

Edgar Filing: Cohen & Steers Select Preferred & Income Fund, Inc. - Form N-PX

Cohen & Steers Select Preferred & Income Fund, Inc.  
Form N-PX  
August 08, 2014

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: 811-22455

NAME OF REGISTRANT: Cohen & Steers Select Preferred  
And Income Fund, Inc.

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 280 Park Avenue  
10th Floor  
New York, NY 10475

NAME AND ADDRESS OF AGENT FOR SERVICE: Tina M. Payne  
280 Park Avenue  
10th Floor  
New York, NY 10017

REGISTRANT'S TELEPHONE NUMBER: 212-832-3232

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2013 - 06/30/2014

Cohen & Steers Select Preferred And Income Fund, Inc.

CLOVERIE PLC, DUBLIN

Agen

Security: G2R35ECJ5  
Meeting Type: EGM  
Meeting Date: 09-Aug-2013  
Ticker:  
ISIN: XS0733071632

Prop.#	Proposal	Proposal Type	Proposal Vote
1	That this Meeting of the holders of Series No. 2012-001 USD 500,000,000 Perpetual Deferrable Notes secured over USD 500,000,000 in principal amount of USD 500,000,000 8.25 per cent Reset Undated Capital Notes of Zurich Insurance Company Limited (ISIN: XS0733071632) (the "Notes") of Cloverie PLC (the "Issuer") constituted	Mgmt	For

by a principal trust deed originally made on 25 February 1997 and amended by supplemental trust deeds dated 25 February 1998, 13 April 1999 and by an amended and restated principal trust deed dated 17 January 2001, as further amended and restated on 11 December 2003, 13 December 2004, 4 July 2005, 10 July 2006, 10 July 2007, 17 July 2008, 21 July 2009, 22 July 2010 and 18 July 2011 as supplemented and constituted by the Series 2012-001 supplemental trust deed dated 18 January 2012 (the "Trust Deed") between, among others, the Issuer and Citicorp Trustee Company Limited (the "Trustee") as trustee for the Noteholders hereby: 1. directs the Trustee (which expression includes all persons for the time being appointed as trustee or trustees under the Trust Deed) to: (a) approve the deletion of clause 19.4 of the Custody Agreement and the insertion of the following replacement paragraph by way of a deed of amendment to be entered into by, amongst others, the Issuer, the Trustee and the Custodian (the Deed of Amendment): as specified (b) approve the deletion of clause 23.5 of the Principal Agency Agreement, as amended by clause 3.5 of the Supplemental Agency Agreement, and the insertion of the specified replacement paragraph by way of the Deed of Amendment. For the avoidance of doubt, the words in italics and underlined or struck through in (a) and (b) above reflect how the above clauses are proposed to be amended; and 2. authorises, requests, empowers and directs the Trustee to execute the Deed of Amendment; 3. irrevocably waives any Event of Default or potential Event of Default which has occurred or may occur as a result of any failure by the Issuer to appoint a replacement Custodian or replacement Issuing and Paying Agent, as the case may be, in accordance with the terms of clause 19.4 of the Custody Agreement or clause 23.5 of the Agency Agreement, respectively; 4. agrees and accepts that no ratings confirmation has been sought from Moody's or any other credit ratings agency in respect of this series of Notes and/or in respect of the Modifications set out herein; 5. Confirms that it has formed its own view in relation to the actions contemplated under the Deed of Amendment without any reliance on the Trustee; 6. authorises, requests, empowers and directs the Trustee to do all things necessary or expedient to give effect to the terms of this Extraordinary Resolution and the Deed of Amendment; 7. discharges and exonerates the Trustee from any and all liability to the Noteholders by reason of its acting in

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accordance with this Extraordinary Resolution or making any determination, exercising any discretion (including discretion not to act or exercise any power in accordance with this Extraordinary Resolution, where applicable) or exercising (or, as the case may be, not exercising) any other power or right conferred pursuant to, or arising out of, this Extraordinary Resolution: and 8. agrees to indemnify the Trustee in full in respect of all liabilities which it (or any appointee, or other person appointed by the Trustee to whom any trust, power, authority or discretion may be delegated by it in the execution or purported execution of the trusts, powers, authorities or discretions vested in it by the Trust Deed or any other Transaction Document to which the Trustee is a party or its functions under any such appointment) may be or become liable or which may be incurred by it (or any such person as aforesaid) in respect of any matter or thing properly done or properly omitted in anyway related to or arising out of this Extraordinary Resolution save to the extent that the same arises as a result of wilful default, negligence or fraud on the part of the Trustee

CMMT PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE FROM 24 JUL 2013 TO 09 AUG 2013. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting

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 ING GROEP N.V.

Agen

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 Security: 456837202  
 Meeting Type: Annual  
 Meeting Date: 12-May-2014  
 Ticker: IND  
 ISIN: US4568372027  
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Prop.#	Proposal	Proposal Type	Proposal Vote
2D	AMENDMENT TO THE REMUNERATION POLICY.	Mgmt	For
2E	ANNUAL ACCOUNTS FOR 2013.	Mgmt	For
4B	INCREASE OF THE ISSUED SHARE CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Mgmt	For
4C	DECREASE OF THE ISSUED SHARE CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Mgmt	For

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4D	AMENDMENT TO THE ARTICLES OF ASSOCIATION WITH RESPECT TO THE REPRESENTING AUTHORITY.	Mgmt	For
6A	DISCHARGE OF THE MEMBERS OF THE EXECUTIVE BOARD IN RESPECT OF THEIR DUTIES PERFORMED DURING THE YEAR 2013.	Mgmt	For
6B	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD IN RESPECT OF THEIR DUTIES PERFORMED DURING THE YEAR 2013.	Mgmt	For
7	COMPOSITION OF THE SUPERVISORY BOARD: APPOINTMENT OF ERIC BOYER DE LA GIRODAY.	Mgmt	For
8A	AUTHORIZATION TO ISSUE ORDINARY SHARES WITH OR WITHOUT PRE-EMPTIVE RIGHTS.	Mgmt	For
8B	AUTHORIZATION TO ISSUE ORDINARY SHARES WITH OR WITHOUT PRE-EMPTIVE RIGHTS IN CONNECTION WITH A MERGER, A TAKEOVER OF A BUSINESS OR A COMPANY, OR, IF NECESSARY IN THE OPINION OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD, FOR THE SAFEGUARDING OR CONSERVATION OF THE COMPANY'S CAPITAL POSITION.	Mgmt	For
9A	AUTHORIZATION TO ACQUIRE ORDINARY SHARES OR DEPOSITARY RECEIPTS FOR ORDINARY SHARES IN THE COMPANY'S OWN CAPITAL.	Mgmt	For
9B	AUTHORIZATION TO ACQUIRE ORDINARY SHARES OR DEPOSITARY RECEIPTS FOR ORDINARY SHARES IN THE COMPANY'S OWN CAPITAL IN CONNECTION WITH A MAJOR CAPITAL RESTRUCTURING.	Mgmt	For

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ING GROEP N.V.

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Security: 456837707  
Meeting Type: Annual  
Meeting Date: 12-May-2014  
Ticker: IDG  
ISIN: US4568377075

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Prop.#	Proposal	Proposal Type	Proposal Vote
2D	AMENDMENT TO THE REMUNERATION POLICY.	Mgmt	For
2E	ANNUAL ACCOUNTS FOR 2013.	Mgmt	For
4B	INCREASE OF THE ISSUED SHARE CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Mgmt	For
4C	DECREASE OF THE ISSUED SHARE CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION.	Mgmt	For
4D	AMENDMENT TO THE ARTICLES OF ASSOCIATION	Mgmt	For

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WITH RESPECT TO THE REPRESENTING AUTHORITY.

6A	DISCHARGE OF THE MEMBERS OF THE EXECUTIVE BOARD IN RESPECT OF THEIR DUTIES PERFORMED DURING THE YEAR 2013.	Mgmt	For
6B	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD IN RESPECT OF THEIR DUTIES PERFORMED DURING THE YEAR 2013.	Mgmt	For
7	COMPOSITION OF THE SUPERVISORY BOARD: APPOINTMENT OF ERIC BOYER DE LA GIRODAY.	Mgmt	For
8A	AUTHORIZATION TO ISSUE ORDINARY SHARES WITH OR WITHOUT PRE-EMPTIVE RIGHTS.	Mgmt	For
8B	AUTHORIZATION TO ISSUE ORDINARY SHARES WITH OR WITHOUT PRE-EMPTIVE RIGHTS IN CONNECTION WITH A MERGER, A TAKEOVER OF A BUSINESS OR A COMPANY, OR, IF NECESSARY IN THE OPINION OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD, FOR THE SAFEGUARDING OR CONSERVATION OF THE COMPANY'S CAPITAL POSITION.	Mgmt	For
9A	AUTHORIZATION TO ACQUIRE ORDINARY SHARES OR DEPOSITARY RECEIPTS FOR ORDINARY SHARES IN THE COMPANY'S OWN CAPITAL.	Mgmt	For
9B	AUTHORIZATION TO ACQUIRE ORDINARY SHARES OR DEPOSITARY RECEIPTS FOR ORDINARY SHARES IN THE COMPANY'S OWN CAPITAL IN CONNECTION WITH A MAJOR CAPITAL RESTRUCTURING.	Mgmt	For

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SEASPAN CORPORATION

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Agen

Security: Y75638125  
Meeting Type: Special  
Meeting Date: 28-Jan-2014  
Ticker: SSWPRC  
ISIN: MHY756381254  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ADOPTION OF AN AMENDMENT TO SEASPAN CORPORATION'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED PREFERRED SHARES FROM 65,000,000 TO 150,000,000, WITH A CORRESPONDING INCREASE IN THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 290,000,100 TO 375,000,100.	Mgmt	Against
2.	ADOPTION OF AN AMENDMENT TO SEASPAN CORPORATION'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS OF SEASPAN CORPORATION AND	Mgmt	For

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PROVIDE FOR THE ANNUAL ELECTION OF THE  
MEMBERS OF THE BOARD OF DIRECTORS.

\* 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)	Cohen & Steers Select Preferred And Income Fund, Inc.
By (Signature)	/s/ Tina M. Payne
Name	Tina M. Payne
Title	Assistant Secretary
Date	08/08/2014