

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
Form N-PX
August 10, 2017

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number 811-22467

Kayne Anderson Midstream/Energy Fund, Inc.

(Exact name of registrant as specified in charter)

811 Main Street, 14th Floor Houston, Texas 77002

(Address of principal executive offices) (Zip code)

Michael O'Neil
KA Fund Advisors, LLC

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

(Name and address of agent for service)

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

Date of fiscal year end: November 30

Date of reporting period: July 1, 2016 – June 30, 2017

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Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. PROXY VOTING RECORD.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
 - (b) The exchange ticker symbol of the portfolio security;
 - (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
 - (d) The shareholder meeting date;
 - (e) A brief identification of the matter voted on;
 - (f) Whether the matter was proposed by the issuer or by a security holder;
 - (g) Whether the registrant cast its vote on the matter;
 - (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
 - (i) Whether the registrant cast its vote for or against management.
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Kayne Anderson Midstream/Energy Fund Inc.

Proxy Voting Record

Date of reporting period: July 1, 2016 - June 30, 2017

Issuer	Symbol	CUSIP	Meeting Date	Matter:	(S)hareholder	Vote C
KNOT OFFSHORE PARTNERS LP (KNOP)	KNOP	Y48125101	08/10/16	1	TO ELECT: SIMON BIRD AS A CLASS III DIRECTOR OF KNOT OFFSHORE PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2020 ANNUAL MEETING OF LIMITED PARTNERS.	I YES
					NORWEGIAN TAX RESIDENCY (PROXIES WITH NO SELECTION WILL NOT BE COUNTED). IF THE UNITS BEING VOTED ARE HELD BY A PERSON THAT IS A RESIDENT OF NORWAY FOR PURPOSES OF THE TAX ACT ON INCOME AND WEALTH, PLEASE SELECT "YES." IF THE UNITS BEING VOTED ARE NOT HELD BY A PERSON THAT IS A RESIDENT OF NORWAY FOR PURPOSES OF THE TAX ACT ON INCOME AND WEALTH, PLEASE SELECT "NO." MARK "FOR" = YES OR "AGAINST" = NO.	I YES
GOLAR LNG PARTNERS LP	GMLP	Y2745C102	9/28/16	1	TO ELECT: ALF C. THORKILDSEN AS A CLASS I DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2019 ANNUAL MEETING OF LIMITED PARTNERS.	I YES

GOODRICH PETROLEUM CORPORATION	GDPM	382410AL2	09/21/16	1	THE PLAN: (CLASS 4 SECOND LIEN NOTES CLAIM) SELECT "FOR" TO ACCEPT THE PLAN AND "AGAINST" TO REJECT THE PLAN	I	YES
				2	OPT OUT: OF THE RELEASES IN ARTICLE XII (SELECT "FOR" TO OPT OUT AND "ABSTAIN" IF YOU DO NOT WANT TO OPT OUT)	I	YES
SEMGROUP CORPORATION	SEMG	81663A105	9/29/16	1	TO APPROVE: THE ISSUANCE OF CLASS A COMMON STOCK PURSUANT TO THE TERMS OF THE MERGER AGREEMENT IN CONNECTION WITH THE MERGER.	I	YES
				2	TO APPROVE: THE ADJOURNMENT OF THE SEMGROUP SPECIAL MEETING, FROM TIME TO TIME, IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES.	I	YES
TESORO LOGISTICS LP	TLLP	88160T107	10/4/16	1	TO APPROVE: THE AMENDMENT AND RESTATEMENT OF THE PARTNERSHIP'S 2011 LONG-TERM INCENTIVE PLAN (THE "LTIP PROPOSAL").	I	YES
				2	TO APPROVE:	I	YES

THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE LTIP PROPOSAL (THE "ADJOURNMENT PROPOSAL").

HOEGH LNG PARTNERS LP	HMLP	Y3262R100	10/19/16	1	TO ELECT:	I	YES
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ROBERT SHAW AS A CLASS II DIRECTOR OF HOEGH LNG PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2020 ANNUAL MEETING OF LIMITED PARTNERS.

PLAINS GP HOLDINGS, L.P.	PAGP	72651A108	11/15/16	1	PROPOSAL TO:	I	YES
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APPROVE THE SIMPLIFICATION AGREEMENT, DATED AS OF JULY 11, 2016, BY AND AMONG PLAINS GP HOLDINGS, L.P., PAA GP HOLDINGS LLC, PLAINS AAP, L.P., PLAINS ALL AMERICAN GP LLC, PLAINS ALL AMERICAN PIPELINE, L.P., AND PAA GP LLC, AND THE TRANSACTIONS CONTEMPLATED BY THE SIMPLIFICATION AGREEMENT.

2	PROPOSAL TO:	I	YES
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APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, AT THE DISCRETION OF OUR GENERAL PARTNER, TO

SOLICIT ADDITIONAL
PROXIES TO APPROVE THE
SIMPLIFICATION PROPOSAL.

DYNAGAS LNG PARTNERS LP	DLNG	Y2188B108	11/22/16	1	TO ELECT:	I	YES
					ALEXIOS RODOPOULOS AS A CLASS II DIRECTOR TO SERVE FOR A THREE-YEAR TERM UNTIL THE 2019 ANNUAL MEETING OF LIMITED PARTNERS		
				2	TO APPROVE:	I	YES
					THE APPOINTMENT OF ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS S.A. AS THE PARTNERSHIP'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016		
THE WILLIAMS COMPANIES, INC.	WMB	969457100	11/23/16	1A	ELECTION OF DIRECTOR:	I	YES
					ALAN S. ARMSTRONG		
				1B	ELECTION OF DIRECTOR:	I	YES
					STEPHEN W. BERGSTROM		
				1C	ELECTION OF DIRECTOR:	I	YES
	STEPHEN I. CHAZEN						
				1D	ELECTION OF DIRECTOR:	I	YES
					KATHLEEN B. COOPER		
				1E	ELECTION OF DIRECTOR:	I	YES
					PETER A. RAGAUSS		

				1F	ELECTION OF DIRECTOR: SCOTT D. SHEFFIELD	I	YES
				1G	ELECTION OF DIRECTOR: MURRAY D. SMITH	I	YES
				1H	ELECTION OF DIRECTOR: WILLIAM H. SPENCE	I	YES
				1I	ELECTION OF DIRECTOR: JANICE D. STONEY	I	YES
				2	RATIFICATION: OF ERNST & YOUNG LLP AS AUDITORS FOR 2016.	I	YES
				3	APPROVAL: BY NONBINDING ADVISORY VOTE, OF THE COMPANY'S EXECUTIVE COMPENSATION.	I	YES
SPECTRA ENERGY CORP	SE	847560109	12/15/16	1	TO CONSIDER AND VOTE ON A PROPOSAL: (WHICH WE REFER TO AS THE "MERGER PROPOSAL") TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 5, 2016 (WHICH, AS MAY BE AMENDED, WE REFER TO AS THE "MERGER AGREEMENT"), AMONG SPECTRA ENERGY, ENBRIDGE INC., A CANADIAN CORPORATION (WHICH WE REFER TO AS "ENBRIDGE"), AND SAND MERGER SUB, INC., A DELAWARE CORPORATION AND A DIRECT WHOLLY	I	YES

OWNED SUBSIDIARY OF ENBRIDGE (WHICH WE REFER TO AS "MERGER SUB"), PURSUANT TO WHICH, AMONG OTHER ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

2 TO CONSIDER AND VOTE ON A PROPOSAL: I YES

(WHICH WE REFER TO AS THE "ADVISORY COMPENSATION PROPOSAL") TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, CERTAIN SPECIFIED COMPENSATION THAT WILL OR MAY BE PAID BY SPECTRA ENERGY TO ITS NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER.

ENBRIDGE INC. ENB 29250N105 12/15/16 1 VOTE: I YES

VOTE ON AN ORDINARY RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE BY ENBRIDGE OF SUCH NUMBER OF COMMON SHARES IN THE CAPITAL OF ENBRIDGE AS SHALL BE NECESSARY PURSUANT TO THE TERMS OF THE AGREEMENT AND PLAN OF MERGER DATED AS OF SEPTEMBER 5, 2016 (THE "MERGER AGREEMENT") AMONG ENBRIDGE, SAND MERGER SUB, INC., A DIRECT WHOLLY-OWNED SUBSIDIARY OF ENBRIDGE, AND SPECTRA ENERGY CORP. THE FULL TEXT OF THE RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE OF COMMON SHARES IS SET OUT IN OUR

MANAGEMENT INFORMATION
CIRCULAR FOR OUR SPECIAL
MEETING OF SHAREHOLDERS.

2	VOTE:	I	YES
	ON AN ORDINARY RESOLUTION RATIFYING, CONFIRMING AND APPROVING CERTAIN AMENDMENTS TO GENERAL BY-LAW NO. 1 OF ENBRIDGE, WHICH AMENDMENTS ARE CONDITIONAL UPON THE COMPLETION OF THE MERGER WITH SPECTRA ENERGY CORP, PURSUANT TO THE TERMS OF THE MERGER AGREEMENT. THE FULL TEXT OF THE RESOLUTION APPROVING THE AMENDMENT TO OUR BY-LAWS IS SET OUT IN OUR MANAGEMENT INFORMATION CIRCULAR FOR OUR SPECIAL MEETING OF SHAREHOLDERS.		

MAGELLAN
MIDSTREAM
PARTNERS, L.P.

MMP	559080106	4/20/17	1	ELECTION OF DIRECTOR:		
				LORI A. GOBILLOT	I	YES
				EDWARD J. GUAY	I	YES
				MICHAEL N. MEARS	I	YES
				JAMES R. MONTAGUE	I	YES
			2	ADVISORY RESOLUTION: TO APPROVE EXECUTIVE COMPENSATION	I	YES
			3	ADVISORY RESOLUTION: TO APPROVE EXECUTIVE COMPENSATION VOTE	I	YES

FREQUENCY

4 RATIFICATION OF: I YES
 APPOINTMENT OF
 INDEPENDENT AUDITOR

GASLOG PARTNERS LP GLOP Y2687W108 5/4/17 1 TO ELECT: I YES
 PAMELA M. GIBSON AS A
 CLASS II DIRECTOR TO SERVE
 FOR A THREE-YEAR TERM
 UNTIL THE 2020 ANNUAL
 MEETING OR UNTIL HER
 SUCCESSOR HAS BEEN
 ELECTED OR APPOINTED.

2 TO RATIFY: I YES
 THE APPOINTMENT OF
 DELOITTE LLP AS OUR
 INDEPENDENT AUDITORS FOR
 THE FISCAL YEAR ENDING
 DECEMBER 31, 2017.

ENERGY TRANSFER PARTNERS, L.P. ETP 29273R109 4/26/17 1 TO CONSIDER AND VOTE: I ABST
 ON A PROPOSAL TO ADOPT
 THE AGREEMENT AND PLAN
 OF MERGER, DATED AS OF
 NOVEMBER 20, 2016, AS
 AMENDED BY AMENDMENT
 NO. 1 THERETO, DATED AS OF
 DECEMBER 16, 2016, BY AND
 AMONG SUNOCO LOGISTICS
 PARTNERS L.P. ("SLX"),
 SUNOCO PARTNERS LLC, THE
 GENERAL PARTNER OF SXL,
 SXL ACQUISITION SUB ... (DUE
 TO SPACE LIMITS, SEE PROXY
 STATEMENT FOR FULL
 PROPOSAL)

2 TO CONSIDER AND VOTE: I ABST
 ON A PROPOSAL TO APPROVE
 THE ADJOURNMENT OF THE
 SPECIAL MEETING, IF
 NECESSARY, TO SOLICIT
 ADDITIONAL PROXIES IF
 THERE ARE NOT SUFFICIENT
 VOTES TO ADOPT THE
 AGREEMENT AND PLAN OF
 MERGER, AS AMENDED, AND
 THE TRANSACTIONS
 CONTEMPLATED THERE BY
 AT THE TIME OF THE SPECIAL
 MEETING.

3 TO CONSIDER AND VOTE: I ABST
 ON A PROPOSAL TO APPROVE,
 ON AN ADVISORY
 (NON-BINDING) BASIS, THE
 PAYMENTS THAT WILL OR
 MAY BE PAID BY ETP TO ITS
 NAMED EXECUTIVE OFFICERS
 IN CONNECTION WITH THE
 MERGER.

TRANSCANADA
 CORPORATION

TRP 89353D107 05/05/17 1

DIRECTOR:

KEVIN E. BENSON	I	YES
DEREK H. BURNEY	I	YES
STÉPHAN CRÉTIER	I	YES
RUSSELL K. GIRLING	I	YES
S. BARRY JACKSON	I	YES
JOHN E. LOWE	I	YES
PAULA ROSPUT REYNOLDS	I	YES
MARY PAT SALOMONE	I	YES
INDIRA V. SAMARASEKERA	I	YES
D. MICHAEL G. STEWART	I	YES
SIIM A. VANASELJA	I	YES
RICHARD E. WAUGH	I	YES

2	RESOLUTION TO: APPOINT KPMG LLP, CHARTERED PROFESSIONAL ACCOUNTANTS AS AUDITORS AND AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION.	I	YES
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3	RESOLUTION TO: ACCEPT TRANSCANADA'S APPROACH TO EXECUTIVE COMPENSATION, AS DESCRIBED IN THE MANAGEMENT INFORMATION CIRCULAR.	I	YES
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KINDER MORGAN,
INC. KMI 49456B101 5/10/17

ELECTION OF DIRECTOR:

1A	RICHARD D. KINDER	I	YES
1B	STEVEN J. KEAN	I	YES
1C	KIMBERLY A. DANG	I	YES
1D	TED A. GARDNER	I	YES
1E	ANTHONY W. HALL, JR.	I	YES
1F	GARY L. HULTQUIST	I	YES
1G	RONALD L. KUEHN, JR.	I	YES
1H	DEBORAH A. MACDONALD	I	YES
1I	MICHAEL C. MORGAN	I	YES
1J	ARTHUR C. REICHSTETTER	I	YES
1K	FAYEZ SAROFIM	I	YES
1L	C. PARK SHAPER	I	YES
1M	WILLIAM A. SMITH	I	YES
1N	JOEL V. STAFF	I	YES
1O	ROBERT F. VAGT	I	YES
1P	PERRY M. WAUGHTAL	I	YES

2	RATIFICATION OF: THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	I	YES
3	STOCKHOLDER PROPOSAL: RELATING TO A PROXY ACCESS BYLAW	S	YES
4	STOCKHOLDER PROPOSAL: RELATING TO A REPORT ON METHANE EMISSIONS	S	YES
5	STOCKHOLDER PROPOSAL: RELATING TO AN ANNUAL SUSTAINABILITY REPORT	S	YES
6	STOCKHOLDER PROPOSAL: RELATING TO AN ASSESSMENT OF THE MEDIUM- AND LONG-TERM PORTFOLIO IMPACTS OF TECHNOLOGICAL ADVANCES AND GLOBAL CLIMATE CHANGE POLICIES	S	YES

MACQUARIE INFRASTRUCTURE CORPORATION	MIC	55608B105	05/17/17	1	ELECTION OF DIRECTOR:		
					NORMAN H. BROWN, JR.	I	YES
					GEORGE W. CARMANY, III	I	YES
					RONALD KIRK	I	YES
					H.E. (JACK) LENTZ	I	YES
					OUMA SANANIKONE	I	YES

				2	THE RATIFICATION OF: THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017	I	YES
				3	THE APPROVAL: ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	I	YES
				4	THE APPROVAL: ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	I	YES
ENBRIDGE INC.	ENB	29250N105	05/11/17	1	DIRECTOR: PAMELA L. CARTER CLARENCE P. CAZALOT,JR. MARCEL R. COUTU GREGORY L. EBEL J. HERB ENGLAND CHARLES W. FISCHER V.M. KEMPSTON DARKES MICHAEL MCSHANE AL MONACO MICHAEL E.J. PHELPS REBECCA B. ROBERTS DAN C. TUTCHER CATHERINE L. WILLIAMS	I	YES
				2	APPOINT: PRICEWATERHOUSECOOPERS LLP AS AUDITORS.	I	YES

3	AMEND: CONTINUE AND APPROVE OUR SHAREHOLDER RIGHTS PLAN.	I	YES
4	VOTE ON: OUR APPROACH TO EXECUTIVE COMPENSATION. WHILE THIS VOTE IS NON-BINDING, IT GIVES SHAREHOLDERS AN OPPORTUNITY TO PROVIDE IMPORTANT INPUT TO OUR BOARD.	I	YES
5	VOTE ON: THE SHAREHOLDER PROPOSAL SET OUT IN APPENDIX B TO OUR MANAGEMENT INFORMATION CIRCULAR DATED MARCH 13, 2017 REGARDING REPORTING ON THE DUE DILIGENCE PROCESS USED BY ENBRIDGE TO IDENTIFY AND ADDRESS SOCIAL AND ENVIRONMENTAL RISKS WHEN REVIEWING POTENTIAL ACQUISITIONS.	S	YES

THE WILLIAMS
COMPANIES, INC.

WMB 969457100 05/18/17

ELECTION OF DIRECTOR:

1A	ALAN S. ARMSTRONG	I	YES
1B	STEPHEN W. BERGSTROM	I	YES
1C	STEPHEN I. CHAZEN	I	YES
1D	CHARLES I. COGUT	I	YES
1E	KATHLEEN B. COOPER	I	YES
1F	MICHAEL A. CREEL	I	YES
1G	PETER A. RAGAUSS	I	YES

				1H	SCOTT D. SHEFFIELD	I	YES
				1I	MURRAY D. SMITH	I	YES
				1J	WILLIAM H. SPENCE	I	YES
				1K	JANICE D. STONEY	I	YES
				2	RATIFICATION OF: ERNST & YOUNG LLP AS AUDITORS FOR 2017.	I	YES
				3	APPROVAL BY: NONBINDING ADVISORY VOTE, OF THE COMPANY'S EXECUTIVE COMPENSATION	I	YES
				4	AN ADVISORY VOTE ON: THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	I	YES
TARGA RESOURCES CORP.	TRGP	87612G101	05/22/17	1A	ELECTION OF DIRECTOR: CHARLES R. CRISP	I	YES
				1B	ELECTION OF DIRECTOR: LAURA C. FULTON	I	YES
				1C	ELECTION OF DIRECTOR: MICHAEL A. HEIM	I	YES
				1D	ELECTION OF DIRECTOR: JAMES. W. WHALEN	I	YES
				2	RATIFICATION OF: SELECTION OF INDEPENDENT	I	YES

ACCOUNTANTS

				3	ADVISORY VOTE: ON EXECUTIVE COMPENSATION	I	YES
				4	ADVISORY VOTE: ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	I	YES
				5	ADOPTION OF: THE AMENDED AND RESTATE TARGA RESOURCES CORP. 2010 STOCK INCENTIVE PLAN	I	YES
				6	ISSUANCE OF: SHARES OF COMMON STOCK UPON CONVERSION OF SERIES A PREFERRED STOCK AND EXERCISE OF WARRANTS	I	YES
ONEOK, INC.	OKE	682680103	05/24/17	1A	ELECTION OF DIRECTOR: BRIAN L. DERKSEN	I	YES
				1B	ELECTION OF DIRECTOR: JULIE H. EDWARDS	I	YES
				1C	ELECTION OF DIRECTOR: JOHN W. GIBSON	I	YES
				1D	ELECTION OF DIRECTOR: RANDALL J. LARSON	I	YES

1E	ELECTION OF DIRECTOR: STEVEN J. MALCOLM	I	YES
1F	ELECTION OF DIRECTOR: KEVIN S. MCCARTHY	I	YES
1G	ELECTION OF DIRECTOR: JIM W. MOGG	I	YES
1H	ELECTION OF DIRECTOR: PATTYE L. MOORE	I	YES
1I	ELECTION OF DIRECTOR: GARY D. PARKER	I	YES
1J	ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ	I	YES
1K	ELECTION OF DIRECTOR: TERRY K. SPENCER	I	YES
2	RATIFICATION OF: THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS ONEOK, INC.'S INDEPENDENT AUDITOR FOR YEAR ENDING DEC 31 2017.	I	YES
3	AN ADVISORY VOTE: TO APPROVE ONEOK, INC.'S EXECUTIVE COMPENSATION.	I	YES
4	AN ADVISORY VOTE:	I	YES

ON THE FREQUENCY OF
HOLDING THE ADVISORY
SHAREHOLDER VOTE ON
ONEOK'S EXECUTIVE
COMPENSATION.

SEMGROUP
CORPORATION

SEMG 81663A105 05/17/17 1

DIRECTOR:

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

2 TO APPROVE: I YES

ON A NON-BINDING
ADVISORY BASIS, THE
COMPENSATION OF THE
COMPANY'S NAMED
EXECUTIVE OFFICERS.

3 TO SELECT: I YES

ON A NON-BINDING
ADVISORY BASIS, THE
FREQUENCY OF FUTURE
STOCKHOLDER ADVISORY
VOTES ON THE
COMPENSATION OF THE
COMPANY'S NAMED
EXECUTIVE OFFICERS.

4 RATIFICATION OF: I YES

GRANT THORNTON LLP AS
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR 2017.

				5	TO APPROVE:	I	YES
					AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE 4,000,000 SHARES OF PREFERRED STOCK.		
BUCKEYE PARTNERS, L.P.	BLP	118230101	06/06/17	1	DIRECTOR:	I	YES
					BARBARA J. DUGANIER JOSEPH A. LASALA, JR LARRY C. PAYNE MARTIN A. WHITE		
				2	THE APPROVAL OF:	I	YES
					THE AMENDMENTS TO THE BUCKEYE PARTNERS, L.P. 2013 LONG-TERM INCENTIVE PLAN, AS DESCRIBED IN OUR PROXY STATEMENT.		
				3	THE RATIFICATION OF:	I	YES
					THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2017.		
				4	THE APPROVAL:	I	YES
					IN AN ADVISORY VOTE, OF THE COMPENSATION OF BUCKEYE'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN OUR PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K.		
				5	THE VOTE:	I	YES

ON AN ADVISORY BASIS, ON
THE FREQUENCY OF THE
ADVISORY VOTE ON THE
COMPENSATION OF THE
NAMED EXECUTIVE
OFFICERS.