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ZWEIG TOTAL RETURN FUND INC
Form N-PX
August 22, 2013

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: 811-05620

THE ZWEIG TOTAL RETURN FUND, INC.

(exact name of registrant as specified in charter)

101 Munson Street, Greenfield, MA 01301

(Address of principal executive offices)

William Renahan, Esq., Virtus Investment Partners, Inc. 100 Pearl Street,
Hartford, CT 06103

(Name and Address of agent for service)

Registrant's telephone number, including area code: 800-243-1574

Date of Fiscal Year End: 12/31

Date of Reporting Period: 07/01/2012 - 06/30/2013

***** FORM N-Px REPORT *****

ICA File Number: 811-05620
Reporting Period: 07/01/2012 - 06/30/2013
Zweig Total Return Fund Inc

===== Zweig Total Return Fund, Inc =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
Meeting Date: APR 26, 2013 Meeting Type: Annual

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Record Date: FEB 27, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Robert J. Alpern | For | For | Management |
| 1.2 | Elect Director Roxanne S. Austin | For | For | Management |
| 1.3 | Elect Director Sally E. Blount | For | For | Management |
| 1.4 | Elect Director W. James Farrell | For | For | Management |
| 1.5 | Elect Director Edward M. Liddy | For | For | Management |
| 1.6 | Elect Director Nancy McKinstry | For | For | Management |
| 1.7 | Elect Director Phebe N. Novakovic | For | For | Management |
| 1.8 | Elect Director William A. Osborn | For | For | Management |
| 1.9 | Elect Director Samuel C. Scott, III | For | For | Management |
| 1.10 | Elect Director Glenn F. Tilton | For | For | Management |
| 1.11 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Label and Eliminate GMO Ingredients in Products | Against | Against | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | Against | Shareholder |
| 7 | Stock Retention/Holding Period | Against | For | Shareholder |
| 8 | Cease Compliance Adjustments to Performance Criteria | Against | For | Shareholder |
| 9 | Pro-rata Vesting of Equity Awards | Against | For | Shareholder |

ABBVIE INC.

Ticker: ABBV Security ID: 00287Y109
 Meeting Date: MAY 06, 2013 Meeting Type: Annual
 Record Date: MAR 08, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director William H.L. Burnside | For | For | Management |
| 1.2 | Elect Director Edward J. Rapp | For | For | Management |
| 1.3 | Elect Director Roy S. Roberts | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 5 | Approve Omnibus Stock Plan | For | For | Management |

AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102
 Meeting Date: MAY 06, 2013 Meeting Type: Annual
 Record Date: FEB 27, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director Daniel P. Amos | For | For | Management |
| 1b | Elect Director John Shelby Amos, II | For | For | Management |
| 1c | Elect Director Paul S. Amos, II | For | For | Management |
| 1d | Elect Director W. Paul Bowers | For | For | Management |
| 1e | Elect Director Kriss Cloninger, III | For | For | Management |
| 1f | Elect Director Elizabeth J. Hudson | For | For | Management |
| 1g | Elect Director Douglas W. Johnson | For | For | Management |

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| | | | | |
|----|--|-----|-----|------------|
| 1h | Elect Director Robert B. Johnson | For | For | Management |
| 1i | Elect Director Charles B. Knapp | For | For | Management |
| 1j | Elect Director E. Stephen Purdom | For | For | Management |
| 1k | Elect Director Barbara K. Rimer | For | For | Management |
| 1l | Elect Director Melvin T. Stith | For | For | Management |
| 1m | Elect Director David Gary Thompson | For | For | Management |
| 1n | Elect Director Takuro Yoshida | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109
 Meeting Date: MAY 21, 2013 Meeting Type: Annual
 Record Date: MAR 22, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director William S. Ayer | For | For | Management |
| 1.2 | Elect Director Patricia M. Bedient | For | For | Management |
| 1.3 | Elect Director Marion C. Blakey | For | For | Management |
| 1.4 | Elect Director Phyllis J. Campbell | For | For | Management |
| 1.5 | Elect Director Jessie J. Knight, Jr. | For | For | Management |
| 1.6 | Elect Director R. Marc Langland | For | For | Management |
| 1.7 | Elect Director Dennis F. Madsen | For | For | Management |
| 1.8 | Elect Director Byron I. Mallott | For | For | Management |
| 1.9 | Elect Director J. Kenneth Thompson | For | For | Management |
| 1.10 | Elect Director Bradley D. Tilden | For | For | Management |
| 1.11 | Elect Director Eric K. Yeaman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Pro-rata Vesting of Equity Awards | Against | For | Shareholder |

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: MAY 16, 2013 Meeting Type: Annual
 Record Date: MAR 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Gerald L. Baliles | For | For | Management |
| 1.2 | Elect Director Martin J. Barrington | For | For | Management |
| 1.3 | Elect Director John T. Casteen, III | For | For | Management |
| 1.4 | Elect Director Dinyar S. Devitre | For | For | Management |
| 1.5 | Elect Director Thomas F. Farrell, II | For | For | Management |
| 1.6 | Elect Director Thomas W. Jones | For | For | Management |
| 1.7 | Elect Director Debra J. Kelly-Ennis | For | For | Management |
| 1.8 | Elect Director W. Leo Kiely, III | For | For | Management |
| 1.9 | Elect Director Kathryn B. McQuade | For | For | Management |
| 1.10 | Elect Director George Munoz | For | For | Management |
| 1.11 | Elect Director Nabil Y. Sakkab | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

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AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: APR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Jeffrey P. Bezos | For | For | Management |
| 1b | Elect Director Tom A. Alberg | For | For | Management |
| 1c | Elect Director John Seely Brown | For | For | Management |
| 1d | Elect Director William B. Gordon | For | For | Management |
| 1e | Elect Director Jamie S. Gorelick | For | For | Management |
| 1f | Elect Director Alain Monie | For | For | Management |
| 1g | Elect Director Jonathan J. Rubinstein | For | For | Management |
| 1h | Elect Director Thomas O. Ryder | For | For | Management |
| 1i | Elect Director Patricia Q. Stonesifer | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Political Contributions | Against | For | Shareholder |

APPLE INC.

Ticker: AAPL Security ID: 037833100
 Meeting Date: FEB 27, 2013 Meeting Type: Annual
 Record Date: JAN 02, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William Campbell | For | For | Management |
| 1.2 | Elect Director Timothy Cook | For | For | Management |
| 1.3 | Elect Director Millard Drexler | For | For | Management |
| 1.4 | Elect Director Al Gore | For | For | Management |
| 1.5 | Elect Director Robert Iger | For | For | Management |
| 1.6 | Elect Director Andrea Jung | For | For | Management |
| 1.7 | Elect Director Arthur Levinson | For | For | Management |
| 1.8 | Elect Director Ronald Sugar | For | For | Management |
| 2 | Amend Articles of Incorporation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |
| 6 | Establish Board Committee on Human Rights | Against | Against | Shareholder |

AT&T INC.

Ticker: T Security ID: 00206R102
 Meeting Date: APR 26, 2013 Meeting Type: Annual
 Record Date: FEB 27, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Randall L. Stephenson | For | For | Management |
| 1.2 | Elect Director Gilbert F. Amelio | For | For | Management |
| 1.3 | Elect Director Reuben V. Anderson | For | For | Management |

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|------|--|---------|---------|-------------|
| 1.4 | Elect Director James H. Blanchard | For | For | Management |
| 1.5 | Elect Director Jaime Chico Pardo | For | For | Management |
| 1.6 | Elect Director Scott T. Ford | For | For | Management |
| 1.7 | Elect Director James P. Kelly | For | For | Management |
| 1.8 | Elect Director Jon C. Madonna | For | For | Management |
| 1.9 | Elect Director Michael B. McCallister | For | For | Management |
| 1.10 | Elect Director John B. McCoy | For | For | Management |
| 1.11 | Elect Director Joyce M. Roche | For | For | Management |
| 1.12 | Elect Director Matthew K. Rose | For | For | Management |
| 1.13 | Elect Director Laura D'Andrea Tyson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Stock Purchase and Deferral Plan | For | For | Management |
| 5 | Report on Political Contributions | Against | For | Shareholder |
| 6 | Report on Reducing Lead Battery Health Hazards | Against | For | Shareholder |
| 7 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | Against | Shareholder |

AUTOZONE, INC.

Ticker: AZO Security ID: 053332102
 Meeting Date: DEC 12, 2012 Meeting Type: Annual
 Record Date: OCT 15, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Sue E. Gove | For | For | Management |
| 1.2 | Elect Director Earl G. Graves, Jr. | For | For | Management |
| 1.3 | Elect Director Enderson Guimaraes | For | For | Management |
| 1.4 | Elect Director J. R. Hyde, III | For | For | Management |
| 1.5 | Elect Director W. Andrew McKenna | For | For | Management |
| 1.6 | Elect Director George R. Mrkonic, Jr. | For | For | Management |
| 1.7 | Elect Director Luis P. Nieto | For | For | Management |
| 1.8 | Elect Director William C. Rhodes, III | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

BB&T CORPORATION

Ticker: BBT Security ID: 054937107
 Meeting Date: APR 23, 2013 Meeting Type: Special
 Record Date: MAR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Amend Articles of Incorporation of BB&T to Change the Payment Dates of its Preferred Stock Dividends to Conform with the Payment Date of its Common Stock Dividends and Conform Preferred Stock Record Dates | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

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BB&T CORPORATION

Ticker: BBT Security ID: 054937107
 Meeting Date: APR 23, 2013 Meeting Type: Annual
 Record Date: FEB 20, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director John A. Allison, IV | For | For | Management |
| 1.2 | Elect Director Jennifer S. Banner | For | For | Management |
| 1.3 | Elect Director K. David Boyer, Jr. | For | For | Management |
| 1.4 | Elect Director Anna R. Cablik | For | For | Management |
| 1.5 | Elect Director Ronald E. Deal | For | For | Management |
| 1.6 | Elect Director James A. Faulkner | For | For | Management |
| 1.7 | Elect Director I. Patricia Henry | For | For | Management |
| 1.8 | Elect Director John P. Howe, III | For | For | Management |
| 1.9 | Elect Director Eric C. Kendrick | For | For | Management |
| 1.10 | Elect Director Kelly S. King | For | For | Management |
| 1.11 | Elect Director Louis B. Lynn | For | For | Management |
| 1.12 | Elect Director Edward C. Milligan | For | Withhold | Management |
| 1.13 | Elect Director Charles A. Patton | For | For | Management |
| 1.14 | Elect Director Nido R. Qubein | For | For | Management |
| 1.15 | Elect Director Tollie W. Rich, Jr. | For | For | Management |
| 1.16 | Elect Director Thomas E. Skains | For | For | Management |
| 1.17 | Elect Director Thomas N. Thompson | For | For | Management |
| 1.18 | Elect Director Edwin H. Welch | For | For | Management |
| 1.19 | Elect Director Stephen T. Williams | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Political Contributions and Lobbying Expenditures | Against | For | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103
 Meeting Date: JUN 12, 2013 Meeting Type: Annual
 Record Date: APR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Caroline D. Dorsa | For | For | Management |
| 1.2 | Elect Director Stelios Papadopoulos | For | For | Management |
| 1.3 | Elect Director George A. Scangos | For | For | Management |
| 1.4 | Elect Director Lynn Schenk | For | For | Management |
| 1.5 | Elect Director Alexander J. Denner | For | For | Management |
| 1.6 | Elect Director Nancy L. Leaming | For | For | Management |
| 1.7 | Elect Director Richard C. Mulligan | For | For | Management |
| 1.8 | Elect Director Robert W. Pangia | For | For | Management |
| 1.9 | Elect Director Brian S. Posner | For | For | Management |
| 1.10 | Elect Director Eric K. Rowinsky | For | For | Management |
| 1.11 | Elect Director Stephen A. Sherwin | For | For | Management |
| 1.12 | Elect Director William D. Young | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Executive Incentive Bonus Plan | For | For | Management |

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|---|--------------------------------|---------|-----|-------------|
| 5 | Amend Omnibus Stock Plan | For | For | Management |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |

BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101
 Meeting Date: MAY 30, 2013 Meeting Type: Annual
 Record Date: APR 03, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1a | Elect Director Abdlatif Yousef Al-Hamad | For | For | Management |
| 1b | Elect Director Mathis Cabiallavetta | For | For | Management |
| 1c | Elect Director Dennis D. Dammerman | For | For | Management |
| 1d | Elect Director Jessica P. Einhorn | For | For | Management |
| 1e | Elect Director Fabrizio Freda | For | For | Management |
| 1f | Elect Director David H. Komansky | For | For | Management |
| 1g | Elect Director James E. Rohr | For | For | Management |
| 1h | Elect Director Susan L. Wagner | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

BUCKEYE PARTNERS, L.P.

Ticker: BPL Security ID: 118230101
 Meeting Date: JUN 04, 2013 Meeting Type: Annual
 Record Date: APR 08, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Oliver G. Richard, III | For | For | Management |
| 1.2 | Elect Director Clark C. Smith | For | For | Management |
| 1.3 | Elect Director Frank S. Sowinski | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

C.H. ROBINSON WORLDWIDE, INC.

Ticker: CHRW Security ID: 12541W209
 Meeting Date: MAY 09, 2013 Meeting Type: Annual
 Record Date: MAR 11, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1a | Elect Director Scott P. Anderson | For | For | Management |
| 1b | Elect Director Mary J. Steele Guilfoile | For | For | Management |
| 1c | Elect Director Jodee A. Kozlak | For | For | Management |
| 1d | Elect Director ReBecca Koenig Roloff | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

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CAMPBELL SOUP COMPANY

Ticker: CPB Security ID: 134429109
 Meeting Date: NOV 14, 2012 Meeting Type: Annual
 Record Date: SEP 17, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Edmund M. Carpenter | For | For | Management |
| 1.2 | Elect Director Paul R. Charron | For | For | Management |
| 1.3 | Elect Director Bennett Dorrance | For | For | Management |
| 1.4 | Elect Director Lawrence C. Karlson | For | For | Management |
| 1.5 | Elect Director Randall W. Larrimore | For | For | Management |
| 1.6 | Elect Director Mary Alice Dorrance Malone | For | For | Management |
| 1.7 | Elect Director Sara Mathew | For | For | Management |
| 1.8 | Elect Director Denise M. Morrison | For | For | Management |
| 1.9 | Elect Director Charles R. Perrin | For | For | Management |
| 1.10 | Elect Director A. Barry Rand | For | For | Management |
| 1.11 | Elect Director Nick Shreiber | For | For | Management |
| 1.12 | Elect Director Tracey T. Travis | For | For | Management |
| 1.13 | Elect Director Archbold D. van Beuren | For | For | Management |
| 1.14 | Elect Director Les C. Vinney | For | For | Management |
| 1.15 | Elect Director Charlotte C. Weber | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

CATERPILLAR INC.

Ticker: CAT Security ID: 149123101
 Meeting Date: JUN 12, 2013 Meeting Type: Annual
 Record Date: APR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director David L. Calhoun | For | For | Management |
| 1.2 | Elect Director Daniel M. Dickinson | For | For | Management |
| 1.3 | Elect Director Juan Gallardo | For | For | Management |
| 1.4 | Elect Director David R. Goode | For | For | Management |
| 1.5 | Elect Director Jesse J. Greene, Jr. | For | For | Management |
| 1.6 | Elect Director Jon M. Huntsman, Jr. | For | For | Management |
| 1.7 | Elect Director Peter A. Magowan | For | For | Management |
| 1.8 | Elect Director Dennis A. Muilenburg | For | For | Management |
| 1.9 | Elect Director Douglas R. Oberhelman | For | For | Management |
| 1.10 | Elect Director William A. Osborn | For | For | Management |
| 1.11 | Elect Director Charles D. Powell | For | For | Management |
| 1.12 | Elect Director Edward B. Rust, Jr. | For | For | Management |
| 1.13 | Elect Director Susan C. Schwab | For | For | Management |
| 1.14 | Elect Director Joshua I. Smith | For | For | Management |
| 1.15 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 5 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |
| 7 | Include Sustainability as a Performance Measure for Senior | Against | Against | Shareholder |

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|---|---|---------|---------|-------------|
| | Executive Compensation | | | |
| 8 | Review and Assess Human Rights Policies | Against | For | Shareholder |
| 9 | Prohibit Sales to the Government of Sudan | Against | Against | Shareholder |

CENTURYLINK, INC.

Ticker: CTL Security ID: 156700106
 Meeting Date: MAY 22, 2013 Meeting Type: Annual
 Record Date: APR 03, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director W. Bruce Hanks | For | For | Management |
| 1.2 | Elect Director C. G. Melville, Jr. | For | For | Management |
| 1.3 | Elect Director Fred R. Nichols | For | For | Management |
| 1.4 | Elect Director William A. Owens | For | For | Management |
| 1.5 | Elect Director Harvey P. Perry | For | For | Management |
| 1.6 | Elect Director Glen F. Post, III | For | For | Management |
| 1.7 | Elect Director Laurie A. Siegel | For | For | Management |
| 1.8 | Elect Director Joseph R. Zimmel | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4a | Share Retention Policy | Against | For | Shareholder |
| 4b | Adopt Policy on Bonus Banking | Against | For | Shareholder |
| 4c | Proxy Access | Against | For | Shareholder |
| 4d | Provide for Confidential Voting | Against | For | Shareholder |

CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100
 Meeting Date: MAY 14, 2013 Meeting Type: Annual
 Record Date: MAR 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Declassify the Board of Directors | For | For | Management |
| 2a | Elect Director Robert C. Arzbaecher | For | For | Management |
| 2b | Elect Director Stephen J. Hagge | For | For | Management |
| 2c | Elect Director Edward A. Schmitt | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |
| 6 | Adopt Policy and Report on Board Diversity | Against | For | Shareholder |
| 7 | Report on Political Contributions | Against | For | Shareholder |
| 8 | Report on Sustainability | Against | For | Shareholder |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 29, 2013 Meeting Type: Annual
 Record Date: APR 03, 2013

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Linnet F. Deily | For | For | Management |
| 1b | Elect Director Robert E. Denham | For | For | Management |
| 1c | Elect Director Alice P. Gast | For | For | Management |
| 1d | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1e | Elect Director George L. Kirkland | For | For | Management |
| 1f | Elect Director Charles W. Moorman, IV | For | For | Management |
| 1g | Elect Director Kevin W. Sharer | For | For | Management |
| 1h | Elect Director John G. Stumpf | For | For | Management |
| 1i | Elect Director Ronald D. Sugar | For | For | Management |
| 1j | Elect Director Carl Ware | For | For | Management |
| 1k | Elect Director John S. Watson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Report on Management of Hydraulic Fracturing Risks and Opportunities | Against | For | Shareholder |
| 6 | Report on Offshore Oil Wells and Spill Mitigation Measures | Against | Against | Shareholder |
| 7 | Report on Financial Risks of Climate Change | Against | Against | Shareholder |
| 8 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 9 | Prohibit Political Contributions | Against | Against | Shareholder |
| 10 | Provide for Cumulative Voting | Against | For | Shareholder |
| 11 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 12 | Require Director Nominee with Environmental Expertise | Against | For | Shareholder |
| 13 | Adopt Guidelines for Country Selection | Against | For | Shareholder |

CITRIX SYSTEMS, INC.

Ticker: CTXS Security ID: 177376100
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: APR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Mark B. Templeton | For | For | Management |
| 1b | Elect Director Stephen M. Dow | For | For | Management |
| 1c | Elect Director Godfrey R. Sullivan | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Declassify the Board of Directors | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

CLIFFS NATURAL RESOURCES INC.

Ticker: CLF Security ID: 18683K101
 Meeting Date: MAY 07, 2013 Meeting Type: Annual
 Record Date: MAR 08, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-----------------------------------|---------|-----------|------------|
| 1a | Elect Director Joseph A. Carrabba | For | For | Management |

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| | | | | |
|----|--|-----|-----|------------|
| 1b | Elect Director Susan M. Cunningham | For | For | Management |
| 1c | Elect Director Barry J. Eldridge | For | For | Management |
| 1d | Elect Director Andres R. Gluski | For | For | Management |
| 1e | Elect Director Susan M. Green | For | For | Management |
| 1f | Elect Director Janice K. Henry | For | For | Management |
| 1g | Elect Director James F. Kirsch | For | For | Management |
| 1h | Elect Director Francis R. McAllister | For | For | Management |
| 1i | Elect Director Richard K. Riederer | For | For | Management |
| 1j | Elect Director Timothy W. Sullivan | For | For | Management |
| 2 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |
| 3 | Eliminate Cumulative Voting | For | For | Management |
| 4 | Permit Board to Amend Bylaws Without Shareholder Consent | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Ratify Auditors | For | For | Management |

COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101
 Meeting Date: MAY 15, 2013 Meeting Type: Annual
 Record Date: MAR 06, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Kenneth J. Bacon | For | For | Management |
| 1.2 | Elect Director Sheldon M. Bonovitz | For | For | Management |
| 1.3 | Elect Director Joseph J. Collins | For | For | Management |
| 1.4 | Elect Director J. Michael Cook | For | For | Management |
| 1.5 | Elect Director Gerald L. Hassell | For | For | Management |
| 1.6 | Elect Director Jeffrey A. Honickman | For | For | Management |
| 1.7 | Elect Director Eduardo G. Mestre | For | For | Management |
| 1.8 | Elect Director Brian L. Roberts | For | For | Management |
| 1.9 | Elect Director Ralph J. Roberts | For | For | Management |
| 1.10 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 1.11 | Elect Director Judith Rodin | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Pro-rata Vesting of Equity Awards | Against | For | Shareholder |
| 4 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For | Shareholder |

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
 Meeting Date: MAY 14, 2013 Meeting Type: Annual
 Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Richard L. Armitage | For | For | Management |
| 1b | Elect Director Richard H. Auchinleck | For | For | Management |
| 1c | Elect Director James E. Copeland, Jr. | For | For | Management |
| 1d | Elect Director Jody L. Freeman | For | For | Management |
| 1e | Elect Director Gay Huey Evans | For | For | Management |
| 1f | Elect Director Ryan M. Lance | For | For | Management |
| 1g | Elect Director Mohd H. Marican | For | For | Management |
| 1h | Elect Director Robert A. Niblock | For | For | Management |

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| | | | | |
|----|--|---------|-----|-------------|
| 1i | Elect Director Harald J. Norvik | For | For | Management |
| 1j | Elect Director William E. Wade, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Adopt Quantitative GHG Goals for Products and Operations | Against | For | Shareholder |
| 6 | Amend EEO Policy to Prohibit Discrimination based on Gender Identity | Against | For | Shareholder |

CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101
 Meeting Date: AUG 10, 2012 Meeting Type: Special
 Record Date: JUN 29, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Issue Shares in Connection with Acquisition | For | For | Management |

CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: MAR 27, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Harold G. Hamm | For | Withhold | Management |
| 1.2 | Elect Director John T. McNabb, II | For | Withhold | Management |
| 1.3 | Elect Director David L. Boren | For | Withhold | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

CUMMINS INC.

Ticker: CMI Security ID: 231021106
 Meeting Date: MAY 14, 2013 Meeting Type: Annual
 Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director N. Thomas Linebarger | For | For | Management |
| 2 | Elect Director William I. Miller | For | For | Management |
| 3 | Elect Director Alexis M. Herman | For | For | Management |
| 4 | Elect Director Georgia R. Nelson | For | For | Management |
| 5 | Elect Director Carl Ware | For | For | Management |
| 6 | Elect Director Robert K. Herdman | For | For | Management |
| 7 | Elect Director Robert J. Bernhard | For | For | Management |
| 8 | Elect Director Franklin R. Chang Diaz | For | For | Management |
| 9 | Elect Director Stephen B. Dobbs | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |

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12 Require Independent Board Chairman Against Against Shareholder

D.R. HORTON, INC.

Ticker: DHI Security ID: 23331A109
 Meeting Date: JAN 24, 2013 Meeting Type: Annual
 Record Date: NOV 30, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Donald R. Horton | For | For | Management |
| 1b | Elect Director Bradley S. Anderson | For | For | Management |
| 1c | Elect Director Michael R. Buchanan | For | For | Management |
| 1d | Elect Director Michael W. Hewatt | For | For | Management |
| 1e | Elect Director Bob G. Scott | For | For | Management |
| 1f | Elect Director Donald J. Tomnitz | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

DEERE & COMPANY

Ticker: DE Security ID: 244199105
 Meeting Date: FEB 27, 2013 Meeting Type: Annual
 Record Date: DEC 31, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Samuel R. Allen | For | For | Management |
| 1b | Elect Director Crandall C. Bowles | For | For | Management |
| 1c | Elect Director Vance D. Coffman | For | For | Management |
| 1d | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 1e | Elect Director Dipak C. Jain | For | For | Management |
| 1f | Elect Director Clayton M. Jones | For | For | Management |
| 1g | Elect Director Joachim Milberg | For | For | Management |
| 1h | Elect Director Richard B. Myers | For | For | Management |
| 1i | Elect Director Thomas H. Patrick | For | For | Management |
| 1j | Elect Director Aulana L. Peters | For | For | Management |
| 1k | Elect Director Sherry M. Smith | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

DOVER CORPORATION

Ticker: DOV Security ID: 260003108
 Meeting Date: MAY 02, 2013 Meeting Type: Annual
 Record Date: MAR 06, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director David H. Benson | For | For | Management |
| 1b | Elect Director Robert W. Cremin | For | For | Management |
| 1c | Elect Director Jean-Pierre M. Ergas | For | For | Management |

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| | | | | |
|----|--|---------|-----|-------------|
| 1d | Elect Director Peter T. Francis | For | For | Management |
| 1e | Elect Director Kristiane C. Graham | For | For | Management |
| 1f | Elect Director M.F. Johnston | For | For | Management |
| 1g | Elect Director Robert A. Livingston | For | For | Management |
| 1h | Elect Director Richard K. Lochridge | For | For | Management |
| 1i | Elect Director Bernard G. Rethore | For | For | Management |
| 1j | Elect Director Michael B. Stubbs | For | For | Management |
| 1k | Elect Director Stephen M. Todd | For | For | Management |
| 1l | Elect Director Stephen K. Wagner | For | For | Management |
| 1m | Elect Director Mary A. Winston | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109
 Meeting Date: APR 24, 2013 Meeting Type: Annual
 Record Date: FEB 27, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Lamberto Andreotti | For | For | Management |
| 1b | Elect Director Richard H. Brown | For | For | Management |
| 1c | Elect Director Robert A. Brown | For | For | Management |
| 1d | Elect Director Bertrand P. Collomb | For | For | Management |
| 1e | Elect Director Curtis J. Crawford | For | For | Management |
| 1f | Elect Director Alexander M. Cutler | For | For | Management |
| 1g | Elect Director Eleuthere I. Du Pont | For | For | Management |
| 1h | Elect Director Marillyn A. Hewson | For | For | Management |
| 1i | Elect Director Lois D. Juliber | For | For | Management |
| 1j | Elect Director Ellen J. Kullman | For | For | Management |
| 1k | Elect Director Lee M. Thomas | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 6 | Report on Genetically Engineered Seed | Against | Against | Shareholder |
| 7 | Report on Pay Disparity | Against | Against | Shareholder |

ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108
 Meeting Date: MAY 06, 2013 Meeting Type: Annual
 Record Date: MAR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Director Ralph Alvarez | For | For | Management |
| 2 | Elect Director Winfried Bischoff | For | For | Management |
| 3 | Elect Director R. David Hoover | For | For | Management |
| 4 | Elect Director Franklyn G. Prendergast | For | For | Management |
| 5 | Elect Director Kathi P. Seifert | For | For | Management |
| 6 | Ratify Auditors | For | For | Management |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

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8 Amend Omnibus Stock Plan For For Management

EMC CORPORATION

Ticker: EMC Security ID: 268648102
 Meeting Date: MAY 01, 2013 Meeting Type: Annual
 Record Date: MAR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Michael W. Brown | For | For | Management |
| 1b | Elect Director Randolph L. Cowen | For | For | Management |
| 1c | Elect Director Gail Deegan | For | For | Management |
| 1d | Elect Director James S. DiStasio | For | For | Management |
| 1e | Elect Director John R. Egan | For | For | Management |
| 1f | Elect Director Edmund F. Kelly | For | For | Management |
| 1g | Elect Director Judith A. Miscik | For | For | Management |
| 1h | Elect Director Windle B. Priem | For | For | Management |
| 1i | Elect Director Paul Sagan | For | For | Management |
| 1j | Elect Director David N. Strohm | For | For | Management |
| 1k | Elect Director Joseph M. Tucci | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 6 | Provide Right to Act by Written Consent | For | For | Management |
| 7 | Require Consistency with Corporate Values and Report on Political Contributions | Against | Against | Shareholder |

FIRSTENERGY CORP.

Ticker: FE Security ID: 337932107
 Meeting Date: MAY 21, 2013 Meeting Type: Annual
 Record Date: MAR 22, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Paul T. Addison | For | For | Management |
| 1.2 | Elect Director Anthony J. Alexander | For | For | Management |
| 1.3 | Elect Director Michael J. Anderson | For | For | Management |
| 1.4 | Elect Director Carol A. Cartwright | For | For | Management |
| 1.5 | Elect Director William T. Cottle | For | For | Management |
| 1.6 | Elect Director Robert B. Heisler, Jr. | For | Withhold | Management |
| 1.7 | Elect Director Julia L. Johnson | For | For | Management |
| 1.8 | Elect Director Ted J. Kleisner | For | Withhold | Management |
| 1.9 | Elect Director Donald T. Misheff | For | For | Management |
| 1.10 | Elect Director Ernest J. Novak, Jr. | For | For | Management |
| 1.11 | Elect Director Christopher D. Pappas | For | Withhold | Management |
| 1.12 | Elect Director Catherine A. Rein | For | Withhold | Management |
| 1.13 | Elect Director George M. Smart | For | For | Management |
| 1.14 | Elect Director Wes M. Taylor | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Reduce Supermajority Vote Requirement | For | For | Management |

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| | | | | |
|---|---|---------|---------|-------------|
| 5 | Cease CEO Compensation Benchmarking Policy | Against | Against | Shareholder |
| 6 | Submit SERP to Shareholder Vote | Against | For | Shareholder |
| 7 | Stock Retention/Holding Period | Against | For | Shareholder |
| 8 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 9 | Provide Right to Act by Written Consent | Against | For | Shareholder |

FORD MOTOR COMPANY

Ticker: F Security ID: 345370860
 Meeting Date: MAY 09, 2013 Meeting Type: Annual
 Record Date: MAR 13, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Stephen G. Butler | For | For | Management |
| 1.2 | Elect Director Kimberly A. Casiano | For | For | Management |
| 1.3 | Elect Director Anthony F. Earley, Jr. | For | For | Management |
| 1.4 | Elect Director Edsel B. Ford II | For | For | Management |
| 1.5 | Elect Director William Clay Ford, Jr. | For | For | Management |
| 1.6 | Elect Director Richard A. Gephardt | For | For | Management |
| 1.7 | Elect Director James H. Hance, Jr. | For | For | Management |
| 1.8 | Elect Director William W. Helman IV | For | For | Management |
| 1.9 | Elect Director Jon M. Huntsman, Jr. | For | For | Management |
| 1.10 | Elect Director Richard A. Manoogian | For | Against | Management |
| 1.11 | Elect Director Ellen R. Marram | For | For | Management |
| 1.12 | Elect Director Alan Mulally | For | For | Management |
| 1.13 | Elect Director Homer A. Neal | For | For | Management |
| 1.14 | Elect Director Gerald L. Shaheen | For | For | Management |
| 1.15 | Elect Director John L. Thornton | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Executive Incentive Bonus Plan | For | Against | Management |
| 5 | Amend Omnibus Stock Plan | For | Against | Management |
| 6 | Approval of Tax Benefits Preservation Plan | For | For | Management |
| 7 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For | Shareholder |
| 8 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 08, 2013 Meeting Type: Annual
 Record Date: MAR 13, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John F. Cogan | For | For | Management |
| 1.2 | Elect Director Etienne F. Davignon | For | For | Management |
| 1.3 | Elect Director Carla A. Hills | For | For | Management |
| 1.4 | Elect Director Kevin E. Lofton | For | For | Management |
| 1.5 | Elect Director John W. Madigan | For | For | Management |
| 1.6 | Elect Director John C. Martin | For | For | Management |
| 1.7 | Elect Director Nicholas G. Moore | For | For | Management |
| 1.8 | Elect Director Richard J. Whitley | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.9 | Elect Director Gayle E. Wilson | For | For | Management |
| 1.10 | Elect Director Per Wold-Olsen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Increase Authorized Common Stock | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Require Independent Board Chairman | Against | Against | Shareholder |
| 7 | Provide Right to Act by Written Consent | Against | For | Shareholder |

GOOGLE INC.

Ticker: GOOG Security ID: 38259P508
 Meeting Date: JUN 06, 2013 Meeting Type: Annual
 Record Date: APR 08, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Larry Page | For | For | Management |
| 1.2 | Elect Director Sergey Brin | For | For | Management |
| 1.3 | Elect Director Eric E. Schmidt | For | For | Management |
| 1.4 | Elect Director L. John Doerr | For | For | Management |
| 1.5 | Elect Director Diane B. Greene | For | For | Management |
| 1.6 | Elect Director John L. Hennessy | For | For | Management |
| 1.7 | Elect Director Ann Mather | For | For | Management |
| 1.8 | Elect Director Paul S. Otellini | For | For | Management |
| 1.9 | Elect Director K. Ram Shriram | For | For | Management |
| 1.10 | Elect Director Shirley M. Tilghman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Reducing Lead Battery Health Hazards | Against | For | Shareholder |
| 4 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For | Shareholder |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |
| 6 | Adopt Policy on Succession Planning | Against | For | Shareholder |

H. J. HEINZ COMPANY

Ticker: HNZ Security ID: 423074103
 Meeting Date: AUG 28, 2012 Meeting Type: Annual
 Record Date: JUN 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|----------------------------------|---------|-----------|------------|
| 1 | Elect Director W.R. Johnson | For | For | Management |
| 2 | Elect Director C.E. Bunch | For | For | Management |
| 3 | Elect Director L.S. Coleman, Jr. | For | For | Management |
| 4 | Elect Director J.G. Drosdick | For | For | Management |
| 5 | Elect Director E.E. Holiday | For | For | Management |
| 6 | Elect Director C. Kendle | For | For | Management |
| 7 | Elect Director D.R. O'Hare | For | For | Management |
| 8 | Elect Director N. Peltz | For | For | Management |
| 9 | Elect Director D.H. Reilley | For | For | Management |
| 10 | Elect Director L.C. Swann | For | For | Management |
| 11 | Elect Director T.J. Usher | For | For | Management |
| 12 | Elect Director M.F. Weinstein | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Approve Omnibus Stock Plan | For | For | Management |

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| | | | | |
|----|--|-----|---------|------------|
| 15 | Amend Omnibus Stock Plan | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |

H. J. HEINZ COMPANY

Ticker: HNZ Security ID: 423074103
Meeting Date: APR 30, 2013 Meeting Type: Special
Record Date: MAR 18, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |
| 3 | Advisory Vote on Golden Parachutes | For | Against | Management |

HCP, INC.

Ticker: HCP Security ID: 40414L109
Meeting Date: APR 25, 2013 Meeting Type: Annual
Record Date: MAR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director James F. Flaherty, III | For | For | Management |
| 1b | Elect Director Christine N. Garvey | For | For | Management |
| 1c | Elect Director David B. Henry | For | For | Management |
| 1d | Elect Director Lauralee E. Martin | For | For | Management |
| 1e | Elect Director Michael D. McKee | For | For | Management |
| 1f | Elect Director Peter L. Rhein | For | For | Management |
| 1g | Elect Director Kenneth B. Roath | For | For | Management |
| 1h | Elect Director Joseph P. Sullivan | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

INTEL CORPORATION

Ticker: INTC Security ID: 458140100
Meeting Date: MAY 16, 2013 Meeting Type: Annual
Record Date: MAR 18, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Charlene Barshefsky | For | For | Management |
| 1b | Elect Director Andy D. Bryant | For | For | Management |
| 1c | Elect Director Susan L. Decker | For | For | Management |
| 1d | Elect Director John J. Donahoe | For | For | Management |
| 1e | Elect Director Reed E. Hundt | For | For | Management |
| 1f | Elect Director James D. Plummer | For | For | Management |
| 1g | Elect Director David S. Pottruck | For | For | Management |
| 1h | Elect Director Frank D. Yeary | For | For | Management |
| 1i | Elect Director David B. Yoffie | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |

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Investments in Companies that
 Contribute to Genocide or Crimes
 Against Humanity

| | | | | |
|---|--|---------|---------|-------------|
| 9 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
|---|--|---------|---------|-------------|

LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: MAR 18, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director William J. Avery | For | For | Management |
| 1.2 | Elect Director William H. Cunningham | For | For | Management |
| 1.3 | Elect Director William Porter Payne | For | For | Management |
| 1.4 | Elect Director Patrick S. Pittard | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109
 Meeting Date: APR 25, 2013 Meeting Type: Annual
 Record Date: MAR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Nolan D. Archibald | For | For | Management |
| 1.2 | Elect Director Rosalind G. Brewer | For | For | Management |
| 1.3 | Elect Director David B. Burritt | For | For | Management |
| 1.4 | Elect Director James O. Ellis, Jr. | For | For | Management |
| 1.5 | Elect Director Thomas J. Falk | For | For | Management |
| 1.6 | Elect Director Marillyn A. Hewson | For | For | Management |
| 1.7 | Elect Director Gwendolyn S. King | For | For | Management |
| 1.8 | Elect Director James M. Loy | For | For | Management |
| 1.9 | Elect Director Douglas H. McCorkindale | For | For | Management |
| 1.10 | Elect Director Joseph W. Ralston | For | For | Management |
| 1.11 | Elect Director Anne Stevens | For | For | Management |
| 1.12 | Elect Director Robert J. Stevens | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 5 | Require Independent Board Chairman | Against | Against | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |

MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104
 Meeting Date: JUN 18, 2013 Meeting Type: Annual
 Record Date: APR 19, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|----|--|-----|-----|------------|
| 1a | Elect Director Richard Haythornthwaite | For | For | Management |
| 1b | Elect Director Ajay Banga | For | For | Management |
| 1c | Elect Director Silvio Barzi | For | For | Management |
| 1d | Elect Director David R. Carlucci | For | For | Management |
| 1e | Elect Director Steven J. Freiberg | For | For | Management |
| 1f | Elect Director Nancy J. Karch | For | For | Management |
| 1g | Elect Director Marc Olivie | For | For | Management |
| 1h | Elect Director Rima Qureshi | For | For | Management |
| 1i | Elect Director Jose Octavio Reyes Lagunes | For | For | Management |
| 1j | Elect Director Mark Schwartz | For | For | Management |
| 1k | Elect Director Jackson P. Tai | For | For | Management |
| 1l | Elect Director Edward Suning Tian | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105
 Meeting Date: MAY 28, 2013 Meeting Type: Annual
 Record Date: APR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Leslie A. Brun | For | For | Management |
| 1b | Elect Director Thomas R. Cech | For | For | Management |
| 1c | Elect Director Kenneth C. Frazier | For | For | Management |
| 1d | Elect Director Thomas H. Glocer | For | For | Management |
| 1e | Elect Director William B. Harrison Jr. | For | For | Management |
| 1f | Elect Director C. Robert Kidder | For | For | Management |
| 1g | Elect Director Rochelle B. Lazarus | For | For | Management |
| 1h | Elect Director Carlos E. Represas | For | For | Management |
| 1i | Elect Director Patricia F. Russo | For | For | Management |
| 1j | Elect Director Craig B. Thompson | For | For | Management |
| 1k | Elect Director Wendell P. Weeks | For | For | Management |
| 1l | Elect Director Peter C. Wendell | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 5 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 6 | Report on Charitable and Political Contributions | Against | Against | Shareholder |
| 7 | Report on Lobbying Activities | Against | Against | Shareholder |

MONSANTO COMPANY

Ticker: MON Security ID: 61166W101
 Meeting Date: JAN 31, 2013 Meeting Type: Annual
 Record Date: DEC 03, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|----------------------------------|---------|-----------|------------|
| 1a | Elect Director David L. Chicoine | For | For | Management |
| 1b | Elect Director Arthur H. Harper | For | For | Management |
| 1c | Elect Director Gwendolyn S. King | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 1d | Elect Director Jon R. Moeller | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Declassify the Board of Directors | For | For | Management |
| 5 | Report on Risk of Genetically Engineered Products | Against | Against | Shareholder |

PAYCHEX, INC.

Ticker: PAYX Security ID: 704326107
Meeting Date: OCT 23, 2012 Meeting Type: Annual
Record Date: AUG 24, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director B. Thomas Golisano | For | For | Management |
| 1b | Elect Director Joseph G. Doody | For | For | Management |
| 1c | Elect Director David J. S. Flaschen | For | For | Management |
| 1d | Elect Director Phillip Horsley | For | For | Management |
| 1e | Elect Director Grant M. Inman | For | For | Management |
| 1f | Elect Director Pamela A. Joseph | For | For | Management |
| 1g | Elect Director Martin Mucci | For | For | Management |
| 1h | Elect Director Joseph M. Tucci | For | For | Management |
| 1i | Elect Director Joseph M. Velli | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
Meeting Date: MAY 01, 2013 Meeting Type: Annual
Record Date: MAR 07, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Shona L. Brown | For | For | Management |
| 1.2 | Elect Director George W. Buckley | For | For | Management |
| 1.3 | Elect Director Ian M. Cook | For | For | Management |
| 1.4 | Elect Director Dina Dublon | For | For | Management |
| 1.5 | Elect Director Victor J. Dzau | For | For | Management |
| 1.6 | Elect Director Ray L. Hunt | For | For | Management |
| 1.7 | Elect Director Alberto Ibarguen | For | For | Management |
| 1.8 | Elect Director Indra K. Nooyi | For | For | Management |
| 1.9 | Elect Director Sharon Percy Rockefeller | For | For | Management |
| 1.10 | Elect Director James J. Schiro | For | For | Management |
| 1.11 | Elect Director Lloyd G. Trotter | For | For | Management |
| 1.12 | Elect Director Daniel Vasella | For | For | Management |
| 1.13 | Elect Director Alberto Weisser | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

QUALCOMM INCORPORATED

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Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 05, 2013 Meeting Type: Annual
 Record Date: JAN 07, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Barbara T. Alexander | For | For | Management |
| 1b | Elect Director Donald G. Cruickshank | For | For | Management |
| 1c | Elect Director Raymond V. Dittamore | For | For | Management |
| 1d | Elect Director Susan Hockfield | For | For | Management |
| 1e | Elect Director Thomas W. Horton | For | For | Management |
| 1f | Elect Director Paul E. Jacobs | For | For | Management |
| 1g | Elect Director Sherry Lansing | For | For | Management |
| 1h | Elect Director Duane A. Nelles | For | For | Management |
| 1i | Elect Director Francisco Ros | For | For | Management |
| 1j | Elect Director Brent Scowcroft | For | For | Management |
| 1k | Elect Director Marc I. Stern | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

SAFEWAY INC.

Ticker: SWY Security ID: 786514208
 Meeting Date: MAY 14, 2013 Meeting Type: Annual
 Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Janet E. Grove | For | For | Management |
| 1b | Elect Director Mohan Gyani | For | For | Management |
| 1c | Elect Director Frank C. Herringer | For | Against | Management |
| 1d | Elect Director George J. Morrow | For | For | Management |
| 1e | Elect Director Kenneth W. Oder | For | Against | Management |
| 1f | Elect Director T. Gary Rogers | For | Against | Management |
| 1g | Elect Director Arun Sarin | For | Against | Management |
| 1h | Elect Director William Y. Tauscher | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108
 Meeting Date: APR 10, 2013 Meeting Type: Annual
 Record Date: FEB 20, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Peter L.S. Currie | For | For | Management |
| 1b | Elect Director Tony Isaac | For | For | Management |
| 1c | Elect Director K. Vaman Kamath | For | For | Management |
| 1d | Elect Director Paal Kibsgaard | For | For | Management |
| 1e | Elect Director Nikolay Kudryavtsev | For | For | Management |
| 1f | Elect Director Adrian Lajous | For | For | Management |
| 1g | Elect Director Michael E. Marks | For | For | Management |

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| | | | | |
|----|--|-----|-----|------------|
| 1h | Elect Director Lubna S. Olayan | For | For | Management |
| 1i | Elect Director L. Rafael Reif | For | For | Management |
| 1j | Elect Director Tore I. Sandvold | For | For | Management |
| 1k | Elect Director Henri Seydoux | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Adopt and Approve Financials and Dividends | For | For | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 5 | Approve Omnibus Stock Plan | For | For | Management |
| 6 | Amend Employee Stock Purchase Plan | For | For | Management |

TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101
 Meeting Date: MAY 31, 2013 Meeting Type: Annual
 Record Date: MAR 22, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Edith E. Holiday | For | For | Management |
| 1.2 | Elect Director Larry D. Thompson | For | For | Management |
| 1.3 | Elect Director Rupert H. Johnson, Jr. | For | For | Management |
| 1.4 | Elect Director Gregory E. Johnson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

TESORO CORPORATION

Ticker: TSO Security ID: 881609101
 Meeting Date: MAY 01, 2013 Meeting Type: Annual
 Record Date: MAR 12, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Rodney F. Chase | For | For | Management |
| 1.2 | Elect Director Gregory J. Goff | For | For | Management |
| 1.3 | Elect Director Robert W. Goldman | For | For | Management |
| 1.4 | Elect Director Steven H. Grapstein | For | For | Management |
| 1.5 | Elect Director David Lilley | For | For | Management |
| 1.6 | Elect Director Mary Pat McCarthy | For | For | Management |
| 1.7 | Elect Director J.W. Nokes | For | For | Management |
| 1.8 | Elect Director Susan Tomasky | For | For | Management |
| 1.9 | Elect Director Michael E. Wiley | For | For | Management |
| 1.10 | Elect Director Patrick Y. Yang | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: MAR 25, 2013

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Lloyd C. Blankfein | For | For | Management |
| 2 | Elect Director M. Michele Burns | For | For | Management |
| 3 | Elect Director Gary D. Cohn | For | For | Management |
| 4 | Elect Director Claes Dahlback | For | For | Management |
| 5 | Elect Director William W. George | For | For | Management |
| 6 | Elect Director James A. Johnson | For | For | Management |
| 7 | Elect Director Lakshmi N. Mittal | For | For | Management |
| 8 | Elect Director Adebayo O. Ogunlesi | For | For | Management |
| 9 | Elect Director James J. Schiro | For | For | Management |
| 10 | Elect Director Debora L. Spar | For | For | Management |
| 11 | Elect Director Mark E. Tucker | For | For | Management |
| 12 | Elect Director David A. Viniar | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Approve Omnibus Stock Plan | For | Against | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Establish Board Committee on Human Rights | Against | Against | Shareholder |
| 17 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 18 | Adopt Proxy Access Right | Against | Against | Shareholder |
| 19 | Employ Investment Bank to Explore Alternatives to Maximize Shareholder Value | Against | Against | Shareholder |

THE GOODYEAR TIRE & RUBBER COMPANY

Ticker: GT Security ID: 382550101
 Meeting Date: APR 15, 2013 Meeting Type: Annual
 Record Date: FEB 20, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1a | Elect Director William J. Conaty | For | For | Management |
| 1b | Elect Director James A. Firestone | For | For | Management |
| 1c | Elect Director Werner Geissler | For | For | Management |
| 1d | Elect Director Peter S. Hellman | For | For | Management |
| 1e | Elect Director Richard J. Kramer | For | For | Management |
| 1f | Elect Director W. Alan McCollough | For | For | Management |
| 1g | Elect Director John E. McGlade | For | For | Management |
| 1h | Elect Director Roderick A. Palmore | For | For | Management |
| 1i | Elect Director Shirley D. Peterson | For | For | Management |
| 1j | Elect Director Stephanie A. Streeter | For | For | Management |
| 1k | Elect Director Thomas H. Weidemeyer | For | For | Management |
| 1l | Elect Director Michael R. Wessel | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement to Remove Directors | For | For | Management |
| 5 | Reduce Supermajority Vote Requirement for Certain Business Combinations | For | For | Management |
| 6 | Eliminate Cumulative Voting | For | For | Management |
| 7 | Amend Right to Call Special Meeting | For | For | Management |
| 8 | Opt Out of State's Control Share Acquisition Law | For | For | Management |
| 9 | Ratify Auditors | For | For | Management |

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THE PROCTER & GAMBLE COMPANY

Ticker: PG Security ID: 742718109
 Meeting Date: OCT 09, 2012 Meeting Type: Annual
 Record Date: AUG 10, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Angela F. Braly | For | For | Management |
| 1.2 | Elect Director Kenneth I. Chenault | For | For | Management |
| 1.3 | Elect Director Scott D. Cook | For | For | Management |
| 1.4 | Elect Director Susan Desmond-Hellmann | For | For | Management |
| 1.5 | Elect Director Robert A. McDonald | For | For | Management |
| 1.6 | Elect Director W. James McNerney, Jr. | For | For | Management |
| 1.7 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 1.8 | Elect Director Margaret C. Whitman | For | For | Management |
| 1.9 | Elect Director Mary Agnes Wilderotter | For | For | Management |
| 1.10 | Elect Director Patricia A. Woertz | For | For | Management |
| 1.11 | Elect Director Ernesto Zedillo | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote | Against | Against | Shareholder |
| 5 | Report on Adopting Extended Producer Responsibility Policy | Against | Against | Shareholder |
| 6 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

THE WILLIAMS COMPANIES, INC.

Ticker: WMB Security ID: 969457100
 Meeting Date: MAY 16, 2013 Meeting Type: Annual
 Record Date: MAR 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Alan S. Armstrong | For | For | Management |
| 1.2 | Elect Director Joseph R. Cleveland | For | For | Management |
| 1.3 | Elect Director Kathleen B. Cooper | For | For | Management |
| 1.4 | Elect Director John A. Hagg | For | For | Management |
| 1.5 | Elect Director Juanita H. Hinshaw | For | For | Management |
| 1.6 | Elect Director Ralph Izzo | For | For | Management |
| 1.7 | Elect Director Frank T. MacInnis | For | For | Management |
| 1.8 | Elect Director Steven W. Nance | For | For | Management |
| 1.9 | Elect Director Murray D. Smith | For | For | Management |
| 1.10 | Elect Director Janice D. Stoney | For | For | Management |
| 1.11 | Elect Director Laura A. Sugg | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

TOTAL SA

Ticker: FP Security ID: 89151E109
 Meeting Date: MAY 17, 2013 Meeting Type: Annual/Special

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Record Date: APR 09, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Approve Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Consolidated Financial Statements and Statutory Reports | For | For | Management |
| 3 | Approve Allocation of Income and Dividends of EUR 2.34 per Share | For | For | Management |
| 4 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 5 | Reelect Thierry Desmarest as Director | For | For | Management |
| 6 | Reelect Gunnar Brock as Director | For | For | Management |
| 7 | Reelect Gerard Lamarche as Director | For | For | Management |
| 8 | Elect Charles Keller and Philippe Marchandise as Representative of Employee Shareholders to the Board | For | For | Management |
| 9 | Approve Remuneration of Directors in the Aggregate Amount of EUR 1.40 Million | For | For | Management |
| 10 | Authorize up to 0.75 Percent of Issued Capital for Use in Stock Option Plan | For | Against | Management |
| 11 | Approve Employee Stock Purchase Plan | For | For | Management |
| 12 | Approve the Establishment of an Independent Ethics Committee | Against | Against | Shareholder |
| 13 | Approve to Link Remuneration to Positive Safety Indicators | Against | Against | Shareholder |
| 14 | Acquire the Diversity Label | Against | Against | Shareholder |
| 15 | Approve Nomination of Employees Representative to the Remuneration Committee | Against | Against | Shareholder |
| 16 | Allow Loyalty Dividends to Long-Term Registered Shareholders | Against | Against | Shareholder |

TRINITY INDUSTRIES, INC.

Ticker: TRN Security ID: 896522109
 Meeting Date: MAY 06, 2013 Meeting Type: Annual
 Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director John L. Adams | For | For | Management |
| 1.2 | Elect Director Rhys J. Best | For | For | Management |
| 1.3 | Elect Director David W. Biegler | For | For | Management |
| 1.4 | Elect Director Leldon E. Echols | For | For | Management |
| 1.5 | Elect Director Ronald J. Gafford | For | For | Management |
| 1.6 | Elect Director Adrian Lajous | For | For | Management |
| 1.7 | Elect Director Melendy E. Lovett | For | For | Management |
| 1.8 | Elect Director Charles W. Matthews | For | For | Management |
| 1.9 | Elect Director Douglas L. Rock | For | For | Management |
| 1.10 | Elect Director Timothy R. Wallace | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

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TWO HARBORS INVESTMENT CORP.

Ticker: TWO Security ID: 90187B101
 Meeting Date: MAY 21, 2013 Meeting Type: Annual
 Record Date: MAR 26, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director James J. Bender | For | For | Management |
| 1.2 | Elect Director Mark D. Ein | For | For | Management |
| 1.3 | Elect Director William W. Johnson | For | For | Management |
| 1.4 | Elect Director Stephen G. Kasnet | For | For | Management |
| 1.5 | Elect Director W. Reid Sanders | For | For | Management |
| 1.6 | Elect Director Thomas Siering | For | For | Management |
| 1.7 | Elect Director Brian C. Taylor | For | For | Management |
| 1.8 | Elect Director Hope B. Woodhouse | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

U.S. BANCORP

Ticker: USB Security ID: 902973304
 Meeting Date: APR 16, 2013 Meeting Type: Annual
 Record Date: FEB 20, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Douglas M. Baker, Jr. | For | For | Management |
| 1b | Elect Director Y. Marc Belton | For | For | Management |
| 1c | Elect Director Victoria Buyniski Gluckman | For | For | Management |
| 1d | Elect Director Arthur D. Collins, Jr. | For | For | Management |
| 1e | Elect Director Richard K. Davis | For | For | Management |
| 1f | Elect Director Roland A. Hernandez | For | For | Management |
| 1g | Elect Director Doreen Woo Ho | For | For | Management |
| 1h | Elect Director Joel W. Johnson | For | For | Management |
| 1i | Elect Director Olivia F. Kirtley | For | For | Management |
| 1j | Elect Director Jerry W. Levin | For | For | Management |
| 1k | Elect Director David B. O'Maley | For | For | Management |
| 1l | Elect Director O'dell M. Owens | For | For | Management |
| 1m | Elect Director Craig D. Schnuck | For | For | Management |
| 1n | Elect Director Patrick T. Stokes | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Require Independent Board Chairman | Against | Against | Shareholder |

UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108
 Meeting Date: MAY 16, 2013 Meeting Type: Annual
 Record Date: FEB 28, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Andrew H. Card, Jr. | For | For | Management |

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| | | | | | |
|------|--|------------------------|---------|-----|-------------|
| 1.2 | Elect Director | Erroll B. Davis, Jr. | For | For | Management |
| 1.3 | Elect Director | Thomas J. Donohue | For | For | Management |
| 1.4 | Elect Director | Archie W. Dunham | For | For | Management |
| 1.5 | Elect Director | Judith Richards Hope | For | For | Management |
| 1.6 | Elect Director | John J. Koraleski | For | For | Management |
| 1.7 | Elect Director | Charles C. Krulak | For | For | Management |
| 1.8 | Elect Director | Michael R. McCarthy | For | For | Management |
| 1.9 | Elect Director | Michael W. McConnell | For | For | Management |
| 1.10 | Elect Director | Thomas F. McLarty, III | For | For | Management |
| 1.11 | Elect Director | Steven R. Rogel | For | For | Management |
| 1.12 | Elect Director | Jose H. Villarreal | For | For | Management |
| 1.13 | Elect Director | James R. Young | For | For | Management |
| 2 | Ratify Auditors | | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | | For | For | Management |
| 4 | Approve Omnibus Stock Plan | | For | For | Management |
| 5 | Report on Lobbying Payments and Policy | | Against | For | Shareholder |

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102
 Meeting Date: JUN 03, 2013 Meeting Type: Annual
 Record Date: APR 05, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director William C. Ballard, Jr. | For | For | Management |
| 1b | Elect Director Edson Bueno | For | For | Management |
| 1c | Elect Director Richard T. Burke | For | For | Management |
| 1d | Elect Director Robert J. Darretta | For | For | Management |
| 1e | Elect Director Stephen J. Hemsley | For | For | Management |
| 1f | Elect Director Michele J. Hooper | For | For | Management |
| 1g | Elect Director Rodger A. Lawson | For | For | Management |
| 1h | Elect Director Douglas W. Leathersdale | For | For | Management |
| 1i | Elect Director Glenn M. Renwick | For | For | Management |
| 1j | Elect Director Kenneth I. Shine | For | For | Management |
| 1k | Elect Director Gail R. Wilensky | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

VALERO ENERGY CORPORATION

Ticker: VLO Security ID: 91913Y100
 Meeting Date: MAY 02, 2013 Meeting Type: Annual
 Record Date: MAR 05, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-----------------------------------|---------|-----------|------------|
| 1a | Elect Director Jerry D. Choate | For | For | Management |
| 1b | Elect Director Ruben M. Escobedo | For | For | Management |
| 1c | Elect Director William R. Klesse | For | For | Management |
| 1d | Elect Director Deborah P. Majoras | For | For | Management |
| 1e | Elect Director Bob Marbut | For | For | Management |
| 1f | Elect Director Donald L. Nickles | For | For | Management |
| 1g | Elect Director Philip J. Pfeiffer | For | For | Management |
| 1h | Elect Director Robert A. Profusek | For | For | Management |

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| | | | | |
|----|--|---------|-----|-------------|
| 1i | Elect Director Susan Kaufman Purcell | For | For | Management |
| 1j | Elect Director Stephen M. Waters | For | For | Management |
| 1k | Elect Director Randall J. Weisenburger | For | For | Management |
| 1l | Elect Director Rayford Wilkins, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Political Contributions and Lobbying Expenditures | Against | For | Shareholder |

VERISIGN, INC.

Ticker: VRSN Security ID: 92343E102
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: MAR 28, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director D. James Bidzos | For | For | Management |
| 1.2 | Elect Director William L. Chenevich | For | For | Management |
| 1.3 | Elect Director Kathleen A. Cote | For | For | Management |
| 1.4 | Elect Director Roger H. Moore | For | For | Management |
| 1.5 | Elect Director John D. Roach | For | For | Management |
| 1.6 | Elect Director Louis A. Simpson | For | For | Management |
| 1.7 | Elect Director Timothy Tomlinson | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 02, 2013 Meeting Type: Annual
 Record Date: MAR 04, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Richard L. Carrion | For | For | Management |
| 1.2 | Elect Director Melanie L. Healey | For | For | Management |
| 1.3 | Elect Director M. Frances Keeth | For | For | Management |
| 1.4 | Elect Director Robert W. Lane | For | For | Management |
| 1.5 | Elect Director Lowell C. McAdam | For | For | Management |
| 1.6 | Elect Director Sandra O. Moose | For | For | Management |
| 1.7 | Elect Director Joseph Neubauer | For | For | Management |
| 1.8 | Elect Director Donald T. Nicolaisen | For | For | Management |
| 1.9 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 1.10 | Elect Director Hugh B. Price | For | For | Management |
| 1.11 | Elect Director Rodney E. Slater | For | For | Management |
| 1.12 | Elect Director Kathryn A. Tesija | For | For | Management |
| 1.13 | Elect Director Gregory D. Wasson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Commit to Wireless Network Neutrality | Against | For | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 7 | Adopt Proxy Access Right | Against | For | Shareholder |
| 8 | Submit Severance Agreement | Against | For | Shareholder |

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| | | | | |
|----|---|---------|-----|-------------|
| | (Change-in-Control) to Shareholder Vote | | | |
| 9 | Amend Articles/Bylaws/Charter- Call Special Meetings | Against | For | Shareholder |
| 10 | Provide Right to Act by Written Consent | Against | For | Shareholder |

VISA INC.

Ticker: V Security ID: 92826C839
 Meeting Date: JAN 30, 2013 Meeting Type: Annual
 Record Date: DEC 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Gary P. Coughlan | For | For | Management |
| 1b | Elect Director Mary B. Cranston | For | For | Management |
| 1c | Elect Director Francisco Javier Fernandez-Carbajal | For | For | Management |
| 1d | Elect Director Robert W. Matschullat | For | For | Management |
| 1e | Elect Director Cathy E. Minehan | For | For | Management |
| 1f | Elect Director Suzanne Nora Johnson | For | For | Management |
| 1g | Elect Director David J. Pang | For | For | Management |
| 1h | Elect Director Joseph W. Saunders | For | For | Management |
| 1i | Elect Director Charles W. Scharf | For | For | Management |
| 1j | Elect Director William S. Shanahan | For | For | Management |
| 1k | Elect Director John A. Swainson | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

WHITING PETROLEUM CORPORATION

Ticker: WLL Security ID: 966387102
 Meeting Date: MAY 07, 2013 Meeting Type: Annual
 Record Date: MAR 12, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Thomas L. Aller | For | For | Management |
| 1.2 | Elect Director Michael B. Walen | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

WPX ENERGY, INC.

Ticker: WPX Security ID: 98212B103
 Meeting Date: MAY 22, 2013 Meeting Type: Annual
 Record Date: MAR 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John A. Carrig | For | For | Management |
| 1.2 | Elect Director Henry E. Lentz | For | For | Management |
| 1.3 | Elect Director William G. Lowrie | For | For | Management |

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| | | | | |
|---|---|----------|----------|------------|
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

===== END NPX REPORT

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) The Zweig Total Return Fund, Inc.

By (Signature and Title)* /s/ George R. Alyward

George R. Alyward, President

Date: August 21, 2013