

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.

Form N-PX

August 11, 2015

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

(Address of principal executive offices)

Houston, Texas 77002

(Zip code)

David J. Shladovsky, Esq.

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, 2014 - June 30, 2015

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.
-

SIGNATURES

[See General Instruction F]

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) Kayne Anderson Midstream/Energy Fund, Inc.

By (Signature and /s/ Kevin S. McCarthy
Title)*

Kevin S. McCarthy,
Chairman of the Board of Directors,

Date August 10, 2015 President and Chief Executive Officer

* Print the name and title of each signing officer under his or her signature.

| | | | | | | |
|---------------------|------|-----------|-----------|---|---|---------|
| | | | | TO APPROVE: THE APPOINTMENT OF KPMG AS, SORKEDALSVEIEN 6, 0306 OSLO, NORWAY AS THE COMPANY'S INDEPENDENT AUDITORS UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS. | I | YES FOR |
| SEADRILL LIMITED | SDRL | G7945E105 | 9/19/2014 | TO RE-ELECT AS A DIRECTOR OF THE COMPANY: JOHN FREDRIKSEN | I | YES FOR |
| | | | | TO RE-ELECT AS A DIRECTOR OF THE COMPANY: OLAV TROIM | I | YES FOR |
| | | | | TO RE-ELECT AS A DIRECTOR OF THE COMPANY: KATE BLANKENSHIP | I | YES FOR |
| | | | | TO RE-ELECT AS A DIRECTOR OF THE COMPANY: KATHRINE FREDRIKSEN | I | YES FOR |
| | | | | TO RE-ELECT AS A DIRECTOR OF THE COMPANY: ERIK STEEN | I | YES FOR |
| | | | | TO RE-ELECT AS A DIRECTOR OF THE COMPANY: BERT BEKKER | I | YES FOR |
| | | | | TO RE-ELECT AS A DIRECTOR OF THE COMPANY: PAUL LEAND, JR. | I | YES FOR |
| | | | | TO RE-APPOINT: PRICEWATERHOUSECOOPERS LLP, AS AUDITOR AND TO AUTHORIZE THE DIRECTORS TO DETERMINE THEIR REMUNERATION. | I | YES FOR |
| | | | | TO APPROVE: THE REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS OF A TOTAL AMOUNT OF FEES NOT TO EXCEED US \$1,500,000 FOR | I | YES FOR |

THE YEAR ENDED DECEMBER
31, 2014.

| | | | | | | |
|--------------------------|------|-----------|-----------|---|---|---------|
| GOLAR LNG PARTNERS LP | GMLP | Y2745C102 | 9/19/2014 | TO ELECT: CARL E. STEEN AS A CLASS II DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2017 ANNUAL MEETING OF LIMITED PARTNERS. | I | YES FOR |
| TRANSOCEAN LTD. | RIG | H8817H100 | 9/22/2014 | REDUCTION: OF THE MAXIMUM NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS TO 11 FROM 14. ELECTION OF ONE NEW DIRECTOR: MERRILL A. "PETE" MILLER, JR., FOR A TERM EXTENDING UNTIL THE COMPLETION OF THE 2015 ANNUAL GENERAL MEETING. | I | YES FOR |
| SEADRILL PARTNERS LLC | SDLP | Y7545W109 | 9/26/2014 | TO ELECT: HARALD THORSTEIN AS A CLASS I DIRECTOR OF THE COMPANY WHOSE TERM WILL EXPIRE AT THE 2017 ANNUAL MEETING OF MEMBERS. | I | YES FOR |
| HOEGH LNG PARTNERS LP | HMLP | Y3262R100 | 9/24/2014 | TO ELECT: ANDREW JAMIESON AS A CLASS I DIRECTOR WHOSE TERM WILL EXPIRE AT THE 2015 ANNUAL MEETING OF LIMITED PARTNERS. TO ELECT: ROBERT SHAW AS A CLASS II DIRECTOR WHOSE TERM WILL EXPIRE AT THE 2016 ANNUAL MEETING OF LIMITED PARTNERS. | I | YES FOR |

| | | | | | | |
|---------------------------------------|------|-----------|------------|---|---|---------|
| | | | | TO ELECT: DAVID SPIVAK AS A CLASS III DIRECTOR WHOSE TERM WILL EXPIRE AT THE 2017 ANNUAL MEETING OF LIMITED PARTNERS. | I | YES FOR |
| | | | | TO ELECT: MORTTEN W. HOEGHAS A CLASS IV DIRECTOR WHOSE TERM WILL EXPIRE AT THE 2018 ANNUAL MEETING OF LIMITED PARTNERS. | I | YES FOR |
| DYNAGAS LNG PARTNERS LP | DLNG | Y2188B108 | 10/23/2014 | DIRECTOR: EVANGELOS VLAHOULIS ALEXIOS RODOPOULOS LEVON DEDEGIAN | I | YES FOR |
| | | | | TO APPROVE: THE APPOINTMENT OF ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS S.A. AS THE PARTNERSHIP'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | I | YES FOR |
| EL PASO PIPELINE PARTNERS, L.P. | EPB | 283702108 | 11/20/2014 | TO APPROVE: THE EPB MERGER AGREEMENT. | I | YES FOR |
| | | | | TO APPROVE: THE EPB ADJOURNMENT PROPOSAL. | I | YES FOR |
| KINDER MORGAN, INC. | KMI | 49456B101 | 11/20/2014 | TO APPROVE: AN AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF KMI TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS P COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OF KMI FROM 2,000,000,000 TO | I | YES FOR |

4,000,000,000.

TO APPROVE: I YES FOR
 THE ISSUANCE OF SHARES OF
 KMI COMMON STOCK IN THE
 PROPOSED KMP, KMR AND
 EPB MERGERS.

TO APPROVE:
 THE ADJOURNMENT OF THE
 SPECIAL MEETING, IF
 NECESSARY TO SOLICIT
 ADDITIONAL PROXIES IF
 THERE ARE NOT SUFFICIENT
 VOTES TO ADOPT THE
 FOREGOING PROPOSALS AT
 THE TIME OF THE SPECIAL
 MEETING.

KINDER MORGAN MANAGEMENT, LLC KMR 49455U100 11/20/2014 TO APPROVE: I YES FOR

THE KMR MERGER AGREEMENT.

TO APPROVE: I YES FOR
 THE KMR ADJOURNMENT PROPOSAL.

TO APPROVE: I YES FOR
 THE KMP MERGER AGREEMENT.

TO APPROVE: I YES FOR
 THE KMP ADJOURNMENT PROPOSAL.

ENERGY TRANSFER PARTNERS, L.P. ETP 29273R109 11/20/2014 TO APPROVE: I YES FOR

THE SECOND AMENDED AND RESTATED ENERGY TRANSFER PARTNERS, L.P. 2008 LONG-TERM INCENTIVE PLAN (AS IT HAS BEEN AMENDED FROM TIME TO TIME, THE "LTIP"), WHICH, AMONG OTHER THINGS, PROVIDES FOR AN INCREASE IN THE MAXIMUM NUMBER

OF COMMON UNITS RESERVED AND AVAILABLE FOR DELIVERY WITH RESPECT TO AWARDS UNDER THE LTIP TO 10,000,000 COMMON UNITS (THE "LTIP PROPOSAL").

TO APPROVE: I YES FOR
 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.

TARGA
 RESOURCES
 CORP.

TRGP 87612G101 1/20/2015

TO CONSIDER AND VOTE UPON: I YES AGAIN

A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF COMMON STOCK OF TARGA RESOURCES CORP. ("TRC") IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 13, 2014, BY AND AMONG TRC, TRIDENT GP MERGER SUB LLC, ATLAS ENERGY, L.P. AND ATLAS ENERGY ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

TO APPROVE: I YES AGAIN
 ONE OR MORE ADJOURNMENTS OF THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE TRC STOCK ISSUANCE PROPOSAL.

| | | | | | | | |
|-------------------------------|-----|-----------|-----------|--|---|-----|--------------|
| ATLAS PIPELINE PARTNERS, L.P. | APL | 049392103 | 1/22/2015 | <p>TO APPROVE AND ADOPT: I</p> <p>THE AGREEMENT AND PLAN OF MERGER (THE "APL MERGER AGREEMENT"), DATED AS OF OCTOBER 13, 2014, BY AND AMONG TARGA RESOURCES CORP., TARGA RESOURCES PARTNERS LP, TARGA RESOURCES GP LLC, TRIDENT MLP MERGER SUB LLC, ATLAS ENERGY, L.P., ATLAS PIPELINE PARTNERS, L.P. AND ATLAS PIPELINE PARTNERS GP, LLC, AND TO APPROVE THE MERGER CONTEMPLATED BY THE APL MERGER AGREEMENT.</p> | I | NO | DID NOT VOTE |
| | | | | <p>TO APPROVE: I</p> <p>ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY ATLAS PIPELINE PARTNERS, L.P. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.</p> | I | NO | DID NOT VOTE |
| WILLIAMS PARTNERS L.P. | WMB | 969457100 | 1/28/2015 | <p>TO APPROVE AND ADOPT: I</p> <p>THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 24, 2014 (THE "MERGER AGREEMENT"), BY AND AMONG ACCESS MIDSTREAM PARTNERS, L.P., ACCESS MIDSTREAM PARTNERS GP, L.L.C., VHMS, LLC ("MERGER SUB"), WILLIAMS PARTNERS L.P., AND WILLIAMS PARTNERS GP LLC (THE "WPZ GENERAL PARTNER").</p> | I | YES | FOR |
| EQT CORPORATION | EQT | 26884L109 | 4/15/2015 | <p>DIRECTOR: I</p> <p>PHILIP G. BEHRMAN, PH.D.</p> | I | YES | FOR |

A. BRAY CARY, JR.
MARGARET K. DORMAN
DAVID L. PORGES
JAMES E. ROHR
DAVID S. SHAPIRA
LEE T. TODD, JR., PH.D.

TO APPROVE: I YES FOR
NON-BINDING RESOLUTION
REGARDING THE
COMPENSATION OF THE
COMPANY'S NAMED
EXECUTIVE OFFICERS FOR
2014 (SAY-ON-PAY).

TO RATIFY: I YES FOR
APPOINTMENT OF
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM.

PROPOSAL REGARDING: S YES AGAIN
PROXY ACCESS BYLAW.

CENTERPOINT ENERGY, INC. CNP 15189T107 4/23/2015

DIRECTOR: I YES FOR
MILTON CARROL

DIRECTOR: I YES FOR
MICHAEL P. JOHNSON

DIRECTOR: I YES FOR
JANIECE M. LONGORIA

DIRECTOR: I YES FOR
SCOTT J. MCLEAN

DIRECTOR: I YES FOR
THEODORE F. POUND

DIRECTOR: I YES FOR
SCOTT M. PROCHAZKA

DIRECTOR: I YES FOR
SUSAN O. RHENEY

DIRECTOR: I YES FOR
PHILIP R. SMITH

DIRECTOR: I YES FOR
PETER S. WAREING

TO RATIFY: I YES FOR
 APPOINTMENT OF DELOITTE
 & TOUCHE LLP AS
 INDEPENDENT AUDITORS FOR
 2015.

TO APPROVE: I YES FOR
 THE ADVISORY RESOLUTION
 ON EXECUTIVE
 COMPENSATION.

TO REAPPROVE: I YES FOR
 THE MATERIAL TERMS OF
 PERFORMANCE GOALS
 UNDER THE 2009 LONG-TERM
 INCENTIVE PLAN.

TO REAPPROVE: I YES FOR
 THE MATERIAL TERMS OF
 PERFORMANCE GOALS
 UNDER THE SHORT-TERM
 INCENTIVE PLAN.

PROPOSAL REGARDING: S YES AGAIN
 THE PREPARATION OF AN
 ANNUAL REPORT ON
 LOBBYING.

ALTAGAS LTD. ALA 021361100 4/30/2015

DIRECTOR: I YES FOR
 CATHERINE M. BEST

DIRECTOR: I YES FOR
 DAVID W. CORNHILL

DIRECTOR: I YES FOR
 ALLAN L. EDGEWORTH

DIRECTOR: I YES FOR
 JUGH A. FERGUSON

DIRECTOR: I YES FOR
 DARYL H. GILBERT

DIRECTOR: I YES FOR
 ROBERT B. HODGINS

DIRECTOR: I YES FOR
 MYRON F. KANIK

DIRECTOR: I YES FOR
 DAVID F. MACKIE

DIRECTOR: I YES FOR
M. NEIL MACCRANK

TO APPOINT: I YES FOR
ERNST & YOUNG LLP AS
AUDITORS OF THE COMPANY
AND AUTHORIZE THE
DIRECTORS OF THE COMPANY
TO FIX ERNST & YOUNG LLP'S
REMUNERATION IN THAT
CAPACITY.

TO VOTE: I YES FOR
RESOLUTION TO ACCEPT THE
COMPANY'S APPROACH TO
EXECUTIVE COMPENSATION.

KIRBY CORPORATION KEX 497266106 4/28/2015

DIRECTOR: I YES FOR
BARRY E. DAVIS
MONTE J. MILLER
JOSEPH H. PYNE

REAPPROVAL: I YES FOR
OF THE MATERIAL TERMS OF
THE PERFORMANCE
OBJECTIVE UNDER KIRBY'S
2005 STOCK AND INCENTIVE
PLAN.

RATIFICATION: I YES FOR
OF THE SELECTION OF KPMG
LLP AS KIRBY'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR 2015.

APPROVAL: I YES FOR
OF THE COMPENSATION OF
KIRBY'S NAMED EXECUTIVE
OFFICERS.

PROXIES ARE AUTHOTIZED: I YES ABSTA
TO VOTE IN THEIR
DISCRETION UPON SUCH
OTHER BUSINESS AS MAY
PROPERLY COME BEFORE THE
MEETING.

SE 847560109 4/28/2015 DIRECTOR: I YES FOR

SPECTRA
ENERGY CORP.

GREGORY L. EBEL
F. ANTHONY COMPER
AUSTIN A. ADAMS
JOSEPH ALVARADO
PAMELA L. CARTER
CLARENCE P. CAZALOT JR.
PETER B. HAMILTON
MIRANDA C. HUBBS
MICHAEL MCSHANE
MICHAEL G. MORRIS
MICHAEL E.J. PHELPS

RATIFICATION: I YES FOR
OF THE APPOINTMENT OF
DELOITTE & TOUCHE LLP AS
SPECTRA ENERGY CORP'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR FISCAL YEAR 2015.

ADVISORY RESOLUTION: I YES FOR
TO APPROVE EXECUTIVE
COMPENSATION.

PROPOSAL: S YES AGAIN
CONCERNING DISCLOSURE OF
POLITICAL CONTRIBUTIONS.

PROPOSAL: S YES AGAIN
CONCERNING DISCLOSURE OF
LOBBYING ACTIVITIES.

ARC RESOURCES ARX 00208D408 4/30/2015
LTD.

DIRECTOR: I YES FOR
JOHN P. DIELWART
FRED J. DYMENT
TIMOTHY J. HEARN
JAMES C. HOUCK
HAROLD N. KVISLE
KATHLEEN M. O'NEILL
HERBERT C. PINDER, JR.
WILLIAM G. SEMBO
MYRON M. STADNYK
MAC H. VAN WIELINGEN

APPOINT: I YES FOR
DELOITTE LLP, CHARTERED
ACCOUNTANTS, AS AUDITORS
TO HOLD OFFICE UNTIL THE

CLOSE OF THE NEXT ANNUAL MEETING OF THE CORPORATION, AT SUCH REMUNERATION AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

RESOLUTION: I YES FOR
TO APPROVE THE CORPORATION'S ADVISORY VOTE ON EXECUTIVE COMPENSATION.

RESOLUTION: I YES FOR
TO APPROVE THE ADOPTION OF A LONG-TERM RESTRICTED SHARE AWARD PLAN.

MARATHON PETROLEUM CORPORATION

MPC 56585A102 4/29/2015

DIRECTOR: I YES FOR

DAVID A. DABERKO
DONNA A. JAMES
JAMES E. ROHR

RATIFICATION: I YES FOR
OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2015.

APPROVAL: I YES FOR
OF THE COMPANY'S 2015 NAMED EXECUTIVE OFFICER COMPENSATION.

PROPOSAL: S YES AGAIN
SEEKING THE ADOPTION OF QUANTITATIVE GREENHOUSE GAS EMISSION REDUCTION GOALS AND ASSOCIATED REPORTS.

VALERO ENERGY CORPORATION

VLO 91913Y100 4/30/2015

DIRECTOR: I YES FOR

JERRY D. CHOATE

DIRECTOR: I YES FOR
JOSEPH W. GORDER

DIRECTOR: I YES FOR
DEBORAH P. MAJORAS

DIRECTOR: I YES FOR
DONALD L. NICKLES

DIRECTOR: I YES FOR
PHILIP J. PFEIFFER

DIRECTOR: I YES FOR
ROBERT A. PROFUSEK

DIRECTOR: I YES FOR
SUSAN KAUFMAN PURCELL

DIRECTOR: I YES FOR
STEPHEN M. WATERS

DIRECTOR: I YES FOR
RANDALL J. WEISENBURGER

DIRECTOR: I YES FOR
RAYFORD WILKINS, JR.

RATIFY: I YES FOR
THE APPOINTMENT OF KPMG
LLP AS VALERO ENERGY'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR 2015.

APPROVE: I YES FOR
BY NON-BINDING VOTE, THE
2014 COMPENSATION OF OUR
NAMED EXECUTIVE
OFFICERS.

PROPOSAL: S YES AGAIN
ENTITLED "GREENHOUSE GAS
EMISSIONS".

TRANSCANADA TRP 89353D107 5/1/2015 DIRECTOR: I YES FOR
CORPORATION
KEVIN E. BENSON
DEREK H. BURNEY
PAULE GAUTHIER
RUSSELL K. GIRLING
S. BARRY JACKSON

PAULA ROSPUT REYNOLDS
 JOHN RICHEL
 MARY PAT SALOMONE
 D. MICHAEL G. STEWART
 SIIM A. VANASELJA
 RICHARD E. WAUGH

RESOLUTION: I YES FOR
 TO APPOINT KPMG LLP,
 CHARTERED ACCOUNTANTS
 AS AUDITORS AND
 AUTHORIZE THE DIRECTORS
 TO FIX THEIR
 REMUNERATION.

RESOLUTION: I YES FOR
 TO ACCEPT TRANSCANADA
 CORPORATION'S APPROACH
 TO EXECUTIVE
 COMPENSATION, AS
 DESCRIBED IN THE
 ACCOMPANYING
 MANAGEMENT INFORMATION
 CIRCULAR.

SPECIAL RESOLUTION: I YES FOR
 TO AMEND THE ARTICLES OF
 TRANSCANADA
 CORPORATION TO REDUCE
 THE MINIMUM NUMBER OF
 DIRECTORS TO 8 AND THE
 MAXIMUM NUMBER OF
 DIRECTORS TO 15, AS
 DESCRIBED IN THE
 ACCOMPANYING
 MANAGEMENT INFORMATION
 CIRCULAR.

RESOLUTION: I YES FOR
 CONFIRMING THE
 AMENDMENTS TO BY-LAW
 NUMBER 1 OF TRANSCANADA
 CORPORATION, AS
 DESCRIBED IN THE
 ACCOMPANYING
 MANAGEMENT INFORMATION
 CIRCULAR.

REGENCY
 ENERGY
 PARTNERS LP

RGP 75885Y107 4/28/2015

PROPOSAL: I NO DID NO VOTE

TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 25, 2015, AS AMENDED BY AMENDMENT NO. 1 THERETO, DATED AS OF FEBRUARY 18, 2015, BY AND AMONG ENERGY TRANSFER PARTNERS, L.P., ENERGY TRANSFER PARTNERS GP, L.P., THE GENERAL PARTNER OF ETP, RENDEZVOUS I LLC, .. (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL.

PROPOSAL: I NO DID NO VOTE

TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.

PROPOSAL: I NO DID NO VOTE

TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE PAYMENTS THAT WILL OR MAY BE PAID BY REGENCY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.

ENBRIDGE
INCOME FUND ENF.CN 29251R105 5/4/2015
HOLDINGS, INC.

APPOINTMENT: I YES FOR

OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR

REMUNERATION.

| | | |
|------------------------|---|---------|
| DIRECTOR: | I | YES FOR |
| J. RICHARD BIRD | | |
| M. ELIZABETH CANNON | | |
| CHARLES W. FISCHER | | |
| BRIAN E. FRANK | | |
| E.F.H. (HARRY) ROBERTS | | |
| BRUCE G. WATERMAN | | |

| | | |
|--------------------------|---|---------|
| RESOLUTION: | I | YES FOR |
| TO APPROVE AND CONFIRM | | |
| BY-LAW NO. 2 A BY-LAW | | |
| RELATING TO ADVANCE | | |
| NOTICE OF NOMINATIONS OF | | |
| DIRECTORS OF THE | | |
| CORPORATION. | | |

GIBSON ENERGY INC. GEI.CN 374825206 5/6/2015

| | | |
|-------------------|---|---------|
| DIRECTOR: | I | YES FOR |
| JAMES M. ESTEY | | |
| JAMES J. CLEARY | | |
| DONALD R. INGRAM | | |
| MARSHALL L. MCRAE | | |
| MARY ELLEN PETERS | | |
| CLAYTON H. WOITAS | | |
| A. STEWART HANLON | | |

| | | |
|-------------------------|---|---------|
| RESOLUTION: | I | YES FOR |
| APPOINTING | | |
| PRICEWATERHOUSECOOPERS | | |
| LLP AS OUR AUDITORS, TO | | |
| SERVE AS OUR AUDITORS | | |
| UNTIL THE NEXT ANNUAL | | |
| MEETING OF SHAREHOLDERS | | |
| AND AUTHORIZING THE | | |
| DIRECTORS TO FIX THEIR | | |
| REMUNERATION. | | |

NRG YIELD, INC. NYLD 62942X108 5/5/2015 1

| | | |
|----------------------|---|---------|
| DIRECTOR: | I | YES FOR |
| DAVID CRANE | | |
| JOHN F. CHLEBOWSKI | | |
| KIRKLAND B. ANDREWS | | |
| BRIAN R. FORD | | |
| MAURICIO GUTIERREZ | | |
| FERRELL P. MCCLEAN | | |
| CHRISTOPHER S. SOTOS | | |

| | | |
|-------------------|---|---------|
| 2A TO APPROVE: | I | YES FOR |
| THE ADOPTION OF | | |
| AMENDMENTS TO THE | | |

COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C COMMON STOCK AND CLASS D COMMON STOCK.

- | | | | |
|----|---|---|---------|
| 2B | TO APPROVE: THE ADOPTION OF AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO EFFECTUATE THE STOCK SPLIT. | I | YES FOR |
| 3 | TO APPROVE: THE AMENDED AND RESTATED 2013 EQUITY INCENTIVE PLAN. | I | YES FOR |
| 4 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2015 FISCAL YEAR. | I | YES FOR |

CRESCENT
POINT ENERGY
CORP.

CPG

22576C101

5/7/2015

- | | | | |
|---|--|---|---------|
| 1 | TO FIX: THE NUMBER OF DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AT EIGHT (8). | I | YES FOR |
| 2 | DIRECTOR: RENE AMIRAULT PETER BANNISTER LAURA A. CILLIS D. HUGH GILLARD ROBERT F. HEINEMANN GERALD A. ROMANZIN SCOTT SAXBERG GREGORY G. TURNBULL, QC | I | YES FOR |
| 3 | THE APPOINTMENT: OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITORS | I | YES FOR |

OF THE CORPORATION AND
 AUTHORIZE THE BOARD OF
 DIRECTORS OF THE
 CORPORATION TO FIX THEIR
 REMUNERATION AS SUCH.

- | | | | | | | | |
|-------------|--|-----------|----------|----|--|---|---------|
| 4 | TO CONSIDER: AND IF THOUGHT ADVISABLE, TO PASS, WITH OR WITHOUT VARIATION, A RESOLUTION TO APPROVE AN AMENDMENT TO THE CORPORATION'S RESTRICTED SHARE BONUS PLAN, THE FULL TEXT OF WHICH IS SET FORTH IN THE INFORMATION CIRCULAR. | I | YES FOR | | | | |
| 5 | TO CONSIDER: AND IF THOUGHT ADVISABLE, TO PASS, WITH OR WITHOUT VARIATION, AN ADVISORY RESOLUTION TO ACCEPT THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION, THE FULL TEXT OF WHICH IS SET FORTH IN THE INFORMATION CIRCULAR. | I | YES FOR | | | | |
| PHILLIPS 66 | PSX | 718546104 | 5/6/2015 | 1A | DIRECTOR: J. BRIAN FERGUSON | I | YES FOR |
| | | | | 1B | DIRECTOR: HAROLD W. MCGRAW III | I | YES FOR |
| | | | | 1C | DIRECTOR: VICTORIA J. TSCHINKEL | I | YES FOR |
| | | | | 2 | TO RATIFY: THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015. | I | YES FOR |
| | | | | 3 | TO CONSIDER: AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) | I | YES FOR |

BASIS, THE COMPENSATION
OF OUR NAMED EXECUTIVE
OFFICERS.

| | | | |
|----|--|---|---------|
| 4 | TO CONSIDER: AND VOTE ON A MANAGEMENT PROPOSAL REGARDING THE ANNUAL ELECTION OF DIRECTORS. | I | YES FOR |
| 5 | TO CONSIDER: AND VOTE ON A SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS REDUCTION GOALS. | S | YES FOR |
| 1A | DIRECTOR: WILLIAM P. BARR | I | YES FOR |
| 1B | DIRECTOR: HELEN E. DRAGAS | I | YES FOR |
| 1C | DIRECTOR: JAMES O. ELLIS, JR. | I | YES FOR |
| 1D | DIRECTOR: THOMAS F. FARRELL II | I | YES FOR |
| 1E | DIRECTOR: JOHN W. HARRIS | I | YES FOR |
| 1F | DIRECTOR: MARK J. KINGTON | I | YES FOR |
| 1G | DIRECTOR: PAMELA J. ROYAL, M.D. | I | YES FOR |
| 1H | DIRECTOR: ROBERT H. SPILMAN, JR. | I | YES FOR |
| 1I | DIRECTOR: MICHAEL E. SZYMANCZYK | I | YES FOR |
| 1J | DIRECTOR: DAVID A. WOLLARD | I | YES FOR |
| 2 | RATIFICATION: OF APPOINTMENT OF THE INDEPENDENT AUDITORS FOR 2015. | I | YES FOR |

DOMINION
RESOURCES, INC. D

25746U109 5/6/2015

- | | | | |
|---|---|---|---------|
| 3 | ADVISORY VOTE: ON APPROVAL OF EXECUTIVE COMPENSATION (SAY ON PAY). | I | YES FOR |
| 4 | APPROVAL: OF AN AMENDMENT TO OUR BYLAWS. | I | YES FOR |
| 5 | RIGHT: TO ACT BY WRITTEN CONSENT. | S | YES FOR |
| 6 | NEW: NUCLEAR CONSTRUCTION. | S | YES FOR |
| 7 | REPORT: ON METHANE EMISSIONS. | S | YES FOR |
| 8 | SUSTAINABILITY: AS A PERFORMANCE MEASURE FOR EXECUTIVE COMPENSATION. | S | YES FOR |
| 9 | REPORT: ON THE FINANCIAL RISKS TO DOMINION POSED BY CLIMATE CHANGE. | S | YES FOR |
| # | ADOPT: QUANTITATIVE GOALS FOR REDUCING GREENHOUSE GAS EMISSIONS. | S | YES FOR |
| # | REPORT: ON BIOENERGY. | S | YES FOR |

PEMBINA
PIPELINE
CORPORATION

PBA

706327103

5/8/2015

1

DIRECTOR:

I

YES FOR

ANNE-MARIE N. AINSWORTH
GRANT D. BILLING
MICHAEL H. DILGER
RANDALL J. FINDLAY
LORNE B. GORDON
GORDON J. KERR
DAVID M.B. LEGRESLEY
ROBERT B. MICHALESKI
LESLIE A. O'DONOGHUE
JEFFREY T. SMITH

- | | | | |
|---|---|---|---------|
| 2 | TO APPOINT: KPMG LLP, CHARTERED ACCOUNTANTS, AS THE AUDITORS OF THE CORPORATION FOR THE ENSUING FINANCIAL YEAR AT A REMUNERATION TO BE FIXED BY MANAGEMENT. | I | YES FOR |
| 3 | RESOLUTION: APPROVING AND AUTHORIZING THE RESERVATION OF AN ADDITIONAL 7,000,000 COMMON SHARES OF PEMBINA FOR ISSUANCE UNDER THE STOCK OPTION PLAN OF PEMBINA PIPELINE CORPORATION ("PEMBINA") SUBSTANTIALLY AS SET OUT IN THE MANAGEMENT INFORMATION CIRCULAR OF PEMBINA DATED MARCH 19, 2015 IS APPROVED, INCLUDING THE AMENDMENT OF SUCH PLAN AS REQUIRED TO REFLECT SUCH INCREASE. | I | YES FOR |
| 4 | RESOLUTION: APPROVING AND AUTHORIZING THE STOCK OPTION ISSUANCE RULE TO BE ENACTED UNDER THE STOCK OPTION PLAN (THE "PLAN") OF PEMBINA PIPELINE CORPORATION ("PEMBINA") SUBSTANTIALLY AS SET OUT IN THE MANAGEMENT INFORMATION CIRCULAR (THE "CIRCULAR") OF PEMBINA DATED MARCH 19, 2015 IS HEREBY APPROVED. | I | YES FOR |
| 5 | TO ACCEPT: THE APPROACH TO EXECUTIVE COMPENSATION AS DISCLOSED IN THE ACCOMPANYING MANAGEMENT PROXY | I | YES FOR |

CIRCULAR.

| | | | | | | | |
|------------------------|-----|-----------|----------|---|---|---|-----------|
| KINDER MORGAN, INC. | KMI | 49456B101 | 5/7/2015 | 1 | DIRECTOR: | I | YES FOR |
| | | | | | RICHARD D. KINDER STEVEN J. KEAN TED A. GARDNER ANTHONY W. HALL, JR. GARY L. HULTQUIST RONALD L. KUEHN, JR. DEBORAH A. MACDONALD MICHAEL J. MILLER MICHAEL C. MORGAN ARTHUR C. REICHSTETTER FAYEZ SAROFIM C. PARK SHAPER WILLIAM A. SMITH JOEL V. STAFF ROBERT F. VAGT PERRY M. WAUGHTAL | | |
| | | | | 2 | APPROVAL: OF THE KINDER MORGAN, INC. 2015 AMENDED AND RESTATED STOCK INCENTIVE PLAN. | I | YES FOR |
| | | | | 3 | APPROVAL: OF THE AMENDED AND RESTATED ANNUAL INCENTIVE PLAN OF KINDER MORGAN, INC. | I | YES FOR |
| | | | | 4 | ADVISORY VOTE TO: APPROVE EXECUTIVE COMPENSATION. | I | YES FOR |
| | | | | 5 | RATIFICATION: OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015. | I | YES FOR |
| | | | | 6 | APPROVAL: OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF KINDER MORGAN, INC. | I | YES FOR |
| | | | | 7 | STOCKHOLDER PROPOSAL: | S | YES AGAIN |

RELATING TO A REPORT ON
OUR COMPANY'S RESPONSE
TO CLIMATE CHANGE.

8 STOCKHOLDER PROPOSAL: S YES AGAIN
RELATING TO A REPORT ON
METHANE EMISSIONS.

9 STOCKHOLDER PROPOSAL: S YES AGAIN
RELATING TO AN ANNUAL
SUSTAINABILITY REPORT.

TESORO
CORPORATION

TSO

881609101

5/7/2015

1A DIRECTOR:
RODNEY F. CHASE

I

YES FOR

1B DIRECTOR:
GREGORY J. GOFF

I

YES FOR

1C DIRECTOR:
ROBERT W. GOLDMAN

I

YES FOR

1D DIRECTOR:
DAVID LILLEY

I

YES FOR

1E DIRECTOR:
MARY PAT MCCARTHY

I

YES FOR

1F DIRECTOR:
J.W. NOKES

I

YES FOR

1G DIRECTOR:
SUSAN TOMASKY

I

YES FOR

1H DIRECTOR:
MICHAEL E. WILEY

I

YES FOR

1I DIRECTOR:
PATRICK Y. YANG

I

YES FOR

2 TO CONDUCT:
AN ADVISORY VOTE TO
APPROVE EXECUTIVE
COMPENSATION.

I

YES FOR

3 TO RATIFY:
THE APPOINTMENT OF ERNST
& YOUNG LLP AS OUR
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

I

YES FOR

FOR FISCAL YEAR 2015.

| | | | | |
|--------------------------------|-------------------------------------|--|----------|----------------|
| <p>INTER PIPELINE LTD.</p> | <p>IPL.CN 45833V109 5/11/2015 1</p> | <p>TO FIX:</p> <p>THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT SEVEN MEMBERS AND TO ELECT SEVEN DIRECTORS TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF OUR SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED.</p> | <p>I</p> | <p>YES FOR</p> |
| | | <p>2 DIRECTOR:</p> <p>RICHARD SHAW DAVID FESYK LORNE BROWN DUANE KEINICK ALISON TAYLOR LOVE WILLIAM ROBERTSON BRANT SANGSTER</p> | <p>I</p> | <p>YES FOR</p> |
| | | <p>3 PROPOSE:</p> <p>THAT ERNST & YOUNG LLP (EY) BE APPOINTED AS AUDITORS TO SERVE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS. THE AUDIT COMMITTEE WILL RECOMMEND EY'S COMPENSATION TO THE BOARD FOR ITS REVIEW AND APPROVAL.</p> | <p>I</p> | <p>YES FOR</p> |
| | | <p>4 RESOLVED:</p> <p>ON AN ADVISORY BASIS AND NOT TO DIMINISH THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS OF INTER PIPELINE LTD. (IPL), THAT THE SHAREHOLDERS OF IPL (SHAREHOLDERS) ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN IPL'S MANAGEMENT INFORMATION CIRCULAR DELIVERED IN ADVANCE OF THE 2015 ANNUAL MEETING OF</p> | <p>I</p> | <p>YES FOR</p> |

SHAREHOLDERS.

| | | | | | | | |
|------------------------|-----|-----------|-----------|---|--|---|---------|
| BAYTEX ENERGY CORP. | BTE | 07317Q105 | 5/12/2015 | 1 | FIXING: THE NUMBER OF DIRECTORS OF BAYTEX TO BE ELECTED AT NINE (9). | I | YES FOR |
| | | | | 2 | DIRECTOR: JAMES L. BOWZER JOHN A. BRUSSA RAYMOND T. CHAN EDWARD CHWYL NAVEEN DARGAN R.E.T. (RUSTY) GOEPEL GREGORY K. MELCHIN MARY ELLEN PETERS DALE O. SHWED | I | YES FOR |
| | | | | 3 | APPOINTMENT: OF DELOITTE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF BAYTEX FOR THE ENSUING YEAR AND TO AUTHORIZE THE DIRECTORS OF BAYTEX TO FIX THEIR REMUNERATION. | I | YES FOR |
| | | | | 4 | ADVISORY RESOLUTION: TO ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN THE ACCOMPANYING INFORMATION CIRCULAR - PROXY STATEMENT. | I | YES FOR |
| ABENGOA YIELD PLC | ABY | G00349103 | 5/8/2015 | 1 | TO RECEIVE: THE ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2014. | I | YES FOR |
| | | | | 2 | TO APPROVE: THE DIRECTORS' REMUNERATION REPORT, OTHER THAN THE DIRECTORS' REMUNERATION POLICY, FOR THE YEAR ENDED 31 DECEMBER 2014. | I | YES FOR |

| | | | |
|--------------------------------------|---|---|---------|
| 3 | TO APPROVE: THE DIRECTORS' REMUNERATION POLICY. | I | YES FOR |
| 4 | TO APPOINT: JAVIER GAROZ NEIRA AS A DIRECTOR. | I | YES FOR |
| 5 | TO REAPPOINT: DELOITTE LLP AND DELOITTE S.L. AS AUDITORS OF THE COMPANY. | I | YES FOR |
| 6 | TO AUTHORISE: THE AUDIT COMMITTEE TO DETERMINE THE AUDITORS' REMUNERATION. | I | YES FOR |
| 7 | TO AUTHORISE: THE DIRECTORS TO ALLOT SHARES. | I | YES FOR |
| 8 | TO DISAPPLY: STATUTORY PRE-EMPTION RIGHTS. | I | YES FOR |
| 9 | TO AUTHORISE: THE COMPANY TO PURCHASE ITS OWN SHARES. | I | YES FOR |
| # | TO AMEND: ARTICLE 64 OF THE COMPANY'S ARTICLES OF ASSOCIATION. | I | YES FOR |
| NISOURCE INC. NI 65473P105 5/12/2015 | 1A DIRECTOR: RICHARD A. ABDOO | I | YES FOR |
| | 1B DIRECTOR: ARISTIDES S. CANDRIS | I | YES FOR |
| | 1C DIRECTOR: SIGMUND L. CORNELIUS | I | YES FOR |
| | 1D DIRECTOR: MICHAEL E. JESANIS | I | YES FOR |
| | 1E DIRECTOR: MARTY R. KITTRELL | I | YES FOR |

| | | | |
|----|--|---|---------|
| 1F | DIRECTOR: W. LEE NUTTER | I | YES FOR |
| 1G | DIRECTOR: DEBORAH S. PARKER | I | YES FOR |
| 1H | DIRECTOR: ROBERT C. SKAGGS, JR. | I | YES FOR |
| 1I | DIRECTOR: TERESA A. TAYLOR | I | YES FOR |
| 1J | DIRECTOR: RICHARD L. THOMPSON | I | YES FOR |
| 1K | DIRECTOR: CAROLYN Y. WOO | I | YES FOR |
| 2 | TO APPROVE: EXECUTIVE COMPENSATION ON AN ADVISORY BASIS. | I | YES FOR |
| 3 | TO RATIFY: THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. | I | YES FOR |
| 4 | TO AMEND: THE COMPANY'S CERTIFICATE OF INCORPORATION TO GIVE STOCKHOLDERS THE POWER TO REQUEST SPECIAL MEETINGS. | I | YES FOR |
| 5 | TO AMEND: THE COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE THE MINIMUM NUMBER OF COMPANY DIRECTORS FROM NINE TO SEVEN. | I | YES FOR |
| 6 | TO RE-APPROVE: THE COMPANY'S 2010 OMNIBUS INCENTIVE PLAN. | I | YES FOR |
| 7 | TO APPROVE: | I | YES FOR |

AN AMENDMENT TO THE
COMPANY'S EMPLOYEE
STOCK PURCHASE PLAN.

8 TO CONSIDER: S YES AGAIN
A STOCKHOLDER PROPOSAL
REGARDING REPORTS ON
POLITICAL CONTRIBUTIONS.

GASLOG
PARTNERS LP

GLOP Y2687W108 5/12/2015 1

TO ELECT: I YES FOR
ROBERT B. ALLARDICE III AS
A CLASS I DIRECTOR TO
SERVE FOR A ONE-YEAR
TERM UNTIL THE 2016
ANNUAL MEETING.

2 TO ELECT: I YES FOR
PAMELA GIBSON AS A CLASS
II DIRECTOR TO SERVE FOR A
TWO-YEAR TERM UNTIL THE
2017 ANNUAL MEETING.

3 TO ELECT: I YES FOR
DANIEL BRADSHAW AS A
CLASS III DIRECTOR TO
SERVE FOR A THREE-YEAR
TERM UNTIL THE 2018
ANNUAL MEETING.

4 TO RATIFY: I YES FOR
THE APPOINTMENT OF
DELOITTE LLP AS OUR
INDEPENDENT AUDITORS FOR
THE FISCAL YEAR ENDING
DECEMBER 31, 2015.

HOLLYFRONTIER
CORPORATION

HFC 436106108 5/13/2015 1A

DIRECTOR: I YES FOR
DOUGLAS BECH

1B DIRECTOR: I YES FOR
LELDON ECHOLS

1C DIRECTOR: I YES FOR
KEVIN HARDAGE

1D DIRECTOR: I YES FOR
MICHAEL JENNINGS

| | | | |
|----|---|---|-----------|
| 1E | DIRECTOR: | I | YES FOR |
| | ROBERT KOSTELNIK | | |
| 1F | DIRECTOR: | I | YES FOR |
| | JAMES LEE | | |
| 1G | DIRECTOR: | I | YES FOR |
| | FRANKLIN MYERS | | |
| 1H | DIRECTOR: | I | YES FOR |
| | MICHAEL ROSE | | |
| 1I | DIRECTOR: | I | YES FOR |
| | TOMMY VALENTA | | |
| 2 | APPROVAL: | I | YES FOR |
| | ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | | |
| 3 | RATIFICATION: | I | YES FOR |
| | OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2015 FISCAL YEAR. | | |
| 4 | APPROVAL: | I | YES FOR |
| | OF AMENDMENT SETTING FORTH THE MATERIAL TERMS OF THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | | |
| 5 | APPROVAL: | I | YES FOR |
| | OF AMENDMENT SETTING FORTH THE MATERIAL TERMS OF THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | | |
| 6 | STOCKHOLDER PROPOSAL: | S | YES AGAIN |
| | IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | | |

| | | | | | | | |
|-------------------------|------|-----------|-----------|---|------------------------|---|---------|
| SEMGROUP CORPORATION | SEMG | 81663A105 | 5/14/2015 | 1 | DIRECTOR: | I | YES FOR |
| | | | | | RONALD A. BALLSCHMIEDE | | |

SARAH M. BARPOULIS
 JOHN F. CHLEBOWSKI
 CARLIN G. CONNER
 KARL F. KURZ
 JAMES H. LYTAL
 THOMAS R. MCDANIEL

2 TO APPROVE: I YES FOR
 ON A NON-BINDING
 ADVISORY BASIS, THE
 COMPENSATION OF THE
 COMPANY'S NAMED
 EXECUTIVE OFFICERS.

3 RATIFICATION: I YES FOR
 OF BDO USA, LLP AS
 INDEPENDENT REGISTERED
 PUBLIC ACCOUNTING FIRM
 FOR 2015.

TARGA
 RESOURCES
 CORP.

TRGP 87612G101 5/18/2015 1

DIRECTOR: I YES FOR
 JOE BOB PERKINS
 ERSHEL C. REDD, JR.

RATIFICATION: I YES FOR
 OF THE SELECTION OF
 INDEPENDENT AUDITORS.

SHAREHOLDER PROPOSAL:
 REGARDING PUBLICATION OF
 A REPORT ON METHANE S YES AGAIN
 EMISSIONS.

ONEOK, INC.

OKE 682680103 5/20/2015 1A

ELECTION OF DIRECTOR: I YES FOR
 JAMES C. DAY

1B ELECTION OF DIRECTOR: I YES FOR
 JULIE H. EDWARDS

1C ELECTION OF DIRECTOR: I YES FOR
 LIAM L. FORD

1D ELECTION OF DIRECTOR: I YES FOR
 JOHN W. GIBSON

1E ELECTION OF DIRECTOR: I YES FOR
 STEVEN J. MALCOLM

1F ELECTION OF DIRECTOR: I YES FOR

JIM W. MOGG

| | | |
|--|---|---------|
| 1G ELECTION OF DIRECTOR: PATTYE L. MOORE | I | YES FOR |
| 1H ELECTION OF DIRECTOR: GARY D. PARKER | I | YES FOR |
| 1I ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ | I | YES FOR |
| 1J ELECTION OF DIRECTOR: TERRY K. SPENCER | I | YES FOR |
| 2 RATIFICATION OF: THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC. FOR THE YEAR ENDING DECEMBER 31, 2015. | I | YES FOR |
| 3 ADVISORY VOTE: TO APPROVE ONEOK, INC.'S EXECUTIVE COMPENSATION. | I | YES FOR |

PBF ENERGY
INC.

PBF

69318G106

5/21/2015

| | | |
|---|---|---------|
| 1 ELECTION OF DIRECTOR: THOMAS D. O'MALLEY | I | YES FOR |
| 1 ELECTION OF DIRECTOR: SPENCER ABRAHAM | I | YES FOR |
| 1 ELECTION OF DIRECTOR: JEFFERSON F. ALLEN | I | YES FOR |
| 1 ELECTION OF DIRECTOR: WAYNE A. BUDD | I | YES FOR |
| 2 ELECTION OF DIRECTOR: S. EUGENE EDWARDS | I | YES FOR |
| 2 ELECTION OF DIRECTOR: DENNIS M. HOUSTON | I | YES FOR |
| 2 ELECTION OF DIRECTOR: EDWARD F. KOSNIK | I | YES FOR |
| 2 ELECTION OF DIRECTOR: EIJA MALMIVIRTA | I | YES FOR |

| | | | |
|---|--|---|---------|
| 2 | ELECTION OF DIRECTOR: THOMAS J. NIMBLEY | I | YES FOR |
| 2 | RATIFICATION OF: THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING DECEMBER 31, 2015. | I | YES FOR |

THE WILLIAMS
COMPANIES, INC.

WMB

969457100

5/21/2015

| | | | |
|----|--|---|---------|
| 1A | ELECTION OF DIRECTOR: ALAN S. ARMSTRONG | I | YES FOR |
| 1B | ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND | I | YES FOR |
| 1C | ELECTION OF DIRECTOR: KATHLEEN B. COOPER | I | YES FOR |
| 1D | ELECTION OF DIRECTOR: JOHN A. HAGG | I | YES FOR |
| 1E | ELECTION OF DIRECTOR: JUANITA H. HINSHAW | I | YES FOR |
| 1F | ELECTION OF DIRECTOR: RALPH IZZO | I | YES FOR |
| 1G | ELECTION OF DIRECTOR: FRANK T. MACINNIS | I | YES FOR |
| 1H | ELECTION OF DIRECTOR: ERIC W. MANDELBLATT | I | YES FOR |
| 1I | ELECTION OF DIRECTOR: KEITH A. MEISTER | I | YES FOR |
| 1J | ELECTION OF DIRECTOR: STEVEN W. NANCE | I | YES FOR |
| 1K | ELECTION OF DIRECTOR: MURRAY D. SMITH | I | YES FOR |
| 1L | ELECTION OF DIRECTOR: JANICE D. STONEY | I | YES FOR |
| 1M | ELECTION OF DIRECTOR: LAURA A. SUGG | I | YES FOR |

| | | | | | | | |
|--------------------------------------|------|-----------|----------|---|---|---|---------|
| | | | | 2 | RATIFICATION OF: ERNST & YOUNG LLP AS AUDITORS FOR 2015. | I | YES FOR |
| | | | | 3 | APPROVAL, BY NONBINDING ADVISORY VOTE: OF THE COMPANY'S EXECUTIVE COMPENSATION. | I | YES FOR |
| TERRAFORM POWER, INC. | TERP | 88104R100 | 6/2/2015 | 1 | DIRECTOR: AHMAD CHATILA CARLOS DOMENECH ZORNOZA BRIAN WUEBBELS HANIF DAHYA MARK FLORIAN MARK LERDAL MARTIN TRUONG FRANCISCO PEREZ GUNDIN STEVEN TESORIERE | I | YES FOR |
| | | | | 2 | RATIFICATION OF: THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015. | I | YES FOR |
| BUCKEYE PARTNERS, L.P. | BPL | 118230101 | 6/2/2015 | 1 | DIRECTOR: PIETER BAKKER BARBARA M. BAUMANN MARK C. MCKINLEY DONALD W. NIEMIEC | I | YES FOR |
| | | | | 2 | RATIFICATION OF: OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2015. | I | YES FOR |
| MARKWEST ENERGY PARTNERS, L.P. | MWE | 570759100 | 6/3/2015 | 1 | DIRECTOR: FRANK M. SEMPLE DONALD D. WOLF MICHAEL L. BEATTY WILLIAM A BRUCKMANN III DONALD C. HEPPELMANN | I | YES FOR |

RANDALL J. LARSON
 ANNE E. FOX MOUNSEY
 WILLIAM P. NICOLETTI

2 RATIFICATION OF: I YES FOR
 DELOITTE & TOUCHE LLP AS
 THE PARTNERSHIP'S
 INDEPENDENT REGISTERED
 PUBLIC ACCOUNTANTS FOR
 THE FISCAL YEAR ENDING
 DECEMBER 31, 2015.

TEEKAY
 CORPORATION

TK

Y8564W103 6/10/15

1 DIRECTOR: I YES FOR
 DR. IAN D. BLACKBURNE
 WILLIAM B. BERRY
 C. SEAN DAY

PENGROWTH
 ENERGY
 CORPORATION

PGH

70706P104 6/23/2015

1 APPOINTMENT OF: I YES FOR
 KPMG LLP AS AUDITORS OF
 THE CORPORATION FOR THE
 ENSUING YEAR AND
 AUTHORIZING THE
 DIRECTORS TO FIX THEIR
 REMUNERATION.

2 DIRECTOR: I YES FOR
 DEREK W. EVANS
 JOHN B. ZAOZIRNY
 MARGARET L. BYL
 WAYNE K. FOO
 KELVIN B. JOHNSTON
 JAMES D. MCFARLAND
 MICHAEL S. PARRETT
 A. TERENCE POOLE
 JAMIE C. SOKALSKY
 D. MICHAEL G. STEWART

3 ADVISORY VOTE: I YES FOR
 ON A RESOLUTION TO
 ACCEPT THE CORPORATION'S
 APPROACH TO EXECUTIVE
 COMPENSATION, THE FULL
 TEXT OF WHICH RESOLUTION
 IS SET FORTH IN THE
 INFORMATION CIRCULAR OF
 THE CORPORATION DATED
 APRIL 30, 2015 (THE

"INFORMATION CIRCULAR").