

LAZARD GLOBAL TOTAL RETURN & INCOME FUND INC

Form N-PX

August 25, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-21511

LAZARD GLOBAL TOTAL RETURN AND INCOME FUND, INC.

(Exact name of registrant as specified in charter)

c/o Lazard Asset Management LLC
30 Rockefeller Plaza
New York, New York 10112

(Address of principal executive offices) (Zip code)

Nathan A. Paul, Esq.
30 Rockefeller Plaza
New York, New York 10112

(Name and address of agent for service)

Registrant's telephone number, including area code: (800) 823-6300

Date of fiscal year end: 12/31

Date of reporting period: July 1, 2008-June 30, 2009

***** FORM N-Px REPORT *****

ICA File Number: 811-21511
Reporting Period: 07/01/2008 - 06/30/2009
Lazard Global Total Return & Income Fund, Inc.

===== LAZARD GLOBAL TOTAL RETURN & INCOME FUND =====

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BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: DEC 5, 2008 Meeting Type: Special
 Record Date: OCT 10, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Issue Shares in Connection with Acquisition | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Adjourn Meeting | For | Against | Management |

BANK OF NEW YORK MELLON CORP., THE

Ticker: BK Security ID: 064058100
 Meeting Date: APR 14, 2009 Meeting Type: Annual
 Record Date: FEB 13, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Ruth E. Bruch | For | For | Management |
| 1.2 | Elect Director Nicholas M. Donofrio | For | For | Management |
| 1.3 | Elect Director Gerald L. Hassell | For | For | Management |
| 1.4 | Elect Director Edmund F. Kelly | For | For | Management |
| 1.5 | Elect Director Robert P. Kelly | For | For | Management |
| 1.6 | Elect Director Richard J. Kogan | For | For | Management |
| 1.7 | Elect Director Michael J. Kowalski | For | For | Management |
| 1.8 | Elect Director John A. Luke, Jr. | For | For | Management |
| 1.9 | Elect Director Robert Mehrabian | For | For | Management |
| 1.10 | Elect Director Mark A. Nordenberg | For | For | Management |
| 1.11 | Elect Director Catherine A. Rein | For | For | Management |
| 1.12 | Elect Director William C. Richardson | For | For | Management |
| 1.13 | Elect Director Samuel C. Scott III | For | For | Management |
| 1.14 | Elect Director John P. Surma | For | For | Management |
| 1.15 | Elect Director Wesley W. von Schack | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Provide for Cumulative Voting | Against | For | Shareholder |
| 5 | Stock Retention/Holding Period | Against | Against | Shareholder |

BP PLC

Ticker: BP Security ID: 055622104
 Meeting Date: APR 16, 2009 Meeting Type: Annual
 Record Date: FEB 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | TO RECEIVE THE DIRECTORS ANNUAL REPORT AND ACCOUNTS | For | For | Management |
| 2 | TO APPROVE THE DIRECTORS REMUNERATION REPORT | For | Against | Management |
| 3 | DIRECTOR MR A BURGMANS | For | For | Management |
| 4 | DIRECTOR MRS C B CARROLL | For | For | Management |
| 5 | DIRECTOR SIR WILLIAM CASTELL | For | For | Management |

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| | | | | |
|----|--|-----|----------|------------|
| 6 | DIRECTOR MR I C CONN | For | For | Management |
| 7 | DIRECTOR MR G DAVID | For | For | Management |
| 8 | DIRECTOR MR E B DAVIS, JR | For | For | Management |
| 9 | DIRECTOR MR R DUDLEY | For | For | Management |
| 10 | DIRECTOR MR D J FLINT | For | For | Management |
| 11 | DIRECTOR DR B E GROTE | For | For | Management |
| 12 | DIRECTOR DR A B HAYWARD | For | For | Management |
| 13 | DIRECTOR MR A G INGLIS | For | For | Management |
| 14 | DIRECTOR DR D S JULIUS | For | For | Management |
| 15 | DIRECTOR SIR TOM MCKILLOP | For | Withhold | Management |
| 16 | DIRECTOR SIR IAN PROSSER | For | For | Management |
| 17 | DIRECTOR MR P D SUTHERLAND | For | For | Management |
| 18 | TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THEBOARD TO FIX THEIR REMUNERATION | For | For | Management |
| 19 | SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASEOF ITS OWN SHARES BY THE COMPANY | For | For | Management |
| 20 | TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIEDAMOUNT | For | For | Management |
| 21 | SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBEROF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS | For | For | Management |
| 22 | SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14CLEAR DAYS | For | For | Management |

BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 12, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director L. Andreotti | For | For | Management |
| 2 | Elect Director L. B. Campbell | For | For | Management |
| 3 | Elect Director J. M. Cornelius | For | For | Management |
| 4 | Elect Director L. J. Freeh | For | For | Management |
| 5 | Elect Director L. H. Glimcher | For | For | Management |
| 6 | Elect Director M. Grobstein | For | For | Management |
| 7 | Elect Director L. Johansson | For | For | Management |
| 8 | Elect Director A. J. Lacy | For | For | Management |
| 9 | Elect Director V. L. Sato | For | For | Management |
| 10 | Elect Director T. D. West, Jr. | For | For | Management |
| 11 | Elect Director R. S. Williams | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Increase Disclosure of Executive Compensation | Against | Against | Shareholder |
| 14 | Reduce Supermajority Vote Requirement | Against | Against | Shareholder |
| 15 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

CADBURY PLC

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Ticker: CBY Security ID: 12721E102
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: APR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Final Dividend of 11.1 Pence Per Ordinary Share | For | For | Management |
| 3 | Approve Remuneration Report | For | For | Management |
| 4 | Re-elect Roger Carr as Director | For | For | Management |
| 5 | Re-elect Todd Stitzer as Director | For | For | Management |
| 6 | Elect Baroness Hogg as Director | For | For | Management |
| 7 | Elect Colin Day as Director | For | For | Management |
| 8 | Elect Andrew Bonfield as Director | For | For | Management |
| 9 | Reappoint Deloitte LLP as Auditors of the Company | For | For | Management |
| 10 | Authorise Board to Fix Remuneration of Auditors | For | For | Management |
| 11 | Authorise Company and its Subsidiaries to Make EU Political Donations to Political Parties or Independent Election Candidates, to Political Organisations Other than Political Parties and to Incur EU Political Expenditure up to GBP 100,000 | For | For | Management |
| 12 | Authorise Issue of Equity with Pre-emptive Rights Under a General Authority up to GBP 45,410,520 and an Additional Amount Pursuant to a Rights Issue of up to GBP 90,821,040 After Deducting Any Securities Issued Under the General Authority | For | For | Management |
| 13 | Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 6,811,578 | For | For | Management |
| 14 | Authorise Market Purchase of up to GBP 13,623,156 | For | For | Management |
| 15 | Approve That a General Meeting Other Than an Annual General Meeting May Be Called on Not Less than 14 Clear Days' Notice | For | For | Management |

 CANON INC.

Ticker: 7751 Security ID: 138006309
 Meeting Date: MAR 27, 2009 Meeting Type: Annual
 Record Date: MAR 3, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1 | DIVIDEND FROM SURPLUS | For | For | Management |
| 2 | PARTIAL AMENDMENT TO THE ARTICLES OF INCORPORATION | For | For | Management |
| 3.1 | DIRECTOR FUJIO MITARAI | For | For | Management |
| 3.2 | DIRECTOR TSUNEJI UCHIDA | For | For | Management |
| 3.3 | DIRECTOR TOSHIZO TANAKA | For | For | Management |
| 3.4 | DIRECTOR NOBUYOSHI TANAKA | For | For | Management |

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| | | | | |
|------|---|-----|-----|------------|
| 3.5 | DIRECTOR JUNJI ICHIKAWA | For | For | Management |
| 3.6 | DIRECTOR AKIYOSHI MOROE | For | For | Management |
| 3.7 | DIRECTOR KUNIO WATANABE | For | For | Management |
| 3.8 | DIRECTOR YOROKU ADACHI | For | For | Management |
| 3.9 | DIRECTOR YASUO MITSUHASHI | For | For | Management |
| 3.10 | DIRECTOR TOMONORI IWASHITA | For | For | Management |
| 3.11 | DIRECTOR MASAHIRO OSAWA | For | For | Management |
| 3.12 | DIRECTOR SHIGEYUKI MATSUMOTO | For | For | Management |
| 3.13 | DIRECTOR KATSUICHI SHIMIZU | For | For | Management |
| 3.14 | DIRECTOR RYOICHI BAMBA | For | For | Management |
| 3.15 | DIRECTOR TOSHIO HOMMA | For | For | Management |
| 3.16 | DIRECTOR MASAKI NAKAOKA | For | For | Management |
| 3.17 | DIRECTOR HARUHISA HONDA | For | For | Management |
| 3.18 | DIRECTOR TOSHIYUKI KOMATSU | For | For | Management |
| 3.19 | DIRECTOR TETSURO TAHARA | For | For | Management |
| 3.20 | DIRECTOR SEIJIRO SEKINE | For | For | Management |
| 3.21 | DIRECTOR SHUNJI ONDA | For | For | Management |
| 3.22 | DIRECTOR KAZUNORI FUKUMA | For | For | Management |
| 3.23 | DIRECTOR HIDEKI OZAWA | For | For | Management |
| 3.24 | DIRECTOR MASAYA MAEDA | For | For | Management |
| 3.25 | DIRECTOR TOSHIAKI IKOMA | For | For | Management |
| 4 | GRANT OF RETIREMENT ALLOWANCE TO A DIRECTOR TO RETIRE | For | For | Management |
| 5 | GRANT OF BONUS TO DIRECTORS | For | For | Management |
| 6 | ISSUANCE OF SHARE OPTIONS AS STOCK OPTIONS WITHOUT COMPENSATION | For | For | Management |

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
 Meeting Date: NOV 13, 2008 Meeting Type: Annual
 Record Date: SEP 15, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Carol A. Bartz | For | For | Management |
| 2 | Elect Director M. Michele Burns | For | For | Management |
| 3 | Elect Director Michael D. Capellas | For | For | Management |
| 4 | Elect Director Larry R. Carter | For | For | Management |
| 5 | Elect Director John T. Chambers | For | For | Management |
| 6 | Elect Director Brian L. Halla | For | For | Management |
| 7 | Elect Director John L. Hennessy | For | For | Management |
| 8 | Elect Director Richard M. Kovacevich | For | For | Management |
| 9 | Elect Director Roderick C. McGeary | For | For | Management |
| 10 | Elect Director Michael K. Powell | For | For | Management |
| 11 | Elect Director Steven M. West | For | For | Management |
| 12 | Elect Director Jerry Yang | For | Against | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Bylaws to Establish a Board Committee on Human Rights | Against | Against | Shareholder |
| 15 | Report on Internet Fragmentation | Against | Against | Shareholder |

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
 Meeting Date: MAY 13, 2009 Meeting Type: Annual
 Record Date: MAR 16, 2009

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Richard L. Armitage | For | For | Management |
| 1.2 | Elect Director Richard H. Auchinleck | For | For | Management |
| 1.3 | Elect Director James E. Copeland, Jr. | For | For | Management |
| 1.4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1.5 | Elect Director Ruth R. Harkin | For | For | Management |
| 1.6 | Elect Director Harold W. McGraw III | For | For | Management |
| 1.7 | Elect Director James J. Mulva | For | For | Management |
| 1.8 | Elect Director Harald J. Norvik | For | For | Management |
| 1.9 | Elect Director William K. Reilly | For | For | Management |
| 1.10 | Elect Director Bobby S. Shackouls | For | For | Management |
| 1.11 | Elect Director Victoria J. Tschinkel | For | For | Management |
| 1.12 | Elect Director Kathryn C. Turner | For | For | Management |
| 1.13 | Elect Director William E. Wade, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Adopt Principles for Health Care Reform | Against | For | Shareholder |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 6 | Report on Political Contributions | Against | For | Shareholder |
| 7 | Adopt Quantitative GHG Goals for Products and Operations | Against | For | Shareholder |
| 8 | Report on Environmental Impact of Oil Sands Operations in Canada | Against | For | Shareholder |
| 9 | Require Director Nominee Qualifications | Against | Against | Shareholder |

CREDIT SUISSE GROUP (FORMERLY CS HOLDING)

Ticker: CS Security ID: 225401108
 Meeting Date: APR 24, 2009 Meeting Type: Annual
 Record Date: MAR 13, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-------|---|---------|-----------|------------|
| 1.1 | Receive Financial Statements and Statutory Reports (Non-Voting) | None | None | Management |
| 1.2 | Approve Remuneration Report | For | For | Management |
| 1.3 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Discharge of Board and Senior Management | For | For | Management |
| 3 | Approve Allocation of Retained Earnings and Dividends of CHF 0.10 per Share | For | For | Management |
| 4.1 | Approve Issuance of Convertible Bonds and/or Options without Preemptive Rights; Approve EUR 4 Million Increase of Existing Pool of Capital to Guarantee Conversion Rights | For | For | Management |
| 4.2 | Approve Creation of CHF 4 Million Pool of Capital without Preemptive Rights | For | For | Management |
| 5.1 | Amend Articles Re: Auditors | For | For | Management |
| 5.2 | Amend Articles Re: Presence Quorum for Board Resolutions | For | For | Management |
| 5.3 | Amend Articles Re: Contributions in Kind | For | For | Management |
| 6.1.1 | Reelect Hans-Ulrich Doerig as Director | For | For | Management |
| 6.1.2 | Reelect Walter Kielholz as Director | For | For | Management |
| 6.1.3 | Reelect Richard Thornburgh as Director | For | For | Management |
| 6.1.4 | Elect Andreas Koopmann as Director | For | For | Management |

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| | | | |
|---|-----|-----|------------|
| 6.1.5 Elect Urs Rohner as Director | For | For | Management |
| 6.1.6 Elect John Tiner as Director | For | For | Management |
| 6.2 Ratify KPMG AG as Auditors | For | For | Management |
| 6.3 Ratify BDO Visura as Special Auditors | For | For | Management |

CRH PLC

Ticker: CRH Security ID: 12626K203
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 27, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Dividends | For | For | Management |
| 3a | Reelect W.P. Egan as Director | For | For | Management |
| 3b | Reelect J.M. de Jong as Director | For | For | Management |
| 3c | Reelect M. Lee as Director | For | For | Management |
| 3d | Reelect G.A. Culpepper as Director | For | For | Management |
| 3e | Reelect A. Manifold as Director | For | For | Management |
| 3f | Reelect W.I. O'Mahony as Director | For | For | Management |
| 3g | Reelect M.S. Towe as Director | For | For | Management |
| 4 | Authorize Board to Fix Remuneration of Auditors | For | For | Management |
| 5 | Increase in Authorized Share Capital | For | For | Management |
| 6 | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights | For | For | Management |
| 7 | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights | For | For | Management |
| 8 | Authorize Share Repurchase | For | For | Management |
| 9 | Amend Articles of Association Re: Treasury Shares | For | For | Management |
| 10 | Authorize Reissuance of Treasury Shares | For | For | Management |
| 11 | Approve Scrip Dividend Program | For | For | Management |
| 12 | Approve Notice of Period for Extraordinary General Meetings | For | For | Management |
| 13 | Amend Articles of Association | For | For | Management |

DIAGEO PLC

Ticker: DEO Security ID: 25243Q205
 Meeting Date: OCT 15, 2008 Meeting Type: Annual
 Record Date: SEP 8, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | REPORT AND ACCOUNTS 2008 | For | For | Management |
| 2 | DIRECTORS REMUNERATION REPORT 2008 | For | For | Management |
| 3 | DECLARATION OF FINAL DIVIDEND | For | For | Management |
| 4 | TO RE-ELECT DR FB HUMER (MEMBER OF NOMINATION COMMITTEE, CHAIRMAN OF COMMITTEE) AS A DIRECTOR | For | For | Management |
| 5 | TO RE-ELECT M LILJA (MEMBER OF AUDIT, NOMINATION, REMUNERATION COMMITTEE) AS A DIRECTOR | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 6 | TO RE-ELECT WS SHANAHAN (MEMBER OF AUDIT, NOMINATION, REMUNERATION COMMITTEE) AS A DIRECTOR | For | For | Management |
| 7 | TO RE-ELECT HT STITZER (MEMBER OF AUDIT, NOMINATION, REMUNERATION COMMITTEE) AS A DIRECTOR | For | For | Management |
| 8 | ELECTION OF PG SCOTT (MEMBER OF AUDIT, CHAIRMAN OF COMMITTEE, NOMINATION, REMUNERATION) AS A DIRECTOR | For | For | Management |
| 9 | RATIFY AUDITORS | For | For | Management |
| 10 | AUTHORITY TO ALLOT RELEVANT SECURITIES | For | For | Management |
| 11 | DISAPPLICATION OF PRE-EMPTION RIGHTS | For | For | Management |
| 12 | AUTHORITY TO PURCHASE OWN ORDINARY SHARES | For | For | Management |
| 13 | AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE | For | For | Management |
| 14 | ADOPTION OF THE DIAGEO PLC 2008 PERFORMANCE SHARE PLAN | For | For | Management |
| 15 | ADOPTION OF THE DIAGEO PLC 2008 SENIOR EXECUTIVE SHARE OPTION PLAN | For | For | Management |
| 16 | AUTHORITY TO ESTABLISH INTERNATIONAL SHARE PLANS | For | For | Management |
| 17 | AMENDMENTS TO THE ARTICLES OF ASSOCIATION | For | For | Management |

EXXON MOBIL CORP.

Ticker: XOM Security ID: 30231G102
Meeting Date: MAY 27, 2009 Meeting Type: Annual
Record Date: APR 6, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director M.J. Boskin | For | For | Management |
| 1.2 | Elect Director L.R. Faulkner | For | For | Management |
| 1.3 | Elect Director K.C. Frazier | For | For | Management |
| 1.4 | Elect Director .W. George | For | For | Management |
| 1.5 | Elect Director R.C. King | For | For | Management |
| 1.6 | Elect Director M.C. Nelson | For | For | Management |
| 1.7 | Elect Director S.J. Palmisano | For | For | Management |
| 1.8 | Elect Director S.S Reinemund | For | For | Management |
| 1.9 | Elect Director R.W. Tillerson | For | For | Management |
| 1.10 | Elect Director E.E. Whitacre, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Provide for Cumulative Voting | Against | For | Shareholder |
| 4 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 5 | Reincorporate in Another State [from New Jersey to North Dakota] | Against | Against | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 8 | Compare CEO Compensation to Average U.S. per Capita Income | Against | Against | Shareholder |
| 9 | Review Anti-discrimination Policy on Corporate Sponsorships and Executive Perks | Against | Against | Shareholder |
| 10 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | For | Shareholder |

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|----|--|---------|---------|-------------|
| 11 | Adopt Quantitative GHG Goals for Products and Operations | Against | For | Shareholder |
| 12 | Report on Climate Change Impacts on Emerging Countries | Against | Against | Shareholder |
| 13 | Adopt Policy to Increase Renewable Energy | Against | Against | Shareholder |

GDF SUEZ

Ticker: Security ID: 36160B105
 Meeting Date: DEC 17, 2008 Meeting Type: Special
 Record Date: NOV 17, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Approve Spin-Off Agreement and Its Remuneration to GDF Investissements 31 | For | For | Management |
| 2 | Approve Spin-Off Agreement and Its Remuneration to GDF Investissements 37 | For | For | Management |
| 3 | Amend Article 16 of the Bylaws Re: Election of Vice-Chairman | For | For | Management |
| 4 | Amend Articles 13.1 and 13.3 of the Bylaws Re: Election of Shareholder Employee Representative to the Board of Directors | For | For | Management |
| 5 | Authorize Filing of Required Documents/Other Formalities | For | For | Management |

GDF SUEZ

Ticker: Security ID: 36160B105
 Meeting Date: MAY 4, 2009 Meeting Type: Annual/Special
 Record Date: APR 2, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Approve Financial Statements and Statutory Reports | For | For | Management |
| 2 | Accept Consolidated Financial Statements and Statutory Reports | For | For | Management |
| 3 | Approve Allocation of Income and Dividends of EUR 2.20 per Share | For | For | Management |
| 4 | Approve Auditors' Special Report Regarding Related-Party Transactions | For | For | Management |
| 5 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 6 | Elect Patrick Arnaud as Representative of Employee Shareholders to the Board | For | Against | Management |
| 7 | Elect Charles Bourgeois as Representative of Employee Shareholders to the Board | For | Against | Management |
| 8 | Elect Emmanuel Bridoux as Representative of Employee Shareholders to the Board | For | Against | Management |
| 9 | Elect Gabrielle Prunet as Representative of Employee Shareholders to the Board | For | Against | Management |
| 10 | Elect Jean-Luc Rigo as Representative | For | Against | Management |

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|----|--|---------|---------|-------------|
| | of Employee Shareholders to the Board | | | |
| 11 | Elect Philippe Taurines as Representative of Employee Shareholders to the Board | For | Against | Management |
| 12 | Elect Robin Vander Putten as Representative of Employee Shareholders to the Board | For | Against | Management |
| 13 | Approve Employee Stock Purchase Plan for International Employees | For | For | Management |
| 14 | Authorize up to 0.5 Percent of Issued Capital for Use in Stock Option Plan | For | For | Management |
| 15 | Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plan | For | Against | Management |
| 16 | Authorize Filing of Required Documents/Other Formalities | For | For | Management |
| A | Authorize up to 0.5 Percent of Issued Capital for Use in Stock Option Plan to All Employees | Against | Against | Shareholder |
| B | Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plan to All Employees and Officers | Against | Against | Shareholder |
| C | Approve Dividends of EUR 0.80 per Share | Against | Against | Shareholder |

GENERAL ELECTRIC CO.

Ticker: GE Security ID: 369604103
Meeting Date: APR 22, 2009 Meeting Type: Annual
Record Date: FEB 23, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director James I. Cash, Jr. | For | For | Management |
| 1.2 | Elect Director William M. Castell | For | For | Management |
| 1.3 | Elect Director Ann M. Fudge | For | For | Management |
| 1.4 | Elect Director Susan Hockfield | For | For | Management |
| 1.5 | Elect Director Jeffrey R. Immelt | For | For | Management |
| 1.6 | Elect Director Andrea Jung | For | For | Management |
| 1.7 | Elect Director Alan G. (A.G.) Lafley | For | For | Management |
| 1.8 | Elect Director Robert W. Lane | For | For | Management |
| 1.9 | Elect Director Ralph S. Larsen | For | For | Management |
| 1.10 | Elect Director Rochelle B. Lazarus | For | For | Management |
| 1.11 | Elect Director James J. Mulva | For | For | Management |
| 1.12 | Elect Director Sam Nunn | For | For | Management |
| 1.13 | Elect Director Roger S. Penske | For | For | Management |
| 1.14 | Elect Director Robert J. Swieringa | For | For | Management |
| 1.15 | Elect Director Douglas A. Warner III | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 5 | Evaluate the Potential Conversion of the Corporation's Business Units into Four or More Public Corporations and Distribute New Shares | Against | Against | Shareholder |
| 6 | Adopt Policy to Cease the Payments of Dividends or Equivalent Payments to Senior Executives for Shares Not Owned | Against | For | Shareholder |
| 7 | Submit Severance Agreement (Change in Control) to shareholder Vote | Against | For | Shareholder |

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 GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105
 Meeting Date: MAY 20, 2009 Meeting Type: Annual/Special
 Record Date: MAR 11, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Remuneration Report | For | For | Management |
| 3 | Elect James Murdoch as Director | For | For | Management |
| 4 | Re-elect Larry Culp as Director | For | For | Management |
| 5 | Re-elect Sir Crispin Davis as Director | For | For | Management |
| 6 | Re-elect Dr Moncef Slaoui as Director | For | For | Management |
| 7 | Re-elect Tom de Swaan as Director | For | For | Management |
| 8 | Reappoint PricewaterhouseCoopers LLP as Auditors of the Company | For | For | Management |
| 9 | Authorise the Audit Committee to Fix Remuneration of Auditors | For | For | Management |
| 10 | Authorise the Company and its Subsidiaries to Make EU Political Donations to Political Organisations Other than Political Parties up to GBP 50,000 and to Incur EU Political Expenditure up to GBP 50,000 | For | For | Management |
| 11 | Authorise Issue of Equity with Pre-emptive Rights Under a General Authority up to GBP 432,359,137 and an Additional Amount Pursuant to a Rights Issue of up to GBP 864,692,333 After Deducting Any Securities Issued Under the General Authority | For | For | Management |
| 12 | Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 64,854,519 | For | For | Management |
| 13 | Authorise 518,836,153 Ordinary Shares for Market Purchase | For | For | Management |
| 14 | Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditor's Reports | For | For | Management |
| 15 | Approve That a General Meeting of the Company Other Than an Annual General Meeting May Be Called on Not Less Than 14 Clear Days' Notice | For | For | Management |
| 16 | Approve GlaxoSmithKline 2009 Performance Share Plan | For | For | Management |
| 17 | Approve GlaxoSmithKline 2009 Share Option Plan | For | For | Management |
| 18 | Approve GlaxoSmithKline 2009 Deferred Annual Bonus Plan | For | For | Management |

 HOME DEPOT, INC.

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Ticker: HD Security ID: 437076102
 Meeting Date: MAY 28, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director F. Duane Ackerman | For | For | Management |
| 2 | Elect Director David H. Batchelder | For | For | Management |
| 3 | Elect Director Francis S. Blake | For | For | Management |
| 4 | Elect Director Ari Bousbib | For | For | Management |
| 5 | Elect Director Gregory D. Brenneman | For | For | Management |
| 6 | Elect Director Albert P. Carey | For | For | Management |
| 7 | Elect Director Armando Codina | For | For | Management |
| 8 | Elect Director Bonnie G. Hill | For | For | Management |
| 9 | Elect Director Karen L. Katen | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Approve Right to Call Special Meetings | For | Against | Management |
| 12 | Provide for Cumulative Voting | Against | For | Shareholder |
| 13 | Call Special Meetings | Against | For | Shareholder |
| 14 | Prepare Employment Diversity Report | Against | For | Shareholder |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 16 | Assess Energy Use and Establish Reduction Targets | Against | For | Shareholder |

HSBC HOLDINGS PLC

Ticker: HBC Security ID: 404280406
 Meeting Date: MAR 19, 2009 Meeting Type: Special
 Record Date: MAR 3, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Increase in Authorised Ordinary Share Capital from USD 7,500,100,000, GBP 401,500 and EUR 100,000 to USD 10,500,100,000, GBP 401,500 and EUR 100,000 | For | For | Management |
| 2 | Subject to the Passing of Resolution 1, Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of USD 2,530,200,000 (Rights Issue) | For | For | Management |
| 3 | Subject to the Passing of Resolution 2, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of USD 2,530,200,000 (Rights Issue) | For | For | Management |

HSBC HOLDINGS PLC

Ticker: HBC Security ID: 404280406
 Meeting Date: MAY 22, 2009 Meeting Type: Annual
 Record Date: MAR 31, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|----|--|-----|-----|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Remuneration Report | For | For | Management |
| 3a | Re-elect Safra Catz as Director | For | For | Management |
| 3b | Re-elect Vincent Cheng as Director | For | For | Management |
| 3c | Re-elect Marvin Cheung as Director | For | For | Management |
| 3d | Re-elect John Coombe as Director | For | For | Management |
| 3e | Re-elect Jose Duran as Director | For | For | Management |
| 3f | Re-elect Rona Fairhead as Director | For | For | Management |
| 3g | Re-elect Douglas Flint as Director | For | For | Management |
| 3h | Re-elect Alexander Flockhart as Director | For | For | Management |
| 3i | Re-elect Lun Fung as Director | For | For | Management |
| 3j | Re-elect Michael Geoghegan as Director | For | For | Management |
| 3k | Re-elect Stephen Green as Director | For | For | Management |
| 3l | Re-elect Stuart Gulliver as Director | For | For | Management |
| 3m | Re-elect James Hughes-Hallett as Director | For | For | Management |
| 3n | Re-elect Sam Laidlaw as Director | For | For | Management |
| 3o | Re-elect J Lomaxas Director | For | For | Management |
| 3p | Re-elect Sir Mark Moody-Stuart as Director | For | For | Management |
| 3q | Re-elect Gwyn Morgan as Director | For | For | Management |
| 3r | Re-elect Nagavara Murthy as Director | For | For | Management |
| 3s | Re-elect Simon Robertson as Director | For | For | Management |
| 3t | Re-elect John Thornton as Director | For | For | Management |
| 3u | Re-elect Sir Brian Williamson as Director | For | For | Management |
| 4 | Reappoint KPMG Audit plc as Auditors and Authorise the Group Audit Committee to Determine Their Remuneration | For | For | Management |
| 5 | Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of GBP 100,000 | For | For | Management |
| 6 | Subject to the Passing of Resolution 5, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP | For | For | Management |
| 7 | Authorise 1,720,481,200 Ordinary Shares for Market Purchase | For | For | Management |
| 8 | Adopt New Articles of Association | For | For | Management |
| 9 | Approve That a General Meeting Other Than an Annual General Meeting May Be Called on Not Less Than 14 Clear Days' Notice | For | For | Management |

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 28, 2009 Meeting Type: Annual
 Record Date: FEB 27, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director A. J. P. Belda | For | For | Management |
| 1.2 | Elect Director C. Black | For | For | Management |
| 1.3 | Elect Director W. R. Brody | For | For | Management |
| 1.4 | Elect Director K. I. Chenault | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.5 | Elect Director M. L. Eskew | For | For | Management |
| 1.6 | Elect Director S. A. Jackson | For | For | Management |
| 1.7 | Elect Director T. Nishimuro | For | For | Management |
| 1.8 | Elect Director J. W. Owens | For | For | Management |
| 1.9 | Elect Director S. J. Palmisano | For | For | Management |
| 1.10 | Elect Director J. E. Spero | For | For | Management |
| 1.11 | Elect Director S. Taurel | For | For | Management |
| 1.12 | Elect Director L. H. Zambrano | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 5 | Review Executive Compensation | Against | Against | Shareholder |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Against | Shareholder |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 23, 2009 Meeting Type: Annual
 Record Date: FEB 24, 2009

| # | 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 | For | Management |
| 1.4 | Elect Director Arnold G. Langbo | For | For | 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 | For | Management |
| 1.8 | Elect Director Charles Prince | For | For | Management |
| 1.9 | Elect Director David Satcher | For | For | Management |
| 1.10 | 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 |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 19, 2009 Meeting Type: Annual
 Record Date: MAR 20, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Crandall C. Bowles | For | For | Management |
| 1.2 | Elect Director Stephen B. Burke | For | For | Management |
| 1.3 | Elect Director David M. Cote | For | For | Management |
| 1.4 | Elect Director James S. Crown | For | For | Management |
| 1.5 | Elect Director James Dimon | For | For | Management |
| 1.6 | Elect Director Ellen V. Futter | For | For | Management |
| 1.7 | Elect Director William H. Gray, III | For | For | Management |
| 1.8 | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 1.9 | Elect Director David C. Novak | For | For | Management |
| 1.10 | Elect Director Lee R. Raymond | For | For | Management |
| 1.11 | Elect Director William C. Weldon | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| | Officers' Compensation | | | |
| 4 | Disclose Prior Government Service | Against | Against | Shareholder |
| 5 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 6 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | Against | Shareholder |
| 7 | Report on Predatory Lending Policies | Against | Against | Shareholder |
| 8 | Amend Key Executive Performance Plan | Against | For | Shareholder |
| 9 | Stock Retention/Holding Period | Against | Against | Shareholder |
| 10 | Prepare Carbon Principles Report | Against | Against | Shareholder |

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 19, 2008 Meeting Type: Annual
 Record Date: SEP 5, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Steven A. Ballmer | For | For | Management |
| 2 | Elect Director James I. Cash, Jr. | For | For | Management |
| 3 | Elect Director Dina Dublon | For | For | Management |
| 4 | Elect Director William H. Gates, III | For | For | Management |
| 5 | Elect Director Raymond V. Gilmartin | For | For | Management |
| 6 | Elect Director Reed Hastings | For | For | Management |
| 7 | Elect Director David F. Marquardt | For | For | Management |
| 8 | Elect Director Charles H. Noski | For | For | Management |
| 9 | Elect Director Helmut Panke | For | For | Management |
| 10 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 11 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Adopt Policies to Protect Freedom of Access to the Internet | Against | Against | Shareholder |
| 14 | Amend Bylaws to Establish a Board Committee on Human Rights | Against | Against | Shareholder |
| 15 | Report on Charitable Contributions | Against | Against | Shareholder |

MITSUBISHI UFJ FINANCIAL GROUP

Ticker: 8306 Security ID: 606822104
 Meeting Date: JUN 26, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1 | Approve Allocation of Income, with a Final Dividend of JPY 5 for Ordinary Shares | For | For | Management |
| 2 | Amend Articles To Amend Provisions on Preferred Shares to Reflect Cancellation - Reflect Digitalization of Share Certificates - Authorize Public Announcements in Electronic Format | For | For | Management |
| 3.1 | Elect Director Ryosuke Tamakoshi | For | For | Management |
| 3.2 | Elect Director Haruya Uehara | For | For | Management |
| 3.3 | Elect Director Nobuo Kuroyanagi | For | For | Management |
| 3.4 | Elect Director Kyota Omori | For | For | Management |

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| | | | | |
|------|--|-----|-----|------------|
| 3.5 | Elect Director Saburo Sano | For | For | Management |
| 3.6 | Elect Director Hiroshi Saito | For | For | Management |
| 3.7 | Elect Director Nobushige Kamei | For | For | Management |
| 3.8 | Elect Director Shintaro Yasuda | For | For | Management |
| 3.9 | Elect Director Katsunori Nagayasu | For | For | Management |
| 3.10 | Elect Director Fumiyuki Akikusa | For | For | Management |
| 3.11 | Elect Director Kazuo Takeuchi | For | For | Management |
| 3.12 | Elect Director Kinya Okauchi | For | For | Management |
| 3.13 | Elect Director Kaoru Wachi | For | For | Management |
| 3.14 | Elect Director Takashi Oyamada | For | For | Management |
| 3.15 | Elect Director Akio Harada | For | For | Management |
| 3.16 | Elect Director Ryuji Araki | For | For | Management |
| 3.17 | Elect Director Takuma Otoshi | For | For | Management |
| 4.1 | Appoint Statutory Auditor Tetsuo Maeda | For | For | Management |
| 4.2 | Appoint Statutory Auditor Tsutomu Takasuka | For | For | Management |
| 4.3 | Appoint Statutory Auditor Kunie Okamoto | For | For | Management |
| 4.4 | Appoint Statutory Auditor Yasushi Ikeda | For | For | Management |

NESTLE SA

Ticker: NSRGY Security ID: 641069406
 Meeting Date: APR 23, 2009 Meeting Type: Annual
 Record Date: MAR 13, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-------|---|---------|-----------|------------|
| 1.1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 1.2 | Approve Remuneration Report | For | For | Management |
| 2 | Approve Discharge of Board and Senior Management | For | For | Management |
| 3 | Approve Allocation of Income and Dividends of CHF 1.40 per Share | For | For | Management |
| 4.1.1 | Reelect Daniel Borel as Director | For | For | Management |
| 4.1.2 | Reelect Carolina Mueller-Moehl as Director | For | For | Management |
| 4.2 | Ratify KPMG AG as Auditors | For | For | Management |
| 5 | Approve CHF 180 million Reduction in Share Capital | For | For | Management |
| 6 | MARK THE FOR BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN | None | Against | Management |

NOKIA CORP.

Ticker: NOK Security ID: 654902204
 Meeting Date: APR 23, 2009 Meeting Type: Annual
 Record Date: FEB 17, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Open Meeting | None | None | Management |
| 2 | Calling the Meeting to Order | None | None | Management |
| 3 | Designate Inspector or Shareholder Representative(s) of Minutes of Meeting | None | None | Management |
| 4 | Acknowledge Proper Convening of Meeting | None | None | Management |

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| | | | | |
|-------|--|------|---------|------------|
| 5 | Prepare and Approve List of Shareholders | None | None | Management |
| 6 | Receive Financial Statements and Statutory Reports; Receive CEO's Review | None | None | Management |
| 7 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 8 | Approve Allocation of Income and Dividends of EUR 0.40 Per Share | For | For | Management |
| 9 | Approve Discharge of Board and President | For | For | Management |
| 10 | Approve Remuneration of Directors in the Amount of EUR 440,000 for Chairman, EUR 150,000 for Vice Chairman, and EUR 130,000 for Other Directors; Approve Remuneration for Committee Work | For | For | Management |
| 11 | Fix Number of Directors at 11 | For | For | Management |
| 12.1 | Reelect Georg Ehrnrooth as Director | For | For | Management |
| 12.2 | Reelect Lalita D. Gupte as Director | For | For | Management |
| 12.3 | Reelect Bengt Holmstrom as Director | For | For | Management |
| 12.4 | Reelect Henning Kagermann as Director | For | For | Management |
| 12.5 | Reelect Olli-Pekka Kallasvuo as Director | For | For | Management |
| 12.6 | Reelect Per Karlsson as Director | For | For | Management |
| 12.7 | Reelect Jorma Ollila as Director | For | For | Management |
| 12.8 | Reelect Marjorie Scardino as Director | For | For | Management |
| 12.9 | Reelect Risto Siilasmaa as Director | For | For | Management |
| 12.10 | Reelect Keijo Suila as Directors as Director | For | For | Management |
| 12.11 | Elect Isabel Marey-Semper as New Director | For | For | Management |
| 13 | Approve Remuneration of Auditors | For | For | Management |
| 14 | Ratify PricewaterhouseCoopers Oy as Auditors | For | For | Management |
| 15 | Authorize Repurchase of up to 360 Million Nokia Shares | For | For | Management |
| 16 | Close Meeting | None | None | Management |
| 17 | MARK THE FOR BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO LEENA SIIRALA OR ESA NIINIMAKI, BOTH LEGALCOUNSELS OF NOKIA CORPORATION, TO VOTE, IN THEIR DISCRETION, ONYOUR BEHALF ONLY UPON ITEM 17. | None | Against | Management |

NOMURA HOLDINGS INC.

Ticker: 8604 Security ID: 65535H208
 Meeting Date: JUN 25, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1 | Amend Articles To Approve Creation of New Classes of Preferred Shares - Reflect Digitalization of Share Certificates | For | For | Management |
| 2.1 | Elect Director Junichi Ujiie | For | For | Management |
| 2.2 | Elect Director Kenichi Watanabe | For | For | Management |
| 2.3 | Elect Director Takumi Shibata | For | For | Management |
| 2.4 | Elect Director Masanori Itatani | For | For | Management |
| 2.5 | Elect Director Yoshifumi Kawabata | For | For | Management |

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| | | | | |
|------|---|-----|-----|------------|
| 2.6 | Elect Director Masaharu Shibata | For | For | Management |
| 2.7 | Elect Director Hideaki Kubori | For | For | Management |
| 2.8 | Elect Director Haruo Tsuji | For | For | Management |
| 2.9 | Elect Director Fumihide Nomura | For | For | Management |
| 2.10 | Elect Director Masahiro Sakane | For | For | Management |
| 2.11 | Elect Director Tsuguoki Fujinuma | For | For | Management |
| 2.12 | Elect Director Hajime Sawabe | For | For | Management |
| 3 | Approve Stock Option Plan and Deep-Discount Option Plan | For | For | Management |

NOVARTIS AG

Ticker: NVS Security ID: 66987V109
 Meeting Date: FEB 24, 2009 Meeting Type: Annual
 Record Date: JAN 23, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-------|---|---------|-----------|-------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Discharge of Board and Senior Management | For | For | Management |
| 3 | Approve Allocation of Income and Dividends of CHF 2 per Share | For | For | Management |
| 4 | Approve CHF 3 Million Reduction in Share Capital via Cancellation of Repurchased Shares | For | For | Management |
| 5.1 | Amend Articles Re: Require Annual Advisory Vote on Remuneration Report, incl. Disclosure of Compensation Amount Paid to Board of Directors and Executive Management | Against | For | Shareholder |
| 5.2 | Amend Corporate Purpose Re: Sustainability | For | For | Management |
| 5.3 | Amend Articles Re: Auditors | For | For | Management |
| 6.1 | Retirement of Peter Burckhardt and William George as Directors (Non-Voting) | None | None | Management |
| 6.2.1 | Reelect Srikant Datar as Director | For | For | Management |
| 6.2.2 | Reelect Andreas von Planta as Director | For | For | Management |
| 6.2.3 | Reelect Wendelin Wiedeking as Director | For | For | Management |
| 6.2.4 | Reelect Rolf Zinkernagel as Director | For | For | Management |
| 6.3 | Elect William Brody as Director | For | For | Management |
| 7 | Ratify PricewaterhouseCoopers AG as Auditors | For | For | Management |

ORACLE CORP.

Ticker: ORCL Security ID: 68389X105
 Meeting Date: OCT 10, 2008 Meeting Type: Annual
 Record Date: AUG 12, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jeffrey O. Henley | For | For | Management |
| 1.2 | Elect Director Lawrence J. Ellison | For | For | Management |
| 1.3 | Elect Director Donald L. Lucas | For | For | Management |
| 1.4 | Elect Director Michael J. Boskin | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.5 | Elect Director Jack F. Kemp | For | For | Management |
| 1.6 | Elect Director Jeffrey S. Berg | For | For | Management |
| 1.7 | Elect Director Safra A. Catz | For | For | Management |
| 1.8 | Elect Director Hector Garcia-Molina | For | For | Management |
| 1.9 | Elect Director H. Raymond Bingham | For | For | Management |
| 1.10 | Elect Director Charles E. Phillips, Jr. | For | For | Management |
| 1.11 | Elect Director Naomi O. Seligman | For | For | Management |
| 1.12 | Elect Director George H. Conrades | For | For | Management |
| 1.13 | Elect Director Bruce R. Chizen | For | For | Management |
| 2 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Against | Shareholder |

SANOFI AVENTIS

Ticker: SNY Security ID: 80105N105
Meeting Date: APR 17, 2009 Meeting Type: Annual/Special
Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Approve Financial Statements and Statutory Reports | For | For | Management |
| 2 | Accept Consolidated Financial Statements and Statutory Reports | For | For | Management |
| 3 | Approve Allocation of Income and Dividends of EUR 2.20 per Share | For | For | Management |
| 4 | Ratify Appointment of Chris Viehbacher as Director | For | For | Management |
| 5 | Approve Auditors' Special Report Regarding Related-Party Transactions | For | For | Management |
| 6 | Approve Transaction with Chris Viehbacher Re: Severance Payments | For | Against | Management |
| 7 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 8 | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 1.3 Billion | For | For | Management |
| 9 | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 500 Million | For | For | Management |
| 10 | Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions | For | For | Management |
| 11 | Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above | For | For | Management |
| 12 | Authorize Capitalization of Reserves of Up to EUR 500 Million for Bonus Issue or Increase in Par Value | For | For | Management |
| 13 | Approve Employee Stock Purchase Plan | For | For | Management |
| 14 | Authorize up to 2.5 Percent of Issued Capital for Use in Stock Option Plan | For | Against | Management |
| 15 | Authorize up to 1.0 Percent of Issued Capital for Use in Restricted Stock Plan | For | Against | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 16 | Approve Reduction in Share Capital via Cancellation of Repurchased Shares | For | For | Management |
| 17 | Amend Article 15 of the Bylaws Re: Audit Committee | For | For | Management |
| 18 | Authorize Filing of Required Documents/Other Formalities | For | For | Management |

SUEZ

Ticker: Security ID: 864686100
 Meeting Date: JUL 16, 2008 Meeting Type: Annual/Special
 Record Date: JUN 12, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Merger by Absorption of Rivolam | For | For | Management |
| 2 | Approve Spin-Off of Suez Environnement | For | For | Management |
| 3 | Approve Distribution of 65 percent of Suez Environnement to Suez's Shareholders | For | For | Management |
| 4 | Approve Special Auditors' Report Regarding Related-Party Transactions | For | For | Management |
| 5 | Approve Merger by Absorption of Suez by GDF | For | For | Management |
| 6 | Authorize Filing of Required Documents/Other Formalities | For | For | Management |

TOTAL SA

Ticker: TOT Security ID: 89151E109
 Meeting Date: MAY 15, 2009 Meeting Type: Annual/Special
 Record Date: APR 7, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Approve Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Consolidated Financial Statements and Statutory Reports | For | For | Management |
| 3 | Approve Allocation of Income and Dividends of EUR 2.28 per Share | For | For | Management |
| 4 | Approve Special Auditors' Report Presenting Ongoing Related-Party Transactions | For | For | Management |
| 5 | Approve Transaction with Thierry Desmarest | For | For | Management |
| 6 | Approve Transaction with Christophe de Margerie | For | For | Management |
| 7 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 8 | Reelect Anne Lauvergeon as Director | For | Against | Management |
| 9 | Reelect Daniel Bouton as Director | For | Against | Management |
| 10 | Reelect Bertrand Collomb as Director | For | For | Management |
| 11 | Reelect Christophe de Margerie as Director | For | For | Management |
| 12 | Reelect Michel Pebereau as Director | For | Against | Management |
| 13 | Electe Patrick Artus as Director | For | For | Management |
| 14 | Amend Article 12 of Bylaws Re: Age | For | For | Management |

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| | | | | |
|---|---|---------|---------|-------------|
| A | Limit for Chairman Amend Article 19 of Bylaws Re: Disclosure of Individual Stock Option Plans | Against | Against | Shareholder |
| B | Amend Article 11 of Bylaws Re: Nomination of Employee's Shareholder Representative to the Board of Directors | Against | Against | Shareholder |
| C | Approve Restricted Stock Plan for Employee | Against | Against | Shareholder |

UBS AG

Ticker: UBS Security ID: H89231338
Meeting Date: OCT 2, 2008 Meeting Type: Special
Record Date: SEP 3, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | ELECTION OF DIRECTOR: SALLY BOTT | For | For | Management |
| 2 | ELECTION OF DIRECTOR: RAINER-MARC FREY | For | For | Management |
| 3 | ELECTION OF DIRECTOR: BRUNO GEHRIG | For | For | Management |
| 4 | ELECTION OF DIRECTOR: WILLIAM G. PARRETT | For | For | Management |
| 5 | AMENDMENTS TO THE ARTICLES OF ASSOCIATION: ADJUSTMENT TO THE NEW UBS CORPORATE GOVERNANCE EFFECTIVE AS OF 1 JULY 2008 | For | For | Management |
| 6 | IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS | For | Against | Management |

UBS AG

Ticker: UBS Security ID: H89231338
Meeting Date: NOV 27, 2008 Meeting Type: Special
Record Date: OCT 31, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | MANDATORY CONVERTIBLE NOTES CREATION OF CONDITIONAL CAPITAL APPROVAL OF ARTICLE 4A PARA. 4 OF THE ARTICLES OF ASSOCIATION | For | For | Management |
| 2 | IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS | For | Against | Management |

UBS AG

Ticker: UBS Security ID: H89231338

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Meeting Date: APR 15, 2009 Meeting Type: Annual

Record Date:

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-------|---|---------|--------------|------------|
| 1.1 | Accept Financial Statements and Statutory Reports | For | Did Not Vote | Management |
| 1.2 | Approve 2009 Compensation Model | For | Did Not Vote | Management |
| 2 | Approve Carrying Forward of Net Loss | For | Did Not Vote | Management |
| 3.1.1 | Reelect Peter Voser as Director | For | Did Not Vote | Management |
| 3.1.2 | Reelect David Sidwell as Director | For | Did Not Vote | Management |
| 3.1.3 | Reelect Sally Bott as Director | For | Did Not Vote | Management |
| 3.1.4 | Reelect Rainer-Marc Frey as Director | For | Did Not Vote | Management |
| 3.1.5 | Reelect Bruno Gehrig as Director | For | Did Not Vote | Management |
| 3.1.6 | Reelect William Parrett as Director | For | Did Not Vote | Management |
| 3.2.1 | Elect Kaspar Villiger as Director | For | Did Not Vote | Management |
| 3.2.2 | Elect Michel Demare as Director | For | Did Not Vote | Management |
| 3.2.3 | Elect Ann Goodbehere as Director | For | Did Not Vote | Management |
| 3.2.4 | Elect Axel Lehmann as Director | For | Did Not Vote | Management |
| 3.3 | Ratify Ernst & Young Ltd. as Auditors | For | Did Not Vote | Management |
| 3.4 | Ratify BDO Visura as Special Auditors | For | Did Not Vote | Management |
| 4 | Approve Issuance of Warrants without Preemptive Rights; Approve Creation of CHF 10 Million Pool of Capital to Guarantee Conversion Rights | For | Did Not Vote | Management |
| 5 | Approve Creation of CHF 29.3 Million Pool of Capital without Preemptive Rights | For | Did Not Vote | Management |

UNITED TECHNOLOGIES CORP.

Ticker: UTX Security ID: 913017109

Meeting Date: APR 8, 2009 Meeting Type: Annual

Record Date: FEB 10, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Louis R. Chenevert | For | For | Management |
| 1.2 | Elect Director George David | For | For | Management |
| 1.3 | Elect Director John V. Faraci | For | For | Management |
| 1.4 | Elect Director Jean-Pierre Garnier | For | For | Management |
| 1.5 | Elect Director Jamie S. Gorelick | For | For | Management |
| 1.6 | Elect Director Carlos M. Gutierrez | For | For | Management |
| 1.7 | Elect Director Edward A. Kangas | For | For | Management |
| 1.8 | Elect Director Charles R. Lee | For | For | Management |
| 1.9 | Elect Director Richard D. McCormick | For | For | Management |
| 1.10 | Elect Director Harold McGraw III | For | For | Management |
| 1.11 | Elect Director Richard B. Myers | For | For | Management |
| 1.12 | Elect Director H. Patrick Swygert | For | For | Management |
| 1.13 | Elect Director Andre Villeneuve | For | For | Management |
| 1.14 | Elect Director Christine Todd Whitman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Foreign Military Sales Offsets | Against | Against | Shareholder |

VODAFONE GROUP PLC

Ticker: VOD Security ID: 92857W209

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Meeting Date: JUL 29, 2008 Meeting Type: Annual

Record Date: JUN 10, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Re-elect Sir John Bond as Director | For | For | Management |
| 3 | Re-elect John Buchanan as Director | For | For | Management |
| 4 | Re-elect Vittorio Colao as Director | For | For | Management |
| 5 | Re-elect Andy Halford as Director | For | For | Management |
| 6 | Re-elect Alan Jebson as Director | For | For | Management |
| 7 | Re-elect Nick Land as Director | For | For | Management |
| 8 | Re-elect Anne Lauvergeon as Director | For | For | Management |
| 9 | Re-elect Simon Murray as Director | For | For | Management |
| 10 | Re-elect Luc Vandavelde as Director | For | For | Management |
| 11 | Re-elect Anthony Watson as Director | For | For | Management |
| 12 | Re-elect Philip Yea as Director | For | For | Management |
| 13 | Approve Final Dividend of 5.02 Pence Per Ordinary Share | For | For | Management |
| 14 | Approve Remuneration Report | For | For | Management |
| 15 | Reappoint Deloitte & Touche LLP as Auditors of the Company | For | For | Management |
| 16 | Authorise the Audit Committee to Fix Remuneration of Auditors | For | For | Management |
| 17 | Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of USD 1,100,000,000 | For | For | Management |
| 18 | Subject to the Passing of Resolution 17, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of USD 300,000,000 | For | For | Management |
| 19 | Authorise 5,300,000,000 Ordinary Shares for Market Purchase | For | For | Management |
| 20 | Authorise the Company and its Subsidiaries to Make EU Political Donations to Political Parties, and/or Independent Election Candidates, to Political Organisations Other Than Political Parties and Incur EU Political Expenditure up to GBP 100,000 | For | For | Management |
| 21 | Amend Articles of Association | For | For | Management |
| 22 | Approve Vodafone Group 2008 Sharesave Plan | For | For | Management |

===== END NPX REPORT

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.

LAZARD GLOBAL TOTAL RETURN AND INCOME FUND, INC.

By: /s/ Charles Carroll

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Charles Carroll
Chief Executive Officer

Date: August 25, 2009

Pursuant to the requirements of the Investment Company Act of 1940, this Report has been signed below by the principal executive officer on behalf of the Registrant on the date indicated.

By: /s/ Charles Carroll

Charles Carroll
Chief Executive Officer

Date: August 25, 2009