

# Citadel Income Fund

June 30, 2015

<b>ARC Resources Ltd.</b>	
Ticker Symbol	ARX
CUSIP	00208D408
Meeting Type	Annual
Meeting Date	April 30, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director John P. Dielwart	Management	For		*
	Elect Director Fred J. Dymont		For		*
	Elect Director Timothy J. Heam		For		*
	Elect Director James C. Houck		For		*
	Elect Director Harold N. Kvisle		For		*
	Elect Director Kathleen M. O'Neill		For		*
	Elect Director Herbert C. Pinder, Jr.		For		*
	Elect Director William G. Sembo		For		*
	Elect Director Myron M. Stadnyk		For		*
	Elect Director Mac H. Van Wielingen		For		*
02	Appointment of Auditors Deloitte LLP	Management	For		*
03	Advisory Vote on Executive Compensation	Management	For		*
04	Long – Term Restricted Share Award Plan	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

The Bank of Nova Scotia	
Ticker Symbol	BNS
CUSIP	064149107
Meeting Type	Annual
Meeting Date	April 9, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Nora A. Aufreiter	Management	For		*
	Elect Director N. Ashleigh Everett		For		*
	Elect Director Aaron W. Regent		For		*
	Elect Director Barbara S. Thomas		For		*
	Elect Director Guillermo E. Babatz		For		*
	Elect Director William R. Fatt		For		*
	Elect Director Indira V. Samarasekera		For		*
	Elect Director Ronald A. Brenneman		For		*
	Elect Director Thomas C. O'Neill		For		*
	Elect Director Susan L. Segal		For		*
	Elect Director Charles H. Dallara		For		*
	Elect Director Brian J. Porter		For		*
	Elect Director Paul D. Sobey		For		*
02	Appointment of KPMG LLP as auditors	Management	For		*
03	Amendment to By-Law No. 1 regarding directors' compensation	Management	For		*
04	Administrative amendments to By-Law No. 1	Management	For		*
05	Advisory vote on non-binding resolution on executive compensation approach	Management	For		*
06	Shareholder Proposal - Phasing out stock options	Management	Against		*
07	Shareholder Proposal - Executive Pension Plans	Management	Against		*

\* The investment manager elected not to vote

Bank of America Corporation	
Ticker Symbol	BAC
CUSIP	060505104
Meeting Type	Annual
Meeting Date	May 6, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Sharon L. Allen	Management	For		*
	Elect Director Susan S. Bies		For		*
	Elect Director Jack O. Bovender, Jr.		For		*
	Elect Director Frank P. Bramble, Sr.		For		*
	Elect Director Pierre J. P. de Weck		For		*
	Elect Director Arnold W. Donald		For		*
	Elect Director Charles K. Gifford		For		*
	Elect Director Linda P. Hudson		For		*
	Elect Director Monica C. Lozano		For		*
	Elect Director Thomas J. May		For		*
	Elect Director Brian T. Moynihan		For		*
	Elect Director Lionel L. Nowell, III		For		*
	Elect Director R. David Yost		For		*
02	Approving Our Executive Compensation (an Advisory, Non-binding "Say on Pay" Resolution)	Management	For		*
03	Ratifying the Appointment of Our Registered Independent Public Accounting Firm for 2015	Management	For		*
04	Approving the Amendment and Restatement of the Bank of America Corporation 2003 Key Associate Stock Plan	Management	For		*
05	Stockholder Proposal – Climate Change Report		Against		*
06	Stockholder Proposal – Lobbying Report		Against		*
07	Stockholder Proposal – Stockholder Action by Written Consent		Against		*
08	Stockholder Proposal – Stock Value Committee		Against		*

\* The investment manager elected not to vote

<b>Barrick Gold Co.</b>	
Ticker Symbol	ABX
CUSIP	067901108
Meeting Type	Annual
Meeting Date	April 28, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director C.W.D. Birchall	Management	For		*
	Elect Director G. Cisneros		For		*
	Elect Director J.M. Evans		For		*
	Elect Director N. Goodman		For		*
	Elect Director B.L. Greenspun		For		*
	Elect Director J.B Harey		For		*
	Elect Director N.H.O Lockhart		For		*
	Elect Director D. Moyo		For		*
	Elect Director A. Munk		For		*
	Elect Director C.D. Naylor		For		*
	Elect Director S.J. Shapiro		For		*
	Elect Director J.L. Thornton		For		*
	Elect Director E.L. Thrasher		For		*
02	Resolution approving the appointment of PRICEWATERHOUSE LLP as the auditors of Barrick and authorizing the directors to fix their remuneration	Management	For		*
03	Advisory resolution on executive compensation approach	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>Baytex Energy Corp.</b>	
Ticker Symbol	BTE
CUSIP	07317Q
Meeting Type	Annual
Meeting Date	May 12, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Fixing the number of directors to be elected at nine	Management	For		*
02	Elect Director James L. Bowzer	Management			*
	Elect Director John A. Brussa				*
	Elect Director Raymond T. Chan				*
	Elect Director Edward Chwyl				*
	Elect Director Naveen Dargan				*
	Elect Director R.E.T. (Rusty) Goepel				*
	Elect Director Gregory K. Melchin				*
	Elect Director Mary Ellen Peters				*
	Elect Director Dale O. Shwed				*
03	Appointment of Deloitte LLP, as auditors of Baytex for the ensuing year and to authorize the directors of Baytex to fix their remuneration	Management	For		*
04	Advisory resolution to accept the approach to executive compensation disclosed in the accompanying information circular – proxy statement	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>BCE Inc.</b>	
Ticker Symbol	BCE
CUSIP	05534b
Meeting Type	Annual
Meeting Date	April 30, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director B.K. Allen	Management	For		*
	Elect Director R.A. Brenneman				*
	Elect Director S. Brochu				*
	Elect Director R.E. Brown				*
	Elect Director G.A. Cope				*
	Elect Director D.F. Denison				*
	Elect Director R.P. Dexter				*
	Elect Director I. Greenberg				*
	Elect Director G.M. Nixon				*
	Elect Director T.C. O'Neill				*
	Elect Director R.C. Simmonds				*
	Elect Director C. Taylor				*
	Elect Director P.R. Weiss				*
02	Appointment of auditors Deloitte LLP	Management	For		*
03	Advisory vote on executive compensation	Management	For		*
04	Amendments to BCE'S By – Law one	Management	For		*
05	Shareholder Proposal 1. Director Qualifications		Against		*
	Shareholder Proposal 2. Gender Equality		Against		*
	Shareholder Proposal 3. Business and Pricing Practices		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Bonavista Energy Corporation	
Ticker Symbol	BNP
CUSIP	09784Y
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Keith A. MacPhail	Management	For		*
	Elect Director Ian S. Brown				*
	Elect Director Michael M. Kanovsky				*
	Elect Director Sue Lee				*
	Elect Director Margaret A. McKenzie				*
	Elect Director Robert G. Phillips				*
	Elect Director Ronald J. Poelzer				*
	Elect Director Jason E. Skehar				*
	Elect Director Christopher P. Slubicki				*
02	Appointment of KPMG LLP, Chartered Accountants, as auditors and to authorize the directors to fix their remuneration as such: and at the discretion of the said proxy upon any amendment or variation of the above matters or any other matter that may properly be brought before the meeting or any adjournment thereof in such manner as such proxy in his sole judgement may determine.	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Colgate – Palmolive Co.	
Ticker Symbol	CL
CUSIP	194162103
Meeting Type	Annual
Meeting Date	May 8, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director John P. Bilbrey	Management	For		*
	Elect Director John T. Cahill				*
	Elect Director Ian Cook				*
	Elect Director Helene D. Gayle				*
	Elect Director Ellen M. Hancock				*
	Elect Director Richard J. Kogan				*
	Elect Director Delano E. Lewis				*
	Elect Director Michael B. Polk				*
	Elect Director J. Pedro Reinhard				*
	Elect Director Stephen I. Sadove				*
02	Ratify selection of PricewaterhouseCoopers LLP as accounting firm	Management	For		*
03	Advisory Vote on Executive compensation	Management	For		*

\* The investment manager elected not to vote



# Citadel Income Fund

June 30, 2015

<b>Cameco Co.</b>	
Ticker Symbol	CCO
CUSIP	13321L
Meeting Type	Annual
Meeting Date	May 22, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Ian Bruce	Management	For		*
	Elect Director Daniel Camus				*
	Elect Director John Clappison				*
	Elect Director James Curtiss				*
	Elect Director Donald Deranger				*
	Elect Director Catherine Gignac				*
	Elect Director Tim Gitzel				*
	Elect Director James Gowans				*
	Elect Director Nanacy Hopkins				*
	Elect Director Anne McLellan				*
	Elect Director Neil McMillan				*
02	Appoint KPMG LLP as auditors	Management	For		*
03	Have a say on companies approach to executive compensation	Management	For		*

\* The investment manager elected not to vote

Canadian Imperial Bank of Commerce	
Ticker Symbol	CM
CUSIP	136069
Meeting Type	Annual
Meeting Date	April 23, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director B.S. Belzberg	Management	For		*
	Elect Director G.F. Colter				*
	Elect Director P.D. Daniel				*
	Elect Director L. Desjardins				*
	Elect Director V.G. Dodig				*
	Elect Director G.D. Giffin				*
	Elect Director L.S. Hasenfratz				*
	Elect Director K.J. Kelly				*
	Elect Director N.D. Le Pan				*
	Elect Director J.P. Manley				*
	Elect Director J.L. Peverett				*
	Elect Director K.B. Stevenson				*
	Elect Director R.W. Tysoe				*
	Elect Director B.L. Zubrow				*
02	Appointment of Ernst & Young LLP as auditors	Management	For		*
03	Advisory vote on non-binding resolution on Executive Compensation approach	Management	For		*
04	Shareholder Proposal 1. Compensation Report		Against		*
	Shareholder Proposal 2. Share Purchase Options		Against		*
	Shareholder Proposal 3. Executive Pension Plans		Against		*

\* The investment manager elected not to vote

Canadian National Railway	
Ticker Symbol	CNR
CUSIP	136375
Meeting Type	Annual
Meeting Date	April 21, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Donald J. Carty	Management	For		*
	Elect Director Ambassador Gordon D. Giffin				*
	Elect Director Edith E. Holiday				*
	Elect Director V. Maureen Kempston				*
	Elect Director The Hon. Denis Losier				*
	Elect Director The Hon. Kevin G. Lynch				*
	Elect Director Claude Mongeau				*
	Elect Director James. E. O'Connor				*
	Elect Director Robert Pace				*
	Elect Director Robert L. Phillips				*
	Elect Director Laura Stein				*
02	Appointment of auditors KPMG LLP	Management	For		*
03	Non-binding advisory vote on executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>Capstone Mining Corp.</b>	
Ticker Symbol	CS
CUSIP	14068G
Meeting Type	Annual
Meeting Date	April 29, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	To set the number of Directors at eight	Management	For		*
02	Elect Director Lawrence I. Bell	Management	For		*
	Elect Director George L. Brack				*
	Elect Director Chantal Gosselin				*
	Elect Director Soon Jin Kwon				*
	Elect Director Kalidas Madhavpeddi				*
	Elect Director Dale C. Peniuk				*
	Elect Director Darren M. Pylot				*
	Elect Director Richard N. Zimmer				*
03	Appointment of auditors	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Caterpillar Inc.	
Ticker Symbol	CAT
CUSIP	149123101
Meeting Type	Annual
Meeting Date	June 10, 2015

Item	Matters to be Voted On	Proposed By	Propo al Vote	For/Against Management	N/A
01	Elect Director David L. Calhoun	Management	For		*
	Elect Director Daniel M. Dickinson				*
	Elect Director Juan Gallardo				*
	Elect Director Jesse J. Greene, Jr.				*
	Elect Director Jon M. Huntsman, Jr.				*
	Elect Director Dennis A. Muilenburg				*
	Elect Director Douglas R. Oberhelman				*
	Elect Director William A. Osborn				*
	Elect Director Debra L. Reed				*
	Elect Director Edward B. Rust, Jr.				*
	Elect Director Susan C. Schwab				*
	Elect Director Miles D. White				*
02	Ratify the appointment of the independent registered public accounting firm for 2015	Management	For		*
03	Advisory vote on executive compensation	Management	For		*
04	Stockholder proposal – Independent board chairman		Against		*
05	Stockholder proposal – Stockholder right to act by written consent		Against		*
06	Stockholder proposal – Review of global corporate standards		Against		*
07	Stockholder proposal – Review of human rights policy		Against		*

\* The investment manager elected not to vote

Canadian Natural Resources Limited	
Ticker Symbol	CNQ
CUSIP	136385
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01.	Elect Director Catherine M. Best	Management	For		*
	Elect Director N. Murray Edwards				*
	Elect Director Timothy W. Faithfull				*
	Elect Director Honorable Gary A. Filmon				*
	Elect Director Christopher L. Fong				*
	Elect Director Ambassador Gordon D. Griffin				*
	Elect Director Wilfred A. Gobert				*
	Elect Director Steve W. Laut				*
	Elect Director Honourable Frank J. McKenna				*
	Elect Director David A. Tuer				*
	Elect Director Annette Verschuren				*
02.	Appointment of PricewaterhouseCoopers LLP as auditors	Management	For		*
03.	Executive Compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Cenovus Energy	
Ticker Symbol	CVE
CUSIP	15135U
Meeting Type	Annual
Meeting Date	April 29, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Ralph S. Cunningham	Management	For		*
	Elect Director Patrick D. Daniel				*
	Elect Director Ian W. Delaney				*
	Elect Director Brian C. Fergusson				*
	Elect Director Michael A. Grandin				*
	Elect Director Steven F. Leer				*
	Elect Director Valerie A.A. Nielsen				*
	Elect Director Charles M. Rampacek				*
	Elect Director Colin Taylor				*
	Elect Director Wayne G. Thomson				*
02	Appointment of PricewaterhouseCoopers LLP as auditors	Management	For		*
03	Shareholder rights plan	Management	For		*
04	Amendment to articles	Management	For		*
05	Amendments to By-Law No.1	Management	For		*
06	Shareholder advisory vote on executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>Coach Inc.</b>	
Ticker Symbol	COH
CUSIP	189754104
Meeting Type	Annual
Meeting Date	November 6, 2014

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director David Denton	Management	For		*
	Elect Director Susan Kropf				*
	Elect Director Gary Loverman				*
	Elect Director Victor Luis				*
	Elect Director Ivan Menezes				*
	Elect Director William Nuti				*
	Elect Director Stephanie Tilenius				*
	Elect Director Jide Zeitlin				*
02	Ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for fiscal year 2015	Management	For		*
03	Approval, on a non-binding advisory basis, of the company's executive compensation as disclosed in the proxy statement for the 2014 annual meeting	Management	For		*
04	Approval of the amendment and restated Coach Inc. 2010 Stock Incentive Plan	Management	For		*

\* The investment manager elected not to vote



# Citadel Income Fund

June 30, 2015

Crescent Point Energy Corp	
Ticker Symbol	CPG
CUSIP	22576C
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	To fix number of directors at eight	Management	For		*
02	Elect Director Rene Amirault				*
	Elect Director Peter Bannister				*
	Elect Director Laura A. Cillis				*
	Elect Director D. Hugh Gillard				*
	Elect Director Robert F. Heinemann				*
	Elect Director Gerald A. Romanzin				*
	Elect Director Scott Saxberg				*
	Elect Director Gregory G. Turnbull, QC				*
03	Appointment of auditors PricewaterhouseCoopers LLP	Management	For		*
04	Restricted share bonus plan amendment	Management	For		*
05	Advisory vote on executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Dream Office Real Estate Investment Fund	
Ticker Symbol	D
CUSIP	26153P
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Election of Trustee Detlef Bierbaum	Management	For		*
	Election of Trustee Donald Charter				*
	Election of Trustee Michael J. Cooper				*
	Election of Trustee Joanne Ferstman				*
	Election of Trustee Robert Goodall				*
	Election of Trustee Duncan Jackman				*
	Election of Trustee Karine MacIndoe				*
02	Appointment of PricewaterhouseCoopers LLP auditor	Management	For		*

\* The investment manager elected not to vote

Encana Corporation	
Ticker Symbol	ECA
CUSIP	292505
Meeting Type	Annual
Meeting Date	May 12, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Peter A. Dea	Management	For		*
	Elect Director Fred J. Fowler				*
	Elect Director Howard J. Mayson				*
	Elect Director Lee A. McIntire				*
	Elect Director Margaret A. McKenzie				*
	Elect Director Suzanne P. Nimocks				*
	Elect Director Jane L. Peverett				*
	Elect Director Brian G. Shaw				*
	Elect Director Douglas J. Suttles				*
	Elect Director Bruce G. Waterman				*
	Elect Director Clayton H. Woitas				*
02	Appointment of PricewaterhouseCoopers LLP	Management	For		*
03	Approval of amendments to the Corporations article of incorporation	Management	For		*
04	Approval of amendments to the corporations	Management	For		*
05	Advisory vote approving the Corporations approach to executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>Enbridge Inc.</b>	
Ticker Symbol	ENB
CUSIP	29250N
Meeting Type	Annual
Meeting Date	May 6, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director David A. Arledge	Management	For		*
	Elect Director James J. Blanchard				*
	Elect Director Marcel R. Coutu				*
	Elect Director J. Herb England				*
	Elect Director Charles W. Fischer				*
	Elect Director V. Maureen Kempston Darkes				*
	Elect Director Al Monaco				*
	Elect Director George K. Petty				*
	Elect Director Rebecca B. Roberts				*
	Elect Director Dan C. Tutchner				*
	Elect Director Catherine L. Williams				*
02	Appointment of PricewaterhouseCoopers LLP as auditors	Management	For		*
03	Confirm advance notice By-Law	Management	For		*
04	Have a "say on pay"	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>Goldcorp Inc.</b>	
Ticker Symbol	G
CUSIP	380956
Meeting Type	Annual
Meeting Date	April 30, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director John P. Bell	Management	For		*
	Elect Director Beverly A. Briscoe				*
	Elect Director Peter J. Dey				*
	Elect Director Douglas M. Holtby				*
	Elect Director Charles A. Jeannes				*
	Elect Director Clement A. Pelletier				*
	Elect Director P. Randy Reifel				*
	Elect Director Ian W. Telfer				*
	Elect Director Blanca Trevino				*
	Elect Director Kenneth F. Williamson				*
02	Appointment of Deloitte LLP as auditors	Management	For		*
03	A resolution approving the repeal of By-Law No. 3 and By-Law No. 4 of the company to be replaced in their entirety by amended By-Law No. 4	Management	For		*
04	A resolution approving certain amendments to the restricted share unit plan of the company	Management	For		*
05	A non-binding advisory resolution accepting the company's approach to executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Great – West Lifeco Inc.	
Ticker Symbol	GWO
CUSIP	39138C
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Proposal to amend articles of the corporation	Management	For		*
02	Elect Director Marcel R. Coutu				*
	Elect Director Andre Desmarais				*
	Elect Director Paul Desmarais, Jr.				*
	Elect Director Claude Genereux				*
	Elect Director Moya M. Greene				*
	Elect Director Chavina M. Hosek				*
	Elect Director J. David A. Jackson				*
	Elect Director Paul A. Mahon				*
	Elect Director Susan J. McArthur				*
	Elect Director R. Jeffrey Orr				*
	Elect Director Michel Plessis-Belair				*
	Elect Director Henri-Paul Rousseau				*
	Elect Director Raymond Royer				*
	Elect Director T. Timothy Ryan				*
	Elect Director Jerome J. Selitto				*
	Elect Director James M. Singh				*
	Elect Director Eموke J.E. Szathmary				*
	Elect Director Gregory D. Tretiak				*
	Elect Director Siim A. Vanaselja				*
	Elect Director Brian E. Walsh				*
03	Appointment of Deloitte LLP as auditor	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

General Motors Company	
Ticker Symbol	GM
CUSIP	37045V100
Meeting Type	Annual
Meeting Date	June 9, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Joseph J. Ashton	Management	For		*
	Elect Director Mary T. Barra				*
	Elect Director Stephen J. Girskey				*
	Elect Director Linda R. Gooden				*
	Elect Director Joseph Jimenez, Jr.				*
	Elect Director Kathryn V. Marinello				*
	Elect Director Michael G. Mullen				*
	Elect Director James J. Mulva				*
	Elect Director Patricia F. Russo				*
	Elect Director Thomas M. Schoewe				*
	Elect Director Theodore M. Solso				*
	Elect Director				*
02	Ratification of the selection of Deloitte and Touch LLP as independent accounting firm	Management	For		*
03	Advisory vote to approve executive compensation	Management	For		*
04	Stockholder proposal – Independent board chairman		Against		*
05	Stockholder proposal – Cumulative Voting		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

George Weston Limited	
Ticker Symbol	WN
CUSIP	961148
Meeting Type	Annual
Meeting Date	May 12, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director A. Charles Baillie	Management	For		*
	Elect Director Paviter S. Binning				*
	Elect Director Darren Entwistle				*
	Elect Director Anthony R. Graham				*
	Elect Director John S. Lacey				*
	Elect Director Isabelle Marcoux				*
	Elect Director Sarabjit S. Marwah				*
	Elect Director Gordon M. Nixon				*
	Elect Director J. Robert S. Prichard				*
	Elect Director Thomas F. Rahilly				*
	Elect Director Barbara Stymiest				*
	Elect Director W. Galen Weston				*
02	Appointment of KPMG LLP as auditor	Management	For		*

\* The investment manager elected not to vote



HudBay Minerals Inc.	
Ticker Symbol	HBM
CUSIP	443628
Meeting Type	Annual
Meeting Date	May 22, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director David Garofalo	Management	For		*
	Elect Director Igor A. Gonzales				*
	Elect Director Tom S. Goodman				*
	Elect Director Alan R. Hibben				*
	Elect Director W. Warren Holmes				*
	Elect Director Sarah B. Kavanagh				*
	Elect Director Carin S. Knickel				*
	Elect Director Alan J. Lenczner				*
	Elect Director Kenneth G. Stowe				*
	Elect Director Michael T. Waites				*
02	Appointment of Deloitte LLP as auditors	Management	For		*
03	Issuance of common shares upon exercise of outstanding warrants	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

HSBC Holdings PLC.	
Ticker Symbol	HSBC
CUSIP	404280406
Meeting Type	Annual
Meeting Date	April 24, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	To receive the Annual Report and accounts 2014	Management	For		*
02	To approve the directors remuneration report	Management	For		*
03	To elect Director Philip Ameen	Management	For		*
	To elect Director Heidi Miller				*
	To re-elect Kathleen Casey as Director				*
	To re-elect Safra Catz as Director				*
	To re-elect Laura Cha as Director				*
	To re-elect Lord Evans OF Weardale as Director				*
	To re-elect Joachim Faber as Director				*
	To re-elect Rona Fairhead as Director				*
	To re-elect Douglas Flint as a Director				*
	To re-elect Stuart Gulliver as Director				*
	To re-elect Sam Laidlaw as Director				*
	To re-elect John Lipsky as Director				*
	To re-elect Rachel Lomax as Director				*
	To re-elect Iain Mackay ad Director				*
	To re-elect Marc Moses as Director				*
	To re-elect Sir Simon Robertson as Director				*
	To re-elect Jonathan Symonds as Director				*
04	To appoint PricewaterhouseCoopers LLP as auditor	Management	For		*
05	To authorise the group audit committee to determine the remuneration of the auditor	Management	For		*
06	To authorise the director to allot shares	Management	For		*
07	To disapply pre-emption rights	Management	For		*
08	To authorise the directors to allot any repurchase shares	Management	For		*
09	To authorise the company to purchase its own ordinary shares	Management	For		*
10	To authorise the directors to allot equity securities in relation to the issue of contingent convertible securities	Management	For		*
11	To disapply pre-emption rights in relation to the issue of contingent convertible securities	Management	For		*
12	To extend the final date on which options may be granted under UK Sharesave	Management	For		*
13	To approve general meetings	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Intact Financial Corporation	
Ticker Symbol	IFC
CUSIP	45823T
Meeting Type	Annual
Meeting Date	May 6, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Charles Brindamour	Management	For		*
	Elect Director Yves Brouillette				*
	Elect Director Robert W. Crispin				*
	Elect Director Janet De Silva				*
	Elect Director Claude Dussault				*
	Elect Director Robert G. Leary				*
	Elect Director Eileen Mercier				*
	Elect Director Timothy H. Penner				*
	Elect Director Louise Roy				*
	Elect Director Frederick Singer				*
	Elect Director Stephen G. Snyder				*
	Elect Director Carol Stephenson				*
02	Appointment of Ernst & Young LLP as auditor	Management	For		*
03	Advisory resolution to accept the approach to executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Inter Pipeline Ltd.	
Ticker Symbol	IPL
CUSIP	45833
Meeting Type	Annual
Meeting Date	May 11, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Number of Directors	Management	For		*
02	Elect Director Richard Shaw				*
	Elect Director David Fesyk				*
	Elect Director Lorne Brown				*
	Elect Director Duane Keinick				*
	Elect Director Alison Taylor Love				*
	Elect Director William Robertson				*
	Elect Director Brant Sangster				*
03	Appointment of Ernst & Young LLP as auditor	Management	For		*
04	Say on Pay	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Johnson & Johnson	
Ticker Symbol	JNJ
CUSIP	478160104
Meeting Type	Annual
Meeting Date	April 23, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Mary Sue Coleman	Management	For		*
	Elect Director D. Scott Davis				*
	Elect Director Ian E. L. Davis				*
	Elect Director Alex Gorsky				*
	Elect Director Susan L. Lindquist				*
	Elect Director Mark B. McClellan				*
	Elect Director Anne M. Mulcahy				*
	Elect Director William D. Perez				*
	Elect Director Charles Prince				*
	Elect Director A. Eugene Washington				*
	Elect Director Ronald A. Williams				*
02	Advisory vote to approve named executive officer compensation	Management	For		*
03	Ratification of appointment of independent registered public accounting firm for 2015	Management	For		*
04	Shareholder Proposal – Common sense policy		Against		*
05	Shareholder Proposal – Alignment between corporate values and political contributions		Against		*
06	Shareholder Proposal – independent board chairman		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>Keyera Corp.</b>	
Ticker Symbol	KEY
CUSIP	493271
Meeting Type	Annual
Meeting Date	May 05, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Appointment of Deloitte LLP as auditor	Management	For		*
02	Elect Director James V. Bertram	Management	For		*
	Elect Director Douglas J. Haughey				*
	Elect Director Nancy M. Laird				*
	Elect Director Donald J. Nelson				*
	Elect Director H. Neil Nichols				*
	Elect Director Michael J. Norris				*
	Elect Director Thomas O'Connor				*
	Elect Director David G. Smith				*
	Elect Director William R. Stedman				*
03	Executive Compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Lightstream Resources Ltd	
Ticker Symbol	LTS
CUSIP	53227K
Meeting Type	Annual
Meeting Date	May 14, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Ian S. Brown	Management	For		*
	Elect Director Martin Hislop				*
	Elect Director E. Craig Lothian				*
	Elect Director Kenneth R. McKinnon				*
	Elect Director Corey Ruttan				*
	Elect Director W. Brett Wilson				*
	Elect Director John D. Wright				*
02	Appointment of Deloitte LLP as auditor	Management	For		*
03	Shareholder rights program	Management	For		*
04	Incentive share compensation plan	Management	For		*
05	Unallocated stock option plan	Management	For		*
06	Stock option plan	Management	For		*

\* The investment manager elected not to vote

<b>Major Drilling Group International Inc.</b>	
Ticker Symbol	MDI
CUSIP	560909
Meeting Type	Annual
Meeting Date	September 4, 2014

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Edward J. Breiner	Management	For		*
	Elect Director Jean Desrosiers				*
	Elect Director Fred J. Dymont				*
	Elect Director David A. Fennell				*
	Elect Director Francis P. McGuire				*
	Elect Director Catherine McLeod –Seltzer				*
	Elect Director Janice G. Rennie				*
	Elect Director David B. Tennant				*
	Elect Director Jo Mark Zurel				*
02	Accepting the advisory resolution to accept the board's approach to executive compensation	Management	For		*
03	Appointment of Deloitte LLP as auditor	Management	For		*

\* The investment manager elected not to vote



# Citadel Income Fund

June 30, 2015

Manulife Financial Corporation	
Ticker Symbol	MFC
CUSIP	56501R
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Joseph P. Caron	Management	For		*
	Elect Director John. M Cassaday				*
	Elect Director Susan F. Dabarno				*
	Elect Director Richard B. DeWolfe				*
	Elect Director Sheila S. Fraser				*
	Elect Director Donald A. Guloien				*
	Elect Director Luther S. Helms				*
	Elect Director Tsun-yan Hsieh				*
	Elect Director P. Thomas Jenkins				*
	Elect Director Donald R. Lindsay				*
	Elect Director John R. V. Palmer				*
	Elect Director C. James Prieur				*
	Elect Director Andrea S. Rosen				*
	Elect Director Lesley D. Webster				*
02	Appointment of Ernst & Young LLP	Management	For		*
03	Advisory resolution accepting approach to executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Peabody Energy Corporation	
Ticker Symbol	BTU
CUSIP	704549203
Meeting Type	Annual
Meeting Date	May 7, 2014

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Gregory H. Boyce	Management	For		*
	Elect Director William A. Coley				*
	Elect Director William E. James				*
	Elect Director Robert B. Karn III				*
	Elect Director Henry E. Lentz				*
	Elect Director Robert A. Malone				*
	Elect Director William C. Rusnack				*
	Elect Director Michael W. Sutherlin				*
	Elect Director John F. Turner				*
	Elect Director Sandra A. Van Trease				*
	Elect Director Alan H. Washkowitz				*
	Elect Director Heather A. Wilson				*
02	Ratification of appointment of Independent registered public accounting firm	Management	For		*
03	Advisory resolution to approve named executive officer compensation	Management	For		*

\* The investment manager elected not to vote

Pembina Pipeline Corporation	
Ticker Symbol	PPL
CUSIP	706327
Meeting Type	Annual
Meeting Date	May 8, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Anne-Maire N. Ainsworth	Management	For		*
	Elect Director Grant D. Billing				*
	Elect Director Michael H. Dilger				*
	Elect Director Randall J. Findlay				*
	Elect Director Lorne B. Gordon				*
	Elect Director Gordon J. Kerr				*
	Elect Director David M.B. Le Gresley				*
	Elect Director Robert B. Michaleski				*
	Elect Director Leslie A. O'Donoghue				*
	Elect Director Jeffrey T. Smith				*
02	Appointment of KPMG LLP as auditor	Management	For		*
03	Approve an increase to the shares reserved for issuance under our stock option plan	Management	For		*
04	Approve a new rule for issuing stock options, and a related amendment to stock option plan	Management	For		*
05	Executive Compensation	Management	For		*

\* The investment manager elected not to vote

<b>Pfizer Inc.</b>	
Ticker Symbol	PFE
CUSIP	717081103
Meeting Type	Annual
Meeting Date	April 23, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Dennis A. Ausiello	Management	For		*
	Elect Director W. Don Cornwell				*
	Elect Director Frances . Fergusson				*
	Elect Director Helen H. Hobbs				*
	Elect Director James M. Kilts				*
	Elect Director Shantanu Narayen				*
	Elect Director Suzanne Nora Johnson				*
	Elect Director Ian C. Read				*
	Elect Director Stephen W. Sanger				*
	Elect Director James C. Smith				*
	Elect Director Marc Tessier-Lavigne				*
02	Ratify selection of KPMG LLP as accounting firm	Management	For		*
03	Advisory approval of executive compensation	Management	For		*
04	Shareholder proposal regarding report on lobbying activities		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Philip Morris International	
Ticker Symbol	PM
CUSIP	718172109
Meeting Type	Annual
Meeting Date	May 5, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Harold Brown	Management	For		*
	Elect Director Andre Calantzopoulos				*
	Elect Director Louis C. Canilleri				*
	Elect Director Wermer Gessler				*
	Elect Director Jennifer Li				*
	Elect Director Jun Makiyara				*
	Elect Director Sergio Marchione				*
	Elect Director Kalpana Morparia				*
	Elect Director Lucio A. Noto				*
	Elect Director Frederik Paulsen				*
	Elect Director Robert B. Polet				*
	Elect Director Stephen M. Wolf				*
02	Ratification of the selection of independent auditor	Management	For		*
03	Advisory vote approving executive compensation	Management	For		*
04	Shareholder approval 1 – Lobbying		Against		*
05	Shareholder approval 2 – Non-Employment of certain farm workers		Against		*

\* The investment manager elected not to vote

Power Financial Corporation	
Ticker Symbol	PWF
CUSIP	73927C
Meeting Type	Annual
Meeting Date	May 14, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Marc. Bibeau	Management	For		*
	Elect Director Andre Desmarais				*
	Elect Director Paul Desmaris, Jr				*
	Elect Director Gerald Frere				*
	Elect Director Anthony R. Graham				*
	Elect Director V. Peter Harder				*
	Elect Director J. David A. Jackson				*
	Elect Director R. Jeffrey Orr				*
	Elect Director Louise Roy				*
	Elect Director Raymond Royer				*
	Elect Director T. Timothy Ryan Jr.				*
	Elect Director Eموke J.E. Szathmary				*
02	Appointment of Deloitte LLP as auditor	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Potash Corporation	
Ticker Symbol	POT
CUSIP	73755
Meeting Type	Annual
Meeting Date	May 12, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director C.M. Burley	Management	For		*
	Elect Director D.G. Chynoweth				*
	Elect Director J.W. Estey				*
	Elect Director G.W. Grandey				*
	Elect Director C.S. Hoffman				*
	Elect Director A.D. Laberge				*
	Elect Director C.E. Madere				*
	Elect Director K.G. Martell				*
	Elect Director J.J. McCaig				*
	Elect Director J.E. Tilk				*
	Elect Director E. Viyella de Paliza				*
02	Appointment of Deloitte LLP as auditor	Management	For		*
03	Approving the adoption of new performance option plan	Management	For		*
04	Accepting the corporations approach to executive compensation	Management	For		*
05	Confirming amendments to the corporations general By-Law	Management	For		*
06	Shareholder Proposal		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Procter & Gamble Co.	
Ticker Symbol	PG
CUSIP	742718109
Meeting Type	Annual
Meeting Date	October 13, 2014

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Angela F. Braly		For		*
	Elect Director Kenneth I. Chenault				*
	Elect Director Scott D. Cook				*
	Elect Director Susan Desmond- Hellmann				*
	Elect Director A.G. Lafley				*
	Elect Director Terry J. Lundgren				*
	Elect Director W. James McNerney, Jr.				*
	Elect Director Margaret C. Whitman				*
	Elect Director Mary Agnes Wilderotter				*
	Elect Director Patricia A. Woertz				*
	Elect Director Ernesto Zedillo				*
02	Ratify appointment of accounting firm		For		*
03	Approve 2014 stock and incentive compensation plan		For		*
04	Advisory vote on executive compensation		For		*
05	Shareholder Proposal 1- Report on unrecyclable packaging		Against		*
06	Shareholder Proposal 2- Report on alignment between corporate values and political contributions		Against		*

\* The investment manager elected not to vote



# Citadel Income Fund

June 30, 2015

Reitmans (Canada) Limited	
Ticker Symbol	RET
CUSIP	759404
Meeting Type	Annual
Meeting Date	June 3, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director David Kassie	Management	For		*
	Elect Director Marie Josee Lamothe				*
	Elect Director Samuel Minzberg				*
	Elect Director Daniel Rabinowicz				*
	Elect Director Jeremy H. Rietman				*
	Elect Director Stephen F. Rietman				*
	Elect Director Howard Stotland				*
	Elect Director John J. Swindler				*
	Elect Director Robert S. Vineberg				*
02	Approval of unallocated options under the plan	Management	For		*
03	Appointment of KPMG LLP as auditors	Management	For		*

\* The investment manager elected not to vote

<b>Rogers Communication Inc.</b>	
Ticker Symbol	RCI
CUSIP	775109
Meeting Type	Annual
Meeting Date	April 21, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director C. William D. Birchall	Management	For		*
	Elect Director Bonnie. R. Brooks				*
	Elect Director Stephen A. Burch				*
	Elect Director John H. Clappison				*
	Elect Director Alan D. Horn				*
	Elect Director J. Guy Laurence				*
	Elect Director Philip B. Lind				*
	Elect Director John A. MacDonald				*
	Elect Director Isabelle Marcoux				*
	Elect Director David R. Peterson				*
	Elect Director Edward S. Rogers				*
	Elect Director Loretta A. Rogers				*
	Elect Director Martha L. Rogers				*
	Elect Director Melinda M. Rogers				*
	Elect Director Charles Sirois				*
02	Appointment of KPMG LLP as auditors	Management	For		*

\* The investment manager elected not to vote

Royal Dutch Shell PLC	
Ticker Symbol	RDCA
CUSIP	780259206
Meeting Type	Annual
Meeting Date	May 19, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Receipt of Annual Report and accounts	Management	For		*
02	Approval of Directors remuneration report	Management	For		*
03	Reappointment of Ben van Beurden	Management	For		*
	Reappointment of Guy Elliot				*
	Reappointment of Euleen Goh				*
	Reappointment of Simon Henry				*
	Reappointment of Charles O. Holliday				*
	Reappointment of Gerard Kleisterlee				*
	Reappointment of Sir Nigel Sheinwald				*
	Reappointment of Linda G. Stuntz				*
	Reappointment of Hans Wijers				*
	Reappointment of Patricia A. Woertz				*
	Reappointment of Gerit Zalm				*
04	Reappointment of auditor	Management	For		*

\* The investment manager elected not to vote

Rio Tinto PLC	
Ticker Symbol	RIO
CUSIP	767204100
Meeting Type	Annual
Meeting Date	April 16, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Receipt of the 2014 Annual report	Management	For		*
02	Approval of the Remuneration Policy Report	Management	For		*
03	Approval of the Directors' Report on Remuneration and Remuneration Committee chairman's letter	Management	For		*
04	Approval of the Remuneration Report	Management	For		*
05	To elect Megan Clark as a director	Management	For		*
06	To elect Michael L'Estrange as a director				*
07	To re-elect Robert Brown as a director				*
08	To re-elect Jan du Plessis as a director				*
09	To re-elect Ann Godbehere as a director				*
10	To re-elect Richard Goodmanson as a director				*
11	To re-elect Anne Lauvergeon as a director				*
12	To re-elect Chris Lynch as a director				*
13	To re-elect Paul Tellier as a director				*
14	To re-elect Simon Thompson as a director				*
15	To re-elect John Varley as a director				*
16	To re-elect Sam Walsh as a director				*
17	Re-appointment of auditors	Management	For		*
18	Remuneration of auditors	Management	For		*
19	General authority to allot shares	Management	For		*
20	Disapplication of pre-emption rights	Management	For		*
21	Authority to purchase Rio Tinto plc shares	Management	For		*
22	Notice period for general meetings other than annual general meetings	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Royal Bank of Canada	
Ticker Symbol	RY
CUSIP	780087
Meeting Type	Annual
Meeting Date	April 10, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director W.G. Beattie	Management	For		*
	Elect Director J Cote				*
	Elect Director T.N. Daruvala				*
	Elect Director D.F. Denison				*
	Elect Director R.L. George				*
	Elect Director A.D. Laberge				*
	Elect Director M.H. McCain				*
	Elect Director D.I. McKay				*
	Elect Director H. Munroe-Blum				*
	Elect Director J.P. Reinhard				*
	Elect Director T.A. Renyi				*
	Elect Director E. Sonshine				*
	Elect Director K.P. Taylor				*
	Elect Director B.A. van Kralingen				*
	Elect Director V.L. Young				*
02	Appointment of Deloitte LLP as auditor	Management	For		*
03	Advisory resolution to accept the approach to executive compensation	Management	For		*
04	Special resolution to implement changes to variable compensation for certain RBC employees in the U.K.	Management	For		*
05	Shareholder Proposal 1		Against		*
06	Shareholder Proposal 2		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Sherritt International Corporation	
Ticker Symbol	S
CUSIP	823901
Meeting Type	Annual
Meeting Date	May 12, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Appointment of auditor	Management	For		*
02	Say-on Pay resolution	Management	For		*
03	Elect Director Harold (Hap) Stephen	Management	For		*
	Elect Director Timothy Baker				*
	Elect Director R. Peter Gillin				*
	Elect Director Sir Richard Lapthorne				*
	Elect Director Adrian Loader				*
	Elect Director Edythe A. (Dee) Marcoux				*
	Elect Director Lisa Pankratz				*
	Elect Director David V. Pathe				*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

<b>Suncor Energy Inc.</b>	
Ticker Symbol	SU
CUSIP	867224
Meeting Type	Annual
Meeting Date	April 30, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Mel E. Benson	Management	For		*
	Elect Director Jacythe Cote				*
	Elect Director Dominic D'Alessandro				*
	Elect Director W. Douglas Ford				*
	Elect Director John D. Gass				*
	Elect Director John R. Huff				*
	Elect Director Maureen McCaw				*
	Elect Director Michael W. O'Brien				*
	Elect Director James W. Simpson				*
	Elect Director Eira M. Thomas				*
	Elect Director Steven W. Williams				*
	Elect Director Michael M. Wilson				*
02	Appointment of PricewaterCoopers LLP as auditor	Management	For		*
03	Confirmation of amendments to By-Law No. 1	Management	For		*
04	Confirmation of amended and restated By-Law No. 2	Management	For		*
05	Advisory resolution on executive compensation	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Teck Resources Limited	
Ticker Symbol	TCK
CUSIP	878742
Meeting Type	Annual
Meeting Date	April 22, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director M.M. Ashar	Management	For		*
	Elect Director F.P. Chee				*
	Elect Director J.L. Cockwell				*
	Elect Director L.L. Dottori - Attanasio				*
	Elect Director E.C. Dowling				*
	Elect Director N.B. Keevil				*
	Elect Director N.B. Keevil III				*
	Elect Director T.Kubota				*
	Elect Director T. Kuriyama				*
	Elect Director D.R. Lindsay				*
	Elect Director T.L. McVicar				*
	Elect Director K.W. Pickering				*
	Elect Director W.S.R. Seyffert				*
	Elect Director T.R. Snider				*
02	To appoint PricewaterhouseCoopers LLP	Management	For		*
03	To approve amendments to the 2010 stock option plan and to ratify the grant of an aggregate Of 3,096,030 stock options	Management	For		*
04	To approve the advisory resolution on the corporations approach to executive compensation	Management	For		*

\* The investment manager elected not to vote



# Citadel Income Fund

June 30, 2015

Thomson Reuters Corporation	
Ticker Symbol	TRI
CUSIP	884903
Meeting Type	Annual
Meeting Date	May 6, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director David Thomson	Management	For		*
	Elect Director James C. Smith				*
	Elect Director Sheila C. Blair				*
	Elect Director Manvinder S. Banga				*
	Elect Director David W. Binet				*
	Elect Director Mary Cirillo				*
	Elect Director Michael E. Daniels				*
	Elect Director P. Thomas Jenkins				*
	Elect Director Ken Olisa				*
	Elect Director Vance K. Opperman				*
	Elect Director Peter J. Thompson				*
	Elect Director Wulf von Schimmelmann				*
02	Appointment of PricewaterhouseCoopers LLP as auditor	Management	For		*
03	Advisory resolution on executive compensation	Management	For		*

\* The investment manager elected not to vote

TELUS Corporation	
Ticker Symbol	T
CUSIP	87971M
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director R.H (Dick) Auchinleck	Management	For		*
	Elect Director Micheline Bouchard				*
	Elect Director R. John Butler				*
	Elect Director Raymond T. Chan				*
	Elect Director Stockwell Day				*
	Elect Director Lisa de Wilde				*
	Elect Director Darren Entwistle				*
	Elect Director Ruston E.T. Goepal				*
	Elect Director Mary Jo Haddad				*
	Elect Director John S. Lacey				*
	Elect Director William A. MacKinnon				*
	Elect Director John Manley				*
	Elect Director Sarabjit Marwah				*
	Elect Director Joe Natale				*
	Elect Director Donald Woodley				*
02	Appointment of Deloitte LLP as auditors	Management	For		*
03	Advisory vote on Say on Pay	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

The Toronto Dominion Bank	
Ticker Symbol	TD
CUSIP	891160
Meeting Type	Annual
Meeting Date	March 26, 2015

Item	Matters to be Voted On	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director William E. Bennett	Management	For		*
	Elect Director John I. Bragg				*
	Elect Director Amy W. Brinkley				*
	Elect Director Brian C. Ferguson				*
	Elect Director Colleen A. Goggins				*
	Elect Director Mary Jo Haddad				*
	Elect Director David E. Kepler				*
	Elect Director Brian M. Levitt				*
	Elect Director Alan N. MacGibbon				*
	Elect Director Harold H. MacKay				*
	Elect Director Karen E. Maidment				*
	Elect Director Bharat B. Masrani				*
	Elect Director Irene R. Miller				*
	Elect Director Nadir H. Mohamed				*
	Elect Director Claude Mongeau				*
	Elect Director Wilbur J. Prezzano				*
	Elect Director Helen K. Sinclair				*
02	Appointment of auditor	Management	For		*
03	Approach to executive compensation	Management	For		*
04	Shareholder Proposal A		Against		*
05	Shareholder Proposal B		Against		*
06	Shareholder Proposal C		Against		*
07	Shareholder Proposal D		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

TransCanada Corporation	
Ticker Symbol	TRP
CUSIP	89353D
Meeting Type	Annual
Meeting Date	May 1, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Kevin E. Benson	Management	For		*
	Elect Director Derek H. Burney				*
	Elect Director Paule Gauthier				*
	Elect Director Russell K. Girling				*
	Elect Director S. Barry Jackson				*
	Elect Director Paula Rosput Reynolds				*
	Elect Director John Richels				*
	Elect Director Mary Pat Salomone				*
	Elect Director D. Michael G. Stewart				*
	Elect Director Siim A. Vanaselja				*
	Elect Director Richard E. Waugh				*
02	Appointment of KPMG LLP as auditors	Management	For		*
03	Advisory vote on executive compensation	Management	For		*
04	Amendment to articles	Management	For		*
05	Amendments to By-Law Number 1	Management	For		*

\* The investment manager elected not to vote

Total SA ADR	
Ticker Symbol	TOT
CUSIP	89151E109
Meeting Type	Annual
Meeting Date	May 29, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Approval of parent company financial statements	Management	For		*
02	Approval of consolidated financial statements	Management	For		*
03	Allocation of earnings, declaration of dividend and option for the payment of the 2014 fiscal year in the new shares	Management	For		*
04	Option for the payment of interim dividends for the 2015 fiscal year in new shares	Management	For		*
05	Authorization for the board of directors to trade in shares of the company	Management	For		*
06	Re-elect Patrick Artus as director	Management	For		*
07	Re-elect Anne-Marie Idrac				*
08	Re-elect Patrick Pouyanne				*
09	Commitments under Article L. 225-42-1 of the French commercial code concerning Mr. Patrick Pouyanne	Management	For		*
10	Advisory opinion on the elements of compensation due granted for the 2014 fiscal year to Mr. Thierry Desmaret Chairman of the board since Oct 22, 2014	Management	For		*
11	Advisory opinion on the elements of compensation due or granted for the 2014 fiscal to Mr. Patrick Pouyanne CEO since October 22, 2014.	Management	For		*
12	Advisory opinion on the elements of compensation due or granted for the 2014 fiscal to Mr. Christophe de Margerie, Chairman and CEO until October 20, 2014	Management	For		*
13	Shareholder Proposal A		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Uranium Participation Corporation	
Ticker Symbol	U
CUSIP	917017
Meeting Type	Annual
Meeting Date	June 29, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Paul J. Bennett	Management	For		*
	Elect Director Thomas Hayslett				*
	Elect Director Jeff Kennedy				*
	Elect Director Garth MacRae				*
	Elect Director Ganpat Mani				*
	Elect Director Richard McCoy				*
02	Appointment of PricewaterhouseCoopers LLP as auditor	Management	For		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Verizon Communications Inc.	
Ticker Symbol	VZ
CUSIP	92343V104
Meeting Type	Annual
Meeting Date	May 7, 2015

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	Elect Director Shellye L. Archambeau	Management	For		*
	Elect Director Mark T. Bertolini				*
	Elect Director Richard L. Carrion				*
	Elect Director Melanie L. Healey				*
	Elect Director M. Frances Keeth				*
	Elect Director Lowell C. McAdam				*
	Elect Director Donald T. Nicolaisen				*
	Elect Director Clarence Otis, Jr.				*
	Elect Director Rodney E. Slaber				*
	Elect Director Kathryn A. Tesija				*
	Elect Director Gregory D. Wasson				*
02	Ratification of appointment of Independent registered public firm	Management	For		*
03	Advisory vote to approve executive compensation	Management	For		*
04	Network neutrality report		Against		*
05	Political spending report		Against		*
06	Severance approval policy		Against		*
07	Stock retention policy		Against		*
08	Shareholder action by written consent		Against		*

\* The investment manager elected not to vote

# Citadel Income Fund

June 30, 2015

Vodafone Group Plc ADR	
Ticker Symbol	VOD
CUSIP	92343V104
Meeting Type	Annual
Meeting Date	July 29, 2014

Item	Matter to be Voted on	Proposed By	Proposal Vote	For/Against Management	N/A
01	To receive the Company's accounts, the strategic report and reports of the directors and the auditor for the year ended 31 March 2014	Management	For		*
	To re-elect Gerard Kleisterlee as a director	Management	For		*
	To re-elect Vittorio Colao as a director	Management	For		*
	To elect Nick Read as a director	Management	For		*
	To re-elect Stephen Pusey as a director	Management	For		*
	To elect Sir Crispin Davis as a director	Management	For		*
	To elect Dame Clara Furse as a director, with effect from 1 September 2014.	Management	For		*
	To elect Valerie Gooding as a director	Management	For		*
	To re-elect Renee James as a director				*
	To re-elect Samuel Jonah as a director				*
	To re-elect Omid Kordestani as a director				*
	To re-elect Nick Land as a director				*
	To re-elect Luc Vandeveld as a director				*
	To re-elect Philip Yea as a director				*
	To declare a final dividend of 7.47p per ordinary share for the year ended 31 March 2014	Management	For		*
	To approve the directors' Remuneration Policy contained in the Remuneration Report of the Board for the year ended 31 March 2014	Management	For		*
	To approve the Remuneration Report (other than the part relating to the directors' Remuneration Policy) for the year ended 31 March 2014	Management	For		*
	To approve the Vodafone Global Incentive Plan rules	Management	For		*
	To confirm the appointment of PricewaterhouseCoopers LLP as auditor	Management	For		*
	To authorise the Audit and Risk Committee to determine the remuneration of the auditor	Management	For		*
	To authorise the directors to allot shares	Management	For		*
	To authorise the directors to dis-apply pre-emption rights	Management	For		*
	To authorise the Company to purchase its own shares	Management	For		*
	To authorise political donations and expenditure	Management	For		*
	To authorise the calling of general meetings (other than annual general meetings) on a minimum of 14 clear days' notice	Management	For		*

\* The investment manager elected not to vote