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KINDER MORGAN ENERGY PARTNERS L P

Form 425

November 12, 2014

Filed by Kinder Morgan, Inc. pursuant to Rule 425 under the Securities Act and deemed filed pursuant to Rule 14a-6(b) under the Securities Exchange Act of 1934.

Subject Company: Kinder Morgan Energy Partners, L.P.
Commission File No.: 001-11234

Commission File No. for Registration Statement on Form S-4

filed by Kinder Morgan, Inc.: 333-198411

IMPORTANT SPECIAL MEETING OF UNITHOLDERS

PLEASE VOTE TODAY!

November 11, 2014

Dear Fellow Unitholder:

According to our latest records, we have not received your vote for the upcoming special meeting of unitholders of Kinder Morgan Energy Partners, L.P. (KMP), to be held on November 20, 2014. **Your vote is extremely important, regardless of the number of units that you own. Please vote your units today so we may avoid additional solicitation costs.**

For the reasons set forth in the KMP proxy statement/prospectus dated October 22, 2014, the Board of Directors of the General Partner of KMP and its Conflicts Committee recommend that you vote **FOR** the **Merger Agreement Proposal**.

THE THREE LEADING PROXY ADVISORY FIRMS RECOMMEND VOTING

FOR THE MERGER AGREEMENT PROPOSAL

The three leading independent proxy advisory firms advising institutional investors, Institutional Shareholder Services (ISS), Glass Lewis & Co. LLC and Egan-Jones have published their analyses recommending that unitholders vote FOR the merger agreement proposal.

ISS stated that approval of the merger is warranted in light of the compelling strategic rationale, reasonable premium and negotiation process, the positive market reaction, the projected increase in target dividend for the combined company, and the potential for accretion for shareholders.

Glass Lewis stated that based on these factors and the unanimous support of the board, we believe that the proposed mergers are in the best interests of the Company and its unitholders.

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Egan-Jones stated that it views the proposed transaction to be a desirable approach in maximizing shareholder value and is in the best interests of the Company and its shareholders.

Please use one of the following methods to promptly provide voting instructions:

1. **Internet**: Please access the website listed on the enclosed proxy card or voting instruction form and follow the instructions provided.
2. **Telephone**: Please call the toll free number listed on the enclosed proxy card or voting instruction form and following the instructions provided.
3. **Mail**: Sign, date, mark and return the enclosed proxy card or voting instruction form in the postage-paid return envelope provided.

If your proxy has already been voted, please disregard this letter. We appreciate your support and continuing interest in KMP.

Sincerely,

/s/ Richard D. Kinder
Richard D. Kinder
Chairman of the Board

IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication may be deemed to be solicitation material in respect of the proposed acquisition by Kinder Morgan, Inc. (KMI) of each of KMP, Kinder Morgan Management, LLC (KMR) and El Paso Pipeline Partners, L.P. (EPB) (collectively, the Proposed Transactions). KMI has filed with the Securities and Exchange Commission (SEC) a registration statement on Form S-4 (Registration Statement), which contains a proxy statement for KMI and a proxy statement / prospectus for each of KMP, KMR and EPB. The Registration Statement was declared effective by the SEC on October 22, 2014. Each of KMI, KMP, KMR and EPB mailed to their respective security holders, as applicable, a proxy statement or proxy statement / prospectus in connection with the Proposed Transactions on or about October 22, 2014. The Registration Statement, the KMI proxy statement and each proxy statement / prospectus contain important information about KMI, KMP, KMR, EPB, the Proposed Transactions and related matters. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ CAREFULLY, AS APPLICABLE, THE REGISTRATION STATEMENT, THE PROXY STATEMENT FOR KMI, THE PROXY STATEMENT / PROSPECTUS FOR EACH OF KMP, KMR AND EPB AND ANY OTHER DOCUMENTS THAT HAVE BEEN FILED OR WILL BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTIONS OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT OR THE APPLICABLE PROXY STATEMENT / PROSPECTUS.**

Investors and security holders will be able to obtain copies of the KMI proxy statement and each proxy statement / prospectus as well as other filings containing information about KMI, KMP, KMR and EPB, without charge, at the SEC's website, <http://www.sec.gov>. Copies of documents filed with the SEC by KMI, KMP, KMR and EPB will be made available free of charge on Kinder Morgan, Inc.'s website at <http://www.kindermorgan.com/investor/> or by written request by contacting the investor relations department of KMI, KMP, KMR or EPB at the following address: 1001 Louisiana Street, Suite 1000, Houston, Texas 77002, Attention: Investor Relations or by phone at (713) 369-9490 or by email at km_ir@kindermorgan.com.

NO OFFER OR SOLICITATION

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

PARTICIPANTS IN THE SOLICITATION

KMI, KMP, KMR and EPB, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the Proposed Transactions. Information regarding the directors and executive officers of KMI is contained in KMI's Form 10-K for the year ended December 31, 2013, and its proxy statement filed on April 9, 2014, each of which has been filed with the SEC. Information regarding the directors and executive officers of KMP's general partner and KMR, the delegate of KMP's general partner, is contained in KMP's Form 10-K for the year ended December 31, 2013, which has been filed with the SEC. Information regarding the directors and executive officers of KMR is contained in KMR's Form 10-K for the year ended December 31, 2013, which has been filed with the SEC. Information regarding the directors and executive officers of EPB's general partner is contained in EPB's Form 10-K for the year ended December 31, 2013, which has been filed with the SEC.

CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS

Statements in this communication regarding the Proposed Transactions involving KMI, KMP, KMR and EPB, the expected timetable for completing the Proposed Transactions, the expected benefit of the Proposed Transactions, future financial and operating results, future opportunities for the combined company and any other statements about management's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to consummate the Proposed Transactions; the ability to obtain requisite regulatory and shareholder or unitholder approval and the satisfaction of the other conditions to the consummation of the Proposed Transactions; the ability to realize anticipated synergies and cost savings; the potential impact of the announcement or consummation of the Proposed Transactions on relationships, including with employees, suppliers, customers and competitors; the ability to achieve revenue growth; the effects of environmental, legal, regulatory or other uncertainties; the effects of government regulations and policies and of the pace of deregulation of retail natural gas; national, international, regional and local economic or competitive conditions and developments; possible changes in credit ratings; capital and credit markets conditions; interest rates; the political and economic stability of oil producing nations; energy markets, including changes in the price of certain commodities; weather, alternative energy sources, conservation and technological advances that may affect price trends and demand; business and regulatory or legal decisions; the timing and success of business development efforts; acts of nature, accidents, sabotage, terrorism (including cyber attacks) or other similar acts causing damage greater than the insurance coverage limits of the combined company; and the other factors and financial, operational and legal risks or uncertainties described in KMI's, KMP's, KMR's and EPB's Annual Reports on Form 10-K for the year ended December 31, 2013, and other subsequent filings with the SEC. KMI, KMP, KMR and EPB disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication, other than as required by applicable law.

Meeting Type: Annual Record Date: FEB 22, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Alan Levy For Withhold Management 1.2 Elect Eric Halvorson For For Management 1.3 Elect Amal Johnson For For Management 2 2010 Incentive Award Plan For Against Management

----- JOHNSON & JOHNSON Ticker: JNJ Security ID: 478160104 Meeting Date: APR 22, 2010 Meeting Type: Annual Record Date: FEB 23, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Mary Coleman For Against Management 2 Elect James Cullen For For Management 3 Elect Michael Johns For Against Management 4 Elect Susan Lindquist For For Management 5 Elect Anne Mulcahy For Against Management 6 Elect Leo Mullin For For Management 7 Elect William Perez For Against Management 8 Elect Charles Prince For Against Management 9 Elect David Satcher For For Management 10 Elect William Weldon For For Management 11 Ratification of Auditor For For Management 12 Shareholder Proposal Regarding Advisory Against For Shareholder Vote on Executive Compensation (Say on Pay) 13 Shareholder Proposal Regarding Right to Against Against Shareholder Call a Special Meeting

----- JOHNSON CONTROLS, INC. Ticker: JCI Security ID: 478366107 Meeting Date: JAN 27, 2010 Meeting Type: Annual Record Date: NOV 19, 2009 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect David Abney For For Management 1.2 Elect Robert Barnett For Withhold Management 1.3 Elect Eugenio Clariond Reyes-Retana For For Management 1.4 Elect Jeffrey Joerres For For Management 2 Ratification of Auditor For For Management 3 Shareholder Proposal Regarding Majority Against For Shareholder Vote for Election of Directors ----- JOY

GLOBAL INC. Ticker: JOYG Security ID: 481165108 Meeting Date: MAR 9, 2010 Meeting Type: Annual Record Date: JAN 8, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Steven Gerard For For Management 1.2 Elect John Hanson For For Management 1.3 Elect Kenneth Johnsen For For Management 1.4 Elect Gale Klappa For For Management 1.5 Elect Richard Loynd For For Management 1.6 Elect P. Eric Siegert For For Management 1.7 Elect Michael Sutherlin For For Management 1.8 Elect James Tate For For Management 2 Ratification of Auditor For For Management ----- JPMORGAN CHASE & CO. Ticker:

JPM Security ID: 46625H100 Meeting Date: MAY 18, 2010 Meeting Type: Annual Record Date: MAR 19, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Crandall Bowles For For Management 2 Elect Stephen Burke For For Management 3 Elect David Cote For For Management 4 Elect James Crown For For Management 5 Elect James Dimon For For Management 6 Elect Ellen Futter For Against Management 7 Elect William Gray, III For For Management 8 Elect Laban Jackson, Jr. For For Management 9 Elect David Novak For Against Management 10 Elect Lee Raymond For For Management 11 Elect William Weldon For For Management 12 Ratification of Auditor For

For Management 13 ADVISORY VOTE ON EXECUTIVE COMPENSATION For For Management 14 Shareholder Proposal Regarding Against Against Shareholder Affirmation of Political Nonpartisanship 15 Shareholder Proposal Regarding Right to Against For Shareholder Call a Special Meeting 16 Shareholder Proposal Regarding Report Against Against Shareholder OTC Derivative Trading 17 Shareholder Proposal Regarding Right to Against For Shareholder Act by Written Consent 18 Shareholder Proposal Regarding Against For Shareholder Independent Board Chairman 19 Shareholder Proposal Regarding Report Against Against Shareholder of Ratio Between CEO and Employee Pay 20 Shareholder Proposal Regarding Against Against Shareholder Retention of Shares After Retirement

----- L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104 Meeting Date: APR 27, 2010 Meeting Type: Annual Record Date: MAR 1, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Claude Canizares For For Management 1.2 Elect Thomas Corcoran For For Management 1.3 Elect Lewis Kramer For For Management 1.4 Elect Alan Washkowitz For For Management 2 Amendment to the 2008 Long Term For For Management Performance Plan 3 Ratification of Auditor For For Management ----- MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101 Meeting Date: MAY 20, 2010 Meeting Type: Annual Record Date: MAR 23, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Walter Massey For For Management 2 Elect John Rogers, Jr. For For Management 3 Elect Roger Stone For For Management 4 Elect Miles White For For Management 5 Ratification of Auditor For For Management 6 Shareholder Proposal Regarding Advisory Against For Shareholder Vote on Compensation (Say on Pay) 7 Shareholder Proposal Regarding Simple Against For Shareholder Majority Vote 8 Shareholder Proposal Regarding Against Against Shareholder Controlled Atmosphere Killing 9 Shareholder Proposal Regarding Against Against Shareholder Cage-Free Eggs

----- MCKESSON CORPORATION Ticker: MCK

Security ID: 58155Q103 Meeting Date: JUL 22, 2009 Meeting Type: Annual Record Date: MAY 29, 2009 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Andy Bryant For For Management 2 Elect Wayne Budd For For Management 3 Elect John Hammergren For For Management 4 Elect Alton Irby, III For Against Management 5 Elect M. Christine Jacobs For Against Management 6 Elect Marie Knowles For For Management 7 Elect David Lawrence For Against Management 8 Elect Edward Mueller For For Management 9 Elect Jane Shaw For For Management 10 Amendment to the 2005 Stock Plan For Against Management 11 Ratification of Auditor For For Management 12 Shareholder Proposal Regarding Against Against Shareholder Retention of Shares After Retirement 13 Shareholder Proposal Regarding Survivor Against For Shareholder Benefits (Golden Coffins)

----- MEDCO HEALTH SOLUTIONS, INC. Ticker:

MHS Security ID: 58405U102 Meeting Date: MAY 12, 2010 Meeting Type: Annual Record Date: MAR 15, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Howard Barker, Jr. For For Management 2 Elect John Cassis For For Management 3 Elect Michael Goldstein For Against Management 4 Elect Charles Lillis For Against Management 5 Elect Myrtle Potter For For Management 6 Elect William Roper For For Management 7 Elect David Snow, Jr. For For Management 8 Elect David Stevens For Against Management 9 Elect Blenda Wilson For For Management 10 Ratification of Auditor For For Management 11 Amendment to Certificate of For For Management Incorporation Regarding the Right to Call Special Meetings -----

METLIFE, INC. Ticker: MET Security ID: 59156R108 Meeting Date: APR 27, 2010 Meeting Type: Annual Record Date: MAR 1, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect R. Glenn Hubbard For For Management 1.2 Elect Alfred Kelly, Jr. For For Management 1.3 Elect James Kilts For For Management 1.4 Elect David Satcher For For Management 2 Ratification of Auditor For For Management 3 Shareholder Proposal Regarding Against Against Shareholder Cumulative Voting ----- MICROSOFT

CORPORATION Ticker: MSFT Security ID: 594918104 Meeting Date: NOV 19, 2009 Meeting Type: Annual Record Date: SEP 4, 2009 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect William Gates, III For For Management 2 Elect Steven Ballmer For For Management 3 Elect Dina Dublon For For Management 4 Elect Raymond Gilmartin For For Management 5 Elect Reed Hastings For For Management 6 Elect Maria Klawe For For Management 7 Elect David Marquardt For For Management 8 Elect Charles Noski For For Management 9 Elect Helmut Panke For For Management 10 Ratification of Auditor For For Management 11 Restoration of Right to Call a Special For For Management Meeting 12 ADVISORY VOTE ON EXECUTIVE COMPENSATION For For Management 13 Shareholder Proposal Regarding Adoption Against Against Shareholder of Principles for Health Care Reform 14 Shareholder Proposal Regarding Against Against Shareholder Charitable Contributions

----- MOLSON COORS BREWING COMPANY

Ticker: TAP Security ID: 60871R209 Meeting Date: JUN 2, 2010 Meeting Type: Annual Record Date: APR 5, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect John Cleghorn For For Management 1.2 Elect Charles Herington For For Management 1.3 Elect David O'Brien For Withhold Management

----- NATIONAL OILWELL VARCO, INC. Ticker:

NOV Security ID: 637071101 Meeting Date: MAY 12, 2010 Meeting Type: Annual Record Date: MAR 23, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Ben Guill For For Management 2 Elect Roger Jarvis For For Management 3 Elect Eric Mattson For For Management 4 Ratification of Auditor For For Management

----- NRG ENERGY, INC. Ticker: NRG Security ID:

629377508 Meeting Date: JUL 21, 2009 Meeting Type: Proxy Contest Record Date: JUN 15, 2009 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Betsy Atkins N/A TNA Management 1.2 Elect Ralph Faison N/A TNA Management 1.3 Elect Coleman Peterson N/A TNA Management 1.4 Elect Thomas Wajnert N/A TNA Management 2 Change in Board Size N/A TNA Management 3 Elect Donald DeFosset, Jr. N/A TNA Management 4 Elect Richard Koppes N/A TNA Management 5 Elect John Albertine N/A TNA Management 6 Elect Majorie Bowen N/A TNA Management 7 Elect Ralph Wellington N/A TNA Management 8 Amendment to Restore the Bylaws N/A TNA Management 9 Amendment to the Long-Term Incentive N/A TNA Management Plan 10 Amendment to the Annual Incentive Plan N/A TNA Management for Designated Corporate Officers 11 Adoption of Majority Vote for Election N/A TNA Management of Directors 12 Ratification of Auditor N/A TNA Management 13 Shareholder Proposal Regarding Carbon N/A TNA Management Principles Report 1.1 Elect John Chlebowski For For Management 1.2 Elect Howard Cosgrove For For Management 1.3 Elect William Hantke For For Management 1.4 Elect Anne Schaumburg For For Management 2 Amendment to the Long-Term Incentive For For Management Plan 3 Amendment to the Annual Incentive Plan For For Management for Designated Corporate Officers 4 Adoption of Majority Vote for Election For For Management of Directors 5 Ratification of Auditor For For Management 6 Shareholder Proposal Regarding Carbon Against Against Shareholder Principles Report 7 Shareholder Proposal Regarding Board Against Against Shareholder Size 8 Shareholder Proposal Regarding Repeal Against Against Shareholder of Bylaw Amendments

----- OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105 Meeting Date: MAY 7, 2010 Meeting Type: Annual Record Date: MAR 15, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Spencer Abraham For For Management 2 Elect John Chalsty For For Management 3 Elect Stephen Chazen For Against Management 4 Elect Edward Djerejian For For Management 5 Elect John Feick For For Management 6 Elect Carlos Gutierrez For For Management 7 Elect Ray Irani For For Management 8 Elect Irvin Maloney For For Management 9 Elect Avedick Poladian For For Management 10 Elect Rodolfo Segovia For For Management 11 Elect Aziz Syriani For For Management 12 Elect Rosemary Tomich For For Management 13 Elect Walter Weisman For For Management 14 Ratification of Auditor For For Management 15 Re-approval of Performance Goals under For For Management the 2005 Long-Term Incentive Plan 16 Advisory Vote on Executive Compensation For Against Management 17 Shareholder Proposal Regarding Against Against Shareholder Restricting Executive Compensation 18 Shareholder Proposal Regarding Against For Shareholder Independent Board Chairman 19 Shareholder Proposal Regarding Right to Against For Shareholder Call a Special Meeting 20 Shareholder Proposal Regarding Report Against Against Shareholder on Host Country Regulations 21 Shareholder Proposal Regarding Majority Against For Shareholder Vote for Election of Directors 22 Shareholder Proposal Regarding Security Against Against Shareholder of Chemical Facilities 23 Shareholder Proposal Regarding Against For Shareholder Compensation in the Event of a Change of Control

----- ORACLE CORPORATION Ticker: ORCL

Security ID: 68389X105 Meeting Date: OCT 7, 2009 Meeting Type: Annual Record Date: AUG 10, 2009 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Jeffrey Berg For Withhold Management 1.2 Elect H. Raymond Bingham For Withhold Management 1.3 Elect Michael Boskin For For Management 1.4 Elect Safra Catz For For Management 1.5 Elect Bruce Chizen For For Management 1.6 Elect George Conrades For For Management 1.7 Elect Lawrence Ellison For For Management 1.8 Elect Hector Garcia-Molina For For Management 1.9 Elect Jeffrey Henley For For Management 1.10 Elect Donald Lucas For Withhold Management 1.11 Elect Charles Phillips, Jr. For For Management 1.12 Elect Naomi Seligman For For Management 2 2010 Executive Bonus Plan For For Management 3 Ratification of Auditor For For Management 4 Shareholder Proposal Regarding Right to Against Against Shareholder Call a Special Meeting 5 Shareholder Proposal Regarding Advisory Against For Shareholder Vote on Compensation

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(Say on Pay) 6 Shareholder Proposal Regarding Against Against Shareholder Retention of Shares After Retirement

----- PEABODY ENERGY CORPORATION Ticker: BTU Security ID: 704549104 Meeting Date: MAY 4, 2010 Meeting Type: Annual Record Date: MAR 12, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Gregory Boyce For For Management 1.2 Elect William Coley For For Management 1.3 Elect William James For For Management 1.4 Elect Robert Karn III For For Management 1.5 Elect M. Frances Keeth For For Management 1.6 Elect Henry Lentz For For Management 1.7 Elect Robert Malone For For Management 1.8 Elect William Rusnack For For Management 1.9 Elect John Turner For For Management 1.10 Elect Alan Washkowitz For Withhold Management 2 Ratification of Auditor For For Management

----- PEPSICO, INC. Ticker: PEP Security ID: 713448108 Meeting Date: MAY 5, 2010 Meeting Type: Annual Record Date: MAR 5, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Shona Brown For For Management 2 Elect Ian Cook For For Management 3 Elect Dina Dublon For For Management 4 Elect Victor Dzau For For Management 5 Elect Ray Hunt For For Management 6 Elect Alberto Iburguen For For Management 7 Elect Arthur Martinez For For Management 8 Elect Indra Nooyi For For Management 9 Elect Sharon Rockefeller For For Management 10 Elect James Schiro For For Management 11 Elect Lloyd Trotter For For Management 12 Elect Daniel Vasella For Against Management 13 Ratification of Auditor For For Management 14 Amendment to the 2007 Long-Term For For Management Incentive Plan 15 Shareholder Proposal Regarding Against Against Shareholder Reviewing Charitable Spending 16 Shareholder Proposal Regarding Right to Against For Shareholder Call a Special Meeting 17 Shareholder Proposal Regarding Report Against Against Shareholder on Public Policy Issues -----

PRUDENTIAL FINANCIAL, INC. Ticker: PRU Security ID: 744320102 Meeting Date: MAY 11, 2010 Meeting Type: Annual Record Date: MAR 12, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Election of Directors For For Management 2 Elect Gordon Bethune For For Management 3 Elect Gaston Caperton For For Management 4 Elect Gilbert Casellas For For Management 5 Elect James Cullen For For Management 6 Elect William Gray III For For Management 7 Elect Mark Grier For For Management 8 Elect Jon Hanson For For Management 9 Elect Constance Horner For For Management 10 Elect Karl Krapek For For Management 11 Elect Christine Poon For For Management 12 Elect John Strangfeld For For Management 13 Elect James Unruh For For Management 14 Ratification of Auditor For For Management 15 Advisory Vote on Executive Compensation For Against Management -----

QUALCOMM INCORPORATED Ticker: QCOM Security ID: 747525103 Meeting Date: MAR 2, 2010 Meeting Type: Annual Record Date: JAN 4, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Barbara Alexander For For Management 1.2 Elect Stephen Bennett For For Management 1.3 Elect Donald Cruickshank For For Management 1.4 Elect Raymond Dittamore For For Management 1.5 Elect Thomas Horton For For Management 1.6 Elect Irwin Jacobs For For Management 1.7 Elect Paul Jacobs For For Management 1.8 Elect Robert Kahn For For Management 1.9 Elect Sherry Lansing For For Management 1.10 Elect Duane Nelles For For Management 1.11 Elect Brent Scowcroft For For Management 1.12 Elect Marc Stern For For Management 2 Amendment to the 2006 Long-Term For For Management Incentive Plan 3 Ratification of Auditor For For Management -----

RESEARCH IN MOTION LTD. Ticker: RIM Security ID: 760975102 Meeting Date: JUL 14, 2009 Meeting Type: Annual Record Date: MAY 26, 2009 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Mike Lazaridis For Withhold Management 1.2 Elect James Estill For Withhold Management 1.3 Elect David Kerr For For Management 1.4 Elect Roger Martin For For Management 1.5 Elect John Richardson For Withhold Management 1.6 Elect Barbara Stymiest For For Management 1.7 Elect John Wetmore For For Management 2 Appointment of Auditor and Authority to For For Management Set Fees -----

SCHLUMBERGER N.V. (SCHLUMBERGER LIMITED) Ticker: SLB Security ID: 806857108 Meeting Date: APR 7, 2010 Meeting Type: Annual Record Date: FEB 17, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Philippe Camus For For Management 1.2 Elect Jamie Gorelick For For Management 1.3 Elect Andrew Gould For For Management 1.4 Elect Tony Isaac For For Management 1.5 Elect Nikolay Kudryavtsev For For Management 1.6 Elect Adrian Lajous For For Management 1.7 Elect Michael Marks For For Management 1.8 Elect Leo Reif For For Management 1.9 Elect Tore Sandvold For For Management 1.10 Elect Henri Seydoux For For Management 1.11 Elect Peter Currie For For Management 1.12 Elect K.V. Kamath For For Management 2 Approval of Financial Statements and For For Management Dividends 3 2010 Stock Incentive Plan For For Management 4 Amendment to the Discounted Stock For For Management Purchase Plan 5 Appointment of Auditor For For Management

----- TARGET CORPORATION Ticker: TGT Security ID: 87612E106 Meeting Date: JUN 9, 2010 Meeting Type: Annual Record Date: APR 12, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Calvin Darden For For Management 2 Elect Anne Mulcahy For Against Management 3 Elect Stephen Sanger For For Management 4 Elect Gregg Steinhafel For For Management 5 Ratification of Auditor For Against Management 6 Repeal of Classified Board For For Management 7 Elimination of Supermajority For For Management Requirement 8 Amendment and Restatement of the For For Management Articles of Incorporation 9 Shareholder Proposal Regarding Advisory Against For Shareholder Vote on Compensation (Say on Pay)

----- TEXAS INSTRUMENTS INCORPORATED Ticker: TXN Security ID: 882508104 Meeting Date: APR 15, 2010 Meeting Type: Annual Record Date: FEB 16, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Ralph Babb, Jr. For For Management 2 Elect David Boren For For Management 3 Elect Daniel Carp For For Management 4 Elect Carrie Cox For For Management 5 Elect David Goode For For Management 6 Elect Stephen MacMillan For For Management 7 Elect Pamela Patsley For For Management 8 Elect Wayne Sanders For For Management 9 Elect Ruth Simmons For Against Management 10 Elect Richard Templeton For For Management 11 Elect Christine Whitman For For Management 12 Ratification of Auditor For For Management

----- TEXTRON INC. Ticker: TXT Security ID: 883203101 Meeting Date: APR 28, 2010 Meeting Type: Annual Record Date: MAR 5, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Kathleen Bader For For Management 2 Elect R. Kerry Clark For For Management 3 Elect Ivor Evans For For Management 4 Elect Charles Powell For Against Management 5 Elect James Ziemer For For Management 6 One-time Stock Option Exchange Program For For Management 7 Repeal of Classified Board For For Management 8 Ratification of Auditor For For Management

----- THE COCA-COLA COMPANY Ticker: KO Security ID: 191216100 Meeting Date: APR 21, 2010 Meeting Type: Annual Record Date: FEB 22, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Herbert Allen For Against Management 2 Elect Ronald Allen For For Management 3 Elect Cathleen Black For For Management 4 Elect Barry Diller For Against Management 5 Elect Alexis Herman For For Management 6 Elect Muhtar Kent For For Management 7 Elect Donald Keough For For Management 8 Elect Maria Lagomasino For For Management 9 Elect Donald McHenry For For Management 10 Elect Sam Nunn For For Management 11 Elect James Robinson III For For Management 12 Elect Peter Ueberroth For For Management 13 Elect Jacob Wallenberg For For Management 14 Elect James Williams For Against Management 15 Ratification of Auditor For For Management 16 Shareholder Proposal Regarding Advisory Against For Shareholder Vote on Compensation (Say on Pay) 17 Shareholder Proposal Regarding Against For Shareholder Independent Board Chairman 18 Shareholder Proposal Regarding Against For Shareholder Performance Based Restricted Equity Compensation 19 Shareholder Proposal Regarding Report Against Against Shareholder on Bisphenol-A

----- THE PROCTER & GAMBLE COMPANY Ticker: PG Security ID: 742718109 Meeting Date: OCT 13, 2009 Meeting Type: Annual Record Date: AUG 14, 2009 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Kenneth Chenault For For Management 2 Elect Scott Cook For Against Management 3 Elect Rajat Gupta For For Management 4 Elect Alan Lafley For For Management 5 Elect Charles Lee For For Management 6 Elect Lynn Martin For For Management 7 Elect Robert McDonald For For Management 8 Elect W. James McNERNEY, Jr. For For Management 9 Elect Johnathan Rodgers For For Management 10 Elect Ralph Snyderman For For Management 11 Elect Mary Agnes Wilderotter For For Management 12 Elect Patricia Woertz For For Management 13 Elect Ernesto Zedillo For For Management 14 Ratification of Auditor For For Management 15 Amendments to Code of Regulations For For Management 16 2009 Stock and Incentive Compensation For For Management Plan 17 Shareholder Proposal Regarding Against For Shareholder Cumulative Voting 18 Shareholder Proposal Regarding Advisory Against For Shareholder Vote on Compensation (Say on Pay)

----- VERIZON COMMUNICATIONS INC. Ticker: VZ Security ID: 92343V104 Meeting Date: MAY 6, 2010 Meeting Type: Annual Record Date: MAR 8, 2010 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Richard Carrion For For Management 2 Elect M. Frances Keeth For For Management 3 Elect Robert Lane For For Management 4 Elect Sandra Moose For For Management 5 Elect Joseph Neubauer For Against Management 6 Elect Donald Nicolaisen For For Management 7 Elect Thomas O'Brien For For Management 8 Elect Clarence Otis, Jr. For For Management 9 Elect Hugh Price For For Management 10 Elect Ivan Seidenberg For For Management 11 Elect Rodney Slater For For Management 12 Elect John Snow For For Management 13 Elect John Stafford For For Management 14 Ratification of Auditor For For Management 15

Advisory Vote on Executive Compensation For Against Management 16 Shareholder Proposal Regarding Stock
Against Against Shareholder Option Policy 17 Shareholder Proposal Regarding Adopting Against Against
Shareholder Sexual Orientation and Gender Identity Anti-Bias Policy 18 Shareholder Proposal Regarding Against
Against Shareholder Performance-Based Equity Compensation 19 Shareholder Proposal Regarding Right to Against
For Shareholder Call a Special Meeting 20 Shareholder Proposal Regarding CEO Against Against Shareholder
Succession Planning 21 Shareholder Proposal Regarding the Against For Shareholder Approval of Survivor Benefits
(Golden Coffins) 22 Shareholder Proposal Regarding Against Against Shareholder Retention of Shares after
Retirement ===== 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. (Registrant): AGIC Equity & Convertible Income Fund (Formerly: Nicholas-Applegate
Equity & Convertible Income Fund) By (Signature and Title)*: /s/ Brian Shlissel -----
Name: Brian Shlissel Title: President and Chief Executive Officer Date: September 1, 2010 * Print the name and title
of each signing officer under his or her signature.