

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.  
Form N-PX  
July 27, 2018

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, 14<sup>th</sup> Floor Houston, Texas 77002

(Address of principal executive offices) (Zip code)

Michael O'Neil

KA Fund Advisors, LLC

1800 Avenue of the Stars, Third Floor Los Angeles, California 90067

(Name and address of agent for service)

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

Date of fiscal year end: November 30

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

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (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.

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.

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  
Title)\* /s/ Kevin S. McCarthy

Kevin S. McCarthy,

Chairman and Chief Executive Officer

Date July 25, 2018

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

## Kayne Anderson Midstream/Energy Fund Inc.

## Proxy Voting Record

July 1, 2017 - June 30, 2018

Issuer	Symbol	CUSIP	Meeting Date	Matter:	Proposed by (I)ssuer or (S)hrhldr	Vote Cast?	How Voted
<b>KNOT OFFSHORE PARTNERS LP</b>	KNOP	Y48125101	08/09/17	1 <b>TO ELECT:</b>  HANS PETTER AAS AS A CLASS IV DIRECTOR OF KNOT OFFSHORE PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2021 ANNUAL MEETING OF LIMITED PARTNERS.	I	YES	FO
<b>HOEGH LNG PARTNERS LP</b>	HMLP	Y3262R100	9/15/2017	1 <b>TO ELECT:</b>  DAVID SPIVAK AS A CLASS III DIRECTOR OF HOEGH LNG PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2021 ANNUAL MEETING OF LIMITED PARTNERS.	I	YES	FO
<b>WESTERN GAS PARTNERS, LP</b>	WES	958254104	10/17/2017	1 <b>TO APPROVE:</b>  THE WESTERN GAS PARTNERS, LP 2017 LONG-TERM INCENTIVE PLAN (THE LTIP PROPOSAL)	I	YES	FO
				2 <b>TO APPROVE:</b>  THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR	I	YES	FO

APPROPRIATE, TO SOLICIT  
ADDITIONAL PROXIES IN THE  
EVENT THERE ARE NOT  
SUFFICIENT VOTES AT THE  
TIME OF THE SPECIAL  
MEETING TO APPROVE THE  
LTIP PROPOSAL

**GOLAR LNG  
PARTNERS LP**

GLMP Y2745C102 9/27/2017 1

**TO ELECT:**

**I**

**YES FO**

CARL STEEN AS A CLASS II  
DIRECTOR OF THE  
PARTNERSHIP WHOSE TERM  
WILL EXPIRE AT THE 2020  
ANNUAL MEETING OF  
LIMITED PARTNERS.

**DYNAGAS LNG  
PARTNERS LP**

DLNG Y2188B108 12/07/17 1

**TO ELECT:**

**I**

**YES FO**

LEVON DEDEGIAN AS A  
CLASS III DIRECTOR TO  
SERVE FOR A THREE-YEAR  
TERM UNTIL THE 2020  
ANNUAL MEETING OF  
LIMITED PARTNERS

2

**TO APPROVE:**

**I**

**YES FO**

THE APPOINTMENT OF ERNST  
& YOUNG (HELLAS)  
CERTIFIED AUDITORS  
ACCOUNTANTS S.A. AS THE  
PARTNERSHIP'S  
INDEPENDENT AUDITORS FOR  
THE FISCAL YEAR ENDING  
DECEMBER 31, 2017

**ARC LOGISTICS  
PARTNERS LP**

ARCX 03879N101 12/18/2017 1

**APPROVE**

**I**

**YES FO**

APPROVE THE PURCHASE  
AGREEMENT AND PLAN OF  
MERGER DATED AS OF  
AUGUST 29, 2017, BY AND  
AMONG ZENITH ENERGY U.S.,  
L.P., ZENITH ENERGY U.S. GP,  
LLC, ZENITH ENERGY U.S.  
LOGISTICS HOLDINGS, LLC,

ZENITH ENERGY U.S.  
 LOGISTICS, LLC, ARC  
 LOGISTICS PARTNERS LP, ARC  
 LOGISTICS GP LLC,  
 LIGHTFOOT CAPITAL  
 PARTNERS, LP AND ...(DUE TO  
 SPACE LIMITS, SEE PROXY  
 STATEMENT FOR FULL  
 PROPOSAL).

<b>NEXTERA ENERGY PARTNERS, LP</b>	NEP	65341B106	12/21/17	1A	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					SUSAN D. AUSTIN				
				1B	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					PETER H. KIND				
				1C	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
	JAMES L. ROBO								
				1D	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					JAMES N. SUCIU				
				2	<b>RATIFICATION OF:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY PARTNERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017				
				3	<b>APPROVAL:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY PARTNERS' COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT				
				4	<b>NON-BINDING ADVISORY VOTE:</b>	<b>I</b>	<b>YES</b>	<b>3 Y</b>	
					ON THE FREQUENCY OF FUTURE UNITHOLDER				

NON-BINDING ADVISORY  
VOTES ON THE  
COMPENSATION OF NEXTERA  
ENERGY PARTNERS' NAMED  
EXECUTIVE OFFICERS

**MAGELLAN  
MIDSTREAM  
PARTNERS, L.P.**

MMP 559080106 4/26/2018 1

**DIRECTOR:** I

**YES FO**

ROBERT G. CROYLE  
STACY P. METHVIN  
BARRY R. PEARL

2 **ADVISORY RESOLUTION TO APPROVE:** I

**YES FO**

EXECUTIVE COMPENSATION

3 **RATIFICATION OF:** I

**YES FO**

APPOINTMENT OF  
INDEPENDENT AUDITOR

**TRANSCANADA  
CORPORATION**

TRP 89353D107 04/27/18 1

**DIRECTOR:** I

**YES FO**

KEVIN E. BENSON  
STÉPHAN CRÉTIER  
RUSSELL K. GIRLING  
S. BARRY JACKSON  
JOHN E. LOWE  
PAULA ROSPUT REYNOLDS  
MARY PAT SALOMONE  
INDIRA V. SAMARASEKERA  
D. MICHAEL G. STEWART  
SIIM A. VANASELJA  
THIERRY VANDAL

2 **RESOLUTION TO APPOINT:** I

**YES FO**

KPMG LLP, CHARTERED  
PROFESSIONAL  
ACCOUNTANTS AS AUDITORS  
AND AUTHORIZE THE  
DIRECTORS TO FIX THEIR



REMUNERATION.

3 **RESOLUTION TO ACCEPT:** I YES FO  
 TRANSCANADA'S APPROACH  
 TO EXECUTIVE  
 COMPENSATION, AS  
 DESCRIBED IN THE  
 MANAGEMENT INFORMATION  
 CIRCULAR.

4 **RESOLUTION TO CONSIDER:** I YES FO  
 THE SHAREHOLDER  
 PROPOSAL REGARDING  
 CLIMATE CHANGE  
 DISCLOSURE, AS SET FORTH  
 IN SCHEDULE A OF THE  
 MANAGEMENT INFORMATION  
 CIRCULAR.

**MACQUARIE  
 INFRASTRUCTURE  
 CORPORATION**

MIC 55608B105 05/16/18

1a **Election of:** I YES FO  
 NORMAN H. BROWN, JR.

1b **Election of:** I YES FO  
 GEORGE W. CARMANY, III

1c **Election of:** I YES FO  
 JAMES HOOKE

1d **Election of:** I YES FO  
 RONALD KIRK

1e **Election of:** I YES FO  
 H.E. (JACK) LENTZ

1f **Election of:** I YES FO  
 OUMA SANANIKONE

2 **The ratification of** I YES FO

THE SELECTION OF KPMG LLP  
AS OUR INDEPENDENT  
AUDITOR FOR THE FISCAL  
YEAR ENDING DECEMBER 31,  
2018.

3 **The approval:** I YES FO  
ON AN ADVISORY BASIS, OF  
EXECUTIVE COMPENSATION.

**PEMBINA  
PIPELINE  
CORPORATION**

PBA 706327103 05/04/18 1

1 **DIRECTOR:** I YES FO

ANNE MARIE N. AINSWORTH  
DOUG ARNELL  
MICHAEL H. DILGER  
RANDALL J. FINDLAY  
MAUREEN E. HOWE  
GORDON J. KERR  
DAVID M.B. LEGRESLEY  
ROBERT B. MICHALESKI  
LESLIE A. O'DONOGHUE  
BRUCE D. RUBIN  
JEFFREY T. SMITH  
HENRY W. SYKES

2 **TO APPOINT:** I YES FO  
KPMG LLP, CHARTERED  
PROFESSIONAL  
ACCOUNTANTS, AS THE  
AUDITORS OF THE  
CORPORATION FOR THE  
ENSUING FINANCIAL YEAR  
AT A REMUNERATION TO BE  
FIXED BY MANAGEMENT.

3 **TO ACCEPT:** I YES FO  
THE APPROACH TO  
EXECUTIVE COMPENSATION  
AS DISCLOSED IN THE  
ACCOMPANYING  
MANAGEMENT PROXY

CIRCULAR.

<b>KINDER MORGAN, INC.</b>	KMI	49456B101	5/9/2018	1a	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					RICHARD D. KINDER				
				1b	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					STEVEN J. KEAN				
				1c	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					KIMBERLY A. DANG				
				1d	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					TED A. GARDNER				
				1e	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					ANTHONY W. HALL, JR.				
				1f	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
					GARY L. HULTQUIST				
				1g	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>	
	RONALD L. KUEHN, JR.								
1h	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>					
	DEBORAH A. MACDONALD								
1i	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>					
	MICHAEL C. MORGAN								
1j	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>					
	ARTHUR C. REICHSTETTER								
1k	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>					
	FAYEZ SAROFIM								
1l	<b>ELECTION OF DIRECTOR:</b>	<b>I</b>	<b>YES</b>	<b>FO</b>					
	C. PARK SHAPER								

1m	<b>ELECTION OF DIRECTOR:</b> WILLIAM A. SMITH	I	YES	FO
1n	<b>ELECTION OF DIRECTOR:</b> JOEL V. STAFF	I	YES	FO
1o	<b>ELECTION OF DIRECTOR:</b> ROBER F. VAGT	I	YES	FO
1p	<b>ELECTION OF DIRECTOR:</b> PERRY M. WAUGHTAL	I	YES	FO
2	<b>RATIFICATION OF:</b> THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018	I	YES	FO
3	<b>APPROVAL, ON AN ADVISORY BASIS, OF:</b> THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THE PROXY STATEMENT	I	YES	FO
4	<b>FREQUENCY WITH:</b> WHICH WE WILL HOLD AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	I	YES	3 Y
5	<b>STAKEHOLDER PROPOSAL:</b> RELATING TO A REPORT ON METHANE EMISSIONS	S	YES	AG
6	<b>STAKEHOLDER PROPOSAL:</b> RELATING TO AN ANNUAL SUSTAINABILITY REPORT	S	YES	AG

				7	<b>STAKEHOLDER PROPOSAL:</b>	S	YES	AG
					RELATING TO AN ASSESSMENT OF THE LONG-TERM PORTFOLIO IMPACTS OF SCENARIOS CONSISTENT WITH GLOBAL CLIMATE CHANGE POLICIES			
<b>ENBRIDGE INC.</b>	ENB	29250N105	5/9/2018	1	<b>DIRECTOR:</b>	I	YES	FO
					PAMELA L. CARTER C. P. CAZALOT, JR. MARCEL R. COUTU GREGORY L. EBEL J. HERB ENGLAND CHARLES W. FISCHER V. M. KEMPSTON DARKES MICHAEL MCSHANE AL MONACO MICHAEL E.J. PHELPS DAN C. TUTCHER CATHERINE L. WILLIAMS			
				2	<b>APPOINT:</b>	I	YES	FO
					PRICEWATERHOUSECOOPERS LLP AS AUDITORS AT REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS.			
				3	<b>ADVISORY VOTE TO:</b>	I	YES	FO
					APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS.			
				4	<b>ADVISORY VOTE ON:</b>	I	YES	1 Y
					THE FREQUENCY OF SAY ON PAY VOTES.			

<b>GASLOG PARTNERS LP</b>	GLOP	Y2687W108	5/11/2018	1	<b>TO ELECT:</b>	I	YES	FO
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DANIEL R. BRADSHAW AS A CLASS III DIRECTOR TO SERVE FOR A THREE-YEAR TERM UNTIL THE 2021 ANNUAL MEETING OR UNTIL HIS SUCCESSOR HAS BEEN ELECTED OR APPOINTED.

2 **TO RATIFY:** I YES FO  
 THE APPOINTMENT OF DELOITTE LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018.

**THE WILLIAMS COMPANIES, INC.**

WMB 969457100 5/10/2018

1a **ELECTION OF:** I YES FO  
 ALAN S. ARMSTRONG

1b **ELECTION OF:** I YES FO  
 STEPHEN W. BERGSTROM

1c **ELECTION OF:** I YES FO  
 STEPHEN I. CHAZEN

1d **ELECTION OF:** I YES FO  
 CHARLES I. COGUT

1e **ELECTION OF:** I YES FO  
 KATHLEEN B. COOPER

1f **ELECTION OF:** I YES FO  
 MICHAEL A. CREEL

1g **ELECTION OF:** I YES FO  
 PETER A. RAGAUS

1h **ELECTION OF:** I YES FO  
 SCOTT D. SHEFFIELD

1i **ELECTION OF:** I YES FO  
MURRAY D. SMITH

1j **ELECTION OF:** I YES FO  
WILLIAM H. SPENCE

2 **RATIFICATION OF:** I YES FO  
ERNST & YOUNG LLP AS  
AUDITORS FOR 2018.

3 **APPROVAL:** I YES FO  
BY NONBINDING ADVISORY  
VOTE, OF THE COMPANY'S  
EXECUTIVE COMPENSATION.

**PLAINS GP  
HOLDINGS, L.P.**

PAGP 72651A207 5/15/18

1 **DIRECTOR:** I YES FO  
BOBBY S. SHACKOULS  
CHRISTOPHER M. TEMPLE

2 **RATIFICATION OF:** I YES FO  
THE APPOINTMENT OF  
PRICEWATERHOUSECOOPERS  
LLP AS OUR INDEPENDENT  
REGISTERED PUBLIC  
ACCOUNTING FIRM FOR 2018.

3 **THE APPROVAL:** I YES FO  
ON A NON-BINDING  
ADVISORY BASIS, OF OUR  
NAMED EXECUTIVE OFFICER  
COMPENSATION.

4 **NON-BINDING ADVISORY  
VOTE:** I YES 1 Y  
ON THE FREQUENCY WITH  
WHICH FUTURE ADVISORY  
VOTES TO APPROVE OUR  
NAMED EXECUTIVE OFFICER  
COMPENSATION SHOULD BE  
HELD.

**SEMGROUP  
CORPORATION**

SEMG 81663A105 5/16/18

1 **DIRECTOR:** I YES FO  
 RONALD A. BALLSCHMIEDE  
 SARAH M. BARPOULIS  
 CARLIN G. CONNER  
 KARL F. KURZ  
 JAMES H. LYTAL  
 WILLIAM J. MCADAM  
 THOMAS R. MCDANIEL

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

3 **RATIFICATION OF:** I YES FO  
 GRANT THORNTON LLP AS  
 INDEPENDENT REGISTERED  
 PUBLIC ACCOUNTING FIRM  
 FOR 2018.

4 **TO APPROVE:** I YES FO  
 AN AMENDMENT TO THE  
 COMPANY'S AMENDED AND  
 RESTATED CERTIFICATE OF  
 INCORPORATION, AS  
 AMENDED, TO INCREASE THE  
 NUMBER OF AUTHORIZED  
 SHARES OF CLASS A COMMON  
 STOCK.

**TARGA  
RESOURCES CORP.**

TRGP 87612G101 5/24/18

1.1 **ELECTION OF:** I YES FO  
 ROBERT B. EVANS

1.2 **ELECTION OF:** I YES FO  
 JOE BOB PERKINS

1.3 **ELECTION OF:** I YES FO  
 ERSHEL C. REDD JR



2 **RATIFICATION OF:** I YES FO  
 SELECTION OF INDEPENDENT  
 ACCOUNTANTS

3 **ADVISORY VOTE TO:** I YES FO  
 APPROVE EXECUTIVE  
 COMPENSATION

ONEOK, INC. OKE 682680103 5/23/18 1A **ELECTION OF:** I YES FO  
 BRIAN L. DERKSEN

1B **ELECTION OF:** I YES FO  
 JULIE H. EDWARDS

1C **ELECTION OF:** I YES FO  
 JOHN W. GIBSON

1D **ELECTION OF:** I YES FO  
 RANDALL J. LARSON

1E **ELECTION OF:** I YES FO  
 STEVEN J. MALCOLM

1F **ELECTION OF:** I YES FO  
 JIM W. MOGG

1G **ELECTION OF:** I YES FO  
 PATTYE L. MOORE

1H **ELECTION OF:** I YES FO  
 GARY D. PARKER

1I **ELECTION OF:** I YES FO  
 EDUARDO A. RODRIGUEZ

1J **ELECTION OF:** I YES FO

TERRY K. SPENCER

- |   |  |   |     |    |
|---|--|---|-----|----|
| 2 | <b>RATIFICATION OF:</b>  | I | YES | FO |
|   | THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC. FOR THE YEAR ENDING DECEMBER 31, 2018. |   |     |    |
| 3 | <b>APPROVE:</b>  | I | YES | FO |
|   | THE ONEOK, INC. EQUITY INCENTIVE PLAN.   |   |     |    |
| 4 | <b>AN ADVISORY VOTE TO:</b>  | I | YES | FO |
|   | APPROVE ONEOK, INC.'S EXECUTIVE COMPENSATION.  |   |     |    |

**HOEGH LNG PARTNERS LP**

HMLP Y3262R100 6/6/2018

- |   |  |   |     |    |
|---|--|---|-----|----|
| 1 | <b>TO ELECT:</b>   | I | YES | FO |
|   | MORTEN HOEGH AS A CLASS IV DIRECTOR OF HOEGH LNG PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2022 ANNUAL MEETING OF LIMITED PARTNERS. |   |     |    |

**BUCKEYE PARTNERS, L.P.**

BPL 118230101 6/5/18

- |   |  |   |     |    |
|---|--|---|-----|----|
| 1 | <b>DIRECTOR:</b>   | I | YES | FO |
|   | PIETER BAKKER<br>BARBARA M. BAUMANN<br>MARK C. MCKINLEY  |   |     |    |
| 2 | <b>AMENDMENT OF:</b>   | I | YES | FO |
|   | PARTNERSHIP AGREEMENT TO REMOVE PROVISIONS THAT PREVENT GENERAL PARTNER FROM CAUSING BUCKEYE PARTNERS, L.P. TO ISSUE ANY CLASS OR SERIES OF LIMITED PARTNERSHIP INTERESTS HAVING |   |     |    |

PREFERENCES OR OTHER  
SPECIAL OR SENIOR RIGHTS  
OVER THE LP UNITS WITHOUT  
THE PRIOR APPROVAL OF  
UNITHOLDERS HOLDING AN  
AGGREGATE OF AT LEAST  
TWO-THIRDS OF THE  
OUTSTANDING LP UNITS.

- 3 **THE RATIFICATION OF:** I YES FO  
THE SELECTION OF DELOITTE  
& TOUCHE LLP AS BUCKEYE  
PARTNERS, L.P.'S  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTANTS FOR  
2018.
- 4 **THE APPROVAL:** I YES FO  
IN AN ADVISORY VOTE, OF  
THE COMPENSATION OF  
BUCKEYE'S NAMED  
EXECUTIVE OFFICERS AS  
DESCRIBED IN OUR PROXY  
STATEMENT PURSUANT TO  
ITEM 402 OF REGULATION S-K.