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US PROXY RECORD JUNE 2014 - JUNE 2015

Company	AGM or Special Mtg	Meeting Date	Decisions/Comments
NABORS INDUSTRIES LTD.	ANNUAL	3-Jun-14	Voted against management recommendations on proposals #1.5 (withheld), #3 (against), #4 (against), #5 (for), #6 (for), #8 (for), #9 (for) and #10 (for). Despite some progress being made, the company continues to employ questionable compensation and governance practices. For several years we have taken issue with elements of Nabors compensation structure. We specifically note the following: 1.) The CEO continues to receive enormous compensation, both relative to a peer group and to the other CEO's despite the company's waning financial performance. 2.) We are also against an attempt by management and the board to amend a shareholder rights plan (poison pill) with questionable features that appear to only entrench management and the board of a company with sub-par financial performance. 3.) Given the company's questionable corporate governance practices historically, we are in favor of more shareholder access to the nomination process. Voted for proposals #1.1, #1.2, #1.3, #1.4, #1.6, #1.7 and #2 (with management). Voted against #7 (with management).
GRANITE CONSTRUCTION INCORPORATED	ANNUAL	5-Jun-14	Voted in favor of all proposals in accordance with management's recommendations.
TIDEWATER INC.	ANNUAL	31-Jul-14	Voted in favour of all proposals in accordance with management's recommendations.
VALLEY NATIONAL BANCORP	SPECIAL	9-Sep-14	Voted in favour of all proposals in accordance with management's recommendations.
THE PROCTER & GAMBLE COMPANY	ANNUAL	14-Oct-14	Voted against proposal #3 regarding the approval of the Omnibus Stock Plan. The plan allows for stock options, which we philosophically do not endorse. We view them as a preferential vehicle that favours management instead of outside owners. Secondly, the stated performance criteria is not specific enough. We prefer the criteria to be both challenging and specific. Voted against proposals #5 and #6 (with management). Voted in favour of all other proposals in accordance with manaagement's recommendations.
SYSCO CORPORATION	ANNUAL	19-Nov-14	Voted in favour of all proposals in accordance with manaagement's recommendations.
MICROSOFT CORPORATION	ANNUAL	3-Dec-14	Voted against shareholder proposal #4 regarding proxy access (with management). Voted in favour of all other proposals in accordance with manaagement's recommendations.
WALGREEN CO.	SPECIAL	29-Dec-14	Voted in favour of all proposals in accordance with manaagement's recommendations.
COVIDIEN PLC	SPECIAL	6-Jan-15	We voted in favour of all items in accordance with management's recommendations.

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WASHINGTON FEDERAL, INC.	ANNUAL	21-Jan-15	We voted in favour of all items in accordance with management's recommendations.
BECTON, DICKINSON AND COMPANY	ANNUAL	27-Jan-15	We voted against shareholder proposal #4 (in line with management). We voted in favour of all other items in accordance with management's recommendations.
JACOBS ENGINEERING GROUP INC.	ANNUAL	29-Jan-15	We voted in favour of all items in accordance with management's recommendations.
EMERSON ELECTRIC CO.	ANNUAL	3-Feb-15	We voted against item #3 regarding the approval of the Omnibus Stock Plan. Stock options are an integral part of the company's long-term equity compensation. We believe the use of stock options to be misaligned with shareholder interests. We ask that the company move to an equity plan that promotes straightforward share ownership. The stock options do not have any specific performance conditions and are simply awarded on the basis of continued employment. We voted in favour of shareholder proposal #6 (against management) regarding the report on sustainability. A leading global company should set the bar high in all areas. We believe a comprehensive sustainability report involving common metrics and goals is a very reasonable request, is a cost of doing business today and is in keeping with Emerson's excellent reputation. We voted against shareholder proposals #7 and #8 (with management) and in favour of all other items in accordance with management's recommendations.
ROCKWELL COLLINS, INC.	ANNUAL	5-Feb-15	We voted against item #4 regarding the approval of the Omnibus Stock Plan. Despite the many positive features related to this plan, stock options are an integral part of the company's long-term equity compensation. We believe the use of stock options to be misaligned with shareholder interests. We ask that the company move to an equity plan that promotes straightforward share ownership. We voted in favour of all other items in accordance with management's recommendations.

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THE WALT DISNEY COMPANY	ANNUAL	12-Mar-15	With regards to shareholder proposal #4, which concerns the requirement of an independent chairman, Sprucegrove guidelines normally compel us to vote in favour of this resolution. However, Bob Iger is a bit unique in terms of his qualifications and understanding of Disney. He has done a very good job and it's doubtful that anyone would contest his performance in addition to his unique qualities. We therefore agreed with the Board and voted against this proposal. We voted in favour of shareholder proposal #5 which requests the company adopt a policy of pro-rata vesting of performance equity awards for executives in the event of a change of control. Pro-rata vesting is best practice in corporate governance which is why we support this proposal. We voted in favour of all other items in accordance with management's recommendations.
LENNAR CORPORATION	ANNUAL	8-Apr-15	We voted against item #1.2 regarding the election of Steven L. Gerard. While Mr. Gerard may be a very capable and qualified director, he is also the CEO of a publicly-traded company and serves on the Board of more than 3 public companies. This in turn may impact the necessary diligence the role requires given that the individual appears to be over-committed. We voted against item #3 regarding named executive officers' compensation. Although we find management's long-term operational performance commendable and do not take exception to this year's level of compensation, aspects of the structure and communication of compensation are disappointing. The lack of specific performance objectives in the proxy is unacceptable. We encourage the compensation committee to set performance objectives that are challenging, long-term oriented, concise and transparently communicated to fellow shareholders. We voted in favour of all other items in accordance with management's recommendations.
CARNIVAL CORPORATION	ANNUAL	14-Apr-15	We acknowledge Carnival Corp. & plc has improved their compensation policies and practices over a number of years to be more shareholder-oriented (increased pay for performance requirements, etc.). However, such policies still trail current best practices and may conflict with our governance guidelines. We voted against Items #13 and #14 regarding the compensation of Named Executive Officers and the approval of the remuneration report. We did so given the preponderance of the annual incentive award is time-based (60%) while the remaining portion of the award is performance-based (40%). Ideally the preponderance of the award should be performance-based. We voted in favour of all other items in accordance with management's recommendations.
VALLEY NATIONAL BANCORP	ANNUAL	15-Apr-15	We voted in favour of all items in accordance with management's recommendations.

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JOHNSON & JOHNSON	ANNUAL	23-Apr-15	We voted in favour of item #6 (against management) regarding the requirement of an independent Board Chairman. Given the multitude of operational and reputational issues that negatively impacted the company in the recent past and the size and complexity of the company, it makes good business sense and complies with sound corporate governance to split the roles. A simple solution would be to make the Lead Director, Anne Mulcahy, Chairman. We abstained on Shareholder Proposal #4 regarding overextended Directors. We sympathize with the proponent's point of view, reiterating that we wish our Directors to be highly focused on Johnson & Johnson and not unduly spread out amongst competing obligations. We would hope that over the next year Ms. Mulcahy and Mr. Williams – two of JNJ's most important directors - would winnow their non-JNJ Board obligations. We voted against Shareholder Proposal #5 (with management) and in favour of all other proposals in accordance with management's recommendations.
PFIZER INC.	ANNUAL	23-Apr-15	We voted against Shareholder Proposal #4 (with management) and in favour of all other items in accordance with management's recommendations.
WESTAMERICA BANCORPORATION	ANNUAL	23-Apr-15	We voted in favour of all items in accordance with management's recommendations.
FLIR SYSTEMS, INC.	ANNUAL	24-Apr-15	We voted against Shareholder Proposal #3 (with management) and in favour of all other items in accordance with management's recommendations.
UNITED TECHNOLOGIES CORPORATION	ANNUAL	27-Apr-15	We voted in favour of all items in accordance with management's recommendations.
MDU RESOURCES GROUP, INC.	ANNUAL	28-Apr-15	We voted in favour of all items in accordance with management's recommendations.
WELLS FARGO & COMPANY	ANNUAL	28-Apr-15	We voted against items #4 and #5 (with management) and in favour of all other items in accordance with management's recommendations.
THE COCA-COLA COMPANY	ANNUAL	29-Apr-15	We voted against item #2 regarding named executive officers' compensation. We view the CEO's pay package as egregious in lieu of less than stellar operational performance over the last several years. Additionally, The CEO's compensation over the last 3 years highlights very high and consistent awards of restricted stock and option grants, implying that there is very little downside impact to compensation for subpar performance. We are disappointed with the high absolute payout of the CEO and the apparent lack of compensation at risk. In lieu of our vote on Item #2, we are also voting against the following members of the Compensation Committee – Ronald Allen, Helene Gayle, Alexis Herman and Maria Lagomasino (items 1.2, 1.8, 1.10 & 1.13). We voted in favour of Shareholder Proposal #4 (against management) regarding proxy access. This is a non-binding proposal which allows substantial shareholders to nominate directors to the Board. The hurdles are judged to be high as "substantial" is defined as those with ownership of approximately $6bn. Furthermore, we applaud the fact that these shareholders must have held shares for at least three years. We voted in favour of Shareholder Proposal #5 (against management) regarding shareholder approval to release unvested RSA's and PSU awards. As it may ultimately lead to less shareholder dilution, this proposal restricts the Board's discretion in dealing with equity-linked pay that hasn't vested. We voted in favour of all other items in accordance with management's recommendations.

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GANNETT CO., INC.	ANNUAL	29-Apr-15	We voted against item #6 (with management) and in favour of all other items in accordance with management's recommendations.
CULLEN/FROST BANKERS, INC.	ANNUAL	30-Apr-15	We voted in favour of all items in accordance with management's recommendations.
BERKSHIRE HATHAWAY INC.	ANNUAL	2-May-15	We voted in favour of all items in accordance with management's recommendations.
CARLISLE COMPANIES INCORPORATED	ANNUAL	6-May-15	We voted against item #5 regarding the omnibus stock plan. The use of stock options are an integral part of long-term equity compensation. We believe the use of stock options, with their asymmetric payout profile, to be misaligned with shareholder interests. We ask that the company move to a stock plan that promotes straightforward share ownership. We voted in favour of all other items in accordance with management's recommendations.
GENERAL DYNAMICS CORPORATION	ANNUAL	6-May-15	We voted against item #3 regarding named executive officers' compensation. The company's CEO receives a total compensation amount that is deemed excessive, especially when we consider the company's flat financial performance over the past few years, the company's peer group comparison and the total amounts paid to the other NEOs within the company. We voted in favour of Shareholder proposal #4 (against management) regarding the requirement for an independent Board Chairman. General Dynamics should have taken the opportunity to separate the role of Chairman and CEO when Ms. Novakovic was promoted to the CEO position in 2013. We support the separation of the Chairman and CEO positions with an independent board member serving as the Chairman. We voted in favour of all other items in accordance with management's recommendations.
BEMIS COMPANY, INC.	ANNUAL	7-May-15	We voted in favour of all items in accordance with management's recommendations.
ALTERA CORPORATION	ANNUAL	11-May-15	We voted against item #2 regarding the omnibus stock plan. The item seeks to increase the number of shares reserved for the stock plan by 3.0MM. The stock plan also includes the use of options. We view stock options as being misaligned with shareholder interests and advocate straight share ownership. We voted in favour of item #6 (against management) regarding an independent Chairman. We support the separation of the Chairman and CEO positions and having an independent board member fill the role of Chairman. We voted in favour of all other items in accordance with management's recommendations.

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AMERICAN EXPRESS COMPANY	ANNUAL	11-May-15	We voted in favour of Shareholder Proposal #6 (against management) regarding the right to act by written consent. While we acknowledge the company's concern related to written consent, the written consent process is fundamentally similar to the special meeting process, except that no meeting occurs. The right to act by written consent simply enhances shareholder rights. We voted in favour of Shareholder Proposal #8 (against management) regarding the requirement of an independent Board Chairman. Despite our high regard for Mr. Chenault, we support the separation of the Chairman and CEO positions and having an independent board member fill the role of Chairman. We voted against Shareholder proposals #4, #5 and #7 (with management) and in favour of all other items in accordance with management's recommendations.
MARKEL CORPORATION	ANNUAL	11-May-15	We voted in favour of all items in accordance with management's recommendations.
3M COMPANY	ANNUAL	12-May-15	We voted in favour of all items in accordance with management's recommendations.
APACHE CORPORATION	ANNUAL	14-May-15	We voted in favour of all items in accordance with management's recommendations.
HEARTLAND EXPRESS, INC.	ANNUAL	14-May-15	We voted in favour of all items in accordance with management's recommendations.
DENBURY RESOURCES INC.	ANNUAL	19-May-15	We voted in favour of all items in accordance with management's recommendations.
DENTSPLY INTERNATIONAL INC.	ANNUAL	20-May-15	We voted in favour of all items in accordance with management's recommendations.
GENTEX CORPORATION	ANNUAL	21-May-15	We voted in favour of all items in accordance with management's recommendations.
INTEL CORPORATION	ANNUAL	21-May-15	We voted against item #4 regarding the omnibus stock plan. While we acknowledge that Intel's equity-based compensation plans and practices are more in line with best practice related to pay for performance, the actual plan itself still allows the use of stock options, which we view as being misaligned with shareholder interests. We ask that the company move to an equity plan that promotes straightforward share ownership. We voted in favour of Shareholder Proposal #7 (against management) regarding the requirement of an independent Board Chairman. Intel should have taken the opportunity to separate the role of Chairman and CEO when Mr. Krzanich was promoted to the CEO position in 2012. We support the separation of the Chairman and CEO positions with an independent board member serving as the Chairman. We voted against Shareholder Proposals #6 and #8 (with management) and in favour of all other items in accordance with management's recommendations.

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MATTEL, INC.	ANNUAL	21-May-15	We voted against item #3 regarding the omnibus stock plan. This plan requests that an additional 29MM shares be reserved for equity awards in addition to the 30MM available and outstanding. The total dilution is approximately 15%, which is excessive. The plan also allows the use of stock options, which we view as being misaligned with shareholder interests. We ask that the company move to an equity plan that promotes straightforward share ownership. We voted in favour of Shareholder Proposal #5 (against management) regarding an independent Board Chairman. Mattel should have taken the opportunity to separate the role of Chairman and CEO when Mr. Sinclair was promoted to the CEO position in 2012. We support the separation of the Chairman and CEO positions with an independent board member serving as the Chairman. We voted in favour of all other items in accordance with management's recommendations.
MERCK & CO., INC.	ANNUAL	26-May-15	We voted against Shareholder Proposals #6 and #7 (with management), and in favour of all other items in accordance with management's recommendations.
WALGREENS BOOTS ALLIANCE, INC.	ANNUAL	28-May-15	We voted against items #1a, #1c and #1e regarding the election of Janice M. Babiak, Steven A. Davis and Ginger L. Graham to the Board. As confirmed by ISS, each of these nominees does not own any shares of stock in the company and has served as a Director for a considerable period of time. We find this unsatisfactory and accordingly vote against. We voted against all Shareholder Proposals (with management) and in favour of all other items in accordance with management's recommendations.
WORLD FUEL SERVICES CORPORATION	ANNUAL	29-May-15	We voted in favour of all items in accordance with management's recommendations.
NABORS INDUSTRIES LTD.	ANNUAL	2-Jun-15	We voted in favour of item #9 (against management) regarding a majority vote for the election of Directors. We believe this proposal is sensible and is in keeping with sound corporate governance. We voted in favour of all other items in accordance with management's recommendations.
GOOGLE INC.	ANNUAL	3-Jun-15	We withheld our votes on the election of directors L. John Doerr, Paul S. Otellini and K. Ram Shriram (items #1.4, #1.9 and #1.10) for our discomfort with the compensation practices at Google. We withheld our votes on the election of John L. Hennessy as Director (item #1.6) for being a non-independent Board member yet serving on a key Board committee. We voted against item #3 regarding the omnibus stock plan. The plan strikes us as egregious in size and also lacks specific performance targets. We voted in favour of items #4 and #6 (both against management) as we feel they are in keeping with sound corporate governance. Item #4 proposes a recapitalization plan for all stock to have one vote per share. Item #6 requires a majority vote for the election of Directors. We voted against items #5, #7 and #8 (with management) and in favour of all other items in accordance with management's recommendations. The common denominator for each of these proposals is an improvement in corporate governance in both form and substance. Outside owners should be treated on a level playing field with inside owners. Compensation should be structured in a transparent way that rewards managers for reaching challenging and pre-determined targets.
GRANITE CONSTRUCTION INCORPORATED	ANNUAL	4-Jun-15	We voted in favour of all items in accordance with management's recommendations.