

SECURITIES AND EXCHANGE COMMISSION

FORM N-PX

Annual report of proxy voting record of registered management investment companies filed on
Form N-PX

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FILER

DELAWARE GROUP EQUITY FUNDS II

CIK: **27574** | IRS No.: **510100310** | State of Incorporation: **DE** | Fiscal Year End: **1130**
Type: **N-PX** | Act: **40** | File No.: **811-00750** | Film No.: **081048350**

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES**

Investment Company Act File Number: **811-00750**

Exact Name of Registrant as Specified in Charter: **Delaware Group Equity Funds II**

Address of principal executive offices: **2005 Market Street
Philadelphia, PA 19103**

Name and address of agent for service: **David F. Connor, Esq.
2005 Market Street
Philadelphia, PA 19103**

Registrant's telephone number: **(800) 523-1918**

Date of fiscal year end: **November 30**

Date of reporting period: **July 1, 2007 - June 30, 2008**

ITEM 1. PROXY VOTING RECORD.

===== DELAWARE LARGE CAP VALUE FUND =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
Meeting Date: APR 25, 2008 Meeting Type: Annual
Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R.S. Austin	For	For	Management
1.2	Elect Director W.M. Daley	For	For	Management
1.3	Elect Director W.J. Farrell	For	For	Management
1.4	Elect Director H.L. Fuller	For	For	Management
1.5	Elect Director W.A. Osborn	For	For	Management
1.6	Elect Director D.A.L. Owen	For	For	Management
1.7	Elect Director B. Powell, Jr.	For	For	Management
1.8	Elect Director W.A. Reynolds	For	For	Management
1.9	Elect Director R.S. Roberts	For	For	Management
1.10	Elect Director S.C. Scott, III	For	For	Management
1.11	Elect Director W.D. Smithburg	For	For	Management
1.12	Elect Director G.F. Tilton	For	For	Management
1.13	Elect Director M.D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Human Rights Policy to Address Access to Medicines	Against	Against	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101
Meeting Date: MAY 20, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	For	Management
2	Elect Director Robert D. Beyer	For	For	Management
3	Elect Director W. James Farrell	For	For	Management
4	Elect Director Jack M. Greenberg	For	For	Management
5	Elect Director Ronald T. LeMay	For	For	Management
6	Elect Director J. Christopher Reyes	For	For	Management
7	Elect Director H. John Riley, Jr.	For	For	Management
8	Elect Director Joshua I. Smith	For	For	Management
9	Elect Director Judith A. Sprieser	For	For	Management
10	Elect Director Mary Alice Taylor	For	For	Management
11	Elect Director Thomas J. Wilson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Provide for Cumulative Voting	Against	For	Shareholder
14	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

AT&T INC

Ticker: T Security ID: 00206R102
 Meeting Date: APR 25, 2008 Meeting Type: Annual
 Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Randall L. Stephenson	For	For	Management
2	Elect Director William F. Aldinger III	For	For	Management
3	Elect Director Gilbert F. Amelio	For	For	Management
4	Elect Director Reuben V. Anderson	For	For	Management
5	Elect Director James H. Blanchard	For	For	Management
6	Elect Director August A. Busch III	For	For	Management
7	Elect Director James P. Kelly	For	For	Management
8	Elect Director Jon C. Madonna	For	For	Management
9	Elect Director Lynn M. Martin	For	For	Management
10	Elect Director John B. McCoy	For	For	Management
11	Elect Director Mary S. Metz	For	For	Management
12	Elect Director Joyce M. Roche	For	For	Management
13	Elect Director Laura D' Andrea Tyson	For	For	Management
14	Elect Director Patricia P. Upton	For	For	Management
15	Ratify Auditors	For	For	Management
16	Report on Political Contributions	Against	For	Shareholder
17	Exclude Pension Credits from Earnings Performance Measure	Against	For	Shareholder
18	Require Independent Lead Director	Against	For	Shareholder
19	Establish SERP Policy	Against	For	Shareholder
20	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

 BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109
 Meeting Date: MAY 6, 2008 Meeting Type: Annual
 Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Wayne T. Hockmeyer	For	For	Management
2	Elect Director Joseph B. Martin	For	For	Management
3	Elect Director Robert L. Parkinson	For	For	Management
4	Elect Director Thomas T. Stallkamp	For	For	Management
5	Elect Director Albert P.L. Stroucken	For	For	Management
6	Ratify Auditors	For	For	Management

 BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108
Meeting Date: MAY 6, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lewis B. Campbell	For	For	Management
2	Elect Director James M. Cornelius	For	For	Management
3	Elect Director Louis J. Freeh	For	For	Management
4	Elect Director Laurie H. Glimcher	For	For	Management
5	Elect Director Michael Grobstein	For	For	Management
6	Elect Director Leif Johansson	For	For	Management
7	Elect Director Alan J. Lacey	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director Togo D. West, Jr.	For	For	Management
10	Elect Director R. Sanders Williams	For	For	Management
11	Ratify Auditors	For	For	Management
12	Increase Disclosure of Executive Compensation	Against	Against	Shareholder

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
Meeting Date: MAY 28, 2008 Meeting Type: Annual
Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director S. H. Armacost	For	For	Management
2	Elect Director L. F. Deily	For	For	Management
3	Elect Director R. E. Denham	For	For	Management
4	Elect Director R. J. Eaton	For	For	Management
5	Elect Director S. Ginn	For	For	Management
6	Elect Director F. G. Jenifer	For	For	Management
7	Elect Director J. L. Jones	For	For	Management
8	Elect Director S. Nunn	For	For	Management
9	Elect Director D. J. O'Reilly	For	For	Management
10	Elect Director D. B. Rice	For	For	Management
11	Elect Director P. J. Robertson	For	For	Management
12	Elect Director K. W. Sharer	For	For	Management
13	Elect Director C. R. Shoemate	For	For	Management
14	Elect Director R. D. Sugar	For	For	Management
15	Elect Director C. Ware	For	For	Management
16	Ratify Auditors	For	For	Management
17	Increase Authorized Common Stock	For	For	Management
18	Require Independent Board Chairman	Against	Against	Shareholder
19	Adopt Human Rights Policy	Against	For	Shareholder
20	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder

- 21 Adopt Quantitative GHG Goals for Products Against Against Shareholder
and Operations
- 22 Adopt Guidelines for Country Selection Against Against Shareholder
- 23 Report on Market Specific Environmental Against Against Shareholder
Laws

CHUBB CORP., THE

Ticker: CB Security ID: 171232101
Meeting Date: APR 29, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Zoe Baird	For	For	Management
2	Elect Director Sheila P. Burke	For	For	Management
3	Elect Director James I. Cash, Jr.	For	For	Management
4	Elect Director Joel J. Cohen	For	For	Management
5	Elect Director John D. Finnegan	For	For	Management
6	Elect Director Klaus J. Mangold	For	For	Management
7	Elect Director Martin G. McGuinn	For	For	Management
8	Elect Director Lawrence M. Small	For	For	Management
9	Elect Director Jess Soderberg	For	For	Management
10	Elect Director Daniel E. Somers	For	For	Management
11	Elect Director Karen Hastie Williams	For	For	Management
12	Elect Director Alfred W. Zollar	For	For	Management
13	Ratify Auditors	For	For	Management

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harold W. McGraw III	For	For	Management
2	Elect Director James J. Mulva	For	For	Management
3	Elect Director Bobby S. Shackouls	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Ratify Auditors	For	For	Management
6	Require Director Nominee Qualifications	Against	Against	Shareholder
7	Report on Indigenous Peoples Rights Policies	Against	Against	Shareholder
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
9	Report on Political Contributions	Against	For	Shareholder

- 10 Adopt Greenhouse Gas Emissions Goals for Against For Shareholder
Products and Operations
- 11 Report on Community Environmental Impacts Against Against Shareholder
of Operations
- 12 Report on Environmental Damage from Against For Shareholder
Drilling in the National Petroleum
Reserve
- 13 Report on Environmental Impact of Oil Against For Shareholder
Sands Operations in Canada
- 14 Report on Global Warming Against Against Shareholder

DISCOVER FINANCIAL SERVICES

Ticker: DFS Security ID: 254709108
Meeting Date: APR 10, 2008 Meeting Type: Annual
Record Date: FEB 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey S. Aronin	For	For	Management
2	Elect Director Mary K. Bush	For	For	Management
3	Elect Director Gregory C. Case	For	For	Management
4	Elect Director Dennis D. Dammerman	For	For	Management
5	Elect Director Robert M. Devlin	For	For	Management
6	Elect Director Philip A. Laskawy	For	For	Management
7	Elect Director Michael H. Moskow	For	For	Management
8	Elect Director David W. Nelms	For	For	Management
9	Elect Director Michael L. Rankowitz	For	For	Management
10	Elect Director E. Follin Smith	For	For	Management
11	Elect Director Lawrence A. Weinbach	For	For	Management
12	Ratify Auditors	For	For	Management

E.I. DU PONT DE NEMOURS & CO.

Ticker: DD Security ID: 263534109
Meeting Date: APR 30, 2008 Meeting Type: Annual
Record Date: MAR 5, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard H. Brown	For	For	Management
1.2	Elect Director Robert A. Brown	For	For	Management
1.3	Elect Director Bertrand P. Collomb	For	For	Management
1.4	Elect Director Curtis J. Crawford	For	For	Management
1.5	Elect Director Alexander M. Cutler	For	For	Management
1.6	Elect Director John T. Dillon	For	For	Management
1.7	Elect Director Eleuthere I. du Pont	For	For	Management

1.8	Elect Director Marillyn A. Hewson	For	For	Management
1.9	Elect Director Charles O. Holliday, Jr.	For	For	Management
1.10	Elect Director Lois D. Juliber	For	For	Management
1.11	Elect Director Sean O'Keefe	For	For	Management
1.12	Elect Director William K. Reilly	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Plant Closures	Against	Against	Shareholder
4	Require Independent Board Chairman	Against	For	Shareholder
5	Report on Global Warming	Against	Against	Shareholder
6	Amend Human Rights Policies	Against	Against	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

GAP, INC., THE

Ticker: GPS Security ID: 364760108
Meeting Date: JUN 2, 2008 Meeting Type: Annual
Record Date: APR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard P. Behar	For	For	Management
1.2	Elect Director Adrian D.P. Bellamy	For	For	Management
1.3	Elect Director Domenico De Sole	For	For	Management
1.4	Elect Director Donald G. Fisher	For	For	Management
1.5	Elect Director Doris F. Fisher	For	For	Management
1.6	Elect Director Robert J. Fisher	For	For	Management
1.7	Elect Director Penelope L. Hughes	For	For	Management
1.8	Elect Director Bob L. Martin	For	For	Management
1.9	Elect Director Jorge P. Montoya	For	For	Management
1.10	Elect Director Glenn K. Murphy	For	For	Management
1.11	Elect Director James M. Schneider	For	For	Management
1.12	Elect Director Mayo A. Shattuck, III	For	For	Management
1.13	Elect Director Kneeland C. Youngblood	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management

H. J. HEINZ CO.

Ticker: HNZ Security ID: 423074103
Meeting Date: AUG 15, 2007 Meeting Type: Annual
Record Date: JUN 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W.R. Johnson	For	For	Management

1.2	Elect Director C.E. Bunch	For	For	Management
1.3	Elect Director L.S. Coleman, Jr.	For	For	Management
1.4	Elect Director J.G. Drosdick	For	For	Management
1.5	Elect Director E.E. Holiday	For	For	Management
1.6	Elect Director C. Kendle	For	For	Management
1.7	Elect Director D.R. O'Hare	For	For	Management
1.8	Elect Director N. Peltz	For	For	Management
1.9	Elect Director D.H. Reilley	For	For	Management
1.10	Elect Director L.C. Swann	For	For	Management
1.11	Elect Director T.J. Usher	For	For	Management
1.12	Elect Director M.F. Weinstein	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Reduce Supermajority Vote Requirement	For	For	Management
7	Company Specific--Provide Majority Vote for the Election of Directors	For	For	Management

HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker: HIG Security ID: 416515104
Meeting Date: MAY 21, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ramani Ayer	For	For	Management
2	Elect Director Ramon de Oliveira	For	For	Management
3	Elect Director Trevor Fetter	For	For	Management
4	Elect Director Edward J. Kelly, III	For	For	Management
5	Elect Director Paul G. Kirk, Jr.	For	For	Management
6	Elect Director Thomas M. Marra	For	For	Management
7	Elect Director Gail J. McGovern	For	For	Management
8	Elect Director Michael G. Morris	For	For	Management
9	Elect Director Charles B. Strauss	For	For	Management
10	Elect Director H. Patrick Swygert	For	For	Management
11	Ratify Auditors	For	For	Management

HUNTINGTON BANCSHARES INC.

Ticker: HBAN Security ID: 446150104
Meeting Date: APR 23, 2008 Meeting Type: Annual
Record Date: FEB 20, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Don M. Casto, III	For	For	Management
1.2	Elect Director Michael J. Endres	For	For	Management
1.3	Elect Director Wm. J. Lhota	For	For	Management
1.4	Elect Director David L. Porteous	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Ratify Auditors	For	For	Management

INTEL CORP.

Ticker: INTC Security ID: 458140100
Meeting Date: MAY 21, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Craig R. Barrett	For	For	Management
2	Elect Director Charlene Barshefsky	For	For	Management
3	Elect Director Carol A. Bartz	For	For	Management
4	Elect Director Susan L. Decker	For	For	Management
5	Elect Director Reed E. Hundt	For	For	Management
6	Elect Director Paul S. Otellini	For	For	Management
7	Elect Director James D. Plummer	For	For	Management
8	Elect Director David S. Pottruck	For	For	Management
9	Elect Director Jane E. Shaw	For	For	Management
10	Elect Director John L. Thornton	For	For	Management
11	Elect Director David B. Yoffie	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Bylaws to Establish a Board Committee on Sustainability	Against	Against	Shareholder

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101
Meeting Date: APR 29, 2008 Meeting Type: Annual
Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Black	For	For	Management
1.2	Elect Director W.R. Brody	For	For	Management
1.3	Elect Director K.I. Chenault	For	For	Management
1.4	Elect Director M.L. Eskew	For	For	Management
1.5	Elect Director S.A. Jackson	For	For	Management
1.6	Elect Director L.A. Noto	For	For	Management
1.7	Elect Director J.W. Owens	For	For	Management
1.8	Elect Director S.J. Palmisano	For	For	Management

1.9	Elect Director J.E. Spero	For	For	Management
1.10	Elect Director S. Taurel	For	For	Management
1.11	Elect Director L.H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Review Executive Compensation	Against	For	Shareholder
5	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
6	Amend Bylaw -- Call Special Meetings	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Michael M.E. Johns	For	Withhold	Management
1.4	Elect Director Arnold G. Langbo	For	Withhold	Management
1.5	Elect Director Susan L. Lindquist	For	For	Management
1.6	Elect Director Leo F. Mullin	For	For	Management
1.7	Elect Director William D. Perez	For	Withhold	Management
1.8	Elect Director Christine A. Poon	For	For	Management
1.9	Elect Director Charles Prince	For	Withhold	Management
1.10	Elect Director Steven S. Reinemund	For	For	Management
1.11	Elect Director David Satcher	For	For	Management
1.12	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

KRAFT FOODS INC

Ticker: KFT Security ID: 50075N104
Meeting Date: MAY 13, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ajay Banga	For	For	Management
1.2	Elect Director Jan Bennink	For	For	Management
1.3	Elect Director Myra M. Hart	For	For	Management

1.4	Elect Director Lois D. Juliber	For	For	Management
1.5	Elect Director Mark D. Ketchum	For	For	Management
1.6	Elect Director Richard A. Lerner	For	For	Management
1.7	Elect Director John C. Pope	For	For	Management
1.8	Elect Director Fredric G. Reynolds	For	For	Management
1.9	Elect Director Irene B. Rosenfeld	For	For	Management
1.10	Elect Director Mary L. Schapiro	For	For	Management
1.11	Elect Director Deborah C. Wright	For	For	Management
1.12	Elect Director Frank G. Zarb	For	For	Management
2	Ratify Auditors	For	For	Management

LIMITED BRANDS

Ticker: LTD Security ID: 532716107
Meeting Date: MAY 19, 2008 Meeting Type: Annual
Record Date: MAR 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donna A. James	For	Withhold	Management
1.2	Elect Director Jeffrey H. Miro	For	Withhold	Management
1.3	Elect Director Jeffrey B. Swartz	For	Withhold	Management
1.4	Elect Director Raymond Zimmerman	For	Withhold	Management
2	Ratify Auditors	For	For	Management

MATTEL, INC.

Ticker: MAT Security ID: 577081102
Meeting Date: MAY 29, 2008 Meeting Type: Annual
Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael J. Dolan	For	For	Management
2	Elect Director Robert A. Eckert	For	For	Management
3	Elect Director Frances D. Fergusson	For	For	Management
4	Elect Director Tully M. Friedman	For	For	Management
5	Elect Director Dominic Ng	For	For	Management
6	Elect Director Vasant M. Prabhu	For	For	Management
7	Elect Director Andrea L. Rich	For	For	Management
8	Elect Director Ronald L. Sargent	For	For	Management
9	Elect Director Dean A. Scarborough	For	For	Management
10	Elect Director Christopher A. Sinclair	For	For	Management
11	Elect Director G. Craig Sullivan	For	For	Management
12	Elect Director Kathy Brittain White	For	For	Management
13	Ratify Auditors	For	For	Management
14	Report on Product Safety and Working	Against	Against	Shareholder

MORGAN STANLEY

Ticker: MS Security ID: 617446448
 Meeting Date: APR 8, 2008 Meeting Type: Annual
 Record Date: FEB 8, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Roy J. Bostock	For	For	Management
2	Elect Director Erskine B. Bowles	For	For	Management
3	Elect Director Howard J. Davies	For	For	Management
4	Elect Director C. Robert Kidder	For	For	Management
5	Elect Director John J. Mack	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Charles H. Noski	For	For	Management
8	Elect Director Hutham S. Olayan	For	For	Management
9	Elect Director Charles E. Phillips, Jr.	For	For	Management
10	Elect Director Griffith Sexton	For	For	Management
11	Elect Director Laura D. Tyson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Eliminate Supermajority Vote Requirement	For	For	Management
14	Approve Report of the Compensation Committee	Against	For	Shareholder
15	Report on Human Rights Investment Policies	Against	Against	Shareholder

MOTOROLA, INC.

Ticker: MOT Security ID: 620076109
 Meeting Date: MAY 5, 2008 Meeting Type: Annual
 Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director G. Brown	For	For	Management
1.2	Elect Director D. Dorman	For	For	Management
1.3	Elect Director W. Hambrecht	For	For	Management
1.4	Elect Director J. Lewent	For	For	Management
1.5	Elect Director K. Meister	For	For	Management
1.6	Elect Director T. Meredith	For	For	Management
1.7	Elect Director N. Negroponte	For	For	Management
1.8	Elect Director S. Scott III	For	For	Management
1.9	Elect Director R. Sommer	For	For	Management
1.10	Elect Director J. Stengel	For	For	Management
1.11	Elect Director A. Vinciguerra	For	For	Management

1.12	Elect Director D. Warner III	For	For	Management
1.13	Elect Director J. White	For	For	Management
1.14	Elect Director M. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
4	Claw-back of Payments under Restatements	Against	Against	Shareholder
5	Amend Human Rights Policies	Against	Against	Shareholder

PFIZER INC.

Ticker: PFE Security ID: 717081103
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: FEB 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Dennis A. Ausiello	For	For	Management
2	Elect Director Michael S. Brown	For	For	Management
3	Elect Director M. Anthony Burns	For	For	Management
4	Elect Director Robert N. Burt	For	For	Management
5	Elect Director W. Don Cornwell	For	For	Management
6	Elect Director William H. Gray, III	For	For	Management
7	Elect Director Constance J. Horner	For	For	Management
8	Elect Director William R. Howell	For	For	Management
9	Elect Director James M. Kilts	For	For	Management
10	Elect Director Jeffrey B. Kindler	For	For	Management
11	Elect Director George A. Lorch	For	For	Management
12	Elect Director Dana G. Mead	For	For	Management
13	Elect Director Suzanne Nora Johnson	For	For	Management
14	Elect Director William C. Steere, Jr.	For	For	Management
15	Ratify Auditors	For	For	Management
16	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
17	Require Independent Board Chairman	Against	For	Shareholder

PROGRESS ENERGY, INC.

Ticker: PGN Security ID: 743263105
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James E. Bostic	For	For	Management
2	Elect Director David L. Burner	For	For	Management
3	Elect Director Harris E. DeLoach, Jr.	For	For	Management
4	Elect Director William D. Johnson	For	For	Management

5	Elect Director Robert W. Jones	For	For	Management
6	Elect Director W. Steven Jones	For	For	Management
7	Elect Director E. Marie McKee	For	For	Management
8	Elect Director John H. Mullin, III	For	For	Management
9	Elect Director Charles W. Pryor, Jr.	For	For	Management
10	Elect Director Carlos A. Saladrigas	For	For	Management
11	Elect Director Theresa M. Stone	For	For	Management
12	Elect Director Alfred C. Tollison, Jr.	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

R. R. DONNELLEY & SONS CO.

Ticker: RRD Security ID: 257867101
Meeting Date: MAY 28, 2008 Meeting Type: Annual
Record Date: APR 2, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Thomas J. Quinlan, III	For	For	Management
2	Elect Director Stephen M. Wolf	For	For	Management
3	Elect Director Lee A. Chaden	For	For	Management
4	Elect Director E.V. (Rick) Goings	For	For	Management
5	Elect Director Judith H. Hamilton	For	For	Management
6	Elect Director Thomas S. Johnson	For	For	Management
7	Elect Director John C. Pope	For	For	Management
8	Elect Director Michael T. Riordan	For	For	Management
9	Elect Director Oliver R. Sockwell	For	For	Management
10	Ratify Auditors	For	For	Management
11	Amend Omnibus Stock Plan	For	For	Management
12	Report on Sustainable Forestry	Against	Against	Shareholder
13	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

SAFEWAY INC.

Ticker: SWY Security ID: 786514208
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Burd	For	For	Management
2	Elect Director Janet E. Grove	For	For	Management
3	Elect Director Mohan Gyani	For	For	Management
4	Elect Director Paul Hazen	For	For	Management

5	Elect Director Frank C. Herring	For	For	Management
6	Elect Director Robert I. MacDonnell	For	For	Management
7	Elect Director Douglas J. MacKenzie	For	For	Management
8	Elect Director Kenneth W. Oder	For	For	Management
9	Elect Director Rebecca A. Stirn	For	For	Management
10	Elect Director William Y. Tauscher	For	For	Management
11	Elect Director Raymond G. Viault	For	For	Management
12	Ratify Auditors	For	For	Management
13	Provide for Cumulative Voting	Against	For	Shareholder
14	Submit SERP to Shareholder Vote	Against	For	Shareholder
15	Adopt Policy on 10b5-1 Plans	Against	For	Shareholder

VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104
Meeting Date: MAY 1, 2008 Meeting Type: Annual
Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director M. Frances Keeth	For	For	Management
3	Elect Director Robert W. Lane	For	For	Management
4	Elect Director Sandra O. Moose	For	For	Management
5	Elect Director Joseph Neubauer	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Thomas H. O'Brien	For	For	Management
8	Elect Director Clarence Otis, Jr.	For	For	Management
9	Elect Director Hugh B. Price	For	For	Management
10	Elect Director Ivan G. Seidenberg	For	For	Management
11	Elect Director John W. Snow	For	For	Management
12	Elect Director John R. Stafford	For	For	Management
13	Ratify Auditors	For	For	Management
14	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
15	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	Against	Shareholder
16	Require Independent Board Chairman	Against	Against	Shareholder

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
Meeting Date: APR 22, 2008 Meeting Type: Annual
Record Date: FEB 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John D. Baker, II	For	For	Management

2	Elect Director Peter C. Browning	For	For	Management
3	Elect Director John T. Casteen, III	For	For	Management
4	Elect Director Jerry Gitt	For	For	Management
5	Elect Director William H. Goodwin, Jr.	For	For	Management
6	Elect Director Maryellen C. Herringer	For	For	Management
7	Elect Director Robert A. Ingram	For	For	Management
8	Elect Director Donald M. James	For	For	Management
9	Elect Director Mackey J. McDonald	For	For	Management
10	Elect Director Joseph Neubauer	For	For	Management
11	Elect Director Timothy D. Proctor	For	For	Management
12	Elect Director Ernest S. Rady	For	For	Management
13	Elect Director Van L. Richey	For	For	Management
14	Elect Director Ruth G. Shaw	For	For	Management
15	Elect Director Lanty L. Smith	For	For	Management
16	Elect Director G. Kennedy Thompson	For	For	Management
17	Elect Director Dona Davis Young	For	For	Management
18	Ratify Auditors	For	For	Management
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
20	Report on Political Contributions	Against	For	Shareholder
21	Require Two Candidates for Each Board Seat	Against	Against	Shareholder

WASTE MANAGEMENT, INC.

Ticker: WMI Security ID: 94106L109
Meeting Date: MAY 9, 2008 Meeting Type: Annual
Record Date: MAR 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Pastora San Juan Cafferty	For	For	Management
2	Elect Director Frank M. Clark, Jr.	For	For	Management
3	Elect Director Patrick W. Gross	For	For	Management
4	Elect Director Thomas I. Morgan	For	For	Management
5	Elect Director John C. Pope	For	For	Management
6	Elect Director W. Robert Reum	For	For	Management
7	Elect Director Steven G. Rothmeier	For	For	Management
8	Elect Director David P. Steiner	For	For	Management
9	Elect Director Thomas H. Weidemeyer	For	For	Management
10	Ratify Auditors	For	For	Management
11	Repon on Political Contributions	Against	For	Shareholder

WYETH

Ticker: WYE Security ID: 983024100

Meeting Date: APR 24, 2008 Meeting Type: Annual

Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote	Cast	Sponsor
1	Elect Director Robert M. Amen		For	For	Management
2	Elect Director Michael J. Critelli		For	For	Management
3	Elect Director Robert Essner		For	For	Management
4	Elect Director John D. Feerick		For	For	Management
5	Elect Director Frances D. Fergusson		For	For	Management
6	Elect Director Victor F. Ganzi		For	For	Management
7	Elect Director Robert Langer		For	For	Management
8	Elect Director John P. Mascotte		For	For	Management
9	Elect Director Raymond J. McGuire		For	For	Management
10	Elect Director Mary Lake Polan		For	For	Management
11	Elect Director Bernard Poussot		For	For	Management
12	Elect Director Gary L. Rogers		For	For	Management
13	Elect Director John R. Torell III		For	For	Management
14	Ratify Auditors	For	For		Management
15	Amend Omnibus Stock Plan		For	For	Management
16	Amend Non-Employee Director Restricted Stock Plan		For	For	Management
17	Report on Political Contributions		Against	For	Shareholder
18	Claw-back of Payments under Restatements		Against	Against	Shareholder

XEROX CORP.

Ticker: XRX Security ID: 984121103

Meeting Date: MAY 22, 2008 Meeting Type: Annual

Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote	Cast	Sponsor
1.1	Elect Director Glenn A. Britt		For	For	Management
1.2	Elect Director Ursula M. Burns		For	For	Management
1.3	Elect Director Richard J. Harrington		For	For	Management
1.4	Elect Director William Curt Hunter		For	For	Management
1.5	Elect Director Vernon E. Jordan, Jr.		For	For	Management
1.6	Elect Director Robert A. McDonald		For	For	Management
1.7	Elect Director Anne M. Mulcahy		For	For	Management
1.8	Elect Director N. J. Nicholas, Jr.		For	For	Management
1.9	Elect Director Ann N. Reese		For	For	Management
1.10	Elect Director Mary Agnes Wilderotter		For	For	Management
2	Ratify Auditors	For	For		Management
3	Adopt Majority Voting for Uncontested Election of Directors		For	For	Management
4	Report on Vendor Human Rights Standards		Against	Against	Shareholder

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
 Meeting Date: APR 25, 2008 Meeting Type: Annual
 Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R.S. Austin	For	For	Management
1.2	Elect Director W.M. Daley	For	For	Management
1.3	Elect Director W.J. Farrell	For	For	Management
1.4	Elect Director H.L. Fuller	For	For	Management
1.5	Elect Director W.A. Osborn	For	For	Management
1.6	Elect Director D.A.L. Owen	For	For	Management
1.7	Elect Director B. Powell, Jr.	For	For	Management
1.8	Elect Director W.A. Reynolds	For	For	Management
1.9	Elect Director R.S. Roberts	For	For	Management
1.10	Elect Director S.C. Scott, III	For	For	Management
1.11	Elect Director W.D. Smithburg	For	For	Management
1.12	Elect Director G.F. Tilton	For	For	Management
1.13	Elect Director M.D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Human Rights Policy to Address Access to Medicines	Against	Against	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

 ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101
 Meeting Date: MAY 20, 2008 Meeting Type: Annual
 Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	For	Management
2	Elect Director Robert D. Beyer	For	For	Management
3	Elect Director W. James Farrell	For	For	Management
4	Elect Director Jack M. Greenberg	For	For	Management
5	Elect Director Ronald T. LeMay	For	For	Management
6	Elect Director J. Christopher Reyes	For	For	Management
7	Elect Director H. John Riley, Jr.	For	For	Management
8	Elect Director Joshua I. Smith	For	For	Management
9	Elect Director Judith A. Sprieser	For	For	Management
10	Elect Director Mary Alice Taylor	For	For	Management
11	Elect Director Thomas J. Wilson	For	For	Management

12	Ratify Auditors	For	For	Management
13	Provide for Cumulative Voting	Against	For	Shareholder
14	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

AT&T INC

Ticker: T Security ID: 00206R102
Meeting Date: APR 25, 2008 Meeting Type: Annual
Record Date: FEB 27, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Randall L. Stephenson	For	For	Management
2	Elect Director William F. Aldinger III	For	For	Management
3	Elect Director Gilbert F. Amelio	For	For	Management
4	Elect Director Reuben V. Anderson	For	For	Management
5	Elect Director James H. Blanchard	For	For	Management
6	Elect Director August A. Busch III	For	For	Management
7	Elect Director James P. Kelly	For	For	Management
8	Elect Director Jon C. Madonna	For	For	Management
9	Elect Director Lynn M. Martin	For	For	Management
10	Elect Director John B. McCoy	For	For	Management
11	Elect Director Mary S. Metz	For	For	Management
12	Elect Director Joyce M. Roche	For	For	Management
13	Elect Director Laura D' Andrea Tyson	For	For	Management
14	Elect Director Patricia P. Upton	For	For	Management
15	Ratify Auditors	For	For	Management
16	Report on Political Contributions	Against	For	Shareholder
17	Exclude Pension Credits from Earnings Performance Measure	Against	For	Shareholder
18	Require Independent Lead Director	Against	For	Shareholder
19	Establish SERP Policy	Against	For	Shareholder
20	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109
Meeting Date: MAY 6, 2008 Meeting Type: Annual
Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Wayne T. Hockmeyer	For	For	Management

2	Elect Director Joseph B. Martin	For	For	Management
3	Elect Director Robert L. Parkinson	For	For	Management
4	Elect Director Thomas T. Stallkamp	For	For	Management
5	Elect Director Albert P.L. Stroucken	For	For	Management
6	Ratify Auditors	For	For	Management

BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108
Meeting Date: MAY 6, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lewis B. Campbell	For	For	Management
2	Elect Director James M. Cornelius	For	For	Management
3	Elect Director Louis J. Freeh	For	For	Management
4	Elect Director Laurie H. Glimcher	For	For	Management
5	Elect Director Michael Grobstein	For	For	Management
6	Elect Director Leif Johansson	For	For	Management
7	Elect Director Alan J. Lacey	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director Togo D. West, Jr.	For	For	Management
10	Elect Director R. Sanders Williams	For	For	Management
11	Ratify Auditors	For	For	Management
12	Increase Disclosure of Executive Compensation	Against	Against	Shareholder

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
Meeting Date: MAY 28, 2008 Meeting Type: Annual
Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director S. H. Armacost	For	For	Management
2	Elect Director L. F. Deily	For	For	Management
3	Elect Director R. E. Denham	For	For	Management
4	Elect Director R. J. Eaton	For	For	Management
5	Elect Director S. Ginn	For	For	Management
6	Elect Director F. G. Jenifer	For	For	Management
7	Elect Director J. L. Jones	For	For	Management
8	Elect Director S. Nunn	For	For	Management
9	Elect Director D. J. O'Reilly	For	For	Management
10	Elect Director D. B. Rice	For	For	Management
11	Elect Director P. J. Robertson	For	For	Management

12	Elect Director K. W. Sharer	For	For	Management
13	Elect Director C. R. Shoemate	For	For	Management
14	Elect Director R. D. Sugar	For	For	Management
15	Elect Director C. Ware	For	For	Management
16	Ratify Auditors	For	For	Management
17	Increase Authorized Common Stock	For	For	Management
18	Require Independent Board Chairman	Against	Against	Shareholder
19	Adopt Human Rights Policy	Against	For	Shareholder
20	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder
21	Adopt Quantitative GHG Goals for Products and Operations	Against	Against	Shareholder
22	Adopt Guidelines for Country Selection	Against	Against	Shareholder
23	Report on Market Specific Environmental Laws	Against	Against	Shareholder

CHUBB CORP., THE

Ticker: CB Security ID: 171232101
Meeting Date: APR 29, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Zoe Baird	For	For	Management
2	Elect Director Sheila P. Burke	For	For	Management
3	Elect Director James I. Cash, Jr.	For	For	Management
4	Elect Director Joel J. Cohen	For	For	Management
5	Elect Director John D. Finnegan	For	For	Management
6	Elect Director Klaus J. Mangold	For	For	Management
7	Elect Director Martin G. McGuinn	For	For	Management
8	Elect Director Lawrence M. Small	For	For	Management
9	Elect Director Jess Soderberg	For	For	Management
10	Elect Director Daniel E. Somers	For	For	Management
11	Elect Director Karen Hastie Williams	For	For	Management
12	Elect Director Alfred W. Zollar	For	For	Management
13	Ratify Auditors	For	For	Management

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harold W. McGraw III	For	For	Management

2	Elect Director James J. Mulva	For	For	Management
3	Elect Director Bobby S. Shackouls	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Ratify Auditors	For	For	Management
6	Require Director Nominee Qualifications	Against	Against	Shareholder
7	Report on Indigenous Peoples Rights Policies	Against	Against	Shareholder
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
9	Report on Political Contributions	Against	For	Shareholder
10	Adopt Greenhouse Gas Emissions Goals for Products and Operations	Against	For	Shareholder
11	Report on Community Environmental Impacts of Operations	Against	Against	Shareholder
12	Report on Environmental Damage from Drilling in the National Petroleum Reserve	Against	For	Shareholder
13	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder
14	Report on Global Warming	Against	Against	Shareholder

DISCOVER FINANCIAL SERVICES

Ticker: DFS Security ID: 254709108
Meeting Date: APR 10, 2008 Meeting Type: Annual
Record Date: FEB 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey S. Aronin	For	For	Management
2	Elect Director Mary K. Bush	For	For	Management
3	Elect Director Gregory C. Case	For	For	Management
4	Elect Director Dennis D. Dammerman	For	For	Management
5	Elect Director Robert M. Devlin	For	For	Management
6	Elect Director Philip A. Laskawy	For	For	Management
7	Elect Director Michael H. Moskow	For	For	Management
8	Elect Director David W. Nelms	For	For	Management
9	Elect Director Michael L. Rankowitz	For	For	Management
10	Elect Director E. Follin Smith	For	For	Management
11	Elect Director Lawrence A. Weinbach	For	For	Management
12	Ratify Auditors	For	For	Management

E.I. DU PONT DE NEMOURS & CO.

Ticker: DD Security ID: 263534109
Meeting Date: APR 30, 2008 Meeting Type: Annual

Record Date: MAR 5, 2008

#	Proposal	Mgt Rec	Vote	Cast	Sponsor
1.1	Elect Director Richard H. Brown		For	For	Management
1.2	Elect Director Robert A. Brown		For	For	Management
1.3	Elect Director Bertrand P. Collomb		For	For	Management
1.4	Elect Director Curtis J. Crawford		For	For	Management
1.5	Elect Director Alexander M. Cutler		For	For	Management
1.6	Elect Director John T. Dillon		For	For	Management
1.7	Elect Director Eleuthere I. du Pont		For	For	Management
1.8	Elect Director Marillyn A. Hewson		For	For	Management
1.9	Elect Director Charles O. Holliday, Jr.		For	For	Management
1.10	Elect Director Lois D. Juliber		For	For	Management
1.11	Elect Director Sean O'Keefe		For	For	Management
1.12	Elect Director William K. Reilly		For	For	Management
2	Ratify Auditors	For	For		Management
3	Report on Plant Closures	Against	Against		Shareholder
4	Require Independent Board Chairman		Against	For	Shareholder
5	Report on Global Warming		Against	Against	Shareholder
6	Amend Human Rights Policies		Against	Against	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation		Against	For	Shareholder

GAP, INC., THE

Ticker: GPS Security ID: 364760108
Meeting Date: JUN 2, 2008 Meeting Type: Annual
Record Date: APR 7, 2008

#	Proposal	Mgt Rec	Vote	Cast	Sponsor
1.1	Elect Director Howard P. Behar		For	For	Management
1.2	Elect Director Adrian D.P. Bellamy		For	For	Management
1.3	Elect Director Domenico De Sole		For	For	Management
1.4	Elect Director Donald G. Fisher		For	For	Management
1.5	Elect Director Doris F. Fisher		For	For	Management
1.6	Elect Director Robert J. Fisher		For	For	Management
1.7	Elect Director Penelope L. Hughes		For	For	Management
1.8	Elect Director Bob L. Martin		For	For	Management
1.9	Elect Director Jorge P. Montoya		For	For	Management
1.10	Elect Director Glenn K. Murphy		For	For	Management
1.11	Elect Director James M. Schneider		For	For	Management
1.12	Elect Director Mayo A. Shattuck, III		For	For	Management
1.13	Elect Director Kneeland C. Youngblood		For	For	Management
2	Ratify Auditors	For	For		Management
3	Amend Qualified Employee Stock Purchase Plan		For	For	Management

H. J. HEINZ CO.

Ticker: HNZ Security ID: 423074103

Meeting Date: AUG 15, 2007 Meeting Type: Annual

Record Date: JUN 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W.R. Johnson	For	For	Management
1.2	Elect Director C.E. Bunch	For	For	Management
1.3	Elect Director L.S. Coleman, Jr.	For	For	Management
1.4	Elect Director J.G. Drosdick	For	For	Management
1.5	Elect Director E.E. Holiday	For	For	Management
1.6	Elect Director C. Kendle	For	For	Management
1.7	Elect Director D.R. O'Hare	For	For	Management
1.8	Elect Director N. Peltz	For	For	Management
1.9	Elect Director D.H. Reilley	For	For	Management
1.10	Elect Director L.C. Swann	For	For	Management
1.11	Elect Director T.J. Usher	For	For	Management
1.12	Elect Director M.F. Weinstein	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Reduce Supermajority Vote Requirement	For	For	Management
7	Company Specific--Provide Majority Vote for the Election of Directors	For	For	Management

HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker: HIG Security ID: 416515104

Meeting Date: MAY 21, 2008 Meeting Type: Annual

Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ramani Ayer	For	For	Management
2	Elect Director Ramon de Oliveira	For	For	Management
3	Elect Director Trevor Fetter	For	For	Management
4	Elect Director Edward J. Kelly, III	For	For	Management
5	Elect Director Paul G. Kirk, Jr.	For	For	Management
6	Elect Director Thomas M. Marra	For	For	Management
7	Elect Director Gail J. McGovern	For	For	Management
8	Elect Director Michael G. Morris	For	For	Management
9	Elect Director Charles B. Strauss	For	For	Management
10	Elect Director H. Patrick Swygert	For	For	Management
11	Ratify Auditors	For	For	Management

HUNTINGTON BANCSHARES INC.

Ticker: HBAN Security ID: 446150104
Meeting Date: APR 23, 2008 Meeting Type: Annual
Record Date: FEB 20, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Don M. Casto, III	For	For	Management
1.2	Elect Director Michael J. Endres	For	For	Management
1.3	Elect Director Wm. J. Lhota	For	For	Management
1.4	Elect Director David L. Porteous	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Ratify Auditors	For	For	Management

INTEL CORP.

Ticker: INTC Security ID: 458140100
Meeting Date: MAY 21, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Craig R. Barrett	For	For	Management
2	Elect Director Charlene Barshefsky	For	For	Management
3	Elect Director Carol A. Bartz	For	For	Management
4	Elect Director Susan L. Decker	For	For	Management
5	Elect Director Reed E. Hundt	For	For	Management
6	Elect Director Paul S. Otellini	For	For	Management
7	Elect Director James D. Plummer	For	For	Management
8	Elect Director David S. Pottruck	For	For	Management
9	Elect Director Jane E. Shaw	For	For	Management
10	Elect Director John L. Thornton	For	For	Management
11	Elect Director David B. Yoffie	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Bylaws to Establish a Board Committee on Sustainability	Against	Against	Shareholder

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101
Meeting Date: APR 29, 2008 Meeting Type: Annual
Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Black	For	For	Management
1.2	Elect Director W.R. Brody	For	For	Management
1.3	Elect Director K.I. Chenault	For	For	Management
1.4	Elect Director M.L. Eskew	For	For	Management
1.5	Elect Director S.A. Jackson	For	For	Management
1.6	Elect Director L.A. Noto	For	For	Management
1.7	Elect Director J.W. Owens	For	For	Management
1.8	Elect Director S.J. Palmisano	For	For	Management
1.9	Elect Director J.E. Spero	For	For	Management
1.10	Elect Director S. Taurel	For	For	Management
1.11	Elect Director L.H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Review Executive Compensation	Against	For	Shareholder
5	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
6	Amend Bylaw -- Call Special Meetings	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: FEB 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Michael M.E. Johns	For	Withhold	Management
1.4	Elect Director Arnold G. Langbo	For	Withhold	Management
1.5	Elect Director Susan L. Lindquist	For	For	Management
1.6	Elect Director Leo F. Mullin	For	For	Management
1.7	Elect Director William D. Perez	For	Withhold	Management
1.8	Elect Director Christine A. Poon	For	For	Management
1.9	Elect Director Charles Prince	For	Withhold	Management
1.10	Elect Director Steven S. Reinemund	For	For	Management
1.11	Elect Director David Satcher	For	For	Management
1.12	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

KRAFT FOODS INC

Ticker: KFT Security ID: 50075N104
Meeting Date: MAY 13, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ajay Banga	For	For	Management
1.2	Elect Director Jan Bennink	For	For	Management
1.3	Elect Director Myra M. Hart	For	For	Management
1.4	Elect Director Lois D. Juliber	For	For	Management
1.5	Elect Director Mark D. Ketchum	For	For	Management
1.6	Elect Director Richard A. Lerner	For	For	Management
1.7	Elect Director John C. Pope	For	For	Management
1.8	Elect Director Fredric G. Reynolds	For	For	Management
1.9	Elect Director Irene B. Rosenfeld	For	For	Management
1.10	Elect Director Mary L. Schapiro	For	For	Management
1.11	Elect Director Deborah C. Wright	For	For	Management
1.12	Elect Director Frank G. Zarb	For	For	Management
2	Ratify Auditors	For	For	Management

LIMITED BRANDS

Ticker: LTD Security ID: 532716107
Meeting Date: MAY 19, 2008 Meeting Type: Annual
Record Date: MAR 26, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donna A. James	For	Withhold	Management
1.2	Elect Director Jeffrey H. Miro	For	Withhold	Management
1.3	Elect Director Jeffrey B. Swartz	For	Withhold	Management
1.4	Elect Director Raymond Zimmerman	For	Withhold	Management
2	Ratify Auditors	For	For	Management

MATTEL, INC.

Ticker: MAT Security ID: 577081102
Meeting Date: MAY 29, 2008 Meeting Type: Annual
Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael J. Dolan	For	For	Management
2	Elect Director Robert A. Eckert	For	For	Management
3	Elect Director Frances D. Fergusson	For	For	Management
4	Elect Director Tully M. Friedman	For	For	Management

5	Elect Director Dominic Ng	For	For	Management
6	Elect Director Vasant M. Prabhu	For	For	Management
7	Elect Director Andrea L. Rich	For	For	Management
8	Elect Director Ronald L. Sargent	For	For	Management
9	Elect Director Dean A. Scarborough	For	For	Management
10	Elect Director Christopher A. Sinclair	For	For	Management
11	Elect Director G. Craig Sullivan	For	For	Management
12	Elect Director Kathy Brittain White	For	For	Management
13	Ratify Auditors	For	For	Management
14	Report on Product Safety and Working Conditions	Against	Against	Shareholder

MORGAN STANLEY

Ticker: MS Security ID: 617446448
Meeting Date: APR 8, 2008 Meeting Type: Annual
Record Date: FEB 8, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Roy J. Bostock	For	For	Management
2	Elect Director Erskine B. Bowles	For	For	Management
3	Elect Director Howard J. Davies	For	For	Management
4	Elect Director C. Robert Kidder	For	For	Management
5	Elect Director John J. Mack	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Charles H. Noski	For	For	Management
8	Elect Director Hutham S. Olayan	For	For	Management
9	Elect Director Charles E. Phillips, Jr.	For	For	Management
10	Elect Director Griffith Sexton	For	For	Management
11	Elect Director Laura D. Tyson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Eliminate Supermajority Vote Requirement	For	For	Management
14	Approve Report of the Compensation Committee	Against	For	Shareholder
15	Report on Human Rights Investment Policies	Against	Against	Shareholder

MOTOROLA, INC.

Ticker: MOT Security ID: 620076109
Meeting Date: MAY 5, 2008 Meeting Type: Annual
Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director G. Brown	For	For	Management

1.2	Elect Director D. Dorman	For	For	Management
1.3	Elect Director W. Hambrecht	For	For	Management
1.4	Elect Director J. Lewent	For	For	Management
1.5	Elect Director K. Meister	For	For	Management
1.6	Elect Director T. Meredith	For	For	Management
1.7	Elect Director N. Negroponte	For	For	Management
1.8	Elect Director S. Scott III	For	For	Management
1.9	Elect Director R. Sommer	For	For	Management
1.10	Elect Director J. Stengel	For	For	Management
1.11	Elect Director A. Vincierra	For	For	Management
1.12	Elect Director D. Warner III	For	For	Management
1.13	Elect Director J. White	For	For	Management
1.14	Elect Director M. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
4	Claw-back of Payments under Restatements	Against	Against	Shareholder
5	Amend Human Rights Policies	Against	Against	Shareholder

PFIZER INC.

Ticker: PFE Security ID: 717081103
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: FEB 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Dennis A. Ausiello	For	For	Management
2	Elect Director Michael S. Brown	For	For	Management
3	Elect Director M. Anthony Burns	For	For	Management
4	Elect Director Robert N. Burt	For	For	Management
5	Elect Director W. Don Cornwell	For	For	Management
6	Elect Director William H. Gray, III	For	For	Management
7	Elect Director Constance J. Horner	For	For	Management
8	Elect Director William R. Howell	For	For	Management
9	Elect Director James M. Kilts	For	For	Management
10	Elect Director Jeffrey B. Kindler	For	For	Management
11	Elect Director George A. Lorch	For	For	Management
12	Elect Director Dana G. Mead	For	For	Management
13	Elect Director Suzanne Nora Johnson	For	For	Management
14	Elect Director William C. Steere, Jr.	For	For	Management
15	Ratify Auditors	For	For	Management
16	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
17	Require Independent Board Chairman	Against	For	Shareholder

PROGRESS ENERGY, INC.

Ticker: PGN Security ID: 743263105
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James E. Bostic	For	For	Management
2	Elect Director David L. Burner	For	For	Management
3	Elect Director Harris E. DeLoach, Jr.	For	For	Management
4	Elect Director William D. Johnson	For	For	Management
5	Elect Director Robert W. Jones	For	For	Management
6	Elect Director W. Steven Jones	For	For	Management
7	Elect Director E. Marie McKee	For	For	Management
8	Elect Director John H. Mullin, III	For	For	Management
9	Elect Director Charles W. Pryor, Jr.	For	For	Management
10	Elect Director Carlos A. Saladrigas	For	For	Management
11	Elect Director Theresa M. Stone	For	For	Management
12	Elect Director Alfred C. Tollison, Jr.	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

R. R. DONNELLEY & SONS CO.

Ticker: RRD Security ID: 257867101
Meeting Date: MAY 28, 2008 Meeting Type: Annual
Record Date: APR 2, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Thomas J. Quinlan, III	For	For	Management
2	Elect Director Stephen M. Wolf	For	For	Management
3	Elect Director Lee A. Chaden	For	For	Management
4	Elect Director E.V. (Rick) Goings	For	For	Management
5	Elect Director Judith H. Hamilton	For	For	Management
6	Elect Director Thomas S. Johnson	For	For	Management
7	Elect Director John C. Pope	For	For	Management
8	Elect Director Michael T. Riordan	For	For	Management
9	Elect Director Oliver R. Sockwell	For	For	Management
10	Ratify Auditors	For	For	Management
11	Amend Omnibus Stock Plan	For	For	Management
12	Report on Sustainable Forestry	Against	Against	Shareholder
13	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

SAFEWAY INC.

Ticker: SWY Security ID: 786514208
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Burd	For	For	Management
2	Elect Director Janet E. Grove	For	For	Management
3	Elect Director Mohan Gyani	For	For	Management
4	Elect Director Paul Hazen	For	For	Management
5	Elect Director Frank C. Herringer	For	For	Management
6	Elect Director Robert I. MacDonnell	For	For	Management
7	Elect Director Douglas J. MacKenzie	For	For	Management
8	Elect Director Kenneth W. Oder	For	For	Management
9	Elect Director Rebecca A. Stirn	For	For	Management
10	Elect Director William Y. Tauscher	For	For	Management
11	Elect Director Raymond G. Viault	For	For	Management
12	Ratify Auditors	For	For	Management
13	Provide for Cumulative Voting	Against	For	Shareholder
14	Submit SERP to Shareholder Vote	Against	For	Shareholder
15	Adopt Policy on 10b5-1 Plans	Against	For	Shareholder

VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104
Meeting Date: MAY 1, 2008 Meeting Type: Annual
Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director M. Frances Keeth	For	For	Management
3	Elect Director Robert W. Lane	For	For	Management
4	Elect Director Sandra O. Moose	For	For	Management
5	Elect Director Joseph Neubauer	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Thomas H. O'Brien	For	For	Management
8	Elect Director Clarence Otis, Jr.	For	For	Management
9	Elect Director Hugh B. Price	For	For	Management
10	Elect Director Ivan G. Seidenberg	For	For	Management
11	Elect Director John W. Snow	For	For	Management
12	Elect Director John R. Stafford	For	For	Management
13	Ratify Auditors	For	For	Management
14	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
15	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	Against	Shareholder
16	Require Independent Board Chairman	Against	Against	Shareholder

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
Meeting Date: APR 22, 2008 Meeting Type: Annual
Record Date: FEB 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John D. Baker, II	For	For	Management
2	Elect Director Peter C. Browning	For	For	Management
3	Elect Director John T. Casteen, III	For	For	Management
4	Elect Director Jerry Gitt	For	For	Management
5	Elect Director William H. Goodwin, Jr.	For	For	Management
6	Elect Director Maryellen C. Herringer	For	For	Management
7	Elect Director Robert A. Ingram	For	For	Management
8	Elect Director Donald M. James	For	For	Management
9	Elect Director Mackey J. McDonald	For	For	Management
10	Elect Director Joseph Neubauer	For	For	Management
11	Elect Director Timothy D. Proctor	For	For	Management
12	Elect Director Ernest S. Rady	For	For	Management
13	Elect Director Van L. Richey	For	For	Management
14	Elect Director Ruth G. Shaw	For	For	Management
15	Elect Director Lanty L. Smith	For	For	Management
16	Elect Director G. Kennedy Thompson	For	For	Management
17	Elect Director Dona Davis Young	For	For	Management
18	Ratify Auditors	For	For	Management
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
20	Report on Political Contributions	Against	For	Shareholder
21	Require Two Candidates for Each Board Seat	Against	Against	Shareholder

WASHINGTON MUTUAL, INC

Ticker: WM Security ID: 939322103
Meeting Date: JUN 24, 2008 Meeting Type: Special
Record Date: APR 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Increase Authorized Common Stock	For	For	Management
2	Approve Conversion of Securities	For	For	Management

WASTE MANAGEMENT, INC.

Ticker: WMI Security ID: 94106L109
Meeting Date: MAY 9, 2008 Meeting Type: Annual
Record Date: MAR 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Pastora San Juan Cafferty	For	For	Management
2	Elect Director Frank M. Clark, Jr.	For	For	Management
3	Elect Director Patrick W. Gross	For	For	Management
4	Elect Director Thomas I. Morgan	For	For	Management
5	Elect Director John C. Pope	For	For	Management
6	Elect Director W. Robert Reum	For	For	Management
7	Elect Director Steven G. Rothmeier	For	For	Management
8	Elect Director David P. Steiner	For	For	Management
9	Elect Director Thomas H. Weidemeyer	For	For	Management
10	Ratify Auditors	For	For	Management
11	Repot on Political Contributions	Against	For	Shareholder

WYETH

Ticker: WYE Security ID: 983024100
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert M. Amen	For	For	Management
2	Elect Director Michael J. Critelli	For	For	Management
3	Elect Director Robert Essner	For	For	Management
4	Elect Director John D. Feerick	For	For	Management
5	Elect Director Frances D. Fergusson	For	For	Management
6	Elect Director Victor F. Ganzi	For	For	Management
7	Elect Director Robert Langer	For	For	Management
8	Elect Director John P. Mascotte	For	For	Management
9	Elect Director Raymond J. McGuire	For	For	Management
10	Elect Director Mary Lake Polan	For	For	Management
11	Elect Director Bernard Poussot	For	For	Management
12	Elect Director Gary L. Rogers	For	For	Management
13	Elect Director John R. Torell III	For	For	Management
14	Ratify Auditors	For	For	Management
15	Amend Omnibus Stock Plan	For	For	Management
16	Amend Non-Employee Director Restricted Stock Plan	For	For	Management
17	Report on Political Contributions	Against	For	Shareholder
18	Claw-back of Payments under Restatements	Against	Against	Shareholder

XEROX CORP.

Ticker: XRX Security ID: 984121103
Meeting Date: MAY 22, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Glenn A. Britt	For	For	Management
1.2	Elect Director Ursula M. Burns	For	For	Management
1.3	Elect Director Richard J. Harrington	For	For	Management
1.4	Elect Director William Curt Hunter	For	For	Management
1.5	Elect Director Vernon E. Jordan, Jr.	For	For	Management
1.6	Elect Director Robert A. McDonald	For	For	Management
1.7	Elect Director Anne M. Mulcahy	For	For	Management
1.8	Elect Director N. J. Nicholas, Jr.	For	For	Management
1.9	Elect Director Ann N. Reese	For	For	Management
1.10	Elect Director Mary Agnes Wilderotter	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
4	Report on Vendor Human Rights Standards	Against	Against	Shareholder

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DELAWARE GROUP EQUITY FUNDS II

By: Patrick P. Coyne
Name: Patrick P. Coyne
Title: Chairman/President/
Chief Executive Officer
Date: August 25, 2008
