

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

COHEN & STEERS TOTAL RETURN REALTY FUND INC

Form N-PX

August 05, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-07154

NAME OF REGISTRANT: Cohen & Steers Total Return  
Realty Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 280 Park Avenue  
10th Floor  
New York, NY 10017

NAME AND ADDRESS OF AGENT FOR SERVICE: Tina M. Payne  
280 Park Avenue  
10th Floor  
New York, NY 10017

REGISTRANT'S TELEPHONE NUMBER: 212-832-3232

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2012 - 06/30/2013

Cohen & Steers Total Return Realty Fund

-----  
ACADIA REALTY TRUST

Agen

-----  
Security: 004239109  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: AKR  
ISIN: US0042391096  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: KENNETH F. BERNSTEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: DOUGLAS CROCKER II	Mgmt	For
1C.	ELECTION OF DIRECTOR: LORRENCE T. KELLAR	Mgmt	For
1D.	ELECTION OF DIRECTOR: WENDY LUSCOMBE	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

1E.	ELECTION OF DIRECTOR: WILLIAM T. SPITZ	Mgmt	For
1F.	ELECTION OF DIRECTOR: LEE S. WIELANSKY	Mgmt	For
2.	THE RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE COMPANY'S 2013 PROXY STATEMENT IN ACCORDANCE WITH COMPENSATION RULES OF THE SECURITIES AND EXCHANGE COMMISSION.	Mgmt	For

-----  
 AMERICAN ASSETS TRUST INC

Agem

-----  
 Security: 024013104  
 Meeting Type: Annual  
 Meeting Date: 10-Jul-2012  
 Ticker: AAT  
 ISIN: US0240131047  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ERNEST S. RADY JOHN W. CHAMBERLAIN LARRY E. FINGER ALAN D. GOLD DUANE A. NELLES THOMAS S. OLINGER ROBERT S. SULLIVAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3	AN ADVISORY RESOLUTION ON THE COMPANY'S EXECUTIVE COMPENSATION FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011, AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Mgmt	For
4	AN ADVISORY DETERMINATION OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
 AMERICAN ASSETS TRUST INC

Agem

-----  
 Security: 024013104  
 -----

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Meeting Type: Annual  
 Meeting Date: 13-Jun-2013  
 Ticker: AAT  
 ISIN: US0240131047

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ERNEST S. RADY JOHN W. CHAMBERLAIN LARRY E. FINGER DUANE A. NELLES THOMAS S. OLINGER ROBERT S. SULLIVAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3	AN ADVISORY RESOLUTION ON THE COMPANY'S EXECUTIVE COMPENSATION FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012, AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Mgmt	For

AMERICAN CAMPUS COMMUNITIES, INC.

Agen

Security: 024835100  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: ACC  
 ISIN: US0248351001

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM C. BAYLESS JR. R.D. BURCK G. STEVEN DAWSON CYDNEY C. DONNELL EDWARD LOWENTHAL OLIVER LUCK WINSTON W. WALKER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	RATIFICATION OF ERNST & YOUNG AS OUR INDEPENDENT AUDITORS FOR 2013	Mgmt	For
3.	TO PROVIDE A NON-BINDING ADVISORY VOTE APPROVING THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM	Mgmt	For

# Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

APARTMENT INVESTMENT AND MANAGEMENT CO.

Agen

Security: 03748R101  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: AIV  
 ISIN: US03748R1014

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: JAMES N. BAILEY	Mgmt	For
1.2	ELECTION OF DIRECTOR: TERRY CONSIDINE	Mgmt	For
1.3	ELECTION OF DIRECTOR: THOMAS L. KELTNER	Mgmt	For
1.4	ELECTION OF DIRECTOR: J. LANDIS MARTIN	Mgmt	For
1.5	ELECTION OF DIRECTOR: ROBERT A. MILLER	Mgmt	For
1.6	ELECTION OF DIRECTOR: KATHLEEN M. NELSON	Mgmt	For
1.7	ELECTION OF DIRECTOR: MICHAEL A. STEIN	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP TO SERVE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR AIMCO FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: AVB  
 ISIN: US0534841012

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR GLYN F. AEPPEL ALAN B. BUCKELEW BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG	Mgmt	For

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

LLP AS THE COMPANY'S INDEPENDENT AUDITORS  
FOR THE YEAR ENDING DECEMBER 31, 2013.

- |    |  |      |     |
|----|--|------|-----|
| 3. | TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT. | Mgmt | For |
| 4. | TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF AMENDMENT, AS AMENDED, TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S COMMON STOCK, PAR VALUE \$.01 PER SHARE, BY 140 MILLION SHARES.  | Mgmt | For |

-----  
BOSTON PROPERTIES, INC.

Agen

-----  
Security: 101121101  
Meeting Type: Annual  
Meeting Date: 21-May-2013  
Ticker: BXP  
ISIN: US1011211018  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ZOE BAIRD BUDINGER	Mgmt	For
1B.	ELECTION OF DIRECTOR: CAROL B. EINIGER	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACOB A. FRENKEL	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOEL I. KLEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: DOUGLAS T. LINDE	Mgmt	For
1F.	ELECTION OF DIRECTOR: MATTHEW J. LUSTIG	Mgmt	For
1G.	ELECTION OF DIRECTOR: ALAN J. PATRICOF	Mgmt	For
1H.	ELECTION OF DIRECTOR: OWEN D. THOMAS	Mgmt	For
1I.	ELECTION OF DIRECTOR: MARTIN TURCHIN	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID A. TWARDOCK	Mgmt	For
1K.	ELECTION OF DIRECTOR: MORTIMER B. ZUCKERMAN	Mgmt	For
2.	TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	Against

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

3.	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
----	--	------	-----

---

BRANDYWINE REALTY TRUST Agen

Security: 105368203  
 Meeting Type: Annual  
 Meeting Date: 30-May-2013  
 Ticker: BDN  
 ISIN: US1053682035

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WALTER D'ALESSIO ANTHONY A. NICHOLS, SR. GERARD H. SWEENEY WYCHE FOWLER MICHAEL J. JOYCE CHARLES P. PIZZI JAMES C. DIGGS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CALENDAR YEAR 2013.	Mgmt	For
3.	PROVIDE AN ADVISORY, NON-BINDING VOTE ON OUR EXECUTIVE COMPENSATION.	Mgmt	For

---

CEDAR REALTY TRUST INC. Agen

Security: 150602209  
 Meeting Type: Annual  
 Meeting Date: 03-May-2013  
 Ticker: CDR  
 ISIN: US1506022094

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES J. BURNS	Mgmt	For
1B.	ELECTION OF DIRECTOR: PAMELA N. HOOTKIN	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL G. KIRK, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: EVERETT B. MILLER,	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

III

- |     |  |      |     |
|-----|--|------|-----|
| 1E. | ELECTION OF DIRECTOR: BRUCE J. SCHANZER  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ROGER M. WIDMANN   | Mgmt | For |
| 2.  | THE APPROVAL (NON-BINDING) OF THE<br>COMPENSATION OF THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS.  | Mgmt | For |
| 3.  | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2013. | Mgmt | For |

---

CHESAPEAKE LODGING TRUST

Agen

Security: 165240102  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: CHSP  
 ISIN: US1652401027

- | Prop.# | Proposal  | Proposal<br>Type                                     | Proposal Vote                                 |
|--------|---|--|---|
| 1.     | DIRECTOR<br>JAMES L. FRANCIS<br>DOUGLAS W. VICARI<br>THOMAS A. NATELLI<br>THOMAS D. ECKERT<br>JOHN W. HILL<br>GEORGE F. MCKENZIE<br>JEFFREY D. NUECHTERLEIN                 | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | CONSIDER AND VOTE UPON A PROPOSAL TO RATIFY<br>THE APPOINTMENT OF ERNST & YOUNG LLP AS THE<br>TRUST'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2013.            | Mgmt   | For   |
| 3.     | CONSIDER AND VOTE UPON A NON-BINDING<br>ADVISORY PROPOSAL TO APPROVE THE TRUST'S<br>EXECUTIVE COMPENSATION PROGRAMS AS<br>DESCRIBED IN THE TRUST'S 2013 PROXY<br>STATEMENT. | Mgmt   | For   |

---

COLONIAL PROPERTIES TRUST

Agen

Security: 195872106  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: CLP  
 ISIN: US1958721060

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR CARL F. BAILEY EDWIN M. CRAWFORD M. MILLER GORRIE WILLIAM M. JOHNSON JAMES K. LOWDER THOMAS H. LOWDER HERBERT A. MEISLER CLAUDE B. NIELSEN HAROLD W. RIPPS JOHN W. SPIEGEL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3	AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

COLONY FINANCIAL INC

Agen

Security: 19624R106  
Meeting Type: Annual  
Meeting Date: 06-May-2013  
Ticker: CLNY  
ISIN: US19624R1068

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR THOMAS J. BARRACK, JR. RICHARD B. SALTZMAN GEORGE G.C. PARKER JOHN A. SOMERS JOHN L. STEFFENS	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
2.	APPROVAL OF AN ADVISORY PROPOSAL REGARDING THE COMPENSATION PAID TO COLONY FINANCIAL'S NAMED EXECUTIVE OFFICERS (THE "SAY ON PAY" PROPOSAL).	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT PUBLIC AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

CORPORATE OFFICE PROPERTIES TRUST

Agen

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Security: 22002T108  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: OFC  
 ISIN: US22002T1088

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF TRUSTEE: JAY H. SHIDLER	Mgmt	For
1B.	ELECTION OF TRUSTEE: CLAY W. HAMLIN, III	Mgmt	For
1C.	ELECTION OF TRUSTEE: THOMAS F. BRADY	Mgmt	For
1D.	ELECTION OF TRUSTEE: ROBERT L. DENTON	Mgmt	For
1E.	ELECTION OF TRUSTEE: ELIZABETH A. HIGHT	Mgmt	For
1F.	ELECTION OF TRUSTEE: DAVID M. JACOBSTEIN	Mgmt	For
1G.	ELECTION OF TRUSTEE: STEVEN D. KESLER	Mgmt	For
1H.	ELECTION OF TRUSTEE: RICHARD SZAFRANSKI	Mgmt	For
1I.	ELECTION OF TRUSTEE: ROGER A. WAESCHE, JR.	Mgmt	For
1J.	ELECTION OF TRUSTEE: KENNETH D. WETHE	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

CUBESMART

Agen

Security: 229663109  
 Meeting Type: Annual  
 Meeting Date: 29-May-2013  
 Ticker: CUBE  
 ISIN: US2296631094

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR		
	WILLIAM M. DIEFENDERFER	Mgmt	For
	PIERO BUSSANI	Mgmt	For
	DEAN JERNIGAN	Mgmt	For
	MARIANNE M. KELER	Mgmt	For
	DEBORAH R. SALZBERG	Mgmt	For
	JOHN F. REMONDI	Mgmt	For
	JEFFREY F. ROGATZ	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

	JOHN W. FAIN	Mgmt	For
2	RATIFY THE APPOINTMENT OF KPMG LLP AS AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Mgmt	For
3	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Mgmt	For

-----  
DCT INDUSTRIAL TRUST INC.

Agen

-----  
Security: 233153105  
Meeting Type: Annual  
Meeting Date: 01-May-2013  
Ticker: DCT  
ISIN: US2331531051  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: THOMAS G. WATTLES	Mgmt	For
1B.	ELECTION OF DIRECTOR: PHILIP L. HAWKINS	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARILYN A. ALEXANDER	Mgmt	For
1D.	ELECTION OF DIRECTOR: THOMAS F. AUGUST	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN S. GATES, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: RAYMOND B. GREER	Mgmt	For
1G.	ELECTION OF DIRECTOR: TRIPP H. HARDIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN C. O'KEEFFE	Mgmt	For
1I.	ELECTION OF DIRECTOR: BRUCE L. WARWICK	Mgmt	For
2.	TO APPROVE, BY NON-BINDING VOTE, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For

-----  
DDR CORP.

Agen

-----  
Security: 23317H102  
Meeting Type: Annual  
Meeting Date: 14-May-2013  
Ticker: DDR  
ISIN: US23317H1023  
-----

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: TERRANCE R. AHERN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES C. BOLAND	Mgmt	For
1C.	ELECTION OF DIRECTOR: THOMAS FINNE	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT H. GIDEL	Mgmt	For
1E.	ELECTION OF DIRECTOR: DANIEL B. HURWITZ	Mgmt	For
1F.	ELECTION OF DIRECTOR: VOLKER KRAFT	Mgmt	For
1G.	ELECTION OF DIRECTOR: REBECCA L. MACCARDINI	Mgmt	For
1H.	ELECTION OF DIRECTOR: VICTOR B. MACFARLANE	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG MACNAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: SCOTT D. ROULSTON	Mgmt	For
1K.	ELECTION OF DIRECTOR: BARRY A. SHOLEM	Mgmt	For
2.	APPROVAL OF AN AMENDMENT TO THE COMPANY'S SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED COMMON SHARES FROM 500,000,000 TO 600,000,000, WHICH RESULTS IN AN INCREASE IN THE TOTAL NUMBER OF AUTHORIZED SHARES OF THE COMPANY FROM 511,000,000 TO 611,000,000.	Mgmt	For
3.	APPROVAL OF AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED CODE OF REGULATIONS TO PERMIT THE BOARD OF DIRECTORS TO AMEND THE CODE OF REGULATIONS IN ACCORDANCE WITH OHIO LAW.	Mgmt	For
4.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE COMPANY'S FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
5.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For

DIGITAL REALTY TRUST, INC.

Agen

Security: 253868103  
 Meeting Type: Annual  
 Meeting Date: 01-May-2013  
 Ticker: DLR  
 ISIN: US2538681030

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DENNIS E. SINGLETON	Mgmt	For
1B.	ELECTION OF DIRECTOR: MICHAEL F. FOUST	Mgmt	For
1C.	ELECTION OF DIRECTOR: LAURENCE A. CHAPMAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: KATHLEEN EARLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: RUANN F. ERNST, PH.D.	Mgmt	For
1F.	ELECTION OF DIRECTOR: KEVIN J. KENNEDY	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM G. LAPERCH	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT H. ZERBST	Mgmt	For
2.	RATIFYING THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	THE APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For

DOUGLAS EMMETT, INC.

Agen

Security: 25960P109  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2013  
 Ticker: DEI  
 ISIN: US25960P1093

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DAN A. EMMETT JORDAN L. KAPLAN KENNETH M. PANZER CHRISTOPHER H. ANDERSON LESLIE E. BIDER DR. DAVID T. FEINBERG THOMAS E. O'HERN WILLIAM E. SIMON, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, OUR EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

-----  
 DUKE REALTY CORPORATION

Agen

-----  
 Security: 264411505  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: DRE  
 ISIN: US2644115055  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM CAVANAUGH III	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALAN H. COHEN	Mgmt	For
1D.	ELECTION OF DIRECTOR: NGAIRE E. CUNEO	Mgmt	For
1E.	ELECTION OF DIRECTOR: CHARLES R. EITEL	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARTIN C. JISCHKE, PHD.	Mgmt	For
1G.	ELECTION OF DIRECTOR: DENNIS D. OKLAK	Mgmt	For
1H.	ELECTION OF DIRECTOR: MELANIE R. SABELHAUS	Mgmt	For
1I.	ELECTION OF DIRECTOR: PETER M. SCOTT, III	Mgmt	For
1J.	ELECTION OF DIRECTOR: JACK R. SHAW	Mgmt	For
1K.	ELECTION OF DIRECTOR: LYNN C. THURBER	Mgmt	For
1L.	ELECTION OF DIRECTOR: ROBERT J. WOODWARD JR.	Mgmt	For
2.	RESOLVED, THAT SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO RATIFY THE REAPPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR 2013.	Mgmt	For

-----  
 DUPONT FABROS TECHNOLOGY, INC.

Agen

-----  
 Security: 26613Q106  
 Meeting Type: Annual  
 Meeting Date: 30-May-2013  
 Ticker: DFT  
 -----

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

ISIN: US26613Q1067

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR MICHAEL A. COKE LAMMOT J. DU PONT THOMAS D. ECKERT HOSSEIN FATEH JONATHAN G. HEILIGER FREDERIC V. MALEK JOHN T. ROBERTS, JR. JOHN H. TOOLE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY VOTE) .	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For

EDUCATION REALTY TRUST, INC.

Agen

Security: 28140H104  
Meeting Type: Annual  
Meeting Date: 08-May-2013  
Ticker: EDR  
ISIN: US28140H1041

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR PAUL O. BOWER MONTE J. BARROW WILLIAM J. CAHILL, III RANDALL L. CHURCHEY JOHN L. FORD HOWARD A. SILVER WENDELL W. WEAKLEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013	Mgmt	For
3.	TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For

EMERITUS CORPORATION

Agen

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Security: 291005106  
 Meeting Type: Annual  
 Meeting Date: 29-May-2013  
 Ticker: ESC  
 ISIN: US2910051067

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR STANLEY L. BATY GRANGER COBB RICHARD W. MACEDONIA	Mgmt Mgmt Mgmt	For For For
2.	TO APPROVE AN AMENDMENT OF OUR 2006 EQUITY INCENTIVE PLAN, INCLUDING AN INCREASE IN THE NUMBER OF SHARES AVAILABLE FOR AWARDS UNDER THE PLAN AND AN EXTENSION OF THE PLAN'S TERM, AND TO RE-APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS IN THE PLAN FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For

EQUITY RESIDENTIAL

Agen

Security: 29476L107  
 Meeting Type: Annual  
 Meeting Date: 13-Jun-2013  
 Ticker: EQR  
 ISIN: US29476L1070

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN W. ALEXANDER CHARLES L. ATWOOD LINDA WALKER BYNOE MARY KAY HABEN BRADLEY A. KEYWELL JOHN E. NEAL DAVID J. NEITHERCUT MARK S. SHAPIRO GERALD A. SPECTOR B. JOSEPH WHITE SAMUEL ZELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

3.	APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL RELATING TO SUSTAINABILITY REPORTING.	Shr	Against

-----  
 ESSEX PROPERTY TRUST, INC.

-----  
 Agen

Security: 297178105  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: ESS  
 ISIN: US2971781057  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KEITH R. GUERICKE ISSIE N. RABINOVITCH THOMAS E. RANDLETT	Mgmt Mgmt Mgmt	For For For
2.	AMENDMENT OF OUR CHARTER TO ELIMINATE CLASSIFICATION OF THE BOARD OF DIRECTORS AND ELECT DIRECTORS ANNUALLY.	Mgmt	For
3.	APPROVAL OF THE 2013 STOCK AWARD AND INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	APPROVAL OF THE 2013 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
5.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
6.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 FIRST INDUSTRIAL REALTY TRUST, INC.

-----  
 Agen

Security: 32054K103  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: FR  
 ISIN: US32054K1034  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	AMENDMENTS TO THE COMPANY'S CHARTER: TO	Mgmt	For

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

DECLASSIFY THE COMPANY'S BOARD OF DIRECTORS.

1B.	AMENDMENTS TO THE COMPANY'S CHARTER: TO PROVIDE THAT DIRECTORS MAY BE REMOVED BY THE STOCKHOLDERS OF THE COMPANY ONLY FOR CAUSE.	Mgmt	For
1C.	AMENDMENTS TO THE COMPANY'S CHARTER: TO MODIFY ARTICLE IX OF THE CHARTER.	Mgmt	For
1D.	AMENDMENTS TO THE COMPANY'S CHARTER: TO DELETE THE CURRENT DEFINITION OF "INDEPENDENT DIRECTOR".	Mgmt	For
1E.	AMENDMENTS TO THE COMPANY'S CHARTER: TO REMOVE AN EXISTING EXCEPTION FROM THE COMPANY'S ELECTION TO BE GOVERNED BY THE PROVISIONS OF THE MARYLAND BUSINESS COMBINATION ACT.	Mgmt	For
2A.	ELECTION OF DIRECTOR TO SERVE UNTIL 2014: MATTHEW S. DOMINSKI (IF EACH OF PROPOSALS 1A-1E ARE APPROVED).	Mgmt	For
2B.	ELECTION OF DIRECTOR TO SERVE UNTIL 2014: BRUCE W. DUNCAN (IF EACH OF PROPOSALS 1A-1E ARE APPROVED).	Mgmt	For
2C.	ELECTION OF DIRECTOR TO SERVE UNTIL 2014: H. PATRICK HACKETT, JR. (IF EACH OF PROPOSALS 1A-1E ARE APPROVED).	Mgmt	For
2D.	ELECTION OF DIRECTOR TO SERVE UNTIL 2014: JOHN RAU (IF EACH OF PROPOSALS 1A-1E ARE APPROVED).	Mgmt	For
2E.	ELECTION OF DIRECTOR TO SERVE UNTIL 2014: L. PETER SHARPE (IF EACH OF PROPOSALS 1A-1E ARE APPROVED).	Mgmt	For
2F.	ELECTION OF DIRECTOR TO SERVE UNTIL 2014: W. ED TYLER (IF EACH OF PROPOSALS 1A-1E ARE APPROVED).	Mgmt	For
3A.	ELECTION OF CLASS I DIRECTOR TO SERVE UNTIL 2016: H. PATRICK HACKETT, JR. (IF ANY OF PROPOSALS 1A-1E ARE NOT APPROVED).	Mgmt	For
3B.	ELECTION OF CLASS I DIRECTOR TO SERVE UNTIL 2016: L. PETER SHARPE (IF ANY OF PROPOSALS 1A-1E ARE NOT APPROVED).	Mgmt	For
3C.	ELECTION OF CLASS II DIRECTOR TO SERVE UNTIL 2014: MATTHEW S. DOMINSKI (IF ANY OF PROPOSALS 1A-1E ARE NOT APPROVED).	Mgmt	For
4.	TO APPROVE, ON AN ADVISORY (I.E. NON-BINDING) BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2013 ANNUAL MEETING.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

5.	RATIFICATION OF THE APPOINTMENT OF PRICewaterhouseCOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
----	--	------	-----

-----  
FOREST CITY ENTERPRISES, INC.

-----  
Agen

Security: 345550107  
Meeting Type: Annual  
Meeting Date: 13-Jun-2013  
Ticker: FCEA  
ISIN: US3455501078

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ARTHUR F. ANTON SCOTT S. COWEN MICHAEL P. ESPOSITO, JR STAN ROSS	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	THE APPROVAL (ON AN ADVISORY, NON-BINDING BASIS) OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE EXECUTIVE SHORT-TERM INCENTIVE PLAN.	Mgmt	For
4.	THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE EXECUTIVE LONG-TERM INCENTIVE PLAN.	Mgmt	For
5.	THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE 1994 STOCK PLAN.	Mgmt	For
6.	THE RATIFICATION OF PRICewaterhouseCOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

-----  
GENERAL GROWTH PROPERTIES, INC

-----  
Agen

Security: 370023103  
Meeting Type: Annual  
Meeting Date: 10-May-2013  
Ticker: GGP  
ISIN: US3700231034

Prop.#	Proposal	Proposal	Proposal Vote
--------	----------	----------	---------------

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

	Type	
1. DIRECTOR		
RICHARD B. CLARK	Mgmt	For
MARY LOU FIALA	Mgmt	For
J. BRUCE FLATT	Mgmt	For
JOHN K. HALEY	Mgmt	For
CYRUS MADON	Mgmt	For
SANDEEP MATHRANI	Mgmt	For
DAVID J. NEITHERCUT	Mgmt	For
MARK R. PATTERSON	Mgmt	For
JOHN G. SCHREIBER	Mgmt	For
2. RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3. APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO THE NAMED EXECUTIVE OFFICERS.	Mgmt	For

-----  
GLIMCHER REALTY TRUST

Agen

-----  
Security: 379302102  
Meeting Type: Annual  
Meeting Date: 09-May-2013  
Ticker: GRT  
ISIN: US3793021029  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	TIMOTHY J. O'BRIEN	Mgmt	For
	NILES C. OVERLY	Mgmt	For
	WILLIAM S. WILLIAMS	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS GLIMCHER REALTY TRUST'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO APPROVE A NON-BINDING AND ADVISORY RESOLUTION REGARDING GLIMCHER REALTY TRUST'S EXECUTIVE COMPENSATION.	Mgmt	For

-----  
GRAMERCY PROPERTY TRUST INC

Agen

-----  
Security: 38489R100  
Meeting Type: Annual  
Meeting Date: 25-Jun-2013  
Ticker: GPT  
ISIN: US38489R1005  
-----

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ALLAN J. BAUM GORDON F. DUGAN MARC HOLLIDAY GREGORY F. HUGHES JEFFREY E. KELTER CHARLES S. LAVEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

GRAMERCY PROPERTY TRUST INC

Agen

Security: 38489R209  
Meeting Type: Special  
Meeting Date: 25-Jun-2013  
Ticker: GTPRA  
ISIN: US38489R2094

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM H. LENEHAN	Mgmt	For

HCP, INC.

Agen

Security: 40414L109  
Meeting Type: Annual  
Meeting Date: 25-Apr-2013  
Ticker: HCP  
ISIN: US40414L1098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES F. FLAHERTY III	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHRISTINE N. GARVEY	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAVID B. HENRY	Mgmt	For

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

1D.	ELECTION OF DIRECTOR: LAURALEE E. MARTIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL D. MCKEE	Mgmt	For
1F.	ELECTION OF DIRECTOR: PETER L. RHEIN	Mgmt	For
1G.	ELECTION OF DIRECTOR: KENNETH B. ROATH	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSEPH P. SULLIVAN	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS HCP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

---

HERSHA HOSPITALITY TRUST

Agen

Security: 427825104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: HT  
 ISIN: US4278251040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF TRUSTEE: HASU P. SHAH	Mgmt	For
1B.	ELECTION OF TRUSTEE: DIANNA F. MORGAN	Mgmt	For
1C.	ELECTION OF TRUSTEE: KIRAN P. PATEL	Mgmt	For
1D.	ELECTION OF TRUSTEE: JOHN M. SABIN	Mgmt	For
2.	THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	THE RATIFICATION OF KPMG LLP AS THE INDEPENDENT AUDITORS.	Mgmt	For

---

HIGHWOODS PROPERTIES, INC.

Agen

Security: 431284108  
 Meeting Type: Annual  
 Meeting Date: 15-May-2013  
 Ticker: HIW  
 ISIN: US4312841087

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR THOMAS W. ADLER GENE H. ANDERSON EDWARD J. FRITSCH DAVID J. HARTZELL SHERRY A. KELLETT MARK F. MULHERN L. GLENN ORR, JR. O. TEMPLE SLOAN, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For

-----  
 HOST HOTELS & RESORTS, INC.

Agen

-----  
 Security: 44107P104  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: HST  
 ISIN: US44107P1049  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHEILA C. BAIR	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT M. BAYLIS	Mgmt	For
1C.	ELECTION OF DIRECTOR: TERENCE C. GOLDEN	Mgmt	For
1D.	ELECTION OF DIRECTOR: ANN M. KOROLOGOS	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD E. MARRIOTT	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN B. MORSE, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: WALTER C. RAKOWICH	Mgmt	For
1H.	ELECTION OF DIRECTOR: GORDON H. SMITH	Mgmt	For
1I.	ELECTION OF DIRECTOR: W. EDWARD WALTER	Mgmt	For
2.	RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

HUDSON PACIFIC PROPERTIES, INC.

Agen

Security: 444097109  
 Meeting Type: Annual  
 Meeting Date: 17-May-2013  
 Ticker: HPP  
 ISIN: US4440971095

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR VICTOR J. COLEMAN HOWARD S. STERN THEODORE R. ANTENUCCI RICHARD B. FRIED JONATHAN M. GLASER MARK D. LINEHAN ROBERT M. MORAN, JR. BARRY A. PORTER PATRICK WHITESELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	THE ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION, AS MORE FULLY DESCRIBED IN THE ENCLOSED PROXY STATEMENT.	Mgmt	For

HYATT HOTELS CORPORATION

Agen

Security: 448579102  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2013  
 Ticker: H  
 ISIN: US4485791028

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARK S. HOPLAMAZIAN CARY D. MCMILLAN PENNY PRITZKER MICHAEL A. ROCCA	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS HYATT HOTELS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

- |    |   |      |     |
|----|---|------|-----|
| 3. | APPROVAL OF THE SECOND AMENDED AND RESTATED HYATT HOTELS CORPORATION LONG-TERM INCENTIVE PLAN.  | Mgmt | For |
| 4. | APPROVAL OF THE AMENDED AND RESTATED HYATT HOTELS CORPORATION EXECUTIVE INCENTIVE PLAN.   | Mgmt | For |
| 5. | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO THE SECURITIES AND EXCHANGE COMMISSION'S COMPENSATION DISCLOSURE RULES. | Mgmt | For |

-----  
KILROY REALTY CORPORATION

Agen

Security: 49427F108  
Meeting Type: Annual  
Meeting Date: 23-May-2013  
Ticker: KRC  
ISIN: US49427F1084  
-----

- | Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1.     | DIRECTOR<br>JOHN B. KILROY, JR.<br>EDWARD F. BRENNAN PH.D.<br>WILLIAM P. DICKEY<br>SCOTT S. INGRAHAM<br>DALE F. KINSELLA       | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.   | Mgmt                                 | Against                         |
| 3.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013. | Mgmt                                 | For                             |
| 4.     | AMENDMENT AND RESTATEMENT OF THE KILROY REALTY 2006 INCENTIVE AWARD PLAN, AS AMENDED.  | Mgmt                                 | Against                         |

-----  
KIMCO REALTY CORPORATION

Agen

Security: 49446R109  
Meeting Type: Annual  
Meeting Date: 30-Apr-2013  
Ticker: KIM  
ISIN: US49446R1095  
-----

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR M. COOPER P. COVIELLO R. DOOLEY J. GRILLS D. HENRY F.P. HUGHES F. LOURENSO C. NICHOLAS R. SALTZMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2	THE ADVISORY RESOLUTION TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For

-----  
MACK-CALI REALTY CORPORATION

Agen

-----  
Security: 554489104  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: CLI  
ISIN: US5544891048  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KENNETH M. DUBERSTEIN VINCENT TESE ROY J. ZUCKERBERG	Mgmt Mgmt Mgmt	For For For
2.	ADVISORY VOTE APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS SUCH COMPENSATION IS DESCRIBED UNDER THE "COMPENSATION DISCUSSION AND ANALYSIS" AND "EXECUTIVE COMPENSATION" SECTIONS OF THE ACCOMPANYING PROXY STATEMENT.	Mgmt	Against
3.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
4.	APPROVAL AND ADOPTION OF MACK-CALI REALTY CORPORATION 2013 INCENTIVE STOCK PLAN.	Mgmt	For

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

MID-AMERICA APARTMENT COMMUNITIES, INC.

Agen

Security: 59522J103  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: MAA  
 ISIN: US59522J1034

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR H. ERIC BOLTON, JR. ALAN B. GRAF, JR. RALPH HORN PHILIP W. NORWOOD W. REID SANDERS WILLIAM B. SANSOM GARY SHORB	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For

NATIONAL RETAIL PROPERTIES, INC.

Agen

Security: 637417106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: NNN  
 ISIN: US6374171063

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DON DEFOSSET DAVID M. FICK EDWARD J. FRITSCH KEVIN B. HABICHT RICHARD B. JENNINGS TED B. LANIER ROBERT C. LEGLER CRAIG MACNAB ROBERT MARTINEZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

-----  
 OMEGA HEALTHCARE INVESTORS, INC.  
 -----

Agen

Security: 681936100  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2013  
 Ticker: OHI  
 ISIN: US6819361006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR EDWARD LOWENTHAL STEPHEN D. PLAVIN	Mgmt Mgmt	For For
2	RATIFICATION OF INDEPENDENT AUDITORS ERNST & YOUNG LLP.	Mgmt	For
3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4	APPROVAL OF 2013 STOCK INCENTIVE PLAN.	Mgmt	For

-----  
 PARKWAY PROPERTIES, INC.  
 -----

Agen

Security: 70159Q104  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: PKY  
 ISIN: US70159Q1040  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR AVI BANYASZ CHARLES T. CANNADA EDWARD M. CASAL KELVIN L. DAVIS LAURIE L. DOTTER JAMES R. HEISTAND C. WILLIAM HOSLER ADAM S. METZ BRENDA J. MIXSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2	ADVISORY VOTE TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.	Mgmt	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

4 VOTE TO RATIFY THE ADOPTION OF THE 2013 OMNIBUS EQUITY INCENTIVE PLAN. Mgmt For

-----  
 PEBBLEBROOK HOTEL TRUST

-----  
 Agen

Security: 70509V100  
 Meeting Type: Annual  
 Meeting Date: 10-Jul-2012  
 Ticker: PEB  
 ISIN: US70509V1008  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JON E. BORTZ CYDNEY C. DONNELL RON E. JACKSON PHILLIP M. MILLER MICHAEL J. SCHALL EARL E. WEBB LAURA H. WRIGHT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2012.	Mgmt	For
3.	APPROVAL, BY ADVISORY AND NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF AMENDED AND RESTATED 2009 EQUITY INCENTIVE PLAN.	Mgmt	For

-----  
 PEBBLEBROOK HOTEL TRUST

-----  
 Agen

Security: 70509V100  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2013  
 Ticker: PEB  
 ISIN: US70509V1008  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JON E. BORTZ CYDNEY C. DONNELL RON E. JACKSON PHILLIP M. MILLER MICHAEL J. SCHALL	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

	EARL E. WEBB	Mgmt	For
	LAURA H. WRIGHT	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	APPROVAL, BY ADVISORY AND NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 PROLOGIS, INC.

-----  
 Agen

Security: 74340W103  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: PLD  
 ISIN: US74340W1036

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HAMID R. MOGHADAM	Mgmt	For
1B.	ELECTION OF DIRECTOR: GEORGE L. FOTIADES	Mgmt	For
1C.	ELECTION OF DIRECTOR: CHRISTINE N. GARVEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: LYDIA H. KENNARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. MICHAEL LOSH	Mgmt	For
1F.	ELECTION OF DIRECTOR: IRVING F. LYONS III	Mgmt	For
1G.	ELECTION OF DIRECTOR: JEFFREY L. SKELTON	Mgmt	For
1H.	ELECTION OF DIRECTOR: D. MICHAEL STEUERT	Mgmt	For
1I.	ELECTION OF DIRECTOR: CARL B. WEBB	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM D. ZOLLARS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION FOR 2012.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2013.	Mgmt	For

-----  
 PS BUSINESS PARKS, INC.

-----  
 Agen

Security: 69360J107  
 Meeting Type: Annual

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Meeting Date: 06-May-2013  
 Ticker: PSB  
 ISIN: US69360J1079

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RONALD L. HAVNER, JR. JOSEPH D. RUSSELL, JR. JENNIFER HOLDEN DUNBAR JAMES H. KROPP SARA GROOTWASSINK LEWIS MICHAEL V. MCGEE GARY E. PRUITT PETER SCHULTZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS, TO AUDIT THE ACCOUNTS OF PS BUSINESS PARKS, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

### PUBLIC STORAGE

Agen

Security: 74460D109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: PSA  
 ISIN: US74460D1090

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RONALD L. HAVNER, JR. TAMARA HUGHES GUSTAVSON URI P. HARKHAM B. WAYNE HUGHES, JR. AVEDICK B. POLADIAN GARY E. PRUITT RONALD P. SPOGLI DANIEL C. STATON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

RAMCO-GERSHENSON PROPERTIES TRUST

Agen

Security: 751452202  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2013  
 Ticker: RPT  
 ISIN: US7514522025

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR STEPHEN R. BLANK DENNIS GERSHENSON ARTHUR GOLDBERG ROBERT A. MEISTER DAVID J. NETTINA MATTHEW L. OSTROWER JOEL M. PASHCOW MARK K. ROSENFELD MICHAEL A. WARD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE TRUST'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

REGENCY CENTERS CORPORATION

Agen

Security: 758849103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2013  
 Ticker: REG  
 ISIN: US7588491032

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARTIN E. STEIN, JR. RAYMOND L. BANK C. RONALD BLANKENSHIP A.R. CARPENTER J. DIX DRUCE MARY LOU FIALA DOUGLAS S. LUKE DAVID P. O'CONNOR JOHN C. SCHWEITZER BRIAN M. SMITH THOMAS G. WATTLES	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

- |    |   |      |     |
|----|---|------|-----|
| 2. | ADOPTION OF AN ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION FOR FISCAL YEAR 2012.                               | Mgmt | For |
| 3. | RATIFICATION OF APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2013. | Mgmt | For |

-----  
 RETAIL PROPERTIES OF AMERICA, INC. Agen

Security: 76131V202  
 Meeting Type: Annual  
 Meeting Date: 09-Oct-2012  
 Ticker: RPAI  
 ISIN: US76131V2025  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR KENNETH H. BEARD FRANK A. CATALANO, JR. PAUL R. GAUVREAU GERALD M. GORSKI STEVEN P. GRIMES RICHARD P. IMPERIALE KENNETH E. MASICK BARBARA A. MURPHY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2	APPROVAL OF AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
3	RATIFICATION OF DELOITTE & TOUCHE LLP AS RPAI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Mgmt	For

-----  
 SIMON PROPERTY GROUP, INC. Agen

Security: 828806109  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: SPG  
 ISIN: US8288061091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MELVYN E. BERGSTEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Mgmt	For
1C.	ELECTION OF DIRECTOR: KAREN N. HORN, PH.D.	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

1D.	ELECTION OF DIRECTOR: ALLAN HUBBARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: REUBEN S. LEIBOWITZ	Mgmt	For
1F.	ELECTION OF DIRECTOR: DANIEL C. SMITH, PH.D.	Mgmt	For
1G.	ELECTION OF DIRECTOR: J. ALBERT SMITH, JR.	Mgmt	For
2.	ANNUAL ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For

-----  
SL GREEN REALTY CORP.

Agen

-----  
Security: 78440X101  
Meeting Type: Annual  
Meeting Date: 13-Jun-2013  
Ticker: SLG  
ISIN: US78440X1019  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR EDWIN THOMAS BURTON III CRAIG M. HATKOFF	Mgmt Mgmt	For For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, OUR EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO APPROVE OUR THIRD AMENDED AND RESTATED 2005 STOCK OPTION AND INCENTIVE PLAN.	Mgmt	For
4.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

-----  
SOVRAN SELF STORAGE, INC.

Agen

-----  
Security: 84610H108  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: SSS  
ISIN: US84610H1086  
-----

Prop.#	Proposal	Proposal	Proposal Vote
--------	----------	----------	---------------

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

	Type	
1. DIRECTOR		
ROBERT J. ATTEA	Mgmt	For
KENNETH F. MYSZKA	Mgmt	For
ANTHONY P. GAMMIE	Mgmt	For
CHARLES E. LANNON	Mgmt	For
JAMES R. BOLDT	Mgmt	For
STEPHEN R. RUSMISEL	Mgmt	For
2. RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For
3. PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS.	Mgmt	For

-----  
 STAG INDUSTRIAL, INC.

Agen

-----  
 Security: 85254J102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2013  
 Ticker: STAG  
 ISIN: US85254J1025  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	BENJAMIN S. BUTCHER	Mgmt	For
	F. ALEXANDER FRASER	Mgmt	For
	JEFFREY D. FURBER	Mgmt	For
	LARRY T. GUILLEMETTE	Mgmt	For
	FRANCIS X. JACOBY III	Mgmt	For
	CHRISTOPHER P. MARR	Mgmt	For
	HANS S. WEGER	Mgmt	For
2.	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	THE APPROVAL OF AN AMENDMENT TO OUR 2011 EQUITY INCENTIVE PLAN.	Mgmt	For
4.	THE APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Agen

-----  
 Security: 85590A401  
 Meeting Type: Annual  
 -----

# Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Meeting Date: 30-May-2013  
 Ticker: HOT  
 ISIN: US85590A4013

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FRITS VAN PAASSCHEN BRUCE W. DUNCAN ADAM M. ARON CHARLENE BARSHEFSKY THOMAS E. CLARKE CLAYTON C. DALEY, JR. LIZANNE GALBREATH ERIC HIPPEAU AYLWIN B. LEWIS STEPHEN R. QUAZZO THOMAS O. RYDER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO APPROVE STARWOOD'S 2013 LONG-TERM INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For

STE FONCIERE LYONNAISE SA, PARIS

Agen

Security: F38493114  
 Meeting Type: OGM  
 Meeting Date: 15-Nov-2012  
 Ticker:  
 ISIN: FR0000033409

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become	Non-Voting	

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative

CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: <a href="http://www.journal-officiel.gouv.fr/pdf/2012/1008/201210081205941.pdf">http://www.journal-officiel.gouv.fr/pdf/2012/1008/201210081205941.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2012/1029/201210291206119.pdf">https://balo.journal-officiel.gouv.fr/pdf/2012/1029/201210291206119.pdf</a>	Non-Voting	
1	Exceptional premiums distribution in cash	Mgmt	For
2	Powers granted to carry out all legal formalities	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

-----  
STE FONCIERE LYONNAISE SA, PARIS

-----  
Agen

Security: F38493114  
Meeting Type: MIX  
Meeting Date: 18-Apr-2013  
Ticker:  
ISIN: FR0000033409  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY	Non-Voting	

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

CLICKING ON THE MATERIAL URL LINK:  
<https://balo.journal-officiel.gouv.fr/pdf/2013/0313/201303131300713.pdf> . PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 14 AND ADDITION OF URL LINK:  
<https://balo.journal-officiel.gouv.fr/pdf/2013/0329/201303291300958.pdf>. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

0.1	Approval of the annual corporate financial statements for the financial year ended December 31, 2012	Mgmt	For
0.2	Approval of the consolidated financial statements for the financial year ended December 31, 2012	Mgmt	For
0.3	Allocation of income	Mgmt	For
0.4	Special report of the Statutory Auditors on the agreements pursuant to Articles L.225-38 et seq. of the Commercial Code	Mgmt	For
0.5	Renewal of term of Mr. Juan Jose Brugera Clavero as Board member	Mgmt	Against
0.6	Renewal of term of Mr. Jean-Jacques Duchamp as Board member	Mgmt	For
0.7	Renewal of term of Mr. Carlos Fernandez-Lerga Garralda as Board member	Mgmt	For
0.8	Renewal of term of Mr. Aref Lahham as Board member	Mgmt	For
0.9	Renewal of term of Mr. Pere Vinolas Serra as Board member	Mgmt	For
0.10	Renewal of term of Mr. Anthony Wyand as Board member	Mgmt	For
0.11	Renewal of term of the company Reig Capital Group Luxembourg Sarl as Board member	Mgmt	Against
0.12	Renewal of term of Mr. Jean Arvis as Board member	Mgmt	For
0.13	Renewal of term of Mr. Jacques Calvet as Board member	Mgmt	For
0.14	Renewal of term of PricewaterhouseCoopers Audit as principal Statutory Auditor	Mgmt	For
0.15	Renewal of term of Mrs. Anik Chaumartin as deputy Statutory Auditor	Mgmt	For
0.16	Authorization to be granted to the Board of Directors to purchase, hold or transfer	Mgmt	Against

## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

	shares of Societe Fonciere Lyonnaise		
O.17	Powers to carry out all legal formalities	Mgmt	For
E.1	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to ordinary shares of the Company while maintaining shareholders' preferential subscription rights	Mgmt	For
E.2	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to ordinary shares of the Company with cancellation of shareholders' preferential subscription rights in the context of a public offering	Mgmt	For
E.3	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to ordinary shares of the Company with cancellation of shareholders' preferential subscription rights through private placement pursuant to Article L.411-2, II of the Monetary and Financial Code	Mgmt	For
E.4	Authorization to the Board of Directors in the event of an issuance of ordinary shares or securities giving access to ordinary shares with cancellation of shareholders' preferential subscription rights through public offering or an offer pursuant to Article L.411-2, II of the Monetary and Financial Code to set the issue price according to the terms established by the General Meeting	Mgmt	For
E.5	Authorization to the Board of Directors to increase the number of issuable securities in case of capital increase with or without shareholders' preferential subscription rights	Mgmt	For
E.6	Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to ordinary shares, in case of public exchange offer initiated by the Company	Mgmt	For
E.7	Delegation of powers to the Board of Directors to issue ordinary shares and securities giving access to ordinary shares, in consideration for in-kind contributions granted to the Company and comprised of equity securities or securities giving access to capital outside of public exchange offer initiated by the Company	Mgmt	For
E.8	Overall limitation of authorizations	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

E.9	Delegation of authority to the Board of Directors to issue securities entitling to the allotment of debt securities without giving rise to Company's capital increase	Mgmt	For
E.10	Delegation of authority to the Board of Directors to increase capital of the Company by incorporation of reserves, profits or premiums	Mgmt	For
E.11	Delegation of authority to the Board of Directors to carry out capital increases reserved for employees who are members of a company savings plan without preferential subscription rights	Mgmt	For
E.12	Authorization granted to the Board of Directors to reduce share capital by cancellation of shares	Mgmt	For
E.13	Powers to carry out all legal formalities	Mgmt	For

-----  
 STRATEGIC HOTELS & RESORTS, INC.

-----  
 Agen

Security: 86272T106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: BEE  
 ISIN: US86272T1060  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT P. BOWEN KENNETH FISHER RAYMOND L. GELLEIN, JR. JAMES A. JEFFS RICHARD D. KINCAID SIR DAVID M.C. MICHELS WILLIAM A. PREZANT EUGENE F. REILLY SHELI Z. ROSENBERG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	APPROVAL ON AN ADVISORY BASIS OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DESCRIBED IN OUR PROXY STATEMENT FOR THE 2013 ANNUAL MEETING OF STOCKHOLDERS.	Mgmt	For
3.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
4.	NON-BINDING STOCKHOLDER PROPOSAL, IF	Shr	For

# Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

PROPERLY PRESENTED AT THE MEETING.

-----  
 SUNSTONE HOTEL INVESTORS, INC.

Agen

Security: 867892101  
 Meeting Type: Annual  
 Meeting Date: 01-May-2013  
 Ticker: SHO  
 ISIN: US8678921011  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ANDREW BATINOVICH Z. JAMIE BEHAR KENNETH E. CRUSE THOMAS A. LEWIS, JR. KEITH M. LOCKER DOUGLAS M. PASQUALE KEITH P. RUSSELL LEWIS N. WOLFF	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP TO ACT AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY VOTE ON THE COMPENSATION OF SUNSTONE'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	NON-BINDING STOCKHOLDER PROPOSAL.	Shr	Against

-----  
 TANGER FACTORY OUTLET CENTERS, INC.

Agen

Security: 875465106  
 Meeting Type: Annual  
 Meeting Date: 17-May-2013  
 Ticker: SKT  
 ISIN: US8754651060  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JACK AFRICK	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM G. BENTON	Mgmt	For
1C	ELECTION OF DIRECTOR: BRIDGET RYAN BERMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: DONALD G. DRAPKIN	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

1E	ELECTION OF DIRECTOR: THOMAS J. REDDIN	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS E. ROBINSON	Mgmt	For
1G	ELECTION OF DIRECTOR: ALLAN L. SCHUMAN	Mgmt	For
1H	ELECTION OF DIRECTOR: STEVEN B. TANGER	Mgmt	For
2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3	TO APPROVE, ON A NON-BINDING BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

-----  
 TERRENO REALTY CORPORATION

Agen

-----  
 Security: 88146M101  
 Meeting Type: Annual  
 Meeting Date: 07-May-2013  
 Ticker: TRNO  
 ISIN: US88146M1018  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR W. BLAKE BAIRD MICHAEL A. COKE LEROY E. CARLSON PETER J. MERLONE DOUGLAS M. PASQUALE DENNIS POLK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2.	ADOPTION OF A RESOLUTION TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION OF CERTAIN EXECUTIVES, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.	Mgmt	For

-----  
 UDR, INC.

Agen

-----  
 Security: 902653104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: UDR  
 -----

# Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

ISIN: US9026531049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KATHERINE A. CATTANACH ERIC J. FOSS ROBERT P. FREEMAN JON A. GROVE JAMES D. KLINGBEIL LYNNE B. SAGALYN MARK J. SANDLER THOMAS W. TOOMEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

VENTAS, INC.

Agen

Security: 92276F100  
Meeting Type: Annual  
Meeting Date: 16-May-2013  
Ticker: VTR  
ISIN: US92276F1003

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DEBRA A. CAFARO	Mgmt	For
1B.	ELECTION OF DIRECTOR: DOUGLAS CROCKER II	Mgmt	For
1C.	ELECTION OF DIRECTOR: RONALD G. GEARY	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAY M. GELLERT	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD I. GILCHRIST	Mgmt	For
1F.	ELECTION OF DIRECTOR: MATTHEW J. LUSTIG	Mgmt	For
1G.	ELECTION OF DIRECTOR: DOUGLAS M. PASQUALE	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT D. REED	Mgmt	For
1I.	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1J.	ELECTION OF DIRECTOR: GLENN J. RUFRANO	Mgmt	For
1K.	ELECTION OF DIRECTOR: JAMES D. SHELTON	Mgmt	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

2.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	STOCKHOLDER PROPOSAL REGARDING AN EQUITY RETENTION POLICY.	Shr	Against
5.	STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN.	Shr	Against
6.	STOCKHOLDER PROPOSAL REGARDING ACCELERATION OF EQUITY AWARD VESTING.	Shr	Against
7.	STOCKHOLDER PROPOSAL REGARDING TAX GROSS-UP PAYMENTS.	Shr	For

VORNADO REALTY TRUST

Agen

Security: 929042109  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: VNO  
 ISIN: US9290421091

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR CANDACE K. BEINECKE ROBERT P. KOGOD DAVID MANDELBAUM RICHARD R. WEST	Mgmt Mgmt Mgmt Mgmt	For For For For
2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Mgmt	For
3	NON-BINDING ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4	NON-BINDING SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING.	Shr	For
5	NON-BINDING SHAREHOLDER PROPOSAL REGARDING THE APPOINTMENT OF AN INDEPENDENT CHAIRMAN.	Shr	Against
6	NON-BINDING SHAREHOLDER PROPOSAL REGARDING ESTABLISHING ONE CLASS OF TRUSTEES TO BE ELECTED ANNUALLY.	Shr	For

Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form N-PX

\* Management position unknown

SIGNATURES

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

(Registrant)	Cohen & Steers Total Return Realty Fund
By (Signature)	/s/ Tina M. Payne
Name	Tina M. Payne
Title	President
Date	07/29/2013