

**Summary of Investments**

	Total Cost	Market Value	% of Total Portfolio	Current Yield	Estimated Annual Income
<b>Cash/Cash Equivalent</b>					
CASH & CASH EQUIVALENT	27,507.54	27,507.54	2.2	0.0	5.50
<b>TOTAL Cash/Cash Equivalent</b>	<b>27,507.54</b>	<b>27,507.54</b>	<b>2.2</b>	<b>0.0</b>	<b>5.50</b>
<b>Equities</b>					
FINANCIALS	219,022.05	300,637.42	24.3	2.8	8,524.98
INDUSTRIALS	154,920.18	203,004.60	16.4	1.4	2,940.42
MATERIALS	137,498.33	191,089.60	15.4	1.1	2,144.80
ENERGY	147,335.89	146,105.06	11.8	1.6	2,365.00
CONSUMER STAPLES	75,435.92	89,653.60	7.2	1.0	934.20
CONSUMER DISCRETIONARY	55,350.76	67,449.70	5.4	0.9	576.00
INFORMATION TECHNOLOGY	45,726.54	64,641.60	5.2	3.2	2,047.80
HEALTH CARE	13,348.27	53,172.00	4.3	0.0	0.00
UTILITIES	18,614.89	52,155.00	4.2	3.1	1,610.40
TELECOMMUNICATION SERVICES	18,751.13	42,942.90	3.5	0.0	0.00
<b>TOTAL Equities</b>	<b>886,003.96</b>	<b>1,210,851.48</b>	<b>97.7</b>	<b>1.7</b>	<b>21,143.60</b>
<b>TOTAL Accruals</b>	<b>403.71</b>	<b>403.71</b>	<b>0.0</b>		
<b>TOTAL PORTFOLIO</b>	<b>913,915.21</b>	<b>1,238,762.73</b>	<b>100.0</b>	<b>1.7</b>	<b>21,149.10</b>

**Portfolio Performance (%) - Gross of Fees**

	Latest Month	Latest 3 Months	Year To Date	1 Year	2 Year*	3 Year*	5 Year*	7 Year*	10 Year*	Since Inception*
<b>TOTAL</b>	2.55	3.54	15.20	15.20	10.12	13.97	N/A	N/A	N/A	17.97
<b>RUSSELL 2500 VALUE</b>	3.14	4.14	19.21	19.21	7.34	12.87	N/A	N/A	N/A	14.18

\*Annualized for periods more than one year

**Portfolio Appraisal**

				Average		Current		%	Current	Estimated
	Cusip	Symbol	Quantity	Cost	Total Cost	Price	Market Value	Portfolio	Yield	Annual Income
<b>Cash/Cash Equivalent</b>										
<b>TOTAL Cash/Cash Equivalent</b>					<b>27,507.54</b>		<b>27,507.54</b>	<b>2.2</b>	<b>0.0</b>	<b>5.50</b>
<b>Equities</b>										
<b>CONSUMER DISCRETIONARY</b>					<b>55,350.76</b>		<b>67,449.70</b>	<b>5.4</b>	<b>0.9</b>	<b>576.00</b>
HERTZ GLOBAL HOLDINGS	42805T105	HTZ	2,710	10.21	27,667.94	16.27	44,091.70	3.6	0.0	0.00
JOHN WILEY & SONS INC	968223206	JW/A	600	46.14	27,682.82	38.93	23,358.00	1.9	2.5	576.00
<b>CONSUMER STAPLES</b>					<b>75,435.92</b>		<b>89,653.60</b>	<b>7.2</b>	<b>1.0</b>	<b>934.20</b>
DARLING INTERNATIONAL	237266101	DAR	2,135	13.23	28,247.27	16.04	34,245.40	2.8	0.0	0.00
HILLSHIRE BRANDS CO.	432589109	HSH	870	28.29	24,616.46	28.14	24,481.80	2.0	1.8	435.00
INGREDION INC	457187102	INGR	480	47.03	22,572.19	64.43	30,926.40	2.5	1.6	499.20
<b>ENERGY</b>					<b>147,335.89</b>		<b>146,105.06</b>	<b>11.8</b>	<b>1.6</b>	<b>2,365.00</b>
FOREST OIL CORP	346091705	FST	4,470	13.23	59,153.58	6.69	29,904.30	2.4	0.0	0.00
OIL STATES INTERNATIONAL INC	678026105	OIS	260	76.60	19,914.88	71.54	18,600.40	1.5	0.0	0.00
TIDEWATER INC	886423102	TDW	675	42.95	28,994.43	44.68	30,159.00	2.4	2.2	675.00
WILLIAMS COS INC	969457100	WMB	1,300	10.86	14,115.86	32.74	42,562.00	3.4	4.0	1,690.00
WPX ENERGY INC	98212B103	WPX	1,672	15.05	25,157.14	14.88	24,879.36	2.0	0.0	0.00
<b>FINANCIALS</b>					<b>219,022.05</b>		<b>300,637.42</b>	<b>24.3</b>	<b>2.8</b>	<b>8,524.98</b>
ASPEN INSURANCE HOLDINGS LTD	G05384105	AHL	1,125	24.92	28,034.88	32.08	36,090.00	2.9	2.1	765.00
CNO FINANCIAL GROUP	12621E103	CNO	3,765	4.52	17,033.73	9.33	35,127.45	2.8	0.9	301.20
FIRST AMERICAN FINANCIAL	31847R102	FAF	600	19.48	11,685.90	24.09	14,454.00	1.2	2.0	288.00
GENWORTH FINANCIAL INC	37247D106	GNW	6,780	7.62	51,643.00	7.51	50,917.80	4.1	0.0	0.00
KEYCORP	493267108	KEY	2,825	7.59	21,452.20	8.42	23,786.50	1.9	2.4	565.00
OMEGA HEALTHCARE	681936100	OHI	1,645	12.78	21,028.74	23.85	39,233.25	3.2	7.4	2,895.20
REDWOOD TRUST INC	758075402	RWT	1,875	15.51	29,073.52	16.89	31,668.75	2.6	5.9	1,875.00
SLM CORPORATION	78442P106	SLM	1,725	5.81	10,024.81	17.13	29,549.25	2.4	2.9	862.50
WEYERHAEUSER COMPANY	962166104	WY	1,431	20.30	29,045.27	27.82	39,810.42	3.2	2.4	973.08
<b>HEALTH CARE</b>					<b>13,348.27</b>		<b>53,172.00</b>	<b>4.3</b>	<b>0.0</b>	<b>0.00</b>
BROOKDALE SENIOR LIVING	112463104	BKD	2,100	6.36	13,348.27	25.32	53,172.00	4.3	0.0	0.00

**Portfolio Appraisal**

				Average		Current		%	Current	Estimated	
	Cusip	Symbol	Quantity	Cost	Total Cost	Price	Market Value	Portfolio	Yield	Annual Income	
<b>Equities</b>											
<b>INDUSTRIALS</b>					<b>154,920.18</b>		<b>203,004.60</b>	<b>16.4</b>	<b>1.4</b>	<b>2,940.42</b>	
	CINTAS CORP	172908105	CTAS	995	30.56	30,405.73	40.90	40,695.50	3.3	1.6	636.80
	FLUOR CORPORATION	343412102	FLR	500	45.28	22,640.70	58.74	29,370.00	2.4	1.1	320.00
	IRON MOUNTAIN	462846106	IRM	1,033	22.97	23,729.11	31.05	32,074.65	2.6	3.5	1,115.64
	MANPOWER GROUP	56418H100	MAN	390	46.78	18,243.64	42.44	16,551.60	1.3	2.0	335.40
	VERISK ANALYTICS	92345Y106	VRSK	955	29.32	28,003.50	50.97	48,676.35	3.9	0.0	0.00
	XYLEM INC	98419M100	XYL	1,315	24.26	31,897.50	27.10	35,636.50	2.9	1.5	532.58
<b>INFORMATION TECHNOLOGY</b>					<b>45,726.54</b>		<b>64,641.60</b>	<b>5.2</b>	<b>3.2</b>	<b>2,047.80</b>	
	HARRIS CORP	413875105	HRS	735	33.52	24,640.11	48.96	35,985.60	2.9	3.0	1,087.80
	KLA TENCOR	482480100	KLAC	600	35.14	21,086.43	47.76	28,656.00	2.3	3.4	960.00
<b>MATERIALS</b>					<b>137,498.33</b>		<b>191,089.60</b>	<b>15.4</b>	<b>1.1</b>	<b>2,144.80</b>	
	ASHLAND INC	044209104	ASH	605	56.70	34,303.93	80.41	48,648.05	3.9	1.1	544.50
	COMPASS MINERALS INTERNATIONAL	20451N101	CMP	235	71.69	16,846.01	74.71	17,556.85	1.4	2.7	465.30
	CROWN HOLDINGS INC	228368106	CCK	1,185	19.08	22,608.97	36.81	43,619.85	3.5	0.0	0.00
	MEADWESTVACO CORP	583334107	MWV	1,135	14.94	16,951.59	31.87	36,172.45	2.9	3.1	1,135.00
	OWENS ILLINOIS	690768403	OI	2,120	22.07	46,787.83	21.27	45,092.40	3.6	0.0	0.00
<b>TELECOMMUNICATION SERVICES</b>					<b>18,751.13</b>		<b>42,942.90</b>	<b>3.5</b>	<b>0.0</b>	<b>0.00</b>	
	SBA COMMUNICATIONS	78388J106	SBAC	605	30.99	18,751.13	70.98	42,942.90	3.5	0.0	0.00
<b>UTILITIES</b>					<b>18,614.89</b>		<b>52,155.00</b>	<b>4.2</b>	<b>3.1</b>	<b>1,610.40</b>	
	ONEOK INC	682680103	OKE	1,220	15.26	18,614.89	42.75	52,155.00	4.2	3.1	1,610.40
<b>TOTAL Equities</b>						<b>886,003.96</b>		<b>1,210,851.48</b>	<b>97.7</b>	<b>1.7</b>	<b>21,143.60</b>
<b>TOTAL Accruals</b>						<b>403.71</b>		<b>403.71</b>	<b>0.0</b>		
<b>TOTAL PORTFOLIO</b>						<b>913,915.21</b>		<b>1,238,762.73</b>	<b>100</b>	<b>1.7</b>	<b>21,149.10</b>

Purchases						
Trade Date	Settle Date	Quantity	Security		Price	Amount
<b>Purchases</b>						
10/10/2012	10/15/2012	2,775	GENWORTH FINANCIAL INC		5.45	15,187.02
10/17/2012	10/22/2012	160	KLA TENCOR		45.71	7,315.66
10/23/2012	10/26/2012	565	OWENS ILLINOIS		19.85	11,219.32
10/26/2012	10/31/2012	1,060	FOREST OIL CORP		8.13	8,643.77
11/6/2012	11/9/2012	110	OIL STATES INTERNATIONAL INC		70.02	7,704.14
11/20/2012	11/26/2012	290	REDWOOD TRUST INC		15.98	4,638.84
11/26/2012	11/29/2012	125	REDWOOD TRUST INC		16.08	2,012.45
11/27/2012	11/30/2012	370	REDWOOD TRUST INC		16.15	5,984.71
11/28/2012	12/3/2012	260	REDWOOD TRUST INC		16.09	4,187.46
12/11/2012	12/14/2012	525	HILLSHIRE BRANDS CO.		28.26	14,845.06
12/12/2012	12/17/2012	345	HILLSHIRE BRANDS CO.		28.30	9,771.40
<b>TOTAL Purchases</b>						<b>91,509.83</b>

Sales						
Trade Date	Settle Date	Quantity	Security		Price	Amount
<b>Sales</b>						
10/16/2012	10/19/2012	1,415	CNO FINANCIAL GROUP		9.77	13,791.98
10/31/2012	11/5/2012	700	SLM CORPORATION		17.46	12,213.25
11/6/2012	11/9/2012	210	HEALTH CARE REIT		58.68	12,318.49
11/20/2012	11/26/2012	670	SLM CORPORATION		16.81	11,249.84
12/11/2012	12/14/2012	6,135	THE WENDY'S COMPANY		4.70	28,739.37
<b>TOTAL Sales</b>						<b>78,312.93</b>

Corporate Actions						
Date	Quantity	Security	Description		Price	Amount
<b>Received</b>						
11/21/2012	113	IRM - IRON MOUNTAIN	ADDITIONAL SHARES ACQUIRED THROUGH SPECIAL DIVIDEND		33.10	3,740.30
<b>TOTAL Received</b>						<b>3,740.30</b>

Realized Gains and Losses						
Sell Date	Shares	Security	Proceeds (\$)	Cost Basis (\$)	Gain or Loss	
					Short Term (\$)	Long Term (\$)
10/16/2012	1,415	CNO FINANCIAL GROUP	13,791.98	6,225.58	0.00	7,566.40
10/31/2012	700	SLM CORPORATION	12,213.25	3,231.91	0.00	8,981.34
11/6/2012	210	HEALTH CARE REIT	12,318.49	8,166.69	0.00	4,151.80
11/20/2012	670	SLM CORPORATION	11,249.84	4,006.87	0.00	7,242.97
12/11/2012	6,135	THE WENDY'S COMPANY	28,739.37	27,377.09	0.00	1,362.28
<b>TOTAL Realized Gains and Losses</b>			<b>78,312.93</b>	<b>49,008.14</b>	<b>0.00</b>	<b>29,304.79</b>

Income		
Pay Date	Security	Amount
10/2/2012	FLUOR CORPORATION	80.00
10/15/2012	IRON MOUNTAIN	248.40
10/15/2012	FIRST AMERICAN FINANCIAL	48.00
10/16/2012	JOHN WILEY & SONS, INC.	144.00
10/25/2012	INGREDION INC.	124.80
11/14/2012	ONEOK INC	402.60
11/15/2012	OMEGA HEALTHCARE	723.80
11/20/2012	HEALTH CARE REIT	155.40
11/26/2012	ASPEN INSURANCE HOLDINGS LTD	191.25
11/30/2012	WEYERHAEUSER COMPANY	243.27
12/3/2012	KLA TENCOR	240.00
12/3/2012	MEADWESTVACO CORP	283.75
12/7/2012	HARRIS CORP	271.95
12/12/2012	CINTAS CORP	636.80
12/14/2012	KEYCORP	141.25
12/14/2012	COMPASS MINERALS INTERNATIONAL	116.33
12/14/2012	MANPOWER GROUP	167.70
12/14/2012	TIDEWATER INC	168.75
12/15/2012	ASHLAND INC	136.13
12/17/2012	THE WENDY'S COMPANY	245.40
12/19/2012	XYLEM INC	133.08
12/21/2012	SLM CORPORATION	215.63
12/24/2012	WILLIAMS COS INC	422.50
12/24/2012	CNO FINANCIAL GROUP	75.30
12/26/2012	FLUOR CORPORATION	80.00
12/27/2012	REDWOOD TRUST INC	468.75
12/28/2012	JOHN WILEY & SONS INC	144.00
12/31/2012	FIRST AMERICAN FINANCIAL	72.00
<b>TOTAL DIVIDENDS</b>		<b>6,380.84</b>
10/31/2012	OCTOBER CASH & CASH EQUIVALENT INCOME	0.50
11/30/2012	NOVEMBER CASH & CASH EQUIVALENT INCOME	0.39
12/31/2012	DECEMBER CASH & CASH EQUIVALENT INCOME	0.42
<b>TOTAL CASH &amp; CASH EQUIVALENT</b>		<b>1.31</b>
<b>TOTAL INCOME</b>		<b>6,382.15</b>

## Quarterly Commentary

For the US Small-Mid (SMID) Cap equity market, the year 2012 closed out in a much more subdued fashion than it opened. Although the Russell 2500 index had a positive gain in the 4th Quarter, it was nowhere near the excitement of the strong double digit triumph posted in the 1st Quarter. Oversaturation of our eardrums with the phrase “Fiscal Cliff” and the back and forth uncertainty surrounding the election season may have kept a lid on the quarter, but a gain is still a gain. In itself, US SMID Cap equities posted a very respectable 16.1% to 19.2% return for the year, depending on your allegiance to either the Growth or Value strains of the Russell 2500 index. In fact, among the primary US market capitalization sectors, the SMID space won the performance crown in 2012 over Small, Mid and Large Cap indices. It was also the first calendar year since 2008 that the Value folks held bragging rights over their Growth brethren, with the Core folks right where we’d expect them, somewhere in the middle. The 4th Quarter played out similarly, with the Russell 2500 Value outperforming the Russell 2500 Growth by nearly 240 bps.

Often, a quarterly market performance can be characterized as driven by a primary characteristic, such as a low quality rally, or a flight to safety. In such cases, either the low quality or high quality metrics dominate. Last quarter was not easily characterized as either in US SMID Cap. Yes, the higher beta stocks within SMID Cap outperformed the lower beta stocks. Yes, some of the best performing market sectors of the Russell 2500 were Materials, Industrials and Consumer Discretionary while more traditional defensive sectors such as Healthcare and Utilities were underperformers. On the other hand, in general, dividend paying stocks in the market outperformed, as did lower P/E and higher market capitalization stocks – all traits normally seen in a flight to safety period.

Specific to the GW Capital portfolio, we had a mixed quarter, outperforming the Russell 2500 but underperforming the higher returning Russell 2500 Value index. For the year, there was nothing mixed about it as we underperformed both benchmarks. However, in a twist to what we’ve seen in the past few years, last quarter it was our Issue Selection that detracted while our Sector Allocation contributed.

Thematically, sector contributions came from our overweights to the better performing sectors Consumer Staples, Industrials and Materials as well as our underweights to the poorer performing sectors Utilities and Financials. Sector allocation detractions came from our overweight to the weak performing Energy sector and underweight to Consumer Discretionary. But when all was said and done, the positives outweighed the negatives, and sector allocation was a winner last quarter.

Unfortunately, the same cannot be said for our overall Issue Selection. With 9 names returning in the positive double digits last quarter, we had plenty of good news. However, these were slightly outweighed by holding 12 stocks with negative returns for the quarter. While we had some ugly returns come from our Energy holdings (where each of our names had negative performance), negative returning stocks came from several other sectors including Consumer Discretionary and Staples, Financials, Technology and Utilities. Compared to the Russell 2500 Value market sectors, our sector holdings underperformed in each of the sectors held except Financials (where we have done well all year), Healthcare and the small Telecommunications sector.

Turning to transactions, the quarter was relatively light in terms of new names bought into the portfolio. We added a new Consumer Staples company, and that was it. On the sell side, we were also relatively light, with 2 outright sales for the quarter. We sold a stock in the Financial sector and one in the Consumer Discretionary sector. Transaction activity was higher than normal in the add/prune space. We added to 6 positions during the quarter, each one on what we felt was a valuation opportunity (we see more of these during periods of issue selection underperformance) across multiple sectors. We pruned a couple stocks in the Financial sector as our returns continued to excel there. Good performance had brought our Financial sector weight near or above the 25% maximum we seek to limit.

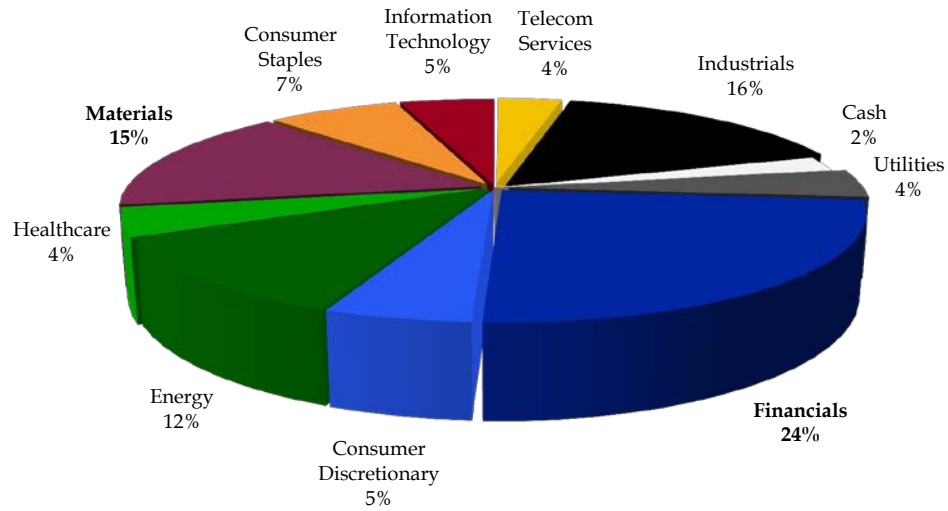
## Quarterly Commentary

Looking ahead, as we've been saying for some time, given global macro-economic concerns and their potential to disrupt the US modest economic recovery, we are holding to our outlook of Two steps forward – One and a half steps back. Even with an agreement in hand on US taxes, the upcoming congressional debate and wrangling over the debt ceiling will certainly provide some market angst. While the US credit markets remain supportive, the threat of a default on US Treasuries would obviously provide significant disruption. As economic data continues to come in very mixed, we remain doubtful of a US double-dip recession occurring in the near term. However, the wild card remains, as it has for more than 3 years, the situation in Europe, where we think new recessions are very likely in several countries. We anticipate the uncertainty across the Atlantic to remain a fuel for market volatility here. A wrong move there could dramatically upset the fragile foundation of the US recovery. More so than before, we are also casting a wary eye towards China, as economic reports there remain mixed as to the ongoing strength of their economic engine.

*GW Capital, Inc. is an investment adviser registered under the Investment Advisers Act of 1940. However, this registration does not imply a certain level of skill or training. Portfolio holdings percentages mentioned herein are for either a composite or a representative account of applicable composite managed by GW Capital. The representative accounts used herein may or may not be the same account. Our views expressed herein are subject to change and should not be construed as a recommendation or offer to buy or sell any security or invest in any sector, and are not designed or intended as basis or determination for making any investment decision for any security or sector. Our discussions should not be construed as an indication that an investment in a security has been or will be profitable, or that the investment recommendations or decisions we make in the future will be profitable or will equal the investment performance of any security discussed herein. Any holdings discussed herein do not represent an account's entire portfolio, and represent only a small percentage of, or may not be included in, any account's portfolio holdings. There is no guarantee that the objectives stated herein will be achieved. Graphs, charts, and/or diagrams cannot, by themselves, be used to make investment decisions. For a complete list of GW Capital's past specific recommendations holdings report for the composite for the last year as of the current quarter end, and current holdings for the Composite as of the current quarter end, please contact Jennifer Wheat at (425) 455-4551. Although the statements of fact and data in this report have been obtained from, and are based upon, sources that the firm believes to be reliable, we do not guarantee their accuracy, and any such information may be incomplete or condensed. Past performance is not a guarantee of future results. Investing in stocks entails the risks of market volatility. The value of all types of stocks may increase or decrease over varying time periods. Small-capitalization companies may lack the financial resources, product diversification and competitive strengths of larger companies. In addition, the securities of small-capitalization companies may not trade as readily as, and be subject to higher volatility than, those of larger, more established companies. Portfolios that invest a large percentage of assets in only one industry sector (or in only a few sectors) are more vulnerable to price fluctuation than portfolios that diversify among a broad range of sectors. Investors cannot invest directly in an index. The performance of unmanaged indexes reflects no deductions for fees, expenses or taxes which would affect performance of actively managed assets.*

**Sector Selection**

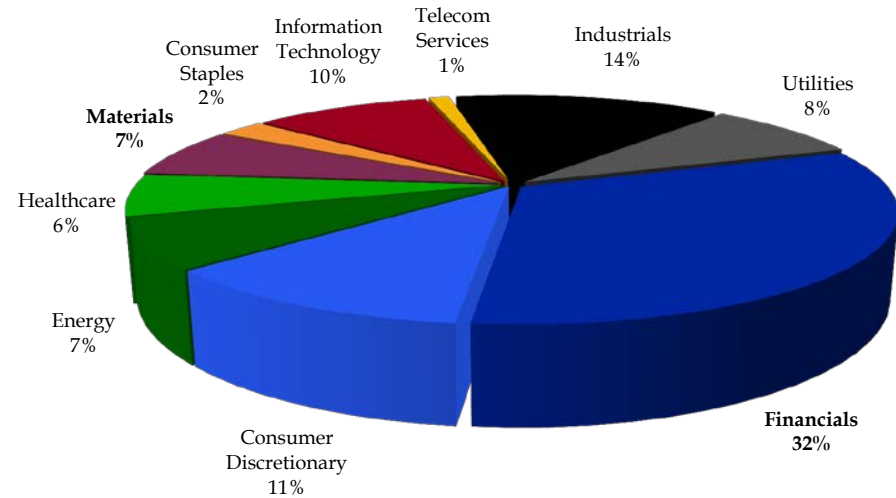
**Ormond Beach  
Police Pension Plan**



**Largest Variances vs. Russell 2500 V**

**Materials: +8%**  
**Financials: -8%**

**Russell 2500 Value\***



\* Source: Frank Russell Co. GICS Classification



Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
January 25, 2012	ASH	ASHLAND INC	ELECTION OF CLASS II DIRECTOR: ROGER W. HALE	FOR	YES	N/A
			ELECTION OF CLASS II DIRECTOR: VADA O. MANAGER	FOR	YES	N/A
			ELECTION OF CLASS II DIRECTOR: GERORGE A. SCHAEFER, JR.	FOR	YES	N/A
			ELECTION OF CLASS II DIRECTOR: JOHN F. TURNER	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2012	FOR	YES	N/A
			A NON-BINDING RESOLUTION APPROVING THE COMPENSATION PAID TO ASHLAND'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION	FOR	YES	N/A
March 25, 2012	EP	EL PASO CORPORATION	AGREEMENT AND PLAN OF MERGER, BY AND AMONG EL PASO CORPORATION ("EL PASO"), SIRIUS HOLDINGS MERGER CORPORATION, SIRIUS MERGER CORPORATION, KINDER MORGAN, INC., SHERPA MERGER SUB, INC. AND SHERPA ACQUISITIONS, LLC ( MERGER AGREEMENT ) AND AGREEMENT & PLAN OF MERGER BY AND AMONG EL PASO, SIRIUS HOLDINGS MERGER CORPORATION & SIRIUS MERGER CORPORATION ( FIRST MERGER AGREEMENT )	FOR	YES	N/A
			TO APPROVE ANY ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT AND THE FIRST MERGER AGREEMENT	FOR	YES	N/A
			TO APPROVE ON AN ADVISORY ( NON-BINDING ) BASIS THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO EL PASO'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATED TO THE PROPOSED TRANSACTIONS	FOR	YES	N/A
March 13, 2012	WY	WEYERHAEUSER COMPANY	ELECTION OF DIRECTOR: DEBRA A. CAFARO	FOR	YES	N/A
			ELECTION OF DIRECTOR: MARK A. EMMERT	FOR	YES	N/A
			ELECTION OF DIRECTOR: DANIEL S. FULTON	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOHN I. KIECKHEFER	FOR	YES	N/A
			ELECTION OF DIRECTOR: WAYNE W. MURDY	FOR	YES	N/A
			ELECTION OF DIRECTOR: NICOLE W. PIASECKI	FOR	YES	N/A
			ELECTION OF DIRECTOR: CHARLES R. WILLIAMSON	FOR	YES	N/A
APPROVAL ON AN ADVISORY BASIS OF EXECUTIVE COMPENSATION	FOR	YES	N/A			

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
March 13, 2012	WY	WEYERHAEUSER COMPANY	APPROVAL ON AN ADVISORY BASIS, OF THE APPOINTMENT OF AUDITORS	FOR	YES	N/A
April 10, 2012	MWV	MEADWESTVACO CORP	ELECTION OF DIRECTOR: MICHAEL E. CAMPBELL	FOR	YES	N/A
			ELECTION OF DIRECTOR: DR. THOMAS W. COLE, JR.	FOR	YES	N/A
			ELECTION OF DIRECTOR: JAMES G. KAISER	FOR	YES	N/A
			ELECTION OF DIRECTOR: RICHARD B. KELSON	FOR	YES	N/A
			ELECTION OF DIRECTOR: JAMES M. KILTS	FOR	YES	N/A
			ELECTION OF DIRECTOR: SUSAN J. KROPF	FOR	YES	N/A
			ELECTION OF DIRECTOR: DOUGLAS S. LUKE	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOHN A. LUKE, JR.	FOR	YES	N/A
			ELECTION OF DIRECTOR: GRACIA C. MARTORE	FOR	YES	N/A
			ELECTION OF DIRECTOR: TIMOTHY H. POWERS	FOR	YES	N/A
			ELECTION OF DIRECTOR: JANE L. WARNER	FOR	YES	N/A
			ELECTION OF DIRECTOR: ALAN D. WILSON	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FIRM FOR 2012	FOR	YES	N/A
April 10, 2012	AHL	ASPEN INSURANCE HOLDINGS LTD	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	FOR	YES	N/A
			DIRECTOR: MR. JULIAN CUSACK	FOR	YES	N/A
			DIRECTOR: MR. GLYN JONES	FOR	YES	N/A
			DIRECTOR: MR. RONALD PRESSMAN	FOR	YES	N/A
			TO RE-APPOINT KPMG AUDIT PLC ("KPMG"), LONDON, ENGLAND, TO ACT AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER THIRTY-FIRST, TWO THOUSAND AND TWELVE, AND TO AUTHORIZE THE COMPANY'S BOARD THROUGH THE AUDIT COMMITTEE TO SET THE RENUMERATION FOR KPMG	FOR	YES	N/A
April 10, 2012	CCK	CROWN HOLDINGS INC	DIRECTOR: JENNE K. BRITELL	FOR	YES	N/A
			DIRECTOR: JOHN W. CONWAY	FOR	YES	N/A
			DIRECTOR: ARNOLD W. DONALD	FOR	YES	N/A
			DIRECTOR: WILLIAM G. LITTLE	FOR	YES	N/A
			DIRECTOR: HANS J. LOLIGER	FOR	YES	N/A
			DIRECTOR: JAMES H. MILLER	FOR	YES	N/A
			DIRECTOR: JOSEF M. MULLER	FOR	YES	N/A
			DIRECTOR: THOMAS A. RALPH	FOR	YES	N/A
			DIRECTOR: HUGUES DU ROURET	FOR	YES	N/A

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
April 10, 2012	CCK	CROWN HOLDINGS INC	DIRECTOR: JIM L. TURNER	FOR	YES	N/A
			DIRECTOR: WILLIAM S. URKIEL	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012	FOR	YES	N/A
			APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY STATEMENT	FOR	YES	N/A
April 25, 2012	TNB	THOMAS & BETTS CORP	TO APPROVE THE AGREEMENT AND PLAN OF MERGER DATED AS OF JANUARY 29, 2012 AMONG THOMAS & BETTS CORPORATION, ABB LTD AND EDISON ACQUISITION CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME	FOR	YES	N/A
			TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING OF SHAREHOLDERS IF NECESSARY OR APPROPRIATE, IN THE VIEW OF THE BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSAL 1 IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE PROPOSAL 1	FOR	YES	N/A
			TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION TO BE PAID BY THOMAS & BETTS CORPORATION TO ITS NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER	FOR	YES	N/A
April 25, 2012	HCN	HEALTH CARE REIT, INC	ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.	FOR	YES	N/A
			ELECTION OF DIRECTOR: GEORGE L. CHAPMAN	FOR	YES	N/A
			ELECTION OF DIRECTOR: DANIEL A. DECKER	FOR	YES	N/A
			ELECTION OF DIRECTOR: THOMAS J. DEROSA	FOR	YES	N/A
			ELECTION OF DIRECTOR: JEFFREY H. DONAHUE	FOR	YES	N/A
			ELECTION OF DIRECTOR: PETER J. GRUA	FOR	YES	N/A
			ELECTION OF DIRECTOR: FRED S. KLIPSCH	FOR	YES	N/A
			ELECTION OF DIRECTOR: SHARON M. OSTER	FOR	YES	N/A
			ELECTION OF DIRECTOR: JEFFREY R. OTTEN	FOR	YES	N/A
			ELECTION OF DIRECTOR: R. SCOTT TRUMBULL	FOR	YES	N/A
			APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC	FOR	YES	N/A
RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2012	FOR	YES	N/A			

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
April 25, 2012	FLR	FLUOR CORPORATION	ELECTION OF DIRECTOR: PETER K. BARKER	FOR	YES	N/A
			ELECTION OF DIRECTOR: ALAN M. BENNETT	FOR	YES	N/A
			ELECTION OF DIRECTOR: DEAN R. O'HARE	FOR	YES	N/A
			ELECTION OF DIRECTOR: DAVID T. SEATON	FOR	YES	N/A
			AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	FOR	YES	N/A
			THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GRANT HOLDERS OF AT LEAST 25% OF THE COMPANY'S OUTSTANDING SHARES OF COMMON STOCK THE RIGHT TO CALL A SPECIAL MEETING OF THE STOCKHOLDERS	FOR	YES	N/A
			THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012	FOR	YES	N/A
April 25, 2012	DAR	DARLING INTERNATIONAL	ELECTION OF DIRECTOR: RANDALL C. STUEWE	FOR	YES	N/A
			ELECTION OF DIRECTOR: O. THOMAS ALBRECHT	FOR	YES	N/A
			ELECTION OF DIRECTOR: D. EUGENE EWING	FOR	YES	N/A
			ELECTION OF DIRECTOR: CHARLES MACALUSO	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOHN D. MARCH	FOR	YES	N/A
			ELECTION OF DIRECTOR: MICHAEL RESCOE	FOR	YES	N/A
			ELECTION OF DIRECTOR: MICHAEL URBUT	FOR	YES	N/A
			PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012	FOR	YES	N/A
			ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	FOR	YES	N/A
			PROPOSAL TO APPROVE THE 2012 OMNIBUS INCENTIVE PLAN	FOR	YES	N/A
April 25, 2012	FST	FOREST OIL CORPORATION	DIRECTOR: DOD A. FRASER	FOR	YES	N/A
			DIRECTOR: JAMES D. LIGHTNER	FOR	YES	N/A
			DIRECTOR: PATRICK R. MCDONALD	FOR	YES	N/A
			APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF FOREST'S NAMED EXECUTIVE OFFICERS	FOR	YES	N/A
			RE-APPROVAL OF PERFORMANCE MEASURES UNDER THE FOREST OIL CORPORATION 2007 STOCK INCENTIVE PLAN	FOR	YES	N/A
			RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FOREST'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012	FOR	YES	N/A

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
April 25, 2012	CMP	COMPASS MINERALS INT'L	DIRECTOR: DAVID J. D'ANTONI	FOR	YES	N/A
			DIRECTOR: PERRY W. PREMDAS	FOR	YES	N/A
			DIRECTOR: ALLAN R. ROTHWELL	FOR	YES	N/A
			RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS COMPASS MINERALS' INDEPENDENT REGISTERED ACCOUNTING FIRM FOR FISCAL YEAR 2012	FOR	YES	N/A
			ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	FOR	YES	N/A
April 25, 2012	CNO	CNO FINANCIAL GROUP	ELECTION OF DIRECTOR: EDWARD J. BONACH	FOR	YES	N/A
			ELECTION OF DIRECTOR: ELLYN L. BROWN	FOR	YES	N/A
			ELECTION OF DIRECTOR: ROBERT C. GREVING	FOR	YES	N/A
			ELECTION OF DIRECTOR: R. KEITH LONG	FOR	YES	N/A
			ELECTION OF DIRECTOR: CHARLES W. MURPHY	FOR	YES	N/A
			ELECTION OF DIRECTOR: NEAL C. SCHNEIDER	FOR	YES	N/A
			ELECTION OF DIRECTOR: FREDERICK J. SIEVERT	FOR	YES	N/A
			ELECTION OF DIRECTOR: MICHAEL T. TOKARZ	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOHN G. TURNER	FOR	YES	N/A
			APPROVAL OF THE ADOPTING OF THE AMENDED AND RESTATED SECTION 382 SHAREHOLDERS RIGHTS PLAN	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	FOR	YES	N/A
			APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION	FOR	YES	N/A
April 25, 2012	OI	OWENS ILLINOIS	DIRECTOR: GARY F. COLTER	FOR	YES	N/A
			DIRECTOR: CORBIN A. MCNEILL, JR.	FOR	YES	N/A
			DIRECTOR: HELGE H. WEHMEIER	FOR	YES	N/A
			TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	FOR	YES	N/A
			TO APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	FOR	YES	N/A
April 25, 2012	XYL	XYLEM INC	TO ADOPT THE AMENDMENTS TO THE COMPANY'S SECOND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF ALL DIRECTORS	FOR	YES	N/A
			ELECTION OF DIRECTOR: VICTORIA D. HARKER	FOR	YES	N/A
			ELECTION OF DIRECTOR: GRETCHEN W. MCCLAIN	FOR	YES	N/A

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
April 25, 2012	XYL	XYLEM INC	ELECTION OF DIRECTOR: MARKOS I. TAMBAKERAS	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	FOR	YES	N/A
			TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	FOR	YES	N/A
			TO DETERMINE, IN A NON-BINDING VOTE, WHETHER A SHAREOWNER VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS	1 YEAR	YES	N/A
April 25, 2012	VRSK	VERISK ANALYTICS	DIRECTOR: J. HYATT BROWN	FOR	YES	N/A
			DIRECTOR: GELN A. DELL	FOR	YES	N/A
			DIRECTOR: SAMUEL G. LISS	FOR	YES	N/A
			TO APPROVE EXECUTIVE COMPENSATION ON AN ADVISORY BASIS	FOR	YES	N/A
			TO APPROVE THE 2012 EMPLOYEE STOCK PURCHASE PLAN	FOR	YES	N/A
			TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR THE 2012 FISCAL YEAR	FOR	YES	N/A
April 27, 2012	WMB	WILLIAMS COS, INC	ELECTION OF DIRECTOR: ALAN S. ARMSTRONG	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND	FOR	YES	N/A
			ELECTION OF DIRECTOR: IRL F. ENGELHARDT	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOHN A. HAGG	FOR	YES	N/A
			ELECTION OF DIRECTOR: JUANITA H. HINSHAW	FOR	YES	N/A
			ELECTION OF DIRECTOR: FRANK T. MACINNIS	FOR	YES	N/A
			ELECTION OF DIRECTOR: STEVEN W. NANCE	FOR	YES	N/A
			ELECTION OF DIRECTOR: MURRAY D. SMITH	FOR	YES	N/A
			ELECTION OF DIRECTOR: JANICE D. STONEY	FOR	YES	N/A
			ELECTION OF DIRECTOR: LAURA A. SUGG	FOR	YES	N/A
			RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2012	FOR	YES	N/A
			APPROVAL, BY NONBINDING ADVISORY VOTE, OF THE COMPANY'S EXECUTIVE COMPENSATION	FOR	YES	N/A
			April 27, 2012	GNW	GNEWORTH FINANCIAL	ELECTION OF DIRECTOR: STEVEN W. ALESIO
ELECTION OF DIRECTOR: WILLIAM H. BOLINDER	FOR	YES				N/A
ELECTION OF DIRECTOR: MICHAEL D. FRAIZER	FOR	YES				N/A
ELECTION OF DIRECTOR: NANCY J. KARCH	FOR	YES				N/A
ELECTION OF DIRECTOR: CHRISTINE B. MEAD	FOR	YES				N/A
ELECTION OF DIRECTOR: THOMAS E. MOLONEY	FOR	YES				N/A
ELECTION OF DIRECTOR: JAMES A. PARKE	FOR	YES				N/A

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
April 27, 2012	GNW	GENWORTH FINANCIAL	ELECTION OF DIRECTOR: JAMES S. RIEPE	FOR	YES	N/A
			ADIVOSRY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	FOR	YES	N/A
			APPROVAL OF THE 2012 GENWORTH FINANCIAL, INC. OMNIBUS INCENTIVE PLAN	FOR	YES	N/A
			RATIFICATION OF THE SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	FOR	YES	N/A
			ELECTION OF DIRECTOR: BRIAN C. CARR	FOR	YES	N/A
May 9, 2012	SBAC	SBA COMMUNICATIONS	ELECTION OF DIRECTOR: GEORGE R. KROUSE, JR.	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS SBA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR	FOR	YES	N/A
			APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF SBA'S NAMED EXECUTIVE OFFICERS	FOR	YES	N/A
			ELECTION OF DIRECTOR: JAMES C. DAY	FOR	YES	N/A
May 9, 2012	OKE	ONEOK INC	ELECTION OF DIRECTOR: JULIE H. EDWARDS	FOR	YES	N/A
			ELECTION OF DIRECTOR: WILLIAM L. FORD	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOHN W. GIBSON	FOR	YES	N/A
			ELECTION OF DIRECTOR: BERT H. MACKIE	FOR	YES	N/A
			ELECTION OF DIRECTOR: STEVEN J. MALCOLM	FOR	YES	N/A
			ELECTION OF DIRECTOR: JIM W. MOGG	FOR	YES	N/A
			ELECTION OF DIRECTOR: PATTYE L. MOORE	FOR	YES	N/A
			ELECTION OF DIRECTOR: GARY D. PARKER	FOR	YES	N/A
			ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ	FOR	YES	N/A
			ELECTION OF DIRECTOR: GERALD B. SMITH	FOR	YES	N/A
			ELECTION OF DIRECTOR: DAVID J. TIPPECONNIC	FOR	YES	N/A
			RATIFICATION OF THE SELECTION OF PRICEWATERHOUSE-COOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC. FOR THE YEAR ENDING DECEMBER 31, 2012	FOR	YES	N/A
			A PROPOSAL TO APPROVE ADDITIONAL SHARES FOR ISSUANCE UNDER THE ONEOK, INC. EMPLOYEE STOCK AWARD PROGRAM	FOR	YES	N/A
			A PROPOSAL TO AMEND AND RESTATE THE ONEOK, INC. EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN	FOR	YES	N/A

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
May 9, 2012	OKE	ONEOK INC	A PROPOSAL TO AMEND THE ONEOK, INC. CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK	FOR	YES	N/A
			ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	FOR	YES	N/A
May 9, 2012	HTZ	HERTZ GLOBAL HOLDINGS	ELECTION OF DIRECTOR: CARL T. BERQUIST	FOR	YES	N/A
			ELECTION OF DIRECTOR: MICHAEL F. KOEHLER	FOR	YES	N/A
			ELECTION OF DIRECTOR: LINDA FAYBE LEVINSON	FOR	YES	N/A
			ELECTION OF DIRECTOR: ANGEL L. MORALES	FOR	YES	N/A
			THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPER LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2012	FOR	YES	N/A
May 9, 2012	SLM	SLM CORPORATION	ELECTION OF DIRECTOR: ANN TORRE BATES	FOR	YES	N/A
			ELECTION OF DIRECTOR: W.M. DIEFENDERFER III	FOR	YES	N/A
			ELECTION OF DIRECTOR: DIANE SUITT GILLELAND	FOR	YES	N/A
			ELECTION OF DIRECTOR: EARL A. GOODE	FOR	YES	N/A
			ELECTION OF DIRECTOR: RONALD F. HUNT	FOR	YES	N/A
			ELECTION OF DIRECTOR: ALBERT L. LORD	FOR	YES	N/A
			ELECTION OF DIRECTOR: BARRY A. MUNITZ	FOR	YES	N/A
			ELECTION OF DIRECTOR: HOWARD H. NEWMAN	FOR	YES	N/A
			ELECTION OF DIRECTOR: A. ALEXANDER PORTER, JR.	FOR	YES	N/A
			ELECTION OF DIRECTOR: FRANK C. PULEO	FOR	YES	N/A
			ELECTION OF DIRECTOR: WOLFGANG SCHOELLKOPF	FOR	YES	N/A
			ELECTION OF DIRECTOR: STEVEN L. SHAPIRO	FOR	YES	N/A
			ELECTION OF DIRECTOR: J. TERRY STRANGE	FOR	YES	N/A
			ELECTION OF DIRECTOR: ANTHONY P. TERRACCIANO	FOR	YES	N/A
			ELECTION OF DIRECTOR: BARRY L. WILLIAMS	FOR	YES	N/A
			APPROVAL OF THE SLM CORPORATION 2012 OMNIBUS INCENTIVE PLAN	FOR	YES	N/A
			APPROVAL OF THE AMENDED AND RESTATED SLM CORPORATION EMPLOYEE STOCK PURCHASE PLAN	FOR	YES	N/A
			ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF KPMG AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	FOR	YES	N/A
May 9, 2012	WEN	THE WENDY'S COMPANY	DIRECTOR: NELSON PELTZ	FOR	YES	N/A
			DIRECTOR: PETER W. MAY	FOR	YES	N/A



Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
May 9, 2012	WEN	THE WENDY'S COMPANY	DIRECTOR: EMIL J. BROLICK	FOR	YES	N/A
			DIRECTOR: CLIVE CHAJET	FOR	YES	N/A
			DIRECTOR: EDWARD P. GARDEN	FOR	YES	N/A
			DIRECTOR: JANET HILL	FOR	YES	N/A
			DIRECTOR: JOSEPH A. LEVATO	FOR	YES	N/A
			DIRECTOR: J. RANDOLPH LEWIS	FOR	YES	N/A
			DIRECTOR: PETER J. ROTHSCHILD	FOR	YES	N/A
			DIRECTOR: DAVID E. SCHWAB II	FOR	YES	N/A
			DIRECTOR: ROLAND C. SMITH	FOR	YES	N/A
			DIRECTOR: RAYMOND S. TROUBH	FOR	YES	N/A
			DIRECTOR: JACK G. WASSERMAN	FOR	YES	N/A
			TO APPROVE AMENDMENTS TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO GIVE STOCKHOLDERS THE ABILITY TO CALL SPECIAL MEETINGS	FOR	YES	N/A
			TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012	FOR	YES	N/A
May 18, 2012	OHI	OMEGA HEALTHCARE	TO APPROVE AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	FOR	YES	N/A
			DIRECTOR: THOMAS F. FRANKE	FOR	YES	N/A
			DIRECTOR: BERNARD J. KORMAN	FOR	YES	N/A
			RATIFICATION OF INDEPENDENT AUDITORS ERNST & YOUNG LLP.	FOR	YES	N/A
May 30, 2012	BKD	BROOKDALE SENIOR LIVING	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	FOR	YES	N/A
			DIRECTOR: JEFFREY R. LEEDS	FOR	YES	N/A
			DIRECTOR: MARK J. SCHULTE	WITHHOLD	YES	N/A
			DIRECTOR: DR. SAMUEL WAXMAN	FOR	YES	N/A
			RATIFICATION OF THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2012 FISCAL YEAR	FOR	YES	N/A
June 6, 2012	IRM	IRON MOUNTAIN	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	FOR	YES	N/A
			ELECTION OF DIRECTOR: TED R. ANTENUCCI	FOR	YES	N/A
			ELECTION OF DIRECTOR: CLARKE H. BAILEY	FOR	YES	N/A
			ELECTION OF DIRECTOR: KENT P. DAUTEN	FOR	YES	N/A
			ELECTION OF DIRECTOR: PAUL F. DENINGER	FOR	YES	N/A
			ELECTION OF DIRECTOR: PER-KRISTIAN HALVORSEN	FOR	YES	N/A
ELECTION OF DIRECTOR: MICHAEL W. LAMACH	FOR	YES	N/A			

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
June 6, 2012	IRM	IRON MOUNTAIN	ELECTION OF DIRECTOR: ARTHUR D. LITTLE	FOR	YES	N/A
			ELECTION OF DIRECTOR: ALLAN Z. LOREN	FOR	YES	N/A
			ELECTION OF DIRECTOR: C. RICHARD REESE	FOR	YES	N/A
			ELECTION OF DIRECTOR: VINCENT J. RYAN	FOR	YES	N/A
			ELECTION OF DIRECTOR: LAURIE A. TUCKER	FOR	YES	N/A
			ELECTION OF DIRECTOR: ALFRED J. VERRECCHIA	FOR	YES	N/A
			THE APPROVAL OF A NON-BINDING, ADVISORY RESOLUTION	FOR	YES	N/A
			APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS			
			THE RATIFICATION OF THE SELECTION OF THE AUDIT COMMITTEE OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012	FOR	YES	N/A
June 6, 2012	VC	VISTEON CORPORATION	ELECTION OF DIRECTOR: DUNCAN H. COCROFT	FOR	YES	N/A
			ELECTION OF DIRECTOR: KEVIN I. DOWD	FOR	YES	N/A
			ELECTION OF DIRECTOR: JEFFREY D. JONES	FOR	YES	N/A
			ELECTION OF DIRECTOR: TIMOTHY D. LEULIETTE	FOR	YES	N/A
			ELECTION OF DIRECTOR: ROBERT MANZO	FOR	YES	N/A
			ELECTION OF DIRECTOR: DONALD J. STEBBINS	FOR	YES	N/A
			ELECTION OF DIRECTOR: HARRY J. WILSON	FOR	YES	N/A
			RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012	FOR	YES	N/A
			PROVIDE ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION	FOR	YES	N/A
July 16, 2012	SVU	SUPERVALU INC	PROVIDE AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	1 YEAR	YES	N/A
			ELECTION OF DIRECTOR: DONALD R. CHAPPEL	FOR	YES	N/A
			ELECTION OF DIRECTOR: IRWIN S. COHEN	FOR	YES	N/A
			ELECTION OF DIRECTOR: RONALD E. DALY	FOR	YES	N/A
			ELECTION OF DIRECTOR: SUSAN E. ENGEL	AGAINST	YES	N/A
			ELECTION OF DIRECTOR: PHILIP L. FRANSIC	FOR	YES	N/A
			ELECTION OF DIRECTOR: EDWIN C. GAGE	FOR	YES	N/A
			ELECTION OF DIRECTOR: CRAIG R. JERKERT	FOR	YES	N/A
			ELECTION OF DIRECTOR: STEVEN S. ROGERS	FOR	YES	N/A
ELECTION OF DIRECTOR: MATTHEW E. RUBEL	FOR	YES	N/A			
ELECTION OF DIRECTOR: WAYNE C. SALES	FOR	YES	N/A			
ELECTION OF DIRECTOR: KATHI P. SEIFERT	FOR	YES	N/A			

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
July 16, 2012	SVU	SUPERVALU INC	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	FOR	YES	N/A
			TO APPROVE, BY NON-BINDING VOTE, THE EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT	AGAINST	YES	N/A
			TO APPROVE THE SUPERVALU INC 2012 STOCK PLAN	FOR	YES	N/A
			TO APPROVE THE AMENDMENT OF THE DIRECTORS' DEFERRED COMPENSATION PLAN	FOR	YES	N/A
			TO APPROVE THE AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION TO REDUCE THE SUPERMAJORITY VOTING THRESHOLDS	FOR	YES	N/A
			TO APPROVE THE AMENDMENT TO THE RESTATED BYLAWS TO REDUCE THE SUPERMAJORITY VOTING THRESHOLDS	FOR	YES	N/A
			TO APPROVE THE AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION TO CHANGE THE PAR VALUE OF THE COMMON STOCK	FOR	YES	N/A
July 16, 2012	TDW	TIDEWATER INC	DIRECTOR: M. JAY ALLISON	FOR	YES	N/A
			DIRECTOR: JAMES C. DAY	FOR	YES	N/A
			DIRECTOR: RICHARD T. DU MOULIN	FOR	YES	N/A
			DIRECTOR: MORRIS E. FOSTER	FOR	YES	N/A
			DIRECTOR: J. WAYNE LEONARD	FOR	YES	N/A
			DIRECTOR: JON C. MADONNA	FOR	YES	N/A
			DIRECTOR: JOSEPH H. NETHERLAND	FOR	YES	N/A
			DIRECTOR: RICHARD A. PATTAROZZI	FOR	YES	N/A
			DIRECTOR: JEFFREY M. PLATT	FOR	YES	N/A
			DIRECTOR: MICHOLAS J. SUTTON	FOR	YES	N/A
			DIRECTOR: CINDY B. TAYLOR	FOR	YES	N/A
			DIRECTOR: DEAN E. TAYLOR	FOR	YES	N/A
			DIRECTOR: JACK E. THOMPSON	FOR	YES	N/A
			SAY ON PAY VOTE - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION ( AS DISCLOSED IN THE PROXY STATEMENT )	FOR	YES	N/A
			RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2013	FOR	YES	N/A
September 17, 2012	JWA	JOHN WILEY & SONS INC	DIRECTOR: MARI J. BAKER	FOR	YES	N/A
			DIRECTOR: RAYMOND W. MCDANIEL, JR.	FOR	YES	N/A
			DIRECTOR: WILLIAM B. PLUMMER	FOR	YES	N/A
			DIRECTOR: KALPANA RAINA	FOR	YES	N/A
			RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT ACCOUNTANTS	FOR	YES	N/A

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
September 17, 2012	JWA	JOHN WILEY & SONS INC	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS	FOR	YES	N/A
October 11, 2012	CTAS	CINTAS CORPORATION	ELECTION OF DIRECTOR: GERALD S. ADOLPH	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOHN F. BARRETT	FOR	YES	N/A
			ELECTION OF DIRECTOR: MELANIE W. BARSTAD	FOR	YES	N/A
			ELECTION OF DIRECTOR: RICHARD T. FARMER	FOR	YES	N/A
			ELECTION OF DIRECTOR: SCOTT D. FARMER	FOR	YES	N/A
			ELECTION OF DIRECTOR: JAMES J. JOHNSON	FOR	YES	N/A
			ELECTION OF DIRECTOR: ROBERT J. KOHLEPP	FOR	YES	N/A
			ELECTION OF DIRECTOR: JOSEPH SCAMINACE	FOR	YES	N/A
			ELECTION OF DIRECTOR: RONALD W. TYSOE	FOR	YES	N/A
			ADVISORY RESOLUTION TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	FOR	YES	N/A
			RATIFICATION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2012	FOR	YES	N/A
October 17, 2012	HRS	HARRIS CORP	ELECTION OF DIRECTOR: WILLIAM M. BROWN	FOR	YES	N/A
			ELECTION OF DIRECTOR: PETER W. CHIARELLI	FOR	YES	N/A
			ELECTION OF DIRECTOR: THOMAS A. DATTILO	FOR	YES	N/A
			ELECTION OF DIRECTOR: TERRY D. GROWCOCK	FOR	YES	N/A
			ELECTION OF DIRECTOR: LEWIS HAY III	FOR	YES	N/A
			ELECTION OF DIRECTOR: KAREN KATEN	FOR	YES	N/A
			ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN	FOR	YES	N/A
			ELECTION OF DIRECTOR: LESLIE F. KENNE	FOR	YES	N/A
			ELECTION OF DIRECTOR: DAVID B. RICKARD	FOR	YES	N/A
			ELECTION OF DIRECTOR: JAMES C. STOFFEL	FOR	YES	N/A
			ELECTION OF DIRECTOR: GREGORY T. SWIETON	FOR	YES	N/A
			ELECTION OF DIRECTOR: HANSEL E. TOOKES II	FOR	YES	N/A
			APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	FOR	YES	N/A
			APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS	FOR	YES	N/A
			THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013	FOR	YES	N/A

Proxy Vote Record

Date Voted	Ticker	Issuer	Description of Vote	Vote	Vote Consistent With Guidelines	Reason Not Voted
October 17, 2012	KLAC	KLA TENCOR	DIRECTOR: ROBERT P. AKINS	FOR	YES	N/A
			DIRECTOR: ROBERT T. BOND	FOR	YES	N/A
			DIRECTOR: KIRAN M. PATEL	FOR	YES	N/A
			DIRECTOR: DAVID C. WANG	FOR	YES	N/A
			TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013	FOR	YES	N/A
			TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO DECLASSIFY THE COMPANY'S BOARD OF DIRECTORS	FOR	YES	N/A
			ADVISORY PROPOSAL ON THE COMPANY'S EXECUTIVE COMPENSATION	FOR	YES	N/A