

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 28, 2006

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: Alan R. Dynner, 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: 07/01/2005 - 06/30/2006

Eaton Vance Enhanced Equity Income Fund II

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ABBOTT LABORATORIES

Agen

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Security: 002824100  
Meeting Type: Annual  
Meeting Date: 28-Apr-2006  
Ticker: ABT  
ISIN:  
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| 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           |
|        | R.A. GONZALEZ  | Mgmt          | For           |
|        | J.M. GREENBERG | Mgmt          | For           |
|        | D.A.L. OWEN    | Mgmt          | For           |
|        | B. POWELL JR.  | Mgmt          | For           |
|        | W.A. REYNOLDS  | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
|    | R.S. ROBERTS  | Mgmt | For     |
|    | W.D. SMITHBURG                                      | Mgmt | For     |
|    | J.R. WALTER   | Mgmt | For     |
|    | M.D. WHITE  | Mgmt | For     |
| 02 | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS.  | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL - PAY-FOR-SUPERIOR-PERFORMANCE | Shr  | For     |
| 04 | SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS      | Shr  | Against |
| 05 | SHAREHOLDER PROPOSAL - THE ROLES OF CHAIR AND CEO . | Shr  | For     |

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ALBERTO-CULVER COMPANY

Agen

Security: 013068101  
 Meeting Type: Annual  
 Meeting Date: 26-Jan-2006  
 Ticker: ACV  
 ISIN:

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>CAROL L. BERNICK<br>JIM EDGAR<br>LEONARD H. LAVIN<br>ROBERT H. ROCK | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |

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ALCOA INC.

Agen

Security: 013817101  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2006  
 Ticker: AA  
 ISIN:

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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>KATHRYN S. FULLER<br>JUDITH M. GUERON<br>ERNESTO ZEDILLO | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR                           | Mgmt                 | For               |

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 ALTRIA GROUP, INC.

Agen

Security: 02209S103  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2006  
 Ticker: MO  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>ELIZABETH E. BAILEY<br>HAROLD BROWN<br>MATHIS CABIALLAVETTA<br>LOUIS C. CAMILLERI<br>J. DUDLEY FISHBURN<br>ROBERT E. R. HUNTLEY<br>THOMAS W. JONES<br>GEORGE MUNOZ<br>LUCIO A. NOTO<br>JOHN S. REED<br>STEPHEN M. WOLF | 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 SELECTION OF INDEPENDENT AUDITORS  | Mgmt   | For   |
| 03     | STOCKHOLDER PROPOSAL 1 - REQUESTING INDEPENDENT BOARD CHAIRMAN   | Shr  | Against   |
| 04     | STOCKHOLDER PROPOSAL 2 - REQUESTING COMMITMENT TO GLOBAL HUMAN RIGHTS STANDARDS  | Shr  | Against   |
| 05     | STOCKHOLDER PROPOSAL 3 - SEEKING TO ADDRESS HEALTH HAZARDS FOR AFRICAN AMERICANS ASSOCIATED WITH SMOKING MENTHOL CIGARETTES  | Shr  | Against   |
| 06     | STOCKHOLDER PROPOSAL 4 - SEEKING TO EXTEND NEW YORK FIRE-SAFE PRODUCTS GLOBALLY  | Shr  | Against   |
| 07     | STOCKHOLDER PROPOSAL 5 - REQUESTING ADOPTION OF ANIMAL WELFARE POLICY  | Shr  | Against   |
| 08     | STOCKHOLDER PROPOSAL 6 - REQUESTING SUPPORT FOR LAWS AT ALL LEVELS COMBATING USE OF TOBACCO  | Shr  | Against   |
| 09     | STOCKHOLDER PROPOSAL 7 - SEEKING TO FACILITATE MEDICAL EFFORTS TO DISSUADE SECONDHAND SMOKE  | Shr  | Against   |

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 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2006  
 Ticker: AXP  
 ISIN:

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>D.F. AKERSON<br>C. BARSHEFSKY<br>U.M. BURNS<br>K.I. CHENAULT<br>P. CHERNIN<br>P.R. DOLAN<br>V.E. JORDAN, JR.<br>J. LESCHLY<br>R.A. MCGINN<br>E.D. MILLER<br>F.P. POPOFF<br>R.D. WALTER | 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     | THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2006.   | Mgmt   | For  |
| 03     | A SHAREHOLDER PROPOSAL RELATING TO STOCK OPTIONS.  | Shr  | Against  |
| 04     | A SHAREHOLDER PROPOSAL RELATING TO MAJORITY VOTING FOR DIRECTORS.  | Shr  | For  |
| 05     | A SHAREHOLDER PROPOSAL RELATING TO THE COMPANY S EMPLOYMENT POLICIES.  | Shr  | Against  |
| 06     | A SHAREHOLDER PROPOSAL RELATING TO REIMBURSEMENT OF EXPENSES FOR CERTAIN SHAREHOLDER-NOMINATED DIRECTOR CANDIDATES.  | Shr  | Against  |

AMGEN INC.

Agen

Security: 031162100  
Meeting Type: Annual  
Meeting Date: 10-May-2006  
Ticker: AMGN  
ISIN:

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>MR. FREDERICK W. GLUCK<br>ADM. J. PAUL REASON<br>DR. DONALD B. RICE<br>MR. LEONARD D SCHAEFFER                                     | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2006. | Mgmt                         | For                      |

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|    |  |     |         |
|----|--|-----|---------|
| 3A | STOCKHOLDER PROPOSAL #1 (STOCK RETENTION GUIDELINES).        | Shr | For     |
| 3B | STOCKHOLDER PROPOSAL #2 (EXECUTIVE COMPENSATION).            | Shr | Against |
| 3C | STOCKHOLDER PROPOSAL #3 (SHAREHOLDER RIGHTS PLANS).          | Shr | For     |
| 3D | STOCKHOLDER PROPOSAL #4 (ANIMAL WELFARE POLICY).             | Shr | Against |
| 3E | STOCKHOLDER PROPOSAL #5 (MAJORITY ELECTIONS).                | Shr | For     |
| 3F | STOCKHOLDER PROPOSAL #6 (CORPORATE POLITICAL CONTRIBUTIONS). | Shr | For     |

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ANALOG DEVICES, INC.

Agen

Security: 032654105  
 Meeting Type: Annual  
 Meeting Date: 14-Mar-2006  
 Ticker: ADI  
 ISIN:

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| Prop.# | Proposal   | Proposal Type        | Proposal Vote          |
|--------|--|----------------------|------------------------|
| 01     | DIRECTOR<br>JAMES A. CHAMPY<br>KENTON J. SICCHITANO<br>LESTER C. THUROW  | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For |
| 02     | TO APPROVE THE COMPANY S 2006 STOCK INCENTIVE PLAN.  | Mgmt                 | For                    |
| 03     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 28, 2006.   | Mgmt                 | For                    |
| 04     | SHAREHOLDER PROPOSAL TO INITIATE THE APPROPRIATE PROCESS TO AMEND THE COMPANY S GOVERNANCE DOCUMENTS (CERTIFICATE OF INCORPORATION OR BYLAWS) TO PROVIDE THAT DIRECTOR NOMINEES SHALL BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT AN ANNUAL MEETING OF SHAREHOLDERS. | Shr                  | For                    |

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BECKMAN COULTER, INC.

Agen

Security: 075811109  
 Meeting Type: Annual  
 Meeting Date: 12-Apr-2006  
 Ticker: BEC  
 ISIN:

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>PETER B. DERVAN, PH.D.<br>SCOTT GARRETT<br>R.J. LAVIZZO-MOUREY, MD<br>GLENN S. SCHAFFER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |

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 BJ'S WHOLESALE CLUB, INC.

Agem

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 Security: 05548J106  
 Meeting Type: Annual  
 Meeting Date: 25-May-2006  
 Ticker: BJ  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>BERT N. MITCHELL<br>HELEN FRAME PETERS<br>MICHAEL T. WEDGE   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | SHAREHOLDER PROPOSAL REGARDING THE ELECTION OF DIRECTORS BY MAJORITY OF VOTES CAST AT AN ANNUAL MEETING.   | Shr                  | For               |
| 03     | RATIFICATION OF THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS, LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 3, 2007. | Mgmt                 | For               |

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 BORGWARNER INC.

Agem

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 Security: 099724106  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2006  
 Ticker: BWA  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>PHYLLIS O. BONANNO<br>ALEXIS P. MICHAS<br>RICHARD O. SCHAUM<br>THOMAS T. STALLKAMP | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |

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|    |   |      |     |
|----|---|------|-----|
| 02 | TO VOTE UPON A PROPOSAL TO APPROVE THE AMENDMENT TO THE BORGWARNER INC. 2004 STOCK INCENTIVE PLAN.                            | Mgmt | For |
| 03 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2006. | Mgmt | For |

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CAREMARK RX, INC.

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Agen

Security: 141705103  
 Meeting Type: Annual  
 Meeting Date: 10-May-2006  
 Ticker: CMX  
 ISIN:

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>C. DAVID BROWN II<br>HARRIS DIAMOND<br>C.A. LANCE PICCOLO<br>MICHAEL D. WARE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | STOCKHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS   | Shr                          | Against                  |

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CARNIVAL CORPORATION

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Agen

Security: 143658300  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2006  
 Ticker: CCL  
 ISIN:

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>MICKY ARISON<br>AMB RICHARD G. CAPEN JR<br>ROBERT H. DICKINSON<br>ARNOLD W. DONALD<br>PIER LUIGI FOSCHI<br>HOWARD S. FRANK<br>RICHARD J. GLASIER<br>BARONESS HOGG<br>A. KIRK LANTERMAN<br>MODESTO A. MAIDIQUE<br>SIR JOHN PARKER<br>PETER G. RATCLIFFE | 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 |

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|    |  |      |     |
|----|--|------|-----|
|    | STUART SUBOTNICK   | Mgmt | For |
|    | UZI ZUCKER   | Mgmt | For |
| 02 | TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION. | Mgmt | For |
| 03 | TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE TO THE REMUNERATION OF THE INDEPENDENT AUDITORS.   | Mgmt | For |
| 04 | TO RECEIVE THE ACCOUNTS AND REPORTS FOR CARNIVAL PLC FOR THE FINANCIAL YEAR ENDED NOVEMBER 30, 2005.   | Mgmt | For |
| 05 | TO APPROVE THE DIRECTORS REMUNERATION REPORT OF CARNIVAL PLC.  | Mgmt | For |
| 06 | TO APPROVE LIMITS ON THE AUTHORITY TO ALLOT SHARES BY CARNIVAL PLC.  | Mgmt | For |
| 07 | TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS FOR CARNIVAL PLC.  | Mgmt | For |
| 08 | TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.   | Mgmt | For |

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 CDW CORPORATION

Agen

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 Security: 12512N105  
 Meeting Type: Annual  
 Meeting Date: 17-May-2006  
 Ticker: CDWC  
 ISIN:  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>MICHELLE L. COLLINS<br>CASEY G. COWELL<br>JOHN A. EDWARDSON<br>DANIEL S. GOLDIN<br>THOMAS J. HANSEN<br>DONALD P. JACOBS<br>STEPHAN A. JAMES<br>MICHAEL P. KRASNY<br>TERRY L. LENGFELDER<br>SUSAN D. WELLINGTON<br>BRIAN E. WILLIAMS | 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 AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS CDW S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006   | Mgmt   | For   |



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|    |  |      |     |
|----|--|------|-----|
| 03 | APPROVAL OF THE CDW 2006 STOCK INCENTIVE PLAN                    | Mgmt | For |
| 04 | APPROVAL OF AN AMENDMENT TO THE CDW EMPLOYEE STOCK PURCHASE PLAN | Mgmt | For |

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 CENTURYTEL, INC. Agen

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 Security: 156700106  
 Meeting Type: Annual  
 Meeting Date: 11-May-2006  
 Ticker: CTL  
 ISIN:

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>FRED R. NICHOLS<br>HARVEY P. PERRY<br>JIM D. REPPOND<br>JOSEPH R. ZIMMEL | 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 2006.   | Mgmt                         | For                      |

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 CHECKFREE CORPORATION Agen

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 Security: 162813109  
 Meeting Type: Annual  
 Meeting Date: 02-Nov-2005  
 Ticker: CKFR  
 ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>WILLIAM P. BOARDMAN<br>JAMES D. DIXON | Mgmt<br>Mgmt  | For<br>For    |

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 CHESAPEAKE ENERGY CORPORATION Agen

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 Security: 165167107  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2006  
 Ticker: CHK  
 ISIN:

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

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>RICHARD K. DAVIDSON<br>BREENE M. KERR<br>CHARLES T. MAXWELL  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK. | Mgmt                 | For               |
| 03     | TO APPROVE AN AMENDMENT TO THE CHESAPEAKE ENERGY CORPORATION LONG TERM INCENTIVE PLAN.                                   | Mgmt                 | For               |

CINTAS CORPORATION

Agen

Security: 172908105  
Meeting Type: Annual  
Meeting Date: 18-Oct-2005  
Ticker: CTAS  
ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>RICHARD T. FARMER<br>ROBERT J. KOHLHEPP<br>SCOTT D. FARMER<br>PAUL R. CARTER<br>GERALD V. DIRVIN<br>ROBERT J. HERBOLD<br>JOYCE HERGENHAN<br>ROGER L. HOWE<br>DAVID C. PHILLIPS | 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 2005 EQUITY COMPENSATION PLAN.   | Mgmt   | For   |
| 03     | RATIFICATION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2006.  | Mgmt   | For   |
| 04     | PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF CINTAS.                         | Shr  | Against   |
| 05     | PROPOSAL TO ADOPT A POLICY THAT THE DIRECTOR NOMINEES BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF VOTES CAST AT THE ANNUAL MEETING OF SHAREHOLDERS.                              | Shr  | Against   |

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

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 CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 15-Nov-2005  
 Ticker: CSCO  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>CAROL A. BARTZ<br>M. MICHELE BURNS<br>LARRY R. CARTER<br>JOHN T. CHAMBERS<br>DR. JOHN L. HENNESSY<br>RICHARD M. KOVACEVICH<br>RODERICK C. MCGEARY<br>JAMES C. MORGAN<br>JOHN P. MORGRIDGE<br>STEVEN M. WEST<br>JERRY YANG  | 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 APPROVE THE ADOPTION OF THE 2005 STOCK INCENTIVE PLAN.  | Mgmt   | For   |
| 03     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 29, 2006.   | Mgmt   | For   |
| 04     | PROPOSAL SUBMITTED BY A SHAREHOLDER URGING THE BOARD OF DIRECTORS TO ADOPT A POLICY THAT A SIGNIFICANT PORTION OF FUTURE EQUITY COMPENSATION GRANTS TO SENIOR EXECUTIVES SHALL BE SHARES OF STOCK THAT REQUIRE THE ACHIEVEMENT OF PERFORMANCE GOALS AS A PREREQUISITE TO VESTING, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr  | Against   |
| 05     | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THAT THE BOARD S COMPENSATION COMMITTEE INITIATE A REVIEW OF CISCO S EXECUTIVE COMPENSATION POLICIES AND TO MAKE AVAILABLE, UPON REQUEST, A REPORT OF THAT REVIEW BY JANUARY 1, 2006, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.   | Shr  | Against   |
| 06     | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PREPARE A REPORT TO SHAREHOLDERS DESCRIBING THE PROGRESS TOWARD DEVELOPMENT AND IMPLEMENTATION OF A COMPANY HUMAN RIGHTS POLICY AND THE PLAN FOR IMPLEMENTATION WITH PARTNERS AND RESELLERS BY MAY 31, 2006, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.           | Shr  | Against   |

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

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 CITIGROUP INC.

Agen

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 Security: 172967101  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2006  
 Ticker: C  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>C. MICHAEL ARMSTRONG<br>ALAIN J.P. BELDA<br>GEORGE DAVID<br>KENNETH T. DERR<br>JOHN M. DEUTCH<br>R. HERNANDEZ RAMIREZ<br>ANN DIBBLE JORDAN<br>KLAUS KLEINFELD<br>ANDREW N. LIVERIS<br>DUDLEY C. MECUM<br>ANNE MULCAHY<br>RICHARD D. PARSONS<br>CHARLES PRINCE<br>JUDITH RODIN<br>ROBERT E. RUBIN<br>FRANKLIN A. THOMAS | 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>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     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITIGROUP S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.  | Mgmt   | For  |
| 03     | PROPOSAL TO AMEND ARTICLE FOURTH OF THE RESTATED CERTIFICATE OF INCORPORATION.   | Mgmt   | For  |
| 04     | PROPOSAL TO AMEND ARTICLE EIGHTH OF THE RESTATED CERTIFICATE OF INCORPORATION.   | Mgmt   | For  |
| 05     | PROPOSAL TO AMEND ARTICLE NINTH OF THE RESTATED CERTIFICATE OF INCORPORATION.  | Mgmt   | For  |
| 06     | STOCKHOLDER PROPOSAL REQUESTING NO FUTURE NEW STOCK OPTION GRANTS AND NO RENEWAL OR REPRICING OF CURRENT STOCK OPTIONS.  | Shr  | Against  |
| 7      | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.   | Shr  | Against  |
| 8      | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON CHARITABLE CONTRIBUTIONS.  | Shr  | Against  |
| 9      | STOCKHOLDER PROPOSAL REQUESTING THE ADOPTION OF A POLICY REGARDING PERFORMANCE-BASED EQUITY COMPENSATION FOR SENIOR EXECUTIVES.  | Shr  | For  |
| 10     | STOCKHOLDER PROPOSAL REGARDING REIMBURSEMENT OF EXPENSES INCURRED BY A STOCKHOLDER IN A CONTESTED ELECTION OF DIRECTORS.   | Shr  | Against  |

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

|    |   |     |         |
|----|---|-----|---------|
| 11 | STOCKHOLDER PROPOSAL REQUESTING THAT THE CHAIRMAN OF THE BOARD HAVE NO MANAGEMENT DUTIES, TITLES OR RESPONSIBILITIES. | Shr | Against |
| 12 | STOCKHOLDER PROPOSAL REQUESTING THE RECOUPMENT OF MANAGEMENT BONUSES IN THE EVENT OF A RESTATEMENT OF EARNINGS.       | Shr | Against |

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COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 04-May-2006  
 Ticker: CL  
 ISIN:

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>J.T. CAHILL<br>J.K. CONWAY<br>E.M. HANCOCK<br>D.W. JOHNSON<br>R.J. KOGAN<br>D.E. LEWIS<br>R. MARK<br>J.P. REINHARD<br>H.B. WENTZ, JR. | 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     | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt   | For  |
| 03     | APPROVAL OF THE COMPANY S 2007 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS  | Mgmt   | For  |
| 04     | STOCKHOLDER PROPOSAL ON INDEPENDENT CHAIRMAN  | Shr  | Against  |
| 05     | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION  | Shr  | For  |

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COMMERCE BANCORP, INC.

Agen

Security: 200519106  
 Meeting Type: Annual  
 Meeting Date: 16-May-2006  
 Ticker: CBH  
 ISIN:

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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>VERNON W. HILL, II<br>JACK R BERSHAD<br>JOSEPH E. BUCKELEW<br>DONALD T. DIFRANCESCO<br>MORTON N. KERR<br>STEVEN M. LEWIS<br>JOHN K. LLOYD<br>GEORGE E. NORCROSS, III<br>DANIEL J. RAGONE<br>WILLIAM A. SCHWARTZ, JR<br>JOSEPH T. TARQUINI, JR.<br>JOSEPH S. VASSALLUZZO | 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 | THE RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS MORE FULLY DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.  | Mgmt   | For  |

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CYPRESS SEMICONDUCTOR CORPORATION

Agen

Security: 232806109  
Meeting Type: Annual  
Meeting Date: 01-May-2006  
Ticker: CY  
ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>T.J. RODGERS<br>W. STEVE ALBRECHT<br>ERIC A. BENHAMOU<br>LLOYD CARNEY<br>J. DANIEL MCCRANIE<br>JAMES R. LONG<br>EVERT VAN DE VEN                   | 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 TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2006. | Mgmt   | For   |
| 03     | PROPOSAL TO APPROVE THE AMENDED EMPLOYEE QUALIFIED STOCK PURCHASE PLAN.  | Mgmt   | For   |

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DANAHER CORPORATION

Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 02-May-2006  
Ticker: DHR  
ISIN:

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

| Prop.# | Proposal   | Proposal Type                | Proposal Vote                 |
|--------|--|------------------------------|-------------------------------|
| 01     | DIRECTOR<br>MORTIMER M. CAPLIN<br>DONALD J. EHRLICH<br>LINDA P. HEFNER<br>WALTER G. LOHR, JR.  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>Withheld |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2006. | Mgmt                         | For                           |

DAVITA INC.

Agen

Security: 23918K108  
Meeting Type: Annual  
Meeting Date: 15-May-2006  
Ticker: DVA  
ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>NANCY-ANN DEPARLE<br>RICHARD B. FONTAINE<br>PETER T. GRAUER<br>C. RAYMOND LARKIN, JR.<br>JOHN M. NEHRA<br>WILLIAM L. ROPER, M.D.<br>KENT J. THIRY<br>RICHARD C. VAUGHAN | 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     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006.  | Mgmt   | For  |

DENTSPLY INTERNATIONAL INC.

Agen

Security: 249030107  
Meeting Type: Annual  
Meeting Date: 10-May-2006  
Ticker: XRAY  
ISIN:

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

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

|    |   |                      |                   |
|----|---|----------------------|-------------------|
| 01 | DIRECTOR<br>WENDY L. DIXON<br>LESLIE A. JONES<br>GERALD K. KUNKLE, JR.  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP, INDEPENDENT ACCOUNTANTS, TO AUDIT THE<br>BOOKS AND ACCOUNTS OF THE COMPANY FOR THE YEAR<br>ENDING DECEMBER 31, 2006. | Mgmt                 | For               |

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DIAMOND OFFSHORE DRILLING, INC.

Agen

Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2006  
 Ticker: DO  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>JAMES S. TISCH<br>LAWRENCE R. DICKERSON<br>ALAN R. BATKIN<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>For<br>For<br>Withheld<br>Withheld<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY<br>FOR FISCAL YEAR 2006.   | Mgmt   | For  |

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DOLLAR GENERAL CORPORATION

Agen

Security: 256669102  
 Meeting Type: Annual  
 Meeting Date: 31-May-2006  
 Ticker: DG  
 ISIN:

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>DAVID L. BERE<br>DENNIS C. BOTTORFF<br>BARBARA L. BOWLES<br>REGINALD D. DICKSON<br>E. GORDON GEE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |



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

|    |  |      |     |
|----|--|------|-----|
|    | BARBARA M. KNUCKLES  | Mgmt | For |
|    | DAVID A. PERDUE  | Mgmt | For |
|    | J. NEAL PURCELL  | Mgmt | For |
|    | JAMES D. ROBBINS   | Mgmt | For |
|    | DAVID M. WILDS   | Mgmt | For |
| 02 | APPROVAL OF AMENDMENTS TO THE DOLLAR GENERAL CORPORATION 1998 STOCK INCENTIVE PLAN | Mgmt | For |
| 03 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS       | Mgmt | For |

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ECOLAB INC.

Agen

Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 12-May-2006  
 Ticker: ECL  
 ISIN:

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote                 |
|--------|--|------------------------------|-------------------------------|
| 01     | DIRECTOR<br>LESLIE S. BILLER<br>JERRY A. GRUNDHOFER<br>KASPER RORSTED<br>JOHN J. ZILLMER           | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>Withheld |
| 02     | RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                           |

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EDWARDS LIFESCIENCES CORPORATION

Agen

Security: 28176E108  
 Meeting Type: Annual  
 Meeting Date: 11-May-2006  
 Ticker: EW  
 ISIN:

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>MIKE R. BOWLIN<br>DR. BARBARA J. MCNEIL<br>MICHAEL A. MUSSALLEM                     | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE LONG-TERM STOCK INCENTIVE COMPENSATION PROGRAM | Mgmt                 | For               |

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

|    |  |      |     |
|----|--|------|-----|
| 03 | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
|----|--|------|-----|

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EMC CORPORATION

Agen

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 04-May-2006  
 Ticker: EMC  
 ISIN:

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>GAIL DEEGAN<br>OLLI-PEKKA KALLASVUO<br>WINDLE B. PRIEM<br>ALFRED M. ZEIEN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS EMC S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006. | Mgmt                         | For                      |
| 03     | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO ELECTION OF DIRECTORS BY MAJORITY VOTE, AS DESCRIBED IN EMC S PROXY STATEMENT.  | Shr                          | For                      |
| 04     | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO PAY-FOR-SUPERIOR- PERFORMANCE, AS DESCRIBED IN EMC S PROXY STATEMENT.   | Shr                          | For                      |
| 05     | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO ANNUAL ELECTIONS OF DIRECTORS, AS DESCRIBED IN EMC S PROXY STATEMENT.   | Shr                          | For                      |
| 06     | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO EMC S AUDIT COMMITTEE, AS DESCRIBED IN EMC S PROXY STATEMENT.   | Shr                          | Against                  |

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EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 07-Feb-2006  
 Ticker: EMR  
 ISIN:

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

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

|    |  |                              |                          |
|----|--|------------------------------|--------------------------|
| 01 | DIRECTOR<br>A. A. BUSCH III<br>A. F. GOLDEN<br>V. R. LOUCKS, JR.<br>J. B. MENZER   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02 | APPROVAL OF THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN.                   | Mgmt                         | For                      |
| 03 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                     | Mgmt                         | For                      |
| 04 | THE STOCKHOLDER PROPOSAL ON SEVERANCE AGREEMENTS DESCRIBED IN THE PROXY STATEMENT. | Shr                          | Against                  |

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ENDO PHARMACEUTICALS HOLDINGS INC.

Agen

Security: 29264F205  
 Meeting Type: Annual  
 Meeting Date: 30-May-2006  
 Ticker: ENDP  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>CAROL A. AMMON<br>JOHN J. DELUCCA<br>MICHEL DE ROSEN<br>MICHAEL HYATT<br>ROGER H. KIMMEL<br>PETER A. LANKAU<br>C.A. MEANWELL, M.D. PHD<br>J.T. O'DONNELL, JR. | 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 |
| 02     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2006.           | Mgmt   | For   |

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FEDEX CORPORATION

Agen

Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 26-Sep-2005  
 Ticker: FDX  
 ISIN:

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

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

|    |   |  |   |
|----|---|--|---|
| 01 | DIRECTOR<br>JAMES L. BARKSDALE<br>AUGUST A. BUSCH IV<br>JOHN A. EDWARDSON<br>JUDITH L. ESTRIN<br>J. KENNETH GLASS<br>PHILIP GREER<br>J.R. HYDE, III<br>SHIRLEY A. JACKSON<br>CHARLES T. MANATT<br>FREDERICK W. SMITH<br>JOSHUA I. SMITH<br>PAUL S. WALSH<br>PETER S. WILLMOTT | 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>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | APPROVAL OF AMENDMENT TO INCENTIVE STOCK PLAN TO INCREASE THE NUMBER OF SHARES ISSUABLE UNDER THE PLAN.   | Mgmt   | For   |
| 03 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |
| 04 | STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTING.  | Shr  | Against   |
| 05 | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORT.  | Shr  | Against   |
| 06 | STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING FOR DIRECTOR ELECTIONS.  | Shr  | Against   |

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FISHER SCIENTIFIC INTERNATIONAL INC.

Agent

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Security: 338032204  
Meeting Type: Annual  
Meeting Date: 05-May-2006  
Ticker: FSH  
ISIN:  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote                 |
|--------|---|----------------------|-------------------------------|
| 01     | DIRECTOR<br>PAUL M. MONTRONE<br>SIMON B. RICH<br>SCOTT M. SPERLING  | Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote |
| 02     | APPROVAL AND ADOPTION OF THE FISHER SCIENTIFIC EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt                 | No vote                       |
| 03     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY, FOR THE CURRENT FISCAL YEAR. | Mgmt                 | No vote                       |

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

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 GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2006  
 Ticker: GD  
 ISIN:

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>N.D. CHABRAJA<br>J.S. CROWN<br>W.P. FRICKS<br>C.H. GOODMAN<br>J.L. JOHNSON<br>G.A. JOULWAN<br>P.G. KAMINSKI<br>J.M. KEANE<br>D.J. LUCAS<br>L.L. LYLES<br>C.E. MUNDY, JR.<br>R. WALMSLEY | 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     | SELECTION OF INDEPENDENT AUDITORS   | Mgmt   | For  |
| 03     | SHAREHOLDER PROPOSAL WITH REGARD TO MAJORITY VOTE STANDARD FOR ELECTION OF DIRECTORS  | Shr  | For  |
| 04     | SHAREHOLDER PROPOSAL WITH REGARD TO AUTOMATIC DISQUALIFICATION OF DIRECTORS WHO FAIL TO RECEIVE A MAJORITY OF AFFIRMATIVE VOTES CAST  | Shr  | For  |
| 05     | SHAREHOLDER PROPOSAL WITH REGARD TO INDEPENDENT BOARD CHAIRMAN  | Shr  | Against  |
| 06     | SHAREHOLDER PROPOSAL WITH REGARD TO CORPORATE POLITICAL CONTRIBUTIONS   | Shr  | Against  |
| 07     | SHAREHOLDER PROPOSAL WITH REGARD TO SUSTAINABILITY REPORT   | Shr  | Against  |

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 GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 11-May-2006  
 Ticker: GOOG  
 ISIN:

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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>ERIC SCHMIDT<br>SERGEY BRIN<br>LARRY PAGE<br>L. JOHN DOERR<br>JOHN L. HENNESSY<br>ARTHUR D. LEVINSON<br>ANN MATHER<br>MICHAEL MORITZ<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<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 APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS OF GOOGLE INC.<br>FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.   | Mgmt   | For   |
| 03 | APPROVAL OF AN AMENDMENT TO GOOGLE S 2004 STOCK<br>PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES<br>OF CLASS A COMMON STOCK ISSUABLE UNDER THE<br>2004 STOCK PLAN FROM 13,431,660 TO 17,931,660.                                     | Mgmt   | Against   |
| 04 | STOCKHOLDER PROPOSAL TO REQUEST THAT THE BOARD<br>OF DIRECTORS TAKE THE STEPS THAT MAY BE NECESSARY<br>TO ADOPT A RECAPITALIZATION PLAN THAT WOULD<br>PROVIDE FOR ALL OF THE COMPANY S OUTSTANDING<br>STOCK TO HAVE ONE VOTE PER SHARE. | Shr  | For   |

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HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Annual  
 Meeting Date: 17-May-2006  
 Ticker: HAL  
 ISIN:

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| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>A.M. BENNETT<br>J.R. BOYD<br>R.L. CRANDALL<br>K.T DERR<br>S.M. GILLIS<br>W.R. HOWELL<br>R.L. HUNT<br>D.J. LESAR<br>J.L.MARTIN<br>J.A. PRECOURT<br>D.L. REED | 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 |
| 02     | PROPOSAL FOR RATIFICATION OF THE SELECTION OF<br>AUDITORS.  | Mgmt   | For   |
| 03     | PROPOSAL TO AMEND CERTIFICATE OF INCORPORATION.   | Mgmt   | For   |

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

|    |   |      |         |
|----|---|------|---------|
| 04 | PROPOSAL ON SEVERANCE AGREEMENTS.             | Mgmt | For     |
| 05 | PROPOSAL ON HUMAN RIGHTS REVIEW.              | Shr  | Against |
| 06 | PROPOSAL ON DIRECTOR ELECTION VOTE THRESHOLD. | Shr  | For     |
| 07 | PROPOSAL ON POISON PILL.                      | Shr  | Against |

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HARRAH'S ENTERTAINMENT, INC. Agen

Security: 413619107  
Meeting Type: Annual  
Meeting Date: 25-Apr-2006  
Ticker: HET  
ISIN:

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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>CHARLES L. ATWOOD<br>R. BRAD MARTIN<br>GARY G. MICHAEL   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVAL OF THE COMPANY S AMENDED AND RESTATED<br>2004 EQUITY INCENTIVE AWARD PLAN.  | Mgmt                 | For               |
| 03     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS THE INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR<br>2006 CALENDAR YEAR. | Mgmt                 | For               |

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HARRIS CORPORATION Agen

Security: 413875105  
Meeting Type: Annual  
Meeting Date: 28-Oct-2005  
Ticker: HRS  
ISIN:

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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>LEWIS HAY III<br>KAREN KATEN<br>STEPHEN P. KAUFMAN<br>HANSEL E. TOOKES II | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPROVAL OF THE HARRIS CORPORATION 2005 EQUITY<br>INCENTIVE PLAN                      | Mgmt                         | For                      |

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

|    |  |      |     |
|----|--|------|-----|
| 03 | APPROVAL OF THE HARRIS CORPORATION 2005 ANNUAL INCENTIVE PLAN                | Mgmt | For |
| 04 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt | For |

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 INCO LIMITED

Agen

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 Security: 453258402  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2006  
 Ticker: N  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>GLEN A. BARTON<br>ANGUS A. BRUNEAU<br>RONALD C. CAMBRE<br>SCOTT M. HAND<br>JANICE K. HENRY<br>CHAVIVA M. HOSEK<br>PETER C. JONES<br>JOHN T. MAYBERRY<br>FRANCIS MER<br>DAVID P. O'BRIEN<br>ROGER PHILLIPS<br>RICHARD E. WAUGH | 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 PRICEWATERHOUSECOOPERS LLP AS THE AUDITORS.  | Mgmt   | For  |

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 INTEL CORPORATION

Agen

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 Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2006  
 Ticker: INTC  
 ISIN:

| 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: E. JOHN P. BROWNE   | Mgmt          | For           |



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|    |   |      |     |
|----|---|------|-----|
| 1D | ELECTION OF DIRECTOR: D. JAMES GUZY   | 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 | AMENDMENT OF THE SECOND RESTATED CERTIFICATE OF INCORPORATION ( CERTIFICATE OF INCORPORATION ) TO REPEAL ARTICLE 10 (THE FAIR PRICE PROVISION ) | Mgmt | For |
| 03 | AMENDMENT OF THE CERTIFICATE OF INCORPORATION TO REPEAL ARTICLE 7 AND ARTICLE 12 (THE SUPERMAJORITY VOTE PROVISIONS )                           | Mgmt | For |
| 04 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR                  | Mgmt | For |
| 05 | APPROVAL OF THE 2006 EQUITY INCENTIVE PLAN  | Mgmt | For |
| 06 | APPROVAL OF THE 2006 STOCK PURCHASE PLAN  | Mgmt | For |

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INTERNATIONAL RECTIFIER CORPORATION  
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Agen

Security: 460254105  
Meeting Type: Annual  
Meeting Date: 21-Nov-2005  
Ticker: IRF  
ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>ALEXANDER LIDOW<br>ROCHUS E. VOGT  | Mgmt<br>Mgmt  | For<br>For    |
| 02     | AMENDMENT OF EMPLOYEE STOCK PURCHASE PLAN. TO APPROVE THE PROPOSED AMENDMENT AND RESTATEMENT OF THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt          | For           |
| 03     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY TO SERVE FOR FISCAL YEAR 2006. | Mgmt          | For           |

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 INTERSIL CORPORATION

Agen

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 Security: 46069S109  
 Meeting Type: Annual  
 Meeting Date: 10-May-2006  
 Ticker: ISIL  
 ISIN:  
 -----

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>RICHARD M. BEYER<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     | RATIFICATION OF INDEPENDENT, REGISTERED CERTIFIED PUBLIC ACCOUNTANTS.   | Mgmt   | For  |
| 03     | INCREASE OF THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER OHE 1999 EQUITY COMPENSATION PLAN FROM 25,250,000 TO 36,250,000.   | Mgmt   | For  |

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 IVAX CORPORATION

Agen

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 Security: 465823102  
 Meeting Type: Annual  
 Meeting Date: 03-Aug-2005  
 Ticker: IVX  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>BETTY G. AMOS<br>MARK ANDREWS<br>JACK FISHMAN PH.D.<br>NEIL FLANZRAICH<br>PHILLIP FROST M.D.<br>JANE HSIAO PH.D.<br>RICHARD M. KRASNO PH.D.<br>DAVID A. LIEBERMAN<br>RICHARD C. PFENNIGER JR<br>BERTRAM PITT M.D.<br>Z.P. ZACHARIAH M.D. | 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 |

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JABIL CIRCUIT, INC.

Agen

Security: 466313103  
 Meeting Type: Annual  
 Meeting Date: 20-Jan-2006  
 Ticker: JBL  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>LAURENCE S. GRAFSTEIN<br>MEL S. LAVITT<br>TIMOTHY L. MAIN<br>WILLIAM D. MOREAN<br>LAWRENCE J. MURPHY<br>FRANK A. NEWMAN<br>STEVEN A. RAYMUND<br>THOMAS A. SANSONE<br>KATHLEEN A. WALTERS | 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     | TO APPROVE AMENDMENTS TO THE JABIL CIRCUIT, INC. 2002 STOCK INCENTIVE PLAN.  | Mgmt   | For   |
| 03     | TO APPROVE THE JABIL CIRCUIT, INC. ANNUAL INCENTIVE PLAN   | Mgmt   | For   |
| 04     | TO APPROVE AMENDMENTS TO THE JABIL CIRCUIT, INC. 2002 EMPLOYEE STOCK PURCHASE PLAN.  | Mgmt   | For   |
| 05     | TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR JABIL.  | Mgmt   | For   |
| 06     | WITH DISCRETIONARY AUTHORITY ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.   | Mgmt   | For   |

JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2006  
 Ticker: JNJ  
 ISIN:

| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>MARY S. COLEMAN<br>JAMES G. CULLEN | Mgmt<br>Mgmt  | For<br>For    |

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

|    |  |      |         |
|----|--|------|---------|
|    | ROBERT J. DARRETTA   | Mgmt | For     |
|    | MICHAEL M. E. JOHNS  | Mgmt | For     |
|    | ANN D. JORDAN  | Mgmt | For     |
|    | ARNOLD G. LANGBO   | Mgmt | For     |
|    | SUSAN L. LINDQUIST   | Mgmt | For     |
|    | LEO F. MULLIN  | Mgmt | For     |
|    | CHRISTINE A. POON  | Mgmt | For     |
|    | CHARLES PRINCE   | Mgmt | For     |
|    | STEVEN S REINEMUND   | Mgmt | For     |
|    | DAVID SATCHER  | Mgmt | For     |
|    | WILLIAM C. WELDON  | Mgmt | For     |
| 02 | APPROVAL OF AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION                                    | Mgmt | For     |
| 03 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 04 | PROPOSAL ON CHARITABLE CONTRIBUTIONS   | Shr  | Against |
| 05 | PROPOSAL ON MAJORITY VOTING REQUIREMENTS FOR DIRECTOR NOMINEES   | Shr  | For     |

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### KELLOGG COMPANY

Agen

Security: 487836108  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2006  
 Ticker: K  
 ISIN:

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JOHN T. DILLON<br>JAMES M. JENNESS<br>L. DANIEL JORNDT<br>WILLIAM D. PEREZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF INDEPENDENT AUDITOR FOR 2006   | Mgmt                         | For                      |
| 03     | APPROVAL OF THE KELLOGG COMPANY SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN                 | Mgmt                         | For                      |
| 04     | PREPARE SUSTAINABILITY REPORT  | Shr                          | Against                  |

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### L-3 COMMUNICATIONS HOLDINGS, INC.

Agen

Security: 502424104  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2006

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

Ticker: LLL  
ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote                 |
|--------|---|----------------------|-------------------------------|
| 01     | DIRECTOR<br>PETER A. COHEN<br>ROBERT B. MILLARD<br>ARTHUR L. SIMON                              | Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt                 | No vote                       |
| 03     | APPROVAL OF AN AMENDMENT TO THE L-3 COMMUNICATIONS<br>CORPORATION EMPLOYEE STOCK PURCHASE PLAN. | Mgmt                 | No vote                       |

LAMAR ADVERTISING COMPANY

Agen

Security: 512815101  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: LAMR  
ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>JOHN MAXWELL HAMILTON<br>ROBERT M. JELENIC<br>STEPHEN P. MUMBLOW<br>THOMAS V. REIFENHEISER<br>ANNA REILLY<br>KEVIN P. REILLY, JR.<br>WENDELL REILLY | 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     | AMENDMENT OF THE 1996 EQUITY INCENTIVE PLAN.  | Mgmt   | Against                                       |

LEGG MASON, INC.

Agen

Security: 524901105  
Meeting Type: Annual  
Meeting Date: 19-Jul-2005  
Ticker: LM  
ISIN:

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

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

|    |  |      |     |
|----|--|------|-----|
|    | DENNIS R. BERESFORD  | Mgmt | For |
|    | EDWARD I. O'BRIEN  | Mgmt | For |
|    | ROGER W. SCHIPKE   | Mgmt | For |
|    | NICHOLAS J. ST. GEORGE   | Mgmt | For |
| 02 | RE-APPROVAL OF THE LEGG MASON, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 03 | APPROVAL OF THE LEGG MASON, INC. NON-EMPLOYEE DIRECTOR EQUITY PLAN.        | Mgmt | For |

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LINEAR TECHNOLOGY CORPORATION

Agen

Security: 535678106  
 Meeting Type: Annual  
 Meeting Date: 02-Nov-2005  
 Ticker: LLTC  
 ISIN:

| Prop.# | Proposal   | Proposal Type                                | Proposal Vote                          |
|--------|--|--|--|
| 01     | DIRECTOR<br>ROBERT H. SWANSON, JR.<br>DAVID S. LEE<br>LOTHAR MAIER<br>LEO T. MCCARTHY<br>RICHARD M. MOLEY<br>THOMAS S. VOLPE                           | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO APPROVE THE ADOPTION OF THE 2005 EQUITY INCENTIVE PLAN AND THE RESERVATION OF SHARES FOR ISSUANCE THEREUNDER.                                       | Mgmt   | For                                    |
| 03     | TO APPROVE THE ADOPTION OF THE 2005 EMPLOYEE STOCK PURCHASE PLAN AND THE RESERVATION OF SHARES FOR ISSUANCE THEREUNDER.                                | Mgmt   | For                                    |
| 04     | TO REAPPROVE THE 1996 SENIOR EXECUTIVE BONUS PLAN.   | Mgmt   | For                                    |
| 05     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 2, 2006. | Mgmt   | For                                    |

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LIZ CLAIBORNE INC

Agen

Security: 539320101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2006  
 Ticker: LIZ  
 ISIN:

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

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>BERNARD W. ARONSON<br>DANIEL A. CARP<br>NANCY J. KARCH<br>PAUL E. TIERNEY, JR.                                 | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2006. | Mgmt                         | For                      |
| 03     | THE STOCKHOLDER PROPOSAL AS DESCRIBED IN THE PROXY STATEMENT.  | Shr                          | For                      |

MAXIM INTEGRATED PRODUCTS, INC.

Agen

Security: 57772K101  
Meeting Type: Annual  
Meeting Date: 10-Nov-2005  
Ticker: MXIM  
ISIN:

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 01     | DIRECTOR<br>JAMES BERGMAN<br>MICHAEL J. BYRD<br>PETER DE ROETHH<br>JOHN F. GIFFORD<br>B. KIPLING HAGOPIAN<br>A.R. FRANK WAZZAN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY AND APPROVE THE AMENDMENT AND RESTATEMENT OF THE 1996 STOCK INCENTIVE PLAN, AS AMENDED, INCLUDING WITHOUT LIMITATION, TO (A) INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 10,800,000 SHARES FROM 117,600,000 SHARES TO 128,400,000 SHARES, (B) PERMIT THE AWARD OF RESTRICTED STOCK UNITS AND RESTRICTED STOCK AND (C) EXTEND THE TERM THROUGH 2015. | Mgmt   | For                                    |
| 03     | TO RATIFY AND APPROVE THE AMENDMENT TO THE COMPANY S 1987 EMPLOYEE STOCK PARTICIPATION PLAN, AS AMENDED, TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE BY 1,500,000 SHARES FROM 16,551,567 SHARES TO 18,051,567 SHARES.   | Mgmt   | For                                    |
| 04     | TO RATIFY THE RETENTION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 24, 2006.   | Mgmt   | For                                    |

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MEDTRONIC, INC.

Agen

Security: 585055106  
 Meeting Type: Annual  
 Meeting Date: 25-Aug-2005  
 Ticker: MDT  
 ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>SHIRLEY A. JACKSON, PHD<br>DENISE M. O'LEARY<br>JEAN-PIERRE ROSSO<br>JACK W. SCHULER                            | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS MEDTRONIC S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM. | Mgmt                         | For                      |
| 03     | TO APPROVE THE MEDTRONIC, INC. 2005 EMPLOYEES<br>STOCK PURCHASE PLAN.   | Mgmt                         | For                      |
| 04     | TO APPROVE THE MEDTRONIC, INC. 1998 OUTSIDE<br>DIRECTOR STOCK COMPENSATION PLAN (AS AMENDED<br>AND RESTATED).               | Mgmt                         | For                      |

MICROCHIP TECHNOLOGY INCORPORATED

Agen

Security: 595017104  
 Meeting Type: Annual  
 Meeting Date: 15-Aug-2005  
 Ticker: MCHP  
 ISIN:

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 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 RATIFY THE APPOINTMENT OF ERNST<br>& YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL<br>YEAR ENDING MARCH 31, 2006. | Mgmt                                 | For                             |



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MILLIPORE CORPORATION

Agen

Security: 601073109  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2006  
 Ticker: MIL  
 ISIN:

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>ROLF A. CLASSON<br>MARK HOFFMAN<br>JOHN F. RENO<br>KAREN E. WELKE      | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | ADOPTION OF THE AMENDMENTS TO THE MILLIPORE CORPORATION 1999 STOCK INCENTIVE PLAN. | Mgmt                         | For                      |

NCR CORPORATION

Agen

Security: 62886E108  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2006  
 Ticker: NCR  
 ISIN:

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | DIRECTOR<br>WILLIAM R. NUTI<br>JAMES M. RINGLER  | Mgmt<br>Mgmt  | For<br>For    |
| 02     | APPROVAL OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006. | Mgmt          | For           |
| 03     | APPROVAL OF THE NCR MANAGEMENT INCENTIVE PLAN.   | Mgmt          | For           |
| 04     | APPROVAL OF THE NCR STOCK INCENTIVE PLAN.  | Mgmt          | For           |
| 05     | APPROVAL OF THE NCR EMPLOYEE STOCK PURCHASE PLAN.                                      | Mgmt          | For           |

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual

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

Meeting Date: 20-Sep-2005  
 Ticker: NKE  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>JILL K. CONWAY<br>ALAN B. GRAF, JR.<br>JEANNE P. JACKSON   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | PROPOSAL TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES.                       | Mgmt                 | Against           |
| 03     | PROPOSAL TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.                                | Mgmt                 | For               |
| 04     | PROPOSAL TO AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.  | Mgmt                 | For               |
| 05     | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |

NOBLE CORPORATION

Agen

Security: G65422100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2006  
 Ticker: NE  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>JAMES C. DAY<br>JULIE H. EDWARDS<br>MARC E. LELAND                               | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2006.  | Mgmt                 | For               |
| 03     | MEMBER (SHAREHOLDER) PROPOSAL TO SEPARATE THE POSITIONS OF CHAIRMAN/CHIEF EXECUTIVE OFFICER. | Shr                  | For               |

NORDSTROM, INC.

Agen

Security: 655664100  
 Meeting Type: Annual  
 Meeting Date: 23-May-2006

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

Ticker: JWN  
ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>PHYLLIS J. CAMPBELL<br>ENRIQUE HERNANDEZ, JR.<br>JEANNE P. JACKSON<br>ROBERT G. MILLER<br>BLAKE W. NORDSTROM<br>ERIK B. NORDSTROM<br>PETER E. NORDSTROM<br>PHILIP G. SATRE<br>ALISON A. WINTER | 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 AN AMENDMENT TO THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN   | Mgmt   | For   |
| 03     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt   | For   |

ORACLE CORPORATION

Agen

Security: 68389X105  
Meeting Type: Annual  
Meeting Date: 10-Oct-2005  
Ticker: ORCL  
ISIN:

| 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>JOSEPH A. GRUNDFEST<br>H. RAYMOND BINGHAM<br>CHARLES E. PHILLIPS, JR | 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 2006 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, 2006.   | Mgmt   | For   |

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PARKER-HANNIFIN CORPORATION

Agen

Security: 701094104  
 Meeting Type: Annual  
 Meeting Date: 26-Oct-2005  
 Ticker: PH  
 ISIN:

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>WILLIAM E. KASSLING<br>PETER W. LIKINS<br>JOSEPH M. SCAMINACE<br>WOLFGANG R. SCHMITT                         | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FY06. | Mgmt                         | For                      |
| 03     | APPROVAL OF THE PARKER-HANNIFIN CORPORATION PERFORMANCE BONUS PLAN.  | Mgmt                         | For                      |
| 04     | A SHAREHOLDER PROPOSAL TO DECLASSIFY THE ELECTION OF DIRECTORS.  | Shr                          | For                      |

PARTNERRE LTD.

Agen

Security: G6852T105  
 Meeting Type: Annual  
 Meeting Date: 12-May-2006  
 Ticker: PRE  
 ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>ROBERT M. BAYLIS<br>JAN H. HOLLSBOER<br>KEVIN M. TWOMEY   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO RE-APPOINT DELOITTE & TOUCHE, THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS THE COMPANY S INDEPENDENT AUDITORS FOR THE ENSUING PERIOD ENDING WITH THE 2007 ANNUAL GENERAL MEETING AND TO REFER THE DETERMINATION OF AUDITORS REMUNERATION TO THE BOARD OF DIRECTORS. | Mgmt                 | For               |
| 03     | TO CONSIDER AND TAKE ACTION WITH RESPECT TO SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENT  | Mgmt                 | Against           |

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

OR ADJOURNMENTS THEREOF.

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 PAYCHEX, INC. Agen

Security: 704326107  
 Meeting Type: Annual  
 Meeting Date: 12-Oct-2005  
 Ticker: PAYX  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote                                 |
|--------|---|--|---|
| 01     | DIRECTOR<br>B. THOMAS GOLISANO<br>DAVID J. S. FLASCHEN<br>PHILLIP HORSLEY<br>GRANT M. INMAN<br>JONATHAN J. JUDGE<br>J. ROBERT SEBO<br>JOSEPH M. TUCCI | 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     | TO AMEND THE 2002 STOCK INCENTIVE PLAN AND INCREASE THE SHARES AVAILABLE UNDER THE 2002 STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 03     | STOCKHOLDER PROPOSAL TO AMEND BY-LAWS TO ADOPT MAJORITY VOTING OF DIRECTORS.  | Shr  | Against                                       |

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 PEPSICO, INC. Agen

Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2006  
 Ticker: PEP  
 ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>J.F. AKERS<br>R.E. ALLEN<br>D. DUBLON<br>V.J. DZAU<br>R.L. HUNT<br>A. IBARGUEN<br>A.C. MARTINEZ<br>I.K. NOOYI<br>S.S. REINEMUND<br>S.P. ROCKEFELLER<br>J.J. SCHIRO | 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 |

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|    |  |      |         |
|----|--|------|---------|
|    | F.A. THOMAS  | Mgmt | For     |
|    | C.M. TRUDELL   | Mgmt | For     |
|    | D. VASELLA   | Mgmt | For     |
|    | M.D. WHITE   | Mgmt | For     |
| 02 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS                      | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS<br>(PROXY STATEMENT P. 23)  | Shr  | Against |
| 04 | SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS<br>(PROXY STATEMENT P. 24) | Shr  | Against |

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POLO RALPH LAUREN CORPORATION Agen

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Security: 731572103  
Meeting Type: Annual  
Meeting Date: 11-Aug-2005  
Ticker: RL  
ISIN:

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>FRANK A. BENNACK, JR.<br>JOEL L. FLEISHMAN  | Mgmt<br>Mgmt  | For<br>For    |
| 02     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS INDEPENDENT AUDITORS TO SERVE FOR THE<br>FISCAL YEAR ENDING APRIL 1, 2006. | Mgmt          | For           |

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ROCKWELL COLLINS, INC. Agen

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Security: 774341101  
Meeting Type: Annual  
Meeting Date: 07-Feb-2006  
Ticker: COL  
ISIN:

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>A.J. CARBONE<br>C.M. JONES<br>C.L. SHAVERS                              | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | FOR THE SELECTION OF DELOITTE & TOUCHE LLP AS<br>OUR AUDITORS FOR FISCAL YEAR 2006. | Mgmt                 | For               |
| 03     | FOR THE APPROVAL OF THE 2006 LONG-TERM INCENTIVES                                   | Mgmt                 | For               |

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PLAN.

|    |   |      |     |
|----|---|------|-----|
| 04 | FOR THE APPROVAL OF THE 2006 ANNUAL INCENTIVE<br>COMPENSATION PLAN FOR SENIOR EXECUTIVE OFFICERS. | Mgmt | For |
|----|---|------|-----|

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SAFEWAY INC.

Agen

Security: 786514208  
 Meeting Type: Annual  
 Meeting Date: 25-May-2006  
 Ticker: SWY  
 ISIN:

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEVEN A. BURD  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JANET E. GROVE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MOHAN GYANI   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PAUL HAZEN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT I. MACDONNELL  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS J. MACKENZIE  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: REBECCA A. STIRN  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RAYMOND G. VIAULT   | Mgmt          | For           |
| 02     | RE-APPROVAL OF 2001 AMENDED AND RESTATED OPERATING<br>PERFORMANCE BONUS PLAN FOR EXECUTIVE OFFICERS<br>OF SAFEWAY INC.                          | Mgmt          | For           |
| 03     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS THE COMPANY S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006. | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.  | Shr           | For           |
| 05     | STOCKHOLDER PROPOSAL REQUESTING A SEPARATE VOTE<br>ON GOLDEN PAY IN CONNECTION WITH A MERGER.   | Shr           | For           |
| 06     | STOCKHOLDER PROPOSAL REQUESTING THE CREATION<br>OF A FORMAL MECHANISM FOR DIALOGUE BETWEEN<br>INDEPENDENT DIRECTORS AND SHAREHOLDERS.           | Shr           | Against       |
| 07     | STOCKHOLDER PROPOSAL REQUESTING THE LABELING<br>OF GENETICALLY ENGINEERED PRODUCTS.   | Shr           | Against       |
| 08     | STOCKHOLDER PROPOSAL REQUESTING THAT THE COMPANY<br>ISSUE A SUSTAINABILITY REPORT.  | Shr           | Against       |

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 SCIENTIFIC-ATLANTA, INC.

Agen

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 Security: 808655104  
 Meeting Type: Annual  
 Meeting Date: 03-Nov-2005  
 Ticker: SFA  
 ISIN:  
 -----

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>DAVID W. DORMAN<br>WILLIAM E. KASSLING<br>MYLLE H. MANGUM  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2006. | Mgmt                 | For               |
| 03     | RE-APPROVAL OF THE SENIOR OFFICER ANNUAL INCENTIVE PLAN, AS AMENDED.   | Mgmt                 | For               |
| 04     | APPROVAL AND ADOPTION OF THE 2005 EQUITY PLAN FOR NON-EMPLOYEE DIRECTORS.  | Mgmt                 | For               |

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 SCIENTIFIC-ATLANTA, INC.

Agen

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 Security: 808655104  
 Meeting Type: Special  
 Meeting Date: 02-Feb-2006  
 Ticker: SFA  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | THE PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 18, 2005, AMONG CISCO SYSTEMS, INC., A CALIFORNIA CORPORATION, COLUMBUS ACQUISITION CORP., A GEORGIA CORPORATION AND WHOLLY OWNED SUBSIDIARY OF CISCO, AND SCIENTIFIC-ATLANTA, INC., A GEORGIA CORPORATION. | Mgmt          | For           |
| 02     | THE PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE APPROVAL OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.   | Mgmt          | For           |



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-----  
 SEAGATE TECHNOLOGY  
 -----

Agen

Security: G7945J104  
 Meeting Type: Special  
 Meeting Date: 17-May-2006  
 Ticker: STX  
 ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | PROPOSAL TO APPROVE THE ISSUANCE OF SEAGATE COMMON SHARES PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 20, 2005 (AS AMENDED, SUPPLEMENTED OR MODIFIED FROM TIME TO TIME, THE MERGER AGREEMENT ) BY AND AMONG SEAGATE TECHNOLOGY, MD MERGER CORPORATION AND MAXTOR CORPORATION | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE ADJOURNMENT OF THE EXTRAORDINARY GENERAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE EXTRAORDINARY GENERAL MEETING TO APPROVE THE ISSUANCE OF SEAGATE COMMON SHARES IN THE MERGER.         | Mgmt          | For           |

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 SEARS HOLDINGS CORPORATION  
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Agen

Security: 812350106  
 Meeting Type: Annual  
 Meeting Date: 12-Apr-2006  
 Ticker: SHLD  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>DONALD J. CARTY<br>WILLIAM C. CROWLEY<br>ALAN J. LACY<br>EDWARD S. LAMPERT<br>AYLWIN B. LEWIS<br>STEVEN T. MNUCHIN<br>RICHARD C. PERRY<br>ANN N. REESE<br>THOMAS J. TISCH | 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     | APPROVE THE SEARS HOLDINGS CORPORATION 2006 ASSOCIATE STOCK PURCHASE PLAN   | Mgmt   | For  |
| 03     | APPROVE THE SEARS HOLDINGS CORPORATION 2006   | Mgmt   | For  |

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### STOCK PLAN

|    |   |      |     |
|----|---|------|-----|
| 04 | APPROVE THE SEARS HOLDINGS CORPORATION UMBRELLA INCENTIVE PROGRAM   | Mgmt | For |
| 05 | RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2006 | Mgmt | For |

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 SEPRACOR INC.

Agen

Security: 817315104  
 Meeting Type: Annual  
 Meeting Date: 18-May-2006  
 Ticker: SEPR  
 ISIN:

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 01     | DIRECTOR<br>JAMES G. ANDRESS<br>ROBERT J. CRESCI<br>JAMES F. MRAZEK  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO OUR 2000 STOCK INCENTIVE PLAN INCREASING FROM 9,500,000 TO 11,500,000 THE NUMBER OF SHARES OF OUR COMMON STOCK RESERVED FOR ISSUANCE UNDER THE 2000 PLAN.               | Mgmt                 | For               |
| 03     | TO APPROVE AN AMENDMENT TO OUR 1998 EMPLOYEE STOCK PURCHASE PLAN INCREASING FROM 900,000 TO 1,400,000 THE NUMBER OF SHARES OF OUR COMMON STOCK RESERVED FOR ISSUANCE UNDER THE 1998 PURCHASE PLAN. | Mgmt                 | For               |
| 04     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.  | Mgmt                 | For               |

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 SMITHFIELD FOODS, INC.

Agen

Security: 832248108  
 Meeting Type: Annual  
 Meeting Date: 26-Aug-2005  
 Ticker: SFD  
 ISIN:

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

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|    |   |      |         |
|----|---|------|---------|
|    | ROBERT L. BURRUS, JR.   | Mgmt | For     |
|    | CAROL T. CRAWFORD   | Mgmt | For     |
|    | FRANK S. ROYAL, M.D.  | Mgmt | For     |
| 02 | PROPOSAL TO APPROVE THE ADOPTION OF THE SMITHFIELD FOODS, INC. 2005 NON-EMPLOYEE DIRECTORS STOCK INCENTIVE PLAN                       | Mgmt | For     |
| 03 | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING APRIL 30, 2006 | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT  | Shr  | Against |

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STAPLES, INC.

Agen

Security: 855030102  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2006  
 Ticker: SPLS  
 ISIN:

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>BASIL L. ANDERSON<br>ROBERT C. NAKASONE<br>RONALD L. SARGENT<br>STEPHEN F SCHUCKENBROCK   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO STAPLES BY-LAWS PROVIDING FOR THE ANNUAL ELECTION OF DIRECTORS.  | Mgmt                         | For                      |
| 03     | 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                      |
| 04     | TO ACT ON A SHAREHOLDER PROPOSAL ON DIRECTOR ELECTION MAJORITY VOTE STANDARD.   | Shr                          | For                      |

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STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Agen

Security: 85590A203  
 Meeting Type: Annual  
 Meeting Date: 02-May-2006  
 Ticker: HOT  
 ISIN:

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

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|    |  | Type   |   |
|----|--|--|---|
| 01 | DIRECTOR<br>HEYER<br>BARSHEFSKY<br>CHAPUS<br>DUNCAN<br>GALBREATH<br>HIPPEAU<br>QUAZZO<br>RYDER<br>YIH<br>YOUNGBLOOD  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld<br>Withheld<br>For<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld |
| 02 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS THE COMPANY S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2006. | Mgmt   | For   |

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SUPERVALU INC.

Agen

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Security: 868536103  
Meeting Type: Special  
Meeting Date: 30-May-2006  
Ticker: SVU  
ISIN:  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO ISSUE SUPERVALU COMMON STOCK IN CONNECTION<br>WITH THE SUPERVALU MERGER  | Mgmt          | For           |
| 02     | TO ADJOURN THE SUPERVALU SPECIAL MEETING INCLUDING,<br>IF NECESSARY, TO PERMIT FURTHER SOLICITATION<br>OF PROXIES | Mgmt          | For           |

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SUPERVALU INC.

Agen

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Security: 868536103  
Meeting Type: Annual  
Meeting Date: 28-Jun-2006  
Ticker: SVU  
ISIN:  
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| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: IRWIN COHEN    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD E. DALY | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1C | ELECTION OF DIRECTOR: LAWRENCE A. DEL SANTO  | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: SUSAN E. ENGEL   | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: PHILIP L. FRANCIS  | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS | Mgmt | For |

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SWIFT TRANSPORTATION CO., INC. Agen

Security: 870756103  
 Meeting Type: Annual  
 Meeting Date: 23-May-2006  
 Ticker: SWFT  
 ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>ROBERT W. CUNNINGHAM<br>DAVID GOLDMAN<br>SAMUEL C. COWLEY   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2006 | Mgmt                 | For               |

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SYMANTEC CORPORATION Agen

Security: 871503108  
 Meeting Type: Annual  
 Meeting Date: 16-Sep-2005  
 Ticker: SYMC  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>GARY L. BLOOM<br>MICHAEL BROWN<br>WILLIAM T. COLEMAN<br>DAVID L. MAHONEY<br>ROBERT S. MILLER<br>GEORGE REYES<br>DAVID ROUX<br>DANIEL H. SCHULMAN<br>JOHN W. THOMPSON<br>V. PAUL UNRUH | 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 |

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

|    |  |      |     |
|----|--|------|-----|
| 02 | TO RATIFY THE SELECTION OF KPMG LLP AS SYMANTEC<br>S INDEPENDENT AUDITORS FOR THE 2006 FISCAL<br>YEAR. | Mgmt | For |
|----|--|------|-----|

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TELLABS, INC.

Agen

Security: 879664100  
Meeting Type: Annual  
Meeting Date: 27-Apr-2006  
Ticker: TLAB  
ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>BO HEDFORS<br>MICHAEL E. LAVIN<br>JAN H. SUWINSKI | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT<br>AUDITORS. | Mgmt                 | For               |

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TERADYNE, INC.

Agen

Security: 880770102  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: TER  
ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>ALBERT CARNESALE<br>GEORGE W. CHAMILLARD<br>ROY A. VALLEE   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE THE TERADYNE, INC. 2006 EQUITY AND<br>CASH COMPENSATION INCENTIVE PLAN.  | Mgmt                 | For               |
| 03     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT AUDITORS FOR THE FISCAL<br>YEAR ENDING DECEMBER 31, 2006. | Mgmt                 | For               |
| 04     | STOCKHOLDER PROPOSAL ENTITLED DIRECTOR ELECTION<br>MAJORITY VOTE STANDARD PROPOSAL.   | Shr                  | For               |

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

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 TEVA PHARMACEUTICAL INDUSTRIES LIMIT

Agen

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 27-Jul-2005  
 Ticker: TEVA  
 ISIN:

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RECEIVE AND DISCUSS THE COMPANY S CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED STATEMENTS OF INCOME   | Mgmt          | For           |
| 02     | TO APPROVE THE BOARD OF DIRECTORS RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2004  | Mgmt          | For           |
| 03     | TO APPOINT DR. LEORA (RUBIN) MERIDOR AS A STATUTORY INDEPENDENT DIRECTOR FOR AN ADDITIONAL TERM OF THREE YEARS  | Mgmt          | For           |
| 4A     | TO ELECT ELI HURVITZ TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM   | Mgmt          | For           |
| 4B     | TO ELECT RUTH CHESHIN TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM  | Mgmt          | For           |
| 4C     | TO ELECT PROF. MICHAEL SELA TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM  | Mgmt          | For           |
| 4D     | TO ELECT HAROLD SNYDER TO SERVE FOR AN ADDITIONAL THREE-YEAR TERM   | Mgmt          | For           |
| 05     | TO APPROVE THE PURCHASE OF DIRECTOR S AND OFFICER S LIABILITY INSURANCE FOR THE DIRECTORS AND OFFICERS OF THE COMPANY   | Mgmt          | For           |
| 06     | TO APPROVE THE COMPANY S 2005 OMNIBUS LONG-TERM SHARE INCENTIVE PLAN  | Mgmt          | For           |
| 07     | TO APPROVE AN AMENDMENT TO PROVISIONS OF THE COMPANY S ARTICLES RELATING TO THE INDEMNIFICATION OF DIRECTORS AND OFFICERS   | Mgmt          | For           |
| 08     | TO APPROVE AN AMENDMENT TO THE COMPANY S ARTICLES THAT WOULD INCREASE THE REGISTERED SHARE CAPITAL OF THE COMPANY   | Mgmt          | For           |
| 09     | TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND TO DETERMINE THEIR COMPENSATION | Mgmt          | For           |

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 TEVA PHARMACEUTICAL INDUSTRIES LIMIT

Agen

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

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 Security: 881624209  
 Meeting Type: Special  
 Meeting Date: 27-Oct-2005  
 Ticker: TEVA  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO APPROVE THE ISSUANCE OF ORDINARY SHARES OF TEVA, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED JULY 25, 2005, BY AND AMONG IVAX CORPORATION, TEVA AND TWO WHOLLY OWNED SUBSIDIARIES OF TEVA, IVORY ACQUISITION SUB, INC. AND IVORY ACQUISITION SUB II, INC. | Mgmt          | For           |

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 TEVA PHARMACEUTICAL INDUSTRIES LIMIT

Agen

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 Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 04-May-2006  
 Ticker: TEVA  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO RECEIVE AND DISCUSS THE COMPANY S CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2005 AND THE CONSOLIDATED STATEMENTS OF INCOME FOR THE YEAR THEN ENDED. | Mgmt          | For           |
| 02     | TO APPROVE THE BOARD OF DIRECTORS RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2005 BE DECLARED FINAL.                            | Mgmt          | For           |
| 03     | TO APPOINT PROF. GABRIELA SHALEV AS A STATUTORY INDEPENDENT DIRECTOR FOR AN ADDITIONAL TERM OF THREE YEARS.  | Mgmt          | For           |
| 4A     | TO ELECT THE FOLLOWING DIRECTOR TO SERVE FOR A THREE-YEAR TERM: DR. PHILLIP FROST  | Mgmt          | For           |
| 4B     | TO ELECT THE FOLLOWING DIRECTOR TO SERVE FOR A THREE-YEAR TERM: CARLO SALVI  | Mgmt          | For           |
| 4C     | TO ELECT THE FOLLOWING DIRECTOR TO SERVE FOR A THREE-YEAR TERM: DAVID SHAMIR   | Mgmt          | For           |
| 05     | TO APPROVE THE PURCHASE OF DIRECTOR S AND OFFICER S LIABILITY INSURANCE FOR THE DIRECTORS AND OFFICERS OF THE COMPANY.                                     | Mgmt          | Against       |
| 06     | TO APPROVE AN AMENDMENT TO SECTION 60(E) OF THE COMPANY S ARTICLES OF ASSOCIATION.   | Mgmt          | For           |



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

|    |  |      |     |
|----|--|------|-----|
| 07 | TO APPROVE AN INCREASE IN THE REMUNERATION PAID TO THE DIRECTORS OF THE COMPANY (OTHER THAN THE CHAIRMAN OF THE BOARD).  | Mgmt | For |
| 08 | TO APPOINT KESSELMAN & KESSELMAN, AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND DETERMINE THEIR COMPENSATION. | Mgmt | For |

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TEXAS INSTRUMENTS INCORPORATED

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Agen

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2006  
 Ticker: TXN  
 ISIN:

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>J.R. ADAMS<br>D.L. BOREN<br>D.A. CARP<br>C.S. COX<br>T.J. ENGIBOUS<br>G.W. FRONTERHOUSE<br>D.R. GOODE<br>P.H. PATSLEY<br>W.R. SANDERS<br>R.J. SIMMONS<br>R.K. TEMPLETON<br>C.T. 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     | BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.  | Mgmt   | For  |

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THE BOEING COMPANY

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Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 01-May-2006  
 Ticker: BA  
 ISIN:

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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>JOHN H. BIGGS<br>JOHN E. BRYSON | Mgmt<br>Mgmt  | For<br>For    |

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

|    |   |      |         |
|----|---|------|---------|
|    | LINDA Z. COOK   | Mgmt | For     |
|    | WILLIAM M. DALEY  | Mgmt | For     |
|    | KENNETH M. DUBERSTEIN   | Mgmt | For     |
|    | JOHN F. MCDONNELL   | Mgmt | For     |
|    | W. JAMES MCNERNEY, JR.  | Mgmt | For     |
|    | RICHARD D. NANULA   | Mgmt | For     |
|    | ROZANNE L. RIDGWAY  | Mgmt | For     |
|    | MIKE S. ZAFIROVSKI  | Mgmt | For     |
| 02 | ADOPT MANAGEMENT PROPOSAL TO APPROVE THE BOEING COMPANY ELECTED OFFICER ANNUAL INCENTIVE PLAN.  | Mgmt | For     |
| 03 | ADOPT MANAGEMENT PROPOSAL TO APPROVE AMENDMENT OF THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN. | Mgmt | Against |
| 04 | ADOPT MANAGEMENT PROPOSAL TO ELIMINATE CERTAIN SUPERMAJORITY VOTE REQUIREMENTS.                 | Mgmt | For     |
| 05 | ADVISE ON APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS.                         | Mgmt | For     |
| 06 | ADOPT HUMAN RIGHTS POLICIES.  | Shr  | For     |
| 07 | PREPARE A REPORT ON MILITARY CONTRACTS.   | Shr  | Against |
| 08 | PREPARE A REPORT ON CHARITABLE CONTRIBUTIONS.   | Shr  | Against |
| 09 | ADOPT MAJORITY VOTING FOR DIRECTOR ELECTIONS.   | Shr  | For     |
| 10 | REQUIRE AN INDEPENDENT BOARD CHAIRMAN.  | Shr  | For     |

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 THE GILLETTE COMPANY

Agen

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 Security: 375766102  
 Meeting Type: Special  
 Meeting Date: 12-Jul-2005  
 Ticker: G  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 27, 2005, AMONG PROCTER & GAMBLE, AQUARIUM ACQUISITION CORP., A WHOLLY-OWNED SUBSIDIARY OF PROCTER & GAMBLE, AND GILLETTE AND APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT. | Mgmt          | For           |
| 02     | A PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.           | Mgmt          | For           |

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 THE SERVICEMASTER COMPANY

Agen

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 Security: 81760N109  
 Meeting Type: Annual  
 Meeting Date: 05-May-2006  
 Ticker: SVM  
 ISIN:  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>EILEEN A. KAMERICK<br>J. PATRICK SPAINHOUR<br>DAVID K. WESSNER                    | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | APPROVE THE CORPORATE PERFORMANCE PLAN.   | Mgmt                 | For               |
| 03     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS INDEPENDENT AUDITORS.                   | Mgmt                 | For               |
| 04     | SHAREHOLDER PROPOSAL REGARDING ANNUAL ELECTION<br>OF DIRECTORS.                               | Shr                  | For               |
| 05     | SHAREHOLDER PROPOSAL REGARDING REPORT ON DISCONTINUANCE<br>OF THE USE OF LAWNCARE PESTICIDES. | Shr                  | Against           |

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 THE ST. PAUL TRAVELERS COMPANIES, IN

Agen

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 Security: 792860108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2006  
 Ticker: STA  
 ISIN:  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>JOHN H. DASBURG<br>LESLIE B. DISHAROON<br>JANET M. DOLAN<br>KENNETH M. DUBERSTEIN<br>JAY S. FISHMAN<br>LAWRENCE G. GRAEV<br>THOMAS R. HODGSON<br>ROBERT I. LIPP<br>BLYTHE J. MCGARVIE<br>GLEN D. NELSON, MD<br>LAURIE J. THOMSEN | 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 TO RATIFY THE SELECTION OF KPMG LLP   | Mgmt   | For   |

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

AS ST. PAUL TRAVELERS INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM FOR 2006.

|    |  |     |         |
|----|--|-----|---------|
| 03 | SHAREHOLDER PROPOSAL RELATING TO THE VOTE REQUIRED TO ELECT DIRECTORS. | Shr | For     |
| 04 | SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.              | Shr | Against |

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THOMAS & BETTS CORPORATION

Agen

Security: 884315102  
Meeting Type: Annual  
Meeting Date: 03-May-2006  
Ticker: TNB  
ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>E.H. DREW<br>J.K. HAUSWALD<br>D. JERNIGAN<br>R.B. KALICH SR.<br>K.R. MASTERSON<br>D.J. PILEGGI<br>J.P. RICHARD<br>D.D. STEVENS<br>W.H. WALTRIP | 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 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |

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THORATEC CORPORATION

Agen

Security: 885175307  
Meeting Type: Annual  
Meeting Date: 25-May-2006  
Ticker: THOR  
ISIN:

| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>GERHARD F. BURBACH<br>HOWARD E. CHASE<br>J. DANIEL COLE<br>NEIL F. DIMICK<br>D. KEITH GROSSMAN<br>J. DONALD HILL<br>WILLIAM M. HITCHCOCK | 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 |

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

|    |  |      |     |
|----|--|------|-----|
|    | GEORGE W. HOLBROOK, JR.  | Mgmt | For |
|    | DANIEL M. MULVENA  | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR ITS FISCAL YEAR ENDING DECEMBER 30, 2006. | Mgmt | For |
| 03 | APPROVAL OF THE THORATEC CORPORATION 2006 STOCK INCENTIVE PLAN.  | Mgmt | For |

TIME WARNER INC.

Agen

Security: 887317105  
 Meeting Type: Annual  
 Meeting Date: 19-May-2006  
 Ticker: TWX  
 ISIN:

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>JAMES L. BARKSDALE<br>STEPHEN F. BOLLENBACH<br>FRANK J. CAUFIELD<br>ROBERT C. CLARK<br>JESSICA P. EINHORN<br>REUBEN MARK<br>MICHAEL A. MILES<br>KENNETH J. NOVACK<br>RICHARD D. PARSONS<br>FRANCIS T. VINCENT, JR.<br>DEBORAH C. WRIGHT | 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  |
| 03     | APPROVAL OF TIME WARNER INC. 2006 STOCK INCENTIVE PLAN.   | Mgmt   | For  |
| 04     | STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE.  | Shr  | For  |
| 05     | STOCKHOLDER PROPOSAL REGARDING SEPARATION OF ROLES OF CHAIRMAN AND CEO.   | Shr  | Against  |
| 06     | STOCKHOLDER PROPOSAL REGARDING CODE OF VENDOR CONDUCT.  | Shr  | Against  |

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 12-Apr-2006

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

Ticker: UTX  
ISIN:

| 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>FRANK P. POPOFF<br>H. PATRICK SWYGERT<br>ANDRE VILLENEUVE<br>H.A. WAGNER<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<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<br>For |
| 02      | APPOINTMENT OF INDEPENDENT AUDITORS   | Mgmt   | For   |
| 03      | APPROVAL OF AMENDMENT TO UTC S RESTATED CERTIFICATE OF INCORPORATION  | Mgmt   | For   |
| 04      | SHAREOWNER PROPOSAL: DIRECTOR TERM LIMITS   | Shr  | Against   |
| 05      | SHAREOWNER PROPOSAL: FOREIGN MILITARY SALES   | Shr  | Against   |

VEECO INSTRUMENTS INC.

Agen

Security: 922417100  
Meeting Type: Annual  
Meeting Date: 05-May-2006  
Ticker: VECO  
ISIN:

| Prop. # | Proposal   | Proposal Type        | Proposal Vote     |
|---------|--|----------------------|-------------------|
| 01      | DIRECTOR<br>EDWARD H. BRAUN<br>RICHARD A. D'AMORE<br>DOUGLAS A. KINGSLEY   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006. | Mgmt                 | For               |

WEIGHT WATCHERS INTERNATIONAL, INC.

Agen

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

Security: 948626106  
 Meeting Type: Annual  
 Meeting Date: 02-May-2006  
 Ticker: WTW  
 ISIN:

| Prop.# | Proposal  | Proposal Type        | Proposal Vote                 |
|--------|---|----------------------|-------------------------------|
| 01     | DIRECTOR<br>MARSHA JOHNSON EVANS<br>SACHA LAINOVIC<br>CHRISTOPHER J. SOBECKI  | Mgmt<br>Mgmt<br>Mgmt | No vote<br>No vote<br>No vote |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS THE COMPANY S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDING DECEMBER 30, 2006. | Mgmt                 | No vote                       |

WELLPOINT, INC.

Agen

Security: 94973V107  
 Meeting Type: Annual  
 Meeting Date: 16-May-2006  
 Ticker: WLP  
 ISIN:

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>LENOX D. BAKER JR., MD<br>SUSAN B. BAYH<br>LARRY C. GLASSCOCK<br>JULIE A. HILL<br>RAMIRO G. PERU                        | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | TO APPROVE THE PROPOSED WELLPOINT 2006 INCENTIVE<br>COMPENSATION PLAN.  | Mgmt                                 | For                             |
| 03     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE COMPANY FOR 2006. | Mgmt                                 | For                             |

WYETH

Agen

Security: 983024100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2006  
 Ticker: WYE  
 ISIN:

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

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>R. ESSNER<br>J.D. FEERICK<br>F.D. FERGUSSON<br>V.F. GANZI<br>R. LANGER<br>J.P. MASCOTTE<br>M.L. POLAN<br>G.L. ROGERS<br>I.G. SEIDENBERG<br>W.V. SHIPLEY<br>J.R. TORELL III | 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     | RATIFY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt   | For   |
| 03     | ADOPT NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN   | Mgmt   | For   |
| 04     | LIMITING SUPPLY OF PRESCRIPTION DRUGS IN CANADA  | Shr  | For   |
| 05     | DISCLOSURE OF POLITICAL CONTRIBUTIONS  | Shr  | For   |
| 06     | DISCLOSURE OF ANIMAL WELFARE POLICY  | Shr  | For   |
| 07     | ELECTION OF DIRECTORS BY MAJORITY VOTE   | Shr  | For   |
| 08     | SEPARATING ROLES OF CHAIRMAN & CEO   | Shr  | For   |
| 09     | ADOPTION OF SIMPLE MAJORITY VOTE   | Shr  | 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           | 08/28/2006                                 |