary Pat Salomone  
 D. Michael G. Stewart  
 Siim A. Vanaselja  
 Richard E. Waugh

RESOLUTION: I YES FOR FOR  
 To appoint KPMG LLP,  
 chartered accountants as  
 auditors and authorize the  
 Directors to fix their  
 remuneration.

RESOLUTION: I YES FOR FOR  
 To accept Transcanada  
 Corporation's approach to  
 executive compensation,  
 as described in the  
 management information  
 circular.

ENBRIDGE INC. ENB 29250N105 5/7/2014

TO ELECT AS DIRECTOR: I YES FOR FOR  
 David A Arledge  
 James J. Blanchard  
 J. Lorne Braithwaite  
 J. Herb England  
 Charles W. Fischer  
 V.M. Kempston Darkes  
 David A. Leslie  
 Al Monaco  
 George K. Petty  
 Charles E. Schultz  
 Dan C. Tutcher  
 Catherine L. Williams

APPOINT: I YES FOR FOR  
 PricewaterhouseCoopers  
 LLP as auditors.

INCREASE: I YES FOR FOR  
 The number of shares  
 reserved under our stock  
 option plans.

I YES FOR FOR

|                                    |     |           |          |  |   |     |     |     |
|------------------------------------|-----|-----------|----------|--|---|-----|-----|-----|
|                                    |     |           |          | AMEND, CONTINUE<br>AND APPROVE:<br>The shareholder rights<br>plan.   |   |     |     |     |
|                                    |     |           |          | VOTE:<br>On the approach to<br>executive compensation.   | I | YES | FOR | FOR |
| ALTAGAS LTD.                       | ALA | 021361100 | 5/1/2014 | TO ELECT AS<br>DIRECTOR:<br>Catherine M. Best<br>David W. Cornhill<br>Allan L. Edgeworth<br>Hugh A. Fergusson<br>Daryl H. Gilbert<br>Robert B. Hodgins<br>Myron F. Kanik<br>David F. Mackie<br>M. Neil McCrank | I | YES | FOR | FOR |
|                                    |     |           |          | TO APPOINT:<br>Ernst & Young LLP as<br>auditors of the company<br>and authorize the<br>Directors of the Company<br>to fix Ernst & Young<br>LLP's remuneration in<br>that capacity.                             | I | YES | FOR | FOR |
|                                    |     |           |          | TO VOTE, IN AN<br>ADVISORY,<br>NON-BINDING<br>CAPACITY:<br>On a resolution to accept<br>the Company's approach<br>to executive<br>compensation.  | I | YES | FOR | FOR |
| BONAVISTA<br>ENERGY<br>CORPORATION | BNP | 09784Y108 | 5/1/2014 | TO ELECT AS<br>DIRECTOR:<br>Keith A. MacPhail<br>Ian S. Brown<br>Michael M. Kanovsky<br>Sue Lee<br>Margaret A. McKenzie<br>Ronald J. Poelzer<br>Christopher P. Slubicki<br>Jason E. Skehar                     | I | YES | FOR | FOR |

|                    |     |           |          |  |   |         |     |
|--------------------|-----|-----------|----------|--|---|---------|-----|
|                    |     |           |          | APPOINT:<br>KPMG LLP, chartered accountants, as our auditors and to authorize the directors to fix their remuneration as such.   | I | YES FOR | FOR |
| KEYERA CORP.       | KEY | 493271100 | 5/6/2014 | TO APPOINT:<br>Deloitte & Touche LLP as auditors of Keyera for a term expiring at the close of the next annual meeting of shareholders.  | I | YES FOR | FOR |
|                    |     |           |          | TO ELECT AS DIRECTOR:<br>James V. bertram<br>Robert B. Catell<br>Douglas J. Haughey<br>Nancy M. Laird<br>Donald J. Nelson<br>H. Neil Nichols<br>Michael J. Norris<br>Thomas O'Connor<br>William R. Stedman | I | YES FOR | FOR |
|                    |     |           |          | TO RATIFY, CONFIRM AND APPROVE:<br>The renewal of the shareholder rights plan, all as more particularly described in the circular under the heading "Matters To be Acted Upon At The Meeting".             | I | YES FOR | FOR |
|                    |     |           |          | ADVISORY VOTE:<br>With respect to Keyera's approach to executive compensation, which advisory resolution shall not diminish the roles and responsibilities of the Board of Directors.                      | I | YES FOR | FOR |
| GIBSON ENERGY INC. | GEI | 374825206 | 5/7/2014 | TO ELECT AS DIRECTOR:<br>James M. Estey<br>James J. Cleary<br>Donald R. Ingram<br>Marshall L. McRae  | I | YES FOR | FOR |

Mary Ellen Peters  
 Clayton H. Woitas  
 A. Stewart Hanlon

TO PASS A RESOLUTION: I YES FOR FOR  
 Appointing PricewaterhouseCoopers LLP as our auditors, to serve as our auditors until the next annual meeting of shareholders and authorizing the Directors to fix their remuneration.

NRG YIELD, INC. NYLD 62942X108 5/6/2014 TO ELECT AS DIRECTOR: I YES FOR FOR  
 David Crane  
 John F. Chlebowski  
 Kirkland B. Andrews  
 Brian R. Ford  
 Mauricio Gutierrez  
 Ferrell P. McClean  
 Christopher S. Sotos

TO RATIFY: I YES FOR FOR  
 The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2014.

PHILLIPS 66 PSX 718546104 5/7/2014 TO ELECT AS DIRECTOR: I YES FOR FOR  
 William R. Loomis, Jr.  
 Glenn F. Tilton  
 Marna C. Whittington

RATIFY: I YES FOR FOR  
 The appointment of Ernst & Young LLP as independent registered public accounting firm for 2014.

ADVISORY, NON-BINDING VOTE: I YES FOR FOR  
 On the approval of executive compensation.

|                             |     |           |          | VOTE:   | S | YES | AGAINST | FOR |
|-----------------------------|-----|-----------|----------|---|---|-----|---------|-----|
|                             |     |           |          | Greenhouse gas reduction goals.   |   |     |         |     |
| CRESCENT POINT ENERGY CORP. | CPG | 22576C101 | 5/9/2014 | TO FIX:   | I | YES | FOR     | FOR |
|                             |     |           |          | The number of Directors of the corporation for the ensuing year at eight (8).   |   |     |         |     |
|                             |     |           |          | DIRECTOR:<br>Rene Amirault<br>Peter Bannister<br>Kenney F. Cugnet<br>D. Hugh Gillard<br>Robert F. Heinemann<br>Gerald A. Romanzin<br>Scott Saxberg<br>Gregory G. Turnbull                       | I | YES | FOR     | FOR |
|                             |     |           |          | RESOLUTION:<br>To approve an amendment to the corporation's restricted share bonus plan.  | I | YES | FOR     | FOR |
|                             |     |           |          | RESOLUTION:<br>Authorizing certain amendments to the corporation's articles of incorporation to implement a share dividend program.   | I | YES | FOR     | FOR |
|                             |     |           |          | APPOINTMENT:<br>Of PricewaterhouseCoopers LLP, chartered accountants, as auditors of the corporation and authorize the Board of Directors of the corporation to fix their remuneration as such. | I | YES | FOR     | FOR |
|                             |     |           |          | ADVISORY RESOLUTION:<br>To accept the corporation's approach to executive compensation.   | I | YES | FOR     | FOR |

|                            |      |           |           |  |   |         |     |
|----------------------------|------|-----------|-----------|--|---|---------|-----|
| U.S. SILICA HOLDINGS, INC. | SLCA | 90346E107 | 5/8/2014  | <p>DIRECTOR:</p> <p>Daniel Avramovich<br/>Peter Bernard<br/>William J. Kacal<br/>Charles Shaver<br/>Bryan A. Shinn<br/>J. Michael Stice</p>  | I | YES FOR | FOR |
|                            |      |           |           | <p>RATIFICATION:</p> <p>Of appointment of Grant Thornton LLP as independent registered public accounting firm for 2014.</p>  | I | YES FOR | FOR |
|                            |      |           |           | <p>ADVISORY VOTE:</p> <p>To approve the compensation of the named executive officers, as disclosed in the proxy statement.</p>   | I | YES FOR | FOR |
|                            |      |           |           | <p>ADVISORY VOTE:</p> <p>On the frequency of the advisory vote to approve the compensation of the named executive officers.</p> <p>1 year<br/>2 years<br/>3 years<br/>Abstain</p>  | I | YES FOR | FOR |
| INTER PIPELINE LTD.        | IPL  | 45833V109 | 5/12/2014 | <p>TO FIX:</p> <p>The number of shareholders to be elected at the meeting at seven members and to elect seven directors to hold office until the next annual meeting of our shareholders or until their successors are elected or appointed.</p> | I | YES FOR | FOR |
|                            |      |           |           | <p>DIRECTOR:</p> <p>Richard Shaw<br/>David Fesyk<br/>Lorne Brown</p>   | I | YES FOR | FOR |



Duane Keinick  
 William Robertson  
 Brant Sangster  
 Alison Taylor Love

APPOINT: I YES FOR FOR  
 Ernst & Young LLP as  
 auditors to serve until the  
 next annual meeting of  
 shareholders, the audit  
 committee will  
 recommend EY's  
 compensation to the  
 Board for its review and  
 approval.

SPECIAL RESOLUTION: I YES FOR FOR  
 Authorizing an  
 amendment to our articles  
 to create a new class of  
 preferred shares  
 designated as "Class A  
 Preferred Shares."

APPROVE: I YES FOR FOR  
 The shareholder rights  
 plan agreement which  
 gives effect to the rights  
 plan and the issuance of  
 all rights.

ARC RESOURCES LTD. ARX 00208D408 5/14/2014 DIRECTOR: I YES FOR FOR

John P. Dielwart  
 Fred J. Dymont  
 Timothy J. Hearn  
 James C. Houck  
 Harold N. Kvisle  
 Kathleen M. O'Neill  
 Herbert C. Pinder, Jr.  
 William G. Sembo  
 Myron M. Stadnyk  
 Mac H. Van Wielingen

APPOINT: I YES FOR FOR  
 Deloitte LLP, chartered  
 accountants, as auditors  
 to hold office until the  
 close of the next annual  
 meeting of the

corporation, at such remuneration as may be determined by the Board of Directors of the corporation.

RESOLUTION: I YES FOR FOR  
 To approve the corporations advisory vote on executive compensation.

NISOURCE INC. NI 65473P105 5/13/2014 DIRECTOR: I YES FOR FOR  
 Richard A. Abdoo  
 Aristides S. Candris  
 Sigmund L. Cornelius  
 Michael E. Jesanis  
 Marty R. Kittrell  
 W. Lee Nutter  
 Deborah S. Parker  
 Robert C. Skaggs, Jr.  
 Teresa A. Taylor  
 Richard L. Thompson  
 Carolyn Y. Woo

ADVISORY APPROVAL: I YES FOR FOR  
 Of executive compensation.

RATIFY: I YES FOR FOR  
 The appointment of Deloitte & Touche LLP as the company's independent registered public accountants.

TO CONSIDER: S YES AGAINSTFOR  
 A stockholder proposal regarding reports on political contributions.

BAYTEX ENERGY CORP. BTE 07317Q105 5/15/2014 FIXING: I YES FOR FOR  
 The number of Directors of Baytex to be elected at nine.

DIRECTOR: I YES FOR FOR  
 James L. Bowzer  
 John A. Brussa

Raymond T. Chan  
 Edward Chwyl  
 Naveen Dargan  
 R.E.T. (Rusty) Goepel  
 Dale O. Shwed  
 Mary Ellen Peters  
 Dale O. Shwed

APPOINT: I YES FOR FOR  
 Deloitte LLP, chartered accountants, as auditors of Baytex for the ensuing year and to authorize the directors of Baytex to fix their remuneration.

ADVISORY RESOLUTION: I YES FOR FOR  
 To accept the approach to executive compensation.

APPROVE: I YES FOR FOR  
 A by-law respecting advance notice for the nomination of directors.

PEMBINA  
 PIPELINE  
 CORPORATION

PBA 706327103 5/9/2014

DIRECTOR: I YES FOR FOR

GRANT d. Billing  
 Thomas W. Buchanan  
 Michael H. Dilger  
 Randall J. Findlay  
 Lorne B. Gordon  
 David M.B. Legresley  
 Robert B. Michaelleski  
 Leslie A. O'Donoghue  
 Jeffrey T. Smith

APPOINT: I YES FOR FOR  
 KPMG LLP, chartered accountants, as the auditors of the corporation for the ensuing financial year at a remuneration to be fixed by management.

RESOLUTION: I YES FOR FOR  
 Approving and authorizing the

amendments to the stock option plan, including an increase to the number of common shares reserved for issuance under the plan, and an amendment to the individuals eligible to participate in the plan.

ACCEPT: I YES FOR FOR  
The approach to executive compensation.

HOLLYFRONTIER CORPORATION HFC 436106108 5/14/2014 DIRECTOR: I YES FOR FOR

Douglas Y. Bech  
Leldon E. Echols  
R. Kevin Hardage  
Michael C. Jennings  
Robert J. Kostelnik  
James H. Lee  
Frankling Myers  
Michael E. Rose  
Tommy Valenta

ADVISORY VOTE: I YES FOR FOR  
To approve named executive officer compensation.

RATIFY: I YES FOR FOR  
The appointment of Ernst & Young LLP as the company's registered public accounting firm for the 2014 fiscal year.

STOCKHOLDER PROPOSAL: S YES AGAINSTFOR  
Greenhouse Gas Emissions.

TRANSOCEAN LTD. RIG H8817H100 5/16/2014 2013 ANNUAL REPORT: I YES FOR FOR

Including consolidated financial statements and statutory financial statements of Transocean Ltd.

DISCHARGE: I YES FOR FOR

Of Board of Directors and executive management from liability for activities during fiscal year 2013.

APPROPRIATION: I YES FOR FOR  
Of available earnings.

DISTRIBUTION: I YES FOR FOR  
Of a dividend out of capital contribution reserves of US\$3.00 per outstanding share.

AUTHORIZED: I YES FOR FOR  
Share capital.

REDUCTION: I YES FOR FOR  
Of the maximum number of members of Board of Directors to 11 from 14.

AMENDMENTS: I YES FOR FOR  
To articles of association to implement the Minder Ordinance: Amendments regarding elections and related matters.

AMENDMENTS: I YES FOR FOR  
To articles of association to implement the Minder Ordinance: Binding shareholder ratification of the compensation of the Board of Directors and the executive management team.

AMENDMENTS: I YES FOR FOR  
To articles of association to implement the Minder Ordinance:  
Supplementary amount for persons assuming an executive management team position during a compensation period for which shareholder ratification has already

been granted.

|   |   |     |     |     |
|---|---|-----|-----|-----|
| AMENDMENTS:   | I | YES | FOR | FOR |
| To articles of association to implement the Minder Ordinance: General principles and terms applicable to the compensation of the members of the Board of Directors and executive management team. |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| AMENDMENTS:  | I | YES | FOR | FOR |
| To articles of association to implement the Minder Ordinance: Permissible mandates of members of the Board of Directors and the executive management team. |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| AMENDMENTS:  | I | YES | FOR | FOR |
| To articles of association to implement the Minder Ordinance: Loans and post-retirement benefits beyond occupational pensions. |   |     |     |     |

|   |   |     |     |     |
|---|---|-----|-----|-----|
| AMENDMENT:  | I | YES | FOR | FOR |
| To articles of association regarding the applicable vote standard for elections of directors, the chairman and members of the Compensation Committee. |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| AMENDMENT:   | I | YES | FOR | FOR |
| To the articles of association regarding shareholder agenda item requests pursuant to Swiss law. |   |     |     |     |

|   |   |     |     |     |
|---|---|-----|-----|-----|
| RE-ELECTION OF DIRECTOR:                                | I | YES | FOR | FOR |
| Ian C. Strachan<br>Glyn A. Barker<br>Vanessa C.L. Chang |   |     |     |     |

Frederico F. Curado  
 Chad Deaton  
 Martin B. McNamara  
 Samuel Merksamer  
 Edward R. Muller  
 Steven L. Newman  
 Tan Ek Kia  
 Vincent J. Intrieri

|  |   |     |     |     |
|--|---|-----|-----|-----|
| ELECTION:  | I | YES | FOR | FOR |
| Of Ian C. Strachan as the Chairman of the Board of Directors for a term extending until completion of the next annual general meeting. |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| ELECTION OF THE MEMBER OF THE COMPENSATION COMMITTEE:                          | I | YES | FOR | FOR |
| Frederico F. Curado<br>Martin B. McNamara<br>Tan Ek Kia<br>Vincent J. Intrieri |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| ELECTION:  | I | YES | FOR | FOR |
| Of Schweiger Advokatur / Notariat as the independent proxy for a term extending until the completion of the next annual general meeting. |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| APPOINTMENT:   | I | YES | FOR | FOR |
| Of Ernst & Young LLP as the company's independent registered public accounting firm for fiscal year 2014 and re-election of Ernst & Young Ltd, Zurich, as the company's auditor for a further one-year term. |   |     |     |     |

|  |   |     |     |     |
|--|---|-----|-----|-----|
| ADVISORY VOTE:                                   | I | YES | FOR | FOR |
| To approve named executive officer compensation. |   |     |     |     |

|              |   |     |     |     |
|--------------|---|-----|-----|-----|
| RE-APPROVAL: | I | YES | FOR | FOR |
|--------------|---|-----|-----|-----|

Of the material terms of the performance goals under the long-term incentive plan of Transocean Ltd.

|                              |     |           |           |  |   |         |     |
|------------------------------|-----|-----------|-----------|--|---|---------|-----|
| THE WILLIAMS COMPANIES, INC. | WMB | 969457100 | 5/22/2014 | ELECTION OF DIRECTOR:<br>Alan S. Armstrong<br>Joseph R. Cleveland<br>Kathleen B. Cooper<br>John A. Haag<br>Juanita H. Hinshaw<br>Ralph Izzo<br>Frank T. MacInnis<br>Eric W. Mandelblatt<br>Steven W. Nance<br>Murray D. Smith<br>Janice D. Stoney<br>Laura A. Sugg | I | YES FOR | FOR |
|                              |     |           |           | APPROVAL:<br>Of the amendment to the Williams Companies, Inc. 2007 Incentive Plan  | I | YES FOR | FOR |
|                              |     |           |           | APPROVAL:<br>Of the amendment to the Williams Companies, Inc. 2007 Employee Stock Purchase Plan.   | I | YES FOR | FOR |
|                              |     |           |           | RATIFICATION:<br>Of Ernst & Young LLP as auditors for 2014.  | I | YES FOR | FOR |
|                              |     |           |           | APPROVAL:<br>By non-binding advisory vote, of the company's executive compensation.  | I | YES FOR | FOR |
| KINDER MORGAN, INC.          | KMI | 49456B101 | 5/19/2014 | DIRECTOR:<br>Richard D. Kinder<br>Steven J. Kean<br>Anthony W. Hall, Jr.<br>Deborah A. Macdonald<br>Michael J. Miller<br>Michael C. Morgan<br>Fayez Sarofim<br>C. Park Shaper  | I | YES FOR | FOR |



Joel V. Staff  
 John M. Stokes  
 Robert F. Vagt

RATIFICATION: I YES FOR FOR  
 Of the selection of  
 PricewaterhouseCoopers  
 LLP as the independent  
 registered public  
 accounting firm for 2014.

STOCKHOLDER PROPOSAL: S YES AGAINSTFOR  
 Relating to a report on the  
 company's response to  
 climate change.

STOCKHOLDER PROPOSAL: S YES AGAINSTFOR  
 Relating to a report on  
 methane emissions and  
 pipeline maintenance.

STOCKHOLDER PROPOSAL: S YES AGAINSTFOR  
 Relating to an annual  
 sustainability report.

ONEOK, INC. OKE 682680103 5/21/2014 DIRECTOR: I YES FOR FOR  
 James C. Day  
 Julie H. Edwards  
 William L. Ford  
 John W. Gibson  
 Bert H. Mackie  
 Steven J. Malcolm  
 Jim W. Mogg  
 Pattye L. Moore  
 Gary D. Parker  
 Eduardo A. Rodriguez  
 Terry K. Spencer

RATIFICATION: I YES FOR FOR  
 Of the selection of  
 PricewaterhouseCoopers  
 LLP as the independent  
 registered public  
 accounting firm of  
 Oneok, Inc.

ADVISORY VOTE: I YES FOR FOR

To approve the company's executive compensation.

SHAREHOLDER PROPOSAL: S YES AGAINSTFOR  
 Regarding publication of a report on methane emissions.

THE SOUTHERN COMPANY SO 842587107 5/28/2014 DIRECTOR: I YES FOR FOR

J.P. Baranco  
 J.A. Boscia  
 H.A. Clark III  
 T.A. Fanning  
 D.J. Grain  
 V.M. Hagen  
 W.A. Hood, Jr.  
 L.P. Hudson  
 D.M. James  
 D.E. Klein  
 W.G. Smith, Jr.  
 S.R. Specker  
 E.J. Wood III

RATIFICATION: I YES FOR FOR  
 Of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2014.

ADVISORY VOTE: I YES FOR FOR  
 To approve named executive officer compensation.

STOCKHOLDER PROPOSAL: S YES AGAINSTFOR  
 On an independent Board Chair.

ENSCO PLC ESV G3157S106 5/19/2014 RE-ELECTION OF DIRECTOR: I YES FOR FOR

J. Roderick Clark  
 Roxanne J. Decyk  
 Mark E. Francis CBE  
 C. Christopher Gaut  
 Gerald W. Haddock

Francis S. Kalman  
 Daniel W. Rabun  
 Keith O. Rattie  
 Paul E. Rowsey, III

TO AUTHORIZE: I YES FOR FOR  
 The Board of Directors to  
 allot shares.

TO RATIFY: I YES FOR FOR  
 The Audit Committee's  
 appointment of KMPG  
 LLP as the independent  
 registered public  
 accounting firm for the  
 year ended 31 December  
 2014.

TO RE-APPOINT: I YES FOR FOR  
 KMPG Audit plc as the  
 U.K. statutory auditors  
 under the U.K.  
 Companies Act 2006.

TO AUTHORIZE: I YES FOR FOR  
 The Audit Committee to  
 determine the U.K.  
 statutory auditor's  
 remuneration.

TO APPROVE: I YES FOR FOR  
 The Directors'  
 remuneration policy.

NON-BINDING  
 ADVISORY VOTE: I YES FOR FOR  
 To approve the Directors'  
 remuneration report for  
 the year ended 31  
 December 2013.

NON-BINDING  
 ADVISORY VOTE: I YES FOR FOR  
 To approve the  
 compensation to the  
 named executive officers.

NON-BINDING  
 ADVISORY VOTE: I YES FOR FOR  
 To approve the report of  
 the auditors and the

Directors and the U.K.  
statutory accounts for the  
year ended 31 December  
2013.

TO APPROVE: I YES FOR FOR  
A capital reorganization.

TO APPROVE: I YES FOR FOR  
The disapplication of  
pre-emption rights.

TARGA  
RESOURCES  
CORP.

TRGP 87612G101 5/29/2014

DIRECTOR: I YES FOR FOR

Charles R. Crisp  
Laura C. Fulton  
James W. Whalen

RATIFICATION: I YES FOR FOR  
Of selection of  
independent auditors.

ADVISORY VOTE: I YES FOR FOR  
On executive  
compensation.

SHAREHOLDER  
PROPOSAL: S YES AGAINSTFOR  
Regarding publication of  
a report on methane  
emissions.

BUCKEYE  
PARTNERS, L.P.

BPL 118230101 6/3/2014

DIRECTOR: I YES FOR FOR

Forrest E. Wylie  
Barbara J. Duganier  
Joseph A. Lasala, Jr.  
Martin A. White

RATIFICATION: I YES FOR FOR  
Of the selection of  
Deloitte & Touche LLP  
as Buckeye Partners,  
L.P.'s independent  
registered public  
accountants for 2014.

APPROVAL: I YES FOR FOR  
In an advisory vote, of the  
compensation of

Buckeye's named executive officers.

MARKWEST  
ENERGY  
PARTNERS, L.P.

MWE 570759100 6/6/2014

DIRECTOR: I YES FOR FOR

Frank M. Semple  
Donald D. Wolf  
W.A. Bruckmann III  
Michael L. Beatty  
Charles K. Dempster  
Donald C. Heppermann  
Randall J. Larson  
Anne E. Fox Mounsey  
Williams P. Nicoletti

TO APPROVE: I YES FOR FOR  
On an advisory basis, the compensation of the partnership's named executive officers.

RATIFICATION: I YES FOR FOR  
Of Deloitte & Touche LLP as the partnership's independent registered public accountants for the fiscal year ending December 31, 2014.

BREITBURN  
ENERGY  
PARTNERS L.P.

BBEP 106776107 6/19/2014

DIRECTOR: I YES FOR FOR

Randall H. Breitenbach  
David B. Kilpatrick

ADVISORY PROPOSAL: I YES FOR FOR  
To approve the compensation of the named executive officers of Breitburn GP, LLC.

RATIFICATION: I YES FOR FOR  
Of the appointment of PricewaterhouseCoopers, LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2014.