

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 22, 2008

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: 255 State Street  
Boston, MA 02109

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
255 State Street  
Boston, MA 02109

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2007 - 06/30/2008

Eaton Vance Enhanced Equity Income Fund II

ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 25-Apr-2008  
Ticker: ABT  
ISIN: US0028241000

| Prop.# | Proposal      | Proposal Type | Proposal Vote |
|--------|---------------|---------------|---------------|
| 01     | DIRECTOR      |               |               |
|        | R.S. AUSTIN   | Mgmt          | For           |
|        | W.M. DALEY    | Mgmt          | For           |
|        | W.J. FARRELL  | Mgmt          | For           |
|        | H.L. FULLER   | Mgmt          | For           |
|        | W.A. OSBORN   | Mgmt          | For           |
|        | D.A.L. OWEN   | Mgmt          | For           |
|        | B. POWELL JR. | Mgmt          | For           |
|        | W.A. REYNOLDS | Mgmt          | For           |
|        | R.S. ROBERTS  | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
|    | S.C. SCOTT III                                    | Mgmt | For     |
|    | W.D. SMITHBURG                                    | Mgmt | For     |
|    | G.F. TILTON                                       | Mgmt | For     |
|    | M.D. WHITE  | Mgmt | For     |
| 02 | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL - ACCESS TO MEDICINES        | Shr  | Against |
| 04 | SHAREHOLDER PROPOSAL - ADVISORY VOTE              | Shr  | For     |

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### ACCENTURE LTD

Agen

Security: G1150G111  
 Meeting Type: Annual  
 Meeting Date: 07-Feb-2008  
 Ticker: ACN  
 ISIN: BMG1150G1116

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | RE-APPOINTMENT OF THE FOLLOWING NOMINEE TO THE BOARD OF DIRECTORS: BLYTHE J. MCGARVIE  | Mgmt          | For           |
| 1B     | RE-APPOINTMENT OF THE FOLLOWING NOMINEE TO THE BOARD OF DIRECTORS: SIR MARK MOODY-STUART   | Mgmt          | For           |
| 02     | AMENDMENT OF THE BYE-LAWS OF ACCENTURE LTD, WHICH WOULD ENABLE ACCENTURE TO DELIVER FUTURE COPIES OF OUR PROXY MATERIALS TO SHAREHOLDERS ELECTRONICALLY BY POSTING THESE MATERIALS ON AN INTERNET WEBSITE AND NOTIFYING OUR SHAREHOLDERS OF THE POSTING. | Mgmt          | For           |
| 03     | RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2008 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION.   | Mgmt          | For           |

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### AFFILIATED MANAGERS GROUP, INC.

Agen

Security: 008252108  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2008  
 Ticker: AMG  
 ISIN: US0082521081

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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

|    |  |      |     |
|----|--|------|-----|
|    | RICHARD E. FLOOR   | Mgmt | For |
|    | SEAN M. HEALEY   | Mgmt | For |
|    | HAROLD J. MEYERMAN   | Mgmt | For |
|    | WILLIAM J. NUTT  | Mgmt | For |
|    | RITA M. RODRIGUEZ  | Mgmt | For |
|    | PATRICK T. RYAN  | Mgmt | For |
|    | JIDE J. ZEITLIN  | Mgmt | For |
| 02 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL<br>YEAR. | Mgmt | For |

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AGILENT TECHNOLOGIES, INC. Agen

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Security: 00846U101  
Meeting Type: Annual  
Meeting Date: 27-Feb-2008  
Ticker: A  
ISIN: US00846U1016

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| Prop.# | Proposal   | Proposal<br>Type     | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>HEIDI KUNZ<br>DAVID M. LAWRENCE, M.D.<br>A. BARRY RAND   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | THE RATIFICATION OF THE AUDIT AND FINANCE COMMITTEE'S<br>APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS<br>AGILENT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt                 | For               |
| 03     | THE APPROVAL OF THE AGILENT TECHNOLOGIES, INC.<br>LONG-TERM PERFORMANCE PROGRAM.   | Mgmt                 | For               |

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AKAMAI TECHNOLOGIES, INC. Agen

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Security: 00971T101  
Meeting Type: Annual  
Meeting Date: 20-May-2008  
Ticker: AKAM  
ISIN: US00971T1016

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| Prop.# | Proposal                                       | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF CLASS III DIRECTOR: DAVID W. KENNY | Mgmt             | For           |
| 1B     | ELECTION OF CLASS III DIRECTOR: PETER J. KIGHT | Mgmt             | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1C | ELECTION OF CLASS III DIRECTOR: FREDERIC V. SALERNO  | 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, 2008. | Mgmt | For |

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 ALLERGAN, INC.

Agen

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 Security: 018490102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: AGN  
 ISIN: US0184901025  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>DEBORAH DUNSIRE, M.D.<br>TREVOR M. JONES, PH.D.<br>LOUIS J. LAVIGNE, JR.<br>LEONARD D. SCHAEFFER               | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO APPROVE THE ALLERGAN, INC. 2008 INCENTIVE AWARD PLAN  | Mgmt                         | For                      |
| 03     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008   | Mgmt                         | For                      |
| 4A     | TO APPROVE STOCKHOLDER PROPOSAL NO. 1 REGARDING THE ADOPTION OF A PAY-FOR-SUPERIOR-PERFORMANCE EXECUTIVE COMPENSATION PLAN | Shr                          | For                      |
| 4B     | TO APPROVE STOCKHOLDER PROPOSAL NO. 2 REGARDING ADDITIONAL ANIMAL TESTING DISCLOSURE                                       | Shr                          | Against                  |

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 ALLIANT TECHSYSTEMS INC.

Agen

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 Security: 018804104  
 Meeting Type: Annual  
 Meeting Date: 31-Jul-2007  
 Ticker: ATK  
 ISIN: US0188041042  
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| Prop.# | Proposal                    | Proposal Type | Proposal Vote |
|--------|-----------------------------|---------------|---------------|
| 01     | DIRECTOR<br>FRANCES D. COOK | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
|    | MARTIN C. FAGA   | Mgmt | For     |
|    | RONALD R. FOGLEMAN   | Mgmt | For     |
|    | CYNTHIA L. LESHER  | Mgmt | For     |
|    | DOUGLAS L. MAINE   | Mgmt | For     |
|    | ROMAN MARTINEZ IV  | Mgmt | For     |
|    | DANIEL J. MURPHY   | Mgmt | For     |
|    | MARK H. RONALD   | Mgmt | For     |
|    | MICHAEL T. SMITH   | Mgmt | For     |
|    | WILLIAM G. VAN DYKE  | Mgmt | For     |
| 02 | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM             | Mgmt | For     |
| 03 | APPROVAL OF AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN               | Mgmt | For     |
| 04 | STOCKHOLDER PROPOSAL - REPORT ON DEPLETED URANIUM WEAPONS AND COMPONENTS | Shr  | Against |

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ALTRIA GROUP, INC.

Agen

Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 28-May-2008  
Ticker: MO  
ISIN: US02209S1033

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTORS: ELIZABETH E. BAILEY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTORS: GERALD L. BALILES  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTORS: DINYAR S. DEVITRE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTORS: THOMAS F. FARRELL, II  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTORS: ROBERT E.R. HUNTLEY  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTORS: THOMAS W. JONES  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTORS: GEORGE MUNOZ   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTORS: MICHAEL E. SZYMANCZYK  | Mgmt          | For           |
| 02     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS   | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL 1 - SHAREHOLDER SAY ON EXECUTIVE PAY                                     | Shr           | For           |
| 04     | STOCKHOLDER PROPOSAL 2 - CUMULATIVE VOTING  | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL 3 - APPLY GLOBALLY PRACTICES DEMANDED BY THE MASTER SETTLEMENT AGREEMENT | Shr           | Against       |

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|    |   |     |         |
|----|---|-----|---------|
| 06 | STOCKHOLDER PROPOSAL 4 - STOP YOUTH-ORIENTED<br>AD CAMPAIGNS      | Shr | Against |
| 07 | STOCKHOLDER PROPOSAL 5 - "TWO CIGARETTE" APPROACH<br>TO MARKETING | Shr | Against |
| 08 | STOCKHOLDER PROPOSAL 6 - ENDORSE HEALTH CARE<br>PRINCIPLES        | Shr | Against |

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ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: APC  
 ISIN: US0325111070

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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN R. BUTLER, JR.                           | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: LUKE R. CORBETT                               | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN R. GORDON                                | Mgmt             | Against       |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITORS. | Mgmt             | For           |
| 03     | APPROVAL OF 2008 OMNIBUS INCENTIVE COMPENSATION<br>PLAN.            | Mgmt             | For           |
| 04     | APPROVAL OF 2008 DIRECTOR COMPENSATION PLAN.                        | Mgmt             | For           |
| 05     | STOCKHOLDER PROPOSAL - DECLASSIFICATION OF BOARD                    | Shr              | For           |
| 06     | STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION<br>POLICY    | Shr              | Against       |

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APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 04-Mar-2008  
 Ticker: AAPL  
 ISIN: US0378331005

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| Prop.# | Proposal                        | Proposal<br>Type | Proposal Vote |
|--------|---------------------------------|------------------|---------------|
| 01     | DIRECTOR<br>WILLIAM V. CAMPBELL | Mgmt             | For           |

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|    |  |      |         |
|----|--|------|---------|
|    | MILLARD S. DREXLER   | Mgmt | For     |
|    | ALBERT A. GORE, JR.  | Mgmt | For     |
|    | STEVEN P. JOBS   | Mgmt | For     |
|    | ANDREA JUNG  | Mgmt | For     |
|    | ARTHUR D. LEVINSON   | Mgmt | For     |
|    | ERIC E. SCHMIDT  | Mgmt | For     |
|    | JEROME B. YORK   | Mgmt | For     |
|    |  |      |         |
| 02 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS APPLE INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008.                                    | Mgmt | For     |
| 03 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "ADVISORY VOTE ON COMPENSATION", IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | For     |
| 04 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "AMEND CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON SUSTAINABILITY", IF PROPERLY PRESENTED AT THE MEETING. | Shr  | Against |

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 ASSURANT, INC.

Agen

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 Security: 04621X108  
 Meeting Type: Annual  
 Meeting Date: 15-May-2008  
 Ticker: AIZ  
 ISIN: US04621X1081  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JOHN MICHAEL PALMS<br>DR. ROBERT J. BLENDON<br>BETH L. BRONNER<br>DAVID B. KELSO | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt                         | For                      |
| 03     | APPROVAL OF THE ASSURANT, INC. EXECUTIVE SHORT TERM INCENTIVE PLAN                           | Mgmt                         | For                      |
| 04     | APPROVAL OF THE ASSURANT, INC. LONG TERM EQUITY INCENTIVE PLAN                               | Mgmt                         | For                      |

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 AT&T INC.

Agen

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 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2008  
 Ticker: T  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN: US00206R1023

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GILBERT F. AMELIO              | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES H. BLANCHARD             | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: AUGUST A. BUSCH III            | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: LYNN M. MARTIN                 | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MARY S. METZ                   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: PATRICIA P. UPTON              | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |
| 03     | REPORT ON POLITICAL CONTRIBUTIONS.                   | Shr           | Against       |
| 04     | PENSION CREDIT POLICY.                               | Shr           | For           |
| 05     | LEAD INDEPENDENT DIRECTOR BYLAW.                     | Shr           | For           |
| 06     | SERP POLICY  | Shr           | For           |
| 07     | ADVISORY VOTE ON COMPENSATION                        | Shr           | For           |

AUTODESK, INC.

Agen

Security: 052769106  
 Meeting Type: Annual  
 Meeting Date: 06-Jul-2007  
 Ticker: ADSK  
 ISIN: US0527691069

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



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

|    |  |      |         |
|----|--|------|---------|
| 1A | ELECTION OF DIRECTOR: CAROL A. BARTZ   | Mgmt | Against |
| 1B | ELECTION OF DIRECTOR: CARL BASS  | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: MARK A. BERTELSEN  | Mgmt | Against |
| 1D | ELECTION OF DIRECTOR: CRAWFORD W. BEVERIDGE  | Mgmt | Against |
| 1E | ELECTION OF DIRECTOR: J. HALLAM DAWSON   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: MICHAEL J. FISTER  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: PER-KRISTIAN HALVORSEN   | Mgmt | Against |
| 1H | ELECTION OF DIRECTOR: LARRY W. WANGBERG  | Mgmt | Against |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUTODESK'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2008. | Mgmt | For     |

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 AUTODESK, INC.

Agen

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 Security: 052769106  
 Meeting Type: Special  
 Meeting Date: 06-Nov-2007  
 Ticker: ADSK  
 ISIN: US0527691069  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | PROPOSAL TO APPROVE THE ADOPTION OF THE AUTODESK 2008 EMPLOYEE STOCK PLAN AND THE RESERVATION OF 16,500,000 SHARES OF AUTODESK COMMON STOCK, PLUS A NUMBER OF ADDITIONAL SHARES EQUAL TO THAT NUMBER OF SHARES CANCELLED ON EXPIRATION OF THE 2006 EMPLOYEE STOCK PLAN (NOT TO EXCEED 1,000,000 SHARES), FOR ISSUANCE THEREUNDER. | Mgmt          | For           |

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 AVALONBAY COMMUNITIES, INC.

Agen

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 Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: AVB  
 ISIN: US0534841012  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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

|  |      |     |
|--|------|-----|
| BRYCE BLAIR  | Mgmt | For |
| BRUCE A. CHOATE  | Mgmt | For |
| JOHN J. HEALY, JR.   | Mgmt | For |
| GILBERT M. MEYER   | Mgmt | For |
| TIMOTHY J. NAUGHTON  | Mgmt | For |
| LANCE R. PRIMIS  | Mgmt | For |
| PETER S. RUMMELL   | Mgmt | For |
| H. JAY SARLES  | Mgmt | For |
| <br>   |      |     |
| 02 TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE<br>YEAR ENDING DECEMBER 31, 2008. | Mgmt | For |

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BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
Meeting Type: Annual  
Meeting Date: 23-Apr-2008  
Ticker: BAC  
ISIN: US0605051046  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM BARNET, III         | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN T. COLLINS             | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GARY L. COUNTRYMAN          | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: TOMMY R. FRANKS             | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: CHARLES K. GIFFORD          | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: KENNETH D. LEWIS            | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MONICA C. LOZANO            | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: WALTER E. MASSEY            | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: THOMAS J. MAY               | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: PATRICIA E. MITCHELL        | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: THOMAS M. RYAN              | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.        | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: MEREDITH R. SPANGLER        | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: ROBERT L. TILLMAN           | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: JACKIE M. WARD              | Mgmt          | For           |
| 02     | RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC | Mgmt          | For           |

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

ACCOUNTING FIRM FOR 2008

|    |   |     |         |
|----|---|-----|---------|
| 03 | STOCKHOLDER PROPOSAL - STOCK OPTIONS                | Shr | Against |
| 04 | STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXEC COMP   | Shr | For     |
| 05 | STOCKHOLDER PROPOSAL - DETERMINATION OF CEO COMP    | Shr | Against |
| 06 | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING            | Shr | Against |
| 07 | STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN   | Shr | For     |
| 08 | STOCKHOLDER PROPOSAL - SPECIAL SHAREHOLDER MEETINGS | Shr | For     |
| 09 | STOCKHOLDER PROPOSAL - EQUATOR PRINCIPLES           | Shr | Against |
| 10 | STOCKHOLDER PROPOSAL - HUMAN RIGHTS                 | Shr | Against |

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 BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: BAX  
 ISIN: US0718131099

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WAYNE T. HOCKMEYER, PH.D.               | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOSEPH B. MARTIN, M.D., PH.D.           | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT L. PARKINSON, JR.                | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: THOMAS T. STALLKAMP                     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ALBERT P.L. STROUCKEN                   | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

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 BERKSHIRE HATHAWAY INC.

Agen

Security: 084670108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2008  
 Ticker: BRKA  
 ISIN: US0846701086

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

| Prop.# | Proposal             | Proposal Type | Proposal Vote |
|--------|----------------------|---------------|---------------|
| 01     | DIRECTOR             |               |               |
|        | WARREN E. BUFFETT    | Mgmt          | For           |
|        | CHARLES T. MUNGER    | Mgmt          | For           |
|        | HOWARD G. BUFFETT    | Mgmt          | For           |
|        | SUSAN L. DECKER      | Mgmt          | For           |
|        | WILLIAM H. GATES III | Mgmt          | For           |
|        | DAVID S. GOTTESMAN   | Mgmt          | For           |
|        | CHARLOTTE GUYMAN     | Mgmt          | For           |
|        | DONALD R. KEOUGH     | Mgmt          | For           |
|        | THOMAS S. MURPHY     | Mgmt          | For           |
|        | RONALD L. OLSON      | Mgmt          | For           |
|        | WALTER SCOTT, JR.    | Mgmt          | For           |

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BEST BUY CO., INC.

Agen

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Security: 086516101  
Meeting Type: Annual  
Meeting Date: 25-Jun-2008  
Ticker: BBY  
ISIN: US0865161014

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR  |               |               |
|        | BRADBURY H. ANDERSON*   | Mgmt          | For           |
|        | K.J. HIGGINS VICTOR*  | Mgmt          | For           |
|        | ALLEN U. LENZMEIER*   | Mgmt          | For           |
|        | ROGELIO M. REBOLLEDO*   | Mgmt          | For           |
|        | FRANK D. TRESTMAN*  | Mgmt          | For           |
|        | GEORGE L. MIKAN III**   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2009. | Mgmt          | For           |
| 03     | APPROVAL OF THE BEST BUY CO., INC. 2008 EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt          | For           |
| 04     | APPROVAL OF AN AMENDMENT TO THE BEST BUY CO., INC. RESTATED ARTICLES OF INCORPORATION.  | Mgmt          | Against       |

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BIOGEN IDEC INC.

Agen

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Security: 09062X103  
Meeting Type: Annual  
Meeting Date: 19-Jun-2008  
Ticker: BIIB

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

ISIN: US09062X1037

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>STELIOS PAPADOPOULOS<br>CECIL PICKETT<br>LYNN SCHENK<br>PHILLIP SHARP   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2008. | Mgmt                         | For                      |
| 03     | TO APPROVE OUR 2008 OMNIBUS EQUITY PLAN.  | Mgmt                         | For                      |
| 04     | TO APPROVE OUR 2008 PERFORMANCE-BASED MANAGEMENT<br>INCENTIVE PLAN.   | Mgmt                         | For                      |
| 05     | SHAREHOLDER PROPOSAL TO AMEND THE COMPANY'S<br>BYLAWS.  | Shr                          | Against                  |

BIOMARIN PHARMACEUTICAL INC. Agen

Security: 09061G101  
Meeting Type: Annual  
Meeting Date: 22-May-2008  
Ticker: BMRN  
ISIN: US09061G1013

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                      |
|--------|---|--|--|
| 01     | DIRECTOR<br>JEAN-JACQUES BIENAIME<br>MICHAEL GREY<br>ELAINE J. HERON<br>JOSEPH KLEIN, III<br>PIERRE LAPALME<br>V. BRYAN LAWLIS<br>ALAN LEWIS<br>RICHARD A. MEIER                      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE SELECTION BY THE BOARD<br>OF DIRECTORS OF KPMG LLP AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR<br>ENDING DECEMBER 31, 2008. | Mgmt   | For  |

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD. Agen

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

Security: G20045202  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2008  
 Ticker: CETV  
 ISIN: BMG200452024

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>RONALD S. LAUDER<br>HERBERT A. GRANATH<br>MICHAEL GARIN<br>CHARLES R. FRANK, JR.<br>HERBERT KLOIBER<br>IGOR KOLOMOISKY<br>ALFRED W. LANGER<br>BRUCE MAGGIN<br>ANN MATHER<br>CHRISTIAN STAHL<br>ERIC ZINTERHOFER  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>Withheld<br>For<br>Withheld<br>Withheld<br>For<br>For<br>For<br>Withheld<br>Withheld |
| 02     | THE AMENDMENT OF BYE-LAW 12(3) TO ALLOW THE COMPANY TO HOLD TREASURY SHARES.   | Mgmt   | For   |
| 03     | THE AMENDMENT OF BYE-LAWS 16, 18, 19 AND 20 TO CLARIFY THAT SHAREHOLDERS MAY HOLD UNCERTIFICATED SHARES AND THAT COMPANY IS NOT OBLIGED TO ISSUE PHYSICAL CERTIFICATES TO SHAREHOLDERS.  | Mgmt   | For   |
| 04     | THE AMENDMENT OF BYE-LAWS 58(2) AND 88 TO CONFORM THEM TO THE RULES AND REGULATIONS PROMULGATED BY THE SECURITIES AND EXCHANGE COMMISSION WITH RESPECT TO SHAREHOLDER PROPOSALS FOR GENERAL MEETINGS AND DIRECTOR NOMINATIONS.   | Mgmt   | Against   |
| 05     | AMENDMENT OF BYE-LAWS 160, 161 AND 162 TO ALLOW FOR ELECTRONIC DELIVERY OF NOTICES, INCLUDING PROXY MATERIALS, TO SHAREHOLDERS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.  | Mgmt   | For   |
| 06     | THE AMENDMENT OF BYE-LAWS 79, 80 AND 81 TO PERMIT THE BOARD OF DIRECTORS TO DETERMINE THE FORM OF PROXY.   | Mgmt   | For   |
| 07     | THE AMENDMENT OF BYE-LAW 166 TO REMOVE THE PROVISION WITH RESPECT TO THE INDEMNIFICATION OF THE INDEPENDENT AUDITOR AND TO ADD PROVISION TO PERMIT COMPANY TO ADVANCE DEFENSE COSTS.   | Mgmt   | For   |
| 08     | THE RECEIPT OF THE FINANCIAL STATEMENTS OF THE COMPANY AND THE AUDITORS' REPORT THEREON FOR THE COMPANY'S FISCAL YEAR.   | Mgmt   | For   |
| 09     | THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY IN RESPECT OF THE FISCAL YEAR ENDING DECEMBER 31, 2008 AND THE AUTHORIZATION OF THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT COMMITTEE, TO APPROVE THEIR FEE. | Mgmt   | For   |

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

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 CENTURYTEL, INC.

Agen

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 Security: 156700106  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: CTL  
 ISIN: US1567001060  
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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>VIRGINIA BOULET<br>CALVIN CZESCHIN<br>JAMES B. GARDNER<br>GREGORY J. MCCRAY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2008.      | Mgmt                         | For                      |
| 03     | TO ACT UPON A SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION.                    | Shr                          | For                      |

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 CISCO SYSTEMS, INC.

Agen

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 Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2007  
 Ticker: CSCO  
 ISIN: US17275R1023  
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| 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           |

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

|    |   |      |         |
|----|---|------|---------|
| 1J | ELECTION OF DIRECTOR: MICHAEL K. POWELL   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: STEVEN M. WEST  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JERRY YANG  | Mgmt | For     |
| 02 | TO APPROVE THE AMENDMENT AND EXTENSION OF THE 2005 STOCK INCENTIVE PLAN.  | Mgmt | For     |
| 03 | TO APPROVE THE EXECUTIVE INCENTIVE PLAN WITH RESPECT TO CURRENT AND FUTURE COVERED EMPLOYEES AND EXECUTIVE OFFICERS.  | Mgmt | For     |
| 04 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 26, 2008.  | Mgmt | For     |
| 05 | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.   | Shr  | Against |
| 06 | PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT THE BOARD ESTABLISH A PAY-FOR-SUPERIOR-PERFORMANCE STANDARD IN THE COMPANY'S EXECUTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVES.   | Shr  | For     |
| 07 | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO ADOPT A POLICY THAT SHAREHOLDERS BE GIVEN THE OPPORTUNITY AT EACH ANNUAL MEETING OF SHAREHOLDERS TO VOTE ON AN ADVISORY RESOLUTION TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.   | Shr  | For     |
| 08 | 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 ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr  | Against |

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COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: CL  
 ISIN: US1941621039

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| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. CAHILL | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JILL K. CONWAY | Mgmt          | For           |



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

|    |   |      |     |
|----|---|------|-----|
| 1C | ELECTION OF DIRECTOR: IAN M. COOK   | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: ELLEN M. HANCOCK  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: DAVID W. JOHNSON  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: RICHARD J. KOGAN  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: DELANO E. LEWIS   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: REUBEN MARK   | 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 | AMEND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK   | Mgmt | For |

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 COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: CMCSA  
 ISIN: US20030N1019

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>S. DECKER ANSTROM<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JULIAN A. BRODSKY<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>DR. JUDITH RODIN<br>MICHAEL I. SOVERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS   | Mgmt   | For  |
| 03     | APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED  | Mgmt   | For  |
| 04     | APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED   | Mgmt   | For  |

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

AND RESTATED

|    |   |     |         |
|----|---|-----|---------|
| 05 | ADOPT A RECAPITALIZATION PLAN   | Shr | For     |
| 06 | IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000                 | Shr | Against |
| 07 | NOMINATE TWO DIRECTORS FOR EVERY OPEN DIRECTORSHIP                              | Shr | Against |
| 08 | REQUIRE A PAY DIFFERENTIAL REPORT   | Shr | Against |
| 09 | PROVIDE CUMULATIVE VOTING FOR CLASS A SHAREHOLDERS IN THE ELECTION OF DIRECTORS | Shr | Against |
| 10 | ADOPT PRINCIPLES FOR COMPREHENSIVE HEALTH CARE REFORM                           | Shr | Against |
| 11 | ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION                                  | Shr | For     |

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 COMPANHIA VALE DO RIO DOCE

Agen

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 Security: 204412209  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2008  
 Ticker: RIO  
 ISIN: US2044122099  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01A    | APPRECIATION OF THE MANagements' REPORT AND ANALYSIS, DISCUSSION AND VOTE ON THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007  | Mgmt          | No vote       |
| 01B    | PROPOSAL FOR THE DESTINATION OF PROFITS OF THE SAID FISCAL YEAR AND APPROVAL OF THE INVESTMENT BUDGET FOR THE COMPANY   | Mgmt          | No vote       |
| 01C    | APPOINTMENT OF THE MEMBERS OF THE FISCAL COUNCIL  | Mgmt          | No vote       |
| 01D    | ESTABLISHMENT OF THE REMUNERATION OF THE SENIOR MANAGEMENT AND FISCAL COUNCIL MEMBERS   | Mgmt          | No vote       |
| E2A    | THE APPROVAL FOR THE PROTOCOL AND JUSTIFICATION OF MERGER OF FERRO GUSA CARAJAS S.A., A WHOLLY OWNED SUBSIDIARY OF THE COMPANY, PURSUANT TO ARTICLES 224 AND 225 OF THE BRAZILIAN CORPORATE LAW | Mgmt          | No vote       |
| E2B    | TO RATIFY THE APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AUDITORES INDEPENDENTES, THE EXPERTS HIRED TO APPRAISE THE VALUE OF THE COMPANY TO BE MERGED  | Mgmt          | No vote       |
| E2C    | TO DECIDE ON THE APPRAISAL REPORT, PREPARED BY THE EXPERT APPRAISERS  | Mgmt          | No vote       |

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

E2D THE APPROVAL FOR THE MERGER OF FERRO GUSA CARAJAS S.A., WITHOUT A CAPITAL INCREASE OR THE ISSUANCE OF NEW SHARES BY THE COMPANY Mgmt No vote

CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: COP  
 ISIN: US20825C1045

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HAROLD W. MCGRAW III  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES J. MULVA  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS  | Mgmt          | For           |
| 02     | TO AMEND AMENDED AND RESTATED BY-LAWS AND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS | Mgmt          | For           |
| 03     | TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008             | Mgmt          | For           |
| 04     | QUALIFICATIONS FOR DIRECTOR NOMINEES  | Shr           | Against       |
| 05     | REPORT ON RECOGNITION OF INDIGENOUS RIGHTS  | Shr           | Against       |
| 06     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |
| 07     | POLITICAL CONTRIBUTIONS   | Shr           | Against       |
| 08     | GREENHOUSE GAS REDUCTION  | Shr           | Against       |
| 09     | COMMUNITY ACCOUNTABILITY  | Shr           | Against       |
| 10     | DRILLING IN SENSITIVE/PROTECTED AREAS   | Shr           | Against       |
| 11     | ENVIRONMENTAL IMPACT  | Shr           | Against       |
| 12     | GLOBAL WARMING  | Shr           | Against       |

CVS/CAREMARK CORPORATION

Agen

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008

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

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           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR. | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.   | Shr           | Against       |
| 04     | STOCKHOLDER PROPOSAL REGARDING TAX GROSS-UP PAYMENTS.  | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.   | Shr           | Against       |

DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: DHR  
 ISIN: US2358511028

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR. | Mgmt          | For           |

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

|    |   |      |     |
|----|---|------|-----|
| 1B | ELECTION OF DIRECTOR: MITCHELL P. RALES   | 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, 2008.  | Mgmt | For |
| 03 | TO ACT UPON A SHAREHOLDER PROPOSAL URGING THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS TO ADOPT SPECIFIED PRINCIPLES RELATING TO THE EMPLOYMENT OF ANY NAMED EXECUTIVE OFFICER. | Shr  | For |

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 DAVITA INC.

Agen

Security: 23918K108  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2008  
 Ticker: DVA  
 ISIN: US23918K1088

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLES G. BERG   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: NANCY-ANN DEPARLE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PAUL J. DIAZ  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PETER T. GRAUER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOHN M. NEHRA   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM L. ROPER, M.D.  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: KENT J. THIRY   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ROGER J. VALINE   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RICHARD C. VAUGHAN  | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008 | Mgmt          | For           |

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 DIAMOND OFFSHORE DRILLING, INC.

Agen

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008

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

Ticker: DO  
ISIN: US25271C1027

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>JAMES S. TISCH<br>LAWRENCE R. DICKERSON<br>JOHN R. BOLTON<br>CHARLES L. FABRIKANT<br>PAUL G. GAFFNEY II<br>HERBERT C. HOFMANN<br>ARTHUR L. REBELL<br>RAYMOND S. TROUBH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>For<br>Withheld<br>For<br>Withheld<br>Withheld<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2008.  | Mgmt   | For   |

E. I. DU PONT DE NEMOURS AND COMPANY

Agen

Security: 263534109  
Meeting Type: Annual  
Meeting Date: 30-Apr-2008  
Ticker: DD  
ISIN: US2635341090

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>RICHARD H. BROWN<br>ROBERT A. BROWN<br>BERTRAND P. COLLOMB<br>CURTIS J. CRAWFORD<br>ALEXANDER M. CUTLER<br>JOHN T. DILLON<br>ELEUTHERE I. DU PONT<br>MARILLYN A. HEWSON<br>CHARLES O. HOLLIDAY, JR<br>LOIS D. JULIBER<br>SEAN O'KEEFE<br>WILLIAM K. REILLY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt   | For   |
| 03     | ON PLANT CLOSURE   | Shr  | Against   |
| 04     | ON SEPARATION OF POSITIONS OF CHAIRMAN AND CEO   | Shr  | For   |
| 05     | ON GLOBAL WARMING REPORT   | Shr  | Against   |
| 06     | ON AMENDMENT TO HUMAN RIGHTS POLICY  | Shr  | Against   |

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

07      ON SHAREHOLDER SAY ON EXECUTIVE PAY      Shr      For

EATON CORPORATION

Agen

Security: 278058102  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2008  
 Ticker: ETN  
 ISIN: US2780581029

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>NED C. LAUTENBACH<br>JOHN R. MILLER<br>GREGORY R. PAGE<br>VICTOR A. PELSON    | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPROVE THE PROPOSED INCREASE IN THE AUTHORIZED NUMBER OF COMMON SHARES                   | Mgmt                         | For                      |
| 03     | APPROVE THE PROPOSAL TO ADOPT MAJORITY VOTING IN DIRECTOR ELECTIONS                       | Mgmt                         | Against                  |
| 04     | APPROVE THE PROPOSAL TO AUTHORIZE THE BOARD OF DIRECTORS TO AMEND THE AMENDED REGULATIONS | Mgmt                         | For                      |
| 05     | APPROVE THE PROPOSED 2008 STOCK PLAN  | Mgmt                         | For                      |
| 06     | APPROVE THE PROPOSED SENIOR EXECUTIVE INCENTIVE COMPENSATION PLAN                         | Mgmt                         | For                      |
| 07     | APPROVE THE PROPOSED EXECUTIVE STRATEGIC INCENTIVE PLAN                                   | Mgmt                         | For                      |
| 08     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2008               | Mgmt                         | For                      |

EBAY INC.

Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 19-Jun-2008  
 Ticker: EBAY  
 ISIN: US2786421030

| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: FRED D. ANDERSON | Mgmt          | For           |

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

|    |   |      |     |
|----|---|------|-----|
| 1B | ELECTION OF DIRECTOR: EDWARD W. BARNHOLT  | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: SCOTT D. COOK   | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JOHN J. DONAHOE   | Mgmt | For |
| 02 | APPROVAL OF OUR 2008 EQUITY INCENTIVE AWARD PLAN.   | Mgmt | For |
| 03 | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2008. | Mgmt | For |

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EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: EIX  
 ISIN: US2810201077

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>J.E. BRYSON<br>V.C.L. CHANG<br>F.A. CORDOVA<br>T.F. CRAVER, JR.<br>C.B. CURTIS<br>B.M. FREEMAN<br>L.G. NOGALES<br>R.L. OLSON<br>J.M. ROSSER<br>R.T. SCHLOSBERG, III<br>T.C. SUTTON<br>BRETT WHITE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT PUBLIC ACCOUNTING FIRM.  | Mgmt   | For  |
| 03     | SHAREHOLDER PROPOSAL REGARDING "SHAREHOLDER SAY ON EXECUTIVE PAY."  | Shr  | For  |

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EDWARDS LIFESCIENCES CORPORATION

Agen

Security: 28176E108  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: EW  
 ISIN: US28176E1082



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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. CARDIS   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PHILIP M. NEAL   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID E.I. PYOTT   | Mgmt          | For           |
| 02     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE LONG-TERM STOCK INCENTIVE COMPENSATION PROGRAM. | Mgmt          | For           |
| 03     | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                | Mgmt          | For           |

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 ELI LILLY AND COMPANY

Agen

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 Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2008  
 Ticker: LLY  
 ISIN: US5324571083  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>M.L. ESKEW<br>A.G. GILMAN<br>K.N. HORN<br>J.C. LECHLEITER  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITORS FOR 2008 | Mgmt                         | For                      |
| 03     | APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF THE BOARD   | Mgmt                         | For                      |
| 04     | APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ELECTION OF DIRECTORS BY MAJORITY VOTE  | Mgmt                         | Against                  |
| 05     | AMENDING THE COMPANY'S STOCK PLANS   | Mgmt                         | For                      |
| 06     | PROPOSAL BY SHAREHOLDERS ON INTERNATIONAL OUTSOURCING OF ANIMAL RESEARCH   | Shr                          | Against                  |
| 07     | PROPOSAL BY SHAREHOLDERS ON ALLOWING SHAREHOLDERS TO AMEND THE COMPANY'S BYLAWS  | Shr                          | For                      |
| 08     | PROPOSAL BY SHAREHOLDERS ON ADOPTING A SIMPLE MAJORITY VOTE STANDARD   | Shr                          | For                      |

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

|    |  |     |         |
|----|--|-----|---------|
| 09 | PROPOSAL BY SHAREHOLDERS ON REPORTING COMPANY'S<br>POLITICAL CONTRIBUTIONS | Shr | Against |
|----|--|-----|---------|

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 EMC CORPORATION

Agen

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: EMC  
 ISIN: US2686481027

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>MICHAEL W. BROWN<br>MICHAEL J. CRONIN<br>GAIL DEEGAN<br>JOHN R. EGAN<br>W. PAUL FITZGERALD<br>OLLI-PEKKA KALLASVUO<br>EDMUND F. KELLY<br>WINDLE B. PRIEM<br>PAUL SAGAN<br>DAVID N. STROHM<br>JOSEPH M. TUCCI | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE<br>OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT<br>AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER<br>31, 2008.  | Mgmt   | For   |
| 03     | TO APPROVE AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION<br>AND BYLAWS TO IMPLEMENT MAJORITY VOTE FOR DIRECTORS,<br>AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Mgmt   | Against   |
| 04     | TO APPROVE AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION<br>TO IMPLEMENT SIMPLE MAJORITY VOTE, AS DESCRIBED<br>IN EMC'S PROXY STATEMENT.  | Mgmt   | For   |

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 EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 05-Feb-2008  
 Ticker: EMR  
 ISIN: US2910111044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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

|  |      |     |
|--|------|-----|
|  | Mgmt | For |
| D.N. FARR  | Mgmt | For |
| R.B. HORTON  | Mgmt | For |
| C.A. PETERS  | Mgmt | For |
| J.W. PRUEHER   | Mgmt | For |
| 02 RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |

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EXXON MOBIL CORPORATION

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Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2008  
 Ticker: XOM  
 ISIN: US30231G1022

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>M.J. BOSKIN<br>L.R. FAULKNER<br>W.W. GEORGE<br>J.R. HOUGHTON<br>R.C. KING<br>M.C. NELSON<br>S.J. PALMISANO<br>S.S. REINEMUND<br>W.V. SHIPLEY<br>R.W. TILLERSON<br>E.E. WHITACRE, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 47)   | Mgmt   | For  |
| 03     | SHAREHOLDER PROPOSALS PROHIBITED (PAGE 49)   | Shr  | Against  |
| 04     | DIRECTOR NOMINEE QUALIFICATIONS (PAGE 49)  | Shr  | Against  |
| 05     | BOARD CHAIRMAN AND CEO (PAGE 50)   | Shr  | For  |
| 06     | SHAREHOLDER RETURN POLICY (PAGE 52)  | Shr  | Against  |
| 07     | SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 53)  | Shr  | For  |
| 08     | EXECUTIVE COMPENSATION REPORT (PAGE 55)  | Shr  | Against  |
| 09     | INCENTIVE PAY RECOUPMENT (PAGE 57)   | Shr  | Against  |
| 10     | CORPORATE SPONSORSHIPS REPORT (PAGE 58)  | Shr  | Against  |
| 11     | POLITICAL CONTRIBUTIONS REPORT (PAGE 60)   | Shr  | Against  |
| 12     | AMENDMENT OF EEO POLICY (PAGE 61)  | Shr  | Against  |
| 13     | COMMUNITY ENVIRONMENTAL IMPACT (PAGE 63)   | Shr  | Against  |

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

|    |  |     |         |
|----|--|-----|---------|
| 14 | ANWR DRILLING REPORT (PAGE 65)                 | Shr | Against |
| 15 | GREENHOUSE GAS EMISSIONS GOALS (PAGE 66)       | Shr | Against |
| 16 | CO2 INFORMATION AT THE PUMP (PAGE 68)          | Shr | Against |
| 17 | CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 69) | Shr | Against |
| 18 | ENERGY TECHNOLOGY REPORT (PAGE 70)             | Shr | Against |
| 19 | RENEWABLE ENERGY POLICY (PAGE 71)              | Shr | Against |

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GEN-PROBE INCORPORATED Agen

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Security: 36866T103  
Meeting Type: Annual  
Meeting Date: 15-May-2008  
Ticker: GPRO  
ISIN: US36866T1034

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ABRAHAM D. SOFAER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PHILLIP M. SCHNEIDER  | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008. | Mgmt          | For           |

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GENERAL DYNAMICS CORPORATION Agen

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Security: 369550108  
Meeting Type: Annual  
Meeting Date: 07-May-2008  
Ticker: GD  
ISIN: US3695501086

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| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: N.D. CHABRAJA | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.S. CROWN    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W.P. FRICKS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: C.H. GOODMAN  | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 1E | ELECTION OF DIRECTOR: J.L. JOHNSON  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: G.A. JOULWAN  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: P.G. KAMINSKI   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: J.M. KEANE  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: D.J. LUCAS  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: L.L. LYLES  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: C.E. MUNDY, JR.                                       | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: J.C. REYES  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: R. WALMSLEY   | Mgmt | For     |
| 02 | SELECTION OF INDEPENDENT AUDITORS   | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL WITH REGARD TO ETHICAL CRITERIA FOR MILITARY CONTRACTS | Shr  | Against |
| 04 | SHAREHOLDER PROPOSAL WITH REGARD TO SPECIAL SHAREHOLDER MEETINGS            | Shr  | Against |

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 GENERAL ELECTRIC COMPANY

Agen

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 Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2008  
 Ticker: GE  
 ISIN: US3696041033  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.     | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: SIR WILLIAM M. CASTELL | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: ANN M. FUDGE           | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: CLAUDIO X. GONZALEZ    | Mgmt          | Against       |
| 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           |

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

|     |   |      |         |
|-----|---|------|---------|
| 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     |
| 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     |
| B   | RATIFICATION OF KPMG                        | Mgmt | For     |
| 01  | CUMULATIVE VOTING                           | Shr  | Against |
| 02  | SEPARATE THE ROLES OF CEO AND CHAIRMAN      | Shr  | For     |
| 03  | RECOUP UNEARNED MANAGEMENT BONUSES          | Shr  | Against |
| 04  | CURB OVER-EXTENDED DIRECTORS                | Shr  | For     |
| 05  | REPORT ON CHARITABLE CONTRIBUTIONS          | Shr  | Against |
| 06  | GLOBAL WARMING REPORT                       | Shr  | Against |
| 07  | ADVISORY VOTE ON EXECUTIVE COMPENSATION     | Shr  | For     |

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GENZYME CORPORATION

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Agen

Security: 372917104  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 Ticker: GENZ  
 ISIN: US3729171047

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | THE RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME   | Mgmt          | For           |
| 1B     | THE RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX   | Mgmt          | For           |
| 1C     | THE RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER   | Mgmt          | For           |
| 1D     | THE RE-ELECTION OF DIRECTOR: CHARLES L. COONEY   | Mgmt          | For           |
| 1E     | THE RE-ELECTION OF DIRECTOR: RICHARD F. SYRON  | Mgmt          | Against       |
| 02     | A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK COVERED BY THE PLAN BY 2,250,000 SHARES. | Mgmt          | For           |
| 03     | A PROPOSAL TO AMEND THE 2007 DIRECTOR EQUITY PLAN TO SPECIFY THE AUTOMATIC GRANT PROVISIONS UNDER THE PLAN.                                  | Mgmt          | For           |

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

04      A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION      Mgmt      For  
 OF INDEPENDENT AUDITORS FOR 2008.

GILEAD SCIENCES, INC. Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: GILD  
 ISIN: US3755581036

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>PAUL BERG<br>JOHN F. COGAN<br>ETIENNE F. DAVIGNON<br>JAMES M. DENNY<br>CARLA A. HILLS<br>JOHN W. MADIGAN<br>JOHN C. MARTIN<br>GORDON E. MOORE<br>NICHOLAS G. MOORE<br>GAYLE E. WILSON                      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP<br>BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS<br>AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER<br>31, 2008. | Mgmt   | For  |
| 03     | TO APPROVE THE PROPOSED AMENDMENT TO GILEAD'S<br>2004 EQUITY INCENTIVE PLAN.   | Mgmt   | For  |
| 04     | TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED<br>CERTIFICATE OF INCORPORATION TO INCREASE THE<br>AUTHORIZED NUMBER OF SHARES OF GILEAD'S COMMON<br>STOCK FROM 1,400,000,000 TO 2,800,000,000 SHARES.                    | Mgmt   | For  |

GOLDCORP INC. Agen

Security: 380956409  
 Meeting Type: Annual and Special  
 Meeting Date: 20-May-2008  
 Ticker: GG  
 ISIN: CA3809564097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| A      | DIRECTOR |               |               |

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

|   |  |      |     |
|---|--|------|-----|
|   | IAN W. TELFER  | Mgmt | For |
|   | DOUGLAS M. HOLTBY  | Mgmt | For |
|   | C. KEVIN MCARTHUR  | Mgmt | For |
|   | JOHN P. BELL   | Mgmt | For |
|   | LAWRENCE I. BELL   | Mgmt | For |
|   | BEVERLEY A. BRISCOE  | Mgmt | For |
|   | PETER J. DEY   | Mgmt | For |
|   | P. RANDY REIFEL  | Mgmt | For |
|   | A. DAN ROVIG   | Mgmt | For |
|   | KENNETH F. WILLIAMSON  | Mgmt | For |
| B | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;            | Mgmt | For |
| C | A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S 2005 STOCK OPTION PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR; | Mgmt | For |
| D | A RESOLUTION APPROVING AMENDMENTS TO THE COMPANY'S RESTRICTED SHARE PLAN, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR;  | Mgmt | For |
| E | A RESOLUTION CONFIRMING A NEW GENERAL BY-LAW FOR THE COMPANY, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.              | Mgmt | For |

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 GOOGLE INC.

Agen

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 Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 08-May-2008  
 Ticker: GOOG  
 ISIN: US38259P5089  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ERIC SCHMIDT<br>SERGEY BRIN<br>LARRY PAGE<br>L. JOHN DOERR<br>JOHN L. HENNESSY<br>ARTHUR D. LEVINSON<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GOOGLE INC. FOR THE FISCAL YEAR ENDING   | Mgmt   | For  |



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

DECEMBER 31, 2008.

|    |  |      |         |
|----|--|------|---------|
| 03 | APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE THEREUNDER BY 6,500,000. | Mgmt | Against |
| 04 | STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.  | Shr  | Against |
| 05 | STOCKHOLDER PROPOSAL REGARDING THE CREATION OF A BOARD COMMITTEE ON HUMAN RIGHTS.  | Shr  | Against |

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HENRY SCHEIN, INC.

Agen

Security: 806407102  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: HSIC  
 ISIN: US8064071025

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>STANLEY M. BERGMAN<br>GERALD A. BENJAMIN<br>JAMES P. BRESLAWSKI<br>MARK E. MLOTEK<br>STEVEN PALADINO<br>BARRY J. ALPERIN<br>PAUL BRONS<br>M.A. HAMBURG, M.D.<br>DONALD J. KABAT<br>PHILIP A. LASKAWY<br>KARYN MASHIMA<br>NORMAN S. MATTHEWS<br>LOUIS W. SULLIVAN, M.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF BDO SEIDMAN, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 27, 2008.  | Mgmt   | For  |

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HESS CORPORATION

Agen

Security: 42809H107  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 Ticker: HES  
 ISIN: US42809H1077

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

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

|    |  | Type                                 |                                 |
|----|--|--------------------------------------|---------------------------------|
| 01 | DIRECTOR<br>E.E. HOLIDAY<br>J.H. MULLIN<br>J.J. O'CONNOR<br>F.B. WALKER<br>R.N. WILSON                                     | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02 | RATIFICATION OF THE SELECTION OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR<br>ENDING DECEMBER 31, 2008. | Mgmt                                 | For                             |
| 03 | PROPOSAL TO DECLASSIFY THE BOARD OF DIRECTORS.   | Mgmt                                 | For                             |
| 04 | APPROVAL OF THE 2008 LONG-TERM INCENTIVE PLAN.   | Mgmt                                 | For                             |

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HEWLETT-PACKARD COMPANY

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Agen

Security: 428236103  
Meeting Type: Annual  
Meeting Date: 19-Mar-2008  
Ticker: HPQ  
ISIN: US4282361033  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L.T. BABBIO, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: S.M. BALDAUF   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R.A. HACKBORN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J.H. HAMMERGREN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M.V. HURD  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: J.Z. HYATT   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: J.R. JOYCE   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: R.L. RYAN  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: L.S. SALHANY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: G.K. THOMPSON  | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF THE INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL<br>YEAR ENDING OCTOBER 31, 2008 | Mgmt          | For           |

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HOSPIRA, INC.

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Agen

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

Security: 441060100  
 Meeting Type: Annual  
 Meeting Date: 13-May-2008  
 Ticker: HSP  
 ISIN: US4410601003

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>IRVING W. BAILEY, II<br>RONALD A. MATRICARIA<br>JACQUE J. SOKOLOV, M.D.              | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS AUDITORS FOR HOSPIRA FOR 2008. | Mgmt                 | For               |

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Meeting Type: Annual  
 Meeting Date: 02-May-2008  
 Ticker: ITW  
 ISIN: US4523081093

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM F. ALDINGER  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SUSAN CROWN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DON H. DAVIS, JR.  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES A. SKINNER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: HAROLD B. SMITH  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID B. SPEER   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: PAMELA B. STROBEL  | Mgmt          | For           |
| 02     | REAPPROVAL OF THE PERFORMANCE FACTORS AND AWARD<br>LIMIT UNDER THE EXECUTIVE INCENTIVE PLAN.                     | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS ITW'S INDEPENDENT PUBLIC ACCOUNTANTS<br>FOR 2008. | Mgmt          | For           |

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 INTEL CORPORATION

Agen

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 Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2008  
 Ticker: INTC  
 ISIN: US4581401001  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRAIG R. BARRETT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CAROL A. BARTZ  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN L. DECKER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: REED E. HUNDT   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAUL S. OTELLINI  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES D. PLUMMER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DAVID S. POTTRUCK   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JANE E. SHAW  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JOHN L. THORNTON  | Mgmt          | For           |
| 1K     | 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     | STOCKHOLDER PROPOSAL TO AMEND THE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.                                | Shr           | Against       |

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 INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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 Security: 459200101  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2008  
 Ticker: IBM  
 ISIN: US4592001014  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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

|    |  |      |         |
|----|--|------|---------|
|    | C. BLACK   | Mgmt | For     |
|    | W.R. BRODY   | Mgmt | For     |
|    | K.I. CHENAULT  | Mgmt | For     |
|    | M.L. ESKEW   | Mgmt | For     |
|    | S.A. JACKSON   | Mgmt | For     |
|    | L.A. NOTO  | Mgmt | For     |
|    | J.W. OWENS   | Mgmt | For     |
|    | S.J. PALMISANO   | Mgmt | For     |
|    | J.E. SPERO   | Mgmt | For     |
|    | S. TAUREL  | Mgmt | For     |
|    | L.H. ZAMBRANO  | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING                                    | Shr  | Against |
| 04 | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION                               | Shr  | For     |
| 05 | STOCKHOLDER PROPOSAL ON BOARD COMMITTEE ON HUMAN RIGHTS                      | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS                                     | Shr  | For     |
| 07 | STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION              | Shr  | For     |

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INTERNATIONAL GAME TECHNOLOGY

Agen

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Security: 459902102  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2008  
 Ticker: IGT  
 ISIN: US4599021023

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ROBERT A. BITTMAN<br>RICHARD R. BURT<br>PATTI S. HART<br>LESLIE S. HEISZ<br>ROBERT A. MATHEWSON<br>THOMAS J. MATTHEWS<br>ROBERT MILLER<br>FREDERICK B. RENTSCHLER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL OF THE AMENDMENTS TO THE INTERNATIONAL GAME TECHNOLOGY 2002 STOCK INCENTIVE PLAN.  | Mgmt   | For  |
| 03     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS IGT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2008.                | Mgmt   | For  |

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 INTERSIL CORPORATION  
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Agen

Security: 46069S109  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 Ticker: ISIL  
 ISIN: US46069S1096  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>DAVID B. BELL<br>DR. ROBERT W. CONN<br>JAMES V. DILLER<br>GARY E. GIST<br>MERCEDES JOHNSON<br>GREGORY LANG<br>JAN PEETERS<br>ROBERT N. POKELWALDT<br>JAMES A. URRY                    | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT, REGISTERED CERTIFIED PUBLIC ACCOUNTANTS.  | Mgmt   | For  |
| 03     | TO APPROVE AND ADOPT THE 2008 EQUITY COMPENSATION PLAN WITH 12.3 MILLION SHARES AVAILABLE FOR ISSUANCE UNDER THE PLAN.  | Mgmt   | For  |
| 04     | TO RATIFY AN AMENDMENT TO INCREASE THE NUMBER OF SHARES AUTHORIZED UNDER THE 2000 EMPLOYEE STOCK PURCHASE PLAN FROM 2,333,334 TO 2,533,334, AN INCREASE OF 200,000 SHARES AVAILABLE FOR ISSUANCE. | Mgmt   | For  |

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 INVESCO LTD  
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Agen

Security: G491BT108  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: IVZ  
 ISIN: BMG491BT1088  
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| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: REX D. ADAMS    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SIR JOHN BANHAM | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DENIS KESSLER   | Mgmt          | Against       |

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

|    |   |      |     |
|----|---|------|-----|
| 02 | APPROVAL AND RATIFICATION OF ERNST AND YOUNG<br>LLP AS AUDITORS | Mgmt | For |
| 03 | APPROVAL OF 2008 GLOBAL EQUITY INCENTIVE PLAN                   | Mgmt | For |
| 04 | APPROVAL OF EXECUTIVE INCENTIVE BONUS PLAN                      | Mgmt | For |

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 J. C. PENNEY COMPANY, INC.

Agen

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 Security: 708160106  
 Meeting Type: Annual  
 Meeting Date: 16-May-2008  
 Ticker: JCP  
 ISIN: US7081601061  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: C.C BARRETT   | Mgmt             | Against       |
| 1B     | ELECTION OF DIRECTOR: M.A. BURNS  | Mgmt             | Against       |
| 1C     | ELECTION OF DIRECTOR: M.K. CLARK  | Mgmt             | Against       |
| 1D     | ELECTION OF DIRECTOR: T.J. ENGIBOUS   | Mgmt             | Against       |
| 1E     | ELECTION OF DIRECTOR: K.B. FOSTER   | Mgmt             | Against       |
| 1F     | ELECTION OF DIRECTOR: K.C. HICKS  | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: L.H. ROBERTS  | Mgmt             | Against       |
| 1H     | ELECTION OF DIRECTOR: J.G. TERUEL   | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: M.E. ULLMAN III   | Mgmt             | Against       |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITOR FOR THE FISCAL YEAR ENDING JANUARY<br>31, 2009. | Mgmt             | For           |
| 03     | TO CONSIDER A STOCKHOLDER PROPOSAL RELATING<br>TO STOCKHOLDER APPROVAL OF CERTAIN SEVERANCE<br>AGREEMENTS.      | Shr              | For           |

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 J.B. HUNT TRANSPORT SERVICES, INC.

Agen

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 Security: 445658107  
 Meeting Type: Annual  
 Meeting Date: 01-May-2008  
 Ticker: JBHT  
 ISIN: US4456581077  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>KIRK THOMPSON<br>LELAND TOLLETT<br>JOHN A. WHITE   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR CALENDAR YEAR 2008. | Mgmt                 | For               |

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JA SOLAR HOLDINGS CO., LTD.

Agen

Security: 466090107  
Meeting Type: Annual  
Meeting Date: 30-Jun-2008  
Ticker: JASO  
ISIN: US4660901079

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 02     | TO RE-ELECT ELMER M. HSU AND ERYING JIA THE RETIRING DIRECTORS AND AUTHORIZE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.  | Mgmt          | Against       |
| 03     | AS SPECIAL BUSINESS, TO AMEND ARTICLE 2 OF THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY BY REVISING "ADS, AMERICAN DEPOSITARY SHARE, EACH REPRESENTING THREE (3) SHARES OF US\$0.0001 EACH IN THE CAPITAL OF THE COMPANY." TO "ADS, AMERICAN DEPOSITARY SHARE, EACH REPRESENTING ONE (1) SHARES OF US\$0.0001 EACH IN THE CAPITAL OF THE COMPANY." | Mgmt          | For           |

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JOHNSON & JOHNSON

Agen

Security: 478160104  
Meeting Type: Annual  
Meeting Date: 24-Apr-2008  
Ticker: JNJ  
ISIN: US4781601046

| Prop.# | Proposal  | Proposal Type                | Proposal Vote                      |
|--------|---|------------------------------|------------------------------------|
| 01     | DIRECTOR<br>MARY SUE COLEMAN<br>JAMES G. CULLEN<br>MICHAEL M.E. JOHNS<br>ARNOLD G. LANGBO | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld<br>Withheld |



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

|    |  |      |          |
|----|--|------|----------|
|    | SUSAN L. LINDQUIST   | Mgmt | For      |
|    | LEO F. MULLIN  | Mgmt | For      |
|    | WILLIAM D. PEREZ   | Mgmt | Withheld |
|    | CHRISTINE A. POON  | Mgmt | For      |
|    | CHARLES PRINCE   | Mgmt | Withheld |
|    | STEVEN S REINEMUND   | Mgmt | For      |
|    | DAVID SATCHER  | Mgmt | For      |
|    | WILLIAM C. WELDON  | Mgmt | For      |
| 02 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM | Mgmt | For      |
| 03 | SHAREHOLDER PROPOSAL: ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION POLICIES AND DISCLOSURE                         | Shr  | For      |

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 JPMORGAN CHASE & CO.

Agen

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 Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: JPM  
 ISIN: US46625H1005  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRANDALL C. BOWLES                        | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: STEPHEN B. BURKE                          | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID M. COTE                             | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES S. CROWN                            | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES DIMON                               | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: ELLEN V. FUTTER                           | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III                      | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.                     | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: ROBERT I. LIPP                            | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID C. NOVAK                            | Mgmt             | For           |
| 1K     | ELECTION OF DIRECTOR: LEE R. RAYMOND                            | Mgmt             | For           |
| 1L     | ELECTION OF DIRECTOR: WILLIAM C. WELDON                         | Mgmt             | For           |
| 02     | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM | Mgmt             | For           |
| 03     | APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE<br>PLAN       | Mgmt             | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 04 | REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN | Mgmt | For     |
| 05 | GOVERNMENTAL SERVICE REPORT                  | Shr  | Against |
| 06 | POLITICAL CONTRIBUTIONS REPORT               | Shr  | Against |
| 07 | INDEPENDENT CHAIRMAN OF THE BOARD            | Shr  | Against |
| 08 | EXECUTIVE COMPENSATION APPROVAL              | Shr  | For     |
| 09 | TWO CANDIDATES PER DIRECTORSHIP              | Shr  | Against |
| 10 | HUMAN RIGHTS AND INVESTMENT REPORT           | Shr  | Against |
| 11 | LOBBYING PRIORITIES REPORT                   | Shr  | Against |

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KIMBERLY-CLARK CORPORATION

Agen

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Security: 494368103  
Meeting Type: Annual  
Meeting Date: 17-Apr-2008  
Ticker: KMB  
ISIN: US4943681035  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN R. ALM   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN F. BERGSTROM   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT W. DECHERD   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: IAN C. READ   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: G. CRAIG SULLIVAN   | Mgmt          | For           |
| 02     | RATIFICATION OF AUDITORS  | Mgmt          | For           |
| 03     | APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS        | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS FOR DIRECTOR NOMINEES   | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL REGARDING ADOPTION OF GLOBAL HUMAN RIGHTS STANDARDS BASED ON INTERNATIONAL LABOR CONVENTIONS | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS   | Shr           | For           |
| 07     | STOCKHOLDER PROPOSAL REGARDING CUMULATIVE VOTING  | Shr           | Against       |
| 08     | STOCKHOLDER PROPOSAL REGARDING AMENDMENT OF BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY               | Shr           | Against       |

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 KLA-TENCOR CORPORATION

Agen

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 Security: 482480100  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2007  
 Ticker: KLAC  
 ISIN: US4824801009  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>EDWARD W. BARNHOLT<br>STEPHEN P. KAUFMAN<br>RICHARD P. WALLACE  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO THE 2004 EQUITY INCENTIVE PLAN ("2004 EQUITY PLAN") TO A) INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE UNDER THE 2004 EQUITY PLAN BY 8,500,000 SHARES, B) EXPAND AND REAPPROVE THE LIST OF CORPORATE PERFORMANCE GOALS TO WHICH THE VESTING OF CERTAIN AWARDS MADE UNDER THE PLAN MAY BE TIED, AND C) EFFECT A SERIES OF TECHNICAL REVISIONS TO THE PLAN. | Mgmt                 | For               |
| 03     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2008.  | Mgmt                 | For               |

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 LIBERTY MEDIA CORPORATION

Agen

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 Security: 53071M104  
 Meeting Type: Special  
 Meeting Date: 23-Oct-2007  
 Ticker: LINTA  
 ISIN: US53071M1045  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | NEW TRACKING STOCK PROPOSAL. (SEE PAGE 54 OF THE PROXY STATEMENT/PROSPECTUS)  | Mgmt          | For           |
| 02     | RECAPITALIZATION PROPOSAL. (SEE PAGE 55 OF THE PROXY STATEMENT/PROSPECTUS)    | Mgmt          | For           |
| 03     | OPTIONAL CONVERSION PROPOSAL. (SEE PAGE 55 OF THE PROXY STATEMENT/PROSPECTUS) | Mgmt          | Against       |

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04      GROUP DISPOSITION PROPOSAL. (SEE PAGE 55 OF THE PROXY STATEMENT/PROSPECTUS)      Mgmt      Against

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LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109  
Meeting Type: Annual  
Meeting Date: 08-May-2008  
Ticker: LNC  
ISIN: US5341871094

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>J. PATRICK BARRETT<br>DENNIS R. GLASS<br>MICHAEL F. MEE<br>DAVID A. STONECIPHER                      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP,<br>AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2008. | Mgmt                         | For                      |

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LOCKHEED MARTIN CORPORATION

Agen

Security: 539830109  
Meeting Type: Annual  
Meeting Date: 24-Apr-2008  
Ticker: LMT  
ISIN: US5398301094

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>E.C."PETE"ALDRIDGE, JR.<br>NOLAN D. ARCHIBALD<br>DAVID B. BURRITT<br>JAMES O. ELLIS, JR.<br>GWENDOLYN S. KING<br>JAMES M. LOY<br>DOUGLAS H. MCCORKINDALE<br>JOSEPH W. RALSTON<br>FRANK SAVAGE<br>JAMES M. SCHNEIDER<br>ANNE STEVENS<br>ROBERT J. STEVENS<br>JAMES R. UKROPINA | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS   | Mgmt   | For   |

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

|    |   |      |         |
|----|---|------|---------|
| 03 | MANAGEMENT PROPOSAL: TO AMEND THE CHARTER TO PROVIDE FOR "SIMPLE" MAJORITY VOTING   | Mgmt | Against |
| 04 | MANAGEMENT PROPOSAL: TO AMEND THE CHARTER TO DELETE ARTICLE XIII  | Mgmt | For     |
| 05 | MANAGEMENT PROPOSAL: TO AUTHORIZE SHARES AND EXTEND APPROVAL OF PERFORMANCE GOALS FOR THE 2003 INCENTIVE PERFORMANCE AWARD PLAN | Mgmt | Against |
| 06 | MANAGEMENT PROPOSAL: TO ADOPT THE 2009 DIRECTORS EQUITY PLAN  | Mgmt | For     |
| 07 | STOCKHOLDER PROPOSAL BY EVELYN Y. DAVIS   | Shr  | Against |
| 08 | STOCKHOLDER PROPOSAL BY THE SISTERS OF MERCY OF THE AMERICAS, REGIONAL COMMUNITY OF DETROIT CHARITABLE TRUST AND OTHER GROUPS   | Shr  | Against |
| 09 | STOCKHOLDER PROPOSAL BY JOHN CHEVEDDEN  | Shr  | For     |

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 LOEWS CORPORATION

Agen

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 Security: 540424207  
 Meeting Type: Annual  
 Meeting Date: 13-May-2008  
 Ticker: CG  
 ISIN: US5404242076  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.E. BERMAN                    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.L. BOWER                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: C.M. DIKER                     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: P.J. FRIBOURG                  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W.L. HARRIS                    | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: P.A. LASKAWY                   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: G.R. SCOTT                     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: A.H. TISCH                     | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: J.S. TISCH                     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.M. TISCH                     | Mgmt          | For           |
| 02     | RATIFY DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL-CUMULATIVE VOTING               | Shr           | Against       |

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

|    |   |     |         |
|----|---|-----|---------|
| 04 | SHAREHOLDER PROPOSAL-PERFORMANCE STANDARDS FOR EXECUTIVE COMPENSATION | Shr | For     |
| 05 | SHAREHOLDER PROPOSAL-HEALTH CARE REFORM                               | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL-ADVERTISING EXPENDITURES                         | Shr | Against |

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M&T BANK CORPORATION

Agen

Security: 55261F104  
Meeting Type: Annual  
Meeting Date: 15-Apr-2008  
Ticker: MTB  
ISIN: US55261F1049

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>BRENT D. BAIRD<br>ROBERT J. BENNETT<br>C. ANGELA BONTEMPO<br>ROBERT T. BRADY<br>MICHAEL D. BUCKLEY<br>T.J. CUNNINGHAM III<br>MARK J. CZARNECKI<br>COLM E. DOHERTY<br>RICHARD E. GARMAN<br>DANIEL R. HAWBAKER<br>PATRICK W.E. HODGSON<br>RICHARD G. KING<br>REGINALD B. NEWMAN, II<br>JORGE G. PEREIRA<br>MICHAEL P. PINTO<br>ROBERT E. SADLER, JR.<br>EUGENE J. SHEEHY<br>STEPHEN G. SHEETZ<br>HERBERT L. WASHINGTON<br>ROBERT G. WILMERS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2008.   | Mgmt   | For  |

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MACY'S INC.

Agen

Security: 55616P104  
Meeting Type: Annual  
Meeting Date: 16-May-2008  
Ticker: M  
ISIN: US55616P1049

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

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>STEPHEN F. BOLLENBACH<br>DEIRDRE P. CONNELLY<br>MEYER FELDBERG<br>SARA LEVINSON<br>TERRY J. LUNDGREN<br>JOSEPH NEUBAUER<br>JOSEPH A. PICHLER<br>JOYCE M. ROCHE<br>KARL M. VON DER HEYDEN<br>CRAIG E. WEATHERUP<br>MARNA C. WHITTINGTON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS MACY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>FOR THE FISCAL YEAR ENDING JANUARY 31, 2009.   | Mgmt   | For   |

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MARRIOTT INTERNATIONAL, INC.

Agen

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Security: 571903202  
Meeting Type: Annual  
Meeting Date: 02-May-2008  
Ticker: MAR  
ISIN: US5719032022  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN W. MARRIOTT III  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY K. BUSH  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DEBRA L. LEE  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GEORGE MUNOZ  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: STEVEN S REINEMUND  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: HARRY J. PEARCE   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: WILLIAM J. SHAW   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LAWRENCE M. SMALL   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

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MARVELL TECHNOLOGY GROUP LTD.

Agen

Security: G5876H105  
 Meeting Type: Annual  
 Meeting Date: 19-Oct-2007  
 Ticker: MRVL  
 ISIN: BMG5876H1051

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF ONE DIRECTOR: PAUL R. GRAY, PH.D.   | Mgmt          | Against       |
| 02     | TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S AUDITORS AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND TO AUTHORIZE THE AUDIT COMMITTEE, ACTING ON BEHALF OF THE BOARD OF DIRECTORS, TO FIX THE REMUNERATION OF THE AUDITORS AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, IN BOTH CASES FOR THE FISCAL YEAR ENDING JANUARY 26, 2008. | Mgmt          | For           |
| 03     | TO APPROVE THE 2007 DIRECTOR STOCK INCENTIVE PLAN.  | Mgmt          | Against       |

MASTERCARD INCORPORATED

Agen

Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2008  
 Ticker: MA  
 ISIN: US57636Q1040

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>BERNARD S.Y. FUNG<br>MARC OLIVIE<br>MARK SCHWARTZ   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2008 | Mgmt                 | For               |

MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008



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

Ticker: MCD  
ISIN: US5801351017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RALPH ALVAREZ                           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN E. ARNOLD                         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RICHARD H. LENNY                        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CARY D. MCMILLAN                        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SHEILA A. PENROSE                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES A. SKINNER                        | Mgmt          | For           |
| 02     | APPROVAL OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

METLIFE, INC. Agen

Security: 59156R108  
Meeting Type: Annual  
Meeting Date: 22-Apr-2008  
Ticker: MET  
ISIN: US59156R1086

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>SYLVIA MATHEWS BURWELL<br>EDUARDO CASTRO-WRIGHT<br>CHERYL W. GRISE<br>WILLIAM C. STEERE, JR.<br>LULU C. WANG | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2008                                 | Mgmt                                 | For                             |

MICROCHIP TECHNOLOGY INCORPORATED Agen

Security: 595017104  
Meeting Type: Annual  
Meeting Date: 17-Aug-2007  
Ticker: MCHP  
ISIN: US5950171042

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

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|    |   | Type                                 |                                 |
|----|---|--------------------------------------|---------------------------------|
| 01 | DIRECTOR<br>STEVE SANGHI<br>ALBERT J. HUGO-MARTINEZ<br>L.B. DAY<br>MATTHEW W. CHAPMAN<br>WADE F. MEYERCORD  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02 | PROPOSAL TO APPROVE AN AMENDMENT TO THE INTERNAL REVENUE CODE SECTION 162(M) PERFORMANCE MEASURES UNDER OUR 2004 EQUITY INCENTIVE PLAN THAT ALLOWS US TO RECOGNIZE QUARTERLY AS WELL AS ANNUAL PERFORMANCE MEASUREMENTS, TO SET PERFORMANCE MEASUREMENTS IN PERCENTAGE TERMS AS WELL AS IN DOLLARS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt                                 | For                             |
| 03 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2008.  | Mgmt                                 | For                             |

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MICRON TECHNOLOGY, INC.

Agent

Security: 595112103  
Meeting Type: Annual  
Meeting Date: 04-Dec-2007  
Ticker: MU  
ISIN: US5951121038  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>STEVEN R. APPLETON<br>TERUAKI AOKI<br>JAMES W. BAGLEY<br>ROBERT L. BAILEY<br>MERCEDES JOHNSON<br>LAWRENCE N. MONDRY<br>ROBERT E. SWITZ  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL BY THE COMPANY TO APPROVE THE COMPANY'S 2007 EQUITY INCENTIVE PLAN WITH 30,000,000 SHARES RESERVED FOR ISSUANCE THEREUNDER   | Mgmt   | For   |
| 03     | PROPOSAL BY THE COMPANY TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING AUGUST 28, 2008 | Mgmt   | For   |

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MIRANT CORPORATION

Agent

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

Security: 60467R100  
 Meeting Type: Annual  
 Meeting Date: 07-May-2008  
 Ticker: MIR  
 ISIN: US60467R1005

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>THOMAS W. CASON<br>A.D. (PETE) CORRELL<br>TERRY G. DALLAS<br>THOMAS H. JOHNSON<br>JOHN T. MILLER<br>EDWARD R. MULLER<br>ROBERT C. MURRAY<br>JOHN M. QUAIN<br>WILLIAM L. THACKER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2008  | Mgmt   | For   |

MYLAN INC. Agen

Security: 628530107  
 Meeting Type: Annual  
 Meeting Date: 27-Jul-2007  
 Ticker: MYL  
 ISIN: US6285301072

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>MILAN PUSKAR<br>ROBERT J. COURY<br>WENDY CAMERON<br>NEIL DIMICK, C.P.A.<br>D.J. LEECH, C.P.A.<br>JOSEPH C. MAROON, M.D.<br>N. PRASAD<br>RODNEY L. PIATT, C.P.A.<br>C.B. TODD<br>RL VANDERVEEN, PHD, RPH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld<br>For<br>For<br>Withheld<br>For<br>Withheld<br>For<br>For |
| 02     | RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For   |

NABORS INDUSTRIES LTD. Agen

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

Security: G6359F103  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2008  
 Ticker: NBR  
 ISIN: BMG6359F1032

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>ANTHONY G. PETRELLO<br>MYRON M. SHEINFELD<br>MARTIN J. WHITMAN   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS<br>INDEPENDENT AUDITORS AND TO AUTHORIZE THE AUDIT<br>COMMITTEE OF THE BOARD OF DIRECTORS TO SET<br>AUDITORS' REMUNERATION. | Mgmt                 | For               |
| 03     | SHAREHOLDER PROPOSAL TO ADOPT A PAY FOR SUPERIOR<br>PERFORMANCE STANDARD IN THE COMPANY'S EXECUTIVE<br>COMPENSATION PLAN FOR SENIOR EXECUTIVES.                          | Shr                  | For               |
| 04     | SHAREHOLDER PROPOSAL REGARDING GROSS-UP PAYMENTS<br>TO SENIOR EXECUTIVES.  | Shr                  | For               |

NESTLE S.A.

Agen

Security: 641069406  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2008  
 Ticker: NSRGY  
 ISIN: US6410694060

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | APPROVAL OF THE 2007 ANNUAL REPORT, OF THE ACCOUNTS<br>OF NESTLE S.A. AND OF THE CONSOLIDATED ACCOUNTS<br>OF THE NESTLE GROUP. | Mgmt          | No vote       |
| 02     | RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS<br>AND OF THE MANAGEMENT.   | Mgmt          | No vote       |
| 03     | APPROVAL OF THE APPROPRIATION OF PROFITS RESULTING<br>FROM THE BALANCE SHEET OF NESTLE S.A.                                    | Mgmt          | No vote       |
| 4A1    | RE-ELECTION OF MR. ANDREAS KOOPMANN, TO THE<br>BOARD OF DIRECTORS.   | Mgmt          | No vote       |
| 4B1    | RE-ELECTION OF MR. ROLF HANGGI, TO THE BOARD<br>OF DIRECTORS.  | Mgmt          | No vote       |
| 4A2    | ELECTION OF MR. PAUL BULCKE, TO THE BOARD OF<br>DIRECTORS.   | Mgmt          | No vote       |

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

|     |  |      |         |
|-----|--|------|---------|
| 4B2 | ELECTION OF MR. BEAT W. HESS, TO THE BOARD OF DIRECTORS.   | Mgmt | No vote |
| 4C  | RE-ELECTION OF THE AUDITORS KPMG KLYNVELD PEAT MARWICK GOERDELER S.A.  | Mgmt | No vote |
| 5A  | APPROVAL OF THE CAPITAL REDUCTION.   | Mgmt | No vote |
| 5B  | APPROVAL OF THE SHARE SPLIT.   | Mgmt | No vote |
| 5C  | APPROVAL OF THE AMENDMENT TO ARTICLES 5 AND 5 BIS PARA. 1 OF THE ARTICLES OF ASSOCIATION.  | Mgmt | No vote |
| 06  | APPROVAL OF THE PROPOSED REVISED ARTICLES OF ASSOCIATION, AS SET FORTH IN THE COMPANY'S INVITATION ENCLOSED HEREWITH.  | Mgmt | No vote |
| 07  | MARK THE "FOR" BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMANN (AS FURTHER DISCUSSED IN THE COMPANY'S INVITATION). | Mgmt | No vote |

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 NEWELL RUBBERMAID INC.  
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Agen

Security: 651229106  
 Meeting Type: Annual  
 Meeting Date: 06-May-2008  
 Ticker: NWL  
 ISIN: US6512291062  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MICHAEL T. COWHIG   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARK D. KETCHUM   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM D. MAROHN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RAYMOND G. VIAULT   | Mgmt          | For           |
| 02     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2008.   | Mgmt          | For           |
| 03     | APPROVE THE COMPANY'S MANAGEMENT CASH BONUS PLAN.   | Mgmt          | For           |
| 04     | APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS AND THE FAIR PRICE PROVISION. | Mgmt          | For           |

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

NOBLE CORPORATION

Agen

Security: G65422100  
 Meeting Type: Annual  
 Meeting Date: 01-May-2008  
 Ticker: NE  
 ISIN: KYG654221004

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>LAWRENCE J. CHAZEN<br>MARY P. RICCIARDELLO   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT AUDITORS FOR 2008. | Mgmt          | For           |

NRG ENERGY, INC.

Agen

Security: 629377508  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: NRG  
 ISIN: US6293775085

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>LAWRENCE S. COBEN<br>PAUL W. HOBBY<br>HERBERT H. TATE<br>WALTER R. YOUNG | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPROVAL OF NRG ENERGY, INC. EMPLOYEE STOCK<br>PURCHASE PLAN                         | Mgmt                         | For                      |
| 03     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM                     | Mgmt                         | For                      |

NVIDIA CORPORATION

Agen

Security: 67066G104  
 Meeting Type: Annual  
 Meeting Date: 19-Jun-2008  
 Ticker: NVDA  
 ISIN: US67066G1040

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

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

|    |  | Type |     |
|----|--|------|-----|
| 1A | TO ELECT STEVEN CHU AS DIRECTOR  | Mgmt | For |
| 1B | TO ELECT HARVEY C. JONES AS DIRECTOR   | Mgmt | For |
| 1C | TO ELECT WILLIAM J. MILLER AS DIRECTOR   | Mgmt | For |
| 2  | TO APPROVE AN AMENDMENT TO THE NVIDIA CORPORATION CERTIFICATE OF INCORPORATION.  | Mgmt | For |
| 3  | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS NVIDIA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 25, 2009. | Mgmt | For |

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OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 02-May-2008  
 Ticker: OXY  
 ISIN: US6745991058

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SPENCER ABRAHAM                      | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: RONALD W. BURKLE                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN S. CHALSTY                      | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN                  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN E. FEICK                        | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RAY R. IRANI                         | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: IRVIN W. MALONEY                     | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN                  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RODOLFO SEGOVIA                      | Mgmt          | Against       |
| 1J     | ELECTION OF DIRECTOR: AZIZ D. SYRIANI                      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ROSEMARY TOMICH                      | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: WALTER L. WEISMAN                    | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS. | Mgmt          | For           |
| 03     | SCIENTIFIC REPORT ON GLOBAL WARMING.                       | Shr           | Against       |
| 04     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.                   | Shr           | For           |

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

|    |   |     |         |
|----|---|-----|---------|
| 05 | INDEPENDENCE OF COMPENSATION CONSULTANTS. | Shr | Against |
| 06 | PAY-FOR-SUPERIOR-PERFORMANCE PRINCIPLE.   | Shr | For     |
| 07 | SPECIAL SHAREHOLDER MEETINGS.             | Shr | For     |

OMNICOM GROUP INC.

Agen

Security: 681919106  
 Meeting Type: Annual  
 Meeting Date: 16-May-2008  
 Ticker: OMC  
 ISIN: US6819191064

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>JOHN D. WREN<br>BRUCE CRAWFORD<br>ROBERT CHARLES CLARK<br>LEONARD S. COLEMAN, JR.<br>ERROL M. COOK<br>SUSAN S. DENISON<br>MICHAEL A. HENNING<br>JOHN R. MURPHY<br>JOHN R. PURCELL<br>LINDA JOHNSON RICE<br>GARY L. ROUBOS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS OUR INDEPENDENT AUDITORS FOR 2008.  | Mgmt   | For   |

OMNITURE, INC.

Agen

Security: 68212S109  
 Meeting Type: Annual  
 Meeting Date: 14-May-2008  
 Ticker: OMTR  
 ISIN: US68212S1096

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>GREGORY S. BUTTERFIELD<br>JOHN R. PESTANA   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE CURRENT FISCAL YEAR ENDING DECEMBER | Mgmt          | For           |



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31, 2008.

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ORACLE CORPORATION

Agen

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Security: 68389X105  
Meeting Type: Annual  
Meeting Date: 02-Nov-2007  
Ticker: ORCL  
ISIN: US68389X1054  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>JEFFREY O. HENLEY<br>LAWRENCE J. ELLISON<br>DONALD L. LUCAS<br>MICHAEL J. BOSKIN<br>JACK F. KEMP<br>JEFFREY S. BERG<br>SAFRA A. CATZ<br>HECTOR GARCIA-MOLINA<br>H. RAYMOND BINGHAM<br>CHARLES E. PHILLIPS, JR<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2008 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, 2008.   | Mgmt   | For   |
| 04     | STOCKHOLDER PROPOSAL ON THE AMENDMENT TO THE CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.  | Shr  | Against   |
| 05     | STOCKHOLDER PROPOSAL ON AN OPEN SOURCE REPORT.   | Shr  | Against   |

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OSHKOSH TRUCK CORPORATION

Agen

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Security: 688239201  
Meeting Type: Annual  
Meeting Date: 05-Feb-2008  
Ticker: OSK  
ISIN: US6882392011  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J. WILLIAM ANDERSEN | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1B | ELECTION OF DIRECTOR: ROBERT G. BOHN   | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ROBERT A. CORNOG   | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: RICHARD M. DONNELLY  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: FREDERICK M. FRANKS, JR.   | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: MICHAEL W. GREBE   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: KATHLEEN J. HEMPEL   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: HARVEY N. MEDVIN   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: J. PETER MOSLING, JR.  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: TIMOTHY J. ROEMER  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: RICHARD G. SIM   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: CHARLES L. SZEWS   | Mgmt | For |
| 02 | AMEND THE RESTATED ARTICLES OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY TO "OSHKOSH CORPORATION". | Mgmt | For |
| 03 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, AS INDEPENDENT AUDITORS.                       | Mgmt | For |
| 04 | SHAREHOLDER PROPOSAL - TO REDEEM OR BRING TO SHAREHOLDER VOTE THE COMPANY'S SHAREHOLDER RIGHTS PLAN.     | Shr  | For |

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PAYCHEX, INC.

Agen

Security: 704326107  
Meeting Type: Annual  
Meeting Date: 03-Oct-2007  
Ticker: PAYX  
ISIN: US7043261079

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| 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: PHILLIP HORSLEY     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GRANT M. INMAN      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PAMELA A. JOSEPH    | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JONATHAN J. JUDGE   | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1G | ELECTION OF DIRECTOR: JOSEPH M. TUCCI  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: JOSEPH M. VELLI  | Mgmt | For |
| 02 | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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PEPSICO, INC.

Agen

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 07-May-2008  
Ticker: PEP  
ISIN: US7134481081

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: I.M. COOK   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: D. DUBLON   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: V.J. DZAU   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: R.L. HUNT   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: A. IBARGUEN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: A.C. MARTINEZ   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: I.K. NOOYI  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: S.P. ROCKEFELLER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: J.J. SCHIRO   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: L.G. TROTTER  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: D. VASELLA  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: M.D. WHITE  | Mgmt          | For           |
| 02     | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS                                 | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL - BEVERAGE CONTAINER RECYCLING REPORT (PROXY STATEMENT P. 43)    | Shr           | Against       |
| 04     | SHAREHOLDER PROPOSAL - GENETICALLY ENGINEERED PRODUCTS REPORT (PROXY STATEMENT P. 45) | Shr           | Against       |
| 05     | SHAREHOLDER PROPOSAL - RIGHT TO WATER POLICY (PROXY STATEMENT P. 46)                  | Shr           | Against       |
| 06     | SHAREHOLDER PROPOSAL - GLOBAL WARMING REPORT (PROXY STATEMENT P. 48)                  | Shr           | Against       |

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07      SHAREHOLDER PROPOSAL - ADVISORY VOTE ON COMPENSATION      Shr      For  
 (PROXY STATEMENT P. 49)

PETROHAWK ENERGY CORPORATION

Agen

Security: 716495106  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: HK  
 ISIN: US7164951060

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>FLOYD C. WILSON<br>TUCKER S. BRIDWELL<br>GARY A. MERRIMAN                        | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2008. | Mgmt                 | For               |

PPG INDUSTRIES, INC.

Agen

Security: 693506107  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2008  
 Ticker: PPG  
 ISIN: US6935061076

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>HUGH GRANT<br>MICHELE J. HOOPER<br>ROBERT MEHRABIAN   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | PROPOSAL TO ENDORSE THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2008. | Mgmt                 | For               |

PRECISION CASTPARTS CORP.

Agen

Security: 740189105  
 Meeting Type: Annual  
 Meeting Date: 14-Aug-2007  
 Ticker: PCP

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ISIN: US7401891053

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>PETER R. BRIDENBAUGH<br>STEVEN G. ROTHMEIER<br>RICK SCHMIDT<br>DANIEL J. MURPHY | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPROVING THE EXECUTIVE PERFORMANCE INCENTIVE PLAN  | Mgmt                         | For                      |

PUBLIC SERVICE ENTERPRISE GROUP INC.

Agen

Security: 744573106  
Meeting Type: Annual  
Meeting Date: 15-Apr-2008  
Ticker: PEG  
ISIN: US7445731067

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>CONRAD K. HARPER<br>SHIRLEY ANN JACKSON<br>THOMAS A. RENYI                             | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2008. | Mgmt                 | For               |
| 03     | STOCKHOLDER PROPOSAL RELATING TO EXECUTIVE COMPENSATION.   | Shr                  | Against           |
| 04     | STOCKHOLDER PROPOSAL RELATING TO THE NOMINATION OF DIRECTORS.                                      | Shr                  | Against           |
| 05     | STOCKHOLDER PROPOSAL RELATING TO THE ELECTION OF DIRECTORS.  | Shr                  | Against           |

PUBLIC STORAGE

Agen

Security: 74460D109  
Meeting Type: Annual  
Meeting Date: 08-May-2008  
Ticker: PSA  
ISIN: US74460D1090

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

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|    |  | Type   |  |
|----|--|--|--|
| 01 | DIRECTOR<br>B. WAYNE HUGHES<br>RONALD L. HAVNER, JR.<br>HARVEY LENKIN<br>DANN V. ANGELOFF<br>WILLIAM C. BAKER<br>JOHN T. EVANS<br>URI P. HARKHAM<br>B. WAYNE HUGHES, JR.<br>GARY E. PRUITT<br>DANIEL C. STATON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | RATIFICATION OF AUDITORS   | Mgmt   | For  |

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 QUALCOMM, INCORPORATED

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 Agen

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 Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2008  
 Ticker: QCOM  
 ISIN: US7475251036  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>DONALD G. CRUICKSHANK<br>RAYMOND V. DITTAMORE<br>IRWIN MARK JACOBS<br>PAUL E. JACOBS<br>ROBERT E. KAHN<br>SHERRY LANSING<br>DUANE A. NELLES<br>MARC I. STERN<br>BRENT SCOWCROFT | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>Withheld<br>For<br>For |
| 02     | TO APPROVE AMENDMENTS TO THE 2006 LONG-TERM INCENTIVE PLAN AND AN INCREASE IN THE SHARE RESERVE BY 115,000,000 SHARES.  | Mgmt   | For  |
| 03     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING SEPTEMBER 28, 2008.  | Mgmt   | For  |

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 R.R. DONNELLEY & SONS COMPANY

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 Agen

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 Security: 257867101  
 Meeting Type: Annual  
 Meeting Date: 28-May-2008  
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## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: RRD  
ISIN: US2578671016

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: THOMAS J. QUINLAN, III                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: STEPHEN M. WOLF                               | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LEE A. CHADEN                                 | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: E.V. (RICK) GOINGS                            | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JUDITH H. HAMILTON                            | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: THOMAS S. JOHNSON                             | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN C. POPE                                  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MICHAEL T. RIORDAN                            | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: OLIVER R. SOCKWELL                            | Mgmt          | For           |
| 02     | RATIFICATION OF THE COMPANY'S AUDITORS.                             | Mgmt          | For           |
| 03     | APPROVAL OF AMENDED 2004 PERFORMANCE INCENTIVE PLAN.                | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL WITH RESPECT TO A SUSTAINABLE FORESTRY REPORT. | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL WITH RESPECT TO SPECIAL STOCKHOLDER MEETINGS.  | Shr           | For           |

RAYTHEON COMPANY

Agen

Security: 755111507  
Meeting Type: Annual  
Meeting Date: 29-May-2008  
Ticker: RTN  
ISIN: US7551115071

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BARBARA M. BARRETT    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: VERNON E. CLARK       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN M. DEUTCH        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: FREDERIC M. POSES     | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: MICHAEL C. RUETTIGERS | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1F | ELECTION OF DIRECTOR: RONALD L. SKATES                                 | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: WILLIAM R. SPIVEY                                | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: LINDA G. STUNTZ                                  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: WILLIAM H. SWANSON                               | Mgmt | For |
| 02 | RATIFICATION OF INDEPENDENT AUDITORS                                   | Mgmt | For |
| 03 | STOCKHOLDER PROPOSAL REGARDING SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS | Shr  | For |
| 04 | STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION | Shr  | For |

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REPUBLIC SERVICES, INC. Agen

Security: 760759100  
Meeting Type: Annual  
Meeting Date: 16-May-2008  
Ticker: RSG  
ISIN: US7607591002

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>JAMES E. O'CONNOR<br>HARRIS W. HUDSON<br>JOHN W. CROGHAN<br>W. LEE NUTTER<br>RAMON A. RODRIGUEZ<br>ALLAN C. SORENSEN<br>MICHAEL W. WICKHAM | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2008.   | Mgmt   | For   |

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RIVERBED TECHNOLOGY, INC. Agen

Security: 768573107  
Meeting Type: Annual  
Meeting Date: 06-Nov-2007  
Ticker: RVBD  
ISIN: US7685731074

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |



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

|    |  |      |          |
|----|--|------|----------|
|    | MARK A. FLOYD  | Mgmt | For      |
|    | CHRISTOPHER J. SCHAEPE   | Mgmt | For      |
|    | JAMES R. SWARTZ  | Mgmt | Withheld |
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF RIVERBED TECHNOLOGY, INC. FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2007. | Mgmt | For      |

RIVERBED TECHNOLOGY, INC. Agen

Security: 768573107  
 Meeting Type: Annual  
 Meeting Date: 29-May-2008  
 Ticker: RVBD  
 ISIN: US7685731074

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>MICHAEL R. KOUREY<br>STEVEN MCCANNE, PH.D.   | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF RIVERBED TECHNOLOGY, INC. FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2008. | Mgmt          | For           |

ROCKWELL COLLINS, INC. Agen

Security: 774341101  
 Meeting Type: Annual  
 Meeting Date: 12-Feb-2008  
 Ticker: COL  
 ISIN: US7743411016

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>C.A. DAVIS<br>R.E. EBERHART                                      | Mgmt<br>Mgmt  | For<br>For    |
| 02     | THE SELECTION OF DELOITTE & TOUCHE LLP AS OUR AUDITORS FOR FISCAL YEAR 2008. | Mgmt          | For           |

ROWAN COMPANIES, INC. Agen

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Security: 779382100  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2008  
 Ticker: RDC  
 ISIN: US7793821007

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: D.F. MCNEASE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: LORD MOYNIHAN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R.G. CROYLE  | Mgmt          | For           |
| 02     | THE RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS | Mgmt          | For           |

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 09-Apr-2008  
 Ticker: SLB  
 ISIN: AN8068571086

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>P. CAMUS<br>J.S. GORELICK<br>A. GOULD<br>T. ISAAC<br>N. KUDRYAVTSEV<br>A. LAJOUS<br>M.E. MARKS<br>D. PRIMAT<br>L.R. REIF<br>T.I. SANDVOLD<br>N. SEYDOUX<br>L.G. STUNTZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS  | Mgmt   | For  |
| 03     | APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008 STOCK INCENTIVE PLAN   | Mgmt   | For  |
| 04     | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt   | For  |

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

SHIRE PLC

Agen

Security: 82481R106  
 Meeting Type: Special  
 Meeting Date: 09-May-2008  
 Ticker: SHPGY  
 ISIN: US82481R1068

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| C1     | TO APPROVE THE PROPOSED SCHEME OF ARRANGEMENT.   | Mgmt          | For           |
| S1     | TO APPROVE THE SCHEME OF ARRANGEMENT AND RELATED MATTERS.  | Mgmt          | For           |
| S2     | TO APPROVE THE REDUCTION OF CAPITAL OF SHIRE LIMITED.  | Mgmt          | For           |
| O3     | TO APPROVE THE ADOPTION BY SHIRE LIMITED OF THE SHIRE SHARESAVE SCHEME AND TO APPROVE THE AUTHORIZATION GIVEN TO THE DIRECTORS OF SHIRE LIMITED IN RELATION THERETO. | Mgmt          | For           |
| O4     | TO APPROVE THE ADOPTION BY SHIRE LIMITED OF THE SHIRE EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt          | For           |
| O5     | TO APPROVE THE ADOPTION BY SHIRE LIMITED OF PART A OF THE SHIRE PORTFOLIO SHARE PLAN.  | Mgmt          | For           |
| O6     | TO APPROVE THE ADOPTION BY SHIRE LIMITED OF PART B OF THE SHIRE PORTFOLIO SHARE PLAN.  | Mgmt          | For           |

STAPLES, INC.

Agen

Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2008  
 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           |

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

|    |  |      |     |
|----|--|------|-----|
| 1G | ELECTION OF DIRECTOR: ROBERT C. NAKASONE   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: RONALD L. SARGENT  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: ROBERT E. SULENTIC   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: MARTIN TRUST   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: VIJAY VISHWANATH   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: PAUL F. WALSH  | Mgmt | For |
| 02 | TO APPROVE AN AMENDMENT TO STAPLES' CERTIFICATE OF INCORPORATION DELETING ARTICLE XII TO REMOVE PROVISIONS THAT REQUIRE HOLDERS OF AT LEAST TWO-THIRDS OF STAPLES' OUTSTANDING VOTING STOCK TO APPROVE CERTAIN SIGNIFICANT CORPORATE TRANSACTIONS. | Mgmt | For |
| 03 | TO APPROVE STAPLES' EXECUTIVE OFFICER INCENTIVE PLAN FOR THE FISCAL YEARS 2008 THROUGH 2012.   | Mgmt | For |
| 04 | TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE TOTAL NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 15,100,000 SHARES, FROM 62,330,000 SHARES TO 77,430,000 SHARES. | Mgmt | For |
| 05 | 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 |
| 06 | TO ACT ON A SHAREHOLDER PROPOSAL REGARDING STOCKHOLDERS' ABILITY TO CALL SPECIAL MEETINGS EXPECTED TO COME BEFORE THE MEETING.   | Shr  | For |

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SUNOCO, INC.

Agen

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Security: 86764P109  
Meeting Type: Annual  
Meeting Date: 01-May-2008  
Ticker: SUN  
ISIN: US86764P1093  
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| Prop.# | Proposal        | Proposal Type | Proposal Vote |
|--------|-----------------|---------------|---------------|
| 01     | DIRECTOR        |               |               |
|        | R.J. DARNALL    | Mgmt          | For           |
|        | J.G. DROSDICK   | Mgmt          | For           |
|        | G.W. EDWARDS    | Mgmt          | For           |
|        | U.O. FAIRBAIRN  | Mgmt          | For           |
|        | T.P. GERRITY    | Mgmt          | For           |
|        | R.B. GRECO      | Mgmt          | For           |
|        | J.P. JONES, III | Mgmt          | For           |
|        | J.G. KAISER     | Mgmt          | For           |

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

|    |   |      |     |
|----|---|------|-----|
|    | R.A. PEW  | Mgmt | For |
|    | G.J. RATCLIFFE  | Mgmt | For |
|    | J.W. ROWE   | Mgmt | For |
|    | J.K. WULFF  | Mgmt | For |
| 02 | APPROVAL OF THE SUNOCO, INC. LONG-TERM PERFORMANCE ENHANCEMENT PLAN II.   | Mgmt | For |
| 03 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2008. | Mgmt | For |

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TEXAS INSTRUMENTS INCORPORATED

Agen

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2008  
 Ticker: TXN  
 ISIN: US8825081040

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: J.R. ADAMS   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: D.L. BOREN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: D.A. CARP  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: C.S. COX   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: D.R. GOODE   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: P.H. PATSLEY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: W.R. SANDERS   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: R.J. SIMMONS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: R.K. TEMPLETON   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: C.T. WHITMAN   | Mgmt          | For           |
| 02     | BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008. | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL REGARDING QUALIFICATIONS FOR DIRECTOR NOMINEES.   | Shr           | Against       |

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THE BOEING COMPANY

Agen

Security: 097023105

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

Meeting Type: Annual  
 Meeting Date: 28-Apr-2008  
 Ticker: BA  
 ISIN: US0970231058

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN H. BIGGS   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN E. BRYSON  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.                                  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LINDA Z. COOK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM M. DALEY  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN                                   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES L. JONES  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: EDWARD M. LIDDY   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN F. MCDONNELL                                       | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.                                  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI                                      | Mgmt          | For           |
| 02     | ADVISORY VOTE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR. | Mgmt          | For           |
| 03     | PREPARE A REPORT ON FOREIGN MILITARY SALES                                    | Shr           | Against       |
| 04     | ADOPT HEALTH CARE PRINCIPLES  | Shr           | Against       |
| 05     | ADOPT, IMPLEMENT AND MONITOR HUMAN RIGHTS POLICIES                            | Shr           | Against       |
| 06     | REQUIRE AN INDEPENDENT LEAD DIRECTOR  | Shr           | For           |
| 07     | REQUIRE PERFORMANCE-BASED STOCK OPTIONS                                       | Shr           | For           |
| 08     | REQUIRE AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION              | Shr           | For           |
| 09     | REQUIRE SHAREHOLDER APPROVAL OF FUTURE SEVERANCE ARRANGEMENTS                 | Shr           | For           |

THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 16-Apr-2008  
 Ticker: KO  
 ISIN: US1912161007

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HERBERT A. ALLEN                                       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD W. ALLEN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CATHLEEN P. BLACK                                      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BARRY DILLER   | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: ALEXIS M. HERMAN                                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: E. NEVILLE ISDELL                                      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MUHTAR KENT  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DONALD R. KEOUGH                                       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DONALD F. MCHENRY                                      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: SAM NUNN   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: JAMES D. ROBINSON III                                  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: PETER V. UEBERROTH                                     | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JACOB WALLENBERG                                       | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: JAMES B. WILLIAMS                                      | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt          | For           |
| 03     | APPROVAL OF THE COCA-COLA COMPANY 2008 STOCK OPTION PLAN                     | Mgmt          | For           |
| 04     | SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION     | Shr           | For           |
| 05     | SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR                     | Shr           | For           |
| 06     | SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS              | Shr           | Against       |

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 THE ESTEE LAUDER COMPANIES INC.

Agen

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 Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 09-Nov-2007  
 Ticker: EL  
 ISIN: US5184391044  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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

|    |  |                              |                               |
|----|--|------------------------------|-------------------------------|
| 01 | DIRECTOR<br>AERIN LAUDER<br>WILLIAM P. LAUDER<br>LYNN F. DE ROTHSCHILD<br>RICHARD D. PARSONS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>Withheld |
| 02 | APPROVAL OF THE ESTEE LAUDER COMPANIES INC.<br>NON-EMPLOYEE DIRECTOR SHARE INCENTIVE PLAN.   | Mgmt                         | Against                       |
| 03 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT<br>AUDITORS FOR THE 2008 FISCAL YEAR. | Mgmt                         | For                           |

-----  
 THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2008  
 Ticker: GS  
 ISIN: US38141G1040

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF LLOYD C. BLANKFEIN TO THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 1B     | ELECTION OF JOHN H. BRYAN TO THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 1C     | ELECTION OF GARY D. COHN TO THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 1D     | ELECTION OF CLAES DAHLBACK TO THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 1E     | ELECTION OF STEPHEN FRIEDMAN TO THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 1F     | ELECTION OF WILLIAM W. GEORGE TO THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 1G     | ELECTION OF RAJAT K. GUPTA TO THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 1H     | ELECTION OF JAMES A. JOHNSON TO THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 1I     | ELECTION OF LOIS D. JULIBER TO THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 1J     | ELECTION OF EDWARD M. LIDDY TO THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 1K     | ELECTION OF RUTH J. SIMMONS TO THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 1L     | ELECTION OF JON WINKELRIED TO THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR 2008 | Mgmt          | For           |



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

### FISCAL YEAR

|    |  |     |         |
|----|--|-----|---------|
| 03 | SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS                                 | Shr | Against |
| 04 | SHAREHOLDER PROPOSAL REGARDING AN ADVISORY VOTE<br>ON EXECUTIVE COMPENSATION | Shr | For     |
| 05 | SHAREHOLDER PROPOSAL REQUESTING A SUSTAINABILITY<br>REPORT                   | Shr | Against |

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 THE HOME DEPOT, INC.

Agen

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 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2008  
 Ticker: HD  
 ISIN: US4370761029  
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| Prop.# | Proposal   | Proposal<br>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: BRIAN C. CORNELL   | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: BONNIE G. HILL   | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: KAREN L. KATEN   | Mgmt             | For           |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>OF THE COMPANY FOR THE FISCAL YEAR ENDING FEBRUARY<br>1, 2009 | Mgmt             | For           |
| 03     | TO APPROVE THE MATERIAL TERMS OF OFFICER PERFORMANCE<br>GOALS UNDER THE MANAGEMENT INCENTIVE PLAN  | Mgmt             | For           |
| 04     | TO APPROVE AN AMENDMENT TO THE COMPANY'S EMPLOYEE<br>STOCK PURCHASE PLAN TO INCREASE THE NUMBER<br>OF RESERVED SHARES  | Mgmt             | For           |
| 05     | SHAREHOLDER PROPOSAL REGARDING POLITICAL NONPARTISANSHIP   | Shr              | Against       |
| 06     | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER<br>MEETINGS   | Shr              | For           |

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

|    |   |     |         |
|----|---|-----|---------|
| 07 | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT DISCLOSURE | Shr | Against |
| 08 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION         | Shr | For     |
| 09 | SHAREHOLDER PROPOSAL REGARDING PAY-FOR-SUPERIOR PERFORMANCE           | Shr | For     |

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 THE KROGER CO.

Agen

Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 26-Jun-2008  
 Ticker: KR  
 ISIN: US5010441013

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: REUBEN V. ANDERSON                  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT D. BEYER                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID B. DILLON                     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN J. KROPF                      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. LAMACCHIA                   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DAVID B. LEWIS                      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DON W. MCGEORGE                     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: W. RODNEY MCMULLEN                  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JORGE P. MONTOYA                    | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: CLYDE R. MOORE                      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: SUSAN M. PHILLIPS                   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: STEVEN R. ROGEL                     | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES A. RUNDE                      | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: RONALD L. SARGENT                   | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: BOBBY S. SHACKOULS                  | Mgmt          | For           |
| 02     | APPROVAL OF 2008 LONG-TERM INCENTIVE AND CASH BONUS PLAN. | Mgmt          | For           |
| 03     | APPROVAL OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.      | Mgmt          | For           |
| 04     | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED,      | Shr           | Against       |

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

|    |  |     |         |
|----|--|-----|---------|
|    | TO RECOMMEND PREPARATION OF CLIMATE CHANGE REPORT.   |     |         |
| 05 | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND PURCHASING PREFERENCE FOR SUPPLIERS USING CONTROLLED-ATMOSPHERE KILLING OF CHICKENS. | Shr | Against |
| 06 | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND PHASE OUT OF SALE OF EGGS FROM HENS CONFINED IN BATTERY CAGES.                       | Shr | Against |
| 07 | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND PREPARATION OF PRODUCT TOXICITY REPORT.  | Shr | Against |
| 08 | APPROVE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO RECOMMEND ADOPTION OF PROPOSED COMPENSATION PRINCIPLES FOR SENIOR EXECUTIVES.                  | Shr | For     |

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THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 09-Oct-2007  
 Ticker: PG  
 ISIN: US7427181091

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>RAJAT K. GUPTA<br>A.G. LAFLEY<br>LYNN M. MARTIN<br>JOHNATHAN A. RODGERS<br>JOHN F. SMITH, JR.<br>RALPH SNYDERMAN, M.D.<br>MARGARET C. WHITMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt   | For   |
| 03     | SHAREHOLDER PROPOSAL #1 - AWARD NO FUTURE STOCK OPTIONS   | Shr  | Against                                       |
| 04     | SHAREHOLDER PROPOSAL #2 - REPORT ON COMPANY POLICIES AND ACTIVITIES   | Shr  | Against                                       |
| 05     | SHAREHOLDER PROPOSAL #3 - ANIMAL TESTING  | Shr  | Against                                       |

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THE WILLIAMS COMPANIES, INC.

Agen

Security: 969457100

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

Meeting Type: Annual  
 Meeting Date: 15-May-2008  
 Ticker: WMB  
 ISIN: US9694571004

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND               | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JUANITA H. HINSHAW                | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANK T. MACINNIS                 | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEVEN J. MALCOLM                 | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JANICE D. STONEY                  | Mgmt          | For           |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2008. | Mgmt          | For           |

THERMO FISHER SCIENTIFIC INC.

Agen

Security: 883556102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: TMO  
 ISIN: US8835561023

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SCOTT M. SPERLING  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: BRUCE L. KOEPFGEN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL E. PORTER  | Mgmt          | For           |
| 02     | APPROVAL AND ADOPTION OF THE THERMO FISHER SCIENTIFIC INC. 2008 STOCK INCENTIVE PLAN.        | Mgmt          | For           |
| 03     | APPROVAL AND ADOPTION OF THE THERMO FISHER SCIENTIFIC INC. 2008 ANNUAL INCENTIVE AWARD PLAN. | Mgmt          | For           |
| 04     | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.   | Mgmt          | For           |

THORATEC CORPORATION

Agen

Security: 885175307  
 Meeting Type: Annual  
 Meeting Date: 20-May-2008  
 Ticker: THOR

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

ISIN: US8851753074

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>NEIL F. DIMICK<br>J. DONALD HILL<br>GERHARD F. BURBACH<br>HOWARD E. CHASE<br>J. DANIEL COLE<br>STEVEN H. COLLIS<br>ELISHA W. FINNEY<br>D. KEITH GROSSMAN<br>DANIEL M. MULVENA | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>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 3, 2009.  | Mgmt   | For   |

TIME WARNER INC.

Agen

Security: 887317105  
Meeting Type: Annual  
Meeting Date: 16-May-2008  
Ticker: TWX  
ISIN: US8873171057

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JEFFREY L. BEWKES     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: FRANK J. CAUFIELD     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT C. CLARK       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MATHIAS DOPFNER       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JESSICA P. EINHORN    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: REUBEN MARK           | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MICHAEL A. MILES      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: KENNETH J. NOVACK     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RICHARD D. PARSONS    | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 1L | ELECTION OF DIRECTOR: DEBORAH C. WRIGHT  | Mgmt | For |
| 02 | COMPANY PROPOSAL TO AMEND THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE REMAINING SUPER-MAJORITY VOTE REQUIREMENTS. | Mgmt | For |
| 03 | COMPANY PROPOSAL TO APPROVE THE AMENDED AND RESTATED TIME WARNER INC. ANNUAL BONUS PLAN FOR EXECUTIVE OFFICERS.                            | Mgmt | For |
| 04 | RATIFICATION OF AUDITORS.  | Mgmt | For |
| 05 | STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.  | Shr  | For |

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TRANSOCEAN INC

Agen

Security: G90073100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2008  
 Ticker: RIG  
 ISIN: KYG900731004

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JON A. MARSHALL  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARTIN B. MCNAMARA   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT E. ROSE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: IAN C. STRACHAN  | Mgmt          | For           |
| 02     | APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008. | Mgmt          | For           |

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TRANSOCEAN INC.

Agen

Security: G90078109  
 Meeting Type: Special  
 Meeting Date: 09-Nov-2007  
 Ticker: RIG  
 ISIN: KYG900781090

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS | Mgmt          | For           |

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

ANNEX G, WHICH PROVIDES FOR THE RECLASSIFICATION OF OUR ORDINARY SHARES.

|    |  |      |     |
|----|--|------|-----|
| 02 | APPROVAL OF THE ISSUANCE OF OUR ORDINARY SHARES TO SHAREHOLDERS OF GLOBALSANTAFE CORPORATION IN THE MERGER UNDER THE TERMS OF THE AGREEMENT AND PLAN OF MERGER, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX A.   | Mgmt | For |
| 03 | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR MEMORANDUM AND ARTICLES OF ASSOCIATION TO, AMONG OTHER THINGS, INCREASE THE MAXIMUM NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS OF TRANSOCEAN INC. FROM 13 TO 14, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |

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 UNITED TECHNOLOGIES CORPORATION

Agen

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 Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 09-Apr-2008  
 Ticker: UTX  
 ISIN: US9130171096  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>LOUIS R. CHENEVERT<br>GEORGE DAVID<br>JOHN V. FARACI<br>JEAN-PIERRE GARNIER<br>JAMIE S. GORELICK<br>CHARLES R. LEE<br>RICHARD D. MCCORMICK<br>HAROLD MCGRAW III<br>RICHARD B. MYERS<br>H. PATRICK SWYGERT<br>ANDRE VILLENEUVE<br>CHRISTINE TODD WHITMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF INDEPENDENT AUDITORS   | Mgmt   | For  |
| 03     | APPROVAL OF AMENDMENT TO THE 2005 LONG-TERM INCENTIVE PLAN  | Mgmt   | For  |
| 04     | SHAREOWNER PROPOSAL: PRINCIPLES FOR HEALTH CARE REFORM  | Shr  | Against  |
| 05     | SHAREOWNER PROPOSAL: GLOBAL SET OF CORPORATE STANDARDS  | Shr  | Against  |
| 06     | SHAREOWNER PROPOSAL: PAY FOR SUPERIOR PERFORMANCE   | Shr  | Against  |
| 07     | SHAREOWNER PROPOSAL: OFFSETS FOR FOREIGN MILITARY SALES   | Shr  | Against  |

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VCA ANTECH, INC.

Agen

Security: 918194101  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2008  
 Ticker: WOOF  
 ISIN: US9181941017

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>JOHN B. CHICKERING, JR.<br>JOHN HEIL  | Mgmt<br>Mgmt  | For<br>For    |
| 02     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE<br>COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS. | Mgmt          | For           |

VERISIGN, INC.

Agen

Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 30-Aug-2007  
 Ticker: VRSN  
 ISIN: US92343E1029

| Prop.# | Proposal  | Proposal Type        | Proposal Vote                    |
|--------|---|----------------------|----------------------------------|
| 01     | DIRECTOR<br>D. JAMES BIDZOS<br>WILLIAM L. CHENEVICH<br>LOUIS A. SIMPSON   | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld |
| 02     | PROPOSAL TO APPROVE THE FOURTH AMENDED AND RESTATED<br>CERTIFICATE OF INCORPORATION OF VERISIGN, INC.<br>TO ELIMINATE OUR CLASSIFIED BOARD STRUCTURE<br>AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS. | Mgmt                 | For                              |
| 03     | PROPOSAL TO APPROVE OUR 2007 EMPLOYEE STOCK<br>PURCHASE PLAN.   | Mgmt                 | For                              |
| 04     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP<br>AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING<br>DECEMBER 31, 2007.   | Mgmt                 | For                              |

VERISIGN, INC.

Agen



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Security: 92343E102  
 Meeting Type: Annual  
 Meeting Date: 29-May-2008  
 Ticker: VRSN  
 ISIN: US92343E1029

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR   |               |               |
|        | D. JAMES BIDZOS  | Mgmt          | For           |
|        | WILLIAM L. CHENEVICH   | Mgmt          | For           |
|        | KATHLEEN A. COTE   | Mgmt          | For           |
|        | JOHN D. ROACH  | Mgmt          | For           |
|        | LOUIS A. SIMPSON   | Mgmt          | For           |
|        | TIMOTHY TOMLINSON  | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF KPMG LLP AS VERISIGN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2008. | Mgmt          | For           |

WAL-MART STORES, INC.

Agen

Security: 931142103  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2008  
 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          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID D. GLASS     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GREGORY B. PENNER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ALLEN I. QUESTROM  | 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           |

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|    |  |      |         |
|----|--|------|---------|
| 1M | ELECTION OF DIRECTOR: S. ROBSON WALTON                         | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS                  | Mgmt | For     |
| 10 | ELECTION OF DIRECTOR: LINDA S. WOLF                            | Mgmt | For     |
| 02 | APPROVAL OF MANAGEMENT INCENTIVE PLAN, AS AMENDED AND RESTATED | Mgmt | For     |
| 03 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS   | Mgmt | For     |
| 04 | AMEND EQUAL EMPLOYMENT OPPORTUNITY POLICY                      | Shr  | Against |
| 05 | PAY-FOR-SUPERIOR-PERFORMANCE                                   | Shr  | For     |
| 06 | RECOUPMENT OF SENIOR EXECUTIVE COMPENSATION POLICY             | Shr  | Against |
| 07 | ESTABLISH HUMAN RIGHTS COMMITTEE                               | Shr  | Against |
| 08 | ADVISORY VOTE ON EXECUTIVE COMPENSATION                        | Shr  | For     |
| 09 | POLITICAL CONTRIBUTIONS REPORT                                 | Shr  | Against |
| 10 | SOCIAL AND REPUTATION IMPACT REPORT                            | Shr  | Against |
| 11 | SPECIAL SHAREHOLDERS' MEETING                                  | Shr  | Against |

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WM. WRIGLEY JR. COMPANY

Agen

Security: 982526105  
Meeting Type: Annual  
Meeting Date: 12-Mar-2008  
Ticker: WWY  
ISIN: US9825261053

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN RAU A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD K. SMUCKER A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM WRIGLEY, JR. A VOTE AGAINST THIS PROPOSAL WILL COUNT AS A WITHHELD VOTE   | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) FOR THE YEAR ENDING DECEMBER 31, 2008. | Mgmt          | For           |

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 WYETH

Agen  
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Security: 983024100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2008  
 Ticker: WYE  
 ISIN: US9830241009  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT M. AMEN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL J. CRITELLI   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT ESSNER   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN D. FEERICK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: FRANCES D. FERGUSSON  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: VICTOR F. GANZI   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT LANGER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JOHN P. MASCOTTE  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RAYMOND J. MCGUIRE  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: MARY LAKE POLAN   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: BERNARD POUSSOT   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: GARY L. ROGERS  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOHN R. TORELL III  | Mgmt          | For           |
| 02     | VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008 | Mgmt          | For           |
| 03     | VOTE TO AMEND AND RESTATE THE WYETH 2005 STOCK INCENTIVE PLAN   | Mgmt          | For           |
| 04     | VOTE TO ADOPT THE WYETH 2008 NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN                                 | Mgmt          | For           |
| 05     | STOCKHOLDER PROPOSAL ON REPORTING THE COMPANY'S POLITICAL CONTRIBUTIONS AND TRADE ASSOCIATION PAYMENTS  | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL ON ADOPTION OF A BY-LAW FOR THE RECOUPMENT OF INCENTIVE BONUSES                    | Shr           | Against       |

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ZIMMER HOLDINGS, INC.

Agen

Security: 98956P102  
Meeting Type: Annual  
Meeting Date: 05-May-2008  
Ticker: ZMH  
ISIN: US98956P1021

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID C. DVORAK   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT A. HAGEMANN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.   | Mgmt          | For           |
| 02     | AUDITOR RATIFICATION  | Mgmt          | For           |
| 03     | APPROVAL OF THE AMENDED ZIMMER HOLDINGS, INC.<br>EXECUTIVE PERFORMANCE INCENTIVE PLAN                 | Mgmt          | For           |
| 04     | AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION<br>TO ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS | Mgmt          | For           |

\* 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 08/22/2008