

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Symantec Corporation

Meeting Date: 10/05/2017

Country: USA

Primary Security ID: 871503108

Record Date: 08/07/2017

Meeting Type: Annual

Ticker: SYMC

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Gregory S. Clark	Mgmt	For	For	For
Elect Director Frank E. Dangeard	Mgmt	For	For	For
Elect Director Kenneth Y. Hao	Mgmt	For	For	For
Elect Director David W. Humphrey	Mgmt	For	For	For
Elect Director Geraldine B. Laybourne	Mgmt	For	For	For
Elect Director David L. Mahoney	Mgmt	For	For	For
Elect Director Robert S. Miller	Mgmt	For	For	For
Elect Director Anita M. Sands	Mgmt	For	For	For
Elect Director Daniel H. Schulman	Mgmt	For	For	For
Elect Director V. Paul Unruh	Mgmt	For	For	For
Elect Director Suzanne M. Vautrinot	Mgmt	For	For	For
Ratify KPMG LLP as Auditors	Mgmt	For	For	For
Amend Omnibus Stock Plan	Mgmt	For	Against	Against
<i>Voter Rationale: Based on evaluation of the estimated cost, plan features, and grant practices using the Equity Plan Scorecard (EPSC), a vote AGAINST this proposal is warranted due to the following key factors:- Plan cost is excessive- Three-year average burn rate is excessive- The plan allows broad discretion to accelerate vesting</i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Provide For Confidential Running Vote Tallies On Executive Pay Matters	SH	Against	Against	Against
Adopt Share Retention Policy For Senior Executives	SH	Against	Against	Against

The Procter & Gamble Company

Meeting Date: 10/10/2017

Country: USA

Primary Security ID: 742718109

Record Date: 08/11/2017

Meeting Type: Proxy Contest

Ticker: PG

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

The Procter & Gamble Company

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Management Proxy (Blue Proxy Card)	Mgmt			
Elect Director Francis S. Blake	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Angela F. Braly	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Amy L. Chang	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Kenneth I. Chenault	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Scott D. Cook	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Terry J. Lundgren	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director W. James McNerney, Jr.	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director David S. Taylor	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Margaret C. Whitman	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Patricia A. Woertz	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Elect Director Ernesto Zedillo	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				

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The Procter & Gamble Company

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Adopt Holy Land Principles	SH	Against	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Report on Company Non-Discrimination Policies in States with Pro-Discrimination Laws	SH	Against	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Report on Risks of Doing Business in Conflict-Affected Areas	SH	Against	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Repeal Any Amendments to Code of Regulations Adopted After April 8, 2016	SH	Against	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card.</i>				
Dissident Proxy (White Proxy Card)	Mgmt			
Elect Director Nelson Peltz	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee Francis S. Blake	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee Angela F. Braly	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee Amy L. Chang	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				

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The Procter & Gamble Company

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Management Nominee Kenneth I. Chenault	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee Scott D. Cook	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee Terry J. Lundgren	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee W. James McNerney, Jr.	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee David S. Taylor	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee Margaret C. Whitman	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Management Nominee Patricia A. Woertz	SH	For	Refer	Do Not Vote
<i>Voter Rationale: The dissident has presented a compelling case that a limited degree of boardroom change would be beneficial. The addition of one well-qualified nominee, who holds a large economic stake, appears likely to have benefits that outweigh the potential risks. Support FOR dissident nominee Peltz is recommended. Votes FOR the remaining incumbent directors on the dissident (WHITE) card are likewise warranted.</i>				
Ratify Deloitte & Touche LLP as Auditors	Mgmt	None	Refer	Do Not Vote
<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				

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The Procter & Gamble Company

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	None	Refer	Do Not Vote
<i>Voter Rationale: Although certain concerns are noted with respect to disclosure and discretion in the annual bonus program, overall the executive pay program is reasonably performance-based. Moreover, CEO pay is reasonably aligned with company performance at this time. As such, a vote FOR this proposal is warranted.</i>				
Advisory Vote on Say on Pay Frequency	Mgmt	None	Refer	Do Not Vote
<i>Voter Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted.</i>				
Adopt Holy Land Principles	SH	None	Refer	Do Not Vote
<i>Voter Rationale: A vote AGAINST this proposal is warranted. Seeing as the company already has strong equal employment opportunity and diversity-related policies and practices in place and is not facing any significant controversies related to discrimination in Israel and the Palestinian Territories, this proposal would do little to enhance or protect shareholder value.</i>				
Report on Company Non-Discrimination Policies in States with Pro-Discrimination Laws	SH	None	Refer	Do Not Vote
<i>Voter Rationale: A vote AGAINST this resolution is warranted because: • The company has equal opportunity, non-discrimination, and anti-harassment policies that state that the company does not discriminate against individuals on the basis of sexual orientation, gender identity, or gender expression in its employment decisions, and the company has robust diversity and inclusion programs and practices; • the scope of the proposal is so broad, in terms of the evaluation of risk and costs, and strategies to address them, that the proposal is unduly burdensome; and • the proposal seeks to compel the company to take action on issues that are beyond the company's control, which are better dealt with through legal or legislative action.</i>				
Report on Risks of Doing Business in Conflict-Affected Areas	SH	None	Refer	Do Not Vote
<i>Voter Rationale: A vote AGAINST this proposal is warranted, as the company already has human rights policies and disclosure in place and is not facing any significant controversies related to discrimination or human rights violations in Israel and the Palestinian Territories.</i>				
Repeal Any Amendments to Code of Regulations Adopted After April 8, 2016	SH	For	Refer	Do Not Vote
<i>Voter Rationale: As the dissident has made a compelling case for change at the board level, a precautionary vote FOR this proposal is warranted.</i>				

Paychex, Inc.

Meeting Date: 10/11/2017

Country: USA

Primary Security ID: 704326107

Record Date: 08/14/2017

Meeting Type: Annual

Ticker: PAYX

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director B. Thomas Golisano	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Paychex, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Thomas F. Bonadio	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Joseph G. Doody	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director David J.S. Flaschen	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Phillip Horsley	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Grant M. Inman	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Martin Mucci	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Joseph M. Tucci	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Joseph M. Velli	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Kara Wilson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For

Cintas Corporation

Meeting Date: 10/17/2017

Country: USA

Primary Security ID: 172908105

Record Date: 08/18/2017

Meeting Type: Annual

Ticker: CTAS

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Gerald S. Adolph	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Cintas Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director John F. Barrett	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Melanie W. Barstad	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Robert E. Coletti	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Richard T. Farmer	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Scott D. Farmer	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director James J. Johnson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Joseph Scaminace	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Ronald W. Tysoe	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

Seagate Technology plc

Meeting Date: 10/18/2017

Country: Ireland

Primary Security ID: G7945M107

Record Date: 08/21/2017

Meeting Type: Annual

Ticker: STX

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Stephen J. Luczo	Mgmt	For	For	For
Elect Director Mark W. Adams	Mgmt	For	For	For
Elect Director Michael R. Cannon	Mgmt	For	For	For
Elect Director Mei-Wei Cheng	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Seagate Technology plc

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director William T. Coleman	Mgmt	For	For	For
Elect Director Jay L. Geldmacher	Mgmt	For	For	For
Elect Director William D. Mosley	Mgmt	For	For	For
Elect Director Chong Sup Park	Mgmt	For	For	For
Elect Director Stephanie Tilenius	Mgmt	For	For	For
Elect Director Edward J. Zander	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For
Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights	Mgmt	For	For	For
Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For
Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For	For

MetLife, Inc.

Meeting Date: 10/19/2017

Country: USA

Primary Security ID: 59156R108

Record Date: 09/05/2017

Meeting Type: Special

Ticker: MET

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Amend Certificate of Incorporation to Modify the Dividend Payment Tests for the Series A Preferred Stock and the Series C Preferred Stock	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted. The modification of the preferred share dividend payment tests would likely prevent the adverse scenario in which the company would be unable to make common share dividend payments or do share repurchases during the relevant period. Both of these outcomes could be detrimental to shareholder value moving forward.</i>				
Adjourn Meeting	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted given that shareholder support for Item 1 is warranted.</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Parker-Hannifin Corporation

Meeting Date: 10/25/2017

Country: USA

Primary Security ID: 701094104

Record Date: 08/31/2017

Meeting Type: Annual

Ticker: PH

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Lee C. Banks	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Robert G. Bohn	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Linda S. Harty	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Robert J. Kohlhepp	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Kevin A. Lobo	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Klaus-Peter Muller	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Candy M. Obourn	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Joseph Scaminace	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Wolfgang R. Schmitt	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Ake Svensson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director James R. Verrier	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director James L. Wainscott	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Thomas L. Williams	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Parker-Hannifin Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year

Harris Corporation

Meeting Date: 10/27/2017

Country: USA

Primary Security ID: 413875105

Record Date: 09/01/2017

Meeting Type: Annual

Ticker: HRS

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director James F. Albaugh	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director William M. Brown	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Peter W. Chiarelli	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Thomas A. Dattilo	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Roger B. Fradin	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Terry D. Growcock	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Lewis Hay, III	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Vyomesh I. Joshi	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Leslie F. Kenne	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director James C. Stoffel	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Gregory T. Swienton	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Harris Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Hansel E. Tookes, II	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

KLA-Tencor Corporation

Meeting Date: 11/01/2017

Country: USA

Primary Security ID: 482480100

Record Date: 09/13/2017

Meeting Type: Annual

Ticker: KLAC

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Edward W. Barnholt	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Robert M. Calderoni	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director John T. Dickson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Emiko Higashi	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Kevin J. Kennedy	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Gary B. Moore	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Kiran M. Patel	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Robert A. Rango	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Richard P. Wallace	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

KLA-Tencor Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director David C. Wang	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year

Western Digital Corporation

Meeting Date: 11/02/2017

Country: USA

Primary Security ID: 958102105

Record Date: 09/06/2017

Meeting Type: Annual

Ticker: WDC

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Martin I. Cole	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Kathleen A. Cote	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Henry T. DeNero	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Michael D. Lambert	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Len J. Lauer	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Matthew E. Massengill	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Stephen D. Milligan	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Paula A. Price	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Western Digital Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
<i>Voter Rationale: <p>A vote AGAINST this proposal is warranted due to a problematic pay practice. The compensation committee changed the criteria applicable to previously granted performance share awards at the end of the performance period. Performance against the original goals was well below target, while after the change performance was assessed to be near target. This change resulted in significantly increased payouts to NEOs without compelling rationale.</p></i>				
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Amend Omnibus Stock Plan	Mgmt	For	For	For
Ratify KPMG LLP as Auditors	Mgmt	For	For	For

Automatic Data Processing, Inc.

Meeting Date: 11/07/2017

Country: USA

Primary Security ID: 053015103

Record Date: 09/08/2017

Meeting Type: Proxy Contest

Ticker: ADP

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Management Proxy (White Proxy Card)	Mgmt			
Elect Director Peter Bisson	Mgmt	For	Refer	For
<i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Richard T. Clark	Mgmt	For	Refer	For

Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Automatic Data Processing, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Eric C. Fast	Mgmt	For	Refer	Withhold
<i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Linda R. Gooden	Mgmt	For	Refer	For
<i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Michael P. Gregoire	Mgmt	For	Refer	For
<i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director R. Glenn Hubbard	Mgmt	For	Refer	For
<i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director John P. Jones	Mgmt	For	Refer	For
<i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Automatic Data Processing, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director William J. Ready	Mgmt	For	Refer	For
<p><i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i></p>				
Elect Director Carlos A. Rodriguez	Mgmt	For	Refer	For
<p><i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i></p>				
Elect Director Sandra S. Wijnberg	Mgmt	For	Refer	For
<p><i>Voter Rationale: The dissident has made the case that additional shareholder oversight on the board would be beneficial. However, the dissident case is not sufficiently compelling to justify replacing three directors who have presided over a period of strong long-term TSR and shareholder-friendly corporate governance; moreover, the dissident plan carries some degree of risk. The election of one dissident candidate – particularly a significantly vested shareholder like nominee Ackman, whose skill set is considered most additive – would appear sufficient to prompt the board to address the valid questions raised over the course of this contest. Shareholders are therefore recommended to WITHHOLD votes, on the management (WHITE) card, for incumbent director Fast, whose oversight of the audit committee has contributed to the company's less-than-ideal financial disclosure in recent years; this would provide an opening for dissident nominee Ackman to be elected, while preventing the replacement of the other two targeted directors, Jones and Hubbard. A vote FOR the remaining director nominees is warranted.</i></p>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Refer	For
<p><i>Voter Rationale: Although certain concerns are noted, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.</i></p>				
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	Refer	One Year
<p><i>Voter Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted.</i></p>				
Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Refer	For
<p><i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>				
Repeal Amendments to the Company's By-Laws Adopted Without Stockholder Approval After August 2, 2016	SH	Against	Refer	For
<p><i>Voter Rationale: A precautionary vote FOR this proposal is warranted, as the dissident case suggests that additional shareholder oversight at the board level could be beneficial, and there seems to be little downside risk to shareholders in approving this specific request.</i></p>				
Dissident Proxy (Gold Proxy Card)	Mgmt			

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Automatic Data Processing, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director William A. Ackman	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Elect Director Veronica M. Hagen	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Elect Director V. Paul Unruh	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Management Nominee Peter Bisson	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Management Nominee Richard T. Clark	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Management Nominee Linda R. Gooden	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Management Nominee Michael P. Gregoire	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Management Nominee William J. Ready	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Management Nominee Carlos A. Rodriguez	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Management Nominee Sandra S. Wijnberg	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Repeal Amendments to the Company's By-Laws Adopted Without Stockholder Approval After August 2, 2016	SH	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Automatic Data Processing, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	None	Refer	Do Not Vote
<i>Voter Rationale: DO NOT VOTE on this card</i>				

Delphi Automotive PLC

Meeting Date: 11/07/2017 **Country:** Jersey **Primary Security ID:** G27823106
Record Date: 10/05/2017 **Meeting Type:** Special **Ticker:** DLPH

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Change Company Name to Aptiv PLC	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted given the unlikelihood that the name change would have a negative financial impact on the company.</i>				

Cardinal Health, Inc.

Meeting Date: 11/08/2017 **Country:** USA **Primary Security ID:** 14149Y108
Record Date: 09/11/2017 **Meeting Type:** Annual **Ticker:** CAH

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director David J. Anderson	Mgmt	For	For	For
Elect Director Colleen F. Arnold	Mgmt	For	For	For
Elect Director George S. Barrett	Mgmt	For	For	For
Elect Director Carrie S. Cox	Mgmt	For	For	For
Elect Director Calvin Darden	Mgmt	For	For	For
Elect Director Bruce L. Downey	Mgmt	For	For	For
Elect Director Patricia A. Hemingway Hall	Mgmt	For	For	For
Elect Director Clayton M. Jones	Mgmt	For	For	For
Elect Director Gregory B. Kenny	Mgmt	For	For	For
Elect Director Nancy Killefer	Mgmt	For	For	For
Elect Director David P. King	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Cardinal Health, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Require Independent Board Chairman	SH	Against	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted given that the company's TSR has underperformed its peers over both the long and short term, as well as underperforming the S&P 500 Index over the short to mid-term. In addition, given the potential regulatory, legal, and reputational risks facing the company over its role in the current opioid crisis, shareholders would benefit from the strongest form of independent board oversight in the form of an independent chair.</i>				
Provide For Confidential Running Vote Tallies On Executive Pay Matters	SH	Against	Against	Against

Coty Inc.

Meeting Date: 11/08/2017

Country: USA

Primary Security ID: 222070203

Record Date: 09/11/2017

Meeting Type: Annual

Ticker: COTY

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Lambertus J.H. Becht	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Sabine Chalmers	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Joachim Faber	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Olivier Goudet	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Peter Harf	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Paul S. Michaels	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Camillo Pane	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Erhard Schoewel	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Coty Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Robert Singer	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For

Lam Research Corporation

Meeting Date: 11/08/2017

Country: USA

Primary Security ID: 512807108

Record Date: 09/11/2017

Meeting Type: Annual

Ticker: LRCX

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Martin B. Anstice	Mgmt	For	For	For
Elect Director Eric K. Brandt	Mgmt	For	For	For
Elect Director Michael R. Cannon	Mgmt	For	For	For
Elect Director Youssef A. El-Mansy	Mgmt	For	For	For
Elect Director Christine A. Heckart	Mgmt	For	For	For
Elect Director Young Bum (YB) Koh	Mgmt	For	For	For
Elect Director Catherine P. Lego	Mgmt	For	For	For
Elect Director Stephen G. Newberry	Mgmt	For	For	For
Elect Director Abhijit Y. Talwalkar	Mgmt	For	For	For
Elect Director Lih Shyng (Rick L.) Tsai	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
Adopt Policy to Annually Disclose EEO-1 Data	SH	Against	For	For

Voter Rationale: A vote FOR this resolution is warranted, as the company does not publicly report comprehensive diversity information. Such disclosure, along with related policies, would allow shareholders to better assess the effectiveness of the company's diversity initiatives and management's efforts to address related risks.

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

EQT Corporation

Meeting Date: 11/09/2017

Country: USA

Primary Security ID: 26884L109

Record Date: 09/25/2017

Meeting Type: Proxy Contest

Ticker: EQT

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Management Proxy (White Proxy Card)	Mgmt			
Issue Shares in Connection with Merger	Mgmt	For	Refer	For
<i>Voter Rationale: Although the transaction is expected to be only mildly accretive, it appears that it could also deliver further meaningful value if it facilitates a resolution of the company's long-standing sum-of-the-parts discount. It also appears that a resolution of the discount could deliver more value on a pro forma basis than it would on a standalone basis. The board indicates that it will address the discount following close of the transaction and has taken several steps to reassure shareholders on the matter, a sense which appears to be reflected in the market's sustained positive reaction to events that have transpired since announcement. As such, a vote FOR this transaction is warranted.</i>				
Establish Range For Board Size	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR the proposal is warranted. Support for the underlying transaction is warranted, and the immediate addition of both RICE designees would allow the new directors to assist in integrating the RICE operations, and would provide a fresh perspective as the combined company assesses available paths to maximize value creation.</i>				
Adjourn Meeting	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.</i>				
Dissident Proxy (Gold Proxy Card)	Mgmt			
Issue Shares in Connection with Merger	Mgmt	Against	Refer	Do Not Vote
Establish Range For Board Size	Mgmt	Against	Refer	Do Not Vote
Adjourn Meeting	Mgmt	Against	Refer	Do Not Vote

Tapestry, Inc.

Meeting Date: 11/09/2017

Country: USA

Primary Security ID: 876030107

Record Date: 09/11/2017

Meeting Type: Annual

Ticker: TPR

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director David Denton	Mgmt	For	For	For
Elect Director Andrea Guerra	Mgmt	For	For	For
Elect Director Susan Kropf	Mgmt	For	For	For
Elect Director Annabelle Yu Long	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Tapestry, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Victor Luis	Mgmt	For	For	For
Elect Director Ivan Menezes	Mgmt	For	For	For
Elect Director William Nuti	Mgmt	For	For	For
Elect Director Jide Zeitlin	Mgmt	For	For	For
Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Amend Omnibus Stock Plan	Mgmt	For	For	For
Report on Net-Zero Greenhouse Gas Emissions	SH	Against	Against	Against
Report on Risks from Company's Use of Real Animal Fur	SH	Against	Against	Against

The Estee Lauder Companies Inc.

Meeting Date: 11/14/2017

Country: USA

Primary Security ID: 518439104

Record Date: 09/15/2017

Meeting Type: Annual

Ticker: EL

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Charlene Barshefsky	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Wei Sun Christianson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Fabrizio Freda	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Jane Lauder	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Leonard A. Lauder	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Ratify KPMG LLP as Auditors	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

The Estee Lauder Companies Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year

Campbell Soup Company

Meeting Date: 11/15/2017

Country: USA

Primary Security ID: 134429109

Record Date: 09/18/2017

Meeting Type: Annual

Ticker: CPB

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Fabiola R. Arredondo	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Howard M. Averill	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Bennett Dorrance	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Randall W. Larrimore	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Marc B. Lautenbach	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Mary Alice D. Malone	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Sara Mathew	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Keith R. McLoughlin	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Denise M. Morrison	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Nick Shreiber	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Archbold D. van Beuren	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Campbell Soup Company

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Les C. Vinney	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year

News Corporation

Meeting Date: 11/15/2017

Country: USA

Primary Security ID: 65249B109

Record Date: 09/18/2017

Meeting Type: Annual

Ticker: NWS

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director K. Rupert Murdoch	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Lachlan K. Murdoch	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Robert J. Thomson	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Kelly Ayotte	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Jose Maria Aznar	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Natalie Bancroft	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Peter L. Barnes	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

News Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Joel I. Klein	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director James R. Murdoch	Mgmt	For	Refer	Against
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Ana Paula Pessoa	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Masroor Siddiqui	Mgmt	For	For	For
<i>Voter Rationale: Vote AGAINST James Murdoch for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>				
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted in light of the reasonable alignment between pay and performance at this time.</i>				

Oracle Corporation

Meeting Date: 11/15/2017

Country: USA

Primary Security ID: 68389X105

Record Date: 09/18/2017

Meeting Type: Annual

Ticker: ORCL

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Jeffrey S. Berg	Mgmt	For	For	For
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				
Elect Director Michael J. Boskin	Mgmt	For	Refer	Withhold
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Oracle Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Safra A. Catz	Mgmt	For	For	For
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				
Elect Director Bruce R. Chizen	Mgmt	For	Refer	Withhold
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				
Elect Director George H. Conrades	Mgmt	For	For	For
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				
Elect Director Lawrence J. Ellison	Mgmt	For	For	For
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				
Elect Director Hector Garcia-Molina	Mgmt	For	For	For
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				
Elect Director Jeffrey O. Henley	Mgmt	For	For	For
<i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Oracle Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Mark V. Hurd	Mgmt	For	For	For
<p><i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i></p>				
Elect Director Renee J. James	Mgmt	For	For	For
<p><i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i></p>				
Elect Director Leon E. Panetta	Mgmt	For	For	For
<p><i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i></p>				
Elect Director Naomi O. Seligman	Mgmt	For	For	For
<p><i>Voter Rationale: WITHHOLD votes are warranted from incumbent Audit Committee members Michael J. Boskin and Bruce R. Chizen for the substantial pledging activity and significant concerns regarding risk oversight. Cautionary votes FOR compensation committee members Renee James, George Conrades, and Naomi Seligman are warranted. While concerns around NEO pay magnitude persist (see Item 2), the committee provided improved disclosure around shareholder engagement and the feedback that it received from investors. It also implemented a new equity program that addresses some of shareholders' concerns. Votes FOR the remaining director nominees are warranted.</i></p>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
<p><i>Voter Rationale: After five consecutive failed say-on-pay votes, the board provided substantially improved disclosure in this year's proxy around the shareholder engagement process, including the feedback received from investors. The board also adopted changes to the pay program that are intended to address shareholders' concerns. While these actions indicate a higher degree of responsiveness by the compensation committee, significant concerns persist with respect to the excessive pay levels for top executives as a result of equity mega-awards. Oracle routinely compensates its top three executives at levels that far outpace CEO pay at the company's peers, and this practice continued for the year in review. The new equity incentive program for fiscal 2018 is intended in part to address the pay magnitude problem. The 2018 performance option grants for Ellison, Hurd and Catz are valued by the company at \$103.7 million each and are intended to cover five years of grants. Even when annualized, however, the front-loaded grant has locked in a very large grant value for years to come. In light of ongoing excessive pay magnitude perpetuating a pay-for-performance disconnect, ISS recommends that shareholders continue to vote AGAINST this proposal.</i></p>				
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
<p><i>Voter Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted.</i></p>				
Amend Omnibus Stock Plan	Mgmt	For	For	For
<p><i>Voter Rationale: Although ISS has identified problematic equity grant practices driving an ongoing pay-for-performance disconnect, in this case the board has stated that it will not grant top NEOs any equity awards using shares from this proposal's requested share increase. Given this, and further given that the Equity Plan Scorecard evaluation results in a passing score, a cautionary vote FOR this proposal is warranted.</i></p>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Oracle Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
Political Contributions Disclosure	SH	Against	For	For
<i>Voter Rationale: A vote FOR this resolution is warranted, as additional information on the company's political expenditures from corporate funds and board oversight of those expenditures would give shareholders a fuller understanding of the company's management of its political spending and any related risks and benefits.</i>				
Gender Pay Gap	SH	Against	For	For
<i>Voter Rationale: A vote FOR this resolution is warranted, as Oracle lags its peers in addressing gender pay disparity at the company. By not keeping pace with its peers, Oracle is put at a competitive disadvantage in the recruitment and retention of employees.</i>				
Amend Proxy Access Right	SH	Against	For	For
<i>Voter Rationale: On balance, the proposed amendment would enhance the company's existing right for shareholders while maintaining safeguards on the nomination process. As such, a vote FOR this proposal is warranted.</i>				

The Clorox Company

Meeting Date: 11/15/2017

Country: USA

Primary Security ID: 189054109

Record Date: 09/18/2017

Meeting Type: Annual

Ticker: CLX

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Amy Banse	Mgmt	For	For	For
Elect Director Richard H. Carmona	Mgmt	For	For	For
Elect Director Benno Dorer	Mgmt	For	For	For
Elect Director Spencer C. Fleischer	Mgmt	For	For	For
Elect Director Esther Lee	Mgmt	For	For	For
Elect Director A.D. David Mackay	Mgmt	For	For	For
Elect Director Robert W. Matschullat	Mgmt	For	For	For
Elect Director Jeffrey Noddle	Mgmt	For	For	For
Elect Director Pamela Thomas-Graham	Mgmt	For	For	For
Elect Director Carolyn M. Ticknor	Mgmt	For	For	For
Elect Director Russell Weiner	Mgmt	For	For	For
Elect Director Christopher J. Williams	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

The Clorox Company

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
Amend Omnibus Stock Plan	Mgmt	For	For	For
Approve Remuneration of Non-Employee Directors	Mgmt	For	For	For
Amend Proxy Access Right	SH	Against	For	For

Voter Rationale: A vote FOR this proposal is warranted. On balance, the proposed amendment would enhance the company's existing right for shareholders while maintaining safeguards on the nomination process.

Twenty-First Century Fox, Inc.

Meeting Date: 11/15/2017

Country: USA

Primary Security ID: 90130A101

Record Date: 09/18/2017

Meeting Type: Annual

Ticker: FOXA

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director K. Rupert Murdoch AC	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Lachlan K. Murdoch	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Delphine Arnault	Mgmt	For	Refer	Against
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director James W. Breyer	Mgmt	For	Refer	Against
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Twenty-First Century Fox, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Chase Carey	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director David F. DeVoe	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Viet Dinh	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Roderick I. Eddington	Mgmt	For	Refer	Against
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director James R. Murdoch	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Jacques Nasser AC	Mgmt	For	Refer	Against
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Robert S. Silberman	Mgmt	For	Refer	Against
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Tidjane Thiam	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				
Elect Director Jeffrey W. Ubben	Mgmt	For	For	For
<i>Voter Rationale: AGAINST votes are warranted for compensation committee members Sir Roderick Eddington, James Breyer, Jacques Nasser, and Robert Silberman due to the committee's failure to adequately respond to last year's low say-on-pay vote result. An AGAINST vote is warranted for Delphine Arnault for serving as a director on more than five public company boards. A vote FOR the remaining director nominees is warranted.</i>				

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Twenty-First Century Fox, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
<i>Voter Rationale: A vote AGAINST this proposal is warranted. Following the relatively low vote result on the 2016 say-on-pay proposal and subsequent engagement, no changes appear to have been made to the program. While CEO pay and company performance are reasonably aligned for the year under review, the company maintains multiple NEOs with CEO-level pay and the issue warrants continued monitoring.</i>				
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
<i>Voter Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted.</i>				
Approve Recapitalization Plan for all Stock to Have One-vote per Share	SH	Against	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted because it would signal to the board a preference for a capital structure aligning economic ownership with voting power.</i>				

ResMed Inc.

Meeting Date: 11/16/2017

Country: USA

Primary Security ID: 761152107

Record Date: 09/19/2017

Meeting Type: Annual

Ticker: RMD

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Michael Farrell	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Karen Drexler	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Jack Wareham	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Ratify KPMG LLP as Auditors	Mgmt	For	For	For
Amend Omnibus Stock Plan	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Discovery Communications, Inc.

Meeting Date: 11/17/2017 **Country:** USA **Primary Security ID:** 25470F104
Record Date: 10/19/2017 **Meeting Type:** Special **Ticker:** DISCA

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Issue Shares in Connection with Merger	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted. The board's strategic rationale appears to be sound, as the merger will give Discovery the opportunity to tap into key demographics and certain foreign markets, as well as access new advertising opportunities. Moreover, despite the significant premium, transaction multiples fall within the range Scripps traded over the three-year period prior to the unaffected date, the transaction is expected to result in at least \$350 million in annual cost synergies, and it is also expected to be accretive to both EPS and free cash flow within the first year.</i>				

Scripps Networks Interactive, Inc.

Meeting Date: 11/17/2017 **Country:** USA **Primary Security ID:** 811065101
Record Date: 10/03/2017 **Meeting Type:** Special **Ticker:** SNI

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Approve Merger Agreement	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted, as the financial benefits of this transaction appear to offset the loss of shareholder' rights that will result from the receipt of non-voting DISCK shares. The board carried out a thorough process of sale and presents a sound strategic rationale for the transaction. The merger consideration represents a significant premium to the unaffected price per share and, at announcement, was at a premium to SNI's five-year high share price. Discovery is also paying a significant premium relative to the median valuation multiples of SNI's peers.</i>				
Advisory Vote on Golden Parachutes	Mgmt	For	Refer	Against
<i>Voter Rationale: A vote AGAINST this proposal is warranted. The single-trigger acceleration of NEOs' outstanding equity awards is problematic. Furthermore, NEOs are expected to receive problematic excise tax gross-up payments, which are widely disfavored by investors and no longer justified by market practice.</i>				
Adjourn Meeting	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this item is warranted in light of support for the underlying transaction.</i>				

Sysco Corporation

Meeting Date: 11/17/2017 **Country:** USA **Primary Security ID:** 871829107
Record Date: 09/20/2017 **Meeting Type:** Annual **Ticker:** SYY

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Sysco Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Daniel J. Brutto	Mgmt	For	For	For
Elect Director John M. Cassaday	Mgmt	For	For	For
Elect Director William J. DeLaney	Mgmt	For	For	For
Elect Director Joshua D. Frank	Mgmt	For	For	For
Elect Director Larry C. Glasscock	Mgmt	For	For	For
Elect Director Bradley M. Halverson	Mgmt	For	For	For
Elect Director Hans-Joachim Koerber	Mgmt	For	For	For
Elect Director Nancy S. Newcomb	Mgmt	For	For	For
Elect Director Nelson Peltz	Mgmt	For	For	For
Elect Director Edward D. Shirley	Mgmt	For	For	For
Elect Director Sheila G. Talton	Mgmt	For	For	For
Elect Director Richard G. Tilghman	Mgmt	For	For	For
Elect Director Jackie M. Ward	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
Limit Accelerated Vesting of Equity Awards Upon a Change in Control	SH	Against	For	For

Voter Rationale: A vote FOR this proposal is warranted, as pro rata vesting of equity would further align the interests of executives with those of shareholders.

Microsoft Corporation

Meeting Date: 11/29/2017

Country: USA

Primary Security ID: 594918104

Record Date: 09/29/2017

Meeting Type: Annual

Ticker: MSFT

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director William H. Gates, III	Mgmt	For	For	For

Voter Rationale: <p>A vote FOR the director nominees is warranted.</p>

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Microsoft Corporation

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Reid G. Hoffman	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Hugh F. Johnston	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Teri L. List-Stoll	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Satya Nadella	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Charles H. Noski	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Helmut Panke	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Sandra E. Peterson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Penny S. Pritzker	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Charles W. Scharf	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Arne M. Sorenson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director John W. Stanton	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director John W. Thompson	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Padmasree Warrior	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
Amend Executive Incentive Bonus Plan	Mgmt	For	For	For
Approve Omnibus Stock Plan	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Arconic Inc.

Meeting Date: 11/30/2017

Country: USA

Primary Security ID: 03965L100

Record Date: 10/05/2017

Meeting Type: Special

Ticker: ARNC

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Change State of Incorporation from Pennsylvania to Delaware	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted as on balance the reincorporation from Pennsylvania to Delaware will represent an improvement to shareholder rights.</i>				
Eliminate Supermajority Vote Requirement	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.</i>				
Declassify the Board of Directors	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.</i>				

Medtronic plc

Meeting Date: 12/08/2017

Country: Ireland

Primary Security ID: G5960L103

Record Date: 10/10/2017

Meeting Type: Annual

Ticker: MDT

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Richard H. Anderson	Mgmt	For	For	For
Elect Director Craig Arnold	Mgmt	For	For	For
Elect Director Scott C. Donnelly	Mgmt	For	For	For
Elect Director Randall J. Hogan, III	Mgmt	For	For	For
Elect Director Omar Ishrak	Mgmt	For	For	For
Elect Director Shirley Ann Jackson	Mgmt	For	For	For
Elect Director Michael O. Leavitt	Mgmt	For	For	For
Elect Director James T. Lenehan	Mgmt	For	For	For
Elect Director Elizabeth G. Nabel	Mgmt	For	For	For
Elect Director Denise M. O'Leary	Mgmt	For	For	For
Elect Director Kendall J. Powell	Mgmt	For	For	For
Elect Director Robert C. Pozen	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Medtronic plc

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Approve PricewaterhouseCoopers LLP as Auditors and Authorize Audit Committee to Fix Their Remuneration	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Amend Omnibus Stock Plan	Mgmt	For	For	For

Cisco Systems, Inc.

Meeting Date: 12/11/2017

Country: USA

Primary Security ID: 17275R102

Record Date: 10/13/2017

Meeting Type: Annual

Ticker: CSCO

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Carol A. Bartz	Mgmt	For	For	For
Elect Director M. Michele Burns	Mgmt	For	For	For
Elect Director Michael D. Capellas	Mgmt	For	For	For
Elect Director Amy L. Chang	Mgmt	For	For	For
Elect Director John L. Hennessy	Mgmt	For	For	For
Elect Director Kristina M. Johnson	Mgmt	For	For	For
Elect Director Roderick C. McGearry	Mgmt	For	For	For
Elect Director Charles H. Robbins	Mgmt	For	For	For
Elect Director Arun Sarin	Mgmt	For	For	For
Elect Director Brenton L. Saunders	Mgmt	For	For	For
Elect Director Steven M. West	Mgmt	For	For	For
Amend Omnibus Stock Plan	Mgmt	For	For	For
Amend Executive Incentive Bonus Plan	Mgmt	For	For	For
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

Cisco Systems, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Report on Lobbying Payments and Policy	SH	Against	For	For
<i>Voter Rationale: A vote FOR this resolution is warranted, as additional information on the company's lobbying expenses, trade association payments, and oversight mechanisms would give shareholders a comprehensive understanding of the company's management of its lobbying activities and any related risks and benefits.</i>				

AutoZone, Inc.

Meeting Date: 12/20/2017 **Country:** USA **Primary Security ID:** 053332102
Record Date: 10/23/2017 **Meeting Type:** Annual **Ticker:** AZO

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Elect Director Douglas H. Brooks	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Linda A. Goodspeed	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Earl G. Graves, Jr.	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Enderson Guimaraes	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director J. R. Hyde, III	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director D. Bryan Jordan	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director W. Andrew McKenna	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director George R. Mrkonic, Jr.	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director Luis P. Nieto	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Elect Director William C. Rhodes, III	Mgmt	For	For	For
<i>Voter Rationale: <p>A vote FOR the director nominees is warranted.</p></i>				
Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

Vote Summary Report

Date range covered: 10/01/2017 to 12/31/2017

Location(s): All Locations

Institution Account(s): All Institution Accounts

AutoZone, Inc.

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year

HSN, Inc.

Meeting Date: 12/29/2017

Country: USA

Primary Security ID: 404303109

Record Date: 10/31/2017

Meeting Type: Special

Ticker: HSNI

Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
Approve Merger Agreement	Mgmt	For	Refer	For
<i>Voter Rationale: Notwithstanding some concerns regarding the sales process and governance risks, a vote FOR this proposal is warranted given the substantial premium for HSNI shareholders. In addition, shareholders will be able to participate in the potential upside of the combined company, which is expected to compete more effectively in a challenging retail and digital environment.</i>				
Adjourn Meeting	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted as the underlying transaction contemplated under Item 1 warrants support.</i>				
Advisory Vote on Golden Parachutes	Mgmt	For	Refer	For
<i>Voter Rationale: A vote FOR this proposal is warranted. Cash severance is double trigger and of a reasonable basis, equity awards are double trigger and will be converted into awards with respect to the acquirer's stock, and no NEOs are entitled to excise tax gross-up payments.</i>				