

PETROLEUM & RESOURCES CORP  
Form N-PX  
July 30, 2013

**FORM N-PX**

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

**Investment Company Act file number: 811-02736**

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**PETROLEUM & RESOURCES CORPORATION**

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(Exact name of registrant as specified in charter)

**7 Saint Paul Street, Suite 1140, Baltimore, Maryland 21202**

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(Address of principal executive offices)

**Lawrence L. Hooper, Jr.  
Petroleum & Resources Corporation  
7 Saint Paul Street, Suite 1140  
Baltimore, Maryland 21202**

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(Name and address of agent for service)

**Registrant's telephone number, including area code:** (410) 752-5900

**Date of fiscal year end:** December 31

**Date of reporting period:** July 1, 2012 - June 30, 2013

## Item 1. Proxy Voting Record

Description

Proposal Type  
(Management  
or Shareholder)

Voted  
(Yes or No)

Vote  
(For, Against, Abstain,  
For All-Directors,  
Withheld-Directors)

For/Against  
Management

Issuer: Anadarko Petroleum Corporation

Ticker: APC

CUSIP: 032511-10-7

Meeting Date: 05/14/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Political Contributions

SHLDR

YES

AGNST

FOR

Issuer: Baker Hughes Inc.

Ticker: BHI

CUSIP: 057224-10-7

Meeting Date: 04/25/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Amend Employee Stock Purchase Plan

MGMT

YES

FOR

FOR

Approve Performance Criteria for Long-Term Incentive Plan

MGMT

YES

FOR

FOR

Issuer: CF Industries Holdings, Inc.

Ticker: CF

CUSIP: 125269-10-0

Meeting Date: 05/14/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Majority Voting

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Board Diversity

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Political Contributions

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Sustainability Report

SHLDR

YES

AGNST

FOR

Issuer: Chevron Corporation

Ticker: CVX

CUSIP: 166764-10-0

Meeting Date: 05/29/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Long-Term Incentive Plan

MGMT

YES

AGNST

AGNST

Shareholder Proposal Regarding Shale Energy Operations

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Offshore Oil Wells

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Climate Risk

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Lobbying Disclosure

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Political Contributions

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Cumulative Voting

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Special Meetings

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Independent Director with Environmental Expertise

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Country Selection Guidelines

SHLDR

YES

AGNST

FOR

Issuer: ConocoPhillips

Ticker: COP



CUSIP: 20825C-10-4

Meeting Date: 05/14/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Grassroots Lobbying Expenditures

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Greenhouse Gas Reduction Targets

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Gender Identity Non-Discrimination

SHLDR

YES

AGNST

FOR

Issuer: Devon Energy Corporation

Ticker: DVN

CUSIP: 25179M-10-3

Meeting Date: 06/05/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Report on Lobbying Practices

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Majority Voting

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Written Consent

SHLDR

YES

AGNST

FOR

Issuer: Dow Chemical Company

Ticker: DOW

CUSIP: 260543-10-3

Meeting Date: 05/09/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Stock Retention

SHLDR

YES

AGNST

FOR

Issuer: Eastman Chemical Company

Ticker: EMN

CUSIP: 277432-10-0

Meeting Date: 05/02/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Written Consent

SHLDR

YES

AGNST

FOR

Issuer: Energen Corporation

Ticker: EGN

CUSIP: 29265N-10-8

Meeting Date: 04/24/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Qualification of Annual Incentive Compensation Plan

MGMT

YES

FOR

FOR

End Staggered Election of Directors

MGMT

YES

FOR

FOR

Issuer: EOG Resources, Inc.

Ticker: EOG

CUSIP: 26875P-10-1

Meeting Date: 03/06/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Amend Omnibus Compensation Plan

MGMT

YES

AGNST

AGNST

Executive Compensation

MGMT

YES

FOR

FOR

Issuer: EQT Corporation

Ticker: EQT

CUSIP: 26884L-10-9

Meeting Date: 04/17/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Declassify Board of Directors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Political Contribution Study

SHLDR

YES

AGNST

FOR

Issuer: Exxon Mobil Corporation

Ticker: XOM

CUSIP: 30231G-10-2

Meeting Date: 05/29/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES



FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Independent Chairman

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Majority Vote for Directors

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Limited Directorships

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Report on Lobbying

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Political Contributions Report

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Amendment of EEO Policy

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Report on Natural Gas Production

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Gas Emissions Goals

SHLDR

YES

AGNST

FOR

Issuer: FMC Corporation

Ticker: FMC

CUSIP: 302491-30-3

Meeting Date: 04/23/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Declassify Board of Directors

MGMT

YES

FOR

FOR

Issuer: FMC Technologies

Ticker: FTI

CUSIP: 30249U-10-1

Meeting Date: 05/03/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Approve Performance Goals Under Incentive Compensation and Stock Plan

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Accelerated Vesting of Equity Awards Upon Change in Control

SHLDR

YES

AGNST

FOR

Issuer: Forest Oil Corporation

Ticker: FST

CUSIP: 346091-70-5

Meeting Date: 05/07/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Approve Additional Shares Under Employee Stock Purchase Plan

MGMT

YES

FOR

FOR

Increase Award Limits Under Stock Incentive Plan

MGMT

YES

FOR

FOR

Amend Stock Incentive Plan

MGMT

YES

AGNST

AGNST

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Issuer: Halliburton

Ticker: HAL

CUSIP: 406216-10-1

Meeting Date: 05/15/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Amend Stock Incentive Plan

MGMT

YES

AGNST

AGNST

Shareholder Proposal Regarding Human Rights Policy

SHLDR

YES

AGNST

FOR

Issuer: Hess Corporation

Ticker: HES

CUSIP: 023551-10-4

Meeting Date: 05/16/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Declassify Board of Directors

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Independent Chairman

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Majority Voting

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Report on Political Contributions

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Repealing Amendments of By-Laws

SHLDR

YES

AGNST

FOR

Issuer: HollyFrontier Corporation



Ticker: HFC

CUSIP: 436106-10-8

Meeting Date: 05/15/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Issuer: Kinder Morgan, Inc.

Ticker: KMI

CUSIP: 49456B-10-1

Meeting Date: 05/07/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Issuer: LyondellBasell Industries N.V.

Ticker: LYB

CUSIP: N53745-10-0

Meeting Date: 05/22/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Adoption of Annual Accounts

MGMT

YES

FOR

FOR

Discharge Management Board

MGMT

YES

FOR

FOR

Discharge Supervisory Board

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Appointment of Auditors for Dutch Annual Reports

MGMT

YES

FOR

FOR

Compensation of Supervisory Board

MGMT

YES

FOR

FOR

Approve Dividends

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Approval to Repurchase Issued Share Capital

MGMT

YES

FOR

FOR

Approval to Cancel Share Capital Held in Treasury

MGMT

YES

FOR

FOR

Amend Articles of Association to Comply with Change in Dutch Law

MGMT

YES

FOR

FOR

Issuer: Marathon Oil Corp.

Ticker: MRO

CUSIP: 565849-10-6

Meeting Date: 04/24/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Report on Lobbying Activities

SHLDR

YES

AGNST

FOR

Issuer: Marathon Petroleum Corp.

Ticker: MPC

CUSIP: 56585A-10-2

Meeting Date: 04/24/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Declassify Board of Directors

MGMT

YES

FOR

FOR

Issuer: Nabors Industries Ltd.

Ticker: NBR

CUSIP: G6359F-10-3

Meeting Date: 06/04/2013

Election of Directors

MGMT

YES

FOR ALL- DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Incentive Bonus Plan

MGMT

YES

FOR

FOR

Stock Plan

MGMT

YES

AGNST

AGNST

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Approval of Performance Metrics in Equity Compensation Plan

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Independent Chairman

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Stock Retention

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Severance Agreements

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Proxy Access

SHLDR

YES

AGNST

FOR

Issuer: National Fuel Gas Company

Ticker: NFG

CUSIP: 636180-10-1

Meeting Date: 03/07/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors



MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Issuer: National Oilwell Varco, Inc.

Ticker: NOV

CUSIP: 637071-10-1

Meeting Date: 05/22/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Amend Long-Term Incentive Plan

MGMT

YES

AGNST

AGNST

Approve Cash Incentive Plan

MGMT

YES

FOR

FOR

Issuer: New Jersey Resources Corporation

Ticker: NJR

CUSIP: 646025-10-6

Meeting Date: 01/23/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Issuer: Newfield Exploration Company

Ticker: NFX

CUSIP: 651290-10-8

Meeting Date: 05/02/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Amended Omnibus Stock Plan

MGMT

YES

AGNST

AGNST

Independent Chairman of the Board

SHLDR

YES

AGNST

FOR

Issuer: Oasis Petroleum, Inc.

Ticker: OAS

CUSIP: 674215-10-8

Meeting Date: 05/03/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Issuer: Occidental Petroleum Corporation

Ticker: OXY

CUSIP: 674599-10-5

Meeting Date: 05/03/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Written Consent

SHLDR

YES

AGNST

FOR

Issuer: Oil States International, Inc.

Ticker: OIS

CUSIP: 678026-10-5

Meeting Date: 05/15/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Equity Participation Plan Amendment

MGMT

YES

FOR

FOR

Other Business

MGMT

YES

FOR

FOR

Issuer: Peabody Energy Corporation

Ticker: BTU

CUSIP: 704549-10-4

Meeting Date: 04/29/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Approve Performance Goals Under Annual Incentive Compensation Plan

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Lobbying Activities

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Independent Chairman

SHLDR

YES

AGNST

FOR

Issuer: Phillips 66

Ticker: PSX

CUSIP: 718546-10-4

Meeting Date: 05/08/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Omnibus Stock Plan

MGMT



YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Frequency of Vote on Executive Compensation

MGMT

YES

3 YRS

AGNST

Issuer: Pioneer Natural Resources Company

Ticker: PXD

CUSIP: 723787-10-7

Meeting Date: 05/23/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Hydraulic Fracturing Disclosure

SHLDR

YES

AGNST

FOR

Issuer: Potash Corporation of Saskatchewan Inc.

Ticker: POT

CUSIP: 73755L-10-7

Meeting Date: 05/16/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Performance Option Plan

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Issuer: Praxair, Inc.

Ticker: PX

CUSIP: 74005P-10-4

Meeting Date: 04/23/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Political Contributions

SHLDR

YES

AGNST

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Issuer: QEP Resources, Inc.

Ticker: QEP

CUSIP: 74733V-10-0

Meeting Date: 05/24/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Declassify Board of Directors

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Separation of Chairman and CEO

SHLDR

YES

AGNST

FOR

Issuer: Royal Dutch Shell plc

Ticker: RDS/A

CUSIP: 780257-80-4

Meeting Date: 05/21/2013

Adoption of Annual Report and Accounts

MGMT

YES

FOR

FOR

Approval of Remuneration Report

MGMT

YES

FOR

FOR

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Re-Appointment of Auditors

MGMT

YES

FOR

FOR

Remuneration of Auditors

MGMT

YES

FOR

FOR

Authority to Allot Shares

MGMT

YES

FOR

FOR

Disapplication of Pre-emption Rights

MGMT

YES

FOR

FOR

Authority to Purchase Own Shares

MGMT

YES

FOR

FOR

Authority for Certain Donations and Expenditure

MGMT

YES

FOR

FOR

Issuer: Seadrill Limited

Ticker: SDRL

CUSIP: G7945E-10-5

Meeting Date: 09/21/2012

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Directors Remuneration

MGMT

YES

FOR

FOR

Issuer: Schlumberger Limited

Ticker: SLB

CUSIP: 806857-10-8

Meeting Date: 04/10/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Approve Financial Statements and Declaration of Dividend

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Approve Omnibus Incentive Plan

MGMT



YES

FOR

FOR

Amended Employee Stock Purchase Plan

MGMT

YES

FOR

FOR

Issuer: South Jersey Industries, Inc.

Ticker: SJI

CUSIP: 838518-10-8

Meeting Date: 04/19/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Issuer: Southwestern Energy Company

Ticker: SWN

CUSIP: 845467-10-9

Meeting Date: 05/21/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Incentive Plan

MGMT

YES

AGNST

AGNST

Issuer: Spectra Energy Corporation

Ticker: SE

CUSIP: 847560-10-9

Meeting Date: 04/30/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Shareholder Proposal Regarding Disclosure of Political Contributions

SHLDR

YES

AGNST

FOR

Shareholder Proposal Regarding Fugitive Methane Emissions Report

SHLDR

YES

AGNST

FOR

Issuer: Transocean Ltd.

Ticker: RIG

CUSIP: G90073-10-0

Meeting Date: 05/17/2013

Approve Annual Report and Financial Statements

MGMT

YES

FOR

FOR

Appropriation of Available Earnings

MGMT

YES

FOR

FOR

Approve Payment of Dividend in Principle

MGMT

YES

FOR

FOR

Company Distribution Proposal of \$2.24 per Share

MGMT

YES

FOR

FOR

Icahn Group Distribution Proposal of \$4.00 per Share

SHLDR

YES

AGNST

FOR

Readoption of Authorized Share Capital

MGMT

YES

FOR

FOR

End Staggered Board

MGMT

YES

FOR

FOR

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Election of Directors

SHLDR

YES

AGNST

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Issuer: Weatherford International Ltd.

Ticker: WFT

CUSIP: G95089-10-1

Meeting Date: 06/20/2013

Approve Annual Report

MGMT

YES

FOR

FOR

Discharge Board of Directors

MGMT

YES

FOR

FOR

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

Authorized Shares

MGMT

YES

FOR

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Issuer: WPX Energy

Ticker: WPX

CUSIP: 98212B-10-3

Meeting Date: 05/22/2013

Election of Directors

MGMT

YES

FOR ALL-DIRS

FOR

Executive Compensation

MGMT

YES

FOR

FOR

Frequency of Vote on Executive Compensation

MGMT

YES

3 YRS

AGNST

Approve Incentive Plan

MGMT

YES

AGNST

AGNST

Ratification of Appointment of Independent Auditors

MGMT

YES

FOR

FOR

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.



PETROLEUM & RESOURCES CORPORATION

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(Registrant)

BY: /s/ Mark E. Stoeckle

-----

Mark E. Stoeckle

Chief Executive Officer

(Principal Executive Officer)

DATE: July 30, 2013